

ANNUAL REPORTS AND RELATED DOCUMENTS::

Issuer & Securities

Issuer/ Manager

COMFORTDELGRO CORPORATION LIMITED

Securities

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Company Secretary

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(1) Annual Report 2023; and
(2) Circular to Shareholders dated 28 March 2024 in relation to the Proposed Renewal of Share Buyback Mandate.

Additional Details

Period Ended

31/12/2023

Attachments

[ComfortDelGro - Annual Report 2023.pdf](#)

[ComfortDelGro - Circular to Shareholders dated 28 Mar 2024.pdf](#)

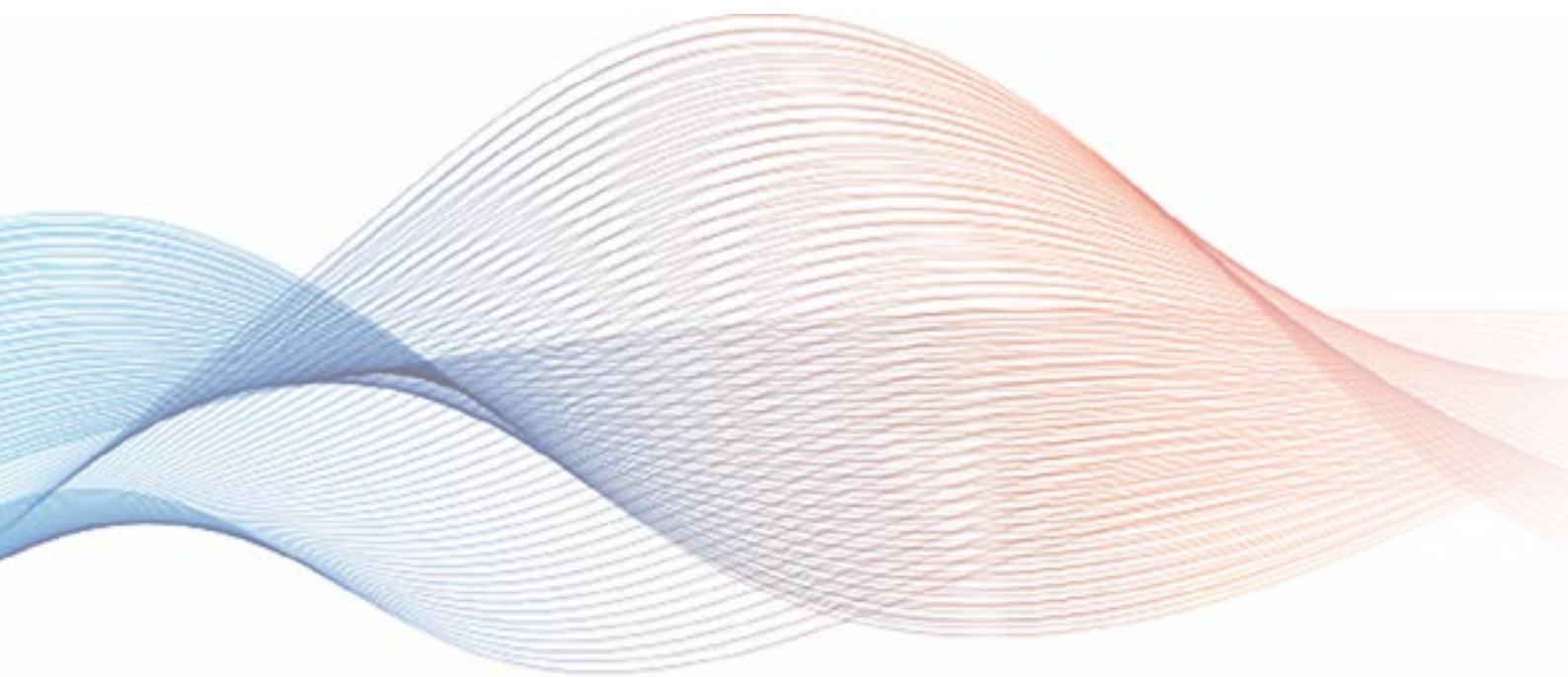
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BUILDING SCALE

SHAPING MOBILITY FUTURE

ANNUAL
REPORT 2023





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As a leader in global mobility, we recognise the opportunities and challenges facing the transportation industry. By executing on our strategy of building scale, investing in our people and new technologies, we not only adapt to the world's evolving transportation needs but also help to shape the future of mobility in the markets we operate in. With our global track record and proven international expertise, we are well-placed to support governments and cities in meeting the needs of their communities with inclusive, smart and climate-friendly transport systems.

OUR COMMITMENT

LOOK BEYOND THE HORIZON

Innovate and be receptive to new ideas and opportunities

Solve problems in a prompt and effective manner

Anticipate and embrace change

DO THE RIGHT THINGS - RIGHT

Never take our eyes off the ball

Deploy people and assets for value enhancement

Admit and learn from mistakes

GROW OUR TALENT BASE

Set the performance bar above industry norms

Give credit where credit is due

Reward equitably

CHAIRMAN AND MANAGING DIRECTOR'S STATEMENT



Dear shareholders,

The year 2023 was a special year for ComfortDelGro as we celebrated 20 years of ensuring safe and meaningful journeys for our communities globally.

It was also a year characterised by significant opportunities and considerable challenges. While global markets remained uncertain and geopolitical tensions prevailed, the transportation industry progressively recovered from the impact of the COVID-19 pandemic. ComfortDelGro's strong fundamentals as a multi-modal mobility operator with an international footprint helped to anchor the Group's sequential and year-on-year recovery in 2023.

For the financial year ended 31 December 2023, the Group posted a strong performance with Group revenue of S\$3.88 billion compared to S\$3.78 billion in 2022. Normalised Profit After Tax and Minority Interest (PATMI) climbed 26.6% to S\$180.5 million in FY2023 compared to S\$142.6 million a year ago, excluding the one-off gain recognised from the sale of the Alpertown property in London in 2022. Comparing to 1H2023, 2H2023 revenue was 8.4% higher at S\$2.02 billion and PATMI rose 29.9% to S\$102.0 million.

We saw sustained recovery across all segments in 2023. The stronger performance in the Group's Public Transport

and Taxi & Private-Hire business segments was driven by higher rail ridership and fare increases in Singapore, lower rental discounts for the taxi fleets in Singapore and China, as well as bus contract renewals and indexation in the United Kingdom (UK).

The Group has taken a proactive approach to managing overall debt exposures to offset financial risks. We actively sought refinancing opportunities at competitive rates, and we are pleased to report that we do not have material debt expiry in the near term. The Group's gross gearing ratio as of 31 December 2023 was 11.9% compared to 10.5% in 2022. The Group remained in a net cash position of S\$497.5 million with S\$874.9 million of unutilised banking facilities as of 31 December 2023.

FY2023 earnings per share stood at 8.33 Singapore cents, compared to 7.99 Singapore cents a year ago. As of 31 December 2023, the net asset value per ordinary share was 120.0 Singapore cents, compared to 118.8 Singapore cents as of 31 December 2022.

The Board of Directors is pleased to recommend a final tax-exempt one-tier dividend of 3.76 Singapore cents per share, subject to shareholders' approval at the Annual General Meeting on 26 April 2024. Together with the interim dividend of 2.90 Singapore cents per share paid on 31 August 2023,

the total dividend for 2023 would be 6.66 Singapore cents per share. This translates to a dividend payout ratio of 80% of PATMI in 2023, which is in line with the Group's updated dividend policy of paying out at least 70% of PATMI.

BUILDING SCALE, SHAPING URBAN MOBILITY

Over the past decades, we observed shifts in the way global governments approach transport planning. Inclusive, smart, and green public transport modes have emerged as nations' top priorities as they seek to address urbanisation challenges while meeting climate action goals. As an established mobility player, ComfortDelGro is well placed to leverage our global track record and expertise to shape climate-friendly transport systems in the markets in which we operate.

In the last few years, we have made progress in growing our core businesses and expanding into new overseas markets. The Bus and Taxi businesses continue to be our main pillars of growth, while we sought opportunities to grow our rail services as a strong third pillar. At the same time, we are expanding into new adjacent mobility services and investing in new capabilities to future-proof the Company.

GROWING CORE BUSINESSES AND EXPANDING INTO NEW MARKETS

Our Public Transport segment has made significant headway since we enhanced our tendering resourcing and capability in recent years.

We won the Bukit Merah bus package for a second consecutive term in Singapore, secured an outer metropolitan bus contract in New South Wales, Australia worth over A\$200 million during the year, and clinched 22 bus contracts across the UK. These contract wins reaffirmed the Group's leadership position in our markets, and augment our ability to enable a more sustainable transport future through enhanced customer experience, inclusivity, and innovation.

On the rail service front, we replicated our Singapore and Auckland success in Paris, France in 2023 and announced our market debut in Stockholm, Sweden in 2024. As part of a consortium, we will operate and maintain metro services along the South sector of a new automated line under the 200km Grand Paris Express greenfield metro programme in the Greater Paris region. Our joint venture in Sweden, Connecting Stockholm, is awarded the contract to operate and maintain all of Stockholm Metro's seven lines, including 100 stations, six depots, and 107km of track from May 2025. These breakthroughs into the international rail scene reflect the Group's commitment to grow our core public transportation business and expand into new markets.

Under our Taxi & Private-Hire segment, we remain the largest taxi operator in Singapore, running a fleet of over 8,800 taxis. Recognising the impact of higher operating costs on cabbies' earnings, we increased our taxi fares and adjusted our peak-hour surcharges in Singapore during the year. We have also permanently incorporated a 10% rental waiver and increased our taxi-booking commission from five to seven percent with effect from 1 January 2024.

During the year, we continued to grow and push our Taxi business beyond the shores of Singapore. In March, we acquired Vedamain, which operates taxis and private hire cars under the KingKabs and Abbey Taxis brands in the UK. To further diversify our point-to-point mobility offering and to transform ourselves into a multi-modal mobility player in Australia, we made a recommended offer in December to acquire A2B Australia, a listed personal transportation provider with more than 8,000 vehicles in its network. The transaction is targeted for completion in the first half of 2024 with the A2B shareholder vote expected to take place in late March 2024.

EXPANDING ADJACENT MOBILITY OPTIONS AND SERVICES

To support the push for electric vehicle (EV) adoption and address range anxiety of motorists, our joint venture, ComfortDelGro ENGIE, inked a partnership agreement with Malaysia's largest charge point operator Yinson GreenTech to launch the largest combined EV charging network across Singapore and Malaysia. This combined network is set to increase to 8,000 charging points across the two countries by 2030.



In the last few years, we have made progress in growing our core businesses and expanding into new overseas markets. The Bus and Taxi businesses continue to be our main pillars of growth, while we sought opportunities to grow our rail services as a strong third pillar.



CHAIRMAN AND MANAGING DIRECTOR'S STATEMENT

During the year, we also entered into strategic partnership agreements with our long-time partner Guangzhou Public Transport Group to develop and promote transport-related green energy businesses in China. The joint project includes the delivery of 240 charging points with a total capacity of 21,600kW to cater to the needs of municipal buses and cars to support China's decarbonisation goal.

As part of our partnership with Drive lah, a peer-to-peer carsharing business founded in Singapore and expanded to Australia, we are progressively supplying up to 3,000 vehicles to its operation in Australia to support the increase in demand for carsharing services.

In February 2024, we acquired UK-headquartered CMAC Group, a leading provider of managed ground transportation and accommodation solutions for businesses in Europe. As an established player in providing wide-ranging emergency passenger transport services to businesses, CMAC is complementary to our operations in the UK and Europe, allowing us to expand our business-to-business offerings in the region.

BUILDING FUTURE CAPABILITIES

The mobility industry is constantly evolving. Megatrends like the electrification of transportation, the rise of mobility as a service, and the increasing importance of connectivity are shaping the future of mobility. To better position ourselves as an enabler of safer, cleaner, and more efficient urban journeys for the community, we need to continue to evolve and future-proof our organisation. In 2019, we set up a US\$100 million venture capital fund aimed at investing in a portfolio of technology start-ups in the mobility and automotive industry globally.

In 2023, we invested in Shift4Good, a global independent venture capital impact fund dedicated to financing and supporting promising European and Southeast Asian start-ups with disruptive technologies and scalable business models to revolutionise the mobility industry. We also invested in Ottopia, a start-up focusing on teleoperation technology that can remotely assist, guide and safely control fleets of autonomous vehicles (AV) at scale. Its software can be integrated into the Group's future AV operation centre to enable the adoption of AV technology in our markets when ready.

Beyond being a fleet partner to carsharing platform Drive lah in Australia, we also invested in the company's equity to tap on its car connectivity and navigation technology capabilities. To date, our venture capital fund has invested US\$19 million in various promising mobility technology start-ups. We will continue to tap into the advancement of technology to optimise the delivery of our mobility services.

MAKING HEADWAY IN SUSTAINABILITY

Sustainability is integral to our corporate ethos. We believe that embedding sustainability principles into our business and operations will not only contribute to our long-term success but also to the well-being of the planet and the communities we serve.

Driven by our fleet transition to cleaner vehicles, we are on track to halve our Scope 1 and Scope 2 Greenhouse Gas emissions by 2032. Today, hybrids and EVs account for more than 48% of our global fleet as we aim to transit 90% of our car fleet and 50% of our bus fleet to cleaner vehicles by 2030.

With people at the very heart of our business, we strive to foster an inclusive culture within our workforce. We maintain an active dialogue with our employees, sharing our business goals and understanding their career concerns and aspirations. At the same time, we are committed to enhance the skills and well-being of our people through development programmes and engagement initiatives. We believe that our efforts uphold the spirit of Tripartism and will continue to maintain positive relationships with trade unions and their representatives. Beyond the value that we delivered to shareholders, we have deepened our engagement with, and made significant contributions to, the communities in which we operate. In 2023, we contributed S\$1.5 million of cash donations and close to S\$3 million of donations in-kind to build an inclusive and resilient society, with a focus on education, community inclusiveness, and accessibility.

We believe that embedding sustainability principles into our business and operations will not only contribute to our long-term success but also to the well-being of the planet and the communities we serve.

Our efforts have not gone unnoticed. We clinched the Singapore Corporate Governance Award (Diversity category) at the Securities Investors Association (Singapore) Investors' Choice Awards 2023, and were named the top company in the World Benchmarking Alliance's assessment of the 90 most influential transportation firms globally. We have also maintained our "AA" grade in the Morgan Stanley Capital International ESG rating, and continue to be one of only five Singapore companies to remain as a constituent on the Dow Jones Sustainability Indices (Asia Pacific).

For more details of our ESG initiatives, please read our Sustainability Report 2023.

BOARD RENEWAL

We would like to extend our deepest appreciation to Mr Lim Jit Poh, our Founding Chairman who retired in April 2023. As one of the longest-serving Chairmen in corporate Singapore, Mr Lim has played an instrumental role in laying ComfortDelGro's strategic foundation, and building the Group's capabilities beyond Singapore for the past decades. Mr Lim has graciously accepted our invitation to accept the honorary title of Chairman Emeritus.

We would also like to thank Ms Sum Wai Fun Adeline who stepped down as an Independent Non-Executive Director in April 2023. Ms Sum had served on various Board Committees throughout her tenure of 16 years with us, and her deep insights and wise counsel had been invaluable to the Group.

In January, we welcomed Ms Susan Kong Yim Pui as an Independent Non-Executive Director. Ms Kong, a practising lawyer for more than 30 years, brings with her deep expertise in the areas of banking and finance, real estate, M&A and capital markets. In April, Mr Tan Peng Hoe, Steve joined the Board as an Independent Non-Executive Director. Mr Tan is the Division Director of Membership Services Division of the National Trades Union Congress as well as the Executive Secretary of the Union of Security Employees. At ComfortDelGro, the Nominating Committee ensures that there is a balanced tripartite experience from government, labour and business to demonstrate our commitment and focus on employee well-being and stakeholder interests.

Earlier this year, we also made some changes to our Board Committees. Having completed the digitalisation of the Group's taxi booking system, the Digitalisation Committee was dissolved. The Group's continuing digitalisation journey will be managed by the Management with oversight from the Board. The Investment Committee has been renamed to Strategy & Investment Committee, with the added responsibility of reviewing the implementation of corporate strategy plans approved by the Board.

While the Board is relatively young with an average tenure of less than four years, our 10 Directors are experts in key fields pertinent to ComfortDelGro with their collective experience contributing to a strategic vision that is forward-thinking. The Nominating and Remuneration Committee will continue to observe its Board Diversity Policy and consciously review the competencies of the directors in the context of the evolving business and economic landscape to ensure that the Board will always be effective.

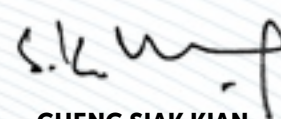
CREATING SUSTAINABLE VALUE

The past two decades were challenging yet rewarding. We have built a track record of successes both at home in Singapore and beyond these shores. We remain focused on improving our core performance and deepening our presence in key international markets while serving our local communities to the very best of our ability. As we stay the course and remain disciplined in our investment for the future, we are strategically allocating resources to initiatives that have the potential for sustained growth, fostering resilience and enduring value for the Group for years to come.

In closing, we wish to express our heartfelt gratitude to each stakeholder and every employee for being an integral part of our two-decade story, and thank you for continuing the exciting journey with ComfortDelGro as we build scale and play our part in shaping urban mobility. We strive to grow from strength to strength, and to deliver sustainable value as we embark on our next phase of growth.



MARK CHRISTOPHER GREAVES
CHAIRMAN



CHENG SIAK KIAN
MANAGING DIRECTOR/
GROUP CHIEF EXECUTIVE OFFICER

MARCH 2024

GROWTH STRATEGY



IMPROVE CORE PERFORMANCE AND ADDRESS COMPETITIVE PRESSURE



GROWING EXISTING BUSINESS



DEFEND THE CORE



WIN TENDERS



MAINTAIN
OPERATIONAL
EXCELLENCE



TRANSFORM
BUSINESS WITH
TECHNOLOGY



ELECTRIFY FLEET
AND DEPOTS



EXTEND THE CORE



EXPAND INTO NEW
REGIONS/CITIES WITHIN
EXISTING COUNTRIES



EXPAND INTO NEW COUNTRIES



PURSUE OVERSEAS RAIL
AND BUS TENDERS



ACQUIRE BUS/TAXI/
PRIVATE-HIRE VEHICLE
COMPANIES



BUILD FUTURE ENGINES OF GROWTH



EXPANDING INTO NEW BUSINESSES



GROW NEW BUSINESSES



ELECTRIC VEHICLE (EV)
CHARGING,
SOLAR ENERGY



EV AS A SERVICE



BUILDING FUTURE CAPABILITIES



BUILD NEW CAPABILITIES



OPERATE
AUTONOMOUS
VEHICLE FLEET



ACCELERATE SMART
MOBILITY - ARTIFICIAL
INTELLIGENCE/
DATA DRIVEN FLEET
MANAGEMENT

KEY FIGURES 2023



8

COUNTRIES



80

LOCATIONS



33,300

VEHICLES



48%

**HYBRID AND ELECTRIC
VEHICLES**



210KM

TOTAL RAIL NETWORK

(in operation and under development)



OVER

22,600

EMPLOYEES



S\$3.88B

TURNOVER

2022 S\$3.78B

+2.6%



S\$629.9M

EBITDA

2022 S\$590.9M

+6.6%



S\$180.5M

PATMI

2022 S\$173.1M

+4.3%



8.33 cents

EARNINGS PER SHARE

2022 7.99 cents

+4.3%

MILESTONES IN 2023



COMFORTDELGRO INVESTS IN TELEOPERATION SOFTWARE COMPANY TO STRENGTHEN AV CAPABILITIES

11 JAN

We invested in Ottopia – a software company that develops teleoperation software for autonomous vehicles (AVs). The investment is part of the Group's strategy to grow the business, especially in the core land transport areas of smart urban mobility, fleet electrification, automotive engineering technologies, as well as adjacent disciplines such as clean technology, smart logistics, artificial intelligence and cybersecurity for AVs.



COMFORTDELGRO MAKES STRATEGIC INVESTMENT IN GLOBAL VENTURE CAPITAL FUND FOCUSED ON SUSTAINABLE MOBILITY

25 JAN

We invested in Shift4Good, a global independent venture capital impact fund dedicated to sustainable mobility which plays an active role in financing and supporting the most promising European and Southeast Asian start-ups with solutions aimed at decarbonising the transportation industry.



COMFORTDELGRO MAKES OFFER TO ACQUIRE ASX- LISTED A2B AUSTRALIA LIMITED

22 DEC

ComfortDelGro made an offer for A2B Australia, a listed personal transportation provider for A\$182 million, to diversify our point-to-point mobility offering in Australia.



COMFORTDELGRO TEAMS UP WITH GUANGZHOU PUBLIC TRANSPORT GROUP ON ELECTRIC VEHICLE CHARGING JOINT VENTURE

15 DEC

ComfortDelGro teamed up with Guangzhou Public Transport Group to launch Guangzhou ComfortDelGro Guangjiao New Energy Company, a joint venture company focused on deploying and operating electric vehicle charging infrastructure and related services. The initial investment includes four strategically located charging stations in the Huangpu and Baiyun Districts, equipped with 240 chargers and a total capacity of 21,600 kW.



COMFORTDELGRO AWARDED OUTER METROPOLITAN BUS CONTRACT IN NEW SOUTH WALES

Our joint venture Red Bus CDC NSW was awarded an outer metropolitan bus contract worth over A\$200 million in NSW, Australia. This latest award for Region 7 covers NSW Central Coast, including The Entrance, Gosford, Wyong and the surrounding areas, and will commence services in July 2024 for eight years.



COMFORTDELGRO CONSORTIUM WINS CONTRACT TO OPERATE RAIL SERVICES IN PARIS

As part of a consortium with RATP Dev and Alstom, we secured a six-year contract, with a potential extension to nine years, to operate the south sector of Paris' Line 15 and maintain metro services across 16 stations in Paris. This marks our first foray into France.



SBS TRANSIT WINS TENDER TO OPERATE THE BUKIT MERAH BUS PACKAGE FOR THE SECOND TIME

Our listed subsidiary, SBS Transit, secured the Bukit Merah bus package again, extending the contract for another five years. This marks SBS Transit's third consecutive win under the Singapore's new bus contracting model, managing 17 bus services and both Bukit Merah and HarbourFront interchanges.



COMFORTDELGRO BOOSTS CAR-SHARING WITH INVESTMENT IN DRIVE LAH

ComfortDelGro invested in carsharing platform Drive lah as lead investor and fleet partner. This partnership will be a holistic one, with a focus on car connectivity and navigation technology as well as supplying vehicles to Drive lah's platforms. Starting in Sydney and Melbourne, ComfortDelGro will progressively supply up to 3,000 vehicles to the Drive mate platform, boosting carsharing in Australia.



COMFORTDELGRO AND YINSON GREENTECH LAUNCH LARGEST COMBINED EV CHARGING NETWORK ACROSS SINGAPORE AND MALAYSIA

ComfortDelGro ENGIE Pte Ltd, ComfortDelGro Engineering's electric vehicle (EV) charging joint venture with French energy company, ENGIE South East Asia, and Malaysia's largest charge point operator Yinson GreenTech, inked a partnership agreement to launch the largest combined EV charging network across Singapore and Malaysia.

WELL POSITIONED IN OUR KEY MARKETS

UNITED KINGDOM

ABERDEEN • BARRY • BIRKENHEAD
BRECON • BRIDGEND • CARDIFF
CHESTER • DUNDEE • GLASGOW
GOWER • INVERNESS • LIVERPOOL
LONDON • NEATH • NEWPORT
PERTH • PONTYPRIDD • POWYS
RHONDDA • RUGBY • STIRLING
SWANSEA • TREFOREST

Total Investment
S\$444.9 million

Total Operating Fleet Size
3,727

FRANCE (COMMENCING IN 2025)

PARIS

Total Rail Network
33km

IRELAND

CORK • DUBLIN • GALWAY • LIMERICK

Total Investment
S\$20.3 million

Total Operating Fleet Size
62

MALAYSIA

KUALA LUMPUR

Total Investment
S\$3.8 million

Total Operating Fleet Size
100

SINGAPORE

Total Investment
S\$442.7 million

Total Operating Fleet Size
15,755

Total Rail Network
83km



CHINA

BEIJING • CHAOZHOU • CHENGDU
GUANGZHOU • JILIN CITY • NANJING
NANNING • SHANGHAI • SHENYANG
SUZHOU

Total Investment
S\$236.8 million

Total Operating Fleet Size
9,540

AUSTRALIA

ALICE SPRINGS • BALLARAT
BALLINA • BATCHELOR • BENALLA
BLUE MOUNTAINS • BILLINUDGEL
BROKEN HILL • BYRON BAY • CANBERRA
COFFS HARBOUR • DARWIN • GEELONG
GLADSTONE • GRAFTON • HAMILTON
HUMPTY DOO • HUNTER VALLEY • JABIRU
KILMORE • MANDURAH • MELBOURNE
MILDURA • NARRABRI • PERTH
QUEANBEYAN • ROCKHAMPTON
SAWTELL • SEYMOUR • SHEPPARTON
SUNSHINE COAST • SWAN HILL • SYDNEY
WANGARATTA • WARRNAMBOOL
WEE WAA • WODONGA • WOOLGOOLGA
YASS • YEPPON

Total Investment
S\$1.198 billion

Total Operating Fleet Size
4,111

NEW ZEALAND

AUCKLAND

Total Investment
S\$4.6 million

Total Rail Network
94km

CORPORATE INFORMATION

BOARD OF DIRECTORS

MARK CHRISTOPHER GREAVES
CHAIRMAN
(Appointed on 28 April 2023)

LIM JIT POH
CHAIRMAN
(Retired on 28 April 2023 and
Accorded the title Chairman Emeritus on
28 April 2023)

CHOI SHING KWOK
DEPUTY CHAIRMAN
(Appointed on 28 April 2023)

CHENG SIAK KIAN
MANAGING DIRECTOR/
GROUP CHIEF EXECUTIVE OFFICER
(Appointed on 1 January 2023)

RUSSELL STEPHEN BALDING AO
JESSICA CHEAM
SUSAN KONG YIM PUI (Appointed on 1 January 2023)
LEE JEE CHENG PHILIP
OOI BENG CHIN
SUM WAI FUN ADELINE (Retired on 28 April 2023)
TAN PENG HOE, STEVE (Appointed on 28 April 2023)
THAM EE MERN LILIAN

AUDIT AND RISK COMMITTEE

LEE JEE CHENG PHILIP
CHAIRPERSON

RUSSELL STEPHEN BALDING AO
JESSICA CHEAM
CHOI SHING KWOK (Stepped down on 1 January 2024)
MARK CHRISTOPHER GREAVES (Stepped down on 28 April 2023)
SUSAN KONG YIM PUI (Appointed on 1 January 2023)
OOI BENG CHIN (Appointed on 28 April 2023)
THAM EE MERN LILIAN (Stepped down on 28 April 2023 but
reappointed on 1 January 2024)

NOMINATING AND REMUNERATION COMMITTEE

MARK CHRISTOPHER GREAVES
CHAIRPERSON
(Appointed on 28 April 2023)

LIM JIT POH
CHAIRPERSON
(Retired on 28 April 2023)

CHOI SHING KWOK
RUSSELL STEPHEN BALDING AO
SUSAN KONG YIM PUI (Appointed on 1 January 2023)
LEE JEE CHENG PHILIP
SUM WAI FUN ADELINE (Retired on 28 April 2023)
TAN PENG HOE, STEVE (Appointed on 28 April 2023)

INVESTMENT COMMITTEE (RENAMED AS THE STRATEGY & INVESTMENT COMMITTEE W.E.F. 1 JANUARY 2024)

MARK CHRISTOPHER GREAVES
CHAIRPERSON
(Appointed on 28 April 2023)

LIM JIT POH
CHAIRPERSON
(Retired on 28 April 2023)

RUSSELL STEPHEN BALDING AO
CHOI SHING KWOK (Appointed on 1 January 2024)
CHENG SIAK KIAN (Appointed on 1 January 2023)
SUSAN KONG YIM PUI (Appointed on 1 January 2023)
OOI BENG CHIN
THAM EE MERN LILIAN (Stepped down on 1 January 2024)

DIGITALISATION COMMITTEE (DISSOLVED W.E.F. 1 JANUARY 2024)

OOI BENG CHIN
CHAIRPERSON
(Appointed on 1 January 2023)

THAM EE MERN LILIAN
CHAIRPERSON
(Stepped down as Chairman of DC but remain as a
member of DC on 1 January 2023)

JESSICA CHEAM
CHENG SIAK KIAN (Appointed on 1 January 2023)
LEE JEE CHENG PHILIP
SUM WAI FUN ADELINE (Retired on 28 April 2023)
TAN PENG HOE, STEVE (Appointed on 28 April 2023)
THAM EE MERN LILIAN

SUSTAINABILITY COMMITTEE

JESSICA CHEAM
CHAIRPERSON

CHENG SIAK KIAN (Appointed on 1 January 2023)
CHOI SHING KWOK
LIM JIT POH (Retired on 28 April 2023)
OOI BENG CHIN (Stepped down on 28 April 2023)
SUM WAI FUN ADELINE (Retired on 28 April 2023)
MARK CHRISTOPHER GREAVES (Appointed on 28 April 2023)
TAN PENG HOE, STEVE (Appointed on 28 April 2023)
THAM EE MERN LILIAN (Appointed on 28 April 2023)

CORPORATE DIRECTORY

REGISTERED OFFICE
205 Braddell Road
Singapore 579701
Mainline: (65) 6383 8833
Facsimile: (65) 6287 0311
Email: info@comfortdelgro.com
Website: www.comfortdelgro.com

Company Registration Number:
200300002K

COMPANY SECRETARIES
Angeline Joyce Lee Siang Pohr
Cher Ya Li, Sheryl

SHARE REGISTRAR
B.A.C.S. Private Limited
77 Robinson Road #06-03
Robinson 77
Singapore 068896

AUDITORS
Ernst & Young LLP
(UEN: T08LL0859H)
One Raffles Quay
North Tower, Level 18
Singapore 048583

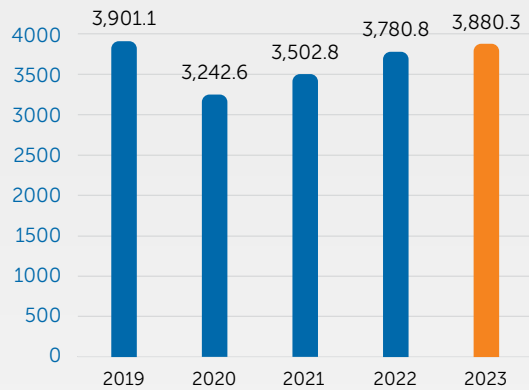
Partner-in-Charge:
Toong Weng Sum Vincent

Date of Appointment:
2 September 2022

GROUP FINANCIAL HIGHLIGHTS

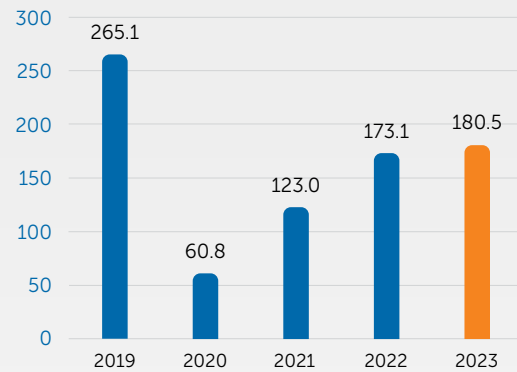
REVENUE

(S\$'mil)



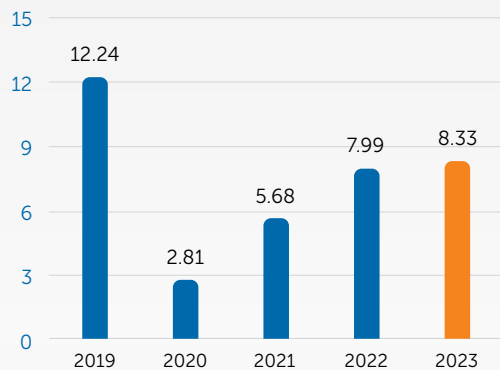
PROFIT ATTRIBUTABLE TO SHAREHOLDERS

(S\$'mil)



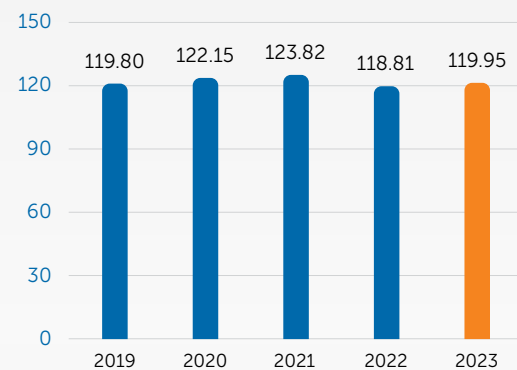
EARNINGS PER ORDINARY SHARE

(cents)



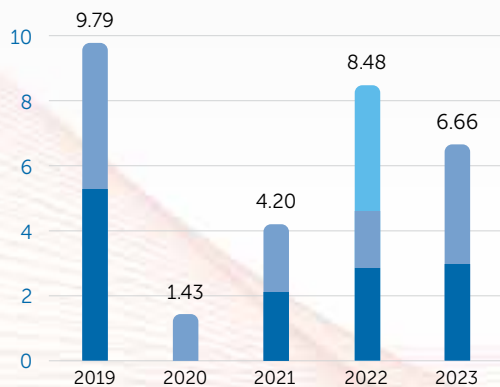
NET ASSET VALUE PER ORDINARY SHARE

(cents)



TOTAL DIVIDEND PER ORDINARY SHARE

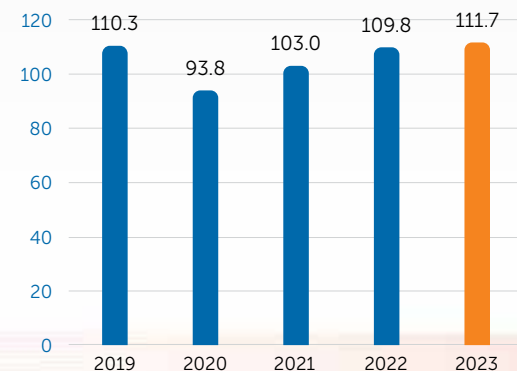
(cents)



■ INTERIM ■ FINAL ■ SPECIAL

VALUE-ADDED PER EMPLOYEE

(S\$'000)



GROUP FINANCIAL HIGHLIGHTS

FINANCIAL SUMMARY

	2019	2020	2021	2022	2023
Revenue (S\$'mil)	3,901.1	3,242.6	3,502.8	3,780.8	3,880.3
Operating costs (S\$'mil)	3,485.3	3,120.9	3,303.0	3,510.8	3,608.2
Operating profit (S\$'mil)	415.8	121.7	199.8	270.0	272.1
Profit attributable to shareholders (S\$'mil)	265.1	60.8	123.0	173.1	180.5
EBITDA ** (S\$'mil)	864.2	613.2	599.8	590.9	629.9
Issued capital (S\$'mil)	692.2	693.4	694.4	694.4	694.4
Capital and reserves (S\$'mil) *	2,595.0	2,646.7	2,683.2	2,573.5	2,597.7
Capital disbursement (S\$'mil)	466.3	192.3	223.8	302.4	367.5
Return on shareholders' equity (%)	10.2	2.3	4.6	6.7	6.9
Earnings per ordinary share (cents)	12.24	2.81	5.68	7.99	8.33
Net asset value per ordinary share (cents) *	119.80	122.15	123.82	118.81	119.95
Interim dividend per ordinary share (cents)	4.50	-	2.10	2.85	2.90
Final dividend per ordinary share (cents)	5.29	1.43	2.10	1.76	3.76
Special dividend per ordinary share (cents)	-	-	-	3.87	-
Total dividend per ordinary share (cents)	9.79	1.43	4.20	8.48	6.66
Dividend cover (number of times)	1.3	2.0	1.4	0.9	1.3

* FY2022 and FY2021 numbers have been restated due to a change in accounting policy, the preceding years were not restated.

** EBITDA excludes impairment and net gain/(loss) on disposal

GROUP REVENUE BY BUSINESS SEGMENT

	2019		2020		2021		2022		2023	
	S\$'MIL	%	S\$'MIL	%	S\$'MIL	%	S\$'MIL	%	S\$'MIL	%
Public transport	2,768.7	70.9	2,468.5	76.2	2,659.3	76.0	2,886.6	76.3	2,959.3	76.3
Taxi/PHV	805.6	20.7	481.5	14.8	515.7	14.7	554.8	14.7	574.7	14.8
Other private transport	135.6	3.5	137.1	4.2	147.9	4.2	149.5	4.0	143.8	3.7
Inspection and testing services	100.9	2.6	84.2	2.6	98.5	2.8	106.0	2.8	109.5	2.8
Other segments	90.3	2.3	71.3	2.2	81.4	2.3	83.9	2.2	93.0	2.4
Group	3,901.1	100.0	3,242.6	100.0	3,502.8	100.0	3,780.8	100.0	3,880.3	100.0

GROUP REVENUE BY GEOGRAPHICAL SEGMENT

	2019		2020		2021		2022		2023	
	S\$'MIL	%	S\$'MIL	%	S\$'MIL	%	S\$'MIL	%	S\$'MIL	%
Singapore	2,258.9	57.9	1,769.8	54.6	1,903.4	54.4	2,197.0	58.1	2,227.1	57.4
United Kingdom/Ireland	853.8	21.9	733.9	22.6	807.2	23.0	795.3	21.0	870.1	22.4
Australia	627.6	16.1	622.1	19.2	665.4	19.0	690.1	18.3	686.2	17.7
China	155.7	3.9	113.4	3.5	124.2	3.5	96.2	2.5	96.0	2.5
Malaysia	2.5	0.1	2.0	0.1	1.9	0.1	2.0	0.1	0.9	-
Vietnam	2.6	0.1	1.4	-	0.7	-	0.2	-	-	-
Group	3,901.1	100.0	3,242.6	100.0	3,502.8	100.0	3,780.8	100.0	3,880.3	100.0

OPERATING PROFIT BY BUSINESS SEGMENT

	2019		2020		2021		2022		2023	
	S\$'MIL	%	S\$'MIL	%	S\$'MIL	%	S\$'MIL	%	S\$'MIL	%
Public transport	218.4	52.4	130.1	106.8	114.6	57.3	163.1	60.4	120.4	44.3
Taxi/PHV	128.3	30.9	(34.0)	(27.9)	34.1	17.1	66.9	24.8	106.7	39.2
Other private transport	9.1	2.2	4.9	4.0	7.8	3.9	(5.4)	(2.0)	(1.6)	(0.6)
Inspection and testing services	30.6	7.4	26.6	21.9	30.6	15.3	32.6	12.1	33.0	12.1
Other segments	29.4	7.1	(5.9)	(4.8)	12.7	6.4	12.8	4.7	13.6	5.0
Group	415.8	100.0	121.7	100.0	199.8	100.0	270.0	100.0	272.1	100.0

OPERATING PROFIT BY GEOGRAPHICAL SEGMENT

	2019		2020		2021		2022		2023	
	S\$'MIL	%	S\$'MIL	%	S\$'MIL	%	S\$'MIL	%	S\$'MIL	%
Singapore	275.8	66.3	105.0	86.3	121.1	60.6	181.2	67.1	201.3	74.0
United Kingdom/Ireland	41.2	9.9	(28.0)	(23.0)	6.1	3.1	26.8	9.9	3.9	1.4
Australia	78.0	18.7	34.3	28.2	47.4	23.7	51.7	19.1	48.4	17.8
China	20.6	5.0	10.9	8.9	26.1	13.0	10.3	3.8	18.4	6.8
Malaysia	0.4	0.1	0.2	0.2	0.1	0.1	0.2	0.1	0.1	-
Vietnam	(0.2)	-	(0.7)	(0.6)	(1.0)	(0.5)	(0.2)	-	-	-
Group	415.8	100.0	121.7	100.0	199.8	100.0	270.0	100.0	272.1	100.0

VALUE-ADDED FOR THE GROUP

	2019		2020		2021		2022		2023	
	S\$'MIL	%	S\$'MIL	%	S\$'MIL	%	S\$'MIL	%	S\$'MIL	%
Suppliers of capital - loan interest and dividends	295.5	10.9	159.1	7.1	118.7	5.0	184.6	7.4	234.8	9.3
Taxation to the government	193.0	7.1	116.2	5.1	137.4	5.8	110.4	4.4	111.9	4.4
Retained earnings	489.0	18.1	427.8	19.0	419.3	17.6	392.4	15.7	346.0	13.7
Employees - salaries and other staff costs	1,726.2	63.9	1,550.1	68.8	1,711.9	71.6	1,816.9	72.5	1,841.8	72.6
Total value-added	2,703.7	100.0	2,253.2	100.0	2,387.3	100.0	2,504.3	100.0	2,534.5	100.0
Number of employees	24,513		24,025		23,187		22,813		22,693	
Value-added per employee (S\$'000)	110.3		93.8		103.0		109.8		111.7	

BOARD OF DIRECTORS



MARK CHRISTOPHER GREAVES

CHAIRMAN
(INDEPENDENT NON-EXECUTIVE DIRECTOR)

DATE OF APPOINTMENT AS DIRECTOR OF THE COMPANY:
23 MAY 2020

DATE OF LAST RE-ELECTION AS DIRECTOR OF THE COMPANY:
28 APRIL 2023

MR MARK CHRISTOPHER GREAVES is the Chairman and an Independent Non-Executive Director of ComfortDelGro Corporation Limited. He is the Chairman of the Nominating and Remuneration Committee and the Strategy & Investment Committee, as well as a member of Sustainability Committee.

Upon graduation in Economics from the University of Cambridge in 1977, Mr Greaves joined global merchant banking group, N M Rothschild & Sons, where he spent the first 25 years of his career working in London, Hong Kong and Singapore. He became a member of the group's main Board of Directors in London and Head of its Asian operations, serving on all the group's boards across the region from Japan to Australia.

In 2003, he founded Anglo FarEast Group, a specialist corporate consulting and strategic advisory practice based in Singapore. Through Anglo FarEast, Mr Greaves has worked with the owners, major shareholders and boards of large companies, as well as family offices, focusing primarily on cross-border opportunities between Asia, particularly ASEAN, the United Kingdom (UK) and continental Europe.

He has previously served on a number of listed and unlisted company Boards in various jurisdictions, including WBL Corporation Limited, Malaysia Smelting Corporation Berhad and Hanson China Partners Limited.

Mr Greaves, who is a fluent French speaker, holds a Master of Arts in Economics from the University of Cambridge and an LLB with First Class Honours from the Open University in the UK. He is a Member of both the Institute of Directors of the UK and the Singapore Institute of Directors.

**CHOI SHING KWOK**

DEPUTY CHAIRMAN
(INDEPENDENT NON-EXECUTIVE DIRECTOR)

DATE OF APPOINTMENT AS DIRECTOR OF THE COMPANY:

1 AUGUST 2022

DATE OF LAST RE-ELECTION AS DIRECTOR OF THE COMPANY:

28 APRIL 2023

MR CHOI SHING KWOK is the Deputy Chairman and an Independent Non-Executive Director of ComfortDelGro Corporation Limited. He is a member of the Nominating and Remuneration Committee, the Strategy & Investment Committee and the Sustainability Committee.

Mr Choi is the Director & Chief Executive Officer of the ISEAS-Yusof Ishak Institute, which does research on political, economic and socio-cultural developments in Southeast Asia. He is also the Chairman and Board Member of SP Services Limited, an energy services company, and a board member of the St Andrew's Mission Hospital, a medical charity. He also serves as a member on both the National Records Advisory Committee in the Ministry of Communications and Information, and the Management Board of the Singapore Nuclear Research and Safety Initiative in the National University of Singapore.

Before his retirement from the Civil Service in October 2017, Mr Choi was the Permanent Secretary of the then Ministry of the Environment and Water Resources (MEWR) for five years. He also served seven years as the Permanent Secretary of the Ministry of Transport and nine years in a senior position in the Ministry of Defence earlier in his career. During his military service, Mr Choi held a variety of command and staff appointments in the Singapore Armed Forces (SAF). Promoted to Brigadier-General in 1996, he took early retirement from the SAF in 2000 to join the Administrative Service.

During Mr Choi's public sector career, he was awarded the Public Administration Medal (Silver) in 1993 and the Meritorious Service Medal in 2000.

Mr Choi holds a Bachelor and a Master's degrees in Engineering Tripos from Cambridge University in the United Kingdom. He also received a Master of Public Administration degree from Harvard University, United States of America, as an Edward Mason Fellow.

**CHENG SIAK KIAN**

MANAGING DIRECTOR/GROUP CHIEF EXECUTIVE OFFICER
(NON-INDEPENDENT EXECUTIVE DIRECTOR)

DATE OF APPOINTMENT AS DIRECTOR OF THE COMPANY:

1 JANUARY 2023

DATE OF LAST RE-ELECTION AS DIRECTOR OF THE COMPANY:

28 APRIL 2023

MR CHENG SIAK KIAN is the Managing Director/Group Chief Executive Officer of ComfortDelGro Corporation Limited. He is a Non-Independent Executive Director of the Company and a member of the Strategy & Investment Committee and the Sustainability Committee. Concurrently, he is also the Non-Executive Deputy Chairman of SBS Transit Ltd and VICOM Ltd.

Mr Cheng joined the Company in September 2015. Prior to his appointment as the Managing Director/Group Chief Executive Officer of the Company on 1 January 2023, he served in various positions within the Group. Appointments held include Chief Executive Officer of SBS Transit Ltd from 2020 to 2022 with concurrent appointments as Group Deputy Chief Executive Officer of the Company from March 2022 to December 2022, and Chief Executive Officer of ComfortDelGro Australia Pty Ltd (New South Wales) from 2016 to 2019.

He obtained a Bachelor of Electrical and Electronic Engineering (First Class Honours) from the University of Manchester, United Kingdom and a Master of Business Administration from the Massachusetts Institute of Technology, United States of America.

BOARD OF DIRECTORS



RUSSELL STEPHEN BALDING AO
(INDEPENDENT NON-EXECUTIVE DIRECTOR)

DATE OF APPOINTMENT AS DIRECTOR OF THE COMPANY:
1 AUGUST 2022

DATE OF LAST RE-ELECTION AS DIRECTOR OF THE COMPANY:
28 APRIL 2023

MR RUSSELL STEPHEN BALDING AO is an Independent Non-Executive Director of ComfortDelGro Corporation Limited. Mr Balding is a member of the Audit and Risk Committee, the Nominating and Remuneration Committee and the Strategy & Investment Committee.

Mr Balding has had a long and distinguished Non-Executive Director and Executive Managerial career having held numerous Directorships and senior executive positions in a number of major organisations which have required extensive government, stakeholder, community and customer interaction. Due recognition was accorded when an Order of Australia was awarded to him in January 2007. He is Chairman of ComfortDelGro Corporation Australia Pty Ltd. In addition, he is Deputy Chairman of Destination NSW and Sole Proprietor of Aremby Pastoral.

Mr Balding retired in June 2011 as Chief Executive Officer of the Sydney Airport Corporation where he oversaw the continued growth and commercial success of Australia's National Gateway Airport. Prior to that appointment, Mr Balding was Managing Director of The Australian Broadcasting Corporation where he was responsible for the overall management and editorial functions of Australia's most comprehensive broadcaster and media institution. He has served on the Boards of ComfortDelGro Cabcharge Pty Ltd, a major Australian public transport company primarily providing major bus service networks, and CityFleet Networks Ltd (UK), a leading ground transportation provider of limousines, executive transport and taxi services. Previously, Mr Balding was Chairman of Cabcharge Australia Limited (now A2B Australia Limited), an Australian Securities Exchange listed company, until he stepped down in November 2016. Mr Balding has also contributed to the New South Wales (NSW) Government as a member of the Crown Land Ministerial Taskforce and by chairing the NSW Visitor Economy Taskforce as well as a Member of the Board of the Government tourism body, Tourism NSW.

Most recently, Mr Balding concluded his maximum 12 year term as a Board Member of Racing NSW, the last seven years as Chairman, where he oversaw the significant expansion and strengthening of the NSW racing industry and the introduction of innovative races such as The \$20M Everest, the world's richest race on turf.

Mr Balding is a Fellow of Certified Practising Accountants Australia, FCPA (Past State President and National Counsellor). Additionally, he holds a Bachelor of Business and a Diploma of Technology (Commerce) in Australia. He is a Member of the Australian Institute of Company Directors and the Singapore Institute of Directors.



JESSICA CHEAM
(INDEPENDENT NON-EXECUTIVE DIRECTOR)

DATE OF APPOINTMENT AS DIRECTOR OF THE COMPANY:
1 JANUARY 2019

DATE OF LAST RE-ELECTION AS DIRECTOR OF THE COMPANY:
29 APRIL 2022

MS JESSICA CHEAM is an Independent Non-Executive Director of ComfortDelGro Corporation Limited. Ms Cheam is also a member of the Audit and Risk Committee and chairs the Sustainability Committee.

Ms Cheam is the Founder and Managing Director of Eco-Business, Asia Pacific's leading independent media and business intelligence organisation dedicated to sustainable development. She is recognised as a sustainability pioneer with two decades of experience in media, sustainable development and environmental, social and governance (ESG) issues globally.

She is also an independent, non-executive director of Wilmar International, and a member of its Board Sustainability Committee. She holds the CFA Institute Certificate in ESG Investing and is also a member of the Singapore Institute of Directors, and serves as its ESG committee member. She is also a member of the Institute of Corporate Directors Malaysia and the United Kingdom's Institute of Directors. She is accredited with INSEAD's Certificate of Corporate Governance.

Ms Cheam specialises in advising Boards of a wide range of organisations on ESG strategy, and has a particular interest in issues at the intersection of sustainability, technology, diversity and inclusion.

She also serves as Governing Board Member to the Singapore International Foundation; Strategic Advisor to Blue Planet Environmental Solutions, advisory board member to NextWave Partners, and is a member of the International Women's Forum Singapore. She is the published author of 'Forging a Greener Tomorrow: Singapore's journey from slum to eco-city' and also directs and produces documentaries. She is a World Cities Summit Young Leader, a network of change-makers from diverse sectors who shape the global urban agenda.

She was previously a political correspondent at The Straits Times and a Singapore Press Holdings scholar. She has been recognised in many regional and international media and sustainability awards, including Women of the Future Southeast Asia Awards and LinkedIn's Power Profiles, and is frequently invited to speak at and host discussions across the globe on her areas of expertise.

She studied at the University of Warwick and University of London's Goldsmiths College, completed a Cambridge University Judge Business School executive programme on Data and Business Analytics, and the INSEAD International Directors Programme.



SUSAN KONG YIM PUI

(INDEPENDENT NON-EXECUTIVE DIRECTOR)

DATE OF APPOINTMENT AS DIRECTOR OF THE COMPANY:

1 JANUARY 2023

DATE OF LAST RE-ELECTION AS DIRECTOR OF THE COMPANY:

28 APRIL 2023

MS SUSAN KONG YIM PUI is an Independent Non-Executive Director of ComfortDelGro Corporation Limited. She is a member of the Audit and Risk Committee, the Nominating and Remuneration Committee, and the Strategy & Investment Committee. She is also a Non-Independent Non-Executive Director of SBS Transit Ltd.

Ms Kong has been a practising lawyer for more than 30 years and is recognised as a leading practitioner in the areas of banking and finance, real estate, mergers and acquisitions and capital markets by Chambers Global, IFLR 1000, AsiaLaw and Euromoney Legal Group Guide.

Ms Kong has extensive international experience advising multinational companies, banks and financial institutions on investments and multi-jurisdictional joint ventures in ASEAN countries, China, India and Australia. On the corporate front, Ms Kong has been a Director of Surbana Corporation Private Limited and UOB Radanasin Bank Public Company Limited in Thailand before it was reorganised as UOB Thailand.

Ms Kong is Chairperson of Singapore Tyler Print Institute, an art institution that has participated in many art fairs globally and has collaborations with artists and art institutions all over the world. Ms Kong is also a Director of HealthServe Limited.

Ms Kong holds a Bachelor of Laws (Hons) from the National University of Singapore.



LEE JEE CHENG PHILIP

(INDEPENDENT NON-EXECUTIVE DIRECTOR)

DATE OF APPOINTMENT AS DIRECTOR OF THE COMPANY:

1 JANUARY 2022

DATE OF LAST RE-ELECTION AS DIRECTOR OF THE COMPANY:

29 APRIL 2022

MR LEE JEE CHENG PHILIP is an Independent Non-Executive Director of ComfortDelGro Corporation Limited. He is the Chairman of the Audit and Risk Committee and a member of the Nominating and Remuneration Committee.

Mr Lee is also an Independent Non-Executive Director at City Developments Limited at which he serves as the Lead Independent Director, Chairman of the Audit & Risk Committee, and member of the Nominating Committee and of the Remuneration Committee. He is also a Member of the Governing Council of Singapore Agro-Food Enterprises Federation Limited and a Board Member of Tech For Good Institute Limited.

Mr Lee has more than 35 years of experience in accounting and finance. He was an audit partner at KPMG Singapore where he served on the Singapore leadership team and the Asia Pacific executive team. He was also the Head of Real Estate, Investment Banking, Private Banking, an Audit Business Unit and the Head of People at KPMG Singapore.

Mr Lee is a Fellow of the Association of Chartered Certified Accountants (United Kingdom), Fellow of the Institute of Singapore Chartered Accountants and a member of the Singapore Institute of Directors.

BOARD OF DIRECTORS



Ooi Beng Chin

(INDEPENDENT NON-EXECUTIVE DIRECTOR)

DATE OF APPOINTMENT AS DIRECTOR OF THE COMPANY:

1 MAY 2018

DATE OF LAST RE-ELECTION AS DIRECTOR OF THE COMPANY:

29 APRIL 2022

PROFESSOR OOI BENG CHIN is an Independent Non-Executive Director of ComfortDelGro Corporation Limited. Professor Ooi is a member of the Audit and Risk Committee and the Strategy & Investment Committee.

Professor Ooi is the Lee Kong Chian Centennial Professor of Computer Science and Faculty Member of the National University of Singapore Graduate School. He is also an Adjunct Chang Jiang Professor at Zhejiang University, and a visiting Distinguished Professor at Tsinghua University, China.

He is a Co-Founder of yzBigData in 2012 for big data management and analytics, and MediLot in 2017 for healthcare data management and analytics. He is also a Director of AlDigi Holdings Pte. Ltd.

Professor Ooi's research interests include database, blockchain, distributed processing, machine learning and large scale analytics, in the aspects of system architectures, performance issues, security, accuracy and correctness. He is also interested in exploiting IT in production and process reengineering (eg. fintech innovation, healthcare innovation, food analysis, metaverse, and smart city).

He is a Fellow of the Association for Computing Machinery, the Institute of Electrical and Electronic Engineers, the Singapore National Academy of Science and Singapore Academy of Engineering, and a foreign member of Academia Europaea and Chinese Academy of Sciences. He has received numerous awards in the field of computer science, including 2011 Singapore President's Science Award.

Professor Ooi was awarded the Public Administration Medal (Silver) in 2013 and the Long Service Medal in 2018 by the President of the Republic of Singapore.

Professor Ooi holds a Bachelor of Science (First Class Honours) and a Doctor of Philosophy from Monash University, Australia.



Tan Peng Hoe, Steve

(INDEPENDENT NON-EXECUTIVE DIRECTOR)

DATE OF APPOINTMENT AS DIRECTOR OF THE COMPANY:

28 APRIL 2023

DATE OF LAST RE-ELECTION AS DIRECTOR OF THE COMPANY:

N.A.

MR TAN PENG HOE, STEVE is an Independent Non-Executive Director of ComfortDelGro Corporation Limited. He is also a member of the Nominating and Remuneration Committee and the Sustainability Committee.

Mr Tan is presently the Division Director, Membership Services Division of the National Trades Union Congress and concurrently holds the position of Executive Secretary with the Union of Security Employees.

Mr Tan was awarded a Public Service Medal in 2020 by the President of the Republic of Singapore.

Mr Tan holds both a Second Class Honours Degree in Business (Marketing) and a Master of Mass Communications from the Nanyang Technological University of Singapore.



THAM EE MERN LILIAN

(INDEPENDENT NON-EXECUTIVE DIRECTOR)

DATE OF APPOINTMENT AS DIRECTOR OF THE COMPANY:

1 AUGUST 2017

DATE OF LAST RE-ELECTION AS DIRECTOR OF THE COMPANY:

30 APRIL 2021

MS THAM EE MERN LILIAN is an Independent Non-Executive Director of ComfortDelGro Corporation Limited. Ms Tham is a member of the Audit and Risk Committee and the Sustainability Committee.

Ms Tham is the Group Chief Operating Officer at Eastspring Investments (Singapore) Limited with responsibility for operations, technology, digital, data and administrative support, as well as other strategic growth and change initiatives. She is the Singapore Chief Executive Officer and a member of the Board and Executive Management Committee. In addition, she is a Director in both Eastspring Investments Berhad and Eastspring Investments (Luxembourg) S.A. She is also Chairman of Eastspring Investments Berhad, Eastspring Investments SICAV-FIS (Luxembourg) and Eastspring Investments (Luxembourg).

Prior to Eastspring Investments, Ms Tham worked at Schroders for 26 years, most recently, as Asia Pacific Chief Operating Officer (COO). She was also a member of the firm's Global Operations Committee, responsible for setting the global operations strategy of the firm. She held a variety of technology and operational roles during her time at Schroders, including COO for Singapore and Head of Operations & Technology for Asia Pacific.

Prior to joining Schroders, she was a Management Consultant with Coopers & Lybrand (now PricewaterhouseCoopers) focusing on IT consultancy in the financial and manufacturing industries.

Ms Tham is presently a Board Member of Home Nursing Foundation and is a Fellow of the Institute of Banking and Finance Singapore.

Ms Tham holds a Bachelor of Science in Information Systems from the National University of Singapore.

KEY MANAGEMENT

BUSINESS UNITS

SINGAPORE

SIM VEE MING, JEFFREY

GROUP CHIEF EXECUTIVE OFFICER
SBS TRANSIT

Mr Sim Vee Ming, Jeffrey, was appointed Group Chief Executive Officer of SBS Transit Ltd on 1 January 2023. He is concurrently Chief Executive Officer of its Rail Business. He has been with the Company since 2015 and had served in various appointments including being the Head of the North East Line and Sengkang-Punggol Light Rail Transit and Head of Engineering for these two networks.

He is a Fellow and a Chartered Engineer accredited by the Institution of Engineers, Singapore and sits on the Board of the Land Transport Authority's Singapore Rail Academy. He is also the Chairman of the UITP Asia-Pacific Urban Rail Committee, an Industry Advisory Committee member of the Singapore Institute of Technology's Engineering Systems Programme as well as the Chief Expert of Rapid Transit Systems for World Skills Singapore. A member of the Transportation Standards Committee, under Singapore Standards Council and Enterprise Singapore, he participates in the development of national standards for the transportation industry.

He holds a Bachelor (Honours) and a Master of Engineering from the National University of Singapore (NUS) as well as a Master of Arts (with distinction) from Massey University, New Zealand. He has also attended executive management programmes conducted by the Lee Kuan Yew School of Public Policy and the NUS Business School.

SIM WING YEW

CHIEF EXECUTIVE OFFICER
VICOM

Mr Sim Wing Yew was appointed Chief Executive Officer of VICOM Ltd on 1 May 2012. Prior to this appointment, he was Chief Operating Officer of ComfortDelGro Engineering Pte Ltd since August 2008 before assuming the role as Chief Executive Officer on 1 March 2011. Mr Sim first joined the Group in September 2002 as a General Manager in charge of two maintenance workshops in SBS Transit Ltd's Fleet Management Department. In June 2006, he assumed responsibility as the General Manager for all five SBS Transit's workshops.

Prior to joining the ComfortDelGro Group, he was the General Manager of SGX Catalist-listed See Hup Seng Limited managing the local as well as overseas projects in China and Hong Kong.

With effect from 17 January 2024, Mr Sim is a Senior Accredited Director under the Singapore Institute of Directors' Director Accreditation Framework.

Mr Sim holds a Bachelor of Engineering (Hons) in Mechanical and Production Engineering from the Nanyang Technological University and a Master of Business Administration from the University of Hull, United Kingdom.

JACKSON CHIA

CHIEF EXECUTIVE OFFICER
PRIVATE MOBILITY GROUP

Mr Jackson Chia is Chief Executive Officer of the Private Mobility Group (PMG) of ComfortDelGro Corporation Limited and was appointed to this position on 7 June 2021. He was previously Group Chief Sustainability Officer of the ComfortDelGro Group.

As Chief Executive Officer of PMG, Mr Chia's responsibility comprises ComfortDelGro's private mobility businesses as well as its various lifestyle and digital services. He joined the Group in 2017 after a 28-year career with the Singapore Armed Forces, where he held various senior appointments in the Republic of Singapore Navy.

He holds a Bachelor of Social Science (First Class) degree in Economics and Statistics from the University of Birmingham, and a Master of Arts from the Fletcher School of Law and Diplomacy. Mr Chia also attended the International Executive Programme at INSEAD, France in 2008.

OVERSEAS

YAP SOON HUA, NICHOLAS

CHIEF EXECUTIVE OFFICER
AUSTRALIA BUSINESS UNIT

Mr Yap Soon Hua, Nicholas, was appointed Chief Executive Officer of Australia Business Unit and ComfortDelGro Corporation Australia Pty Ltd (CDC) on 1 July 2019. Prior to this appointment, he was the Chief Executive Officer of CDC Victoria and Chief Operating Officer of ComfortDelGro Cabcharge Pty Ltd. Mr Yap joined the Group in 1994 and was Vice President, Group Business Development, before his posting to Australia. He also served as a Manager in the Service Development Department of SBS Transit Ltd.

Mr Yap holds a Bachelor of Economic and Social Studies (Hons) from the University of Wales in Accounting and Law. He also completed the Executive Programme in Transportation Management from the Nanyang Technological University & Chartered Institute of Transport, Singapore.

EDWARD THOMAS

CHIEF EXECUTIVE OFFICER
EUROPE BUSINESS UNIT

Mr Edward Thomas was appointed the Chief Executive Officer of the Europe Business Unit on 13 November 2023. He is responsible for ComfortDelGro's United Kingdom (UK) and Ireland businesses, as well as further business growth and opportunities in the wider European area. Mr Thomas has over two decades of experience in high-level executive roles in the transport industry in UK and Australia, both in Rail and Bus modes, overseeing significant business developments as CEO at Transdev Melbourne Pty Ltd, leading operations at Yarra Trams, MD at Keolis Hyderabad Mass Rapid Transit System Pvt Ltd, and more recently, with ComfortDelGro Australia as CEO at CDC NSW.

Mr Thomas graduated from the University of Nottingham with a Bachelor's Degree in Industrial Economics. He is also an Associate Chartered Management Accountant.

HUANG CHOR TZE, MICHAEL

CHIEF EXECUTIVE OFFICER
CHINA BUSINESS UNIT

Mr Huang Chor Tze, Michael, was appointed Chief Executive Officer of China Business Unit on 1 January 2021. He oversees all our operations in China. Prior to his appointment, Mr Huang was Vice President with the Group Business Development and the Group Transformation Office where he drove digital transformation efforts of the Group in the areas of smart mobility and autonomous vehicles. Mr Huang joined the Group in 2006 as Assistant to the General Manager. From 2008 to 2015, he was General Manager of Nanjing ComfortDelGro Dajian Taxi Co., Ltd. Before joining ComfortDelGro, Mr Huang worked in Sembcorp Industries Limited where he managed projects in oil and gas. He has had extensive overseas working experience, having spent 19 years in China and Indonesia.

Mr Huang has a Bachelor of Science in Chemical Engineering from the Illinois Institute of Technology, United States of America.

KEY MANAGEMENT

CORPORATE OFFICE

KOH THONG HEAN, DEREK

GROUP DEPUTY CHIEF EXECUTIVE OFFICER/
GROUP CHIEF CORPORATE SERVICES OFFICER

Mr Koh Thong Hean, Derek, was appointed Group Deputy Chief Executive Officer on 1 January 2023. He is also Group Chief Corporate Services Officer. As Group Chief Corporate Services Officer, he oversees the corporate functions of finance, procurement, information technology, human resources, investor relations, corporate secretariat and legal. Prior to this, he had also held separate positions as Group Chief Financial Officer and Group Chief Special Projects Officer. Mr Koh is a Fellow of the Institute of Chartered Accountants, England and Wales with over 35 years of broad experience in professional practice and industry. Before joining the Group, he headed various functions in the leadership teams of multinational and Asian companies including finance, supply chain management, internal controls, corporate affairs, and information technology. He also has audit, corporate finance & recovery and risk management experience from professional practice.

Mr Koh holds an Economics degree from the London School of Economics.

TAN LAI WAH, RUDY

GROUP CHIEF CORPORATE DEVELOPMENT OFFICER

Mr Tan Lai Wah, Rudy, was appointed Group Chief Corporate Development Officer on 1 January 2023. He is responsible for business development, strategy (including mergers & acquisitions), new businesses and technology, and oversees the Group's Corporate Venture Fund. He was Chief Executive Officer of CityFleet Networks Limited, the Group's taxi & private-hire vehicle business in UK from 2018 to 2022. In March 2021, Mr. Tan was concurrently appointed as Group Chief Strategy & Risk Officer. Prior to joining the Group, Mr Tan was Chief Operating Officer of ST Kinetics, the land systems and specialty vehicles arm of the Singapore Technologies Engineering Group. During his 17 years with ST Engineering, Mr Tan served in several roles, heading different Business Units and corporate functions such as marketing, as well as business and corporate developments. He also oversaw its businesses in China, India and the United States.

Mr Tan graduated from the Imperial College London. He also attended the Senior Executive Programme at London Business School and holds a Master of Business Administration from the University of Leicester. He is also a CFA Charterholder.

PETER LODGE

GROUP CHIEF BUSINESS DEVELOPMENT OFFICER
(BUS AND RAIL)

Mr Peter Lodge was appointed Group Chief Business Development Officer (Bus and Rail) on 1 January 2021. He is responsible for the expansion of the Group's footprint beyond Singapore, particularly in the Bus and Rail business segments as well as the future development and sustainable growth of the Group through tendering, mergers & acquisitions and new business lines. Prior to joining the Group, Mr Lodge held various senior roles with a major Australian transport operator for over 20 years covering operations, business development, legal and commercial. His experience spans rail, light rail, bus, ferry and on-demand transport services in Australasia and Europe.

Mr Lodge holds Bachelor degrees in Law and Economics from the University of Adelaide, South Australia.

CHUA HWEE SONG

GROUP SPECIAL PROJECTS OFFICER

Mr Chua Hwee Song is the Group Special Projects Officer, responsible for executing strategic projects, including the development of the Group's new businesses. Prior to this appointment, Mr Chua's corporate career took him through various positions such as Group Chief Financial Officer and Chief Investment Officer with a number of listed companies. He had also held a number of directorships with companies that included REITs, telcos and start-ups.

Mr Chua has a Master of Business Administration from the National University of Singapore and a Bachelor of Engineering (1st Class Honours) from King's College, University of London. He is also a Singapore Fellow Chartered Accountant and a Chartered Financial Analyst.

GOH YUE HENG, MICHAEL

GROUP CHIEF HUMAN RESOURCE OFFICER

Mr Goh Yue Heng, Michael, is the Group Chief Human Resource Officer of ComfortDelGro Corporation Limited. Prior to joining the Group, he was Chief Corporate Services Officer of Jurong Port Pte Ltd, where he took on an expanded scope beyond human resources, including security, enterprise risk management and central procurement.

Mr Goh has spent many years in human resources both in local and multinational corporations, across diverse industries. He holds a Bachelor of Business Administration from the National University of Singapore.

ALANCIA WINNIE NEO

GROUP CHIEF BRANDING & COMMUNICATIONS OFFICER

Ms Alancia Winnie Neo is the Group Chief Branding & Communications Officer, responsible for driving the Group's strategic communications and brand awareness. She has 20 years of experience in communications and marketing across various industries. Prior to joining the Group, she was the Head of Group Integrated Communications at Sembcorp Industries.

Ms Neo has a Master of Business Administration, as well as a Bachelor of Architecture from the National University of Singapore. She also completed programmes at the London School of Economics and Political Science, Yale and IMD.

JONATHAN JONG

GROUP CHIEF SUSTAINABILITY & RISK OFFICER

Mr Jonathan Jong is Group Chief Sustainability & Risk Officer. He is responsible for steering sustainability efforts across ComfortDelGro Corporation Limited and for ensuring sustainability is strategically integrated into all aspects of the business and operations. He also oversees risk management activities across the Group.

Prior to his appointment, Mr Jong spent nine years leading various service lines, including sustainability services, enterprise risk management, integrated assurance, major projects and infrastructure advisory for a Big Four accounting and professional services firm in Singapore, and 11 years in London as a project management consultant.

He graduated with a Master's degree in Civil Engineering from Imperial College London, and is a Chartered Civil Engineer and Certified Project Manager.

CHONG YEW FUI, ADRIAN

GROUP CHIEF INTERNAL AUDIT OFFICER

Mr Chong Yew Fui, Adrian is Group Chief Internal Audit Officer. Prior to joining the Group in 2017, he served several operational roles heading the procurement, commercial and contracts functions in Hyflux Ltd. He has considerable experience in the audit profession in listed companies such as ECS Holdings Ltd and Solelectron Corporation.

Mr Chong holds a Bachelor of Commerce (Accounting and Finance) from Murdoch University and is a member of CPA Australia. He is a Certified Information Systems Auditor and Certified Information Security Manager under ISACA.

ANGELINE JOYCE LEE

GROUP GENERAL COUNSEL & COMPANY SECRETARY

Ms Angeline Joyce Lee is the Group General Counsel and Company Secretary and she oversees the Group's legal and corporate secretariat matters, as well as compliance and corporate governance to facilitate business processes and organisational efficiency.

Ms Lee holds a Master in Business Law from the University of Westminster in the United Kingdom and is a Chartered Secretary and Certified Risk-based Auditor.

OPERATIONS REVIEW SINGAPORE

PUBLIC TRANSPORT SERVICES (BUS & RAIL) • TAXI & PRIVATE-HIRE
AUTOMOTIVE ENGINEERING SERVICES • ELECTRIC VEHICLE CHARGING
INSPECTION & TESTING SERVICES • DRIVING CENTRE • NON-EMERGENCY
PATIENT TRANSPORT SERVICES • CAR RENTAL & LEASING • INSURANCE
BROKING SERVICES • OUTDOOR ADVERTISING

2.227

REVENUE
(S\$'BILLION)

15,755

TOTAL OPERATING
FLEET SIZE

12,910

TOTAL NUMBER OF
EMPLOYEES

PUBLIC TRANSPORT SERVICES

ComfortDelGro Corporation Limited is a leading provider of land transport and related services in Singapore.

SCHEDULED BUS

SBS Transit Ltd, Singapore's biggest public bus operator, boasts a fleet of 3,572 buses, commanding a 62% market share. Operating from 15 bus terminals and 18 interchanges, the Company averaged 30,258 daily bus trips in 2023.

Entering its seventh year of operations under the Bus Contracting Model (BCM), SBS Transit operated two tendered contracts — the Bukit Merah and Seletar Bus Packages — for a five-year term each and seven bus packages under negotiated contracts where it is the incumbent operator.

In August 2023, SBS Transit was awarded the Bukit Merah bus package for a second consecutive term, marking the third bus tender award it has won under the BCM. Under this model, the Government retains fare revenue and owns all infrastructure and operating assets such as depots

and buses. Bus operators are contracted and paid to operate public bus services through a competitive tendering process.

Approximately 90% of SBS Transit's fleet complies with the Euro 5 emissions standard minimising environmental pollution. It also operates 57 green buses, comprising 32 fully electric and 25 diesel-hybrid ones.

In the area of safety, SBS Transit continued to invest in training, systems and technology to help its Bus Captains (BCs) become safer drivers. SBS Transit also started trialling digital side mirrors on its buses to further enhance visibility for BCs. These advanced mirrors utilised high-definition digital cameras and internal displays that significantly expanded the BCs' field of vision and enabled them to closely monitor their blind spots. Notably, the level of brightness of the mirrors were adjusted automatically to eliminate glare for optimal visibility during both day-time and night-time operations. The trial will be expanded to include more buses in 2024.



SBS Transit's commitment to safety was lauded at the Public Transport Safety and Security Awards Day in 2023. Both the Jurong West and Sengkang-Hougang bus packages received prestigious accolades, highlighting their dedication to creating a safe and secure environment for passengers and employees. The Jurong West package received the Operational and Workplace Safety (Bus) Excellence Award, while Sengkang-Hougang nabbed the Merit Award.

Further solidifying its commitment to workforce development, SBS Transit was conferred the Workplace Learning Organisation of Excellence (Platinum) Award in October 2023. This highest accolade from the National Centre of Excellence for Workplace Learning recognised SBS Transit's exemplary efforts in fostering a culture of continuous learning and growth within the organisation.

More details on our scheduled bus operations can be found in SBS Transit's 2023 Annual Report.



Further solidifying its commitment to workforce development, SBS Transit was conferred the Workplace Learning Organisation of Excellence (Platinum) Award in October 2023.



OPERATIONS REVIEW

SINGAPORE



To cap off the year, the Company swept up key accolades at the annual Road Safety Awards 2023, jointly organised by the Traffic Police, Land Transport Authority, and Workplace Safety & Health Council.



UNSCHEDULED BUS

The Group's wholly-owned subsidiary, ComfortDelGro Bus Pte Ltd, operates a fleet of more than 250 buses which provides employee and school bus charters, premium bus services, and shuttle bus services for industrial parks, shopping malls, educational institutions and condominiums.

During the year, ComfortDelGro Bus successfully won four new contracts and extended 29 existing ones. The Company also secured bus charters for over 10 events, including, the Singapore Festival of Football, National Day Parade, Standard Chartered Singapore Marathon, ferrying election officials and volunteers during the Presidential Election, and multiple open houses for polytechnics and universities.

Despite the high demand for private bus charters, driver shortages and soaring operating costs posed a challenge to the business. The Company had to increase sub-contracting services and actively recruit more drivers to meet demand. Meanwhile, travel patterns have shifted due to work-from-home trends, making some Premium Bus Services unprofitable. These routes have been terminated and the Company is actively assessing new routes with profitability potential.

In April 2023, ComfortDelGro Bus operationalised a fully electric bus fleet for two university campus shuttle services at the National University of Singapore and Nanyang Technological University, providing more than 50 electric buses operating 12 shuttle services within the campuses.

In September 2023, ComfortDelGro Bus partnered with GreenRoad to trial a real-time driving performance monitoring system on its buses, allowing drivers to view and address areas for improvement, leading to safer and smoother rides for passengers.

To cap off the year, the Company swept up key accolades at the annual Road Safety Awards 2023, jointly organised by the Traffic Police, Land Transport Authority, and Workplace Safety & Health Council. ComfortDelGro Bus clinched the Merit Award in the non-public bus fleet category, and two of its BCs won the Safe Driver Award, showcasing their exemplary efforts in keeping the roads safe.

Beyond safety, ComfortDelGro Bus was also recognised for its contributions to Singapore's fight against the COVID-19 pandemic. The Company's dedication earned itself the President's Certificate of Commendation (COVID-19) for its role in safely transporting COVID-19 patients to and from quarantine facilities using its private buses.





RAIL

SBS Transit operates 83km of rail networks in Singapore, encompassing the North East Line (NEL), Downtown Line (DTL), and Sengkang-Punggol Light Rail Transit (SPLRT) systems. This represents 30.6% of the total rail network in Singapore and comprises 78 stations served by a fleet of 198 trains.

In 2023, SBS Transit's rail services experienced an 18.7% growth in demand, clocking in a total of 428.1 million passenger trips across the three lines, compared to 360.7 million the previous year.

Notably, the NEL saw an increase of 17.3% in average daily ridership compared to the previous year, catering to a total of over 570,000 passenger trips, while the SPLRT experienced a 17.4% increase to make a total of close to 160,000 passenger trips. The DTL experienced a higher rate of growth, with average daily ridership rising 21% to more than 443,000 passenger trips.

