

## FINANCIAL STATEMENTS AND RELATED ANNOUNCEMENT::FULL YEARLY RESULTS

### Issuer & Securities

#### Issuer/ Manager

PACIFIC CENTURY REGIONAL DEVELOPMENTS LIMITED

#### Securities

PACIFIC CENTURY REGIONAL DEVTS - SG1J17886040 - P15

#### Stapled Security

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### Additional Details

#### For Financial Period Ended

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### Attachments

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# PACIFIC CENTURY REGIONAL DEVELOPMENTS LIMITED

Company Registration No. 196300381N

## Condensed Financial Statements for the Six Months and Full Year Ended 31 December 2023

### PART I - INFORMATION REQUIRED FOR HALF-YEAR AND FULL YEAR ANNOUNCEMENTS

- 1(a) An income statement and statement of comprehensive income, or a statement of comprehensive income, for the group, together with a comparative statement for the corresponding period of the immediately preceding financial year

*The results of PCCW Limited ("PCCW"), the Company's 22.7% associated corporation which is listed on the Stock Exchange of Hong Kong Limited, for the year ended 31 December 2023 were announced by PCCW and the Company on 23 February 2024. These results of the Group reflect the Company's share of PCCW's full-year results on an equity accounting basis.*

### CONDENSED CONSOLIDATED INCOME STATEMENTS

	Note	6 months			Full Year		
		2H 2023 S\$'000	2H 2022 S\$'000	Change %	2023 S\$'000	2022 S\$'000	Change %
Revenue	F	8,072	8,188	(1.4)	9,736	24,012	(59.5)
Other income	G	75	369	(79.7)	83	380	(78.2)
Expenses							
- Depreciation expenses		(163)	(159)	2.5	(329)	(315)	4.4
- Employee compensation		(1,179)	(1,165)	1.2	(2,312)	(2,305)	0.3
- Directors' fees		(120)	(146)	(17.8)	(261)	(283)	(7.8)
- Legal and other professional fees		(610)	(2,067)	(70.5)	(1,155)	(2,579)	(55.2)
- Travelling expenses		(87)	(47)	85.1	(151)	(78)	93.6
- Foreign exchange loss, net		(1,215)	(2,159)	(43.7)	(1,975)	(382)	417.0
- Subscriptions and donations		(7)	(20)	(65.0)	(12)	(200)	(94.0)
- Others		(217)	(346)	(37.3)	(487)	(617)	(21.1)
- Finance expenses	H	(8,020)	(7,864)	2.0	(17,363)	(11,406)	52.2
Total expenses		(11,618)	(13,973)	(16.9)	(24,045)	(18,165)	32.4
Share of profit (loss) of associated corporations, net of tax		1,090	10,140	(89.3)	(16,145)	7,583	n.m.
Loss on deemed dilution		-	-	n.m.	-	(547)	n.m.
(Loss) profit before income tax		(2,381)	4,724	n.m.	(30,371)	13,263	n.m.
Income tax expense	I	(853)	(186)	358.6	(1,018)	(190)	435.8
Total (loss) profit for the period/year		(3,234)	4,538	n.m.	(31,389)	13,073	n.m.
Attributable to equity holders of the Company		(3,234)	4,538	n.m.	(31,389)	13,073	n.m.

n.m. = not meaningful

# CONDENSED CONSOLIDATED STATEMENTS OF COMPREHENSIVE INCOME

	6 months			Full Year		
	2H 2023	2H 2022	Change	2023	2022	Change
	S\$'000	S\$'000	%	S\$'000	S\$'000	%
Total (loss) profit for the period/year	(3,234)	4,538	n.m.	(31,389)	13,073	n.m.
Other comprehensive income (loss):						
Items that may be reclassified subsequently to profit or loss:						
Currency translation differences arising from consolidation						
- (Losses) gains, net	15,720	(2,876)	n.m.	15,782	4,248	271.5
Share of comprehensive loss of associated corporations	(11,940)	4,204	n.m.	(13,657)	(5,250)	160.1
	<u>3,780</u>	<u>1,328</u>	184.6	<u>2,125</u>	<u>(1,002)</u>	n.m.
Items that will not be reclassified subsequently to profit or loss:						
Fair value losses on equity investments at fair value through other comprehensive income	(8,411)	(38,845)	(78.3)	(12,102)	(51,392)	(76.5)
Currency translation differences arising from consolidation						
- Losses, net	(18,007)	(2,150)	737.5	(18,492)	(2,502)	639.1
Other comprehensive loss, net of tax	<u>(22,638)</u>	<u>(39,667)</u>	(42.9)	<u>(28,469)</u>	<u>(54,896)</u>	(48.1)
Total comprehensive loss for the period/year	<u>(25,872)</u>	<u>(35,129)</u>	(26.4)	<u>(59,858)</u>	<u>(41,823)</u>	43.1
Total comprehensive loss attributable to equity holders of the Company	<u>(25,872)</u>	<u>(35,129)</u>	(26.4)	<u>(59,858)</u>	<u>(41,823)</u>	43.1

n.m. = not meaningful

**1(b)(i) A statement of financial position (for the issuer and group), together with a comparative statement as at the end of the immediately preceding financial year**

