



sats

Shaping the Future

SATS Ltd. Annual Report FY2021-22

Shaping

the Future

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Online Version

For more information, please visit www.sats.com.sg/AGM2022

All values in the tables, graphs and charts are expressed in Singapore currency unless otherwise stated. Any discrepancies in the tables, graphs and charts included in this report between the listed amounts and total thereof are due to mathematical rounding. Where applicable, measurements in square metres ("sq m") are converted to square feet ("sq ft") and vice versa based on the conversion rate of 1 sq m = 10.7639 sq ft.

The pandemic brought about macroeconomic and technological transformation on a scale like no other. Amid multiple challenges, the SATS team remained resilient and agile. By building new capabilities, reimagining customer experiences and making calibrated investments, we are shaping the future of our businesses, people and ecosystems for sustainable and collective success. With travel recovery underway, we are turbocharging our growth strategy to drive our core businesses as well as expand our overseas reach, in full alignment with our purpose to feed and connect communities.

SATS Story

WHO WE ARE

SATS is Asia's leading provider of food solutions and gateway services with 11,345* employees delighting customers in over 60 locations and 14 countries across the Asia Pacific, UK, and the Middle East.

* The Group's average headcount for FY2021-22.

OUR CORE VALUES



Passion to Delight



Safety



Innovation



Trust



Teamwork

OUR PURPOSE

“Feed and Connect Communities.”

OUR VISION

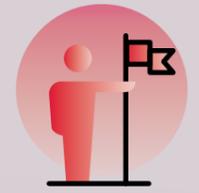


To be the market leader by delighting customers with innovative food solutions and seamless connections.

OUR MISSION

Using innovative food technologies and resilient supply chains, we create tasty, quality food in sustainable ways for airlines, foodservice chains, retailers and institutions. With heartfelt service and advanced technology, we connect people, businesses and communities seamlessly through our comprehensive gateway services for customers such as airlines, cruise lines, freight forwarders, postal services and eCommerce companies.

OUR STAKEHOLDERS



Customers



Employees



Partners



Investors



Regulators

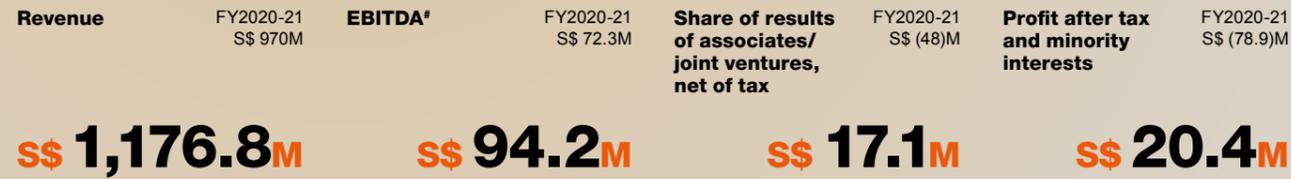
For more details about stakeholder engagement and sustainability practices

→ See “Corporate Governance Report” pages 46-95

→ See “Building a Sustainable Future” pages 96-100

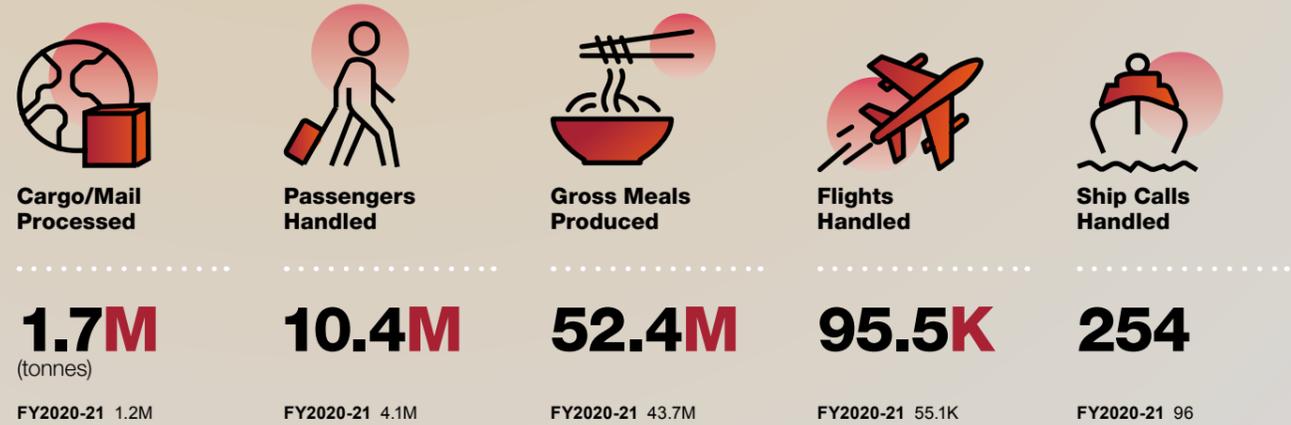
Key Business Metrics

For more detailed information, please refer to [page 38](#)



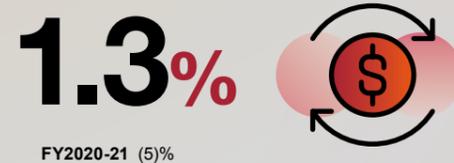
Operating statistics*

* Operating statistics cover SATS and its subsidiaries, but do not include associates and joint ventures.

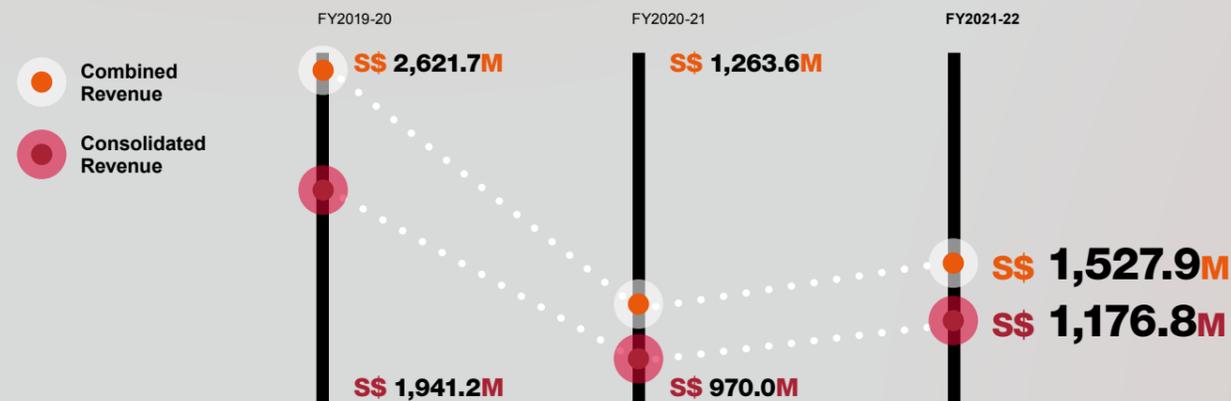


“We measure our success by tracking key performance indicators that reflect our operational and financial performance.”

Return on equity



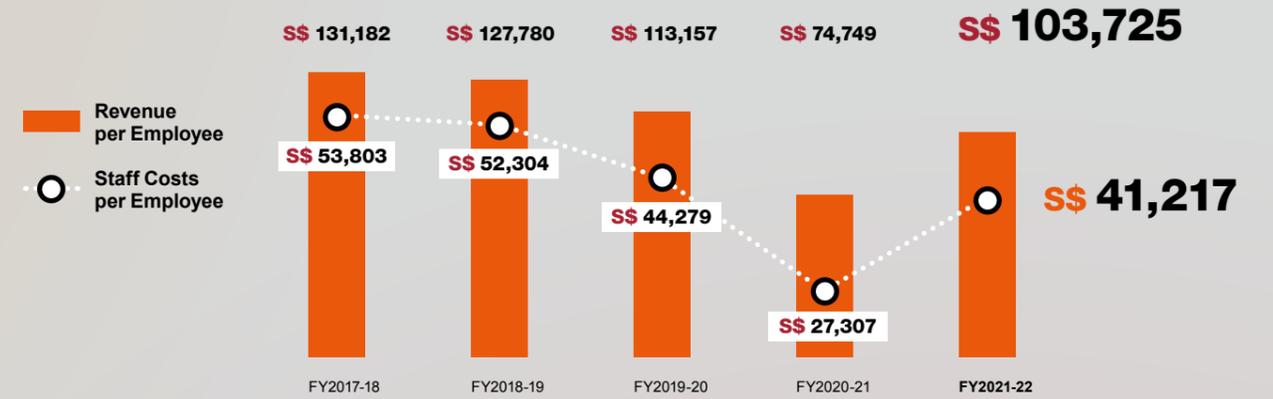
Combined revenue*



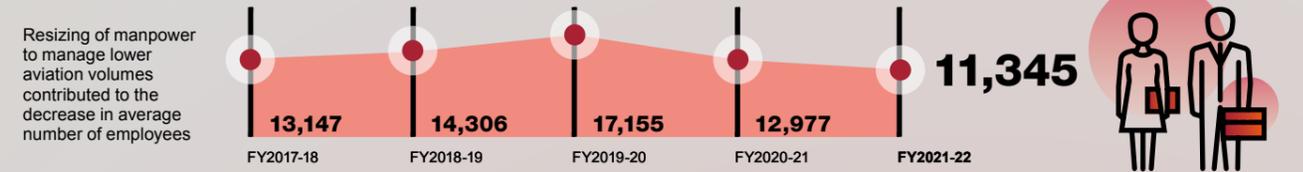
* Combined revenue is the sum of the consolidated revenue of the Group and its proportionate share of revenue from its associates/joint ventures (Aggregated Revenue – Non-SFRS(I)).

EBITDA refers to earnings (including share of results of associates/joint ventures) before interest, tax, depreciation and amortisation; and excludes one-off items.

Staff costs & revenue per employee



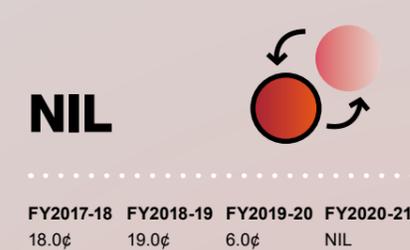
Average number of employees



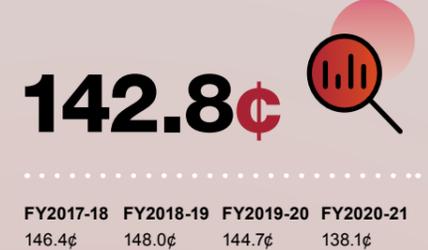
Earnings per share (Basic)



Dividends per share



Net asset value per share



Free cash flow



Debt-equity ratio





creation

experience

SATS Food Solutions

We are in the business of creating tasty, quality food in sustainable ways to enrich our customers' experiences. Our FY2021-22 priorities were to strengthen our protein supply chain, fortify tiered kitchen production, drive food innovation, and expand our portfolio of branded products.



Shipment

Import 1,3 09 7,980
18,5 51 20,745

trust

digitalisation

SATS Gateway Services

We are in the business of connecting customers, businesses and communities safely and seamlessly. Our FY2021-22 priorities were to digitally transform our systems and processes as well as enhance our expertise in Singapore, with the goal of replicating these distinctive capabilities across our network in the best possible way.

nurturing



Our People, Our Passion
Fuelled by a culture that embraces innovation and change, we go above and beyond to drive positive impact for our customers, industry partners, shareholders and employees.

advancing



Chairman and PCEO's Statement

Dear Shareholders,

After two years of upheaval in the global aviation industry, we are pleased to see travel recovery underway, particularly in the last quarter of FY2021-22. For the full calendar year of 2021, IATA's statistics show global Revenue Passenger Kilometres (RPK) rose to 41.6% of 2019 levels, compared with 34.2% in 2020 as border restrictions eased. Global demand for air cargo increased by 18.7% year-on-year, reflecting strong demand for air freight.

At SATS, we are experiencing a higher surge in volumes. For FY2021-22, flights and passengers handled increased by 73.3% and 169.0%, respectively year-on-year, while gross meals served increased by 20.0% across all segments, with volume in the travel food segment growing at 58.0% over the same period. Air freight, which has been growing steadily through the pandemic, rose 45.2% in tonnage, bringing cargo demand back to pre-COVID levels.

For the year under review, SATS' revenue increased 21.3% to S\$1.18 billion, with both Food Solutions and Gateway Services showing marked progress in revenue growth. SATS' share of profits from associates and joint ventures improved significantly, turning from a loss of S\$48.0 million to a profit of S\$17.1 million. With lower impairments and a one-off accounting gain of S\$28.9 million from the revaluation of an associate, Hong Kong's Asia Airfreight Terminal, arising from SATS' increased shareholding in the entity, PATMI increased by S\$99.3 million to turn positive at S\$20.4 million for the financial year. Without government reliefs, PATMI would have been a loss of S\$112.2 million.

Pent-up demand for travel, particularly in the last quarter of the financial year, led to a surge in the need for products and services to support the resurgence of travel. Performing a vital role in supporting the backbone operations that underpin Singapore's reputation as a world-class aviation hub, SATS ramped up quickly to support the aviation industry. Travellers' safety and seamless connectivity were our priorities during this period. We work collaboratively across the value chain with our customers and partners in the aviation ecosystem to scale up and maintain the uniquely efficient Changi Experience for travellers.

“For FY2021-22, flights and passengers handled increased by 73.3% and 169.0%, respectively year-on-year, while gross meals served increased by 20.0% across all segments, with volume in the travel food segment growing at 58% over the same period. Air freight, which has been growing steadily through the pandemic, rose 45.2% in tonnage, bringing cargo demand back to pre-COVID levels.”

from left to right

Euleen Goh

Chairman

Kerry Mok

President and
Chief Executive Officer

Revenue

S\$ 1,176.8M

for FY2021-22

Chairman and PCEO's Statement

“Adopting a twin growth engine strategy, SATS will be turbocharging a crucial engine, our market leadership in Singapore. We will be adding to and enhancing our core capabilities here to achieve innovation and sustainability excellence for our network of operations. Firing up the second growth engine, SATS is expanding our network and replicating our core capabilities in key markets across Asia.”



Twin Growth Engine Strategy
Adopting a twin growth engine strategy, SATS will be turbocharging a crucial engine, our market leadership in Singapore. We will be adding to and enhancing our core capabilities here to achieve innovation and sustainability excellence for our network of operations. Firing up the second growth engine, SATS is expanding our network and replicating our core capabilities in key markets across Asia.

↑
SATS Global Innovation Centre provides customers across all channels with new expertise, such as consumer and market insights, design thinking, and sustainability thought leadership.

Building Capabilities
A lot has changed post-pandemic, and SATS has responded to these changes by upgrading our systems and processes to meet the new requirements. We took the opportunity of the aviation lull over the last two years to upgrade our systems in the nerve centre of SATS' gateway operations, the SATS Integrated Operations Command (SIOC). Targeting greater connectivity for our customers, we have incorporated Artificial Intelligence coupled with Machine-Learning capabilities that integrate data from various sources within our operations to enable swift decisions in the event of flight disruptions. We are fine-tuning the system to allow a better travel experience for travellers with the upgraded SIOC.

Seeing a sharp rise in the demand for eCommerce during the pandemic, SATS has set up 27 eFulfilment corridors

across our network to capture more of the cross-border logistics market. Leveraging our Cargo Terminal Operations capabilities, we provide value-added services, such as breaking bulk, sorting, and scanning e-Commerce parcels at our cargo terminal for freight forwarders to deliver to distribution warehouses for last-mile processing. These value-added services expedite cross-border eCommerce flows and reduce transit time across the supply chain. We have also digitalised our mission-critical load control processes in our ground handling operations to allow remote access, growing our operational resilience.

Reinventing security services, SATS is leveraging technology to provide greater situational awareness with the aim to deliver more effective and efficient outcome-based security solutions for our customers, reducing

the need for more manpower to protect customer assets. For example, flight data and activities can be tracked on mobile devices, allowing changes to be communicated immediately to security personnel. Moving beyond aviation to provide security services to non-travel customers such as Brinks, SATS Security Services has added new services such as an outrider service and launched Singapore's third auxiliary police training academy.

Building on our domain expertise in food solutions, we have acquired new capabilities to create greater value for our stakeholders. Through our investment in Monty's Bakehouse, we have built food innovation capabilities in the UK and Singapore that provide our customers across all channels with new expertise, such as consumer and market insights, design thinking, and sustainability thought leadership. This helps generate demand via greater product innovation and uncover untapped market segments that will grow SATS' and our customers' competitiveness and business sustainability. We are also able to support our Product Development and

Customer Experience Centre in China, and in the future, India, with market, consumer and sustainability insights to help create new menu delights for our customers.

We are targeting increased operational efficiency with our tiered kitchen strategy through large-scale production of ready-to-eat meals in food factories and large-batch production of food components and meals in central kitchens. To achieve this, we are investing in a SATS Food Hub (SFH), in the Jurong Innovation District in Singapore. Ready in 2024, SFH will house all SATS Food Solutions capabilities under one roof and provide synergies across our business units. More importantly, SFH will take a collaborative ecosystem approach with various stakeholders across the value stream through an open innovation platform to create new products and services in the future food space.

Besides building food production and product innovation capabilities, SATS has invested in corporate venturing to ideate, incubate and grow innovative business models. The Ventures team in Food Solutions has worked with

“We are targeting increased operational efficiency with our tiered kitchen strategy through large-scale production of ready-to-eat meals in food factories and large-batch production of food components and meals in central kitchens.”



←
SATS Food Hub will synergise SATS' capabilities in meal production and introduce automation to enhance efficiency and strengthen operational resilience.

Chairman and PCEO's Statement

local F&B brands, such as Song Fa Bak Kut Teh, Bismillah Biryani Restaurant, Kok Kee Wonton Noodle, Qiu Lian Ban Mian, Beach Road Prawn Noodle House and Boon Tong Kee to adapt and produce at scale their signature dishes for Singapore Airlines' Singapore Showcase. We will be working with these and other brands to extend their reach into retail, aviation and institutional catering channels.

To enable SATS to develop better consumer insights and analytics, we have launched a fresh F&B concept, Twyst, which aims to provide a customised pasta experience for consumers. Such ventures allow SATS to be creative in germinating new business models in new customer segments that will help us grow non-travel businesses.

Growing Overseas

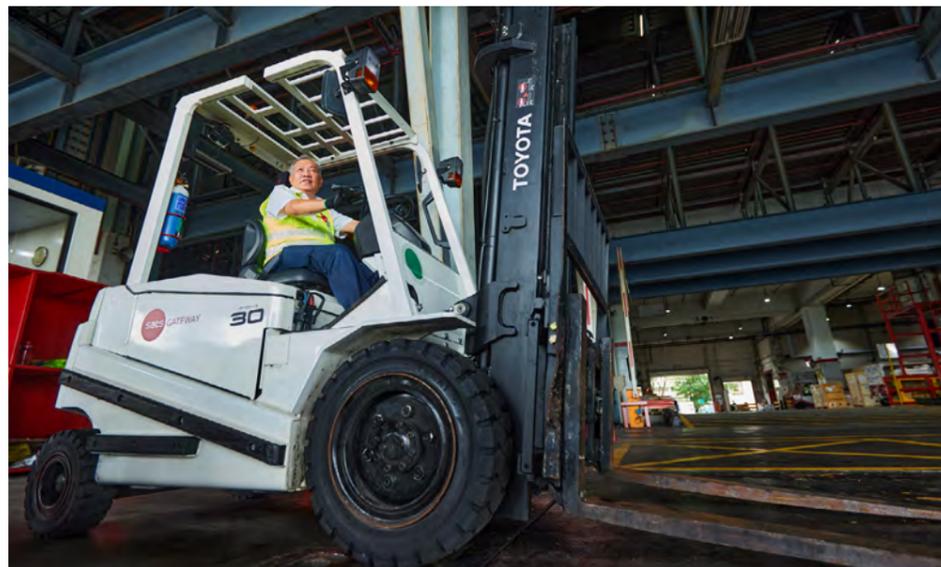
Accelerating food production in key markets in Asia, we are building one of the largest central kitchens of its kind in India at Kempegowda International Airport, Bengaluru. Slated to be ready in 2023, the building has also been designed with sustainability and safety in mind. It is the first Leadership in Energy and Environmental Design (LEED) certified frozen food manufacturing facility in India with an Internet of Things (IoT) building management system to enable utility consumption to be proactively tracked and regulated. In China, the Tianjin central kitchen is also under construction and will be operational in the third quarter of 2022. Monty's Bakehouse has commissioned a pastry production line in Malaysia to serve the Asian markets.

Advancing our tiered kitchen strategy, we invested in a large-scale production facility in Thailand. This acquisition will provide SATS with an extended repertoire of food technologies to produce meals and components cost-effectively for distribution to the increasingly automated central kitchens and catering centres within our network. This will optimise our resources to do

further processing and fulfilment at our central kitchens and catering centres, enhancing overall productivity and proficiency as we scale our business and strive to meet the exacting demands of our customers.

Understanding the need for businesses to respond swiftly to consumers' demands for new products and services, we have launched a new Product Development and Customer Experience Centre in China to develop new menu innovations for the foodservice and retail channels. A similar facility has also been included in the plan for the new kitchen in Bengaluru.

We continue to advance our network connectivity strategy in cargo by expanding our presence in leading hubs. This year, SATS won the licence to operate a Cargo Terminal Operation (CTO) in Jeddah, and the construction of the Riyadh CTO is expected to be completed in late 2022. Building SATS' share in cargo operations, we increased our shareholding in AAT to a controlling stake of 65.4%. Hong Kong is a key gateway for trade routes into the Greater China region, with Hong Kong International Airport handling more than 4.6 million tonnes of cargo in 2021, representing 12.9% year-on-year growth.



“We continue to advance our network connectivity strategy in cargo by expanding our presence in leading hubs.”

SATS is accelerating the electrification of our ground support equipment, resulting in a healthier working environment with reduced air and noise pollution.

Replicating our capabilities across our network, GTR has successfully tapped into the growing eCommerce market in Malaysia and collaborated with Cainiao on the setup of GTR eHub and Cainiao Aeropolis eWTP Hub at Kuala Lumpur International Airport. We are also strengthening our cold-chain capability across our network to handle high-value perishable cargo more efficiently. For example, Beijing Aviation Ground Services (BGS) has developed an intelligent cold-room monitoring system with government grant support, providing a comprehensive control platform to expand BGS' cold-chain handling capabilities.

Strengthening Corporate Governance

Upholding the highest standards of corporate governance, SATS and seven of its Singapore-based companies have also obtained ISO 37001 certification, the international standard for anti-bribery management systems. Further, SATS has become a signatory of the United Nations Global Compact, demonstrating our commitment to being a force for good.

Dividend

As SATS incurred a full-year loss excluding government reliefs, the Board of Directors believes it would be prudent not to pay a final dividend for FY2021-22. This will allow SATS to conserve our resources for growing our operations.

Acknowledgements

We want to thank our customers, business partners, and shareholders for staying with us through the pandemic. We are also grateful for the sound advice and guidance from each board member. Above all, we are proud of our people, who have shown outstanding commitment and dedication in delivering on our purpose to feed and connect communities. Many of our people have given up personal time to take up additional responsibilities to assist with ground operations during the seasonal peaks, demonstrating a high level of collaboration.



At the end of last year, Mr Alex Hungate, who had adeptly led SATS as President and Chief Executive Officer (PCEO) for seven years, left to take up a significant role in another organisation. We appreciate his invaluable contributions to our company and extend our best wishes to him in his new endeavours. The Board is pleased to have activated our succession plans to appoint Mr Kerry Mok as PCEO in a seamless transition of the office.

In assuming the role of PCEO, Kerry expresses that he will focus on deepening SATS' unique culture to build stronger employees' resonance with the company's values to drive greater innovation and digitalisation in order for continuous operational excellence. He hopes to shape SATS into a globally respected organisation and a magnet for high-quality talent committed to the larger purpose of delivering on SATS' promise to feed and connect communities. He will also be forging strong relationships with customers and strategic partners to create sustainable growth for all stakeholders.

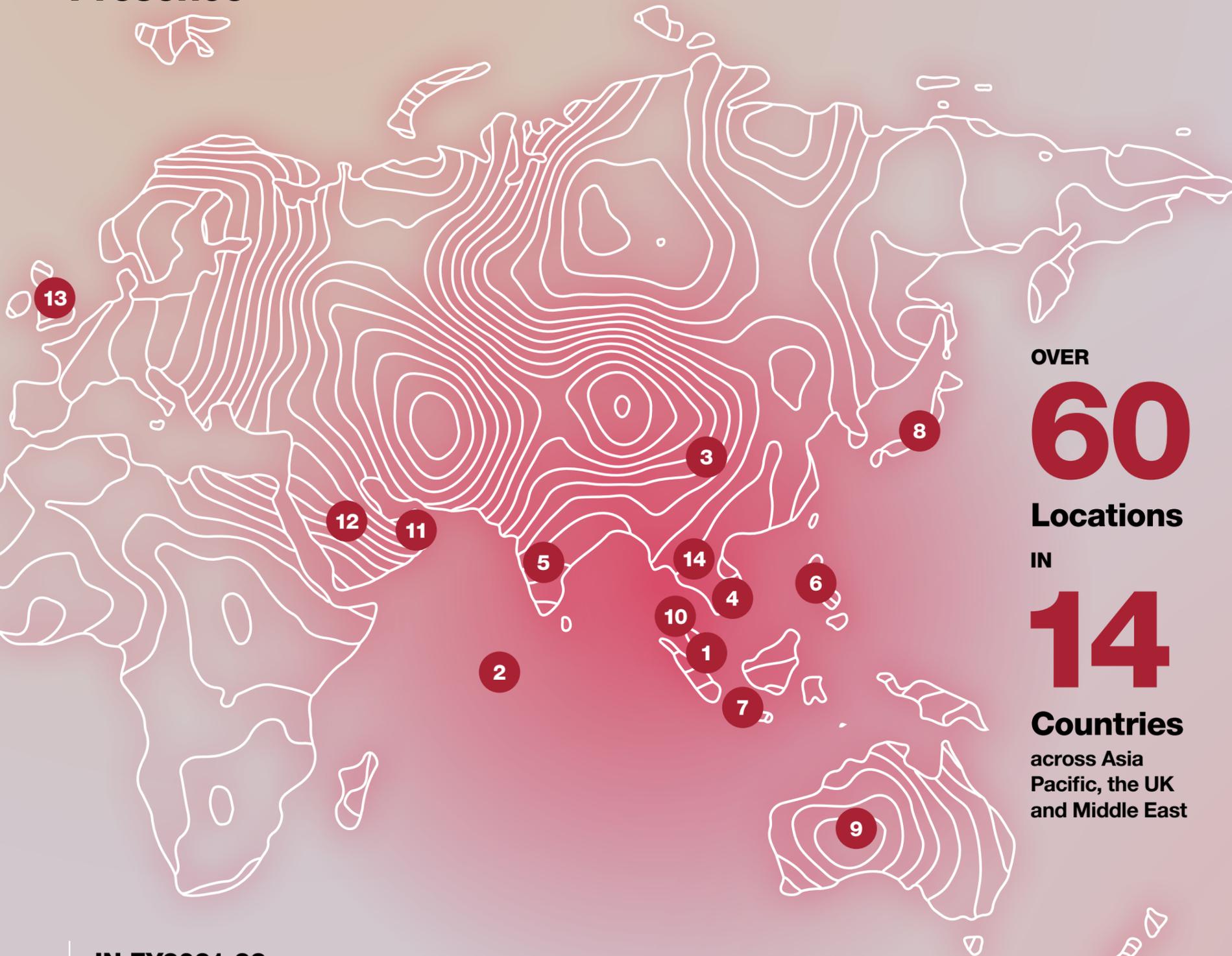
Euleen Goh
Chairman

Kerry Mok
President and Chief Executive Officer

24 May 2022

↑
SATS increased its shareholding in AAT to a controlling stake of 65.4%.

Geographical Presence



OVER
60
Locations
IN
14
Countries
across Asia
Pacific, the UK
and Middle East

- 1. **Singapore**
Singapore
- 2. **Maldives**
Male
- 3. **Greater China**
Beijing
Taipei
Ganzhou
Huizhou
Macau SAR
Nanjing
Shanghai
Shenyang
Tianjin
Hong Kong SAR
Kaohsiung
Taichung
- 4. **Vietnam**
Ho Chi Minh City
- 5. **India**
Bengaluru
Mumbai
New Delhi
Chennai
Goa
Kolkata
Hyderabad
Mangalore
Trivandrum

- 6. **The Philippines**
Manila
- 7. **Indonesia**
Jakarta
Asam-Asam
Karawang
Satui
Balikpapan
Denpasar
Halim
Majalengka
Medan
Surabaya
Timika
Yogyakarta
- 8. **Japan**
Tokyo
- 9. **Australia**
Brisbane
Rockhampton

- 10. **Malaysia**
Kuala Lumpur
Penang
Alor Setar
Bintulu
Ipoh
Johor Bahru
Kota Bharu
Kota Kinabalu
Kuala Terengganu
Kuching
Labuan
Langkawi
Miri
Sandakan
Sibu
Tawau
- 11. **Oman**
Muscat
- 12. **Saudi Arabia**
Dammam
Jeddah*
Riyadh
- 13. **United Kingdom**
Surrey
- 14. **Thailand**
Bangkok

FOOD SOLUTIONS + GATEWAY SERVICES

FOOD SOLUTIONS

GATEWAY SERVICES

IN FY2021-22

CARGO/MAIL PROCESSED
(tonnes)

1.68M



PASSENGERS HANDLED

10.42M



GROSS MEALS PRODUCED

52.40M



FLIGHTS HANDLED

95.54k



* Began operations with a start-up terminal in March 2022

Board of Directors



EULEEN GOH



KERRY MOK



ACHAL AGARWAL



VINITA BALI



CHIA KIM HUAT



MICHAEL KOK



JENNY LEE



DEBORAH ONG



JESSICA TAN



TAN SOO NAN



YAP KIM WAH

Board of Directors

As at 24 May 2022

Euleen Goh Yiu Kiang

Age 67

Chairman Non-Executive and Independent Director

Date of first appointment as a Director
1 August 2013

Date of appointment as Chairman
19 July 2016

Date of last re-election as a Director
18 July 2019

Length of service as a Director
8 years 9 months

Board committee(s) served on

- Chairman, Board Executive Committee
- Chairman, Remuneration and Human Resource Committee
- Chairman, Nominating Committee

Present directorships in other listed companies

- Non-Executive Director, Deputy Chair and Senior Independent Director, Shell plc (formerly known as Royal Dutch Shell plc)

Present principal commitments

- Chairman, DBS Foundation Ltd.
- Chairman, Singapore Institute of Management Group Limited
- Non-Executive Director, Singapore Health Services Pte. Ltd.
- Trustee, Singapore Institute of International Affairs Endowment Fund
- Member, Future Economy Council
- Member, Public Service Commission Singapore

Past directorships in other listed companies held over the preceding three years

- Non-Executive and Non-Independent Director, DBS Group Holdings Ltd.

Achievements

- Her World Woman of the Year 2005
- Public Service Medal at the Singapore National Day awards 2005
- Public Service Star at the Singapore National Day awards 2012

Academic and professional qualification(s)

- Associate, Institute of Chartered Accountants in England & Wales
- Member, The Chartered Institute of Taxation, UK
- Associate member, Institute of Financial Services, UK
- Fellow, Institute of Singapore Chartered Accountants
- Fellow, Singapore Institute of Directors

Kerry Mok Tee Heong

Age 51

President and Chief Executive Officer Executive Director

Date of first appointment as a Director
1 January 2022

Date of first appointment as President and Chief Executive Officer
15 December 2021

Date of last re-election as a Director
–

Length of service as a Director
0 year 4 months

Board committee(s) served on

- Member, Board Executive Committee

Present directorships in other listed companies

Nil

Present principal commitments

- Chairman, Asia Airfreight Terminal Company Limited
- Chairman, Country Foods Pte. Ltd. (formerly known as SATS BRF Food Pte. Ltd.)
- Chairman, Nanjing Weizhou Airline Food Corp. Ltd.
- Chairman, SATS Food Solutions (Thailand) Co., Ltd. (formerly known as Food City Company Limited)
- Chairman, SATS Food Solutions India Private Limited
- Chairman, Shanghai ST Food Industries Co., Limited
- Chairman, TFK Corporation
- Director, Air India SATS Airport Services Private Limited
- Director, MACROASIA Catering Services, Inc.
- Director, Monty's Bakehouse NL B.V.
- Director, Monty's Bakehouse UK Limited
- Director, Mumbai Cargo Service Center Airport Private Limited
- Director, Primary Industries Private Limited
- Director, Real Tasty Pte. Ltd.
- Director, SATS China Co., Ltd.
- Director, SATS Investments (II) Pte. Ltd.
- Director, SATS Investments Pte. Ltd.
- Director, SATS (Thailand) Co., Ltd.
- Director, SATS (India) Co. Private Limited
- Director, Taj SATS Air Catering Limited

Past directorships in other listed companies held over the preceding three years

Nil

Achievements

- Supply Chain Asia Visionary of the Year Award 2012

Academic and professional qualification(s)

- Bachelor of Business, Accounting (First Class Honours), Monash University, Melbourne, Australia

Achal Agarwal

Age 63

Non-Executive and Independent Director

Date of first appointment as a Director
1 September 2016

Date of last re-election as a Director
24 September 2020

Length of service as a Director
5 years 8 months

Board committee(s) served on

- Member, Board Executive Committee
- Member, Remuneration and Human Resource Committee

Present directorships in other listed companies

- Non-Executive Director, Amcor Plc.

Present principal commitments

- Chairman, WWF-World Wide Fund For Nature (Singapore) Limited
- Director, Clear Thought Advisors Pte. Ltd.
- Senior Advisor, Accenture Pte. Ltd.

Past directorships in other listed companies held over the preceding three years

Nil

Achievements

- CNBC Asia Business Leader of the Year 2016

Academic and professional qualification(s)

- BA (Hons), History, University of Delhi
- MBA, University of Delhi
- AMP, Wharton Business School

Vinita Bali

Age 67

Non-Executive and Independent Director

Date of first appointment as a Director
10 May 2021

Date of last re-election as a Director
22 July 2021

Length of service as a Director
1 year 0 month

Board committee(s) served on

- Member, Board Risk and Safety Committee

Present directorships in other listed companies

- Independent Director, Cognizant Technology Solutions Corporation (NASDAQ)
- Non-Executive Director, CRISIL Ltd. (BSE/NSE)
- Non-Executive Director, Syngene International Ltd. (BSE/NSE)

Present principal commitments

- Member, Board of Governors, Indian Institute of Management, Bangalore
- Strategic Advisor, Caraway Pte. Ltd.

Past directorships in other listed companies held over the preceding three years

- Non-Executive Director, Bunge Ltd (NYSE)
- Non-Executive Director, Smith & Nephew plc. (LSE)

Achievements

- Recognised for various contributions to business and society, including:
 - The Clinton Global Initiative, 2009 – for nutrition work in India
 - The Economic Times, Forbes, Fortune, Business Today and Business World for contribution to business
 - The Teachers Leadership Award – 2009
 - The Asian Centre for Corporate Governance & Sustainability – Best Woman Director Award – 2010
 - The Financial Times – ranked 18th among the top 50 business women in the world in 2011

Academic and professional qualification(s)

- Bachelor of Economics, Delhi University
- Master of Management Studies, Jamnalal Bajaj Institute of Management Studies, Bombay University

Chia Kim Huat

Age 56

Non-Executive and Independent Director

Date of first appointment as a Director
15 March 2017

Date of last re-election as a Director
24 September 2020

Length of service as a Director
5 years 2 months

Board committee(s) served on

- Member, Board Risk and Safety Committee
- Member, Nominating Committee

Present directorships in other listed companies

- Non-Executive and Independent Director, Ascott Residence Trust Management Limited and Ascott Business Trust Management Pte. Ltd. (The Managers of Ascott Residence Trust)

Present principal commitments

- Partner, Rajah & Tann Singapore LLP

Past directorships in other listed companies held over the preceding three years

- Non-Executive and Independent Director, Ascendas Hospitality Fund Management Pte. Ltd. and Ascendas Hospitality Trust Management Pte. Ltd. (The Managers of Ascendas Hospitality Trust)

Achievements

- “Eminent Practitioner” by Chambers Global and Chambers Asia Pacific
- “Market-Leading Lawyer” in Asialaw for Capital Markets and Corporate / M&A
- Best Lawyers for Capital Markets, Corporate and Mergers & Acquisition
- Who’s Who Legal: Corporate Governance/ M&A; Capital Markets (Debt & Equity)

Academic and professional qualification(s)

- LLB (Hons), National University of Singapore
- Advocate & Solicitor, Supreme Court of Singapore

Michael Kok Pak Kuan

Age 71

Non-Executive and Independent Director

Date of first appointment as a Director
6 March 2015

Date of last re-election as a Director
22 July 2021

Length of service as a Director
7 years 2 months

Board committee(s) served on

- Member, Board Executive Committee
- Member, Remuneration and Human Resource Committee

Present directorships in other listed companies

- Non-Executive and Independent Director, Mapletree North Asia Commercial Trust Management Ltd. (formerly known as Mapletree Great China Commercial Trust Management Limited) (The Manager of Mapletree North Asia Commercial Trust)

Present principal commitments

Nil

Past directorships in other listed companies held over the preceding three years

- Non-Executive and Independent Director, Jardine Cycle & Carriage Limited

Achievements

- Outstanding Chief Executive Officer (Overseas) 2008 by the Singapore Business Awards
- Lifetime Achievement Award from the World Retail Congress, and inducted into World Retail Hall of Fame in 2013

Academic and professional qualification(s)

- Senior Executive Programme, London Business School, UK
- Advanced Management Program, Harvard Business School, USA

Board of Directors

As at 24 May 2022

Jenny Lee Hong Wei

Age 50

Non-Executive and Independent Director

Date of first appointment as a Director
25 January 2019

Date of last re-election as a Director
18 July 2019

Length of service as a Director
3 years 3 months

Board committee(s) served on
Nil

Present directorships in other listed companies

- Director, Agora, Inc (NASDAQ)

Present principal commitments

- Director, Temasek Holdings (Private) Limited
- Director, Singapore Govtech
- Director, Airlook Aviation Technology (Beijing) Co., Ltd
- Director, BeautyVector (cayman) Technology Ltd.
- Director, Beijing Sudo Technology Limited
- Director, Cashshield Pte. Ltd.
- Director, Cloud First
- Director, Clobotics Holdings Limited
- Director, Directouch Holdings Limited
- Director, FLT Holding Limited
- Director, FUJSE Technology Company Limited
- Director, GGV Capital Pte. Ltd.
- Director, GGV Capital LLC
- Director, GGV China Limited
- Director, GGV Capital IV LLC
- Director, GGV Capital V LLC
- Director, GGV Capital VI LLC
- Director, GGV Capital VI Plus LLC
- Director, GGV Capital VII LLC
- Director, GGV, Capital VII Plus LLC
- Director, GGV Capital (Shanghai) Co., Ltd.
- Director, GGV Capital Select LLC
- Director, GGV Capital VI Entrepreneurs Fund LLC
- Director, GGV Capital VII Entrepreneurs Fund LLC
- Director, GGV VII Investments Pte. Ltd.
- Director, GGV VII Plus Investments Pte. Ltd.
- Director, GGV VIII Investments Pte. Ltd.
- Director, GGV VIII Plus Investments Pte. Ltd.
- Director, GGV Discovery I LLC
- Director, GGV Discovery II LLC
- Director, GGV Discovery II Pte. Ltd.
- Director, GGV Discovery III Pte. Ltd.
- Director, GGV (CS) LLC
- Director, GGV (Immotor) Limited
- Director, GGV (Koala) Limited
- Director, GGV (WPS) Limited
- Director, GGV (Xcharge) Limited
- Director, GGV (Petkit) Limited
- Director, Granite Global Ventures II LLC
- Director, Granite Global Ventures III LLC
- Director, ISENSORO Limited
- Director, JH Limited
- Director, Jiwei Enterprise Management Consulting (Shanghai) Co., Ltd.

- Director, LongWin Investment Management Co. Ltd.
- Director, Palfish Inc.
- Director, Petkit Technology Inc.
- Director, Shanghai Luodingsen Automated Equipment Co., Ltd.
- Director, Shenzhen Chengzi Automation Co., Ltd.
- Director, Spark Education Limited
- Director, Treelab Inc.
- Director, Xiamen Fengbian Technology Co., Ltd.
- Director, Xiamen Yaji Software Co., Ltd.
- Director, Xiaozhan Limited
- Director, XChange Technology International Limited
- Director, Yodo1 Holding Ltd.
- Director, Zuoyebang Education Limited
- Commissioner, PT Privy Identitas Digital

Past directorships in other listed companies held over the preceding three years

- Director, YY Inc. (NASDAQ)
- Director, 21 Vianet Group Inc. (NASDAQ)
- Director, LAIX Inc. (NYSE)
- Director, NIU Technologies (NASDAQ)
- Director, EHang Holdings Limited (NASDAQ)

Achievements

- Recognised by the Forbes Global 100 VC Midas Annually (Ranking #1 Woman and #10 Overall in 2015)
- Named to the Vanity Fair New Establishment list, Fast Company Most Creative People in Business List
- Recognised by The New York Times and CB Insights Among the Top 100 Venture Capital Investors Worldwide (Ranking #17)

Academic and professional qualification(s)

- Master and Bachelor of Science in Electrical Engineering, Cornell University
- Master of Business Administration from Kellogg School of Management, Northwestern University

Deborah Ong

Age 63

Non-Executive and Independent Director

Date of first appointment as a Director
16 November 2020

Date of last re-election as a Director
22 July 2021

Length of service as a Director
1 year 6 months

Board committee(s) served on

- Chairman, Audit Committee
- Member, Board Risk and Safety Committee

Present directorships in other listed companies

Nil

Present principal commitments

- Board Member, Monetary Authority of Singapore
- Board Member, Lee Kong Chian School of Medicine Governing Board at Nanyang Technological University
- Council Member, Council for Estate Agencies
- Board Member, Workforce Singapore
- Board Member, SkillsFuture Singapore
- Member, The Judicial Services Commission
- Trustee, Wealth Management Institute Limited

Past directorships in other listed companies held over the preceding three years

Nil

Achievements

- Public Service Medal at the Singapore National Day awards 2015
- Public Service Star at the Singapore National Day awards 2020

Academic and professional qualification(s)

- Bachelor of Accountancy (Honours), National University of Singapore
- Fellow, Institute of Singapore Chartered Accountants
- Fellow, Certified Practising Accountants (CPA) Australia

Jessica Tan Soon Neo

Age 56

Non-Executive and Independent Director

Date of first appointment as a Director
17 April 2017

Date of last re-election as a Director
24 September 2020

Length of service as a Director
5 years 1 month

Board committee(s) served on

- Member, Audit Committee
- Member, Nominating Committee

Present directorships in other listed companies

- Non-Executive and Independent Director, Ascendas Property Fund Trustee Pte. Ltd. (The Manager of Ascendas India Trust)

Present principal commitments

- Member of Parliament, East Coast GRC, Singapore
- Deputy Speaker of Parliament, Singapore
- Member, Finance; Trade and Industry; and Communications and Information Government Parliamentary Committees
- Chairman, East Coast Town Council
- President, Netball Singapore
- Chairman, Information Technology Advisory Committee of Nanyang Polytechnic
- Board Member and Deputy Chairman, Nanyang Polytechnic Board of Governors
- Group Commercial Director, Raffles Medical Group Ltd
- Director, RM Network Pte Ltd
- Member, Board of Advisory, The School of Information Systems, Singapore Management University
- Member, CGH Fund (under SingHealth Fund)

Past directorships in other listed companies held over the preceding three years

- Non-Executive and Independent Director, CapitaLand Commercial Trust Management Limited (The Manager of CapitaLand Commercial Trust)

Achievements

- 2015 Singapore Computer Society IT Leader Award
- Received Two Times Gold Star Awards, Microsoft
- Achieved Eight Hundred Percent Clubs, IBM
- 1992 Golden Circle Award, IBM

Academic and professional qualification(s)

- Bachelor of Social Sciences (Honours), National University of Singapore
- Bachelor of Arts (Economics and Sociology), National University of Singapore

Tan Soo Nan

Age 74

Non-Executive and Independent Director

Date of first appointment as a Director
25 April 2016

Date of last re-election as a Director
22 July 2021

Length of service as a Director
6 years 0 month

Board committee(s) served on

- Member, Audit Committee
- Member, Board Risk and Safety Committee

Present directorships in other listed companies

- Executive and Non-Independent Director, Raffles Medical Group Ltd.
- Non-Executive and Independent Director, Engro Corporation Limited

Present principal commitments

- Executive and Non-Independent Director, Raffles Health Insurance Pte. Ltd.

Past directorships in other listed companies held over the preceding three years

Nil

Achievements

- Lottery Industry Hall of Fame 2014

Academic and professional qualification(s)

- Bachelor of Business Administration, University of Singapore
- Associate, IFS School of Finance (formerly the Chartered Institute of Bankers)
- Program for Management Development, Harvard Business School

Yap Kim Wah

Age 74

Non-Executive and Independent Director

Date of first appointment as a Director
20 July 2016

Date of last re-election as a Director
24 September 2020

Length of service as a Director
5 years 10 months

Board committee(s) served on

- Chairman, Board Risk and Safety Committee
- Member, Audit Committee

Present directorships in other listed companies

Nil

Present principal commitments

- Non-Executive and Independent Director, SMRT Corporation Ltd.
- Non-Executive and Independent Director, SMRT Trains Ltd.
- Vice Chairman and Director, RTS Operations Pte. Ltd.

Past directorships in other listed companies held over the preceding three years

Nil

Academic and professional qualification(s)

- Bachelor of Engineering (First Class Honours), University of Singapore
- Registered Engineer (Mechanical), Professional Engineers Board, Singapore
- Fellow Member, The Institution of Engineers, Singapore
- Executive Development Program, Houston University
- Advanced Management Program, Harvard Business School

Group Management Board



KERRY MOK

President and Chief Executive Officer



MANFRED SEAH

Chief Financial Officer



SPENCER LOW

Chief Executive Officer, Travel Retail
Chief Strategy & Sustainability Officer



LILIAN TAN

Chief Human Capital Officer



TAN CHUAN LYE

Chairman, Food Solutions



BOB CHI

Chief Executive Officer, Gateway Services



DONNY CHEAH

Chief Executive Officer, SATS Greater China

Group Management Board

Kerry Mok

Mr Kerry Mok is the President and Chief Executive Officer of SATS. He joined the company in June 2018. Prior to this, he was the Chief Executive Officer of YCH Group.

Mr Mok is a seasoned executive with more than 25 years of experience in supply chain management and logistics. He held various senior appointments prior to his move to YCH Group, including his role in Goodpack Limited as the acting Chief Executive Officer and Chief Operating Officer. Before that, he held the position of Managing Director, Strategy - Operations and was also head of the ASEAN Supply Chain Strategy practice for Accenture. Mr Mok was also previously Senior Vice President - Global Head of Technology Sector and APAC Technology Sector & Service Logistics with DHL, accountable for the strategy and growth of the Global Technology Sector for DHL Supply Chain.

Mr Mok has been an active contributor to tripartite initiatives. He is a member of the Future Economy Council's Connectivity Sub-Committee since 7 January 2022 and served on the Ministry of Communication and Information's Infocomm Media Master Plan 2025 working group. He is also a member of the International Advisory Panel for Sustainable Air Hub.

Mr Mok graduated from Monash University, Melbourne, Australia with a Bachelor of Business, Accounting (First Class Honours).

Manfred Seah

Mr Manfred Seah joined SATS as Chief Financial Officer in September 2017. He oversees the group's finance operations which include strategic financial management, group treasury and insurance, investor relations, investment monitoring, group procurement and property management.

Mr Seah has over 25 years of investment banking, direct investments and financial management experience. He has held senior leadership roles in corporate finance and investment management, and has conducted corporate advisory, mergers and acquisitions activities in Asia.

Before joining SATS, Mr Seah was the Group Chief Financial Officer of SMRT Corporation Ltd, where he was primarily responsible for driving changes to the business and financing structure of the Group. At SMRT, Mr Seah led a special task force that developed and facilitated the transition of SMRT Trains Limited to the new rail financing framework, and eventually managed the subsequent privatisation of SMRT by Temasek Holdings in 2016.

Mr Seah sits on numerous boards of SATS subsidiaries and associate companies. Mr Seah graduated with Bachelor of Science (First Class Honours) in Mathematics from Queen Mary College, University of London and obtained his Master's degree in Business Administration from the London Business School. He qualified as a Chartered Accountant in the UK, and has been conferred an Advanced Diploma in Corporate Finance (CF) and Fellow of the Institute of Chartered Accountants in England and Wales (FCA).

Spencer Low

Mr Spencer Low joined SATS in January 2020 as Chief Executive Officer, Travel Retail and Chief Strategy & Sustainability Officer. He is responsible for travel retail and digital marketing, public affairs and branding, group strategy, sustainability, corporate safety and enterprise risk management.

Prior to this, Mr Low was the Managing Director of Agoda Greater China, where he was responsible for Agoda's operations in mainland China, Taiwan, Hong Kong and Macau, including strategy, commercial operations, and customer experience. He was previously the Chief Strategy Officer & Executive Vice-President, Customer Acquisition at Rakuten Kobo, part of the Japanese company's Digital Contents Group, where he led strategy development, mergers & acquisitions/post-merger integration, and global customer acquisition.

Mr Low brings more than 20 years of professional experience spanning corporate strategy, online retail travel services, and management consulting. He previously held management positions at Holt Renfrew (Selfridges Group Canada), Sears Canada, and Maple Leaf Foods. Mr Low started his career as a consultant with Bain & Co. and was based in multiple offices including Chicago, New Delhi, Shanghai, Singapore, Sydney, Tokyo, and Toronto.

Mr Low holds a Master's degree in International Affairs from Institut d'Etudes Politiques de Paris (Sciences Po) in France, and graduated from the Master of Business Administration (MBA) programme at Ivey Business School, Western University, Ontario, Canada.

Lilian Tan

Ms Lilian Tan is the Chief Human Capital Officer of SATS. She joined the company in August 2010 as Vice President, Human Capital and was promoted to her current position in April 2012.

Ms Tan is responsible for SATS Group's strategic people agenda. She also leads SATS Foundation, SATS Academy, SATS Shared Services, and SATS Procurement Services across SATS Group of Companies.

Before joining SATS, Ms Tan held various senior Human Capital appointments in KPMG Consulting Asia Pacific, Singapore Computer Systems Limited, and Singapore Telecommunications Ltd.

Ms Tan has a wealth of experience in human capital management and organisational change. She has over 20 years of experience in various leadership roles across a wide spectrum of industries and geographies. She is currently the Treasurer of the Human Capital Board of Singapore, a member of Singapore's Institute of Technical Education's Business & Services Academic Advisory Committee, a member of SNEF Industrial Relations Panel & Chair, General Manufacturing Industry Group R. She was a recipient of the SHRI Leading HR Leader Award in 2015 and 2019. Ms Tan was conferred IHRP Master Professional in December 2021 for her leadership role in transforming SATS' workforce in the face of the pandemic. Under her leadership, SATS has won many accolades for developing people and organisational culture.

Ms Tan sits on various boards of SATS' subsidiaries. She graduated from Texas A&M University with a Bachelor's degree in Business Administration, majoring in Finance.

Tan Chuan Lye

Mr Tan Chuan Lye is the Chairman, Food Solutions of SATS since January 2014. Prior to this, he was its President and Chief Executive Officer from April 2012 to December 2013.

Mr Tan joined SATS in May 1976. In a career spanning over 40 years, he has held managerial positions in SIA Ground Services and SATS Airport Services Pte Ltd, and was responsible for both SIA's and SATS' Changi Airport Terminal 2 operations. He was SATS' Executive Vice President, Food Solutions from October 2009

to March 2012, overseeing and growing its aviation and non-aviation food businesses.