In 2023, all three rail lines operated by SBS Transit experienced no major disruptions. In terms of Mean Kilometre Between Failure, an international measure of railway reliability, the DTL clocked 8.12 million train-km in 2023, which doubled its achievement of 4.05 million train-km in the previous year. The DTL surpassed the nationwide

MRT network's average of 2.08 million train-km and, for the third year running, remained the most reliable MRT line globally. The NEL clocked in a steady 2.06 million train-km, while the SPLRT achieved a record high of 1.22 million car-km, earning it the Most Improved System Award at the 2023 Global Light Rail Awards in London.

The mid-life refurbishment of SBS Transit's first-generation NEL trains made significant progress during the year, with seven completed and two more undergoing upgrades. These refurbished trains boast new features, including condition monitoring systems that minimise breakdowns by alerting to potential issues and allowing for remote monitoring of vital parameters to optimise operational decisions. Passengers on these refurbished trains will also benefit from the upgraded interiors and enhanced air-conditioning and ventilation systems.

SBS Transit's workplace safety initiatives paid off in 2023, with a 5.46% reduction in injury rates to 181.35 accidents per 100,000 employees. This improvement can be attributed to a focus on safety awareness programmes, a virtual reality training simulator for staff, and the exploration of innovative technologies. These technologies include a portable AI-powered device

mounted on train consoles that assists drivers by monitoring track conditions, train speed, and driver attentiveness, as well as an autonomous AI robot dog that assists technicians with visual inspections, identifying potential faults that might be missed by human eyes.

More details on our rail operations can be found in SBS Transit's 2023 Annual Report.



In 2023, SBS Transit's rail services experienced an 18.7% growth in demand, clocking in a total of 428.1 million passenger trips across the three lines, compared to 360.7 million the previous year.



OPERATIONS REVIEW

SINGAPORE



The Zig app was modernised in May 2023, adding more functionalities and services such as ZigRewards and Deals, creating a single platform for passengers' mobility and lifestyle requirements.



TAXI & PRIVATE-HIRE

ComfortDelGro Taxi remains as Singapore's largest taxi operator with a combined fleet of over 8,800 Comfort and CityCab taxis, translating into a market share of 64.8%.

Since launching its ride-hailing service in 2021, its private-hire car (PHC) fleet has been growing steadily. As of the end of 2023, it boasts a fleet of 610 PHCs, with more than 6,200 drivers on board its ride-hailing platform, Zig.

The Zig app was modernised in May 2023, adding more functionalities and services such as ZigRewards and Deals, creating a single platform for passengers' mobility and lifestyle requirements. With an array of enticing vouchers covering dining, entertainment, and lifestyle options, app users can now earn and utilise rewards beyond their transportation journeys.

In September 2023, ComfortDelGro Taxi implemented a major upgrade to its routing and dispatch systems on both its passenger and driver platforms. Passengers now enjoy real-time "Estimated Time to Pick Up" and "Estimated Time to Arrival" directly in

the app, allowing them to plan their journeys better. For private-hire drivers, the seamless integration of Google Maps directly into the app allowed them to navigate efficiently with minimal distractions, reducing the need for excessive device interaction while on the road.

In November 2023, ComfortDelGro Taxi launched 30 units of Lexus ES300H limousine taxis without the traditional rooftop taxi sign on a six-month trial. Instead, they were equipped with the first-ever in-vehicle LED displays in Singapore. The Company plans to expand the use of these in-vehicle LED displays to its main fleet of taxis in the coming years if the trial is successful.

To help drivers to ease the burden of cost, ComfortDelGro Taxi continued to offer rental waivers of up to 10% to its cabbies throughout 2023, amounting to a total of S\$33.6 million. Drivers with longer service contracts also received higher daily rental discounts and rental-free days, in recognition of their loyalty and years of service.

With the support of National Taxi Association and our cabbies, the Company increased its taxi fares and



adjusted its peak hours with effect from 13 December 2023. It has also permanently incorporated the 10% rental waiver and increased its taxi-booking commission from five to seven percent with effect from 1 January 2024. On the whole, the revisions of the fares will help cabbies to improve their earnings.

While there was an increase in taxi ridership, some cabbies still face challenges when sidelined by COVID-19. To mitigate the impact, ComfortDelGro Taxi allocated over S\$336,000 in financial aid to these cabbies in 2023.

To retain its existing cabbies and attract new ones, ComfortDelGro Taxi not only offered contract schemes that came with attractive incentives and payouts, but also medical benefits. ComfortDelGro Taxi introduced the Prolonged Medical Leave (PML) insurance plan to offer up to 70 days of daily payouts to all its hirers and eligible PHC drivers. Under the PML plan, hirers and eligible PHC drivers receive S\$80 per day from the eighth day of hospitalisation or medical leave. As of the end of 2023, 532 hirers had benefitted from this plan.

As one of two remaining appointed training centres, ComfortDelGro Taxi conducts both the Taxi Driver's Vocational Licence (TDVL) and Private Hire Car Driver's Vocational Licence (PDVL) courses for P2P drivers. As of December 2023, 6,439 trainees had attended the courses, with a passing rate above 90%. New hirers who had passed the TDVL course were also offered 12 days' worth of free rental.

In support of Singapore's Green Plan 2023, ComfortDelGro Taxi accelerated its fleet electrification, rolling out 76 BYD e6 electric taxis, bringing its total electric taxi fleet size to 172. To support the growing fleet of electric taxis, ComfortDelGro Taxi also installed 10 dedicated fast EV charging stations at the CityCab building. The Company has over 6,000 cleaner energy vehicles in its taxi fleet.



AUTOMOTIVE ENGINEERING

Our automotive engineering subsidiary, ComfortDelGro Engineering Pte Ltd, not only maintains the Group's taxis, unscheduled buses, training and rental cars, but also operates a thriving private vehicle repair service.

Throughout 2023, ComfortDelGro Engineering's external business saw revenues surge 10.5%, elevated by rising demand and increased customer retention fuelled by robust online and offline advertising and direct marketing campaigns. To meet this growing demand, the taxi maintenance workshops merged with the external vehicle maintenance workshops in Braddell, Loyang, and Pandan in April 2023, optimising resource utilisation. This created a common pool of technicians and ensured that the workshops are better equipped to handle surges in vehicle intake.

ComfortDelGro Engineering also launched its Fleet Maintenance Portal. This web-based platform offers comprehensive fleet data including maintenance schedules, appointment monitoring, fleet availability, displays vehicle repair status, and historical maintenance records, empowering fleet managers to optimise their operations and make informed decisions.

ComfortDelGro Engineering participated in several major tenders in 2023. The Company was appointed by VICOM as one of their approved workshops for On-Board Unit installation and also secured a three-year contract with SBS Transit to overhaul LRT bogies. Furthermore, the Company was re-awarded a three-year contract by the Public Utilities Board to maintain their fleet of vehicles.

In October 2023, ComfortDelGro Engineering Academy secured a significant project with the Singapore Civil Defence Force to develop and conduct specialised training with a focus on rescue, evacuation and firefighting involving electric vehicles.

During the year, ComfortDelGro Engineering Academy also trained over 270 technicians in the National Electric Vehicle Specialist Safety (NESS) course which equips participants with the skills and knowledge to safely handle high voltage systems in hybrid and electric vehicles.

In June 2023, the Company secured exclusive distributorship of ChangAn KuaYue (KYC) V7 electric commercial vans.

ComfortDelGro Engineering was re-certified for the Quality Management System ISO 9001:2015 standard and the Workplace Safety and Health (WSH) Management System ISO 45001:2018 standard during the year. The former provides assurance that the Company's operations are planned and managed effectively, consistently meeting and exceeding customer expectations in its service delivery, while the latter attests to the Company's dedication to upholding strong WSH practices.

The Company also achieved bizSAFE STAR certification in 2023, the highest level in the bizSAFE enterprise programme by the Workplace Safety and Health Council of Singapore, further solidifying its dedication to employee well-being.

OPERATIONS REVIEW

SINGAPORE



ELECTRIC VEHICLE CHARGING

ComfortDelGro ENGIE (CDG ENGIE), our EV charging joint venture with French energy company ENGIE South East Asia, is one of Singapore's largest EV charging network operators. With over 770 charging points active in 2023, CDG ENGIE offers convenient access for EV consumers and fleet operators who can leverage its network across key regions in Singapore.

Besides enabling charging points in publicly accessible locations such as carparks and community spaces, CDG ENGIE also supports the deployment of charging points at non-landed private residences such as condominiums, and businesses looking to tap into the EV charging infrastructure installation and management services.

In October 2023, CDG ENGIE inked a partnership agreement with Malaysia's largest EV charge point operator, Yinson GreenTech, to create the largest

combined EV charging network across Singapore and Malaysia, boasting over 8,000 charging points by 2030 and offering seamless charging for long-distance EV travellers.

During the year, CDG ENGIE was also appointed as a pre-qualified Electric Vehicle Charging Operator (EVCO) to have more charging stations island-wide at publicly accessible sites, a growing testimony of its reputation in the market as one of Singapore's leading EVCOs after securing contracts to progressively deploy up to 5,000 charging points.

The business demonstrates its pursuit of excellence in its operational procedures in the deployment of EV chargers, by successfully achieving both bizSAFE Level 3 and ISO 9001:2015 (SAC) certification. CDG ENGIE is also a Progressive Wage Mark-accredited company committed towards supporting and uplifting the welfare and career of our workers.

INSPECTION & TESTING SERVICES

VICOM Ltd continued to experience strong demand in 2023, with a record 520,895 vehicles passing through its inspection lanes, thereby maintaining its leading position with a market share of over 72%.

The revised Vehicular Emissions Scheme and the two-year extension of the EV Early Adoption Incentive confirmed the determination of the Government in its push for clean energy vehicle adoption, with an emphasis on electric and other zero emission cars. VICOM inspected a total of 3,389 EVs and 38,781 hybrids during the year, compared to 1,661 and 37,371 in 2022.

The VICOM Emission Test Laboratory experienced an increase in emissions test volume compared to 2022, as a result of the mandatory adoption of Worldwide Harmonised Light Vehicles Test Procedure (WLTP) standards for newly registered passenger vehicles

starting 1 January 2024 and also the release of more Certificate of Entitlement quotas in the last quarter of the year.

VICOM's non-vehicle testing arm, Setsco Services Pte Ltd (SETSCO), witnessed robust demand for some sectors, but was dampened by the contraction of the manufacturing sector.

SETSCO actively pursued new opportunities in 2023, significantly enhancing its non-vehicle testing capabilities by securing accreditation for drug residue analysis, bolstering its expertise with relaxation testing for wire strands, expanding material testing capabilities to measure soil and aggregate resilient modulus, and adding wood drill resistance testing.

SETSCO also expanded into cybersecurity testing with the strategic acquisition of a 70% stake in An Security Pte Ltd, a cybersecurity specialist that provides security evaluation and testing services for IT products.

More details can be found in VICOM's 2023 Annual Report.

DRIVING CENTRE

In 2023, ComfortDelGro Driving Centre Pte Ltd, which provides learner driver training services in Singapore, continued to maintain its market share of over 40% for Class 3/3A learners' enrolment in driving schools.

The Centre experienced robust demand for both driving and riding lessons during the year, particularly from foreign learner drivers who picked up driving lessons as part of industry upskilling. Apart from new learners taking up driving and riding lessons, an increasing number of licensed car drivers attended refresher courses on their driving skills and road safety awareness. To improve the convenience of the sign-up process, the Centre introduced online course enrolment.

As part of its corporate governance efforts, ComfortDelGro Driving Centre managed to obtain the Progressive



Wage Mark accreditation which advocates for fair employment and remuneration. In addition, it also achieved bizSAFE Level 3 recognition that underscores its commitment towards workplace safety and health.

Furthermore, to deliver a higher quality of coaching and professional training, the Centre has had 18 driving instructors certified with the Workforce Skills Qualifications Train-the-Trainer programme. As a result of all these efforts, the Centre successfully secured contracts with clients from the public and private sectors to conduct training and driving tests.

In support of all these efforts, the Centre launched Singapore's first

Electric Motorcycle Familiarisation Course in February 2023. This course is created especially for motorcyclists who already possess valid Class 2A or 2B licences and are raring to try out e-motorcycles. The three-hour session provides both theory and practical training on operating e-motorcycles, the differences between internal combustion engine and electric motorcycles, the benefits and risks as well as battery management and charging guidelines.

In September 2023, the Centre also added five more electric cars – the Hyundai Kona Electric (Standard Range) – to its electric vehicle training fleet for a total of 10 electric cars for its Class 3A Licence Course.



The Centre experienced robust demand for both driving and riding lessons during the year, particularly from foreign learner drivers who picked up driving lessons as part of industry upskilling.





Transporting approximately 1,000 patients a day on average, the Company served a network of daycare, dialysis and physical disability centres across the island, in the domain of eldercare and medical escort services.



NON-EMERGENCY PATIENT TRANSPORT SERVICES

ComfortDelGro MedCare Pte Ltd provides wheelchair transport services for mobility-impaired passengers, persons with disabilities and senior citizens, and is the largest wheelchair transport service provider in Singapore.

Having fully acquired Ming Chuan Transportation in March 2023, ComfortDelGro MedCare now has a fleet size of 103 wheelchair transportation vans and about 120 drivers and medical escorts. Transporting approximately 1,000 patients a day on average, the Company served a network of daycare, dialysis and physical disability centres across the island, in the domain of eldercare and medical escort services.

As the labour markets progressively recovered after the pandemic, many families remained in constant need of assistance to ferry the elderly at home for their medical appointments, rehabilitation and leisure activities. As such, the demand for professional transport and medical escort services is expected to continue trending upward.

To better keep up with the growing demand, the Company continued to invest in vehicle safety, such as wheelchair retractor sets and closed-

circuit televisions, and its despatch systems. The Company also focused on staff training, which included safe driving and patient transfer skills, as well as cardiopulmonary resuscitation.

CAR RENTAL & LEASING

During the year, our car rental and leasing subsidiary, ComfortDelGro Rent-A-Car Pte Ltd, operated a fleet of 1,813 passenger and commercial vehicles, of which 610 were PHCs.

2023 saw the COE premiums skyrocketing across all vehicle categories, impacting the fleet growth of many rental companies. Several competitors took the opportunity to raise rental rates of their ageing PHC fleets, resulting in many hirers opting not to renew their leases. With its relatively young fleet, ComfortDelGro Rent-A-Car was able to maintain a healthy hire-out of its PHC vehicles at good rates.

Amidst global economic uncertainty in 2023, ComfortDelGro Rent-A-Car saw price-sensitive clients prioritise lease renewals or downsizing to more affordable vehicles. Despite this, the Company secured the renewal of 400 vehicle rental contracts at good rates and retained 17% more customers for its corporate and individual accounts than in 2022, demonstrating its resilience in



a challenging market. To secure more long-term contracts, ComfortDelGro Rent-A-Car also continued to focus on both government and corporate contracts, and expanded its outreach to the statutory boards.

The electric light goods vehicle (eLGV) segment remained challenging due to higher costs compared to internal combustion engine models. In response, the Company focused its efforts on larger corporates with sustainability goals and expanded its eLGV fleet by 17%.

The Company also integrated all PHC rental functionalities into its Zig Rent app in 2023, enabling a seamless digital experience where PHC hirers can manage various transactions digitally, from onboarding as well as vehicle checkouts and returns to payments via in-app QR codes.

Besides improving its digital offerings, the Company also leveraged its online presence by running targeted lead-generation campaigns on Facebook for various seasonal promotions and successfully improved sales.

INSURANCE BROKING SERVICES

ComfortDelGro Insurance Brokers Pte Ltd assists the Group and its external corporate clients in providing insurance broking, employee benefits consulting, analytics, risk management and claims advocacy services across all classes of insurance.

Amidst challenging headwinds in 2023 and a tightening insurance market marked by persistent price increases and diminishing capacity for certain risks such as property, casualty and cybersecurity, ComfortDelGro Insurance worked at developing innovative and customised alternative risk transfer solutions for several of the Group's business units. The Company worked with an insurer who issued a multi-year programme that covered a wide range of risk exposures on its behalf. This resulted in several millions of dollars in cost savings for the Group.



Outside of the Group, the Company also grew its new third-party business revenue for the year by around half a million dollars and remained profitable. A marketing campaign was undertaken in the last quarter of 2023, which expanded the customer base of its "insureSG" app by over 400%. New digital insurance initiatives and products are also in progress for launch in 2024.

OUTDOOR ADVERTISING

With industry growth hovering around 5%, Moove Media Pte Ltd, ComfortDelGro's outdoor advertising arm, defied the trend with a 20% revenue increase. This impressive growth is testament the unit's dedication to creating impactful campaigns and strategic initiatives that embrace current digital trends and leverage first-party data.

One of Moove Media's most notable campaigns was the launch of the new Mandai Bird Paradise. The campaign featured larger-than-life 3D birds perched atop buses, immersive transformations at bus hubs, and a 40-metre digital bird migration showcase alongside the Dhoby Ghaut MRT travelator, making a strong impact to the audience.

Moove Media expanded its digital presence in Singapore in 2023,

launching two new digital sites in MRT stations. The immersive Serangoon Groove captures audiences face-on with a curved panoramic wall, and the record-breaking Outram Travelator is now the longest digital wall in an MRT station, spanning 54 metres or 57,600 pixels wide, and serving millions of commuters monthly.

During the year, Moove Media also introduced MooveSmart, an innovative data dashboard providing audience measurement and behavioural insights at rail stations and bus hubs. This tool empowered advertisers to find their audiences, while paving the way for impression-based buying similar to digital online and digital out-of-home ads. Moove Media also educated clients and agencies in comprehensive sessions about current challenges, showcasing how first-party data can guide them through their transformation and optimise campaign performance.

As of 2023, all of Moove Media's digital screens are now programmatically integrated, enabling buying of advertisement seamlessly via a platform for connected clients and agencies. Moove Media secured its first programmatic campaign in September 2023.

AUSTRALIA

BUS • TAXI • NON-EMERGENCY PATIENT TRANSPORT SERVICES • OUTDOOR ADVERTISING

686.2

REVENUE
(S\$'MILLION)

4,111

TOTAL OPERATING
FLEET SIZE

3,574

TOTAL NUMBER OF
EMPLOYEES

“

In July 2023, CDC NSW was awarded the Outer Metropolitan Bus Service Contract for Region 7, worth over A\$200 million.

”

NEW SOUTH WALES

BUS

We operate bus services in Australia through ComfortDelGro Corporation Australia Pty Ltd (CDC), which has been the Group's subsidiary since October 2005.

CDC NSW, a subsidiary of CDC, runs designated route services in the Metropolitan, Outer Metropolitan and Regional areas of NSW, as well as the Australian Capital Territory (ACT).

CDC NSW operates under multiple brands: CDC NSW in Metropolitan Sydney, Blue Mountains Transit, Hunter Valley Buses, and Coastal Liner in Outer Metropolitan Regions. In regional areas of NSW and ACT, it operates CDC Canberra, CDC Broken Hill, Blanch's Bus Lines, Brunswick Valley Coaches, and Forest Coach Lines, including Woopi Connect on-demand services.

In June 2023, CDC NSW collaborated with the government to expand bus services in the Hunter Valley region.

Two new routes were introduced, along with adjustments to existing routes and increased frequency on weekends and evenings, providing 506 additional weekly services. This expansion led to an average nine percent growth in ridership and improved customer satisfaction.

In July 2023, CDC NSW was awarded the Outer Metropolitan Bus Service Contract for Region 7, worth over A\$200 million. Covering the NSW Central Coast, including The Entrance, Gosford, Wyong and surrounding areas, the eight-year contract commencing in July 2024 was awarded by the NSW Government to Red Bus CDC NSW – a 50:50 joint venture between CDC NSW and Red Bus Services.

CDC NSW also offers flexible charters for schools, businesses, and individuals at St Marys, Cromer (Northern Beaches), and Halloran (Central Coast) through CDC Charter. In 2023, CDC Charter secured contracts with Arndell College, Sydney Trains, and Western Sydney



University, as well as retaining its shuttle bus contract with Optus. CDC Charter also undertook trials with zero-emission buses in 2023, yielding valuable insights into run time, charging requirements, and operational suitability. The successful trials will pave the way for CDC's proposal to utilise zero-emission buses for charters in 2024.

NON-EMERGENCY PATIENT TRANSPORT SERVICE

National Patient Transport Pty Ltd (NPT) offers a range of healthcare transport services to state government ambulance utilities and major metropolitan hospital networks. These include walker, hoist and stretcher transport services as well as specialist services for high acuity and complex patients. It also runs a registered training organisation that offers a range of non-emergency healthcare transport, first aid and resuscitation courses in Australia. In 2023, NPT remained the leading private provider of non-emergency patient transport in New South Wales.

During the year, NPT modernised its fleet by commissioning new vehicles with enhanced safety and accessibility features. These next-generation ambulances boast powered stretchers, significantly improving patient care. The rollout began in mid-2023, and NPT aims to replace over 60 vehicles within the next two years.

In 2023, NPT successfully passed the audit for the ISO 45001 Workplace Health and Safety Management System certification with no negative findings. NPT also renewed its ISO 9001 Quality Management Systems certification, further solidifying the Company's dedication to safety as well as quality and continuous improvement.

OUTDOOR ADVERTISING

Moove Media Australia Pty Ltd, CDC's transit advertising arm, experienced an impressive recovery from the impacts of COVID-19, with a record-breaking 24.7% revenue increase that was eclipsing its performance since 2019.



VICTORIA

BUS

CDC Victoria operates essential bus services across the Western, Eastern and Northern suburbs of Melbourne, and the Greater Cities of Ballarat, Geelong, Mildura and Wentworth.

In 2023, CDC Victoria's Tarneit North FlexiRide, an on-demand bus service with no fixed route and operating only when booked, was the most successful FlexiRide service in Victoria, according to the Department of Transport & Planning. Launched in 2022 to serve the rapidly developing area of Tarneit North, this five-year service contract provided crucial transportation options for residents who previously lacked public transport access. During its first year, the service completed 74,000 booked rides. Within that time, it had approximately 3,500 registered users, with most having taken five or more rides.

2023 also saw a major boost in safety for CDC's operations in Victoria with the rollout of a new telematics platform. This platform features the GreenRoad Driver Behaviour Solution, a real-time feedback system. It helps drivers avoid accidents, improves passenger comfort, reduces fuel consumption and emissions, as well as enhances operational efficiency. Over

500 buses in CDC Victoria are already on this platform. Since its launch in October 2023, the fleet has seen significant improvements in risk and safety scores, along with high driver engagement within depots.

In Melbourne, CDC Victoria's trial of zero-emission buses from its Oakleigh depot continued with three Volvo BZL battery electric buses operating as of December 2023. Five additional vehicles are slated to be rolled out by mid-2024. Complementing this trial is a collaboration with Monash University for both out-of-depot charging and PhD research programmes focusing on energy optimisation and battery performance in zero-emission buses.

NON-EMERGENCY PATIENT TRANSPORT SERVICES

NPT remained the market dominant private provider of non-emergency patient transport services in Victoria in 2023.

In July 2023, following the withdrawal of a competitor, NPT Victoria stepped in to ensure the continuity of crucial healthcare transport services across the fast-growing Hume region, an area of around 40,000 square kilometres. NPT Victoria acquired 16 health services in the Hume Corridor, strengthening its commitment to servicing the regional communities.

OPERATIONS REVIEW

AUSTRALIA



CDC expanded its reach in Alice Springs by securing a special needs bus services contract in July 2023, through CDC Northern Territory which won the tender from an incumbent operator.



REGIONAL AUSTRALIA DIVISION

NORTHERN TERRITORY, QUEENSLAND, AUSTRALIAN CAPITAL TERRITORY AND REGIONAL NEW SOUTH WALES

CDC Regional Australia Division was established in 2021 to better support various businesses across the Northern Territory, Queensland, the Australian Capital Territory, and Regional NSW.

BUS

Despite facing a tight labour market for drivers in 2023, CDC Regional Australia Division achieved a 15% increase in passenger ridership across its Queanbeyan and Coffs Harbour operations. Collaborating with the NSW Government, CDC Regional Australia Division delivered A\$1 million in expanding services, including network redesign and deployment of new buses in Queanbeyan and Coffs Harbour. These improvements benefited the community directly, resulting in

improved accessibility, reduced wait times, and a 50% increase in fare revenue in Queanbeyan alone.

In 2023, CDC's Qcity Transit and Transborder Express joined forces to form a unified bus service under the new CDC Canberra brand. Spanning the ACT and Southern NSW, CDC Canberra transports over 5 million passengers annually with a dedicated fleet of more than 145 buses stationed across three depots, ensuring reliable connections for residents, commuters, and students alike.

Like our arm in Victoria, CDC Canberra also implemented the new telematics platform, featuring GreenRoad Driver Behaviour Solution to enhance safety and operations similar to that. Over 150 buses in CDC Canberra are already on the platform. Similarly, since its launch in October 2023, the Canberra fleet has seen significant improvements in risk and safety scores, along with high driver engagement within depots.



CDC expanded its reach in Alice Springs by securing a special needs bus services contract in July 2023, through CDC Northern Territory which won the tender from an incumbent operator. The win strengthened CDC Northern Territory's position as the Red Centre town's dedicated public transport provider, committed to serving the diverse needs of the community. CDC Northern Territory also won a five-year contract for the provision of the first dedicated school bus services in Tennant Creek, located approximately 1,000km south of Darwin. The contract is set to commence in the first school term of 2024.

CDC's Queensland operations expanded its reach when the Department of Transport and Main Roads awarded CDC Gladstone the addition of two Specialist School Transport buses. The buses will operate from the first term of 2024.

During the year, CDC was successful in a Transport for NSW Expression of Interest submission to trial zero-emission buses in its regional and rural contracts covering parts of Regional New South Wales. These trials are expected to include CDC Canberra and commence in early 2025.

In Queensland, CDC Gladstone secured the CS Energy – Employee Industrial Transport contract, which started in September 2023. The buses operate day and night shifts, seven days a week, transporting workers to their accommodation from the Callide Power Station. The contract was initially ten months with a potential eight-month extension. CDC Sunshine Coast secured the Peregrine Beach shuttle, operational from early December 2023 to mid-January 2024, which provides free travel from Peregrine to Noosa Heads across the peak tourist season.

Charter services across Regional NSW saw significant growth, expanding into less traditional markets like industrial, community, and large-scale

events. Traditional markets of school and government special events also exceeded expectations. CDC Canberra was a strong performer, capturing major revenue customers like Snowy Hydro, Floriade, Spilt Milk, Trainlink, and Transport Canberra.

WESTERN AUSTRALIA

PERTH

NON-EMERGENCY PATIENT TRANSPORT SERVICES

In April 2023, NPT launched its community transport platform in WA, providing vital transportation services to residents in partnership with WA Health. The platform saw steady demand right from launch, surpassing 700 monthly transfers and reaching over 6,600 by end 2023.

TAXI

Swan Taxis Pty Ltd, a wholly owned subsidiary of ComfortDelGro Corporation Limited, operates the largest taxi fleet in Perth with 60% of the registered taxis under its brand.

Corporate client growth accelerated in 2023, delivering a 50% increase in ridership revenue. This was driven, in part, by Swan Taxis' digital transformation, which saw the Company transitioning to a modern cloud-based dispatch solution, including the implementation of enhanced booking automation. This new system simplified the ride booking process, leading to increased convenience, contributing directly to an improved customer experience.



UNITED KINGDOM

BUS • COACH • TAXI RADIO CIRCUIT AND PRIVATE CAR HIRE

823.7

REVENUE
(S\$'MILLION)

3,727

TOTAL OPERATING
FLEET SIZE

4,972

TOTAL NUMBER OF
EMPLOYEES

ENGLAND

LONDON

BUS

In the United Kingdom (UK), our wholly owned subsidiary, Metroline operates about 16% of London's scheduled buses mileage with a fleet of close to 1,300 buses, plying routes in North, West and Central London. It is the fourth largest scheduled bus operator in the city.

As the UK emerged from the COVID-19 pandemic, ridership levels improved to a monthly average of 140 million trips, a 12% increase from that of 2022. Despite the ridership increase, it was still about 6% lower in the same month in 2019. This was due to remote working, weakened tourism and passengers' disinclination towards public transport

as the expansion of low-speed zones and construction of cycling lanes by local authorities contributed to longer journey time.

Transport for London (TfL) continued to revise routes across all of London to taper service volume according to demand. This effectively reduced the routes serviced by Metroline and alleviated the shortage of drivers in the short term, which the Company and the industry at large faced.

2023 witnessed a fall in market competition due to labour constraints with a higher average tender contract value due to increased capital expenditure needed to invest in zero-emissions vehicles. During the year, Metroline won a total of 22 contracts, which included four new ones.



To attract more drivers, Metroline launched the “Me in Metroline” recruitment campaign in March 2023, via a mixture of channels including social media platforms, print brochures and bus wrap advertisements on the buses of its training fleet, as well as directly to drivers of third-party agencies. The campaign helped to reduce the shortfall of drivers from 10.4% to 8.3% by December 2023. To keep pace with the cost of living, Metroline drivers got an 8% rise in pay in 2023 after negotiation with the trade union.

Complementing its recruitment effort, Metroline also invested in driver retention and well-being through a collaboration with TfL by launching Mobileye — an advanced driver assistance system that is designed to alert the driver of potential collisions. The safety-enhancing system was fitted to almost 90 buses in a 12-month trial that started in July 2023, and was well received by drivers.

In the area of environmental sustainability, the Company continued to invest in green vehicles and electrifying its garages, in support of TfL’s goal of a zero-emission bus fleet by 2034. At the end of 2023, Metroline had 20 hydrogen-powered buses as well as 212 electric buses, with 74 more electric buses expected in the first half of 2024. The trial of its hydrogen fuel cell double-decker buses, despite being impeded by hydrogen availability due to supply chain issues, stayed on course with the support and mitigation funding from TfL.

The Company also commenced two other trials ranging from nine to 12 months at its garages, utilising artificial intelligence algorithms to predict real-time journey information such as road traffic conditions. This helped bus drivers to reduce wait time and improve their Quality Incentive Contract performance.

COACH

Based in London, Westbus Coach Services Limited provides executive coach services across the UK and mainland Europe, catering to a broad spectrum of school, tourist and corporate coach hire passengers.

During the year, Westbus Coach Services was met with strong demand for coach hire services from all sectors as inbound tourism returned to pre-pandemic level and tourist group bookings increased by a large margin of 35%. The Company had in 2022 signed a major contract to supply three coaches to Evan Evans Sightseeing Tours to run day trips to tourist hotspots across the Southeast of England from London, which accounted for a 30% increase of its yearly revenue.

Besides tourist coach services, the Company also saw high demand in other areas such as private and corporate hire, rail replacement and school services. Westbus Coach Services expanded its existing fleet with two new 57-seater Volvo B11R 9900 and one new 85-seater double-decker Alexander Dennis (ADL) Enviro400. As such, the Company took on 54% more school excursions and coach-hire trips to European destinations such as France, Belgium, Germany and Spain in 2023.

Notwithstanding the slew of demand, the industry continued to face the challenging issue of driver recruitment and retention. In a bid to retain existing drivers and attract new ones, Westbus Coach Services adjusted its drivers’ pay by 11%.

LIVERPOOL

TAXI RADIO CIRCUIT AND PRIVATE CAR HIRE

CityFleet Networks operates Computer Cab (Liverpool), the City’s largest taxi circuit operator, and Argyle Satellite, the largest private-hire company in the Wirral suburb of the city.

With a combined fleet of over 1,500 black cabs and PHCs. CityFleet Networks caters to both corporate and individual clientele.

In March 2023, CityFleet Networks acquired Vedamain, a Chester-based private-hire firm that operates under the brand name, KingKabs. With the addition of this £7.25 million acquisition, CityFleet Networks is expected to deliver over 5 million taxi and private-hire trips to the region’s residents and tourists each year.

As the taxi industry steadily bounced back from the COVID-19 pandemic and in-office work arrangements returned to normal, the demand from corporate customers grew and, conversely, the demand from non-corporate customers cooled down. The companies also continued to face stiff competition from other private-hire companies.

To attract more passenger bookings, the companies encouraged customers to download their apps by offering promo codes, which customers can use to offset their rides. Throughout the year, more than £5,000 worth of promo codes were given out and, as a result, the number of app downloads increased by 20% as compared to 2022.

As the shortage of drivers remained a key challenge that plagues the industry, various schemes continued to be rolled out to recruit and retain drivers, which included flexible subscription commissions and peak hour incentive schemes, enabling CityFleet Networks to achieve its driver-to-fleet target.



OPERATIONS REVIEW

SCOTLAND

COACH

Scottish Citylink Coaches, a joint venture with Stagecoach, is the leading provider of express coach services in Scotland with 170 coaches under the 'Scottish Citylink' and 'megabus.com' and Falcon brands. It also operates a network of cross-border services between Scotland and major cities in England.

Stagecoach owns 37.5% of Scottish Citylink Coaches while our subsidiary, Braddell, holds the remaining 62.5%.

With the ongoing rail strikes in the UK in 2023, demand for coach services remained strong as many commuters switched to travel by coach. On top of that, the continued expansion of the 'Young Persons' (Under 22s) concession scheme which provided free bus travel to those aged below 22 also attributed to high demand during the year.

In the face of intensified competition impacting its cross-border services in Scotland, Megabus's pricings were marginally reduced to maintain its market share. In other cities within England, such as between Bristol and London, its pricings were also adjusted to ensure the Company maintained presence in this key corridor.



To improve customer experience, further enhancement and development of its website introduced new features such as a journey planner, automatic trip connector and an interactive map which allows patrons to track their journeys in real-time.



To improve customer experience, further enhancement and development of its website was made to introduce new features such as a journey planner, automatic trip connector and an interactive map which allows patrons to track their journeys in real-time. This resulted in an impressive 17% lead conversion rate for its website.

On operations, Scottish Citylink Coaches continued to wrestle with the issue of driver recruitment and retention. To overcome this challenge, it worked closely with its subcontractors to effectively allocate resources at the depot to fulfil its schedule. The Company also addressed the issue of vehicle schedule reliability by putting in place contingency vehicle replacement plans and ensuring key routes are covered by third-party coach operators in the event a scheduled coach becomes unavailable.

ABERDEEN

TAXI RADIO CIRCUIT AND PRIVATE CAR HIRE

Computer Cab (Aberdeen) has the second largest fleet in Aberdeen with a total of 128 taxis and private-hire vehicles.

With the resurgence of post-pandemic domestic and international travel during the year, the Company saw a larger demand and a 10% increase in passenger trips.

Shortage of drivers remained difficult to overcome, as new drivers are required by the Aberdeen City Council to pass a street knowledge test before they can be onboarded. To mitigate this challenge, the Company started a training school to coach new drivers in March 2022. Since then, the uptake rate has been consistent and 16 drivers have successfully completed the six to nine month long training and passed the knowledge test.

To better manage the existing pool of drivers in its fleet, the Company continued to help cabbies by optimising routes and allocating rides more efficiently through its Autocab booking and despatch system. Incentive programmes were also kickstarted to attract more drivers to work during the weekends to meet passenger demand.



WALES

CARDIFF

BUS AND COACH

Adventure Travel operates a fleet of 150 buses and coaches across three depots in Cardiff, Taff's Well and Swansea.

The overall demand improved during the year, although passenger figures were about 90% of pre-COVID levels. Its private-hire coach services experienced strong demand, while the demand for passenger bus services has fallen behind as compared to pre-COVID levels. Due to tightened funding from the Welsh Government, a small number of bus routes were then curtailed in July 2023.

With the frequent traffic congestion and reduced speed limits in Wales, several bus schedule adjustments were made to accommodate longer journey times so buses could promptly complete their schedules and meet the stringent bus punctuality standards set out by the traffic commissioners.

During the year, the Company successfully retained most of its existing contracts and secured six new school bus service contracts. As more private-hire coaches were expected to comply with the Public Service Vehicles Accessibility Regulations (PSVAR) in the UK, Adventure Travel converted four coaches in its fleet to be PSVAR-compliant by fitting wheelchair lifts and digital destination equipment.

A shortage of drivers continued to pose a problem for the Company and the sector at large. To recruit more drivers, marketing campaigns were rolled out to reach out to new groups of potential drivers, and the training for recruits was bolstered as well.

Staff engagement activities such as the healthy eating campaign, 'Fruit Friday', were launched during the year to promote good nutrition and a healthy lifestyle for the benefit of its employees.

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During the year, the Company successfully retained most of its existing contracts and secured six new school bus service contracts.

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IRELAND

INTER-CITY EXPRESS COACH



46.4

REVENUE
(S\$'MILLION)

62

TOTAL OPERATING
FLEET SIZE

31

TOTAL NUMBER OF
EMPLOYEES

INTER-CITY EXPRESS COACH

ComfortDelGro Irish Citylink Limited, our wholly-owned express coach subsidiary in Ireland, runs a network of inter-city and Dublin Airport express routes linking cities such as Cork, Dublin, Galway and Limerick.

ComfortDelGro Irish Citylink experienced significant ridership growth in 2023, finishing the year with an average of 40,000 passengers weekly, a 26% increase compared to 2022. This growth was driven by two key factors: the strategic acquisition of GoBus coach service operator Evobus and Coach Limited in 2022, which expanded the network and attracted new passengers, as well as the easing of travel restrictions post-pandemic, which drove the return of tourists as well as commuters

going to work and school. With fuel and living costs on the rise, coach travel also saw a surge in popularity due to its affordability. ComfortDelGro Irish Citylink capitalised on this by reintroducing all pre-pandemic services and expanding its network with new services on the Galway Express, Limerick Express and Clifden corridor as well as the introduction of the new Castlebar (Mayo) to Dublin route, offering enhanced connectivity and convenient travel options between cities on these new services.

During the year, a streamlined online booking engine was developed, offering a simpler way to book travel. Additionally, ComfortDelGro Irish Citylink and GoBus services were brought together on one platform,

providing passengers with greater choice. The first phase of the booking engine was launched in November 2023 and the mobile app "My CityLink" is expected to be ready by the first quarter of 2024.

ComfortDelGro Irish Citylink also achieved remarkable success at the World Passenger Festival Awards 2023, outshining 135 other operators from 35 countries. The Company was awarded the prestigious Best Bus Award, recognising its excellence in providing bus services across various networks, including inter-city, urban, and rural routes. Furthermore, it received the Best Operator Award for achieving the highest level of passenger satisfaction across all its service areas.

CHINA

BUS STATION • TAXI • CONSTRUCTION LOGISTICS
ELECTRIC VEHICLE CHARGING



96

REVENUE
(\$\$'MILLION)

9,540

TOTAL OPERATING
FLEET SIZE

564

TOTAL NUMBER OF
EMPLOYEES

NORTH CHINA

BEIJING

TAXI

Beijing Jin Jian Taxi Service Co., Ltd, is the capital city's third largest taxi operator with a total fleet of over 4,500 taxis, equating to 10.5% total market share. During the year, the Company converted a total of 2,047 taxis in its fleet to electric ones.

Passenger demand remained relatively stable, although demand from tourist and business travellers experienced slower recovery due to the lingering impact of the COVID-19 pandemic. The market also remained highly competitive, partly due to the increased presence of illegal taxis in Beijing.

To maximise fleet utilisation, the Company continued to lease out its private-hire vehicles to platforms such as Didi Chuxing Technology Co. and CaoCao Mobility to generate higher revenue. It also continued to partner with Alibaba-backed AutoNavi or

Gaode AMap, a navigation mobile App that flags out hotspots within the city, to increase booking jobs for its cabbies.

JILIN CITY, JILIN PROVINCE

TAXI

Our 97%-owned subsidiary, Jilin ComfortDelGro Taxi Co., Ltd, is the City's largest taxi operator with a fleet of over 700 taxis, translating to a 14.3% market share. Within its fleet, nearly 200 taxis are electric.

As the market had yet to fully stabilise during the year, cabbies' income remained a concern. To support these cabbies, the Company continued to extend its monthly taxi rental waiver in January 2023.

In line with the Government's efforts to scale up electrification, the Company also continued to deploy and expand its electric taxi fleet. As of end 2023, it has rolled out 190 Hongqi EQM5 battery-swapping e-taxis, which allow cabbies to swiftly swap used batteries with new ones at any of the five battery-swapping stations in Jilin City. The Hongqi e-taxis provided a comparatively lower operating cost than traditional taxis and were well received by cabbies and passengers alike.

SHENYANG, LIAONING PROVINCE

TAXI

The Group operates a combined fleet of over 1,500 taxis in Shenyang in 2023 through Shenyang ComfortDelGro Taxi Co., Ltd and CityCab (Shenyang) Co., Ltd, making ComfortDelGro the largest taxi operator in the city.

With the gradual recovery from the COVID-19 pandemic and accelerated development of the city's public transportation system like the Shenyang Metro, the overall taxi demand declined

OPERATIONS REVIEW

CHINA

in 2023. As a result, retaining drivers became a challenge with many cabbies choosing to switch jobs due to the low demand and low drivers' income.

To mitigate the situation, the companies monitored the market closely and made timely adjustments to drivers' payment so more vehicles could be hired out to improve revenue flow. To attract more drivers to join, the Company offered taxi models with competitive rental rates.

During the year, both companies continued to focus on driver training to improve the service levels. As a result, a total of 77 taxis were selected as Shenyang Model Taxis and 374 cabbies were selected as Star Drivers by Shenyang Transportation Bureau for their exemplary service.

WEST CHINA

CHENGDU, SICHUAN PROVINCE

TAXI

Our wholly owned subsidiary, Chengdu ComfortDelGro Taxi Co., Ltd is the second largest taxi operator with a fleet size of over 1,000 vehicles, translating to a 7.13% market share.

In 2023, the Company continued to face stiff competition caused by the proliferation of the ride-hailing services and rental rates reduction by other taxi operators in the city. Nevertheless, there was an uptick in demand as the tourism sector steadily recovered due to the lifting of COVID-19 restrictions.

To attract new drivers and retain existing ones, referral incentives continued to be extended to cabbies when they successfully recruited other cabbies to come onboard the Company. It also continued its well-received taxi self-maintenance scheme, which gives cabbies the autonomy to manage their own vehicle's maintenance costs to bring down their daily rental.

EAST CHINA

SHANGHAI

TAXI

Shanghai City Qi Ai Taxi Services Co., Ltd is one of the premium taxi operators in Shanghai with a fleet of over 300 taxis. Out of these, about 190 are electric taxis.

New regulations implemented in 2021 allowed non-locals to take up taxi driving in the City, but the service standards remained a challenge for these new drivers. Training focused on service competence as well as vehicle inspection was therefore regularly conducted for its drivers to ensure passengers get a safe and pleasant experience on board their taxis.

SUZHOU, JIANGSU PROVINCE

TAXI

Our 70%-owned subsidiary, Suzhou Comfort Taxi Co., Ltd, operates a fleet of over 30 taxis, of which 12 are electric. During the year, the Company was awarded a government incentive for introducing electric taxis in the city, and for maintaining high safety and service standards during the pandemic months.

NANJING, JIANGSU PROVINCE

TAXI

Our 70%-owned subsidiary, Nanjing ComfortDelGro Dajian Taxi Co., Ltd, is the City's third largest taxi company, with a fleet size of close to 450 taxis.

In 2023, the market continued to be impacted by COVID-19, and reduced driver earnings caused many cabbies to leave the industry. As such, taxi operators in the city lowered their rental rates to compete for drivers. To address these pain points, the Company focused its resources on the recruitment and retention of cabbies, drivers' welfare as well as its fleet and rental management.

As part of its early conversion programme launched in mid-2022, over 74% of its fleet successfully converted from internal combustion engines to electric taxis. To help cabbies lower operating costs and boost income, the Company also worked towards securing preferential charging rates with electric vehicle charging operators during the year.



SOUTH CHINA

GUANGZHOU, GUANGDONG PROVINCE

BUS STATION

Our 60%-owned Tianhe Bus Station in Guangzhou, in joint partnership with Guangzhou Public Transport Group (GZPTG), served a total of 133,200 bus trips and 1.59 million passengers in 2023, which was a 23.3% increase in number of passengers as compared to 2022. The Station continued to rank second of nine stations in Guangzhou with a market share of about 30% in ridership and 26% in bus trips.

During the year, the station experienced competition due to increased government support for point-to-point inter-city travel, high-speed rail development, as well as the continued surge in popularity of ride-hailing. It also faced fierce competition from other bus chartering service providers which offered low-fare tickets on digital platforms, as opposed to the traditional ticketing system.

To mitigate the impact, the Company expanded nine additional satellite bus stops for our bus operators to access their dispatch system through its digital platform, instead of having to return to designated terminals. This helped to increase bus service volume and ridership. To meet the demand for more point-to-point destination journeys, the Company also converted 27 terminal-to-terminal bus routes to point-to-point routes.

Revenue from its WeChat tour platform — Xin Tian Wei Tour App — reached RMB 6.37 million with 310,000 new registered users during the year. Launched in January 2022, the platform actively promoted bus tours together with services such as accommodation, attraction tickets and tourist travel passes. Due to its success, the Company partnered with an additional 31 tour agencies to cover more routes and better cater to popular tourist destinations for its passengers.



ELECTRIC VEHICLE CHARGING

In December 2023, ComfortDelGro deepened its longstanding partnership with GZPTG and launched a new 60:40 joint venture (JV) as part of the strategic partnership agreement to develop and promote transport-related green energy businesses in China.

The JV, Guangzhou ComfortDelGro Guangjiao New Energy Company, focuses on deploying and operating EV charging infrastructure and related services. This includes investing in four charging stations equipped with 240 chargers and a total capacity of 21,600 kW, that will support the operation of 480 electric buses serving the Huangpu and Baiyun Districts of Guangzhou, China.

NANNING, GUANGXI PROVINCE

TAXI

Our 80%-owned subsidiary, Nanning Comfort Transportation Co., Ltd, is the largest taxi operator in Nanning with a fleet of more than 700 taxis. During the year, the Company faced increased competition from other taxi operators which offered lower rental rates. Demand for taxis declined due to the availability of shared electric bike services, which led

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In December 2023, ComfortDelGro deepened its longstanding partnership with GZPTG and launched a new 60:40 joint venture as part of the strategic partnership agreement to develop and promote transport-related green energy businesses in China.

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to the issue of driver shortage. As such, the Company closely monitored and adjusted its rental scheme, and brought in 240 electric taxis for hire. These electric taxis are popular amongst cabbies due to its lower operational costs.

CHAOZHOU, GUANGDONG PROVINCE

CONSTRUCTION LOGISTICS

Guangxi ComfortDelGro Logistics Co., Ltd, a 60:40 JV between ComfortDelGro (China) Pte Ltd and Guangzhou Xinhongqiang Concrete Company Limited, is one of the largest concrete logistics companies with a fleet of 40 trucks that delivers concrete in Chaozhou, Guangdong Province in Southern China.

The construction sector largely remained weak during the year. To generate additional revenue, the Company provided fleet management service to third-party concrete logistics companies from October 2023 to help deploy their fleet for construction work. Furthermore, the Company also took steps to reduce the fuel consumption of its fleet.

NEW ZEALAND

RAIL

99.1

REVENUE
(S\$'MILLION)

94KM

TOTAL RAIL
NETWORK

601

TOTAL NUMBER OF
EMPLOYEES





RAIL

Auckland One Rail (AOR), which operates New Zealand's largest metro system, is a 50:50 partnership with UGL Rail Services, an Australian rail operations and maintenance company under the CIMIC Group.

Auckland Metro comprises four lines representing 94km of rail network, 40 stations and 72 three-car electric multiple-unit trains. It currently provides about 3,200 scheduled train services each week.

Ridership growth in 2023 was hampered by extensive disruptions on the rail network, including the 'Rail Network Rebuild,' a KiwiRail infrastructure upgrade and maintenance programme. This programme led to the complete closure

of the Eastern Line for nine months in 2023, with a bus rail replacement service operating instead. Furthermore, Auckland experienced some extreme weather events in 2023, particularly in the first quarter, which significantly disrupted travel, causing line closures and speed restrictions. Despite these challenges, ridership for the year was just over 12 million, compared to 9.5 million in 2022, an increase of approximately 26%.

In April 2023, the Company implemented an Operational Dashboard, accessible to all drivers, train managers, and Train Operations Centre employees, to facilitate communication of operational changes during disruptions, such as cancelled services, frequency adjustments, and network availability updates.

The Company also launched its 'Voice of the Customer' dashboard in April 2023, which provides employees with the trends on all key customer metrics. It also conducts a quarterly review with the Auckland transport authority of all customer trends and key initiatives to ensure that the Company focuses on improving the areas of service important to its customers.

During the year, AOR conducted four customer focus groups to gain a deeper insight into customer needs and how to address them. These focus groups discussed Rail Network Rebuild line closure communications, delay and disruption notification and communication, and various Accessible Action Plan initiatives with accessibility and mobility-impaired customers.

MALAYSIA

AUTO LEASING • INSPECTION & TESTING SERVICES

0.9

REVENUE
(\$\$'MILLION)

100

TOTAL OPERATING
FLEET SIZE

41

TOTAL NUMBER OF
EMPLOYEES

AUTO LEASING

Established in 1996, our subsidiary, CityLimo Leasing (M) Sdn Bhd, offers auto leasing services in Malaysia through its fleet of 100 vehicles. Despite many challenges arising from post-pandemic woes, CityLimo stayed customer-focused by offering competitive pricing and upskilling its employees to successfully retain the trust of its customers.

CityLimo provides both short- and long-term leasing for a full range of passenger cars, including sport utility and multi-purpose vehicles, as well as light commercial vehicles in Malaysia. It is one of the leading auto leasing service providers for multinational corporations,

especially those in the oil & gas, logistics and infrastructure industries.

INSPECTION & TESTING SERVICES

Setsco Services Pte Ltd's wholly-owned subsidiary, Setsco Services (M) Sdn Bhd, was established in 1995. It provides civil engineering, mechanical and non-destructive testing (NDT) services in Peninsular Malaysia. On top of its ongoing projects, the Company successfully secured new major contracts such as performing steel structure assessment at the Perodua manufacturing plant, load testing at Port Klang jetty, as well as NDT and concrete core compressive strength test at Tasco warehouse at Shah Alam, Selangor.



INVESTOR RELATIONS

We are committed to disseminating accurate and pertinent information to the market in a timely manner as part of good corporate governance. Our Investor Relations (IR) programme balances regular, effective and fair communications with Shareholders and the investment community with the need to safeguard commercial sensitivities. The IR team works closely with Senior Management to proactively carry out this engagement programme. Feedback and views gathered are regularly reported to Senior Management and the Board of Directors.

PROACTIVE COMMUNICATIONS

During the year, the IR team met some 194 groups of investors, analysts and equity sales personnel. The team also addressed queries from investors through emails, telephone calls and the online enquiry form.

Besides face-to-face office meetings and conference calls, we also participated in seven investor conferences and non-deal roadshows. These platforms provided direct access to a wide cross-section of existing and new institutional investors from around the world. To reach out to retail investors in Singapore, an investor presentation was organised with a local stockbroker.

We organised face-to-face briefings for the media and sell-side analysts for the full-year results and conducted dial-in conference calls with sell-side analysts for the other quarterly announcements.

ComfortDelGro attracts active research coverage from sell-side analysts and the stock is now covered by 11 local and international research houses. Some 65 research reports on

the Company and the industry were published during the year. The IR team has regular interactions with analysts to ensure a thorough understanding of our business models and strategies, operations and financial performance and growth opportunities.

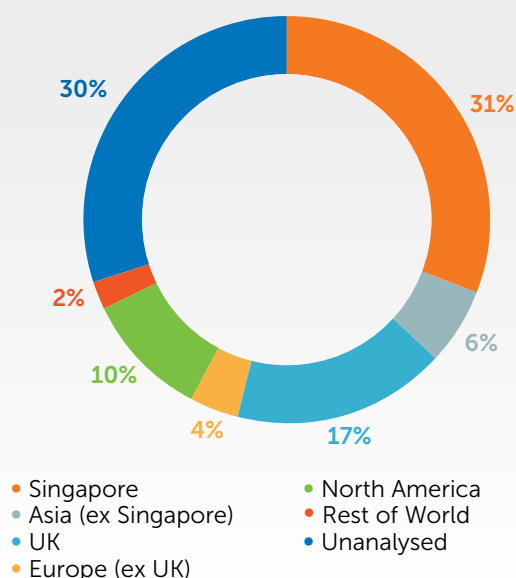
Shareholders have the opportunity to interact with the Board and Senior Management at our Annual General Meeting. Voting is by way of electronic polling for greater transparency in the voting process and the detailed results are announced immediately at the Meeting and subsequently released to the Singapore Exchange.

All material announcements are posted in the IR section of the corporate website to ensure equal and timely access to information.

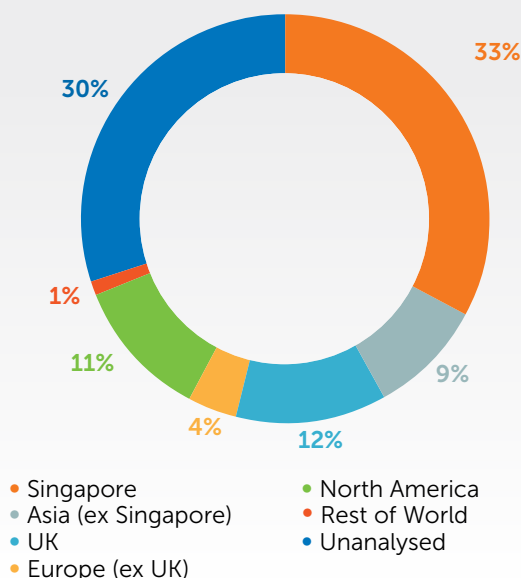
DIVERSE SHAREHOLDER BASE

We have a wide base of institutional and retail investors. Our large shareholders are asset management companies in North America, United Kingdom (UK) and Singapore, similar to 2022.

2023 SHAREHOLDING



2022 SHAREHOLDING



Note: Approximate figures based on analysis of Share Register as at 1 December 2023 and 30 November 2022 respectively.

CORPORATE GOVERNANCE

ComfortDelGro Corporation Limited (“ComfortDelGro” or the “Company”, and together with its subsidiaries, the “Group”), believes that a fundamental measure of our success is about creating and maintaining long-term shareholder value.

We will continue to:

- Focus unreservedly on our customers;
- Make sound corporate decisions to generate long-term shareholder value rather than short-term benefits;
- Maintain our lean culture through cost efficiencies to drive value creation without compromising our service quality;
- Build a sustainable talent pool to address the evolving and complex demands of the industry in this highly competitive market;
- Commit to sustainability to make a positive impact on society and the environment; and
- Promote a culture of diversity and inclusivity in the workplace.

CORPORATE GOVERNANCE STATEMENT

ComfortDelGro strongly believes that good corporate governance makes sound business sense. To this end, the Group maintains the highest standards of corporate governance, professionalism and integrity as we build an organisation that our shareholders, employees, business partners, the authorities, the communities and other stakeholders including labour unions and professional institutions, can trust and be proud of.

The Group is committed to ensuring compliance with the Code of Corporate Governance issued by the Monetary Authority of Singapore dated 6 August 2018 and amended on 11 January 2023 (the “**2018 Code**”) and the Listing Manual of the Singapore Exchange Securities Trading Limited (“**SGX-ST Listing Manual**” or “**SGX-ST Listing Rules**”). It has put in place policies, structures and mechanisms to ensure compliance with the relevant legislative and regulatory requirements to establish a high-performing organisational culture with strong moral standard and consistent value system. The Group has adopted a Code of Business Conduct, which sets out the principles and policies upon which the Group’s businesses are to be conducted, and has also implemented a Whistle Blowing Policy which provides a mechanism for employees and external parties to raise concerns about possible improprieties in financial reporting or other improper business conduct, whilst maintaining confidentiality of the identity of whistleblowers and protecting them from reprisals within the limits of the law.

This Report sets out the corporate governance practices that were in place during the Financial Year ended 31 December 2023 (“**FY2023**”), with specific reference to the 2018 Code. For FY2023, we are pleased to report that the Group complied in all aspects with the 2018 Code.

1. BOARD MATTERS

The Board of Directors (the “**Board**”) has a duty to protect and enhance the long-term value of the Group and achieve sustainable growth for the Group. It sets the overall strategic direction for the Group and oversees the proper conduct of the business, performance and affairs of the Group. Board members are expected to be aware of their legal responsibilities, act in good faith, and exercise independent judgement in the best interests of the Company which includes having to exercise due care and diligence to avoid any conflicts of interest.

In appointing Directors, the Company seeks individuals who have integrity, expertise, business acumen, shareholder orientation and a genuine interest in the Group.

PRINCIPLE 1: THE BOARD’S CONDUCT OF AFFAIRS

THE BOARD’S ROLE AND RESPONSIBILITIES

At the helm of the decision-making process of the Company is the Board. The Company is headed by an effective Board which is led by an Independent Non-Executive Chairman. Mr Lim Jit Poh was the Founding Chairman of the Company until his retirement at the Annual General Meeting (“**AGM**”) held on 28 April 2023. Mr Mark Christopher Greaves (“**Mr Greaves**”), upon his re-election as a Director at the last AGM on 28 April 2023, was appointed the new Independent Non-Executive Chairman of the Company. Mr Greaves is a former banker with extensive multi-jurisdictional board experience.

The Chairman and the Board are collectively responsible and work with Management for the long-term success of the Company by:

- (i) Providing entrepreneurial leadership and guidance, setting strategic directions and objectives of the Group (which include appropriate focus on value creation, innovation and sustainability) and ensuring that adequate financial and human resources are in place to achieve the objectives;
- (ii) Ensuring that appropriate and adequate systems of internal control, risk management processes and financial authority limits are in place to safeguard shareholders’ interests and the Group’s assets, and to achieve an appropriate balance between exposure to risks and the Group’s performance;

- (iii) Challenging Management constructively and reviewing its performance;
- (iv) Identifying the key stakeholder groups and guiding Management in the Group's strategy and approach in addressing the concerns of these key stakeholder groups, and ensuring transparency and accountability to all stakeholders;
- (v) Instilling an ethical corporate culture and ensuring the Group's values, standards, policies and practices are consistent with the Group's culture; and
- (vi) Considering environmental, social and governance ("ESG") issues as an integral part of its strategy for sustainability.

1.1 CONFLICTS OF INTEREST

All Directors are required to avoid situations where their own personal or business interests may conflict or appear to conflict with the interests of the Group. In the event that a Director has a conflict of interest, or it appears that he/she may have a conflict of interest in relation to any matter, the Director must immediately declare his/her interest at a meeting of the Board or send a written notice to the Board and the Company containing details of his/her interest in the matter and the actual or potential conflict, and recuse himself/herself from participating in any discussion or decision on the matter. In the case of any matter where the Chairman is conflicted, such as his remuneration or re-election as a Director, he will similarly recuse himself from participating in the discussion, and the other Directors will elect someone among themselves to preside over the discussion and to lead the Directors in decision making.

1.2 DIRECTORS' COMPETENCIES, INDUCTION, TRAINING AND DEVELOPMENT

Upon appointment, the Director will be issued an official letter of appointment, which clearly sets out his/her roles, duties and responsibilities and the Company's expectations of him/her as a Director of the Company. The new Director will also receive a copy of the Company's Constitution, the Company's current and previous years' Annual Reports and the corporate structure chart of the Group.

The Management will conduct a comprehensive orientation programme for newly appointed Directors, which covers, amongst other matters, duties as a Director and how to discharge those duties and key

aspects of the Group's businesses, including financial and corporate governance policies. Site visits will also be arranged for new Directors so that they can better familiarise themselves with the Group's operations. When a Director is appointed to a Board Committee, he/she is provided with a copy of the relevant Board Committee's terms of reference.

If the newly appointed Director has no prior experience as a Director of a company listed on the Singapore Exchange Securities Trading Limited ("**SGX-ST**"), training in relevant areas such as regulatory, finance and legal, as well as industry-related areas will be provided. As required under the SGX-ST Listing Manual, a newly appointed Director who has no prior experience as a Director of a company listed on the SGX-ST must undergo training as prescribed by the SGX-ST. Such training should be completed within one year of appointment. In this respect, all our newly appointed Directors who are required to undergo such training conscientiously commit their time and effort to complete the training within the first year of appointment.

Directors are encouraged to undergo continual professional development by attending relevant training programmes, seminars and courses organised by the Singapore Institute of Directors ("**SID**") and other professional bodies to enhance their knowledge and skills, and better equip themselves to effectively discharge their duties as a Director of the Company. The fees for the courses are paid for by the Company. The Chairman and the Nominating and Remuneration Committee review each Director's training and professional development needs on an annual basis.

The Company Secretary updates and briefs the Board on corporate governance practices and changes in or updates to the relevant legal and regulatory requirements pertaining to the Group's businesses. External consultants are also invited to conduct seminars on specific topics as and when necessary. In FY2023, Rajah and Tann Singapore LLP conducted several seminars including seminars on the Approved Code of Practice on Chief Executives' and Board of Directors' Workplace Safety and Health ("**WSH**") Duties ("**COP**") and the Strategic Role of Directors of Holding Companies and Subsidiaries. In addition, the Company constantly encourages and sponsors Directors to attend training conducted externally, particularly with regards to new developments. One such programme was the Singapore Exchange ("**SGX**") training on Climate Reporting Fundamentals held in 2023.

CORPORATE GOVERNANCE

In FY2023, the Directors attended the courses/seminars listed below:

DATE	TRAINING PROVIDER	TOPIC	ATTENDED BY
9/1/2023	Rajah and Tann Singapore LLP	Briefing on the Workplace Safety Health Code of Practice: Chief Executives' and Board of Directors' Duties	Lim Jit Poh Mark Christopher Greaves Choi Shing Kwok Cheng Siak Kian Jessica Cheam Susan Kong Yim Pui Lee Jee Cheng Philip Ooi Beng Chin Sum Wai Fun Adeline Tham Ee Mern Lilian
10/1/2023	Singapore Institute of Directors	LED - Environmental, Social and Governance Essentials (Core)	Mark Christopher Greaves Tham Ee Mern Lilian
11/1/2023	Singapore Institute of Directors	Audit and Risk Committee Seminar 2023	Mark Christopher Greaves Lee Jee Cheng Philip Jessica Cheam
7/2/2023	Singapore Institute of Directors	LED - Environmental, Social and Governance Essentials (Core)	Russell Stephen Balding AO
1/4/2023	INSEAD Singapore	International Directors' Programme	Jessica Cheam
5/5/2023	Ernst & Young	Cybersecurity	Lee Jee Cheng Philip
2/6/2023	Perpetual Limited	Work Safety – Director Obligations	Russell Stephen Balding AO
4/7/2023 to 5/7/2023	Singapore Institute of Directors	LED 1 – Listed Entity Directors Essentials	Russell Stephen Balding AO
6/7/2023	Rajah and Tann Singapore LLP	Seminar on “The Strategic Role of Directors of Holding Companies and Subsidiaries”	Mark Christopher Greaves Choi Shing Kwok Cheng Siak Kian Jessica Cheam Susan Kong Yim Pui Lee Jee Cheng Philip Ooi Beng Chin Tham Ee Mern Lilian
19/07/2023	Ernst & Young	ISSB Accounting Standards on Sustainability and Climate Change	Lee Jee Cheng Philip
13/09/2023	Singapore Institute of Directors	CTP 7 – The Board's Role in Leading Successful Transformation	Lee Jee Cheng Philip
20/9/2023	Singapore Institute of Directors	SID Directors Conference 2023	Choi Shing Kwok Jessica Cheam Lee Jee Cheng Philip
10/10/2023	Singapore Institute of Directors	LED 1 - Listed Entity Director Essentials	Tan Peng Hoe, Steve
11/10/2023	Australian Institute of Company Directors	Essential Director Update – 2023	Russell Stephen Balding AO
11/10/2023	Singapore Institute of Directors	LED 2 - Board Dynamics	Tan Peng Hoe, Steve
11/10/2023	Singapore Institute of Directors	LED 3 - Board Performance	Tan Peng Hoe, Steve
12/10/2023	Singapore Institute of Directors	LED 4 - Stakeholder Engagement	Tan Peng Hoe, Steve
12/10/2023	Singapore Institute of Directors	LED 9 - Environmental, Social and Governance Essentials (Core)	Tan Peng Hoe, Steve
13/10/2023	Singapore Institute of Directors	LED 5 - Audit Committee Essentials	Tan Peng Hoe, Steve

DATE	TRAINING PROVIDER	TOPIC	ATTENDED BY
13/10/2023	Singapore Institute of Directors	LED 6 - Board Risk Committee Essentials	Tan Peng Hoe, Steve
17/10/2023	Singapore Institute of Directors	LED 7 - Nominating Committee Essentials	Tan Peng Hoe, Steve
17/10/2023	Singapore Institute of Directors	LED 8 - Remuneration Committee Essentials	Tan Peng Hoe, Steve
20/10/2023	Singapore Institute of Directors	LED 9 - Environmental, Social and Governance Essentials (Core)	Jessica Cheam
24/10/2023	Australian Institute of Company Directors	Modern Slavery – The Role of The Board & Business	Russell Stephen Balding AO
25/10/2023	Singapore Institute of Directors	CTP 3 - Remuneration and ESG: Executive Pay and Beyond	Mark Christopher Greaves
26/10/2023	Singapore Institute of Directors	SID Corporate Governance Roundup 2023	Mark Christopher Greaves
27/10/2023	Australian Institute of Company Directors	Greenwashing – An Emerging Key Risk for Boards	Russell Stephen Balding AO
30/10/2023	KPMG LLP	KPMG BGI: Navigating the New Frontier: Cybersecurity and Generative AI	Lee Jee Cheng Philip
1/11/2023	Singapore Exchange (SGX)	Training on Climate Reporting Fundamentals	Mark Christopher Greaves Russell Stephen Balding AO
26/11/2023	Australian Institute of Company Directors	Preparing for New Climate Reporting & Disclosure Standards	Russell Stephen Balding AO
29/11/2023	Sparke Helmore Law Firm	Duties Under the Workplace Health & Safety Act	Russell Stephen Balding AO Cheng Siak Kian
29/11/2023	ISCA	ISCA Conference	Lee Jee Cheng Philip
7/12/2023	Ernst & Young	Developing a Robust Whistleblowing Programme	Lee Jee Cheng Philip

Regular presentations are made by the Management to the Board to enable the Directors to better familiarise themselves with the Group's businesses. Site visits for the Board are also organised from time to time to enable the Directors to learn more about the Group's operations. During such visits, the Directors spend time with the Management and/or business unit leaders to discuss new developments in the market, key strategies and policies pertaining to not just Company-specific operations but also the Group's businesses in general. The Directors also find time to interact with the Group's employees locally and overseas, to appreciate their perspective of the operations and business, as well as to listen to their aspirations and feedback on how to improve operational processes. Such meetings and interactions help the Directors to be better equipped to make informed decisions relating to the future direction of the Group. The Group also holds strategy meetings at least once every two (2) years for the Board to collaborate with the Management in developing the Group's future plans and proposals for new business opportunities. The latest such strategy meeting was held on 7 July 2023.

1.3 RESERVED MATTERS

ComfortDelGro has adopted clear, established, and documented internal guidelines for matters which require the Board's approval. Under these guidelines, Board approval is required with regard to matters such as acquisition of businesses, disposals of or changes in equity interests in existing subsidiaries/ associates, investment in financial instruments, tender for businesses above prescribed limits, assessing and approving key business decisions, funding and investment initiatives and other corporate actions, including approval of the financial authority limits, annual budget and capital expenditure and the release of financial results to the SGX-ST via SGXNET. In addition, the acceptance of credit facilities from banks, the establishment of capital market programmes and the issuance of debt instruments and guarantees including the granting of any security or charges also require the approval of the Board.

The Board periodically reviews the adequacy and effectiveness of internal controls, risk management

CORPORATE GOVERNANCE

and financial authority limits to ensure that, while there is delegation of authority and empowerment, there are sufficient checks and balances in place to monitor compliance with delegated limits.

1.4 DELEGATION BY THE BOARD

To assist the Board in the detailed consideration of the various issues at hand and to facilitate decision making, five (5) Board Committees were established, namely, the Audit and Risk Committee ("**ARC**"), the Nominating and Remuneration Committee ("**NRC**"), the Investment Committee ("**IC**"), the Digitalisation Committee ("**DC**") and the Sustainability Committee ("**SC**") (collectively, the "**Board Committees**").

Each Board Committee is governed and regulated by its own terms of reference, which sets out the scope of its authority, duties and responsibilities, as well as the regulations and procedures governing the manner in which the Board Committee operates and how decisions are taken.

The terms of reference and summary of the activities of the ARC and NRC are described in further detail in the relevant sections below from page 65 and pages 74 to 75.

Ad hoc committees are also formed to look at specific issues from time to time. In August 2023, Mr Greaves convened an ad hoc Committee which was named the Corporate Governance Review Group (the "**Review Group**") to review the composition of the Board Committees and their respective terms of reference and other matters relating to ensuring that the Group's practices were aligned and in compliance with the 2018 Code, SGX-ST Listing Manual and the Companies Act 1967 of Singapore (the "**Companies Act**"). The Chairman presided over the Review Group which comprised the Deputy Chairman, Mr Choi Shing Kwok, the Chairman of the ARC, Mr Lee Jee Cheng Philip and Ms Susan Kong Yim Pui. The Review Group was discontinued after it completed its review of the corporate governance matters that it was tasked with and made its recommendations to the Board for adoption.

INVESTMENT COMMITTEE

The IC's terms of reference are to assist the Board to review and recommend investment strategies and opportunities to deliver steady and sustainable results through growth in the Company's business. The IC monitors the economic landscapes and opportunities and guides the Group towards the longer-term strategy of expanding into new growth avenues by leveraging on its core strengths, in bus and rail business over and above the private mobility business. The IC is typically chaired by the Chairman of the Board. Mr Greaves took over the chair of the IC on the retirement of Mr Lim Jit Poh on 28 April 2023. The IC is authorised to approve transactions within its delegated authority limit in relation to acquisitions and investments within the scope of existing and approved business as well as

any divestment of existing businesses. The roles and responsibilities of the IC include *inter alia*:

- (i) Provide entrepreneurial leadership and guidance in developing strategic direction for business growth;
- (ii) Review and recommend to the Board new scope of business to be undertaken by the Company for approval;
- (iii) Review potential investments, mergers, acquisitions and divestments of businesses and other assets of the Group; and
- (iv) Review and approve transactions within its delegated authority in relation to acquisitions and investments within the scope of existing and approved businesses and divestment of existing businesses.

Pursuant to the recommendations of the Review Group and the members of the IC, and upon the approval of the Board, the IC updated its Terms of Reference to include the oversight of the implementation of the Corporate Strategy and Plans as approved by the Board in August 2023. The updated Terms of Reference include oversight of technology-related investments so as to streamline the Board Committee's oversight of the implementation of the Corporate Strategy and Plans of the Group. The name of the IC was consequently changed to "Strategy & Investment Committee" ("**SIC**") with effect from 1 January 2024.

DIGITALISATION COMMITTEE

The DC was formed with specific terms of reference to assist the Board to oversee its group-wide digital strategy and associated execution plans to ensure that the Group leverages on digitalisation as the catalyst for its strategic and business transformation agenda. The DC has been pivotal in the implementation of several significant projects aimed at ensuring better engagement with our customers across the Group and these included the Customer Relationship Management system and the CDG Zig booking app. Professor Ooi Beng Chin took over the chair from Ms Tham Ee Mern Lilian with effect from 1 January 2023. The roles and responsibilities of the DC included:

- (i) Oversee the development of digitalisation strategies and roadmaps, including development of associated data architecture and technology strategy across the Group;
- (ii) Support the enablement of a new digital culture that will encourage and promote disruptive innovation in the Group;
- (iii) Review the requirements and plans for digital talent and expertise across the Group;

- (iv) Identify and offer insights into new opportunities and trends;
- (v) Advise on initiatives in the context of the overall portfolio of digital investments and to align them with a person-centred digital future (sustaining innovation); and
- (vi) Create links with appropriate external advisors and communities to share information and best practices with regard to the use of digital technology.

The Board decided to dissolve the DC with effect from 1 January 2024 as it was satisfied that the digitalisation initiatives had been integrated into the Group's operations and Management could continue to drive the operational and transformational initiatives with oversight from the Board, while the review of strategic technology-related investments would be streamlined under the SIC.

SUSTAINABILITY COMMITTEE

The SC assists the Board in fulfilling its corporate governance responsibilities in relation to the Group's sustainability policies and strategies by providing directions and considering ESG issues as part of its strategic formulation and investments. The SC seeks to integrate sustainability considerations in the business strategies of the Group to deliver steady and sustainable outcomes.

The Company had been included in the prestigious Dow Jones Sustainability Asia Pacific Index (DJSI Asia Pacific). ComfortDelGro is one of five Singapore companies, and the only one in the transport sector, listed in the 13-year-old regional index, which is the undisputed gold standard in sustainability benchmarking. More specifically, the Company was rewarded for its performance in the areas of Materiality, Climate Strategy, Stakeholder Engagement, Business Ethics, Emissions, Information Security, Human Capital Development, Resource Efficiency and Circularity, Labour Practice Indicators and Privacy Protection. The Chairperson of the SC is Ms Jessica Cheam. The key terms of reference of the SC include the following:

- (i) Oversee the development, and review and monitor the performance of the Group's sustainability strategy, including materiality assessment and alignment of sustainable development policies with applicable laws and regulations;
- (ii) Review and monitor Management's commitment and allocation of resources to achieve the desired outcomes of the Group's sustainability strategy;
- (iii) Establish sustainability policies and practices, set and assess ESG targets, and measure the performance against targets, risks and opportunities;

- (iv) Ensure the Group's sustainability policies, strategies and priorities are integrated into the Group's strategic plans, investment strategy and business goals;
- (v) Monitor and consider emerging key ESG trends and issues that may have strategic, business, and reputational implications for the Group, and receive periodic reports from the Management or external parties on the same, and make recommendations to the Board as necessary; and
- (vi) Assist the Board in fulfilling its corporate governance responsibilities and legal obligations in relation to the Group's performance, practices, strategies and policies for workplace safety and health of its employees, contractors, customers, and others affected by its activities, including its obligations under the Workplace Safety and Health Act 2006, the COP and other relevant legislation and regulations.

The SC also oversees Workplace, Safety and Health Policy matters, the details of which is on page 81.

Although the Board Committees are empowered to make their own decisions, the Board is ultimately responsible for all decisions made by the Board Committees.

1.5 DIRECTORS' ATTENDANCE AT BOARD AND BOARD COMMITTEE MEETINGS

At least five (5) scheduled Board Meetings are held every year at regular intervals for the purpose of reviewing the results and ongoing performance of the Group, notwithstanding that the financial results are only announced semi-annually. The Board Meetings to approve the half-year financial results are held within forty-five (45) days after the end of the first half of the financial year, and not later than sixty (60) days after the end of the financial year for the full-year financial results, while the Board Meeting to approve the annual budget is held in the last quarter of each year after all the budgets of the subsidiaries have been approved by their respective Boards. Ad-hoc Board and Board Committee Meetings are also held from time to time when the need arises.

Directors who are unable to attend meetings in person can participate in the discussions through video, audio, or tele-conferencing. Decisions of the Board and Board Committees on matters in the ordinary course of business may also be obtained via circular resolutions. Directors are free to seek clarifications and explanations from Management on the reports and papers submitted to the Board and Board Committees.