**CONDENSED BALANCE SHEETS**

	Note	Group		Company	
		2023	2022	2023	2022
		S\$'000	S\$'000	S\$'000	S\$'000
<b>ASSETS</b>					
<b>Current assets</b>					
Cash and cash equivalents		11,299	4,007	2,723	3,160
Trade and other receivables	E	143	100	14	85
Other current assets		1,492	1,385	575	583
		<u>12,934</u>	<u>5,492</u>	<u>3,312</u>	<u>3,828</u>
<b>Non-current assets</b>					
Financial assets, at fair value through other comprehensive income ("FVOCI")	K	86,614	132,931	46,906	55,298
Other receivables		86	88	-	-
Investments in associated corporations	L	414,343	539,761	995,813	1,017,272
Investments in subsidiary corporations		-	-	73,030	199,998
Property, plant and equipment	M	251	576	-	-
Other non-current assets		802	1,755	18	595
		<u>502,096</u>	<u>675,111</u>	<u>1,115,767</u>	<u>1,273,163</u>
<b>Total assets</b>		<u>515,030</u>	<u>680,603</u>	<u>1,119,079</u>	<u>1,276,991</u>
<b>LIABILITIES</b>					
<b>Current liabilities</b>					
Trade and other payables	N	3,563	4,534	242,961	436,934
Current income tax liabilities		58	16	-	-
Borrowings	O	152	292	-	-
		<u>3,773</u>	<u>4,842</u>	<u>242,961</u>	<u>436,934</u>
<b>Non-current liabilities</b>					
Borrowings	O	186,295	294,741	-	-
Deferred income tax liabilities		1,072	374	206	-
		<u>187,367</u>	<u>295,115</u>	<u>206</u>	<u>-</u>
<b>Total liabilities</b>		<u>191,140</u>	<u>299,957</u>	<u>243,167</u>	<u>436,934</u>
<b>NET ASSETS</b>		<u>323,890</u>	<u>380,646</u>	<u>875,912</u>	<u>840,057</u>
<b>EQUITY</b>					
<b>Capital and reserves attributable to equity holders of the Company</b>					
Share capital	P	457,283	457,283	457,283	457,283
Other reserves		18,850	56,599	(173,566)	(147,830)
(Accumulated loss) retained profits		(152,243)	(133,236)	592,195	530,604
<b>Total equity</b>		<u>323,890</u>	<u>380,646</u>	<u>875,912</u>	<u>840,057</u>

**1(b)(ii) In relation to the aggregate amount of group's borrowings and debt securities, specify the following as at the end of the current financial period reported on with comparative figures as at the end of the immediately preceding financial year:-**

For details, please refer to Note O in the Notes to the Condensed Financial Statements on page 13.

1(c) A statement of cash flows (for the group), together with a comparative statement for the corresponding period of the immediately preceding financial year

**CONDENSED CONSOLIDATED STATEMENT OF CASH FLOWS**

	<b>Full Year</b>	
	2023	2022
	S\$'000	S\$'000
<b>Cash flow from operating activities:</b>		
(Loss) profit after tax	(31,389)	13,073
Adjustments for :		
- Income tax expense	1,018	190
- Depreciation expenses	329	315
- Dividend income	(9,736)	(24,012)
- Interest income	(45)	(18)
- Finance expenses	17,363	11,406
- Unrealised currency translation losses (gains)	379	(1,104)
- Gain from share buyback by KSH Distriparks Private Limited ("KSH")	-	(265)
- Loss on deemed dilution	-	547
- Share of loss (profit) of associated corporations, net of tax	16,145	(7,583)
	(5,936)	(7,451)
Change in working capital:		
- Trade and other receivables	(46)	143
- Trade and other payables	(355)	722
<b>Cash used in operations</b>	(6,337)	(6,586)
Interest received	45	18
Income tax paid	(273)	(186)
<b>Net cash used in operating activities</b>	(6,565)	(6,754)
<b>Cash flow from investing activities:</b>		
Purchase of property, plant and equipment	(4)	(75)
Purchase of financial assets, at FVOCI	(18)	-
Proceeds from disposal of financial assets, at FVOCI	32,789	-
Proceeds from share buyback by KSH	-	2,285
Dividends from financial assets, at FVOCI	6,862	5,192
Distributions received from HKT Trust and HKT Limited (both collectively, "HKT")	2,874	18,820
Dividends received from PCCW	115,760	115,861
Dividends received from KSH	939	-
<b>Net cash provided by investing activities</b>	159,202	142,083
<b>Cash flow from financing activities:</b>		
Payment of finance expenses	(17,068)	(10,404)
Proceeds from borrowings	90,922	278,625
Repayment of borrowings and lease payments	(194,998)	(296,131)
Purchases of the Company's shares	(303)	-
Dividend paid to equity holders of the Company	(23,833)	(107,283)
<b>Net cash used in financing activities</b>	(145,280)	(135,193)
Net increase in cash and cash equivalents	7,357	136
Cash and cash equivalents at beginning of year	4,007	3,851
Effects of currency translation on cash and cash equivalents	(65)	20
<b>Cash and cash equivalents at end of year</b>	11,299	4,007
<b>Summary of cash and cash equivalents:</b>		
Cash at bank and on hand	11,299	4,007

**1(d)(i) A statement (for the issuer and group) showing either (i) all changes in equity or (ii) changes in equity other than those arising from capitalisation issues and distributions to shareholders, together with a comparative statement for the corresponding period of the immediately preceding financial year**