Mr Tan is the Chairman of SATS Food Services Pte. Ltd., SFI Manufacturing Private Limited, and SATS Delaware North Pte. Ltd.

Mr Tan sits on various Boards of SATS' subsidiaries and associate companies. He graduated from the University of Singapore with a Bachelor of Social Science (Honours) degree, majoring in Economics.

Bob Chi

Mr Bob Chi is the Chief Executive Officer, Gateway Services of SATS, and joined the company in August 1988. Prior to this appointment, he was the Chief Operating Officer, Gateway Services of SATS.

Mr Chi has held other executive and managerial positions in SATS. He was the Senior Vice President of Sales & Marketing for Gateway Services where he was responsible for airline network marketing and the management of key accounts and ground handling contracts in Singapore. Prior to that, he was Chief Executive Officer of SATS-Creuers Cruise Services Pte. Ltd., where he was responsible for the management of the cruise terminal at Marina Bay Cruise Centre Singapore.

Mr Chi has also served in various capacities in cargo, marketing as well as catering services. He was instrumental in setting up SATS Asia-Pacific Star Private Limited, a wholly-owned subsidiary of SATS which provides ground handling and inflight catering services to low-cost carriers at Singapore Changi Airport.

Mr Chi holds a Master's degree in Business Administration from Leicester University and graduated as a Public Services Scholar from the National University of Malaysia (UKM).

Donny Cheah

Mr Donny Cheah joined SATS as Chief Executive Officer of Greater China on 19 September 2019. Based in China, Mr Cheah is responsible for spearheading the operational planning of new ventures and business opportunities, as well as driving operations to enhance customer experience in Greater China, and works closely with business division heads on strategy, platforms and business development to propel growth in the region.

Mr Cheah brings with him 25 years of experience in the technology and telecommunications industries with roles based across the Asia Pacific region, including China, Hong Kong, Japan and Singapore. Most recently, he was Regional Vice President and General Manager, China, for Panasonic Avionics Corporation. Prior to this, Mr Cheah was the President & Chief Executive Officer at Sumitomo Drive Technologies and spent almost 15 years at Singtel, where he gained significant commercial and management experience, including Managing Director of China, Japan, Senior Director of Global Accounts, and Regional Head of Australia, India, Middle East, and subsequently Europe and the U.S.

Mr Cheah holds a Master's Degree in Business Administration from the University of Strathclyde in Glasgow, Scotland and a Bachelor of Business Degree from Monash University in Melbourne, Australia.

Enhancing Capabilities and Productivity

Operations Review

Food Solutions

Building the foundation for sustainable growth in our food solutions business, SATS has been investing in innovation and overseas expansion. For FY2021-22, SATS Food Solutions grew revenue by 11.7%, or S\$67.1 million, to S\$640.9 million. Gross meals served across all segments recovered to 59% of pre-pandemic levels. With travel recovery underway, especially in the last quarter of the financial year, food revenue in the travel segment grew 50% year-on-year.

Our priorities in FY2021-22 were to strengthen our protein supply chain, fortify tiered kitchen production, drive food innovation and expand our portfolio of branded products for our customers across various channels.

Strengthening Protein Supply Chain

Addressing the growing consumer demand for safe, healthy, and convenient food that would appeal to different diets and increasingly flexitarian lifestyles, Country Foods added new brands to its product portfolio to enhance out-of-home and at-home dining experiences. Country Foods now also distributes for Tyson, Fable Food and v2food in Singapore.

SATS is leading the way for sustainable food innovation by driving the adoption of alternative proteins and packaging innovation. Country Foods continues to partner alternative protein brands and

food tech start-ups to tailor their product offerings for Asian palates, bringing the likes of Fable Food, First Pride, and v2food to market.

Fortifying Tiered Kitchen Production

In FY2021-22, SATS strengthened the foundation for our tiered kitchen production model, breaking ground for a central kitchen in India and a food hub in Singapore. The Bengaluru kitchen in India, expected to be ready in 2023, will distribute and export authentic Indian flavours backed by the latest food trends to serve different customer needs in India's domestic market and abroad.

In Singapore, the SATS Food Hub (SFH) aims to strengthen Singapore's food manufacturing ecosystem by housing the entire value chain of food manufacturing activities, from prototyping and test-bedding to production and distribution. Ready in 2024, SFH's location in the Jurong Innovation District will spur greater opportunities to collaborate with partners in the food ecosystem to create new products and services in the future food space.

In the year, we also acquired a large-scale production facility in Thailand that will produce meals and components cost-effectively for distribution to the increasingly automated central kitchens and catering centres within our network.

“For FY2021-22, SATS Food Solutions grew revenue by 11.7%, or S\$67.1 million, to S\$640.9 million. Meals served across all segments recovered to 59% of pre-pandemic levels.”

Innovating Food for the Future

Innovation has been a driving force behind SATS' food business strategy, enabling the company and our customers to become more resilient and capture new opportunities in the dynamic food industry. Having experienced first-hand how innovation has enabled us to navigate our business strategy in today's complex environment, we seek to provide our customers with the same innovative capabilities and insights and help set them up for long-term success.

With a vision to develop sustainable food solutions through innovation, we have established the SATS Global Innovation Centre (SGIC), a network comprising SATS Innovation Hubs in Singapore and the UK. SGIC aims to create opportunities for international collaboration on innovation for our customers and our business, helping speed up the innovation process. Located at the iconic Arts House in Singapore, SGIC has built end-to-end innovation capabilities covering every



SATS Bengaluru kitchen will distribute and export authentic Indian flavours to serve different customer needs in India's domestic market and abroad.



SATS builds a robust insights ecosystem to enable our customers to capture growth opportunities through staying abreast of consumer and market trends.

part of the business from discovery (such as monitoring consumer trends) and product development (leveraging our culinary team to develop new menus) to distribution. Since its establishment, SGIC has been working with our customers to find white space opportunities in the food ecosystem for innovation.

Expanding Product Portfolio

From catering food products for retail platforms and theme parks, such as Alibaba's Hema Fresh and Universal Beijing Resort, to preparing healthier meals for patients in hospitals and students in schools, helping local F&B brands internationalise, and expanding airlines' food offerings, SATS is carving a niche globally.

“Having experienced first-hand how innovation has enabled us to navigate our business strategy in today's complex environment, we seek to provide our customers with the same innovative capabilities and insights and help set them up for long-term success.”



SATS formed new partnerships and boosted the production of ready meals for our non-travel related food segment in Greater China, catering to brands such as Hema, Yum China's Soul Fun, Pizza Hut and Little Sheep, and 7-Eleven's physical and online retail channels. To enable our customers to respond speedily to changes in consumer demands, SATS Kunshan recently launched a Product Development and Customer Experience Centre to facilitate the co-creation of new menu delights with our customers and partners in China.

In India, our associate TajSATS' ANUKA brand gained traction in home delivery meals via Taj Hotel's food delivery app Qmin, in Kolkata and Chennai, in addition to a physical footprint of four ANUKA outlets and catering for 10 Qmin stores in Bengaluru. Closer to home, our food solutions venture building arm launched a new F&B concept in Singapore, Twyst (www.twyst.sg), combining culinary innovation and data-driven consumer insights to create new pasta flavours and menu delights.

Through a collaboration between Country Foods and the SATS Global Innovation Centre hubs in Singapore and the UK, Monty's Bakehouse developed a range of Fable mushroom-based alternative protein meal solutions for the M&S Plant Kitchen brand rollout in Marks & Spencer stores in the UK this year.

SATS has boosted our capabilities in the past year to augment value creation for our customers, bolstering our ability to penetrate broader customer segments and pursue growth opportunities overseas.

Awards and Certifications

SATS and Monty's Bakehouse emerged on top in several awards:

Onboard Hospitality Awards 2021

Catering Innovation of the Year – New Short-Haul Economy Class Meal Concept

Industry Champions (special merit) – SATS' Executive Culinary Team

Industry Champions – Monty's Bakehouse

Ones to Watch for SATS' Asian Heritage Desserts and Monty's Bakehouse Snack Pack

Best Onboard Snacks in Economy – Monty's Bakehouse Chilled Duo Box

Best for Onboard Sustainability – Monty's Bakehouse BarricadeECO and Rex Airlines Business Service Equipment by Global-C

Skift Idea Awards 2021

Finalist and Honourable Mention (Aviation) – New Short-Haul Economy Class Meal Concept for our co-developed sustainable service ware for Singapore Airlines

The Great Taste Awards 2021 (UK)

1-star accreditation for a plant-based "Beef" Stroganoff with Fable Pouch meal kit

Harnessing Digitalisation and Connectivity



Operations Review

Gateway Services

Globally, travel was restricted for the greater part of FY2021-22, but according to IATA's statistics, travel demand was stronger in calendar year 2021 than in 2020. Volumes overall were, however, not back to pre-pandemic levels; international passenger demand in 2021 was still 75.5% below 2019 levels¹. The demand was weaker in Asia-Pacific compared with the rest of the world as key cities were in lockdown or still closed to international travel. Global air cargo traffic, however, remained strong. Full-year demand for air cargo increased by 6.9% in 2021 compared to 2019².

In tandem with global aviation's steady recovery, SATS Group's Gateway Services revenue expanded 36.6%, or S\$142.8 million, to S\$532.5 million in FY2021-22. Flights and passengers handled rose by 73.3% and 169%, respectively, while cargo tonnage increased by 45.2%.

Advancing our strategy to strengthen our core capabilities in Singapore and to expand internationally, we have been enhancing our systems, processes, and expertise in Singapore, with the goal of replicating these capabilities across our network.

Enhancing Connectivity

In readiness for air travel recovery, we have upgraded the systems in the SATS Integrated Operations Command and incorporated Artificial Intelligence capabilities with the aim to enable our customers to make quick decisions when disruptions occur.

In China, our joint venture company, Beijing CAH SATS Aviation Services Company Limited, added two more city check-in services, increasing the number of city check-in facilities to three. We are proud that SATS' other joint venture company in China, Beijing Aviation Ground Services (BGS), supported the Winter Olympic Games hosted in Beijing under a stringent "closed loop" environment. BGS served more than 14,000 Games participants and handled 36,800 pieces of baggage under challenging conditions.

Growing Cargo Capabilities

BGS has developed an intelligent cold-room monitoring system to improve and expand its cold-chain handling capabilities. The system monitors the various cold rooms, compressors, chillers, and other equipment in real-time and tracks the temperature and humidity in the environment to detect abnormalities.

During the year, SATS acquired an additional 16.4% stake in Hong Kong cargo associate, Asia Airfreight Terminal Company, making it the Group's newest subsidiary and expanding its network into the Greater China region.

Construction of the air freight terminal at King Khalid International Airport, Riyadh Saudi Arabia is underway and expected to be completed before 2023. SATS has also strengthened our Saudi cargo terminal operations to include Jeddah this year.

In Singapore, SATS continues to work closely with partners in the airport ecosystem to strengthen Changi Airport as a trusted hub. We instituted the IATA Dangerous Goods AutoCheck system to facilitate digital verification for compliance with regulations and upgraded our aviation operations system to digitally integrate all ground handling operations for better rostering, deployment and



“In tandem with global aviation’s steady recovery, SATS Group’s Gateway Services revenue expanded 36.6%, or S\$142.8 million, to S\$532.5 million in FY2021-22. Flights and passengers handled rose by 73.3% and 169%, respectively, while cargo tonnage increased by 45.2%.”

SATS associate, BGS, played a vital role as a dual Olympic ground handler for the Winter Olympic and Paralympic Games 2022, reprising its 2008 role at Beijing Capital International Airport, albeit under strict zero-COVID control measures with a dedicated operations command centre in place.



coordination of ground activities. These efforts highlighted the importance of the new cargo & security control centre, which houses SATS' aviation security and cargo operations command in one location to track mission-critical tasks in real-time for faster response rates and service fulfilment.

SATS has also facilitated the Known Consignor Regime, a new security process administered by the Singapore Airport Police. We enable quick turnaround during cargo acceptance through increased screening capacity and data integration to provide visibility for export shipment security status. With this capability, we were able to achieve zero delay in uplifting cargo despite the increased screening required during the initial phase of implementation.

Pursuing eCommerce opportunities, SATS has deepened partnerships with national postal services, airlines, key eCommerce movers, and integrators across our cargo hubs in Greater China, Singapore, and Malaysia, and gained momentum in the eCommerce business. In Malaysia, our subsidiary GTR is gaining traction in the fast-growing eCommerce logistics business, handling

nearly 8,000 tonnes of eCommerce shipments in less than a year since establishing the GTR eCommerce Hub and Cainiao Aeropolis eWTP Hub at Kuala Lumpur International Airport.

Expanding Beyond Aviation

SATS Security Services (SSS) is gearing up to grow its market share in the non-aviation security services. It has been granted the third auxiliary police academy training licence in Singapore and, adding to its capability, has established an outrider service. Working towards more effective and resource efficient outcome-based security solutions, SSS has invested in building a command centre that integrates systems across buildings within a facility to provide better situational awareness for centralised control.



SSS has been granted the third auxiliary police academy training licence in Singapore.

Awards and Certifications

SATS Cargo Services in Singapore

'Best Air Cargo Terminal Operator – Asia' at the Asian Freight, Logistics, and Supply Chain (AFLAS) Awards for the second consecutive year since 2020.

'Ground Handler of the Year' at the Payload Asia Awards 2021.

Air India SATS (AISATS)

'Best Ground Handling Service' at Asia's largest civil aviation event, Wings India Awards 2022.

GTR

Renewed ISAGO certification and obtained the TAPA Facility Security Requirement (FSR) – Level C certification for the GTR Air Cargo Hub and GTR eCommerce Hub. Malaysia's first cargo terminal operator to adhere to TAPA FSR 2020 standards.

Oman SATS LLC

Awarded RA3 certification, also known as EU Aviation Security Validated Regulated Agents, entitling non-European entities to become third-country regulated agents.

Gained European Commission Good Distribution Practices (GDP) validation and ISO 9001 quality management system certification in 2021.

SATS-Creuers Cruise Services

'Special Award for Community Care' at the Singapore Tourism Awards 2021 for displaying care and selflessness towards the wider community.

Marina Bay Cruise Centre voted 'Asia's Best Cruise Port' at Travel Weekly Asia's Readers' Choice Awards for the fourth year running and 'Asia's Best Cruise Terminal' at the inaugural World Cruise Awards 2021.

¹ <https://www.iata.org/en/pressroom/2022-releases/2022-01-25-02/#:~:text=International%20passenger%20demand%20in%202021,down%2028.2%25%20compared%20to%202019.>

² <https://www.aircargonews.net/airlines/iata/iata-strong-2021-air-cargo-demand-with-constrained-capacity/#:~:text=Full%2Dyear%20demand%20for%20air,strong%20performance%20in%20December%202021.>

Five-year Group Financial and Operational Summary

	FY2021-22	FY2020-21	FY2019-20	FY2018-19	FY2017-18
			(Restated*)		
Income Statement (\$ million)					
Total revenue	1,176.8	970.0	1,941.2	1,828.0	1,724.6
Operating (loss)/profit	(42.6)	(10.1)	226.2	247.0	226.4
Share of results of associates/joint ventures, net of tax	17.1	(48.0)	11.8	58.9	71.2
Profit/(loss) after tax	4.3	(109.3)	175.6	256.2	265.5
Profit/(loss) attributable to owners of the Company	20.4	(78.9)	168.4	248.4	261.5
Core/Underlying net (loss)/profit	(8.5)	(23.9)	180.3	241.4	236.1
Statement of Financial Position (\$ million)					
Equity holders' funds	1,602.6	1,546.3	1,617.5	1,649.2	1,634.1
Non-controlling interests	231.1	152.5	188.0	167.9	132.5
Total Equity	1,833.7	1,698.8	1,805.5	1,817.1	1,766.6
Property, plant and equipment	589.6	519.7	602.3	579.2	560.1
Investment properties	0.0	0.5	1.0	7.6	8.9
Other non-current assets	1,406.7	1,248.9	1,378.8	1,111.4	1,044.3
Current assets	1,296.0	1,322.7	1,028.4	710.2	735.0
Total assets	3,292.3	3,091.8	3,010.5	2,408.4	2,348.3
Non-current liabilities	828.0	827.7	643.7	202.0	179.1
Current liabilities	630.6	565.3	561.3	389.3	402.6
Total liabilities	1,458.6	1,393.0	1,205.0	591.3	581.7
Net Assets	1,833.7	1,698.8	1,805.5	1,817.1	1,766.6
Financial Ratios					
Return on equity (%)	1.30	(5.0)	10.3	15.1	16.2
Return on total assets (%)	0.1	(3.6)	6.5	10.8	11.5
Net margin (%)	0.4	(11.3)	9.0	14.0	15.4
Debt-equity ratio (times)	0.46	0.51	0.35	0.05	0.06
Economic Value Added (EVA) (\$ million)	(174.2)	(185.4)	72.7	111.1	101.1
Productivity and Employee Data					
Value added (\$ million)	584.4	350.9	1,113.1	1,163.3	1,125.6
Value added per employee (\$)	51,512	27,041	64,885	81,316	85,620
Value added per \$ employment cost (times)	1.25	0.99	1.47	1.55	1.59
Revenue per employee (\$)	103,725	74,749	113,157	127,780	131,182
Staff costs per employee (\$)	41,217	27,307	44,279	52,304	53,803
Average number of employees	11,345	12,977	17,155	14,306	13,147

* Certain items have been restated following finalisation of PPA of the subsidiary acquired.

	FY2021-22	FY2020-21	FY2019-20	FY2018-19	FY2017-18
			(Restated*)		
Per Share Data (cents)					
Earnings after tax					
- Basic	1.8	(7.1)	15.1	22.3	23.4
- Diluted	1.8	(7.0)	15.0	22.2	23.2
Net asset value per share	142.8	138.1	144.7	148.0	146.4
Dividends					
Interim dividend per share (cents)	0.0	0.0	6.0	6.0	6.0
Final and special dividends per share (cents)	0.0	0.0	0.0	13.0	12.0
Dividend cover (times)	0.0	0.0	2.5	1.2	1.3
Dividend payout (%)	0.0	0.0	39.8	85.5	76.9
Cash Flows (\$ million)					
Cash flows from operations	96.3	159.4	304.6	344.2	298.4
Free cash flow	(15.6)	56.2	168.3	208.0	146.3
Capital expenditure	77.9	61.5	75.6	87.6	99.2
Operating Statistics					
Cargo/mail processed (million tonnes)	1.68	1.15	1.79	1.86	1.83
Passengers handled (million)	10.42	4.12	84.62	59.87	54.30
Gross meals produced (million)	52.40	43.65	82.46	76.05	70.51
Flights handled (thousand)	95.54	55.12	351.44	213.16	165.94
Ship calls handled	254	96	258	312	189

Notes:

- SATS' financial year is from 1 April to 31 March. Throughout this report, all financial figures are stated in Singapore Dollars, unless otherwise stated.
- Core/Underlying net profit refers to profit/(loss) attributable to owners of the Company excluding one-off items.
- Return on equity is profit attributable to owners of the Company expressed as a percentage of the average equity holders' funds.
- Debt-equity ratio is total debt divided by total equity at 31 March.
- Average number of employees refers to the number of full time equivalent employees over 12 months, including participants in the flexible-hour work scheme that was introduced since FY2014-15.
- Basic earnings per share is computed by dividing profit attributable to owners of the Company by the weighted average number of fully paid shares in issue.
- Diluted earnings per share is computed by dividing profit attributable to owners of the Company by the weighted average number of fully paid shares in issue after adjusting for dilution of shares under the various employee share plans.
- Net asset value per share is computed by dividing equity attributable to owners of the Company by the ordinary shares (excluding treasury shares) in issue at 31 March.
- Dividend cover is derived by dividing profit attributable to owners of the Company by total dividend (net of tax).
- Dividend payout ratio is derived by dividing total dividend (net of tax) by profit attributable to owners of the Company.
- Free cash flow comprises cash flows from operating activities less cash purchases of capital expenditure.
- Operating statistics cover SATS and its subsidiaries, but does not include associates and joint ventures.
- Passengers handled comprises full service and low cost carrier as well as cruise ship passengers.
- Gross meals include both inflight and institutional catering meals.

Financial Review

Highlights

Group revenue for the year improved 21.3% or \$206.8 million to \$1,176.8 million. Food Solutions and Gateway Services both registered annual increase in revenue by \$67.1 million or 11.7% and \$142.8 million or 36.6% respectively, largely contributed by the continued recovery of the aviation sector as border restrictions eased.

Operating loss for the Group increased by \$32.5 million from last financial year's loss of \$10.1 million to \$42.6 million in FY2021-22 mainly due to lower government grants and higher costs.

Profit contribution from associates/joint ventures grew by \$65.1 million to a profit of \$17.1 million, compared to a loss of \$48 million in the last financial year. The stronger performance of the associates and joint ventures was attributable to the improvement in the aviation sector as borders continue to reopen.

The non-operating gain of \$12.2 million recorded in FY2021-22 was related to the accounting gain of \$28.9 million which resulted from the revaluation of an associate, Asia Airfreight Terminal Co. Ltd. ("AAT"), following the Group's purchase of additional and controlling stake in AAT as at 31 March 2022. This gain was partly offset by impairment of property, plant and equipment in the financial year.

Group net profit attributable to owners of the Company ("PATMI") improved \$99.3 million to a net profit of \$20.4 million year-on-year. Excluding one-off items, core PATMI was reduced to a net loss of \$8.5 million, showing an improvement of \$15.4 million compared to the higher net loss of \$23.9 million in the last financial year. Without government reliefs, Group PATMI would have been a loss of \$112.2 million, a marked improvement from the loss of \$320.8 million in the last financial year.

Return on equity improved 6.3 percentage points to a positive 1.3% from a negative 5.0% in the last financial year as the Group reported a higher net profit for the year.

As at 31 March 2022, the Group's total assets were \$3,292.3 million with cash and short-term deposits amounting to \$786.0 million while free cash flow is at negative \$15.6 million. Debt-to-equity ratio improved to 0.46 times compared to 0.51 times a year ago.

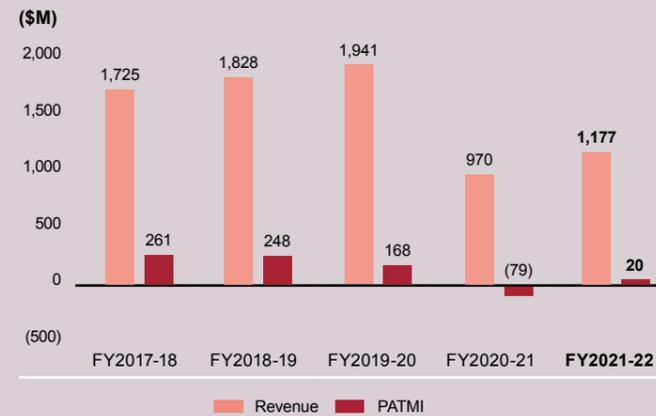
Earnings Per Share

The Group's earnings per share was 1.8 cents in FY2021-22, 8.9 cents higher than the negative 7.1 cents in the past financial year.

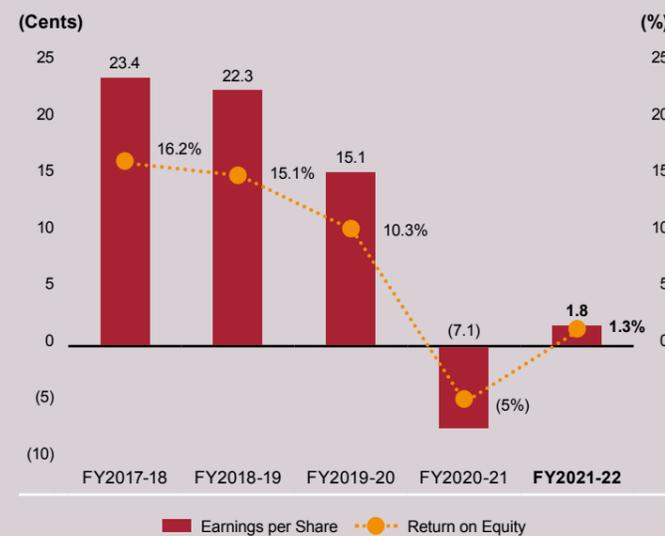
Dividends

In light of the economic uncertainties caused by the COVID-19 pandemic and its lingering effects on the recovery path of the aviation sector, the Board of Directors has proposed to the general meeting that no dividends be paid for FY2021-22 until the situation stabilises.

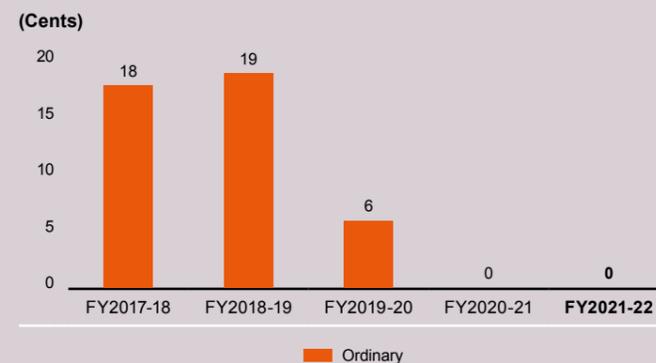
REVENUE AND PROFITABILITY



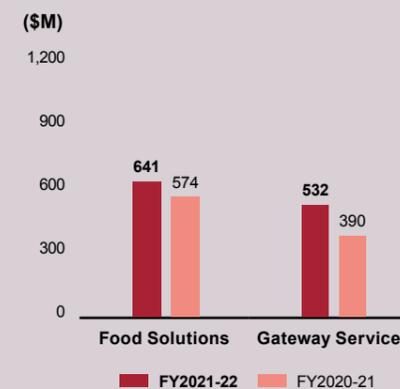
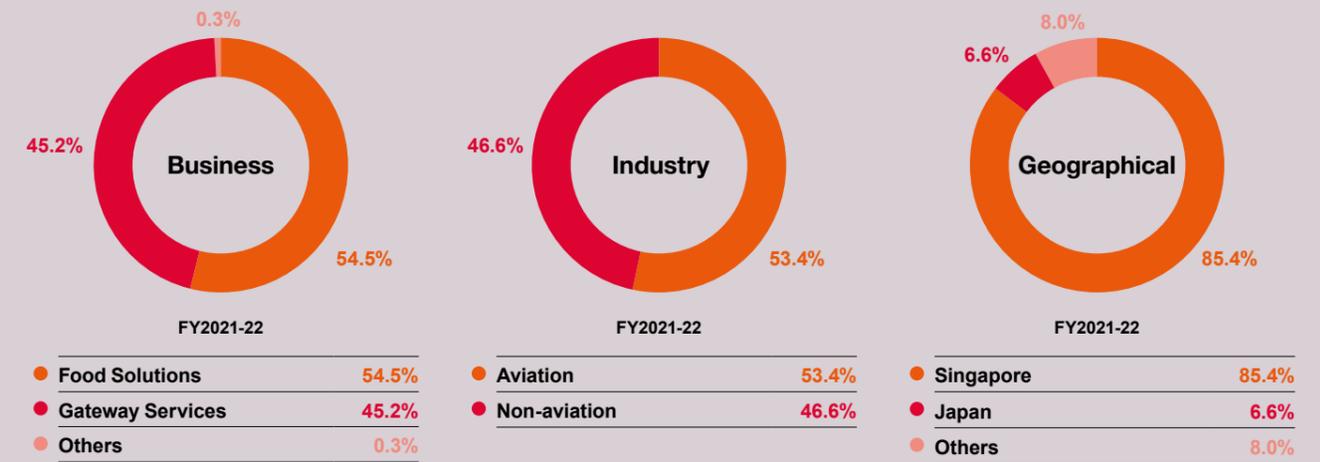
EARNINGS PER SHARE AND RETURN ON EQUITY



DIVIDEND PER SHARE

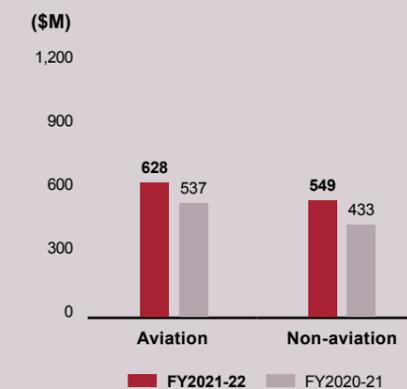


REVENUE – BY BUSINESS, INDUSTRY AND GEOGRAPHICAL LOCATION



Notes:

- Food Solutions: revenue from inflight catering, institutional catering, chilled, frozen and retort food manufacturing, food trading and distribution, hospitality services and airline linen and laundry services.
- Gateway Services: revenue from airport and cruise terminal services, including ground and cargo handling, passenger and security services, baggage handling, apron services and cargo logistics services.
- Others: revenue mainly from the corporate services.



Notes:

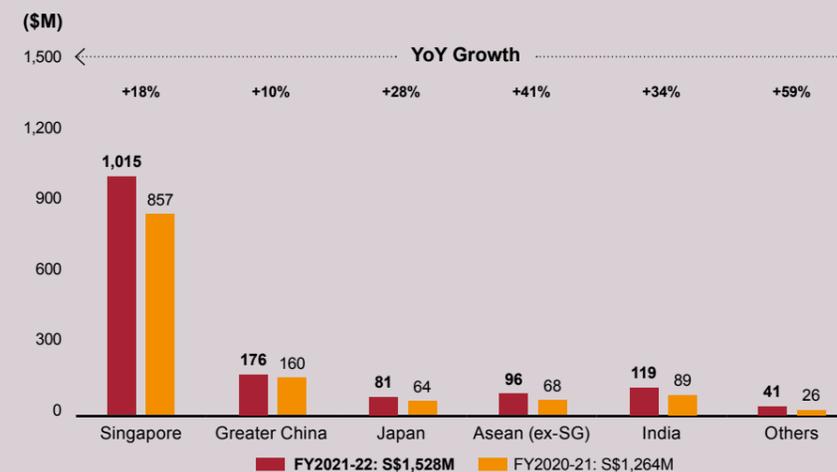
- Aviation: revenue from aviation-related businesses in Food Solutions and Gateway Services.
- Non-aviation: revenue from SATS Food Services group, SATS-Creuers Cruise Services, SATS China Group and corporate services.



Notes:

- Singapore: revenue from Food Solutions and Gateway Services businesses in Singapore.
- Japan: revenue from TFK.
- Others: revenue from SATS Food Services group (Australia), GTR entities, SATS China Group, MBUK, SATS Saudi and SATS Food Solutions (Thailand).

COMBINED REVENUE BY GEOGRAPHICAL LOCATIONS*



* Combined revenue is the sum of the consolidated revenue of the Group and its proportionate share of revenue from its associates/joint ventures (Aggregated Revenue – Non-SFRS(I)).



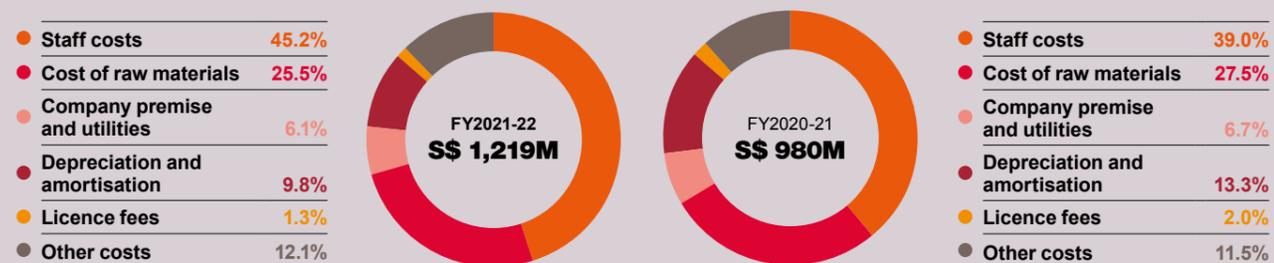
Location	Percentage
Singapore	66%
Greater China	12%
Japan	5%
Asean (ex-SG)	6%
India	8%
Others	3%

The Group's combined revenue improved significantly by 20.9% year-on-year with growth in all regions. Overseas contribution to the Group combined revenue increased year-on-year from 32% to 34% in this financial year.

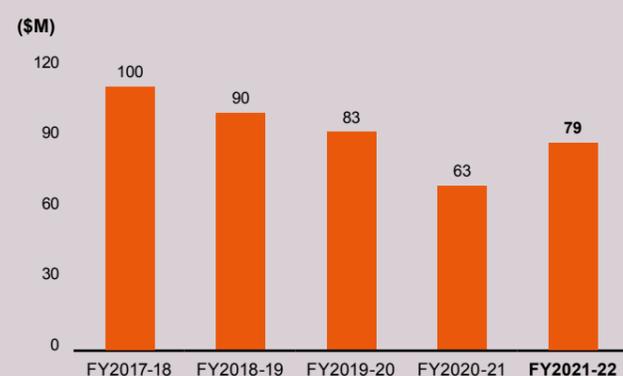
Financial Review

Expenditure

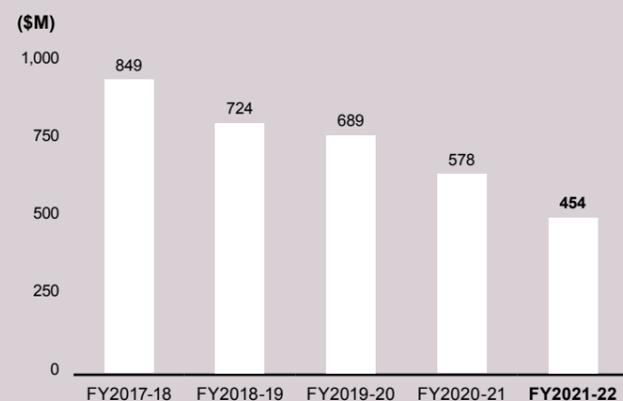
The Group's operating expenditure of \$1,219.4 million increased by \$239.3 million or 24.4% year-on-year with increase in staff costs, raw materials and other operating expenses as business volumes increased and government reliefs reduced. Staff costs were driven up by \$168.3 million mainly due to increase in headcount and contract labour as well as tapering government reliefs as the business ramped up along with the aviation recovery. The cost of raw materials rose in line with higher aviation volumes and supply chain disruptions arising from COVID-19. Higher other operating expenses were resultant from higher fuel costs and lower government grants, partly offset by lower provision for doubtful debts during the year. Licence fees dropped \$3.6 million despite higher aviation revenue due to adjustments for rebates.



INVESTMENT IN CAPITAL EXPENDITURE



CARRYING VALUE OF INVESTMENT IN ASSOCIATES/ JOINT VENTURES



Balances as at end of financial year

Financial Position

Total equity attributable to the owners of the Company increased \$56.3 million or 3.6% to \$1,602.6 million as at 31 March 2022. Total equity of the Group increased \$134.9 million or 7.9% to \$1,833.7 million as at 31 March 2022. The higher equity was attributed to the profit generated in the financial year of \$4.3 million, foreign currency translation gains on top of higher non-controlling interest due to consolidation of SATS Food Solutions (Thailand) Co., Ltd. ("SFST") in July 2021 and AAT in March 2022.

Total assets increased \$200.5 million to \$3,292.3 million. Non-current assets increased \$227.2 million mainly due to higher property, plant and equipment, right-of-use ("ROU") assets, intangible assets, and deferred tax assets which were partially offset by lower investment in associates. The increase in property, plant and equipment, ROU assets and intangible assets were mainly attributable to the consolidation of SFST and AAT. The lower investment in associates was mainly due to dividends received during the year as well as the transfer of investment in AAT from associate to subsidiary.

Current assets of the Group decreased \$26.7 million largely due to lower cash and short-term deposits and inventories, partly offset by higher trade and other receivables. The lower cash and short-term deposits are largely due to the repayment of term loans offset by the net cash from the acquisition of new subsidiaries.

Capital expenditure of \$79.2 million was \$16.6 million or 26.5% higher compared to last year. The Group's net asset value per share as at end of current financial year was \$142.8, 3.4% higher compared to last year.

The Group's cash and cash equivalents was \$786.0 million as at 31 March 2022, a decrease of \$93.8 million attributed to the repayment of a term loan ahead of its maturity, partly offset by the net cash from the newly acquired subsidiaries during the year.

Net cash from operating activities was \$62.3 million, \$55.4 million lower than the last corresponding period mainly due to lower grant receipt partially offset by the improved business performance as seen in higher EBITDA excluding government grant.

Net cash from investing activities was \$31.1 million, \$59.4 million higher than the last corresponding period mainly due to the consolidation of the cash of SFST and AAT, offset by the payment made for the acquisition and higher capital expenditure.

Net cash used in financing activities was \$189.3 million in this financial year, compared to an inflow of \$239.5 million last year, largely due to the payment of \$150 million term loan ahead of its maturity whilst last year's cash inflows was mainly due to the drawdown of credit facilities.

Free cash flow for the year was an outflow of \$15.6 million, a drop of \$71.8 million compared to the inflow of \$56.2 million generated last year.

Value Added

The value added of the Group was \$584.4 million, an increase of \$233.5 million or 66.5% compared to the preceding financial year. The distribution for FY2021-22 is reflected in the chart below.

Value Added Statement (\$ million)	FY2021-22	FY2020-21	FY2019-20	FY2018-19	FY2017-18
Total Revenue	1,176.8	970.0	1,941.2	1,828.0	1,724.6
Less: Purchase of goods and services	632.1	495.3	837.7	747.8	712.4
	544.7	474.7	1,103.5	1,080.2	1,012.2
Add/(less):					
Interest income	3.3	4.8	3.9	4.1	4.2
Share of profits before tax of associates/joint ventures	24.3	(56.9)	26.1	80.5	88.5
Gain/(loss) on disposal of property, plant and equipment	0.2	0.0	(1.8)	(0.5)	0.4
Gain on disposal of assets held for sale					15.5
Write-back of earn-out consideration		13.7		11.6	4.5
Impairment loss on investment in associates		(68.8)	(11.9)	(11.6)	
Impairment loss and write-off of property, plant and equipment (net of grants)	(17.0)	(16.6)	(6.8)		
Gain on deemed disposal of an associate	28.9				0.3
Income from long-term investments					
Other non operating income/(loss)			0.1	(1.0)	
Exceptional items					
Total value added available for distribution	584.4	350.9	1,113.1	1,163.3	1,125.6
Applied as follows:					
To employees					
- Salaries and other staff costs	467.6	354.4	759.6	748.3	707.3
To government					
- Corporate taxes*	(24.3)	(45.1)	52.7	73.1	73.4
To supplier of capital					
- Dividends			212.5	200.9	190.3
- Interest on borrowings	17.1	20.5	7.6	0.8	0.8
Retained for future capital requirements					
- Depreciation and amortisation	119.7	130.4	117.6	84.9	78.5
- Non-controlling interests	(16.1)	(30.4)	7.2	7.8	4.1
- Retained (loss)/profits	20.4	(78.9)	(44.1)	47.5	71.2
Total value added	584.4	350.9	1,113.1	1,163.3	1,125.6
Value added per \$ revenue	0.50	0.36	0.57	0.64	0.65
Value added per \$ employment cost	1.25	0.99	1.47	1.55	1.59
Value added per \$ investment in fixed assets	0.24	0.18	0.59	0.70	0.70

Note:

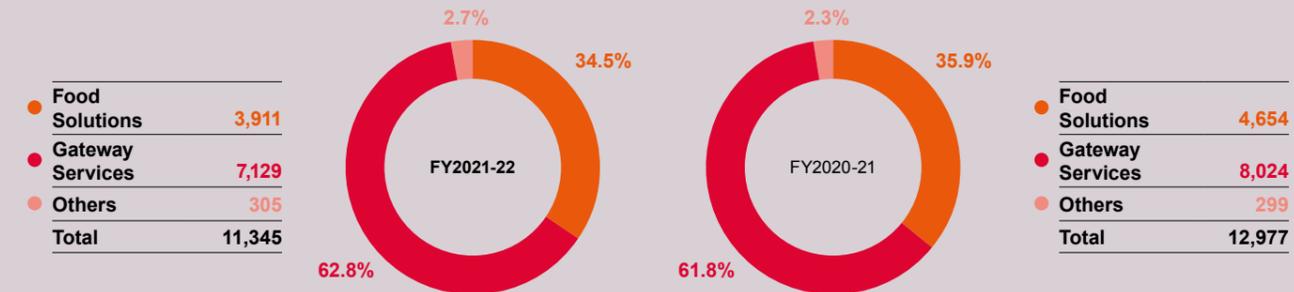
* Includes share of tax of associates and joint ventures.

Financial Review

Staff Strength and Productivity

The average number of full-time equivalent employees in the Group for current financial year was 11,345. The 12.5% decrease was due to continued cost management focus and initiatives to navigate through the gradual aviation recovery across our regional network.

The breakdown of the average number of employees is set out as follows:



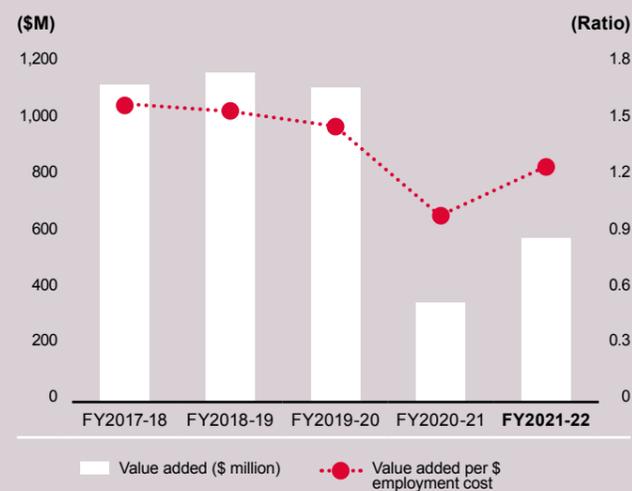
Staff productivity achieved during the year, measured by value added per employment cost, increased 26.3% from 0.99 times to 1.25 times. The higher revenue and contributions from associates/joint ventures as well as lower one-off impairments and gains have led to the improved staff productivity.

Productivity Analysis	FY2021-22	FY2020-21	FY2019-20	FY2018-19	FY2017-18
Value added (\$ million)	584.4	350.9	1,113.1	1,163.3	1,125.6
Value added per employee (\$)	51,512	27,041	64,885	81,316	85,620
Value added per \$ employment cost (times)	1.25	0.99	1.47	1.55	1.59
Revenue per employee (\$)	103,725	74,749	113,157	127,780	131,182
Staff costs per employee (\$)**	41,217	27,307	44,279	52,304	53,803

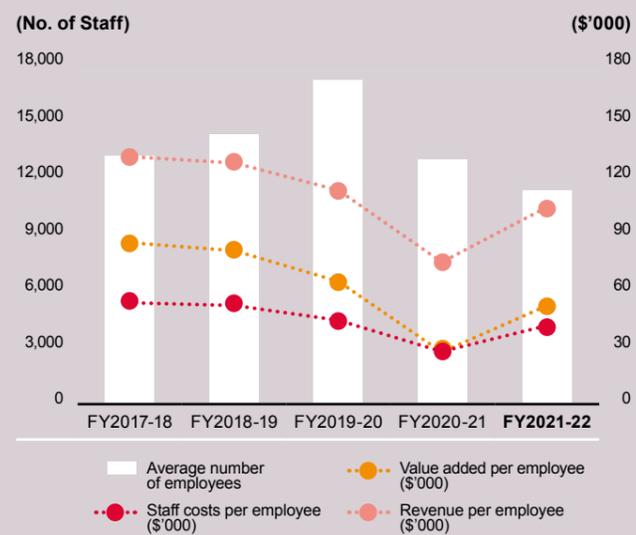
Note:

** Staff costs exclude cost of contract labour.

GROUP VALUE ADDED PRODUCTIVITY RATIOS



GROUP STAFF STRENGTH AND PRODUCTIVITY



Economic Value Added (EVA)

EVA for the Group was a negative \$174.2 million, an improvement of \$11.2 million over the preceding financial year attributed to higher net operating profit after tax (NOPAT).

Financial Calendar

Financial year ended **31 March 2022**

2021

30 JUN

Published Notice of Annual General Meeting to shareholders on SGXNet and the Company's website

Digital Annual Report went live

22 JUL

48th Annual General Meeting was convened by electronic means

Announcement of 1Q FY2021-22 business update

Business update conference call with live webcast

12 NOV

Announcement of 1H FY2021-22 results

Live audio-visual webcast for Capital Markets Day with investors and analysts

2022

23 FEB

Announcement of 3Q FY2021-22 business update

Business update conference call with live webcast

30 MAY

Announcement of 2H and Full-year FY2021-22 results

31 MAY

Results briefing conducted as a hybrid event with live audio-visual webcast

23 JUN

Publishing of Notice of Annual General Meeting to shareholders on SGXNet and the Company's website

Digital Annual Report to go live

22 JUL

49th Annual General Meeting by way of electronic means

Financial year ended **31 March 2023**

2022

22 JUL

Announcement of 1Q FY2022-23 business update

Business update conference call with live webcast

10 NOV

Proposed announcement of 1H FY2022-23 results

2023

FEB

Proposed announcement of 3Q FY2022-23 business update

MAY

Proposed announcement of 2H and Full-year FY2022-23 results

Corporate Governance Report

We are dedicated to upholding the highest standards of corporate governance. Our corporate governance principles reflect our focus on strong leadership, effective internal controls and risk management, a robust corporate culture, accountability to shareholders and engagement with stakeholders.

We are pleased to report that for the financial year ended 31 March 2022 (FY2021-22), we have complied with the core principles of corporate governance laid down by the Code of Corporate Governance 2018 (2018 Code) and also, in all material respects, with the provisions that underpin the principles of the 2018 Code. Where there are any deviations from the provisions of the 2018 Code, we have provided appropriate explanations.

Recognition received in 2021 of SATS' commitment to best practices in corporate governance:

- Winner of the Corporate Excellence & Resilience Award, Singapore Corporate Awards 2020/2021 Special Edition
- Topped the Singapore Governance and Transparency Index (SGTI) for the second year running in the general category
- Winner of the Singapore Corporate Governance Award (Diversity category), SIAS Investors' Choice Awards 2021
- Runner-up for the Shareholder Communications Excellence Award (Big Cap category), SIAS Investors' Choice Awards 2021
- Winner of the Silver and Bronze Awards for Innovation in Publications for SATS FY2018-19 and FY2019-20 Annual Reports respectively, The Asia-Pacific Stevie Awards 2021

Board of Directors

Key features of our Board:

- Separation of the role of Chairman and President and Chief Executive Officer (PCEO)
- Ten out of our eleven Directors are independent non-executive Directors
- None of our independent non-executive Directors have served for more than nine years as at the end of FY2021-22
- Five out of our eleven Directors are female

Role of the Board

The Board provides entrepreneurial leadership, and is responsible for overseeing the business, financial performance and affairs of the Group. The Board's key functions include:

- Setting the overall business strategies, directions and long-term goals of the Group (which include appropriate focus on growth, value creation, innovation and sustainability) to be implemented by Management, and ensuring that adequate resources including financial and human resources are available
- Setting the values and standards (including ethical standards) of the Group and appropriate tone-from-the-top and desired organisational culture, ensuring that the Group's policies and practices are consistent with the culture, and that there is proper accountability within the Group
- Providing sound leadership and guidance to, and constructively challenging, the PCEO and Management
- Overseeing the business, financial performance and affairs of the Group, and monitoring the performance of the PCEO and Management
- Engaging with and providing guidance to the PCEO and Management in the event of unforeseen and/or challenging macro-economic situations (e.g., the ongoing COVID-19 pandemic)
- Evaluating and approving important matters such as major investments, funding needs and expenditure
- Having overall responsibility for the corporate governance, strategy, risk management and financial performance of the Group, including the processes of evaluating the adequacy of internal controls, risk management systems, financial reporting and compliance (including legal, tax and regulatory compliance)
- Putting in place policies, structures and mechanisms to ensure compliance with legislative and regulatory requirements
- Ensuring effective communication with, and transparency and accountability to, key stakeholder groups
- Protecting and enhancing the reputation of the Group
- Considering sustainability issues as part of the Group's strategy
- Setting the Board diversity policy (including qualitative and quantitative objectives, where appropriate)

The Board has adopted a set of guidelines on matters that require its approval, which include all matters of strategic importance, corporate governance practices, legal and regulatory compliance, risk management, maintenance of performance standards, corporate culture, reputation and ethical standards, corporate strategy, approval of business plans, review of results, approval and monitoring of major investments and strategic commitments, operating and capital expenditure budgets, and all matters which the Board is responsible for, or which the Board has delegated to committees, under relevant laws and regulations. These guidelines are communicated to Management in writing.

The Board also engages with and provides guidance to Management in the development and execution of strategies, stakeholder engagement, as well as a wide range of matters in the areas of business, strategy, operational issues, governance and risk management. A Board Sponsor pairing on areas of special focus for each Director based on their expertise and experience was established to enhance interaction with and provide in-depth guidance to Management in the execution of the Company's strategy. There is a written Financial and Operating Approval Authority Matrix setting out the approval limits (based on established financial thresholds) of the Board, the Executive Committee and the Management for investments, purchases, disposals, selection of vendors, write-offs, etc.

Board's Guidance during the COVID-19 Pandemic

Strengthening the Businesses – The outbreak of COVID-19 resulted in an unprecedented drop in demand for air travel globally and a correspondingly substantial adverse impact on revenue and profitability of the Company. As air travel recovery continues despite disruptions caused by new COVID-19 variants and with more markets reopening in line with the progress made in vaccination efforts in the past year, the Board and the Management have continued to spend a significant amount of time strengthening our business operations, improving our financial resilience, accelerating our digitalisation and protecting the health and safety of our people.

Growing the Businesses – The Company, with the guidance of the Board, reshaped the Group's business to prepare for the new normal arising from the effects of COVID-19. With aviation volumes resuming, Management invested in new capabilities, grew its cargo business, expanded its non-travel businesses and continues to assess new opportunities in light of evolving global trends.

SATS Food Hub

The Company invested S\$150 million in a food production hub which is expected to synergise its capabilities in meal production and introduce automation to enhance efficiency and strengthen operational resilience. This project will bring together all of the Company's expertise in food production – culinary, food technology, supply chain, innovation, sustainability, digitalisation, food safety and nutrition – thereby enabling the Company to transform its current food production processes. The Company will deploy automation and robotics to achieve operational efficiency and hone vital new skills for the future.

India Central Kitchen

The Company is investing approximately S\$37 million on the construction of its central kitchen in India. The 20,000 sqm kitchen is located at Kempegowda International Airport, Bengaluru and will be the largest and first of its kind in India. The kitchen will incorporate automation and smart technology to produce nutritious, tasty and safe food cost-effectively. Examples of advanced technology that will be used include an automated rice line that can produce up to 600kg of different types of rice within an hour and Internet of Things (IoT) devices for monitoring food temperature.

SATS Food Ventures

The Company's food solutions venture building arm is rolling out a series of ventures to accelerate growth in its non-travel food business, collaborating with Singaporean food & beverage (F&B) brands to enable greater scale and internationalisation. The Company's ventures arm has a broad scope to drive growth through existing and new businesses, and develop adjacent businesses and new revenue drivers beyond the travel segment, in partnership with the Singapore Economic Development Board (EDB) and local small and medium-sized enterprises (SMEs) to serve its growing network and customer base. The Company has committed over S\$3 million with support from EDB to create and pivot new business ventures with strong global potential and ability to scale. Through corporate venturing, the Company is ideating, incubating and growing innovative new business models that harness its extensive culinary expertise, food technologies, integrated supply chain and large-scale kitchen capabilities to feed communities across its network.

Acquisition of Asia Airfreight Terminal Co. Ltd. (AAT)

In line with the Company's growth strategy to expand its cargo handling network and accelerate innovation to drive sustainable business growth, the Company acquired an additional 16.4% stake bringing its total shareholding to 65.4%. AAT is based in Hong Kong, which is a key gateway for trade routes into the Greater China region, with Hong Kong International Airport handling more than 4.6 million tonnes of cargo in 2021, representing 12.9% year-on-year growth. Backed by a cloud-based cargo handling system which digitally connects its cold chain, eCommerce and cargo corridors for end-to-end traceability, the Company is able to provide seamless connections for businesses, people and communities.