CORPORATE GOVERNANCE

ATTENDANCE OF DIRECTORS AT ANNUAL GENERAL MEETING, BOARD AND BOARD COMMITTEE MEETINGS IN 2023:

DIRECTORS' DETAILS AS OF 31 DECEMBER 2023		DIRECTORS' MEETING ATTENDANCE REPORT						
Name		No. of meetings held in FY2023						
		AGM	Board	ARC	NRC	IC ⁽¹⁰⁾	DC ⁽¹¹⁾	SC
		1	5	4	3	4	4	4
MARK CHRISTOPHER GREAVES⁽¹⁾ (Board Chairman) (Chairman of NRC and IC)		1/1	5/5	1/1 ⁽¹⁾	3/3	4/4 ⁽¹⁾	-	3/3 ⁽¹⁾
CHOI SHING KWOK⁽²⁾ (Deputy Chairman)		1/1	5/5	4/4	3/3	-	-	4/4
CHENG SIAK KIAN⁽³⁾ (Managing Director / Group Chief Executive Officer)		1/1	5/5	4/4 ^{(3)*}	3/3 ^{(3)*}	4/4	4/4	4/4
RUSSELL STEPHEN BALDING AO		1/1	5/5	4/4	3/3	4/4	-	-
JESSICA CHEAM (Chairperson of Sustainability Committee)		1/1	5/5	4/4	-	-	4/4	4/4
SUSAN KONG YIM PUI⁽⁴⁾		1/1	5/5	4/4	3/3	4/4	-	-
LEE JEE CHENG PHILIP (Chairperson of Audit & Risk Committee)		1/1	5/5	4/4	3/3	-	4/4	-
OOI BENG CHIN⁽⁵⁾ (Chairperson of Digitalisation Committee)		1/1	5/5	3/3 ⁽⁵⁾	-	4/4	4/4	1/1 ⁽⁵⁾
TAN PENG HOE, STEVE⁽⁶⁾		0/0 ⁽⁶⁾	4/4	-	2/2	-	3/3 ⁽⁶⁾	3/3 ⁽⁶⁾
THAM EE MERN LILIAN⁽⁷⁾		1/1	4/5 ⁽⁷⁾	1/1 ⁽⁷⁾	-	3/4 ⁽⁷⁾	4/4	3/3 ⁽⁷⁾
LIM JIT POH⁽⁸⁾ (Retired on 28 April 2023)		1/1 ⁽⁸⁾	1/1 ⁽⁸⁾	-	1/1 ⁽⁸⁾	1/1 ⁽⁸⁾	-	1/1 ⁽⁸⁾
SUM WAI FUN ADELINE⁽⁹⁾ (Retired on 28 April 2023)		1/1 ⁽⁹⁾	1/1 ⁽⁹⁾	-	1/1 ⁽⁹⁾	-	1/1 ⁽⁹⁾	1/1 ⁽⁹⁾

Legend:

- Independent Non-Executive Director
- Non-Independent Executive Director
- * By Invitation

Notes:

- (1) Mr Mark Christopher Greaves was appointed Chairman of the Board on 28 April 2023. On the same date, he was also appointed Chairman of the NRC and the IC and a member of SC. He stepped down as a member of the ARC on the same date.
- (2) Mr Choi Shing Kwok was appointed Deputy Chairman at the conclusion of the Company's AGM held on 28 April 2023 and will continue to serve as a member of the ARC, the NRC and the SC. He stepped down as a member of the ARC and joined the SIC on 1 January 2024.
- (3) Mr Cheng Siak Kian was appointed Managing Director/Group Chief Executive Officer of the Company on 1 January 2023 and will serve as a member of the DC, the IC and SC. He attended ARC and NRC meetings by invitation.
- (4) Ms Susan Kong Yim Pui was appointed an Independent Non-Executive Director on 1 January 2023 and a member of the ARC, the NRC and the IC on the same date.
- (5) Professor Ooi Beng Chin continued to chair the DC and remained a member of the IC at the conclusion of the AGM held on 28 April 2023. He stepped down from the SC and was appointed member of the ARC on the same date.
- (6) Mr Tan Peng Hoe, Steve was appointed an Independent Non-Executive Director at the conclusion of the AGM held on 28 April 2023. He was appointed a member of the NRC, the DC and the SC on the same date.
- (7) Ms Tham Ee Mern Lilian stepped down from the ARC on 28 April 2023 and was appointed a member of the SC on the same date but continued to serve on the IC and DC as a member.
- (8) Mr Lim Jit Poh retired at the AGM held on 28 April 2023 and ceased to be Chairman of the Board, Chairman of the NRC and the IC. He has also ceased to be a member of the SC on the same date.
- (9) Ms Sum Wai Fun Adeline retired at the AGM held on 28 April 2023 and ceased to be a member of the NRC, the DC and the SC.
- (10) The IC was renamed Strategy & Investment Committee on 1 January 2024.
- (11) The DC was dissolved on 1 January 2024.

1.6 ACCESS TO INFORMATION

Prior to each Board and Board Committee Meeting, and where needed, the Management provides the Directors complete, adequate and timely information to enable them to make informed decisions and discharge their duties and responsibilities. The Board also receives monthly management accounts, updates on key performance indicators and quarterly Investor Relations ("IR") Reports covering IR activities, and updates of analysts and investors views and comments. This enables the Board to make informed and sound business decisions and to keep abreast of key challenges, opportunities and developments for the Group. As a general rule, reports to the Board and Board Committees are disseminated to Directors prior to meetings to provide sufficient time for review and consideration, so that discussions at the meetings are productive and effective. All information is encrypted if distributed electronically.

1.7 INDEPENDENT PROFESSIONAL ADVICE

Directors can request for additional information and have full access to Management. Management provides information requested by Directors for their meetings and decision making in a timely manner. Should there be a need to obtain independent professional advice on matters relating to the businesses of the Group or issues affecting the duties of the Directors, the Company will arrange for the appointment of relevant professional advisers at cost to the Company.

1.8 COMPANY SECRETARY

The Company Secretary assists in organising the Board and Board Committee Meetings and prepares the agenda in consultation with the Chairman, Managing Director/Group Chief Executive Officer ("MD/GCEO") and the chairpersons of the respective Board Committees. The Company Secretary attends all Board and Board Committee Meetings. The Company Secretary keeps the Directors informed of any significant developments or events relating to the Group, including updates on all relevant rules and regulations. The Directors have separate and independent access to the Company Secretary. The appointment and removal of the Company Secretary is subject to the approval of the Board. A second Company Secretary was appointed on 1 January 2024 to provide stronger support to the Board and assist the Company in enhancing corporate governance and compliance for the Group.

PRINCIPLE 2: BOARD COMPOSITION AND GUIDANCE

BOARD COMPOSITION

The Company has consistently met or exceeded the minimum requirements of the 2018 Code and Rule 210(5) (c) of the SGX-ST Listing Manual by ensuring that at least one third of the Board is independent and the majority is non-executive. As of 31 December 2023, the Board comprised

ten (10) Directors with 90% of the Board being Independent Directors ("IDs"). Except for the MD/GCEO who is an Executive Director, all the remaining nine (9) Non-Executive Directors ("NEDs") are also duly considered by the NRC to be independent.

Mr Lim Jit Poh, the former Chairman of the Board, and Ms Sum Wai Fun Adeline who retired as Directors of the Company at the conclusion of the last AGM held on 28 April 2023 were also deemed to be independent by the NRC, having been re-elected at the 2021 AGM in accordance with the now-defunct Rule 210(5)(d)(iii) of the SGX-ST Listing Manual. Mr Tan Peng Hoe, Steve was appointed an Independent NED of the Company on 28 April 2023. As at the date of this report, nine out of ten (10) Directors are Independent Directors. There is no person who will be able to influence any decision of the Board as the Independent NEDs continue to be the majority.

2.1 INDEPENDENT JUDGEMENT

All Directors are aware of their fiduciary duties and exercise due diligence and independent judgement in ensuring that their decisions are objective and in the best interests of the Company and its Group.

In accordance with Regulation 104 of the Company's Constitution, no Director may vote in respect of any transaction or proposed transaction with the Company in which he/she has an interest or in respect of any matter arising from such transaction or proposed transaction. Each Director makes it a point to declare to the Board should he/she have any interest in the subject matter before any discussion or decision-making process and recuse himself/herself therefrom to avoid any compromise in the Board's objectivity, in its judgement or decision-making.

The Board's practices in relation to conflicts of interest are set out in the section "Conflicts of Interest" on page 55 above.

2.2 INDEPENDENT DIRECTORS

As mentioned above, as at 31 December 2023, Independent Directors made up 90% of the Board.

The Board composition, whether during FY2023 or as at 1 January 2024, exceeds the requirement under the SGX-ST Listing Manual and the 2018 Code that at least one third of the Board must be Independent Directors. It is also noted that the Chairman, Deputy Chairman and MD/GCEO are different persons and are not immediate family members, and the Chairman and Deputy Chairman are not part of the Management team. No person will be able to influence the decisions of the Board as the overwhelming majority of the Directors are Independent NEDs. There is a strong level of independence on the Board.

CORPORATE GOVERNANCE

The NRC is responsible for assessing the independence of the Directors on an annual basis. Each Director is required to complete a Confirmation of Independence checklist which is drawn up in accordance with the guidelines provided in the 2018 Code and requires each Director to assess his/her own independence. Each Director is required to declare any circumstances in which he/she may be considered non-independent. The NRC will then review the Confirmation of Independence to determine whether a Director is independent. The NRC deems a Director who is associated with a substantial shareholder in the current and immediate past financial year as non-independent.

In determining the independence of a Director with less than 9 years of service, the Board and NRC take a holistic approach, taking into consideration various factors such as whether the Director has any interest, business, relationship and/or any other material contractual relationship with the Group which could compromise or reasonably be perceived to compromise his/her independence and interfere with the exercise of his/her independent business judgement. Except where SGX-ST Listing Rule 210(5)(d)(iv) which states that a Director will not be independent if he/she has been a Director of the issuer for an aggregate period of more than nine years (whether before or after listing) applies, the length of service is not a critical factor in determining the independence of any Director, but it should nevertheless remain one of the factors in considering Directors' independence. The Board is of the view that all Independent Directors remain independent in the exercise of their judgement on Board matters. SGX-ST Listing Rule 210(5)(d)(iv) does not apply to any of the Directors currently in office.

The NRC will continue to review the independence of the Directors of the Company on an annual basis, and as and when material circumstances change.

2.3 NON-EXECUTIVE DIRECTORS

As at 31 December 2023, the Board comprised ten (10) Directors with 90% of the Board being Independent Non-Executive Directors. The Independent NEDs are led by the Independent Non-Executive Chairman of the Board.

2.4 BOARD SIZE, COMPOSITION, DIVERSITY AND COMPETENCY

The NRC examines the size and composition of the Board and the Board Committees annually to ensure an appropriate balance and mix of skills, knowledge, experience and other aspects of diversity such as gender, age, nationality and ethnicity, and that the size is conducive for effective discussion and decision making, with an appropriate number of Independent Directors. The NRC also takes into consideration the promotion of tripartism experience from labour, government and

business, to foster constructive debate and enhance the Board's ability to discharge its duties and responsibilities effectively.

The bulk of the Group's businesses is regulated. Having considered the scope and nature of the operations of the Group and the requirements of its businesses, the NRC and the Board are of the view that the current Board size of ten (10) Directors is appropriate.

The Group is committed to building an open, inclusive and collaborative culture and recognises the importance of all aspects of diversity in supporting the achievement of its strategic objectives, growth and sustainable development.

BOARD DIVERSITY POLICY

The Company has adopted a Board Diversity Policy since 2019, which seeks to ensure an appropriate balance and mix of skills, knowledge, experience, age, gender, nationality, ethnicity and other aspects of diversity within the Board to avoid groupthink and bias, and instead foster constructive debate and achieve effective decision making in the best interests of the Group. Under the Board Diversity Policy, the NRC will discuss and agree annually on the relevant measurable targets for promoting and achieving diversity in the composition of the Board and Board Committees and make recommendations for consideration and approval by the Board.

In reviewing the Board composition and succession planning, the NRC considers various aspects of diversity, with all Board appointments and re-appointments based on merit, and due consideration being given to a candidate's suitability in strengthening the diversity of skills, experience, age, gender, knowledge and core competencies of the Board relevant to the Group. In relation to gender diversity, the Board ensures that female candidates are included for consideration when identifying suitable candidates for new appointments to the Board, and since 2022, the Board has adopted the guideline that at least one female Director sits on each Board Committee including the NRC. As at 31 December 2023, out of ten (10) directors on the Board, three (3) directors or 30% were females. In fact, there were at least two (2) female Directors on each of the Board Committees in FY2023. The Company has achieved the Board's target to have 30% female directors and has also exceeded the target of the Board Diversity Council to have at least 25% females on the Board by 2025.

The Directors are individuals with leadership experiences in business, government and the labour movement and have a broad diversity of expertise and experience including accounting, finance, legal, information technology, artificial intelligence, sustainability, and business management, both domestically and

internationally. In addition, the Board also comprises Directors of different nationalities and ethnicity. They bring with them different perspectives of the business, locally and internationally, especially in Australia and the United Kingdom where the Group invests heavily in. Each Director provides a valuable network of industry contacts and a resource of his/her knowledge of different legal and regulatory regimes and corporate governance practice. Board discussions are always constructive and multi-dimensional with little room for any biasness or groupthink.

The NRC is satisfied that the current Board and Board Committees comprise Directors who, as a group, provide an appropriate balance and diversity of skills, knowledge, experience, age, gender, nationality, ethnicity and core competencies required for the Board and Board Committees to discharge their responsibilities effectively and ensure that the Group continues to be able to meet the challenges and demands of the markets in which it operates.

Professor Ooi Beng Chin, Ms Tham Ee Mern Lilian and Ms Jessica Cheam are currently the longest-serving Independent Directors. Mr Tan Peng Hoe, Steve who was appointed an Independent Director of the Company on 28 April 2023 will be retiring from the Board at the coming AGM and being eligible, the NRC recommended him for re-appointment. All Independent Directors on the Board of the Company have a tenure of less than nine (9) years, with an average tenure of about 2.5 years and with the longest serving seven (7) years on the Board at the time of the coming AGM. The NRC and the Board review the size and composition of the Board annually to determine the optimal Board size and composition, with regards to the business and governance needs of the Group.

The Company sources for suitable candidates through the recommendations of the existing Directors, other contacts and a variety of independent sources which may include external consultants, to find the right match of potential candidates for the Company.

Nonetheless, the ultimate decision on selection of Directors will be based on merit against a set of objective criteria that complements and expands the talent, skills, knowledge, industry and business experience of the Board as a whole, and after giving due regard to the overall balance and effectiveness of a diverse Board to serve the needs of the Group.

The individual profiles of the Directors, their listed company directorships and principal commitments held currently and/or in the preceding five (5) years, are found in the "Board of Directors" and "Directors' Particulars" sections on pages 18 to 23 and pages 82 to 85 of this Annual Report.

BOARD INDEPENDENCE (As at 31 December 2023)

INDEPENDENT
NON-EXECUTIVE DIRECTOR



90%

NON-INDEPENDENT
EXECUTIVE DIRECTOR



10%

BOARD GENDER DIVERSITY (As at 31 December 2023)

FEMALE



30%

MALE



70%

DIRECTORS' LENGTH OF SERVICE (As at 31 December 2023)

SERVED LESS THAN 9 YEARS



100%

SERVED MORE THAN 9 YEARS



0%

CORPORATE GOVERNANCE

2.5 NON-EXECUTIVE DIRECTORS' PARTICIPATION

In addition to the relevant monthly financial and business reports provided by the Management, the NEDs also have unrestricted access to the Management and the various business unit leaders to obtain up-to-date feedback and suggestions for improvement on any matter concerning business or governance. The NEDs participate actively at Board and Board Committee Meetings to constructively challenge Management and help develop proposals on business strategy and other business and governance issues.

The Board sets objectives and goals for the Management, monitors the results, and assesses and remunerates the Management in accordance with its performance. Executive Directors who are part of the Management may face a conflict of interest in these areas. To avoid any undue influence of the Management over the Board, the NEDs review the performance of the Management based on prescribed and agreed key performance indicators, goals and objectives, and ensure appropriate checks and balances are in place for the Board's independent assessment.

As of 31 December 2023, all the members of the ARC and NRC were Independent NEDs. There is no Executive Director appointed as a member of these Board Committees. However, the MD/GCEO is invited to attend the ARC and NRC meetings to provide feedback and emphasise the responsibilities placed on the Management.

The Independent Non-Executive Chairman, who is not a member of the ARC, meets with the Chairperson of the ARC and the External Auditors annually in the absence of the Management. The NEDs also meet regularly without the presence of the Management before or after Board Meetings. The Chairperson of such meetings provides feedback to the Board and/or the Chairman, as appropriate.

PRINCIPLE 3: CHAIRMAN AND CHIEF EXECUTIVE OFFICER

3.1 CHAIRMAN AND MANAGING DIRECTOR/GROUP CHIEF EXECUTIVE OFFICER

The roles of the Chairman and the MD/GCEO are kept separate and distinct to ensure an appropriate balance of power, increased accountability, and greater capacity of the Board for independent decision making. This is a deliberate policy agreed by the Board and one that is strictly adhered to. This ensures Management accountability and Board independence.

3.2 ROLES AND RESPONSIBILITIES OF CHAIRMAN AND MD/GCEO

The responsibilities of the Chairman and the MD/GCEO are set out in writing. The Chairman is responsible for the effective functioning of the Board, and the MD/GCEO for the operations and management of the Group's businesses. The Chairman and the MD/GCEO are not related.

Roles and Responsibilities of the Chairman

The Chairman:

- (i) Leads the Board, facilitates effective contribution of all Directors, sets the agenda and promotes comprehensive, rigorous and open discussions at Board meetings among the Directors, as well as between the Board and Management;
- (ii) Oversees the translation of the Board's decisions into executive actions;
- (iii) Ensures adequacy and timeliness of information flow between the Board and Management and effective communication with shareholders and other stakeholders;
- (iv) Encourages constructive conversations and cordial relations within the Board, between the Board and Management and the Board and the MD/GCEO; and
- (v) Promotes high standards of corporate governance and transparency.

Roles and Responsibilities of MD/GCEO

The MD/GCEO:

The MD/GCEO is the highest-ranking executive in the Group. His primary responsibilities include making major corporate decisions, managing the overall operations and resources of the Group, and acting as the main point of communication between the Board and corporate operations. He is responsible for implementing the corporate strategy and is accountable to the Board for the Group's performance and for ensuring efficient allocation of capital across the Group. The MD/GCEO is also responsible for setting the example of leadership and creating a conducive environment towards a sustainable work culture that builds teams to succeed and attract talent. The MD/GCEO also serves as the public face of the Group, engaging with the media and public relations.

The MD/GCEO is given full executive responsibility for the management of the Group's businesses and the implementation of the Group's strategies and policies as decided by the Board, and reports to the Board on a regular basis.

3.3 LEAD INDEPENDENT DIRECTOR

The appointment of a Lead Independent Director is not required as the Chairman is an independent Non-Executive Director. Moreover, the majority of the Board, including the Chairman, are independent Directors and none of them is part of the Management team or has a relationship with the MD/GCEO and his/her immediate family members. The Board on 28 April 2023 appointed Mr Choi Shing Kwok, an Independent NED, as the Deputy Chairman of the Board. The Deputy Chairman will step in as acting Chairman of the Board and preside over shareholder and Directors' meetings in the Chairman's absence, or where a motion of which the Chairman is personally interested or conflicted is being discussed. Further, the ARC Chairman is readily available to shareholders if they have concerns for which the normal channels of communication with the Chairman or Management may be inappropriate or inadequate. Any matter that may give rise to a potential conflict of interests is dealt with in accordance with the procedure as mentioned under "Conflicts of Interests" on page 55.

3.4 INTERNAL AND EXTERNAL STAKEHOLDERS COMMUNICATION

The Chairman and the MD/GCEO represent the Board at official functions and meetings with shareholders and other stakeholders such as employees, regulators and customers. A detailed description of our engagements with stakeholders can be found in our Sustainability Report.

PRINCIPLE 4: BOARD MEMBERSHIP

There is a formal and transparent process for the appointment and re-appointment of Directors to the Board, taking into account the need for progressive renewal of the Board.

4.1 ROLES AND RESPONSIBILITIES OF THE NOMINATING AND REMUNERATION COMMITTEE

In 2021, the Nominating Committee ("NC") and the Remuneration Committee ("RC") were merged to streamline their respective functions for greater efficiency in reviewing the appointment, performance and remuneration of Directors and the Key Management Personnel. Notwithstanding that the NC and RC were merged, the roles and responsibilities of the respective functions were not compromised and the Company continues to adhere to the principles of the 2018 Code in relation to the NC and the RC.

The NRC is responsible for (i) regularly reviewing the composition of the Board, identifying and proposing suitable candidates for appointment to the Board and ensuring succession plans are in place (the "NC Role"); and (ii) setting the framework for Directors' Fees and the Group's remuneration policies and framework for

Key Management Personnel (the "RC Role"). The details of the RC Role are found on pages 69 to 73 of this Annual Report.

THE NC ROLE

The NRC ensures that the renewal of Board membership is an ongoing process to ensure good governance and maintain relevance in a changing business environment. All decisions by the NRC are made by a majority of votes of the NRC members who are present and voting. The key terms of reference of the NRC, in relation to nomination matters, include the following:

- (i) Review the structure, size and composition of the Board;
- (ii) Review the succession plans for Directors, the talent management and succession plans for Key Management Personnel, and make recommendations to the Board on the appointment, replacement and re-appointment of Directors and Key Management Personnel, including the appointment and/or replacement of the Chairman and the MD/GCEO;
- (iii) Develop a process for performance evaluation of the Board, its Board Committees and individual Director's performance, including comparison with industry peers;
- (iv) Make recommendations to the Board on the review of training and professional development programmes for the Board and the Directors;
- (v) Assess the effectiveness of the Board and Board Committees and contributions by each individual Director; and
- (vi) Determine annually, and as and when circumstances require, if a Director is independent.

4.2 COMPOSITION OF THE NOMINATING AND REMUNERATION COMMITTEE

As at 31 December 2023, the NRC comprised six (6) independent NEDs. The composition of the NRC therefore complies with the requirement under the 2018 Code that specifies that the NC comprises at least three (3) Directors, the majority of whom, including the Chairman, are independent.

4.3 PROCESS FOR SELECTION, APPOINTMENT AND RE-APPOINTMENT OF DIRECTORS

As part of the Board succession plan, potential candidates may be identified from time to time for appointment to the Board after the NRC evaluates and assesses their suitability in strengthening the diversity of skills, experience, age, gender, knowledge and relevant core competencies of the Board, whilst ensuring that there is a balanced tripartism experience from government, labour and business to avoid unproductive groupthink and bias.

CORPORATE GOVERNANCE

The process for selection of new Directors is as follows:

- (i) The NRC assesses the desired competencies and attributes of the Board taking into account the Group's businesses and its strategic objectives as well as the need for diversity on the Board.
- (ii) The NRC then assesses the competencies and attributes to include into the current representation to achieve the desired mix. This forms the basis for selection of new Directors.
- (iii) New Directors are sourced through various channels, including recommendations of Directors and Management and if required, external search consultants.
- (iv) Potential candidates are interviewed by the NRC to assess suitability and commitment.
- (v) The NRC makes recommendations to the Board for approval.

The Constitution of the Company provides that one third of the Directors are subject to retirement and re-election by rotation at every AGM. All Directors are required to retire from office at least once every three (3) years. Re-election is, however, not automatic, and all Directors are assessed by the NRC on their competencies, commitment, past performance and contributions before being recommended to shareholders for re-election at the AGM. Newly appointed Directors are also subject to retirement and re-election at the AGM immediately following their appointments. At the forthcoming AGM, Professor Ooi Beng Chin, Ms Tham Ee Mern Lilian and Ms Jessica Cheam are due for re-election pursuant to Regulation 93 of the Company's Constitution.

Pursuant to Regulation 99 of the Constitution, newly appointed Directors will hold office until the next AGM and shall then be eligible for re-election. Accordingly, Mr Tan Peng Hoe, Steve, who was appointed on 28 April 2023, being eligible, will stand for re-election at the coming AGM.

ALTERNATE DIRECTOR

Consistent with the 2018 Code, there are no alternate Directors on the Board.

4.4 REVIEW OF INDEPENDENCE

As of 31 December 2023, except for Mr Cheng Siak Kian who is the MD/GCEO of the Company and therefore, not an Independent Director, there was no Director who is deemed non-independent as set forth in Provision 2.1 of the 2018 Code and Rule 210(5)(d)(iv) of the SGX-ST Listing Manual.

The NRC has reviewed the independence of Professor Ooi Beng Chin and Ms Susan Kong Yim Pui and recommended to the Board that they continue to be deemed Independent Directors of the Company for the reasons set out below. The Board has concurred with the NRC's views.

1. Professor Ooi Beng Chin ("Professor Ooi")

- (a) In the case of Professor Ooi, the NRC noted that Professor Ooi is a Non-Independent Non-Executive Director of VICOM Ltd ("VICOM"), a principal subsidiary of the Company. He was appointed to VICOM's board in 2023 to help enhance its competencies in the area of new technologies, big data management and digitalisation. The value of transactions between the Group (excluding VICOM and its subsidiaries) on the one hand and VICOM and its subsidiaries ("**VICOM Group**") on the other was in excess of S\$200,000 for FY2023. All transactions were on an arm's length basis.
- (b) Notwithstanding the foregoing, the Board concurred with the view and recommendation by the NRC that Professor Ooi remains an Independent Director of the Company for the following reasons:
 - (i) The value of transactions in FY2023 between the Group and the VICOM Group was not substantial in relation to the total revenue of the Group or the VICOM Group. Further, all transactions were on an arm's length basis;
 - (ii) Professor Ooi would declare any conflict of interest and recuse himself from deliberating and voting on any matter that involves the VICOM Group;
 - (iii) Professor Ooi's independence is reviewed annually or as and when necessary; and
 - (iv) Professor Ooi is and has been acting in the best interests of the Company.

2. Ms Susan Kong Yim Pui ("Ms Kong")

- (a) In the case of Ms Kong, the NRC noted that she is a Non-Independent Non-Executive Director of SBS Transit Ltd ("**SBST**"), a principal subsidiary of the Company. The value of transactions between the Group (excluding SBST and its subsidiaries) on the one hand and SBST and its subsidiaries ("**SBST Group**") on the other was in excess of S\$200,000 for FY2023. All transactions were on an arm's length basis.

(b) Notwithstanding the foregoing, the Board concurred with the view and recommendation by the NRC that Ms Kong remains an Independent Director of the Company for the following reasons:

- (i) The value of transactions in FY2023 between the Group and the SBST Group was not substantial in relation to the total revenue of the Group or the SBST Group. Further, the transactions were on an arm's length basis;
- (ii) Ms Kong would declare any conflict of interest and recuse herself from deliberating and voting on any matter that involves the SBST Group;
- (iii) Ms Kong's independence is reviewed annually or as and when necessary; and
- (iv) Ms Kong is and has been acting in the best interest of the Company.

The NINE-YEAR RULE

In determining the independence of a Director with less than nine years of service, the NRC's approach has been a holistic one, taking into consideration various factors such as whether the Director has any interest, business, relationship and/or any other material contractual relationship with the Group which could compromise or reasonably be perceived to compromise his/her independence and interfere with the exercise of his/her independent business judgement. Except where SGX-ST Listing Rule 210(5)(d)(iv) applies, which states that a Director will not be independent if he/she has been a Director of the issuer for an aggregate period of more than nine years (whether before or after listing), the length of service is not a critical factor in determining the independence of any Director but it should nevertheless remain one of the factors in considering Directors' independence.

The NRC will continue to review the independence of the Directors of the Company on an annual basis, and as and when material circumstances change.

4.5 MULTIPLE DIRECTORSHIPS AND PRINCIPAL COMMITMENTS

The NRC subscribes to the view that it is important for Directors to devote sufficient time and attention to the affairs of the Group. Consistent with the guidelines in the 2018 Code, the NRC and the Board have adopted the following as a proactive step to ensure this:

- A Director who is in full-time employment should not serve as a Director on the board of more than two (2) listed companies; and
- A Director who is not in full-time employment should not serve as a Director on the board of more than five (5) listed companies.

Listed companies within a group should be considered as one (1) entity.

As the number of board representations should not be the only measure of a Director's commitment and ability to contribute effectively, the NRC takes the view that if a Director wishes to hold more board representations than the maximum stated in the guidelines, a request must be made to the Chairman of the Board for approval. As a policy, the Chairman himself should not hold more than five (5) directorships in listed companies if he is not in full-time employment and not more than two (2) directorships in listed companies if he is in full-time employment.

In assessing a Director's contribution, the NRC takes a holistic approach. Focusing solely on the Directors' attendance at the Board and Board Committee Meetings per se may not be an adequate evaluation of the contribution of the Directors. Instead, their ability to provide valuable insights and strategic networking to enhance the businesses of the Group, availability for guidance and advice outside the scope of formal Board and Board Committee Meetings and contributions in specialised areas are also relevant factors in assessing the contributions of the Directors.

As a policy, the MD/GCEO, being an Executive Director of the Company, besides adhering to the guidelines set on the maximum number of board representations on listed companies, will also have to seek the approval of the Chairman before accepting any directorships of companies not within the Group. In considering whether or not to grant the approval, the Chairman will consider the time commitment of the MD/GCEO and whether the new external directorships will provide strategic fit and networking for the businesses of the Group. The Chairman will also ensure that the MD/GCEO does not accept appointments to the boards of competitors.

As of 31 December 2023, all Directors complied with the guidelines on multiple board representation.

4.6 BOARD SUCCESSION PLANNING

The NRC makes recommendations to the Board on the review of succession planning for Directors, in particular the Chairman and the MD/GCEO, as well as key management personnel ("KMP"), as follows:

- (a) Long-term planning, to identify competencies needed for the Company's strategy and objectives;
- (b) Medium-term planning, for the orderly replacement of Board members and KMP; and
- (c) Contingency planning, for preparedness against sudden and unforeseen changes.

CORPORATE GOVERNANCE

In relation to Directors, the NRC aims to maintain an optimal Board composition by considering the trends and factors affecting the long-term success of the Company, reviewing the skills needed, and identifying gaps, which includes considering whether there is an appropriate level of diversity of thought.

In relation to KMP succession, the NRC takes an active interest in the performance and management of key talent within the Group, including identifying strong candidates and developing them to take on senior positions in the future.

4.7 KEY INFORMATION ON DIRECTORS

The profiles and key information on the Directors are set out in this Annual Report from pages 18 to 23. The Notice of AGM presents the Directors proposed for re-election or re-appointment at the forthcoming AGM. Key information on Directors are also available on the Company's website.

PRINCIPLE 5: BOARD PERFORMANCE

Each year, the Board undertakes a formal annual assessment of its effectiveness as a whole, and of each of its Board Committees and individual Directors.

5.1 BOARD PERFORMANCE EVALUATION

The NRC is delegated by the Board to undertake a process to assess the effectiveness of the Board in terms of overall performance and growth of the Group, achieving a reasonable return for shareholders, preventing conflicts of interest and balancing the competing demands of the Group. In evaluating the contributions and performance of each individual Director, factors taken into consideration include attendance at AGMs, Board and Board Committee Meetings and corporate activities, contributions in specialist areas and maintenance of independence. The performance criteria are determined by the NRC and approved by the Board, and do not change from year to year.

5.2 ANNUAL BOARD PERFORMANCE EVALUATION PROCESS

As part of the Company's digitalisation efforts and to increase efficiency in the collation of the yearly Board and Board Committees performance evaluation results, the Company has used a digital platform to enable the Directors to complete all the relevant performance evaluation forms electronically.

The following performance evaluation exercises were completed for FY2023:

- (a) Individual Director Self-Assessment ("**IDSA**");
- (b) Board Committee Performance Evaluation for the ARC, NRC, IC, DC and SC; and
- (c) Board Performance Evaluation ("**Board PE**").

The procedures to complete the electronic performance evaluation are as follows:

(a) Individual Director Self-Assessment

Each Director will complete an electronic IDSA Form. The Company Secretary will generate the report from the system and send it to the Chairman of the NRC and Board to review.

(b) Board Committee Performance Evaluation for Audit and Risk Committee, Nominating and Remuneration Committee, Investment Committee, Digitalisation Committee and Sustainability Committee

The respective Board Committee members will complete the relevant electronic Board Committee performance evaluation forms. The Company Secretary will generate a summary of the respective Board Committee performance evaluation results for the relevant Chairperson to review. The final performance evaluation results of all the Board Committees will then be submitted to the NRC through the Company Secretary and subsequently to the Board for final endorsement.

(c) Board Performance Evaluation

The NRC members are responsible for completing the electronic Board PE Form. The Company Secretary will generate a summary of the Board performance evaluation results for the NRC Chairman to review, before submitting to the Board for final endorsement.

In evaluating the performance of the Board, the NRC and the Board will take into account the results of the performance evaluation of the Board Committees.

The performance evaluation includes key points such as the Board composition and size, Board accountability, conduct of Board and Board Committee meetings, standards of conduct and whether the Directors have discharged their duties effectively.

2. REMUNERATION MATTERS

PRINCIPLE 6: PROCEDURES FOR DEVELOPING REMUNERATION POLICIES

ComfortDelGro recognises the importance of having a skilled and dedicated workforce to manage and grow the businesses in an increasingly competitive and challenging environment. It therefore places great emphasis on motivating staff through engagement, recognition and an alignment of rewards to corporate and individual performance, as well as long-term interests of the Group and shareholders.

The Board has a formal and transparent process for developing policies on Director and executive remuneration, and for fixing the remuneration packages of individual Directors and Key Management Personnel. No Director is involved in deciding his or her own remuneration.

6.1 ROLES AND RESPONSIBILITIES OF THE NOMINATING AND REMUNERATION COMMITTEE

THE RC ROLE

In relation to the RC Role, the NRC plays an important role in setting the Group's remuneration framework and strategy for compensation of both Directors and Key Management Personnel. As per the terms of reference, the NRC makes recommendations to the Board on the specific remuneration package for each Director, appropriate to the level of contributions. In respect of the Key Management Personnel, it reviews their remuneration with the purpose of developing talent and building leadership bench strength to ensure the Group's continued success and the enhancement of shareholder value.

6.2 COMPOSITION OF THE NOMINATING AND REMUNERATION COMMITTEE

The 2018 Code stipulates that the RC comprises at least three (3) Directors, all of whom are non-executive and the majority of whom, including the Chairman of the RC, are independent. As at 31 December 2023, the NRC comprised six (6) independent NEDs.

6.3 REMUNERATION MATTERS

The NRC considers all aspects of remuneration including the terms of termination, to ensure that they are fair.

Members of the NRC are NEDs, all of whom, including the Chairperson of the NRC, are independent of the Management and free from any business or other relationships, which may materially interfere with the exercise of independent judgement.

All decisions by the NRC are made by a majority of votes of the NRC members who are present and voting. Any member of the NRC with a conflict of interest in relation

to the subject matter under consideration will abstain from voting, approving or making recommendations that would affect the decisions of the NRC. The MD/GCEO is not present and does not participate in any NRC discussions pertaining to his own compensation and the review of his performance. He is, however, in attendance when the compensation of other Key Management Personnel is discussed. No Director is involved in deciding his or her own remuneration.

The key terms of reference of the NRC, in relation to remuneration matters, include the following:

- (i) Establish a formal and transparent procedure for developing the Group's remuneration policies and fix the remuneration packages for individual Directors and Key Management Personnel, and review the remuneration framework and strategy for executive compensation, with the purpose of developing talent and building leadership bench strength to ensure the Group's continued success;
- (ii) Review and recommend to the Board the remuneration framework and the specific remuneration package for each Director, and ensure that the level of remuneration offered is appropriate to the level of contribution;
- (iii) Review and approve the remuneration framework and the specific remuneration packages of Key Management Personnel to ensure that they are aligned with the long-term interests of the Group and appropriate to attract, retain and motivate Key Management Personnel to provide good stewardship of the Group and to successfully manage the Group for the long term;
- (iv) Review the Group's obligations arising in the event of termination of Directors and Key Management Personnel to ensure they are fair, reasonable and equitable, including the cessation of financial incentives that have been earned but not yet disbursed due to exceptional circumstances of misstatement or misconduct; and
- (v) Review and approve the grant of performance share awards under the ComfortDelGro Executive Share Award Scheme to Group employees and Executive Directors.

6.4 ACCESS TO COMFORTDELGRO GROUP CHIEF HUMAN RESOURCE OFFICER AND APPOINTMENT OF EXTERNAL REMUNERATION CONSULTANTS

The NRC has unrestricted access to the Group Chief Human Resource Officer, who attends all NRC meetings and provides the relevant market remuneration data and practices to the Committee. The NRC may also seek external expert advice on such matters where needed. When such advice is sought, the NRC will

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ensure that there is no existing relationship between the Group and its appointed consultants that will affect the independence and objectivity of the consultants.

In FY2023, the Company engaged the services of an external independent consulting firm, Korn Ferry, to assess the appropriateness of the NEDs' remuneration. Korn Ferry benchmarked the Directors' Fees against other companies with similar revenue and market capitalisation levels and took into account the Directors' level of contributions, time and effort spent on discharging their responsibilities. It was determined that the Directors' Fees were generally competitive with companies within the peer group except for the fees for the Board Chairman, the ARC Chairman and Members, and the SC Chairman and Members which were below market rate.

It is the view of the NRC that there has been no existing relationship between both Korn Ferry and Willis Towers Watson and the Group, and there was therefore sufficient independence and objectivity in their assessment of the compensation packages.

PRINCIPLE 7: LEVEL AND MIX OF REMUNERATION

The Group is transparent about its remuneration policies, level and mix of remuneration, the procedures for setting remuneration, and the relationship between remuneration, performance and value creation.

The level and structure of remuneration of the Board and Key Management Personnel are appropriate and proportionate to the sustained performance and value creation of the Group, taking into account the strategic objectives of the Group, and are suitable to attract, retain and motivate the Directors and Key Management Personnel to successfully manage the Group for the long term.

7.1 PERFORMANCE-RELATED REMUNERATION

The Group is committed to creating and enhancing shareholder value through growth that is sustainable and profitable. The remuneration packages of the MD/GCEO and Key Management Personnel comprise fixed and variable components, and are appropriate and proportionate to the sustained performance and value creation of the Group. The variable component in the form of year-end performance bonuses represents a significant proportion of the remuneration packages, and is dependent on the profitability of the Group and individual performance. Subject to market conditions and the operating environment, the Group's guidelines on fixed to variable component ratios in respect of compensation packages are 70:30 for Rank-and-File Employees, 60:40 for Middle Management staff and 50:50 for Senior Management staff. Notwithstanding the guidelines, the actual compensation packages for employees are ultimately determined on a case-

by-case basis with the aim of maximising employee engagement and retention. The Group believes that a higher proportion of performance-related components would ensure greater alignment of interests of the employees with those of shareholders and contribute to sustainable performance and value creation in the long term. In addition, the remuneration of the MD/GCEO is also tied to the return on shareholder funds vis-à-vis the weighted average cost of capital and the level of profitability achieved.

SHORT-TERM AND LONG-TERM INCENTIVE SCHEMES

(a) ComfortDelGro Employee Share Option Scheme ("CDG ESOS")⁽¹⁾

The CDG ESOS which ran for a period of ten (10) years was approved by the shareholders of the Company on 18 February 2003. It expired on 17 February 2013 and hence no options have been granted since then. The options granted continued to vest according to the terms and conditions of the CDG ESOS until the end of February 2023. The CDG ESOS is administered by the NRC of the Company.

(b) ComfortDelGro Executive Share Award Scheme ("CDG ESAS" or the "SCHEME")⁽¹⁾

The Company obtained shareholder approval at its AGM held on 26 April 2018 to implement the CDG ESAS for Executive Directors and key executives as part of the long-term incentive programme to attract talent, retain them and reward those who make significant contributions to the Group.

Share awards are granted conditional upon performance targets being met and have a vesting schedule whereby only a portion of the benefits will be vested each year. The grant of the shares may be withdrawn or clawed back in the event of exceptional circumstances of material misstatement of financial results or misconduct resulting in financial or other losses for the Group.

The aggregate number of shares which may be issued pursuant to the Scheme and any other share-based schemes (if applicable) shall not exceed in aggregate (for the entire duration of the Scheme) two per cent (2%) of the total number of issued shares (excluding treasury shares and subsidiary holdings) from time to time.

In FY2023, the Company granted total share awards of 920,000 ordinary shares (FY2022: 755,000) pursuant to the Scheme to selected employees of the Group. This included an award of 150,000 ordinary shares to the MD/GCEO, Mr Cheng Siak Kian. These are time-based awards to be vested over a four-year period.

Total share awards granted to the Executive Director of the Company in FY2023 are as follows:

NAME OF PARTICIPANT	SHARE AWARDS GRANTED DURING FY2023 (SHARES AWARDED TO BE VESTED OVER 4-YEAR PERIOD)	AGGREGATE SHARE AWARDS GRANTED SINCE COMMENCEMENT OF SCHEME TO END OF FY2023	AGGREGATE SHARE AWARDS VESTED SINCE COMMENCEMENT OF SCHEME TO END OF FY2023	AGGREGATE SHARE AWARDS OUTSTANDING AS AT END OF FY2023 (UNVESTED SHARES)
CHENG SIAK KIAN	150,000	315,000	78,750	236,250

No participants to the CDG ESAS are controlling shareholders of the Company or their associates.

The Board and the members of the NRC who administer the Scheme, believe that the Scheme will help ensure that the Group continues to have a strong leadership team, credible talent pipeline and reinforce the delivery of long-term shareholder value.

(1) Details of the CDG ESAS are found in the Directors' Statement on pages 100 to 102 of this Annual Report.

7.2 REMUNERATION OF NON-EXECUTIVE DIRECTORS

The structure for the payment of fees to NEDs is based on a framework comprising basic fees, attendance fees and additional fees for serving on Board Committees and also, where applicable, for undertaking additional services for the Group. The fees are subject to the approval of shareholders at the AGM.

The MD/GCEO, being the Executive Director of the Company, does not receive any fees paid by the Company's subsidiaries for his directorships with the subsidiaries and such fees are instead paid directly by the subsidiaries to the Company. The MD/GCEO does not receive Director's fees for his directorship in the Company.

The Directors' fee structure for FY2023 is set out below:

BOARD		BASIC FEE (PER ANNUM)
CHAIRMAN		S\$150,000
DEPUTY CHAIRMAN		S\$79,000
MEMBER		S\$ 59,000
BOARD COMMITTEE		ADDITIONAL FEES (PER ANNUM) AS
	CHAIRMAN	MEMBER
AUDIT AND RISK COMMITTEE	S\$39,333	S\$27,533
NOMINATING & REMUNERATION COMMITTEE	S\$23,600	S\$16,520
INVESTMENT COMMITTEE	S\$20,000	S\$14,000
DIGITALISATION COMMITTEE	S\$12,000	S\$8,400
SUSTAINABILITY COMMITTEE	S\$20,000	S\$14,000

Since 1 January 2023, the attendance fees payable to Non-Executive Directors for attendance at each Board and Board Committee Meeting and AGM have reverted to pre-COVID-19 rates as follows:

MEETINGS	ATTENDANCE FEE (PER MEETING)*	
	2022	2023
	In-person/Dial-in	In-person/Dial-in
BOARD/BOARD COMMITTEE MEETING HELD LOCALLY AND ANNUAL GENERAL MEETING	S\$2,000	S\$2,000/S\$1,000
BOARD/BOARD COMMITTEE MEETING HELD OVERSEAS	US\$2,000	US\$2,000/US\$1,000

* For 2023, Directors were only paid one attendance fee per day irrespective of the number of meetings held on that day. However, with effect from 1 January 2024, following market practice, Directors will be paid for each Board, Board Committee and other ad-hoc Director meeting as well as the AGM.

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7.3 REMUNERATION OF DIRECTORS AND KEY MANAGEMENT PERSONNEL

The NRC and the Board have reviewed and are satisfied that the framework for remuneration and specific remuneration package for each Director as well as for the Key Management Personnel are appropriate to attract, retain and motivate the Directors to provide good stewardship of the Company and Key Management Personnel to successfully manage the Company for the long term.

PRINCIPLE 8: DISCLOSURE ON REMUNERATION

8.1 REMUNERATION OF DIRECTORS AND EXECUTIVES

MD/GCEO'S REMUNERATION:

MD/GCEO's remuneration for FY2023 is as follows:

REMUNERATION FY2023	THE GROUP					TOTAL COMPENSATION
	SALARY S\$	BONUS S\$	CDG ESAS S\$	OTHERS S\$	CPF S\$	S\$
CHENG SIAK KIAN	864,000	1,591,374	178,500	570	17,544	2,651,988

Note:

MD/GCEO has also been rewarded with 80,000 shares under the SBS Executive Share Scheme ("SBS ESS") in FY2023 for his role as SBS Transit's CEO in FY2022. The awards under the SBS ESS are disclosed in SBS Transit's annual report for FY2023.

DIRECTORS' FEES

Directors' Fees are paid out for services rendered by the Non-Executive Directors on the Board as well as the various Board Committees and, where applicable, for additional services provided to the Group. The amount includes attendance fees for scheduled Board and Board Committee meetings held throughout the year and several additional ad hoc meetings including the meetings convened by the Review Group as mentioned on page 58.

The total Directors' Fees of the Non-Executive Directors in FY2023 payable by the Group are as follows:

NAME OF DIRECTORS	DIRECTORS' FEES FY2023
	S\$
MARK CHRISTOPHER GREAVES ⁽¹⁾	277,175
CHOI SHING KWOK ⁽²⁾	165,382
RUSSELL STEPHEN BALDING AO ⁽³⁾	245,665
JESSICA CHEAM	146,933
SUSAN KONG YIM PUI	145,053
LEE JEE CHENG PHILIP	156,253
OOI BENG CHIN ⁽⁴⁾	163,155
TAN PENG HOE, STEVE ⁽⁵⁾	85,532
THAM EE MERN LILIAN ⁽⁶⁾	123,738
LIM JIT POH ⁽⁷⁾	227,708
SUM WAI FUN, ADELINE ⁽⁸⁾	37,388

Notes:

Amount comprises the Directors' Fees in FY2023 with the changes as below:

- (1) Mr Mark Christopher Greaves was appointed the new Chairman of the Board on 28 April 2023. On the same date, he was appointed the Chairman of the NRC and the IC, a member of the SC, and stepped down as member of the ARC.
- (2) Mr Choi Shing Kwok was appointed Deputy Chairman of the Board on 28 April 2023. He continued to serve as a member of the ARC, the NRC and SC.
- (3) Mr Russell Stephen Balding AO's Director's Fees comprise the fee received from ComfortDelGro Corporation Australia Pty Ltd, a wholly-owned subsidiary of the Company, where he is Chairman of the Board.
- (4) Professor Ooi Beng Chin stepped down from the SC and was appointed a member of the ARC on 28 April 2023. He continued to chair the DC, and remained a member of the IC.
- (5) Mr Tan Peng Hoe, Steve was appointed an INED of the Company on 28 April 2023. He was appointed a member of the NRC, the DC and the SC.
- (6) Ms Tham Ee Mern Lilian stepped down as a member of ARC and was appointed a member of SC on 28 April 2023. She continued to serve as a member of the IC and DC.
- (7) Mr Lim Jit Poh retired as the Founding Chairman and Director of the Company on 28 April 2023 and ceased to be Chairman of the NRC and IC, and a member of the SC on the same date. His compensation includes Director Fees from the Group subsidiaries.
- (8) Ms Sum Wai Fun Adeline retired as an INED of the Company on 28 April 2023 and ceased to be a member of the NRC, the DC and the SC on the same date.

KEY MANAGEMENT PERSONNEL'S REMUNERATION

The remuneration of the Key Management Personnel in the five key portfolios with regard to the performance of the individuals and the Group, are as follows:

REMUNERATION BAND	THE GROUP					TOTAL COMPENSATION
	SALARY	BONUS	CDG ESAS	OTHER EMOLUMENTS	CPF	
FY2023	%	%	%	%	%	%
S\$1,000,000 to S\$1,249,999						
KOH THONG HEAN, DEREK	49.58%	41.31%	7.76% ⁽¹⁾	0.05%	1.30%	100.00%
S\$750,000 to S\$999,999						
SIM WING YEW	48.46%	40.34%	9.20% ⁽¹⁾	0.07%	1.93%	100.00%
S\$500,000 to S\$749,999						
YAP SOON HUA, NICHOLAS	60.70%	25.29%	7.69% ⁽¹⁾	2.86%	3.46%	100.00%
CHIA JACKSON	49.02%	34.73%	13.51% ⁽¹⁾	0.09%	2.65%	100.00%
TAN LAI WAH, RUDY	53.08%	35.38%	8.70% ⁽¹⁾	0.10%	2.74%	100.00%

(1) This is the value of the shares granted in FY2023 in respect of the KMP's performance in FY2022. The vesting of these grants will be subject to the achievement of performance targets over a 4-year performance period.

The total remuneration paid to these five (5) Key Management Personnel holding the key portfolios (who are not Directors or the MD/GCEO) amounted to S\$3,830,284 in FY2023.

8.2 REMUNERATION OF CERTAIN RELATED EMPLOYEES

During FY2023, no employee whose remuneration exceeded S\$100,000 was a substantial shareholder of the Company, or an immediate family member of a Director or the MD/GCEO. "Immediate family member" means the spouse, child, adopted child, step-child, brother, sister or parent.

8.3 REMUNERATION AND OTHER PAYMENTS AND BENEFITS FROM THE COMPANY AND ITS SUBSIDIARIES TO DIRECTORS AND KEY MANAGEMENT PERSONNEL

During FY2023, no other forms of remuneration or other payments and benefits were paid by the Company and its subsidiaries to the Directors and Key Management Personnel of the Company, except as disclosed in Sections 8.1 and 8.2 above.

3. ACCOUNTABILITY AND AUDIT

The Board has overall accountability to the shareholders of the Company and ensures that the Group is managed well and guided by sustainable long-term strategic objectives. The Board is responsible for providing a balanced and understandable assessment of the Group's performance, position and prospects. Material price-sensitive and trade-sensitive information, Annual Reports and other material corporate developments are disseminated in a timely and transparent manner and posted on the Company's website as well as SGXNET. The financial results are reported semi-annually via SGXNET with an accompanying Negative Assurance by the Board to confirm that nothing has come to its attention that may render the results false or misleading in any material aspect. The Company believes that prompt and full compliance with statutory reporting requirements is fundamental to maintaining shareholder confidence and trust.

DEALINGS IN SECURITIES

The Group has a formal policy ("Policy on Securities – Restrictions Against Dealings") to provide Directors and executives of the Group with guidance in relation to dealings in the Company's securities. Directors and executives of the Group are prohibited from dealing in the securities of the Company and its listed subsidiaries, SBS Transit and VICOM, during the period commencing one month before the announcement of the Company's and its listed subsidiaries' semi-annual results or full-year results (as the case may be) and ending on the date of the announcement of the relevant results. All Directors and executives are notified of the trading blackout periods before the start of the financial year and are given reminders prior to each trading blackout period.

All Directors and executives of the Group are also told that they must not deal in (i) the securities of the Company and its listed subsidiaries, SBS Transit and VICOM, on short-term considerations and/or while in possession of unpublished material price-sensitive and trade-sensitive information relating to the relevant securities; and (ii) the securities of other listed companies while in possession of unpublished material price-sensitive and trade-sensitive information relating to those securities. Executives are required to notify the Company upon disposal of shares arising from the exercise of options under the Employees' Share Option Scheme.

The Group has put in place a standard operating procedure ("SOP") on compilation of information on privy persons who have access to material information of transactions that have yet to be disclosed to the public. The SOP prescribes that the person-in-charge of such transactions must remind all privy persons to keep all material information strictly confidential.

PRINCIPLE 9: RISK MANAGEMENT AND INTERNAL CONTROL

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

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9.1 DETERMINATION OF THE NATURE AND EXTENT OF SIGNIFICANT RISKS

Risk management is an important and integral part of ComfortDelGro's strategic planning and decision-making process. The Board is responsible for the governance of risk, and with the assistance of the Audit and Risk Committee, oversees the company's risk management framework and policies. Key and emerging risks are identified by Senior Management on a regular basis, and reported to the Board quarterly, through the Audit and Risk Committee. Ownership of the risk management process is clearly defined and cascaded to the executive and functional levels, with stewardship retained at Senior Management. Action plans necessary to manage the risks are in place, and key risk indicators are monitored to ensure risks are managed within the Board's risk appetite. The adequacy and effectiveness of the risk governance, risk policy and internal controls are also assessed as part of the risk process, through the annual management control self-assessment. Based on these reviews, the Board is of the view, with the concurrence of the Audit and Risk Committee, that the risk management systems and internal controls (covering the principal risk categories of financial, operational, compliance and information technology) for the Group are adequate and effective. A detailed description of the Group's approach to internal controls and risk management can be found from pages 86 to 95 of this Annual Report.

As part of the risk management process, all businesses are required to refresh their risk inventories, conduct risk prioritisation exercises, identify key and emerging risks, and develop the requisite risk control and risk treatment action plans. The identified risks, their indicators and action plans are continually reviewed and reported.

The Internal and External Auditors conduct reviews in accordance with their respective audit plans. Any material non-compliance and recommendations for improvements on the internal controls are reported to the ARC. The ARC also reviews the effectiveness of the actions taken by the Management on the recommendations made by the Internal and External Auditors. The recommendations are followed up as part of the Group's continuous review of the system of internal control. However, there is no system of internal controls and risk management that can provide absolute assurance against human errors, frauds and other irregularities.

9.2 ASSURANCE FROM THE CEO, GROUP CHIEF FINANCIAL OFFICER AND THE KEY MANAGEMENT PERSONNEL

For FY2023, the Board has received assurance from the MD/GCEO and the Group Chief Financial Officer ("GCFO") that:

- (i) the financial records have been properly maintained and the financial statements are prepared in compliance with the Singapore Financial Reporting Standards (International) and are correct in all material aspects and give a true and fair view of the operations and finances of the Group; and

- (ii) the Group's internal control systems (including financial, operational, compliance and information technology control) and risk management systems are adequate and effective.

PRINCIPLE 10: AUDIT AND RISK COMMITTEE

As of 31 December 2023, the ARC comprised six (6) Independent NEDs. None of the ARC members are previous partners or directors of the External Auditors within the previous twenty-four (24) months and none of the ARC members hold any financial interest in the External Auditors. The Chairman and members of the ARC are rotated periodically. The Board has reviewed and is satisfied that the members of the ARC are appropriately qualified to discharge their responsibilities.

10.1 ROLES AND RESPONSIBILITIES OF AUDIT AND RISK COMMITTEE

The terms of reference of the ARC are aligned with the provisions of Section 201B(5) of the Companies Act and include the following:

- (i) Review the half-year and full-year financial statements including significant accounting and financial reporting issues and judgements so as to ensure the integrity of the financial statements, as well as any formal announcements relating to the Group's financial performance and recommend to the Board the acceptance of such financial statements;
- (ii) Review and report to the Board at least annually the adequacy and effectiveness of the Group's internal control systems (including financial, operational, compliance and information technology control) and risk management systems;
- (iii) Review the assurance from the MD/GCEO and GCFO on the financial records and financial statements as well as the Management's assurance on internal control;
- (iv) Make recommendations to the Board on: (i) the proposals to the shareholders on the appointment, re-appointment and removal of the External Auditors; and (ii) the fees and terms of engagement of the External Auditors;
- (v) Review the adequacy, effectiveness, independence, scope and results of the Group's external audit and internal audit functions;
- (vi) Review the scope and results of the audits undertaken by the Internal and External Auditors, including non-audit services performed by the External Auditors to ensure that there is a balance between maintenance of objectivity and cost effectiveness;
- (vii) Review and approve the External Auditors' yearly audit plans;
- (viii) Review and approve the Internal Auditor's annual work plans;

- (ix) Review the policy and arrangements for concerns about possible improprieties in financial reporting or other matters to be safely raised, independently investigated and appropriately followed up on, including the Group's Whistle Blowing Policy. The Whistle Blowing Policy is described on pages 78 and 92 of this Annual Report; and
- (x) Review Interested Person Transactions.

The members of the ARC keep abreast of relevant changes to accounting standards and issues through attendance at relevant seminars or talks, articles and news circulated by the Company Secretary and regular updates by the External Auditors at ARC Meetings.

10.2 COMPOSITION OF THE AUDIT AND RISK COMMITTEE

As of 31 December 2023, the ARC comprised six (6) Independent NEDs.

The ARC members, who collectively bring with them recent and relevant managerial and professional expertise in accounting and related financial management domains, are as follows:

- (i) Mr Lee Jee Cheng Philip ("**Mr Lee**") is the Chairman of the ARC. He is an Independent Non-Executive Director of the Company and a member of the NRC. Mr Lee is a Fellow of the Institute of Singapore Chartered Accountants and of the Association of Chartered Certified Accountants, United Kingdom (UK), and a member of the Singapore Institute of Directors. He also recently became a SID Senior Accredited Director. He has thirty-five (35) years of experience in accounting and finance and was formerly a partner at KPMG LLP where he headed an audit business unit and was a member of the leadership team.
- (ii) Mr Russell Stephen Balding AO ("**Mr Balding**") is an Independent Non-Executive Director of ComfortDelGro. Mr Balding is a member of the ARC, the NRC and the SIC. Mr Balding has had a long and distinguished Non-Executive Director and Executive Managerial career having held numerous Directorships and senior executive positions in a number of major organisations which required extensive government, stakeholder, community and customer interaction. Due recognition was accorded when an Order of Australia was awarded to him in January 2007. He is Chairman of ComfortDelGro Corporation Australia Pty Ltd. In addition, he is Deputy Chairman of Destination NSW and Sole Proprietor of Aremby Pastoral. He has served on the Boards of ComfortDelGro Cabcharge Pty Ltd, a major Australian public transport company primarily providing major bus service networks and CityFleet Networks Ltd (UK), a leading ground transportation provider of limousines, executive transport and taxi services. Most recently, Mr Balding concluded his maximum 12-year term as a Board Member of Racing NSW, with the last 7 years as Chairman,

where he oversaw the significant expansion and strengthening of the NSW racing industry and the introduction of innovative races such as The \$20M Everest, the world's richest race on turf. Mr Balding is a Fellow of Certified Practising Accountants Australia, FCPA (Past State President and National Counsellor). Additionally, he holds a Bachelor of Business and a Diploma of Technology (Commerce) in Australia. He is a Member of the Australian Institute of Company Directors and the Singapore Institute of Directors.

- (iii) Ms Jessica Cheam ("**Ms Cheam**") is an Independent Non-Executive Director of the Company and a member of the ARC. She is also the Chairman of the SC. Ms Cheam is the Founder and MD of Eco-Business, Asia Pacific's leading independent media and business intelligence organisation dedicated to sustainable development. She is recognised as a sustainability pioneer with two (2) decades of experience in media, sustainable development and ESG issues globally. She is also the General Partner at the Sustainable Future Fund, a venture capital fund focussed on sustainability. She was a Singapore Press Holdings scholar and has been recognised in many regional and international journalism and media awards, and is frequently invited to speak at and host discussions across the globe on her areas of expertise. She studied at the University of Warwick and University of London's Goldsmiths College, and more recently completed a Cambridge University Judge Business School executive programme on Data and Business Analytics.
- (iv) Mr Choi Shing Kwok ("**Mr Choi**") is an Independent Non-Executive Director and Deputy Chairman of the Company and a member of the NRC and the SIC. Mr Choi was a member of the ARC and SC from 1 August 2022 to 31 December 2023. Mr Choi is the Director & Chief Executive Officer of the ISEAS-Yusof Ishak Institute. He is also the Chairman of SP Services Limited and a board member of the St Andrew's Mission Hospital. Before his retirement from civil service in October 2017, Mr Choi served as the Permanent Secretary of the Ministry of the Environment and Water Resources (MEWR) for five (5) years, and of the Ministry of Transport for seven (7) years. Prior to the Ministry of Transport, he held a senior position in the Ministry of Defence for nine (9) years. Mr Choi was conferred a Bachelor's degree and a Master's degree in Engineering Tripos from Cambridge University in the United Kingdom, in 1981 and 1985 respectively. He also received a Master of Public Administration degree from Harvard University, United States of America, in 1994 as an Edward Mason Fellow.
- (v) Ms Susan Kong Yim Pui ("**Ms Kong**") is an Independent Non-Executive Director of the Company and a member of the ARC, the NRC and the SIC. She has an LLB (Hons) from the National University of Singapore and has been a practising lawyer for more than thirty (30) years and is recognised as a leading practitioner in the areas of banking and finance, real estate, mergers

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and acquisitions and capital markets. Ms Kong is the founder of Q.E.D. Law Corporation. In her practice, she has advised listed companies and financial institutions on corporate governance and compliance issues. Ms Kong is a Non-Independent Non-Executive Director of SBS Transit, the Chairperson of Singapore Tyler Print Institute and a Director of HealthServe Limited. Ms Kong has also been a Director of Surbana Corporation Private Limited and UOB Radanasin Bank Public Company Limited in Thailand for more than nine (9) years.

- (vi) Professor Ooi Beng Chin ("**Professor Ooi**"), is an Independent Non-Executive Director of the Company and a member of the ARC and the SIC. Professor Ooi is the Lee Kong Chian Centennial Professor of Computer Science and a Faculty Member of the National University of Singapore (NUS) Graduate School, and an Adjunct Chang Jiang Professor at Zhejiang University, and a visiting Distinguished Professor at Tsinghua University China. He is a Co-Founder of yzBigData in 2012 for Big Data Management and Analytics, and Medilot in 2017 for healthcare data management and analytics. He is also a Director of AlDigi Holdings Pte. Ltd. He is a Fellow of the Association for Computing Machinery (ACM), the Institute of Electrical and Electronic Engineers (IEEE), and the Singapore National Academy of Science. He has received numerous awards in the field of computer science. Professor Ooi was awarded the Public Administration Medal (Silver) in 2013 and the Long Service Medal in 2018 by the President of the Republic of Singapore. Professor Ooi holds a Bachelor of Science (First Class Honours) and a Doctor of Philosophy from Monash University, Australia.
- (vii) Ms Tham Ee Mern Lilian ("**Ms Tham**"), is an Independent Non-Executive Director of the Company. She was a member of ARC from 1 August 2017 to 28 April 2023 and reappointed as an ARC member with effect from 1 January 2024. She is also a member of the SC. Ms Tham is currently the Chief Executive Officer of Eastspring Investment (Singapore) Limited with responsibility for operations, technology, digital, data and administrative support, as well as other strategic growth and change initiatives. She is a member of their Board and Executive Management Committee. Ms Tham is presently a Board Member of Home Nursing Foundation and is a Fellow of the Institute of Banking and Finance Singapore. Ms Tham holds a Bachelor of Science in Information Systems from the National University of Singapore.

Further details of the ARC members' credentials are found on pages 18 to 23 of this Annual Report.

10.3 CONFIRMATION OF NO FORMER PARTNERS OR FINANCIAL INTEREST

None of the ARC members are previous partners or Directors of the Company's existing auditing firm within the previous twenty-four (24) months and none of the

ARC members hold any financial interest in Ernst & Young LLP ("**EY**").

10.4 INTERNAL AUDIT

The Internal Audit function of the Group is performed by the Group Internal Audit Division comprising suitably qualified and experienced Internal Audit staff including the Group Chief Internal Audit Officer ("**GCIAO**"). The Group Internal Audit staff have professional qualifications and are either members of the Institute of Singapore Chartered Accountants, CPA Australia, the Information Systems Audit and Control Association or the Institute of Internal Auditors. The GCIAO reports functionally to the Chairman of the ARC and administratively to the MD/GCEO. The ARC participates in the hiring, removal and evaluation of the GCIAO. The GCIAO's remuneration is reviewed by the ARC Chairman together with the MD/GCEO in accordance with the Company's financial authority limits before they submit their recommendation to the Chairman and/or the NRC for consideration, as the case may be.

The Group Internal Audit Division adopts a risk-based approach in its continuous audit work with focus on material internal control systems including financial, operational, information technology and compliance controls. It provides an independent and objective evaluation of the internal control systems and corporate governance processes of the Group. The annual audit plan is developed by the GCIAO in consultation with, but independent of, Management and is subject to the ARC's approval before the start of each financial year. Quarterly internal audit reports are also prepared and submitted to the ARC. Any material non-compliance or lapses in internal controls are reported to the ARC and the MD/GCEO for improvements to be made. The ARC conducts reviews of the adequacy, effectiveness, independence, scope and results of the internal audit function. The ARC has full access to the GCIAO, and meets with the GCIAO at least once a year in the absence of the Management. The Group Internal Audit Division is given unfettered access to all the Group's documents, records, properties and personnel, including access to the ARC, and has appropriate standing within the Group.

The activities and organisational structure of the Group Internal Audit Division are monitored and reviewed by the ARC periodically to ensure that it has the necessary resources to adequately perform its functions and that there are no unjustified restrictions and limitations placed on the performance of its duties. The Group Internal Audit Division has adopted the International Standards for the Professional Practice of Internal Auditing laid down in the International Professional Practices Framework issued by the Institute of Internal Auditors ("**IIA Standards**"). During the year, the Group engaged Protiviti Pte Ltd to conduct a Quality Assurance Review of the Group's Internal Audit function. The Group Internal Audit Division continues to meet or exceed the IIA Standards in all key aspects. The Quality Assurance Review is conducted every 5 years.

The ARC finds the Group Internal Audit Division independent, effective and adequately resourced.

10.5 AUDIT AND RISK COMMITTEE'S ACTIVITIES

The ARC held four (4) meetings during the financial year under review. The MD/GCEO, the GCFO and GCIAO were present at these meetings. The External Auditors attended the meetings that discussed the half-year and full-year results. The ARC reviewed and considered the following:

- (i) Overall scope of both internal and external audits and results of their respective audits;
- (ii) Significant internal and external audit observations and the Management's responses;
- (iii) Group Internal Audit Goals in response to Internal Audit Quality Assurance Review;
- (iv) Half-year and full-year results announcements and the financial statements and recommendation to the Board;
- (v) Adoption of the Singapore Financial Reporting Standards (International);
- (vi) Interested Person Transactions;
- (vii) Risk management and the adequacy and effectiveness of internal controls;
- (viii) Independence of the External Auditors;
- (ix) Recommendation to the Board of the appointment or re-appointment of the External Auditors and their remuneration; and
- (x) Significant matters (if any) raised through the whistleblowing channel.

In the performance of its duties, the ARC has explicit authority to investigate the affairs falling within its terms of reference, with full access to and cooperation from the Management, discretion to invite any Director or executive officer to attend its meetings and reasonable resources to enable it to discharge its duties properly.

The ARC meets with the Internal and External Auditors annually in the absence of the Management. During these meetings, the Internal and External Auditors may raise issues encountered in the course of their work directly to the ARC.

10.6 SIGNIFICANT FINANCIAL REPORTING MATTERS

In the review of the financial statements of the Group for FY2023, the ARC considered the following key audit matters:

SIGNIFICANT MATTERS	REVIEW OF SIGNIFICANT MATTERS BY THE ARC
Impairment assessment of vehicles, premises and equipment, intangible assets, goodwill and investment in subsidiaries	<p>The ARC considered the approach and methodology applied to the valuation model for taxi vehicles, taxi licences and goodwill impairment assessment.</p> <p>Following the review and discussions with Management and the External Auditors, the ARC is satisfied that the key assumptions used in the impairment assessment of taxi vehicles, taxi licences and goodwill are reasonable.</p>
Recognition and measurement of provision for accident claims	<p>The ARC considered the approach and methodology applied to the valuation and completeness of provision for settlement of accident claims.</p> <p>Following the review and discussions with Management and the External Auditors, the ARC is satisfied with the estimates used in determining the probability and amounts of expected settlement claims.</p>
Accounting for bus contracts with public transport regulators	<p>The ARC considered the accounting treatment for the existing bus contracts where Management is required to determine whether the public-to-private arrangements are within the scope of SFRS(I) Interpretation ("INT") 12 Service Concession Arrangements and how the bus assets owned or leased by the Group are recognised in the financial statements.</p> <p>Following the review and discussions with Management and the External Auditors on the judgement and interpretation applied in the application of SFRS(I) INT 12 and the treatment of bus assets owned or leased by the Group, the ARC is satisfied with the accounting treatment for the bus contracts.</p>
Provision for rail contract	<p>ARC considered the approach and methodology applied in the projection of the future financial performance under the new terms of the Consolidated Rail Licence as disclosed in the notes to the financial statements. Pursuant to the framework agreement under the New Rail Financing Framework Version 2 ("NRFF (Version 2)") between a subsidiary of the Group, SBS Transit Ltd ("SBS Transit") and the Land Transport Authority of Singapore ("LTA"), SBS Transit's wholly-owned subsidiary, SBS Transit Rail Pte. Ltd. ("SBST Rail") has been issued a Consolidated Rail Licence to operate the Downtown Line ("DTL"), North East Line ("NEL"), and Sengkang Punggol Light Rail Transit System ("SPLRT") for a period of 11 years commencing 1 January 2022, and ending on 31 December 2032 (the "Consolidated Rail Licence" or "Rail contract").</p> <p>Following the review and discussions with Management and the External Auditors, the ARC is satisfied with the assumptions and estimates used in the projection of the future financial performance.</p>

Following the review and discussions on the above, the ARC recommended to the Board to approve the financial statements of the Group for FY2023.

CORPORATE GOVERNANCE

10.7 REVIEW OF INDEPENDENCE OF EXTERNAL AUDITORS

Prior to the re-appointment of the External Auditors, the ARC assesses their independence based on the guidelines set by the Accounting and Corporate Regulatory Authority and the Accountants Act 2004 of Singapore. Having satisfied itself that the independence of the External Auditors, EY, is not impaired by their provision of non-audit services to the Group and that Rules 712, 715 and 716 of the SGX-ST Listing Manual have been complied with, the ARC has recommended to the Board to nominate EY for re-appointment as the Company's External Auditors at the next AGM.

As a further safeguard of EY's independence, the Company will require the firm to change their partner-in-charge once every five (5) years if it continues to engage them in subsequent years.

10.8 WHISTLE BLOWING POLICY

The Group's Whistle Blowing Policy, which is published on the corporate website, provides a mechanism for employees and external parties to raise concerns about possible improprieties in financial reporting or other improper business conduct, whilst protecting the whistleblowers from reprisal within the limits of the law. Under the Whistle Blowing Policy, incidents may be reported to the GCIAO and, where the incident involves the GCIAO, the complaint may be made to the ARC Chairman.

The contact information is as follows:

- i. Group Chief Internal Audit Officer at
DID: +65 6383 7010 or by email to
gciao@comfortdelgro.com or via the intranet.
- ii. Chairman of the ARC via this email:
ARC_Chairman@comfortdelgro.com

All cases are investigated and overseen by the Group Internal Audit Division, and dealt with promptly and thoroughly. The identity of whistleblowers is kept confidential, and the Group is committed to ensuring the protection of whistleblowers against detrimental or unfair treatment. The ARC is responsible for oversight and monitoring of whistleblowing.

4. SHAREHOLDER RIGHTS AND ENGAGEMENT

PRINCIPLE 11: SHAREHOLDER RIGHTS AND CONDUCT OF GENERAL MEETINGS

11.1 DISCLOSURE OF INFORMATION TO SHAREHOLDERS

The Company notifies shareholders in advance of the dates of release of its financial results through the Company's website as well as SGXNET. Communications with shareholders are conducted through announcements to the SGXNET, media and analyst briefings after the announcement of the financial results together with its presentation materials, as well

as the posting of announcements and press releases on the Company's website. The Group has formulated a Policy on Securities – Drafting and Releasing SGX-ST Announcements to provide guidance on preparation of SGX-ST announcements.

Shareholders may send in their requests or queries through the feedback channel provided on the Company's website. The ComfortDelGro Group's IR team is accessible throughout the year to address shareholders' queries. The contact details of the ComfortDelGro Head of Group Investor Relations can be found on the Company's website.

Beyond complying with the requirements of the 2018 Code, the SGX-ST Listing Manual and the Companies Act, the Company has also taken various additional measures to enhance corporate governance and improve transparency, including:

- (i) The Notice of AGM is released publicly at least twenty-eight (28) days before the AGM is held; and
- (ii) The Annual Report is available to all shareholders at the Company's website at least twenty-eight (28) days before the AGM to ensure that all shareholders have adequate time to review the Annual Report before the AGM. The electronic documentation demonstrates the Group's commitment towards green and sustainability solutions. Upon request, hard copies are provided to shareholders.

11.2 RESOLUTIONS AND VOTING AT GENERAL MEETINGS

Each issue or matter requiring shareholder approval is tabled as a separate and distinct resolution. All resolutions at the shareholder meetings are single-item resolutions. The Company does not practise bundling of resolutions. The Company will consider implementing absentia voting methods such as voting via mail, e-mail or fax when security, integrity and other pertinent issues are satisfactorily resolved.

The Constitution of the Company provides for voting in person and by proxy at the AGM of the Company. Each shareholder is allowed to appoint up to two (2) proxies to vote on his/her behalf at shareholder meetings through proxy forms sent in advance. Relevant intermediaries such as the Central Provident Fund and custodian banks are entitled to appoint more than two proxies to attend, speak and vote at shareholder meetings. Shareholders who hold shares through these relevant intermediaries will be allowed to attend, speak and vote at the AGM subject to being appointed a proxy by their respective relevant intermediaries.

The Company has adopted electronic poll voting for general meetings since 2011 to ensure greater transparency and efficiency in the voting process

and results. Shareholders are invited to vote on each of the resolutions by poll, using an electronic voting system. The results of all votes cast for or against each resolution or abstentions, if any, and the respective percentages (voting results) and the names of the independent scrutineers for the AGM are presented during the AGM and are announced via the SGXNET after the AGM. Voting by poll is the most accurate means of tabulating shareholders' votes according to the number of shares owned. The Company believes that this will encourage greater shareholder participation at the Company's general meetings and demonstrates the Company's commitment to high standards of corporate governance and transparency.

11.3 CONDUCT OF SHAREHOLDER MEETINGS INCLUDING DIRECTORS' ATTENDANCE

The Company encourages and supports shareholder participation at general meetings, and views the AGM as a good opportunity for shareholders to meet the Board and Senior Management. The top criterion for selecting the AGM venue is a convenient location within Singapore accessible by public transport. Shareholders are informed of shareholders' meetings through notices published in the newspapers and circulars sent to all shareholders. All registered shareholders are invited to attend and participate actively in the AGM and are given the opportunity to seek clarification and/or to question the Group's strategic direction, business, operations, performance and proposed resolutions.

All Directors including the Chairman, MD/GCEO and the Chairpersons of the various Board Committees together with Senior Management and the Company Secretary are present to address any question or feedback raised by the shareholders at the AGM and thereafter, including those pertaining to the proposed resolutions before they are voted on. The External Auditors are also present to address shareholders' queries about the conduct of audit and the preparation and contents of the Auditor's Report.

11.4 VOTING AT GENERAL MEETING OF SHAREHOLDERS

Similar to the Company's AGM for the Financial Year ended 31 December 2022 held on 28 April 2023, the Company's AGM for FY2023 to be held on 26 April 2024 will also be held both physically ("**Physical Meeting**") and by way of electronic means ("**Virtual Meeting**"). This is to facilitate high levels of shareholder engagement, with real-time communication and real-time live voting to be conducted during the AGM for shareholders and proxies attending the Physical Meeting and Virtual Meeting. Shareholders who are not able to attend the AGM in person or those who prefer to attend the live webcast may do so by audio or audio-visual means. The Company will adhere to the SGX-ST's guiding principle to provide answers to shareholders' questions within reasonable timelines. Please refer to the Notice of the FY2023 AGM of the Company for more information.

11.5 MINUTES OF GENERAL MEETINGS

The Company prepares minutes of general meetings that include substantial and relevant comments or queries from shareholders relating to the agenda of the meeting and responses from the Board and Management. The minutes are available to shareholders on the Company's website and SGXNET within one (1) month after the date of the AGM.

11.6 DIVIDEND POLICY

With effect from 14 August 2023, the Company's dividend policy has been revised from paying out at least 50% of the profit attributable to shareholders of the Company, to 70% of the profit attributable to shareholders of the Company. The dividend policy takes into account the long-term objective of maximising shareholder value, availability of cash and retained earnings, projected capital expenditure and growth opportunities. The Company declares dividends semi-annually and informs its shareholders of the dividend payments via announcements to SGXNET. Special dividends may also be declared when the Company has achieved extraordinary gains or is celebrating a significant milestone. Dividends are paid to shareholders in an equitable and timely manner.

PRINCIPLE 12: ENGAGEMENT WITH SHAREHOLDERS

12.1 REGULAR, EFFECTIVE AND FAIR COMMUNICATIONS WITH SHAREHOLDERS

The Company is committed to ensuring that accurate and pertinent information is disseminated to the market in a timely and transparent manner as part of good corporate governance. Shareholders can access the corporate website at www.comfortdelgro.com. The Group's Investor Relations Policy ("**IR Policy**") is available on the corporate website.

Communications with the SGX-ST are handled by the Company Secretary, while communications with shareholders, analysts and fund managers are handled by the Head of Group Investor Relations. Media relations is managed by the Group Chief Branding and Communications Officer. Specific guidelines have been laid down for compliance in respect of all public communications. The Company does not practise selective disclosure in the communication of material information.