**CONDENSED STATEMENTS OF CHANGES IN EQUITY**

<b>The Group</b>	<b>Note</b>	<b>Share capital</b>	<b>Other reserves</b>	<b>(Accumulated loss) retained profits</b>	<b>Total equity</b>
		<b>S\$'000</b>	<b>S\$'000</b>	<b>S\$'000</b>	<b>S\$'000</b>
Balance at 1 January 2023		457,283	56,599	(133,236)	380,646
Total comprehensive loss for the year		-	(28,469)	(31,389)	(59,858)
Share of reserves of associated corporations		-	(115)	27,353	27,238
Purchase and cancellation of shares		-	-	(303)	(303)
Dividend paid		-	-	(23,833)	(23,833)
Transfer upon disposal of investments	K	-	(9,165)	9,165	-
Balance at 31 December 2023		<u>457,283</u>	<u>18,850</u>	<u>(152,243)</u>	<u>323,890</u>
Balance at 1 January 2022		457,283	198,195	81,824	737,302
Total comprehensive (loss) income for the year		-	(54,896)	13,073	(41,823)
Share of reserves of associated corporations		-	(5)	(2,739)	(2,744)
Dividend paid		-	-	(312,698)	(312,698)
Transfer upon distribution in specie <sup>1</sup>		-	(86,695)	86,695	-
Capital contribution from Pacific Century Group Holdings (HK) Limited ("PCGH"), a subsidiary corporation of the intermediate holding company <sup>2</sup>		-	-	609	609
Balance at 31 December 2022		<u>457,283</u>	<u>56,599</u>	<u>(133,236)</u>	<u>380,646</u>
<b>The Company</b>		<b>Share capital</b>	<b>Other reserves</b>	<b>Retained profits</b>	<b>Total equity</b>
		<b>S\$'000</b>	<b>S\$'000</b>	<b>S\$'000</b>	<b>S\$'000</b>
Balance at 1 January 2023		457,283	(147,830)	530,604	840,057
Total comprehensive (loss) income for the year		-	(25,736)	85,727	59,991
Purchase and cancellation of shares		-	-	(303)	(303)
Dividend paid		-	-	(23,833)	(23,833)
Balance at 31 December 2023		<u>457,283</u>	<u>(173,566)</u>	<u>592,195</u>	<u>875,912</u>
Balance at 1 January 2022		457,283	(22,743)	637,174	1,071,714
Total comprehensive (loss) income for the year		-	(38,392)	119,433	81,041
Dividend paid		-	-	(312,698)	(312,698)
Transfer upon distribution in specie <sup>1</sup>		-	(86,695)	86,695	-
Balance at 31 December 2022		<u>457,283</u>	<u>(147,830)</u>	<u>530,604</u>	<u>840,057</u>

<sup>1</sup> During the financial year ended 31 December 2022, the Company completed the distribution of 123,325,653 HKT SSUs to its Entitled Shareholders. The cumulative fair value reserve relating to HKT SSUs of S\$86,695,000 was reclassified from other reserves to retained profits.

<sup>2</sup> During the financial year ended 31 December 2022, a subsidiary corporation of the Company entered into a borrowing arrangement with PCGH. The borrowing from PCGH was unsecured. Borrowing amounting to S\$67,090,000 was repayable in full by 2024 with an option for early repayment. Interest rate was fixed at HIBOR, plus a margin of 1.00% per annum.

The difference between fair value of the borrowing discounted using the prevailing market interest rate and the principal amount received from PCGH, is accounted for as an addition to the subsidiary corporation's equity by PCGH. The borrowing was fully repaid during the financial year ended 31 December 2023.

## NOTES TO THE CONDENSED FINANCIAL STATEMENTS

### A. General information

Pacific Century Regional Developments Limited (the "Company") is listed on the Singapore Exchange Securities Trading Limited and incorporated and domiciled in Singapore. The address of its registered office is 50 Raffles Place, #35-01 Singapore Land Tower, Singapore 048623.

The immediate holding company of the Company is Pacific Century Group (Cayman Islands) Limited, which is incorporated in the Cayman Islands. The ultimate holding company is OS Holdings Limited, which is incorporated in Bermuda.

The principal activity of the Company is investment holding. The principal activities of its subsidiary corporations and associated corporations are set out in Note Q.

### B. Basis of preparation

The condensed financial statements for the six months and full financial year ended 31 December 2023 have been prepared in accordance with SFRS(I) 1-34 Interim Financial Reporting issued by the Accounting Standards Council Singapore. The condensed financial statements do not include all the information required for a complete set of financial statements. However, selected explanatory notes are included to explain events and transactions that are significant to an understanding of the changes in the Group's financial position and performance of the Group since the last audited financial statements for the financial year ended 31 December 2022.

The accounting policies adopted are consistent with those of the previous financial year which were prepared in accordance with SFRS(I)s, except for the adoption of new and amended standards as set out in Note B.1.

The functional currency of the Company is the Hong Kong Dollar. The condensed financial statements are presented in Singapore Dollars because the Company is listed on the Singapore Exchange Securities Trading Limited and is incorporated and domiciled in Singapore.

These condensed financial statements have been prepared in accordance with the Singapore Financial Reporting Standards (International) ("SFRS(I)s") under the historical cost convention, except for investments which are stated at fair value.

#### B.1. New and amended standards adopted by the Group

On 1 January 2023, the Group adopted certain new or amended SFRS(I)s that are mandatory for application for the financial year. Changes to the Group's accounting policies have been made as required, in accordance with the transitional provisions in the respective SFRS(I)s.

The adoption of these new or amended SFRS(I)s did not result in substantial changes to the accounting policies of the Group and the Company, and had no material effect on the results reported for the current or prior financial years.

**B. Basis of preparation (continued)**

**B.2. Use of judgements and estimates**

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

The significant judgements by management in applying the Group's accounting policies and the key sources of estimation uncertainty were essentially the same as those that applied to the consolidated financial statements as at and for the financial year ended 31 December 2022.

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

There are no critical areas involving a higher degree of judgement or complexity, or areas where estimates and assumptions are significant to the condensed financial statements.

**C. Seasonal operations**

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

**D. Segment information**

The chief operating decision makers consist of the Chairman and Group Managing Director who are members of the Executive Committee of the Company ("EXCO"). Management has determined the operating segment based on reports reviewed by the EXCO that are used to make strategic decisions, allocate resources and assess performance.

EXCO considers that the Group's operations constitute a single segment which is the business of investment holding in four geographical locations: Singapore, India, Hong Kong and Cayman Islands. The Group manages its investment holding and management and consultancy service businesses as one operating segment.

Revenue is derived from dividend income. All assets other than cash and cash equivalents, property, plant and equipment, other non-current assets and investment in associated corporations are allocated to the operating segment and all liabilities are allocated to the operating segment other than borrowings, current income tax liabilities and deferred income tax liabilities.