Corporate Governance Report

Financial Management – The Board continues to closely monitor the financial impact and risks of COVID-19 on the Group given that a significant part of the Group's business remains vulnerable to air travel recovery. As the COVID-19 pandemic evolves into an endemic stage that gradually leads to the overall easing of travel restrictions and opening of borders in the region, the Board and its sub-committees have been focused on Management's business recovery plans to rescale and reinvent the Group's businesses and operations. These recovery plans include efforts on customer engagement, rebuilding manpower and effective utilisation of the assets and resources of the Group. The Board and Management have been navigating and managing the liquidity position of the Group to ensure that it is adequately funded to prepare the business with resource mobilisation in this recovery phase, amidst new challenges posed by the geopolitical risks, continuing inflationary pressures as well as growth opportunities.

The Board also actively reviews with Management, the Group's potential credit exposures and counter-party risks, and carries out strategic investment reviews to track the financial condition and financing requirements of SATS' joint-ventures and associates. Management updates the Board on its capital expenditure plan and strategic investment opportunities via potential merger and acquisitions. This ensures that the Group is well positioned to capitalise on the opportunities arising in the post COVID-19 recovery phase to build the Group's travel and non-travel businesses in a sustainable manner.

Technology – The Company, with the oversight of the Board, continues to invest in the digitalisation of processes to acquire new capabilities to transform its business through the replacement of legacy systems with newer systems that utilise more insights driven technologies to boost digital literacy and enhance the productivity of our workforce. These newer systems digitise manual backend processes in areas such as finance operations, production forecasting, food production, inventory management and procurement, resource planning and optimisation, thereby unlocking new capabilities in financial tracking, production tracking and facilitating more sustainable practices. This enables our workforce to be equipped with the right digital skills and tools to prepare for a post COVID-19 era for both the aviation and non-aviation sector.

Engagement with Stakeholders – SATS' COVID-19 taskforce continues to closely monitor developments, disseminate critical information, and coordinate action within the organisation in FY2021-22. The taskforce which comprises representatives from SATS' business operations, Legal & Secretariat, Public Affairs & Branding, Risk & Safety, and Human Capital, remains instrumental in managing the impact of COVID-19 on employees and business operations. On a broader level, SATS' COVID-19 taskforce operates in tandem with the Company's existing business continuity plans, while the Company actively participated as a member of Changi Airport's Pharma@Changi Taskforce Committee, as well as the Changi Ready Joint Taskforce to ensure the smooth handling of COVID-19 vaccines and vital medical supplies for Singapore and the region.

As a precautionary measure due to Singapore's COVID-19 safe management measures and other restrictions in place during FY2021-22, a large-scale engagement session with suppliers was not conducted. However, SATS has digitalised our sourcing capabilities and enhanced our global e-sourcing platform as part of our supply chain digital transformation, facilitating process automation and providing improved end-to-end visibility. SATS Global Procurement conducts an annual performance evaluation of all active suppliers and engages under-performing suppliers for improvement. Similarly, the SATS Procurement Services (SPS) team identifies key vendors comprising service crew providers, commercial services contractors, and the top 20 vendors by annual purchase value for commercial and technical goods/services. For vendor performance evaluation purposes, SPS conducts internal surveys with various business units before engaging underperforming vendors on service improvements to ensure the smooth running of SATS' operations. Going forward, SATS will adopt a best-value balanced score card framework for our vendor selection, as well as for the performance management and evaluation of vendors.

Aviation volumes in FY2021-22 remain muted due to the lingering effects of the COVID-19 pandemic and this continues to have an adverse impact on our customers, especially the airlines. While SATS continues to value all our customers and endeavours to provide them with continuous service excellence, we conscientiously balance the Company's need to protect and recover its assets appropriately without taking on undue credit risks. These efforts include deploying more resources to closely monitor receivables, considering the financial condition of the carrier, and further assessing our exposure and collectability according to the state of recovery of the relevant countries from the COVID-19 pandemic. In order to continue rendering our services and supply to our customers in FY2021-22, SATS implemented additional measures such as prepayment and settlement plans (i.e., cash advances, banker's guarantees, and letters of credit) on a case-by-case basis. Customers who posed significant risks were identified and impaired accordingly on our books. At the same time, SATS continues to disburse prompt payments to our vendors and suppliers, and remains prudent by renegotiating longer-term orders with major vendors to reduce our contingent liabilities and exposure.

Increased globalisation has created greater vulnerability in our interconnected economies. The COVID-19 pandemic and, more recently, the Ukraine/Russian conflict, demonstrated some of the risks that come with relying on global supply chains for raw materials required for manufacturing, and highlighted the importance of diversification. With enhanced end-to-end traceability for products and analytics for more accurate demand planning through our digital integrated supply chain and global procurement capabilities, SATS reinforced our status as an essential service provider during the uncertain and volatile times.

SATS mitigated supply chain disruptions by driving strategic sourcing and structured category management across key segments, and expanding sales and sourcing channels in our key markets to derive procurement value. In FY2021-22, we continued to invest in integrated systems that enable "procure-to-pay" visibility, as well as inventory management that spans our internal supply chain all the way to shop floor visibility as we transform raw materials into finished goods through our production facilities.

Our digital integrated supply chain vision aims to integrate all components of the business to enable seamless planning and visibility of the entire supply chain, to drive sustainability and waste reduction across SATS' supply chain network.

Board Code of Conduct

All Directors aim to objectively discharge their duties and responsibilities at all times as fiduciaries in the best interests of SATS and ensure proper accountability within the Company. They understand SATS' business as well as their directorship duties (including their roles as executive, non-executive and independent directors). The Board has adopted a Code of Conduct as a means to guide the Directors on the areas of ethical risk, and help nurture an environment where integrity and accountability are key.

Our Board Code of Conduct includes the following key principles:

- Directors must avoid situations in which their own personal or business interests directly or indirectly conflict, or appear to conflict, with the interests of SATS
- Directors must immediately declare conflicts of interest in relation to any matter and recuse themselves from participating in any discussion and/or decision on the matter, and are expected to take necessary mitigating steps (if appropriate) to avoid the conflict
- Directors should consult the Chairman of the Board and the Chairman of the Nominating Committee before accepting any appointments to the board of directors of another public or private company
- Directors are to exercise due care and maintain the confidentiality of information entrusted to them by SATS or other parties who have business dealings with SATS
- Directors must carry out their responsibilities in compliance with SATS guidelines and policies, and applicable laws, rules and regulations
- Directors must not trade in the securities of SATS if, at the relevant time, they are in possession of non-public materially price-sensitive or trade-sensitive information

The Board has also put in place a detailed Policy on Disclosure of Interests in Transactions by Directors which supplements the Board Code of Conduct. This policy sets out the legal obligations in respect of the disclosure requirements for conflicts under the Companies Act, and the procedure and best practice recommendations for making such disclosures. The Company also does not extend loans to its Directors.

Board Composition

We have eleven Directors on our Board, ten of whom (including the Chairman) are independent non-executive Directors (IDs). The PCEO is the only non-independent Director.

Under the 2018 Code, non-executive Directors should make up a majority of the Board whereas independent Directors should make up at least one-third of the Board. Our Chairman is independent and as there is a majority of independent and non-executive Directors on our Board, the requirements of the 2018 Code are well met.

We have not appointed a lead independent Director as our Chairman is not conflicted and is independent. The Chairman and the PCEO are not related to each other.

Our Directors are business leaders and professionals with financial, banking, sales and marketing, branding, consumer business, human resource, risk management, operational, IT/technology, legal, venture capital investing, mergers and acquisitions, compliance and accounting backgrounds. In particular, one of our non-executive independent Directors, Mr Yap Kim Wah, has prior working experience in worldwide airport and reservation services and operations, in-flight services and catering, in-flight entertainment, customer servicing and cargo services. The Directors also have extensive experience in jurisdictions outside Singapore. We believe that the size and composition of the Board are currently appropriate given the size and geographic spread of our operations.

Corporate Governance Report

DIRECTORS' EXPERTISE AND EXPERIENCE MATRIX



DIRECTORS' EXPERTISE AND EXPERIENCE BY GEOGRAPHY



There is a process of refreshing the Board progressively over time which enables the Board to draw upon the experience of longer-serving Directors while at the same time tapping into the new external perspectives and insights from the more recent appointees. None of our independent non-executive Directors have served for more than nine years as at the end of FY2021-22.

Board Diversity

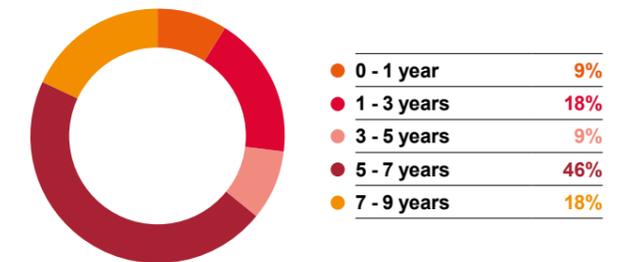
We are committed to building an open, inclusive and collaborative culture and recognise the benefits of having a Board and Board Committees with diverse backgrounds and experience. We have adopted a Board Diversity Policy which focuses on the importance of an appropriate balance of skills, experience, gender, age, industry and geographic knowledge and professional qualifications in building an effective Board with the ability to guide and support us in achieving our strategic objectives and for sustainable growth and development. Such diversity will help to avoid groupthink, whilst at the same time allow the Board to better identify potential risks, foster constructive debate, raise challenging questions, and contribute to problem-solving.

Under our Board Diversity Policy, the Nominating Committee will, in reviewing the Board's composition, rotation and retirement of Directors and succession planning, consider aspects such as professional qualifications, industry and geographic knowledge, experience, skills, length of service and the needs of the Company. In particular, we consider gender to be an important aspect of diversity and strive to ensure that there is adequate gender mix on the Board; our Board Diversity Policy has been updated to formalise a target of at least 35% female representation on the Board – our progress made on achieving this target is further elaborated on below. We also aim to appoint Directors who are from diverse ethnicities and age groups. All Board appointments

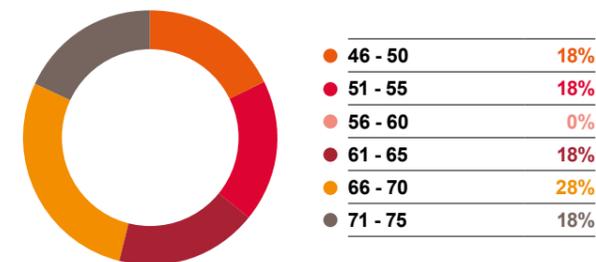
INDEPENDENCE



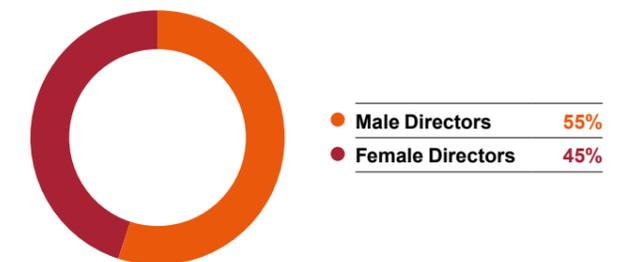
LENGTH OF SERVICE



AGE OF DIRECTORS



GENDER DIVERSITY



ETHNICITY



will be based on merit of candidates, and will be considered against objective criteria and having due regard for the benefits of diversity on the Board, our needs and our core values.

The current make-up of our Board reflects our commitment to the relevant diversity in gender, age, ethnicity, skills and knowledge. The Nominating Committee will continue to review the Board Diversity Policy, as appropriate, to ensure its effectiveness, and will recommend appropriate revisions to the Board for consideration and approval.

The current Board composition reflects the Company's commitment to Board diversity, especially in terms of female representation, age range and ethnicity. We are committed to implementing the Board Diversity Policy, and any progress made towards the implementation of such policy will be disclosed in our Corporate Governance Report, as appropriate. Since the publication of our last Corporate Governance Report in June 2021, female representation on our Board has increased from 41.7% to 45.5%. Apart from gender representation, the appointments of Mrs Deborah Ong, Ms Vinita Bali and Mr Kerry Mok in November 2020, May 2021 and January 2022 respectively has augmented other aspects of Board diversity in terms of professional qualifications, ethnicity, industry and geographic knowledge, age and skills and experience. In particular, Mr Mok, apart from being one of the youngest Directors on the Board, adds to Board diversity with regards to core competencies as he brings with him considerable experience from the supply chain and logistics industry. The different geopolitical savvy and the different skillsets and expertise of the Board have allowed the Board to better navigate the COVID-19 crisis, including considering the various issues faced by the Company, more holistically.

Corporate Governance Report

Role of the Chairman and the PCEO

The roles of our Chairman (Ms Euleen Goh) and PCEO (Mr Kerry Mok) are clearly separated to ensure appropriate checks and balances, increased accountability and greater capacity of the Board for independent decision-making. The Chairman and the PCEO have a relationship of trust, and collaborate with each other on the development and communication of strategies and performance monitoring. The Chairman and the PCEO are not related to each other.

Mr Alexander Hungate was the PCEO until 15 December 2021, before Mr Kerry Mok assumed that position on 15 December 2021. The Chairman and Mr Hungate are also not related to each other and their roles were also clearly separated.

The responsibilities of the Chairman and the PCEO are clearly established and documented in writing in formal Role Statements, which have been adopted by the Board. The Chairman provides support and advice to the PCEO while at the same time respecting executive responsibility. The PCEO seeks support and advice from the Chairman while at the same time respecting the independence of the Chairman.

The Chairman heads the Board and acts independently of Management. Her primary role is to provide leadership to the Board and its committees and to monitor the translation of the Board's decisions into executive action. In particular, the Chairman is responsible for the following:

Leadership, Strategy and Culture

- Leading the Board and upholding the highest standards of integrity and probity
- Ensuring that the Board plays a full and constructive part in the development and determination of our strategy, overall objectives and sustenance and growth of our business, and promoting a culture of openness and debate
- Enhancing our standing with the outside world
- Ensuring an appropriate balance between the interests of our shareholders and other stakeholders such as employees, regulators, creditors and customers
- Promoting high standards of corporate governance
- Engaging with and providing guidance to the PCEO and Management in the event of unforeseen and/or challenging macro-economic situations (e.g., the ongoing COVID-19 pandemic)

Board Matters

- Ensuring that the Board is properly organised, functions effectively and meets its obligations and responsibilities, including ensuring the Directors receive accurate, timely and clear information
- Setting the agenda for Board meetings and conducting effective Board meetings
- Ensuring effective liaison and communication and encouraging constructive relations within the Board and between Board and Management, in particular, between the Board and the PCEO
- Ensuring that the Directors have enough time and information to engage Management and to discuss various matters, and to facilitate the effective contribution of all the Directors
- Ensuring the responsibilities of the Board are well understood by both the Board and Management and the boundaries between the Board and Management are clearly understood and respected
- Ensuring that new Directors participate in a tailored orientation programme and that Directors are able to continually update their skills and knowledge
- Ensuring that the performance of the Board and each Director is evaluated at least once a year

Relationship with Shareholders, Regulators and Key Customers

- Ensuring effective communication with shareholders and other stakeholders
- Representing the Board at official functions and meetings with stakeholders
- Ensuring that the views of shareholders are communicated to the Board
- Promoting our interests when engaging with the regulators and key customers

The PCEO, assisted by the senior management team, makes strategic proposals to the Board and after robust and constructive Board discussions, executes the agreed strategy, manages and develops the Group's businesses and implements the Board's decisions. The PCEO also communicates on behalf of the Company to different stakeholder groups such as shareholders, employees, government authorities and regulators, and the public.

Board Meetings and Activities

The Board meets regularly and our Directors attend and actively participate in Board and Board Committee meetings. To facilitate meaningful participation, our Board and Board Committee meetings are planned and scheduled in advance. In addition, *ad hoc* Board meetings are convened if and when there are pressing matters requiring the Board's deliberation and decision in between the scheduled meetings. Board approvals for more routine matters may sometimes be obtained by the circulation of written resolutions, outside of Board meetings.

Board Meetings

- The agenda for Board meetings is decided by the Chairman in consultation with the PCEO, and is planned to allow for sufficient time to address all items
- Matters requiring decision and approval and matters which are for the Board's information is clearly set out in the detailed agenda
- As part of good corporate governance, key matters requiring Board approval are largely reserved for resolution at Board meetings rather than by circulation to facilitate discussion amongst Board members and Management
- As far as possible, all relevant information, papers and materials are made available to the Directors at least a week prior to the meeting; this would enable any Director who is unable to attend a meeting to provide input and raise queries on the agenda items
- Board papers are detailed and give the background, explanatory information, justification, risks and mitigation measures for each agenda item and mandate sought by Management, including, where applicable, relevant budgets, business plans, forecasts and projections and, in respect of budgets, any material variance between the projections and actual results are disclosed and explained
- Directors can ask for additional information as needed to make informed decisions
- All materials for Board and Board Committee meetings are uploaded onto a secure online portal which can be readily accessed on tablet devices provided to Directors
- A separate resource folder in the online portal contains the terms of reference of all Board Committees and all operating policies of the Group for the Directors' reference
- The Chairman encourages openness and debate at Board meetings and Directors participate actively in Board discussions and share their insights on issues and matters tabled
- Under the Company's Constitution, the quorum for Board meetings is two and Board resolutions are passed by simple majority
- The Company Secretary attends all Board meetings and minutes the proceedings
- The Company Secretary and members of the Group Management Board (GMB) are usually invited and are present at meetings of the Board and the Board Executive Committee
- The Board and Board Committees may invite any other member of the management team to be present at their meetings
- External professionals may also be invited to present updates on corporate governance, legal, tax and/or accounting matters, listing rules and other relevant topics
- If a Director is unable to attend a meeting in person, he/she can participate by telephone or video conference as this is permitted under the Company's Constitution
- Minutes of meetings are prepared and circulated to the Directors, as far as practicable, within one week of the relevant meeting, and are archived in a separate folder in the secure online portal for easy access by the Directors

Strategy and Other Meetings

- Since 2003, the Board has conducted annual Board Strategy meetings in order to have more focused discussions on key strategic issues
- Board members lend their experience and expertise by being part of and contributing to strategy discussions which may be country or business specific outside of formal Board and Board Committee meetings
- Board members (led by the Chairman or other independent Director as appropriate) also meet regularly with and without the presence of Management and review and monitor the performance of Management in meeting the goals and objectives set for them, and the chairman of such meetings provides feedback to the Board and/or the Chairman as appropriate
- Where appropriate, Board members are included in strategy discussions ahead of the Board Strategy Meeting to help formulate the strategies that will be presented at the meeting
- Board members provide guidance to the management team in specific business areas or geographies where they have significant experience or expertise

Corporate Governance Report

Access to Information

- Board members receive information papers on material matters and issues being dealt with by Management, monthly financial reports covering operating statistics, Group operating expenses, geographical and industry performance, performance of each business segment, associate and joint-venture and an update on the Balance Sheet. The Board also receives monthly reports on the financial performance of the Group, strategy implementation updates, key operational matters, market updates, human resource developments, business development activities and updates on potential investment opportunities
- In addition, Board Committee members receive minutes and reports from Management relating to their specific areas of oversight, which may contain more detailed and specific information
- Queries by individual Directors on circulated papers are directed to Management who will respond accordingly and where relevant, Directors' queries and Management's responses are circulated to all Board members for their information

Access to Management, Company Secretary and Independent Advisers

- The Board has separate and independent access to the members of the GMB, the Company Secretary, and other key Management, as well as to the internal and external auditors
- The Board also has separate and independent access to the Company Secretary, who supervises, monitors and advises on all governance matters, and on compliance with the Company's Constitution, applicable laws and regulations, the 2018 Code, and the Listing Manual of the Singapore Exchange Securities Trading Limited (SGX-ST). The Company Secretary, who is trained in legal and company secretarial practices and keeps abreast on relevant developments in such practices, communicates with relevant regulatory authorities and shareholders, facilitates communication between the Board, its committees and Management, and helps with the orientation and the professional development of the Directors. The appointment and removal of the Company Secretary are subject to the approval of the Board
- There is also a Board-endorsed procedure for Directors, either individually or collectively, in furtherance of their duties, to take independent professional advice, if necessary, at SATS' expense
- In the case of mergers & acquisitions and other significant transactions requiring shareholder approval, the Board will appoint independent financial advisors to evaluate the relevant transaction terms

Non-Executive Directors

- We have put in place processes to ensure that our non-executive Directors are well supported by accurate, complete and timely information, have unrestricted access to Management, have sufficient time and resources to discharge their oversight function effectively, and constructively challenge Management and help develop proposals on strategy
- To facilitate open discussion and review of the performance and effectiveness of Management, our non-executive Directors meet for four scheduled times a year for informal discussions prior to the scheduled Board meetings, and from time to time where required, without Management being present

Non-Executive Directors' Remuneration

Every Director receives a basic fee. In addition, he/she receives a Chairman's fee if he/she is the Chairman of the Board, as well as the relevant Board Committee fee (depending on whether he/she served in the capacity as the Chairman or as a member of the relevant Board Committee) for each position held on a Board Committee. Non-executive Directors who cease to be a Director during any part of the financial year are paid pro-rated fees for the term of their office. Each Director also receives an attendance fee for each Board meeting and Board Committee meeting attended by him/her during the financial year. The attendance fees for Board and Board Committee meetings vary according to whether the meeting is held in the state/country in which the Director is ordinarily resident and whether the Director is attending in person or via teleconference/video conference.

Whilst the Remuneration and Human Resource Committee is of the view that non-executive Directors should not be over-compensated, it is mindful that competitive and equitable remuneration will attract, motivate and retain Directors with the necessary experience and capabilities and desired attributes who can contribute to the Company's future development and growth.

The scale of Directors' fees for the financial year ending 31 March 2023 (FY2022-23) remains unchanged since the last revision in FY2018-19, and is set out below:

Types of Appointment	Scale of Directors' fees (FY2022-23) S\$
Board of Directors	
Basic fee	55,000
Board Chairman's fee	85,000
Board Deputy Chairman's fee	40,000
Audit Committee	
Committee Chairman's fee	36,000
Member's fee	23,000
Board Executive Committee	
Committee Chairman's fee	36,000
Member's fee	23,000
Other Board Committees	
Committee Chairman's fee	25,000
Member's fee	13,000
Board Meeting Attendance Fee	
Attendance via teleconference/videoconference	1,000
Attendance in person in home city (up to 4 hours for travel within home city)	2,500
Attendance in person outside home city	5,000
Board Committee Meeting Attendance Fee	
Attendance via teleconference/videoconference	500
Attendance in person in home city (up to 4 hours for travel within home city)	1,200
Attendance in person outside home city	2,500

The Board believes that the existing fee structure for the non-executive Directors, which is referenced against comparable benchmarks, is appropriate to the level of contribution, taking into account factors such as effort, time spent and responsibilities.

For FY2021-22, shareholders' approval was sought and obtained for the payment of an aggregate sum of up to S\$1,300,000 as Directors' fees for the non-executive Directors.

Corporate Governance Report

For FY2022-23, approval of the shareholders will be sought, at the forthcoming Annual General Meeting (AGM), for the payment of an aggregate sum of up to S\$1,350,000 as Directors' fees for the non-executive Directors. There is a slight increase in the fees for FY2022-23 of S\$50,000 to cater for additional Board and Board Committee meetings in view of the various initiatives that the Company is working on, with the scale of fees payable to the non-executive Directors held flat since the financial year ended 31 March 2019.

The amount of Directors' fees has been computed on the basis of the anticipated number of Board and Board Committee meetings for FY2022-23, assuming attendance by all the Directors at such meetings, and also caters for additional fees (if any) which may be payable due to additional board representations on the Company's subsidiary(ies) and/or joint ventures or additional Board or Board Committee members being appointed in the course of FY2022-23. If approved, the proposed fees for FY2022-23 will facilitate the payment of Directors' fees during or soon after the financial year in which such fees are incurred.

Subject to the requisite shareholders' approvals being obtained, the non-executive Directors (including the Chairman) will each receive approximately 70 percent of his/her total Directors' fees for FY2022-23 in cash and approximately 30 percent in the form of SATS shares (FY2021-22: 70 percent in cash and 30 percent in shares).

The share component is intended to be paid out in the form of awards under the SATS Restricted Share Plan. The awards will consist of fully paid shares with no performance conditions attached and no vesting periods imposed. However, the non-executive Directors will be required to retain a base shareholding worth up to one year's retainer fee for as long as he/she is on the Board, and for a period of one year after stepping down as a Director, in order to better align the interests of non-executive Directors with the interests of shareholders. A non-executive Director who steps down before the payment of the share component of his/her fees will receive all of his/her fees (calculated on a pro-rated basis, where applicable) in cash.

The cash component of the Directors' fees is intended to be paid half-yearly in arrears. The current intention is for the share component of the Directors' fees for FY2022-23 to be paid after the 2023 AGM has been held. The actual number of shares to be awarded will be determined by reference to the volume-weighted average price of a share on the SGX-ST over the 10 trading days after the 2023 AGM, rounded down to the nearest hundred shares, and any residual balance will be settled in cash.

The aggregate amount of Directors' fees paid and/or to be paid to the non-executive Directors for FY2021-22 is S\$1,191,007.65 (breakdown given below). The non-executive Directors did not receive any salary, performance-related income / bonuses, benefits in kind, stock options, share-based awards (other than as disclosed above) or other long-term incentives for FY2021-22.

Details on the Directors' fees for FY2021-22, date of first appointment to the Board, date of last re-election, membership on Board Committees and attendance at Board and Board Committee meetings and at the last AGM, in respect of the Directors who held office during FY2021-22, are set out below.

Name of Director	Date of first appointment to the Board	Date of last re-election to the Board	Board Meeting (including BSM)	Board Committee Meetings						2021 AGM	Total Directors' fees for FY2021-22 (SGD)
				Attendance rate (1 April 2021 to 31 March 2022)							
				BOD ⁽¹⁾	NC ⁽²⁾	EXCO ⁽³⁾	AC ⁽⁴⁾	BRSC ⁽⁵⁾	RHRC ⁽⁶⁾		
				No. of meetings held (1 April 2021 to 31 March 2022)							
			9	2	6	4	5	4			

a) Executive Director

Mr Alex Hungate ⁽⁷⁾	27 Jul 2011	22 Jul 2021	5/5	–	4/4	–	–	–	1	No Fee*
Mr Mok Tee Heong Kerry ⁽⁸⁾	1 Jan 2022	NA	2/2	–	2/2	–	–	–	–	No Fee*

b) Non-Executive and Independent Director

Ms Euleen Goh	1 Aug 2013 (Director) 19 Jul 2016 (Chairman)	18 Jul 2019	9	2	6	–	–	4	1	\$249,000.00
Mr Achal Agarwal	1 Sep 2016	24 Sep 2020	9	–	6	–	–	4	1	\$110,800.00
Ms Vinita Bali ⁽⁹⁾	10 May 2021	22 July 2021	9	–	–	–	2/2	–	1	\$72,125.68
Mr Chia Kim Huat	15 Mar 2017	24 Sep 2020	9	2	–	–	5	–	1	\$97,900.00
Mr Michael Kok	6 Mar 2015	22 Jul 2021	9	–	6	–	–	4	1	\$110,100.00
Ms Jenny Lee	25 Jan 2019	18 Jul 2019	9	–	–	–	–	–	1	\$72,000.00
Mrs Deborah Ong ⁽¹⁰⁾	16 Nov 2020	22 Jul 2021	9	–	–	4	2/2	–	1	\$111,672.68
Ms Jessica Tan	17 Apr 2017	24 Sep 2020	9	2	–	4	–	–	1	\$106,700.00
Mr Tan Soo Nan	25 Apr 2016	22 Jul 2021	8	–	–	4	5	–	1	\$105,000.00
Mr Yap Kim Wah	20 Jul 2016	24 Sep 2020	8	–	–	4	5	–	1	\$120,600.00

(c) Non-Executive and Independent Director who retired on 22 July 2021

Mr Yap Chee Meng ⁽¹¹⁾	1 Oct 2013	18 Jul 2019	1/1	–	–	2/2	2/3	–	1	\$35,109.29
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Notes:

- ⁽¹⁾ Board of Directors (BOD) meetings included a 2-day Board Strategy Meeting (BSM) held from 6 to 7 October 2021 in Singapore and 2 meetings of the non-executive Directors
 - ⁽²⁾ Nominating Committee (NC)
 - ⁽³⁾ Board Executive Committee (EXCO)
 - ⁽⁴⁾ Audit Committee (AC)
 - ⁽⁵⁾ Board Risk and Safety Committee (BRSC)
 - ⁽⁶⁾ Remuneration and Human Resource Committee (RHRC)
 - ⁽⁷⁾ Mr Alex Hungate resigned from the Board with effect from 31 December 2021, following his resignation as PCEO with effect from 15 December 2021. He attended 5 out of 5 Board meetings and 4 out of 4 EXCO meetings held in FY2021-22 during his term as a Board member and a member of the EXCO. As an executive Director, he did not attend the 2 non-executive Director meetings held in FY2021-22 during his term as a Board member
 - ⁽⁸⁾ Mr Kerry Mok was appointed as the PCEO on 15 December 2021 and as an executive Director and EXCO member on 1 January 2022. He attended 2 out of 2 Board meetings and 2 out of 2 EXCO meetings held in FY2021-22 during his term as a Board member and a member of the EXCO
 - ⁽⁹⁾ Ms Vinita Bali was appointed as a member of the BRSC on 23 July 2021. She attended 2 out of 2 BRSC meetings held in FY2021-22 during her term as a member of the BRSC
 - ⁽¹⁰⁾ Mrs Deborah Ong was appointed as the Chairman of the AC and a member of the BRSC in place of Mr Yap Chee Meng on 23 July 2021. She attended 2 out of 2 BRSC meetings held in FY2021-22 during her term as a member of the BRSC
 - ⁽¹¹⁾ Mr Yap Chee Meng retired from the Board on 22 July 2021. He attended 1 out of 1 Board meeting, 2 out of 2 AC meetings and 2 out of 3 BRSC meetings held in FY2021-22 during his term as a member of the Board, the Chairman of the AC and a member of the BRSC
- * No Directors' fees were paid or are payable to the ex-PCEO, Mr Alex Hungate, or to the current PCEO, Mr Kerry Mok

Corporate Governance Report

Board Committees

The Board is supported in its functions by, and has delegated authority to, the following Board Committees which have been established to assist in the discharge of the Board's oversight function, based on written and clearly defined terms of reference:

- Board Executive Committee
- Audit Committee
- Nominating Committee
- Remuneration and Human Resource Committee
- Board Risk and Safety Committee

Board Composition

The composition of our Board Committees is as follows:

Board Committee	Composition	Members
Board Executive Committee	<ul style="list-style-type: none"> • Four members • Three out of four (including Chairman) are IDs 	<ul style="list-style-type: none"> • Ms Euleen Goh (Chairman) • Mr Kerry Mok • Mr Achal Agarwal • Mr Michael Kok
Audit Committee	<ul style="list-style-type: none"> • Four members • All IDs 	<ul style="list-style-type: none"> • Mrs Deborah Ong (Chairman) • Ms Jessica Tan • Mr Tan Soo Nan • Mr Yap Kim Wah
Nominating Committee	<ul style="list-style-type: none"> • Three members • All IDs 	<ul style="list-style-type: none"> • Ms Euleen Goh (Chairman) • Mr Chia Kim Huat • Ms Jessica Tan
Remuneration and Human Resource Committee	<ul style="list-style-type: none"> • Three members • All IDs 	<ul style="list-style-type: none"> • Ms Euleen Goh (Chairman) • Mr Achal Agarwal • Mr Michael Kok
Board Risk and Safety Committee	<ul style="list-style-type: none"> • Five members • All IDs 	<ul style="list-style-type: none"> • Mr Yap Kim Wah (Chairman) • Mr Chia Kim Huat • Mr Tan Soo Nan • Ms Vinita Bali • Mrs Deborah Ong

Board Executive Committee (EXCO)

The EXCO is chaired by Ms Euleen Goh and its members are Mr Kerry Mok, Mr Achal Agarwal and Mr Michael Kok.

Key Responsibilities of the EXCO

The key responsibilities of the EXCO include the following:

- Guide Management on business, strategic and operational issues
- Review and monitor key strategic and legal risks, financial policy and risk appetite limits
- Undertake initial review of the three to five year forecast/business plans and annual capital and operating expenditure budgets for the Group and guide the assessment of strategic opportunities and development of related business initiatives
- Grant initial or final approval (depending on the value) of transactions relating to the acquisition or disposal of businesses, assets or undertakings, joint ventures, mergers, amalgamations or similar corporate transactions
- Oversee the development and implementation of the Group's environmental, social and governance (ESG) strategy
- Establish bank accounts
- Grant powers of attorney
- Affix common seal
- Nominate Board members to SATS' subsidiaries and associated companies

EXCO Meetings

The EXCO is required under its terms of reference to meet at least once in each financial year. The EXCO met six times in FY2021-22. Regular reports are presented at each meeting of the EXCO and matters such as the financial performance of the Group, status of strategy implementation, post investment reviews of significant investments and potential investments are discussed prior to seeking the relevant Board approvals and guidance. The Company Secretary and specific members of the GMB (depending on the topics of discussion to be tabled for presentation or approval at each meeting) are usually invited and are present at the meetings of the EXCO. Minutes of the meetings of the EXCO are forwarded to all Directors for their information. All circular resolutions of the EXCO are brought to the Board for notation at each quarterly Board meeting.

Audit Committee (AC)

The AC is chaired by Mrs Deborah Ong, and its members are Ms Jessica Tan, Mr Tan Soo Nan and Mr Yap Kim Wah. All the AC members (including the AC Chairman) are independent. Mrs Deborah Ong was appointed as the Chairman of the AC on 23 July 2021.

The AC members collectively have extensive experience in finance, accounting, human resource, information technology, business strategy, development and analytics, in the aviation industry, in consumer marketing, and in banking, finance and investments. The Board is of the view that the members of the AC have the necessary and appropriate expertise to effectively discharge their duties as AC members.

In particular, at least three members of the AC (including the AC Chairman), namely, Mrs Deborah Ong, Mr Tan Soo Nan and Ms Jessica Tan, have recent and relevant accounting or related financial management expertise or experience.

Mrs Deborah Ong, the AC Chairman, was a partner in the Assurance practice at PricewaterhouseCoopers LLP and has more than 30 years of public accounting experience, providing audit and advisory services to companies in various industries. Mrs Ong has a proven record of accomplishments in managing the audits of large listed companies outside of Singapore. She is currently a board member of the Monetary Authority of Singapore, a board member and the chairperson of the respective audit and risk committees of the Lee Kong Chian School of Medicine Governing Board at Nanyang Technological University, Workforce Singapore, SkillsFuture Singapore and the Council for Estate Agencies.

With more than 40 years of professional experience in various sectors including banking, finance and investments, Mr Tan Soo Nan has the relevant financial management expertise and extensive experience to discharge his responsibilities as an AC member. He is currently an executive and non-independent director of Raffles Medical Group Ltd and Raffles Health Insurance Pte. Ltd., and an independent director and audit committee Chairman of Engro Corporation Ltd. He is an Associate of the IFS School of Finance and holds a Bachelor of Business Administration degree from the University of Singapore.

Ms Jessica Tan was Chairman of Singapore's Finance, Trade and Industry Government Parliamentary Committee (GPC) from 2010 to 2015. In 2016, she was appointed Chairman of Singapore's Public Accounts Committee (PAC) till June 2020. The PAC examines various accounts of the Government showing the appropriation of funds granted by Parliament to meet public expenditure, as well as other accounts laid before Parliament. In 2021, Ms Tan was appointed as a member of the Finance, Trade and Industry GPC and the Communications and Information GPC.

None of the AC members were partners or directors of SATS' existing external auditors within the previous two years prior to their appointment to the AC and none of the AC members have any financial interest in SATS' existing external auditors.

Key Responsibilities of the AC

The AC's primary role is to assist the Board with oversight of the integrity of financial statements and on the adequacy and effectiveness of internal controls and risk management systems in relation to financial reporting and other financial related risks and controls. It has explicit authority to investigate any matter within its terms of reference, full access to and co-operation of Management, and full discretion to invite any Director or executive officer to attend its meetings. It also has reasonable resources to discharge its functions.

SATS' internal audit team, and the external auditors, report their findings and recommendations to the AC independently. In particular, should the external auditors, in their review of the Company's year-end financial statements, raise any significant issues which have a material impact on the interim financial statements or financial updates previously announced by the Company, the AC shall bring this to the Board's attention immediately and will also advise the Board if changes are needed to improve the quality of future interim financial statements or financial updates. The external auditors also update and keep the AC informed about relevant changes to accounting standards and issues which have a material impact on the financial statements.

Corporate Governance Report

The AC's key responsibilities include the review of:

Financial Reporting

- Financial statements and financial results announcements/voluntary quarterly business updates for the relevant quarters, including the review of significant reporting issues and judgments
- Revisions/additions/updates to the accounting policies for write-offs, capital expenditure, disposal of assets and investments, and other financial policies
- The assurance from the PCEO and Chief Financial Officer (CFO) on the financial records and financial statements

Internal Controls

- Compliance and information technology (financial reporting) risks
- The adequacy and effectiveness of the risk management and internal controls systems regarding financial reporting, accounting and other financial related risks and controls (and other risk and controls as delegated by the Board), at least annually
- The Board's Risk Management and Internal Controls Statement in conjunction with the Board Risk and Safety Committee
- The policy and arrangements by which our employees and any other persons may, in confidence, raise concerns about possible improprieties in matters of financial reporting or other matters in order for such concerns to be independently investigated and appropriately followed up on
- Significant matters raised through the whistleblowing channel
- Any suspected fraud or irregularity or suspected infringement of any Singapore law, rule or regulation of which the AC is aware, which has or is likely to have a material impact on our operating results or financial position, and the findings of any internal investigations and Management's response thereto

External Audit

- The external audit plan, the external auditors' management letter, the scope and results of the external audit and Management's response
- The quality of the work carried out by the external auditors and the basis of such assessment, such as the use of ACRA's Audit Quality Indicators Disclosure Framework
- The assistance given by the executive officers of the Group and the Company Secretary to the external auditors
- The adequacy, effectiveness and independence of the external auditors
- The appointment, re-appointment or removal of the external auditors after evaluating their performance (taking into consideration ACRA's Audit Quality Indicators Disclosure Framework), the audit fee and terms of engagement, and making recommendation to the Board on the proposal to shareholders for the selection of external auditors

Internal Audit

- The adequacy of resources for the internal audit function and that it is staffed with persons with the relevant qualifications and experience and complies with the standards set by nationally or internationally recognised professional bodies, ensuring the appropriate standing of the internal audit function within SATS and its primary line of reporting to the AC
- The adequacy, effectiveness, independence, scope and results of the internal audit function, audit programme and the internal audit charter, including making recommendations to the Board on establishing an adequate, effective and independent internal audit function
- The hiring, removal, evaluation and compensation of the Head of Internal Audit
- Major findings on internal audit during the year and Management's responses thereto, difficulties encountered during the course of the audit, significant changes to the audit programme and compliance with relevant professional internal audit standards

Interested Person Transactions

- Interested person transactions as required under the Listing Manual of the SGX-ST (Listing Manual) and our mandate for interested person transactions (Shareholders' Mandate)

The AC is also tasked to perform all other functions and responsibilities of an audit committee that may be imposed by the Companies Act, the Listing Manual, the 2018 Code and other relevant laws and regulations, and reports to the Board on how it has discharged its responsibilities and whether it was able to discharge its duties independently.

During the financial year under review, the AC reviewed the Group's financial statements before the announcement of the Group's half-year and full-year results as well as the voluntary business updates for the first and third quarters of the financial year. In the process, it reviewed the key areas of management judgment, critical accounting policies, and any significant changes that would have a material impact on the financial statements.

In view of the global effect of the COVID-19 pandemic and the uncertainties of the post-pandemic recovery, SATS continued to closely assess the carrying value of its investments in subsidiaries, associates, joint ventures, property, plant and equipment as well as intangible assets for indication of impairment. Management has been proactively following up on the developments of its businesses across the Group and there are regular reviews of the financial performance and projections as well as cash flow status of its investments. For assets or investments with indication of impairment, Management will determine the assets' recoverable amount based on value in use calculations using cashflow projections covering five to ten year periods. The estimates on revenue forecasts, profit margins, growth rates and discount rates used in these cashflow projections will take into account assumptions on the current market condition, the industry's recovery from the impact of the COVID-19 pandemic, the long-term viability of customers and cost initiatives. Sensitivity analyses were also performed to evaluate whether reasonable changes in the key assumptions would lead to possible impairment. The AC reviewed and challenged Management's assumptions in relation to such asset impairment reviews and provided useful insights and guidance to Management.

The Key Audit Matters are set out below:

Key Audit Matters (KAM)	AC commentary on the KAMs, how the matters were reviewed and what decisions were taken
Impairment of goodwill	<p>The AC reviewed the outcomes of the goodwill impairment process and discussed the details of the review with Management, focusing on the key assumptions applied in the determination of the value-in-use of the cash generating units (CGUs). The value-in-use is highly dependent on the recovery assumptions of the aviation industry from the COVID-19 pandemic as international and regional flights gradually resume with the reopening of borders. The AC has also reviewed publicly available aviation industry reports relating to the global aviation industry to understand the possible timing and speed of recovery from the pandemic.</p> <p>The AC considered the findings of the external auditors, including their assessment of the suitability of valuation methodologies and the underlying key assumptions applied in the determination of the value-in-use of the CGUs.</p> <p>The AC was satisfied with the impairment review process, the approach and methodology used and the assessment that no impairment was required as at the end of financial year.</p>
Impairment of associates and joint ventures	<p>The AC considered Management's approach and methodology applied to the impairment of associates and joint ventures, focusing on those with indicators of impairment and the key assumptions used in the determination of their value-in-use, including the macroeconomic outlook and other key drivers of cash flow projections. The value-in-use is highly dependent on the recovery assumptions relating to the COVID-19 pandemic. The AC also considered recent analyst market reports to obtain an understanding of the actual growth rates and outlook of the industries in which the CGUs operate, including the possible timing and speed of recovery from the COVID-19 pandemic on the global aviation industry.</p> <p>The AC was also periodically briefed on the developments in the key associates and joint ventures.</p> <p>The AC received detailed reporting from the external auditors on their assessment of the value-in-use of the associates and joint ventures with indicators of impairment.</p> <p>The AC was satisfied with the impairment review process, the approach and methodology used, and the assessment that no impairment for investments in associates and joint ventures was required as at the end of financial year.</p>

AC Meetings

The AC is required under its terms of reference to meet at least four times a year. The AC met four times in FY2021-22.

The AC meets with the external auditors and with the internal auditors, in each case without the presence of Management, at least annually.

Corporate Governance Report

Review of Independence and Objectivity of External Auditors

The AC reviews the independence and objectivity of the external auditors annually, taking into consideration the requirements under the Accountants Act 2004. It has also reviewed the nature and volume of non-audit services provided by the external auditors to the Group during FY2021-22, KPMG LLP, and the fees, expenses and emoluments paid or made to them, and is satisfied that they have no significant impact on the independence and objectivity of the external auditors. The total fees payable to KPMG LLP for FY2021-22, and the breakdown of fees for audit and non-audit services, are as follows:

Fees for FY2021-22	S\$(m)
For audit services	1.00
For non-audit services	0.26
Total	1.26

At the recommendation of the AC and as approved by the Board, the re-appointment of KPMG LLP as the external auditors is subject to shareholders' approval at the forthcoming AGM.

The Company has complied with Rule 712, Rule 713 and Rule 715 of the Listing Manual in relation to its auditing firms and the rotation of the audit partner.

Accountability

The Company adopts half-yearly reporting of its financial results which are prepared in accordance with the Singapore Financial Reporting Standards (International). Shareholders were presented with the half-year and full-year financial results within 45 days of the end of the half year financial period and 60 days of the end of the financial year respectively. Through the release of its financial results, the Board aims to present the shareholders with a balanced and understandable assessment of SATS' performance, position and prospects. However, in order to provide shareholders with a better understanding of the Company's performance in the context of the current business environment, the Company also provides voluntary quarterly business updates containing meaningful and relevant financial and non-financial information on the Company's performance for the first and third quarters of each financial year. These voluntary quarterly business updates will include a discussion of the significant factors that affected the Company's interim performance and relevant market trends including the risks and opportunities that may have a material impact on the Company's prospects.

SATS strives to communicate pertinent information to shareholders and the investment community in a clear and detailed manner, and on a regular and timely basis. We disseminate material price-sensitive and trade-sensitive information to the public on a timely and non-selective basis, to provide our stakeholders with the latest and most relevant information they require to make informed decisions about the value of SATS and our long-term prospects. During the course of the COVID-19 pandemic, we have kept shareholders informed on the industry outlook as well as the Group's financials through quarterly business updates. Through social media platforms as well as SATS' corporate website, we have also updated the public on the various initiatives that we have participated in as part of our community efforts to help those in need during the pandemic.

SATS also participates in virtual investor conferences to meet with investors who are interested in knowing more about our business. We also respond to email requests from key institutional investors to meet with the senior management team on specific matters and queries about our business. Communications with our stakeholders are conducted in an open and transparent manner and in compliance with the requirements of the Listing Manual.

Integrity of Financial Statements

The Company has in place a process to support Management's representations to the Board on the integrity of the Group's financial statements and internal control systems in relation to the requirement under the Listing Manual for the Board to issue a negative assurance statement that accompanies the Company's announcement of its financial statements.

Monthly management accounts of the Group (covering, *inter alia*, consolidated unaudited profit and loss accounts, consolidated balance sheet and explanatory notes explaining any variance) are circulated to the Board for their information.

Independent Internal Audit Function

The Group's Internal Audit Department's (IAD) objectives, scope of authority and responsibilities are defined in the Group's Internal Audit Charter, which is approved by the AC. The AC is satisfied that IAD is adequately resourced, effective and independent of the activities it audits. IAD does not undertake any operational responsibility or authority over any of the activities within its audit scope.

IAD serves to provide the AC with reasonable assurance that the Group maintains adequate and effective internal controls and risk management systems, through assessing the design and operating effectiveness of key internal controls and procedures that govern key business processes and risks identified in the overall risk framework of the Group.

IAD adopts a risk-based approach in formulating the annual internal audit plan that aligns its activities to the key risk areas across the Group. The annual audit plan is developed based on a documented risk and control assessment framework, which considers inherent risk and control effectiveness of each auditable entity or process in the Group, and includes consideration of inputs and expectations from Management and the Board. Audit projects are planned based on the results of the assessment, with priority given to auditing higher risk areas.

The annual internal audit plan is reviewed and approved by the AC. The AC conducts an annual review of the adequacy, effectiveness, independence, scope and results of the internal audit function and ensures that IAD has appropriate standing within the Group to perform its function effectively.

Audit reports containing identified issues and corrective action plans are reported to the AC and Senior Management¹. Progress of the corrective action plans is monitored and past due action plans are included in regular reports to Senior Management and the AC. IAD works closely with the external auditors to coordinate audit efforts and updates the external auditors of all relevant audit matters.

IAD is headed by Vice President, Internal Audit, and staffed by suitably qualified and experienced executives. Internal auditors report to the Head of Internal Audit, who reports functionally to the AC. In the execution of its audit activities, IAD is authorised to obtain the assistance of specialist or specialised services (such as technology audits) from within or outside the organisation or to outsource audit projects to reputable firms with project-appropriate resources and specialised skills. In situations where the audit work to be carried out by IAD may potentially give rise to conflicts of interest, it will be brought to the attention of the AC. The AC may authorise such audit work to be carried out by an independent third party as it deems appropriate.

The appointment and removal of the Head of Internal Audit are subject to the approval of the AC. Under the Group's Internal Audit Charter, IAD has full access to the AC and unrestricted access to all the Group's documents, records, properties and personnel. Restrictions to these accesses imposed by any employee or management of the Group, which prevents IAD from performing its duties, will be reported immediately to PCEO or directly to the AC, based on circumstances as determined by the Head of Internal Audit.

IAD is a corporate member of the Singapore chapter of the Institute of Internal Auditors (IIA). It is guided by the Standards for the Professional Practice of Internal Auditing set by the IIA. Training and development opportunities are provided for IAD staff to ensure their technical knowledge and skill sets remain current and relevant. Support is also given to IAD staff to achieve and maintain their certification and relevant professional accreditations (e.g., Certified Internal Auditor, Certified Fraud Examiner, Certified Information Systems Auditor and Chartered Accountants, etc.). A structured programme is in place for professional service providers engaged by the Group to regularly share their knowledge and expertise with IAD staff. IAD staff also attend external trainings and seminars conducted by reputable public accounting and auditing firms, and professional associations such as IIA, Association of Certified Fraud Examiners, Institute of Singapore Chartered Accounts, Singapore Accountancy Commission and ISACA.

Review of Interested Person Transactions

The Group has established policies and procedures to comply with the reporting requirements under Chapter 9 of the Listing Manual relating to interested person transactions (IPTs). IAD regularly reviews the IPTs entered into by the Group to verify the accuracy and completeness of the relevant IPT disclosures. The IPTs will be documented and submitted in a report to the AC for their review. During the financial year under review, the AC, assisted by the internal auditors, reviewed the IPTs (including those IPTs entered into pursuant to the Shareholders' Mandate approved by shareholders at the last AGM held in 2021), and is satisfied that the IPTs were made on normal commercial terms and are not prejudicial to the interests of the Company and its minority shareholders. The details of the Shareholders' Mandate (as proposed to be renewed at the forthcoming AGM) are set out in the Appendix to the Letter to Shareholders dated 23 June 2022. The Appendix describes, *inter alia*, the review procedures for determining transaction prices of, and the relevant internal approval thresholds for, IPTs entered into pursuant to the Shareholders' Mandate.

¹ Senior Management are employees holding the rank of Senior Vice President and above.

Corporate Governance Report

As required by the Listing Manual, details of the IPTs entered into by the Group are disclosed in this Annual Report. Pursuant to the Listing Manual, where any IPT requires specific shareholders' approval, the interested person and any associate of the interested person must abstain from voting on the resolution and must not accept appointments as proxies unless specific instructions as to voting have been given. In relation to the annual renewal of the Shareholders' Mandate at the Company's AGMs, interested persons covered by the mandate, as well as their associates, must abstain from voting on the resolution to renew the Shareholders' Mandate and the Company will disregard any votes cast by such persons on such resolution.

Nominating Committee (NC)

The NC is chaired by Ms Euleen Goh, and its members are Ms Jessica Tan and Mr Chia Kim Huat. All of the NC members (including the NC Chairman) are independent.

Key Responsibilities of the NC

The key responsibilities of the NC include the following:

- Implement and monitor the Board Diversity Policy, and review and make recommendations to the Board on the composition of the Board, taking into consideration diversity of skills, experience, gender, age, knowledge, size, geography, nationality and ethnicity
- Make recommendations to the Board regarding the process for identification and selection of new Directors, including recommending Directors for appointment to the Board Committees
- Make recommendations to the Board on re-nominations and re-appointments of existing Directors
- Review and make recommendations to the Board on succession planning for Board and Board Committee members, including for the Chairman of the Board and the Chairmen of the respective Board Committees
- Evaluate the independence of Directors on an annual basis, and as and when circumstances require
- Determine if Directors are able to and have been adequately and effectively carrying out their duties as Directors of SATS, especially those who hold multiple directorships and principal commitments
- Make recommendations to the Board on the Board evaluation process and objective performance criteria
- Implement the Board evaluation process for assessing the effectiveness of the Board as a whole and the effectiveness of the Board Chairman, Board Committees and individual Directors
- Review and make recommendations to the Board on the training and professional development programmes for the Directors, and ensuring that new Directors are aware of their duties and obligations and undergo the listed entity director training programme (where necessary)
- Save as otherwise disclosed below, such other authorities and duties as provided in the 2018 Code

Under Provision 4.1(a) of the 2018 Code, one of the responsibilities of the NC is to make recommendations to the Board on relevant matters relating to the review of succession plans for directors, in particular the Chairman, the CEO and key management personnel. Practice Guidance 4 accompanying the 2018 Code was amended with effect from 1 July 2021 to clarify that the Board, having regard to the particular circumstances of the company, has the prerogative to determine that any other board committee can be given the responsibility to review the succession plans for the PCEO and key management personnel succession.