In addition, the Company has put in place operational procedures to respond promptly to queries from the SGX-ST on any unusual trading activity in its securities and to clear all announcements to the SGXNET with the Board.

12.2 INVESTOR RELATIONS POLICY

The IR Policy sets out the process and mechanism to promote regular, effective and fair communications with shareholders and the investment community. The dedicated ComfortDelGro IR team works with Senior Management to proactively carry out this engagement programme which is described in more detail on page 53 of this Annual Report.

CORPORATE GOVERNANCE

12.3 INVESTOR RELATIONS POLICY AND AVENUES FOR COMMUNICATION

The Company is committed to treating all shareholders fairly and equitably and engaging with shareholders and the investment community through various platforms, including (where appropriate):

- (i) The Company's general meetings, namely the AGMs and as and when necessary, Extraordinary General Meetings;
- (ii) Media briefings and quarterly analyst briefings for quarterly business update announcements, as well as the half-year and full-year financial results;
- (iii) Announcements via SGXNET in compliance with the SGX-ST Listing Rules;
- (iv) Investors' meetings, local/overseas roadshows and conferences;
- (v) Annual reports and sustainability reports;
- (vi) Media releases and statements; and
- (vii) Corporate website (www.comfortdelgro.com).

5. MANAGING STAKEHOLDER RELATIONSHIPS

PRINCIPLE 13: ENGAGEMENT WITH STAKEHOLDERS

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

13.1 IDENTIFICATION OF AND ENGAGEMENT WITH MATERIAL STAKEHOLDERS

The Company has arrangements in place to enable it to engage stakeholders so as to better understand and take action to address their needs and interests. Since the COVID-19 pandemic, the Company has been taking every opportunity to make use of digital means to communicate with shareholders. We were one of the first companies in Singapore to hold hybrid meetings for its shareholders, with real-time communication and real-time live voting.

13.2 MANAGEMENT OF STAKEHOLDER RELATIONSHIPS

The basis for and methods of engagement with stakeholders, along with the key areas of focus for each stakeholder group, can be found in our Sustainability Report. Our Sustainability Report highlights the economic, environmental and social aspects of our developments and operations in accordance with the Global Reporting Initiative Guidelines (G4 Core) and complies with the relevant requirements under the SGX-ST Listing Manual including Rules 711A and 711B. As part of the Company's sustainability efforts and to ensure more efficient engagement, the Company encourages all shareholders to give their express consent to receive communications to shareholders, including statutory notices for general meetings and other circulars, via email and digital platforms.

13.3 CORPORATE WEBSITE

The Company's website is regularly updated to communicate and engage with stakeholders.

6. ADDITIONAL MEASURES TO ENHANCE CORPORATE GOVERNANCE

The Company has also undertaken various additional measures to enhance corporate governance as follows:

CORPORATE GIFTS/ENTERTAINMENT POLICY

Whilst business gifts and entertainment are courtesies that build goodwill and sound working relationships among business partners, the Group does not tolerate the improper use of gifts or entertainment to gain any special advantage in a business relationship.

The Group discourages the receipt of gifts or acceptance of entertainment, loans or other favours as these may compromise an employee's ability to make objective, independent and fair business decisions. Offering excessive gifts, in whatever form, or entertainment to others can also be open to misinterpretation.

Employees are therefore not permitted to offer or accept any gifts or entertainment without first seeking their supervisor's authorisation. Employees who receive gifts directly or indirectly in relation to their employment with the Group are expected to notify their supervisors and declare such gifts to the Group Human Resource Department. All gifts declared are processed through structured corporate procedures to ensure proper accountability.

Business gifts presented and entertainment on the Group's behalf are consistent with generally accepted corporate governance business practices and ethical standards and do not violate any applicable laws, regulations or policies of any country that the Group operates in or any company with which the Group has dealings.

ANTI-CORRUPTION POLICY

The Group complies with all applicable laws of the jurisdictions in which it operates and conducts business in an open and transparent manner. It prohibits employees from directly or indirectly offering, promising to pay, or authorising the payment of money or anything of value for the purpose of gaining perceived advantage for the Group. All employees are responsible for following the Group's procedures, including audit controls, and for carrying out and reporting business transactions.

BLOCK LEAVE POLICY

As a further risk mitigation measure and to enhance governance, the Group has a Block Leave Policy in place which applies to employees holding key functions. This arrangement allows covering officers to fully step into the duties of the employees on leave as an additional check and balance against any breaches.

HEALTH AND SAFETY POLICY

Given the nature of the Group's businesses, the health and safety of the employees and customers are of paramount importance. Safety is, therefore, a perpetual top priority for the Group's operations. The Group complies with applicable statutory requirements and regulations in respect of health and safety, and has put in place procedures to guide proper safe work practices for the well-being of all employees and customers.

In 2022, following the issuance of the COP, the Group reviewed its work procedures and processes to ensure that its safety policies, standards and practices comply with the Workplace Safety and Health Act 2006 and the COP. The Group's current safety policies, standards and practices adhere to the core principles and measures set out in the COP.

Employees are sent for training to equip them with greater awareness and knowledge of good WSH practices. Employees are required to observe safety rules and carry out safe work practices that apply to their jobs to ensure a safe work environment for everyone. They are also strongly encouraged to surface safety issues to improve safety standards at the workplace.

INFORMATION PROTECTION POLICY

The Group has also implemented an Information Protection Policy to ensure that all documents and data information of the Group are properly safeguarded.

Information is classified into strictly confidential, confidential-sensitive, confidential, restricted and unrestricted use based on its nature, content and implications. Processes and systems used to store, process or communicate information provide protection from unauthorised disclosure and use.

DATA PROTECTION POLICY

All Business Units are required to comply with applicable laws pertaining to data protection. In particular, the business units in Singapore have implemented data protection policies and practices to ensure compliance with the obligations under the Personal Data Protection Act 2012, including the Do Not Call provisions that came into force in 2014.

CYBERSECURITY POLICY

The Group has adopted the international Information Security Standard ISO 27000 in assessing and formulating the Group's cybersecurity framework. The Group regularly reviews its cybersecurity measures to ensure effective protection of its information technology systems and databases. The Group has implemented multi-layered defences, including firewalls, intrusion prevention system, network access control, server hardening, data encryption and employee security training. The Group keeps abreast of the evolving threats and the latest techniques, and actively collaborates with cybersecurity authorities and regulators to develop appropriate countermeasures.

The Group will continue to strengthen its capabilities in light of the way cybersecurity risks will evolve with the digital age. As and when necessary, the Group will take appropriate risk management decisions and implement security controls to secure its information infrastructure systems and databases. The Group has established protocols to deal with cybersecurity incidents in the event that a threat is detected.

SUPPLIER ETHICS POLICY

The Group procures a wide range of goods and services from various businesses, companies, persons and entities and requires its suppliers to be in full compliance with all applicable laws and regulations and practises fair competition in accordance with local anti-trust and competition regulations. Suppliers must conduct their businesses with integrity, transparency and honesty and the Group does not condone any corrupt or fraudulent practices.

Suppliers must have in place health and safety policies for their employees and be committed to good environmental, social and governance practices. Suppliers must not trade in the securities of the Group while in possession of confidential non-public information.

CREDITORS' PAYMENT POLICY

The Group values its suppliers and is committed to safeguarding creditors' rights and acknowledges the importance of paying invoices, especially those of small businesses, in a timely manner. It is the Group's practice to agree terms with suppliers when entering into contracts. The Group negotiates with suppliers on an individual basis and meets its obligations accordingly.

7. INTERESTED PERSON TRANSACTIONS

NAME OF INTERESTED PERSON	NATURE OF RELATIONSHIP	AGGREGATE VALUE OF ALL INTERESTED PERSON TRANSACTIONS DURING THE FINANCIAL YEAR UNDER REVIEW (EXCLUDING TRANSACTIONS LESS THAN \$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 \$100,000)	
Nil	Nil	Nil	Nil

There were no Interested Person Transactions of or over S\$100,000 in value entered into during the financial year under review. There is no Shareholder's mandate for Interested Person Transactions pursuant to Rule 920 of the SGX-ST Listing Manual.

DIRECTORS' PARTICULARS

AS AT 1 MARCH 2024

NAME	AGE	PRESENT DIRECTORSHIPS	PAST DIRECTORSHIPS HELD OVER THE PRECEDING FIVE YEARS	PRESENT PRINCIPAL COMMITMENTS	PAST PRINCIPAL COMMITMENTS OVER THE PRECEDING FIVE YEARS
MARK CHRISTOPHER GREAVES Chairman (Independent Non-Executive Director)	67	(1) ComfortDelGro Corporation Limited* (2) Anglo FarEast Group Consulting Pte. Ltd. (3) Braddell Limited (4) Scottish Citylink Coaches Limited (5) Cityfleet Networks Limited	(1) Hydrodiesel Asia Pte Ltd (2) Sinojie Hanson Ltd (HK) (3) Hanson China Partners Limited (HK) (Resigned on 30 September 2023)	(1) Anglo FarEast Group Consulting Pte. Ltd. (Managing Director) (Appointed on 22 Dec 2022)	(1) Sinojie Hanson Ltd (HK) (Director) (Resigned on 20 August 2021)
CHOI SHING KWOK Deputy Chairman (Independent Non-Executive Director)	64	(1) ComfortDelGro Corporation Limited* (2) ComfortDelGro (China) Pte. Ltd. (3) SP Services Limited (4) Singapore Agro-Food Enterprises Federation (SAFEF) Limited (Voting Member) (5) ISEAS-Yusof Ishak Institute (6) St Andrew's Mission Hospital	(1) Singapore Power Ltd	(1) ISEAS-Yusof Ishak Institute - CEO and Board of Trustees Member (Appointed on 15 Jan 2018)	(1) Ministry of the Environment and Water Resources – Permanent Secretary (2012-2017) (2) Ministry of Transport – Permanent Secretary (2005-2012)

* Listed company

NAME	AGE	PRESENT DIRECTORSHIPS	PAST DIRECTORSHIPS HELD OVER THE PRECEDING FIVE YEARS	PRESENT PRINCIPAL COMMITMENTS	PAST PRINCIPAL COMMITMENTS OVER THE PRECEDING FIVE YEARS
CHENG SIAK KIAN Managing Director/ Group Chief Executive Officer (Non-Independent Executive Director)	54	Principal Directorships in the ComfortDelGro Group (1) ComfortDelGro Corporation Limited* (2) Comfort Transportation Pte Ltd (3) CityCab Pte Ltd (4) ComfortDelGro Engineering Pte Ltd (5) ComfortDelGro (China) Pte Ltd (6) ComfortDelGro Corporation Australia Pty Ltd (7) Braddell Limited (8) Metroline Limited (9) CityFleet Networks Limited Directorships in the SBS Transit Group (1) SBS Transit Ltd* (2) SBS Transit Rail Pte Ltd Directorships in the VICOM Group (1) VICOM Ltd* (2) Setsco Services Pte Ltd (3) JIC Inspection Services Pte Ltd (4) VICOM Inspection Services Pte Ltd	(1) CDC Travel Pty Ltd (2) Hillsbus Co Pty Ltd (3) Hunter Valley Buses Pty Ltd (4) Westbus Region 1 Pty Ltd (5) CDC NSW Pty Ltd (6) CDC Victoria Pty Ltd (7) CDC Geelong Pty Ltd (8) CDC Sunshine Pty Ltd (9) CDC Oakleigh Pty Ltd (10) CDC Altona Pty Ltd (11) CDC Wyndham Pty Ltd (12) CDC Ballarat Pty Ltd (13) Baypalm Pty Limited (14) Qcity Transit Pty Ltd (15) CDC Eastrans Pty Ltd (16) Western Sydney Repair Centre Pty Ltd (17) Blue Mountains Transit Pty Ltd (18) National Patient Transport Pty Ltd (19) National Patient Transport NSW Pty Ltd (20) National Patient Transport QLD Pty Ltd (21) National Patient Transport WA Pty Ltd (22) National Patient Transport SA Pty Ltd (23) NPT Heart Pty Ltd (24) Platinum Healthcare Pty Ltd (25) National Patient Transport VIC Pty Ltd (26) CDC Tullamarine Pty Ltd (27) Terrey Hills Depot Holdings Pty Limited (28) FCL Holdings Pty Limited (29) FCL Finance Pty Limited (30) Forest Coach Lines Pty Limited (31) Buslink Pty Ltd (32) Buslink Southern Pty Ltd (33) Buslink Gladstone Pty Ltd (34) Buslink Sunshine Coast Pty Ltd (35) Buslink Broken Hill Pty Ltd (36) Buslink Sunraysia Pty Ltd (37) Tropic Sun Pty Ltd (38) Buslink NT Pty Ltd (39) Buslink Alice Spring Pty Ltd (40) CDC Commercial Bus Company Pty Ltd (41) ComfortDelGro Swan Pty Ltd (42) Swan Taxi Pty Ltd (43) SBS Transit Mobility Pte Ltd	(1) ComfortDelGro Corporation Limited* - Managing Director/Group Chief Executive Officer	(1) SBS Transit Ltd* - Chief Executive Officer and concurrently in 2022, ComfortDelGro Corporation Limited* - Group Deputy Chief Executive Officer (2) ComfortDelGro Corporation Australia Pty Ltd (NSW) - Chief Executive Officer

* Listed company

DIRECTORS' PARTICULARS

AS AT 1 MARCH 2024

NAME	AGE	PRESENT DIRECTORSHIPS	PAST DIRECTORSHIPS HELD OVER THE PRECEDING FIVE YEARS	PRESENT PRINCIPAL COMMITMENTS	PAST PRINCIPAL COMMITMENTS OVER THE PRECEDING FIVE YEARS
RUSSELL STEPHEN BALDING AO (Independent Non-Executive Director)	72	(1) ComfortDelGro Corporation Limited* (2) ComfortDelGro Corporation Australia Pty Ltd (3) CDC Private Mobility Pty Ltd	(1) The Trust Company (Sydney Airport) Limited (2) MAP Airport Holdings Pty Limited (3) MAT2 Holdings Pty Limited (4) Sydney Airport Holdings Pty Limited (5) MAP Airport International Pty Limited (6) Racing Australia Limited (7) Australia Racing Board Limited (8) Thoroughbred Trainers Service Centre Limited (9) NSW Racing Pty Ltd T/A Racingcorp	(1) ComfortDelGro Corporation Australia Pty Ltd – Chairman (Appointed Director on 31 Oct 2022) (2) Destination NSW – Deputy Chairman (Appointed on 24 Aug 2011)	(1) Racing NSW Chairman
JESSICA CHEAM (Independent Non-Executive Director)	40	(1) ComfortDelGro Corporation Limited* (2) Wilmar International Limited* (3) Eco-Business Pte Ltd (4) Eco-Business Malaysia Sdn Bhd (5) EB Impact Limited (6) Singapore International Foundation	(1) Embodhi (Singapore) Limited (2) Reneum Institute Limited	(1) Eco-Business Pte Ltd (Managing Director) (2) Eco-Business Malaysia Sdn Bhd (3) EB Impact Limited	(1) Sustainable Future Fund (General Partner)
SUSAN KONG YIM PUI (Independent Non-Executive Director)	63	(1) ComfortDelGro Corporation Limited* (Appointed Director on 1 Jan 2023) (2) SBS Transit Ltd* (3) HealthServe Limited (4) Singapore Tyler Print Institute (5) Q.E.D. Law Corporation	NIL	(1) Q.E.D. Law Corporation (Managing Director)	NIL
LEE JEE CHENG PHILIP (Independent Non-Executive Director)	64	(1) ComfortDelGro Corporation Limited* (2) City Development Limited* (3) Tech For Good Institute Limited* (4) Singapore Agro-Food Enterprise Federation Limited (Member Governing Council)	NIL	NIL	NIL

* Listed company

NAME	AGE	PRESENT DIRECTORSHIPS	PAST DIRECTORSHIPS HELD OVER THE PRECEDING FIVE YEARS	PRESENT PRINCIPAL COMMITMENTS	PAST PRINCIPAL COMMITMENTS OVER THE PRECEDING FIVE YEARS
OOI BENG CHIN (Independent Non-Executive Director)	62	(1) ComfortDelGro Corporation Limited* (2) VICOM Ltd* (3) Bestpeer Pte Ltd (4) ALDigi Holdings Pte Ltd (5) Medilot Technologies Pte Ltd	NIL	(1) National University of Singapore (Lee Kong Chian Centennial Professor) (2) National University of Singapore (Professor, School of Computing) (3) Zhejiang University China (Adjunct Chang Jiang Professor) (4) Tsinghua University (Distinguished Visiting Chair Professor)	(1) National University of Singapore (Distinguished Professor) (2) National University of Singapore (Director of Smart Systems Institute)
TAN PENG HOE, STEVE (Independent Non-Executive Director)	51	(1) ComfortDelGro Corporation Limited* (2) Seacare Co-operative Limited	NIL	(1) Enterprise Singapore Staff Union (Trustee) (2) Careshield Life Council, Ministry of Health (Member) (3) Supply Chain Employees' Union (Trustee) (4) Union of Security Employees (Executive Secretary)	NIL
THAM EE MERN LILIAN (Independent Non-Executive Director)	55	(1) ComfortDelGro Corporation Limited* (2) Eastspring Investments (Singapore) Limited (3) Home Nursing Foundation (4) Eastspring Investments Berhad (5) Eastspring Investments (Luxembourg) S.A (6) Eastspring Investments SICAV-FIS (Luxembourg) (7) Eastspring Investments (Luxembourg) (8) Eastspring Al-Wara' Investment Berhad	(1) Schroder Investment Management (Singapore) Ltd (2) Schroder Singapore Holdings Pte Ltd (3) SIMBL Nominees Pte Ltd (4) Schroder India Pte Ltd	(1) Eastpring Investments (Singapore) Limited (Appointed as Group Chief Operating Officer on 4 January 2021, Director on 15 March 2021 and Singapore Chief Executive Officer on 12 July 2022)	(1) Schroder Investment Management (Singapore) Ltd (2) Schroder Singapore Holdings Pte Ltd (3) SIMBL Nominees Private Limited (4) Schroder India Pte Ltd

* Listed company

RISK MANAGEMENT

STATEMENT OF RISK MANAGEMENT AND INTERNAL CONTROL

The ComfortDelGro Group's Risk Management Framework provides a systematic process for the Group and its Business Units to identify and review the nature and complexity of the risks involved in their business operations and to prioritise resources to manage them. The Group is committed to enhancing shareholder value through sustainable and profitable growth, while taking measured and well-considered risks.

The Group's approach to risk management is underpinned by several key principles:

- Adopting an agile approach with a risk management process which is continuous and iterative, as the Group's businesses and operating environments are dynamic. The risk identification, assessment, monitoring and reporting practices are reviewed and updated regularly to ensure risks are managed proactively.
- Establishing a clear and defined structure of ownership of and accountability for the risk management process within Business Units (BUs), departments and individuals. This ensures managers at each level can leverage their in-depth knowledge of their respective businesses to actively own and manage risk, with Senior Management retaining overall stewardship.
- Embedding the risk management processes into day-to-day business operations and setting a strong tone from the top. Key risks are monitored through reporting of key risk indicators and escalated to Senior Management where necessary.

- Promoting risk awareness through risk workshops, continuous education and training, as well as communication through risk management forums and newsletters to sustain a risk-informed and risk-aware culture in the Group.

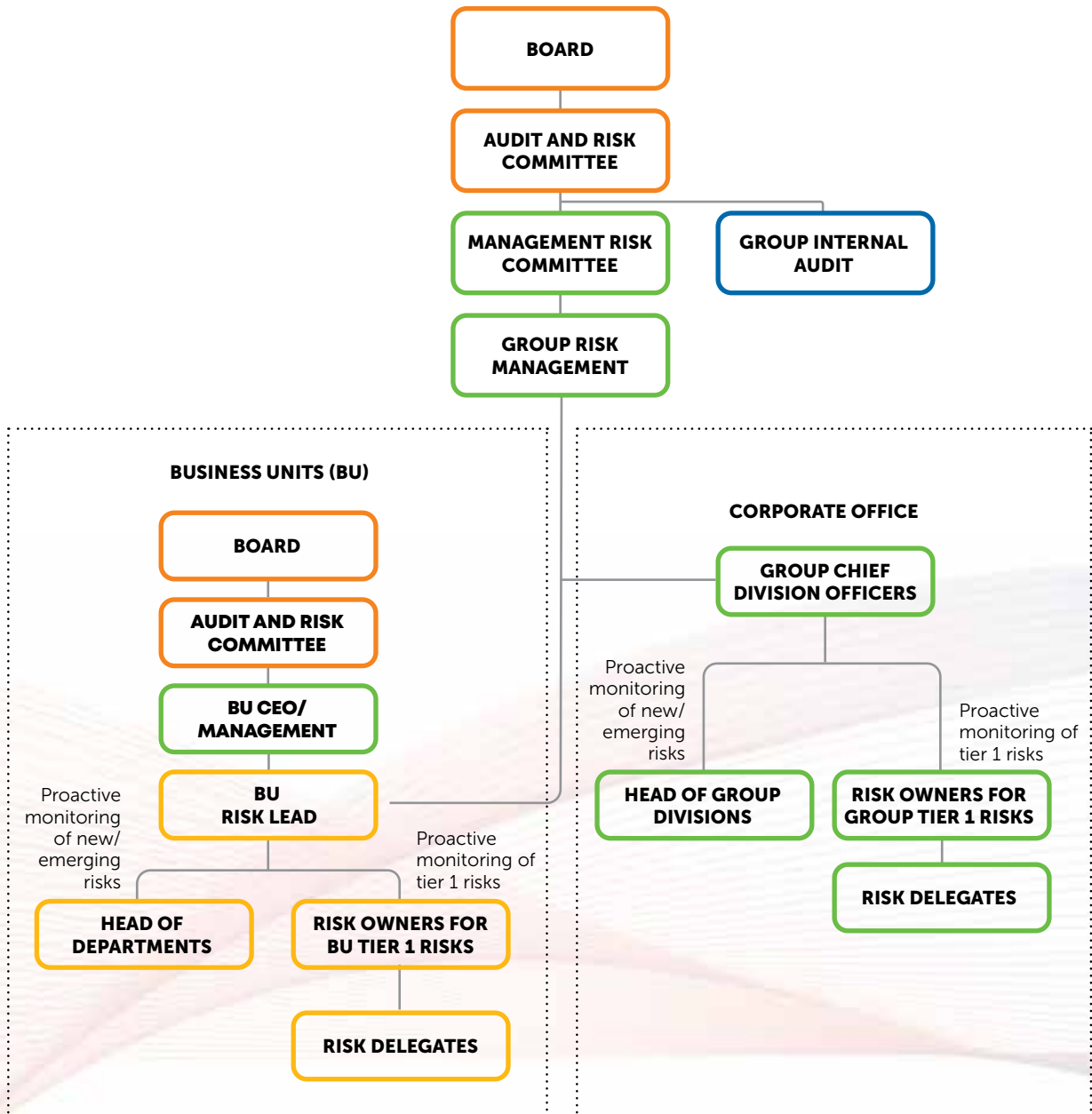
In 2023, COVID-19 measures continued to ease globally in the countries where we operate. In May, the United Nations World Health Organisation declared an end to COVID-19 as a public health emergency. 2023 was also a year marked by numerous global events ranging from geopolitical tensions to unprecedented natural disasters. These continue to introduce significant challenges to our business. We navigated through these uncertainties guided by our risk management framework and risk mitigation strategies to maintain operational stability and business resilience.

RISK OVERSIGHT & GOVERNANCE STRUCTURE

ComfortDelGro's Board assumes the overall risk governance responsibility and sets the tone for the Group. The Audit and Risk Committee ("ARC") assists the Board in maintaining risk management and internal controls oversight. Internal Audit provides independent assurance on the adequacy and effectiveness of the Risk Management Framework and Internal Controls. The Management Risk Committee ("MRC") establishes and enforces the risk management and internal control system and ensures robust systems and processes are in place to identify and manage risks enterprise-wide. The Managing Director/Group Chief Executive Officer ("MD/GCEO") chairs the MRC, and members comprise the CEOs from major BUs and the Group Chief Division Officers (Corporate Office). The Group's key risks are identified, reviewed regularly, and presented to the ARC and the Board on a quarterly basis, or as necessary to the ARC.

The Board acknowledges that no system of internal controls and risk management can provide absolute assurance against poor judgement in decision-making, human errors, losses, fraud and other unexpected events.

GOVERNANCE STRUCTURE



RISK MANAGEMENT

SHARING RISK MANAGEMENT RESPONSIBILITIES THROUGH THE “FOUR LINES OF DEFENCE” (LOD)

THE BOARD

- Responsible for the oversight of the Group’s risk management, internal controls, policies and systems
- Integrate risk management culture and appetite into strategic decision-making process
- Comprises Chairman, Executive Directors and Non-Executive Directors



INDEPENDENT ASSURANCE

- Internal Audit reports independently to the ARC, and is responsible for testing the adequacy and effectiveness of the risk management, internal controls and compliance policies set up by the Management
- All Whistleblowing and investigation outcomes will be reported to the ARC
- External assurance providers to complement internal sources of assurance



MANAGEMENT ASSURANCE

- The Group Risk Office led by the Group Chief Risk Officer is responsible for developing and enforcing the risk management framework and strategy, implementing the minimum acceptable controls and monitoring compliance
- Comprises MD/GCEO, BU CEOs and Group Chief Division Officers, where each Group Chief is responsible for the risks in their functional areas



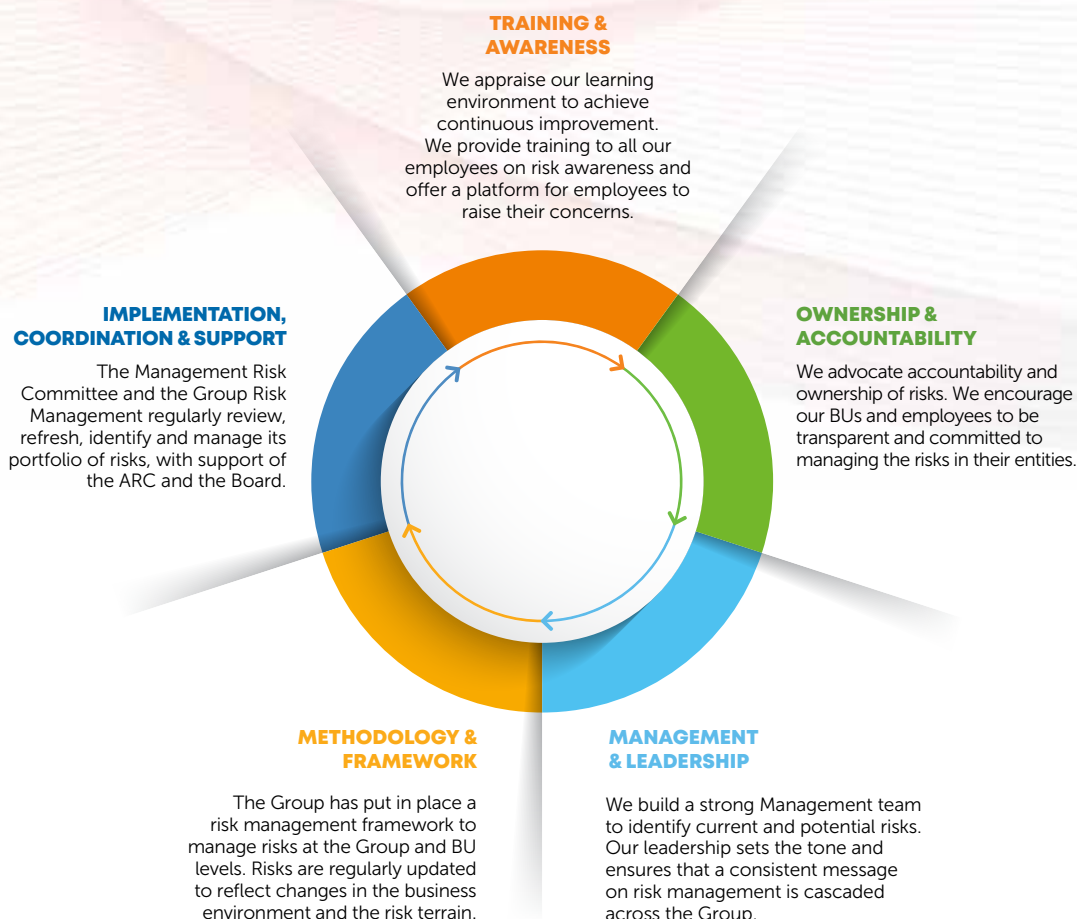
BUSINESS ASSURANCE

- Responsible for setting up policy management, identify, assess and manage risks, build a robust internal control environment and maintain strong financial and operational governance
- Department Heads, Managers and employees are to embed risk-mitigating controls when designing their operational process and procedures

RISK CULTURE

The Group believes in setting a robust risk management culture by ensuring good awareness, attitude and behaviour toward risk management. We aim for continuous improvements by aligning ourselves with best practices and lessons learnt. The Group Risk Office facilitates discussions and sharing of risk information with the BU Risk Leads, through the Group Risk Management meetings. This collaboration ensures the effective and consistent implementation of risk management practices throughout the Group. Senior Management constantly reinforces this culture through active communication on our risk strategies and commitment, thereby establishing a strong 'tone from the top'.

Since refreshing our risk management framework in 2020, we continue to refine our risk management processes throughout the Group. To foster a risk-awareness culture within the Group, we integrated risk training into our new joiner orientation programme and regularly conduct risk training sessions for our existing employees. This educates our new joiners on our risk management framework and the various channels where risk matters are discussed and inquired. We also communicate through risk newsletters to embed these practices in our decision-making and business processes.



RISK MANAGEMENT

RISK MANAGEMENT

Our risk management framework is aligned with the ISO 31000:2018 Risk Management and COSO Enterprise Risk Management Framework. BU-level tier 1 risks are identified through an annual risk workshop facilitated by the BU Risk Lead. These risks are consolidated by the Group Risk Office to ensure a comprehensive risk universe categorised across the strategic, financial, operational, compliance, and technology domains. These risks are presented to the Management Risk Committee and used to prioritise the Group's tier 1 risks for active management and monitoring by the Management team. The Group's tier 1 risks are presented to the ARC for endorsement, and risk movements and key risk indicators are reported to the ARC on a quarterly basis. The ARC provides oversight of the activities and management of these tier 1 risks to ensure the risks are managed within the Board's defined risk appetite and tolerance. This strengthens the top-down and bottom-up approach that engages everyone in the organisation and ensures alignment between strategic objectives and business-level performance.

RISK APPETITE

The Board, with support from the ARC, endorses the Group's risk appetite statements and risk tolerance limits for the Group's key risks. These guide management in ensuring that appropriate levels of control are in place to manage the risks, while allowing business operations to continue to run.

Operating within the risk appetite framework reflects ComfortDelGro's dedication to providing value to shareholders through sustainable growth across strategic, operational, technological, and financial domains, while upholding legal and regulatory compliance. The Group is dedicated to conducting its affairs with integrity and adhering to its values, actively managing measured risks, and concurrently pursuing opportunities for business expansion.

GROUP KEY RISKS

BUSINESS STRATEGY

The Group remains committed to executing ComfortDelGro's strategic objectives whilst driving sustainable and profitable growth that delivers long-term value for our shareholders through impactful development and continued market leadership. We're expanding in existing markets, pursuing adjacent businesses, growing global rail operations, and building future mobility capabilities to capitalise on megatrends. Our strategy will not only drive growth, but also strengthen ComfortDelGro's resilience for the future.

Our key mitigation actions include:

- **Commitment, Oversight and Tone from Top Setting:**
The Board, with the support of the Strategic and Investment Committee, exercises oversight over mergers and acquisitions and the execution of the Group's strategy. We utilise various key risk indicators to monitor our business strategy risks, ensuring alignment with our corporate strategy plans and targets.
- **Proactive Risk Mitigation for Strategic Alignment:**
The Group Corporate Development Division conducts risk evaluations for all strategic business decisions and major investments prior to approvals from the Board Strategic and Investment Committee. Where necessary, independent third parties are also appointed to conduct due diligence and recommend mitigation measures as appropriate to ensure investments align with the Group's risk appetite.

- **Enhancing Process to Evaluate Investments:**

An approval process, including extensive due diligence performed by internal and/or external experts, is required for all investment proposals.

COMPETITION

With competition from new entrants and technology start-ups emerging in the various markets, the Group recognises that competition risk remains high in the mobility space. To maintain its competitive edge, ComfortDelGro is committed to adapting its operations beyond mere efficiency and to embracing clean energy solutions.

Our key mitigation actions include:

- **Partnerships and Collaborations to Diversifying Offerings and Embracing Innovation:**
The Group continues to leverage partnerships and collaborations to strengthen its foothold as a relevant and significant player in the land mobility market. These partnerships enhance technological capabilities, optimise operational efficiency, and reduce development costs, ultimately solidifying ComfortDelGro's competitive edge.
- **Maintaining and Growing Fleet Presence:**
The Group Business Development team safeguards ComfortDelGro's market share through careful oversight and proactive involvement in tender opportunities. This robust presence across both traditional and emerging land mobility segments ensures financial stability and competitiveness against new entrants and evolving customer preferences while keeping performance aligned with the Group's risk appetite thresholds.

- **Continuous Market Research and Adaptation:**

The Group conducts ongoing market research and analysis to stay attuned to shifting customer behaviour and market dynamics. By taking a proactive stance, the Group is able to adapt quickly, innovate offerings, and tailor services to meet evolving customer preferences, ensuring relevance and competitiveness in the market.

- **Operational Excellence and Continuous Improvement:**

The Group prioritises operational excellence through performance assessment, process optimisation, and continuous improvement programmes across all aspects of our operations. Our goals are to optimise productivity and costs, as well as streamline processes by cultivating an environment of quality and excellence. Our commitment to operational excellence allows the Group to deliver high-quality services, maintain a competitive cost structure, and swiftly adapt to changing market demands, ensuring sustained growth and profitability in the land mobility sector.

TECHNOLOGY EXPLOITATION

Amidst the rapid digital transformation accelerated by the COVID-19 pandemic, ComfortDelGro proactively adapts to the evolving technological landscape to drive innovation and incorporate advancements into its business operations, services, and offerings. Embracing digitalisation, electrification, and autonomous technologies is crucial for sustained growth and an improved commuter experience.

Our key mitigation actions include:

- **Strategic Technological Roadmap:**

We continuously review and refine our digital roadmap, aligning it with industry trends and emerging technologies. This ensures that our technological evolution remains dynamic and adaptive to the changing landscape.

- **Autonomous Vehicle Centre of Excellence:**

We established our Autonomous Vehicle Centre of Excellence in 2022. This centre serves as a hub for expertise, research, and development, enabling us to stay at the forefront of autonomous technologies while prioritising safety and reliability.

CLIMATE-RELATED

As a leading land mobility company, ComfortDelGro recognises the importance of understanding and managing our climate-related risks and opportunities. This allows our investors, workforce and other stakeholders to better comprehend the implications of climate change, and how ComfortDelGro is addressing them. By doing so, we secure long term viability of our business, instilling trust and confidence amongst our stakeholders.

Our key mitigation actions include:

- **Recognising Climate-Related Risk:**

We recognise climate-related risks by aligning our sustainability framework to global standards, including the Task Force on Climate-related Financial Disclosures (TCFD). Based on TCFD's categorisation of transition and physical climate risks, we conducted a screening exercise informed by qualitative desktop research to identify the potential impact level of each risk in the geographies we operate in.

- **Mitigating Climate-Related Risk:**

Through the identification of climate-related risks and opportunities, we strive to strengthen our climate mitigation and adaptation measures, which currently includes our commitment to carbon reduction targets validated by the Science Based Targets initiative ("SBTi"). By investing into green transportation, we are actively transitioning our fleet to more efficient and cleaner vehicles. We aim to further reduce our greenhouse gas (GHG) emissions and mitigate our contribution to climate change, with the ultimate goal of moving people and goods further and faster through cleaner options.

- **Proactive Sustainability Monitoring:**

We constantly leverage technologies and digital solutions to monitor our sustainability performance across our Group's business operations. This data-driven approach helps us identify areas for improvement and track progress towards our environmental goals.

- **Collaborative Action Throughout the Supply Chain:**

We proactively work with our partners, suppliers, and contractors throughout the supply chain to promote sustainable practices and reduce our collective environmental impact. This collaborative approach amplifies our efforts and fosters industry-wide change.

- **Investing in Sustainable Solutions:**

We remain dedicated to investing in innovative technologies and solutions that further decarbonise our operations and mitigate climate-related risks. This ongoing commitment underscores our unwavering focus on being a responsible and sustainable transport leader.

RISK MANAGEMENT

GEOPOLITICAL

ComfortDelGro acknowledges the complexity of navigating geopolitical risks and their potential impact on our business operations. As a global company, we understand the need for a comprehensive approach to manage these uncertainties and protect our interests.

Our key mitigation actions include:

- **Diversification and Local Partnerships:**
By forging strategic partnerships with local entities, we are able to effectively navigate complex geopolitical environments, leveraging on our partners' local knowledge and expertise to adapt to rapidly evolving geopolitical dynamics.
- **Continuous Geopolitical Risk Monitoring:**
We maintain ongoing monitoring of our exposure to geopolitical risks while keeping a vigilant eye on our stakeholders to mitigate potential disruptions in our supply chain.

FUEL AND ELECTRICITY

ComfortDelGro acknowledges the increased volatility of oil prices in 2023, primarily driven by a combination of geopolitical conflicts and the post-pandemic recovery. Oil price fluctuation remains a concern, with elevated prices leading to lower profit margins due to higher operating costs.

Our key mitigation actions include:

- **Proactive Mitigation through Contractual Protections and Market Strategies:**
Our public transport contracts include fuel indexation mechanisms to mitigate price volatility, while we also closely monitor oil price movements and utilise forward contracts where appropriate.

- **Internal Efficiency Initiatives:**
ComfortDelGro continues with its efforts to reduce energy usage by conducting energy audits of high-consumption facilities, monitoring of driving behaviours to encourage better energy efficiency and installing solar panels on selected premises.

FRAUD

The Group prioritises proactive fraud prevention through comprehensive internal controls and audits, ensuring compliance and transparency. Vigilant risk awareness and ethical conduct are ingrained in our culture, securing our future through unwavering vigilance and integrity.

Our key deterrent and mitigation actions include:

- **Commitment, Oversight, and Tone from Top:**
The Management sets the tone from the top in promoting ethical culture and zero tolerance to fraud. Our employees are required to declare any conflicts of interest annually. They undergo frequent training pertaining to anti-corruption, anti-bribery, ethics and competition law. To ensure our supply chain partners maintain the same level of rigour we set internally, they are required to comply with our Supplier Code of Conduct.
- **Whistle Blowing Policy:**
The Group has an established Whistle Blowing Policy. A whistleblowing alert line that empowers our employees to report any misconduct or fraud directly to the Chairman of ARC and/or the Group Chief Internal Audit Officer. Employees are given a Company e-handbook detailing how they can go about raising their concerns. The ARC provides independent oversight on the investigations conducted by the Group Internal Audit. Reported incidents will be dealt with promptly and thoroughly.

- **Proactive Risk Identification and Mitigation:**
Our commitment in preventing and detecting fraud extends beyond robust internal controls, including checks and balances and multi-step approvals. We leverage our comprehensive Minimum Acceptable Controls Questionnaire to establish consistent baseline controls across the Group, enhancing the effectiveness of our finance and business processes.

CYBERSECURITY

Cybersecurity threats are continuously evolving and increasing across all IT environments, including on premise and the cloud. We remain committed to actively strengthening our cybersecurity posture to protect our networks, infrastructure, and the data and information entrusted to the Group.

Our key mitigation actions include:

- **Commitment, Oversight, and Tone from Top Setting:**
Our IT Security Steering Committee, steered by the management, amplifies executive dedication to cyber resilience. Driven by this commitment, they spearhead advancements in technology adoption, strengthening of the security posture, meticulous security monitoring, and fostering a culture of ethical conduct.
- **Proactive Defence: Building a Robust Cybersecurity Posture:**
ComfortDelGro's dedicated IT Security team actively strengthens our defences and response capabilities against evolving cyber threats, continuously benchmarking our physical and cyber security measures against leading international standards and best practices. This ensures that we remain at the forefront of cybersecurity preparedness.

- **Comprehensive Risk Mitigation Strategies and Cultivate a Security-Aware Culture:**

We ensure compliance with our internal information technology and security policies and procedures by conducting regular cyber security awareness education for all employees. Our awareness training programmes empower employees and create a security-conscious culture within the Group, equipping each individual with the ability to identify and report potential threats.

- **Strengthening Risk Transfer Mechanisms:**

To further diversify our risk mitigation strategies, the Group proactively negotiated and renewed our cybersecurity insurance coverage, ensuring comprehensive financial protection against potential cyber incidents.

- **Incident Response and Business Continuity Planning:**

ComfortDelGro remains committed to cybersecurity preparedness, in recognition of the potential inevitability of cyber incidents. We practise and maintain a comprehensive incident response and business continuity plan to ensure timely and effective actions in the event of a cyber incident. Our preparedness helps us minimise potential impact, recover affected systems and maintain business operations.

PERSONAL DATA CONFIDENTIALITY

ComfortDelGro recognises its role as a trusted data custodian of its employees' and customers' personal data.

Our key mitigation actions include:

- **Protecting Privacy, Prioritising Security: Addressing Personal Data Confidentiality Risk:**

The Group has implemented various policies, practices and controls to protect the confidentiality of this data. We regularly review our means of collecting, managing, safekeeping, sharing and disposal of data to ensure compliance with the personal data protection regulations of the various jurisdictions in which we operate.

- **Continuous Review and Enhancement:**

We are committed to continuous improvements, regularly reviewing and refining our data management processes. This includes periodic evaluations and updates of our data inventory map, ensuring transparency and accountability for all personal data entrusted to us.

- **Empowering Our Workforce:**

Data Protection Officers ("DPOs") and other organisational representatives involved in the management of personal data are trained to ensure that they are equipped with the required competencies. The DPO contact information is made available to the public through our website for addressing any personal data concerns relating to CDG Group.

- **Demonstrate Accountable Data Protection Practices:**

BUs in Singapore are encouraged to attain the Data Protection Trustmark certification to enhance the Company's reputation, foster trust and instil confidence in the business, raising their competitiveness both locally and overseas.

- **Internal Controls and Assurance:**

We proactively ensure data governance by leveraging the regular compliance audits throughout the year, complemented by annual self-assessments completed by business units using the Minimum Acceptable Controls Questionnaire.

REGULATORY AND COMPLIANCE

The Group is committed to ensuring that all its BUs comply with the laws and regulations in the countries in which we operate. These regulations include pricing, service standards, licences to operate and transport policies. As part of the risk management process, we maintain a compliance framework to monitor closely for any changes in the laws and regulations.

Our key mitigation actions include:

- **Proactive Engagement:**

We proactively engage with the authorities in the various countries we operate in to allow mutual understanding of our businesses and the implications of the changing regulations. Where appropriate, the BUs would also participate in public consultation exercises to provide feedback to the authorities and understand the applicability of the new laws to the business environment.

- **In-House Advisories:**

The in-house legal teams also provide advisories and updates on recent legal and regulatory developments and case laws to help BUs to appreciate the legal landscape they operate in.

- **Internal Audit:** Group Internal Audit conducts regular periodic audits and checks to ensure compliance.

RISK MANAGEMENT

DRIVER AND TECHNICIAN SHORTAGE

As a leading land transport provider, ComfortDelGro faces a critical challenge: a global shortage of bus drivers and skilled technicians, particularly in our key markets of Singapore, the United Kingdom and Australia.

Our key mitigation actions include:

Attracting New Workforce

- **Diverse Recruitment Campaigns:**
As part of our efforts to increase diversity, we are expanding our recruitment programme to include retirees as well as younger drivers.
- **Enhanced Flexibility:**
We have made compensation packages more attractive and introduced flexible work options, such as shift choices, to cater to individual needs and preferences.

Retaining and Empowering Existing Workforce

- **Upskilling Opportunities:**
We are investing in training and development programmes to equip our drivers and technicians with the latest skills and competencies, ensuring a future-proof workforce.
- **Collaborative Partnerships:**
We actively engage with local authorities and unions to ensure fair compensation, recognition for employee contributions, and prioritised employee welfare, fostering a supportive and engaging work environment.

TALENT ATTRACTION AND RETENTION

At ComfortDelGro, our talented employees are the driving force behind our continued success. We recognise that attracting, developing, and retaining top talent is crucial for sustainable growth. Therefore, we are committed to fostering a dynamic and supportive environment where employees can thrive and reach their full potential.

Our key mitigation actions include:

- **Cultivating Career Growth and Engagement:**
We take employee growth seriously, providing targeted training and development opportunities tailored to individual needs and aspirations. Through initiatives like specialised LinkedIn Learning pathways and experiential learning programmes, we equip our workforce with the skills and knowledge necessary to navigate a dynamic and evolving industry. In 2023, these efforts have already borne fruit, empowering employees to chart their career paths within the Group.
- **Remaining Competitive in the Talent Landscape:**
We understand the importance of competitive compensation and benefits packages in attracting and retaining top talent. By actively benchmarking against industry standards and conducting regular assessments, we ensure our offerings remain attractive and compelling. This commitment to competitive remuneration positions us strategically in the war for talent, attracting the best minds to support our future growth.

- **Building a Strong and Inclusive Culture:**

Beyond financial rewards, we recognise the significance of fostering a strong and inclusive workplace culture. From day one, we embed training and discussions on our Code of Conduct and Diversity, Equality & Inclusion policy into our new employee onboarding programmes. This emphasis on creating a cohesive and respectful environment where everyone feels valued and empowered contributes directly to higher employee satisfaction, engagement, and ultimately, performance. Regular employee engagement surveys across the Group allow us to stay attuned to employee needs and concerns, ensuring that we continuously create a workplace that nurtures talent and inspires excellence.

WORKPLACE SAFETY & HEALTH

ComfortDelGro is committed to prioritising the holistic well-being, safety and security of our employees and commuters, covering physical and mental health.

Our key mitigation actions include:

- **Prioritising well-being, encompassing both physical and mental health, ensuring safety:**
We strive for operational excellence across the organisation through a proactive risk management approach, including mental health initiatives, and adopt zero tolerance for non-compliance with our Health and Safety policies and procedures.
- **Ongoing evaluation and enhancement:**
We perform regular servicing of our public vehicles, inspect high-risk premises and conduct fire drills as part of our prevention measures. We monitor our safety performance indicators monthly, measured against annual improvement targets.

- **Empowering our workforce and leaders:**

In 2022, all our Directors, Management and BU Heads attended a briefing on the newly launched Singapore's Code of Practice on Chief Executives and Board of Directors Workplace Safety and Health Duties. In 2023, we continued to engage with our employees through internal and external training, increasing our safety drills and enhancing our vehicles and equipment's safety features.

- **Internal Controls and Assurance:**

We regularly assess our methods of promoting, managing and ensuring safety measures to comply with Health and Safety regulations in the various jurisdictions we operate in. We conduct regular on-site visits to reassess the safety features of our premises, such as adding more barricades, establishing designated walkways for pedestrians, and implementing zebra crossings which aims to better segregate pedestrian and vehicular traffic in order to minimise the chances of accidents. These enhancements underscore our dedication to creating a safer workplace.

INTERNAL CONTROL

The Group Risk Office has revised and updated our risk-based Minimum Acceptable Controls to further strengthen our internal controls framework. All our BUs will review and assess their compliance to our Minimum Acceptable Controls annually to ensure a robust internal control environment. All Chief Executive Officers of our business units will provide annual written assurance to the Group Chief Executive Officer through the Group Risk Office. Thereafter, the Group Risk Office will review and assess all submitted responses to maintain oversight and ensure compliance with the Minimum Acceptable Controls.

AUDIT PROCESS

The Internal and External Auditors conduct reviews in accordance with their audit plans to assess the adequacy of the internal controls that are in place. A risk-based approach has been adopted for the annual internal audit plan, which extends to the auditable universe of the Group. In the course of their audits, the Internal and External Auditors will highlight to the Management and the ARC the areas with material deficiencies, non-compliance, weaknesses or occurrences or potential occurrence of significant risk events. The auditors will also propose mitigating measures and treatment plans. The audit recommendations are to be followed up as part of the Group's continuous review of its system of internal controls, and the implementation status is reported to the ARC.

The Group Internal Audit is independent of the activities it audits, and has unfettered access to the ARC, the Board and the Management. In line with best practices, Group Internal Audit has a Quality Assurance Programme that covers all aspects of its audit activities and conforms to international standards of auditing. During the year, the Group engaged Protiviti to conduct a Quality Assurance Review of the Group's Internal Audit function. The Group Internal Audit continues to meet or exceed the Institute of Internal Auditors (IIA) Standards in all key aspects. The Quality Assurance Review is conducted every 5 years.

CODE OF BUSINESS CONDUCT

The Group has adopted a Code of Business Conduct which sets out the principles and policies upon which businesses are conducted. The Code of Business Conduct includes the anti-corruption and anti-bribery policies that command zero tolerance on fraud, improper use of monetary favors, gifts or entertainment. In addition, employees should not put themselves in a position of conflict of interest with the Group. If there is a potential conflict of interest, employees should declare to their immediate supervisors and recuse themselves from the decision process. The Group also enhanced the mandatory Conflict of Interest declaration on our intranet site for a seamless process and reporting.

FINANCIAL CALENDAR

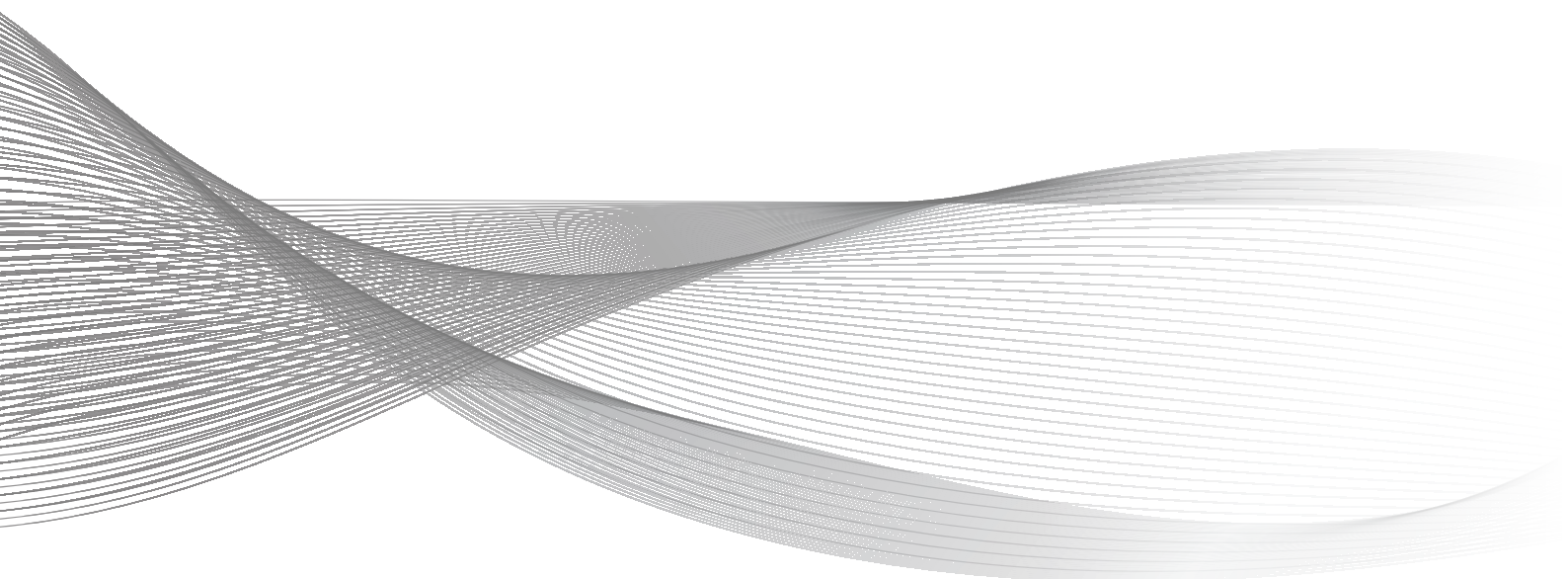
2023

Announcement of 2022 Full-Year Results	24 February 2023
Annual General Meeting	28 April 2023
Payment of 2022 Final Dividend (1.76 cents/share)	18 May 2023
Payment of 2022 Special Dividend (2.46 cents/share)	18 May 2023
Announcement of 2023 Half-Year Results	14 August 2023
Payment of 2023 Interim Dividend (2.9 cents/share)	31 August 2023

2024

Announcement of 2023 Full-Year Results	29 February 2024
Annual General Meeting	26 April 2024
Payment of 2023 Final Dividend (3.76 cents/share) <i>(Subject to Shareholders' approval at the forthcoming Annual General Meeting)</i>	15 May 2024
Announcement of 2024 Half-Year Results	14 August 2024*

* Provisional - Updates will be posted on www.comfortdelgro.com



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DIRECTORS' STATEMENT

The Directors present their statement to the members together with the audited Consolidated Financial Statements of ComfortDelGro Corporation Limited (the "Company") and its subsidiaries (collectively referred to as the "Group") and the Statements of Financial Position and Statement of Changes in Equity of the Company for the financial year ended 31 December 2023.

OPINION OF THE DIRECTORS

In the opinion of the Directors,

- (i) the Consolidated Financial Statements of the Group and the Statements of Financial Position and Statement of Changes in Equity of the Company are drawn up so as to give a true and fair view of the financial position of the Group and of the Company as at 31 December 2023, and the financial performance, changes in equity and cash flows of the Group and changes in equity of the Company for the year ended on that date; and
- (ii) at the date of this statement there are reasonable grounds to believe that the Company will be able to pay its debts as and when they fall due.

1. DIRECTORS

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

Mark Christopher Greaves	(Chairman)
Choi Shing Kwok	(Deputy Chairman)
Cheng Siak Kian	(Managing Director/Group Chief Executive Officer)
Russell Stephen Balding AO	
Jessica Cheam	
Susan Kong Yim Pui	
Lee Jee Cheng Philip	
Ooi Beng Chin	
Tan Peng Hoe, Steve	(Appointed on 28 April 2023)
Tham Ee Mern Lilian	

Mr Lim Jit Poh and Ms Sum Wai Fun, Adeline who served during the financial year, retired as Directors of the Company following the conclusion of the Annual General Meeting on 28 April 2023.

2. ARRANGEMENTS TO ENABLE DIRECTORS TO ACQUIRE BENEFITS BY MEANS OF THE ACQUISITION OF SHARES AND DEBENTURES

Neither at the end of the financial year nor at any time during the financial year did there subsist any arrangement whose object is to enable the Directors of the Company to acquire benefits by means of the acquisition of shares or debentures in the Company or any other body corporate, except for the options mentioned in paragraphs 3 and 4 of the Directors' Statement.

DIRECTORS' STATEMENT

3. DIRECTORS' INTERESTS IN SHARES AND DEBENTURES

The Directors of the Company holding office at the end of the financial year had no interests in the share capital and debentures of the Company and its related corporations as recorded in the register of Directors' shareholdings kept by the Company under Section 164 of the Singapore Companies Act 1967, except as follows:

	At 1 January 2023 or date of appointment, if later	At 31 December 2023	At 21 January 2024
Interest in the Company			
(a) Ordinary shares			
Lim Jit Poh ⁽¹⁾	244,425	(See Note 1)	(See Note 1)
Cheng Siak Kian ⁽²⁾	37,500	78,750	78,750
Choi Shing Kwok	30,000	30,000	30,000
Mark Christopher Greaves	40,000	40,000	40,000
Mark Christopher Greaves (Deemed Interest)	10,000	10,000	10,000
Sum Wai Fun Adeline ⁽³⁾	240,000	(See Note 3)	(See Note 3)

(b) Unvested performance share awards under the ComfortDelGro Executive Share Award Scheme

	Number of unvested shares held by Directors		
	At 1 January 2023	At 31 December 2023	At 21 January 2024
Cheng Siak Kian ⁽²⁾	127,500	236,250	236,250
	At 1 January 2023	At 31 December 2023	At 21 January 2024

Interest in subsidiary, SBS Transit Ltd

(a) Ordinary shares			
Mark Christopher Greaves (Deemed Interest)	10,000	10,000	10,000
Cheng Siak Kian ⁽²⁾	–	7,500	7,500

(b) Unvested performance share awards under the SBS Executive Share Award Scheme

	Number of unvested shares held by Directors		
	At 1 January 2023	At 31 December 2023	At 21 January 2024
Cheng Siak Kian ⁽²⁾	30,000	102,500	102,500

DIRECTORS' STATEMENT

3. DIRECTORS' INTERESTS IN SHARES AND DEBENTURES (cont'd)

	At 1 January 2023 or date of appointment, if later	At 31 December 2023	At 21 January 2024
Interest in subsidiary, VICOM Ltd			
(a) Ordinary shares			
Lim Jit Poh	760,000	(See Note 1)	(See Note 1)
Mark Christopher Greaves	10,000	10,000	10,000
Choi Shing Kwok (Deemed Interest)	12,000	12,000	12,000

NOTES:

(1) Mr Lim Jit Poh retired as Director of the Company on 28 April 2023.

(2) Mr Cheng Siak Kian was appointed as Director of the Company on 1 January 2023.

(3) Ms Sum Wai Fun Adeline retired as Director of the Company on 28 April 2023.

4. SHARE AWARDS

(a) Share awards of the Company

- (i) The Company obtained Shareholders' approval at its Annual General Meeting held on 26 April 2018 to implement the ComfortDelGro Executive Share Award Scheme ("CDG ESAS") for Executive Directors and Key Executives as part of the long-term incentive programme to attract talent, retain them and reward those who make significant contributions to the Group. The CDG ESAS is administered by the Nominating and Remuneration Committee (the "Committee") comprising Mr Mark Christopher Greaves (Chairman), Mr Choi Shing Kwok, Mr Russell Stephen Balding AO, Ms Susan Kong Yim Pui, Mr Lee Jee Cheng Philip, and Mr Tan Peng Hoe, Steve.
- (ii) Under the CDG ESAS, the shares are granted conditional upon performance targets being met and have a vesting schedule whereby only a portion of the benefits would be granted each year. The grant of the shares may be withdrawn or clawed-back in the event of exceptional circumstances of material misstatement of financial results or misconduct resulting in financial or other losses for the Group.
- (iii) The Board and the Committee believe that the Executive Share Award Scheme will help ensure that the Group continues to have a strong leadership team, credible talent pipeline and reinforce the delivery of long-term shareholder value.
- (iv) During the financial year, the Company granted the fifth tranche of share awards of 920,000 (2022: 755,000) ordinary shares pursuant to the CDG ESAS to selected employees of the Group. This included an award of 150,000 (2022: 127,500) ordinary shares to Executive Director, Mr Cheng Siak Kian. These are time-based awards to be vested over a 4-year period.
- (v) No participants to the CDG ESAS are controlling shareholders of the Company and their associates.

DIRECTORS' STATEMENT

4. SHARE AWARDS (cont'd)

(a) Share awards of the Company (cont'd)

- (vi) Since the adoption of the CDG ESAS, a total of 3,525,000 (2022: 2,605,000) share awards were granted. Details of the share awards granted, vested and lapsed and the number of unvested share awards outstanding as at the end of the financial years are as follows:

Date of grant	Balance at 1 January 2023	Number of share awards			Balance at 31 December 2023
		Granted	Vested	Lapsed	
6 May 2019	97,500	–	(92,500) *	(5,000)	–
6 May 2020	235,000	–	(155,000) *	–	80,000
6 May 2021	540,000	–	(273,750) *	(28,750)	237,500
6 May 2022	755,000	–	(332,500) *	(40,000)	382,500
8 May 2023	–	920,000	–	–	920,000
Total	1,627,500	920,000	(853,750)	(73,750)	1,620,000

* All of the ordinary shares were delivered by way of the issue of treasury shares.

- (vii) Details of the share awards since the commencement of the Executive Share Award Scheme were as follows:

Director	Aggregate share awards granted since the commencement to 31 December 2023	Aggregate share awards vested since the commencement to 31 December 2023	Aggregate share awards outstanding at 31 December 2023
Cheng Siak Kian	315,000	78,750	236,250

(b) Share awards of subsidiary, SBS Transit Ltd

- (i) SBST obtained Shareholders' approval at its Annual General Meeting held on 29 April 2021 to implement the SBS Executive Share Scheme ("SBS ESS") for Executive Directors and Key Executives as part of the long-term incentive programme to attract talent, retain them and reward those who make significant contributions to the Group. The SBS ESS is administered by Nominating and Remuneration Committee (the "Committee") comprising Mr Tan Beng Hai (Chairman), Mr Cheng Siak Kian, Mr Desmond Choo Pey Ching, Ms Susan Kong Yim Pui, Professor Lim Seh Chun and Dr Tan Kim Siew.
- (ii) Under the SBS ESS, the shares are granted conditional upon performance targets met and have a vesting schedule whereby only a portion of the benefits would be granted each year. The grant of the shares may be withdrawn or clawed-back in the event of exceptional circumstances of material misstatement of financial results or misconduct resulting in financial or other losses for the Group.
- (iii) The Board and the Committee believe that the SBS ESS will help ensure that SBST continues to have a strong leadership team, credible talent pipeline and reinforce the delivery of long-term shareholder value.
- (iv) On 8 May 2023, SBST granted the first tranche of share awards of 567,000 (2022: 411,000) ordinary shares pursuant to the SBS ESS to selected employees of the Group. This included an award of 80,000 (2022: 30,000) ordinary shares to Deputy Chairman, Mr Cheng Siak Kian. These are time-based awards to be vested over a 4-year period.
- (v) Non-participants of the SBS ESS are controlling shareholders of SBST and their associates.

DIRECTORS' STATEMENT

4. SHARE AWARDS (cont'd)

(b) Share awards of subsidiary, SBS Transit Ltd (cont'd)

- (vi) Since the adoption of the SBS ESS, a total of 978,000 (2022: 411,000) share awards were granted. Details of the share awards granted, vested and the number of unvested share awards outstanding as at the end of the financial year is as follows:

Date of grant	Number of share awards			Balance at 31 December 2023
	Balance at 1 January 2023	Granted	Vested	
12 July 2022	403,500	–	(100,875)	302,625
08 May 2023	–	567,000	–	567,000
Total	403,500	567,000	(100,875)	869,625

- (vii) Details of the share awards since the commencement of the SBS ESS were as follows:

Director	Aggregate share awards granted since the commencement to 31 December 2023	Aggregate share awards vested since the commencement to 31 December 2023	Aggregate share awards outstanding at 31 December 2023
Cheng Siak Kian	110,000	7,500	102,500

5. AUDIT AND RISK COMMITTEE

At the date of this report, the Audit and Risk Committee comprises six non-executive and independent Directors as follows:

Lee Jee Cheng Philip	(Chairman)
Russell Stephen Balding AO	
Jessica Cheam	
Susan Kong Yim Pui	(Appointed on 1 January 2023)
Ooi Beng Chin	
Tham Ee Mern Lilian	(Appointed on 1 January 2024)

The Audit and Risk Committee carried out its functions in accordance with Section 201B(5) of the Singapore Companies Act 1967 and the Code of Corporate Governance 2018.

In performing its functions, the Audit and Risk Committee reviewed the overall scope of both internal and external audits and the assistance given by the Company's officers to the auditors.

It met with the Company's internal and external auditors four times during the year to discuss the scope and results of their respective audits, and at least once annually without the presence of Management. The Audit and Risk Committee has reviewed the independence of the external auditors, Messrs Ernst & Young LLP, including the scope of the non-audit services performed and confirmed that the auditors are independent.

The Audit and Risk Committee has full access to and has the co-operation of Management and has been given the resources required for it to discharge its function properly. It also has full discretion to invite any Director and Executive Officer to attend its meetings. The external and internal auditors have unrestricted access to the Audit and Risk Committee.

In addition, the Audit and Risk Committee reviewed the Financial Statements of the Group before their submission to the Board of Directors of the Company and provided assurance to the Board on the adequacy of financial, operational, compliance and information technology controls.

DIRECTORS' STATEMENT

6. AUDITOR

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

On behalf of the board of directors:

Mark Christopher Greaves
Chairman

Cheng Siak Kian
Managing Director/Group Chief Executive Officer

Singapore
29 February 2024

INDEPENDENT AUDITOR'S REPORT

TO THE MEMBERS OF COMFORTDELGRO CORPORATION LIMITED

REPORT ON THE AUDIT OF THE FINANCIAL STATEMENTS

Opinion

We have audited the financial statements of ComfortDelGro Corporation Limited (the "Company") and its subsidiaries (collectively, the "Group"), which comprise the Statements of financial position of the Group and the Company as at 31 December 2023, the statements of changes in equity of the Group and the Company and the consolidated income statement, consolidated statement of comprehensive income and consolidated cash flow statement of the Group for the year then ended, and notes to the financial statements, including material accounting policy information.

In our opinion, the accompanying consolidated financial statements of the Group, and the Statements of financial position and the statement of changes in equity of the Company are properly drawn up in accordance with the provisions of the Companies Act 1967 (the "Act") and Singapore Financial Reporting Standards (International) ("SFRS(I)") so as to give a true and fair view of the consolidated financial position of the Group and the financial position of the Company as at 31 December 2023 and of the consolidated financial performance, consolidated changes in equity and consolidated cash flows of the Group and changes in equity of the Company for the year ended on that date.

Basis for Opinion

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

Key Audit Matters

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

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

Impairment assessment of vehicles, premises and equipment, intangible assets, goodwill and investment in subsidiaries

The Group and Company have a large number of vehicles, premises and equipment, intangible assets with either indefinite or definite useful lives, goodwill and investment in subsidiaries whose carrying amounts are material and are disclosed in Notes 12, 13, 14 and 8 to the financial statements, respectively. The carrying values of these non-financial assets are either tested individually or allocated to the respective cash generating units ("CGUs") for impairment assessment. Management is required to perform impairment assessments on CGUs with allocated goodwill and or intangible assets with indefinite useful lives (i.e., taxi licences) annually or when an indicator of impairment is identified. For other non-financial assets, the impairment assessment is performed when an indicator of impairment is identified at the reporting date. The impairment assessments require determination of the recoverable amount of the assets based on the higher of value in use and fair value less costs of disposal that are determined by applying valuation techniques such as the discounted cash flow method. The disclosures on the impairment assessments are made in Note 3 to the financial statements.

The estimates of the assets' recoverable amount involve the use of Management's assumptions, forecasts of future cash flows, future economic and market conditions relevant to the assets, and determination of appropriate discount rates. These and the identification of impairment indicators involve significant Management judgement and estimation uncertainty, including but not limited to economic outlook and the effects of changes in the environment. Consequently, we have considered this to be a key audit matter.

INDEPENDENT AUDITOR'S REPORT

TO THE MEMBERS OF COMFORTDELGRO CORPORATION LIMITED

Key Audit Matters (cont'd)

Impairment assessment of vehicles, premises and equipment, intangible assets, goodwill and investment in subsidiaries (cont'd)

As part of our audit, we reviewed Management's identification of impairment indicators for the non-financial assets and their process and basis of determining recoverable amount of the relevant assets. We obtained the discounted cash flow computations based on financial and operating budgets prepared and approved by Management and evaluated the reasonableness of key assumptions and inputs used, including but not limited to profit margins, growth and discount rates by comparing to historical information, external market data and observed trends. We evaluated the robustness of management's budgeting process by comparing the actual results to previously forecasted results and performed sensitivity analyses on key assumptions for alternative reasonably possible scenarios. We also assessed the appropriateness of discount rates that are based on weighted average cost of capital with the assistance of our internal valuation specialist who relied on external data relevant to the geographical location of each asset. We also reviewed the adequacy of the disclosures in relation to the Group and Company's vehicles, premises and equipment, intangible assets, goodwill and investment in subsidiaries provided in aforementioned notes to the financial statements.

Recognition and measurement of provision for accident claims

The Group recognises a provision for accident claims arising from its transportation business when it has a present obligation (legal or constructive) that would result in an expected settlement that can be reliably estimated. The carrying amount of the provision for accident claims are disclosed in Note 21 to the financial statements.

Management exercises significant judgements in determining the estimated amounts required to settle the obligations, which is inherently uncertain in both timing and amounts. Management considers the probability and amount of the expected settlement claims based on current available information such as claims history and payment trends. The key assumptions and estimates used by Management are disclosed in Note 3 to the financial statements. Given the significant Management judgement and estimation uncertainty involved, we have considered this to be a key audit matter.

As part of our audit, we reviewed Management's process of identifying accident claims that meet the recognition criteria and obtained Management's computation, assumptions and estimates used for the measurement of the provision. We evaluated the reasonableness of key assumptions and estimates used by Management to measure the provision, including reviewing the number of claims lodged, recent settlements, third party settlement data and accident claims statistics. We reviewed the adequacy and overall reasonableness of the provision by understanding reasons for any significant variances and corroborating them with publicly available information. We also reviewed the disclosures in relation to the Group's provision for accident claims provided in aforementioned notes to the financial statements.

Accounting for bus contracts with public transport regulators

The Group's Public Transport Services segment has entered into contracts with public transport regulators (the "Grantors") in various markets where the Group operates bus assets and provide public bus services (the "Bus contracts"). As part of determining the appropriate accounting treatments for these Bus contracts, Management is required to determine whether these public-to-private arrangements are within the scope of SFRS(I) Interpretation ("INT") 12 Service Concession Arrangements and how the bus assets owned or leased by the Group are recognised in the financial statements. The applicability of SFRS(I) INT 12 is based on an assessment of whether the Grantors have both the control over the services to be provided using the bus assets and the residual interests at the end of the contract (the "Control test"). The Control test determines the Group's accounting treatment of the bus assets and the related revenue, income and expenses. The evaluation of the Management's assessment on accounting treatments for the Group's Bus contracts involved significant judgement. Accordingly, we have identified the accounting for Bus contracts with public transport regulators as a key audit matter.

As part of our audit, we reviewed and discussed with Management the key contractual terms, facts and circumstances of a representative sample of the Group's existing Bus contracts to evaluate the appropriateness of the accounting treatments applied, including but not limited to the applicability of SFRS(I) INT 12 and the treatment of bus assets owned or leased by the Group.

In addition to the aforementioned audit procedures, we obtained an understanding of Management's process of reviewing and identifying the key contractual terms, facts and circumstances of the Group's Bus contracts. We obtained and reviewed Management's assessment of the accounting treatments of the Group's Bus contracts based on the requirements of the relevant SFRS(I) standards and interpretations, the economic characteristics of the key contractual rights and obligations of the Grantors and the Group under the Bus contracts. We held discussions to understand and challenge Management's assumptions and judgements involved in evaluating each Bus contract and reviewed relevant supporting documents of the Bus contracts.

INDEPENDENT AUDITOR'S REPORT

TO THE MEMBERS OF COMFORTDELGRO CORPORATION LIMITED

Provision for rail contract

As disclosed in Note 37 to the financial statements, pursuant to the framework agreement under the New Rail Financing Framework Version 2 ("NRFF (Version 2)") between a subsidiary of the Group, SBS Transit Ltd ("SBS Transit") and the Land Transport Authority of Singapore ("LTA"), SBS Transit's wholly-owned subsidiary, SBS Transit Rail Pte. Ltd. ("SBST Rail") has been issued a Consolidated Rail Licence to operate the Downtown Line ("DTL"), North East Line ("NEL"), and Sengkang Punggol Light Rail Transit System ("SPLRT") for a period of 11 years commencing 1 January 2022, and ending on 31 December 2032 (the "Consolidated Rail Licence" or "Rail contract").

Management is required to assess whether provisions in respect to the Group's obligations under the Consolidated Rail Licence are required. As disclosed in Note 3 to the financial statements, these involve projections of the future financial performance of the Consolidated Rail Licence that are based on key assumptions and estimates including but not limited to ridership, fare adjustments, availability of grants from the LTA and projected operating costs changes, after taking into consideration the current ridership patterns, fare adjustments and key operating cost drivers. These assumptions and estimates involved significant Management judgement and estimation uncertainty. Accordingly, we have considered this to be a key audit matter.

We focused our review on evaluating the areas of significant judgement made by Management in their projection of the future financial performance of the DTL, NEL and SPLRT under the new terms of the Consolidated Rail Licence.

The audit procedures included obtaining and reading the framework agreement and certain key correspondences between the LTA and the Group. Discussions were held with Management on the areas of significant judgement in their projection of the future financial performance of the DTL, NEL and SPLRT. A review of the projected future financial performance of the DTL, NEL and SPLRT up to the end of the licence period was performed that included challenging key assumptions made by Management and reviewing relevant corroborative documentation of ridership projection, projected future fare adjustments and availability of grants from the LTA. We have also reviewed the adequacy of the related disclosures made in Notes 3 and 37 to the financial statements.

Other Information

Management is responsible for other information. Other information consists of the information included in the annual report other than the financial statements and our auditor's report thereon. In connection with our audit of the financial statements, our responsibility is to read the other information and, in doing so, consider whether the other information is materially inconsistent with the financial statements or our knowledge obtained in the audit or otherwise appears to be materially misstated.

We obtained the Directors' Statement prior to the date of our auditor's report, and we expect to obtain the remaining other information included in the annual report after the date of our auditor's report.

Our opinion on the financial statements does not cover the other information and we do not and will not express any form of assurance conclusion thereon. If, based on the work we have performed on the other information obtained prior to the date of the auditor's report, we conclude that there is a material misstatement of this other information, we are required to report that fact. We have nothing to report in this regard.

Responsibilities of Management and Directors for the Financial Statements

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

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

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

INDEPENDENT AUDITOR'S REPORT

TO THE MEMBERS OF COMFORTDELGRO CORPORATION LIMITED

Auditor's Responsibilities for the Audit of the Financial Statements

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

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

- Identify and assess the risks of material misstatement of the financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
- Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the Group's internal control.
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management.
- Conclude on the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Group's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Group to cease to continue as a going concern.
- Evaluate the overall presentation, structure and content of the financial statements, including the disclosures, and whether the financial statements represent the underlying transactions and events in a manner that achieves fair presentation.
- Obtain sufficient appropriate audit evidence regarding the financial information of the entities or business activities within the Group to express an opinion on the consolidated financial statements. We are responsible for the direction, supervision and performance of the group audit. We remain solely responsible for our audit opinion.

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

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

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

INDEPENDENT AUDITOR'S REPORT

TO THE MEMBERS OF COMFORTDELGRO CORPORATION LIMITED

REPORT ON OTHER LEGAL AND REGULATORY REQUIREMENTS

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

The engagement partner on the audit resulting in this independent auditor's report is Vincent Toong Weng Sum.

Ernst & Young LLP
Public Accountants and
Chartered Accountants
Singapore
29 February 2024

GROUP INCOME STATEMENT

FOR THE FINANCIAL YEAR ENDED 31 DECEMBER 2023

	Note	2023 \$'mil	2022 \$'mil
Revenue	26	3,880.3	3,780.8
Staff costs	27	(1,841.8)	(1,816.9)
Fuel and electricity costs		(424.3)	(417.2)
Depreciation and amortisation		(364.2)	(357.2)
Repairs and maintenance costs		(308.3)	(305.8)
Contract services		(208.5)	(164.5)
Materials and consumables costs		(111.2)	(124.1)
Insurance premiums and accident claims		(85.5)	(83.9)
Premises costs		(74.3)	(85.1)
Road tax and licence fees		(54.3)	(53.2)
Utilities, IT and communication costs		(52.7)	(44.8)
Advertising production and promotion costs		(25.9)	(20.7)
Professional fees		(20.3)	(17.3)
Net gain on disposal of vehicles, premises and equipment		6.4	36.3
Other operating costs		(43.3)	(56.4)
Total operating costs		(3,608.2)	(3,510.8)
Operating profit		272.1	270.0
Net income from investments		29.4	15.2
Finance costs	28	(22.9)	(13.3)
Share of results of associates and joint ventures		1.4	0.8
Profit before taxation		280.0	272.7
Taxation	29	(55.0)	(54.2)
Profit after taxation	30	225.0	218.5
Profit Attributable to:			
Shareholders of the Company		180.5	173.1
Non-controlling Interests		44.5	45.4
		225.0	218.5
Earnings per share (in cents) *:			
Basic	31	8.33	7.99
Diluted	31	8.33	7.99

* Based on weighted average number of ordinary shares in issue (excluding treasury shares).