### D.1. Reportable segments

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## D.1. Reportable segments (continued)

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## E. Financial assets and financial liabilities

Set out below is an overview of the financial assets and financial liabilities of the Group as at 31 December 2023 and 31 December 2022:

		<u>Group</u>		<u>Company</u>	
	Note	2023 S\$'000	2022 S\$'000	2023 S\$'000	2022 S\$'000
<b>Financial assets</b>					
Financial assets at FVOCI	K	86,614	132,931	46,906	55,298
Cash and cash equivalents, trade and other receivables, current deposits and non-current deposits (amortised cost)		11,615	4,284	2,739	3,248
		<u>98,229</u>	<u>137,215</u>	<u>49,645</u>	<u>58,546</u>
<b>Financial liabilities</b>					
Trade and other payables, and borrowings (amortised cost)		<u>190,010</u>	<u>299,567</u>	<u>242,961</u>	<u>436,934</u>

## F. Revenue

	<u>Group</u>			
	6 months		Full year	
	2H 2023 S\$'000	2H 2022 S\$'000	2023 S\$'000	2022 S\$'000
Distributions/dividends from financial assets, at FVOCI				
- HKT	1,235	8,137	2,874	18,820
- Others	6,837	51	6,862	5,192
	<u>8,072</u>	<u>8,188</u>	<u>9,736</u>	<u>24,012</u>

## G. Other income

	<u>Group</u>			
	6 months		Full year	
	2H 2023 S\$'000	2H 2022 S\$'000	2023 S\$'000	2022 S\$'000
Government grants	-	-	1	5
Interest income	44	18	45	18
Management fee	24	24	30	30
Gain from share buyback by KSH	-	265	-	265
Gain on disposal of property, plant and equipment	-	29	-	29
Other income	7	33	7	33
	<u>75</u>	<u>369</u>	<u>83</u>	<u>380</u>

## H. Finance expenses

	<u>Group</u>			
	6 months		Full year	
	2H 2023 S\$'000	2H 2022 S\$'000	2023 S\$'000	2022 S\$'000
Interest expense				
- bank borrowings	6,769	4,982	13,537	7,209
- borrowing from PCGH (Note O)	9	855	1,432	855
- finance lease liability	4	5	10	11
Finance facility fees	1,238	2,022	2,384	3,331
	<u>8,020</u>	<u>7,864</u>	<u>17,363</u>	<u>11,406</u>

## I. Taxation

The Group calculates the period's income tax expense using the tax rate that would be applicable to the expected total annual earnings. The major components of income tax expense in the condensed consolidated statement of profit or loss are:

	<u>Group</u>		<u>Full year</u>	
	6 months			
	2H 2023	2H 2022	2023	2022
	S\$'000	S\$'000	S\$'000	S\$'000
Current income tax expense	153	186	318	190
Deferred income tax expense	700	-	700	-
	<u>853</u>	<u>186</u>	<u>1,018</u>	<u>190</u>

## J. Dividends

	<u>Group</u>	
	<u>Full year</u>	
	2023	2022
	S\$'000	S\$'000
Ordinary dividends paid:		
Interim special dividend paid in respect of the financial year ended 31 December 2022 of 0.05 HKT SSU per share <sup>#</sup>	-	220,542
Final dividend paid in respect of the financial year ended 31 December 2022 of 0.90 cents per share	23,833	-
Final and special dividend paid in respect of the financial year ended 31 December 2021 of 0.78 cents and 2.70 cents respectively per share	-	92,156
	<u>23,833</u>	<u>312,698</u>
Dividend per share (net of tax) (Cents per share)	<u>0.90</u>	<u>11.81</u>

<sup>#</sup> On 2 December 2022, the Company completed the distribution of 123,325,653 HKT SSUs, amounting to S\$205,415,000 and S\$15,127,000 (being the cash equivalent of 9,081,806 HKT SSUs) to Entitled Shareholders.

## K. Financial assets at fair value through other comprehensive income

Financial assets at fair value through other comprehensive income comprise the following:

	<u>Group</u>		<u>Company</u>	
	2023	2022	2023	2022
	S\$'000	S\$'000	S\$'000	S\$'000
Equity investments, at fair value:				
- Unquoted				
Foxdale Asset Holding Ltd	6,493	14,163	-	-
Exoduspoint Partners International Fund, Ltd	32,937	62,978	-	-
Others	278	492	-	-
	<u>39,708</u>	<u>77,633</u>	<u>-</u>	<u>-</u>
- Quoted				
HKT	35,171	36,874	35,171	36,874
Pacific Century Premium Developments Limited	11,735	18,424	11,735	18,424
	<u>46,906</u>	<u>55,298</u>	<u>46,906</u>	<u>55,298</u>
<b>Total</b>	<u>86,614</u>	<u>132,931</u>	<u>46,906</u>	<u>55,298</u>

**K. Financial assets at fair value through other comprehensive income (continued)**

During the financial year ended 31 December 2023, the Group redeemed 50% of its holdings in Exoduspoint Partners International Fund, Ltd, with a fair value of S\$32.8 million at the date of disposal. The cumulative gain on disposal, amounting to S\$9.2 million, was reclassified from fair value reserve to retained profits. The consideration of S\$32.8 million was received in 2023.