The Board has considered the requirements of the Company and decided that the review of succession plans for PCEO and key management personnel would be under the purview of our Remuneration and Human Resource Committee (RHRC) instead of our NC. The RHRC, together with the PCEO (as applicable), conducts an annual succession planning review of the Relevant Key Management Personnel² and other selected key positions, taking into account, the Group's current needs and future strategic capabilities. Any recommendations made by the RHRC on the review of succession plans for the PCEO and the Relevant Key Management Personnel² will be presented to the Board for approval. Such an arrangement allows the RHRC to consider succession planning holistically with other human resource related issues such as remuneration, talent retention and recruitment. Further, the undertaking of the review of succession plans for the PCEO and Relevant Key Management Personnel by the RHRC instead of the NC does not detract from the underlying principle that there should be a formal and transparent process for the appointment of the PCEO and the Relevant Key Management Personnel. Both the NC and RHRC consist entirely of non-executive independent Directors.

² Relevant Key Management Personnel in this context are the PCEO and his direct reports.

NC Meetings

The NC met two times in FY2021-22. The NC terms of reference requires the NC to meet at least once a year.

Review of Board Composition and Size

The Board, through the NC, reviews the composition of the Board, taking into consideration diversity of skills, experience, gender, age, knowledge, size, geography, nationality and ethnicity. The NC has developed a set of principles to guide it in carrying out its responsibilities of reviewing and determining an appropriate Board composition, and implements and monitors the Board Diversity Policy. The NC reviews the composition of the Board to ensure that the Board comprises Directors who as a group provide core competencies, in areas such as accounting, finance, legal, supply chain management and logistics, branding, business, management (including human capital development and management) experience, industry knowledge, technology, strategic planning experience, and customer-based experience/knowledge, required for the Board to be effective.

The Board, in concurrence with the NC, is of the view that, taking into account the nature and scope of our operations, the requirements of our businesses and to facilitate effective decision-making, the appropriate size of the Board should range from eight to twelve members, with independent Directors making up the majority of the Board (10 out of 11 directors) notwithstanding that Rule 210(5)(c) of the SGX Listing Manual only requires that independent directors comprise at least one-third of the issuer's board at any time. No individual or small groups of individuals dominate the Board's decision-making.

No alternate Directors were appointed during FY2021-22. The Board will generally avoid approving the appointment of alternate Directors, which is in line with the principle that Directors must be able to commit time to SATS' affairs. The Board believes that alternate Directors should only be appointed in exceptional circumstances, and will generally not approve the appointment of alternate Directors.

Each Director brings to the Board a myriad of technical, professional, business and geographical experience and competencies to SATS, as can be seen from the chart on "Directors' Expertise and Experience Matrix" set out above. The NC, when sourcing and identifying suitable candidates for the Board, aims to ensure that the Board has an appropriate balance and diversity of skills, experience and knowledge in setting the overall business strategies and directions of the Company and its group of companies as well as providing guidance to the Management. The current Directors' Expertise and Experience Matrix reflects that the Directors have the expertise in the requisite areas identified by the Board as described under the heading "Board Composition" above. The NC, in reviewing the Board's composition, rotation and retirement of Directors and succession planning, has further given due regard for the benefit of diversity on the Board.

Selection and Appointment of New Directors

The NC regularly reviews the existing attributes and competencies of the Board in order to determine the desired experience or expertise required to strengthen or supplement the Board, taking into consideration the composition and the need for progressive renewal of the Board. A Directors' Experience and Expertise Matrix is prepared, which provides an overview of the Directors' experience and expertise and serves as a guide for the NC when sourcing and identifying suitable candidates for the Board.

The NC is responsible for making recommendations to the Board regarding the identification and selection of new Directors. Taking into consideration the desired qualifications, skillsets, competencies and experience which are required to supplement the Board's existing attributes, if need be, the NC may seek assistance from external search consultants for the selection of potential candidates. No external search consultant was engaged during FY2021-22. Directors and Management may also put forward names of potential candidates, together with their curriculum vitae, for consideration. The NC, together with the Chairman of the Board, then meet with the short-listed candidates to assess their suitability, before submitting the appropriate recommendations as to the appointment of any candidate to the Board for its approval.

During FY2021-22, the NC reviewed and considered the succession plans for the Board and Board Committee members. Following such review and consideration, Mr Kerry Mok, who was appointed as PCEO on 15 December 2021, was nominated and appointed to the Board as an executive non-independent Director with effect from 1 January 2022. The NC also reviewed the composition of the Board Committees and proposed the following appointments which the Board subsequently approved:-

- Mrs Deborah Ong was appointed as the AC Chairman and a member of the BRSC on 23 July 2021;
- Ms Vinita Bali was appointed as a member of the BRSC on 23 July 2021; and
- Mr Kerry Mok was appointed as a member of the EXCO on 1 January 2022.

In identifying any potential candidates for the Board, the NC will also take into account whether the candidate has fully discharged his/her duties and obligations during his/her previous directorship of a company listed on the SGX-ST, whether the candidate has previously served on the board of a company with an adverse track record or with a history of irregularities or is/was under investigation by regulators and whether a candidate's resignation from the board of any such company would cast doubt on his/her ability to act as a director of the Company.

Corporate Governance Report

Review of Directors' Independence

The NC is tasked to determine on an annual basis, and as and when circumstances require, whether or not a Director is independent, having regard to the definition of an "independent Director" and guidance as to the types of relationships which would deem a Director not to be independent, under the Listing Manual, the 2018 Code and its accompanying Practice Guidance.

Under the 2018 Code, an "independent Director" is one who is independent in conduct, character and judgement, and has no relationship with SATS, its related corporations, its substantial shareholders or its officers that could interfere, or be reasonably perceived to interfere, with the exercise of the Director's independent business judgement with a view to the best interests of SATS. Under the Listing Manual, a Director will not be independent if he/she is employed or has been employed by SATS or any of its related corporations in the current or any of the past three financial years, or if he/she has an immediate family member who is employed or has been employed by SATS or any of its related corporations in the current or any of the past three financial years, and whose remuneration is or was determined by the RHRC.

Ms Jenny Lee was appointed to the SATS Board on 25 January 2019. She was subsequently appointed as a non-executive independent Director of Temasek Holdings (Private) Limited ("Temasek") with effect from 1 January 2022. Temasek is a substantial shareholder of SATS. Ms Lee has confirmed that she is not accustomed or under any obligation, whether formal or informal, to act in accordance with the directions, instructions or wishes of Temasek in relation to SATS' corporate affairs. She further confirmed that her appointment as a Director of Temasek does not interfere, and would not be reasonably perceived to interfere, with the exercise of her independent business judgement in the best interests of SATS and she does not have any other relationship (whether familial, business, financial, employment or otherwise) with Temasek that could interfere, or be reasonably perceived to interfere, with the exercise of her independent business judgement in the best interests of SATS. She has agreed to recuse herself from participating in any and all discussions and decisions concerning transactions/matters and/or proposed transactions/matters between SATS and Temasek. The NC and the Board, having reviewed Ms Jenny Lee's declaration of independence and her above mentioned confirmations, have determined that Ms Lee is an independent Director.

Additionally, with effect from 1 January 2022, Rule 210(5)(d)(iii) of the Listing Manual provides that a director will not be independent if he/she has been a director for an aggregate period of more than nine years and his/her continued appointment as an independent director has not been sought and approved in separate resolutions by (A) all shareholders; and (B) shareholders, excluding the directors and the chief executive officer of the issuer, and their respective associates (the Two-Tier Vote).

In this regard, as Ms Euleen Goh was appointed to the SATS Board as an independent Director on 1 August 2013 (and as Board Chairman with effect from 19 July 2016), she will reach nine years of service on 1 August 2022. The Company is accordingly seeking shareholders' approval for the continued appointment of Ms Goh as an independent Director from 1 August 2022 via the Two-Tier Vote at the Company's forthcoming AGM. If obtained, the requisite approvals will remain in force until (a) her retirement or resignation as a Director, or (b) the conclusion of the third AGM following the passing of the relevant resolutions under the Two-Tier Vote, whichever is earlier. If Ms Goh's re-election as Director is approved by shareholders but her continued appointment as an independent director is not, Ms Goh will be regarded as a non-independent Director from 1 August 2022. Either way, the Company will continue to plan for the succession of the role of Board Chairman, which will be implemented to ensure a smooth transition and to maintain effectiveness of the Board.

In seeking the Two-Tier Vote for Ms Goh to continue as an independent Director, the Board aims to strike an appropriate balance between the need for board refreshment whilst providing for continuity in leadership and guidance to Management amidst the challenging operating environment. There have been changes to the Key Management Personnel of the Company over the recent years, including the appointment of Mr Kerry Mok as PCEO on 15 December 2021. As the Company gears up for aviation recovery, there has also been significant transformation with a focus on operational excellence and proficiency as well as to meet the increasing demands of our customers and eco-system partners. Additionally, the Company continues to assess growth opportunities aligned to our strategic direction. The NC (with Ms Goh abstaining and recusing herself) has considered the above factors and assessed that it would be in the best interest of the Company for Ms Goh to continue serving as an Independent Director and Board Chairman in order to oversee the management transition and implementation of the various initiatives. The Company would benefit from an independent Director who has, over time, accumulated deep institutional knowledge, expertise and valuable insights into the Company's business and established strong relationships with key regulators and customers. Ms Goh has made invaluable contributions to the Company, particularly in her guidance to the Management team especially during the COVID-19 pandemic and she is also well placed to continue to guide the Company in its transformation journey.

With regard to the perception of Ms Goh's independence because of her long tenure, the NC and the Board (in both cases, with Ms Goh abstaining and recusing herself from the deliberations as to her independence) have determined that Ms Goh's independence from Management has not been compromised as she remains objective and independent-minded in Board and Board Committee deliberations. This can be seen from her robust discussions with the PCEO and the Management team during Board and Board Committee meetings and her constructive challenges to them on matters raised for deliberation. It is also worthwhile to note that during her tenure as an independent Director, there have been various changes to the key management personnel of the Company, including the PCEO. As such, the NC and the Board have determined that Ms Goh's independence will not be compromised due to a long tenure of working with the same management team.

On this basis, the NC and the Board are confident that Ms Goh is and would be able to continue to discharge her duties independently as Director and Chairman of the Board.

The Directors complete an annual confirmation of independence, whereby they are required to critically assess their independence, which the NC takes into account for the purposes of this review. The Directors are mindful, however, that the relationships identified in the annual confirmation of independence are only indicators of possible situations where independent judgment may be impaired, but are not in themselves conclusive. Independence is often only meaningful in the context of each particular relationship considering the business environment, shareholding, organisational structure and operating constraints. Directors also disclose any relationship with SATS, its related corporations, its substantial shareholders or its officers which may affect their independence, as and when they arise.

The NC and the Board have determined that the independent Directors as at the end of FY2021-22 are Ms Euleen Goh, Mr Achal Agarwal, Ms Vinita Bali, Mr Chia Kim Huat, Mr Michael Kok, Ms Jenny Lee, Mrs Deborah Ong, Ms Jessica Tan, Mr Tan Soo Nan and Mr Yap Kim Wah.

Some of our Directors are also board members or executive officers of organisations that provide or receive services to or from the SATS Group in the ordinary course of business and on normal commercial terms. These transactions were entered into based on merit and competitive terms negotiated by Management, and the relevant Directors were not involved in the process for, or approval of, the transactions. These Directors have also confirmed that they were not involved in the decision by their respective organisations to enter into the transactions with the SATS Group. The NC and the Board considered the conduct of each such Director in the discharge of their duties and responsibilities as Directors of SATS, and are of the view that the foregoing relationships did not impair their ability to act with independent judgment in the discharge of their duties and responsibilities as SATS Directors. On this basis, the Board, taking into account the views of the NC, arrived at the determination that each such Director is independent. The relevant Directors recused themselves from the Board's and (where applicable) the NC's deliberations on their own independence.

Mr Kerry Mok is the PCEO, and is the only executive Director on the Board. He is thus a non-independent Director. The nature of our business and operations merit the continuity of an executive Director on the Board to provide independent Directors with the requisite background and knowledge to facilitate their independent judgment and decision-making.

Review of Directors' Time Commitments

The NC determines annually whether a Director has been adequately carrying out his/her duties as a Director of SATS, taking into consideration the number of that Director's other listed company board representations and other principal commitments. The NC is of the view that the number of each Director's other directorships was in line with our internal guideline that the maximum number of listed company board representations which any non-executive Director may hold should not be more than six. Having regard to each Director's attendance record for Board and, where applicable, Board Committee meetings, and his/her ability to contribute effectively thereat, the NC is of the view that each Director has been able to effectively discharge his/her duties as a Director of SATS, and is satisfied that Directors who hold multiple board representations nevertheless devote sufficient time and attention to SATS's affairs. In particular, the NC reviewed the Directors' time commitments in FY2021-22, and the NC and the Board noted that notwithstanding the number of other non-listed directorships that Ms Jenny Lee holds, she has been able to attend all the Board meetings and has contributed substantially to the discussions at such meetings and whenever called upon for ad-hoc meetings.

The role of the Chairman, in particular, requires significant time commitment. As Board Chairman, Ms Euleen Goh plays a crucial role as she is required to provide leadership to the Board and to ensure that the Board plays a full and constructive part in the development and determination of the Group's strategies, objectives and growth. Although Ms Goh also currently serves on the board of another listed company, the NC and the Board (each, without Ms Goh's participation) were of the view that she has managed her other time commitments appropriately and has enough capacity to discharge her obligations as our Chairman. This was reflected in her full attendance of all relevant meetings and the time spent in the conduct of her various duties as outlined in this Corporate Governance Report.

During FY2021-22, except for Mr Tan Soo Nan and Mr Yap Kim Wah who attended eight out of nine Board meetings and Mr Yap Chee Meng who attended all Board and relevant Board Committee meetings held during his tenure as a Director during FY2021-22 save for one BRSC meeting, the rest of the Directors achieved full attendance for Board and Board Committee meetings held during their respective tenures as Directors and (where applicable) Board Committee members. The meeting attendance records of all Directors, their list of directorships and other principal commitments are fully disclosed in our Annual Report.

Corporate Governance Report

Assessment of Board Performance

The Board, with the assistance of the NC, has approved the objective performance criteria and implemented a process for assessing the effectiveness of the Board as a whole and its Board Committees, and for assessing the contributions by the Chairman and each individual Director of the Board.

The NC assesses each individual Director's contribution to the effectiveness of the Board annually and as and when required.

Assessment of Board and Board Committees and individual Director's performance is carried out annually through evaluation questionnaires. No external consultant was engaged for the Board performance assessment process in FY2021-22. The NC has determined that an external consultant will be engaged once every three years.

The questionnaire sent to Directors has evaluations on the Board and Board Committees, on peer performance, and on self-assessment on independence. Issues such as Board composition, Board independence, Board dynamics and culture, Board processes, information management, investor relations and corporate social responsibility, oversight of strategy and performance, support and recognition of Management, effectiveness of the Board in fulfilling its role of creating and delivering sustainable value to shareholders (while also keeping other stakeholders' interests in balance), benchmarking with industry peers, effectiveness of Board Committees, PCEO performance and succession planning, Directors' development and management and risk management are covered. For the peer evaluation contained in such questionnaire, the Directors are encouraged to provide comments about the contribution of their peers, the objective of which is to show whether each Director has demonstrated his/her willingness and ability to constructively challenge and contribute effectively to the Board, and his/her commitment to his/her roles on the Board. Since FY2020-21, the assessment on the Company's readiness to react and respond to the evolving COVID-19 situation and ensuing pandemic as well as the Company's preparedness to deal with longer term disruptions based on pandemic risk events were included in the evaluation questionnaire.

Feedback from the senior management team regarding the Board's performance was not conducted in FY2021-22. This exercise is usually conducted once in every three years when NC appoints an external consultant to facilitate the Board evaluation process.

The results from the questionnaires and the feedback obtained from the Directors were collated by the Company Secretary and shared with the Board Chairman and the NC members, and subsequently with the entire Board. Based on the feedback received from the Directors, the following aspects of the Board stood out:

- Good governance and quality of Directors – there is also cohesion amongst the Directors
- Active and open engagement between Board and Management
- Board is involved in charting the strategic direction of the Company and reviewing major transactions
- Significant commitment by the Board and Management towards upholding the highest standards of corporate governance
- Detailed information is shared with the Board to facilitate its decision-making

The Board Chairman held discussions with each individual Director on any concerns which the Director might have, provided him/her with feedback on his/her performance, and also sought his/her feedback on the Chairman's own performance. The Board discussed the findings of the evaluation and agreed to follow-up on proposed action items.

Orientation and Training for Directors

The NC exercises oversight on the orientation, training and professional development of Directors.

We have a formal and structured orientation framework. Newly-appointed Directors undergo a two-day familiarisation exercise whereby they undergo a comprehensive and tailored programme, including visits to major businesses and joint ventures, site visits to the kitchens, apron and cargo terminals, abattoirs, etc., as well as presentations by members of Management, to facilitate the Directors' understanding of the Group's objectives, strategic plans, businesses, operations and processes. Each of the newly-appointed Directors is also sent a formal appointment letter setting out their roles, duties, obligations and responsibilities, and requesting the Director to sign the prescribed undertaking to use his/her best endeavours to comply with the requirements of the Listing Manual. External legal counsel may also be engaged to conduct briefing sessions for newly-appointed Directors on the roles and responsibilities of a Singapore listed company director. As a newly appointed Director, Ms Vinita Bali had been provided with briefings from members of Management virtually on the Group's objectives, strategic plans, businesses, operations and

processes in May 2021. Following the easing of border measures, Ms Bali visited the various business operations in Singapore and Bangalore in March 2022.

Copies of the minutes of immediate past Board and Board Committee meetings are made available on the secure online portal. Directors are also provided with other materials relating to the Board and Board Committees, including the terms of reference of the various Board Committees on which they are appointed as well as relevant guidelines and policies.

A new Director who has no prior experience as a director of an issuer listed on the SGX-ST must also undergo mandatory training in his/her roles and responsibilities as prescribed by the SGX-ST, unless the NC is of the view that training is not required because he/she has other relevant experience, in which case the basis of its assessment will be disclosed.

Ms Vinita Bali was appointed as a Director on 10 May 2021. Although Ms Bali had no prior experience as a director of a company listed on the SGX-ST, she has considerable experience sitting on the boards of companies listed on the London Stock Exchange, New York Stock Exchange, NASDAQ, Bombay Stock Exchange and India's National Stock Exchange. In light of Ms Bali's relevant experience, the NC was of the view that she is not required to attend the trainings on the roles and responsibilities of a director of a listed issuer as prescribed by the SGX-ST. She was instead, briefed by external counsel on the roles and responsibilities of a Director of a company listed on the SGX-ST which covered areas such as continuous disclosure obligations, interested person transactions, significant transactions, penalties for non-compliance with the Listing Manual, disclosure of interests in securities and disclosure of conflicts of interests and interests in transactions with the Company.

Mr Kerry Mok, who was appointed as the PCEO and an Executive Director on 15 December 2021 and 1 January 2022 respectively, had no prior experience as a director of a company listed on the SGX-ST. Mr Kerry Mok will be attending his training on the roles and responsibilities of a director of a listed issuer as prescribed by the SGX-ST and will complete such training within one year from his appointment.

The Directors are provided with continuing education particularly on relevant new laws, regulations and changing commercial risks. They are briefed by the Company Secretary in areas such as directors' duties and responsibilities under the Companies Act, Listing Manual, Securities and Futures Act 2001 (SFA), etc. to enable them to carry out their statutory and fiduciary duties as well as to update and refresh them on matters that may affect and/or enhance their performance as Board members.

As part of the Directors' ongoing training, Directors are encouraged to attend training, conferences, courses and seminars conducted by external organisations such as the Singapore Institute of Directors and Temasek Management Services Pte. Ltd. on corporate governance, leadership and industry-related subjects. The registration process is facilitated by SATS and the course fees are borne by SATS. Workshops, conferences and seminars attended by some of the Directors during FY2021-22 included the ACRA-SGX-SID Audit Committee Seminar 2022 and the SID Directors Conference 2021.

Pursuant to Rule 720(7) of the Listing Manual, all of the Directors will undergo the required training on sustainability matters as prescribed by the SGX-ST during the course of FY2022-23.

Review of Board Tenure

The NC reviews the tenure of the non-executive Directors. With effect from FY2010-11, newly appointed non-executive Directors are appointed to serve an initial term of three years and such initial term of office may be renewed for subsequent terms upon the recommendation of NC and as approved by the Board.

Rotation and Re-Election of Directors

The NC reviews and recommends to the Board the rotation and re-election of Directors at the AGM, taking into consideration the composition and the need for progressive renewal of the Board.

One-third (or the number nearest one-third rounded upwards to the next whole number) of the Directors are required to retire from office at each AGM. All Directors (including the PCEO) are required to retire from office at least once every three years. Retiring Directors are eligible for re-election. All new Directors appointed by the Board during the financial year hold office only until the next AGM, but will be eligible for re-appointment at that AGM.

The Directors who are retiring by rotation under Article 90 of the Constitution of the Company and standing for re-election at the forthcoming AGM are Ms Euleen Goh, Mr Yap Kim Wah, Mr Achal Agarwal and Ms Jenny Lee. Mr Kerry Mok, who was appointed after the last AGM, will be retiring under Article 96 of the Constitution of the Company and will be standing for re-election at the forthcoming AGM. The NC (after having taken into consideration the principles for the determination of the Board size and composition adopted by it and where applicable, the duration of their appointments to the Board) recommends the re-election of each of the Directors standing for re-election at the forthcoming AGM. The NC's recommendation, which has been endorsed by the Board, follows the NC's assessment of the Directors' competencies, commitment, contribution and performance (including attendance, preparedness, participation and candour at Board and Board Committee meetings) including, where applicable, his/her performance as an independent Director.

Corporate Governance Report

Remuneration and Human Resource Committee (RHRC)

The RHRC is chaired by Ms Euleen Goh, and its members are Mr Achal Agarwal and Mr Michael Kok. All of the RHRC members (including the RHRC Chairman) are independent Directors.

The RHRC has access to expert advice from external consultants on remuneration. In FY2021-22, the RHRC sought views on market practices and trends from an external consultant, Aon, on top management compensation. The RHRC undertook a review of the independence and objectivity of the external consultant through discussions with them and was satisfied that the external consultant has no relationships with the Company that would affect their independence and objectivity.

Key Responsibilities of the RHRC

The RHRC plays an important role in helping to ensure that we are able to attract, recruit, motivate and retain the best talents through competitive remuneration and progressive policies such as pay-for-performance so as to achieve the Group's goals, provide good stewardship and deliver sustainable shareholder value. Its key responsibilities include:

- Reviewing and recommending the remuneration framework of the Company (including compensation structure, bonus and employee share plans) to the Board for endorsement
- Reviewing and recommending the specific remuneration packages for each Director, the PCEO and each Relevant Key Management Personnel, to the Board for endorsement
- Overseeing the terms of appointment and scope of duties of the PCEO and other Relevant Key Management Personnel, including succession planning for their roles
- Evaluating on an annual basis, the achievement of performance targets for each Relevant Key Management Personnel as agreed at the beginning of the financial year with the Board and/or the PCEO, as the case may be, and recommending to the Board their respective total compensation
- Reviewing and approving compensation payable to the PCEO and the Relevant Key Management Personnel in the event of early termination of their contracts of services, if such payment is considered appropriate in the circumstances by the RHRC
- Advising on the organisation structure to drive the Company's strategic growth
- Reviewing succession planning for Relevant Key Management Personnel including the PCEO position and other selected key positions, with the PCEO, taking into account current needs and future strategic capabilities. The RHRC had various succession planning discussions over the financial year with the Board.
- Reviewing talent development framework and processes to build deep bench strength and a strong talent pipeline
- Carrying out such other authorities and duties as provided in the 2018 Code

In discharging its responsibilities, the RHRC considers all aspects of remuneration and performs benchmarking against comparable organisations, to ensure that all aspects of remuneration (including termination terms) are fair and competitive.

The RHRC's recommendations regarding remuneration of the PCEO, Relevant Key Management Personnel and the non-executive Directors have been submitted to and endorsed by the Board, which is ultimately accountable for all remuneration decisions.

RHRC Meetings

The RHRC is required by its terms of reference to meet at least twice each financial year, with additional meetings to be convened as and when required. The RHRC met four times in FY2021-22.

Key Executives' Remuneration

The Company's key executives' remuneration framework is designed to link a significant and appropriate proportion of rewards to the Company and individual performance, and takes into consideration the risk policies of the Company so as to be symmetric with risk outcomes and sensitive to the time horizon of risks. The framework aligns key executives compensation with the interests of shareholders, balancing between short-term and long-term business interests and sustainability, as defined within the Company's strategy and risk policies.

Remuneration Mix for Key Executives

The principle of remuneration starts with the compensation mix – fixed pay, variable bonus and long-term incentive. Such direct compensation in cash or SATS shares, together with benefits and provident for social security where applicable, make up total remuneration.

Total direct compensation and its respective remuneration components' pay-out are symmetric with Company and individual performance over time. These remuneration components, in turn, consist of remuneration vehicles separately targeting and moderating pay-outs contingent on short and long term shareholder interest and business sustainability. The eligibility, granting and payout conditions for each vehicle differ. Overall remuneration components and types are summarised below:

Total Remuneration	Total Direct Compensation	Remuneration Components	Remuneration Vehicle
		Fixed Pay	Basic Salary Annual Wage Supplement Cash Allowances
		Variable Bonus	Performance Bonus Economic Value Added (with claw back mechanism)
		Long-Term Incentive	Restricted Share Plan Performance Share Plan
		Benefits & Provident	

Benchmarking and Target Pay Positioning

A target fixed pay for each key executive position is benchmarked to the market, ensuring market responsiveness to position job worth. Individuals are paid relative to their target pay position determined by their performance and competencies against expectations of the position. At the total direct compensation level, individuals' annualised pay-out is benchmarked to the market to reflect individual and Company performance. Benefit policies are benchmarked and assessed separately based on competitiveness and prevalence of provision in the market.

Fixed Pay

This consists of basic salary, annual wage supplement (AWS) and cash allowances.

Variable Bonus

This comprises Performance Bonus (PB) and Economic Value Added (EVA).

(a) Performance Bonus

PB rewards annual financial and operating achievements at the Group, Company and individual level. Target levels across each of the following Key Performance Indicators (KPI) are determined at the beginning of each financial year and are cascaded down. The following KPIs are allocated with equal weightage for non-managerial level employees:

- SATS Group PATMI
- SATS Company's Operating Profit
- SATS Company's Operational Performance Scorecard

The Group Balanced Scorecard is used for the measurement of achievement for managerial level employees. The targets comprised in the Group Balanced Scorecard include Financial, Operational Excellence, Customer, People and Strategic Initiatives including Sustainability. The weightage of each of the respective targets is approved by the RHRC.

For key Senior Management, an individual Performance Scorecard comprising the following quantitative and qualitative targets are used: Financial and Business, Customer, People and Strategic Transformation Objectives. In determining the payout quantum for each Relevant Key Management Personnel, the RHRC considers the overall actual achievement against Group, business unit and individual performance scorecard.

After the close of the financial year, the RHRC reviews and approves a bonus pool that is commensurate with the achievements against targets, taking into consideration exogenous factors such as the changing business environment, regulatory landscape and industry trends.

For individuals in control functions, performance targets are principally based on the achievement of the objectives of their functions.

Corporate Governance Report

(b) Economic Value Added – based Incentive Plan (EBIP)

The EBIP rewards for sustainable shareholder value creation over the medium term achieved by growing profits, deploying capital efficiently and managing the risk profile and risk time horizon of the business. A portion of the annual performance-related bonus of key executives is tied to the EVA achieved by the Group in the year. Under the plan, one-third of the accumulated EBIP bonus, comprising the EBIP declared in the financial year and the balance of such bonus brought forward from preceding years (which comprises multiple years of incentive dollar retained in the EVA bank), is paid out in cash each year. The remaining two-thirds are carried forward in the individual executive's EBIP account and such amount is at risk as it is subject to performance-related clawback and could be reduced in the event of EVA underperformance in future years. This mechanism encourages key executives to work for sustainable EVA generation and to adopt strategies that are aligned with the long-term interests of the Group.

The rules of the EBIP are subject to review by the RHRC, which has the discretion, under the authority of the Board, to amend the rules where appropriate and relevant to the business conditions.

Long-Term Incentives

Long-term incentives reward for long-term shareholder value creation, contingent on Group and Company financial and operating achievements, individual performance level, Total Shareholder Returns (TSR) and Transformation KPIs. SATS provisionally grants share awards to employees of managerial grade and above, including key executives, via the SATS Restricted Share Plan and the SATS Performance Share Plan. When performance conditions are met, vested share awards make employees regular shareholders.

(a) The SATS Restricted Share Plan (SATS RSP)

The SATS RSP is an incentive plan for management level employees. Under the plan, a specified number of shares to be granted at the end of the performance cycle will depend on individual position level, and the extent of the achievement of the financial and operating achievements at the Group, Company and individual performance level.

Performance period and performance conditions are required for the financial year preceding each tranche of payment. The first tranche of the award will vest immediately after the end of the performance period and the remaining balance will vest equally over the next two financial years to encourage the retention of such employees.

Grants of fully paid shares under the SATS RSP may also be made to the non-executive Directors in lieu of part of the cash amount of their Directors' remuneration. Such grants will have no performance conditions attached and no vesting periods imposed.

(b) The SATS Performance Share Plan (SATS PSP)

Under the SATS PSP, an initial award is made in the form of a right to receive shares, provided TSR and other performance targets are met in the future. Annual awards are made based on performance of key senior executives. The final award, which can vary between 0-150% of the initial award, depends on stretched value-aligned performance targets. They are based on absolute TSR (30%) and Transformation KPIs (70%) targets being met over the performance period of three financial years.

In FY2021-22, a total of 2,550,450 shares and 890,000 shares have been granted under the SATS RSP and SATS PSP respectively.

Details such as the plan description, performance conditions, vesting conditions and payouts under the SATS RSP and SATS PSP are set out in the Annexure below, and also in the Share-Based Payment section of the "Directors' Statement" and in the "Notes to the Financial Statements" in the "Financials" section of this Annual Report.

Retirement benefits were extended to two Relevant Key Management Personnel (who are not Directors or the PCEO) of the Company during FY2021-22. No termination, retirement or post-employment benefits were granted to Directors, or the PCEO (including the ex-PCEO, Mr Alex Hungate) during FY2021-22.

The aggregate compensation paid to or accrued to the PCEO (including the ex-PCEO, Mr Alex Hungate), the Chief Financial Officer and the Business Heads for FY2021-22 is set out below:

President and Chief Executive Officer (PCEO)	Salary ² (S\$)	Bonuses ³ (S\$)	Benefits (S\$)	Total (S\$)
Alex Hungate ⁵	920,917	0	60,263	981,180
Mok Tee Heong Kerry*	246,799	97,133	43,942	387,874

* Mr Kerry Mok served as PCEO from 15 December 2021 to 31 March 2022 and his remuneration for FY2021-22, as disclosed above has been prorated accordingly. His share awards for FY2021-22 are listed below:-

- Total SATS RSP shares of 113,700 awarded and to be vested equally over a three-year period provided the terms and conditions of the plan are met.
- Total SATS PSP shares of 86,300 granted and the number of shares to be vested will range from 0% to 150% of the initial grant and is contingent on the achievement of pre-determined targets over a three-year performance period.

Relevant Key Management Personnel	Remuneration Band ¹	Salary ² (%)	Bonuses ³ (%)	Benefits (%)	Total (%)	Awards under SATS RSP ⁴	Awards under SATS PSP ⁴
Mok Tee Heong Kerry ⁶	\$750,001 to \$1,000,000	69%	28%	3%	100%	please see*	please see*
Yacoob Bin Ahmed Piperdi ⁷	\$750,001 to \$1,000,000	55%	38%	6%	100%	35,700	–
Seah Kok Khong, Manfred	\$750,001 to \$1,000,000	59%	36%	5%	100%	88,300	60,000
Cheah Chi Choy Donny	\$750,001 to \$1,000,000	55%	10%	35%	100%	40,000	15,000
Denis Suresh Kumar Marie ⁸	\$250,001 to \$500,000	66%	24%	10%	100%	–	–

Notes:

- ¹ Remuneration bands as indicated do not include the value of any awards granted under the SATS RSP and / or the SATS PSP.
- ² Salary includes Annual Wage Supplement and employer's CPF for the year ended 31 March 2022.
- ³ Variable bonus comprises of both actual performance bonus and economic value added (EVA) bonus in respect of Company and individual performance of FY2021-22.
- ⁴ RSP shares will vest equally over a three-year period provided the terms and conditions of the plan are met. The final number of PSP shares to be vested will range from 0% to 150% of the initial grant and is contingent on the achievement of pre-determined targets over a three-year performance period.
- ⁵ Mr Alex Hungate stepped down as PCEO on 15 December 2021 and his remuneration for FY2021-22, as disclosed above, has been prorated accordingly.
- ⁶ Mr Kerry Mok served as Chief Executive Officer (CEO), Food Solutions until 14 December 2021 and assumed the position of PCEO on 15 December 2021. His remuneration for FY2021-22, as disclosed above, comprises of his prorated remuneration as CEO, Food Solutions from 1 April 2021 to 14 December 2021.
- ⁷ Mr Yacoob Bin Ahmed Piperdi retired as Chief Executive Officer (CEO), Gateway Services on 31 March 2022.
- ⁸ Mr Denis Suresh Kumar Marie retired as Chief Executive Officer (CEO), SATS India on 31 December 2021 and his remuneration for FY2021-22, as disclosed above, has been prorated accordingly.
- ⁹ The above tables reflect the remuneration of the employees who hold the rank of PCEO, Chief Financial Officer and Business Heads.

The aggregate total compensation paid to the Chief Financial Officer and the Business Heads (who are not also Directors or the PCEO) for FY2021-22 was S\$4,065,896. This amount excludes the compensation paid to Mr Kerry Mok in FY2021-22 for serving as PCEO.

No immediate family members of any Director or of the PCEO were employed by the Company or any of its related companies during FY2021-22.

Learning and Development Programmes for Employees

Learning and development is part of our DNA at SATS. We have anchored training and development to build a performance-driven culture centred around SATS' five core values: Passion to Delight, Safety, Innovation, Trust and Teamwork. We put great emphasis on people development because we believe that a workforce that is well-trained with the necessary competencies and has the adaptability to change is the critical success factor to the growth of the business. The objectives are to harness the potential of its people and to bring out the best in them. To do this, we seek to enhance employee experience and engagement by strengthening their sense of belonging to the organisation, and maximising employee productivity to help SATS' businesses grow and thrive. We want to create a purpose-driven environment for our people.

At SATS, the success formula we adopt is "BE – DO – HAVE". We believe that it is only when we develop the "BEING" of each individual to DO their jobs in a committed and purposeful manner, we then can HAVE the desired business outcome. Our leaders work together to define the four leadership principles that aim to build an open organisational culture, where every employee embraces the leadership principles in their daily work. The four leadership principles are:

- (1) be outcome-oriented;
- (2) be open-minded;
- (3) be courageous; and
- (4) be a servant leader.

Corporate Governance Report

In anticipation of the changing market landscape and an increase in customer sophistication, SATS also invests in employee training and technology to fuel sustainable business growth. In line with our “Technology Driven, People Led” strategy, it is critical to have our people on board this journey of change in order for our investments in technology to be truly fruitful. SATS understands and acknowledges that with increasing technology utilisation, there will be higher risks in terms of information management. To ensure that our people are well-equipped to manage these potential risks, identified groups of SATS employees are required to go through mandatory training on information security to ensure awareness and timely updates on best practices and knowledge on information management and security.

Additionally, SATS is recognised internationally for our ground handling, inflight catering and central kitchen expertise, and our operational know-hows and training curriculum are valuable intellectual properties. We established SATS Academy in 2018 as the umbrella organisation to consolidate and professionalise this knowledge. With this effort, we can deploy standardised programmes and accelerate our expansion overseas.

SATS Academy was appointed by SkillsFuture Singapore to deliver the Pilot Enhanced Training Support Package (ETSP) for the air transport sector from 2 March 2020 to 31 December 2021. ETSP is intended for employees in the aviation community who are affected by the disruptions and economic downturn caused by the COVID-19 pandemic. Under this support package, SATS Academy offered 115 training programmes covering topics such as ground handling support technical skills, culinary skills, critical core skills such as Managing Conflicts, Leading through People, Flying with Wellness, Sustainability and etc. SATS Academy also extended its programmes to 25 other key players in the air transport sector, including value chain partners. Over the past one year and nine months, more than 74,000 training seats were filled by more than 12,000 trainees in the aviation sector.

Only with this focus on people development, will SATS be able to achieve its vision to be the market leader by delighting customers with innovative food and seamless connections and purpose to feed and connect communities. More information on the Company’s purpose, vision and core values, can be found on our corporate website at the URL <https://www.sats.com.sg/about-sats/who-we-are>.

Annual Performance Assessment of the PCEO and Succession Plan for the PCEO and Relevant Key Management Personnel

SATS firmly believes in grooming our internal talents to take on key management roles, and we have put in place a structured process in talent and succession management. At SATS, there are two tiers of talents identified for the organisation – the Business Unit (BU) Talent Pool and the Group Talent Pool. With the diverse nature of SATS’ business, the BU Talent Pool allows for the identification and development of talents for specialised functions and expertise at the Gateway, Food Solutions and Corporate level. These three pools intersect at the Group Talent Pool where broad-based experience of the different businesses and strong leadership potential allows for the identification and grooming of Group Talents for key leadership positions. Conversations with PCEO and the business leaders are held regularly to identify individuals for the BU Talent Pool and Group Talent Pool. These regular meetings by PCEO and the business leaders to identify and develop our talents evidence a strong emphasis on talent management by the organisation.

The RHRC instituted a rigorous process for the PCEO’s succession plan and conducted an annual succession planning review of senior management and other selected key positions including PCEO, taking into account current needs and future strategic capabilities. An annual discussion is held with the Board to review the potential successors and their corresponding development plans. The potential successors and high performing employees are put through a structured talent development programme based on the development assessment centre methodology. Our talent development programme is tailored for different employee grades and serves to review existing talents for the organisation and to assess our talents to identify development gaps before they take on higher roles. Deliberate steps are also taken to ensure that talents have sufficient exposure to different job functions in the organisation. These rotation plans, which are discussed between PCEO and the relevant business leaders, form part of a talent’s individual development plan and ensure that talents will have the necessary exposure to lead the organisation in the future. We also send talents to participate in global leadership development programmes which are attended by talents from other large local companies to encourage networking and broadening of perspectives.

On 30 September 2021, Mr Alex Hungate tendered his resignation as PCEO of SATS to take on a significant new role in a different industry. The RHRC and the Board activated the Company’s well-established and comprehensive succession plans. Following a discussion on the benefit of an external search compared with the suitability of an internal candidate who had been earlier identified as possessing the relevant experience and expertise, there was consensus at both the RHRC and at the Board that the internal candidate, Mr Kerry Mok, was able and ready to step up to the expanded role and would be the most appropriate option. Mr Mok, who is a seasoned executive with more than two decades of experience including in supply chain management and logistics, was appointed as PCEO on 15 December 2021.

The RHRC also reviews the talent development framework and processes to build deep bench strength and a strong talent pipeline. Critical jobs are identified and a total of nine potential successors are identified for each position. Human Capital engages PCEO and the business leaders to review the list of critical jobs and potential successors annually based on current and future business needs. For senior leadership positions, a competency assessment is done to compare talents against the roles they may potentially succeed, and this facilitates the identification of current and future competencies necessary to perform the role in current times as well as in the future when business needs have evolved. Thereafter, mentoring and coaching, in addition to the development of a personal individual development plan, will be provided to help talents close any competency gaps to prepare them to take on these roles in the future. External talents in the market are also benchmarked along with our internal talents to see how our talents compare externally and whether we have identified the best person for each role.

Board Risk and Safety Committee (BRSC)

The BRSC is chaired by Mr Yap Kim Wah, and its members are Mr Tan Soo Nan, Mr Chia Kim Huat, Ms Vinita Bali and Mrs Deborah Ong. All of the BRSC members (including the BRSC Chairman) are independent Directors.

Key Responsibilities of the BRSC

The BRSC oversees and reviews the adequacy and effectiveness of the Group’s risk and safety management systems and programmes. Its key responsibilities include the review of:

- The Group’s strategic, financial, operational, information technology (including cyber security), and legal and regulatory compliance risks
- The adequacy of resources for the risk management functions and whether they have an appropriate standing within the Group
- The risk management policies and practices as well as the types and level of risks faced by the Group
- The activities of the SATS Group Risk and Safety Committee (SGRSC), which is responsible for putting in place risk management processes and methodologies, identifying risks and implementing mitigation plans, updating risk registers and profiles
- Reports on any material breaches of risk limits and the adequacy of proposed actions
- The Board’s Risk Management and Internal Controls Statement in conjunction with the AC
- The Group’s risk and safety management system and programmes for effectiveness and compliance with regulatory requirements and industry best practices for food safety, workplace safety and health
- The regular reports on safety, initiation of remedial actions and assessment of the level of compliance with the safety management plan
- Food safety and accident investigation findings and implementation of recommendations by Management
- The adequacy of insurance coverage for the Group

BRSC Meetings

The BRSC is required by its terms of reference to meet at least four times a year. The BRSC met five times in FY2021-22.

Risk Management and Internal Controls Statement

The Board is responsible for risk governance, and for determining the Company’s level of risk tolerance and risk appetite. The Board oversees and reviews at least annually the adequacy and effectiveness of the Group’s internal controls and risk management system implemented by Management to address risks. This system aims to provide reasonable assurance to investors regarding:

- Safeguarding the Group’s assets against unauthorised or improper use or disposal
- Protection against material misstatements or losses
- Maintenance of proper accounting records
- Reliability of financial information used within the business and for publication
- Compliance with appropriate legislations, regulations (including requirements under the listing rules of the SGX-ST) and adoption of applicable corporate governance best practices
- Identification and management of business risks

Corporate Governance Report

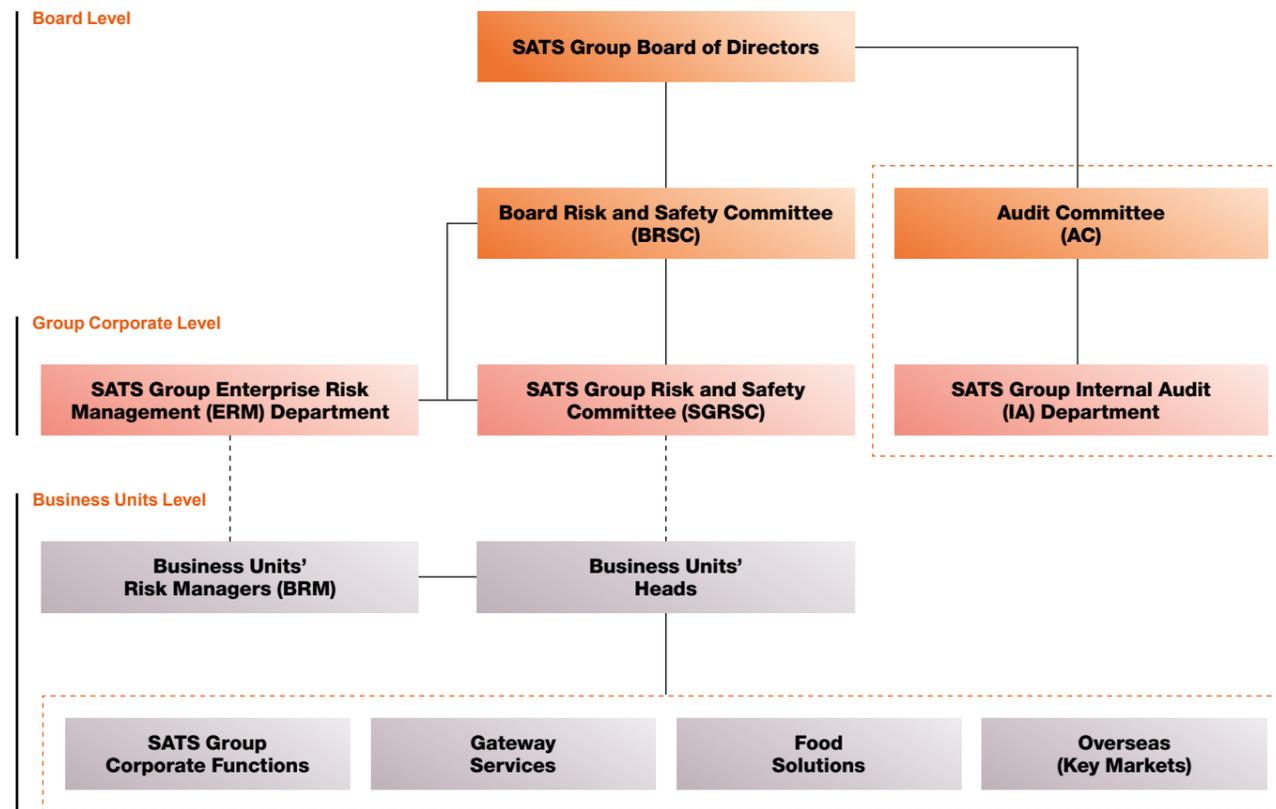
Risk Management Organisational Structure

The BRSC assists the Board in reviewing the adequacy and effectiveness of the safety and risk management systems. Under its oversight, the safety and risk management programme is executed with an integrated view of the organisation and its needs in mind.

The BRSC is supported by the SGRSC. The BRSC reviews the activities of the SGRSC, including regular risk management reports, initiatives, processes and exercises. The SGRSC, chaired by the PCEO, meets on a quarterly basis to review the risk management system and mitigation measures.

The Group Enterprise Risk Management (ERM) Department coordinates and facilitates the risk management processes within the Group. It provides support to the SGRSC in carrying out its functions.

The Group risk management reporting structure is as depicted in the diagram below.



Risk Management Overview

SATS' risk management process begins with the Board's assessment and approval of the Group's risk appetite statements. This determines the nature and extent of material risks that the Group is willing to take to achieve its strategic and business objectives. Taking the interests of key stakeholders (including creditors) into consideration, SATS' risk appetite clearly denotes the Group's desired risk profile and ensures it is aligned with the Group's strategy and business plans. The Board generally makes its considerations during the first quarter of the financial year and is kept updated on evolving risk trends, issues and Management's corresponding mitigating actions and plans in the course of the year.

Recognising the importance of connecting strategic decision-making and entity performance with risk management to accelerate the Group's growth and value creation, the Group has integrated the ERM framework with Strategy and Performance to manage the risks involved with investments.

SATS has five main risk areas – financial, strategic, operational, information technology and legal and regulatory compliance risks.

Financial

Risk Areas	What are the risks?
Credit	Risk of not being able to raise funds due to poor credit ratings; unhealthy debt/equity ratio.
Credit – Counterparty	Risk of potential financial loss resulting from customer/counterparty/business partners' failure to meet their financial obligations, i.e., payment defaults.
Interest Rate	Risk of fluctuations in interest rates which exposes the Company to volatility in its financing cost.
Liquidity	Risk of not being able to finance operations/meet short-term obligations/service finance obligations from insufficient levels of cash, difficulty in raising funds and/or cash flow fluctuations.
Foreign Exchange	Risk of unfavourable exchange rate movements of foreign currencies.

Strategic

Risk Areas	What are the risks?
Talent Attraction	Risk of not being able to attract and develop adequate key personnel and talent with the skills, knowledge and expertise to allow proper deployment.
Talent Retention	Risk of not being able to maintain a working environment which encourages current staff to remain with the Company. <ul style="list-style-type: none"> • Risk of not being able to protect the physical and mental well-being of employees resulting in injury/fatality/loss of operating licenses/loss of customers/financial penalties/sanctions/prosecution/reputation damage due to: <ul style="list-style-type: none"> • Failure to conform to safe work procedures/standard operating procedures; and • Failure to comply with licensing conditions/legal requirements.
Knowledge Retention	Risk of inadequate skilled manpower, critical skills, capabilities, experience and knowledge capture and retention to support the operations, resulting in negative impact on SATS' effectiveness, efficiency and operating results. Failure to retain and avoid loss of critical knowledge: <ul style="list-style-type: none"> • During employee downsizing/resignations/transfers/retirement; and • Due to gaps in existing knowledge management processes and systems.
Market Competition	Risk of competitive forces eroding the Company's market share and/or negatively impacting the business e.g., suppressed profits/reduced revenues due to competitive pricing, increased operating costs, declining margins, loss of key customers or employees. This also includes: <ul style="list-style-type: none"> • Failure to identify and respond to trends/changing landscape in a timely manner; • Poor contract/project/supply chain management; • Increased insurance premiums for business liabilities; • Over-reliance on single supplier; and • Underperforming vendors.

Corporate Governance Report

Strategic (cont'd)

Risk Areas	What are the risks?
Customer Demand	Failure to keep up with shifts in customers (B2B) expectations and demands and/or end-consumer (B2B4C) preferences/consumption trends. Includes delivery delays, poor product or service quality from outsourced services, etc.
Innovation	Failure to continuously improve and differentiate the Company's products, processes, people and systems.
Country Concentration	Risk of potential losses which are specifically attributed to events in a specific country (or group of countries); where the Group is unable to receive payments or generate revenue from customers/ investments in a specific country as a result of political or economic events in the country.
Investment Management	Failure to manage uncertainties arising from entering/operating in new markets that may lead to loss of shareholder value, revenue and reputation. Includes failure to manage concentration of investments in new/unfamiliar markets, as well as failure to: <ul style="list-style-type: none"> Adapt to the regulatory environment; Adapt to political regimes; Establish control over joint-venture partners; Align strategic interests and business practices with those of our joint-ventures; and Set, communicate and execute strategic directions in investment decisions.
Customer Concentration	Risk where there is a concentration of customers where risk diversification is not maintained at an acceptable level.
Environment	Adverse impact on climate change, natural resources, pollution, waste, including on land, air and water ecosystems e.g. effluents, emissions, resource depletion arising from the Company's activities.

Operational

Risk Areas	What are the risks?
Food Safety Incident	Risk that food is prepared under conditions that are unhygienic or otherwise not compliant with acceptable practices, intentional or otherwise, leading to food poisoning and/or to loss of licenses/customers/reputation (including reputational impact to stakeholders such as customers and authorities).
Major Incident	Risk of loss of operating licenses/damage to customers' assets/loss of customers/financial penalties/sanctions/prosecution/reputation damage (including reputational impact to stakeholders such as customers and authorities) due to aircraft related or major operational incidents.
Terrorist Attack	Occurrence of adverse events due to terrorist attacks at an airport, on premise or in their surroundings, that causes significant business disruptions, threatens business continuity and/or results in material loss or physical/reputational damage (including impact on stakeholders such as employees, customers and authorities).
Adverse External Event	Occurrence of adverse external events such as disease outbreaks, fire, earthquakes, physical climate-related hazards (e.g. typhoons, tropical cyclones, river floods, sea level rise, drought, heat & precipitation stress), etc. that cause significant business disruptions, threatens business continuity and/or result in material loss or physical/reputational damage.
Adverse Internal Event	Occurrence of adverse internal events due to failure of internal process management (whether related to employees, counterparties or vendors), resulting in business disruption, threats to business continuity and/or material loss or physical/reputational damage.

Information Technology

Risk Areas	What are the risks?
Cyber Attack	IT security violation resulting in business disruptions, systems breakdown, loss of business/life/assets, reputational damage (including reputational impact to stakeholders such as customers and authorities), due to: <ul style="list-style-type: none"> Lack of or inadequate maintenance/setup of equipment/IT systems; and Malicious acts by employees or external parties to penetrate the company's IT network or to temper with equipment.