GROUP COMPREHENSIVE INCOME STATEMENT

FOR THE FINANCIAL YEAR ENDED 31 DECEMBER 2023

	Note	2023 \$'mil	2022 \$'mil
Profit after taxation	30	225.0	218.5
Items that may be reclassified subsequently to profit or loss			
Fair value adjustment on cash flow hedges		(0.3)	(1.2)
Exchange differences on translation of foreign operations		(15.3)	(148.3)
		(15.6)	(149.5)
Items that will not be reclassified subsequently to profit or loss			
Actuarial adjustment on defined benefit plans		(4.4)	(6.9)
Fair value adjustment on equity investments		10.6	(3.6)
		6.2	(10.5)
Other comprehensive loss for the year		(9.4)	(160.0)
Total comprehensive income for the year		215.6	58.5
Attributable to:			
Shareholders of the Company		177.0	27.9
Non-controlling Interests		38.6	30.6
		215.6	58.5

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

STATEMENTS OF FINANCIAL POSITION

AS AT 31 DECEMBER 2023

		Group			Company		
	Note	31 Dec 2023 \$'mil	31 Dec 2022* \$'mil	1 Jan 2022* \$'mil	31 Dec 2023 \$'mil	31 Dec 2022* \$'mil	1 Jan 2022* \$'mil
Assets							
Current assets							
Short-term deposits and bank balances	4	856.9	967.0	919.1	145.1	241.1	244.5
Trade and other receivables	5	532.7	476.7	507.6	7.0	6.9	5.2
Prepayments		82.6	73.3	62.2	1.1	1.5	1.6
Due from subsidiaries	6	–	–	–	106.1	6.3	70.9
Inventories	7	141.7	120.1	116.9	–	–	–
		1,613.9	1,637.1	1,605.8	259.3	255.8	322.2
Assets classified as held for sale		0.2	7.6	8.3	–	–	–
Deferred tax assets	15	–	–	6.5	–	–	–
Total current assets		1,614.1	1,644.7	1,620.6	259.3	255.8	322.2
Non-current assets							
Subsidiaries	8	–	–	–	1,149.3	1,187.6	1,187.6
Associates and joint ventures	9	10.8	7.4	0.8	–	–	–
Investments	10	49.5	25.2	27.7	17.2	8.7	11.7
Trade and other receivables	5	150.4	142.6	176.4	5.8	10.6	14.0
Due from subsidiaries	6	–	–	–	272.1	250.7	317.1
Vehicles, premises and equipment	12	2,012.1	2,038.4	2,191.9	13.4	10.8	5.1
Intangible assets	13	205.7	201.8	220.0	–	–	–
Goodwill	14	616.9	614.5	646.9	–	–	–
Deferred tax assets	15	30.2	27.3	31.6	–	1.1	1.1
Total non-current assets		3,075.6	3,057.2	3,295.3	1,457.8	1,469.5	1,536.6
Total assets		4,689.7	4,701.9	4,915.9	1,717.1	1,725.3	1,858.8
Liabilities and equity							
Current liabilities							
Borrowings	16	115.4	26.8	23.9	97.5	8.6	22.8
Lease liabilities from financial institutions	17	8.1	12.7	28.0	–	–	–
Lease liabilities	18	31.5	37.6	33.3	4.8	4.7	4.3
Trade and other payables	19	807.4	832.2	775.6	18.3	20.2	15.5
Due to subsidiaries	19	–	–	–	232.9	260.1	247.5
Deferred grants	20	0.6	0.6	0.6	–	–	–
Fuel price equalisation account		19.4	20.0	20.0	–	–	–
Provision for accident claims	21	43.2	45.3	44.3	–	–	–
Income tax payable		66.0	65.6	64.4	0.4	1.6	1.5
Total current liabilities		1,091.6	1,040.8	990.1	353.9	295.2	291.6

* Certain comparative figures have been restated. Please refer to Note 2 for further details.

STATEMENTS OF FINANCIAL POSITION

AS AT 31 DECEMBER 2023

		Group			Company		
	Note	31 Dec 2023 \$'mil	31 Dec 2022* \$'mil	1 Jan 2022* \$'mil	31 Dec 2023 \$'mil	31 Dec 2022* \$'mil	1 Jan 2022* \$'mil
Non-current liabilities							
Borrowings	16	234.9	265.4	317.1	109.5	119.9	317.1
Lease liabilities from financial institutions	17	1.0	8.7	30.3	–	–	–
Lease liabilities	18	137.3	151.9	185.4	10.2	14.7	19.4
Deferred grants	20	4.1	4.3	4.8	–	–	–
Other liabilities	22	68.4	67.9	76.8	–	–	–
Fuel price equalisation account		19.4	20.0	20.0	–	–	–
Deferred tax liabilities	15	119.1	137.9	177.4	0.1	–	–
Total non-current liabilities		584.2	656.1	811.8	119.8	134.6	336.5
Total liabilities		1,675.8	1,696.9	1,801.9	473.7	429.8	628.1
Capital, reserves and non-controlling interests							
Share capital	23	694.4	694.4	694.4	694.4	694.4	694.4
Treasury shares	24	(2.0)	(1.8)	(0.7)	(2.0)	(1.8)	(0.7)
Other reserves	25	67.3	60.5	70.8	(32.5)	(41.0)	(38.3)
Foreign currency translation reserve		(166.7)	(157.5)	(23.7)	–	–	–
Retained earnings		2,004.7	1,977.9	1,942.4	583.5	643.9	575.3
Equity attributable to shareholders of the Company		2,597.7	2,573.5	2,683.2	1,243.4	1,295.5	1,230.7
Non-controlling interests		416.2	431.5	430.8	–	–	–
Total equity		3,013.9	3,005.0	3,114.0	1,243.4	1,295.5	1,230.7
Total liabilities and equity		4,689.7	4,701.9	4,915.9	1,717.1	1,725.3	1,858.8

* Certain comparative figures have been restated. Please refer to Note 2 for further details.

STATEMENTS OF CHANGES IN EQUITY

FOR THE FINANCIAL YEAR ENDED 31 DECEMBER 2023

	The Group							
	Attributable to shareholders of the Company						Non-controlling interests \$'mil	Total equity \$'mil
	Share capital \$'mil	Treasury shares \$'mil	Other reserves \$'mil	Foreign currency translation reserve \$'mil	Retained earnings \$'mil	Total \$'mil		
At 1 January 2023 (restated)	694.4	(1.8)	60.5	(157.5)	1,977.9	2,573.5	431.5	3,005.0
Total comprehensive income for the year:								
Profit for the year	–	–	–	–	180.5	180.5	44.5	225.0
Other comprehensive income/(loss) for the year	–	–	5.7	(9.2)	–	(3.5)	(5.9)	(9.4)
Total	–	–	5.7	(9.2)	180.5	177.0	38.6	215.6
Transactions recognised directly in equity:								
Unclaimed dividends	–	–	–	–	1.4	1.4	–	1.4
Payment of dividends (Note 36)	–	–	–	–	(154.2)	(154.2)	(57.7)	(211.9)
Purchase of treasury shares (Note 24)	–	(1.4)	–	–	–	(1.4)	–	(1.4)
Transfer from treasury shares to share-based payments (Notes 24 and 25)	–	1.2	(1.2)	–	–	–	–	–
Other reserves (Note 25)	–	–	2.3	–	(0.9)	1.4	–	1.4
Other transactions with non-controlling interests	–	–	–	–	–	–	3.8	3.8
Total	–	(0.2)	1.1	–	(153.7)	(152.8)	(53.9)	(206.7)
At 31 December 2023	694.4	(2.0)	67.3	(166.7)	2,004.7	2,597.7	416.2	3,013.9

* Following the amendment of SFRS(I) 1-12 Income Taxes effective from 1 Jan 2023, retained earnings and non-controlling interests have been restated. Please refer to Note 2 for further details.

STATEMENTS OF CHANGES IN EQUITY

FOR THE FINANCIAL YEAR ENDED 31 DECEMBER 2023

	The Group							
	Attributable to shareholders of the Company						Non-controlling interests \$'mil	Total equity \$'mil
	Share capital \$'mil	Treasury shares \$'mil	Other reserves \$'mil	Foreign currency translation reserve \$'mil	Retained earnings \$'mil	Total \$'mil		
At 1 January 2022 (as previously reported)	694.4	(0.7)	70.8	(23.7)	1,937.8	2,678.6	429.8	3,108.4
Restatement on amendment to SFRS(I) 1-12 *	–	–	–	–	4.6	4.6	1.0	5.6
At 1 January 2022 (restated)	694.4	(0.7)	70.8	(23.7)	1,942.4	2,683.2	430.8	3,114.0
Total comprehensive income for the year:								
Profit for the year	–	–	–	–	173.1	173.1	45.4	218.5
Other comprehensive loss for the year	–	–	(11.4)	(133.8)	–	(145.2)	(14.8)	(160.0)
Total	–	–	(11.4)	(133.8)	173.1	27.9	30.6	58.5
Transactions recognised directly in equity:								
Payment of dividends (Note 36)	–	–	–	–	(137.8)	(137.8)	(33.5)	(171.3)
Purchase of treasury shares (Note 24)	–	(1.7)	–	–	–	(1.7)	–	(1.7)
Transfer from treasury shares to share-based payments (Notes 24 and 25)	–	0.6	(0.6)	–	–	–	–	–
Other reserves (Note 25)	–	–	1.7	–	0.2	1.9	–	1.9
Other transactions with non-controlling interests	–	–	–	–	–	–	3.6	3.6
Total	–	(1.1)	1.1	–	(137.6)	(137.6)	(29.9)	(167.5)
At 31 December 2022 (restated)	694.4	(1.8)	60.5	(157.5)	1,977.9	2,573.5	431.5	3,005.0

* Following the amendment of SFRS(I) 1-12 Income Taxes effective from 1 Jan 2023, retained earnings and non-controlling interests have been restated. Please refer to Note 2 for further details.

STATEMENTS OF CHANGES IN EQUITY

FOR THE FINANCIAL YEAR ENDED 31 DECEMBER 2023

	The Company				
	Share capital \$'mil	Treasury shares \$'mil	Other reserves \$'mil	Retained earnings \$'mil	Total equity \$'mil
At 1 January 2023 (restated)	694.4	(1.8)	(41.0)	643.9	1,295.5
Total comprehensive income for the year:					
Profit for the year	–	–	–	92.4	92.4
Other comprehensive income for the year	–	–	8.5	–	8.5
Total	–	–	8.5	92.4	100.9
Transactions recognised directly in equity:					
Unclaimed dividends	–	–	–	1.4	1.4
Payment of dividends (Note 36)	–	–	–	(154.2)	(154.2)
Purchase of treasury shares (Note 24)	–	(1.4)	–	–	(1.4)
Transfer from treasury shares to share-based payments (Notes 24 and 25)	–	1.2	(1.2)	–	–
Other reserves (Note 25)	–	–	1.2	–	1.2
Total	–	(0.2)	–	(152.8)	(153.0)
At 31 December 2023	694.4	(2.0)	(32.5)	583.5	1,243.4
At 1 January 2022 (as previously reported)	694.4	(0.7)	(38.3)	573.1	1,228.5
Restatement on amendment to SFRS(I) 1-12 *	–	–	–	2.2	2.2
At 1 January 2022 (restated)	694.4	(0.7)	(38.3)	575.3	1,230.7
Total comprehensive income for the year:					
Profit for the year	–	–	–	206.2	206.2
Other comprehensive income for the year	–	–	(3.0)	–	(3.0)
Total	–	–	(3.0)	206.2	203.2
Transactions recognised directly in equity:					
Payment of dividends (Note 36)	–	–	–	(137.8)	(137.8)
Purchase of treasury shares (Note 24)	–	(1.7)	–	–	(1.7)
Transfer from treasury shares to share-based payments (Notes 24 and 25)	–	0.6	(0.6)	–	–
Other reserves (Note 25)	–	–	0.9	0.2	1.1
Total	–	(1.1)	0.3	(137.6)	(138.4)
At 31 December 2022 (restated)	694.4	(1.8)	(41.0)	643.9	1,295.5

* Following the amendment of SFRS(I) 1-12 Income Taxes effective from 1 Jan 2023, retained earnings has been restated. Please refer to Note 2 for further details.

GROUP CASH FLOW STATEMENT

FOR THE FINANCIAL YEAR ENDED 31 DECEMBER 2023

	2023 \$'mil	2022 \$'mil
Operating activities		
Profit before Taxation	280.0	272.7
Adjustments for:		
Depreciation and amortisation	364.2	357.2
Finance costs	22.9	13.3
Interest income	(28.6)	(15.2)
Dividend income	(0.8)	–
Net gain on disposal of vehicles, premises and equipment	(6.4)	(36.3)
Provision for accident claims	18.6	16.9
Allowance for inventory obsolescence	7.5	10.7
Allowance for expected credit losses	(1.1)	0.9
Others	0.8	3.0
Operating cash flows before movements in working capital	657.1	623.2
Inventories	(29.0)	(14.9)
Trade, other receivables and prepayments	(50.6)	26.5
Grant receivables, net of deferred grants	(0.2)	(0.5)
Trade and other payables	(23.8)	76.0
Other liabilities	0.5	(11.8)
Payments of service benefits and long service awards	(1.4)	(1.4)
Payments of accident claims	(21.0)	(14.9)
Changes in working capital	(125.5)	59.0
Cash generated from operations	531.6	682.2
Income tax paid	(75.6)	(75.9)
Interest paid arising from leases	(6.9)	(4.0)
Net cash from operating activities	449.1	602.3
Investing activities		
Purchases of vehicles, premises and equipment	(367.5)	(302.4)
Less: Proceeds from disposal of vehicles, premises and equipment	44.1	80.1
Cash payments on purchase of vehicles, premises and equipment	(323.4)	(222.3)
Investments made	(13.4)	(2.1)
Additions to intangible assets	(11.0)	(2.2)
Acquisitions of business assets/subsidiaries, net of cash (Note 40)	(11.8)	(32.1)
Sale of business/divestment of a subsidiary, net of cash	–	0.1
Acquisition of joint ventures	(4.1)	(5.8)
Interest received	31.1	13.4
Dividend received from investments	2.1	–
Net cash used in investing activities	(330.5)	(251.0)

GROUP CASH FLOW STATEMENT

FOR THE FINANCIAL YEAR ENDED 31 DECEMBER 2023

	2023 \$'mil	2022 \$'mil
Financing activities		
New loans raised	1,707.4	2,468.2
Repayment of borrowings and lease liabilities from financial institutions	(1,659.6)	(2,518.3)
Repayment of lease liabilities	(45.0)	(42.2)
Acquisition of non-controlling interest	(0.9)	–
Capital contribution from non-controlling shareholder of a subsidiary	3.7	–
Dividends paid to shareholders of the Company	(154.2)	(137.8)
Dividends paid to non-controlling shareholders of subsidiaries	(57.7)	(33.5)
Purchase of treasury shares	(1.4)	(1.7)
Interest paid	(16.4)	(9.4)
Net cash used in financing activities	(224.1)	(274.7)
Net (decrease)/increase in cash and cash equivalents	(105.5)	76.6
Effects of currency translation on cash and cash equivalents	(4.6)	(28.7)
Cash and cash equivalents at beginning of year	967.0	919.1
Cash and cash equivalents at end of year (Note 4)	856.9	967.0

NOTES TO THE FINANCIAL STATEMENTS

FOR THE FINANCIAL YEAR ENDED 31 DECEMBER 2023

1. CORPORATE INFORMATION

The Company (Registration No. 200300002K) is incorporated in the Republic of Singapore with its registered office and principal place of business at 205 Braddell Road, Singapore 579701. The Company is listed on the Singapore Exchange Securities Trading Limited.

The principal activities of the Company are those of investment holding and the provision of management and shared services. The principal activities of the subsidiaries, associates and joint ventures are described in Note 39.

The Financial Statements are expressed in Singapore dollars and all values are expressed in million (\$'mil) except when otherwise indicated.

The Consolidated Financial Statements of the Group for the financial year ended 31 December 2023 and the Statement of Financial Position and Statement of Changes in Equity of the Company as at 31 December 2023 were authorised for issue by the Board of Directors on 29 February 2024.

2. MATERIAL ACCOUNTING POLICY INFORMATION

Basis of accounting

The Financial Statements have been prepared in accordance with the historical cost basis, except as disclosed in the accounting policies below and are drawn up in accordance with the provisions of the Singapore Companies Act 1967 and SFRS(I)s.

Historical cost is generally based on the fair value of the consideration given in exchange for goods and services.

Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date, regardless of whether that price is directly observable or estimated using another valuation technique. In estimating the fair value of an asset or a liability, the Group takes into account the characteristics of the asset or liability which market participants would take into account when pricing the asset or liability at the measurement date. Fair value for measurement and/or disclosure purposes in these Consolidated Financial Statements is determined on such a basis, except for share-based payment transactions that are within the scope of SFRS(I) 2, leasing transactions that are within the scope of SFRS(I) 16, and measurements that have some similarities to fair value but are not fair value, such as net realisable value in SFRS(I) 1-2 Inventories or value in use in SFRS(I) 1-36.

Adoption of new and revised financial standards

On 1 January 2023, the Group and the Company adopted all the new and revised SFRS(I) pronouncements that are relevant to its operations. The adoption of these new/revised SFRS(I) pronouncements does not result in changes to the Group's and the Company's accounting policies and has no material effect on the amounts reported for the current or prior years, except as disclosed below.

- Amendments to SFRS(I) 1-12 Income Taxes - Deferred Tax related to Assets and Liabilities arising from a Single Transaction

The above amendments apply for annual reporting periods beginning on or after 1 January 2023, which narrowed the scope of the recognition exemption so that it no longer applies to transactions such as leases and decommissioning obligations that, on initial recognition, give rise to equal taxable and deductible temporary differences.

The Group applies the amendments to transactions that occur on or after the beginning of the earliest comparative period presented. It also, at the beginning of the earliest comparative period presented, recognises deferred tax for all temporary differences related to leases and decommissioning obligations and recognises the cumulative effect of initially applying the amendments as an adjustment to the opening balance of retained earnings at that date.

NOTES TO THE FINANCIAL STATEMENTS

FOR THE FINANCIAL YEAR ENDED 31 DECEMBER 2023

2. MATERIAL ACCOUNTING POLICY INFORMATION (cont'd)

Adoption of new and revised financial standards (cont'd)

The effects of the adoption of the above new or amended SFRS(I)s, SFRS(I) Interpretations (INT) and amendments to SFRS(I)s are shown below.

	31 December 2021 \$'mil	SFRS(I) 1-12 adjustments \$'mil	1 January 2022 (restated) \$'mil
Group			
Deferred tax assets	30.1	1.5	31.6
Deferred tax liabilities	181.5	(4.1)	177.4
Retained earnings	1,937.8	4.6	1,942.4
Non-controlling interest	429.8	1.0	430.8
	31 December 2021 \$'mil	SFRS(I) 1-12 adjustments \$'mil	1 January 2022 (restated) \$'mil
Company			
Deferred tax assets	–	1.1	1.1
Deferred tax liabilities	1.1	(1.1)	–
Retained earnings	573.1	2.2	575.3

- Amendments to SFRS(I) 1-12 Income Taxes – International Tax Reform – Pillar Two Model Rules

The amendments to SFRS(I) 1-12 have been introduced in response to the Organisation for Economic Co-operation and Development ("OECD")'s Base Erosion and Profit Shifting ("BEPS") Pillar Two ("Pillar Two") rules and include:

- A mandatory temporary exception to the recognition and disclosure of deferred taxes arising from the jurisdictional implementation of the Pillar Two model rules; and
- Disclosure requirements for affected entities to help users of the financial statements better understand an entity's exposure to Pillar Two income taxes arising from that legislation, particularly before its effective date.

Following the announcement in the Singapore Budget 2023, the legislation is expected to be effective in Singapore for the Group's financial year beginning on or after 1 January 2025. However, Pillar Two legislation has been enacted or substantively enacted in certain jurisdictions that the Group operates for financial year beginning on or after 1 January 2024. The Group is in scope of the enacted or substantively enacted legislation and has engaged a third-party consultant to independently perform an assessment of the Group's potential exposure to Pillar Two income taxes.

The assessment of the potential exposure to Pillar Two income taxes is based on the most recent tax filings, country-by-country reporting and financial statements for the constituent entities in the Group. Based on the assessment, the Pillar Two effective tax rates in most of the jurisdictions in which the Group operates are above 15% except for Ireland where the transitional safe harbour relief does not apply. Notwithstanding, considering the scale of the business operations in Ireland and the Pillar Two effective tax rate is close to 15%, the Group does not expect a material exposure to Pillar Two income taxes.

New/Revised standards and improvements to the standards not yet adopted

The Group has not applied the following accounting standards that are relevant to the Group and have been issued as at the end of the reporting period but not yet effective:

- Amendments to SFRS(I) 1-1 *Classification of Liabilities as Current or Non-current* ⁽¹⁾
- Amendments to SFRS(I) 1-1 *Non-current Liabilities with Covenants* ⁽¹⁾
- Amendments to SFRS(I) 16 *Lease Liability in a Sale and Leaseback* ⁽¹⁾
- Amendments to SFRS(I) 10 and SFRS(I) 1-28 *Sales or Contribution of Assets between an Investor and its Associate or Joint Venture* ⁽²⁾

⁽¹⁾ Applies to annual periods beginning on or after 1 January 2024.

⁽²⁾ Adoption date to be determined.

NOTES TO THE FINANCIAL STATEMENTS

FOR THE FINANCIAL YEAR ENDED 31 DECEMBER 2023

2. MATERIAL ACCOUNTING POLICY INFORMATION (cont'd)

New/Revised standards and improvements to the standards not yet adopted (cont'd)

Management anticipates that the adoption of the above SFRS(I) pronouncements in future periods is not expected to have a material impact on the Financial Statements in the period of their initial adoption.

Basis of consolidation

The Consolidated Financial Statements incorporate the Financial Statements of the Company and entities controlled by the Company and its subsidiaries. Control is achieved when the Company:

- Has power over the investee;
- Is exposed, or has rights, to variable returns from its involvement with the investee; and
- Has the ability to use its power to affect its returns.

The Company reassesses whether or not it controls an investee if facts and circumstances indicate that there are changes to one or more of the three elements of control listed above.

Consolidation of a subsidiary begins when the Company obtains control over the subsidiary and ceases when the Company loses control of the subsidiary. Specifically, income and expenses of a subsidiary acquired or disposed of during the year are included in the Group Income Statement and Group Comprehensive Income Statement from the date the Company gains control until the date when the Company ceases to control the subsidiary.

Profit or Loss and each component of Other Comprehensive Income are attributed to the owners of the Company and to the non-controlling interests. Total comprehensive income of subsidiaries is attributed to the owners of the Company and to the non-controlling interests even if this results in the non-controlling interests having a deficit balance.

When necessary, adjustments are made to the Financial Statements of subsidiaries to bring their accounting policies in line with those consistently used by the Group.

Changes in the Group's ownership interests in subsidiaries that do not result in the Group losing control over the subsidiaries are accounted for as equity transactions. The carrying amounts of the Group's interests and the non-controlling interests are adjusted to reflect the changes in their relative interests in the subsidiaries. Any difference between the amount by which the non-controlling interests are adjusted and the fair value of the consideration paid or received is recognised directly in equity and attributed to owners of the Company.

All intra-group transactions, balances, income and expenses are eliminated on consolidation.

Non-controlling interests in the net assets of consolidated subsidiaries are identified separately from the Group's equity therein. Non-controlling interests consist of the amount of those interests at the date of the original business combination (see below) and the non-controlling interests' share of changes in equity since the date of the combination. Losses are attributed to non-controlling interests even if this results in the non-controlling interests having a deficit balance.

In the Statement of Financial Position of the Company, investments in subsidiaries and associates are carried at cost less any impairment in net recoverable value that has been recognised in Profit or Loss.

Business combinations

The acquisition of subsidiaries is accounted for using the acquisition method. The consideration for each acquisition is measured at the aggregate of the fair values, at the date of acquisition, of assets given, liabilities incurred or assumed, and equity instruments issued by the Group to the former owners of the acquiree in exchange for control of the acquiree. The acquiree's identifiable assets, liabilities and contingent liabilities that meet the conditions for recognition under SFRS(I) 3 Business Combinations are recognised at their fair values at the acquisition date except for deferred tax assets or liabilities which are recognised and measured in accordance with SFRS(I) 1-12 Income Taxes. Acquisition-related costs are recognised in Profit or Loss as incurred.

The interest of the non-controlling shareholders in the acquiree is initially measured at the non-controlling interest's proportion of the net fair value of the assets, liabilities and contingent liabilities recognised.

NOTES TO THE FINANCIAL STATEMENTS

FOR THE FINANCIAL YEAR ENDED 31 DECEMBER 2023

2. MATERIAL ACCOUNTING POLICY INFORMATION (cont'd)

Business combinations (cont'd)

If the initial accounting for a business combination is incomplete by the end of the reporting period in which the combination occurs, the Group reports provisional amounts for the items for which the accounting is incomplete. Those provisional amounts are adjusted during the measurement period (see below), or additional assets or liabilities are recognised, to reflect new information obtained about facts and circumstances that existed as of the acquisition date that, if known, would have affected the amounts recognised as of that date.

The measurement period is the period from the date of acquisition to the date the Group obtains complete information about facts and circumstances that existed as of the acquisition date and is subject to a maximum of one year from acquisition date.

Financial instruments

Financial assets and financial liabilities are recognised on the Group's Statement of Financial Position when the Group becomes a party to the contractual provisions of the instrument.

Financial assets and financial liabilities are initially measured at fair value. Transaction costs that are directly attributable to the acquisition or issue of financial assets and financial liabilities (other than financial assets and financial liabilities at fair value through Profit or Loss) are added to or deducted from the fair value of the financial assets or financial liabilities, as appropriate, on initial recognition. Transaction costs directly attributable to the acquisition of financial assets or financial liabilities at fair value through profit or loss are recognised immediately in Profit or Loss.

Financial assets

All financial assets are recognised and de-recognised on a trade date basis where the purchase or sale of financial assets is under a contract whose terms require delivery of assets within the time frame established by the market concerned.

All recognised financial assets are subsequently measured in their entirety at either amortised cost or fair value, depending on the classification of the financial assets.

Classification of financial assets

Debt instruments that meet the following conditions are subsequently measured at amortised cost less impairment loss:

- the asset is held within a business model whose objective is to hold assets in order to collect contractual cash flows; and
- the contractual terms of the instrument give rise on specified dates to cash flows that are solely payments of principal and interest on the principal amount outstanding.

Investments in debt instruments that meet both the following conditions are subsequently measured at fair value through other comprehensive income ("FVTOCI"):

- the financial asset is held within a business model whose objective is achieved by both collecting contractual cash flows and selling financial assets; and
- the contractual terms of the instrument give rise on specified dates to cash flows that are solely payments of principal and interest on the principal amount outstanding.

All other financial assets are subsequently measured at fair value through Profit or Loss ("FVTPL").

Amortised cost and effective interest method

The effective interest method is a method of calculating the amortised cost of a debt instrument and of allocating interest income over the relevant period.

The amortised cost of a financial asset is the amount at which the financial asset is measured at initial recognition minus the principal repayments, plus the cumulative amortisation using the effective interest method of any difference between that initial amount and the maturity amount, adjusted for any loss allowance.

NOTES TO THE FINANCIAL STATEMENTS

FOR THE FINANCIAL YEAR ENDED 31 DECEMBER 2023

2. MATERIAL ACCOUNTING POLICY INFORMATION (cont'd)

Financial assets (cont'd)

Debt instruments classified as at FVTOCI

Investments in debt instruments at FVTOCI are initially measured at fair value plus transaction costs. Subsequently, any gains or losses on such a financial asset are recognised in Other Comprehensive Income ("OCI"), except for impairment gains or losses and foreign exchange gains and losses until the financial asset is derecognised. When the financial asset is derecognised the cumulative gain or loss previously recognised in OCI is reclassified from equity to Profit or Loss for the period.

Interest income is recognised in Profit or Loss and is included in the "Net Income from Investments" line item in Profit or Loss.

Equity instruments designated at FVTOCI

On initial recognition, the Group can make an irrevocable election (on an instrument-by-instrument basis) to designate investments in equity instruments as FVTOCI. Designation at FVTOCI is not permitted if the equity instrument is held for trading.

Investments in equity instruments at FVTOCI are initially measured at fair value plus transaction costs that are directly attributable to the acquisition of the financial asset. Subsequently, they are measured at fair value with gains and losses arising from changes in fair value including any foreign exchange difference are recognised in OCI. Such equity investments are not subject to impairment requirements. The amounts recognised in OCI are not subsequently reclassified to Profit or Loss on disposal of the equity instruments.

Dividends on these investments in equity instruments are recognised in Profit or Loss when the Group's right to receive the dividends is established, unless the dividends clearly represent a recovery of part of the cost of the investment. Dividends are included in the "Net Income from Investments" line item in Profit or Loss.

Impairment of financial assets

The Group recognises a loss allowance for expected credit losses ("ECL") on investments in debt instruments that are measured at amortised cost or at FVTOCI. No impairment loss is recognised for investments in equity instruments. The amount of ECL is updated at each reporting date to reflect changes in credit risk since initial recognition of the respective financial instrument.

The Group applies the simplified approach permitted by SFRS(I) 9 for trade receivables. The ECL on these financial assets are estimated based on the Group's historical credit loss experience, adjusted for factors that are specific to the debtors as well as current and forecast general economic conditions at the reporting date.

To assess whether there is a significant increase in credit risk, the Group compares the risk of a default occurring on the asset as at the reporting date with the rate of default as at the date of initial recognition. It considers available reasonable and supportive forward-looking information, where relevant.

A default on a financial asset is when the counterparty fails to make contractual payments within a specific period after the credit period granted.

A financial asset is credit-impaired when one or more events that have a detrimental impact on the estimated future cash flows of that financial asset have occurred. Evidence that a financial asset is credit-impaired include taking into consideration observable data about the significant financial difficulty of the issuer or the borrower; a breach of contract, such as a default or past due event; it is becoming probable that the borrower will enter bankruptcy or other financial reorganisation.

Where receivables have been written off, the Group continues to recover the receivables due. Where recoveries are made, these are recognised in Profit or Loss.

NOTES TO THE FINANCIAL STATEMENTS

FOR THE FINANCIAL YEAR ENDED 31 DECEMBER 2023

2. MATERIAL ACCOUNTING POLICY INFORMATION (cont'd)

Financial assets (cont'd)

Derecognition of financial assets

The Group derecognises a financial asset only when the contractual rights to the cash flows from the asset expire, or when it transfers the financial asset and substantially all the risks and rewards of ownership of the asset to another party.

On derecognition of a financial asset measured at amortised cost, the difference between the asset's carrying amount and the sum of the consideration received and receivable is recognised in Profit or Loss. In addition, on derecognition of an investment in a debt instrument classified as at FVTOCI, the cumulative gain or loss previously accumulated in the Investment Revaluation Reserve is reclassified to Profit or Loss. In contrast, on derecognition of an investment in equity instrument which the group has elected on initial recognition to measure at FVTOCI, the cumulative gain or loss previously accumulated in the Investment Revaluation Reserve is not reclassified to Profit or Loss, but is transferred to Retained Earnings.

Financial liabilities and equity instruments

Classification as debt or equity

Financial liabilities and equity instruments issued by the Group are classified according to the substance of the contractual arrangements entered into and the definitions of a financial liability and an equity instrument.

Equity instruments

An equity instrument is any contract that evidences a residual interest in the assets of the Group after deducting all of its liabilities. Equity instruments are recorded at the proceeds received, net of direct issue costs.

Borrowings

Interest-bearing loans are initially measured at fair value, and are subsequently measured at amortised cost, using the effective interest method. Any difference between the proceeds (net of transaction costs) and the settlement or redemption of borrowings is recognised in Profit or Loss over the term of the borrowings.

Trade and other payables

Trade and other payables are initially measured at fair value, net of transaction costs, and are subsequently measured at amortised cost, using the effective interest method, with interest expense recognised on an effective yield basis.

Derecognition of financial liabilities

The Group derecognises financial liabilities when, and only when, the Group's obligations are discharged, cancelled or they expire. The difference between the carrying amount of the financial liability derecognised and the consideration paid and payable, including any non-cash assets transferred or liabilities assumed, is recognised in Profit or Loss.

Hedging instruments and hedge accounting

The Group uses hedging instruments to manage its exposure to fuel price fluctuation, interest rate and foreign exchange rate risks. The use of hedging instruments is governed by the Group's policies which provide written principles on the use of financial instruments consistent with the Group's risk management strategy (see Note 35).

Hedging instruments are initially recognised at fair value on the contract date, and are subsequently remeasured to their fair value at the end of each reporting year. The resulting gain or loss is recognised in Profit or Loss immediately unless the hedging instrument is designated and effective as a hedging instrument, in which event the timing of the recognition in Profit or Loss depends on the nature of the hedge relationship. The Group designates its hedging instruments as either fair value hedges or cash flow hedges.

Hedging instruments are carried as assets when the fair value is positive and as liabilities when the fair value is negative. The fair value of hedging instrument is classified as a non-current asset or a non-current liability if the maturity of the hedge relationship exceeds 12 months and as a current asset or current liability if the maturity of the hedge relationship is within 12 months.

NOTES TO THE FINANCIAL STATEMENTS

FOR THE FINANCIAL YEAR ENDED 31 DECEMBER 2023

2. MATERIAL ACCOUNTING POLICY INFORMATION (cont'd)

Hedging instruments and hedge accounting (cont'd)

At the inception of the hedge relationship, the Group documents the relationship between the hedging instrument and hedged item, along with its risk management objective and its strategy for undertaking various hedge transactions. Furthermore, at the inception of the hedge and on an ongoing basis, the Group documents whether the hedging instrument is highly effective in offsetting changes in fair values or cash flows of the hedged item attributable to the hedged risk, which is when the hedging relationships meet all of the following hedge effectiveness requirements:

- there is an economic relationship between the hedged item and the hedging instrument;
- the effect of credit risk does not dominate the value changes that result from that economic relationship; and
- the hedge ratio of the hedging relationship is the same as that resulting from the quantity of the hedged item that the group actually hedges and the quantity of the hedging instrument that the entity actually uses to hedge that quantity of hedged item.

The Group designates any interest rate swap for hedging of interest rate risk arising from borrowings as cash flow hedges. Hedges of both foreign currency risk and fuel price risk for future purchases of goods are designated as cash flow hedges.

Hedge accounting is discontinued when the Group revokes the hedging relationship, the hedging instrument expires or is sold, terminated, or exercised, or no longer qualifies for hedge accounting.

Note 35(c) contains details of the fair values of the hedging instruments.

Fair value hedge

Changes in the fair value of hedging instruments that are designated and qualify as fair value hedges are recorded in Profit or Loss immediately, together with any changes in the fair value of the hedged item that are attributable to the hedged risk.

Cash flow hedge

The effective portion of changes in the fair value of hedging instruments that are designated and qualify as cash flow hedges are recognised in OCI. The gain or loss relating to the ineffective portion is recognised immediately in Profit or Loss. Amounts recognised in OCI are taken to Profit or Loss when the hedged item is realised.

Leases

The Group as lessor

The Group enters into lease agreements as a lessor with respect to its properties and motor vehicles.

Leases for which the Group is a lessor are classified as finance or operating leases. Whenever the terms of the lease transfer substantially all the risks and rewards of ownership to the lessee, the contract is classified as a finance lease. All other leases are classified as operating leases.

When the Group is an intermediate lessor, it accounts for the head lease and the sublease as two separate contracts. The sublease is classified as a finance or operating lease by reference to the right-of-use asset arising from the head lease.

Rental income from operating leases is recognised on a straight-line basis over the term of the relevant lease. Initial direct costs incurred in negotiating and arranging an operating lease are added to the carrying amount of the leased asset and recognised on a straight-line basis over the lease term.

Amounts due from lessees under finance leases are recognised as receivables at the amount of the Group's net investment in the leases. Finance lease income is allocated to accounting periods so as to reflect a constant periodic rate of return on the Group's net investment outstanding in respect of the leases.

When a contract includes lease and non-lease components, the Group applies SFRS(I) 15 Revenue to allocate the consideration under the contract to each component.

NOTES TO THE FINANCIAL STATEMENTS

FOR THE FINANCIAL YEAR ENDED 31 DECEMBER 2023

2. MATERIAL ACCOUNTING POLICY INFORMATION (cont'd)

Leases (cont'd)

The Group as lessee

The Group assesses whether a contract is or contains a lease, at inception of the contract. The Group recognises a right-of-use asset and a corresponding lease liability with respect to all lease arrangements in which it is the lessee, except for short-term leases (defined as leases with a lease term of 12 months or less) and leases of low value assets. For these leases, the Group recognises the lease payments as an operating expense on a straight-line basis over the term of the lease unless another systematic basis is more representative of the time pattern in which economic benefits from the leased assets are consumed.

The lease liability is initially measured at the present value of the lease payments that are not paid at the commencement date, discounted by using the rate implicit in the lease. If this rate cannot be readily determined, the Group uses the incremental borrowing rate specific to the lessee.

Lease payments included in the measurement of the lease liability comprise:

- fixed lease payments (including in-substance fixed payments), less any lease incentives;
- variable lease payments that depend on an index or rate, initially measured using the index or rate at the commencement date;
- the amount expected to be payable by the lessee under residual value guarantees;
- the exercise price of purchase options, if the lessee is reasonably certain to exercise the options; and
- payments of penalties for terminating the lease, if the lease term reflects the exercise of an option to terminate the lease.

The lease liability is subsequently measured by increasing the carrying amount to reflect interest on the lease liability (using the effective interest method) and by reducing the carrying amount to reflect the lease payments made.

The lease liability is presented as a separate line in the Statements of Financial Position.

The Group remeasures the lease liability (and makes a corresponding adjustment to the related right-of-use asset) whenever:

- the lease term has changed or there is a significant event or change in circumstances resulting in a change in the assessment of exercise of a purchase option, in which case the lease liability is remeasured by discounting the revised lease payments using a revised discount rate; or
- the lease payments change due to changes in an index or rate or a change in expected payment under a guaranteed residual value, in which cases the lease liability is remeasured by discounting the revised lease payments using the initial discount rate (unless the lease payments change is due to a change in a floating interest rate, in which case a revised discount rate is used); or
- a lease contract is modified and the lease modification is not accounted for as a separate lease, in which case the lease liability is remeasured by discounting the revised lease payments using a revised discount rate at the effective date of the modification.

The right-of-use assets comprise the initial measurement of the corresponding lease liability, lease payments made at or before the commencement day, less any lease incentives received and any initial direct costs. They are subsequently measured at cost less accumulated depreciation and impairment losses.

Whenever the Group incurs an obligation for costs to dismantle and remove a leased asset, restore the site on which it is located or restore the underlying asset to the condition required by the terms and conditions of the lease, a provision is recognised and measured under SFRS(I) 1-37 Provisions, Contingent Liabilities and Contingent Assets. The costs are included in the related right-of-use asset, unless those costs are incurred to produce inventories.

NOTES TO THE FINANCIAL STATEMENTS

FOR THE FINANCIAL YEAR ENDED 31 DECEMBER 2023

2. MATERIAL ACCOUNTING POLICY INFORMATION (cont'd)

Leases (cont'd)

The Group as lessee (cont'd)

Right-of-use assets are depreciated over the shorter period of lease term and useful life of the underlying asset. If a lease transfers ownership of the underlying asset or the cost of the right-of-use asset reflects that the Group expects to exercise a purchase option, the related right-of-use asset is depreciated over the useful life of the underlying asset. The depreciation starts at the commencement date of the lease.

The right-of-use assets are presented within vehicles, premises and equipment in the Statements of Financial Position.

The Group applies SFRS(I) 1-36 to determine whether a right-of-use asset is impaired and accounts for any identified impairment loss.

Variable rents that do not depend on an index or rate are not included in the measurement of the lease liability and the right-of-use asset. The related payments are recognised as an expense in the period in which the event or condition that triggers those payments occurs and are included in the line 'Other operating costs' in the Group Income Statement.

As a practical expedient, SFRS(I) 16 permits a lessee not to separate non-lease components, and instead account for any lease and associated non-lease components as a single arrangement. The Group has not used this practical expedient. For contracts that contain a lease component and one or more additional lease or non-lease components, the Group allocates the consideration in the contract to each lease component on the basis of the relative stand-alone price of the lease component and the aggregate stand-alone price of the non-lease components.

Inventories

Inventories are stated at the lower of cost and net realisable value. Cost comprises cost of purchase and those costs that have been incurred in bringing the inventories to their present location and condition. Cost is calculated using the weighted average and first-in first-out method. Net realisable value represents the estimated selling price less all estimated costs of completion and costs to be incurred in marketing, selling and distribution.

Vehicles, premises and equipment

Vehicles, premises and equipment are stated at cost, less accumulated depreciation and any provision for impairment.

Capital projects in progress comprising development and construction costs incurred during the period of construction are carried at cost, less any recognised provision for impairment. Depreciation on these assets, on the same basis as other vehicles, premises and equipment, commences when the assets are ready for their intended use.

Depreciation is charged so as to write off the cost of the assets, other than freehold land and capital projects in progress, over their estimated useful lives, using the straight-line method, on the following bases:

	<u>Number of years</u>
Buses	12 to 20
Leasehold land and buildings	Over the remaining lease period
Freehold buildings	50
Taxis, motor vehicles for rental and ambulances	5 to 10
Computers and automated equipment	3 to 5
Workshop machinery, tools and equipment:	
- General workshop machinery, tools and equipment	3 to 10
- Specialised inspection and testing equipment	20
Motor vehicles:	
- Motorcycles	3
- Other motor vehicles	5 to 10
Furniture, fittings and equipment	5 to 7

The estimated useful lives, residual values and depreciation method are reviewed at each year end, with the effect of any changes in estimate accounted for on a prospective basis.

NOTES TO THE FINANCIAL STATEMENTS

FOR THE FINANCIAL YEAR ENDED 31 DECEMBER 2023

2. MATERIAL ACCOUNTING POLICY INFORMATION (cont'd)

Vehicles, premises and equipment (cont'd)

On disposal of an item of vehicles, premises and equipment, the difference between the sales proceeds and its carrying amount is recognised in Profit or Loss.

Fully depreciated vehicles, premises and equipment still in use are retained in the Financial Statements.

Assets held for sale

Non-current assets and disposal groups are classified as held for sale if their carrying amount will be recovered principally through a sale transaction rather than through continuing use. This condition is regarded as met only when the sale is highly probable and the asset (or disposal group) is available for immediate sale in its present condition. Management must be committed to the sale, which should be expected to qualify for recognition as a completed sale within one year from the date of classification. When the Group is committed to a sale plan involving loss of control of a subsidiary, all of the assets and liabilities of that subsidiary are classified as held for sale when the criteria described above are met, regardless of whether the Group will retain a non-controlling interest in its former subsidiary after the sale. Non-current assets (and disposal groups) classified as held for sale are measured at the lower of their previous carrying amount and fair value less costs to sell.

Joint arrangements

A joint arrangement is a contractual arrangement whereby two or more parties have joint control. Joint control is the contractually agreed sharing of control of an arrangement, which exists only when decisions about the relevant activities require the unanimous consent of the parties sharing control. To the extent the joint arrangement provides the Group with rights to the net assets of the arrangement, the arrangement is a joint venture.

Joint ventures

The Group recognises its interest in a joint venture as an investment and accounts for the investment using the equity method.

Associates

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

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

The results and assets and liabilities of associates are incorporated in these Consolidated Financial Statements using the equity method of accounting, except when the investment, or a portion thereof, is classified as held for sale, in which case it is accounted for in accordance with SFRS(I) 5. Under the equity method, an investment in an associate is initially recognised in the Consolidated Statement of Financial Position at cost and adjusted thereafter to recognise the Group's share of the Profit or Loss and OCI of the associate. When the Group's share of losses of an associate exceeds the Group's interest in that associate (which includes any long-term interests that, in substance, form part of the Group's net investment in the associate), the Group discontinues recognising its share of further losses. Additional losses are recognised only to the extent that the Group has incurred legal or constructive obligations or made payments on behalf of the associate.

Any excess of the cost of acquisition over the Group's share of the net fair value of the identifiable assets, liabilities and contingent liabilities of the associate recognised at the date of acquisition is recognised as goodwill. The goodwill is included within the carrying amount of the investment and is assessed for impairment as part of the investment. Any excess of the Group's share of the net fair value of the identifiable assets, liabilities and contingent liabilities over the cost of acquisition, after reassessment, is recognised immediately in Profit or Loss.

Where a Group entity transacts with an associate of the Group, profits and losses are eliminated to the extent of the Group's interest in the relevant associate.

NOTES TO THE FINANCIAL STATEMENTS

FOR THE FINANCIAL YEAR ENDED 31 DECEMBER 2023

2. MATERIAL ACCOUNTING POLICY INFORMATION (cont'd)

Intangible assets

Intangible assets acquired separately

Taxi licences and rights under contract acquired separately are recorded at cost less accumulated amortisation and any accumulated impairment losses. Taxi licences and rights under contract with finite useful lives are amortised on a straight-line basis over their estimated useful lives. The estimated useful life and amortisation method are reviewed at the end of each annual reporting year, with the effect of any changes in estimate being accounted for on a prospective basis. Taxi licences with indefinite useful lives are not amortised. Each period, the useful lives of such assets are reviewed to determine whether events and circumstances continue to support an indefinite useful life assessment for the asset. Such assets are tested for impairment in accordance with the policy below.

Intangible assets acquired in a business combination

Intangible assets acquired in a business combination are identified and recognised separately from goodwill where they satisfy the definition of an intangible asset and their fair values can be measured reliably. The cost of such intangible assets is their fair value at the acquisition date.

Subsequent to initial recognition, intangible assets acquired in a business combination are reported at cost less accumulated amortisation and any accumulated impairment losses, on the same basis as intangible assets acquired separately.

Software development costs

Research costs are recognised as an expense when incurred. Costs directly attributable to the development of software are capitalised as intangible assets only when technical feasibility of the project is demonstrated, the Group has an intention and ability to complete and use the software and the costs can be measured reliably. Such costs include purchases of materials and services and payroll-related costs of employees directly involved in the project.

Goodwill

Goodwill arising on the acquisition of a subsidiary represents the excess of the cost of acquisition over the Group's interest in the net fair value of the identifiable assets, liabilities and contingent liabilities of the subsidiary recognised at the date of acquisition. If, after reassessment, the Group's interest in the net fair value of the acquiree's identifiable assets, liabilities and contingent liabilities exceeds the cost of the acquisition, the excess is recognised immediately in Profit or Loss.

Goodwill is initially recognised as an asset at cost and is subsequently measured at cost less any provision for impairment.

For the purpose of impairment testing, goodwill is allocated to each of the Group's cash-generating units expected to benefit from the synergies of the combination. Cash-generating units to which goodwill has been allocated are tested for impairment annually, or more frequently when there is an indication that the unit may be impaired. If the recoverable amount of the cash-generating unit is less than the carrying amount of the unit, the provision for impairment is allocated first to reduce the carrying amount of any goodwill allocated to the unit and then to the other assets of the unit pro-rata on the basis of the carrying amount of each asset in the unit. A provision for impairment recognised for goodwill is not reversed in a subsequent period.

On divestment of a subsidiary, the attributable amount of goodwill is included in the determination of the Profit or Loss on divestment.

Impairment of non-financial assets excluding goodwill

At the end of each reporting year, the Group reviews the carrying amounts of its non-financial assets to determine whether there is any indication of impairment. If any such indication exists, the recoverable amount of the asset is estimated in order to determine the extent of the provision for impairment (if any). Where it is not possible to estimate the recoverable amount of an individual asset, the Group estimates the recoverable amount of the cash-generating unit to which the asset belongs.

Intangible assets with indefinite useful lives are tested for impairment annually, or more frequently if there is an indication that the asset may be impaired.

NOTES TO THE FINANCIAL STATEMENTS

FOR THE FINANCIAL YEAR ENDED 31 DECEMBER 2023

2. MATERIAL ACCOUNTING POLICY INFORMATION (cont'd)

Impairment of non-financial assets excluding goodwill (cont'd)

Recoverable amount is the higher of fair value less costs to sell and value in use. In assessing value in use, the estimated future cash flows are discounted to their present value using a pre-tax discount rate that reflects current market assessments of the time value of money and the risks specific to the asset.

If the recoverable amount of an asset (or cash-generating unit) is estimated to be less than its carrying amount, the carrying amount of the asset (or cash-generating unit) is reduced to its recoverable amount. A provision for impairment is recognised immediately in Profit or Loss.

Where provision for impairment subsequently reverses, the carrying amount of the asset (or cash-generating unit) is increased to the revised estimate of its recoverable amount, but only to the extent that the increased carrying amount does not exceed the carrying amount that would have been determined had no provision for impairment been recognised for the asset (or cash-generating unit) in prior years. A reversal of provision for impairment is recognised immediately in Profit or Loss.

Service concession contracts

Certain assets of the Group are used in connection with concession contracts granted by public sector customers ("concession grantors"). The characteristics of these contracts vary by contract, nevertheless, they generally provide, directly or indirectly, for the concession grantor's involvement on one hand in determining the service and compensation, and on the other, the return of certain assets necessary to perform the service at the end of the contract.

SFRS(I) INT 12 Service Concession Arrangements, is applicable to concession arrangements comprising a public service obligation and meeting the following criteria: the concession grantor controls or regulates the services to be provided by the operator using the asset, the beneficiaries of the service and prices applied; and the concession grantor controls the residual economic value of the assets at the end of the arrangement. For the Group's contracts where SFRS(I) INT 12 applies, the related assets are not recognised as tangible assets, but as financial assets ("financial asset model") of the Group.

Financial asset model

The financial asset model applies if the operator has an unconditional right to receive cash or another financial asset from the concession grantor, in compensation for the concession services and assets provided by the operator. This occurs if the concession grantor contractually guarantees payment of amounts specified or determined in the contract, or of any shortfall, i.e the difference between amounts received from users of the public service and amounts specified or determined in the contract.

Financial assets resulting from the application of SFRS(I) INT 12 are recorded in the Statement of Financial Position under Trade and other receivables as Service concession receivable. They are recognised at amortised cost where the effective interest rate that indicated in the relevant contract forms the basis of recognition as the Group's revenue. The portion that matures in less than one year is presented in "current trade and other receivables" and the portion that matures in more than one year is presented in "non-current trade and other receivables".

In accordance with SFRS(I) 9 Financial Instruments, these assets are impaired using a model based on expected credit losses.

Cash flows generated by the Group in providing concession services and assets under the concession contracts are applied as receipts for the Service concession receivable, and consideration for revenue earned by the Group when it satisfies performance obligations under the contract. These cash flows are included in the Group cash flow statement as part of cash flows from operating activities.

NOTES TO THE FINANCIAL STATEMENTS

FOR THE FINANCIAL YEAR ENDED 31 DECEMBER 2023

2. MATERIAL ACCOUNTING POLICY INFORMATION (cont'd)

Fuel price equalisation account

At the direction of the Singapore Public Transport Council ("PTC"), a fuel price equalisation account ("FPEA") has been set up to account for diesel price and electricity tariff adjustment charge for the purpose of mitigating the effects of any increase in fuel price and electricity tariff.

Annual contributions to the FPEA may be required as determined by the PTC, based on the reference electricity tariff and diesel price for the year.

Applications can be made to the PTC to seek approval for a draw down as may be catered for by the purpose of the FPEA mechanism, provided that the amount drawn does not exceed half of the available FPEA balance.

Provisions

Provisions are recognised when the Group has a present obligation (legal or constructive) as a result of a past event, it is probable that the Group will be required to settle that obligation, and a reliable estimate can be made of the amount of the obligation.

The amount recognised as a provision is the present value of the best estimate of the consideration required to settle the present obligation at the end of the reporting year, taking into account the risks and uncertainties surrounding the obligation.

Provision for accident claims

Claims for accident, public liability and others are provided in the Financial Statements based on the claims outstanding and the estimated amounts payable.

Deferred income

Deferred income comprises of advance receipts from customers that are recognised to Profit or Loss when the services are rendered.

Service benefits

These comprise the following:

(i) Retirement benefits

Under the Collective Agreement entered into by certain subsidiaries in Singapore with their relevant unions, a retirement benefit subject to a maximum of \$3,000 is payable to an employee retiring on or after attaining the retirement age and on completion of at least five years of service.

Provision is made in the Financial Statements based on the number of years of service rendered by qualifying employees and discounted to present value using the market yield of Singapore Government Bonds at end of the reporting period and after taking into account an estimated attrition rate. The estimated attrition rate used is based on the Management's best estimate using historical trend.

(ii) Long service awards

Staff of certain subsidiaries in Singapore serving more than 5 years and up to 35 years are entitled to long service awards. Provision is made in the Financial Statements based on the number of years of service rendered by qualifying employees.

The provision for retirement benefits and long service awards is discounted using the market yield of Singapore Government Bonds at the end of each reporting year.

NOTES TO THE FINANCIAL STATEMENTS

FOR THE FINANCIAL YEAR ENDED 31 DECEMBER 2023

2. MATERIAL ACCOUNTING POLICY INFORMATION (cont'd)

Service benefits (cont'd)

(iii) Defined benefit retirement plans

The Group operates two defined benefit pension schemes ("Pension Schemes") for employees of one of its foreign subsidiaries, the assets of which are held in trustee administered funds.

The Pension Schemes were closed to future accruals in 2007 and employees were transferred to a defined contribution pension scheme.

The cost of providing benefits is determined using the Projected Unit Credit Method, with actuarial valuations being carried out at the end of each reporting year. Actuarial gains and losses arising over the financial year are recognised immediately in Other Comprehensive Income and accumulated in equity under retirement benefit reserve and are reflected in the Statement of Financial Position as a pension asset or liability as appropriate. The retirement benefit obligation recognised in the Statement of Financial Position represents the present value of the defined benefit obligation net of fair value of plan assets.

Apart from the Pension Schemes above, the Group makes contribution to pension schemes as defined by the laws of the countries in which it has operations. In particular, Singapore Companies make contributions to the Central Provident Fund in Singapore, a defined contribution pension scheme. Contributions to pension schemes are recognised as an expense in the period in which the related service is performed.

(iv) Employee leave entitlement

Employee entitlements to annual leave are recognised when they accrue to employees. A provision is made for the estimated liability for annual leave as a result of services rendered by employees up to the end of the reporting year.

(v) Share-based payments

The Company issued share options and share awards to certain employees and Directors within the Group. Share options and share awards are measured at fair value of the equity instruments (excluding the effect of non market-based vesting conditions) at the date of grant. The fair value determined at the grant date of the share options and share awards are expensed on a straight-line basis over the vesting period with a corresponding adjustment against share option and share awards reserve, based on the Company's estimate of the number of equity instruments that will eventually vest.

Fair value for the share option is measured using the Black-Scholes pricing model. The expected life used in the model has been adjusted, based on Management's best estimate, for the effects of non-transferability, exercise restrictions and behavioural considerations. The share options have been fully vested in prior years.

Government grants

Government grants are not recognised until there is reasonable assurance that the Group will comply with the conditions attaching to them and the grant will be received.

Government grants whose primary condition is that the Group should purchase, construct or otherwise acquire non-current assets are recognised as deferred grant in the Statement of Financial Position and transferred to Profit or Loss on a systematic and rational basis over the useful lives of the related assets.

Government grants in relation to expenses incurred are recognised in Profit or Loss in the period which they become receivable.

NOTES TO THE FINANCIAL STATEMENTS

FOR THE FINANCIAL YEAR ENDED 31 DECEMBER 2023

2. MATERIAL ACCOUNTING POLICY INFORMATION (cont'd)

Revenue recognition

The Group recognises revenue from the following major sources:

- Public transport services
- Taxi
- Automotive engineering services
- Inspection and testing services
- Others

Revenue is measured based on consideration specified in a contract with a customer and excludes amounts collected on behalf of third parties. The Group recognises revenue when it transfers control of a product to a customer or when services are rendered.

Public transport services

Revenue from public transport services comes from the provision of bus and rail services to commuters travelling on public transport systems, contracted revenue for operations of scheduled services, provision of coach rental services and provision of non-emergency transport services to patients. Revenue from transport regulators for scheduled bus services is recognised as and when services are rendered, including an estimation of the expected consideration on achieving certain performance targets. Revenue from service concession arrangements are disclosed above under Service Concession Contracts. Revenue from commuters for rail services is recognised as and when services are rendered and revenue from transport regulator for rail services relates to performance incentives for achieving certain performance and service quality targets.

Revenue from other third parties for scheduled services, coach rental services, rail services and non-emergency transport services is recognised as and when services are rendered.

Revenue from other commercial services comprises advertising and rental income. Advertising production revenue is recognised when production is completed and advertising media revenue is recognised on a time proportionate basis over the term relevant contract. Rental income is recognised on a straight-line basis over the term of the relevant lease.

Taxi

The Group provides taxi rental and other related services such as subscription and cashless payment to third parties. Revenue is recognised as and when services are rendered.

Automotive engineering services

The Group provides repair and maintenance services to taxi, buses and third parties. Revenue is recognised as and when services are rendered.

For sales of goods such as spare parts, diesel and petrol to third parties, revenue is recognised when control of the goods has been transferred to the customer, at the point where goods are delivered to the customer.

Inspection and testing services

The Group provides vehicle inspection services and other testing services. Revenue from vehicle inspection services is recognised upon completion of the inspection services.

Revenue from testing services for aerospace, marine and offshore, biotechnology, oil and petrochemical, building construction and electronics manufacturing industries is recognised upon completion of the final test report.

Others

Others include car rental and leasing, driver training and bus station operation.

Car rental and leasing and driver training revenue are recognised at point in time upon completion of the services.

Bus station operation revenue is recognised as and when services are rendered.

NOTES TO THE FINANCIAL STATEMENTS

FOR THE FINANCIAL YEAR ENDED 31 DECEMBER 2023

2. MATERIAL ACCOUNTING POLICY INFORMATION (cont'd)

Borrowing costs

Borrowing costs incurred to finance the purchase of assets are capitalised during the period of time that is required to complete and prepare the asset for its intended use. Other borrowing costs are recognised in Profit or Loss in the period in which they are incurred.

Income tax

Current income tax liabilities (and assets) for current and prior periods are recognised at the amounts expected to be paid to (or recovered from) the tax authorities, using the tax rates (and tax laws) that have been enacted or substantively enacted by the end of the reporting year.

Deferred income tax assets/liabilities are recognised for deductible/taxable temporary differences arising between the tax bases of assets and liabilities and their carrying amounts. The principal temporary differences arise from depreciation, provision for fuel equalisation and future tax benefits from certain provisions not allowed for tax purposes until a later period. Deferred tax assets are recognised to the extent that it is probable that future taxable profit will be available against which the temporary differences can be utilised.

Deferred tax liabilities are recognised on taxable temporary differences arising on investments in subsidiaries and associates except where the Group is able to control the reversal of the temporary difference and it is probable that the temporary difference will not reverse in the foreseeable future.

The carrying amount of deferred tax assets is reviewed at the end of each reporting year and reduced to the extent that it is no longer probable that sufficient taxable profits will be available to allow all or part of the asset to be recovered. Deferred tax assets and liabilities are offset when there is a legally enforceable right to set off current tax assets against current tax liabilities and when they relate to income taxes levied by the same taxation authority and the Group intends to settle its current tax assets and liabilities on a net basis.

Current and deferred tax are recognised as an expense or income in Profit or Loss, except when they relate to items credited or debited outside Profit or Loss (either in OCI or directly in equity), in which case the tax is also recognised outside Profit or Loss (either in OCI or directly in equity), or where they arise from the initial accounting for a business combination. In the case of a business combination, the tax effect is taken into account in calculating goodwill or determining the excess of the acquirer's interest in the net fair value of the acquiree's identifiable assets, liabilities and contingent liabilities over cost.

Foreign currency transactions and translation

The individual Financial Statements of each Group entity are presented in the currency of the primary economic environment in which the entity operates (its functional currency). The Consolidated Financial Statements of the Group and the Statement of Financial Position and Statement of Changes in Equity of the Company are presented in Singapore dollars, which is the functional currency of the Company, and the presentation currency for the Consolidated Financial Statements.

In preparing the Financial Statements of the individual entities, transactions in currencies other than the entity's functional currency are recorded at the rate of exchange prevailing on the date of the transaction. At the end of each reporting year, monetary items denominated in foreign currencies are translated at rates prevailing at the end of each reporting year. Non-monetary items carried at fair value that are denominated in foreign currencies are translated at the rates prevailing on the date when the fair value was determined. Non-monetary items that are measured in terms of historical cost in a foreign currency are not retranslated.

Exchange differences arising on the settlement of monetary items, and on retranslation of monetary items are included in Profit or Loss for the period. Exchange differences arising on the retranslation of non-monetary items carried at fair value are included in Profit or Loss for the period except for differences arising on the translation of non-monetary items in respect of which gains and losses are recognised in OCI. For such non-monetary items, any exchange component of that gain or loss is also recognised in OCI.

In order to hedge its exposure to certain foreign exchange risks, the Group enters into forward contracts and options (please see above for details of the Group's accounting policies in respect of such hedging instruments).

NOTES TO THE FINANCIAL STATEMENTS

FOR THE FINANCIAL YEAR ENDED 31 DECEMBER 2023

2. MATERIAL ACCOUNTING POLICY INFORMATION (cont'd)

Foreign currency transactions and translation (cont'd)

For the purpose of presenting Consolidated Financial Statements, the assets and liabilities of the Group's foreign operations (including comparatives) are expressed in Singapore dollars using exchange rates prevailing at the end of the reporting year. Income and expense items (including comparatives) are translated at the average exchange rates for the period, unless exchange rates fluctuated significantly during that period, in which case the exchange rates at the dates of the transactions are used. Exchange differences arising, if any, are recognised in OCI and accumulate in the Group's currency translation reserve. Such translation differences are recognised in Profit or Loss in the period in which the foreign operation is disposed of.

The Group has applied the option to reset the cumulative foreign currency translation differences for all foreign operations to zero at the date of transition to SFRS(I) on 1 January 2017. As a result, the cumulative foreign currency translation loss was reclassified from foreign currency translation reserve to accumulated profits as at 1 January 2017. After the date of transaction, any gain or loss on disposal of any foreign operation will exclude translation differences that arose before the date of transition.

On consolidation, exchange differences arising from the translation of the net investment in foreign entities (including monetary items that, in substance, form part of the net investment in foreign entities), and of borrowings and other currency instruments designated as hedges of such investments, are recognised in OCI and accumulated in the currency translation reserve.

Goodwill and fair value adjustments arising on the acquisition of a foreign operation are treated as assets and liabilities of a foreign operation and translated at the closing rate.

Cash and cash equivalents in the group cash flow statement

Cash and cash equivalents in the Group Cash Flow Statement comprise cash on hand and other short-term highly liquid investments that are readily convertible to a known amount of cash and are subject to an insignificant risk of changes in value.

3. CRITICAL ACCOUNTING JUDGEMENTS AND KEY SOURCES OF ESTIMATION UNCERTAINTY

In the application of the Group's accounting policies, which are described in Note 2, Management is required to make judgements, estimates and assumptions about the carrying amounts of assets and liabilities that are not readily apparent from other sources. The estimates and associated assumptions are based on historical experience and other factors that are considered to be relevant. Actual results may differ from these estimates.

The estimates and underlying assumptions are reviewed on an ongoing basis. Revisions to accounting estimates are recognised in the period in which the estimate is revised if the revision affects only that period, or in the period of the revision and future periods if the revision affects both current and future periods.

3.1 Critical judgements in applying the Group's accounting policies

The following are the critical judgements, apart from those involving estimates (see below), that Management has made in the process of applying the Group's accounting policies and that have a significant effect on the amounts recognised in the Financial Statements:

Provision for rail contract

In projecting the future financial performance of the Downtown Line ("DTL"), North East Line ("NEL") and Sengkang Punggol Light Rail Transport ("SPLRT") under the Consolidated Rail Licence as disclosed in Note 37, applying appropriate key assumptions relating to ridership growth, fare adjustments, availability of grants from the Authorities and operating costs projections. The Group also considers external information regarding forecasted economic indicators and geopolitical risk factors that could affect key operating costs drivers such as labour and energy costs. Based on SBS Transit Ltd ("SBST")'s Management's assessment, no provision for rail contract is required. Accordingly, the Group has not made provision on that basis.

NOTES TO THE FINANCIAL STATEMENTS

FOR THE FINANCIAL YEAR ENDED 31 DECEMBER 2023

3. CRITICAL ACCOUNTING JUDGEMENTS AND KEY SOURCES OF ESTIMATION UNCERTAINTY (cont'd)

3.1 Critical judgements in applying the Group's accounting policies (cont'd)

Accounting for contracts with public transport regulator

The Group's Public Transport Services segment has entered into contracts with the public transport regulator (the "Grantor") whereby the Group operates bus and/or train assets and related infrastructure that are either owned by the Group or leased from the Grantor (the "Public Transport Assets") to provide public transportation services.

As part of determining the appropriate accounting treatments for these contracts, the Group applies judgement to determine whether these public-to-private arrangements are within the scope of SFRS(I) INT 12 Service Concession Arrangements that would affect the manner that the Public Transport Assets, the related expenditures incurred by the Group, the service and fare income earned by the Group, and payments made to the Grantor under these contracts are recognised in the Group's Statement of financial position and Income Statement. The applicability of SFRS(I) INT 12 is based on an assessment of whether the Grantor has both the control over the services to be provided using the Assets, and the residual interests at the end of the contract.

Key sources of estimation uncertainty

The key assumptions concerning the future, and other key sources of estimation uncertainty at the end of the reporting year, that have a significant risk of causing a material adjustment to the carrying amounts of assets and liabilities within the next financial year, are discussed below.

3.2 Provisions

Accident claims

Claims for property damage and personal injury are provided in the Financial Statements based on the claims outstanding as of the end of the financial year and estimated amounts payable. The past claims history and payment trends are used as a basis to estimate the amounts in which the Group will have to pay to third parties for such claims. The provision for accident claims included in Note 21 is \$43.2 million (2022 \$45.3 million).

3.3 Impairment review of taxi vehicles, taxi licences, goodwill and investment in subsidiaries

The Group tests goodwill and taxi licences with infinite useful lives for impairment annually, or more frequently if there are indications that they might be impaired. Impairment assessment is also performed for taxi vehicles with finite useful lives when there is an impairment indication. The Company assess any indicator for impairment for investments in subsidiaries annually, or more frequently if there are indications that they might be impaired.

Determining whether taxi vehicles, taxi licences with infinite useful lives, goodwill and investment in subsidiaries are impaired requires an estimation of the value in use of the cash-generating units ("CGUs") to which subsidiaries, taxi vehicles, taxi licences and goodwill have been allocated (Notes 8, 12, 13 and 14). The value in use calculation requires the entity to estimate the future cash flows expected to arise from the cash-generating unit and a suitable discount rate in order to calculate present value. A provision for impairment loss on taxi vehicles, taxi licences, goodwill and investment in subsidiaries is recognised in Profit or Loss and can be reversed in the subsequent period except for goodwill when the amount of impairment loss decreases.

The recoverable amounts of the CGUs are determined from value in use calculations. The key assumptions for the value in use calculations are those regarding the discount rates, growth rates and expected changes to profit margins during the period.

The Group and the Company prepare cash flow forecasts derived from the most recent financial budgets approved by Management for the next year and extrapolates cash flows based on estimated growth rate. The estimated terminal growth rate does not exceed the average long-term growth rate for the relevant markets and countries in which the CGU operates.

The discount rates applied to the forecast for the Group and the Company are based on current market assessment of the time value of money and risks specific to the business segment.

NOTES TO THE FINANCIAL STATEMENTS

FOR THE FINANCIAL YEAR ENDED 31 DECEMBER 2023

3. CRITICAL ACCOUNTING JUDGEMENTS AND KEY SOURCES OF ESTIMATION UNCERTAINTY (cont'd)

3.3 Impairment review of taxi vehicles, taxi licences, goodwill and investment in subsidiaries (cont'd)

For the public transport services businesses in Australia and the United Kingdom, discount rates of 6.5% (2022: 5.8%) and 7.8% (2022: 10.0%), and terminal growth rates of 3.4% (2022: 2.5%) and 0.6% (2022: 3.0%) are applied to the forecasts respectively.

For the taxi businesses in China and Singapore, discount rates of 8.0% (2022: 8.2%) and 8.5% (2022: 8.5%), and growth rates of 2.5% (2022: 3.0%) and 2.5% (2022: NIL%) are applied to the forecasts respectively.

The expected changes to profit margins are based on past performance and Management's expectation of market development.

3.4 Allowance for inventory obsolescence

The Group's inventories comprised mainly parts, accessories and consumable stock required for the operation and maintenance of vehicles and equipment.

The terms of the rail licence contract and useful life of buses are considered in the determination of the useful life of the inventories. In addition to identification of obsolete inventories based on considerations such as phasing out of vehicle models and inventories purchased for specific projects which have ended, Management identifies inventories that are slow moving and evaluates the carrying value of inventories. An allowance for inventory obsolescence is recognised for these inventories based on its useful life and inventory turnover. Allowance for inventory obsolescence is disclosed in Note 7.

3.5 Useful lives of vehicles, premises and equipment

As described in Notes 2 and 12, the Group reviews the estimated useful lives of vehicles, premises and equipment at the end of each annual reporting year. During the financial year, Management determined that the estimated useful lives of vehicles, premises and equipment are appropriate and no material revision is required.

3.6 Goodwill arising from acquisition of businesses

Goodwill arising from acquisition of subsidiaries during the year was determined using a purchase price allocation exercise to determine the fair value of the acquired assets and liabilities as disclosed in Note 14. Management exercised significant judgement in determining the fair value of the acquired assets and liabilities including any intangibles.

4. SHORT-TERM DEPOSITS AND BANK BALANCES

	Group		Company	
	2023 \$'mil	2022 \$'mil	2023 \$'mil	2022 \$'mil
Cash and bank balances	163.9	143.9	5.9	4.3
Fixed deposits	668.6	823.1	116.2	236.8
Money market fund	24.4	–	23.0	–
Total	856.9	967.0	145.1	241.1

Cash and bank balances bear effective interest rates ranging from 0% to 4.9% (2022: 0% to 1.7%) per annum.

Fixed deposits and money market funds are placed on a staggered basis based on the Group's cashflow projections, bear effective interest rates ranging from 3.06% to 4.29% (2022: 0.10% to 4.55%) per annum. The money market fund invests in high quality short-term debt securities, deposits with credit institutions and other diverse financial instruments to achieve a return in line with prevailing money market rates whilst preserving capital and maintaining high degree of liquidity. These deposits and money market fund are readily convertible to a known amount of cash and are subject to an insignificant risk of changes in value.

NOTES TO THE FINANCIAL STATEMENTS

FOR THE FINANCIAL YEAR ENDED 31 DECEMBER 2023

5. TRADE AND OTHER RECEIVABLES

	Group		Company	
	2023 \$'mil	2022 \$'mil	2023 \$'mil	2022 \$'mil
Trade receivables:				
Outside parties	417.0	364.4	–	–
Allowance for expected credit losses	(8.8)	(11.4)	–	–
Net	408.2	353.0	–	–
Service concession receivable	173.7	166.0	–	–
Security deposits	5.7	7.4	–	0.1
Interest receivable	5.2	7.5	2.1	1.5
Lease receivables (Note 11)	–	–	9.8	14.0
Grant receivables	0.5	0.5	–	–
Others	89.8	84.9	0.9	1.9
Total	683.1	619.3	12.8	17.5
Analysed as:				
- Current	532.7	476.7	7.0	6.9
- Non-current	150.4	142.6	5.8	10.6
Total	683.1	619.3	12.8	17.5

The credit period on sale of goods and rendering of services ranges from 7 days to 60 days (2022: 7 days to 60 days) except for insurance claims against third parties which have no credit period due to their nature.

The Group adopts the policy of dealing only with customers of appropriate credit history. The expected risks of default on trade and other receivables at the reporting date are insignificant as majority of receivables are from the transport regulators, Government related agencies and insurance companies. Management has assessed the credit risk to be low. The receivables that are past due at the reporting date for which the Group has not provided for are insignificant. The Group does not hold any collateral over these balances.

An allowance has been made for estimated irrecoverable amounts which has been determined by reference to past default experience and ECL. The ECL incorporate forward looking estimates, where relevant. In calculating the ECL rates, the Group considers historical loss rates for each category of customers, and adjust for forward-looking macroeconomic data, where relevant.

Movements in allowance for expected credit losses:

	Group	
	2023 \$'mil	2022 \$'mil
Balance at beginning of the year	11.4	10.7
Amounts written off during the year	(1.5)	(0.2)
(Decrease)/Increase in allowance recognised in Profit or Loss	(1.1)	0.9
Balance at end of the year	8.8	11.4

NOTES TO THE FINANCIAL STATEMENTS

FOR THE FINANCIAL YEAR ENDED 31 DECEMBER 2023

6. DUE FROM SUBSIDIARIES

	Group		Company	
	2023 \$'mil	2022 \$'mil	2023 \$'mil	2022 \$'mil
Due from subsidiaries	–	–	378.2	257.0
Analysed as:				
– Current	–	–	106.1	6.3
– Non-current	–	–	272.1	250.7
Total	–	–	378.2	257.0

Included in the amount of \$378.2 million (2022: \$257.0 million) due from subsidiaries, \$325.6 million (2022: \$232.7 million) relates to loans which bear variable interest rates ranging from 4.32% to 5.36% (2022: 2.45% to 4.07%) per annum, are unsecured and net of impairment. The remaining balance of \$52.6 million (2022: \$24.3million) is unsecured, interest-free and net of impairment.

7. INVENTORIES

	Group	
	2023 \$'mil	2022 \$'mil
Goods held for sale	9.2	8.4
Consumables, materials and supplies	177.5	152.9
Work in progress	3.1	1.2
	189.8	162.5
Allowance for inventories obsolescence	(48.1)	(42.4)
Total	141.7	120.1
Movement in allowance for obsolete inventories:		
At beginning of year	42.4	32.0
Amount written off during the year	(1.8)	(0.3)
Charge to profit or loss	7.5	10.7
At end of year	48.1	42.4

8. SUBSIDIARIES

	Company	
	2023 \$'mil	2022 \$'mil
Quoted equity shares, at cost	93.6	93.6
Unquoted equity shares, at cost	1,141.4	1,141.4
	1,235.0	1,235.0
Impairment loss	(85.7)	(47.4)
Total	1,149.3	1,187.6
Market value of quoted equity shares	959.8	1,055.4
Movements in impairment loss:		
At beginning of year	47.4	47.4
Charge to profit or loss	38.3	–
At end of year	85.7	47.4

NOTES TO THE FINANCIAL STATEMENTS

FOR THE FINANCIAL YEAR ENDED 31 DECEMBER 2023

8. SUBSIDIARIES (cont'd)

Impairment is recognised based on an estimated recoverable amount of the investment. The recoverable amount of the investment had been determined on the basis of their value in use at a discount rate of 8.5% and a growth rate of 2.5%.

Information about the composition of the Group at the end of the financial year is as follows:

Principal activity	Place of incorporation and operation	Number of wholly-owned subsidiaries	
		2023	2022
Investment holding	Singapore	8	7
Investment holding	United Kingdom	2	2
Investment holding	Australia	9	9
Investment holding	China	1	–
Bus	Singapore	1	1
Bus	United Kingdom	4	4
Bus	Ireland	2	2
Bus	Australia	30	30
Rail	United Kingdom	1	1
Advertising	Singapore	1	1
Advertising	Australia	1	1
Automotive engineering services	Singapore	1	1
Automotive engineering services	Australia	1	1
Taxi	Singapore	1	1
Taxi	Australia	3	3
Taxi	China	2	2
Taxi	United Kingdom	9	7
Car rental and leasing	Singapore	1	1
Car rental and leasing	Malaysia	1	1
Insurance brokers	Singapore	1	1
Non-emergency transport services	Australia	7	7
Non-emergency transport services	Singapore	2	2
Provision of pension services	United Kingdom	1	1
Technology Services	Singapore	2	2

Principal activity	Place of incorporation and operation	Number of non wholly-owned subsidiaries	
		2023	2022
Bus and rail	Singapore	1	1
Bus	United Kingdom	1	1
Rail	Singapore	1	1
Bus station	China	1	1
Driving centre	Singapore	1	1
Inspection and testing services	Singapore	6	5
Inspection and testing services	Malaysia	1	1
Inspection and testing services	China	1	1
Provision of electric vehicle infrastructure	Singapore	1	1
Taxi	Singapore	2	2
Taxi	China	7	7
Provision of concrete delivery services	China	1	1

Details of subsidiaries are included in Note 39(a).