**K.1. Fair value measurement**

The Group classifies financial assets measured at fair value using a fair value hierarchy which reflects the significance of the inputs used in making the measurements. The fair value hierarchy has the following levels:

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

	<u>Level 1</u> S\$'000	<u>Level 2</u> S\$'000	<u>Level 3</u> S\$'000	<u>Total</u> S\$'000
<u>Group</u>				
<b>Assets</b>				
Financial assets, at FVOCI				
<b>2023</b>	46,906	33,079	6,629	86,614
<b>2022</b>	55,298	63,333	14,300	132,931
<u>Company</u>				
<b>Assets</b>				
Financial assets, at FVOCI				
<b>2023</b>	46,906	-	-	46,906
<b>2022</b>	55,298	-	-	55,298

**L. Investments in associated corporations**

	<u>Company</u> 2023 S\$'000	2022 S\$'000
<i>Equity investments - Quoted shares</i>		
Shares in Hong Kong-listed PCCW:		
At cost	995,813	1,017,272
Market value of quoted shares at balance sheet date	1,234,985	1,067,506

Movements during the financial years are attributable to:

	<u>Group</u> Full year 2023 S\$'000	2022 S\$'000
Cash dividend received from PCCW	(116,699)	(115,861)
Group's share of PCCW's (loss) profit	(18,302)	6,300
Group's share of PCCW's reserves	9,375	(9,500)
Loss on deemed dilution in the Group's interest in PCCW	-	(500)
Unrealised exchange (loss) gain on the Company's interest in Hong Kong Dollar ("HKD") denominated net assets in PCCW reflecting the (weakening) strengthening of the HKD against the SGD	(1,601)	1,961
Group's share of KSH's profit and reserves	1,809	300
Share buyback by KSH	-	(1,900)
	(125,418)	(119,200)

**M. Property, plant and equipment**

During the financial year ended 31 December 2023, the Group acquired assets amounting to S\$4,000 (2022: S\$186,000).

## N. Trade and other payables

	<u>Group</u>		<u>Company</u>	
	2023 S\$'000	2022 S\$'000	2023 S\$'000	2022 S\$'000
Other payables to				
- Subsidiary corporations	-	-	240,614	434,130
- Other related parties	-	576	-	-
- Other non-related parties	1,252	1,220	1,252	1,220
	1,252	1,796	241,866	435,350
Accruals for operating expenses	2,311	2,738	1,095	1,584
	<u>3,563</u>	<u>4,534</u>	<u>242,961</u>	<u>436,934</u>

## O. Borrowings

	<u>Group</u>		<u>Company</u>	
	2023 S\$'000	2022 S\$'000	2023 S\$'000	2022 S\$'000
<u>Amount repayable within one year or on demand</u>				
Secured	21	20	-	-
Unsecured	131	272	-	-
	<u>152</u>	<u>292</u>	<u>-</u>	<u>-</u>
<u>Amount repayable after one year</u>				
Secured	186,295	227,513	-	-
Unsecured	-	67,228	-	-
	<u>186,295</u>	<u>294,741</u>	<u>-</u>	<u>-</u>
Total borrowings	<u>186,447</u>	<u>295,033</u>	<u>-</u>	<u>-</u>

The secured revolving loan facilities of the Group are denominated in HKD (2022: HKD). The loans are secured by shares in PCCW and Share Stapled Units in HKT as at 31 December 2023 (2022: shares in PCCW) held by the Company.

The amounts advanced under the revolving loan facilities were classified as non-current liabilities as the Group expects to rollover the facilities for at least 12 months after the balance sheet date, and has the discretion to do so.

In 2022, a subsidiary corporation of the Company entered into a borrowing arrangement with PCGH. The borrowing from PCGH was unsecured. Borrowing amounting to S\$67.1 million was repayable in full by 16 November 2024 with an option for early repayment. Interest rate was fixed at HIBOR, plus a margin of 1.00% per annum. The borrowing was fully repaid during the financial year ended 31 December 2023.

Net borrowings (borrowings less cash on hand) as at 31 December 2023 was S\$175.1 million compared to net borrowings of S\$291.0 million at the end of 2022.

The key components of the decrease of S\$115.9 million in net borrowings were:

	<u>Group</u> 2023 S\$' million
Disposal of financial assets, at FVOCI	32.8
Dividends from financial assets, at FVOCI	6.9
Dividends/distributions from PCCW, HKT and KSH	119.6
Offset by:	
Operating expenses (excluding depreciation)	(23.7)
Dividend to equity holders of the Company	(23.8)

## Details of any collateral

	<u>Group</u>	
	2023 S\$'000	2022 S\$'000
Carrying values of shares and SSUs pledged to banks for Group's borrowings comprise:		
- shares in PCCW (at cost)	439,014	448,500
- SSUs in HKT	34,781	-
	<u>473,795</u>	<u>448,500</u>

**P. Share capital**

	<u>The Group and the Company</u>			
	Issued share capital '000	Company shares '000	Share capital S\$'000	Company shares S\$'000
<b>2023</b>				
Beginning of financial year	2,648,150	-	457,283	-
Shares purchased	-	(1,075)	-	(303)
Shares cancelled	(1,075)	1,075	-	303
End of financial year	<u>2,647,075</u>	<u>-</u>	<u>457,283</u>	<u>-</u>
<b>2022</b>				
Beginning and end of financial year	<u>2,648,150</u>	<u>-</u>	<u>457,283</u>	<u>-</u>

The Company did not hold any treasury shares as at 31 December 2023 and 31 December 2022.

The Company's subsidiary corporations did not hold any shares in the Company as at 31 December 2023 and 31 December 2022.

During the financial year ended 31 December 2023, the Company acquired 1,075,100 shares in the Company from the open market and cancelled them. The total amount paid to acquire the shares was S\$303,000. This is included as a component of shareholders' equity.