Legal and Regulatory Compliance

Risk Areas	What are the risks?
Non-Compliance, Fraud and Corruption	Risks arising from changes to political circumstances, the non-enforceability of contracts, exposure to lawsuits, adverse legal judgments, non-compliance with or violation of rules, regulations, laws (including those relating to sanctions), internal codes of conduct and business practices.

SATS recognises the need for a comprehensive financial risk management system, given the globalised and diversified nature of the Group's businesses. SATS' overall philosophy to financial risk management is to minimise the effects of economic uncertainty on the Group's financial performance, with its policies subject to regular Board reviews. Currently, foreign currency, interest rate, credit and liquidity risk form the main areas of concern for SATS' financial risk management. More information on these risk areas can be found in the "Notes to the Financial Statements" in the "Financials" section of this Annual Report.

In terms of strategic risk, the Group concerns itself with having the right mix of talent and capital for future success. SATS believes that employee empowerment leads to higher productivity and improved services for customers. Thus, many initiatives have been launched to provide employees with more opportunities for growth, allowing them to reach their fullest potential with SATS. More information can be found in the "Grow with SATS" section of the Group's sustainability report.

Current and future portfolio considerations form another key aspect of SATS' strategic risk. SATS regularly monitors overseas developments, sensing growth in new markets and seizing investment opportunities when they arise. Over the course of such current and future investments, factors such as customer and country concentration or exposure to higher-risk countries have to be accounted for.

Contributing to environmental responsibility and greater sustainability, the Group adopted a technology-driven, people-led approach to create greater value for our stakeholders. This includes enhancing SATS' operational efficiencies and reducing carbon footprint and waste while shifting to renewable and sustainable sources of energy, water and raw materials to lessen the impact that the business has on the environment. More information can be found in the "Treasury Resources" section of the Group's sustainability report.

Given the critical nature of SATS' operations in the aviation sector, the Group's operational risks include the potential for adverse exogenous events, terrorism and workplace and food safety incidents. SATS aims to reduce these risks through inculcating a culture of vigilance and resilience, cybersecurity, food hygiene and mindfulness for workplace safety at all organisational levels. Risk managers within all business units have also been appointed to efficiently consolidate and streamline the risk management processes across the various business units.

SATS is actively monitoring and mitigating the first and second order risks created by the on-going conflict between Russia and Ukraine, including global supply chain disruptions, increased food and energy prices, and resultant inflationary pressures. Management has determined that the direct impact of the conflict in terms of lost business, bad debt provisions, etc. has not been material. Furthermore, the Board has assessed that the Group currently does not have any exposure or link to any sanctions-related risks which are relevant and material to SATS' operations. This position will be monitored on an ongoing basis.

Corporate Governance Report

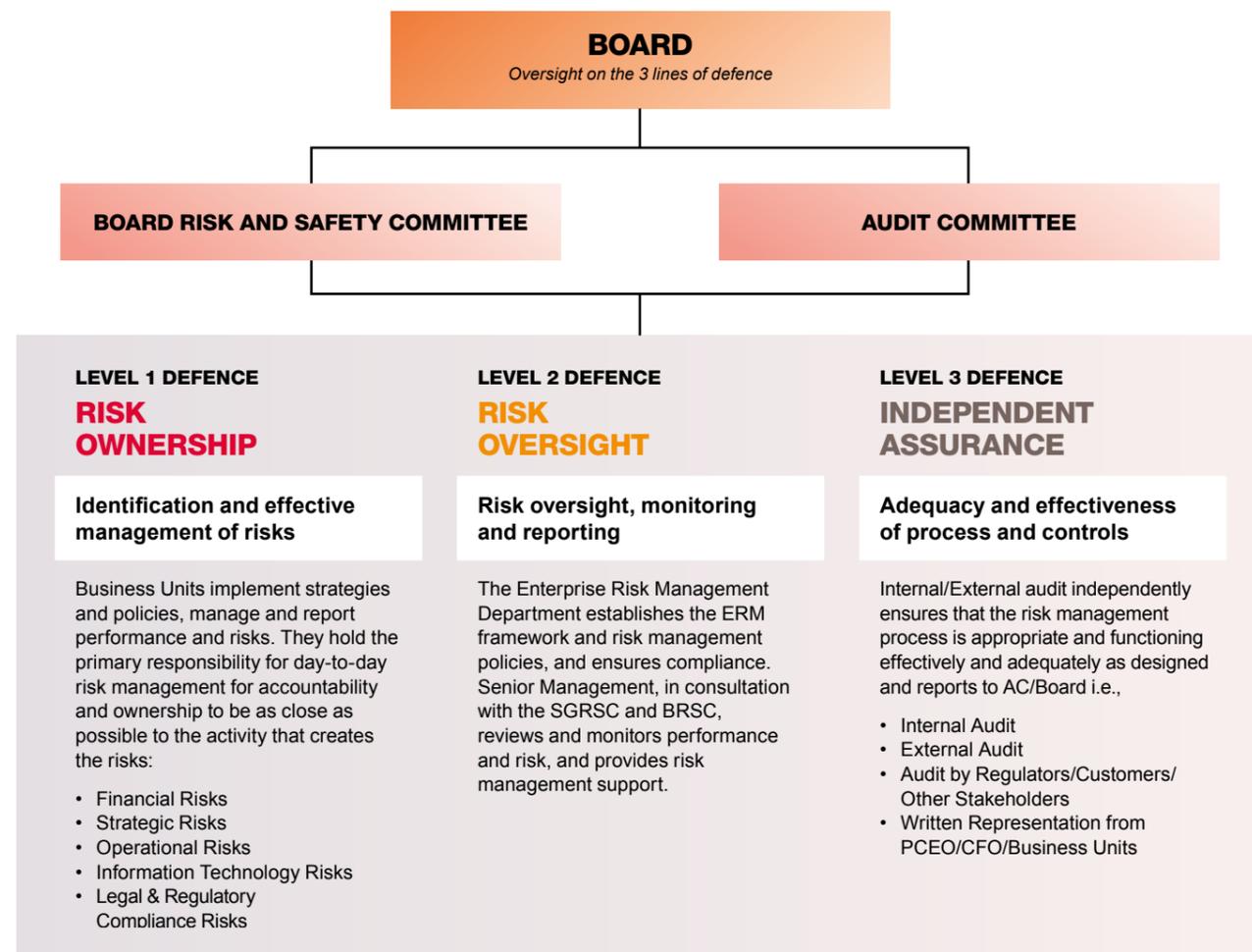
SATS recognises that cybersecurity risks have become a key concern for the Group as we continue to embrace digital transformation and leverage advanced technology solutions to drive business growth and optimise efficiencies. SATS is committed to implementing a robust cybersecurity risk management strategy to protect against constantly advancing and evolving cyber threats.

SATS also conducts regular audits across all its operational domains to ensure that stringent safety and quality standards are met. These include internationally recognised certifications such as ISO 45001, ISO 9001 and HACCP. More information on such accreditation can be found in the "Safety" section of the Group's sustainability report. SATS has also actively participated in the SGSecure@Workplaces programme, having been registered under the Singapore Police Force and Singapore Civil Defence Force's Safety and Security Watch Group scheme.

Furthermore, owing to the strength of the SATS brand as a major institution in ground handling and catering, much importance is placed on developing sustainable work practices and managing reputational and compliance risks, including fraud, involved in the Group's daily operations. SATS has implemented a comprehensive set of procedures to ensure that legal and industry regulations are complied with, thus mitigating as far as practicable the occurrence and impact of these risks as they arise.

Management Controls and Assurance Framework

The Group's Management Controls and Assurance Framework (Framework) comprises three levels of defence towards ensuring the adequacy and effectiveness of the Group's system of risk management and internal controls.



Level 1 Defence – Risk Ownership

Management ensures good corporate governance through the implementation and management of policies and procedures relevant to the Group's business environment. These policies and procedures govern financial, operational, information technology and compliance matters.

The Group's key policies and procedures include:

- Written terms of reference for Management and Board Committees
- Defined roles and responsibilities, and authorisation levels for all aspects of the businesses that are set out in the Financial and Operating Approval Authority Matrix, including guidelines on matters requiring the Board's approval
- Appropriate management organisational structures
- A planned and coordinated budgeting process where operating units prepare budgets for the coming year that are approved by both Management and the Board
- Policies that set out principles to guide employees in carrying out their duties and responsibilities to the highest standards of personal and corporate integrity. They cover areas such as workplace health and safety, conduct in the workplace, safeguarding of the Company's assets (including proprietary information and intellectual properties), confidentiality, conflict of interest, and non-solicitation of customers and employees

The Group has its own approval limits and procedures for every banking and finance transaction, having regard to the nature of the transaction concerned. All banking and finance transactions undertaken by the Group must be properly authorised, including the opening of new bank accounts and the taking up of any proposed credit facilities and the Group's key insurance coverage, the adequacy of which is reviewed on a yearly basis. These approval limits and procedures are updated from time to time and are available on request to the bankers of and lenders to the Group.

Tax Strategy and Governance Framework

In line with SATS' Corporate Governance principles and core values, SATS adheres to the highest standard of integrity in managing its tax affairs and in complying with the local tax law where it operates. SATS exercises due care and activates prescribed protocols in tax risk management and also embraces a transparent posture in meeting its tax reporting obligations.

Compliance with Tax Law

As SATS continues to expand its global footprint, it is fully committed to complying with the tax law and regulations where SATS has established a taxable presence or where a tax reporting obligation arises according to the local law.

SATS exercises good faith effort in meeting all tax filings and payment obligations on a timely basis. Operating in the current global business landscape has become increasingly dynamic and challenging where there are stricter regulatory requirements in tax reporting and tax transparency. SATS commits to being a responsible taxpayer and remains vigilant in meeting these requirements. More importantly, SATS does not condone the behaviour of profit shifting with a tax avoidance intent to minimise its tax obligation and maintains the principle of paying its fair share of taxes in all relevant countries where it has a tax filing obligation.

Where relevant, business or legal entity reorganisation plans are led by valid commercial reasons that support SATS' business strategy. In the event that these business reorganisation plans may give rise to tax consequences, appropriate external tax advice will be sought to address the relevant risk and potential financial impact that may arise from these business reorganisation plans.

Governance for Managing Tax Risk

SATS' tax risk and governance framework conforms to the principles under its Corporate Governance framework. SATS' Board has fully embraced the Corporate Governance principles since their adoption. Appropriate delegation of authority has been put in place to set up an adequate tax governance and control framework. The tax governance and control framework is fully endorsed by the Board and is designed to safeguard the Group from material financial or reputational risks.

Tax laws and regulations are constantly evolving and becoming more complex. The heightening demands in tax reporting obligations significantly increases the risk of unintentional non-compliance. SATS is committed to act responsibly and with integrity in relation to the management of its tax affairs.

SATS supports competitive business growth without compromising the integrity of its tax risk and governance principles. Differences in interpretation and/or enforcement of tax laws, rules and regulations may create tax risks, which SATS will proactively seek to identify, evaluate, manage and monitor through compliance, disclosure and an adequate control framework. Any significant tax issues will be channelled to the Senior Management and/or the Board according to the established risk management protocols and the delegation of authority framework.

Corporate Governance Report

The level of tax risk that SATS accepts is aligned with its business strategy, core values, corporate social responsibility and reputation. SATS seeks the counsel of external advisors, when relevant, to assess the tax risks associated with the interpretation of tax laws, rules or regulations. Care is duly exercised in the assessment of tax risks based on the available facts.

Relationship with Tax Authorities

SATS is committed to nurture a collaborative relationship with the tax authorities and to exercise due care and professionalism in responding to questions or queries raised by the respective tax authorities. We seek appropriate opportunities to develop mutually respectful relationships with tax authorities based on transparency and trust. Where relevant, SATS intends to work with relevant authorities and legislators to engage in discussions, obtain advance rulings on certain transactions or seek clarity around any points of uncertainty arising from the interpretation or application of tax laws, rules and regulations.

Cyber Security Governance and Management

SATS has put in place an Information Security Policy which is aligned with ISO 27001. All users of information assets owned or managed by SATS are required to comply with this policy and its supporting standards and guidelines. In addition, SATS has also established a Cyber Security Management Framework designed to protect against, detect and respond to cyber security threats and recover quickly from any attacks. As part of this framework, cyber security reports are presented to the BRSC at its quarterly meetings. The framework covers security controls (leveraging on people, process and technology) in the following three areas to protect SATS businesses and information assets:

Cyber Security Management Framework		
Protection	Operations	Governance
Ability to protect, limit or contain the impact of a potential Cyber Security event with Defense-in-Depth	Timely discovery of Cyber Security threats and prompt response to recover the system	Proactively identify cyber risks and establish processes and procedures, and prioritise efforts towards minimising Cyber Security risks
Edge Security <ul style="list-style-type: none"> Intrusion Prevention System Firewall Virtual Private Network Secure Internet Access Email Protection 	Identity and Access Management <ul style="list-style-type: none"> Security Information and Event Management Network Detection and Response Incident Response and Management Cyber Threat Intelligence Vulnerability Management Patch Management Asset and Capacity Management IT Disaster Recovery Business Continuity Management Cyber Resilience Exercise 	Policies <ul style="list-style-type: none"> Standards Procedures Guidelines User Awareness Security Assessments Audit and Compliance Service Level Agreement Risk Management Metrics and Reporting
<ul style="list-style-type: none"> Network Segmentation Mobile Security Endpoint Protection Cloud Security Infrastructure Security Application Security Data Encryption Role-Based Access Control Multi-Factor Authentication 		

The Cyber Security Agency of Singapore (CSA) launched the Operational Technology (OT) Cybersecurity Framework to enhance the security and resilience of Singapore's essential service sectors and SATS, recognised as one of the pioneer organisations implementing OT security, was invited to give our inputs to help shape the framework. SATS has also developed an OT cyber security framework and conducted assessment on the OT systems deployed in SATS operations, and will continue to work with relevant agencies and partners to strengthen the cybersecurity posture and maturity of SATS' OT systems.

Level 2 Defence – Risk Oversight

The ERM framework has been integrated with Strategy and Performance as the Group recognises the importance of connecting strategic decision-making and entity performance with risk management to accelerate the Group's growth and enhance performance.

The risk management system concentrates on those key risks which may have a significant influence on the Group's assets, finances and profits, and those that may potentially endanger the continued existence of the Group's companies. The procedures adopted facilitate the early detection and control of risks.

The operational business units meet regularly to review risk and control matters, including ascertaining that there are effective follow-up procedures. The outcome and status of such matters are reported to the BRSC and the AC for review and information.

The Group carried out reviews of its key risk profiles, with preventive and mitigating control actions further refined and developed for adequacy and effectiveness.

The on-going process to identify, assess, monitor and manage business risks that will impede the achievement of the Group's objectives is continuously reviewed for improvements. The key risks are evaluated based on probability, consequence and velocity of a preset scale and ranked accordingly. The risk management process, which has been put in place throughout the year and up to the date of this statement, is firmly embedded within the Group's business operations and is every employee's responsibility.

The following are the key risk management activities carried out within the Group during the year:

- Enterprise risk review and identification exercises conducted at the business unit and department levels, to review the existing risks in the risk register and to identify new risks that may have emerged. It allows the business units to review the adequacy and effectiveness of their key risk controls and to develop risk treatment plans to address risks exposures so that business objectives are pursued in a risk-controlled manner;
- Fraud risk review exercise conducted at the business units and department levels, to identify the potentially fraudulent activities that could occur in key processes, and implement a combination of preventive and detective anti-fraud control measures;
- Business continuity/contingency plans were tested during the financial year under review. The procedures were fine-tuned and enhanced for improvements further to the post mortem briefings held; and
- Risk and control self-assessment (RCSA) compliance test exercises carried out by the business units. It is a process to provide an overview on control compliance, whether controls are executed effectively as intended by the business units. This exercise serves as a basis to acquire assurance on the operating effectiveness of the controls and identify any control deficiency and weakness and to develop remediation actions to ensure controls are operating effectively.

Fraud risk management processes include conflict of interest and bankruptcy declaration, mandatory block leave for sensitive positions, as well as implementation of policies such as the SATS Whistle-Blower Policy and Code of Conduct to establish a clear tone from the top regarding employees' business and ethical conduct. It also considers all potential fraud risks, schemes, scenarios and employees' positions/designations in the Company identified through the Fraud Risk Assessment, for monitoring and implementation of additional controls based on positions and risk levels.

Level 3 Defence – Independent Assurance

Management monitors internal controls through RCSAs that have been developed based on the principle of minimum acceptable controls. During the course of the year, RCSA controls were reviewed for relevancy and adequacy to business processes. The controls are assessed by the business unit testers, control owners, risk owners and independently by the various internal audit teams, including the Group's Internal Auditors. Action plans are developed to remedy identified control weaknesses.

Corporate Governance Report

Written assurances and representations, together with an attached checklist of key elements of internal controls approved by the Board, have been obtained from all the executive heads of all the Company's operating subsidiaries as well as from the executive heads or other appropriate officers of all of the Company's active associated companies, that their respective companies' internal controls were adequate during the financial year under review. The written assurances and representations also included the assurances provided by respective business heads on the Group's compliance with the Interested Person Transaction Manual and Gifts & Entertainment Guidance Paper.

The external auditors will highlight any material internal control weaknesses which have come to their attention in the course of their statutory audit. Any significant non-compliance or failures in internal controls and recommendations for improvement are reported to the AC.

The details of the Group's independent Internal Audit function are set out in the "Audit Committee" sub-section of this Corporate Governance Report.

Board's Oversight

The Board of Directors, supported by the AC and BRSC, oversees the Group's systems of internal controls and risk management. The Board required and has received assurance from the PCEO and CFO that the financial records have been properly maintained and the financial statements give a true and fair view of the Group's operations and financial position.

Additionally, the PCEO and relevant business heads who are responsible have provided the Board assurances on the adequacy and effectiveness of the Group's risk management and internal control systems, addressing financial, operational, compliance and information technology risks.

Given the severity of the COVID-19 impact on the aviation industry, the Board, AC and BRSC have been rigorous in identifying and reviewing key risk areas, and ensuring adequate measures have been put in place to contain the risk and/or manage the risk. The AC vigilantly reviews the Group's financials, projections, and its finance watchlist, which provides visibility on higher risk areas such as accounts receivables, carrying value of investments, asset obsolescence and funding requirements. Key financial ratios and financial covenants are also tracked and presented to alert the Board, AC and BRSC on the financial condition of the Group. In view of the challenging environment under COVID-19 which has led to changes in the mode of operations, adequate attention has also been given to ensure operational and financial controls remain robust across the Group.

A dedicated COVID-19 taskforce was formed which was jointly chaired by the Chief Human Capital Officer and the Chief Corporate Officer. The taskforce has been coordinating actions within the various organisations and disseminating information internally and externally to key stakeholders including authorities such as the Civil Aviation Authority of Singapore (CAAS), the Ministry of Health (MOH) and the Ministry of Manpower (MOM). Material updates and risks were highlighted to the BRSC at the quarterly meetings as well as through the monthly Risk Reports. The BRSC was kept abreast of the financial impact due to COVID-19 and quarterly reports on the financial forecast was provided to the BRSC. The Key Risk Indicators were enhanced to include tracking of cashflow forecasts as well as compliance with covenants. The BRSC was also updated monthly on the COVID-19 situation in Singapore and overseas entities and the adequacy of essential Personal Protective Equipment (PPE).

Conclusion

Taking into account the views of the AC and BRSC in the exercise of their responsibilities under their respective terms of reference, the framework of management controls, the internal control policies and procedures established and maintained by the Group's Management, the reviews conducted by the internal and external auditors and the documented governance assurance, the Board is of the opinion that the systems of internal controls and risk management (addressing financial, operational, compliance and information technology controls) which the Group considers relevant and material to its current business scope and environment were adequate and effective as at the date of the 'Directors' Statement'. The AC concurs with the Board's opinions.

However, the Board also notes that no system of risk management and internal controls can provide absolute assurance in this regard, or absolute assurance against poor judgement in decision making, human error, losses, fraud or other irregularities.

Advisory Panel

Indonesia Advisory Panel

The Indonesia Advisory Panel (IAP) was constituted on 15 January 2021 with a non-executive advisory function to provide expertise and advice in relation to SATS' investments, strategic imperatives and growth aspirations in Indonesia. The knowledge and expertise of the distinguished panel members help SATS keep abreast of market developments and policy initiatives in this important market.

The specific objectives of the IAP are to:

- (i) share perspectives on major economic, social and industry trends that may affect the Company in Indonesia;
- (ii) lend their expertise, insights and advice on specific projects undertaken by the Company in Indonesia;
- (iii) provide guidance and advice on managing partnerships, regulators and other key stakeholders in Indonesia including advising the Company on navigating the business and regulatory environment and, political and cultural sensitivities; and
- (iv) advise SATS in establishing communication with contacts in Indonesia such as industry players, potential business partners and advisers to help the Company achieve its growth aspirations in Indonesia.

IAP members are not Board directors and the IAP is not a decision-making forum. However, the IAP is directly accountable to the Board. The IAP is chaired by Mr Nihal Kaviratne CBE, and its members are Dr. Kuntoro Mangkusubroto and Dr R.M. Marty M. Natalegawa. The PCEO, Board Chairman and Mr Chia Kim Huat (who is assigned to provide added counsel to the management of the Company's Indonesian business) attend all meetings.

The IAP is required by its terms of reference to meet at least two times each financial year. The IAP met two times in FY2021-22.

Corporate Culture

SATS Code of Conduct

The SATS Code of Conduct sets out the standards of behaviour by which we deal with our customers, business partners, colleagues, suppliers and each other. All employees are required to read and acknowledge the Code of Conduct upon joining the Company. Employees are regularly reminded of the need to comply with the Code of Conduct.

The principles covered in the Code of Conduct are:

Passion to Delight

Standing behind our promise of quality are the people with the passion to delight. We believe in fostering a collaborative environment where every employee of the organisation is obliged to observe our code of conduct in interactions between employees, customers and business partners.

High Integrity

We build trust with business partners through integrity. We forbid employees to seek work outside of SATS so that they can give full devotion to the work they do for us. Integrity is further protected through non-competition and non-solicitation requirements for a period of one year after the employee has ceased employment with us.

We are careful to avoid situations where personal connections or financial interests may influence impartiality. Employees are required to inform us of situations where they have family members who have business dealings with us. Further, employees and members of their family are not allowed to accept gifts or preferential treatment arising from their employment with us.

Information is valuable to our business. Employees are expected to keep confidentiality, not make false claims and refrain from insider trading.

Safety in the Workplace

Workplace safety is of paramount importance to our business. We ensure that all employees and contractors are adequately trained to perform their tasks competently and we insist on strict adherence to safety rules.

Safeguarding Assets

Employees are expected to exercise responsibility and good judgement in the use of Company assets. Use of these properties must be authorised and the individual is required to comply with the rules governing usage.

Corporate Governance Report

Ethics and Compliance

We are fully committed to conducting business with integrity, having responsible business practices consistent with the highest ethical standards and being in compliance with all applicable laws and regulatory requirements. This serves to protect the Group's business reputation and to safeguard the interests of our shareholders and all other stakeholders (including creditors). As we continue to grow in a complex business environment and expand to different jurisdictions, an Ethics and Compliance department was established with a reporting line to the BRSC. An ethics and compliance framework has been implemented in order to achieve the milestones under the framework to strengthen the ethical culture of SATS and mitigate risk exposures relating to bribery/corruption and other compliance-related matters. In FY2021-22, the Ethics and Compliance department organised a company-wide speak up contest, held virtual Gifts & Entertainment (G&E) / speak up clinic sessions, and undertook an ISO 37001 pre-audit assessment to prepare for the certification journey. Work continues in building the Ethics and Compliance network through monthly virtual meetings.

Together with Internal Audit, the Ethics and Compliance department facilitated Risks & Controls in Aviation Sector classes, which commenced in March 2021. These classes are mandatory for employees from Administrative Officers to Vice Presidents, and are supported by SkillsFuture Singapore Funding. The classes cover topics such as risks, fraud awareness, internal controls, SATS anti-bribery policy, G&E guidance, ethical culture, the importance of speaking up (including a review of SATS' whistleblowing policy) and the use of a tool – RIGHT (Rules, Integrity, Good, Harm and Truth) for decision making.

Whistleblowing Policy

The Group has put in place the SATS Whistleblowing Policy which sets out the procedure to make a report on possible or suspected misconduct or wrongdoing relating to the Group and its officers by a whistleblower. A whistleblower could be an employee, officer, Director, customer, supplier, contractor, agent or any member of the public. Under the whistleblowing policy, all employees and officers of the Group have the responsibility to promptly report any misconduct or wrongdoing involving suspected fraud, corruption, other illegal or unethical practices or other similar matters which may cause financial loss to the Group or damage the Group's reputation.

Whistleblowers may identify themselves or make anonymous reports in the form of emails, faxes, letters or written/verbal reports directly to the IAD (i.e., the Internal Audit Department), or via dedicated whistleblowing channels through email at tipoffs@sats.com.sg, via hotline number at +65 6399 0013, and through the online whistleblowing platform at <https://sats.whispli.com> (whistleblowing channels). On the online whistleblowing platform, whistleblowers can continue to communicate anonymously via the secured messaging channels to provide additional information or receive updates. The whistleblowing policy further provides that reports and investigations, as well as the identity of the whistleblower, are kept confidential to the extent practicable or permitted by law or the applicable regulatory authority.

The whistleblowing policy and SATS Code of Conduct expressly provide that there shall be no reprisal (whether in the form of termination, retribution, harassment or any unfair treatment) against a whistleblower who has made a report in good faith even if the concerns raised may be mistaken.

Our IAD is the independent function which is responsible for reviewing and investigating all whistleblowing reports received to consider the seriousness of the issues raised, the credibility of the concern and the likelihood of confirming the allegation from attributable sources and if such reports are made in good faith. After considering these factors, an assessment is made as to whether further investigations are required and if investigations should be undertaken by the IAD or another appropriately skilled and knowledgeable independent investigation team as appropriate. Depending on the complexity and the nature of the reports, external service providers may be engaged to assist in investigations. If a report concerns the Head of Internal Audit or the PCEO, the report is escalated to the AC Chairman who may delegate investigation of such report to any person deemed fit by the AC Chairman.

The AC is responsible for the oversight and monitoring of whistleblowing and reviews the adequacy of the whistleblowing arrangements. On a quarterly basis, the IAD reports to the AC on all reports received and the outcome of investigations on reports involving fraud, corruption, theft, conflict of interest and financial statement fraud. The above internal processes ensure that reported incidents are subject to independent thorough investigations and appropriate follow-up actions, including referral to the appropriate disciplinary process where there is misconduct.

As part of the Group's efforts to promote strong ethical values as well as fraud and control awareness, references to the whistleblowing policy are made in the SATS Employee Handbook and SATS' Anti-Bribery Policy and are covered during employee trainings and periodic communications to all employees. The whistleblowing policy is made available to all employees on the Groups' intranet and the whistleblowing channels on the Group's intranet and corporate website.

Banking Transaction Procedures

Our lenders are notified that all bank transactions undertaken by any member of the Group must be properly authorised, including the opening of new bank accounts and any proposed credit facilities. Each member of the Group has its own approval limits and procedures for every banking transaction, having regard to the nature of the transaction concerned. These approval limits and procedures are updated from time to time and are available on request. The bankers of each member of the Group have been advised to verify, in accordance with the verification process set out in the applicable procedures, that the transaction is properly authorised.

Accountability to Shareholders

Shareholder Rights

SATS practices fair and equal dissemination of information. All media releases, announcements and investor presentations are issued via SGXNET and uploaded on our website, providing timely information to shareholders.

Shareholders are informed of general meetings through notices published in the newspapers, electronic releases and/or reports or circulars sent to all shareholders. We generally provide our shareholders with longer than the minimum notice period required for general meetings. We also give our shareholders the necessary information on each resolution so as to enable them to exercise their votes on an informed basis. In particular, for resolutions on the election or re-election of Directors, sufficient information is provided on their background, their contributions to SATS and their Board and Board Committee positions so that shareholders may properly assess the candidacy of such Directors.

Shareholders are given the opportunity to participate effectively in and vote at general meetings. They are invited at such meetings to put forth any questions they may have on the motions to be debated and decided upon. Shareholders also have the right to call for general meetings by requisition, in accordance with the provisions of the Companies Act.

Provision 11.4 of the 2018 Code provides for a company's constitution to allow for *absentia* voting at general meetings of shareholders. Our Constitution currently does not, however, permit shareholders to vote at general meetings *in absentia* (such as via mail, email or fax). We will consider implementing the relevant amendments to the Constitution if the Board is of the view that there is a demand for such alternative methods of voting, and after we have evaluated and put in place the necessary security processes to facilitate *in absentia* voting, and prevention measures against errors, fraud and other irregularities. Shareholders nevertheless already have the opportunity to communicate their views on matters affecting the Company even when they are not in attendance at general meetings as each shareholder is allowed to appoint up to two proxies to vote on his/her behalf at the meeting through proxy forms sent in advance. Institutional shareholders are allowed to appoint multiple proxies, so indirect investors who hold shares through nominee companies or custodian banks or through a CPF agent bank may be appointed as proxies to attend, speak and vote at the AGM.

The voting rights of shareholders are described in the Annual Report, and shareholders are briefed by independent scrutineers on the rules and voting procedures at the beginning of general meetings. We encourage shareholders to actively participate in general meetings, which are held at convenient locations.

Corporate Governance Report

Communication with Shareholders

Investor Relations

SATS' purpose is to feed and connect communities, and our ambition to drive positive impact across our businesses and for our customers, industry partners, shareholders and employees is reflected in our Mission and Values. As such, SATS strives to communicate pertinent information to shareholders and the investment community in a clear and detailed manner on a regular and timely basis. We commit to disclosing material price- and trade-sensitive information to the public on a prompt and inclusive basis, and providing our stakeholders with the latest, most relevant information they require to make informed decisions about the value of SATS and our long-term prospects. Material information relating to our financial performance, business and strategic developments is published on SGXNET first, followed by our website at www.sats.com.sg.

As required by the Listing Manual, the Company discloses the names of its substantial shareholders¹ and a breakdown of their direct and deemed interests (including how such interests are held or derived) in its annual report every year. The Company also disseminates, via SGXNET, the notifications it receives from its substantial shareholders, in accordance with the provisions of the SFA.

A dedicated investor relations section on our website enables access for our shareholders and the investment community to pertinent information about SATS such as annual reports, financial results/voluntary quarterly business updates, webcasts of earnings briefings, and the latest corporate presentations. Shareholders are also able to access a copy of the Company's Constitution on its website.

In addition, we have many channels that offer engagement and dialogue opportunities with the SATS management team for our stakeholders to better understand our business strategy. In FY2021-22, we organised post-results conference calls at the end of the first and third quarters of the financial year, with live audio webcasts to brief shareholders, the investment community and the media on our financial performance and key business and corporate developments. SATS' Capital Markets Day, which was held in conjunction with the announcement of our second quarter results in November 2021, was a hybrid event comprising in-person presentations by SATS' executive management and a live audio-visual webcast for investors, analysts, and the media. For the fourth quarter of FY2021-22, we hosted a face-to-face briefing for both analysts and the media via live audio-visual webcast. Following each earnings conference, we also make available on our website an on-demand audio recording of the session within three business days.

Furthermore, we regularly participate in investor conferences held both locally and overseas to meet with investors who are interested in knowing more about our business and we make it a point to respond to requests from key institutional investors to meet with the senior management team on specific matters and queries about our business.

Our Public Affairs & Branding department acts as our corporate liaison to facilitate the flow of information between SATS and our stakeholders, including investors, analysts, government agencies, the media and the general public. The department disseminates corporate information that promotes a transparent and positive relationship with our stakeholders and manages enquiries about our business performance and requests for meetings with our management team. Shareholders who wish to contact SATS may get in touch with the Public Affairs & Branding department. The department's contact details are listed on our website.

A dedicated Investor Relations team in the Finance Department works closely with the Public Affairs and Branding team to implement a defined investor relations programme. Upon receiving queries and feedback, our Public Affairs & Branding team will consult the relevant subject matter experts before responding appropriately. Communications with our stakeholders are conducted in an open, transparent manner and in compliance with SGX requirements.

Purpose and Brand

The reputation of SATS in the marketplace has taken on new meaning and greater importance during the ongoing COVID-19 pandemic. Our refreshed brand positioning and architecture will provide target audiences with better clarity on SATS' business, build brand equity across business units, and help to drive growth in non-travel related businesses. The Company's purpose "to feed and connect communities" appropriately reflects the ecosystems that SATS serves through our various activities and initiatives. It is SATS' vision to be the market leader by delighting customers with innovative food solutions and seamless connections. While the SATS master brand supports both food and gateway businesses in aviation and non-travel related businesses, a renewed brand architecture will also enable the Company to grow brand equity and penetrate new market segments.

Sustainability

The COVID-19 pandemic has heightened the awareness of the impact of the Company's business activities on the environment and the communities in which we operate. As aviation volumes see a gradual recovery, SATS continues to take the opportunity to improve our ESG performance, with our Singapore hub taking the lead. In FY2021-22, SATS became a signatory of the United Nations Global Compact (UNGC), demonstrating the Company's commitment to the ten universal principles in the areas of human rights, labour, environment, and anti-corruption. The Company has also further strengthened its corporate governance and attained the international standard for anti-bribery management systems, ISO 37001 certification, which fortifies our commitment to conducting business ethically and with the highest level of integrity.

The Board provides guidance on the development of the Company's business strategy and reviews the effectiveness of all programmes to ensure they are fit for purpose and are sustainable. Our Board also makes certain that we integrate sustainability goals into business goals, making sustainability a vital facet of our business strategy. In FY2021-22, SATS introduced carbon intensity reduction as part of management performance targets which are linked to remuneration, which signals our deep commitment to decarbonisation.

Our sustainability goals contribute significantly to fulfilling our purpose to feed and connect communities. Building upon our core competencies to enable our business, stakeholders and the community to grow with purpose, our sustainability framework drives our three focus areas – namely to reduce and process food and packaging waste sustainably, build smart infrastructure to reduce our environmental impact, and develop skills for the future. In FY2021-22, we started assessing our Scope 3 emissions to help us better understand our supply chain emissions, which is especially important given the growth in our overall business and our aspiration to set science-based targets.

We report our sustainability performance in accordance with the SGX Sustainability Reporting Guide and the Global Reporting Initiative (GRI) Standards: Core option. The increasing focus on climate change has resulted in calls for a transition to a lower-carbon economy. In FY2021-22, we followed the Task Force on Climate-related Financial Disclosures' (TCFD) process to develop climate scenarios to better understand the Company's exposure to the risks and opportunities of climate change, and incorporated mitigating actions to build climate resilience into our business, and we will continue to strengthen our climate reporting in accordance with TCFD recommendations. We also map material topics to the United Nations Sustainable Development Goals, and continually review our sustainable business strategy to improve our stewardship and reporting format. Following recent increased emphasis on climate-related disclosures, SATS will continue to provide and improve our climate-related disclosures which are consistent with the TCFD recommendations, in our future sustainability reports.

We engage our internal and external stakeholders regularly through multiple channels to seek alignment on material issues that guide our decision-making. By working collaboratively with all stakeholders, we create a greater positive impact on the environment and the communities we serve. SATS also serves as a key stakeholder in the Singapore Government's OneAviation Sustainability plan and the International Advisory Panel for Sustainable Aviation Hub.

As SATS continues to grow our non-travel related businesses, especially outside of Singapore, we are expanding our ESG practices beyond the airport environment and also into our international subsidiaries' operations. We have set up a Sustainability Council, which saw active participation from overseas representatives in the sharing of best practices and spearheading of sustainability initiatives, and the extension of sustainability training to over 500 employees across the Group.

We also engage with external stakeholders through regular meetings to validate SATS' assessment of the issues material to our business, and to align our sustainability goals with those of our stakeholders to guide us on the prioritisation of resources for various sustainability programmes.

¹ A substantial shareholder is a person who has an interest in one or more voting shares in the Company and the total votes attached to that share, or those shares, is not less than 5% of the total votes attached to all the voting shares in the Company.

Corporate Governance Report

Dividend Policy

The Company targets to provide sustainable dividend payouts that take into account cash flow generation and balance sheet strength, along with projected capital requirements and investments. In the event of a material variation in declared dividends compared to the previous corresponding period, or any decision not to declare a dividend, the reasons for such will be disclosed in accordance with the Listing Manual.

The Board of Directors believes that it would be prudent not to pay dividends with respect to FY2021-22 as the Company reported an operating loss after excluding government grants and reliefs.

The dividend payouts in the current and past four years are set out in the “Five-Year Group Financial and Operational Summary” section of the Annual Report.

Conduct of Shareholder Meetings

Generally, all Directors are required to attend general meetings and are present for the entire duration of general meetings. The Chairman of the Board, the Chairman of each of the EXCO, AC, NC, RHRC and BRSC and the external auditors are present to address shareholders’ queries. Our PCEO makes presentations at AGMs to update shareholders on our performance, position and prospects, and the presentation materials are uploaded onto SGXNET and our corporate website. The Chairman of the meeting is tasked with facilitating constructive dialogue between the shareholders and the Board, Management and the external auditors. Where appropriate, the Chairman allows specific Directors, such as the respective Board Committee chairmen, to answer queries on matters related to their roles. Shareholders are also given an opportunity to interact with the Directors before and/or after general meetings. We try our best not to schedule our AGMs during peak periods when these might coincide with the AGMs of other listed companies.

At general meetings, each distinct issue is proposed as a separate resolution and resolutions are generally not “bundled” or made inter-conditional on each other. Where resolutions are “bundled”, the reasons and material implications for doing so are set out in the notice calling for the general meeting.

All resolutions are put to the vote by electronic poll voting. Voting by poll allows for an equitable and transparent voting process. Shareholders will be better able to demonstrate their concerns in a manner more accurately reflective of their shareholdings. Independent scrutineers are appointed to conduct the voting process. Independent scrutineers brief the shareholders on the e-polling voting process and verify and tabulate votes after each resolution. The results of the voting at the general meetings showing the number of votes cast for and against each resolution and the respective percentages are shown to the shareholders at the end of each resolution before the Chairman makes a declaration on the passing of the resolution. In addition, the voting results at the general meetings showing the number of votes cast for and against each resolution and the respective percentages and the name of the independent scrutineer will be announced via SGXNET immediately after each general meeting.

The Company Secretary prepares minutes of shareholders’ meetings, which incorporate substantial and relevant comments or queries from shareholders and responses from the Board and Management. Beginning from our 2018 AGM, these minutes are published on our corporate website.

2021 AGM

In light of the COVID-19 pandemic, the Company convened and held its 2021 AGM by way of electronic means on 22 July 2021 pursuant to the COVID-19 (Temporary Measures) (Alternative Arrangements for Meetings for Companies, Variable Capital Companies, Business Trusts, Unit Trusts and Debenture Holders) Order 2020 (the Ministerial Order). The Company complied with all applicable regulatory requirements for the holding of the 2021 AGM. The notice of the 2021 AGM was sent to shareholders solely by electronic means through publication on SGXNET and the Company’s corporate website. In addition to being able to submit questions for the 2021 AGM in advance of the meeting (the responses for which were uploaded via SGXNET and on SATS’ corporate website prior to the AGM), shareholders were also able to submit questions to the Chairman of the Meeting “live” at the AGM. Shareholders voted by appointing the Chairman of the 2021 AGM as proxy.

2022 AGM

The forthcoming AGM (2022 AGM) will again be convened and held by way of electronic means pursuant to the Ministerial Order. In order to keep physical interactions and COVID-19 transmission risk to a minimum, shareholders will not be able to attend the 2022 AGM in person. The same alternative arrangements as last year’s AGM will be put in place for the 2022 AGM, except that this year, shareholders will also be able to vote at the AGM (i) “live” by the shareholders themselves or their duly appointed proxy(ies) (other than the Chairman of the Meeting) via electronic means; or (ii) by appointing the Chairman of the Meeting as proxy to vote on their behalf at the AGM. Details of the steps for pre-registration, submission of questions and voting at the 2022 AGM by shareholders, including CPF and SRS investors, are set out in a separate announcement to be released on SGXNET on 23 June 2022.

Dealings in Securities

In line with the rules of the Listing Manual, we have in place a policy and guidelines on dealings in our securities for the Company and for employees of the Group and Directors of the companies within the Group. The policy and guidelines restrict the Company and certain employees (including all administrative officers and employees of managerial grade and above, and employees in departments which are likely to be privy to confidential material price-sensitive or trade-sensitive information, such as the offices of the senior management team, the Legal and Finance departments, and departments or units of companies in the Group having charge of business development and/or marketing activities) from trading in our securities during the period of one month immediately preceding the announcement of our half year and full year financial statements and during the period of two weeks immediately preceding the announcement of our voluntary quarterly business updates containing meaningful and relevant financial and non-financial information on our performance for the first and third quarters of each financial year.

We have also adopted a procedure for a trading halt in our securities, which assists us to manage our continuous disclosure obligations in accordance with the spirit of Rule 703 of the Listing Manual in the event of a leak of material unpublished information, or a false rumour or report where a media comment about us is sufficiently specific and detailed to warrant a response or to adequately respond to a query by the SGX-ST arising from such leak of material unpublished information or a false rumour or report.

In addition, we and our Directors and employees are prohibited at all times from trading in the Company’s securities whilst in possession of non-public, price-sensitive or trade-sensitive information. The policy and guidelines also remind employees and Directors of the Group that they should not deal in our securities on short-term considerations, and to be mindful of the insider trading prohibitions under the SFA whenever trading in our or any other corporation’s securities. Directors are also reminded of their obligations under the SFA to give the requisite notice to the Company of any interests in securities of the Company or of any of its related corporations, and of any changes, within two business days after they acquire such interests or, as the case may be, after they become aware of the changes. In any event, the non-executive Directors who are currently our shareholders hold an insignificant number of shares in SATS.

Engagement with Stakeholders

SATS has appropriate channels in place to identify and engage with its material stakeholder groups. We recognise the importance of sharing detailed knowledge of our business and regular interactions with our stakeholders to determine material concerns for our business. These engagements enable SATS to review business processes, report on the progress of initiatives, as well as share ideas and knowledge for deeper collaborative partnerships. SATS periodically engages with key stakeholder groups while observing best practices such as tailoring relevant information for specific groups, taking into consideration constructive feedback on pertinent issues, and postponing any engagement during blackout periods.

On the communications front, SATS provides timely and informative updates relating to Company announcements, financial results/voluntary quarterly business updates, news releases, and corporate presentations on its corporate website. In relation to the Company’s risk management measures, our ERM team periodically engages key internal and external stakeholders to assess, refine, and implement our ERM framework and business continuity plans.

Upholding safety is our utmost priority at SATS. It is embedded in our core values and we take our responsibility of raising safety awareness and preventing accidents at the workplace and operational sites seriously.

On 7 March 2022, SATS further reinforced our commitment to aviation safety by signing the inaugural safety charter which was launched by the CAAS, together with 79 other aviation organisations at the annual Aviation Safety Forum. SATS will continue to work closely with all stakeholders in the aviation ecosystem to jointly uphold the highest safety standards and strengthen our safety culture.

Corporate Governance Report

Beyond aviation, SATS successfully conducted the ground-breaking for our new SATS Food Hub (SFH) in Singapore's Jurong Innovation District (JID) on 7 April 2022. Prior to the milestone event, the Company engaged various stakeholders such as grassroots leaders, JTC, the Singapore Economic Development Board, Enterprise Singapore, and the National Environment Agency to discuss and address the environmental and social impact that the SFH will have on the community in the JID.

Throughout the challenges posed by the COVID-19 pandemic, the Company safeguarded the health and safety of its employees by implementing stringent health & safety protocols and measures, issuing PPE and Antigen Rapid Test (ART) kits to all frontline employees, encouraging COVID-19 vaccinations, as well as adopting rostered routine testing (RRT) for employees working in higher-risk settings and enabling flexible work arrangements. SATS continues to deploy regular internal communications through multiple channels such as emails, virtual townhalls, calls and face-to-face meetings to communicate the Company's plans, safe management measures, and support for employees in navigating pandemic-related changes together.

In FY2021-22, the SATS Academy provided many opportunities for employees to upskill and reskill by attending government-supported place-and-train and training programmes. Employees were also cross-trained to support the surge in demand in other areas of operations that supported the flow of essential supplies.

The Company also established two purchasing authorities under the procurement function – Global Procurement and SPS (i.e., the SATS Procurement Services) – which manage the procurement of food-related goods and services, and non-food related categories, respectively, to drive procurement efficiency. SATS also launched a new Global Procurement Policy, which is guided by five principles – Best Total Value, Honest, Ethical and Fair Dealings, Externally-linked Supply Solutions, Competition and Collaboration, Supplier Long-term Partnership, as well as a global procurement operation manual. In line with the above, SATS is engaging our suppliers and vendors to embed the ESG criteria and practices set out in our Global Procurement Policy, supply chain management, and vendor selection and evaluation processes.

Annexure Share Plans

SATS RSP and SATS PSP

The SATS RSP and the SATS PSP were approved by shareholders at the Extraordinary General Meeting of the Company held on 19 July 2005 for an initial term of 10 years till July 2015. A 10-year extension until July 2025 was approved at the 41st AGM of the Company. There was no change to the maximum limit of new shares which may be issued under the SATS RSP and the SATS PSP following the extension of their respective durations. These plans were introduced with a view to further strengthening the Company's competitiveness in attracting and retaining talented key senior management personnel and executives. The SATS RSP and the SATS PSP aim to more directly align the interests of key senior management personnel and executives with the interests of shareholders, to improve performance and achieve sustainable growth for the Company in the changing business environment, and to foster a greater ownership culture amongst key senior management personnel and executives. These plans contemplate the award of fully paid shares of the Company, when and after pre-determined performance or service conditions are accomplished.

The SATS RSP serves as an additional motivational tool to recruit and retain talented executives as well as to reward Company and individual performance. In addition, it enhances the Group's overall compensation packages, strengthening the Group's ability to attract and retain high performing talent. Shareholders' approval was also obtained at the 46th AGM of the Company to alter the SATS RSP to enable non-executive Directors to participate in the SATS RSP, so as to permit grants of fully paid shares to be made under the SATS RSP to non-executive Directors as part of their Directors' remuneration.

The SATS PSP is targeted at a select group of key senior management personnel who shoulder the responsibility for the Company's performance and who are able to drive the growth of the Company through innovation, creativity and superior performance. Awards under the SATS PSP are performance-based, with performance targets set in accordance with medium-term corporate objectives covering market competitiveness, quality of returns, business growth and productivity growth. The performance targets are stretched targets based on criteria such as total shareholders' return, economic value added, market share, market ranking or return on sales.

Awards granted to executives under the SATS RSP, which is intended to apply to a broader base of executives, will vest only after the satisfactory completion of time-based service conditions, that is, after the participant has served the Group for a specified number of years (time-based restricted awards) or, where the award is performance-based (performance-based restricted awards), after a further period of service beyond the performance target completion date. Awards granted to the non-executive Directors under the SATS RSP in lieu of part of the cash amount of their Directors' remuneration consist of fully paid shares with no performance conditions attached and no vesting periods imposed. However, such non-executive Directors will be required to retain a base shareholding worth up to one year's retainer fee for as long as he/she is on the Board of the Company, and for a period of one year after stepping down as a Director.

No minimum vesting periods are prescribed under the SATS RSP, and the length of the vesting period(s) in respect of each award will be determined on a case-by-case basis. The grant of such performance-based restricted awards is intended to ensure that the earning of shares under the SATS RSP is aligned with the pay-for-performance principle. The use of time-based restricted awards will only be made on a case-by-case basis where business needs justify such awards.

The selection of a participant and the number of shares which he/she would be awarded under the SATS RSP will be determined at the absolute discretion of the RHRC, which will take into account criteria such as his/her rank, job performance, creativity, innovativeness, entrepreneurship, years of service and potential for future development, his/her contribution to the success and development of the Group and, if applicable, the extent of effort and resourcefulness required to achieve the performance target(s) within the performance period.

Under the SATS RSP and the SATS PSP, the RHRC has the discretion to determine whether the performance condition has been satisfied (whether fully or partially) or exceeded and in making any such determination, the RHRC has the right to make reference to the audited results of the Company or the Group to take into account such factors as the RHRC may determine to be relevant, such as changes in accounting methods, taxes and extraordinary events, and further, the right to amend the performance target(s) if the RHRC decides that a changed performance target would be a fairer measure of performance.

The senior management personnel who are participants of SATS RSP and SATS PSP are required to observe a moratorium on a minimum threshold of their shares in the Company. They are prohibited from trading, pledging or hedging their minimum threshold. The RHRC in their review of the Company's share plans also reviewed the minimum threshold. The RHRC commissioned a review of the minimum threshold by an external consultant, Aon, in October 2014 and had approved the findings and recommendation of Aon.

The aggregate number of shares which may be issued pursuant to awards granted under the SATS RSP and the SATS PSP, when added to the number of new shares issued and issuable in respect of all options granted under the SATS Employee Share Option Plan (which expired in 2010 and under which there are no longer any outstanding options), and all awards granted under the SATS RSP and the SATS PSP, may not exceed 15 percent of the total number of issued ordinary shares in the capital of the Company (excluding treasury shares and subsidiary holdings (as defined in the Listing Manual)) on the day preceding the relevant date of award.

For FY2021-22, the total number of shares comprised in awards granted under the SATS RSP and SATS PSP did not exceed 0.3 percent of the total number of issued shares (excluding treasury shares and subsidiary holdings). The obligation to deliver the shares is expected to be satisfied out of treasury shares.