NOTES TO THE FINANCIAL STATEMENTS

FOR THE FINANCIAL YEAR ENDED 31 DECEMBER 2023

8. SUBSIDIARIES (cont'd)

Summarised financial information of subsidiaries with material non-controlling interests

Set out below is the summarised financial information for subsidiaries that have a non-controlling interest that is material to the Group. These are presented before inter-company eliminations.

Summarised Consolidated Statement of Financial Position

	SBS Transit Ltd	
	2023	2022
	\$'mil	\$'mil
Current		
Assets	796.3	709.1
Liabilities	(412.3)	(422.3)
Net current assets	384.0	286.8
Non-current		
Assets	375.9	502.1
Liabilities	(77.8)	(144.6)
Net non-current assets	298.1	357.5
Net assets	682.1	644.3

Summarised Group Income Statement

	SBS Transit Ltd	
	2023	2022
	\$'mil	\$'mil
Revenue	1,527.1	1,515.3
Profit before Taxation	88.0	82.9
Tax expense	(18.9)	(14.9)
Profit attributable to shareholders	69.1	68.0
Other comprehensive income	0.1	(1.0)
Total comprehensive income	69.2	67.0

Summarised Group Cash Flow Statement

	SBS Transit Ltd	
	2023	2022
	\$'mil	\$'mil
Net cash from operating activities		
Cash generated from operations	107.6	206.0
Income tax paid	(31.2)	(22.0)
Interest paid arising from leases	(1.5)	(1.5)
Net cash from operating activities	74.9	182.5
Net cash used in investing activities	(2.8)	(6.3)
Net cash used in financing activities	(45.4)	(35.0)
Net increase in cash and cash equivalents	26.7	141.2
Cash and cash equivalents at beginning of year	345.3	204.1
Cash and cash equivalents at end of year	372.0	345.3

NOTES TO THE FINANCIAL STATEMENTS

FOR THE FINANCIAL YEAR ENDED 31 DECEMBER 2023

9. ASSOCIATES AND JOINT VENTURES

	Group	
	2023	2022
	\$'mil	\$'mil
Unquoted equity shares	10.5	6.4
Add: Share of post-acquisition reserves	0.3	1.0
Total	10.8	7.4

The carrying amount of the Group's associates and joint ventures, all of which are equity accounted for, are as follows:

	Group	
	2023	2022
	\$'mil	\$'mil
Auckland One Rail Limited	4.8	5.5
Other associates and joint ventures	6.0	1.9
Total	10.8	7.4

(a) The summarised financial information of the material joint venture is set out below:

	Auckland One Rail	
	2023	2022
	\$'mil	\$'mil
Current assets	28.9	35.7
Non-current assets	3.4	2.4
Current liabilities	(22.1)	(27.7)
Non-current liabilities	(1.2)	(0.1)
Net assets	9.0	10.3
Proportion of the Group's ownership	50%	50%
Group's share of net assets	4.5	5.1
Other adjustments	0.3	0.4
Carrying amount of equity interest	4.8	5.5
Revenue	99.1	96.2
Cost of Sales	(86.3)	(85.6)
Other expenses	(9.8)	(8.9)
Profit for the year	3.0	1.7
Group's share of profit for the year	1.5	0.8

(b) Other associates and joint ventures

Aggregate information about the Group's investments in other associates and joint ventures are set out below:

	2023	2022
	\$'mil	\$'mil
Group's share of profit for the year	(0.1)	–

Details of associates and joint ventures are included in Note 39(b) & (c).

NOTES TO THE FINANCIAL STATEMENTS

FOR THE FINANCIAL YEAR ENDED 31 DECEMBER 2023

10. INVESTMENTS

	Group		Company	
	2023 \$'mil	2022 \$'mil	2023 \$'mil	2022 \$'mil
Financial assets at fair value through Other Comprehensive Income:				
Equity shares in Corporations: -				
At beginning of year	25.2	27.7	8.7	11.7
Additions	13.4	2.1	–	–
Fair value adjustment	10.6	(3.6)	8.5	(3.0)
Exchange difference	0.3	(1.0)	–	–
At end of year	49.5	25.2	17.2	8.7
Analysed as:				
- Non-current	49.5	25.2	17.2	8.7

The equity shares in corporations represent investments for long-term strategic purpose. Included in the carrying amount of \$49.5m (2022: \$25.2m) is \$22.3m (2022: \$11.3m) for A2B Australia Limited ("A2B"). The Group holds an equity share interest of 9.25% (2022: 9.39%) in A2B on a fully diluted basis. On 22 December 2023, ComfortDelGro Corporation Australia Pty Ltd entered into a binding agreement to acquire, either directly or through a wholly-owned subsidiary, all the remaining shares of A2B at a cash offer price of A\$1.45 per share pursuant to a court approved Scheme of Arrangement (the "Scheme"). The Scheme values A2B's issued equity value (on a fully diluted basis) at A\$182 million (S\$163.3 million) and is subject to shareholders and other regulatory approvals. The Scheme Meeting will be held on 25 March 2024. If approved, the Scheme is expected to be implemented in April 2024 and A2B would become a wholly-owned subsidiary of the Group.

NOTES TO THE FINANCIAL STATEMENTS

FOR THE FINANCIAL YEAR ENDED 31 DECEMBER 2023

11. LEASE RECEIVABLES

	Company	
	2023	2022
	\$'mil	\$'mil
Amounts receivable under finance lease		
Within one year	4.4	3.9
Within the second to fifth year inclusive	5.8	10.8
Undiscounted lease payments	10.2	14.7
Less: Unearned finance income	(0.4)	(0.7)
Present value of lease payments receivable (Note 5)	9.8	14.0
Undiscounted lease payments analysed as:		
- Recoverable within 12 months	4.4	3.9
- Recoverable after 12 months	5.8	10.8
	10.2	14.7
Net investment in the lease analysed as:		
- Recoverable within 12 months	4.1	3.6
- Recoverable after 12 months	5.7	10.4
	9.8	14.0

The Company's lease arrangements do not include variable payments.

The average effective interest rate contracted is approximately 3.49% (2022: 2.59%) per annum.

Lease receivable balances are secured over the property leased. The Company is not permitted to sell or repledge the collateral in the absence of default by the lessee.

The unguaranteed residual value of assets leased is insignificant.

12. VEHICLES, PREMISES AND EQUIPMENT

	Group		Company	
	2023	2022	2023	2022
	\$'mil	\$'mil	\$'mil	\$'mil
(a) Vehicles, premises and equipment owned	1,787.5	1,794.6	11.3	10.3
(b) Right-of-use assets classified within vehicles, premises and equipment	224.6	243.8	2.1	0.5
	2,012.1	2,038.4	13.4	10.8

NOTES TO THE FINANCIAL STATEMENTS

FOR THE FINANCIAL YEAR ENDED 31 DECEMBER 2023

12. VEHICLES, PREMISES AND EQUIPMENT (cont'd)

(a) Vehicles, premises and equipment owned

The Group	Buses \$'mil	Leasehold building* \$'mil	Other leasehold land and buildings \$'mil	Freehold land and buildings \$'mil
At 1 January 2022	1,891.7	46.9	407.8	284.1
Arising from acquisition of subsidiaries	14.6	–	–	–
Arising from divestment of a subsidiary	–	–	(9.3)	–
Additions	56.7	–	4.8	24.5
Disposals	(30.5)	–	(1.6)	(18.1)
Reclassifications	64.3	(0.2)	(0.7)	1.0
Exchange differences	(103.4)	–	(8.4)	(23.2)
At 31 December 2022	1,893.4	46.7	392.6	268.3
Arising from acquisition of subsidiaries	–	–	–	–
Additions	98.2	–	2.0	24.9
Disposals	(57.3)	–	(1.8)	(6.7)
Reclassifications	(1.2)	0.2	12.9	6.4
Exchange differences	11.1	–	(0.9)	–
At 31 December 2023	1,944.2	46.9	404.8	292.9
Accumulated depreciation and impairment:				
At 1 January 2022	1,073.2	18.3	266.9	29.7
Arising from acquisition of subsidiaries	–	–	0.1	–
Arising from divestment of a subsidiary	–	–	(2.5)	–
Depreciation	118.8	3.5	14.7	4.0
Disposal	(26.8)	–	(1.3)	(1.5)
Reclassification	41.6	–	(4.7)	(0.2)
Exchange differences	(61.2)	–	(5.2)	(3.0)
At 31 December 2022	1,145.6	21.8	268.0	29.0
Arising from acquisition of subsidiaries	–	–	–	–
Depreciation	119.4	3.5	14.6	3.6
Disposal	(49.0)	–	(1.7)	–
Reclassification	(0.2)	–	10.7	(0.1)
Exchange differences	7.3	–	(0.9)	0.4
At 31 December 2023	1,223.1	25.3	290.7	32.9
Net carrying amount				
At 31 December 2023	721.1	21.6	114.1	260.0
At 31 December 2022	747.8	24.9	124.6	239.3

* A leasehold building at a bus depot is stated at revalued amount being the fair value at the date of revaluation based on valuation performed by an independent external valuer. The revaluation was done by a subsidiary pursuant to the agreement in the Negotiated Contract under the Bus Contracting Model (Note 38) in Singapore. As at 31 December 2023, the carrying amount of the leasehold building would have been \$7.4 million (2022: \$8.5 million), had the depot been carried at cost less accumulated depreciation.

On 13 June 2022, the Company signed an agreement with the Land Transport Authority on the sale and transfer of Soon Lee bus depot in 2024. The bus depot will be sold at the carrying value upon transfer in 2024, subsequent to a series of renovations and maintenance works to be completed before the handover date in 2024.

NOTES TO THE FINANCIAL STATEMENTS

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Taxis, motor vehicles for rental and ambulances \$'mil	Computers and automated equipment \$'mil	Workshop machinery, tools and equipment \$'mil	Motor vehicles \$'mil	Furniture, fittings and equipment \$'mil	Capital projects in progress \$'mil	Total \$'mil
1,096.5	166.4	204.3	39.3	49.2	11.5	4,197.7
4.2	0.1	0.1	0.1	0.1	–	19.2
(6.3)	(0.1)	(1.4)	(1.2)	(0.4)	–	(18.7)
141.5	16.7	14.4	3.7	1.5	38.6	302.4
(103.2)	(8.7)	(10.6)	(3.5)	(2.6)	–	(178.8)
14.9	4.5	(6.5)	(1.7)	(4.0)	(30.1)	41.5
(15.5)	(4.4)	(6.8)	(0.4)	(0.8)	(0.3)	(163.2)
1,132.1	174.5	193.5	36.3	43.0	19.7	4,200.1
–	–	–	0.2	2.1	–	2.3
108.8	15.8	24.2	3.3	1.3	89.0	367.5
(84.8)	(8.7)	(4.7)	(1.6)	(1.6)	(2.1)	(169.3)
41.7	6.6	4.3	(0.3)	(0.6)	(88.2)	(18.2)
(7.1)	0.5	0.6	(0.1)	(0.1)	(0.2)	3.8
1,190.7	188.7	217.9	37.8	44.1	18.2	4,386.2
578.1	135.6	145.2	23.8	39.4	–	2,310.2
–	–	–	–	–	–	0.1
(4.8)	(0.1)	(1.0)	(0.8)	(0.3)	–	(9.5)
135.3	18.4	13.0	3.4	2.9	–	314.0
(82.0)	(8.3)	(9.6)	(3.1)	(2.7)	–	(135.3)
(5.8)	(4.0)	(8.5)	(2.0)	(4.0)	–	12.4
(8.1)	(3.4)	(4.5)	(0.3)	(0.7)	–	(86.4)
612.7	138.2	134.6	21.0	34.6	–	2,405.5
–	–	–	0.2	2.0	–	2.2
138.4	18.3	14.8	4.7	2.7	–	320.0
(71.7)	(8.6)	(4.6)	(1.6)	(1.6)	–	(138.8)
(2.7)	(0.6)	0.4	(0.9)	(0.6)	–	6.0
(3.6)	0.6	0.2	(0.1)	(0.1)	–	3.8
673.1	147.9	145.4	23.3	37.0	–	2,598.7
517.6	40.8	72.5	14.5	7.1	18.2	1,787.5
519.4	36.3	58.9	15.3	8.4	19.7	1,794.6

NOTES TO THE FINANCIAL STATEMENTS

FOR THE FINANCIAL YEAR ENDED 31 DECEMBER 2023

12. VEHICLES, PREMISES AND EQUIPMENT (cont'd)

(a) Vehicles, premises and equipment owned (cont'd)

The total carrying amount of the buses of the Group secured for bank loans was \$86.4 million (2022: \$91.5 million) as disclosed in Note 16.

Of the carrying amount of taxis, motor vehicles for rental and ambulances of \$517.6 million (2022: \$519.4 million), \$345.2 million (2022: \$348.4 million) relates to taxis. The remaining balance of \$172.4 million (2022: \$171.0 million) relates to motor vehicles for rental and ambulances.

During the current financial year, the Group carried out a review of the recoverable amount of its taxis and other vehicles, premises and equipment and no impairment was required (2022: NIL). The recoverable amount of the taxis has been determined on the basis of their value in use.

	Leasehold building \$'mil	Computers and automated equipment \$'mil	Motor vehicles \$'mil	Furniture, fittings and equipment \$'mil	Capital projects in progress \$'mil	Total \$'mil
The Company						
Cost:						
At 1 January 2022	53.2	7.8	0.3	9.1	0.1	70.5
Additions	–	–	–	–	7.8	7.8
Transfers from capital projects in progress	–	4.6	0.2	–	(4.8)	–
At 31 December 2022	53.2	12.4	0.5	9.1	3.1	78.3
Additions	–	2.8	–	0.2	1.0	4.0
Disposals	(0.3)	(0.8)	(0.2)	(0.9)	–	(2.2)
Transfers from capital projects in progress	–	2.6	–	–	(2.6)	–
At 31 December 2023	52.9	17.0	0.3	8.4	1.5	80.1
Accumulated depreciation:						
At 1 January 2022	52.4	5.1	0.2	8.4	–	66.1
Depreciation	0.1	1.6	–	0.2	–	1.9
At 31 December 2022	52.5	6.7	0.2	8.6	–	68.0
Disposals	(0.2)	(0.7)	(0.1)	(0.9)	–	(1.9)
Depreciation	0.1	2.4	–	0.2	–	2.7
At 31 December 2023	52.4	8.4	0.1	7.9	–	68.8
Carrying amount:						
At 31 December 2023	0.5	8.6	0.2	0.5	1.5	11.3
At 31 December 2022	0.7	5.7	0.3	0.5	3.1	10.3

NOTES TO THE FINANCIAL STATEMENTS

FOR THE FINANCIAL YEAR ENDED 31 DECEMBER 2023

12. VEHICLES, PREMISES AND EQUIPMENT (cont'd)

(b) Right-of-use assets classified within vehicles, premises and equipment

The Group and Company lease buses, land, buildings and advertising space on buses. The average lease term ranges from 2 to 40 years (2022: 2 to 40 years), where the Group and Company make periodic lease payments, which are used for its day-to-day operations.

The Group has options to purchase certain equipment for a nominal amount at the end of the lease term. The Group's obligations are secured by the lessors' title to the leased assets for such leases.

	Buses \$'mil	Leasehold land* \$'mil	Other leasehold land and buildings \$'mil	Advertising space on buses \$'mil	Total \$'mil
The Group					
Cost:					
At 1 January 2022	169.3	17.6	367.5	12.4	566.8
Additions	0.2	–	13.9	–	14.1
Arising from acquisition of subsidiaries	–	–	0.6	–	0.6
Derecognition	(5.4)	–	(18.0)	(0.2)	(23.6)
Reclassification	(53.8)	–	–	–	(53.8)
Exchange differences	(16.3)	–	(8.5)	–	(24.8)
At 31 December 2022	94.0	17.6	355.5	12.2	479.3
Additions	0.2	–	67.4	0.7	68.3
Derecognition	(0.2)	–	(63.0)	–	(63.2)
Exchange differences	3.4	–	(3.4)	(0.1)	(0.1)
At 31 December 2023	97.4	17.6	356.5	12.8	484.3
Accumulated depreciation:					
At 1 January 2022	66.6	6.9	174.2	6.5	254.2
Depreciation	6.9	1.3	28.0	2.6	38.8
Derecognition	(4.5)	–	(10.8)	–	(15.3)
Reclassification	(36.4)	–	–	–	(36.4)
Exchange differences	(3.3)	–	(2.5)	–	(5.8)
At 31 December 2022	29.3	8.2	188.9	9.1	235.5
Depreciation	7.2	1.3	27.7	2.5	38.7
Derecognition	(0.2)	–	(12.1)	–	(12.3)
Exchange differences	1.0	–	(3.1)	(0.1)	(2.2)
At 31 December 2023	37.3	9.5	201.4	11.5	259.7
Net carrying amount:					
At 31 December 2023	60.1	8.1	155.1	1.3	224.6
At 31 December 2022	64.7	9.4	166.6	3.1	243.8

* A subsidiary of the Group has secured the right-of-use of leasehold land at a bus depot with no future payments required. The leasehold land is stated at revalued amount being the fair value at the date of revaluation based on valuation performed by an independent external valuer. The revaluation was done by a subsidiary pursuant to the agreement in the Negotiated Contract under the Bus Contracting Model (Note 38) in Singapore. As at 31 December 2023, the carrying amount of the leasehold land would have been \$3.7 million (2022: \$4.3 million), had the leasehold land been carried at cost less accumulated depreciation.

NOTES TO THE FINANCIAL STATEMENTS

FOR THE FINANCIAL YEAR ENDED 31 DECEMBER 2023

12. VEHICLES, PREMISES AND EQUIPMENT (cont'd)

(b) Right-of-use assets classified within vehicles, premises and equipment (cont'd)

Buses of the Group with total carrying amounts of \$60.0 million (2022: \$64.6 million) are acquired under lease arrangements from financial institutions as disclosed in Note 17.

The Company	Leasehold building \$'mil
Cost:	
At 1 January 2022	10.9
Adjustments	(0.1)
At 31 December 2022	10.8
Adjustments	0.3
At 31 December 2023	11.1
Accumulated depreciation:	
At 1 January 2022	10.2
Depreciation	0.1
At 31 December 2022	10.3
Depreciation	0.2
Adjustments	(1.5)
At 31 December 2023	9.0
Carrying amount:	
At 31 December 2023	2.1
At 31 December 2022	0.5

NOTES TO THE FINANCIAL STATEMENTS

FOR THE FINANCIAL YEAR ENDED 31 DECEMBER 2023

13. INTANGIBLE ASSETS

Group	Taxi licences \$'mil	Rights under contract \$'mil	Brands \$'mil	Customer relationship \$'mil	Software development costs \$'mil	Total \$'mil
Cost:						
At 1 January 2022	279.4	13.3	9.7	0.6	3.9	306.9
Arising from acquisition of business assets	–	0.7	–	4.4	–	5.1
Arising from sale of business	(0.8)	–	(0.4)	–	–	(1.2)
Additions	–	–	–	–	2.2	2.2
Exchange differences	(23.8)	(1.9)	(1.0)	(0.1)	–	(26.8)
At 31 December 2022	254.8	12.1	8.3	4.9	6.1	286.2
Arising from acquisition of business assets	–	–	5.3	1.5	–	6.8
Additions	–	–	–	–	11.0	11.0
Exchange differences	(11.5)	(0.1)	0.2	–	(0.1)	(11.5)
At 31 December 2023	243.3	12.0	13.8	6.4	17.0	292.5
Accumulated amortisation and impairment:						
At 1 January 2022	78.5	6.7	0.2	0.2	1.3	86.9
Arising from sale of business	(0.8)	–	(0.2)	–	–	(1.0)
Amortisation	0.3	1.5	0.1	1.0	1.5	4.4
Exchange differences	(5.3)	(0.5)	–	–	(0.1)	(5.9)
At 31 December 2022	72.7	7.7	0.1	1.2	2.7	84.4
Arising from acquisition of business assets	–	–	–	0.1	–	0.1
Amortisation	0.3	1.4	0.7	1.3	1.8	5.5
Exchange differences	(3.1)	(0.2)	0.1	–	–	(3.2)
At 31 December 2023	69.9	8.9	0.9	2.6	4.5	86.8
Net carrying amount:						
At 31 December 2023	173.4	3.1	12.9	3.8	12.5	205.7
At 31 December 2022	182.1	4.4	8.2	3.7	3.4	201.8

Of the carrying amount of \$205.7 million (2022: \$201.8 million) is \$173.1million (2022: \$181.8 million) of taxi licences in China and \$6.8 million (2022: \$6.6 million) of brands in the United Kingdom with indefinite lives. These taxi licences and brands are not amortised because there is no foreseeable limit to the cash flows generated. The carrying amount of intangible assets with indefinite life is allocated to the respective CGUs in China and United Kingdom.

The Group has conducted an analysis of the sensitivity of the impairment test to changes in the key assumptions used to determine the recoverable amount for each CGU to which taxi licences is allocated as discussed in Note 3.

The remaining balance of \$25.8 million (2022: \$13.4 million) mainly relates to \$3.1 million (2022: \$4.4 million) of rights under contract in Australia, \$6.1 million (2022: \$1.3 million) of brands in the United Kingdom, \$12.1 million (2022: \$2.9 million) of software development costs and \$3.0 million (2022: 3.5 million) of customer relationship in Singapore with finite useful lives over which the assets are amortised. The useful lives of intangible assets are ranging from 2 to 20 years (2022: 2 to 15 years).

NOTES TO THE FINANCIAL STATEMENTS

FOR THE FINANCIAL YEAR ENDED 31 DECEMBER 2023

14. GOODWILL

	Group	
	2023 \$'mil	2022 \$'mil
Cost:		
At beginning of year	639.3	673.6
Arising from acquisitions of business assets/subsidiaries* (Note 40)	6.2	13.2
Arising from sales of business	–	(0.9)
Exchange differences	(3.8)	(46.6)
At end of year	641.7	639.3
Accumulated impairment:		
At beginning of year	(24.8)	(26.7)
Arising from sale of business	–	0.9
Exchange differences	–	1.0
At end of year	(24.8)	(24.8)
Net carrying amount:		
At end of year	616.9	614.5

* Includes provisional goodwill of \$6.2 million (2022: \$13.2 million).

Goodwill acquired in a business combination is allocated at acquisition, to the cash-generating units ("CGUs") that are expected to benefit from that business combination.

The Group did not recognise any impairment charge in 2022 or 2023.

The carrying amount of goodwill of \$616.9 million (2022: \$614.5 million) is allocated to the respective CGUs.

	2023 \$'mil	2022 \$'mil
Cash-generating units ("CGUs")		
Public Transport		
Australia	433.5	440.7
United Kingdom	107.3	104.0
Singapore	9.4	9.4
Taxi/PHV		
United Kingdom	16.5	10.2
China	3.7	3.7
Others	46.5	46.5
Total	616.9	614.5

The Group has conducted an analysis of the sensitivity of the impairment test to changes in the key assumptions used to determine the recoverable amount for each CGU to which goodwill is allocated as discussed in Note 3.

NOTES TO THE FINANCIAL STATEMENTS

FOR THE FINANCIAL YEAR ENDED 31 DECEMBER 2023

15. DEFERRED TAX ASSETS/LIABILITIES

	Group		Company	
	2023 \$'mil	2022* \$'mil	2023 \$'mil	2022* \$'mil
Deferred tax assets	30.2	27.3	–	1.1
Deferred tax liabilities	(119.1)	(137.9)	(0.1)	–
Net	(88.9)	(110.6)	(0.1)	1.1
At beginning of year	(110.6)	(139.3)	1.1	1.1
Arising from acquisition of subsidiaries	–	(0.6)	–	–
Credit to Income Statement (Note 29)	23.1	30.1	(0.2)	–
Utilisation of deferred tax assets under Group Relief Scheme	(1.4)	(5.4)	–	–
Underprovision in prior years (Note 29)	(0.7)	1.5	(1.0)	–
Arising from movement in Other Comprehensive Income Statement	0.7	(2.8)	–	–
Exchange differences	–	5.9	–	–
At end of year	(88.9)	(110.6)	(0.1)	1.1
The balances in the accounts comprise the tax effects of:				
Lease liabilities	18.9	21.8	2.2	3.0
Provisions	36.0	31.8	–	–
Tax losses	11.4	15.6	–	–
Accelerated tax depreciation	(125.8)	(162.3)	(1.3)	(0.8)
Other items	(29.4)	(17.5)	(1.0)	(1.1)
	(88.9)	(110.6)	(0.1)	1.1

* Certain comparative figures have been restated. Please refer to Note 2 for further details.

16. BORROWINGS

	Group		Company	
	2023 \$'mil	2022 \$'mil	2023 \$'mil	2022 \$'mil
Borrowings comprise of the following:				
(a) Short-term loans	89.1	–	89.1	–
(b) Long-term loans	261.2	292.2	117.9	128.5
	350.3	292.2	207.0	128.5
Analysed as:				
Current	115.4	26.8	97.5	8.6
Non-current	234.9	265.4	109.5	119.9
Total	350.3	292.2	207.0	128.5

NOTES TO THE FINANCIAL STATEMENTS

FOR THE FINANCIAL YEAR ENDED 31 DECEMBER 2023

16. BORROWINGS (cont'd)

(a) Short-term loans

	Group		Company	
	2023 \$'mil	2022 \$'mil	2023 \$'mil	2022 \$'mil
Bank loans				
- unsecured	89.1	–	89.1	–
Total	89.1	–	89.1	–

The unsecured bank loans of \$89.1 million bears floating interest rates ranging from 3.97% to 4.15%.

(b) Long-term loans

	Group		Company	
	2023 \$'mil	2022 \$'mil	2023 \$'mil	2022 \$'mil
Bank loans				
- unsecured	117.9	128.5	117.9	128.5
- secured	143.3	163.7	–	–
Total	261.2	292.2	117.9	128.5

Less: Amount due for settlement
within 12 months
(shown as Current liabilities):

Bank loans				
- unsecured	8.4	8.6	8.4	8.6
- secured	17.9	18.2	–	–
Total	26.3	26.8	8.4	8.6
Amount due for settlement after 12 months	234.9	265.4	109.5	119.9

The borrowings are repayable as follows:

On demand or within one year	26.3	26.8	8.4	8.6
In the second to fifth year inclusive	234.9	265.4	109.5	119.9
Total	261.2	292.2	117.9	128.5

(i) In 2023, \$261.2 million (2022: \$292.2 million) bears floating interest rates ranging from 3.88% to 5.36% (2022: 1.06% to 4.06%) per annum.

(ii) The fair values of the Group's long-term loans approximate their carrying amount.

NOTES TO THE FINANCIAL STATEMENTS

FOR THE FINANCIAL YEAR ENDED 31 DECEMBER 2023

16. BORROWINGS (cont'd)

(c) Reconciliation of liabilities arising from financing activities

The table below details changes in the Group's liabilities arising from financing activities, including both cash and non-cash changes. Liabilities arising from financing activities are those for which cash flows were, or future cash flows will be, classified in the Group Cash Flow Statement as cash flows from financing activities.

	1 January 2023 \$'mil	Financing cash flows (i) \$'mil	Non-cash changes		31 December 2023 \$'mil
			Exchange differences \$'mil	New leases \$'mil	
Loans	292.2	60.9	(2.8)	–	350.3
Lease liabilities from financial institutions	21.4	(13.1)	0.8	–	9.1
Lease liabilities	189.5	(45.0)	1.1	23.2	168.8
Total	503.1	2.8	(0.9)	23.2	528.2

	1 January 2022 \$'mil	Financing cash flows (i) \$'mil	Non-cash changes		31 December 2022 \$'mil
			Exchange differences \$'mil	New leases \$'mil	
Loans	341.0	(17.6)	(31.2)	–	292.2
Lease liabilities from financial institutions	58.3	(32.5)	(4.4)	–	21.4
Lease liabilities	218.7	(42.2)	(6.2)	19.2	189.5
Total	618.0	(92.3)	(41.8)	19.2	503.1

⁽ⁱ⁾ The cash flows make up the net amount of new loans raised and repayment of borrowings in the Group Cash Flow Statement.

17. LEASE LIABILITIES FROM FINANCING INSTITUTIONS

	2023 \$'mil	2022 \$'mil
Maturity analysis:		
Within one year	8.2	13.0
Within the second to fifth year inclusive	1.0	8.7
	9.2	21.7
Less: Future finance charges	(0.1)	(0.3)
	9.1	21.4
Analysed as:		
- Current	8.1	12.7
- Non-current	1.0	8.7
	9.1	21.4

The Group's policy is to lease certain of its buses from financial institutions. The lease terms range from 1 to 5 years (2022: 5 to 15 years). The effective borrowing rates was 1.57% (2022: 1.12%) per annum. All leases are on a fixed repayment basis and no arrangements have been entered into for contingent rental payments.

All lease obligations are denominated in the respective entities' functional currencies.

The fair value of the Group's lease obligations approximates their carrying amount.

The Group's obligations under these leases are secured by the lessors' title to the leased assets (see Note 12).

NOTES TO THE FINANCIAL STATEMENTS

FOR THE FINANCIAL YEAR ENDED 31 DECEMBER 2023

18. LEASE LIABILITIES

	Group		Company	
	2023 \$'mil	2022 \$'mil	2023 \$'mil	2022 \$'mil
Maturity Analysis:				
Within one year	35.2	33.3	5.6	5.1
Within the second to fifth year inclusive	66.6	94.4	10.0	15.3
After five years	114.2	89.9	–	–
	216.0	217.6	15.6	20.4
Less: Future finance charges	(47.2)	(28.1)	(0.6)	(1.0)
	168.8	189.5	15.0	19.4
Analysed as:				
- Current	31.5	37.6	4.8	4.7
- Non-current	137.3	151.9	10.2	14.7
	168.8	189.5	15.0	19.4

The above represents leases for certain buses, land, buildings and advertising space on buses of the Group. The weighted average incremental borrowing rate was 2.86% (2022: 2.38%).

19. TRADE AND OTHER PAYABLES

	Group		Company	
	2023 \$'mil	2022 \$'mil	2023 \$'mil	2022 \$'mil
Outside parties	283.0	243.9	0.7	0.5
Accruals	450.8	514.9	13.6	15.6
Deposits received - current (Note 22(a))	43.7	46.1	0.1	0.1
Deferred income from customers	22.6	25.3	–	–
Others	7.3	2.0	3.9	4.0
Total	807.4	832.2	18.3	20.2
Due to subsidiaries	–	–	232.9	260.1

The credit period on purchases of goods and services ranges from 7 days to 120 days (2022: 7 days to 120 days). The Group has financial risk management policies in place to ensure that all payables are within the credit time frame.

Trade payables and accruals principally comprise amounts outstanding for trade purchases and ongoing costs.

Of the amount of \$232.9 million (2022: \$260.1 million) due to subsidiaries, \$112.1 million (2022: \$185.0 million) represents funds under central pooling which bear variable interest at rates ranging from 3.88% to 4.17% (2022: 2.96% to 4.55%) per annum, unsecured and repayable on demand. \$92.5 million (2022: \$46.4 million) relates to loans which bear a variable interest rate of 4.37% (2022: 3.34%) per annum and are unsecured. The remaining balance of \$28.3 million (2022: \$28.7 million) is interest-free, unsecured and repayable on demand.

NOTES TO THE FINANCIAL STATEMENTS

FOR THE FINANCIAL YEAR ENDED 31 DECEMBER 2023

20. DEFERRED GRANTS

	Group		Company	
	2023 \$'mil	2022 \$'mil	2023 \$'mil	2022 \$'mil
Deferred grants	4.7	4.9	–	–
Analysed as:				
- Current	0.6	0.6	–	–
- Non-current	4.1	4.3	–	–
Total	4.7	4.9	–	–

Non-current deferred grants relate to capital grants.

21. PROVISION FOR ACCIDENT CLAIMS

	Group	
	2023 \$'mil	2022 \$'mil
At beginning of year	45.3	44.3
Charges	18.6	16.9
Payments	(21.0)	(14.9)
Exchange differences	0.3	(1.0)
At end of year	43.2	45.3

The provision for accident claims represents the estimated amount which certain subsidiaries will have to pay to outside parties for accident claims involving the Group's vehicles (Note 3).

22. OTHER LIABILITIES

	Group		Company	
	2023 \$'mil	2022 \$'mil	2023 \$'mil	2022 \$'mil
Other liabilities comprised:				
(a) Deposits received	36.4	36.5	–	–
(b) Provision for service benefits and long service award	16.8	18.1	–	–
(c) Retirement benefits obligation	9.0	3.2	–	–
Deferred income	0.9	5.0	–	–
Provision for reinstatement and maintenance	4.7	4.3	–	–
Others	0.6	0.8	–	–
Total	68.4	67.9	–	–

(a) Deposits received

	Group	
	2023 \$'mil	2022 \$'mil
Deposits received from taxi hirers	80.1	82.6
Less: Due within 12 months (Note 19)	(43.7)	(46.1)
Due after 12 months	36.4	36.5

Deposits received from taxi hirers are repayable at the end of the taxi hire agreement. Deposits that are not expected to be repaid within the next twelve months after the reporting year based on past trend of termination of taxi hire agreements are presented as a non-current liability. The carrying amount of the deposits approximates their fair value.

NOTES TO THE FINANCIAL STATEMENTS

FOR THE FINANCIAL YEAR ENDED 31 DECEMBER 2023

22. OTHER LIABILITIES (cont'd)

(b) Provision for service benefits and long service awards

	Group		Company	
	2023 \$'mil	2022 \$'mil	2023 \$'mil	2022 \$'mil
At beginning of year	18.1	17.6	–	–
Charges	0.1	1.9	–	–
Payments	(1.4)	(1.4)	–	–
At end of year	16.8	18.1	–	–

(c) Retirement benefits obligations

A subsidiary provides pension arrangement to its employees through two defined benefit pension schemes, namely the Metroline Pension Scheme and the Metroline London Northern Pension Scheme (the "Pension Schemes"). In 2007, the employees of the Pension Schemes were transferred to a defined contribution pension scheme and the Pension Schemes ceased active accrual of benefits.

	Group	
	2023 \$'mil	2022 \$'mil
Reconciliation of the assets and liabilities in the Statement of Financial Position:		
Present value of defined benefit obligations that are wholly or partly funded	116.3	108.6
Fair value of plan assets at end of year	(107.3)	(105.4)
Net liability recognised in other liabilities (non-current) at end of year	9.0	3.2

23. SHARE CAPITAL

	Group and Company			
	2023 Number of ordinary shares (million)	2022	2023 \$'mil	2022 \$'mil
Issued and paid-up:				
At beginning of year	2,167.5	2,167.5	694.4	694.4
Exercise of share options	–	–	–	–
Issued shares under share award scheme	–	–	–	–
At end of year	2,167.5	2,167.5	694.4	694.4

As at 31 December 2023, the total number of issued shares was 2,167,447,913 (31 December 2022: 2,167,447,913). Excluding treasury shares, the total number of issued shares was 2,165,713,013 (31 December 2022: 2,166,107,463).

Details of the outstanding share options of the Company as at the end of the financial year are set out in paragraph 4 of the Directors' Statement and in Note 27(c).

Fully paid ordinary shares, which have no par value, carry one vote per share and a right to dividends as and when declared by the Company.

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FOR THE FINANCIAL YEAR ENDED 31 DECEMBER 2023

24. TREASURY SHARES

	Group and Company			
	2023 Number of ordinary shares (thousands)	2022 Number of ordinary shares (thousands)	2023 \$'mil	2022 \$'mil
At beginning of year	1,340	464	1.8	0.7
Repurchased during the year	1,248	1,284	1.4	1.7
Transferred to share-based payments	(853)	(408)	(1.2)	(0.6)
At end of year	1,735	1,340	2.0	1.8

During the current financial year, the Company acquired its own shares 1,248,200 (2022: 1,284,200) through purchases on the Singapore Exchange. The Company transferred 853,750 (2022: 407,500) ordinary shares to employees upon vesting of shares released under the CDG ESAS during the financial year ended 31 December 2023.

As at 31 December 2023, the total number of treasury shares was 1,734,900 or 0.0801% of issued share capital excluding treasury shares (31 December 2022: 1,340,450 or 0.0619%).

25. OTHER RESERVES

	Group		Company	
	2023 \$'mil	2022 \$'mil	2023 \$'mil	2022 \$'mil
Merger reserve:				
At beginning and end of year	31.4	31.4	31.4	31.4
Statutory reserve:				
At beginning of year	39.9	40.2	–	–
Transfer from accumulated profits	0.5	(0.3)	–	–
At end of year	40.4	39.9	–	–
Retirement benefit reserve:				
At beginning of year	(48.1)	(41.2)	–	–
Actuarial adjustment on defined benefit plans	(4.4)	(6.9)	–	–
At end of year	(52.5)	(48.1)	–	–
Investment revaluation reserve:				
At beginning of year	(82.1)	(78.5)	(74.1)	(71.1)
Fair value gain/(loss) on investments	10.4	(3.6)	8.5	(3.0)
At end of year	(71.7)	(82.1)	(65.6)	(74.1)
Hedging reserve:				
At beginning of year	(0.4)	0.5	–	–
Fair value gain/(loss) on cash flow hedges	(0.3)	(0.9)	–	–
At end of year	(0.7)	(0.4)	–	–
Others:				
At beginning of year	119.8	118.4	1.7	1.4
Recognition of share-based payments	1.8	1.1	1.2	0.9
Transfer from treasury shares to share-based payments	(1.2)	(0.6)	(1.2)	(0.6)
Others	–	0.9	–	–
At end of year	120.4	119.8	1.7	1.7
Net	67.3	60.5	(32.5)	(41.0)

NOTES TO THE FINANCIAL STATEMENTS

FOR THE FINANCIAL YEAR ENDED 31 DECEMBER 2023

25. OTHER RESERVES (cont'd)

Merger reserve represents the difference between the fair value of the share capital of the combining entities in a combination involving entities under common control at the date on which it was acquired by the Group and the fair value of the share capital issued as consideration of the acquisition.

Included in investment revaluation reserve is a cumulative amount of \$71.7 million (2022: \$82.1 million) that upon disposal will not be reclassified subsequently to the Income Statement.

Others comprise mainly asset revaluation reserve, capital reserve and share option reserve.

26. REVENUE

Revenue comprises the following amounts:

	Group	
	2023 \$'mil	2022 \$'mil
Public transport	2,959.3	2,886.6
Taxi/PHV	574.7	554.8
Other private transport	143.8	149.5
Inspection and testing services	109.5	106.0
Other segments	93.0	83.9
	3,880.3	3,780.8

Majority of the contracts relates to provision of public transport services to the transport regulators in Singapore, Australia and the United Kingdom for periods ranging from 1 to 11 years (2022: 1 to 11 years). Revenue from these three major customers under the Group's Public Transport segment amounted to \$2,483.6 million (2022: \$2,494.5 million).

The Group has the right to consideration from customers in amounts that corresponds directly with the performance of the services completed and has applied the practical expedient for transaction price allocated to the remaining performance obligations.

Included in the revenue from transport services are performance incentives from transport regulators for achieving certain performance and service quality targets. These performance incentives accounted for not more than 2% (2022: 2%) of the total revenue.

Out of the total revenue, 86% (2022: 87%) is recognised over time, largely contributed by Public Transport, Taxi/PHV and Other Private Transport segments, including rental income disclosed in Note 32. The revenue arising from the remaining segments are recognized at a point in time. Please refer to Note 32(i) for further details.

27. STAFF COSTS

(a) Remuneration of key management personnel

	Group	
	2023 \$'mil	2022 \$'mil
Salaries and bonuses, including directors' fees	7.1	9.9
Employer's contribution to Central Provident Fund	0.1	0.1
Share-based payments	0.7	0.6
	7.9	10.6

NOTES TO THE FINANCIAL STATEMENTS

FOR THE FINANCIAL YEAR ENDED 31 DECEMBER 2023

27. STAFF COSTS (cont'd)

		Group	
		2023	2022
		\$'mil	\$'mil
(b)	Cost of defined contribution plan (included in staff costs)	164.1	162.6

The employees of the Company and some of the subsidiaries are members of a defined contribution retirement scheme. The Company and these subsidiaries are required to contribute a specified percentage of their payroll costs to the retirement scheme to fund the benefits. The only obligation of the Company and these subsidiaries with respect to the scheme is to make the specified contributions.

(c) Share-based payments (included in staff costs)

Share awards scheme

The Company

On 8 May 2023, the Company granted the fifth tranche of share awards of 920,000 (2022: 755,000) ordinary shares pursuant to the CDG ESAS to selected employees of the Group. This included an award of 150,000 (2022: 127,500) ordinary shares to Executive Director, Mr Cheng Siak Kian. These are time-based awards to be vested over a 4-year period. 853,750 treasury shares have been transferred to the participants upon vesting of the first tranche of 25% of shares awards granted pursuant to the CDG ESAS during the financial year.

Since the adoption of the CDG ESAS, a total of 3,525,000 share awards were granted. Details of the share award granted, vested, lapsed, cancelled and the number of unvested share awards outstanding at the end of the financial years are as follows:

Date of grant	Number of share awards				Balance at 31 December 2023
	Balance at 1 January 2023	Granted	Vested	Lapsed / Cancelled	
6 May 2019	97,500	–	(92,500)	(5,000)	–
6 May 2020	235,000	–	(155,000)	–	80,000
6 May 2021	540,000	–	(273,750)	(28,750)	237,500
6 May 2022	755,000	–	(332,500)	(40,000)	382,500
8 May 2023	–	920,000	–	–	920,000
Total	1,627,500	920,000	(853,750)	(73,750)	1,620,000

Date of grant	Number of share awards				Balance at 31 December 2022
	Balance at 1 January 2022	Granted	Vested	Lapsed/ Cancelled	
6 May 2019	212,500	–	(101,250)	(13,750)	97,500
6 May 2020	382,500	–	(121,250)	(26,250)	235,000
6 May 2021	770,000	–	(185,000)	(45,000)	540,000
6 May 2022	–	755,000	–	–	755,000
Total	1,365,000	755,000	(407,500)	(85,000)	1,627,500

All of the ordinary shares were delivered by way of the issue of treasury shares.

NOTES TO THE FINANCIAL STATEMENTS

FOR THE FINANCIAL YEAR ENDED 31 DECEMBER 2023

27. STAFF COSTS (cont'd)

(c) Share-based payments (included in staff costs) (cont'd)

Share awards scheme (cont'd)

SBS Transit Ltd

On 8 May 2023, SBST granted the second tranche of share awards of 567,000 (2022: 411,000) ordinary shares pursuant to the SBS ESS to selected employees of the Group. This included an award of 80,000 (2022: 30,000) ordinary shares to Deputy Chairman, Mr Cheng Siak Kian. These are time-based awards to be vested over a 4-year period.

Since the adoption of the SBS ESS, a total of 978,000 (2022: 411,000) share awards were granted. Details of the share awards granted, vested and lapsed and the number of unvested share awards outstanding as at the end of the financial year is as follows:

Date of grant	Number of share awards			Balance at 31 December 2023
	Balance at 1 January 2023	Granted	Vested	
12 July 2022	403,500	–	(100,875)	302,625
8 May 2023	–	567,000	–	567,000
Total	403,500	567,000	(100,875)	869,625

Date of grant	Number of share awards			Balance at 31 December 2022
	Balance at 1 January 2022	Granted	Lapsed	
12 July 2022	–	411,000	(7,500)	403,500

28. FINANCE COSTS

	Group	
	2023 \$'mil	2022 \$'mil
Interest expense on:		
Loans	15.5	7.6
Lease liabilities from financial institutions	0.3	1.7
Lease liabilities	7.1	4.0
Total	22.9	13.3

NOTES TO THE FINANCIAL STATEMENTS

FOR THE FINANCIAL YEAR ENDED 31 DECEMBER 2023

29. TAXATION

As disclosed more fully in Note 2, the Group has applied the mandatory exception to recognising and disclosing information about deferred tax assets and liabilities arising from Pillar Two income taxes.

	Group	
	2023	2022
	\$'mil	\$'mil
Taxation charge/(credit) comprises:		
Taxation charge in respect of profit for the financial year:		
Current taxation	77.5	86.0
Deferred taxation relating to the origination and reversal of temporary differences (Note 15)	(23.1)	(30.1)
	54.4	55.9
Adjustments in respect of (over)/under provision in prior years:		
Current taxation	(0.1)	(0.2)
Deferred taxation (Note 15)	0.7	(1.5)
	55.0	54.2

Domestic income tax is calculated at 17% (2022: 17%) of the estimated assessable profit for the year. Taxation for overseas subsidiaries are calculated at the rates prevailing for the respective jurisdictions, ranging from 12.5% to 30% (2022: 12.5% to 30%).

The total charge for the year can be reconciled to the accounting profit as follows:

	Group	
	2023	2022
	\$'mil	\$'mil
Profit before Taxation	280.0	272.7
Income tax expense calculated at 17% (2022: 17%)	47.6	46.4
Effect of items that are not allowable in determining taxable profit	0.6	3.0
Effect of different tax rates of subsidiaries operating in other jurisdictions	5.0	7.8
Under/(Over) provision in prior years	0.6	(3.3)
Other items	1.2	0.3
	55.0	54.2

Subject to agreement with the relevant tax authorities, certain subsidiaries have tax losses that are not recognised amounting to \$0.5 million (2022: \$1.2 million) and the resultant deferred tax benefits of \$0.1 million (2022: \$0.3 million). These future income tax benefits in respect of unutilised tax losses are available for an unlimited future period only if the respective subsidiaries derive future assessable income of a nature and of sufficient amounts to enable the benefits to be realised and the conditions for deductibility imposed by law, including the retention of majority shareholders, as defined, are complied with. No deferred tax asset will be recognised if future profit streams of these subsidiaries is unpredictable.

NOTES TO THE FINANCIAL STATEMENTS

FOR THE FINANCIAL YEAR ENDED 31 DECEMBER 2023

30. PROFIT AFTER TAXATION

Profit after taxation is arrived at after charging/(crediting):

	Group	
	2023 \$'mil	2022 \$'mil
Amortisation of intangible assets	5.5	4.4
Depreciation expense from vehicles, premises and equipment and right-of-use assets	358.7	352.8
Gain on sale of UK property	–	(37.2)
Net (gain)/loss on disposal of vehicles, premises and equipment	(6.4)	0.9
Allowance for expected credit losses	(1.1)	0.9
Allowance for inventory obsolescence	7.5	10.7
Share-based payment expenses	1.8	1.1
Directors' fees	1.7	1.9
Audit fees:		
Auditors of the Company	1.4	0.9
Other auditors *	1.4	1.8
Non-audit fees:		
Auditors of the Company	0.1	–
Other auditors *	0.6	0.5

* Including network member firms of Ernst & Young LLP.

31. EARNINGS PER SHARE

Earnings per share is calculated by dividing the Group's net profit attributable to shareholders of the Company for the year by the weighted average number of ordinary shares (excluding treasury shares) in issue during the financial year as follows:

	2023 \$'mil	2022 \$'mil
Net profit attributable to shareholders of the Company (\$'mil)	180.5	173.1
Weighted average number of ordinary shares in issue (million)	2,165.9	2,166.7
Basic earnings per share (in cents)	8.33	7.99

For the purpose of calculating the diluted earnings per ordinary share, the weighted average number of ordinary shares in issue is adjusted to take into account the dilutive effect arising from share awards, excluding 700,000 unvested shares (2022: 1,627,500) to employees because they are anti-dilutive.

	Group	
	2023 \$'mil	2022 \$'mil
Net profit attributable to shareholders of the Company (\$'mil)	180.5	173.1
Weighted average number of ordinary shares in issue (million)	2,165.9	2,166.7
Weighted average number of ordinary shares for the purpose of diluted earnings per share (million)	2,166.5	2,166.7
Diluted earnings per share (in cents)	8.33	7.99

NOTES TO THE FINANCIAL STATEMENTS

FOR THE FINANCIAL YEAR ENDED 31 DECEMBER 2023

32. SEGMENT INFORMATION

The Group has changed its segmental reporting structure in line with its current operating divisions following the reorganisation of the taxi, private-hire vehicle ("PHV") and other private transport businesses.

Information reported to the Group's chief operating decision maker for the purposes of resource allocation and assessment of segment performance is organised on a world-wide basis into 5 new major operating divisions:

(a) Public transport

Income is generated substantially from the provision of bus and rail services to commuters travelling on public transport systems and contracted revenue for operation of scheduled services.

(b) Taxi/PHV

Income is generated through renting out taxis, operating taxi bureau services, platform services, renting and leasing of cars, provision of vehicular maintenance and repair services, construction of specialised vehicles, assembly of bus bodies, crash repair services, engineering services and sale of diesel and petrol.

(c) Other private transport

Income is generated through provision of coach rental services and provision of non-emergency transport services to patients.

(d) Inspection and testing services

Income is generated through the provision of motor vehicle inspection services and provision of non-vehicle testing, inspection and consultancy services.

(e) Other segments

Income is generated through operating driving schools, ancillary advertisement income, electric vehicle charging infrastructure and insurance broking.

Segment revenue and expenses: Segment revenue and expenses are the operating revenue and expenses reported in the Group's Income Statement that are directly attributable to a segment and the relevant portion of such revenue and expenses that can be allocated on a reasonable basis to a segment.

Segment assets and liabilities: Segment assets include all operating assets used by a segment and consist principally of operating receivables, inventories, intangible assets, goodwill, vehicles, premises and equipment, right-of-use assets, net of allowances and provisions. Capital additions include the total cost incurred to acquire vehicles, premises and equipment and intangible assets directly attributable to the segment. Segment liabilities include all operating liabilities and consist principally of trade payables, accruals, deferred grants, deposits, provisions, lease liabilities from financial institution and lease liabilities.

NOTES TO THE FINANCIAL STATEMENTS

FOR THE FINANCIAL YEAR ENDED 31 DECEMBER 2023

32. SEGMENT INFORMATION (cont'd)

(i) Business segments

2023	Public transport \$'mil	Taxi/PHV \$'mil	Other private transport \$'mil	Inspection and testing services \$'mil	Other segments \$'mil	Total \$'mil
Revenue	2,959.3	574.7	143.8	109.5	93.0	3,880.3
Operating profit	120.4	106.7	(1.6)	33.0	13.6	272.1
Net Income from investments						29.4
Finance costs						(22.9)
Share of results of associates and joint ventures						1.4
Profit before taxation						280.0
Taxation						(55.0)
Profit after taxation						225.0
Non-Controlling Interests						(44.5)
Profit Attributable to Shareholders of the Company						180.5
External revenue from contracts with customers						
- Over time	2,760.3	443.1	105.4	–	27.9	3,336.7
- At a point in time	199.0	131.6	38.4	109.5	65.1	543.6
Total	2,959.3	574.7	143.8	109.5	93.0	3,880.3
Other information						
Additions to vehicles, premises and equipment	137.0	189.1	19.8	8.3	13.3	367.5
Additions to right-of-use assets	24.7	31.3	0.4	9.0	2.9	68.3
Additions to intangible assets	–	11.0	–	–	–	11.0
Additions to goodwill	–	5.9	–	0.3	–	6.2
Depreciation expense	173.7	133.6	27.2	7.6	16.6	358.7
Amortisation expense	1.4	3.0	1.0	0.1	–	5.5

NOTES TO THE FINANCIAL STATEMENTS

FOR THE FINANCIAL YEAR ENDED 31 DECEMBER 2023

32. SEGMENT INFORMATION (cont'd)

(i) Business segments (cont'd)

2023	Public transport \$'mil	Taxi/PHV \$'mil	Other private transport \$'mil	Inspection and testing services \$'mil	Other segments \$'mil	Total \$'mil
STATEMENT OF FINANCIAL POSITION						
Assets						
Segment assets	1,934.0	799.7	204.1	120.9	66.7	3,125.4
Goodwill	550.2	20.2	21.0	10.8	14.7	616.9
Associates and joint ventures						10.8
Cash, fixed deposits and investments						906.4
Deferred tax assets						30.2
Consolidated total assets						4,689.7
Liabilities						
Segment liabilities	714.2	256.9	23.2	55.3	90.8	1,140.4
Borrowings						350.3
Income tax payable						66.0
Deferred tax liabilities						119.1
Consolidated total liabilities						1,675.8

NOTES TO THE FINANCIAL STATEMENTS

FOR THE FINANCIAL YEAR ENDED 31 DECEMBER 2023

32. SEGMENT INFORMATION (cont'd)

(i) Business segments (cont'd)

2022	Public transport \$'mil	Taxi/PHV \$'mil	Other private transport \$'mil	Inspection and testing services \$'mil	Other segments \$'mil	Total \$'mil
Revenue	2,886.6	554.8	149.5	106.0	83.9	3,780.8
Operating profit	163.1	66.9	(5.4)	32.6	12.8	270.0
Net Income from investments						15.2
Finance costs						(13.3)
Share of results of associates and joint ventures						0.8
Profit before taxation						272.7
Taxation						(54.2)
Profit after taxation						218.5
Non-Controlling Interests						(45.4)
Profit Attributable to Shareholders of the Company						173.1
External revenue from contracts with customers						
- Over time	2,746.8	415.1	98.7	–	23.4	3,284.0
- At a point in time	139.8	139.7	50.8	106.0	60.5	496.8
Total	2,886.6	554.8	149.5	106.0	83.9	3,780.8
Other information						
Additions to vehicles, premises and equipment	84.8	161.0	30.7	6.5	19.4	302.4
Additions to right-of-use assets	2.6	1.8	2.1	0.2	7.4	14.1
Additions to intangible assets	–	2.2	–	–	–	2.2
Additions to goodwill	13.0	–	0.2	–	–	13.2
Depreciation expense	172.2	133.3	24.8	7.1	15.4	352.8
Amortisation expense	1.5	2.0	0.9	–	–	4.4

NOTES TO THE FINANCIAL STATEMENTS

FOR THE FINANCIAL YEAR ENDED 31 DECEMBER 2023

32. SEGMENT INFORMATION (cont'd)

(i) Business segments (cont'd)

2022	Public transport \$'mil	Taxi/PHV \$'mil	Other private transport \$'mil	Inspection and testing services \$'mil	Other segments \$'mil	Total \$'mil
STATEMENT OF FINANCIAL POSITION						
Assets						
Segment assets	1,920.4	747.7	208.0	110.6	73.8	3,060.5
Goodwill	554.1	13.9	21.3	10.5	14.7	614.5
Associates and joint ventures						7.4
Cash, fixed deposits and investments						992.2
Deferred tax assets						27.3
Consolidated total assets						4,701.9
Liabilities						
Segment liabilities	785.1	219.3	33.2	56.1	107.5	1,201.2
Borrowings						292.2
Income tax payable						65.6
Deferred tax liabilities						137.9
Consolidated total liabilities						1,696.9

NOTES TO THE FINANCIAL STATEMENTS

FOR THE FINANCIAL YEAR ENDED 31 DECEMBER 2023

32. SEGMENT INFORMATION (cont'd)

(ii) Geographical segments

	Revenue		Non-current assets*		Additions to non-current assets*	
	2023 \$'mil	2022 \$'mil	2023 \$'mil	2022 \$'mil	2023 \$'mil	2022 \$'mil
Geographical Location						
Singapore	2,227.1	2,197.0	1,060.5	1,183.5	167.0	199.8
United Kingdom/Ireland	870.1	795.3	598.3	512.3	109.6	57.6
Australia	686.2	690.1	864.3	879.9	26.7	31.0
China	96.0	96.2	307.7	275.2	80.5	28.7
Malaysia	0.9	2.0	3.9	3.8	0.9	0.7
Vietnam	–	0.2	–	–	–	–
Total	3,880.3	3,780.8	2,834.7	2,854.7	384.7	317.8

* Comprising vehicles, premises and equipment, intangible assets and goodwill.

33. COMMITMENTS

As at 31 December, the Group has the following commitments:

Capital commitments contracted for but not provided for in the Financial Statements:

	Group	
	2023 \$'mil	2022 \$'mil
Purchase of equipment	10.0	16.7
Purchase of buses, taxis and motor vehicles	108.8	74.3
Purchase of computer systems	7.6	4.0
Development of bus depots and properties	38.5	8.7
Total	164.9	103.7

NOTES TO THE FINANCIAL STATEMENTS

FOR THE FINANCIAL YEAR ENDED 31 DECEMBER 2023

34. OPERATING LEASE ARRANGEMENTS

The Group as lessee

As at 31 December 2023, the Group committed to \$1.2 million (2022: \$0.3 million) for leases exempted under SFRS(I) 16.

The Group as lessor

The Group rents out certain of its properties and vehicles in Singapore, the United Kingdom and China under operating leases. Rental income earned during the year was \$155.5 million (2022: \$139.8 million).

At the end of the reporting year, the Group has contracted with counter parties for the following future minimum lease payments:

	Group	
	2023	2022
	\$'mil	\$'mil
Within one year	128.6	115.2
In the second to fifth year inclusive	188.6	118.4
After five years	12.4	1.0
Total	329.6	234.6

35. FINANCIAL INSTRUMENTS, FINANCIAL RISKS AND CAPITAL RISKS MANAGEMENT

(a) Categories of financial instruments

The following table sets out the financial instruments as at the end of the reporting year:

	Group and Company			
	2023	2022	2023	2022
	\$'mil	\$'mil	\$'mil	\$'mil
Financial Assets				
Amortised cost	1,524.0	1,585.3	536.0	515.5
Equity instruments classified as at FVTOCI	49.5	25.2	17.2	8.7
Financial Liabilities				
Amortised cost	1,447.4	1,448.5	473.1	424.8

NOTES TO THE FINANCIAL STATEMENTS

FOR THE FINANCIAL YEAR ENDED 31 DECEMBER 2023

35. FINANCIAL INSTRUMENTS, FINANCIAL RISKS AND CAPITAL RISKS MANAGEMENT (cont'd)

(b) *Financial risk management policies and objectives*

The main areas of financial risk faced by the Group are foreign exchange rate risk, interest rate risk, credit risk, liquidity risk and fuel price risk. The Group recognises that management of financial risk is an important aspect in its drive towards creating shareholders' value. It is the Group's policy not to participate in speculative financial instruments. Management oversees financial risk management and regularly reviews its policy governing risk management practices.

There has been no change to the Group's exposure to these financial risks or the manner in which it manages and measures these risks.

(i) Foreign exchange risk management

The Group manages its foreign exchange exposure by matching revenue and costs in the relevant currencies to create a natural hedge and also through active currency management using hedging instruments such as forwards and options where necessary. The Group's revenue is mainly denominated in Singapore Dollar ("SGD") with the remaining in Great British Pound ("GBP"), Renminbi ("RMB"), Australian Dollar ("AUD"), Euro ("EUR") and Malaysian Ringgit ("MYR"). On the cost side, its foreign currency exposures include United States Dollar ("USD"), GBP, RMB, AUD, EUR and MYR. The Group has investments in the United Kingdom, China, Australia, Ireland and Malaysia. Net translation risks are regularly monitored and the Group currently does not seek to hedge this exposure as it does not impact cash flows.

Foreign currency sensitivity

The bulk of the Group's foreign currency exposures are in the functional currencies of its respective operations. Exposures to foreign currencies that are non-functional are actively managed as part of the overall foreign exchange risk management. Based on sensitivity analysis performed, Management has assessed that exposure to changes in foreign exchange rates arising from assets and liabilities denominated in non-functional currencies of entities in the Group is minimal.

(ii) Interest rate risk management

The Group's primary interest rate risk relates to its borrowings, investments in fixed income securities and deposits. The Group uses hedging instruments such as interest rate swaps and caps, where necessary, to achieve the desired interest rate profile in its effort to manage interest rate risk. The Group may borrow at variable rates and uses interest rate swaps as cash flow hedges of future interest payments, which have the economic effect of converting borrowings from floating rates to fixed rates.

Interest rate sensitivity

The Group has interest-bearing assets such as fixed income securities and deposits as well as interest-bearing liabilities. Any change in interest rate affecting the interest-bearing assets shall have an offsetting impact from the interest-bearing liabilities. Based on sensitivity analysis performed at the end of the reporting year, Management has assessed that the exposure to changes in interest rates is minimal and hence the resulting impact on the profit or other comprehensive income of the Group is insignificant.

NOTES TO THE FINANCIAL STATEMENTS

FOR THE FINANCIAL YEAR ENDED 31 DECEMBER 2023

35. FINANCIAL INSTRUMENTS, FINANCIAL RISKS AND CAPITAL RISKS MANAGEMENT (cont'd)

(b) *Financial risk management policies and objectives* (cont'd)

(iii) Credit risk management

The Group has minimal credit risk arising from its commuter transport operations as the majority of revenue is collected in cash upfront or from the transport regulator in the case of Singapore, United Kingdom and Australia. For the other operations, credit risk is also minimised via upfront deposits, strict credit terms and regular monitoring of debtors' financial standing. The Group enters into treasury transactions only with creditworthy institutions. Its investments in fixed income instruments are above investment grade as assigned by international credit-rating agencies. In its management of credit risk, the Group practises stringent credit review and sets counterparty credit limits. There is no significant concentration of credit risk.

Cash and deposits are kept with reputable financial institutions. There is no significant concentration of credit risk.

The carrying amount of financial assets represents the Group's maximum exposure to credit risk as disclosed in the notes to the Financial Statements.

The Group develops and maintains its credit risk gradings to categorise exposures according to their degree of risk of default. The Group uses its own trading records to rate its major customers and other debtors.

(iv) Liquidity risk management

The Group funds its operations through a mix of internal funds and bank borrowings. It regularly reviews its liquidity position comprising free cash flows from its operations and credit lines from banks to ensure its ability to access funding at any time at the best possible rates.

(v) Fuel price risk management

Fuel, comprising diesel and electricity, is part of the operating costs of the Group. The Group is also exposed to fluctuations in fuel price in its bus and rail operations and diesel and petrol sales business. The Group seeks to hedge the price risk associated with its fuel needs after considering fuel indexation in its contracts with various local authorities and uses hedging instruments, where necessary, to achieve the desired hedge outcome.

Based on sensitivity analysis performed and taking into account the fuel hedges in place, as at the end of the reporting year, every one percentage point change in the rates of diesel, petrol and electricity using the closing rates as at the end of the reporting year as a basis will impact the Group's annual fuel and electricity costs by \$0.5 million (2022: \$0.5 million). The sensitivity analysis assumes that consumption is held constant at the same level as in 2023.

NOTES TO THE FINANCIAL STATEMENTS

FOR THE FINANCIAL YEAR ENDED 31 DECEMBER 2023

35. FINANCIAL INSTRUMENTS, FINANCIAL RISKS AND CAPITAL RISKS MANAGEMENT (cont'd)

(b) *Financial risk management policies and objectives* (cont'd)

(vi) Fair values of financial assets and financial liabilities

The carrying amounts of cash and cash equivalents, trade and other current receivables and payables, provisions and other liabilities approximate their respective fair values due to the relatively short-term maturity of these financial instruments. The fair values of other classes of financial assets and liabilities are disclosed in the respective notes to the Financial Statements.

The Group classifies fair value measurements using a fair value hierarchy that reflects the significance of the inputs used in making the measurements. The fair value hierarchy has the following levels:

- (a) quoted prices in active markets for identical assets or liabilities (Level 1);
- (b) inputs other than quoted prices included within Level 1 that are observable for the asset or liability, either directly or indirectly (Level 2); and
- (c) inputs for the asset or liability that are not based on observable market data (Level 3).

The majority of the fair value of the Group's investments are classified into Level 1. The Group's hedging instruments, if any, are classified into Level 2. Fair value of the financial instruments classified in Level 3 is insignificant. There are also no transfers between Levels 1 and 2 of the fair value hierarchy during the financial year.

(c) *Hedging instruments*

The Group utilises hedging instruments to hedge significant future transactions and cash flows.

The Group's hedging instruments are measured at fair value whereby future cash flows are estimated based on contracted rates and observable forward rates at the end of the reporting year, discounted at a rate that reflects the credit risk of the various counterparties.

At the end of the reporting year, the Group has outstanding fuel hedge with notional amounts totalling \$11.9 million (2022: \$27.2 million).

At the end of the reporting year, the Group has outstanding foreign exchange hedge with notional amounts totalling \$3.2 million (2022: \$11.0 million).

The fair value of the Group's hedging instruments, based on market prices for equivalent instruments at the end of the reporting year, comprised \$1.1 million of liabilities (2022: \$0.7 million of liabilities) was matched by an equivalent fair value adjustment on cash flow hedges in Other Comprehensive Income.

The Group uses forward contracts and options to manage its exposure to foreign exchange risks. These arrangements are designed to address foreign exchange risk on future purchases of goods and are accounted for as cash flow hedges.

The Group uses fuel hedging contracts to manage its exposure to fuel price risks. These arrangements are designed to address fuel price exposure on future purchases of fuel and are accounted for as cash flow hedges.

NOTES TO THE FINANCIAL STATEMENTS

FOR THE FINANCIAL YEAR ENDED 31 DECEMBER 2023

35. FINANCIAL INSTRUMENTS, FINANCIAL RISKS AND CAPITAL RISKS MANAGEMENT (cont'd)

(d) Capital risks management policies and objectives

The Group manages its capital to ensure that entities in the Group will be able to continue as a going concern while maximising the return to shareholders through the optimisation of the debt and equity balance.

Management monitors the gross and net gearing of the Group and its implication on weighted average cost of capital in deciding the optimal capital structure. These objectives determine the Group's decisions on the amount of dividends to be paid to shareholders and the sources of capital to be raised, be it equity or debt. The Group's debt capital refers to borrowings comprising loans under Notes 16(a) and 16(b) and lease liabilities from financial institutions under Note 17 while equity refers to total equity.

No changes were made in the objectives, policies or processes during the years ended 2023 and 2022.

- (e) The following are the expected contractual undiscounted cash outflows (including interest payments) of the Group's debt capital (comprises loans and lease liabilities):

	Carrying amount \$'mil	Contractual cash flows			Effective interest rate %
		Total \$'mil	1 year \$'mil	Within 2 to 5 years \$'mil	Beyond 5 years \$'mil
2023					
Financial liabilities					
Loans:					
In functional currencies	350.3	385.0	129.8	255.2	– 4.1% to 5.4%
Lease liabilities from financial institutions:					
In functional currencies	9.1	9.2	8.2	1.0	– 1.57%
Lease liabilities:					
In functional currencies	168.8	216.0	35.2	66.6	114.2 1.1% to 4.7%
Total	528.2	610.2	173.2	322.8	114.2
	Carrying amount \$'mil	Contractual cash flows			Effective interest rate %
		Total \$'mil	1 year \$'mil	Within 2 to 5 years \$'mil	Beyond 5 years \$'mil
2022					
Financial liabilities					
Loans:					
In functional currencies	292.2	330.0	39.5	290.5	– 1.1% to 4.1%
Lease liabilities from financial institutions:					
In functional currencies	21.4	21.7	13.0	8.7	– 1.12%
Lease liabilities:					
In functional currencies	189.5	217.6	33.3	94.4	89.9 1.2% to 4.7%
Total	503.1	569.3	85.8	393.6	89.9

NOTES TO THE FINANCIAL STATEMENTS

FOR THE FINANCIAL YEAR ENDED 31 DECEMBER 2023

36. DIVIDENDS

- (a) During the current financial year, the Company paid dividends as follows:

	2023 \$'mil	2022 \$'mil
Tax-exempt one-tier final dividend in respect of the previous financial year - 1.76 cents (2022: 2.10 cents) per ordinary share	38.1	45.5
Tax-exempt one-tier interim dividend in respect of the current financial year - 2.90 cents (2022: 2.85 cents) per ordinary share	62.8	61.8
Tax-exempt one-tier special dividend in respect of the current financial year - 2.46 cents (2022: 1.41 cents) per ordinary share	53.3	30.5
Total	154.2	137.8

- (b) Subsequent to the end of the financial year, the Directors of the Company recommended that a tax-exempt one-tier final dividend of 3.76 cents per ordinary share (2022: 1.76 cents per ordinary share) totalling \$81.5 million. The dividends are subject to approval by shareholders at the forthcoming Annual General Meeting and hence the proposed dividends have not been accrued as a liability for the current financial year.

Together with the tax-exempt one-tier interim dividend of 2.90 cents per ordinary share (2022: 2.85 cents per ordinary share), total distributions paid and proposed in respect of the financial year ended 31 December 2023 will be 6.66 cents per ordinary share (2022: 8.48 cents per ordinary share including tax-exempt one-tier special dividends of 3.87 cents per ordinary share).

37. LICENCE FOR RAIL SERVICES

Consolidated Rail Licence as part of NRFF (Version 2)

On 11 November 2022, a subsidiary of the Group, SBS Transit Ltd ("SBST") entered into a framework agreement with LTA and SBS Transit DTL Pte. Ltd. (now known as SBS Transit Rail Pte. Ltd.) to transit the DTL to NRFF (Version 2). Under this framework agreement, LTA will issue a Consolidated Rail Licence to SBS Transit Rail Pte. Ltd., to operate the DTL, NEL and SPLRT. The NRFF (Version 2) is designed to reduce commercial volatility for rail operators in delivering a reliable and financially sustainable public rail service.

The Consolidated Rail Licence took effect from 1 January 2022 to operate the NEL, SPLRT and the DTL for a period of 11 years. This Consolidated Rail Licence supersedes the licence granted to NEL, SPLRT dated 1 April 2018 and the licence granted to DTL dated 19 December 2013.

Under NRFF Version 2, LTA owns and pay for the operating assets, including additions, renewals and replacements. In exchange for the right to operate, maintain and derive revenue from the Licenced Systems, SBST will pay an annual licence charge to the LTA over the licence period. The licence charge structure under the NRFF provides for some sharing between SBST and LTA of the revenue risks under the Fare Revenue Shortfall Sharing as well as profit sharing via an Earnings Before Interest and Tax Cap/Collar. These are explained below:

- (i) Fare Revenue Shortfall Sharing ("FRSS")

The licence charge structure has a FRSS mechanism which offers some level of protection against revenue risks arising from uncertainties in ridership and fares. Under this mechanism, if the actual revenue falls short of the target revenue by 2% to 6%, LTA will share 50% of the shortfall. If the shortfall between the actual revenue and the target revenue exceeds 6%, LTA will bear 75% of the incremental revenue shortfall beyond 6%.

NOTES TO THE FINANCIAL STATEMENTS

FOR THE FINANCIAL YEAR ENDED 31 DECEMBER 2023

37. LICENCE FOR RAIL SERVICES (cont'd)

(ii) Earnings Before Interest and Tax ("EBIT") Cap/Collar

The licence charge structure provides for profit sharing via an EBIT (as computed in accordance with the licence agreement) cap and collar mechanism whereby LTA shares in the upside of the EBIT above the cap as well as the downside risks below the collar. If the EBIT margin is lower than 3.50%, LTA will share 50% of the shortfall. LTA's sharing of the shortfall is limited by the amount of licence charge payable by the SBS Transit Rail Pte.Ltd. for the year. If the EBIT margin exceeds the cap of 5%, the excess will be shared via a tiered structure, whereby 85% to 95% of the incremental EBIT above the 5% cap will be shared with LTA.

LTA's sharing under the FRSS and/or the EBIT Cap/Collar is limited by the amount of licence charge payable by the SBS Transit Rail Pte.Ltd. for the year.

In addition, the LTA may reimburse or be reimbursed by SBS Transit Rail Pte.Ltd. when new regulatory changes initiated by LTA after the transition lead to changes in operating costs or revenue. Regulatory changes that may impact operating costs or revenue include modifications to operating performance standards for the rail lines, maintenance performance standards for the operating assets, key performance indicators or codes of practice and changes in rentable and advertising spaces available for generating non-fare revenue.

38. CONTRACTS UNDER THE BUS CONTRACTING MODEL ("BCM")

A subsidiary of the Group, SBST entered into public bus services contracts (collectively known as the "Negotiated Contract") with LTA for the operation of public bus services under the BCM. The Negotiated Contract was effective from 1 September 2016 following the expiry of the Bus Service Operating Licence on 31 August 2016.

Under the BCM, LTA retains all fare revenue collected from the provision of the bus services.

Revenue for SBST is derived from the provision of bus services which comprises service fee and leasing fee. The service fee is indexed to changes in wage levels, inflation and fuel costs. In addition, SBST retains revenue from other commercial services comprising advertising and rental.

As part of the Negotiated Contract, SBST leases its fleet of close to 2,900 buses to LTA. In consideration of SBST using its fleet for the provision of the bus services, LTA pays a leasing fee based on the depreciation of the buses over the statutory lifespan. LTA also pays a leasing fee for the use of the other existing assets of SBST (bus depot and related equipment) based on the depreciation of such assets.

SBST performance will be assessed annually under an incentive-disincentive framework including key performance indicators such as bus service availability, bus punctuality and maintenances of buses, bus interchanges, bus depots and bus ticketing system.

In addition to operating and managing bus services to specified performance standards, SBST's responsibilities include the following:

- (a) Operate, manage and maintain the buses and their on-board equipment;
- (b) Operate, and maintain the bus interchanges, bus depots including the equipment and systems therein;
- (c) Operate the buses, bus depots and related equipment that are provided by LTA for the provision of the Bus Services
- (d) Charge and collect fares as approved by the PTC, on behalf of LTA, for travel on the bus services;
- (e) Provide bus service information at all bus stops and bus interchanges served by the bus services; and
- (f) Provide customer management services, such as lost and found service, and a hotline for commuter feedback and enquiries.