**Q. Group corporations**

Details of subsidiary corporations and associated corporations are as follows:

Name of company (country of incorporation)	Principal activities (place of business)	Carrying amount of investment		Percentage of equity held by the Group	
		2023 S\$'000	2022 S\$'000	2023 %	2022 %
<b>Subsidiary corporations directly held by the Company</b>					
PCRD Services Pte Ltd (Singapore)	Investment holding, business management and consultancy services (Singapore)	20,665	21,109	100	100
Gladioli Investments Pte Ltd (Singapore)	Dormant	288	295	100	100
Riyan Pte Ltd (Singapore)	Dormant	-	-	100	100
Elsmore Pte Ltd (Singapore)	Investment holding (Singapore)	49,853	50,928	100	100
Leapford Pte. Ltd. (Singapore)	Investment holding (Singapore)	2,224	102,264	100	100
Pacific Century Regional Developments (HK) Limited (Hong Kong)	Business management and consultancy services (Hong Kong)	-	25,402	100	100

**Q. Group corporations (continued)**

Details of subsidiary corporations and associated corporations are as follows: (continued)

Name of company (country of incorporation)	Principal activities (place of business)	Carrying amount of investment		Percentage of equity held by the Group	
		2023 S\$'000	2022 S\$'000	2023 %	2022 %

***Subsidiary corporations directly held by the Company (continued)***

Telegraph Investments Limited (British Virgin Islands)	Dormant	-	-	100	100
Valuable Enterprises Limited (British Virgin Islands)	Dormant	-	-	100	100
PCRD Financial Services (HK) Limited (Hong Kong)	Business administration management and financial consultancy services (Hong Kong)	-*	-*	100	100
		<u>73,030</u>	<u>199,998</u>		

Movements in the current financial year are due to the effects of currency translation.

***Associated corporation held by the Company***

PCCW Limited (Hong Kong)	Provision of local and international telecommunications and information technology services, technology-related businesses, and investment holding (Hong Kong)	402,049	528,337	22.7	22.7
		<u>402,049</u>	<u>528,337</u>		

***Subsidiary corporations indirectly held by the Company***

City Ventures Global Limited (Cayman Islands)	Investment holding (Cayman Islands)			100	100
Prosper Global Investments Limited (Cayman Islands)	Investment holding (Cayman Islands)			100	100

***Associated corporation indirectly held by the Company***

KSH Distriparks Private Limited (India)	Rendering services for an Inland Container Depot, warehousing and third party logistics and transportation solutions (India)			49.9	49.9
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\* Less than S\$1,000



**R. Related party transactions**

- (a) In addition to information disclosed elsewhere in the financial statements, the following transactions took place between the Group and its related parties, on terms agreed between the respective parties:

	2023 S\$'000	<u>Group</u> 2022 S\$'000
Management services rendered to:		
- associated corporations	3	3
- other related parties*	27	27
Payments made on behalf of and reimbursable by		
- associated corporations	18	5
- other related parties*	48	30
Payments made on behalf by and reimbursable to		
- associated corporations	-	79

\* Other related parties comprise mainly companies which are controlled or significantly influenced by the Group's key management personnel.

- (b) Key management personnel compensation is as follows:

	2023 S\$'000	<u>Group</u> 2022 S\$'000
Wages, salaries and other short-term employee benefits	1,481	1,527
Employer's contribution to defined contribution plans including Central Provident Fund	34	35
	<u>1,515</u>	<u>1,562</u>

**1(d)(ii) Details of any changes in the company's share capital arising from rights issue, bonus issue, subdivision, consolidation, share buy-backs, exercise of share options or warrants, conversion of other issues of equity securities, issue of shares for cash or as consideration for acquisition or for any other purpose since the end of the previous period reported on. State the number of shares that may be issued on conversion of all the outstanding convertibles, if any, against the total number of issued shares excluding treasury shares and subsidiary holdings of the issuer, as at the end of the current financial period reported on and as at the end of the corresponding period of the immediately preceding financial year. State also the number of shares held as treasury shares and the number of subsidiary holdings, if any, and the percentage of the aggregate number of treasury shares and subsidiary holdings held against the total number of shares outstanding in the class that is listed as at the end of the current financial period reported on and as at the end of the corresponding period of the immediately preceding financial year.**

The Company's issued share capital as at 31 December 2023 and 31 December 2022 is summarised as follows: -

	31/12/2023		31/12/2022	
	No. of shares	S\$	No. of shares	S\$
Issued and paid up share capital including treasury shares	2,647,075,100	457,282,366	2,648,150,200	457,282,366
Issued and paid up share capital excluding treasury shares	2,647,075,100		2,648,150,200	

During 2H 2023, the Company purchased a total of 1,075,100 shares in the Company on the open market for a total consideration of S\$303K (including transaction costs), financed by internal funds and borrowings. These shares were cancelled immediately on purchase. The Company did not purchase any shares in the Company in 2H 2022.

The Company does not have any convertibles or treasury shares as at 31 December 2023 and 31 December 2022.

**1(d)(iii) To show the total number of issued shares excluding treasury shares as at the end of the current financial period and as at the end of the immediately preceding year.**

	Number of shares	
	31/12/2023	31/12/2022
Issued ordinary shares, excluding treasury shares	2,647,075,100	2,648,150,200

**1(d)(iv) A statement showing all sales, transfers, cancellation and/or use of treasury shares as at the end of the current financial period reported on.**

NIL.

**1(d)(v) A statement showing all sales, transfers, cancellation and/or use of subsidiary holdings as at the end of the current financial period reported on.**

NIL

**2. Whether the figures have been audited, or reviewed and in accordance with which auditing standard or practice.**

The figures have not been audited or reviewed.

3. **Where the figures have been audited or reviewed, the auditors' report (including any qualifications or emphasis of matter).**

N.A.

4. **Whether the same accounting policies and methods of computation as in the issuer's most recently audited annual financial statements have been applied.**

Except for the adoption of new or amended Singapore Financial Reporting Standards (International) ("SFRS(I)s") as described in Note B.1, the Group has applied the same accounting policies and methods of computation in these results as in the audited financial statements for the year ended 31 December 2022.

5. **If there are any changes in the accounting policies and methods of computation, including any required by an accounting standard, what has changed, as well as the reasons for, and the effect of, the change.**

Please refer to Note B.1 in the Notes to the Condensed Financial Statements on page 6.