Corporate Governance Report

Summary of Disclosures – Corporate Governance

The following table benchmarks the disclosures in this Corporate Governance Report and Annual Report against the express disclosure requirements under the provisions of the 2018 Code:

Provisions of the 2018 Code – Express disclosure requirements	Page reference in this Annual Report
Provision 1.2 The induction, training and development provided to new and existing Directors	Pages 68 to 69
Provision 1.3 Matters that require Board approval	Page 47
Provision 1.4 Names of the members of the Board Committees, the terms of reference of the Board Committees, any delegation of the Board's authority to make decisions, and a summary of each Board Committee's activities	Pages 58 to 62 and 64 to 75
Provision 1.5 The number of meetings of the Board and Board Committees held in the year, as well as the attendance of every Board member at these meetings	Page 57
Provision 2.4 The Board diversity policy and progress made towards implementing the Board diversity policy, including objectives	Pages 50 to 51
Provision 4.3 Process for the selection, appointment and re-appointment of Directors to the Board, including the criteria used to identify and evaluate potential new Directors and channels used in searching for appropriate candidates	Pages 51, 65 and 69
Provision 4.4 Where the Board considers a Director to be independent notwithstanding the existence of a relationship which may affect his or her independence, the nature of the Director's relationship and the reasons for considering him or her as independent	Pages 66 and 67
Provision 4.5 The listed company directorships and principal commitments of each Director, and where a Director holds a significant number of such directorships and commitments, the NC's and Board's reasoned assessment of the ability of the Director to diligently discharge his or her duties	Pages 67, 22 to 25 and 228 to 237
Provision 5.2 How the assessments of the Board, the Board Committees and each Director have been conducted, including the identity of any external facilitator and its connection, if any, with the Company or any of its Directors	Page 68
Provision 6.4 The engagement of any remuneration consultants and their independence	Page 70

Provisions of the 2018 Code – Express disclosure requirements	Page reference in this Annual Report
Provision 8.1 The policy and criteria for setting remuneration, as well as names, amounts and breakdown of remuneration of (a) each individual Director and the CEO; and (b) at least the top five key management personnel (who are not Directors or the CEO) in bands no wider than S\$250,000 and in aggregate the total remuneration paid to these key management personnel	For Non-Executive Directors: Pages 54 to 57 For the CEO and management: Pages 70 to 73
Provision 8.2 Names and remuneration of employees who are substantial shareholders of the Company, or are immediate family members of a Director, the CEO or a substantial shareholder of the Company, and whose remuneration exceeds S\$100,000 during the year, in bands no wider than S\$100,000, stating clearly the employee's relationship with the relevant Director or the CEO or substantial shareholder	Negative statement on page 73
Provision 8.3 All forms of remuneration and other payments and benefits, paid by the Company and its subsidiaries to Directors and key management personnel of the Company, and details of employee share schemes	For Non-Executive Directors: Pages 54 to 57 For Key Management Personnel: Pages 70 to 73 For employee share schemes: Pages 72 and 92 to 93
Provision 9.2 Whether the Board has received assurance from (a) the CEO and the CFO that the financial records have been properly maintained and the financial statements give a true and fair view of the Company's operations and finances; and (b) the CEO and the other key management personnel who are responsible, regarding the adequacy and effectiveness of the Company's risk management and internal control systems	Pages 83 to 84
Provision 10.1(f) The existence of a whistle-blowing policy and procedures for raising such concerns	Pages 86 to 87
Provision 11.3 Directors' attendance at general meetings of shareholders held during the financial year	Page 57
Provision 11.6 The Company's dividend policy	Page 90
Provision 12.1 The steps taken to solicit and understand the views of shareholders	Pages 88 and 90 to 91
Provision 13.2 The strategy and key areas of focus in relation to the management of stakeholder relationships during the reporting period	Pages 91 to 92

Building a Sustainable Future

Building Resilience and Collaborative Advantage

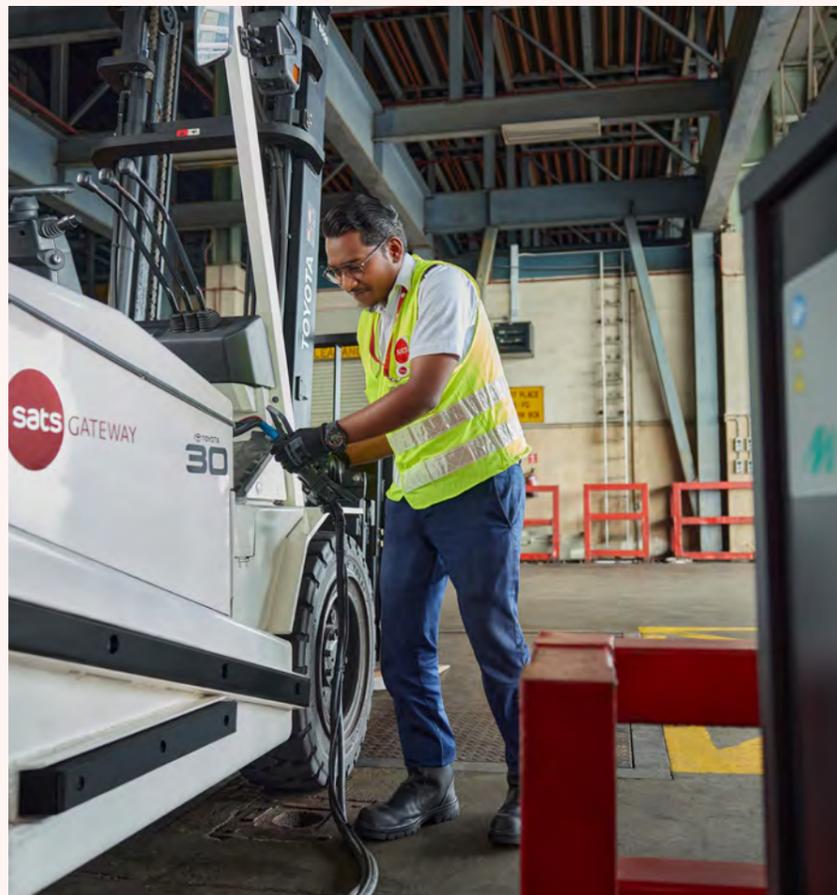
Building a Sustainable Future

“We play a significant role in shaping the future of sustainability for the communities by working synergistically with our partners in the aviation, logistics and food ecosystems.”

SATS embeds sustainability in every aspect of our business and has remained steadfast in pursuing our Environmental, Social and Governance (ESG) goals throughout the pandemic. As a service provider performing the vital role of ensuring the operational efficiency of Singapore’s aviation hub and a key player in building the nation’s food resilience, we play a significant role in shaping the future of sustainability for the communities we serve, by working synergistically with our partners in the aviation, logistics and food ecosystems.

Six months after the global community’s commitments to combat climate change at COP26, we see the Russia-Ukraine conflict driving up energy prices and heightening the focus on energy security. This conflict

could accelerate investments in building infrastructure that will enable the shift towards low-carbon renewable energy and electric vehicles. At SATS, we have advanced our plans to leverage green energy by installing 70 charging stations at our Airfreight Terminal Buildings in Singapore to enable the on-site charging of 141 forklifts by October 2022. SATS’ subsidiary in Hong Kong, Asia Airfreight Terminal, won the prestigious “Sustainable Warehouse Operator of the Year 2022” award in the Freightweek Sustainability Awards. We are constantly engaged in tripartite engagements with our industry partners across our network to build more charging infrastructure on the airside to promote green transportation, and are also actively exploring other forms of renewable energy, such as biodiesel.



→ We will be installing 70 charging stations at our Airfreight Terminal Buildings to enable on-site charging of 141 forklifts.

Acknowledging the significant contribution of Scope 3 carbon emissions to SATS’ carbon footprint, we will be setting science-based targets for the Group’s Scope 1, 2 and 3 carbon emissions with FY2019-20 as the baseline. This baseline will set our pathway to achieving 2030 targets aligned with the collective effort to limit global warming to below 2 degrees Celsius. In addition, we have also developed a carbon reduction roadmap that will be updated as new technologies and solutions become available, helping us to prioritise initiatives that will allow us to meet our milestones for achieving our decarbonisation goals.

Delivering on our purpose to feed and connect communities, we look beyond ensuring the success of our company to empowering the diverse communities we serve across our network. For example, we installed ramps at the SATS Maintenance Centre in Singapore to enable easy access to various parts of the building for wheelchair users. We are also encouraged to see more female colleagues break the bias by taking up roles and excelling in traditionally male-dominated functions.

SATS is a signatory of the United Nations Global Compact, and is committed to aligning our strategies and operations to the universal principles of human rights, labour, environment and anti-corruption.



WE SUPPORT



Good governance underpins the success of our sustainable business strategy. The leadership has deepened SATS’ commitment to good governance through several initiatives. We have refreshed our Suppliers’ Code of Conduct to include a range of environmental criteria for evaluating our suppliers and made acceptance of these criteria mandatory for our suppliers.

Strengthening our supply chain resilience, we implemented the Global Procurement Operation Manual across the SATS Group of entities over which we have operational control. We adopt a universal standard across our entities for integrating ESG criteria into our Global Procurement Best Value Framework, Global Procurement Sourcing Principles and Global Procurement Responsible Sourcing framework.

SATS and seven of its Singapore-based companies successfully obtained the ISO 37001 certification in December 2021, fortifying our commitment to upholding the highest level of business integrity and ethical practices prescribed in the international standard for anti-bribery management systems. We also became a signatory of the United Nations Global Compact, reinforcing our commitment to human rights, labour, environment and anti-corruption.



We commissioned three new sites for solar installation in Singapore, expanding our total renewable energy capacity to a total of 9,081 kilowatt-peak, allowing SATS to abate approximately 4,448 tCO₂e yearly, generating more than 10,000 MWh of power generated annually.



Please refer to the SATS Sustainability Report FY2021-22 for more information on our sustainability initiatives and progress [here](#).

Building a Sustainable Future

OUR SUSTAINABILITY THEMES

UN SDGS

2030 GOALS

DEVELOP SMART INFRASTRUCTURE



- Convert 100% of ground support equipment in Singapore hub to sustainable energy resources, for example, electrification, by 2030¹.

- Reduce Singapore-based Scope 1 and 2 carbon footprint by 50% by 2030 from FY2019-20 baseline².

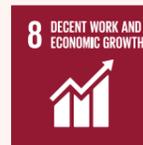
REDUCE FOOD AND PACKAGING WASTE



- Halve food waste intensity³ in Singapore operations from 2021 baseline by 2028.

- Introduce 100% sustainable food packaging by 2030.

NURTURE SKILLS FOR THE FUTURE



- Increase average value-add per employee across all subsidiaries by 50% by 2030 from FY2020-21 baseline.

- Touch a million lives by sharing our expertise with the communities in which we operate, by 2030 from FY2018-19 baseline.

Note: All years refer to fiscal years starting on 1 April of any given year. This year, we embarked on our Scope 3 assessment and are committed to setting science-based targets for Scope 1, 2 and 3 within the next two years (actual targets to be published by 2024).

¹ Timing to be confirmed after coordination with other Changi ecosystem stakeholders and subject to commercial availability of such equipment.

² Baseline year has been adjusted to FY2019-20 in line with Scope 3 baseline.

³ Adjusted to reflect food waste generated for every unit of output.

Financial Statements

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Directors' Statement

The Directors are pleased to present their statement to the members together with the audited consolidated financial statements of SATS Ltd. (the "Company") and its subsidiaries (collectively, the "Group") and the statement of financial position and statement of changes in equity of the Company for the financial year ended 31 March 2022.

1. Opinion of the Directors

In the opinion of the Directors:

- (a) The financial statements set out on pages 112 to 212 give a true and fair view of the financial position of the Group and of the Company as at 31 March 2022 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 in accordance with the provisions of the Companies Act 1967 and Singapore Financial Reporting Standards (International); and
- (b) at the date of this statement, there are reasonable grounds to believe that the Company will be able to pay its debts as and when they fall due.

The Directors have, on the date of this statement, authorised these financial statements for issue.

2. Directors

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

Euleen Goh Yiu Kiang	Chairman
Kerry Mok Tee Heong	Appointed on 1 January 2022
Achal Agarwal	
Vinita Bali	
Chia Kim Huat	
Michael Kok Pak Kuan	
Jenny Lee Hong Wei	
Jessica Tan Soon Neo	
Tan Soo Nan	
Deborah Tan Yang Sock	
Yap Kim Wah	

3. Arrangements to Enable Directors to Acquire Shares and Debentures

Except as disclosed in this statement, neither at the end of nor at any time during the financial year was the Company a party to any arrangement whose objects are, or one of whose objects is, to enable the Directors of the Company to acquire benefits by means of the acquisition of shares or debentures of the Company or any other body corporate.

4. Directors' Interests in Shares and Debentures

The following Directors who held office at the end of the financial year, had, according to the register of Directors' shareholdings required to be kept under Section 164 of the Companies Act 1967, an interest in shares and share options of the Company as stated below:

4. Directors' Interests in Shares and Debentures (cont'd)

Name of Director	Direct interest		Deemed interest	
	At the beginning of financial year or date of appointment	At the end of financial year	At the beginning of financial year or date of appointment	At the end of financial year
Ordinary shares⁽¹⁾				
Euleen Goh Yiu Kiang	85,974	102,174	–	–
Kerry Mok Tee Heong	89,500	89,500	–	–
Achal Agarwal	44,100	51,400	–	–
Chia Kim Huat	16,090	22,590	–	–
Michael Kok Pak Kuan	15,300	22,600	–	–
Jenny Lee Hong Wei	7,400	11,300	–	–
Jessica Tan Soon Neo	15,100	22,300	–	–
Tan Soo Nan	43,500	50,900	4,088	4,088
Deborah Tan Yang Sock	–	2,200	–	–
Yap Kim Wah	15,400	23,100	–	–
Award under SATS Restricted Share Plan ("RSP")				
Kerry Mok Tee Heong ⁽²⁾	64,900	64,900	–	–
Award under SATS Performance Share Plan ("PSP")				
Kerry Mok Tee Heong ⁽³⁾	262,500	262,500	–	–

⁽¹⁾ Includes, in respect of all the Directors named above other than Kerry Mok Tee Heong, shares of the Company delivered pursuant to awards granted to them under the RSP during the financial year under review as part of their Directors' Fees in lieu of cash and, in respect of Kerry Mok Tee Heong, shares of the Company delivered pursuant to awards granted to him under the RSP and PSP in his capacity as a Group employee.

⁽²⁾ The final number of RSP award will vest equally over a three-year period. During the financial year, 72,500 shares were awarded and 40,900 shares were vested.

⁽³⁾ The final number of PSP will range from 0% to 150% of the initial grant and is contingent on the achievements of pre-determined targets over a three-year performance conditions period. During the financial year, 85,000 shares were awarded and 21,900 shares were vested.

There was no change in any of the above-mentioned interests in the Company between the end of the financial year and 21 April 2022.

Except as disclosed in this statement, no Director who held office at the end of the financial year had interests in shares, share options or debentures of the Company, or of related corporations, either at the beginning of the financial year, or date of appointment if later, or at the end of the financial year.

Directors' Statement

5. Share-Based Payments

Restricted Share Plan ("RSP") and Performance Share Plan ("PSP")

At the Extraordinary General Meeting of the Company held on 19 July 2005, the shareholders approved the adoption of two new share plans, namely the RSP and the PSP, in addition to the Share Option Plan. Both share plans which expired in July 2015 were subsequently approved during the 41st Annual General Meeting held on 23 July 2014 for further extension of 10 years to July 2025.

From FY2015-16 onwards, the RSP final number of award will range from 0% to 120% of the initial grant and is contingent on the achievement of pre-determined targets over a one-year performance period and will vest equally over a three-year period. The PSP final number of award will range from 0% to 150% of the initial grant and is contingent on the achievement of pre-determined targets over a three-year performance period.

At the date of this report, the Remuneration and Human Resource Committee which administers the RSP and PSP comprises the following Directors:

Euleen Goh Yiu Kiang	Chairman
Achal Agarwal	Member
Michael Kok Pak Kuan	Member

No shares have been granted to controlling shareholders or their associates under the RSP and PSP.

At the 46th Annual General Meeting of the Company held on 18 July 2019, the shareholders of the Company approved alterations to the RSP to permit grants of fully paid shares of the Company to be made to Non-Executive Directors of the Company as part of their Directors' Fees in respect of their office as such, in lieu of cash. During the financial year, an aggregate of 65,700 shares of the Company were delivered pursuant to awards granted under RSP to Non-Executive Directors as part of their Directors' Fees for the period 1 April 2020 to 31 March 2021 in lieu of cash. The awards consisted of fully paid shares with no performance conditions attached and no vesting periods imposed.

The details of the shares awarded under the RSP and PSP during the year are as follows:

RSP					
Date of grant	Number of restricted shares				
	Balance at 01 April 2021/ Date of grant	Vested	Forfeited	Adjustment	Balance at 31 March 2022
24 June 2019	568,700	(560,400)	(7,100)	–	1,200
20 August 2020	658,200	(338,500)	(58,300)	–	261,400
25 June 2021	2,049,000	(689,500)	(173,500)	–	1,186,000
02 August 2021	435,750	(435,750)	–	–	–
10 August 2021	65,700	(65,700)	–	–	–
	3,777,350	(2,089,850)	(238,900)	–	1,448,600

5. Share-Based Payments (cont'd)

Restricted Share Plan ("RSP") and Performance Share Plan ("PSP") (cont'd)

PSP					
Date of grant	Number of performance shares				
	Balance at 01 April 2021/ Date of grant	Vested	Forfeited	Adjustment [#]	Balance at 31 March 2022
14 December 2018	695,000	(304,700)	–	(390,300)	–
01 August 2019	635,000	–	(355,000)	–	280,000
20 August 2020	1,097,500	–	(450,000)	–	647,500
02 August 2021	890,000	–	(400,000)	–	490,000
	3,317,500	(304,700)	(1,205,000)	(390,300)	1,417,500

[#] Adjustments due to the performance factor at the end of the performance period upon meeting stated performance targets.

Based on the Monte Carlo simulation model, the estimated weighted average fair values at the date of grant for each share granted during the year under the PSP is \$2.16 (2021: \$1.35).

For performance share grants with non-market conditions, the Group revises its estimates of the number of share grants expected to vest and corresponding adjustments are made to the income statement and share-based compensation reserve.

Under the PSP, eligible key executives are required to hold a portion of the shares released to them under a share ownership guideline which requires them to maintain a beneficial ownership stake in the Company, thus further aligning their interests with shareholders.

The number of contingent shares granted but not released as at 31 March 2022 were 1,448,600 (2021: 1,226,900) and 1,417,500 (2021: 2,427,500) for RSP and PSP respectively. Based on the achievement factor, the actual release of the awards is 1,448,600 (2021: 1,226,900) and zero to a maximum of 2,126,250 (2021: zero to maximum 3,641,250) fully paid ordinary shares of the Company, for RSP and PSP respectively.

For the current financial year, the Group has provided \$7,606,000 (2021: \$8,787,000) in respect of the RSP and PSP based on the fair values determined on grant date and estimation of share grants that will ultimately vest.

6. Audit Committee

The Audit Committee ("AC") performed the functions specified in the Companies Act 1967. The functions performed are detailed in the Corporate Governance Report.

Directors' Statement

7. Internal Control Statement

Taking into account the views of the AC and the Board Risk and Safety Committee in the exercise of their responsibilities under their respective terms of reference, the framework of management controls, the internal control policies and procedures established and maintained by the Group's Management, the reviews conducted by the internal and external auditors and the documented governance assurance, the Board is of the opinion that the systems of internal controls and risk management (addressing financial, operational, compliance and information technology controls) which the Group consider relevant and material to its current business scope and environment were adequate and effective as at the date of the 'Directors' Statement'. The AC concur with the Board's opinions.

However, the Board also notes that no system of risk management and internal controls can provide absolute assurance in this regard, or absolute assurance against poor judgement in decision making, human error, losses, fraud or other irregularities.

8. Auditors

The auditors, KPMG, have indicated their willingness to accept re-appointment.

On behalf of the Board of Directors,

Euleen Goh Yiu Kiang
Chairman

Kerry Mok Tee Heong
Executive Director / President and Chief Executive Officer

Dated this 30 May 2022

Independent Auditors' Report

Members of the Company
SATS Ltd.

Report on the audit of the financial statements

Opinion

We have audited the financial statements of SATS Ltd. (the "Company") and its subsidiaries (the "Group"), which comprise the consolidated statement of financial position of the Group, the statement of financial position of the Company as at 31 March 2022, the consolidated income statement, consolidated statement of comprehensive income, consolidated statements of changes in equity and consolidated statement of cash flows of the Group and statement of changes in equity of the Company for the year then ended, and notes to the financial statements, including a summary of significant accounting policies, as set out on pages 112 to 212.

In our opinion, the accompanying consolidated financial statements of the Group and the statement of financial position and 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)s") 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 March 2022 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 *Auditors' 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.

Independent Auditors' Report

Impairment of goodwill

Refer to Note 2.14 'Impairment of non-financial and financial assets' and Note 3.2 'Impairment of non-financial assets' for relevant accounting policies and discussion of significant accounting estimates, and Note 16 'Intangible assets' for the key assumptions used in impairment testing of goodwill.

The key audit matter	How the matter was addressed in our audit
<p>The Group recognised goodwill which are allocated to the SATS Food Services, TFK Corporation, Ground Team Red Holdings, Nanjing Weizhou Airline Food Corp., Ltd, Monty's Bakehouse UK Limited, SATS Food Solutions (Thailand) Co., Ltd. and Asia Airfreight Terminal Company Limited cash generating units ("CGUs") respectively as at 31 March 2022.</p> <p>These CGUs are tested for impairment annually. Management applies the value-in-use (discounted cash flow) method to determine the recoverable amount of each CGU. Any shortfall of the recoverable amounts against the carrying amounts would be recognised as impairment losses.</p> <p>The recoverable amounts are determined based on estimates of forecasted revenue, growth rates, profit margins, tax rates and discount rates.</p> <p>There is uncertainty in the current and future economic environment in which the Group operates arising from the ongoing COVID-19 outbreak. The Group's near term cashflows have been impacted and the duration and severity of the crisis is dependent on events which are continuously unfolding and are beyond the control of the Group.</p> <p>As a result, there is a high degree of estimation uncertainty inherent in estimating the duration and severity of the economic downturn caused by the COVID-19 pandemic, and the pattern of any expected recovery. As a result, the estimates and assumptions used in the cashflow projections which form the basis of the recoverable amounts attributable to the CGUs require significant judgement. These judgements require estimates to be made over areas including those relating to forecasted revenues, growth rates, profit margins, discount rates for each CGUs and certain key aviation customers having to recapitalise for sustained operations post COVID-19 pandemic.</p> <p>The determination of the recoverable amounts is a key focus area for our audit.</p>	<p>We studied publicly available aviation industry reports relating to the impact COVID-19 pandemic has on the global aviation industry, to understand the possible recovery scenarios.</p> <p>We held discussions with senior management to understand the basis of the assumptions used in forming the estimates underpinning the assessment of the recoverable amount of the CGUs. These estimates include those relating to revenue forecast, growth rates, profit margins and discount rates.</p> <p>We challenged management's estimates applied in the value-in-use models based on our knowledge of the CGUs' operations, and compared them against historical forecasts and performance, regional indices and industry benchmarks. This included obtaining an understanding of management's planned strategies around business expansion, revenue stream growth strategies and cost initiatives, the progress of negotiations with target customers and the review of the secured and lost contracts.</p> <p>We performed sensitivity analyses to evaluate whether reasonable changes in the key assumptions for any of the Group's CGUs would cause the carrying amounts to exceed the recoverable amounts.</p> <p>We assessed the arithmetical accuracy of the computations used in assessing the recoverable amount of the CGUs.</p>

Findings

The COVID-19 pandemic has resulted economic uncertainty in the current and future economic environment. The key estimates applied in the value-in-use models such as revenue forecast, growth rates, profit margins and discount rates are subject to significant amounts of volatility and uncertainty. Nevertheless, we found the estimates applied in the value-in-use models to be reasonable in the context of currently available relevant information as at 31 March 2022.

Impairment of associates and joint ventures

Refer to Note 2.14 'Impairment of non-financial and financial assets' and Note 3.2 'Impairment of non-financial assets' for relevant accounting policies and discussion of significant accounting estimates, and Note 18 'Investment in associates' and Note 19 'Investment in joint ventures' for details of accounting for associates and joint ventures.

The key audit matter	How the matter was addressed in our audit
<p>The carrying value of associates and joint ventures amounted to \$454.0 million (2021: \$578.2 million), which accounted for 13.8% (2021: 18.7%) of the Group's total assets as at 31 March 2022.</p> <p>Management determines at the end of each reporting period the existence of any objective evidence that indicate the Group's investments in associates or joint ventures may be impaired. If there are indicators of impairment, a detailed impairment assessment would be performed and any deficit between the recoverable amount of the associate or joint venture and its carrying value would be recognised in profit or loss.</p> <p>The identification of different CGUs, assessment of indicators of impairment and where such indicators exist, the determination of the recoverable amounts of the CGUs require judgement. The determination of the recoverable amounts when value-in-use is applicable requires estimates of revenue forecast, growth rates, profit margins and discount rates.</p> <p>Due to the high degree of estimation uncertainty inherent in assessing the duration and severity of the economic downturn caused by the COVID-19 pandemic and the pattern of any expected recovery, the estimates and assumptions used in the cashflow projections to determine the recoverable amounts of the CGUs require significant judgement. This is a key area of focus for our audit.</p>	<p>We assessed the determination of the CGUs and the assessment of indicators of impairment based on our understanding of the nature of the Group's business and the economic environment in which its CGUs operate.</p> <p>We studied recent analyst market reports to obtain an understanding of the actual growth rates and outlook of the industries in which the CGUs operate, including the impact of COVID-19 pandemic has on the global aviation industry, to understand the possible recovery scenarios. We reviewed the CGUs' historical and current performances, and held discussions with management to understand their assessment of the future performance of the CGUs.</p> <p>Where indicators of impairment exist, we challenged management's revenue forecast, growth rates, profit margins, tax rates and discount rates based on our knowledge of the CGUs' operations, and compared them against historical forecasts and performance, regional indices and industry benchmarks. This included obtaining an understanding of management's planned strategies around business expansion, revenue stream growth strategies and cost initiatives, the progress of negotiations with target customers and the review of secured and lost contracts.</p> <p>We performed sensitivity analyses to evaluate whether reasonable change in the key assumptions for any of the Group's CGUs would cause the carrying amounts to exceed the recoverable amounts.</p>

Findings

The COVID-19 pandemic has resulted economic uncertainty in the current and future economic environment. Nevertheless, we found management's identification of CGUs and assessment of indicators of impairment to be appropriate. Where indicators of impairment existed, we found the estimates applied in the value-in-use models to be consistent with historical forecasts and reasonable in the context of currently available relevant information as at 31 March 2022.

Other information

Management is responsible for the other information contained in the annual report. Other information is defined as all information in the annual report other than the financial statements and our auditors' report thereon.

We have obtained all other information prior to the date of this auditors' report.

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

In connection with our audit of the financial statements, our responsibility is to read the other information 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. If, based on the work we have performed, 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.

Independent Auditors' Report

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)s, 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.

Auditors' 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 auditors' 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 controls.
- Obtain an understanding of internal controls 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 controls.
- 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 auditors' 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 auditors' 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 controls 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 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 auditors' report unless the law or regulations preclude public disclosure about the matter or when, in extremely rare circumstances, we determine that a matter should not be communicated in our report because the adverse consequences of doing so would reasonably be expected to outweigh the public interest benefits of such communication.

Report on other legal and regulatory requirements

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

The engagement partner on the audit resulting in this independent auditors' report is Quek Shu Ping.

KPMG LLP

Public Accountants and
Chartered Accountants

Singapore

30 May 2022

Consolidated Income Statement

for the financial year ended 31 March 2022

	Note	2021-22 \$'000	2020-21 \$'000
Revenue	4	1,176,766	969,997
Expenditure			
Staff costs	5	(550,555)	(382,265)
Cost of raw materials		(311,148)	(269,787)
Licence fees		(16,282)	(19,949)
Depreciation and amortisation charges		(119,667)	(130,442)
Company premise and utilities expenses		(73,887)	(65,271)
Other costs		(147,854)	(112,394)
		(1,219,393)	(980,108)
Operating loss	6	(42,627)	(10,111)
Interest on borrowings	7	(17,065)	(20,509)
Interest income	7	3,285	4,816
Share of results of associates/joint ventures, net of tax		17,154	(47,986)
Other non-operating gain/(loss), net	8	12,152	(71,659)
Loss before tax		(27,101)	(145,449)
Income tax credit	9	31,432	36,152
Profit/(loss) for the year		4,331	(109,297)
Profit/(loss) attributable to:			
Owners of the Company		20,371	(78,929)
Non-controlling interests		(16,040)	(30,368)
		4,331	(109,297)
Earnings/(loss) per share (cents)			
Basic	10	1.8	(7.1)
Diluted	10	1.8	(7.0)

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

Consolidated Statement of Comprehensive Income

for the financial year ended 31 March 2022

	2021-22 \$'000	2020-21 \$'000
Profit/(loss) for the year	4,331	(109,297)
Other comprehensive income:		
<u>Items that will not be reclassified to profit or loss:</u>		
Actuarial (loss)/gain on defined benefit plan	(5,487)	5,591
<u>Items that are or may be reclassified subsequently to profit or loss:</u>		
Net fair value changes on financial assets	626	239
Foreign currency translation differences	27,567	(6,882)
	28,193	(6,643)
Other comprehensive income for the year, net of tax	22,706	(1,052)
Total comprehensive income for the year	27,037	(110,349)
Total comprehensive income attributable to:		
Owners of the Company	48,678	(78,178)
Non-controlling interests	(21,641)	(32,171)
Total comprehensive income for the year	27,037	(110,349)

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

Statements of Financial Position

as at 31 March 2022

	Note	GROUP		COMPANY	
		31.3.2022 \$'000	31.3.2021 \$'000	31.3.2022 \$'000	31.3.2021 \$'000
Equity attributable to owners of the Company					
Share capital	12	367,947	367,947	367,947	367,947
Treasury shares	12	(8,481)	(18,798)	(8,481)	(18,798)
Share-based compensation reserve	13	4,878	9,442	4,878	9,442
Statutory reserve	13	13,506	13,502	–	–
Foreign currency translation reserve	13	(119,485)	(150,223)	–	–
Revenue reserve		1,368,752	1,348,986	1,345,013	1,305,292
Other reserves	13	(24,516)	(24,514)	(26,365)	(25,747)
		1,602,601	1,546,342	1,682,992	1,638,136
Non-controlling interests	17	231,106	152,458	–	–
Total equity		1,833,707	1,698,800	1,682,992	1,638,136
Non-current assets					
Property, plant and equipment	14	589,651	519,671	18,802	18,780
Right-of-use assets	14	312,827	187,716	59,522	63,336
Investment properties	15	–	497	147,650	173,025
Intangible assets	16	553,179	410,679	24,972	19,056
Investment in subsidiaries	17	–	–	923,753	753,983
Investment in associates	18	393,811	520,794	221,261	335,421
Investment in joint ventures	19	60,206	57,385	12,014	12,014
Long-term investments	20	14,577	14,541	6,060	6,060
Loan to subsidiaries	17	–	–	388,428	360,722
Loan to associate		2,152	–	2,152	–
Deferred tax assets	21	57,407	34,307	–	–
Other non-current assets	22	12,531	23,468	–	–
		1,996,341	1,769,058	1,804,614	1,742,397
Current assets					
Trade and other receivables	23	387,721	291,506	158,460	82,186
Prepayments and deposits		36,706	20,147	3,251	2,422
Amounts due from associates/joint ventures	18,19	2,323	1,204	1,492	803
Inventories	24	83,155	130,054	757	265
Cash and cash equivalents	25	786,041	879,849	505,781	761,558
		1,295,946	1,322,760	669,741	847,234

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

	Note	GROUP		COMPANY	
		31.3.2022 \$'000	31.3.2021 \$'000	31.3.2022 \$'000	31.3.2021 \$'000
Current liabilities					
Trade and other payables	26	457,946	358,523	132,713	122,061
Amounts due to joint ventures	19	11,400	11,400	–	–
Income tax payable		18,179	36,029	9,725	15,142
Term loans	27	101,685	143,293	–	94,801
Loan from subsidiaries	17	–	–	167,800	169,900
Lease liabilities		41,373	16,044	2,847	3,030
		630,583	565,289	313,085	404,934
Net current assets		665,363	757,471	356,656	442,300
Non-current liabilities					
Deferred tax liabilities	21	90,440	68,676	26,913	27,643
Term loans	27	109,127	234,850	86,646	150,000
Notes payable	28	300,000	300,000	300,000	300,000
Lease liabilities		285,659	179,247	58,009	60,699
Other payables	26	42,771	44,956	6,710	8,219
		827,997	827,729	478,278	546,561
Net assets		1,833,707	1,698,800	1,682,992	1,638,136

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

Statements of Changes in Equity

for the financial year ended 31 March 2022

	Attributable to owners of the Company											
	Share Capital \$'000	Treasury Shares \$'000	Share-Based Compensation Reserve \$'000	Statutory Reserve* \$'000	Foreign Currency Translation Reserve \$'000	Revenue Reserve \$'000	Capital Reserve \$'000	Loss on Reissuance of Treasury Shares \$'000	Fair Value Reserve \$'000	Total \$'000	Non-controlling Interests \$'000	Total Equity \$'000
GROUP												
Balance at 1 April 2021	367,947	(18,798)	9,442	13,502	(150,223)	1,348,986	1,072	(25,747)	161	1,546,342	152,458	1,698,800
Profit/(loss) for the year	-	-	-	-	-	20,371	-	-	-	20,371	(16,040)	4,331
Other comprehensive income for the year	-	-	-	-	30,738	(3,047)	-	-	616	28,307	(5,601)	22,706
Total comprehensive income for the year	-	-	-	-	30,738	17,324	-	-	616	48,678	(21,641)	27,037
Contributions by and distributions to owners												
Share-based payment	-	-	7,606	-	-	-	-	-	-	7,606	-	7,606
Share awards lapsed	-	-	(2,446)	-	-	2,446	-	-	-	-	-	-
Treasury shares reissued pursuant to equity compensation plans	-	10,317	(9,724)	-	-	-	-	(618)	-	(25)	-	(25)
Total contributions by and distributions to owners	-	10,317	(4,564)	-	-	2,446	-	(618)	-	7,581	-	7,581
Others												
Acquisition of shares in subsidiaries	-	-	-	-	-	-	-	-	-	-	102,689	102,689
Dividends paid to non-controlling interests	-	-	-	-	-	-	-	-	-	-	(2,400)	(2,400)
Transfer to statutory reserve	-	-	-	4	-	(4)	-	-	-	-	-	-
Balance at 31 March 2022	367,947	(8,481)	4,878	13,506	(119,485)	1,368,752	1,072	(26,365)	777	1,602,601	231,106	1,833,707

* Certain countries in which some of the associates and subsidiaries are incorporated legally require statutory reserves to be set aside. The laws of the countries restrict the distribution and use of these statutory reserves. The accompanying accounting policies and explanatory notes form an integral part of the financial statements.

Statements of Changes in Equity

for the financial year ended 31 March 2022

	Attributable to owners of the Company											
	Share Capital \$'000	Treasury Shares \$'000	Share-Based Compensation Reserve \$'000	Statutory Reserve* \$'000	Foreign Currency Translation Reserve \$'000	Revenue Reserve \$'000	Capital Reserve \$'000	Loss on Reissuance of Treasury Shares \$'000	Fair Value Reserve \$'000	Total \$'000	Non-controlling Interests \$'000	Total Equity \$'000
GROUP												
Balance at 1 April 2020	367,947	(26,017)	9,504	12,076	(147,530)	1,426,096	1,072	(25,619)	(38)	1,617,491	188,032	1,805,523
Loss for the year	-	-	-	-	-	(78,929)	-	-	-	(78,929)	(30,368)	(109,297)
Other comprehensive income for the year	-	-	-	-	(2,693)	3,245	-	-	199	751	(1,803)	(1,052)
Total comprehensive income for the year	-	-	-	-	(2,693)	(75,684)	-	-	199	(78,178)	(32,171)	(110,349)
Contributions by and distributions to owners												
Share-based payment	-	-	8,787	-	-	-	-	-	-	8,787	-	8,787
Treasury shares reissued pursuant to equity compensation plans	-	8,787	(8,849)	-	-	-	-	(128)	-	(190)	-	(190)
Purchase of treasury shares	-	(1,568)	-	-	-	-	-	-	-	(1,568)	-	(1,568)
Total contributions by and distributions to owners	-	7,219	(62)	-	-	-	-	(128)	-	7,029	-	7,029
Others												
Dividends paid to non-controlling interests	-	-	-	-	-	-	-	-	-	-	(3,403)	(3,403)
Transfer to statutory reserve	-	-	-	1,426	-	(1,426)	-	-	-	-	-	-
Balance at 31 March 2021	367,947	(18,798)	9,442	13,502	(150,223)	1,348,986	1,072	(25,747)	161	1,546,342	152,458	1,698,800

* Certain countries in which some of the associates are incorporated legally require statutory reserves to be set aside. The laws of the countries restrict the distribution and use of these statutory reserves. The accompanying accounting policies and explanatory notes form an integral part of the financial statements.

Statements of Changes in Equity

for the financial year ended 31 March 2022

COMPANY	Share Capital \$'000	Treasury Shares \$'000	Share-Based Compensation Reserve \$'000	Revenue Reserve \$'000	Loss on Reissuance of Treasury Shares \$'000	Total Equity \$'000
Balance at 1 April 2021	367,947	(18,798)	9,442	1,305,292	(25,747)	1,638,136
Profit for the year	–	–	–	37,275	–	37,275
Total comprehensive income for the year	–	–	–	37,275	–	37,275
Contributions by and distributions to owners						
Share-based payment	–	–	7,606	–	–	7,606
Treasury shares reissued pursuant to equity compensation plans	–	10,317	(9,724)	–	(618)	(25)
Share awards lapsed	–	–	(2,446)	2,446	–	–
Total contributions by and distributions to owners	–	10,317	(4,564)	2,446	(618)	7,581
Balance at 31 March 2022	367,947	(8,481)	4,878	1,345,013	(26,365)	1,682,992
COMPANY	Share Capital \$'000	Treasury Shares \$'000	Share-Based Compensation Reserve \$'000	Revenue Reserve \$'000	Loss on Reissuance of Treasury Shares \$'000	Total Equity \$'000
Balance at 1 April 2020	367,947	(26,017)	9,504	1,307,292	(25,619)	1,633,107
Loss for the year	–	–	–	(2,000)	–	(2,000)
Total comprehensive income for the year	–	–	–	(2,000)	–	(2,000)
Contributions by and distributions to owners						
Share-based payment	–	–	8,787	–	–	8,787
Treasury shares reissued pursuant to equity compensation plans	–	8,787	(8,849)	–	(128)	(190)
Purchase of treasury shares	–	(1,568)	–	–	–	(1,568)
Total contributions by and distributions to owners	–	7,219	(62)	–	(128)	7,029
Balance at 31 March 2021	367,947	(18,798)	9,442	1,305,292	(25,747)	1,638,136

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

Consolidated Statement of Cash Flows

for the financial year ended 31 March 2022

Note	2021-22 \$'000	2020-21 \$'000
Cash flows from operating activities		
Loss before tax	(27,101)	(145,449)
Adjustments for:		
Interest expenses, net	7	13,780
Depreciation and amortisation charges		119,667
Unrealised foreign exchange loss		42
Share of results of associates/joint ventures, net of tax		(17,154)
Gain on disposal of property, plant and equipment	8	(234)
Gain on deemed disposal of associate	8	(28,862)
Write-back of earn-out consideration	8	–
Impairment loss on investment in associates, long-term investment and intangible assets	8	–
Impairment loss on property, plant and equipment	14	16,948
Share-based payment expense	5	7,606
Provision for doubtful debts	6	11,134
Other non-cash items		773
Operating cash flows before working capital changes	96,599	152,701
Changes in working capital:		
(Increase)/decrease in receivables		(79,300)
(Increase)/decrease in prepayments and deposits		(15,748)
Decrease/(increase) in inventories		47,199
Increase/(decrease) in payables		48,081
(Increase)/decrease in amounts due from/to associates/joint ventures, net		(528)
Cash generated from operations	96,303	159,417
Interest paid to third parties		(16,994)
Income taxes paid		(16,989)
Net cash from operating activities	62,320	117,752
Cash flows from investing activities		
Capital expenditure	25	(77,989)
Dividends from associates/joint ventures		26,641
Net proceeds from sale of investments		306
Proceeds from disposal of property, plant and equipment		347
Investments in subsidiaries – cash acquired net of considerations paid for acquisition		80,666
Interest received from deposits		3,289
Loan to associate		(2,152)
Net cash from/(used in) investing activities	31,108	(28,379)
Cash flows from financing activities		
Repayment of term loans	27	(181,994)
Repayment of lease liabilities	27	(25,986)
Proceeds from borrowings	27	21,077
Purchase of treasury shares		–
Dividends paid to non-controlling interests		(2,400)
Net cash (used in)/from financing activities	(189,303)	239,521
Net (decrease)/increase in cash and cash equivalents	(95,875)	328,894
Effect of exchange rate changes		2,067
Cash and cash equivalents at beginning of financial year		879,849
Cash and cash equivalents at end of financial year	25	786,041

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

Notes to the Financial Statements

31 March 2022

The consolidated financial statements for the financial year ended 31 March 2022 were authorised for issue in accordance with a resolution of the Directors on 30 May 2022.

1. General

SATS Ltd. (the “Company” or “SATS”) is a limited liability company incorporated and domiciled in Singapore and is listed on the Singapore Exchange Securities Trading Limited (“SGX-ST”).

The registered office and principal place of business of the Company is located at 20 Airport Boulevard, SATS Inflight Catering Centre 1, Singapore 819659.

The Company is principally an investment holding company. Its other activities include rental of premises and provision of management services to related companies.

The principal activities of the subsidiaries are disclosed in Note 17 to the financial statements.

2. Summary of Significant Accounting Policies

2.1 Basis of preparation

The financial statements have been prepared in accordance with Singapore Financial Reporting Standards (International) (“SFRS(I)”). The related changes to significant accounting policies are described in note 2.2.

The financial statements are presented in Singapore Dollars (“\$” or “SGD”) and all values in the tables are rounded to the nearest thousand (“\$’000”), unless otherwise indicated.

2.2 Changes in accounting policies

New standards and amendments

The Group has applied the following SFRS(I)s, amendments to and interpretations of SFRS(I) for the first time for the annual period beginning on 1 April 2021:

- *Interest Rate Benchmark Reform* (Amendments to SFRS(I) 9, SFRS(I) 1-39, SFRS(I) 7, SFRS(I) 4 and SFRS(I) 16)
- *COVID-19 – Related Rent Concession beyond 30 June 2021* (Amendment to SFRS(I) 16)
- *Reference to the Conceptual Framework* (Amendments to SFRS(I) 3)
- *Property, Plant and Equipment – Proceeds before Intended Use* (Amendments to SFRS(I) 16)
- *Onerous Contracts – Cost of Fulfilling a Contract* (Amendments to SFRS(I) 1-37)
- *Annual Improvements to SFRS(I)s 2018-2020*

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

2. Summary of Significant Accounting Policies (cont’d)

2.3 Standards issued but not yet effective

A number of new standards interpretations and amendments to standards are effective for annual periods beginning after 1 April 2021 and earlier application is permitted. However, the Group has not early adopted the new or amended standards and interpretations in preparing these financial statements.

The following new SFRS(I)s, interpretations and amendments to SFRS(I)s are not expected to have a significant impact on the Group’s consolidated financial statements and the Company’s statement of financial position.

- SFRS(I) 17 *Insurance Contracts* and amendments to SFRS(I) 17 *Insurance Contracts*
- *Classification of Liabilities as Current or Non-current* (Amendments to SFRS(I) 1-1)
- *Disclosure of Accounting Policies* (Amendments to SFRS(I) 1-1 and SFRS(I) Practice Statement 2)
- *Definition of Accounting Estimates* (Amendments to SFRS(I) 1-8)
- *Deferred Tax related to Assets and Liabilities arising from a Single Transaction* (Amendments to SFRS(I) 1-12)

2.4 Basis of consolidation and business combinations

Basis of consolidation

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

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

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

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

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

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

Notes to the Financial Statements

31 March 2022

2. Summary of Significant Accounting Policies (cont'd)

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

Business combinations

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

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

The Group elects for each individual business combination, whether non-controlling interest in the acquiree (if any), that are present ownership interests and entitle their holders to a proportionate share of net assets in the event of liquidation, is recognised on the acquisition date at fair value, or at the non-controlling interest's proportionate share of the acquiree's identifiable net assets. Other components of non-controlling interests are measured at their acquisition date fair value, unless another measurement basis is required by SFRS(I)s.

Any excess of the sum of the fair value of the consideration transferred in the business combination, the amount of non-controlling interest in the acquiree (if any), and the fair value of the Group's previously held equity interest in the acquiree (if any), over the net fair value of the acquiree's identifiable assets and liabilities is recorded as goodwill. The accounting policy for goodwill is set out in Note 2.10. In instances where the latter amount exceeds the former, the excess is recognised as gain on bargain purchase in profit or loss on the acquisition date.

2.5 Subsidiaries, associates and joint ventures

Subsidiaries

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

In determining whether the Group has control over an investee requires management judgement. In exercising its judgement, management considers the proportion of its ownership interest and voting rights, the Group's decision making authority over the investee, as well as the Group's overall exposure to variable returns.

In the Company's balance sheet, investments in subsidiaries are accounted for at cost less impairment losses.

Associates and joint ventures

An associate is an entity over which the Group has significant influence, but not control or joint control over the financial and operating policy decisions of the investee.

A joint venture is a contractual arrangement whereby two or more parties undertake an economic activity that is subject to joint control, where the strategic financial and operating decisions relating to the activity require the unanimous consent of the parties sharing control and the joint arrangement provides the Group with rights to the net assets of the arrangement.

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

2. Summary of Significant Accounting Policies (cont'd)

2.5 Subsidiaries, associates and joint ventures (cont'd)

Associates and joint ventures (cont'd)

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

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

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

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

Upon loss of significant influence or joint control over the associate or joint venture, the Group measures the retained interest at fair value. Any difference between the fair value of the aggregate of the retained interest and proceeds from disposal against the carrying amount of the investment at the date the equity method was discontinued is recognised in profit or loss.

The most recently available audited financial statements of the associates and joint ventures are used by the Group in applying the equity method. Where the dates of the audited financial statements used are not coterminous with those of the Group, the share of results is arrived at from the last audited financial statements available and unaudited management financial statements to the end of the accounting period. Where necessary, adjustments are made to bring the accounting policies in line with those of the Group.

2.6 Transactions with non-controlling interests

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

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

Notes to the Financial Statements

31 March 2022

2. Summary of Significant Accounting Policies (cont'd)

2.7 Foreign currency

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

Transactions and balances

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

Foreign currency differences arising on translation are generally recognised in profit or loss. However, foreign currency differences arising from the translation of a financial liability designated as a hedge of the net investment in a foreign operation to the extent that the hedge is effective.

Consolidated financial statements

For consolidation purposes, the assets and liabilities of foreign operations including goodwill and fair value adjustments arising on acquisition are translated into Singapore Dollars at exchange rates at the reporting date and their profit or loss are translated at exchange rates at the date of the transactions. The exchange differences arising on the translation are recognised in other comprehensive income. On disposal of a foreign operation, the component of other comprehensive income relating to that particular foreign operation is recognised in profit or loss.

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

2.8 Property, plant and equipment

All items of property, plant and equipment are initially recorded at cost. Subsequent to recognition, property, plant and equipment other than freehold land are measured at cost less accumulated depreciation and any accumulated impairment losses. The cost includes the cost of replacing part of the property, plant and equipment and borrowing costs that are directly attributable to the acquisition, construction or production of a qualifying property, plant and equipment. The accounting policy for borrowing costs is set out in Note 2.19. The cost of an item of property, plant and equipment is recognised as an asset if, and only if, it is probable that future economic benefits associated with the item will flow to the Group and the cost of the item can be measured reliably.

When significant parts of property, plant and equipment are required to be replaced in intervals, the Group recognises such parts as individual assets with specific useful lives and depreciation, respectively. Likewise, when a major inspection is performed, its cost is recognised in the carrying amount of the plant and equipment as a replacement if the recognition criteria are satisfied. All other repair and maintenance costs are recognised in profit or loss as incurred.

An item of property, plant and equipment is de-recognised upon disposal or when no future economic benefits are expected from its use or disposal. Any gain or loss on de-recognition of the asset is included in profit or loss in the year the asset is de-recognised.

2. Summary of Significant Accounting Policies (cont'd)

2.8 Property, plant and equipment (cont'd)

The cost of self-constructed assets includes the cost of materials and direct labour, any other costs directly attributable to bringing the asset to a working condition for its intended use, and the cost of dismantling and removing the items and restoring the site on which they are located.

Useful lives of property, plant and equipment

Judgement is required in determining the useful lives of property, plant and equipment. In determining useful lives, which is based on the period over which an asset is expected to be available for efficient use, the Group considers factors like insurance coverage requirement, maintenance and repair cost, technical or commercial obsolescence, the asset replacement policy and legal or similar limits to the use of the property, plant and equipment.

Property, plant and equipment are depreciated on a straight-line basis at rates which are calculated to write-down their costs to their estimated residual values at the end of their operational lives. Operational lives and residual values are reviewed annually in the light of experience and changing circumstances, and adjusted as appropriate at each balance sheet date. The estimated useful lives are as follows:

Freehold buildings	– 50 to 55 years
Leasehold land and buildings	– according to the lease period or 30 years whichever is the shorter
Office fittings and fixtures, office and commercial equipment, fixed and mobile ground support equipment	– 1 to 12 years
Motor vehicles	– 1 to 10 years

Assets under construction included in property, plant and equipment are not depreciated as these assets are not yet available for use.

The carrying values of property, plant and equipment are reviewed for impairment when events or changes in circumstances indicate that the carrying value may not be recoverable.

2.9 Investment properties

Investment properties are properties that are either owned by the Group that are held to earn rentals or for capital appreciation, or both, rather than for use in the production or supply of goods or services, or for administrative purposes, or in the ordinary course of business. Investment properties comprise completed investment properties.

Investment properties are stated at cost, net of depreciation and any accumulated impairment losses. Depreciation is provided on the straight-line basis so as to write off the cost of the investment properties over its estimated useful lives of 10 to 30 years. Operational lives and residual values are reviewed annually in the light of experience and changing circumstances, and adjusted as appropriate at each balance sheet date.

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

Transfers are made to or from investment property only when there is a change in use. Transfers between investment property and owner-occupied property do not change the carrying amount of the property transferred and they do not change the cost of that property for measurement or disclosure purposes.

Notes to the Financial Statements

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2. Summary of Significant Accounting Policies (cont'd)

2.10 Intangible assets

Goodwill

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

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

The cash-generating units to which goodwill has been allocated are tested for impairment annually and whenever there is an indication that the cash-generating unit may be impaired. Impairment is determined for goodwill by assessing the recoverable amount of each cash-generating unit (or group of cash-generating units) to which the goodwill relates. Where the recoverable amount of the cash-generating unit is less than the carrying amount, an impairment loss is recognised in profit or loss. Impairment losses recognised for goodwill are not reversed in subsequent periods.

Where goodwill forms part of a cash-generating unit and part of the operation within that cash-generating unit is disposed of, the goodwill associated with the operation disposed of is included in the carrying amount of the operation when determining the gain or loss on disposal of the operation. Goodwill disposed of in this circumstance is measured based on the relative fair values of the operation disposed of and the portion of the cash-generating unit retained.

Other intangible assets

Intangible assets acquired separately are measured initially at cost. The cost of intangible assets acquired in a business combination is their fair value as at the date of acquisition. Following initial acquisition, intangible assets are measured at cost less any accumulated amortisation and any accumulated impairment losses. Internally generated intangible assets, excluding capitalised development costs, are not capitalised and expenditure is reflected in profit or loss in the year in which the expenditure is incurred.

The Group and Company do not have other intangible assets with indefinite useful life.

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

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

(i) Software development

Software development is stated at cost less accumulated amortisation and impairment losses, if any. The cost is amortised using the straight-line method over the estimated useful life of 3 to 10 years.

2. Summary of Significant Accounting Policies (cont'd)

2.10 Intangible assets (cont'd)

Other intangible assets (cont'd)

(ii) Licences

Licences comprise the abattoir licence which was acquired in a business combination. The abattoir licence is amortised on a straight-line basis over its estimated useful life of 14 years.

(iii) Customer relationships

Customer relationships were acquired in business combinations. The customer relationships are amortised on a straight-line basis over its estimated useful life of 10 to 15 years.

2.11 Financial assets

(i) Recognition and initial measurement

Trade receivables and debt investments are initially recognised when they are originated. All other financial assets and financial liabilities are initially recognised when the Group becomes a party to the contractual provisions of the instruments.

A financial asset (unless it is a trade receivable without a significant financing component) or financial liability is initially measured at fair value plus, for an item not at fair value through profit or loss (FVTPL), transaction costs that are directly attributable to its acquisition or issue. A trade receivable without a significant financing component is initially measured at the transaction price.

(ii) Classification and subsequent measurement

Non-derivative financial assets

On initial recognition, a financial asset is classified as measured at: amortised cost; fair value through other comprehensive income (FVOCI); or fair value through profit or loss (FVTPL).

Financial assets are not reclassified subsequent to their initial recognition unless the Group changes its business model for managing financial assets, in which case all affected financial assets are reclassified on the first day of the first reporting period following the change in the business model.

Financial assets at amortised cost

A financial asset is measured at amortised cost if it meets both of the following conditions and is not designated as at FVTPL:

- it is held within a business model whose objective is to hold assets to collect contractual cash flows; and
- its contractual terms give rise on specified dates to cash flows that are solely payments of principal and interest on the principal amount outstanding.

Equity investments at FVOCI

On initial recognition of an equity investment that is not held-for-trading, the Group may irrevocably elect to present subsequent changes in the investment's fair value in other comprehensive income. This election is made on an investment-by-investment basis.

Notes to the Financial Statements

31 March 2022

2. Summary of Significant Accounting Policies (cont'd)

2.11 Financial assets (cont'd)

(ii) Classification and subsequent measurement (cont'd)

Financial assets at FVTPL

All financial assets not classified as measured at amortised cost or FVOCI as described above are measured at FVTPL. On initial recognition, the Group may irrevocably designate a financial asset that otherwise meets the requirements to be measured at amortised cost or at FVOCI as at FVTPL if doing so eliminates or significantly reduces an accounting mismatch that would otherwise arise.