NOTES TO THE FINANCIAL STATEMENTS

FOR THE FINANCIAL YEAR ENDED 31 DECEMBER 2023

39. CORPORATE INFORMATION AND RELATED COMPANY TRANSACTIONS

(a) Subsidiaries

Name of entity	Principal activity	Country of incorporation/ operations	Group's effective interest	
			2023 %	2022 %
Quoted equity shares				
SBS Transit Ltd ⁽²⁰⁾	Provision of public bus and rail services	Singapore	74.41	74.43
VICOM Ltd ⁽²⁰⁾	Investment holding and provision of motor vehicle evaluation and other related services	Singapore	67.06	67.06
Unquoted equity shares				
Braddell Limited ⁽³⁾	Investment holding	United Kingdom	100	100
CityCab Pte Ltd	Provision of public taxi services through the rental of taxis to hirers	Singapore	53.50	53.50
Comfort (China) Pte Ltd	Investment holding	Singapore	100	100
ComfortDelGro Bus Pte Ltd	Provision of charter bus services, rental of buses to hirers and other related services	Singapore	100	100
ComfortDelGro (China) Pte Ltd	Investment holding	Singapore	100	100
ComfortDelGro Driving Centre Pte Ltd	Operation of a driving school	Singapore	90	90
ComfortDelGro Engineering Pte Ltd	Operation of workshops for repairing, servicing and general maintenance of motor vehicles and dealer in diesel and petrol for motor vehicles	Singapore	100	100
ComfortDelGro Rent-A-Car Pte Ltd	Provision of car rental, car care and leasing services	Singapore	100	100
ComfortDelGro (S.E. Asia) Pte Ltd	Investment holding	Singapore	100	100
Comfort Transportation Pte Ltd	Provision of public taxi services through the rental of taxis to hirers	Singapore	100	100
SBS (Guangzhou) Pte Ltd	Inactive	Singapore	100	100
Moove Media Pte Ltd	Provision of advertising services	Singapore	100	100
CityFleet Networks Limited ⁽⁹⁾	Provision and management of taxi booking services	United Kingdom	100	100
Swan Taxis Pty Ltd ⁽³⁾	Provision of taxi services	Australia	100	100

NOTES TO THE FINANCIAL STATEMENTS

FOR THE FINANCIAL YEAR ENDED 31 DECEMBER 2023

39. CORPORATE INFORMATION AND RELATED COMPANY TRANSACTIONS (cont'd)

(a) Subsidiaries (cont'd)

Name of entity	Principal activity	Country of incorporation/ operations	Group's effective interest	
			2023 %	2022 %
Unquoted equity shares (cont'd)				
ComfortDelGro Corporation Australia Pty Ltd ⁽³⁾	Investment holding and provision of management services	Australia	100	100
ComfortDelGro Insurance Brokers Pte Ltd	Insurance broking, risk management, claims management related activities	Singapore	100	100
ComfortDelGro Ventures Pte Ltd	Investment holding	Singapore	100	100
Fringe Pte Ltd	Investment holding	Singapore	100	100
ComfortDelGro MedCare Pte Ltd	Medical escort and transport services	Singapore	100	100
ComfortDelGro Transit Pte Ltd	Investment holding and provision of consultancy services	Singapore	100	100
CDG Zig Pte Ltd	Provision of technology services	Singapore	100	100
CDG Zig Holdings Pte Ltd ⁽¹⁸⁾	Investment holding	Singapore	100	–
Subsidiaries of SBS Transit Ltd:				
SBS Transit Rail Pte Ltd ⁽²¹⁾	Provision of public rail services	Singapore	74.41	74.43
SBS Transit Mobility Pte Ltd	Supporting services to Land Transport N.E.C.	Singapore	74.41	74.43
Subsidiaries of VICOM Ltd:				
JIC Inspection Services Pte Ltd	Vehicle inspection and other related services	Singapore	52.31	52.31
Setsco Services Pte Ltd	Provision of testing, inspection and consultancy services	Singapore	67.06	67.06
VICOM Inspection Centre Pte Ltd	Provision of vehicle inspection services	Singapore	67.06	67.06
Subsidiaries of Setsco Services Pte Ltd:				
Setsco Services (M) Sdn Bhd ⁽¹⁾	Provision of testing, inspection and consultancy services	Malaysia	67.06	67.06
Setsco Consultancy International Pte Ltd	Provision of professional inspection and engineering services	Singapore	67.06	67.06
Setsco-An Security Pte Ltd	Provision of evaluation, testing and consultancy services	Singapore	46.94	–

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FOR THE FINANCIAL YEAR ENDED 31 DECEMBER 2023

39. CORPORATE INFORMATION AND RELATED COMPANY TRANSACTIONS (cont'd)

(a) Subsidiaries (cont'd)

Name of entity	Principal activity	Country of incorporation/ operations	Group's effective interest	
			2023 %	2022 %
Subsidiary of ComfortDelGro Medcare Pte Ltd:				
Ming Chuan Transportation Pte Ltd	Provision of non-emergency ambulance services	Singapore	100	90
Subsidiary of Comfort (China) Pte Ltd:				
Suzhou Comfort Taxi Co., Ltd ⁽²⁾	Provision of taxi services	China	70	70
Subsidiaries of Braddell Limited:				
ComfortDelGro Irish Citylink Limited ⁽³⁾	Provision of coach services	Ireland	100	100
Metroline Limited ⁽³⁾	Investment holding	United Kingdom	100	100
Metroline Rail Limited ⁽¹⁹⁾	Inactive	United Kingdom	100	100
Scottish Citylink Coaches Limited ⁽³⁾	Provision of long distance coach services	United Kingdom	62.5	62.5
New Adventure Travel Limited ⁽⁹⁾	Provision of public bus and coach services	United Kingdom	100	100
Subsidiaries of Metroline Limited:				
Metroline Travel Limited ⁽²⁷⁾	Provision of public bus services	United Kingdom	100	100
Metroline West Limited ⁽²⁷⁾	Provision of public bus services	United Kingdom	100	100
Subsidiary of ComfortDelGro Irish Citylink Limited:				
Evobus & Coach Limited ⁽³⁾	Provision of coach services	Ireland	100	100
Subsidiary of CityCab Pte Ltd:				
Cabcharge Asia Pte Ltd	Provision of charge card facilities	Singapore	46.92	46.92
Subsidiary of ComfortDelGro Engineering Pte Ltd:				
ComfortDelGro Engie Pte. Ltd.	Provision of electric vehicle charging services	Singapore	51	51

NOTES TO THE FINANCIAL STATEMENTS

FOR THE FINANCIAL YEAR ENDED 31 DECEMBER 2023

39. CORPORATE INFORMATION AND RELATED COMPANY TRANSACTIONS (cont'd)

(a) Subsidiaries (cont'd)

Name of entity	Principal activity	Country of incorporation/ operations	Group's effective interest	
			2023 %	2022 %
Subsidiaries of CityFleet Networks Limited:				
London Citycab Limited Plc ^{(9) (16)}	Provision of taxi services	United Kingdom	100	100
Computer Cab (Aberdeen) Limited ⁽⁹⁾	Provision of taxi services	United Kingdom	100	100
Flightlink International Limited ⁽⁹⁾	Provision of private hire services	United Kingdom	100	100
Computer Cab (Liverpool) Limited ⁽⁹⁾	Provision of taxi services	United Kingdom	100	100
Westbus Coach Services Limited ⁽⁹⁾	Provision of coach services	United Kingdom	100	100
Argyle Satellite Ltd ⁽⁹⁾	Provision of taxi and private hire services	United Kingdom	100	100
Argyle Satellite Contract Services Ltd ⁽⁹⁾	Provision of taxi and private hire services	United Kingdom	100	100
KingKabs Limited ⁽⁹⁾	Provision of taxi and private hire services	United Kingdom	100	–
CFN Red Limited ⁽¹⁸⁾	Provision of taxi and private hire services	United Kingdom	100	–
Subsidiaries of ComfortDelGro (China) Pte Ltd:				
Beijing Jin Jian Taxi Services Co., Ltd ⁽⁶⁾	Provision of public taxi services through the rental of taxis to hirers	China	55	55
Beijing Tian Long Da Tian Vehicle Inspection Co., Ltd ⁽⁵⁾	Inactive	China	80	80
Chengdu ComfortDelGro Taxi Co., Ltd ⁽⁸⁾	Provision of public taxi services through the rental of taxis to hirers	China	100	100
CityCab (Shenyang) Co., Ltd ⁽⁴⁾	Provision of public taxi services through the rental of taxis to hirers and vehicle repair	China	100	100
Guangzhou Xin Tian Wei Transportation Development Co., Ltd ⁽¹⁰⁾	Provision of bus station services	China	60	60
Jilin ComfortDelGro Taxi Co., Ltd ⁽¹¹⁾	Provision of public taxi services through the rental of taxis to hirers	China	97	97

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FOR THE FINANCIAL YEAR ENDED 31 DECEMBER 2023

39. CORPORATE INFORMATION AND RELATED COMPANY TRANSACTIONS (cont'd)

(a) Subsidiaries (cont'd)

Name of entity	Principal activity	Country of incorporation/ operations	Group's effective interest	
			2023 %	2022 %
Subsidiaries of ComfortDelGro (China) Pte Ltd: (cont'd)				
Nanjing ComfortDelGro Dajian Taxi Co., Ltd ⁽¹⁵⁾	Provision of public taxi services through the rental of taxis to hirers and vehicle repair	China	70	70
Nanning Comfort Transportation Co., Ltd ⁽¹²⁾	Provision of public taxi services through the rental of taxis to hirers	China	80	80
Shanghai City Qi Ai Taxi Services Co., Ltd ⁽¹⁴⁾	Provision of public taxi services through the rental of taxis to hirers	China	51	51
Shenyang ComfortDelGro Taxi Co., Ltd ⁽⁴⁾	Provision of public taxi services through the rental of taxis to hirers	China	80	80
Guangxi ComfortDelGro Logistics Co., Ltd ⁽¹²⁾	Provision of concrete delivery services	China	60	60
Guangzhou ComfortDelGro Corporation Development Co., Ltd ⁽¹⁸⁾	Investment holding	China	100	–
Subsidiaries of ComfortDelGro (S.E. Asia) Pte Ltd:				
CityLimo Leasing (M) Sdn Bhd ⁽¹³⁾	Provision of car leasing services	Malaysia	100	100
Subsidiary of Swan Taxis Pty Ltd:				
ComfortDelGro Swan Pty Ltd ⁽³⁾	Provision of taxi services	Australia	100	100
Subsidiaries of ComfortDelGro Corporation Australia Pty Ltd:				
Westbus Region 1 Pty Ltd ⁽³⁾	Provision of public bus services	Australia	100	100
CDC NSW Pty Ltd ⁽³⁾	Provision of public bus services	Australia	100	100
Hillsbus Co Pty Ltd ⁽³⁾	Provision of public bus services	Australia	100	100
CDC NSW Hunter Valley Pty Ltd ^{(3) (28)}	Provision of public bus services	Australia	100	100
CDC Charter Pty Ltd ^{(3) (29)}	Provision of charter, coach and terminal services	Australia	100	100
CDC Victoria Pty Ltd ⁽³⁾	Investment holding	Australia	100	100
CDC National Pty Ltd ⁽³⁾	Investment holding	Australia	100	100
CDC NSW Blue Mountains Pty Ltd ^{(3) (30)}	Provision of public bus and charter services	Australia	100	100
CDC Panel Shop Pty Ltd ^{(3) (31)}	Provision of accident and other repair and maintenance services	Australia	100	100

NOTES TO THE FINANCIAL STATEMENTS

FOR THE FINANCIAL YEAR ENDED 31 DECEMBER 2023

39. CORPORATE INFORMATION AND RELATED COMPANY TRANSACTIONS (cont'd)

(a) Subsidiaries (cont'd)

Name of entity	Principal activity	Country of incorporation/ operations	Group's effective interest	
			2023 %	2022 %
Subsidiaries of ComfortDelGro Corporation Australia Pty Ltd: (cont'd)				
CDC Commercial Bus Company Pty Ltd ⁽³⁾	Provision of public bus and charter services	Australia	100	100
FCL Holdings Pty Limited ⁽³⁾	Investment holding	Australia	100	100
National Patient Transport Pty Ltd ⁽³⁾	Investment holding	Australia	100	100
Buslink Pty Ltd ⁽³⁾	Investment holding	Australia	100	100
Buslink Southern Pty Ltd ⁽³⁾	Investment holding	Australia	100	100
B&E Blanch Pty Ltd ⁽³⁾	Provision of public bus services	Australia	100	100
CDC Western Australia Pty Ltd ⁽³⁾	Provision of public bus services	Australia	100	100
CDC Fleet Pty Ltd ⁽³⁾	Provision of taxi operations	Australia	100	100
Moove Media Australia Pty Ltd ⁽⁷⁾	Provision of advertising services	Australia	100	100
Subsidiary of CDC NSW Pty Ltd:				
CDC NSW Region 1 Pty Ltd ⁽³⁾	Provision of public bus services	Australia	100	100
CDC NSW Region 4 Pty Ltd ^{(3) (22)}	Provision of public bus services	Australia	100	100
CDC NSW Region 12 Pty Ltd ^{(3) (23)}	Provision of public bus services	Australia	100	100
CDC NSW Region 14 Pty Ltd ^{(3) (24)}	Provision of public bus services	Australia	100	100
Subsidiaries of CDC Victoria Pty Ltd:				
CDC Sunshine Pty Ltd ⁽³⁾	Provision of public bus services	Australia	100	100
CDC Geelong Pty Ltd ⁽³⁾	Provision of public bus services	Australia	100	100
CDC Oakleigh Pty Ltd ⁽³⁾	Provision of public bus services	Australia	100	100
CDC Wyndham Pty Ltd ⁽³⁾	Provision of public bus services	Australia	100	100
CDC Altona Pty Ltd ⁽³⁾	Provision of public bus services	Australia	100	100
CDC Ballarat Pty Ltd ⁽³⁾	Provision of public bus services	Australia	100	100
CDC Eastrans Pty Ltd ⁽³⁾	Provision of public bus services	Australia	100	100
CDC Tullamarine Pty Ltd ⁽³⁾	Provision of public bus services	Australia	100	100

NOTES TO THE FINANCIAL STATEMENTS

FOR THE FINANCIAL YEAR ENDED 31 DECEMBER 2023

39. CORPORATE INFORMATION AND RELATED COMPANY TRANSACTIONS (cont'd)

(a) Subsidiaries (cont'd)

Name of entity	Principal activity	Country of incorporation/ operations	Group's effective interest	
			2023 %	2022 %
Subsidiary of CDC National Pty Ltd:				
Qcity Transit Pty Ltd ⁽³⁾	Provision of public bus services	Australia	100	100
Subsidiaries of National Patient Transport Pty Ltd:				
National Patient Transport NSW Pty Ltd ⁽³⁾	Provision for non-emergency transport services to patients	Australia	100	100
National Patient Transport Qld Pty Ltd ⁽³⁾	Provision for non-emergency transport services to patients	Australia	100	100
National Patient Transport WA Pty Ltd ⁽³⁾	Provision for non-emergency transport services to patients	Australia	100	100
National Patient Transport SA Pty Ltd ⁽³⁾	Provision for non-emergency transport services to patients	Australia	100	100
NPT Heart Pty Ltd ⁽³⁾	Provision for non-emergency transport services to patients	Australia	100	100
Platinum Healthcare Pty Ltd ⁽³⁾	Provision for non-emergency transport services to patients	Australia	100	100
National Patient Transport Vic Pty Ltd ⁽³⁾	Provision for non-emergency transport services to patients	Australia	100	100
Subsidiaries of FCL Holdings Pty Ltd:				
FCL Finance Pty Limited ⁽³⁾	Provision of public bus services	Australia	100	100
Forest Coach Lines Pty Limited ⁽³⁾	Provision of public bus services	Australia	100	100
Terrey Hills Depot Holdings Pty Limited ⁽³⁾	Investment holding	Australia	100	100
Subsidiaries of Buslink Pty Ltd and Buslink Southern Pty Ltd:				
CDC Gladstone Pty Ltd ⁽³⁾	Provision of public bus and charter services	Australia	100	100
CDC South East Queensland Pty Ltd ⁽³⁾	Provision of public bus and charter services	Australia	100	100
CDC Broken Hill Pty Ltd ⁽³⁾	Provision of public bus and charter services	Australia	100	100
CDC Mildura Pty Ltd ⁽³⁾	Provision of public bus and charter services	Australia	100	100
Tropic Sun Pty Ltd ⁽³⁾	Investment holding	Australia	100	100

NOTES TO THE FINANCIAL STATEMENTS

FOR THE FINANCIAL YEAR ENDED 31 DECEMBER 2023

39. CORPORATE INFORMATION AND RELATED COMPANY TRANSACTIONS (cont'd)

(a) Subsidiaries (cont'd)

Name of entity	Principal activity	Country of incorporation/ operations	Group's effective interest	
			2023 %	2022 %
Subsidiaries of Buslink Pty Ltd:				
CDC Darwin Pty Ltd ^{(3) (25)}	Provision of public bus and charter services	Australia	100	100
CDC Regional NT Pty Ltd ^{(3) (26)}	Provision of public bus and charter services	Australia	100	100

Note:

All Singapore companies are audited by Ernst & Young LLP, Singapore except for certain subsidiaries as indicated below.

- ⁽¹⁾ Audited by WT Ng & Co, Malaysia.
- ⁽²⁾ Audited by Jiangsu Gongzheng Tianye Certified Public Accountants Co., Ltd, China.
- ⁽³⁾ Audited by overseas practices of Ernst & Young LLP.
- ⁽⁴⁾ Audited by Reanda Certified Public Accountants (Special General Partnership) Liaoning Branch, China.
- ⁽⁵⁾ Audited by Beijing Dongshen Dingli International Certified Public Accountants Co., Ltd, China.
- ⁽⁶⁾ Audited by Zhong Zheng Tian Tong Certified Public Accountants Co., Ltd, China.
- ⁽⁷⁾ Audited by LBW & Partners, Australia. During the financial year, Moove Media Pte Ltd disposed 100% of its interest in Moove Media Australia Pty Ltd to ComfortDelGro Corporation Australia Pty Ltd as part of the restructuring and consolidation of the Group's businesses in Australia.
- ⁽⁸⁾ Audited by Sichuan Tong Ze Certified Public Accountants Co., Ltd, China.
- ⁽⁹⁾ Audited by AZETS Audit & Accounting LLP, United Kingdom.
- ⁽¹⁰⁾ Audited by Guangzhou Orient Certified Public Accountants Co., Ltd, China.
- ⁽¹¹⁾ Audited by Jilin Hua Tai Certified Public Accountants Co., Ltd, China.
- ⁽¹²⁾ Audited by Guangxi Broad Way Certified Public Accountants Co., Ltd, China.
- ⁽¹³⁾ Audited by Bahudin & Associates, Malaysia.
- ⁽¹⁴⁾ Audited by Shanghai Gong Xin Zhong Nan Certified Public Accountants Co., Ltd, China.
- ⁽¹⁵⁾ Audited by Zhongshen Zhonghuan Certified Public Accountants Co., Ltd, China.

Other information

- ⁽¹⁶⁾ Previously known as Computer Cab plc.
- ⁽¹⁷⁾ Disposed during the financial year.
- ⁽¹⁸⁾ Incorporated during the financial year.
- ⁽¹⁹⁾ These subsidiaries are insignificant and unaudited.
- ⁽²⁰⁾ Listed on the Singapore Exchange Securities Trading Limited.
- ⁽²¹⁾ Previously known as SBS Transit DTL Pte Ltd.
- ⁽²²⁾ Previously known as CDC Sydney Region 9 Pty Ltd.
- ⁽²³⁾ Previously known as CDC Melbourne Transit Pty Ltd.
- ⁽²⁴⁾ Previously known as CDC Sydney Pty Ltd.
- ⁽²⁵⁾ Previously known as Buslink NT Pty Ltd.
- ⁽²⁶⁾ Previously known as Buslink Alice Springs Pty Ltd.
- ⁽²⁷⁾ Applies audit exemption.
- ⁽²⁸⁾ Previously known as Hunter Valley Buses Pty Ltd.
- ⁽²⁹⁾ Previously known as CDC Travel Pty Ltd.
- ⁽³⁰⁾ Previously known as Blue Mountains Transit Pty Ltd.
- ⁽³¹⁾ Previously known as Western Sydney Repair Centre Pty Ltd.

Compliance with Listing Rules:

The Group is in compliance with Listing Rules 712 and 715 of The Singapore Exchange Securities Trading Limited as suitable auditing firms have been appointed to meet the Group's audit obligations. In accordance to Rule 716, the Audit and Risk Committee and Board of Directors of the Company confirm that they are satisfied that the appointment of different auditors for its subsidiaries would not compromise the standard and effectiveness of the audit of the Group.

NOTES TO THE FINANCIAL STATEMENTS

FOR THE FINANCIAL YEAR ENDED 31 DECEMBER 2023

39. CORPORATE INFORMATION AND RELATED COMPANY TRANSACTIONS (cont'd)

(b) Associates

Name of entity	Principal activity	Country of incorporation/ operations	Group's effective interest	
			2023	2022
Unquoted equity shares				
PBA Transit Planning Pty Ltd ⁽¹⁾	Provision of consultancy services for bus planning and scheduling activities	Australia	49	49
Setsco Middle East Laboratory LLC ⁽²⁾	Provision of testing, inspection, training, certification and consultancy services	UAE	32.83	32.83
ComfortDelGro Engie Solar Pte Ltd ⁽⁵⁾	Provision of solar energy infrastructure	Singapore	49	49
ORA L15 ⁽⁶⁾	Provision of public rail services	France	20	–

(c) Joint Ventures

Name of entity	Principal activity	Country of incorporation/ operations	Group's effective interest	
			2023	2022
Unquoted equity shares				
Auckland One Rail Limited ⁽⁴⁾	Provision of public rail services	New Zealand	50	50
Connecting Stockholm AB ^{(3) (6)}	Investment holding	Sweden	45	39.996
Redbus CDC NSW Pty Ltd ⁽⁶⁾	Investment holding	Australia	50	50
Guangzhou ComfortDelGro Guangjiao New Energy Co. Ltd ⁽⁶⁾	Provision of electric vehicle services	China	60	–

Note:

⁽¹⁾ The associate is insignificant. Previously known as Phillip Boyle & Associates Pty Ltd.

⁽²⁾ The associate was set up on 30 November 2010 and has been dormant since 2012. The accounts have not been audited and are insignificant to the Group.

⁽³⁾ Previously known as GA 31559 AB.

⁽⁴⁾ Audited by RSM NZ.

⁽⁵⁾ Audited by Mazars LLP.

⁽⁶⁾ The accounts have not been audited and are insignificant to the Group.

(d) Related company transactions

Transactions between the Company and its subsidiaries, which are related companies of the Company, have been eliminated on consolidation and are not disclosed in this note.

The amounts outstanding are unsecured and will be settled in cash. No guarantees have been given or received.

NOTES TO THE FINANCIAL STATEMENTS

FOR THE FINANCIAL YEAR ENDED 31 DECEMBER 2023

40. ACQUISITION OF BUSINESS ASSETS/NEW SUBSIDIARIES

During the financial year, the Group acquired a 70% stake in An Security Pte Ltd from Michael Ee Hock Meng and Koh Eng Haur and the entire issued share capital of KingKabs Limited (formerly known as Vedamain) from Nigel Hugh David Thomas and Caroline Jane Thomas.

In prior year, acquisition of a new subsidiary related to the acquisition of 90% of the issued share capital of Ming Chuan Transportation Pte Ltd, certain business assets from Keydale Pty Ltd, Keydale Holdings Pty Ltd, Barry Stephen Rothery and Roslyn Ann Rothery ("Rothery's Coaches business") in Australia, the entire issued share capital of Evobus and Coach Limited and certain business assets from Stagecoach Group plc, Stagecoach Services Limited, Midland Red (South) Limited, Stagecoach Bus Holdings Limited and Stagecoach Devon Limited ("Stagecoach") in the United Kingdom.

Consideration transferred (at acquisition date fair values)

	2023 \$'mil	2022 \$'mil
An Security Pte Ltd	0.6	–
KingKabs Limited	14.6	–
Ming Chuan Transportation Pte Ltd	–	8.5
Rothery's Coaches business	–	7.2
Evobus and Coach Limited	–	17.1
Stagecoach	–	2.8
Total purchase consideration for new acquisitions	15.2	35.6

Acquisition-related costs have been excluded from the consideration transferred and have been recognised as an expense in the period, within the "Other operating costs" line item in the Group Income Statement.

Assets acquired and liabilities assumed at the date of acquisition

	2023 \$'mil	2022 \$'mil
Current assets	3.8	0.5
Non-current assets	6.4	22.0
Current liabilities	(1.2)	(0.1)
Net assets acquired and liabilities assumed	9.0	22.4
Provisional goodwill arising on acquisitions	6.2	13.2
Purchase consideration for new acquisitions	15.2	35.6

Goodwill arose in the acquisition because the consideration paid for the combination included amounts in relation to the benefit of expected synergies, revenue growth, future market development and the assembled workforce. These benefits are not recognised separately from goodwill because they do not meet the recognition criteria for identifiable intangible assets.

The finalisation of the goodwill amount is dependent on the completion of the valuation of net assets acquired.

None of the goodwill arising from these acquisitions is expected to be deductible for tax purposes.

NOTES TO THE FINANCIAL STATEMENTS

FOR THE FINANCIAL YEAR ENDED 31 DECEMBER 2023

40. ACQUISITION OF BUSINESS ASSETS/NEW SUBSIDIARIES (cont'd)

Net cash outflow on acquisition of subsidiaries

	2023 \$'mil	2022 \$'mil
Purchase consideration	15.2	35.6
Less: Consideration paid by issuance of shares	–	(2.8)
Consideration paid in cash	15.2	32.8
Less: Non-controlling interest	(0.1)	(0.4)
Less: Cash and cash equivalent balances acquired	(3.3)	(0.3)
	11.8	32.1

Acquisition of additional interest in Ming Chuan Transportation Pte Ltd ("MCPL")

On 31 March 2023, the Group acquired an additional 10% equity interest in MCPL from its non-controlling interest for a cash consideration of \$1.0m which approximate the carrying value of the additional interest acquired. As a result of this acquisition, MCPL became a wholly-owned subsidiary of the Group.

41. SUBSEQUENT EVENTS

In February 2024, the Group has acquired the entire issued share capital of CMAC Group Limited ("CMAC") for a total consideration of £80.2 million (approximately S\$135.4 million). The acquisition is aligned with the Group's growth plan as a global mobility leader and expands its footprint to 12 countries worldwide in the business of taxis and private-hire vehicles, public buses and inter-city coach services.

The financial information of CMAC at the acquisition date are currently unavailable. Based on CMAC's unaudited accounts as at 31 December 2023, the estimated fair value of assets acquired and liabilities assumed on acquisition date are as follows:

	Estimated fair value recognised on acquisition \$'mil
Current assets	57.1
Non-current assets	43.0
Current liabilities	(65.9)
Net assets acquired and liabilities assumed	34.2
Provisional goodwill arising on acquisition	101.2
Purchase consideration	135.4

Acquisition-related transaction costs was S\$1.2 million.

The Group is in the process of obtaining independent valuation to assist with the preparation of the Purchase Price Allocation ("PPA"). The valuation had not been completed as at the date of the financial statements. Any adjustments arising from the PPA, such as recognition of intangible assets or fair value adjustments would have a corresponding impact to the provisional goodwill.

If the acquisition had taken place on 1 January 2023, the additional revenue and profit before tax from CMAC would have been S\$255.3 million and S\$8.6 million respectively.

NOTES TO THE FINANCIAL STATEMENTS

FOR THE FINANCIAL YEAR ENDED 31 DECEMBER 2023

42. GROUP PROPERTIES AS AT 31 DECEMBER 2023

Held by	Group's effective interest	Location	Approximate land area	Tenure	Usage
SINGAPORE					
ComfortDelGro Corporation Limited	100	Braddell Road	66,441 sq m	36 years 10 months 2 years 8 months unexpired	Head office, bus depot, vehicle workshop
SBS Transit Ltd	74.41	Soon Lee Road	26,670 sq m	30 years 6 years 3 months unexpired	Bus depot
SBS Transit Ltd	74.41	Defu Avenue 1	45,190 sq m	43 years 11 months from 1 January 1983 2 years 11 months unexpired	Bus depot
SBS Transit Ltd	74.41	Bedok North Avenue 4	62,220 sq m	3 years plus renew 1 year 10 months 8 months unexpired	Bus depot
SBS Transit Ltd	74.41	Bukit Batok Street 23	52,189 sq m	43 years from 1 January 1983 2 years unexpired	Bus depot
SBS Transit Ltd	74.41	Ang Mo Kio Street 63	63,955 sq m	30 years 9 months From 1 March 1994 11 months unexpired	Bus depot
VICOM Ltd	67.06	Sin Ming Drive	10,853 sq m	30 years from January 2011 17 years unexpired	Inspection, assessment services
VICOM Ltd	67.06	Kaki Bukit Avenue 4	9,797 sq m	30 years from January 1997 with option to renew another 30 years 3 years unexpired	Inspection, assessment services
VICOM Ltd	67.06	Bukit Batok Street 23	9,625 sq m	30 years from October 1995 with option to renew another 30 years 1 years 9 months unexpired	Inspection, testing and assessment services
VICOM Ltd	67.06	Changi North Crescent	6,015 sq m	30 years from May 1995 1 years 4 months unexpired	Inspection services

NOTES TO THE FINANCIAL STATEMENTS

FOR THE FINANCIAL YEAR ENDED 31 DECEMBER 2023

42. GROUP PROPERTIES AS AT 31 DECEMBER 2023 (cont'd)

Held by	Group's effective interest	Location	Approximate land area	Tenure	Usage
SINGAPORE (cont'd)					
VICOM Ltd	67.06	Yishun Industrial Park A	5,190 sq m	60 years from July 1983 19 years 6 months unexpired	Inspection services
VICOM Ltd	67.06	Yishun Industrial Park A	1,105 sq m	30 years from July 2013 19 years 6 months unexpired	Inspection services
Setsco Services Pte Ltd	67.06	Bukit Batok Street 23	7,554.5 sq m	7 years from October 2018 with option renew another 30 years 1 years 9 months unexpired	Testing, inspection and consultancy services
Setsco Services Pte Ltd	67.06	Jalan Papan Plot 2	12,400.4 sq m	20 years from March 2023 19 years 2 months unexpired	Testing, inspection and consultancy services
JIC Inspection Services Pte Ltd	52.31	Pioneer Road	9190 sq m	30 years from December 1994 11 months unexpired	Inspection services
JIC Inspection Services Pte Ltd	52.31	Ang Mo Kio Street 63	2,145 sq m	1 year 9 months from March 2023 11 months unexpired	Inspection services
Comfort Transportation Pte Ltd	100	Sin Ming Drive	19,523 sq m	60 years 11 years 7 months unexpired	Office, workshop
CityCab Pte Ltd	53.50	Sin Ming Avenue	24,499 sq m	30 years 29 years 3 months unexpired	Office, workshop
ComfortDelGro Engineering Pte Ltd	100	Loyang Drive	12,021 sq m	58 years 28 years 4 months unexpired	Office, workshop, diesel kiosk
ComfortDelGro Engineering Pte Ltd	100	Ubi Road 3	7,734 sq m	22 years 1 years 9 months unexpired	Office, workshop, diesel and petrol kiosk
ComfortDelGro Engineering Pte Ltd	100	Senoko Loop	2,829 sq m	26 years 2 years 9 months unexpired	Workshop spare parts storage
ComfortDelGro Engineering Pte Ltd	100	Pandan Road	6,532 sq m	51 years 25 years 2 months unexpired	Office, workshop, diesel and petrol kiosk

NOTES TO THE FINANCIAL STATEMENTS

FOR THE FINANCIAL YEAR ENDED 31 DECEMBER 2023

42. GROUP PROPERTIES AS AT 31 DECEMBER 2023 (cont'd)

Held by	Group's effective interest	Location	Approximate land area	Tenure	Usage
CHINA					
Guangzhou Xin Tian Wei Transportation Development Co., Ltd	60	Tianhe District Guangzhou	40,116 sq m	30 years 3 years 5 months unexpired	Office, bus station
Shanghai City Qi Ai Taxi Services Co., Ltd	100	Lujiabang Road Shanghai	689 sq m	Freehold	Office
ComfortDelGro (China) Pte Ltd	100	Shen He Qu Qing Nian Da Jie Shenyang	115 sq m	50 years 20 years unexpired	Staff residence
Chengdu ComfortDelGro Taxi Co., Ltd	100	Jin Zhou Road Jin Niu District Chengdu	796.05 sq m	40 years 28 years unexpired	Office
Nanning Comfort Transportation Co. Ltd	80	Ke Yuan Ave Nanning	943 sq m	50 years 33 years unexpired	Office
Jilin ComfortDelGro Taxi Co., Ltd	97	Cheng Nan Street Jilin City High-tech Zone	18,014 sq m	50 years 39 years unexpired	Office
Jilin ComfortDelGro Taxi Co., Ltd	97	Cheng Nan Street Jilin City High-tech Zone	2,309 sq m	30 years 21 years unexpired	Office
UNITED KINGDOM					
CityFleet Networks Limited	100	Colville road, Acton London W3 8BL	1,912 sq m	Freehold	Office
Computer Cab (Liverpool) Limited	100	Falkland Street Liverpool L3 8HB	610 sq m	99 years 74 years 6 months unexpired	Office, fleet depot
Westbus Coach Services Limited	100	Spring Grove Road Hounslow London TW3 4BE	352 sq m	6 years 1 month unexpired	Office, fitting bay
Westbus Coach Services Limited	100	Spring Grove Road Hounslow London TW3 4BE	352 sq m	6 years 4 years 9 months unexpired	Office
Metroline Travel Limited	100	Pemberton Gardens Holloway London N19 5RR	17,968 sq m	Freehold	Bus depot
Metroline Travel Limited	100	Edgware Road Cricklewood London NW2 6JP	13,800 sq m	Freehold	Bus depot

NOTES TO THE FINANCIAL STATEMENTS

FOR THE FINANCIAL YEAR ENDED 31 DECEMBER 2023

42. GROUP PROPERTIES AS AT 31 DECEMBER 2023 (cont'd)

Held by	Group's effective interest	Location	Approximate land area	Tenure	Usage
UNITED KINGDOM (cont'd)					
Metroline Travel Limited	100	High Street Potters Bar Herts EN6 5BE	11,614 sq m	Freehold	Bus depot
Metroline Travel Limited	100	High Road Willesden London NW10 2JY	9,874 sq m	Freehold	Bus depot
Metroline Travel Limited	100	High Road Harrow Weald London HA3 6EJ	5,706 sq m	Freehold	Bus depot
Metroline Travel Limited	100	Armchair House, Commerce Road, Brentford TW8 8LZ	12,200 sq m	Freehold	Bus depot
Metroline Travel Limited	100	Perivale Bus Garage Alperton Lane, Western Avenue, Greenford, England	5,868 sq m	20 years 12 years 3 months unexpired	Bus depot
Metroline Travel Limited	100	Edgware Bus Garage Station Road Edgware, England	12,141 sq m	15 years 4 years 9 months unexpired	Bus depot
Metroline Travel Limited	100	Thorpes West Perivale Depot, Perivale Industrial Park Horsenden Lane South Greenford, England	6,000 sq m	13 years 5 months unexpired	Bus depot
Metroline Travel Limited	100	Capital Business Centre, Athlon Road, Weemblemey, HA0 1YU	4,200 sq m	Freehold	Potential bus depot
Metroline West Limited	100	Willesden Junction Station Road NW10 4XB	2,654 sq m	120 years 100 years 1 months unexpired	Bus depot
Metroline West Limited	100	Hayes Garage 12 Rigby Lane Hayes, Middlesex	9,123 sq m	20 years 7 years 3 months unexpired	Bus depot
New Adventure Travel Limited	100	Coaster Place Cardiff CF10 4XZ	6,070 sq m	Freehold	Bus depot
New Adventure Travel Limited	100	Cynon Close, Llansamlet, Swansea SA6 8QA	3,180 sq m	Freehold	Workshop

NOTES TO THE FINANCIAL STATEMENTS

FOR THE FINANCIAL YEAR ENDED 31 DECEMBER 2023

42. GROUP PROPERTIES AS AT 31 DECEMBER 2023 (cont'd)

Held by	Group's effective interest	Location	Approximate land area	Tenure	Usage
UNITED KINGDOM (cont'd)					
New Adventure Travel Limited	100	Moy Road, Taffs Well CF 15 7QR	2,641 sq m	Freehold	Workshop
New Adventure Travel Limited	100	Compass road, Cardiff	6,070 sq m	Freehold	Parking compound
AUSTRALIA					
ComfortDelGro Corporation Australia Pty Ltd	100	Boundary Road Northmead NSW	31,669 sq m	Freehold	Bus depot
ComfortDelGro Corporation Australia Pty Ltd	100	Hartley Road Seven Hills NSW	2,725 sq m	Freehold	Bus depot
ComfortDelGro Corporation Australia Pty Ltd	100	New Line Road Dural NSW	19,460 sq m	Freehold	Bus depot
ComfortDelGro Corporation Australia Pty Ltd	100	Pipeclay Crescent Thornton NSW	24,820 sq m	Freehold	Bus depot
ComfortDelGro Corporation Australia Pty Ltd	100	Glenwood Drive Thornton NSW	4,461 sq m	Freehold	Bus depot
ComfortDelGro Corporation Australia Pty Ltd	100	High Street Toronto NSW	2,442 sq m	Freehold	Office
ComfortDelGro Corporation Australia Pty Ltd	100	Arnott St & Aluminium Edgeworth NSW	5,817 sq m	Freehold	Bus depot
ComfortDelGro Corporation Australia Pty Ltd	100	Arnott St, Edgeworth NSW	16,600 sq m	Freehold	Bus depot
ComfortDelGro Corporation Australia Pty Ltd	100	Burleigh Street Toronto NSW	5,372 sq m	Freehold	Bus depot
ComfortDelGro Corporation Australia Pty Ltd	100	Ettalong Road Morisset NSW	14,865 sq m	Freehold	Bus depot
ComfortDelGro Corporation Australia Pty Ltd	100	Magpie Street Singleton NSW	7,806 sq m	Freehold	Bus depot

NOTES TO THE FINANCIAL STATEMENTS

FOR THE FINANCIAL YEAR ENDED 31 DECEMBER 2023

42. GROUP PROPERTIES AS AT 31 DECEMBER 2023 (cont'd)

Held by	Group's effective interest	Location	Approximate land area	Tenure	Usage
AUSTRALIA (cont'd)					
ComfortDelGro Corporation Australia Pty Ltd	100	Foundry Road Seven Hills NSW	36,810 sq m	Freehold	Bus depot
ComfortDelGro Corporation Australia Pty Ltd	100	Lee Holm Drive St Mary's NSW	27,960 sq m	Freehold	Bus depot
ComfortDelGro Corporation Australia Pty Ltd	100	Old Bathurst Road Emu Heights NSW	5,599 sq m	Freehold	Bus depot
ComfortDelGro Corporation Australia Pty Ltd	100	Megalong Street	3,780 sq m	Freehold	Bus depot
ComfortDelGro Corporation Australia Pty Ltd	100	Great Western Highway Valley Heights NSW	10,102 sq m	Freehold	Bus depot
ComfortDelGro Corporation Australia Pty Ltd	100	Industrial Avenue Hoppers Crossing Victoria	6,635 sq m	Freehold	Bus depot
ComfortDelGro Corporation Australia Pty Ltd	100	Industrial Avenue Hoppers Crossing Victoria	2,438 sq m	Freehold	Bus depot
ComfortDelGro Corporation Australia Pty Ltd	100	Slough Road Altona Victoria	7,995 sq m	Freehold	Bus depot
ComfortDelGro Corporation Australia Pty Ltd	100	Slough Road Altona Victoria	8,095 sq m	Freehold	Bus depot
ComfortDelGro Corporation Australia Pty Ltd	100	Carrington Drive Sunshine Victoria	9,804 sq m	Freehold	Bus depot
ComfortDelGro Corporation Australia Pty Ltd	100	North Road Oakleigh Victoria	8,823 sq m	Freehold	Bus depot
ComfortDelGro Corporation Australia Pty Ltd	100	Edols Street Geelong Victoria	26,000 sq m	Freehold	Bus depot
ComfortDelGro Corporation Australia Pty Ltd	100	Prosperity Drive Truganina Victoria	38,224 sq m	Freehold	Bus depot, offices

NOTES TO THE FINANCIAL STATEMENTS

FOR THE FINANCIAL YEAR ENDED 31 DECEMBER 2023

42. GROUP PROPERTIES AS AT 31 DECEMBER 2023 (cont'd)

Held by	Group's effective interest	Location	Approximate land area	Tenure	Usage
AUSTRALIA (cont'd)					
ComfortDelGro Corporation Australia Pty Ltd	100	Bass Street Queanbevan NSW	12,410 sq m	Freehold	Bus depot, offices
ComfortDelGro Corporation Australia Pty Ltd	100	Bass Street Queanbevan NSW	4,047 sq m	Freehold	Bus depot
ComfortDelGro Corporation Australia Pty Ltd	100	Bass Street Queanbevan NSW	4,047 sq m	Freehold	Bus depot, offices
ComfortDelGro Corporation Australia Pty Ltd	100	Rosario Place Rouse Hill NSW	41,380 sq m	Freehold	Bus depot
ComfortDelGro Corporation Australia Pty Ltd	100	Hurley Dr Coffs Harbour NSW	5,363 sq m	Freehold	Bus depot, offices
ComfortDelGro Corporation Australia Pty Ltd	100	Hawke Drive Woolgoolga NSW	4,072 sq m	Freehold	Bus depot, offices
ComfortDelGro Corporation Australia Pty Ltd	100	North Road & Fulton Street Oakleigh Victoria	3,630 sq m	Freehold	Bus depot
ComfortDelGro Corporation Australia Pty Ltd	100	Norman Street Ballarat	49,301 sq m	Freehold	Bus depot
Swan Taxis Pty Ltd	100	Harvey Street Victoria Park WA	2,278 sq m	Freehold	Office, call centre, workshop
Tropic Sun Pty Ltd	100	Lyons St Gladstone QLD	6,510 sq m	Freehold	Bus depot, offices
Tropical Sun Pty Ltd	100	Barlett St Noosaville QLD	8,942 sq m	Freehold	Bus depot
Tropical Sun Pty Ltd	100	Page St Kunda Park QLD	15,035 sq m	Freehold	Bus depot, offices
Tropical Sun Pty Ltd	100	Link Cres Coolum QLD	2,570 sq m	Freehold	Bus parking
Tropical Sun Pty Ltd	100	Enterprise St Caloundra QLD	4,052 sq m	Freehold	Bus parking
CDC South East Queensland PTY Ltd	100	Pineapple Drice Hidden Valley QLD	4,355 sq m	Freehold	Bus depot

NOTES TO THE FINANCIAL STATEMENTS

FOR THE FINANCIAL YEAR ENDED 31 DECEMBER 2023

42. GROUP PROPERTIES AS AT 31 DECEMBER 2023 (cont'd)

Held by	Group's effective interest	Location	Approximate land area	Tenure	Usage
AUSTRALIA (cont'd)					
ComfortDelGro Corporation Australia Pty Ltd	100	Pruen Road Berrimah NT	14,100 sq m	Freehold	Bus depot
ComfortDelGro Corporation Australia Pty Ltd	100	Berrimah Road Berrimah NT	10,117 sq m	Freehold	Bus depot
ComfortDelGro Corporation Australia Pty Ltd	100	Challoner Road Humpty Doo NT	19,800 sq m	Freehold	Bus depot
ComfortDelGro Corporation Australia Pty Ltd	100	5 Kidman Street Alice Springs NT	2,020 sq m	Freehold	Bus depot
ComfortDelGro Corporation Australia Pty Ltd	100	7 Kidman Street Alice Springs NT	2,020 sq m	Freehold	Bus depot
ComfortDelGro Corporation Australia Pty Ltd	100	5 Caroline Way Narrabri NSW	7,128 sq m	Freehold	Bus depot, offices
CDC Dawin Pty Ltd	100	10 Iliffe Street Woolner NT	25,846 sq m	10 years 8 years 7 months unexpired	Bus depot, offices
CDC South East Queensland Pty Ltd	100	4/171 Bolsover Street Rockhampton QLD	128 sq m	1 year 6 months unexpired	Office
CDC South East Queensland Pty Ltd	100	13 Power Steet Kawana QLD	5,041 sq m	3 years 2 years 6 months unexpired	Bus depot, offices
CDC Mildura Pty Ltd	100	Tapio Avenue Dareton NSW	1,182 sq m	Freehold	Bus depot
CDC Mildura Pty Ltd	100	Arthur Street Wentworth NSW	4,034 sq m	Freehold	Bus depot
Tropic Sun Pty Ltd	100	Corner Bathurst Street & Sandown Drive, Mildura VIC	12,543 sq m	Freehold	Bus depot
ComfortDelGro Corporation Australia Pty Ltd	100	Kanandah Road Broken Hill VIC	3,699 sq m	Freehold	Bus depot
Forest Coach Lines Pty Limited	100	Newcastle Drive Toomina NSW	15,100 sq m	Freehold	Bus depot, offices, caretakers cottage

NOTES TO THE FINANCIAL STATEMENTS

FOR THE FINANCIAL YEAR ENDED 31 DECEMBER 2023

42. GROUP PROPERTIES AS AT 31 DECEMBER 2023 (cont'd)

Held by	Group's effective interest	Location	Approximate land area	Tenure	Usage
AUSTRALIA (cont'd)					
Forest Coach Lines Pty Limited	100	Mona Vale Rd Myoora Rd Terret Hills NSW	16,920 sq m	Freehold	Bus depot, offices
CDC Sunshine Pty Ltd	100	Carrington Drive Albion, Victoria	6,750 sq m	14 years 2 years 9 months unexpired	Bus parking
CDC Sunshine Pty Ltd	100	Carrington Drive Albion, Victoria	6,750 sq m	14 years 2 years 9 months unexpired	Paint shop, training room
CDC Tullamarine Pty Ltd	100	Louis Street, Airport West, Victoria	1,326 sq m	10 years 2 years 6 months unexpired	Bus depot
CDC Tullamarine Pty Ltd	100	Louis Street, Airport West, Victoria	1,374 sq m	10 years 2 years 6 months unexpired	Bus depot
CDC Tullamarine Pty Ltd	100	Moore Road, Airport West, Victoria	5,895 sq m	10 years 2 years 6 months unexpired	Bus depot
Forest Coach Lines Pty Limited	100	Roses St, Wee Waa, NSW	1,682 sq m	6 years 1 year 8 months unexpired	Bus depot, offices
Forest Coach Lines Pty Limited	100	Part 21 Middleton Road Cromer, NSW	8,320 sq m	5 years 3 years 6 months unexpired	Bus depot
National Patient Transport Pty Ltd	100	Browns Road, Noble Park, Victoria	2,000 sq m	3 years 1 year 6 months unexpired	Head office, ambulance depot
National Patient Transport Pty Ltd	100	Whitehorse Rd, Mitcham, Victoria	1,675 sq m	2 years 6 months unexpired	Ambulance depot, training room
National Patient Transport Pty Ltd	100	Goodyear Drive, Thomastown, Victoria	630 sq m	2 years 3 months unexpired	Ambulance depot
National Patient Transport Pty Ltd	100	Watson Street, Shepparton, Victoria	750 sq m	2 years 6 months unexpired	Ambulance depot
National Patient Transport Pty Ltd	100	Tallarook St, Seymour, Victoria	500 sq m	2 years 6 months unexpired	Ambulance depot

NOTES TO THE FINANCIAL STATEMENTS

FOR THE FINANCIAL YEAR ENDED 31 DECEMBER 2023

42. GROUP PROPERTIES AS AT 31 DECEMBER 2023 (cont'd)

Held by	Group's effective interest	Location	Approximate land area	Tenure	Usage
AUSTRALIA (cont'd)					
National Patient Transport Pty Ltd	100	Whyalla St, Willetton, Victoria	150 sq m	2 years 5 months unexpired	Branch office, ambulance depot
B&E Blanch Pty Ltd	100	De-Havilland Cr, Ballina, NSW	4,378 sq m	10 years 5 years 5 months unexpired	Bus depot, workshop, main office
B&E Blanch Pty Ltd	100	Mogo Pl, Billinudgel, NSW	1,679 sq m	10 years 5 years 5 months unexpired	Bus depot, workshop, main office
B&E Blanch Pty Ltd	100	Tasman Wy, Byron Bay, NSW	3,090 sq m	10 years 5 years 5 months unexpired	Bus depot, office
B&E Blanch Pty Ltd	100	Tasman Wy, Byron Bay, NSW	1,000 sq m	10 years 5 years 5 months unexpired	Bus depot
Hunter Valley Buses Pty Ltd	100	Sparks Road Warnervale NSW	9,327 sq m	9 years 7 months unexpired	Bus depot
Ocity Transit Pty Ltd	100	Yallourne Street	3,030 sq m	4 years 11 months 1 years 4 months unexpired	Bus depot, offices
Ocity Transit Pty Ltd	100	39 Rossi Street Yass NSW	200 sq m	1 year 1 month unexpired	Bus depot
CDC National Pty Ltd	100	Unit 16 First Floor 56 Lavarack Avenue, Eagle Farm QLD	94 sq m	3 years 3 months unexpired	Head office
National Patient Transport Pty Ltd	100	7-11 Parraweena Road, Caringbah NSW	598 sq m	5 years 3 years 5 months unexpired	Ambulance depot
ComfortDelGro Corporation Australia Pty Ltd	100	Level 7 91 William Street Melbourne Victoria	358 sq m	5 years 4 years 6 month unexpired	Head office
National Patient Transport Pty Ltd	100	shed 2/24 Gibson Street, Wangaratta VIC 3677, Australia	525 sq m	3 years 2 years 6 months unexpired	Ambulance depot
National Patient Transport Pty Ltd	100	Unit 4 8 Glanville Drive, Kilmore Victoria	50 sq m	2 years 1 year 9 months unexpired	Ambulance depot
National Patient Transport Pty Ltd	100	33 Beaumont Road Mount Kuring-Gai	16,790 sq m	8 years 7 year 6 months unexpired	Bus depot, office

NOTES TO THE FINANCIAL STATEMENTS

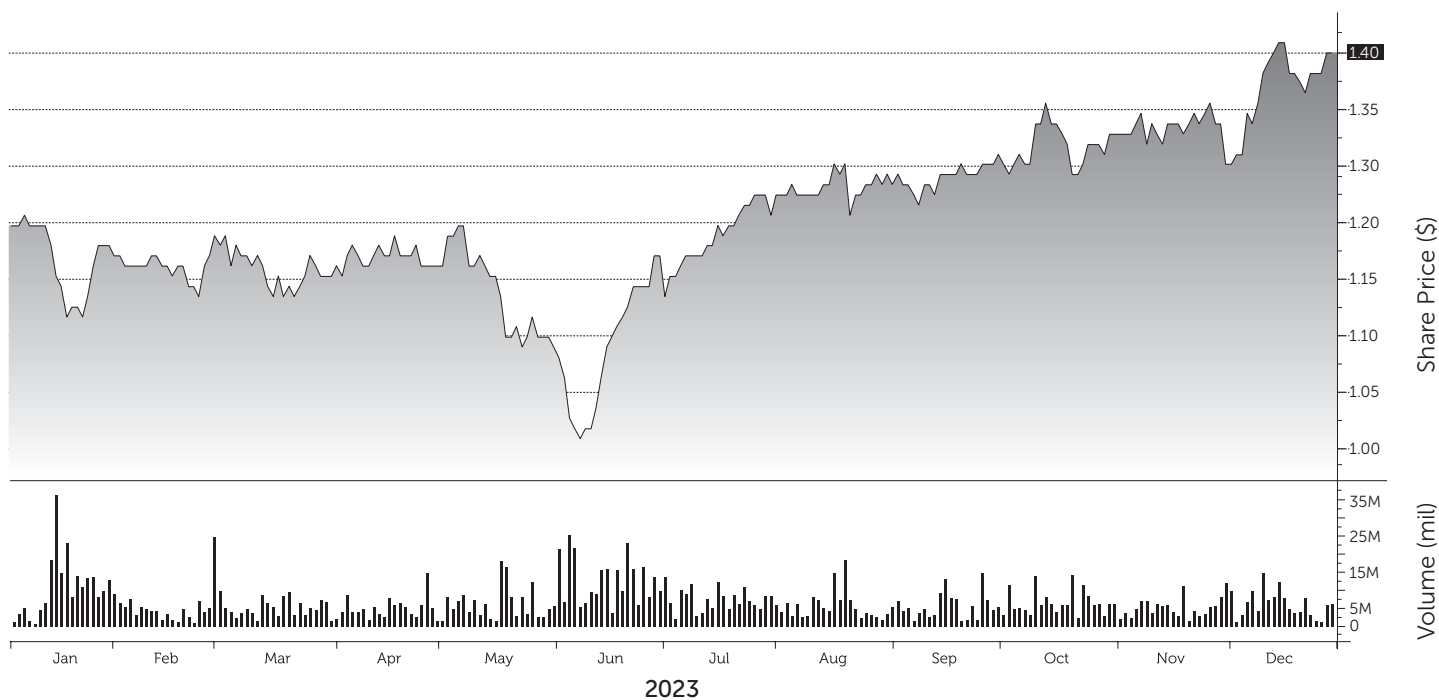
FOR THE FINANCIAL YEAR ENDED 31 DECEMBER 2023

42. GROUP PROPERTIES AS AT 31 DECEMBER 2023 (cont'd)

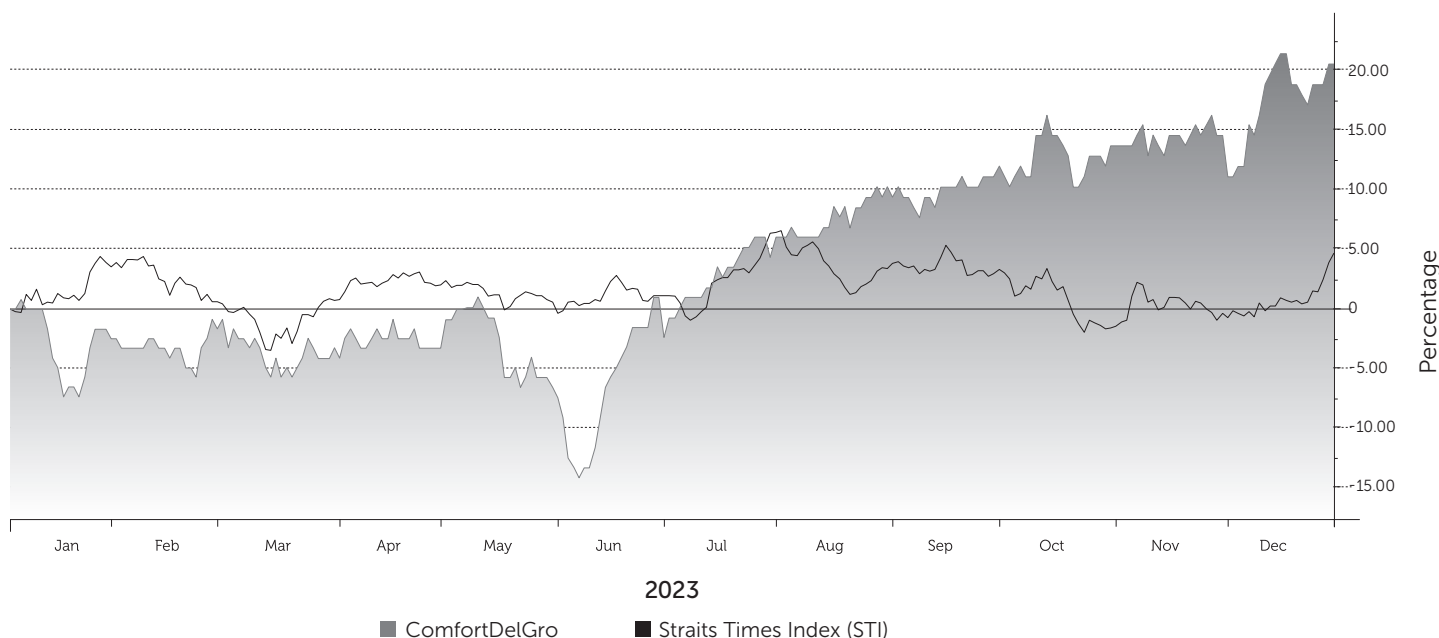
Held by	Group's effective interest	Location	Approximate land area	Tenure	Usage
MALAYSIA					
Setsco Services (M) Sdn Bhd	67.06	Puchong Selangor Darul Ehsan	792 sq m	99 years from December 2009 84 years 11 months unexpired	Testing, inspection, consultancy services
CityLimo Leasing (M) Sdn Bhd	100	Subang Jaya Industrial Estate Selangor Darul Ehsan	1,022 sq m	3 years 1 year unexpired	Office, workshop

SHARE PRICE MOVEMENT CHART

COMFORTDELGRO'S SHARE PRICE MOVEMENT AND VOLUME TURNOVER



COMPARISON OF PERFORMANCE OF COMFORTDELGRO'S SHARE PRICE AND STRAITS TIMES INDEX (STI)



Source: Bloomberg Finance L.P.

SHAREHOLDING STATISTICS

AS AT 1 MARCH 2024

Issued and Fully Paid-Up Capital (Including Treasury Shares)	:	692,338,801.78
Issued and Fully Paid-Up Capital (Excluding Treasury Shares)	:	694,377,682.57
Number of Shares Issued (Excluding Treasury Shares)	:	2,165,713,013
Number/Percentage of Treasury Shares and Subsidiary Holdings	:	1,734,900 (0.08%)
Class of Shares	:	Ordinary Shares Fully Paid
Voting Rights	:	One (1) Vote Per Ordinary Share

DISTRIBUTION OF SHAREHOLDERS BY SIZE OF SHAREHOLDINGS AS AT 1 MARCH 2024

Size of Shareholdings	No. of Shareholders	%	No. of Shares	%
1 – 99	1,040	1.89	40,883	0.00
100 – 1,000	4,565	8.30	3,319,892	0.15
1,001 – 10,000	28,221	51.33	142,652,473	6.59
10,001 – 1,000,000	21,102	38.39	609,636,797	28.15
1,000,001 & ABOVE	49	0.09	1,410,062,968	65.11
Total	54,977	100.00	2,165,713,013	100.00

LIST OF TWENTY (20) LARGEST SHAREHOLDERS

(As recorded in the Depository Register as at 1 March 2024)

	Name of Shareholder	No. of Shares	%(¹)
1	Citibank Nominees Singapore Pte Ltd	388,006,390	17.92
2	HSBC (Singapore) Nominees Pte Ltd	245,004,074	11.31
3	Raffles Nominees (Pte) Limited	210,328,230	9.71
4	DBS Nominees Pte Ltd	176,567,448	8.15
5	DBSN Services Pte Ltd	108,506,539	5.01
6	United Overseas Bank Nominees Pte Ltd	53,031,785	2.45
7	OCBC Nominees Singapore Pte Ltd	33,213,174	1.53
8	Phillip Securities Pte Ltd	27,304,127	1.26
9	BPSS Nominees Singapore (Pte.) Ltd.	23,896,364	1.10
10	IFAST Financial Pte Ltd	13,921,480	0.64
11	OCBC Securities Private Ltd	10,187,500	0.47
12	Dawn Kua Su-Wen	9,874,526	0.46
13	Changi Bus Company (Private) Limited	9,024,095	0.42
14	Yim Chee Chong	8,627,500	0.40
15	UOB Kay Hian Pte Ltd	7,605,435	0.35
16	ABN Amro Clearing Bank N.V.	6,528,750	0.30
17	Maybank Securities Pte. Ltd.	6,465,645	0.30
18	Tiger Brokers (Singapore) Pte. Ltd.	6,277,239	0.30
19	CGS-CIMB Securities (Singapore) Pte Ltd	5,720,519	0.26
20	Heng Siew Eng	4,805,200	0.22
	Total	1,354,896,020	62.56

Notes:

⁽¹⁾ The percentage is calculated based on 2,165,713,013 (excluding 1,734,900 Treasury Shares) issued shares of the Company as at 1 March 2024

SHAREHOLDING STATISTICS

AS AT 1 MARCH 2024

SUBSTANTIAL SHAREHOLDERS

(As recorded in the Register of Substantial Shareholders as at 1 March 2024)

	Direct Interest		Deemed Interest	
	No. of Shares	% ⁽¹⁾	No. of Shares	% ⁽¹⁾
Silchester International Investors LLP ⁽²⁾	–	–	152,751,700	7.05

Notes:

⁽¹⁾ The percentage is calculated based on 2,165,713,013 (excluding 1,734,900 Treasury Shares) issued shares of the Company as at 1 March 2024.

⁽²⁾ Silchester International Investors LLP ("**Silchester**") acts as investment manager for certain commingled funds (the "**Clients**"). In acting for their Clients, Silchester is given full discretion over their investments and is empowered to vote on their behalf. However, Silchester does not act as each Client's custodian and therefore shares are not held in Silchester's name but in the name of each of their Client's custodian bank. Therefore, Silchester has deemed interest in shares of the Company held by their Clients.

COMPLIANCE WITH RULE 723 OF THE SINGAPORE EXCHANGE SECURITIES TRADING LIMITED ("SGX-ST") LISTING MANUAL

Based on information available and to the best knowledge of the Company as at 1 March 2024, approximately 92.87% of the ordinary shares of the Company are held by the public. Accordingly, the Company has complied with Rule 723 of the Listing Manual of the SGX-ST.

NOTICE OF ANNUAL GENERAL MEETING

COMFORTDELGRO CORPORATION LIMITED

(Incorporated in the Republic of Singapore)
(Co. Reg. No.: 200300002K)

NOTICE IS HEREBY GIVEN that the Twenty-First Annual General Meeting (the “**AGM**”) of ComfortDelGro Corporation Limited (the “**Company**”) will be held on Friday, 26 April 2024 at 10.00 a.m. via electronic means and in person at:

**LEVEL 3, SUMMIT 1 ROOM
SUNTEC SINGAPORE CONVENTION & EXHIBITION CENTRE
1 RAFFLES BOULEVARD, SUNTEC CITY
SINGAPORE 039593**

The AGM is for the purpose of transacting the following businesses:

ORDINARY BUSINESS:

To consider and, if thought fit, to pass the following Resolutions:

- | | | |
|----|--|-----------------------|
| 1. | To receive and adopt the Directors’ Statement and Audited Financial Statements for the financial year ended 31 December 2023 together with the Auditors’ Report thereon. | (Resolution 1) |
| 2. | To declare a tax-exempt one-tier final dividend of 3.76 Singapore cents (S\$0.0376) per ordinary share in respect of the financial year ended 31 December 2023. | (Resolution 2) |
| 3. | To approve the payment of Directors’ fees of S\$1,538,235 (FY2022: S\$1,497,968.37) for the financial year ended 31 December 2023. | (Resolution 3) |
| 4. | To approve Directors’ fees of up to S\$1,620,000 for the financial year ending 31 December 2024.
[Please refer to Explanatory Note (a)] | (Resolution 4) |
| 5. | To re-elect Ms Jessica Cheam, a Director retiring pursuant to Regulation 93 of the Company’s Constitution.
[Please refer to Explanatory Note (b)] | (Resolution 5) |
| 6. | To re-elect Professor Ooi Beng Chin, a Director retiring pursuant to Regulation 93 of the Company’s Constitution.
[Please refer to Explanatory Note (c)] | (Resolution 6) |
| 7. | To re-elect Ms Tham Ee Mern Lilian, a Director retiring pursuant to Regulation 93 of the Company’s Constitution.
[Please refer to Explanatory Note (d)] | (Resolution 7) |
| 8. | To re-elect Mr Tan Peng Hoe, Steve, a Director retiring pursuant to Regulation 99 of the Company’s Constitution.
[Please refer to Explanatory Note (e)] | (Resolution 8) |
| 9. | To re-appoint Messrs Ernst & Young LLP as the Auditors of the Company and to authorise the Directors to fix their remuneration. | (Resolution 9) |

NOTICE OF ANNUAL GENERAL MEETING

SPECIAL BUSINESS:

To consider and, if thought fit, to pass the following Resolutions:

ORDINARY RESOLUTIONS:

10. **AUTHORITY TO ISSUE SHARES UNDER THE COMFORTDELGRO EXECUTIVE SHARE AWARD SCHEME** **(Resolution 10)**

That pursuant to Section 161 of the Companies Act 1967 of Singapore, the Directors of the Company be and are hereby authorised to offer and grant awards ("**Awards**") in accordance with the provisions of the ComfortDelGro Executive Share Award Scheme ("**Scheme**") and to allot and issue from time to time such number of fully-paid shares as may be required to be issued pursuant to the vesting of the Awards under the Scheme, provided that the aggregate number of shares to be allotted and issued pursuant to the Scheme, when added to the number of shares issued and issuable in respect of all Awards, and all shares issued and issuable in respect of all options granted or awards granted under any other share incentive schemes or share plans adopted by the Company and for the time being in force, shall not exceed two per centum (2%) of the total issued shares (excluding treasury shares and subsidiary holdings) from time to time and that such authority shall, unless revoked or varied by the Company in a general meeting, continue in force until the conclusion of the next AGM or the date by which the next AGM is required by law to be held, whichever is earlier.

(Note: The Scheme was approved at the AGM of the Company held on 26 April 2018.)

[Please refer to Explanatory Note (f)]

11. **RENEWAL OF SHARE BUYBACK MANDATE** **(Resolution 11)**

That:

- (a) for the purposes of Sections 76C and 76E of the Companies Act 1967 of Singapore (the "**Companies Act**"), the exercise by the directors of the Company ("**Directors**") of all the powers of the Company to purchase or otherwise acquire issued ordinary shares in the capital of the Company (the "**Shares**") not exceeding in aggregate the Maximum Limit (as hereafter defined), at such price(s) as may be determined by the Directors from time to time up to the Maximum Price (as hereafter defined), whether by way of:

- (i) market purchase(s) (each a "**Market Purchase**") on the Singapore Exchange Securities Trading Limited (the "**SGX-ST**"), or as the case may be, any other stock exchange on which the Shares may for the time being be listed and quoted, through one (1) or more duly licensed stockbrokers appointed by the Company for the purpose; and/or
- (ii) off-market purchase(s) (each an "**Off-Market Purchase**") in accordance with any equal access scheme(s) as may be determined or formulated by the Directors as they consider fit, which scheme(s) shall satisfy all the conditions prescribed by the Companies Act;

and otherwise in accordance with all other laws and regulations, including but not limited to, the Constitution of the Company, the provisions of the Companies Act and the Listing Manual of the SGX-ST ("**Listing Manual**") as may for the time being be applicable, be and is hereby authorised and approved generally and unconditionally (the "**Share Buyback Mandate**");

- (b) the authority conferred on the Directors pursuant to the Share Buyback Mandate may be exercised by the Directors at any time and from time to time during the period commencing from the date of the passing of this Resolution and expiring on the earliest of:

- (i) the date on which the next AGM is held or required by law to be held;
- (ii) the date on which the authority conferred by the Share Buyback Mandate is varied or revoked by the Company in general meeting; and
- (iii) the date on which the purchases or acquisitions of Shares by the Company pursuant to the Share Buyback Mandate are carried out to the full extent mandated;

NOTICE OF ANNUAL GENERAL MEETING

- (c) in this Resolution:

"Maximum Limit" means that number of Shares representing not more than ten per cent (10%) of the total number of issued Shares (excluding treasury shares and subsidiary holdings) as at the date of the passing of this Resolution, unless the Company has effected a reduction of the share capital of the Company in accordance with the applicable provisions of the Companies Act, at any time during the Relevant Period, in which event the total number of issued Shares shall be taken to be the total number of issued Shares as altered (excluding any treasury shares and subsidiary holdings); and

"Maximum Price", in relation to a Share to be purchased or acquired, means the purchase price (excluding brokerage, stamp duties, applicable goods and services tax and other related expenses) which shall not exceed:

- (i) in the case of a Market Purchase, one hundred and five per cent (105%) of the Average Closing Price; and
- (ii) in the case of an Off-Market Purchase pursuant to an equal access scheme, one hundred and ten per cent (110%) of the Average Closing Price,

where:

"Relevant Period" means the period commencing from the date on which this Resolution is passed and expiring on the date the next AGM is held or is required by law to be held, whichever is the earlier, after the date of this Resolution;

"Average Closing Price" means the average of the closing market prices of the Shares trade on the SGX-ST over the last five (5) Market Days (a **"Market Day"** being a day on which the SGX-ST is open for trading in securities), on which transactions in the Shares were recorded, immediately preceding the day of the Market Purchase by the Company or, as the case may be, the day of the making of the offer pursuant to the Off-Market Purchase, and deemed to be adjusted for any corporate action that occurs during the relevant 5-day period and the day on which the purchases are made; and

"Day of the making of the offer" means the day on which the Company announces its intention to make an offer for the purchase of Shares from shareholders of the Company, stating the purchase price (which shall not be more than the Maximum Price calculated on the foregoing basis) for each Share and the relevant terms of the equal access scheme for effecting the Off-Market Purchase;

- (d) the Directors and/or any of them be and are hereby authorised to deal with the Shares purchased or acquired by the Company, pursuant to the Share Buyback Mandate in any manner as they think fit, which is permitted under the Act and the Company's Constitution; and
- (e) the Directors and/or any of them be and are hereby authorised to complete and do all such acts and things (including executing such documents as may be required, to approve any amendments, alterations or modifications to any documents, and to sign, file and/or submit any notices, forms and documents with or to the relevant authorities) as they and/or he may consider necessary, expedient, incidental or in the interests of the Company to give effect to the transactions contemplated and/or authorised by this Resolution.

(Note: The Share Buyback Mandate was approved at the AGM of the Company held on 26 April 2018.)
[Please refer to Explanatory Note (g)]

NOTICE OF ANNUAL GENERAL MEETING

NOTICE OF RECORD AND DIVIDEND PAYMENT DATES

NOTICE IS ALSO HEREBY GIVEN that the Share Transfer Books and Register of Members of the Company will be closed at 5.00 p.m. on Tuesday, 7 May 2024 for the purpose of determining Shareholders' entitlements to the proposed tax-exempt one-tier final dividend of 3.76 Singapore cents (S\$0.0376) per ordinary share for the financial year ended 31 December 2023 (the **"Proposed Final Dividend"**).

Duly completed and stamped transfers received by the Company's Share Registrar, B.A.C.S. Private Limited, at 77 Robinson Road, #06-03 Robinson 77, Singapore 068896 up to 5.00 p.m. on Tuesday, 7 May 2024 will be registered to determine Shareholders' entitlements to the Proposed Final Dividend. Shareholders (being depositors) whose securities accounts with The Central Depository (Pte) Limited are credited with ordinary shares in the capital of the Company as at 5.00 p.m. on Tuesday, 7 May 2024 will be entitled to the Proposed Final Dividend.

The Proposed Final Dividend, if approved by the Shareholders at the Twenty-First AGM of the Company, will be paid on Wednesday, 15 May 2024.

BY ORDER OF THE BOARD COMFORTDELGRO CORPORATION LIMITED

Angeline Joyce Lee Siang Pohr
Cher Ya Li Sheryl
Company Secretaries
Singapore

28 March 2024

EXPLANATORY NOTES:

ORDINARY BUSINESS:

- (a) Resolution 4 is to approve the payment of Directors' fees for the Non-Executive Directors of the Company during the financial year ending 31 December 2024 (**"FY2024"**). If the Resolution is passed, the Non-Executive Directors can be paid during the financial year in which the fees are incurred. The proposed Directors' fees are computed based on the anticipated number of Directors on the Board and composition of the Board Committees, as well as the anticipated number of Board and Board Committee meetings for FY2024. In the event that the amount proposed is insufficient, approval will be sought at the next Annual General Meeting before any payments are made to the Non-Executive Directors for the shortfall.
- (b) Ms Jessica Cheam⁽¹⁾ will, upon re-election as a Director of the Company, continue to serve as the Chairman of the Sustainability Committee and a member of the Audit and Risk Committee. Ms Cheam will be considered an Independent Non-Executive Director of the Company, pursuant to Rule 704(8) of the Listing Manual of the SGX-ST.
- (c) Professor Ooi Beng Chin⁽¹⁾ will, upon re-election as a Director of the Company, continue to serve as a member of the Audit and Risk Committee and the Strategy & Investment Committee. Prof Ooi will be considered an Independent Non-Executive Director of the Company, pursuant to Rule 704(8) of the Listing Manual of the SGX-ST.
- (d) Ms Tham Ee Mern Lilian⁽¹⁾ will, upon re-election as a Director of the Company, continue to serve as a member of the Audit & Risk Committee and the Sustainability Committee. Ms Tham will be considered an Independent Non-Executive Director of the Company, pursuant to Rule 704(8) of the Listing Manual of the SGX-ST.
- (e) Mr Tan Peng Hoe, Steve⁽¹⁾ will, upon re-election as a Director of the Company, continue to serve as a member of the Nominating and Remuneration Committee and the Sustainability Committee. Mr Tan will be considered an Independent Non-Executive Director of the Company.

⁽¹⁾ Detailed information on the Directors who are proposed to be re-elected can be found under the sections entitled **"Board of Directors"**, **"Directors' Particulars"** and **"Additional Information on Directors Seeking Re-election"** in the FY 2023 Annual Report of the Company.

NOTICE OF ANNUAL GENERAL MEETING

SPECIAL BUSINESS:

- (f) Ordinary Resolution 10, if passed, will empower the Directors to offer and grant Awards under the Scheme in accordance with the provisions of the Scheme and to issue from time to time such number of fully paid Shares as many be required to be issued pursuant to the vesting of the Awards subject to the maximum number of Shares prescribed under the terms and conditions of the Scheme. The aggregate number of Shares which may be issued pursuant to the Scheme and any other share-based schemes (if applicable) shall not exceed in aggregate (for the entire duration of the Scheme) two per centum (2%) of the total number of issued Shares (excluding treasury shares and subsidiary holdings) from time to time. The Scheme was approved at the AGM of the Company held on 26 April 2018.
- (g) Ordinary Resolution 11, if passed, will renew the Share Buyback Mandate, and empower the Directors to exercise all powers of the Company to purchase or otherwise acquire (whether by way of Market Purchases or Off-Market Purchases) Shares on the terms of the Share Buyback Mandate as set out in the Circular to Shareholders dated 28 March 2024 (the “**Circular**”), which is available at www.comfortdelgro.com.

The Company may use internal and external sources of funds to finance its purchases or acquisitions of Shares. The Directors do not propose to exercise the Share Buyback Mandate to such extent that it would result in any material adverse effect on the listing status of the Shares on the SGX-ST, liquidity and/or the orderly trading of the Shares and/or the financial position of the Company and its subsidiaries (collectively, the “**Group**”). The amount of financing required for the Company to purchase its Shares pursuant to the Share Buyback Mandate and the impact on the Company’s financial position cannot be realistically ascertained as at the date of this Notice as this will depend on factors such as the aggregate number of Shares purchased, whether the Shares are purchased or acquired out of capital or profits, the purchase prices paid at the relevant times, and whether the Shares purchased or acquired are held in treasury or cancelled.

The rationale for the Share Buyback Mandate, the source of funds to be used for the Share Buyback Mandate, the impact of the Share Buyback Mandate on the Company’s financial position, the implications arising as a result of the Share Buyback Mandate under The Singapore Code on Take-overs and Mergers and on the listing of the Company’s Shares on the SGX-ST are set out in the Circular, which is enclosed together with this Notice.

An illustration of the total number of Shares which may be purchased or acquired by the Company up to the Maximum Limit, pursuant to the Share Buyback Mandate, is contained in paragraph 3.2.1 of the Circular.

An illustration of the maximum amount of financing or funds required for the purchase or acquisition of Shares up to the Maximum Limit at the relevant Maximum Price in the case of Market Purchases and an illustration of the maximum amount of financing or funds required for the purchase or acquisition of Shares up to the Maximum Limit at the relevant Maximum Price in the case of Off-Market Purchases, pursuant to the Share Buyback Mandate, are contained in paragraph 3.5.2(b) of the Circular.

An illustration of the financial impact of the purchase or acquisitions of Shares by the Company pursuant to the Share Buyback Mandate on the audited financial statements of the Group for the financial year ended 31 December 2023 is set out in the Circular.

A share buyback mandate (the “**2023 Mandate**”) on the same terms was renewed at the AGM of the Company held on 28 April 2023. Details of the Company’s acquisition of Shares pursuant to the 2023 Mandate are contained in paragraph 3.9 of the Circular.

NOTES:

1. A proxy need not be a member of the Company. The Chairman of the Meeting, as proxy, need not be a member of the Company.
2. Where a member appoints two (2) proxies, he/she should specify the proportion of his/her shareholding to be represented by each proxy, failing which the nomination shall be deemed to be alternative.
3. A member who is a relevant intermediary entitled to attend the meeting and vote is entitled to appoint more than two (2) proxies to attend and vote instead of the member, but each proxy must be appointed to exercise the rights attached to a different share or shares held by each member. Where such member appoints more than two (2) proxies, the appointments shall be invalid unless the member specifies the number of shares in relation to which each proxy has been appointed.

NOTICE OF ANNUAL GENERAL MEETING

"Relevant intermediary" means:

- (a) a banking corporation licensed under the Banking Act 1970 of Singapore, or a wholly-owned subsidiary of such a banking corporation, whose business includes the provision of nominee services and who holds shares in that capacity;
 - (b) a person holding a capital markets services licence to provide custodial services for securities under the Securities and Futures Act 2001 of Singapore, and who holds shares in that capacity; or
 - (c) the Central Provident Fund Board ("**CPF Board**") established by the Central Provident Fund Act 1953 of Singapore, in respect of shares purchased under the subsidiary legislation made under that Act providing for the making of investments from the contributions and interest standing to the credit of members of the Central Provident Fund, if the CPF Board holds those shares in the capacity of an intermediary pursuant to or in accordance with that subsidiary legislation.
4. Investors holding shares under the Central Provident Fund Investment Schemes ("**CPF Investors**") and/or Supplementary Retirement Scheme ("**SRS Investors**") who wish to vote at the AGM should approach their respective agent banks to submit their votes at least seven (7) working days before the date of the AGM (i.e., by 10.00 a.m. on Tuesday, 16 April 2024). CPF/SRS Investors should contact their respective agent banks for any queries they may have with regard to the appointment of proxy for the AGM.
5. The instrument appointing a proxy, together with the power of attorney or other authority under which it is signed (if applicable) or a duly certified copy thereof, must be submitted in the following manner:
- (a) If submitted by post, be deposited at the Company's registered office at 205 Braddell Road, Singapore 579701; or
 - (b) If submitted by electronic mail, be sent to **agm2024@comfortdelgro.com**; or
 - (c) If submitted electronically, be lodged at the Company's AGM pre-registration website, **www.conveneagm.sg/CDG_AGM2024**,
- in each case, by 10.00 a.m. on Tuesday, 23 April 2024, being not less than seventy-two (72) hours before the time appointed for the holding of the AGM.
6. In the case of shares entered in the Depository Register, the Company may reject any instrument appointing proxy lodged if the member, being the appointor, is not shown to have shares entered against his/her name in the Depository Register as at seventy-two (72) hours before the time appointed for holding the AGM (i.e., by 10.00 a.m. on Tuesday, 23 April 2024), as certified by The Central Depository (Pte) Limited to the Company.
7. A corporation which is a member of the Company may authorise by resolutions of its directors or other governing body, such person as it thinks fit to act as its representative at the meeting.
8. The instrument appointing a proxy must be signed by the appointor or his/her attorney duly authorised in writing. Where the instrument appointing a proxy is executed by a corporation, it shall be executed either under its common seal or under the hand of any officer or attorney duly authorised. The power of attorney or other authority, if any, under which the instrument of proxy is signed on behalf of the member or duly certified copy of that power of attorney or other authority (failing previous registration with the Company) shall be attached to the instrument of proxy, failing which the instrument may be treated as invalid.