6. **Earnings per ordinary share of the group for the current financial period reported on and the corresponding period of the immediately preceding financial year, after deducting any provision for preference dividends:- (a) Based on the weighted average number of ordinary shares on issue; and (b) On a fully diluted basis (detailing any adjustments made to the earnings).**

<b>Group</b>		31/12/2023	31/12/2022
Net (loss) profit attributable to equity holders of the Company (\$'000)		(31,389)	13,073
Weighted average number of ordinary shares outstanding for basic earnings per share ('000)		2,647,903	2,648,150
(i) Basic (loss) earnings per share (Cents per share)		(1.185)	0.494
(ii) On a fully diluted basis (Cents per share)		(1.185)	0.494

Basic (loss) earnings per share is calculated by dividing the net (loss) profit attributable to equity holders of the Company by the weighted average number of ordinary shares outstanding during the period.

Diluted (loss) earnings per share is the same as basic (loss) earnings per share as there was no dilutive effect on (loss) earnings per share calculations due to the absence of any dilutive financial instruments during the period.

7. **Net asset value (for the issuer and group) per ordinary share based on the total number of issued shares excluding treasury shares of the issuer at the end of the (a) current financial period reported on and (b) immediately preceding financial year.**

	<b>Group</b>		<b>Company</b>	
	31/12/2023	31/12/2022	31/12/2023	31/12/2022
Net asset value (\$'000)	323,890	380,646	875,912	840,057
Number of issued shares excluding treasury shares ('000)	2,647,075	2,648,150	2,647,075	2,648,150
Net asset value per ordinary share based on issued share capital at the end of the period	S\$0.122	S\$0.144	S\$0.331	S\$0.317

8. **A review of the performance of the group, to the extent necessary for a reasonable understanding of the group's business. It must include a discussion of the following:- (a) any significant factors that affected the turnover, costs, and earnings of the group for the current financial period reported on, including (where applicable) seasonal or cyclical factors; and (b) any material factors that affected the cash flow, working capital, assets or liabilities of the group during the current financial period reported on.**

The Group's revenue for 2023 mainly relates to distributions by HKT of S\$2.8 million and dividends from financial assets, at FVOCI of S\$6.9 million as compared to distributions by HKT of S\$18.8 million and dividends from financial assets, at FVOCI of S\$5.2 million in 2022.

Total expenses for 2023 amounted to S\$24.0 million compared to S\$18.2 million for 2022. The increase was mainly due to an increase in finance expenses of S\$6.0 million which was mainly due to increased interest expense resulting from higher interest rates partly offset by reduced average borrowings and an increase in net foreign exchange losses of S\$1.6 million offset by a decrease in legal and professional fees of S\$1.4 million. Legal and professional fees in 2022 were higher mainly due to professional fees incurred in relation to the distribution in specie of HKT SSUs in 2022

The Group's share of loss of associated companies for 2023 was S\$16.1 million as compared to a share of profit of S\$7.6 million for 2022. These included the Group's share of loss from PCCW for 2023 of S\$18.3 million as compared to a share of profit of S\$6.3 million for 2022.

The Group's share of profit of its 49.87% associated company, KSH, was approximately S\$2.2 million in 2023 (2022: S\$1.3 million).

The Group recorded a loss attributable to equity holders of S\$31.4 million for 2023 as compared to a profit of S\$13.1 million for 2022.

To give further perspective on these results, we provide the following extracts from the results announcement of PCCW. The Company holds a 22.66% stake in PCCW.

**Extracts from PCCW's Annual Results Announcement for the year ended 31 December 2023**

*Amidst challenging economic conditions, PCCW delivered stable operating performance, underpinned by solid progress in both its over-the-top (OTT) and Free TV media businesses and HKT Limited's (HKT) resilient operations.*

*Both the OTT and Free TV & Related Businesses made steady progress resulting in significant growth in revenue and earnings before interest, tax, depreciation and amortisation (EBITDA). For the year ended 31 December 2023, OTT Business revenue rose by a notable 22% to reach HK\$2,452 million. This was primarily driven by Viu, which saw a substantial 27% rise in revenue benefitting from its enriched content, strong engagement with its sizeable user base and greater value delivered to its paid subscribers. During the year, Viu focused its efforts on driving subscription revenue which grew by 32% on the back of an increase in paid subscribers by 10% to 13.4 million as well as increases in pricing in selected markets. On the ad-supported service tier, revenue grew by 15% supported by higher cost per thousand impressions (CPM) and sell-through rates. With emphasis on monetization and profitability, the EBITDA of the OTT Business more than tripled to HK\$592 million.*

*During the year, ViuTV continued to offer captivating variety shows and dramas, garnering solid viewership and attracting sponsorship from a diversified range of advertisers. In addition, our event and artiste management business experienced steady growth as we ventured into new entertainment formats such as movies, theatre plays as well as overseas events. With the widening of our entertainment portfolio and an audience base that is appealing to advertisers, the Free TV & Related Business achieved a 5% increase in revenue, reaching HK\$952 million despite the challenging TV advertising landscape in Hong Kong. On the back of the enlarged revenue base and benefits of scale, ViuTV's EBITDA almost doubled to HK\$190 million for the year ended 31 December 2023.*

*HKT's total revenue excluding Mobile product sales increased by 3% to HK\$31,370 million, reflecting the robust demand and execution of digital transformation projects for enterprises and government customers, sustained demand for its reliable fibre services, accelerated recovery in roaming revenue and broader 5G adoption. Total revenue grew by 1% to HK\$34,330 million despite softer Mobile product sales. Total EBITDA increased by 3% to HK\$13,400 million, spurred by higher revenue and concerted cost optimisation efforts that included the deployment of AI applications.*

*On a consolidated basis, the Group's revenue increased by 1% to HK\$36,347 million and EBITDA increased by 4% to HK\$12,831 million with an improved margin of 35%. Loss attributable to equity holders of the Company from continuing operations improved to HK\$471 million.*

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

N.A.

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

The results of the Group are substantially dependent on the results of the Group's major investment, PCCW.