Financial assets: Business model assessment

The Group makes an assessment of the objective of the business model in which a financial asset is held at a portfolio level because this best reflects the way the business is managed and information is provided to management. The information considered includes:

- the stated policies and objectives for the portfolio and the operation of those policies in practice;
- how the performance of the respective financial assets is evaluated and reported to the Group's management;
- the risks that affect the performance of the business model and how those risks are managed; and
- the frequency, volume and timing of sales of financial assets in prior periods, the reasons for such sales and expectations about future sales activity.

Transfers of financial assets to third parties in transactions that do not qualify for derecognition are not considered sales for this purpose, consistent with the Group's continuing recognition of the assets.

Financial assets that are held-for-trading or are managed and whose performance is evaluated on a fair value basis are measured at FVTPL.

Assessment of whether contractual cash flows are solely payments of principal and interest

For the purposes of this assessment, 'principal' is defined as the fair value of the financial asset on initial recognition. 'Interest' is defined as consideration for the time value of money and for the credit risk associated with the principal amount outstanding during a particular period of time and for other basic lending risks and costs (e.g. liquidity risk and administrative costs), as well as a profit margin.

In assessing whether the contractual cash flows are solely payments of principal and interest, the Group considers the contractual terms of the instrument. This includes assessing whether the financial asset contains a contractual term that could change the timing or amount of contractual cash flows such that it would not meet this condition. In making this assessment, the Group considers:

- contingent events that would change the amount or timing of cash flows;
- terms that may adjust the contractual coupon rate, including variable rate features;
- prepayment and extension features; and
- terms that limit the Group's claim to cash flows from specified assets (e.g. non-recourse features).

2. Summary of Significant Accounting Policies (cont'd)

2.11 Financial assets (cont'd)

(ii) Classification and subsequent measurement (cont'd)

Assessment of whether contractual cash flows are solely payments of principal and interest (cont'd)

A prepayment feature is consistent with the solely payments of principal and interest criterion if the prepayment amount substantially represents unpaid amounts of principal and interest on the principal amount outstanding, which may include reasonable additional compensation for early termination of the contract. Additionally, for a financial asset acquired at a significant discount or premium to its contractual par amount, a feature that permits or requires prepayment at an amount that substantially represents the contractual par amount plus accrued (but unpaid) contractual interest (which may also include reasonable additional compensation for early termination) is treated as consistent with this criterion if the fair value of the prepayment feature is insignificant at initial recognition.

Non-derivative financial assets

Subsequent measurement and gains and losses

Financial assets at FVTPL

These assets are subsequently measured at fair value. Net gains and losses, including any interest or dividend income, are recognised in profit or loss.

Financial assets at amortised cost

These assets are subsequently measured at amortised cost using the effective interest method. The amortised cost is reduced by impairment losses. Interest income, foreign exchange gains and losses and impairment losses are recognised in profit or loss. Any gain or loss on derecognition is recognised in profit or loss.

Equity investments at FVOCI

These assets are subsequently measured at fair value. Dividends are recognised as income in profit or loss unless the dividend clearly represents a recovery of part of the cost of the investment. Other net gains and losses are recognised in other comprehensive income (OCI) and are never reclassified to profit or loss.

(iii) De-recognition

The Group derecognises a financial asset when the contractual rights to the cash flows from the financial asset expire, or it transfers the rights to receive the contractual cash flows in a transaction in which substantially all of the risks and rewards of ownership of the financial asset are transferred or in which the Group neither transfers nor retains substantially all of the risks and rewards of ownership and it does not retain control of the financial asset. The Group enters into transactions whereby it transfers assets recognised in its statement of financial position, but retains either all or substantially all of the risks and rewards of the transferred assets. In these cases, the transferred assets are not derecognised.

Notes to the Financial Statements

31 March 2022

2. Summary of Significant Accounting Policies (cont'd)

2.11 Financial assets (cont'd)

(iv) Derivatives and hedge accounting

Derivatives are used to manage exposures to foreign exchange, interest rate risks arising from operational, financing and investment activities. Derivatives are not used for trading purposes. However, derivatives that do not qualify for hedge accounting are accounted for as FVTPL. Embedded derivatives are separated from the host contract and accounted for separately if the host contract is not a financial asset and certain criteria are met.

Derivatives are initially measured at fair value and any directly attributable transaction costs are recognised in profit or loss as incurred. Subsequent to initial recognition, derivatives are measured at fair value, and changes therein are generally recognised in profit or loss.

Where derivatives qualify for hedge accounting, at inception of designated hedging relationships, the Group documents the risk management objective and strategy for undertaking the hedge. The Group also documents the economic relationship between the hedged item and the hedging instrument, including whether the changes in cash flows of the hedged item and hedging instrument are expected to offset each other. The Group's accounting policy for Hedges of a Net Investment is set out in Note 2.24.

Hedging relationships designated under FRS 39 that were still existing as at 31 March 2018 are treated as continuing hedges and hedge documentations were aligned accordingly to the requirements of SFRS(I) 9.

2.12 Inventories

Inventories, which consist mainly of equipment spare parts and food supplies, are stated at the lower of cost and net realisable value. Costs are determined using the weighted average cost basis, and comprise all costs of purchase, costs of conversion and other costs incurred in bringing the inventories to their present location and condition.

Net realisable value is the estimated selling price in the ordinary course of business, less estimated costs of completion and the estimated costs necessary to make the sale. Where necessary, allowance is provided for damaged, obsolete and slow moving items to adjust the carrying value of inventories to the lower of cost and net realisable value.

2.13 Cash and cash equivalents

Cash and cash equivalents comprise cash balances and highly liquid fixed deposits that are readily converted to known amounts of cash and are subject to an insignificant risk of change in fair value.

For the purpose of the consolidated cash flow statement, cash and cash equivalents consist of cash on hand and cash equivalents in banks, net of outstanding bank overdrafts.

2.14 Impairment of non-financial and financial assets

(i) Non-derivative financial assets

The Group recognises loss allowances for expected credit losses ("ECLs") on:

- financial assets measured at amortised costs;
- intra-group financial guarantee contracts ("FGCs").

2. Summary of Significant Accounting Policies (cont'd)

2.14 Impairment of non-financial and financial assets (cont'd)

(i) Non-derivative financial assets (cont'd)

Loss allowances of the Group are measured on either of the following bases:

- 12-month ECLs: these are ECLs that result from default events that are possible within the 12 months after the reporting date (or for a shorter period if the expected life of the instrument is less than 12 months); or
- Lifetime ECLs: these are ECLs that result from all possible default events over the expected life of a financial instrument.

Simplified approach

The Group applies the simplified approach to provide for ECLs for all trade receivables and contract assets. The simplified approach requires the loss allowance to be measured at an amount equal to lifetime ECLs.

General approach

The Group applies the general approach to provide for ECLs on all other financial instruments and FGCs. Under the general approach, the loss allowance is measured at an amount equal to 12-month ECLs at initial recognition.

At each reporting date, the Group assesses whether the credit risk of a financial instrument has increased significantly since initial recognition. When credit risk has increased significantly since initial recognition, loss allowance is measured at an amount equal to lifetime ECLs.

When determining whether the credit risk of a financial asset has increased significantly since initial recognition and when estimating ECLs, the Group considers reasonable and supportable information that is relevant and available without undue cost or effort. This includes both quantitative and qualitative information and analysis, based on the Group's historical experience and informed credit assessment and includes forward-looking information.

If credit risk has not increased significantly since initial recognition or if the credit quality of the financial instruments improves such that there is no longer a significant increase in credit risk since initial recognition, loss allowance is measured at an amount equal to 12-month ECLs.

The Group assumes that the credit risk on a financial asset has increased significantly if it is more than 30 days past due.

The Group considers a financial asset to be in default when:

- the borrower is unlikely to pay its credit obligations to the Group in full, without recourse by the Group to actions such as realising security (if any is held); or
- the financial asset is more than 90 days past due.

The Group considers a contract asset to be in default when the customer is unlikely to pay its contractual obligations to the Group in full, without recourse by the Group to actions such as realising security (if any is held).

The maximum period considered when estimating ECLs is the maximum contractual period over which the Group is exposed to credit risk.

Notes to the Financial Statements

31 March 2022

2. Summary of Significant Accounting Policies (cont'd)

2.14 Impairment of non-financial and financial assets (cont'd)

(i) Non-derivative financial assets (cont'd)

Measurement of ECLs

ECLs are probability-weighted estimates of credit losses. Credit losses are measured at the present value of all cash shortfalls (i.e. the difference between the cash flows due to the entity in accordance with the contract and the cash flows that the Group expects to receive). ECLs are discounted at the effective interest rate of the financial asset.

Credit-impaired financial assets

At each reporting date, the Group assesses whether financial assets carried at amortised cost are credit-impaired. A financial asset is 'credit-impaired' when one or more events that have a detrimental impact on the estimated future cash flows of the financial asset have occurred.

- breach of contract such as a default or being more than 90 days past due;
- the restructuring of a loan or advance by the Group on terms that the Group would not consider otherwise;
- it is probable that the debtor will enter bankruptcy or other financial reorganisation; or
- the disappearance of an active market for a security because of financial difficulties.

Presentation of allowance for ECLs in the statement of financial position

Loss allowances for financial assets measured at amortised cost are deducted from the gross carrying amount of these assets.

Write-off

The gross carrying amount of a financial asset is written off (either partially or in full) to the extent that there is no realistic prospect of recovery. This is generally the case when the Group determines that the debtor does not have assets or sources of income that could generate sufficient cash flows to repay the amounts subject to the write-off. However, financial assets that are written off could still be subject to enforcement activities in order to comply with the Group's procedures for recovery of amounts due.

(ii) Non-financial assets

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

An asset's recoverable amount is the higher of an asset's or cash-generating unit's fair value less costs of disposal and its value in use and is determined for an individual asset, unless the asset does not generate cash inflows that are largely independent of those from other assets or groups of assets. Where the carrying amount of an asset or cash-generating unit exceeds its recoverable amount, the asset is considered impaired and is written down to its recoverable amount. In assessing value in use, the estimated future cash flows expected to be generated by the asset 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. In determining fair value less costs of disposal, recent market transactions are taken into account, if available. If no such transactions can be identified, an appropriate valuation model is used.

2. Summary of Significant Accounting Policies (cont'd)

2.14 Impairment of non-financial and financial assets (cont'd)

(ii) Non-financial assets (cont'd)

The Group bases its impairment calculation on detailed budgets and forecast calculations which are prepared separately for each of the Group's cash-generating units to which the individual assets are allocated. These budgets and forecast calculations generally cover a period of five years. For longer periods, a long-term growth rate is calculated and applied to project future cash flows after the fifth year.

Impairment losses of continuing operations are recognised in profit or loss.

For assets excluding goodwill, an assessment is made at each reporting date as to whether there is any indication that previously recognised impairment losses may no longer exist or may have decreased. If such indication exists, the Group estimates the asset's or cash-generating unit's recoverable amount. A previously recognised impairment loss is reversed only if there has been a change in the estimates used to determine the asset's recoverable amount since the last impairment loss was recognised. If that is the case, the carrying amount of the asset is increased to its recoverable amount. That increase cannot exceed the carrying amount that would have been determined, net of depreciation, had no impairment loss been recognised previously. Such reversal is recognised in profit or loss.

2.15 Financial liabilities

(i) Initial recognition, classification, subsequent measurement and gains and losses

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

Financial liabilities are classified as measured at amortised cost or FVTPL. A financial liability is classified as at FVTPL if it is classified as held-for-trading or it is designated as such on initial recognition. Financial liabilities at FVTPL are measured at fair value and net gains and losses, including any interest expense, are recognised in profit or loss. Directly attributable transaction costs are recognised in profit or loss as incurred.

Other financial liabilities are initially measured at fair value less directly attributable transaction costs. They are subsequently measured at amortised cost using the effective interest method. Interest expense and foreign exchange gains and losses are recognised in profit or loss. These financial liabilities comprised term loans, bank overdrafts, and trade and other payables.

(ii) De-recognition

The Group derecognises a financial liability when its contractual obligations are discharged or cancelled, or expire. The Group also derecognises a financial liability when its terms are modified and the cash flows of the modified liability are substantially different, in which case a new financial liability based on the modified terms is recognised at fair value.

On derecognition of a financial liability, the difference between the carrying amount extinguished and the consideration paid (including any non-cash assets transferred or liabilities assumed) is recognised in profit or loss.

Notes to the Financial Statements

31 March 2022

2. Summary of Significant Accounting Policies (cont'd)

2.15 Financial liabilities (cont'd)

(iii) Offsetting of financial instruments

Financial assets and financial liabilities are offset and the net amount is presented in the statements of financial position, when and only when, there is a currently enforceable legal right to set off the recognised amounts and there is an intention to settle on a net basis, or to realise the assets and settle the liabilities simultaneously.

2.16 Provisions

Provisions are recognised when the Group has a present obligation (legal or constructive) where, as a result of a past event, it is probable that an outflow of resources embodying economic benefits will be required to settle the obligation and the amount of the obligation can be estimated reliably.

Provisions are reviewed at the end of each reporting period and adjusted to reflect the current best estimate. If it is no longer probable that an outflow of resources embodying economic benefits will be required to settle the obligation, the provision is reversed. If the effect of the time value of money is material, provisions are discounted using a current pre-tax rate that reflects, where appropriate, the risks specific to the liability. Where discounting is used, the increase in the provision due to the passage of time is recognised as a finance costs.

2.17 Leases

At inception of a contract, the Group assesses whether a contract is, or contains, a lease. A contract is, or contains, a lease if the contract conveys the right to control the use of an identified asset for a period of time in exchange for consideration.

(i) As a lessee

At commencement or on modification of a contract that contains a lease component, the Group allocates the consideration in the contract to each lease component on the basis of its relative stand-alone prices. However, for the leases of property, the Group has elected not to separate non-lease components and account for the lease and non-lease components as a single lease component.

The Group recognises a right-of-use asset and a lease liability at the lease commencement date. The right-of-use asset is initially measured at cost, which comprises the initial amount of the lease liability adjusted for any lease payments made at or before the commencement date, plus any initial direct costs incurred and an estimate of costs to dismantle and remove the underlying asset or to restore the underlying asset or the site on which it is located, less any lease incentives received.

The right-of-use asset is subsequently depreciated using the straight-line method from the commencement date to the end of the lease term, unless the lease transfers ownership of the underlying asset to the Group by the end of the lease term or the cost of the right-of-use asset reflects that the Group will exercise a purchase option. In that case the right-of-use asset will be depreciated over the useful life of the underlying asset, which is determined on the same basis as those of property and equipment. In addition, the right-of-use asset is periodically reduced by impairment losses, if any, and adjusted for certain remeasurements of the lease liability.

The right-of-use asset is subsequently stated at cost less accumulated depreciation and impairment losses, except for right-of-use assets that meet the definition of investment property are carried at fair value in accordance with Note 15.

2. Summary of Significant Accounting Policies (cont'd)

2.17 Leases (cont'd)

(i) As a lessee (cont'd)

The lease liability is initially measured at the present value of the lease payments that are not paid at the commencement date, discounted using the interest rate implicit in the lease or, if that rate cannot be readily determined, the Group's incremental borrowing rate. Generally, the Group uses its incremental borrowing rate as the discount rate.

The Group determines its incremental borrowing rate by obtaining interest rates from various external financing sources and makes certain adjustments to reflect the terms of the lease and type of the asset leased.

Lease payments included in the measurement of the lease liability comprise the following:

- fixed payments, including in-substance fixed payments;
- variable lease payments that depend on an index or a rate, initially measured using the index or rate as at the commencement date;
- amounts expected to be payable under a residual value guarantee; and
- the exercise price under a purchase option that the Group is reasonably certain to exercise, lease payments in an optional renewal period if the Group is reasonably certain to exercise an extension option, and penalties for early termination of a lease unless the Group is reasonably certain not to terminate early.

The lease liability is measured at amortised cost using the effective interest method. It is remeasured when there is a change in future lease payments arising from a change in an index or rate, if there is a change in the Group's estimate of the amount expected to be payable under a residual value guarantee, if the Group changes its assessment of whether it will exercise a purchase, extension or termination option or if there is a revised in-substance fixed lease payment.

When the lease liability is remeasured in this way, a corresponding adjustment is made to the carrying amount of the right-of-use asset, or is recorded in profit or loss if the carrying amount of the right-of-use asset has been reduced to zero.

Short-term leases and leases of low-value assets

The Group has elected not to recognise right-of-use assets and lease liabilities for leases of low-value assets and short-term leases, including IT equipment. The Group recognises the lease payments associated with these leases as an expense on a straight-line basis over the lease term.

Notes to the Financial Statements

31 March 2022

2. Summary of Significant Accounting Policies (cont'd)

2.17 Leases (cont'd)

(ii) As a lessor

At inception or on modification of a contract that contains a lease component, the Group allocates the consideration in the contract to each lease component on the basis of their relative stand-alone prices.

When the Group acts as a lessor, it determines at lease inception whether each lease is a finance lease or an operating lease.

To classify each lease, the Group makes an overall assessment of whether the lease transfers substantially all of the risks and rewards incidental to ownership of the underlying asset. If this is the case, then the lease is a finance lease; if not, then it is an operating lease. As part of this assessment, the Group considers certain indicators such as whether the lease is for the major part of the economic life of the asset.

When the Group is an intermediate lessor, it accounts for its interests in the head lease and the sub-lease separately. It assesses the lease classification of a sub-lease with reference to the right-of-use asset arising from the head lease, not with reference to the underlying asset. If a head lease is a short-term lease to which the Group applies the exemption described above, then it classifies the sub-lease as an operating lease.

If an arrangement contains lease and non-lease components, then the Group applies SFRS(I) 15 *Revenue from Contracts with Customers* to allocate the consideration in the contract.

The Group recognises lease payments received from investment property under operating leases as income on a straight-line basis over the lease term as part of 'revenue'. Rental income from sub-leased property is recognised as "other income".

Generally, the accounting policies applicable to the Group as a lessor in the comparative period were not different from SFRS(I) 16 except for the classification of the sub-lease entered into during current reporting period that resulted in a finance lease classification.

2.18 Taxes

Current income tax

Current income tax assets and liabilities for the current and prior periods is the best estimate of the tax amount expected to be paid or received that reflects uncertainty related to income taxes, if any. The tax rates and tax laws used to compute the amount are those that are enacted or substantively enacted at the end of the reporting period, in the countries where the Group operates and generates taxable income.

Current income taxes are recognised in profit or loss except to the extent that the tax relates to items recognised outside profit or loss, either in other comprehensive income or directly in equity. Management periodically evaluates positions taken in the tax returns with respect to situations in which applicable tax regulations are subject to interpretation and establishes provisions where appropriate.

2. Summary of Significant Accounting Policies (cont'd)

2.18 Taxes (cont'd)

Deferred tax

Deferred tax is provided, using the liability method on temporary differences at the end of reporting period between the tax bases of assets and liabilities and their carrying amounts for financial reporting purposes.

Deferred tax liabilities are recognised for all temporary differences, except:

- Where the deferred tax liability arises from the initial recognition of goodwill or of an asset or liability in a transaction that is not a business combination and, at the time of the transaction affects neither the accounting profit nor taxable profit or loss; and
- In respect of taxable temporary differences associated with investments in subsidiaries, associates and joint ventures, where the timing of the reversal of the temporary differences can be controlled and it is probable that the temporary differences will not reverse in the foreseeable future.

Deferred tax assets are recognised for all deductible temporary differences, the carry forward of unused tax credits and unused tax losses, to the extent that it is probable that taxable profit will be available against which the deductible temporary differences, and the carry forward of unused tax credits and unused tax losses can be utilised except:

- Where the deferred tax asset relating to the deductible temporary difference arises from the initial recognition of an asset or liability in a transaction that is not a business combination and, at the time of the transaction, affects neither the accounting profit nor taxable profit or loss; and
- In respect of deductible temporary differences associated with investments in subsidiaries, associates and joint ventures, deferred tax assets are recognised only to the extent that it is probable that the temporary differences will reverse in the foreseeable future and taxable profit will be available against which the temporary differences can be utilised.

The carrying amount of deferred tax assets is reviewed at the end of each reporting period and reduced to the extent that it is no longer probable that sufficient taxable profit will be available to allow all or part of the deferred tax asset to be utilised. Unrecognised deferred tax assets are reassessed at the end of each reporting period and are recognised to the extent that it has become probable that future taxable profit will allow the deferred tax asset to be recovered.

Deferred tax assets and liabilities are measured at the tax rates that are expected to apply in the year when the asset is realised or the liability is settled, based on tax rates (and tax laws) that have been enacted or substantively enacted at the end of each reporting period.

Deferred tax relating to items recognised outside profit or loss is recognised outside profit or loss. Deferred tax items are recognised in correlation to the underlying transaction either in other comprehensive income or directly in equity and deferred tax arising from a business combination is adjusted against goodwill on acquisition.

Deferred tax assets and deferred tax liabilities are offset, if a legally enforceable right exists to set off current income tax assets against current income tax liabilities and the deferred taxes relate to the same taxable entity and the same taxation authority.

Tax benefits acquired as part of a business combination, but not satisfying the criteria for separate recognition at that date, would be recognised subsequently if new information about facts and circumstances changed. The adjustment would either be treated as a reduction to goodwill (as long as it does not exceed goodwill) if it is incurred during the measurement period or in profit or loss.

Notes to the Financial Statements

31 March 2022

2. Summary of Significant Accounting Policies (cont'd)

2.18 Taxes (cont'd)

Sales tax

Revenues, expenses and assets are recognised net of the amount of sales tax except:

- Where the sales tax incurred on a purchase of assets or services is not recoverable from the taxation authority, in which case the sales tax is recognised as part of the cost of acquisition of the asset or as part of the expense item as applicable; and
- Receivables and payables that are stated with the amount of sales tax included.

The net amount of sales tax recoverable from, or payable to, the taxation authority is included as part of receivables or payables in the statement of financial position.

2.19 Borrowing costs

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

2.20 Employee benefits

Equity compensation plans

The Group has implemented the Restricted Share Plan and Performance Share Plan for awarding of fully paid ordinary shares to key senior management and senior executives, when and after pre-determined performance or service conditions are accomplished. Details of the plans are disclosed in Note 12 to the financial statements.

The cost of the equity-settled transactions with employees is measured by reference to the fair value of the options or awards at the date on which the share options or awards are granted. Estimating fair value for share-based payment transactions requires determining the most appropriate valuation model, which is dependent on the terms and conditions of the grant. This estimate also requires determining the most appropriate inputs to the valuation model including the expected life of the share option, volatility and dividend yield and making assumptions about them. In valuing the share options, no account is taken of any performance conditions, other than conditions linked to the price of the shares of the Company. The assumptions and models used for estimating fair value for share-based payment transactions are disclosed in Note 12.

Costs related to share-based payment are recognised in profit or loss, with a corresponding increase in the share-based compensation reserve, over the vesting period in which the service conditions are fulfilled, ending on the date on which the relevant employees become fully entitled to the award ("the vesting date"). Non-market vesting conditions are included in the estimation of the number of shares under options that are expected to become exercisable on the vesting date. At each balance sheet date, the Group revises its estimates of the number of shares under options that are expected to become exercisable on the vesting date and recognises the impact of the revision of the estimates in profit or loss, with a corresponding adjustment to the share-based compensation reserve over the remaining vesting period.

2. Summary of Significant Accounting Policies (cont'd)

2.20 Employee benefits (cont'd)

Equity compensation plans (cont'd)

No expense is recognised for options or awards that do not ultimately vest, except for options or awards where vesting is conditional upon a market condition, which are treated as vesting irrespective of whether or not the market condition is satisfied, provided that all other performance and/or service conditions are satisfied.

The share-based compensation reserve is transferred to revenue reserve upon cancellation or expiry of the vested options or awards. When the options are exercised or awards are released, the share-based compensation reserve is transferred to share capital if new shares are issued, or to treasury shares if the options are satisfied by the reissuance of treasury shares.

Defined contribution plans

The Group participates in national pension schemes as defined by the laws of the countries in which it has operations. In particular, the Singapore companies in the Group make contributions to the Central Provident Fund ("CPF") scheme in Singapore, a defined contribution pension scheme. Contributions to defined contribution pension schemes are recognised as an expense in the period in which the related service is performed.

Defined benefit plan

The Group has defined benefit plan in one of its overseas subsidiaries but the amount is not significant and is included under other payables (non-current).

The net defined benefit liability or asset is the aggregate of the present value of the defined benefit obligation (derived using a discount rate based on high quality corporate bonds) at the end of the reporting period reduced by the fair value of plan assets (if any), adjusted for any effect of limiting a net defined benefit asset to the asset ceiling. The asset ceiling is the present value of any economic benefits available in the form of refunds from the plan or reductions in future contributions to the plan.

The cost of providing benefits under the defined benefit plan is determined separately for each plan using the projected unit credit method.

Defined benefit costs comprise the following:

- Service cost;
- Net interest on the net defined benefit liability or asset; and
- Remeasurements of net defined benefit liability or asset.

Service costs which include current service costs, past service costs and gains or losses on non-routine settlements are recognised as expense in profit or loss. Past service costs are recognised when plan amendment or curtailment occurs.

Net interest on the net defined benefit liability or asset is the change during the period in the net defined benefit liability or asset that arises from the passage of time which is determined by applying the discount rate based on high quality corporate bonds to the net defined benefit liability or asset. Net interest on the net defined benefit liability or asset is recognised as expense or income in profit or loss.

Remeasurements comprising actuarial gains and losses, return on plan assets and any change in the effect of the asset ceiling (excluding net interest on defined benefit liability) are recognised immediately in other comprehensive income in the period in which they arise. Remeasurements are recognised in retained earnings within equity and are not reclassified to profit or loss in subsequent periods.

Notes to the Financial Statements

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2. Summary of Significant Accounting Policies (cont'd)

2.21 Revenue

Goods and services sold

Revenue from sale of goods and services in the ordinary course of business is recognised when the Group satisfies a performance obligation ("PO") by transferring control of a promised good or service to the customer. The amount of revenue recognised is the amount of the transaction price allocated to the satisfied PO.

The transaction price is allocated to each PO in the contract on the basis of the relative stand-alone selling prices of the promised goods or services. The individual standalone selling price of a good or service that has not previously been sold on a stand-alone basis, or has a highly variable selling price, is determined based on the residual portion of the transaction price after allocating the transaction price to goods and/or services with observable stand-alone selling prices. A discount or variable consideration is allocated to one or more, but not all, of the performance obligations if it relates specifically to those POs.

The transaction price is the amount of consideration in the contract to which the Group expects to be entitled in exchange for transferring the promised goods or services. The transaction price may be fixed or variable and is adjusted for time value of money if the contract includes a significant financing component. Consideration payable to a customer is deducted from the transaction price if the Group does not receive a separate identifiable benefit from the customer. When consideration is variable, the estimated amount is included in the transaction price to the extent that it is highly probable that a significant reversal of the cumulative revenue will not occur when the uncertainty associated with the variable consideration is resolved.

Revenue may be recognised at a point in time or over time following the timing of satisfaction of the PO. If a PO is satisfied over time, revenue is recognised based on the percentage of completion reflecting the progress towards complete satisfaction of that PO.

Rental income

Rental income arising from operating leases on investment properties is accounted for on a straight-line basis over the lease terms.

Dividend income

Dividend income from investments is recognised when the Group's right to receive payment is established.

Interest income

Interest income from investments and fixed deposits is recognised using the effective interest rate method.

2.22 Government grants

Government grants are recognised when there is reasonable assurance that the grant will be received and all attaching conditions will be complied with.

Government grants receivable are recognised as income over the period necessary to match them with the related costs which they are intended to compensate, on a systematic basis. Government grants relating to expense are offset against the related expenses.

2. Summary of Significant Accounting Policies (cont'd)

2.23 Treasury shares

The Group's own equity instruments, which are reacquired (treasury shares) are recognised at cost and deducted from equity (Note 12). No gain or loss is recognised in profit or loss on the purchase, sale, issue or cancellation of the Group's own equity instruments. Any difference between the carrying amount of treasury shares and the consideration received, if reissued, is recognised directly in equity. Voting rights related to treasury shares are nullified for the Group and no dividends are allocated to them respectively.

2.24 Hedges of a net investment

The Group uses loans as a hedge of its exposure to foreign exchange risk on its investments in foreign subsidiaries. For more details, refer to Note 27.

When a derivative instrument or a non-derivative financial liability is designated as the hedging instrument in a hedge of a net investment in a foreign operation, the effective portion of, for a derivative, changes in the fair value of the hedging instrument or, for a non-derivative, foreign exchange gains and losses is recognised in OCI and presented in the translation reserve within equity. Any ineffective portion of the changes in the fair value of the derivative or foreign exchange gains and losses on the non-derivative is recognised immediately in profit or loss. The amount recognised in other comprehensive income is reclassified to profit or loss as a reclassification adjustment on disposal of the foreign operation.

2.25 Segment reporting

Operating segments are reported in a manner consistent with the internal reporting provided to the senior management of the Group. The senior management are responsible for allocating resources and assessing performance of the operating segments. Additional disclosures on each of these segments are shown in Note 34, including the factors used to identify the reportable segments and the measurement basis of segment information.

2.26 Related parties

A related party is defined as follows:

- (i) A person or a close member of that person's family is related to the Group and Company if that person:
 - (a) has control or joint control over the Company;
 - (b) has significant influence over the Company; or
 - (c) is a member of the key management personnel of the Group or Company or of a parent of the Company.

Notes to the Financial Statements

31 March 2022

2. Summary of Significant Accounting Policies (cont'd)

2.26 Related parties (cont'd)

- (ii) An entity is related to the Group and the Company if any of the following conditions applies:
 - (a) the entity and the Company are members of the same group (which means that each parent, subsidiary and fellow subsidiary is related to the others);
 - (b) one entity is an associate or joint venture of the other entity (or an associate or joint venture of a member of a group of which the other entity is a member);
 - (c) both entities are joint ventures of the same third party;
 - (d) one entity is a joint venture of a third entity and the other entity is an associate of the third entity;
 - (e) the entity is a post-employment benefit plan for the benefit of employees of either the Company or an entity related to the Company. If the Company is itself such a plan, the sponsoring employers are also related to the Company;
 - (f) the entity is controlled or jointly controlled by a person identified in (i); or
 - (g) a person identified in (i)(a) has significant influence over the entity or is a member of the key management personnel of the entity (or of a parent of the entity).

3. Significant Accounting Estimates and Judgements

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

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

Information about critical judgements in applying accounting policies that have the most significant effect on the amount recognised in the financial statements; and information about assumptions and estimation uncertainties that have a significant risk of resulting in a material adjustment within the next financial year are discussed below.

3.1 Business impact and financial implications of the COVID-19 pandemic

The COVID-19 pandemic has significantly impacted the aviation industry with the reduction of international and regional flights around the world. While the borders are gradually opening up and pent-up demand in the last quarter of the financial year have led to continuing surge in travel volume, aviation passenger volume has yet to reach the pre-pandemic level and this has a direct impact on the revenue and profitability for the Group.

3. Significant Accounting Estimates and Judgements (cont'd)

3.1 Business impact and financial implications of the COVID-19 pandemic (cont'd)

In addition to the loss in revenue, the Group has also considered the impact of COVID-19 pandemic in the following areas:

(i) Accounting for government assistance grants

In view of the economic impact of the COVID-19 pandemic to the companies in Singapore, the Singapore Government has granted a series of reliefs to help ease the cost pressures of the Singapore companies. A significant portion of the reliefs comes under the Jobs Support Scheme ("JSS") and Aviation Workforce Retention Grant ("AWRG") whereby the Singapore Government provide wage support to employers to help them retain their local employees during this period of economic uncertainty.

Consequently, the Institute of Singapore Chartered Accountants has issued a Financial Reporting Bulletin 6 ("FRB 6 – Revised Sep 2020"), *COVID-19 Government Relief Measures: Accounting for the grant provided by the Singapore Government for wages paid to local employees under the Jobs Support Scheme*, where it provides accounting guidance and key consideration in accounting for the government grants that were given by the Government. In line with SFRS(I) 1-20 *Accounting for Government Grants and Disclosures of Government Assistance*, government grant is recognised (i) when there is reasonable assurance that it will comply with the conditions attached to them and the grants will be received; and (ii) it shall be recognised in profit or loss on a systematic basis over the period of economic uncertainty in which the entity recognises as expenses the related costs for which the grants are intended to compensate.

Significant judgement is required in determining the timing of recognition of grant receivable and realisation to profit or loss on a systematic basis over a period. In recognition of the government grants, management has evaluated and assessed that the government grant including JSS and AWRG will be recognised from February 2020 up to the financial year ending 31 March 2023. For the financial year ended 31 March 2022, the Group recorded a total of government grants amounting to \$113.3 million (2021: \$210.7 million) as a credit to staff costs (Note 5) in line with the intention of the grants to defray such expenses.

In addition, the Group has also obtained training grants from the Singapore Government in order to reskill and upskill its workforce. Training grants are recognised over the period in which the entity recognises the related training costs. For the financial year ended 31 March 2022, the Group recorded a total of training grants amounting to \$7.1 million (2021: \$40.5 million) as a credit to Other Costs in line with the intention of the grants to defray such expenses.

(ii) Estimated credit losses

As COVID-19 continues to evolve with economic uncertainties and adversely impact the aviation sector, certain airlines may potentially face the need to recapitalise and establish refinancing and capitalisation plans. The estimates on ECLs have included the expected effects that pandemic may have on the recoverability of the Group's receivables from the airline customers (Note 31). Management has made a provision for the amount due from those airlines with a sign of financial distress but without a concrete recapitalisation or refinancing and capitalisation plan up to the date of these financial statements.

(iii) Solvency and liquidity

The Group continues to rationalise and manage its operating and capital expenditure and working capital adequately as the aviation industry recovers from the severe impact caused by the pandemic. As at 31 March 2022, the Group has a cash balance of \$786.0 million (2021: \$879.8 million) after the repayment of \$150 million term loan ahead of its maturity, giving rise to a debt-equity ratio of 0.46 (2021: 0.51). The Group has access to undrawn credit facilities, bank lines and debt capital markets and continue to have the necessary financial resources to meet its obligations when they fall due.

Notes to the Financial Statements

31 March 2022

3. Significant Accounting Estimates and Judgements (cont'd)

3.2 Impairment of non-financial assets

An impairment exists when the carrying value of an asset or cash generating unit ("CGU") exceeds its recoverable amount, which is the higher of its fair value less costs of disposal and its value in use. The fair value less costs of disposal calculation is based on available data from binding sales transactions in an arm's length transaction of similar assets or observable market prices less incremental costs for disposing the asset. The value in use for calculation is based on a discounted cash flow model. The cash flows are derived from the forecast for the next five to ten years and do not include restructuring activities that the Group has not committed to or significant future investments that may enhance the asset's performance of the CGU being tested. The recoverable amount is most sensitive to the discount rate used for the discounted cash flow model as well as the expected future cash inflows and the growth rate used for extrapolation purposes.

There is uncertainty in the current and future economic environment in which the Group operates arising from the ongoing COVID-19 outbreak. Given the pervasiveness of the pandemic, the Group's management has considered and evaluated the impact of COVID-19 pandemic by reviewing the impairment assessment of the Group's significant CGUs in light of the economic and market conditions. Significant judgement is required in determining the recoverable amount of the investments which is subject to a high degree of estimation uncertainty in assessing the duration and severity of the economic downturn caused by the pandemic and recovery of air travel demand. There was no impairment charge recorded in the current financial year, compared to impairment charges of \$31.5 million, \$12.5 million and \$24.7 million recorded for investments in associates (Note 18), long-term investment (Note 20) and goodwill (Note 16) respectively in financial year 2021.

The Group has also carried out a review on the recoverable amount of its property, plant and equipment that are impacted by COVID-19 pandemic. A total impairment loss of \$16.9 million (2021: \$24.1 million) was recorded in the income statement (Note 8).

3.3 Income taxes

Uncertainties exist with respect to the interpretation of complex tax regulations and the amount and timing of future taxable income. Given the wide range of international business relationships and the long-term nature and complexity of existing contractual agreements, differences arising between the actual results and the assumptions made, or future changes to such assumptions, could necessitate future adjustments to tax provisions already recorded.

The Group establishes provisions, based on reasonable estimates, for possible consequences of audits by the tax authorities of the respective countries in which it operates. The amount of such provisions is based on various factors, such as experience of previous tax audits and differing interpretations of tax regulations by the taxable entity and the relevant tax authority. Such differences of interpretation may arise on a wide variety of issues depending on the conditions prevailing in the respective company's domicile.

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

4. Revenue

The Group recognises revenue from the following sources:

	GROUP	
	2021-22 \$'000	2020-21 \$'000
Food Solutions	640,930	573,753
Gateway Services	532,457	389,749
Others (rental and other services)	3,379	6,495
	1,176,766	969,997

Revenue is measured based on consideration specified in contracts with customers.

Food Solutions

Revenue from Food Solutions comprises revenue from inflight and institutional catering, food processing, distribution and airline laundry services. Revenue is recognised when goods and services are delivered to the customer and all criteria to acceptance have been satisfied. Payments are due from customers based on the agreed billing term stipulated in the contracts.

Gateway Services

Revenue from Gateway Services comprises revenue from ground handling, airport cargo delivery, management services, aviation security services and cruise terminal services. Revenue is recognised when services are delivered to the customer and all criteria to acceptance have been satisfied. Payments are due from customers based on the agreed billing term stipulated in the contracts.

Others

Others include rental income and other services. Revenue is recognised when it transfers control of a product to a customer or as and when services are rendered.

5. Staff Costs

	GROUP	
	2021-22 \$'000	2020-21 \$'000
Salaries, bonuses and other costs*	591,671	514,976
CPF and other defined contribution plans	64,626	69,250
Share-based payment expense (Note 12)	7,606	8,787
Government grants	(113,348)	(210,748)
	550,555	382,265

* Included in salaries, bonuses and other costs are contract labour expenses of \$82,952,000 (2021: \$27,910,000).

Notes to the Financial Statements

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6. Operating Loss

The following items have been included in arriving at operating loss:

	GROUP	
	2021-22 \$'000	2020-21 \$'000
Audit fee paid to auditors of the Company	600	566
Audit fee paid to other auditors	404	344
Non-audit fee paid to auditors of the Company	208	65
Non-audit fee paid to other auditors	51	219
Allowance of doubtful receivables and bad debts written off, net	11,134	13,681
Maintenance of equipment and vehicles	30,830	30,680
Digitalisation and IT expenses	38,832	39,203
Lease of ground support equipment	6,700	5,882
Rental for leasehold land and premises	4,763	5,719
COVID-19 related government grants and reliefs	(145,641)	(271,796)
Exchange loss, net	168	1,616

7. Interest on Borrowings and Interest Income

	GROUP	
	2021-22 \$'000	2020-21 \$'000
Interest expenses – financial liabilities at amortised cost	(17,065)	(20,509)
Interest income – financial assets at amortised cost	3,285	4,816
	(13,780)	(15,693)

8. Other Non-Operating Gain/(Loss), Net

	GROUP	
	2021-22 \$'000	2020-21 \$'000
Gain on disposal of property, plant and equipment	234	4
Write-back of earn-out consideration	–	13,693
Impairment loss on investment in associates, long-term investment and intangible assets	–	(68,751)
Impairment loss on property, plant and equipment	(16,948)	(24,079)
Accelerated recognition of government grant for impaired property, plant and equipment	321	7,498
Gain on deemed disposal of associate	28,862	–
Others	(317)	(24)
	12,152	(71,659)

9. Income Tax Credit

The major components of income tax credit for the years ended 31 March 2022 and 2021 are:

	GROUP	
	2021-22 \$'000	2020-21 \$'000
Current income tax:		
Current year	10,788	11,215
(Over)/under provision in respect of prior years	(6,820)	193
	3,968	11,408
Deferred income tax (Note 21):		
Origination and reversal of temporary differences	(36,247)	(48,530)
Under/(over) provision of deferred taxation in respect of prior years	18	(470)
Withholding tax on share of results of associates/joint ventures	829	1,440
Income tax credit recognised in profit or loss	(31,432)	(36,152)

Reconciliation of effective tax rate

	GROUP	
	2021-22 \$'000	2020-21 \$'000
Loss before tax	(27,101)	(145,449)
Taxation at statutory tax rate of 17% (2021: 17%)	(4,607)	(24,726)
Adjustments:		
Non-deductible expenses	14,417	16,145
Effect of different tax rates in other countries	(4,130)	(9,952)
Effect of reduction in tax rate	–	(17)
Tax rebate	(208)	(58)
(Over)/under provision of current taxation in respect of prior years	(6,820)	193
Under/(over) provision of deferred taxation in respect of prior years	18	(470)
Utilisation of previously unrecognised tax losses/capital allowances	(59)	(567)
Tax exempt income	(32,451)	(27,678)
Effect of share of results of associates/joint ventures	(2,991)	7,996
Withholding tax on share of results of associates/joint ventures	829	1,440
Deferred tax assets not recognised	4,730	1,536
Others	(160)	6
Income tax credit recognised in profit or loss	(31,432)	(36,152)

Notes to the Financial Statements

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10. Earnings/(Loss) Per Share

	GROUP	
	2021-22 \$'000	2020-21 \$'000
Profit/(loss) attributable to owners of the Company	20,371	(78,929)
	GROUP	
	2021-22	2020-21
Weighted average number of ordinary shares in issue used for computing basic earnings per share	1,120,990,368	1,118,729,203
Adjustment for share options, RSP and PSP	4,449,129	4,290,538
Weighted average number of ordinary shares in issue used for computing diluted earnings per share	1,125,439,497	1,123,019,741
Earnings per share (cents)		
Basic	1.8	(7.1)
Diluted	1.8	(7.0)

Basic earnings per share is calculated by dividing the profit attributable to owners of the Company by the weighted average number of ordinary shares in issue during the financial year.

For purposes of calculating diluted earnings per share, the weighted average number of ordinary shares in issue is adjusted to take into account the dilutive effect of share-based payment plans of the Company.

11. Dividends Paid

No tax exempt (one-tier) dividend was proposed for the financial year ended 31 March 2022 (2021: Nil).

12. Share Capital and Treasury Shares

Share Capital

	GROUP AND COMPANY 31 March			
	2022 Number of shares	2021 Number of shares	2022 \$'000	2021 \$'000
Ordinary shares				
Balance at beginning and end of the year	1,124,056,275	1,124,056,275	367,947	367,947

The holders of ordinary shares (except treasury shares) are entitled to receive dividends as and when declared by the Company. All ordinary shares carry one vote per share without restriction. All issued shares are fully paid, with no par value.

No ordinary shares were issued pursuant to equity compensation plans during the year and in previous financial year.

Treasury Shares

	GROUP AND COMPANY 31 March			
	2022 Number of shares	2021 Number of shares	2022 \$'000	2021 \$'000
At beginning of the year	4,362,955	5,867,355	18,798	26,017
Shares acquired	–	535,000	–	1,568
Shares reissued pursuant to equity compensation plans	(2,394,550)	(2,039,400)	(10,317)	(8,787)
At end of the year	1,968,405	4,362,955	8,481	18,798

Treasury shares relate to ordinary shares of the Company that are held by the Company.

During the year, 2,394,550 (2021: 2,039,400) treasury shares were reissued pursuant to the equity compensation plans of which 2,089,850 (2021: 2,039,400) were reissued for the Restricted Share Plan, and 304,700 (2021: Nil) were reissued for the Performance Share Plan.

Notes to the Financial Statements

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12. Share Capital and Treasury Shares (cont'd)

Share-Based Incentive Plans

The Restricted Share Plan ("RSP") and Performance Share Plan ("PSP") are share-based incentive plans for management staff, which were approved by the shareholders of the Company on 19 July 2005. Both share plans which expired in July 2015 were subsequently approved during the 41st Annual General Meeting held on 23 July 2014 for further extension of 10 years to July 2025.

The details of the two plans are described below:

Restricted Share Plan ("RSP") For grants in FY2019-20 to FY2021-22

Plan description	Award of fully-paid ordinary shares of the Company, conditional on achievement of both corporate pre-determined performance targets set over one-year period and individual performance.
Performance conditions	Company financial and operating achievements.
Vesting condition	Equal vesting over a three-year period.
Payout	0% – 120% depending on the achievement based on prior financial year .

Performance Share Plan ("PSP") For grants in FY2018-19 to FY2021-22

Plan description	Award of fully-paid ordinary shares of the Company, conditional on achievement of both pre-determined performance targets set at the start of a three-year overlapping performance period based on stretched long-term corporate objectives and individual performance.
Performance conditions	<ul style="list-style-type: none"> Absolute Total Shareholder Return Transformation Scorecard
Vesting condition	Vesting based on meeting specified performance conditions over a three-year performance period.
Payout	0% – 150% depending on the achievement of specified performance targets over the performance period.

Fair values of RSP and PSP

The fair value of services received in return for shares awarded is measured by reference to the fair value of shares granted each year under the SATS RSP and PSP. The estimate of the fair value of the services received is measured based on a Monte Carlo simulation model, which involves projection of future outcomes using statistical distributions of key random variables including share price and volatility of returns.

12. Share Capital and Treasury Shares (cont'd)

Share-Based Incentive Plans (cont'd)

The following table lists the inputs to the model used for the awards:

RSP	Jun 2021	Aug 2020	Jun 2019
Expected dividend yield (%)		Management's forecast	
Expected volatility (%)	39.6	28.3	13.8
Risk-free interest rate (%)	0.4 – 0.5	0.2 – 0.3	1.7 – 1.9
Expected term (years)	0.2 – 2.0	0.0 – 1.9	0.0 – 2.0
Share price at date of grant (\$)	4.02	2.91	5.27

PSP	Aug 2021	Aug 2020	Aug 2019	Dec 2018
Expected dividend yield (%)		Management's forecast		
Expected volatility (%)	32.6	26.1	16.2	16.3
Risk-free interest rate (%)	0.5	0.3	1.72	1.99
Expected term (years)	2.9	2.9	2.9	2.6
Index (for Relative TSR)	STI	STI	NA	NA
Index volatility (%)	19.2	17.6	NA	NA
Correlation with index (%)	0.7	0.7	NA	NA
Share price at date of grant (\$)	3.99	2.91	4.82	4.60

For non-market conditions, achievement factors are determined based on inputs from the Remuneration and Human Resource Committee for the purpose of accrual for the RSP until the achievement of the targets can be accurately ascertained.

Movement of RSP and PSP shares award during the year

RSP	Number of restricted shares					
	Date of grant	Balance at 01 April 2021/ Date of grant	Vested	Forfeited	Adjustment	Balance at 31 March 2022
	24 June 2019	568,700	(560,400)	(7,100)	–	1,200
	20 August 2020	658,200	(338,500)	(58,300)	–	261,400
	25 June 2021	2,049,000	(689,500)	(173,500)	–	1,186,000
	02 August 2021	435,750	(435,750)	–	–	–
	10 August 2021	65,700	(65,700)	–	–	–
		3,777,350	(2,089,850)	(238,900)	–	1,448,600

Notes to the Financial Statements

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12. Share Capital and Treasury Shares (cont'd)

Share-Based Incentive Plans (cont'd)

Movement of RSP and PSP shares award during the year (cont'd)

PSP	Number of performance shares				
	Balance at 01 April 2021/ Date of grant	Vested	Forfeited	Adjustment [#]	Balance at 31 March 2022
14 December 2018	695,000	(304,700)	–	(390,300)	–
01 August 2019	635,000	–	(355,000)	–	280,000
20 August 2020	1,097,500	–	(450,000)	–	647,500
02 August 2021	890,000	–	(400,000)	–	490,000
	3,317,500	(304,700)	(1,205,000)	(390,300)	1,417,500

[#] Adjustments due to the performance factor at the end of the performance period upon meeting stated performance targets.

The estimated weighted average fair values at date of grant for each share granted during the year under the PSP is \$2.16 (2021: \$1.35) based on the Monte Carlo simulation model.

For performance share grants with non-market conditions, the Group revises its estimates of the number of share grants expected to vest and corresponding adjustments are made to the income statement and share-based compensation reserve.

Under the PSP, eligible key executives are required to hold a portion of the shares released to them under a share ownership guideline which requires them to maintain a beneficial ownership stake in the Company, thus further aligning their interests with shareholders.

The number of contingent shares granted but not released as at 31 March 2022 were 1,448,600 (2021: 1,226,900) and 1,417,500 (2021: 2,427,500) for RSP and PSP respectively. Based on the achievement factor, the actual release of the awards is 1,448,600 (2021: 1,226,900) and zero to a maximum of 2,126,250 (2021: zero to maximum of 3,641,250) fully-paid ordinary shares of the Company, for RSP and PSP respectively.

The total amount of share-based payment expense recognised in profit or loss based on the fair values determined on grant date and estimation of share grants that will ultimately vest are summarised as follows:

	GROUP	
	2021-22 \$'000	2020-21 \$'000
Share-based payment expense		
Restricted Share Plan	8,489	6,747
Performance Share Plan	(883)	2,040
	7,606	8,787

13. Reserves

(a) Share-Based Compensation Reserve

Share-based compensation reserve represents the equity-settled share options, restricted and performance shares granted to employees. The reserve is made up of the cumulative value of services received from employees recorded on grant of equity-settled share options, restricted and performance shares, net of cumulative shares vested.

(b) Statutory Reserve

Certain countries in which some of the Group's subsidiaries and associates are incorporated legally require statutory reserves to be set aside. The laws of the countries restrict the distribution and use of these statutory reserves.

(c) Foreign Currency Translation Reserve

The foreign currency translation reserve represents exchange differences arising from the translation of the financial statements of foreign operations whose functional currencies are different from that of the Group's presentation currency.

The foreign currency translation reserve is also used to record the effect of hedging of net investments in a foreign operation (Note 27).

(d) Fair Value Reserve

Fair value reserve represents the cumulative fair value changes, net of tax, of available-for-sale financial assets, until they are disposed or impaired.

(e) Capital Reserve

Capital reserve comprises acquisitions of non-controlling interests that do not result in a change of control.

(f) Gain or Loss on Reissuance of Treasury Shares

This represents the gain or loss arising from purchase, sale, issue or cancellation of treasury shares. No dividend may be paid, and no other distribution (whether in cash or otherwise) of the Company's assets (including any distribution of assets to members on a winding up) may be made in respect of this reserve.