NOTICE OF ANNUAL GENERAL MEETING

IMPORTANT INFORMATION

The AGM is being convened and will be held physically ("**Physical Meeting**") and by electronic means ("**Virtual Meeting**").

Shareholders of the Company ("**Shareholders**") shall take note of the following arrangements for the conduct of the AGM on Friday, 26 April 2024 at 10.00 a.m.:

1. Attendance

The pre-registration procedures are set out below:

Virtual Meeting

Proceedings of the AGM will be broadcasted through live audio visual and audio-only feeds ("**Live Webcast**").

All Shareholders who wish to follow the proceedings of the AGM must pre-register online at the URL: **www.conveneagm.sg/CDG_AGM2024** for verification purposes by 10.00 a.m. on Tuesday, 23 April 2024.

Shareholders who are appointing proxy(ies) ("**Proxy(ies)**") to attend the Virtual Meeting should inform his/her Proxy(ies) to pre-register at the URL: **www.conveneagm.sg/CDG_AGM2024** not less than seventy-two (72) hours before the time appointed for the holding of the AGM (i.e., by 10.00 a.m. on Tuesday, 23 April 2024), failing which the appointment shall be invalid.

Following verification, the Company will provide verified Shareholders and Proxy(ies) with a confirmation email by Wednesday, 24 April 2024 ("**Confirmation Email for Virtual Meeting**") via the email address provided during the pre-registration or as indicated in the Proxy Form to access the Live Webcast to watch the live feed of the AGM proceedings via the log-in credentials created during the pre-registration or log-in with their SingPass account.

Please use the registered identification credentials to access the Live Webcast. Shareholders must not forward the above-mentioned link to other persons who are not Shareholders and who are not entitled to attend the AGM. This is also to avoid any technical disruptions or overload to the Live Webcast.

Shareholders who have registered by 10.00 a.m. on Tuesday, 23 April 2024 but have not received the Confirmation Email for Virtual Meeting by Wednesday, 24 April 2024, please email to **IR@comfortdelgro.com**.

If you have any queries on the Live Webcast, please email to **IR@comfortdelgro.com** or **support@conveneagm.com** or call the telephone number +65 6856 7330.

Physical Meeting

Please pre-register for verification purposes by 10.00 a.m. on Tuesday, 23 April 2024 at the URL: **www.conveneagm.sg/CDG_AGM2024** and indicate your interest to attend the AGM physically at the AGM venue.

Shareholders who are appointing Proxy(ies) to attend the Physical Meeting on his/her behalf should inform his/her Proxy(ies) to pre-register and specify his/her/their intention to attend the Physical Meeting at the URL: **www.conveneagm.sg/CDG_AGM2024** not less than seventy-two (72) hours before the time appointed for the holding of the AGM (i.e., by 10.00 a.m. on Tuesday, 23 April 2024), failing which the appointment shall be invalid.

Verified Shareholders and Proxy(ies) who are successful in the pre-registration to attend the Physical Meeting will receive an email by Wednesday, 24 April 2024 ("**Confirmation Email for Physical Meeting**") via the email address provided during the pre-registration or as indicated in the Proxy Form.

Shareholders who have registered by 10.00 a.m. on Tuesday, 23 April 2024 but have not received the Confirmation Email for Physical Meeting by Wednesday, 24 April 2024 please email to **IR@comfortdelgro.com**.

If you have any queries on the attendance at the AGM venue, please email to **IR@comfortdelgro.com**.

NOTICE OF ANNUAL GENERAL MEETING

2. Submission of Questions

- (a) Submission of questions in advance of the AGM:

Shareholders can submit questions in advance relating to the businesses of the AGM either via:

- (i) electronic mail, to **IR@comfortdelgro.com**; or
- (ii) the Company's AGM pre-registration website, **www.conveneagm.sg/CDG_AGM2024**.

All questions must be submitted by 10.00 a.m. on **Friday, 12 April 2024**.

The Company will endeavour to address questions which are substantial and relevant by 10.00 a.m. on Friday, 19 April 2024, which is more than seventy-two (72) hours prior to the closing date and time for the lodgement of the proxy forms (i.e. 10.00 a.m. on Tuesday, 23 April 2024).

- (b) Submission of questions during the AGM:

Virtual Meeting

Shareholders and Proxy(ies) who have pre-registered and been verified to attend the AGM proceedings via the Live Webcast will be able to ask questions relating to the agenda of the AGM during the AGM by:

- (i) Submitting text-based questions via the Live Webcast by clicking the "Ask a Question" feature and then clicking "Type Your Question" to input their queries in the questions text box.
- (ii) Clicking the "Ask a Question" feature and then clicking the "Queue for Video Call" via the Live Webcast. The relevant Shareholder or Proxy will be informed once it is appropriate for him/her to speak and can thereafter raise his/her question via audio-visual means during the AGM within a certain prescribed time limit.

Physical Meeting

Verified Shareholders and Proxy(ies) attending the Physical Meeting will be able to ask questions in person at the AGM venue.

- (c) Where there are substantially similar questions for the Virtual Meeting and Physical Meeting, the Company will consolidate such questions. As a result, the questions received may not be addressed individually.

3. Voting

Live voting will be conducted during the AGM for Shareholders and Proxy(ies) attending the Physical Meeting or Virtual Meeting. It is important for Shareholders and Proxy(ies) to bring their own web-browser enabled devices for voting at the Physical Meeting or have their own web-browser enabled devices ready for voting during the Virtual Meeting.

Shareholders and Proxy(ies) will be required to log-in via the email address provided during the pre-registration or as indicated in the Proxy Form.

The Proxy Form for the AGM may be accessed at the Company's website at **www.comfortdelgro.com/agm2024proxyform**, or on SGXNET. The electronic proxy form is also available on the Company's AGM pre-registration site, **www.conveneagm.sg/CDG_AGM2024**.

NOTICE OF ANNUAL GENERAL MEETING

(a) Live Voting

Shareholders and Proxy(ies) may cast their votes in real time for each resolution to be tabled during the AGM via the log-in credentials created during the pre-registration or via their SingPass accounts. Shareholders and Proxy(ies) will have the opportunity to cast their votes via the live voting feature. Shareholders and Proxy(ies) must bring a web-browser enabled device in order to cast their votes.

CPF/SRS Investors who have used their CPF/SRS monies to buy the Company's shares should instead approach their respective relevant intermediary as soon as possible to specify voting instructions.

(b) Voting via appointing the Chairman of the Meeting as proxy:

As an alternative to the above, Shareholders may also vote at the AGM by appointing the Chairman of the Meeting as proxy to vote on their behalf. Duly completed Proxy Forms must be:

- (i) deposited at the Company's registered office at 205 Braddell Road, Singapore 579701; or
- (ii) sent via electronic mail to **agm2024@comfortdelgro.com**; or
- (iii) lodged at the Company's AGM pre-registration website, **www.conveneagm.sg/CDG_AGM2024**,

and submitted by 10.00 a.m. on Tuesday, 23 April 2024, being not less than seventy-two (72) hours before the time appointed for the holding of the AGM.

(c) CPF/SRS Investors:

CPF/SRS Investors who have used their CPF/SRS monies to buy the Company's shares should not make use of the Proxy Form and should instead approach their respective intermediary as soon as possible to specify voting instructions. CPF/SRS Investors who wish to vote should approach their respective CPF Agent Bank/SRS Operator at least seven (7) working days before the AGM (i.e., by Tuesday, 16 April 2024), to ensure that their votes are submitted.

4. Access to documents or information relating to the AGM

The Annual Report for the financial year ended 31 December 2023 and the Circular dated 28 March 2024 in relation to the proposed renewal of the Share Buyback Mandate have been uploaded on SGXNET on 28 March 2024 and may be accessed via SGXNET and also the Company's website at **www.comfortdelgro.com**.

5. Filming and Photography

When a Shareholder or Proxy attends, speaks and votes at the AGM via electronic means or physically, he/she consents to his/her video and/or photographs being taken for the purpose of publication on the Company's website and publicity materials without further notification.

FURTHER UPDATES

Shareholders should note that the manner of conducting the AGM may be subject to further changes based on the evolving COVID-19 situation, any legislative amendments and any directives or guidelines from government agencies or regulatory authorities. Any changes to the manner of conducting the AGM will be announced by the Company on SGXNET. Shareholders are advised to check SGXNET and the Company's website regularly for any further updates.

NOTICE OF ANNUAL GENERAL MEETING

PERSONAL DATA PRIVACY:

By submitting an instrument appointing a proxy(ies) and/or representative(s) to attend, speak and vote at the Annual General Meeting and/or any adjournment thereof, a member of the Company (i) consents to the collection, use and disclosure of the member's personal data by the Company (or its agents) for the purpose of the processing and administration by the Company (or its agents) of proxies and representatives appointed for the Annual General Meeting (including any adjournment thereof) and the preparation and compilation of the attendance lists, minutes and other documents relating to the Annual General Meeting (including any adjournment thereof), and in order for the Company (or its agents) to comply with any applicable laws, listing rules, regulations and/or guidelines (collectively, the **"Purposes"**), (ii) warrants that where the member discloses the personal data of the member's proxy(ies) and/or representative(s) to the Company (or its agents), the member has obtained the prior consent of such proxy(ies) and/or representative(s) for the collection, use and disclosure by the Company (or its agents) of the personal data of such proxy(ies) and/or representative(s) for the Purposes, and (iii) agrees that the member will indemnify the Company in respect of any actions, proceedings, penalties, liabilities, claims, demands, costs, expenses, losses and damages suffered or incurred by the Company as a result of the member's breach of warranty.

ADDITIONAL INFORMATION ON DIRECTORS SEEKING RE-ELECTION

The following additional information on Ms Jessica Cheam, Professor Ooi Beng Chin, Ms Tham Ee Mern Lilian and Mr Tan Peng Hoe, Steve, all of whom are seeking re-election as Directors of the Company at the 21st Annual General Meeting to be held on Friday, 26 April 2024, is to be read in conjunction with their respective biographies on pages 18 to 23.

	JESSICA CHEAM (Independent Non-Executive Director)	OOI BENG CHIN (Independent Non-Executive Director)	THAM EE MERN LILIAN (Independent Non-Executive Director)	TAN PENG HOE, STEVE (Independent Non-Executive Director)
Date of appointment	1 January 2019	1 May 2018	1 August 2017	28 April 2023
Date of last re-appointment	29 April 2022	29 April 2022	30 April 2021	NIL
Age	40	62	55	51
Country of principal residence	Singapore	Singapore	Singapore	Singapore
The Board's comments on this appointment	Ms Cheam's extensive experience and deep knowledge of sustainability issues have helped the Board to enhance deliberations on business strategies to drive sustainable growth for the Company. Ms Cheam has also developed an extensive network which she has given the Group access to leverage on and mark its growth path into Sustainability accreditations. <i>Please refer to Ms Jessica Cheam's profile on page 20 of the Annual Report 2023.</i>	Prof Ooi's extensive knowledge in information technology, entrepreneurship and research with a focus on Big Data, Data Analytics and Artificial Intelligence will help the Management steer towards the Group's growth vision in the new age of transport and electronic commercial services. <i>Please refer to Professor Ooi Beng Chin's profile on page 22 of the Annual Report 2023.</i>	Ms Tham's areas of expertise includes technology, digital, data and administration, as well as strategic development. Ms Tham's visionary and innovative approach largely encouraged the Board in driving the Group's transformation journey to rapidly adopt digital and technology formalisation in its business solutions and strategic growth. <i>Please refer to Ms Tham Ee Mern Lilian's profile on page 23 of the Annual Report 2023.</i>	Mr Tan's experience in the labour movement provides the Board with different perspectives of the labour market in Singapore, and key developments affecting it. These can help with deliberation on the Group's practices to promote an enlightened and sustainable workplace environment that embraces diversity and inclusivity. <i>Please refer to Mr Tan Peng Hoe, Steve's profile on page 22 of the Annual Report 2023.</i>
Working experience and occupation(s) during the past 10 years	<p>Current Directorships: Listed Companies</p> <ol style="list-style-type: none"> ComfortDelGro Corporation Limited * – Director (Appointed on 1 January 2019) Wilmar International Limited* (Appointed on 20 April 2023) <p>Non-listed Company</p> <ol style="list-style-type: none"> Eco-Business Pte Ltd – Managing Director (since 2013) EB Impact Limited (since 2019) Eco Business Malaysia Sdn Bhd (Since 2022) Singapore International Foundation – Board of Governing Directors (Appointed on 1 January 2024) <p>Current Principal Commitments:</p> <ol style="list-style-type: none"> EB Impact Limited – Director (since 2019) Eco-Business Pte Ltd – Managing Director (Appointed on 29 November 2013) Eco-Business Malaysia Sdn Bhd – Director (Since 2022) 	<p>Current Directorships: Listed Companies</p> <ol style="list-style-type: none"> ComfortDelGro Corporation Limited* – Director (since 1 May 2018) VICOM Ltd* (Appointed on 1 January 2023) <p>Non-listed Company</p> <ol style="list-style-type: none"> Bestpeer Pte Ltd – Director ALDigi Holdings Pte Ltd (Appointed on 7 December 2021) Medilot Technologies Pte Ltd (Appointed in 2018) <p>Current Principal Commitments:</p> <ol style="list-style-type: none"> National University of Singapore (Lee Kong Chian Centennial Professor) National University of Singapore (Professor, School of Computing) Zhejiang University China (Adjunct Chang Jiang Professor) Tsinghua University (Distinguished Visiting Chair Professor) 	<p>Current Directorships: Listed Company</p> <ol style="list-style-type: none"> ComfortDelGro Corporation Limited* – Director (since 1 August 2017) <p>Non-listed Company</p> <ol style="list-style-type: none"> Eastspring Investments (Singapore) Limited – Director (Appointed Group Chief Operating Officer on 4 January 2021, Director on 15 March 2021 and Chief Executive Officer of Singapore on 12 July 2022) Home Nursing Foundation (Appointed on 17 April 2017) Eastspring Investments Berhad – Director and Chairman (Appointed as Director on 21 June 2021 and Reinstated as Chairman on 8 November 2023) Eastspring Investments (Luxembourg) S.A. – Director (Appointed on 10 May 2022) Eastspring Investments SICAV – FIS (Luxembourg) – Director and Chairman (Appointed as Director on 8 June 2022 and Chairman on 8 September 2022) Eastspring Investments (Luxembourg) – Director (Appointed 8 June 2022) Eastspring AI-Wara' Investment Berhad – Director and Chairman (Appointed on 31 January 2024) 	<p>Current Directorships: Listed Company</p> <ol style="list-style-type: none"> ComfortDelGro Corporation Limited* – Director (Appointed on 28 April 2023) <p>Non-listed Company</p> <ol style="list-style-type: none"> Seacare Co-operative Limited (Appointed on 27 September 2019) <p>Current Principal Commitments:</p> <ol style="list-style-type: none"> Enterprise Singapore Staff Union (Trustee) (Appointed on 16 October 2012) Careshield Life Council, Ministry of Health (Member) (Appointed on 1 April 2020) Supply Chain Employees' Union (Trustee) (Appointed on 3 June 2019) Union of Security Employees (Executive Secretary) (Appointed on 27 May 2013) <p>Past 10 years Directorships and Principal Commitments: Nil</p>

* Listed Company

ADDITIONAL INFORMATION ON DIRECTORS SEEKING RE-ELECTION

	JESSICA CHEAM (Independent Non-Executive Director)	OOI BENG CHIN (Independent Non-Executive Director)	THAM EE MERN LILIAN (Independent Non-Executive Director)	TAN PENG HOE, STEVE (Independent Non-Executive Director)
Working experience and occupation(s) during the past 10 years	<u>Past 10 years Directorships and Principal Commitments:</u> 1. Embodhi (Singapore) Limited (Resigned in June 2021) 2. Reneum Institute Limited (Resigned on 22 August 2023)	<u>Past 10 years Directorships and Principal Commitments:</u> 1. National University of Singapore – Distinguished Professor of Computer Science, faculty Member (2013-2021) 2. National University of Singapore – Director of Smart Systems Institute (2011-2021)	<u>Current Principal Commitments:</u> 1. Eastspring Investments (Singapore) Limited – (Appointed Group Chief Operating Officer on 4 January 2021, Director on 15 March 2021 and Singapore Chief Executive Officer on 12 July 2022) <u>Past 10 years Directorships and Principal Commitments:</u> 1. Schroder Investment Management (Singapore) Ltd – Director (Resigned on 14 December 2020) 2. Schroder Singapore Holdings Private Limited – Director (Resigned on 14 December 2020) 3. SIMBL Nominees Private Limited – Director (Resigned on 14 December 2020) 4. Schroders India Private Limited – Director (Resigned on 14 December 2020) 5. Eastspring Al-Wara' Investment Berhad (21 June 2021-25 February 2022)	
Shareholding interest in the listed issuer and its subsidiaries	Nil	Nil	Nil	Nil
Any relationship (including immediate family relationships) with any existing director, existing executive officer, the issuer and/or substantial shareholder of the listed issuer or of any of its principal subsidiaries	No	No	No	No
Conflict of interest (including any competing business)	No	No	No	No
Undertaking (in the format set out in Appendix 7.7) under Rule 720(1) has been submitted to the listed issuer (Yes or No)	Yes	Yes	Yes	Yes
(a) Whether at any time during the last 10 years, an application or a petition under any bankruptcy law of any jurisdiction was filed against him or against a partnership of which he was a partner at the time when he was a partner or at any time within 2 years from the date he ceased to be a partner?	No	No	No	No
(b) Whether at any time during the last 10 years, an application or a petition under any law of any jurisdiction was filed against an entity (not being a partnership) of which he was a director or an equivalent person or a key executive, at the time when he was a director or an equivalent person or a key executive of that entity or at any time within 2 years from the date he ceased to be a director or an equivalent person or a key executive of that entity or, where that entity is the trustee of a business trust, that business trust, on the ground of insolvency?	No	No	No	No

* Listed Company

ADDITIONAL INFORMATION ON DIRECTORS SEEKING RE-ELECTION

	JESSICA CHEAM (Independent Non-Executive Director)	OOI BENG CHIN (Independent Non-Executive Director)	THAM EE MERN LILIAN (Independent Non-Executive Director)	TAN PENG HOE, STEVE (Independent Non-Executive Director)
(c) Whether there is any unsatisfied judgment against him?	No	No	No	No
(d) Whether he has ever been convicted of any offence, in Singapore or elsewhere, involving fraud or dishonesty which is punishable with imprisonment, or has been the subject of any criminal proceedings (including any pending criminal proceedings of which he is aware) for such purpose?	No	No	No	No
(e) Whether he has ever been convicted of any offence, in Singapore or elsewhere, involving a breach of any law or regulatory requirement that relates to the securities or futures industry in Singapore or elsewhere, or has been the subject of any criminal proceedings (including any pending criminal proceedings of which he is aware) for such breach?	No	No	No	No
(f) Whether at any time during the last 10 years, judgment has been entered against him in any civil proceedings in Singapore or elsewhere involving a breach of any law or regulatory requirement that relates to the securities or futures industry in Singapore or elsewhere, or a finding of fraud, misrepresentation or dishonesty on his part, or he has been the subject of any civil proceedings (including any pending civil proceedings of which he is aware) involving an allegation of fraud, misrepresentation or dishonesty on his part?	No	No	No	No
(g) Whether he has ever been convicted in Singapore or elsewhere of any offence in connection with the formation or management of any entity or business trust?	No	No	No	No
(h) Whether he has ever been disqualified from acting as a director or an equivalent person of any entity (including the trustee of a business trust), or from taking part directly or indirectly in the management of any entity or business trust?	No	No	No	No
(i) Whether he has ever been the subject of any order, judgment or ruling of any court, tribunal or governmental body, permanently or temporarily enjoining him from engaging in any type of business practice or activity?	No	No	No	No

ADDITIONAL INFORMATION ON DIRECTORS SEEKING RE-ELECTION

	JESSICA CHEAM (Independent Non-Executive Director)	OOI BENG CHIN (Independent Non-Executive Director)	THAM EE MERN LILIAN (Independent Non-Executive Director)	TAN PENG HOE, STEVE (Independent Non-Executive Director)
(j) Whether he has ever, to his knowledge, been concerned with the management or conduct, in Singapore or elsewhere, of the affairs of :-	No	No	No	No
(i) any corporation which has been investigated for a breach of any law or regulatory requirement governing corporations in Singapore or elsewhere; or				
(ii) any entity (not being a corporation) which has been investigated for a breach of any law or regulatory requirement governing such entities in Singapore or elsewhere; or				
(iii) any business trust which has been investigated for a breach of any law or regulatory requirement governing business trusts in Singapore or elsewhere; or				
(iv) any entity or business trust which has been investigated for a breach of any law or regulatory requirement that relates to the securities or futures industry in Singapore or elsewhere, in connection with any matter occurring or arising during that period when he was so concerned with the entity or business trust?				
(k) Whether he has been the subject of any current or past investigation or disciplinary proceedings, or has been reprimanded or issued any warning, by the Monetary Authority of Singapore or any other regulatory authority, exchange, professional body or government agency, whether in Singapore or elsewhere?	No	No	No	No

COMFORTDELGRO CORPORATION LIMITED

(Incorporated in the Republic of Singapore)

(Co. Reg. No.: 200300002K)

PROXY FORM ANNUAL GENERAL MEETING

IMPORTANT

1. The Twenty-First Annual General Meeting (the "**AGM**") of the Company will be held physically ("**Physical Meeting**") and by electronic means ("**Virtual Meeting**").
2. CPF/SRS investors who intend to exercise the voting rights attached to their ComfortDelGro Corporation Limited's shares purchased using their CPF/SRS monies are requested to contact their respective CPF/SRS Approved Nominees.
3. By submitting an instrument appointing a proxy(ies) and/or representative(s), the member accepts and agrees to the personal data privacy terms set out in the Notice of AGM dated 28 March 2024.
4. Please read the notes overleaf which contain instructions on, *inter alia*, the appointment of a proxy(ies).

I/We _____ (Name) _____ (NRIC/Passport No.)
of _____ (Address)

being a member/members of ComfortDelGro Corporation Limited (the "**Company**"), hereby appoint:

Name	NRIC/Passport No.	Proportion of Shareholdings	
		No. of Shares	%
Address	Email Address		

and/or (delete as appropriate)

Name	NRIC/Passport No.	Proportion of Shareholdings	
		No. of Shares	%
Address	Email Address		

or failing the person, or either or both of the persons, referred to above at the commencement of the live voting of the Annual General Meeting (the "**AGM**" or "**Meeting**"), the Chairman of the Meeting as my/our proxy/proxies to vote for me/us on my/ our behalf at the Twenty-First AGM to be held at Level 3, Summit 1 Room, Suntec Singapore Convention & Exhibition Centre, 1 Raffles Boulevard, Suntec City, Singapore 039593 on Friday, 26 April 2024 at 10.00 a.m. and at any adjournment thereof. I/We direct my/our proxy/proxies to vote for or against or abstain from the Resolutions proposed at the Meeting as indicated hereunder. If no specific direction as to voting is given, the proxy/proxies will vote or abstain from voting at his/her/their discretion, as he/she/they will on any other matter arising at the Meeting and at any adjournment thereof.

No.	Resolutions	No. of Votes For ⁽¹⁾	No. of Votes Against ⁽¹⁾	No. of Votes Abstained ⁽¹⁾
Ordinary Business				
1.	Adoption of Directors' Statement and Audited Financial Statements for the financial year ended 31 December 2023			
2.	Declaration of Final Dividend for the financial year ended 31 December 2023			
3.	Approval of Directors' Fees amounting to S\$1,538,235 for financial year ended 31 December 2023			
4.	Approval of Directors' Fees of up to S\$1,620,000 for financial year ending 31 December 2024			
5.	Re-election of Ms Jessica Cheam as a Director			
6.	Re-election of Professor Ooi Beng Chin as a Director			
7.	Re-election of Ms Tham Ee Mern Lilian as a Director			
8.	Re-election of Mr Tan Peng Hoe, Steve as a Director			
9.	Re-appointment of Auditors and authorising the Directors to fix their remuneration			
Special Business				
10.	Authority to issue shares under the ComfortDelGro Executive Share Award Scheme			
11.	Renewal of the Share Buyback Mandate			

⁽¹⁾ If you wish to exercise all your votes "For", "Against" or "Abstain", please tick [x] within the box provided. Alternatively, please indicate the number of votes as appropriate.

Dated this _____ day of _____ 2024

Total Number of Shares Held in ^{(Note 4):}	Number of Shares
(a) CDP Register	
(b) Register of Members	

Signature(s) of Member(s)/Common Seal

IMPORTANT : PLEASE READ NOTES OVERLEAF

NOTES:

1. A proxy need not be a member of the Company. The Chairman of the Meeting, as proxy, need not be a member of the Company.
2. Where a member appoints two (2) proxies, he/she should specify the proportion of his/her shareholding to be represented by each proxy, failing which the nomination shall be deemed to be alternative.
3. A member, who is a relevant intermediary entitled to attend the meeting and vote, is entitled to appoint more than two (2) proxies to attend and vote instead of the member, but each proxy must be appointed to exercise the rights attached to a different share or shares held by each member. Where such member appoints more than two (2) proxies, the appointments shall be invalid unless the member specifies the number of shares in relation to which each proxy has been appointed.
"Relevant intermediary" means:
 - (a) a banking corporation licensed under the Banking Act 1970 of Singapore, or a wholly-owned subsidiary of such a banking corporation, whose business includes the provision of nominee services and who holds shares in that capacity;
 - (b) a person holding a capital markets services licence to provide custodial services for securities under the Securities and Futures Act 2001 of Singapore, and who holds shares in that capacity; or
 - (c) the Central Provident Fund Board ("CPF Board") established by the Central Provident Fund Act 1953 of Singapore, in respect of shares purchased under the subsidiary legislation made under that Act providing for the making of investments from the contributions and interest standing to the credit of members of the Central Provident Fund, if the CPF Board holds those shares in the capacity of an intermediary pursuant to or in accordance with that subsidiary legislation.
4. A member should insert the total number of shares held. If the member has shares entered against his/her name in the Depository Register (maintained by The Central Depository (Pte) Limited), he/she should insert that number of shares. If the member has shares registered in his/her name in the Register of Members of the Company, he/she should insert that number of shares. If the member has shares entered against his/her name in the Depository Register and shares registered in his/her name in the Register of Members, he/she should insert the aggregate number of shares. If no number is inserted, this form of proxy will be deemed to relate to all the shares held by the member.
5. The instrument appointing a proxy, together with the power of attorney or other authority under which it is signed (if applicable) or a duly certified copy thereof, must be submitted in the following manner:
 - (a) If submitted by post, be deposited at the Company's registered office at 205 Braddell Road, Singapore 579701; or
 - (b) If submitted by electronic mail, be sent to **agm2024@comfortdelgro.com**; or
 - (c) If submitted electronically, be lodged at the Company's AGM pre-registration website, **www.conveneagm.sg/CDG_AGM2024**, in each case, **by 10.00 a.m. on Tuesday, 23 April 2024**, being not less than seventy-two (72) hours before the time appointed for the holding of the AGM.
6. The instrument appointing a proxy must be signed by the appointor or his/her attorney duly authorised in writing. Where the instrument appointing a proxy is executed by a corporation, it shall be executed either under its common seal or under the hand of any officer or attorney duly authorised. The power of attorney or other authority, if any, under which the instrument of proxy is signed on behalf of the member or duly certified copy of that power of attorney or other authority (failing previous registration with the Company) shall be attached to the instrument of proxy, failing which the instrument may be treated as invalid.
7. CPF or SRS Investors who wish to vote at the AGM should approach their respective agent banks to submit their votes at least seven (7) working days before the date of the AGM (i.e., by 10.00 a.m. on Tuesday, 16 April 2024) CPF/SRS Investors should contact their respective agent banks for any queries they may have with regard to the appointment of proxy for the AGM.
8. The Company shall be entitled to reject an instrument appointing a proxy if it is incomplete, improperly completed, illegible or where the true intentions of the appointor are not ascertainable from the instructions of the appointor specified on the instrument. In addition, in the case of shares entered in the Depository Register, the Company may reject any instrument appointing a proxy which has been lodged if the member, being the appointor, is not shown to have shares entered against his/her name in the Depository Register as at seventy-two (72) hours before the time appointed for holding the AGM, as certified by The Central Depository (Pte) Limited to the Company.

Fold along this line

Affix
postage
stamp

THE COMPANY SECRETARY
ComfortDelGro Corporation Limited
205 Braddell Road
Singapore 579701

This flap is for sealing. Glue all sides firmly. Stapling and spot sealing are disallowed.

Glue all sides firmly. Stapling and spot sealing are disallowed.

Glue all sides firmly. Stapling and spot sealing are disallowed.



BY MRT
Esplanade
MRT Station
(CC3)

About a three-minute
walk from Exit A

BY BUS
Suntec
Convention Ctr
(02151)

36, 36B, 97, 106, 111,
133, 502, 502A, 518,
518A, 857, 857B, 868E

About a three-minute
walk from the bus stop

BY BUS
Opp Suntec
Convention Ctr
(02159)

36, 36B, 97

About a three-minute
walk from the bus stop

BY MRT
Promenade
MRT Station
(CC4/DT15)

About a five-minute
walk from Exit C

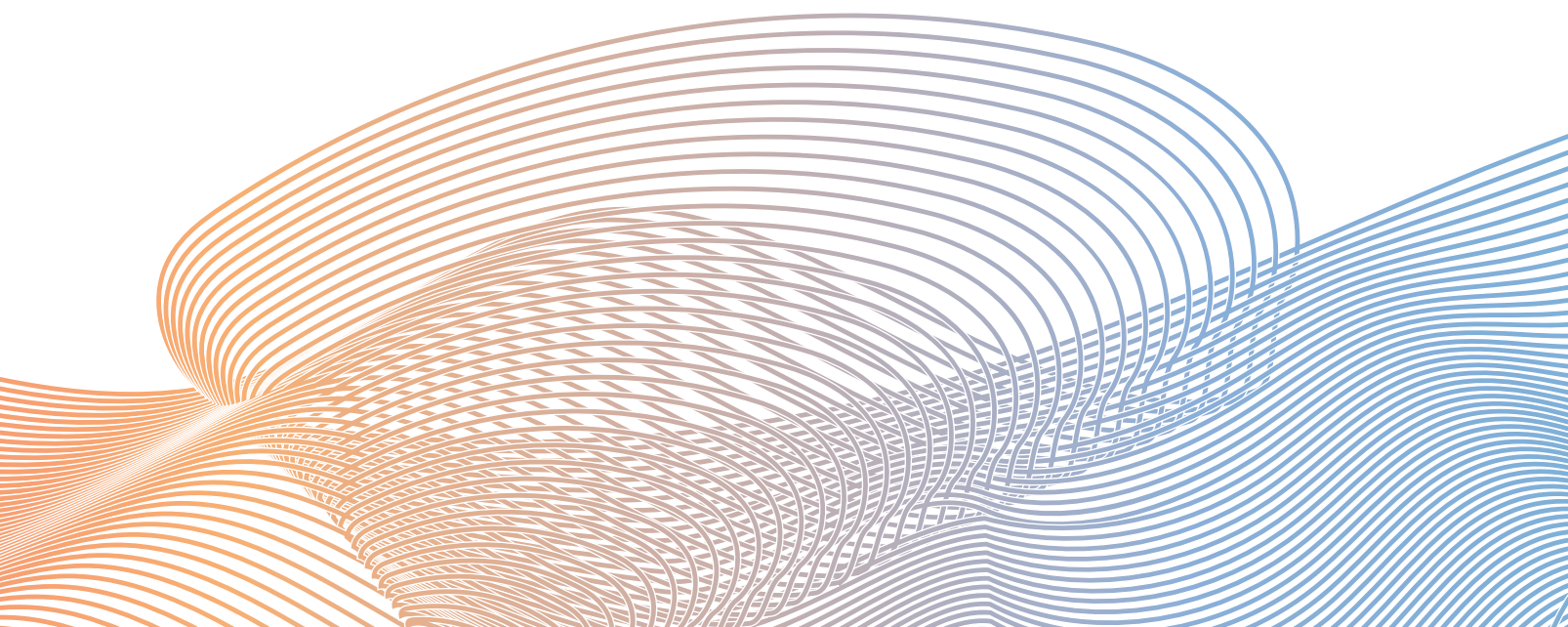
**PLEASE NOTE THAT THE TWENTY-FIRST ANNUAL GENERAL MEETING OF
COMFORTDELGRO CORPORATION LIMITED WILL BE HELD ON FRIDAY,
26 APRIL 2024, AT 10:00 A.M. VIA ELECTRONIC MEANS AND IN PERSON AT:**

LEVEL 3, SUMMIT 1 ROOM
SUNTEC SINGAPORE CONVENTION & EXHIBITION CENTRE
1 RAFFLES BOULEVARD, SUNTEC CITY
SINGAPORE 039593



ComfortDelGro Corporation Limited

205 Braddell Road
Singapore 579701
Mainline (65) 6383 8833
Facsimile (65) 6287 0311
www.comfortdelgro.com
Company Registration No. 200300002K





BY MRT
Esplanade
MRT Station
(CC3)

About a three-minute
 walk from Exit A

BY BUS
Suntec
Convention Ctr
(02151)

36, 36B, 97, 106, 111,
 133, 502, 502A, 518,
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BY BUS
Opp Suntec
Convention Ctr
(02159)

36, 36B, 97

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 walk from the bus stop

BY MRT
Promenade
MRT Station
(CC4/DT15)

About a five-minute
 walk from Exit C

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Company Registration No. 200300002K



CIRCULAR TO SHAREHOLDERS DATED 28 MARCH 2024 ("Circular")

THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION. PLEASE READ IT CAREFULLY.

This Circular is circulated to the shareholders of ComfortDelGro Corporation Limited (the "**Company**") together with the annual report for the financial year ended 31 December 2023 ("**Annual Report 2023**"). Its purpose is to provide information on the proposed renewal of the Share Buyback Mandate to be tabled at the Annual General Meeting ("**AGM**") of the Company to be held on Friday, 26 April 2024 at 10.00 a.m. at Level 3, Summit 1 Room, Suntec Singapore Convention & Exhibition Centre, 1 Raffles Boulevard, Suntec City, Singapore 039593. The resolution proposed to be passed in relation to the proposed renewal of the Share Buyback Mandate is set out in the Notice of Annual General Meeting attached to the Annual Report 2023.

If you are in any doubt as to the contents herein or as to the action you should take, you should consult your stockbroker, bank manager, solicitor, accountant or other professional adviser immediately.

If you have sold or transferred all your ordinary shares in capital of the Company, you should immediately forward this Circular with the Notice of Annual General Meeting and the accompanying Proxy Form to the purchaser or transferee or to the bank or stockbroker or other agents through whom you effected the sale or transfer for onward transmission to the purchaser or transferee.

The Singapore Exchange Securities Trading Limited ("**SGX-ST**") assumes no responsibility for the accuracy of any of the statements made, reports contained or opinions expressed in this Circular.



CIRCULAR TO SHAREHOLDERS

DATED 28 MARCH 2024

IN RELATION TO THE PROPOSED RENEWAL OF SHARE BUYBACK MANDATE

Important Dates and Times:

Last date and time for lodgement of Proxy Form	: Tuesday, 23 April 2024 at 10.00 a.m.
Date and time of Annual General Meeting	: Friday, 26 April 2024 at 10.00 a.m.
Place of Annual General Meeting	: Level 3, Summit 1 Room Suntec Singapore Convention & Exhibition Centre 1 Raffles Boulevard, Suntec City Singapore 039593

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CIRCULAR TO SHAREHOLDERS

COMFORTDELGRO CORPORATION LIMITED

(Company Registration Number: 200300002K)
(Incorporated in the Republic of Singapore)

Board of Directors:

Mr. Mark Christopher Greaves	(Independent Non-Executive Chairman)
Mr. Choi Shing Kwok	(Independent Non-Executive Deputy Chairman)
Mr. Cheng Siak Kian	(Non-Independent Executive Director and Managing Director/Group Chief Executive Officer)
Mr. Russell Stephen Balding AO	(Independent Non-Executive Director)
Ms. Jessica Cheam	(Independent Non-Executive Director)
Ms. Susan Kong Yim Pui	(Independent Non-Executive Director)
Mr. Lee Jee Cheng Philip	(Independent Non-Executive Director)
Professor Ooi Beng Chin	(Independent Non-Executive Director)
Mr. Tan Peng Hoe, Steve	(Independent Non-Executive Director)
Ms. Tham Ee Mern Lilian	(Independent Non-Executive Director)

Registered Office:

205 Braddell Road
Singapore 579701

28 March 2024

To: The Shareholders of ComfortDelGro Corporation Limited

Dear Sir/Madam,

PROPOSED RENEWAL OF THE SHARE BUYBACK MANDATE

1. BACKGROUND

- 1.1 The Share Buyback Mandate was first approved by the Shareholders at the AGM of the Company held on 26 April 2018 authorising the Directors to purchase or otherwise acquire its issued Shares on the terms of such mandate. The Share Buyback Mandate was renewed by the Shareholders at the AGM of the Company held in each year following the year 2018, being the AGMs held on 26 April 2019, 22 May 2020, 30 April 2021 and 29 April 2022 and at the AGM held on 28 April 2023 (the **"2023 AGM"**). The Share Buyback Mandate renewed at the 2023 AGM (the **"2023 Mandate"**) will expire on the date of the upcoming 2024 AGM. Accordingly, the Company proposes to seek the approval of Shareholders at the 2024 AGM for the renewal of the Share Buyback Mandate in respect of the purchase or acquisition by the Company of its issued Shares. If approved, the Share Buyback Mandate will take effect from the date of the 2024 AGM and continue in force until the conclusion of the next AGM of the Company or such date as the next AGM is held or required by law to be held, unless prior thereto, Share Purchases are carried out to the full extent mandated or the Share Buyback Mandate is revoked or varied by the Shareholders in a general meeting. It is intended that the Share Buyback Mandate will be put to Shareholders for renewal at each subsequent AGM of the Company.
- 1.2 Any Share Purchase by the Company has to be made in accordance with, and in the manner prescribed by, the Companies Act, the Listing Rules and such other laws and regulations as may for the time being be applicable.

CIRCULAR TO SHAREHOLDERS

2. DEFINITIONS

2.1 In this Circular, the following definitions apply throughout unless otherwise stated:

"2023 AGM"	: Has the meaning ascribed to it in paragraph 1.1 of this Circular;
"2023 Mandate"	: Has the meaning ascribed to it in paragraph 1.1 of this Circular;
"2024 AGM"	: The forthcoming annual general meeting of the Company to be held on Friday, 26 April 2024;
"ACRA"	: The Accounting and Corporate Regulatory Authority of Singapore;
"AGM"	: The annual general meeting of the Company;
"Approval Date"	: The date of the 2024 AGM at which the Share Buyback Mandate is approved;
"Audited Financial Statements"	: Has the meaning ascribed to it in paragraph 3.5.2 of this Circular;
"Average Closing Price"	: Has the meaning ascribed to it in paragraph 3.2.4 of this Circular;
"Board"	: The Board of Directors of the Company for the time being;
"CDP"	: The Central Depository (Pte) Limited;
"Circular"	: This Circular to Shareholders dated 28 March 2024 in relation to the Share Buyback Mandate;
"Companies Act"	: The Companies Act 1967 of Singapore, as amended, modified or supplemented from time to time;
"Company"	: ComfortDelGro Corporation Limited;
"Constitution"	: The Constitution of the Company, as amended, modified or supplemented from time to time;
"Day of the making of the offer"	: Has the meaning ascribed to it in paragraph 3.2.4 of this Circular;
"Director(s)"	: The Director(s) of the Company for the time being;
"EPS"	: Earnings per Share;
"Group"	: The Company and its subsidiaries;
"Latest Practicable Date"	: 1 March 2024, being the latest practicable date prior to the printing of this Circular;
"Listing Manual" or "Listing Rules"	: The listing manual of the SGX-ST, or the rules contained therein, as may be amended, modified or supplemented from time to time;
"Market Day"	: A day on which the SGX-ST is open for trading in securities;
"Market Purchases"	: Has the meaning ascribed to it in paragraph 3.2.3(a) of this Circular;
"Maximum Price"	: Has the meaning ascribed to it in paragraph 3.2.4 of this Circular;
"Minister for Finance"	: The Minister for Finance of the Republic of Singapore for the time being;
"NAV"	: Net asset value;
"NCI"	: Non-controlling interests;
"Off-Market Purchases"	: Has the meaning ascribed to it in paragraph 3.2.3(b) of this Circular;
"Related expenses"	: Has the meaning ascribed to it in paragraph 3.2.4 of this Circular;

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<i>"Relevant Period"</i>	: The period commencing from the Approval Date and expiring on the date the next AGM is held or is required by law to be held, whichever is the earlier;
<i>"ROE"</i>	: Return on Equity;
<i>"SFA"</i>	: The Securities and Futures Act 2001 of Singapore, as amended, modified or supplemented from time to time;
<i>"SGX-ST"</i>	: Singapore Exchange Securities Trading Limited;
<i>"Share Buyback Mandate"</i>	: A general mandate given by Shareholders to authorise the Directors to purchase, on behalf of the Company, Shares in accordance with the terms set out in this Circular as well as the rules and regulations set forth in the Companies Act and the Listing Manual;
<i>"Share Purchase"</i>	: The purchase or acquisition of Shares by the Company pursuant to the Share Buyback Mandate;
<i>"Shareholders"</i>	: Registered holders of Shares except that where the registered holder is CDP, the term "Shareholders" in relation to Shares held by CDP shall mean the persons named as depositors in the Depository Register maintained by CDP and to whose securities accounts such Shares are credited;
<i>"Shares"</i>	: Ordinary shares in the share capital of the Company;
<i>"SIC"</i>	: Securities Industry Council;
<i>"Subsidiary holdings"</i>	: Has the meaning ascribed to it under the Listing Manual;
<i>"Substantial Shareholder"</i>	: A Shareholder who has an interest in not less than five per cent (5%) of the issued Shares of the Company;
<i>"Take-over Code"</i>	: The Singapore Code on Take-overs and Mergers, as amended, modified or supplemented from time to time;
<i>"Treasury Shares"</i>	: The Shares held in treasury by the Company;
<i>"S\$" and "Singapore cents"</i>	: Singapore dollars and cents, respectively, the lawful currency of the Republic of Singapore; and
<i>"%"</i>	: Per centum or percentage.

- 2.2 The terms **"depositor"** and **"Depository Register"** shall have the meanings ascribed to them respectively in Section 81SF of the SFA.
- 2.3 The term **"subsidiary"** shall have the meaning ascribed to it in Section 5 of the Companies Act.
- 2.4 Words importing the singular shall, where applicable, include the plural and *vice versa* and words importing the masculine gender shall, where applicable, include the feminine and neuter genders and *vice versa*. References to persons shall, where applicable, include corporations.
- 2.5 Any reference in this Circular to any enactment is a reference to that enactment as for the time being amended or re-enacted. Any word defined under the Companies Act, the SFA or the Listing Manual or any modification thereof and used in this Circular shall, where applicable, have the same meaning assigned to it under the Companies Act, the SFA or the Listing Manual or any modification thereof, as the case may be, unless otherwise provided.
- 2.6 Any reference to a time of day in this Circular shall be a reference to Singapore time unless otherwise stated.
- 2.7 Any discrepancies in the tables included herein between the listed amounts and totals thereof are due to rounding. Accordingly, figures shown as totals in this Circular may not be an arithmetic aggregation of the figures that precede them.

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3. PROPOSED RENEWAL OF THE SHARE BUYBACK MANDATE

3.1 Rationale

The Company proposes to seek Shareholders' approval for the renewal of the Share Buyback Mandate to give the Directors the flexibility to undertake Share Purchases at any time subject to market conditions, during the period that the Share Buyback Mandate is in force, with the objective of increasing Shareholders' value and to improve, inter alia, the return on equity of the Group. A Share Purchase at the appropriate price level is one of the ways through which the return on equity of the Group may be enhanced. Shares purchased or acquired under the Share Buyback Mandate can also be held by the Company as Treasury Shares to satisfy the Company's obligations to furnish Shares to participants in its share-based incentive schemes from time to time.

The Directors believe that the Share Buyback Mandate provides the Company with a mechanism to facilitate the return of surplus cash over and above its ordinary working capital requirements and possible investment needs of the Group in an expedient, effective and cost-efficient manner to Shareholders. Share Purchases will also provide the Directors with greater flexibility over the Company's share capital structure.

Shareholders can be assured that Share Purchases by the Company would be made in circumstances where it is considered to be in the best interests of the Company. The Directors will decide whether to effect the Share Purchases via Market Purchases or Off-Market Purchases, after taking into account the amount of surplus cash available, the prevailing market conditions and the most cost-effective and efficient approach. While the Share Buyback Mandate would authorise a Share Purchase up to the said ten per cent (10%) limit during the period described in paragraphs 3.2.1 and 3.2.2 below, it should be noted that Share Purchases may not be carried out to the full ten per cent (10%) limit as authorised. The Directors do not propose to carry out Share Purchases to an extent that would, or in circumstances that might, result in a material adverse effect on the listing status of the Shares on the SGX-ST, liquidity and/or the orderly trading of the Shares and/or the financial position of the Group.

3.2 Authority and Limits of the Share Buyback Mandate

The authority for and limitations placed on Share Purchases by the Company under the Share Buyback Mandate, if renewed at the 2024 AGM, are the same as the 2023 Mandate previously approved by the Shareholders at the 2023 AGM. These are summarised below:

3.2.1 **Maximum Number of Shares**

Only Shares which are issued and fully paid-up may be purchased or acquired by the Company pursuant to the Share Buyback Mandate.

The total number of Share Purchases during the Relevant Period is limited to that number of Shares representing not more than **ten per cent (10%)** of the total number of issued Shares as at the Approval Date (unless the Company has effected a reduction of the share capital of the Company in accordance with the applicable provisions of the Companies Act at any time during the Relevant Period, in which event the total number of issued Shares shall be taken to be the amount of issued Shares as altered). For the purposes of calculating the percentage of issued Shares above, any of the Shares which are held as Treasury Shares and subsidiary holdings will be disregarded.

For illustrative purposes only, based on 2,165,713,013 Shares in issue (excluding Treasury Shares and subsidiary holdings) as at the Latest Practicable Date, and assuming that no further Shares are issued on or prior to the 2024 AGM, and that the Company does not reduce its share capital, not more than 216,571,301 Shares (representing ten per cent (10%) of the issued and paid-up Shares (excluding Treasury Shares and subsidiary holdings) as at that date) may be purchased or acquired by the Company pursuant to the Share Buyback Mandate during the Relevant Period.

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3.2.2 **Duration of Authority**

Share Purchases may be made, at any time and from time to time, on and from the Approval Date up to the earliest of:

- (a) the date on which the next AGM is held or required by law to be held;
- (b) the date on which the Share Purchases pursuant to the Share Buyback Mandate are carried out to the full extent mandated; or
- (c) the date on which the authority conferred by the Share Buyback Mandate is varied or revoked by the Shareholders in general meeting.

3.2.3 **Manner of Purchase of Shares**

Share Purchases may be made by way of:

- (a) on-market purchases ("**Market Purchases**"), effected on the SGX-ST or, as the case may be, any other stock exchange on which the Shares may for the time being be listed and quoted, through one (1) or more duly licensed stockbrokers appointed by the Company for the purpose; and/or
- (b) off-market purchases ("**Off-Market Purchases**") (if effected otherwise than on the SGX-ST) in accordance with any equal access scheme or schemes as defined in Section 76C of the Companies Act.

The Directors may impose such terms and conditions, which are not inconsistent with the Share Buyback Mandate, the Listing Rules and the Companies Act, as they consider fit in the interests of the Company in connection with or in relation to any equal access scheme or schemes. Under the Companies Act, an equal access scheme must satisfy all of the following conditions:

- (i) offers for the Share Purchases shall be made to every person who holds Shares to purchase or acquire the same percentage of their Shares;
- (ii) all of those persons shall be given a reasonable opportunity to accept the offers made to them; and
- (iii) the terms of all the offers are the same, except that there shall be disregarded:
 - (A) differences in consideration attributable to the fact that the offers relate to Shares with different accrued dividend entitlements;
 - (B) (if applicable) differences in consideration attributable to the fact that the offers relate to Shares with different amounts remaining unpaid; and
 - (C) differences in the offers introduced solely to ensure that each person is left with a whole number of Shares.

In addition, the Listing Rules provide that, in making an Off-Market Purchase in accordance with an equal access scheme, the Company must issue an offer document to all Shareholders which must contain at least the following information:

- (1) the terms and conditions of the offer;
- (2) the period and procedures for acceptances;
- (3) the reasons for the proposed Share Purchase;

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- (4) the consequences, if any, of Share Purchases by the Company that will arise under the Take-over Code or other applicable take-over rules;
- (5) whether the Share Purchases, if made, could have any effect on the listing of the Shares on the SGX-ST;
- (6) details of any Share Purchases made by the Company in the previous twelve (12) months (whether by way of Market Purchases or Off-Market Purchases in accordance with an equal access scheme), giving the total number of Shares purchased, the purchase price per Share or the highest and lowest prices paid for the purchases, where relevant, and the total consideration paid for the purchases; and
- (7) whether the Shares purchased by the Company will be cancelled or kept as Treasury Shares.

3.2.4 **Maximum Purchase Price**

The purchase price (excluding brokerage, stamp duties, applicable goods and services tax and other related expenses (collectively, "**related expenses**")) to be paid for the Shares will be determined by the Directors. However, the purchase price to be paid for a Share as determined by the Directors must not exceed:

- (a) in the case of a Market Purchase, one hundred and five per cent (105%) of the Average Closing Price (as defined hereinafter); and
- (b) in the case of an Off-Market Purchase pursuant to an equal access scheme, one hundred and ten per cent (110%) of the Average Closing Price (as defined hereinafter),

(the "**Maximum Price**") in either case, excluding related expenses of the purchase.

For the above purposes:

"**Average Closing Price**" means the average of the closing market prices of the Shares traded on the SGX-ST over the last five (5) Market Days, on which transactions in the Shares were recorded, immediately preceding the day of the Market Purchase by the Company or, as the case may be, the day of the making of the offer pursuant to the Off-Market Purchase, and deemed to be adjusted for any corporate action that occurs during the relevant 5-day period and the day on which the purchases are made; and

"**Day of the making of the offer**" means the day on which the Company announces its intention to make an offer for the purchase of Shares from Shareholders, stating the purchase price (which shall not be more than the Maximum Price calculated on the foregoing basis) for each Share and the relevant terms of the equal access scheme for effecting the Off-Market Purchase.

3.3 **Status of Purchased Shares under the Share Buyback Mandate**

3.3.1 **Status of Purchased Shares**

A Share purchased or acquired by the Company is, unless held as a Treasury Share in accordance with the Companies Act, treated as cancelled immediately on purchase or acquisition. On such cancellation, all rights and privileges attached to the Share will expire and the total number of issued Shares will be diminished by the number of Shares purchased or acquired by the Company.

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3.3.2 ***Purchased Shares Held as Treasury Shares***

Under the Companies Act, Shares purchased or acquired by the Company may be held or dealt with as Treasury Shares. Some of the provisions on Treasury Shares under the Companies Act are summarised below:

(a) Maximum holdings

The number of Shares held as Treasury Shares cannot at any time exceed ten per cent (10%) of the total number of issued Shares. Any Shares in excess of this limit shall be disposed of or cancelled in accordance with Section 76K of the Companies Act within six (6) months or such further periods as ACRA may allow.

(b) Voting and other rights

The Company cannot exercise any right in respect of Treasury Shares. In particular, the Company cannot exercise any right to attend or vote at meetings and for the purposes of the Companies Act, the Company shall be treated as having no right to vote and the Treasury Shares shall be treated as having no voting rights.

In addition, no dividend may be paid, and no other distribution of the Company's assets may be made, to the Company in respect of Treasury Shares. However, the allotment of Shares as fully paid bonus Shares in respect of Treasury Shares is allowed. Also, a subdivision or consolidation of any Treasury Share into Treasury Shares of a smaller or larger amount is allowed so long as the total value of the Treasury Shares after the subdivision or consolidation is the same as before.

(c) Disposal and cancellation

Where Shares purchased or acquired by the Company are held as Treasury Shares, the Company may at any time but subject always to the Take-over Code:

- (i) sell the Treasury Shares for cash;
- (ii) transfer the Treasury Shares for the purposes of or pursuant to any share scheme, whether for employees, Directors or other persons;
- (iii) transfer the Treasury Shares as consideration for the acquisition of shares in or assets of another company or assets of a person;
- (iv) cancel the Treasury Shares; or
- (v) sell, transfer or otherwise use the Treasury Shares for such other purposes as may be prescribed by the Minister for Finance.

In addition, under Rule 704(28) of the Listing Manual, an immediate announcement must be made of any sale, transfer, cancellation and/or use of Treasury Shares. Such announcement must include details such as the date of the sale, transfer, cancellation and/or use of such Treasury Shares, the purpose of such sale, transfer, cancellation and/or use of such Treasury Shares, the number of Treasury Shares which have been sold, transferred, cancelled and/or used, the number of Treasury Shares before and after such sale, transfer, cancellation and/or use, the percentage of the number of Treasury Shares against the total number of issued shares (of the same class as the Treasury Shares) which are listed before and after such sale, transfer, cancellation and/or use and the value of the Treasury Shares if they are used for a sale or transfer, or cancelled.

As at the Latest Practicable Date, the total issued share capital of the Company is 2,165,713,013 exclusive of 1,734,900 Treasury Shares held by the Company.

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3.4 Source of Funds for Share Buyback

The Company may only apply funds for the purchase or acquisition of the Shares in accordance with the Constitution and the applicable laws in Singapore.

Pursuant to the Companies Act, any payment made by the Company in consideration for the purchase or acquisition of its own Shares may only be made out of the Company's capital or profits so long as the Company is solvent.

The Company may use internal and external sources of funds to finance the Company's Share Purchases. The Directors will only make Share Purchases in circumstances which they believe will not result in any material adverse effect to the financial position of the Company or the Group.

3.5 Financial Effects of the Share Buyback Mandate

3.5.1 The financial effects on the Company and the Group arising from the Share Purchases will depend on, *inter alia*, the number of Shares purchased or acquired, whether such purchase or acquisition is made out of capital and/or profits of the Company, the consideration paid at the relevant time, the amount (if any) borrowed by the Company to fund the purchases or acquisitions and whether the Shares purchased or acquired are cancelled or held as Treasury Shares.

3.5.2 The financial effects on the Company and the Group, based on the audited financial statements of the Group for the financial period ended 31 December 2023 (the "**Audited Financial Statements**"), are based on the following principal assumptions:

- (a) Purchase or acquisition out of capital and/or profits

Under the Companies Act, purchases or acquisitions of Shares by the Company may be made out of the Company's capital and/or profits so long as the Company is solvent.

Where the consideration paid by the Company for the purchase or acquisition of Shares is made out of capital, the amount available for the distribution of cash dividends by the Company will not be reduced.

Where the consideration paid by the Company for the purchase or acquisition of Shares is made out of profits, such consideration will correspondingly reduce the amount available for the distribution of cash dividends by the Company.

- (b) Maximum Price paid for Shares purchased or acquired

Based on 2,165,713,013 issued Shares (excluding 1,734,900 Treasury Shares and subsidiary holdings) as at the Latest Practicable Date, the purchase or acquisition by the Company of ten per cent (10%) of such Shares will result in the purchase or acquisition of 216,571,301 Shares.

Assuming that the Company purchases or acquires the 216,571,301 Shares at the Maximum Price, the maximum amount of funds required is approximately:

- (i) in the case of Market Purchases of Shares, S\$311.9 million based on S\$1.44 for one Share (being the price equivalent to five per cent (5%) above the Average Closing Price of the Shares traded on the SGX-ST over the last five (5) consecutive Market Days immediately preceding the Latest Practicable Date); and
- (ii) in the case of Off-Market Purchases of Shares, S\$327.0 million based on S\$1.51 for one Share (being the price equivalent to ten per cent (10%) above the Average Closing Price of the Shares traded on the SGX-ST over the last five (5) consecutive Market Days immediately preceding the Latest Practicable Date).

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For illustrative purposes only, on the basis of the assumptions set out above as well as the following:

- (A) the Share Purchases had taken place on 1 January 2023;
- (B) there was no issuance of Shares after the Latest Practicable Date;
- (C) the Share Purchases are assumed to be financed by internal and external funding of the Group; and
- (D) related expenses incurred for the Share Purchases are assumed to be insignificant and have been disregarded for the purpose of computing the financial effects,

the financial effects on the Audited Financial Statements are set out below:

	Market Purchase				Off-Market Purchase			
	Group		Company		Group		Company	
	Before Share Purchase	After Share Purchase	Before Share Purchase	After Share Purchase	Before Share Purchase	After Share Purchase	Before Share Purchase	After Share Purchase
	\$'m	\$'m	\$'m	\$'m	\$'m	\$'m	\$'m	\$'m
At 31 December 2023								
Total equity	3,013.9	2,702.0	1,243.4	1,243.4	3,013.9	2,686.9	1,243.4	1,243.4
NAV (excluding NCI)	2,597.7	2,285.8	1,243.4	1,243.4	2,597.7	2,270.7	1,243.4	1,243.4
Current assets	1,614.1	1,458.1	259.3	259.3	1,614.1	1,450.6	259.3	259.3
Current liabilities	1,091.6	1,091.6	353.9	353.9	1,091.6	1,091.6	353.9	353.9
Total borrowings and lease liabilities from financial institutions	359.4	515.3	207.0	207.0	359.4	522.9	207.0	207.0
Number of Shares outstanding (million) ⁽¹⁾	2,165.7	1,949.1	2,165.7	1,949.1	2,165.7	1,949.1	2,165.7	1,949.1
Weighted average number of Shares outstanding (million) ⁽¹⁾	2,165.9	1,948.9	2,165.9	1,948.9	2,165.9	1,948.9	2,165.9	1,948.9
Financial Ratios								
NAV per Share (Singapore cents) ⁽²⁾	119.95	117.27	57.41	63.79	119.95	116.50	57.41	63.79
Gross gearing (%) ⁽³⁾	11.92	19.07	16.65	16.65	11.92	19.46	16.65	16.65
EPS (Singapore cents) ⁽⁴⁾	8.33	9.26	n.m.	n.m.	8.33	9.26	n.m.	n.m.
Current ratio (times) ⁽⁵⁾	1.48	1.34	0.73	0.73	1.48	1.33	0.73	0.73
ROE (%) ⁽⁶⁾	6.98	7.43	n.m.	n.m.	6.98	7.45	n.m.	n.m.

Notes:

- ⁽¹⁾ The number of Shares outstanding and weighted average number of Shares outstanding after the Share Purchase are computed on the assumption that the Share Purchase was completed on 1 January 2023.
- ⁽²⁾ NAV per Share equals to NAV divided by the number of Shares outstanding.
- ⁽³⁾ Gross gearing equals to total borrowings divided by total equity.
- ⁽⁴⁾ EPS equals to profit attributable to Shareholders from 1 January 2023 to 31 December 2023 divided by the weighted average number of Shares outstanding.
- ⁽⁵⁾ Current ratio equals current assets divided by current liabilities.
- ⁽⁶⁾ ROE equals to profit attributable to Shareholders from 1 January 2023 to 31 December 2023 divided by average total equity attributable to Shareholders of the Company.
- ⁽⁷⁾ The disclosed financial effects remain the same irrespective of whether:
 - (a) the purchase of the Shares is effected out of capital or profits; or
 - (b) the purchased Shares are held in treasury or are cancelled.
- ⁽⁸⁾ "n.m." means not meaningful

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3.5.3 Shareholders should note that the proforma financial effects set out above are for illustrative purposes only (based on the aforementioned assumptions). In particular, it is important to note that the above pro-forma financial analysis is based on the historical numbers for the financial period ended 31 December 2023, and is not necessarily representative of future financial performance.

3.5.4 It should be noted that although the Share Buyback Mandate would authorise the Company to purchase or acquire up to ten per cent (10%) of the issued Shares, the Company may not necessarily purchase or acquire or be able to purchase or acquire the entire ten per cent (10%) of the issued Shares. In addition, the Company may cancel or hold in treasury all or part of the Shares purchased or acquired. The Company will take into account both financial and non-financial factors (for example, stock market conditions and the performance of the Shares) in assessing the relative impact of a Share Purchase before execution.

3.6 Taxation

Shareholders who are in doubt as to their respective tax positions or any tax implications or who may be subject to tax outside Singapore should consult their own professional advisers.

3.7 Listing Rules

The Listing Manual specifies that a listed company shall report all purchases or acquisitions of its shares to the SGX-ST not later than 9.00 a.m. (a) in the case of a Market Purchase, on the Market Day following the day of purchase or acquisition of any of its Shares and (b) in the case of an Off-Market Purchase under an equal access scheme, on the second Market Day after the close of acceptances of the offer.

The notification of such Share Purchases to the SGX-ST shall be in such form and shall include such details that the SGX-ST may prescribe, which includes, without limitation, details such as the total number of Shares purchased, the purchase price per Share or the highest and lowest prices paid for such Shares, the total consideration paid for the Shares and the number of issued Shares after purchase. The Company shall make arrangements with its stockbrokers to ensure that they provide the Company in a timely fashion the necessary information which will enable the Company to make the notifications to the SGX-ST.

While the Listing Manual does not expressly prohibit any purchase of shares by a listed company during any particular time or times, because the listed company would be regarded as an "insider" in relation to any proposed purchase or acquisition of its issued shares, the Company will not undertake any Share Purchases at any time after a price sensitive development has occurred or has been the subject of consideration and/or a decision of the Board, until the price sensitive information has been publicly announced. In particular, in line with Rule 1207(19) of the Listing Manual, the Company will not purchase or acquire any Shares through Market Purchases during the period commencing one (1) month immediately preceding the announcement of the Company's financial statements for its half-year and annual (full year) results, and ending on the date of the announcement of the relevant results.

The Listing Manual requires a listed company to ensure that at least ten per cent (10%) of any class of its issued Shares must be held by public Shareholders. As at the Latest Practicable Date, the Company has 2,165,713,013 Shares (excluding 1,734,900 Treasury Shares), and approximately 92.87 per cent (92.87%) of the issued Shares are held by public Shareholders. Accordingly, the Company is of the view that there is a sufficient number of the Shares in issue held by public Shareholders which would permit the Company to undertake Share Purchases through Market Purchases up to the full ten per cent (10%) limit without affecting the listing status of the Shares on the SGX-ST, and that the number of Shares remaining in the hands of the public will not fall to such a level as to cause market illiquidity or to affect orderly trading.

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3.8 Take-Over Obligations pursuant to the Take-over Code

Appendix 2 to the Take-over Code contains the Share Buy-Back Guidance Note applicable as at the Latest Practicable Date. The take-over implications arising from any purchase or acquisition by the Company of its Shares are set out below:

3.8.1 Obligation to Make a Take-over Offer

If, as a result of any purchase or acquisition by the Company of its Shares, the percentage voting rights held by a Shareholder and persons acting in concert with him increases, such increase will be treated as an acquisition for the purposes of Rule 14 of the Take-over Code. If such increase results in a change of effective control, or, as a result of such increase, a Shareholder or group of Shareholders acting in concert obtains or consolidates effective control of the Company, such Shareholder or group of Shareholders acting in concert could become obliged to make a mandatory take-over offer for the Company under Rule 14 of the Take-over Code.

3.8.2 Persons Acting in Concert

Under the Take-over Code, persons acting in concert comprise individuals or companies who, pursuant to an agreement or understanding (whether formal or informal), cooperate, through the acquisition by any of them of shares in a company, to obtain or consolidate effective control of that company.

Unless the contrary is established, the following persons will be presumed to be acting in concert:

- (a) the following companies:
 - (i) a company;
 - (ii) the parent company of (i);
 - (iii) the subsidiaries of (i);
 - (iv) the fellow subsidiaries of (i);
 - (v) the associated companies of any of (i), (ii), (iii) or (iv);
 - (vi) companies whose associated companies include any of (i), (ii), (iii), (iv) or (v); and
 - (vii) any person who has provided financial assistance (other than a bank in the ordinary course of business) to any of the above for the purchase of voting rights;
- (b) a company with any of its directors (together with their close relatives, related trusts as well as companies controlled by any of the directors, their close relatives and related trusts);
- (c) a company with any of its pension funds and employee share schemes;
- (d) a person with any investment company, unit trust or other fund whose investment such person manages on a discretionary basis, but only in respect of the investment account which such person manages;
- (e) a financial or other professional adviser, including a stockbroker, with its client in respect of the shareholdings of the adviser and persons controlling, controlled by or under the same control as the adviser;
- (f) directors of a company (together with their close relatives, related trusts and companies controlled by any of such directors, their close relatives and related trusts) which is subject to an offer or where the directors have reason to believe a *bona fide* offer for their company may be imminent;

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- (g) partners; and
- (h) the following persons and entities:
 - (i) an individual;
 - (ii) the close relatives of (i);
 - (iii) the related trusts of (i);
 - (iv) any person who is accustomed to act in accordance with the instructions of (i);
 - (v) companies controlled by any of (i), (ii), (iii) or (iv); and
 - (vi) any person who has provided financial assistance (other than a bank in the ordinary course of business) to any of the above for the purchase of voting rights.

For this purpose, ownership or control of at least twenty per cent (20%) but not more than fifty per cent (50%) of the voting rights of a company will be regarded as the test of associated company status.

The circumstances under which Shareholders, including Directors and persons acting in concert with them respectively, will incur an obligation to make a take-over offer under Rule 14 after a purchase or acquisition of Shares by the Company are set out in Appendix 2 to the Take-over Code.

3.8.3 **Effect and Application of Rule 14 and Appendix 2 to the Take-over Code**

In general terms, the effect of Rule 14 and Appendix 2 to the Take-over Code is that, unless exempted, Directors and persons acting in concert with them will incur an obligation to make a take-over offer for the Company under Rule 14 of the Take-over Code if, as a result of the Company purchasing or acquiring its Shares, the voting rights of such Directors and their concert parties, being in aggregate less than thirty per cent (30%) before such purchase or acquisition, would increase to thirty per cent (30%) or more, or if the voting rights of such Directors and their concert parties fall between thirty per cent (30%) and fifty per cent (50%) of the Company's voting rights, the voting rights of such Directors and their concert parties would increase by more than one per cent (1%) in any period of six (6) months.

Under Appendix 2 to the Take-over Code, a Shareholder not acting in concert with the Directors of the Company will not be required to make a take-over offer under Rule 14 of the Take-over Code if, as a result of the Company purchasing or acquiring its Shares, the voting rights of such Shareholder in the Company would increase to thirty per cent (30%) or more, or, if such Shareholder holds between thirty per cent (30%) and fifty per cent (50%) of the Company's voting rights, the voting rights of such Shareholder would increase by more than one per cent (1%) in any period of six (6) months. Such Shareholder need not abstain from voting in respect of the resolution authorising the Share Buyback Mandate.

Based on the information set out in paragraph 4 and assuming that there is no change in the shareholding interests of the Directors and the Substantial Shareholders in Shares recorded in the Register of Directors' Shareholdings and Register of Substantial Shareholders maintained by the Company as at the Latest Practicable Date, none of the Directors and Substantial Shareholders would become obliged to make a take-over offer for the Company under Rule 14 of the Take-over Code as a result of any purchase or acquisition of Shares by the Company pursuant to the Share Buyback Mandate of the maximum limit of ten per cent (10%) of its total number of issued Shares (excluding Treasury Shares and subsidiary holdings) as at the Latest Practicable Date.

Shareholders who are in doubt as to their obligations, if any, to make a mandatory take-over offer under the Take-over Code as a result of any purchase or acquisition of Shares by the Company should consult the SIC and/or their professional advisers at the earliest opportunity.

CIRCULAR TO SHAREHOLDERS

3.9 Shares Purchased by the Company

The Company has purchased 1,248,200 Shares in 2023 by way of Market Purchases, the details of which are as follows:

Date	Number of shares purchased	Number of Shares held as Treasury Shares	Purchase Price S\$	Total Consideration (Including related expenses) paid or payable for the shares S\$
14-Mar-23	62,300	62,300	1.170	72,985.85
20-Mar-23	39,900	39,900	1.170	46,746.74
23-May-23	87,500	87,500	1.120	98,127.39
24-May-23	87,500	87,500	1.110	97,251.25
29-May-23	87,500	87,500	1.120	98,127.39
30-May-23	87,500	87,500	1.110	97,251.25
31-May-23	382,000	382,000	1.10229	421,620.87
01-June-23	207,000	207,000	1.09000	225,922.79
05-June-23	207,000	207,000	1.04000	215,559.39
Total	1,248,200	1,248,200		1,373,592.92

As at 1 January 2023, the Company held 1,340,450 Treasury Shares. The 1,248,200 Shares purchased by the Company were held by the Company as Treasury Shares after the Market Purchases. On 10 May 2023, the Company transferred 853,750 Treasury Shares as part of the shares awards granted pursuant to the ComfortDelGro Executive Share Award Scheme (the "**Scheme**") to its Executive Director and employees. As at the Latest Practicable Date, the Company holds 1,734,900 Treasury Shares.

3.10 Reporting Requirements

Within thirty (30) days of the passing of a Shareholders' resolution to approve the Share Buyback Mandate, the Company shall lodge a copy of such resolution with ACRA. The Company shall also lodge a notice with ACRA within thirty (30) days of a Share Purchase. Such notification is to include details such as the date of the Share Purchase, the number of Shares purchased or acquired by the Company, the number of Shares cancelled, the number of Shares held as Treasury Shares, the Company's issued share capital before and after the Share Purchase, the amount of consideration paid by the Company for the Share Purchase, whether the Shares were purchased out of the profits or the capital of the Company and such other particulars that might be prescribed.

3.11 Limits on Shareholdings

The Company does not have any limits on the shareholdings of any Shareholder.

CIRCULAR TO SHAREHOLDERS

4. INTERESTS OF DIRECTORS AND SUBSTANTIAL SHAREHOLDERS

The interests of Directors and Substantial Shareholders of the Company in Shares of the Company as at the Latest Practicable Date, as recorded in the Company's Register of Directors' Shareholdings and Register of Substantial Shareholders, respectively, were as follows:

Director	Direct Interest	Number of Shares		Deemed Interest	% ⁽¹⁾
		% ⁽¹⁾			
Mr. Mark Christopher Greaves	40,000	0.00	10,000	0.00	
Mr. Choi Shing Kwok	30,000	0.00	–	–	
Mr. Cheng Siak Kian	78,750	0.00	–	–	
Mr. Russell Stephen Balding AO	–	–	–	–	
Ms. Jessica Cheam	–	–	–	–	
Ms. Susan Kong Yim Pui	–	–	–	–	
Mr. Lee Jee Cheng Philip	–	–	–	–	
Professor Ooi Beng Chin	–	–	–	–	
Mr. Tan Peng Hoe, Steve	–	–	–	–	
Ms. Tham Ee Mern, Lilian	–	–	–	–	
Substantial Shareholder	Direct Interest	% ⁽¹⁾	Deemed Interest	% ⁽¹⁾	
Silchester International Investors LLP ⁽²⁾	–	–	152,751,700	7.05	

The interests of Directors of the Company in the Shares granted under the Scheme as at the Latest Practicable Date are as follows:

Name of participant	Shares granted during FY2023 (Shares awarded to be vested over 4-year period)	Aggregate Shares granted since commencement of the Scheme to end of FY2023	Aggregate Shares vested since commencement of the Scheme to end of FY2023	Aggregate Shares outstanding as at end of FY2023 under review (unvested Shares)
Mr Cheng Siak Kian	150,000	315,000	78,750	236,250

Notes:

⁽¹⁾ The percentage of issued share capital is calculated on the basis of 2,165,713,013 Shares, excluding 1,734,900 Treasury Shares, as at the Latest Practicable Date.

⁽²⁾ Silchester International Investors LLP ("**Silchester**") acts as investment manager for certain commingled funds (the "**Clients**"). In acting for their Clients, Silchester is given full discretion over their investments and is empowered to vote on their behalf. However, Silchester does not act as each Client's custodian and therefore shares are not held in Silchester's name but in the name of each of their Client's custodian bank. Therefore, Silchester has deemed interest in shares of the Company held by their Clients.

5. DIRECTORS' RECOMMENDATIONS

Having fully considered, *inter alia*, the terms and rationale of the Share Buyback Mandate, the Board believes that the Share Buyback Mandate is in the best interests of the Company. Accordingly, they recommend that Shareholders vote in favour of Ordinary Resolution 11 in relation to the renewal of the Share Buyback Mandate to be proposed at the forthcoming 2024 AGM.

6. ANNUAL GENERAL MEETING

The 2024 AGM, notice of which is attached to the Annual Report 2023, will be held on Friday, 26 April 2024 at 10.00 a.m. at Level 3, Summit 1 Room, Suntec Singapore Convention & Exhibition Centre, 1 Raffles Boulevard, Suntec City, Singapore 039593 for the purpose of considering and, if thought fit, passing with or without modifications, the resolutions set out in the notice of the 2024 AGM.

CIRCULAR TO SHAREHOLDERS

7. DIRECTORS' RESPONSIBILITY STATEMENT

The Directors collectively and individually accept full responsibility for the accuracy of the information given in this Circular and confirm after making all reasonable enquiries that, to the best of their knowledge and belief, this Circular constitutes full and true disclosure of all material facts about the proposed renewal of the Share Buyback Mandate, the Company and its subsidiaries, and the Directors are not aware of any facts the omission of which would make any statement in this Circular misleading. Where information in the Circular has been extracted from published or otherwise publicly available sources or obtained from a named source, the sole responsibility of the Directors has been to ensure that such information has been accurately and correctly extracted from those sources and/or reproduced in this Circular in its proper form and context.

8. ACTIONS TO BE TAKEN BY SHAREHOLDERS

If a Shareholder is unable to attend the 2024 AGM and wishes to appoint a proxy to attend and vote in his place or on his behalf, he should complete, sign and return the proxy form appended in the Annual Report in accordance with the instructions printed thereon as soon as possible so as to and, in any event, reach the registered office of the Company at 205 Braddell Road, Singapore 579701 not less than seventy-two (72) hours before the time appointed for holding the 2024 AGM.

The completion and return of the proxy form by a Shareholder will not prevent him from attending and voting at the 2024 AGM if he subsequently wishes to do so. In such an event, the proxy form shall be deemed to be revoked.

A Depositor shall not be regarded as a Shareholder entitled to attend the 2024 AGM and to speak and vote at the 2024 AGM unless he is shown to have Shares entered against his name in the Depository Register, as certified by CDP at least seventy-two (72) hours before the AGM.

9. DOCUMENTS FOR INSPECTION

The following documents are available for inspection at the registered office of the Company at 205 Braddell Road Singapore 579701 during normal business hours from the date of this Circular up to and including the date of the 2024 AGM:

- (a) the Constitution; and
- (b) the Annual Report of the Company for the financial year ended 31 December 2023.

Yours faithfully
For and on behalf of the Board of Directors of
COMFORTDELGRO CORPORATION LIMITED

Mark Christopher Greaves
Chairman

28 March 2024

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