Solely for information, the following is an extract from the results announcement from PCCW:

*Extracts from PCCW's Annual Results Announcement for the year ended 31 December 2023*

*As markets await the easing of monetary policies, we will explore opportunities that will allow us to harness the diversity within our businesses, driving sustainable growth. By negotiating the evolving terrain with prudence, we trust that our commitment to innovation will empower our service enhancement and create consistent value for our stakeholders.*

11. **If a decision regarding dividend has been made:-**

- (a) **Whether an interim (final) dividend has been declared (recommended).**

Yes.

- (b)(i) **Current Financial Period Reported On**

Name of Dividend	Final Dividend
Dividend Type	Cash
Dividend Rate	4.2 cents per ordinary share
Tax Rate	One-tier tax exempt

- (b)(ii) **Previous Corresponding Period**

Name of Dividend	Final Dividend
Dividend Type	Cash
Dividend Rate	0.9 cents per ordinary share
Tax Rate	One-tier tax exempt

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

One-tier tax exempt.

- (d) **The date the dividend is payable.**

The payment date of the proposed dividends will be announced at a later date.

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

The notice of the closure of the Register of Members and Transfer Books of the Company for the purposes of determining the entitlement of the dividends will be announced at a later date.

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

N.A.

13. **If the Group has obtained a general mandate from shareholders for Interested Person Transactions (IPTs), the aggregate value of such transactions as required under Rule 920(1)(a)(ii). If no IPT mandate has been obtained, a statement to that effect.**

The Group obtained a general mandate from the shareholders of the Company for interested person transactions on 21 April 2023. During the financial period under review, the following interested person transactions were entered into by the Group:

Name of interested person	Nature of relationship	Aggregate value of all interested person transactions during the financial year under review (excluding transactions less than S\$100,000 and transactions conducted under shareholders' mandate pursuant to Rule 920)	Aggregate value of all interested person transactions conducted under shareholders' mandate pursuant to Rule 920 (excluding transactions less than S\$100,000)
Pacific Century Group Holdings (HK) Limited ("PCGH")	A subsidiary corporation of an intermediate holding company of the Company	-	S\$1,080,765 <sup>#</sup>
N.A.	N.A.	None, all IPTs (excluding IPTs conducted under shareholders' mandate for IPTs) below S\$100,000	-

<sup>#</sup> This sum represents the interest paid in respect of the borrowing from PCGH by a subsidiary corporation of the Company (the "PCGH Loan") for FY2023. (Please refer to Note O on page 13). The borrower has repaid the PCGH Loan in full in July 2023 whereupon the PCGH Loan was terminated. The aggregate interest paid on the PCGH loan for the period 17 October 2022 to 30 June 2023 amounted to S\$1,670,586.

**14. Negative confirmation pursuant to Rule 705(5). (Not required for announcement on full year results).**

N.A.

**15. Confirmation that the issuer has procured undertakings from all its directors and executive officers (in the format set out in Appendix 7.7) under Rule 720(1).**

The Company hereby confirms that it has procured undertakings from all its directors and executive officers under Rule 720(1).

**16. Segmented revenue and results for business or geographical segments (of the group) in the form presented in the issuer's most recently audited annual financial statements, with comparative information for the immediately preceding year.**

Please refer to Notes D and D.1 to the Condensed Financial Statements on pages 7 to 9.

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

There are no material changes, however note that:-

External revenue under the investment holding segment for 2023 was \$9.7 million compared to \$24.0 million for 2022. External revenue under this segment relate to distributions received from the Company's investment in HKT and dividend income from financial assets at FVOCI.

Management considers the business from geographic segment perspective.

	Revenue		Non-current assets	
	2023 S\$'000	2022 S\$'000	2023 S\$'000	2022 S\$'000
Hong Kong	2,874	18,820	402,666	529,068
Cayman Islands	6,862	5,192	-	-
Singapore	-	-	522	1,688
India	-	-	12,294	11,424
	9,736	24,012	415,482	542,180

**18. A breakdown of sales as follows:-**

		31/12/2023 S\$'000	31/12/2022 S\$'000	Increase/ (Decrease) %
(a)	Revenue reported for first half year	1,664	15,824	(89.5)
(b)	Operating profit after tax before deducting non-controlling interests reported for first half year	( 28,155)	8,535	n.m.
(c)	Revenue reported for second half year	8,072	8,188	(1.4)
(d)	Operating (loss) profit after tax before deducting non-controlling interests reported for second half year	(3,234)	4,538	n.m.

19. **A breakdown of the total annual dividend (in dollar value) for the issuer's latest full year and its previous full year as follows:-**

Total Annual Dividend:

	Latest Full Year ended 31/12/2023 S\$'000	Previous Full Year ended 31/12/2022 S\$'000
Ordinary	111,172  - Proposed Final dividend in respect of FY2023 of 4.2 Singapore Cents per share	244,375  - Distribution in specie of HKT SSUs paid in respect of FY2022 of 8.32818 Singapore Cents per share (based on a market price of HK\$9.48 for each HKT SSU and an exchange rate of HK\$1:S\$0.1757, the cash equivalent to the value of 0.05 HKT SSU for each share held) - Final dividend in respect of FY2022 of 0.9 Singapore Cents per share
Preference	-	-
Total:	111,172	244,375

20. **Disclosure of person occupying a managerial position in the issuer or any of its principal subsidiaries who is a relative of a director or chief executive officer or substantial shareholder of the issuer pursuant to Rule 704(13) in the prescribed format. If there are no such persons, the issuer must make an appropriate negative statement.**

Pursuant to Rule 704 of the Listing Manual of the Singapore Exchange Securities Trading Limited, the Company confirms that there is no person occupying a managerial position in the Company or any of its principal subsidiaries who is a relative of a director or chief executive officer or substantial shareholder of the Company.

**BY ORDER OF THE BOARD**

Lim Beng Jin  
Company Secretary  
29/02/2024