14. Property, Plant and Equipment and Right-of-Use Assets

	Note	GROUP		COMPANY	
		31 Mar 2022 \$'000	31 Mar 2021 \$'000	31 Mar 2022 \$'000	31 Mar 2021 \$'000
Property, plant and equipment	14.1	589,651	519,671	18,802	18,780
Right-of-use assets	14.2	312,827	187,716	59,522	63,336
		902,478	707,387	78,324	82,116

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14. Property, Plant and Equipment and Right-of-Use Assets (cont'd)

14.1 Property, Plant and Equipment

GROUP	Freehold land and buildings \$'000	Leasehold land and buildings \$'000	Office fittings and fixtures \$'000	Fixed ground support equipment \$'000	Mobile ground support equipment \$'000	Office and commercial equipment \$'000	Motor vehicles \$'000	Work in progress \$'000	Total \$'000
Cost									
At 1 April 2020	105,881	803,663	202,679	418,836	86,765	65,458	67,360	33,961	1,784,603
Translation	(9,543)	(1,442)	(358)	460	(261)	(1,141)	(983)	30	(13,238)
Reclassifications	–	–	4,103	13,694	410	(453)	–	(17,754)	–
Transfer to intangible assets (Note 16)	–	–	–	–	–	–	–	(28)	(28)
Additions (Note 25)	186	2,397	1,239	7,483	2,285	2,078	5,000	17,157	37,825
Disposals	(1,186)	(534)	(12,468)	(3,928)	(306)	(2,078)	(3,375)	(282)	(24,157)
At 31 March 2021	95,338	804,084	195,195	436,545	88,893	63,864	68,002	33,084	1,785,005
At 31 March 2021 and 1 April 2021	95,338	804,084	195,195	436,545	88,893	63,864	68,002	33,084	1,785,005
Translation	(13,902)	234	(854)	403	(80)	(3,833)	(1,643)	136	(19,539)
Reclassifications	–	(42)	3,040	3,110	3,045	1,027	–	(10,180)	–
Acquisition of subsidiaries	5,285	285,497	952	148,964	–	29,745	419	1,885	472,747
Additions (Note 25)	29	619	2,230	8,315	357	519	1,345	49,191	62,605
Disposals	–	–	(345)	(4,554)	(192)	(73)	(1,155)	–	(6,319)
At 31 March 2022	86,750	1,090,392	200,218	592,783	92,023	91,249	66,968	74,116	2,294,499

14. Property, Plant and Equipment and Right-of-Use Assets (cont'd)

14.1 Property, Plant and Equipment (cont'd)

GROUP	Freehold land and buildings \$'000	Leasehold land and buildings \$'000	Office fittings and fixtures \$'000	Fixed ground support equipment \$'000	Mobile ground support equipment \$'000	Office and commercial equipment \$'000	Motor vehicles \$'000	Work in progress \$'000	Total \$'000
Accumulated depreciation and impairment losses									
At 1 April 2020	26,136	574,839	128,583	324,612	43,589	46,438	38,109	–	1,182,306
Translation	(3,994)	(67)	(72)	430	(120)	(717)	(487)	–	(5,027)
Reclassifications	–	–	–	514	–	(514)	–	–	–
Depreciation	5,435	27,018	15,922	16,048	9,789	6,607	6,056	–	86,875
Disposals	(669)	(534)	(12,329)	(3,722)	(306)	(2,038)	(3,301)	–	(22,899)
Impairment	–	270	3,371	15,435	22	1,080	1,762	2,139	24,079
At 31 March 2021	26,908	601,526	135,475	353,317	52,974	50,856	42,139	2,139	1,265,334
At 31 March 2021 and 1 April 2021	26,908	601,526	135,475	353,317	52,974	50,856	42,139	2,139	1,265,334
Translation	(8,452)	(467)	(743)	(103)	(46)	(3,534)	(1,056)	–	(14,401)
Depreciation	5,014	23,820	13,689	15,872	8,536	4,720	5,032	–	76,683
Acquisition of subsidiaries	–	228,252	952	110,298	–	26,608	380	–	366,490
Disposals	–	–	(184)	(4,644)	(191)	(71)	(1,116)	–	(6,206)
Impairment	–	–	16	14,055	272	195	–	2,410	16,948
At 31 March 2022	23,470	853,131	149,205	488,795	61,545	78,774	45,379	4,549	1,704,848
Carrying amounts									
At 1 April 2020	79,745	228,824	74,096	94,224	43,176	19,020	29,251	33,961	602,297
At 31 March 2021	68,430	202,558	59,720	83,228	35,919	13,008	25,863	30,945	519,671
At 31 March 2022	63,280	237,261	51,013	103,988	30,478	12,475	21,589	69,567	589,651

As part of the Group's annual impairment assessment, management assessed that the recoverable amount of certain plant and equipment is lower than its carrying amount due to the change in business and operation plan. As a result, impairment losses of \$16,948,000 was recorded during the financial year ended 31 March 2022. The Group's property, plant and equipment with a carrying amount of \$13,853,000 (2021: \$13,543,000) are pledged to secure the Group's bank loans (Note 27).

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14. Property, Plant and Equipment and Right-of-Use Assets (cont'd)

14.1 Property, Plant and Equipment (cont'd)

COMPANY	Fixed ground support equipment \$'000	Mobile ground support equipment \$'000	Office and commercial equipment \$'000	Motor vehicles \$'000	Work in progress \$'000	Total \$'000
Cost						
At 1 April 2020	7,256	–	6,141	116	10,754	24,267
Reclassification/transfer to investment properties (Note 15)	5,167	–	–	–	(7,209)	(2,042)
Additions	–	–	495	–	5,621	6,116
Disposals	(6)	–	(172)	(27)	–	(205)
At 31 March 2021 and 1 April 2021	12,417	–	6,464	89	9,166	28,136
Reclassification/transfer to investment properties (Note 15)	1,063	–	–	–	(2,072)	(1,009)
Additions	239	–	5	–	3,040	3,284
At 31 March 2022	13,719	–	6,469	89	10,134	30,411
Accumulated depreciation						
At 1 April 2020	3,647	–	3,684	75	–	7,406
Depreciation	1,306	–	841	8	–	2,155
Disposals	(6)	–	(172)	(27)	–	(205)
At 31 March 2021 and 1 April 2021	4,947	–	4,353	56	–	9,356
Depreciation	1,557	–	688	8	–	2,253
At 31 March 2022	6,504	–	5,041	64	–	11,609
Carrying amounts						
At 1 April 2020	3,609	–	2,457	41	10,754	16,861
At 31 March 2021	7,470	–	2,111	33	9,166	18,780
At 31 March 2022	7,215	–	1,428	25	10,134	18,802

14. Property, Plant and Equipment and Right-of-Use Assets (cont'd)

14.2 Right-of-Use Assets

GROUP	Leasehold land and buildings \$'000	Others \$'000	Total \$'000
Cost			
At 1 April 2020	221,127	5,778	226,905
Translation	(6,425)	(109)	(6,534)
Additions	16,748	119	16,867
Disposals	(1,765)	(1,704)	(3,469)
At 31 March 2021 and 1 April 2021	229,685	4,084	233,769
Translation	(6,658)	(27)	(6,685)
Acquisition of subsidiaries	192,977	–	192,977
Additions	28,928	1,001	29,929
Disposals	(9,839)	(297)	(10,136)
At 31 March 2022	435,093	4,761	439,854
Accumulated depreciation			
At 1 April 2020	18,637	2,311	20,948
Translation	(547)	(55)	(602)
Amortisation	25,750	1,526	27,276
Disposals	(744)	(825)	(1,569)
At 31 March 2021 and 1 April 2021	43,096	2,957	46,053
Translation	(893)	(20)	(913)
Acquisition of subsidiaries	60,195	–	60,195
Amortisation	26,607	776	27,383
Disposals	(5,546)	(145)	(5,691)
At 31 March 2022	123,459	3,568	127,027
Carrying amounts			
At 31 March 2020	202,490	3,467	205,957
At 31 March 2021	186,589	1,127	187,716
At 31 March 2022	311,634	1,193	312,827

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31 March 2022

14. Property, Plant and Equipment and Right-of-Use Assets (cont'd)

14.2 Right-of-Use Assets (cont'd)

COMPANY	Leasehold land and buildings \$'000
Cost	
At 1 April 2020	70,895
Additions	195
At 31 March 2021 and 1 April 2021	71,090
Additions	47
At 31 March 2022	71,137
Accumulated depreciation	
At 1 April 2020	3,858
Amortisation	3,896
At 31 March 2021 and 1 April 2021	7,754
Amortisation	3,861
At 31 March 2022	11,615
Carrying amounts	
At 31 March 2020	67,037
At 31 March 2021	63,336
At 31 March 2022	59,522

15. Investment Properties

	GROUP \$'000	COMPANY \$'000
Cost		
At 1 April 2020	16,292	799,101
Transfer from property, plant and equipment (Note 14.1)	–	2,042
Additions	–	16
Disposals	(6,663)	(6,663)
At 31 March 2021 and 1 April 2021	9,629	794,496
Transfer from property, plant and equipment (Note 14.1)	–	1,009
Disposals	(2,390)	–
At 31 March 2022	7,239	795,505
Accumulated depreciation		
At 1 April 2020	15,253	598,065
Depreciation	542	30,069
Disposals	(6,663)	(6,663)
At 31 March 2021 and 1 April 2021	9,132	621,471
Depreciation	497	26,384
Disposals	(2,390)	–
At 31 March 2022	7,239	647,855
Carrying amount		
At 1 April 2020	1,039	201,036
At 31 March 2021	497	173,025
At 31 March 2022	–	147,650

The Group has no restrictions on the realisability of its investment properties and no contractual obligations to purchase, construct or develop investment property or for repairs, maintenance or enhancement.

Notes to the Financial Statements

31 March 2022

15. Investment Properties (cont'd)

Information relating to the fair values of the investment properties of the Group as at 31 March as follows:

	2022		2021	
	Carrying value \$'000	Fair value \$'000	Carrying value \$'000	Fair value \$'000
Investment properties	–	12,400	497	13,000

Information relating to the fair values of the investment properties of the Company rented to third parties as at 31 March as follows:

	2022		2021	
	Carrying value \$'000	Fair value \$'000	Carrying value \$'000	Fair value \$'000
Investment properties rented by Company to third parties	–	12,400	497	13,000

The valuation is based on the Investment Method that makes reference to gross rental income of similar properties based on prevailing economic conditions.

The remaining investment properties of the Company are rented to the subsidiaries of the Group for their operational needs and therefore the Company does not consider the disclosure of fair value of these investment properties to be relevant.

Investment properties are categorised within level 3 of the fair value hierarchy. A significant increase (decrease) in gross rental income would result in a significantly higher (lower) fair value measurement.

The property rental income earned by the Group and Company for the year ended 31 March 2022 from its investment properties which are leased out under operating leases, amounted to \$1,020,000 and \$49,860,000 (2021: Nil and \$49,721,000) respectively.

Direct operating expenses (including repairs and maintenance) incurred on rental-earning investment properties amounted to \$151,000 and \$38,236,000 (2021: \$116,000 and \$37,838,000) for the Group and Company respectively.

16. Intangible Assets

GROUP	Software development \$'000	Work in progress \$'000	Goodwill \$'000	Licence \$'000	Customer relationships \$'000	Total \$'000
Cost						
At 1 April 2020	114,512	13,208	302,820	27,099	144,822	602,461
Translation	(631)	(19)	(1,782)	15	(1,033)	(3,450)
Transfer from/(to) property, plant and equipment (Note 14.1)	3,660	(3,632)	–	–	–	28
Additions (Note 25)	592	24,195	–	–	–	24,787
Impairment	–	–	(24,700)	–	–	(24,700)
Disposals	(3,628)	–	–	–	–	(3,628)
Other	–	–	–	–	1,877	1,877
At 31 March 2021 and 1 April 2021	114,505	33,752	276,338	27,114	145,666	597,375
Translation	(662)	(20)	(2,070)	(12)	(128)	(2,892)
Reclassifications	13,955	(13,955)	–	–	–	–
Additions (Note 25)	1,946	14,708	–	–	–	16,654
Acquisition through business combinations	–	–	50,182	–	93,113	143,295
At 31 March 2022	129,744	34,485	324,450	27,102	238,651	754,432
Accumulated depreciation						
At 1 April 2020	105,576	–	–	21,670	47,840	175,086
Translation	(578)	–	–	15	43	(520)
Amortisation	4,289	–	–	1,917	9,543	15,749
Disposals	(3,619)	–	–	–	–	(3,619)
At 31 March 2021 and 1 April 2021	105,668	–	–	23,602	57,426	186,696
Translation	(630)	–	–	(12)	94	(548)
Amortisation	4,600	–	–	1,918	8,587	15,105
At 31 March 2022	109,638	–	–	25,508	66,107	201,253
Carrying amounts						
At 1 April 2020	8,936	13,208	302,820	5,429	96,982	427,375
At 31 March 2021	8,837	33,752	276,338	3,512	88,240	410,679
At 31 March 2022	20,106	34,485	324,450	1,594	172,544	553,179

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16. Intangible Assets (cont'd)

Customer relationships and licence

Customer relationships relate to the economic benefits that are expected to derive from business dealings with the existing customers in the Singapore, Japan, Malaysia, China and United Kingdom operations. These are acquired as part of the acquisition of the subsidiaries. The relationships include catering, ground handling services and supply contracts with customers as well as other non-contractual customer relationships which past transactions provide evidence that the Group is able to benefit from the future economic inflows from such relationships.

Licence refers to the abattoir licence granted by the Singapore Food Agency.

Amortisation expense

The amortisation of software development, licence and customer relationships is included in the "Depreciation and amortisation charges" in the consolidated income statement.

Impairment testing of goodwill

Goodwill arising from business combinations have been allocated to the cash-generating units ("CGU") for impairment testing.

Impairment testing for CGU is carried out annually. There was no impairment loss recorded in the current financial year. In the last financial year, the carrying amount of the CGU was determined to be higher than its recoverable amount and thus, impairment loss of \$11,000,000 and \$13,700,000 were recognised for Ground Team Red Holdings Sdn. Bhd. and Monty's Bakehouse UK Limited respectively.

The carrying amounts of goodwill allocated to each CGU are as follows:

	31 Mar 2022 \$'000	31 Mar 2021 \$'000
SATS Food Services ("SFS")	111,791	111,791
TFK Corporation	17,059	18,666
Ground Team Red Holdings Sdn. Bhd. ("GTRH")	100,781	101,329
Nanjing Weizhou Airline Food Corp., Ltd ("NWA")	30,959	29,767
Monty's Bakehouse UK Limited ("MBUK")	13,678	14,785
SATS Food Solutions (Thailand) Co., Ltd. ("SFST") (formerly known as Food City Company Limited)	4,324	–
Asia Airfreight Terminal Company Limited ("AAT")	45,858	–
	324,450	276,338

16. Intangible Assets (cont'd)

Key assumptions used in the value in use calculations

The calculations of value in use for the CGUs are most sensitive to the following assumptions:

Forecast revenue and gross margins – Revenue and gross margins are based on average values achieved in the recent years preceding to the start of the forecast period. These are increased over the forecast period for anticipated retention of customers, expansion in business, synergies and efficiency improvements. The forecast revenue is dependent on the demand from key customers. A reasonable possible change in demand from key customers of the respective CGUs would not have an impact to the carrying value of goodwill in the CGUs.

Terminal growth rates – The forecasted terminal growth rates are based on the relevant industry outlook and do not exceed the long-term average growth rate for the industries relevant to the CGUs.

Discount rates – Discount rates represent the current market assessment of the risks specific to each CGU. This is the benchmark used by the Group to assess operating performance and to evaluate future investment proposals. In determining appropriate discount rates for each CGU, consideration has been given to the yield on a ten-year government bond at the beginning of the forecast year.

Market share assumptions – In addition to using industry data to estimate the growth rates (as noted above), the management assesses how the CGU's position, relative to its competitors, might change over the forecast period. The management expects the market share of the CGUs to be stable over the forecast period.

The recoverable amounts of the CGUs have been determined based on value in use calculations using cash flow projections from financial forecasts approved by management covering a five to ten years period. The financial forecasts include the impact of COVID-19 pandemic, management's estimated recovery of the aviation industry from COVID-19 pandemic and the long-term viability of the airline customers, which could be dependent on the refinancing or recapitalisation plan of the airlines. The recoverable amount of the CGU is highly sensitive to such financial projection. The discount rate applied to the cash flow projections and the forecasted terminal growth rates used to extrapolate cash flow projections beyond the terminal year are as follows:

	Terminal growth rates		Pre-tax discount rates	
	31 Mar 2022 %	31 Mar 2021 %	31 Mar 2022 %	31 Mar 2021 %
SFS	1.0	1.0	6.6	8.1
TFK Corporation	0.8	0.8	13.6	13.0
GTRH	2.3	2.3	12.7	12.7
NWA	2.0	2.5	11.7	12.6
MBUK	1.5	1.5	13.2	13.6
SFST	2.0	–	10.3	–
AAT	1.0	–	10.8	–

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16. Intangible Assets (cont'd)

COMPANY	Software \$'000	Work in progress \$'000	Total \$'000
Cost			
At 1 April 2020	31,019	4,215	35,234
Additions	–	13,155	13,155
Reclassifications	1,044	(1,044)	–
Disposals	(186)	–	(186)
At 31 March 2021 and 1 April 2021	31,877	16,326	48,203
Additions	135	7,610	7,745
Reclassifications	13,669	(13,669)	–
At 31 March 2022	45,681	10,267	55,948
Accumulated amortisation			
At 1 April 2020	28,065	–	28,065
Amortisation	1,267	–	1,267
Disposals	(185)	–	(185)
At 31 March 2021 and 1 April 2021	29,147	–	29,147
Amortisation	1,829	–	1,829
At 31 March 2022	30,976	–	30,976
Carrying amounts			
At 1 April 2020	2,954	4,215	7,169
At 31 March 2021	2,730	16,326	19,056
At 31 March 2022	14,705	10,267	24,972

17. Investment in Subsidiaries

COMPANY	COMPANY	
	31 Mar 2022 \$'000	31 Mar 2021 \$'000
Unquoted shares, at cost	949,753	779,983
Impairment loss	(26,000)	(26,000)
	923,753	753,983

17. Investment in Subsidiaries (cont'd)

The names of the subsidiaries are set out below and the country of incorporation and place of business is Singapore, unless otherwise stated:

Name of companies	Principal activities (Place of business)	Cost of investment		Equity held	
		31 Mar 2022 \$'000	31 Mar 2021 \$'000	31 Mar 2022 %	31 Mar 2021 %
Held by the Company					
SATS Airport Services Pte Ltd ^a	Airport ground handling services	16,500	16,500	100	100
SATS Catering Pte Ltd ^a	Inflight catering services	14,000	14,000	100	100
SATS Security Services Private Limited ^a	Security handling services	3,000	3,000	100	100
SATS Aero Laundry Pte. Ltd. ^a	Providing and selling laundry and linen services	2,515	2,515	100	100
SATS Aerolog Express Pte. Ltd. ^a	Airport cargo delivery management services	1,340	1,340	100	100
SATS Institutional Catering Pte. Ltd. ^a	Supplier of food products and provision of expertise and manpower to manage central kitchens and catering operations	11,030	11,030	100	100
SATS Asia-Pacific Star Pte. Ltd. ^a	Airport ground handling services and inflight catering services	#	#	100	100
SATS Food Services Pte. Ltd. ^a	Food processing and distribution services	487,260	487,260	100	100
SATS Investments Pte. Ltd. ^a	Investment holding	#	#	100	100
SATS (India) Co. Private Limited ^b	Business development and marketing and product development (India)	228	228	100	100

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17. Investment in Subsidiaries (cont'd)

Name of companies	Principal activities (Place of business)	Cost of investment		Equity held	
		31 Mar 2022 \$'000	31 Mar 2021 \$'000	31 Mar 2022 %	31 Mar 2021 %
Held by the Company (cont'd)					
SATS Investments (II) Pte. Ltd. ^a	Investment holding	#	#	100	100
Cemerlang Pte. Ltd. ^a	Investment holding	#	#	100	100
SATS Services Sdn. Bhd. ^b	Shared services to the Company and its subsidiaries (Malaysia)	201	201	100	100
SATS Saudi Arabia Company ^b	Cargo handling (Saudi Arabia)	145	145	80	80
SATS Consumer Services Pte. Ltd. ^a	Provide airline and airport services, including buy on board, lounge access and concierge	100	100	100	100
GTRSG Pte. Ltd. ^a	Ground handling	754	754	20	20
SATS Group Services Sdn. Bhd. ^b	Investment holding (Malaysia)	#	#	100	100
Ground Team Red Holdings Sdn. Bhd. ^b	Investment holding (Malaysia)	160,886	160,886	50	50
SATS China Co., Ltd. ^b	Investment holding (People's Republic of China)	100,298	82,024	100	100
Asia Airfreight Terminal Company Limited ^{b, n}	Air cargo handling services (Hong Kong)	151,496	–	65.4	49
		949,753	779,983		

There was no impairment charge recognised in the current financial year (2021: \$26,000,000)

17. Investment in Subsidiaries (cont'd)

Name of companies (Country of incorporation)	Principal activities (Place of business)	Equity held	
		31 Mar 2022 %	31 Mar 2021 %
Held through SATS Airport Services Pte Ltd			
SATS-Creuers Cruise Services Pte. Ltd. ^a	Management of international cruise terminal	60	60
SATS Saudi Arabia Company ^b	Cargo handling (Saudi Arabia)	20	20
SATS Seletar Aviation Services Pte. Ltd. ^a	Terminal management services	52	52
Held through SATS Food Services Pte. Ltd.			
Primary Industries Private Limited and its subsidiary ^a	Provision of abattoir services	78.5	78.5
– Hog Auction Market Pte Ltd ^a	Auctioneers of pigs	78.5	78.5
Primary Industries (Qld) Pty Ltd ^b	Provision of land logistics and food solutions (Australia)	100	100
Shanghai ST Food Industries Co., Limited ^c	Manufacture and sale of frozen foodstuffs (People's Republic of China)	100	100
SFI Food Pte. Ltd. ^a	Food catering related ventures	100	100
SFI Manufacturing Private Limited ^a	Supply of food products and catering services	100	100
SATS Delaware North Pte. Ltd. ^a	Catering and food and beverages services at Singapore Sports Hub	70	70
Country Foods Pte. Ltd. ^a	Food distribution, processing and manufacturing	100	100

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17. Investment in Subsidiaries (cont'd)

Name of companies (Country of incorporation)	Principal activities (Place of business)	Equity held	
		31 Mar 2022 %	31 Mar 2021 %
Held through SATS Investments Pte. Ltd.			
TFK Corporation ^{b,i}	Inflight catering services (Japan)	59.4	59.4
SATS Investments Turkey Havacılık Yatırımları Anonim Şirketi ^m	Investment holding (Turkey)	–	100
SATS Food Turkey Gıda Hizmetleri Anonim Şirketi ^m	Food-related projects (Turkey)	–	100
Monty's Bakehouse UK Limited ^d	Providing hand-held meals and snacks to leading airline customers globally (United Kingdom)	100	100
SATS (Thailand) Co., Ltd. ^g	Investment holding company (Thailand)	100	100
Real Tasty Pte. Ltd. ^{a,k}	Snack bars, food kiosks and fast food outlets	100	–
SATS Food Solutions India Private Limited ^{b,k}	Central kitchen (India)	100	–
Held through TFK Corporation			
Inflight Foods Co., Ltd. ^{i,j}	Preparation and sale of inflight meals, frozen foods, seafood, meat and rice products and vegetables and fruits (Japan)	59.4	59.4
Narita Dry Ice Co., Ltd. ^{i,j}	Manufacture and sale of dry ice and ice cubes and sale of refrigerant and packaging material (Japan)	59.4	59.4
New Tokyo Service Co., Ltd. ^{i,j}	Inflight catering services, and provision of manpower to inflight catering operators (Japan)	59.4	59.4

17. Investment in Subsidiaries (cont'd)

Name of companies (Country of incorporation)	Principal activities (Place of business)	Equity held	
		31 Mar 2022 %	31 Mar 2021 %
Held through SATS China Co., Ltd.			
SATS (Tianjin) Food Co., Ltd. ^e	Food production, processing and distribution (People's Republic of China)	100	100
SATS (Kunshan) Food Co., Ltd. ^b	Food production, processing and distribution (People's Republic of China)	100	100
Nanjing Weizhou Airline Food Corp., Ltd. ^f	Aviation food manufacturer producing frozen food, ambient meals and related food components to aviation companies (People's Republic of China)	50	50
Held through Nanjing Weizhou Airline Food Corp., Ltd			
Ganzhou SATS Aviation Food Co., Ltd. ^f	Aviation and railway food production and distribution (People's Republic of China)	50	50
Huizhou Weilian Airline Food., Ltd. ^f	Aviation food production and distribution (People's Republic of China)	27.5	27.5
Shenzhen Weilian Air Catering Co., Ltd. ^{f,k}	Airline food services and other catering services (People's Republic of China)	50	–
Zhoushan Weilian Air Catering Co., Ltd. ^{f,k}	Airline food services and other catering services (People's Republic of China)	50	–
Zhanjiang Wuchuan Weilian Air Catering Co., Ltd. ^{f,k}	Airline food services and other catering services (People's Republic of China)	50	–
Held through SATS (Thailand) Co., Ltd.			
SATS Food Solutions (Thailand) Co., Ltd. (formerly known as Food City Company Limited) ^{g,l}	Production of frozen, ready-to-cook, ready-to-eat and other food products (Thailand)	85	–

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17. Investment in Subsidiaries (cont'd)

Name of companies (Country of incorporation)	Principal activities (Place of business)	Equity held	
		31 Mar 2022 %	31 Mar 2021 %
Held through Ground Team Red Holdings Sdn. Bhd.			
Ground Team Red Sdn. Bhd. ^b	Airport ground handling services (Malaysia)	49	49
GTRSG Pte. Ltd. ^a	Ground handling	40	40
Held through Monty's Bakehouse UK Limited			
Monty's Bakehouse GCC and Asia General Trading FZE ^m	Manufacture and supply of hand-held savory snacks and bakery to airlines and airline caterers (United Arab Emirates)	–	100
Monty's Bakehouse NL B.V. ^d	Manufacture and supply hand-held savory snacks and bakery to airlines and airline caterers (Netherlands)	100	100
Held through Asia Airfreight Terminal Company Limited			
Asia Airfreight Services Limited ^{b, n}	Provision of off-airport terminal, cargo consolidation, express delivery and other cargo related services (Hong Kong)	100	–
Held through SATS Catering Pte Ltd			
The Aviation Sustainability Forum Ltd. ^h	Aviation association for Improved sustainability in inflight passenger services	100	–

^a Audited by KPMG, Singapore.

^b Audited by member firms of KPMG International in the respective countries.

^c Audited by Shanghai YMD Certified Public Accountants (LLP).

^d Audited by Grant Thornton UK LLP.

^e Audited by CAC CPA Limited Liability Partnership.

^f Audited by Jonten Certified Public Accountants (Limited Liability Partnership).

^g Audited by Ernst and Young Thailand.

^h Audited by Ardent Assurance.

ⁱ Percentage of equity held excludes Treasury Shares held by TFK Corporation.

^j Not required to be audited under the laws of their countries of incorporation.

^k Incorporated during the year.

^l Acquired during the year.

^m Liquidated during the year.

ⁿ Became a subsidiary during the year subsequent to step-up acquisition of additional 16.4% equity interest.

Amount is less than \$1,000.

* Significant subsidiaries in FY2021-22 in accordance to Rule 718 of the Singapore Exchange Securities Trading Limited – Listing Rules.

17. Investment in Subsidiaries (cont'd)

Interest in subsidiaries with material non-controlling interest (NCI)

The Group has the following subsidiaries that have NCI that are material to the Group:

Name of subsidiaries (Place of business)	Proportion of ownership interest held by non-controlling interest %	Loss allocated to NCI during the reporting period \$'000	Accumulated NCI at the end of reporting period \$'000	Dividends paid to NCI \$'000
TFK Corporation and its subsidiaries ("TFK") (Japan)				
31 March 2022	40.6	(6,729)	(34,866)	–
31 March 2021	40.6	(14,412)	(47,300)	–
Ground Team Red Holdings Sdn. Bhd. ("GTRH") (Malaysia)				
31 March 2022	50.0	(6,946)	(56,027)	–
31 March 2021	50.0	(17,601)	(64,941)	–
Asia Airfreight Terminal Company Limited ("AAT") (Hong Kong)				
31 March 2022	34.6	–	(99,677)	–
31 March 2021	–	–	–	–

Summarised financial information about subsidiaries with material NCI

Summarised financial information including goodwill on acquisition and consolidation adjustments but before intercompany eliminations of subsidiaries with material non-controlling interests are as follows:

Summarised statement of comprehensive income:

	TFK		GTRH*	
	2021-22 \$'000	2020-21 \$'000	2021-22 \$'000	2020-21 \$'000
Revenue	77,521	58,714	22,940	13,840
Loss before tax	(23,459)	(51,787)	(17,809)	(57,135)
Income tax credit	6,886	16,289	4,227	11,005
Loss after tax	(16,573)	(35,498)	(13,582)	(46,130)
Other comprehensive income	(63,813)	(41,259)	(1,692)	(5,729)
Total comprehensive income	(80,386)	(76,757)	(15,274)	(51,859)

* The figures disclosed include Ground Team Red Sdn. Bhd. ("GTR") and GTRSG Pte. Ltd. ("GTRSG") being subsidiaries of GTRH.

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17. Investment in Subsidiaries (cont'd)

Summarised financial information about subsidiaries with material NCI (cont'd)

Summarised statement of financial position as at 31 March:

	TFK		GTRH*		AAT**	
	31 Mar 2022 \$'000	31 Mar 2021 \$'000	31 Mar 2022 \$'000	31 Mar 2021 \$'000	31 Mar 2022 \$'000	31 Mar 2021 \$'000
Current assets	21,645	39,138	5,360	6,846	184,539	–
Current liabilities	(26,932)	(34,185)	(14,932)	(12,884)	(69,738)	–
	(5,287)	4,953	(9,572)	(6,038)	114,801	–
Non-current assets	187,482	213,398	211,030	219,962	359,799	–
Non-current liabilities	(79,259)	(84,580)	(48,175)	(46,096)	(140,659)	–
	108,223	128,818	162,855	173,866	219,140	–
Net assets	102,936	133,771	153,283	167,828	333,941	–

Other summarised information:

	TFK		GTRH*	
	2021-22 \$'000	2020-21 \$'000	2021-22 \$'000	2020-21 \$'000
Net cash outflows from operations	(21,313)	(19,467)	(4,165)	(14,820)
Acquisition of significant property, plant and equipment, and intangible assets	(1,628)	(2,651)	(462)	(838)

* The figures disclosed include GTR and GTRSG being subsidiaries of GTRH.

** AAT became a subsidiary on 23 March 2022 subsequent to step-up acquisition of additional 16.4% equity interest. No summarised statement of comprehensive income and other summarised information disclosed for AAT as the transactions from 23 to 31 March 2022 are immaterial.

A – Acquisition of subsidiary SATS Food Solutions (Thailand) Co., Ltd.

On 9 July 2021, the Group, through its subsidiaries, SATS Investments Pte. Ltd. (“SIPL”) and SATS (Thailand) Co., Ltd. (“SATS Thailand”) acquired 85% equity interest in the capital of SATS Food Solutions (Thailand) Co., Ltd. (“SFST”) (formerly known as Food City Company Limited) for cash consideration of \$20.4 million. SFST became a subsidiary of the Group upon acquisition.

SFST’s main asset is a food production facility in Thailand. The facility covers a land area of 30,000 square metres, and benefits from the well-established food ecosystem in Thailand. Post-acquisition, the facility will be configured to focus on the production of ready-to-eat meals.

For the nine months ended 31 March 2022, SFST contributed revenue of \$0.6 million and loss of \$2.4 million to the Group. If the acquisition had occurred on 1 April 2021, management estimates that consolidated revenue would have been higher by \$0.2 million and consolidated profit for the year would have been \$0.8 million lower.

17. Investment in Subsidiaries (cont'd)

A – Acquisition of subsidiary SATS Food Solutions (Thailand) Co., Ltd. (cont'd)

Identifiable assets acquired and liabilities assumed

The fair value of the identifiable assets and liabilities assumed at the date of acquisition were:

	July 2021 \$'000
Property, plant and equipment	18,322
Trade and other receivables	663
Other current assets	306
Cash and cash equivalents	204
	19,495
Other non-current liabilities	(124)
Trade and other payables	(319)
Other current liabilities	(273)
	(716)
Total net identifiable assets at fair value	18,779
Consideration transferred	20,454
Non-controlling interest (NCI) measured at the NCI’s proportionate share	2,823
Less: goodwill arising from acquisition	(4,498)
	18,779

Goodwill arising from acquisition

The goodwill amounting to \$4,498,000 arose from the acquisition of 85% equity interest in the capital of Food City collectively through SIPL and SATS Thailand. This was attributable to the scale and food technology capability as well as the potential synergies expected to arise from the partnership.

B – Step-up acquisition of Asia Airfreight Terminal Company Limited

Prior to the step-up acquisition, the Company owns 49% of the total issued share of Asia Airfreight Terminal Company Limited (“AAT”), a cargo terminal operator operating in the Hong Kong International Airport at Chek Lap Kok, Hong Kong (“HKIA”).

On 23 March 2022, the Company acquired additional 16.4% equity interest of the total issued share of AAT at cash consideration of \$58.8 million. This brought the total issued share capital of AAT owned by the Company to 65.4%, granting the Company control of AAT. As a result, AAT became a subsidiary of the Company.

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17. Investment in Subsidiaries (cont'd)

B – Step-up acquisition of Asia Airfreight Terminal Company Limited (cont'd)

The step-up acquisition was accounted for as if there was a disposal of 49% stake, followed by the acquisition of 65.4% stake. A gain on deemed disposal amounting to \$28.9 million was recorded at acquisition date.

The acquisition is a part of the Company's strategy to expand its cargo handling network and accelerate innovation to drive sustainable business growth.

If the acquisition had occurred on 1 April 2021, management estimates that consolidated revenue would have been higher by \$152.5 million and consolidated profit for the year would have been higher by \$0.8 million (excluding share of results as an associate, from 1 April 2021 to the date of acquisition and taking into consideration the amortisation of intangible assets recognised upon acquisition assuming acquisition happened on 1 April 2021).

Fair values measured on a provisional basis

The fair value of material assets acquired has been determined provisionally pending completion of an independent valuation. If new information obtained within one year from the date of acquisition about facts and circumstances that existed at the date of acquisition identifies adjustments to the above amounts or any additional provisions existed at the date of acquisitions, then the accounting for the acquisition will be revised.

The fair value of the identifiable assets and liabilities were:

	March 2022 \$'000
Property, plant and equipment	88,621
Right-of-use assets	132,782
Intangible assets	93,113
Trade and other receivables	22,760
Other current assets	2,508
Cash and cash equivalents	159,751
	499,535
Other non-current liabilities	(125,621)
Trade and other payables	(49,381)
Other current liabilities	(20,538)
Deferred tax liabilities	(15,364)
	(210,904)
Total net identifiable assets at fair value	288,631
Consideration transferred	58,835
Fair value of existing 49% stake	175,788
Non-controlling interest (NCI) measured at the NCI's proportionate share	99,866
Less: Provisional goodwill arising from acquisition	(45,858)
	288,631

17. Investment in Subsidiaries (cont'd)

Provisional goodwill arising from acquisition

The provisional goodwill amounting to \$45,858,000 arose from the acquisition of 16.4% equity interest in AAT. This was attributable to network and capabilities, as well as the potential synergies in connectivity expected to arise from the acquisition.

Measurement of fair values

The valuation techniques used for measuring the fair value of material assets acquired were as follows:

Asset required	Valuation technique
Property, plant and equipment	<i>Market comparison technique and cost technique:</i> The valuation model considers quoted market prices for similar items when they are available, and depreciated replacement cost when appropriate. Depreciated replacement cost reflects adjustments for physical deterioration as well as functional and economic obsolescence.
Intangible assets	<i>Multi-period excess earnings method:</i> The multi-period excess earnings method considers the present value of net cash flows related to contributory assets.
Inventories	<i>Market comparison technique:</i> The fair value is determined based on the estimated selling price in the ordinary course of business less the estimated costs of completion and sale, and a reasonable profit margin based on the effort required to complete and sell the inventories.

Loan to and from subsidiaries

	COMPANY	
	31 Mar 2022 \$'000	31 Mar 2021 \$'000
Loan to subsidiaries (Non-current)	388,428	360,722

\$45,000,000 (2021: \$45,000,000) is unsecured, bears interest at 1.5% per annum above the 12 months SGD SIBOR and is repayable by 31 March 2024.

\$3,105,000 (2021: Nil) is unsecured, bears interest at 5% per annum and is repayable by April 2024.

Notes to the Financial Statements

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17. Investment in Subsidiaries (cont'd)

Loan to and from subsidiaries (cont'd)

The remaining loans to subsidiaries of \$340,323,000 (2021: \$315,722,000) are unsecured, non-interest bearing, repayable on demand and not expected to be repaid in the next 12 months.

	COMPANY	
	31 Mar 2022 \$'000	31 Mar 2021 \$'000
Loan from subsidiaries (Current)	(167,800)	(169,900)

Loan from subsidiaries is unsecured, bears interest at 0.15% per annum and repayable on demand.

18. Investment in Associates

	GROUP		COMPANY	
	31 Mar 2022 \$'000	31 Mar 2021 \$'000	31 Mar 2022 \$'000	31 Mar 2021 \$'000
Quoted shares, at cost	116,428	116,428	–	–
Unquoted shares, at cost	385,385	478,048	282,811	375,474
Impairment loss	(58,365)	(58,365)	(61,550)	(40,053)
Share of post-acquisition results	112,940	191,101	–	–
Accumulated amortisation of intangible assets	(63,986)	(76,976)	–	–
Share of statutory reserves of associates	13,948	13,343	–	–
Share of changes recognised directly in associates' equity	(13,580)	(13,957)	–	–
Foreign currency translation adjustments	(98,959)	(128,828)	–	–
	393,811	520,794	221,261	335,421

There was no impairment charge recorded in the financial year ended 31 March 2022 (2021: \$31,500,000).

Amortisation of intangible assets

Customer-related intangible assets that arose from the acquisition of associates are recorded as part of the investment in associates. The useful lives of these intangible assets with definite useful lives were determined to be 2.5 to 18 years and these assets are amortised on a straight-line basis over their respective useful lives. The amortisation expense is included in the "Share of results of associates/joint ventures, net of tax" in the consolidated income statement.

Amounts due from associates

The amounts due from associates amounting to \$2,264,000 (2021: \$1,095,000) are unsecured, trade-related and are repayable on demand. Impairment loss of nil (2021: \$952,000) was provided for in the financial year for amount due from the associates.

18. Investment in Associates (cont'd)

Associates

Name of companies	Principal activities (Place of business)	GROUP			
		Cost of investment		Equity held	
		31 Mar 2022 \$'000	31 Mar 2021 \$'000	31 Mar 2022 %	31 Mar 2021 %
Held by the Company					
Maldives Inflight Catering Private Limited ^{b, k}	Inflight catering services (Republic of Maldives)	287	287	35.0	35.0
Beijing Airport Inflight Kitchen Limited ^{c, k}	Inflight catering services (People's Republic of China)	13,882	13,882	28.0	28.0
Beijing Aviation Ground Services Co., Ltd ^{e, k}	Airport ground handling services (People's Republic of China)	17,101	17,101	29.0	29.0
Aviserv Limited ^{f, k} (Incorporated in Ireland)	Inflight catering services (Pakistan)	3,313	3,313	49.0	49.0
Tan Son Nhat Cargo Services Joint Stock Company Limited ^{g, k}	Air cargo handling services (Vietnam)	979	979	15.0	15.0
Asia Airfreight Terminal Company Limited ^{b, m}	Air cargo handling services (Hong Kong)	–	92,663	–	49.0
Servair-SATS Holding Company Pte Ltd ^{h, k}	Investment holding company (Singapore)	509	509	49.0	49.0
MacroAsia Catering Services, Inc. ^{h, k}	Inflight catering services (Philippines)	11,604	11,604	33.0	33.0
Evergreen Airline Services Corporation ^{g, k}	Airport ground handling services (Taiwan)	5,404	5,404	20.0	20.0

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18. Investment in Associates (cont'd)

Associates (cont'd)

Name of companies	Principal activities (Place of business)	GROUP			
		Cost of investment		Equity held	
		31 Mar 2022 \$'000	31 Mar 2021 \$'000	31 Mar 2022 %	31 Mar 2021 %
Held by the Company (cont'd)					
Evergreen Air Cargo Services Corporation ^{i,k}	Air cargo handling services (Taiwan)	16,163	16,163	25.0	25.0
Taj SATS Air Catering Limited ^b	Catering services (India)	24,646	24,646	49.0	49.0
PT Jasa Angkasa Semesta, Tbk ^{h,k}	Ground and cargo handling (Indonesia)	105,532	105,532	49.8	49.8
Evergreen Sky Catering Corporation ^{g,k}	Inflight catering services (Taiwan)	39,765	39,765	25.0	25.0
SATS HK Limited ^{i,k}	Ramp services, passenger handling services and operations control services (Hong Kong)	14,813	14,813	49.0	49.0
KrisShop Pte. Ltd. ^a	Travel retail business, offer inflight and ground-based duty-free and duty paid goods (Singapore)	7,316	7,316	15.0	15.0
Beijing CAH SATS Aviation Services Co., Ltd. ^{d,k}	Ground and cargo handling services (People's Republic of China)	21,497	21,497	40.0	40.0
		282,811	375,474		
Held through TFK Corporation					
Tasco Foods Co., Ltd. ^l	Production and sales of confectionery (Japan)	2,748	2,748	29.6	29.6

18. Investment in Associates (cont'd)

Associates (cont'd)

Name of companies	Principal activities (Place of business)	GROUP			
		Cost of investment		Equity held	
		31 Mar 2022 \$'000	31 Mar 2021 \$'000	31 Mar 2022 %	31 Mar 2021 %
Held through SATS Investments Pte. Ltd.					
Brahim's SATS Investment Holdings Sdn. Bhd. ^{j,k}	Investment holding company (Malaysia)	49,057	49,057	49.0	49.0
Oman SATS LLC ^{i,k} (Formerly known as Oman Air SATS Cargo LLC)	Air cargo handling services (Oman)	23,038	23,038	33.0	33.0
Held through SATS Investments (II) Pte. Ltd. & Cemerlang Pte. Ltd.					
PT Cardig Aero Services Tbk ^{h,k}	Aviation support and catering services (Indonesia)	116,428	116,428	41.7	41.7
Held through SATS Investments (II) Pte. Ltd.					
Mumbai Cargo Service Center Airport Private Limited ^b	Air cargo handling services (India)	16,363	16,363	49.0	49.0
Held through SATS Catering Pte Ltd					
PT Purantara Mitra Angkasa Dua ^{h,k}	Aviation catering services (Indonesia)	11,368	11,368	20.0	20.0
		501,813	594,476		

^a Audited by KPMG, Singapore.

^b Audited by member firms of KPMG International in the respective countries.

^c Audited by Beijing Zhong Rui Cheng Certified Public Accountants Co., Ltd.

^d Audited by ShineWing Certified Public Accountants, Beijing.

^e Audited by Grant Thornton, China.

^f Audited by Fitzgerald & Associates, Ireland.

^g Audited by Deloitte and Touche and its member firms.

^h Audited by Ernst & Young and its member firms.

ⁱ Audited by PricewaterhouseCoopers and its member firms.

^j Audited by Baker Tilly Monteiro Heng PLT.

^k Financial year end on 31 December.

^l Not required to be audited under the laws of their countries of incorporation.

^m Reclassified to investment in subsidiaries following a step-up acquisition (Note 17).

There was no associate company that was considered as significant in accordance to Rule 718 of the Singapore Exchange Securities Trading Limited – Listing Rules.

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18. Investment in Associates (cont'd)

The Group has not recognised losses where its share of losses exceeds the Group's interest in the associate. The Group's cumulative share of unrecognised losses at the end of the reporting period was \$65,484,000 (2021: \$27,726,000), of which \$37,758,000 was the share of the current year's losses. The Group has no obligation in respect of these unrecognised losses.

Corporate Guarantee

The Group has provided a proportionate guarantee up to a maximum amount of approximately \$31,253,000 (2021: \$35,146,000) to financial institutions for providing credit and banking facilities to an associate, which the Group is liable for in the event of default by the associate.

The Group's material investments in associates are summarised below:

	31 Mar 2022 \$'000	31 Mar 2021 \$'000
PT Jasa Angkasa Semesta, Tbk ("PT Jas")	66,978	56,354
Asia Airfreight Terminal Company Limited ("AAT")	–	127,542
PT Cardig Aero Services Tbk ("PT Cas")	87,776	89,969
Evergreen Sky Catering Corporation ("ESCC")	61,041	68,981
Other associates	178,016	177,948
	393,811	520,794
Fair value of PT Cas based on the quoted market price at reporting date (Level 1 in the fair value hierarchy)	30,231	28,616

Aggregate information about the Group's investments in associates that are not individually material are as follows:

	2021-22 \$'000	2020-21 \$'000
Share of profit/(loss) after tax	5,278	(57,514)
Other comprehensive income	1,020	(3,951)
Total comprehensive income	6,298	(61,465)

18. Investment in Associates (cont'd)

The summarised financial information in respect of PT Jas, AAT, PT Cas and ESCC, based on their respective financial statements and a reconciliation with the carrying amount of the investment in the consolidated financial statements are as follows:

Summarised statement of comprehensive income:

	PT Jas		AAT		PT Cas		ESCC	
	2021-22 \$'000	2020-21 \$'000	2021-22 \$'000	2020-21 \$'000	2021-22 \$'000	2020-21 \$'000	2021-22 \$'000	2020-21 \$'000
Revenue	117,307	81,870	152,474	145,672	135,329	101,035	33,122	19,306
Profit/(loss) after tax	24,621	7,868	16,394	27,591	(2,493)	(6,663)	(24,640)	(27,406)
Other comprehensive income	–	–	–	–	(700)	(454)	680	547
Total comprehensive income	24,621	7,868	16,394	27,591	(3,193)	(7,117)	(23,960)	(26,859)

Summarised statement of financial position as at 31 March:

	PT Jas		AAT*		PT Cas		ESCC	
	31 Mar 2022 \$'000	31 Mar 2021 \$'000						
Current assets	67,928	44,018	–	180,478	64,632	58,081	38,870	45,925
Non-current assets excluding goodwill	33,258	34,619	–	240,508	80,581	78,974	321,550	326,997
Goodwill	–	–	–	–	1,443	1,428	–	–
Total assets	101,186	78,637	–	420,986	146,656	138,483	360,420	372,922
Current liabilities	44,123	41,444	–	182,867	81,045	74,691	20,108	18,679
Non-current liabilities	8,572	9,121	–	9,338	14,004	16,255	115,718	104,975
Total liabilities	52,695	50,565	–	192,205	95,049	90,946	135,826	123,654
Net assets	48,491	28,072	–	228,781	51,607	47,537	224,594	249,268

* AAT became a subsidiary during the year subsequent to step-up acquisition of additional 16.4% equity interest.

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18. Investment in Associates (cont'd)

	PT Jas		AAT		PT Cas		ESCC	
	2022 \$'000	2021 \$'000	2022 \$'000	2021 \$'000	2022 \$'000	2021 \$'000	2022 \$'000	2021 \$'000
Net assets excluding goodwill	48,491	28,072	–	228,781	50,164	46,109	224,594	249,268
Less: Non-controlling interest	–	–	–	–	(18,722)	(12,567)	–	–
	48,491	28,072	–	228,781	31,442	33,542	224,594	249,268
Proportion of the Group's ownership	49.8%	49.8%	–	49.0%	41.7%	41.7%	25.0%	25.0%
Group's share of net assets	24,148	13,980	–	112,103	13,096	13,970	56,148	62,317
Goodwill on acquisition and intangible assets	42,830	42,374	–	15,439	74,680	75,999	4,893	6,664
Carrying amount of the investment	66,978	56,354	–	127,542	87,776	89,969	61,041	68,981
Group's interest in net assets of investee at beginning of the year	56,354	51,836	127,542	126,743	89,969	88,950	68,981	78,231
Group's share of:								
Profit/(loss) after tax	12,261	3,918	8,033	13,520	(3,160)	(4,971)	(8,175)	(8,824)
Other comprehensive income	347	3,544	(229)	(7,607)	967	5,990	235	433
Equity stake disposed	–	–	(118,485)	–	–	–	–	–
Total comprehensive income	12,608	7,462	(110,681)	5,913	(2,193)	1,019	(7,940)	(8,391)
Dividends received during the year	(1,984)	(2,944)	(16,861)	(5,114)	–	–	–	(859)
Carrying amount of interest in investee at end of the year	66,978	56,354	–	127,542	87,776	89,969	61,041	68,981

19. Investment in Joint Ventures

	GROUP		COMPANY	
	31 Mar 2022 \$'000	31 Mar 2021 \$'000	31 Mar 2022 \$'000	31 Mar 2021 \$'000
Unquoted shares, at cost	34,126	34,126	12,014	12,014
Post-acquisition revenue reserve capitalised as share capital	3,090	3,090	–	–
Share of post-acquisition results	37,129	34,212	–	–
Others	(325)	(470)	–	–
Foreign currency translation	(13,814)	(13,573)	–	–
	60,206	57,385	12,014	12,014

19. Investment in Joint Ventures (cont'd)

Amounts due from/to joint ventures

The amounts due from joint ventures amounting to \$59,000 (2021: \$108,000) and amount due to joint ventures amounting to \$11,400,000 (2021: \$11,400,000) are unsecured, trade-related and are repayable on demand. Impairment loss of nil (2021: \$1,369,000) was provided for in the financial year for amount due from a joint venture.

Joint ventures

Name of companies	Principal activities (Place of business)	GROUP			
		Cost of investment		Equity held	
		31 Mar 2022 \$'000	31 Mar 2021 \$'000	31 Mar 2022 %	31 Mar 2021 %
Held by the Company					
Air India SATS Airport Services Private Limited ^a	Ground handling and cargo handling services (India)	12,014	12,014	50.0	50.0
Unquoted shares held by Company, at cost		12,014	12,014		
Held through SATS Food Services Pte. Ltd.					
SG IPF Pte. Ltd. ^b	Investment holding (Singapore)	12,957	12,957	60.0	60.0
Held through SATS Asia-Pacific Star Pte. Ltd.					
DFASS SATS Pte. Ltd. ^b	Inflight duty-free and duty-paid sales, offer mail order and pre-order service, supply liquor for inflight pantry services, and operate ground based duty-free and duty-paid retail sales (Singapore)	9,019	9,019	50.0	50.0
Held through SATS Airport Services Pte Ltd					
SATS PPG Singapore Pte. Ltd. ^b	Manage and operate airport lounge (Singapore)	136	136	50.0	50.0
		34,126	34,126		

^a Audited by member firm of KPMG International.

^b Audited by KPMG, Singapore.

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19. Investment in Joint Ventures (cont'd)

The Group's material investments in joint ventures are summarised below:

	31 Mar 2022 \$'000	31 Mar 2021 \$'000
Air India SATS Airport Services Private Limited	35,146	32,758
Other joint ventures	25,060	24,627
	60,206	57,385

Aggregate information about the Group's investments in joint ventures that are not individually material are as follows:

	2021-22 \$'000	2020-21 \$'000
Share of loss after tax	(78)	(596)
Other comprehensive income	763	270
Total comprehensive income	685	(326)

The summarised financial information in respect of Air India SATS Airport Services Private Limited ("AISATS") based on the company's financial statement and a reconciliation with the carrying amount of the investment in consolidated financial statements are as follows:

	AISATS	
	2021-22 \$'000	2020-21 \$'000
Revenue	103,137	76,369
Operating expenses	(92,257)	(98,297)
Interest expenses	(2,169)	(5,240)
Profit/(loss) before tax	8,711	(27,168)
Income tax (expense)/credit	(2,722)	3,575
Profit/(loss) after tax	5,989	(23,593)
Total comprehensive income	5,989	(23,593)

19. Investment in Joint Ventures (cont'd)

Summarised statement of financial position as follow:

	AISATS	
	31 Mar 2022 \$'000	31 Mar 2021 \$'000
Cash and cash equivalents	7,270	845
Inventories	2,228	2,283
Other receivable	–	2,096
Trade receivable	23,302	28,751
Current assets	32,800	33,975
Non-current assets	93,268	99,391
Total assets	126,068	133,366
Current liabilities	27,821	42,196
Non-current liabilities	27,955	25,653
Total liabilities	55,776	67,849
Net assets	70,292	65,517
Proportion of the Group's ownership	50.0%	50.0%
Group's share of net assets	35,146	32,758
Carrying amount of the investment	35,146	32,758
Group's interest in net assets of investee at beginning of the year	32,758	46,232
Group's share of total comprehensive income	2,388	(13,474)
Carrying amount of interest in investee at end of the year	35,146	32,758

20. Long-Term Investments

	GROUP		COMPANY	
	31 Mar 2022 \$'000	31 Mar 2021 \$'000	31 Mar 2022 \$'000	31 Mar 2021 \$'000
Quoted equity investment	303	303	–	–
Unquoted equity investment	6,060	6,060	6,060	6,060
Loan, secured	7,894	8,065	–	–
Others	320	113	–	–
	14,577	14,541	6,060	6,060

The secured loan of \$7,894,000 (2021: \$8,065,000) refers to an investment in a 5-year secured loan of US\$5,833,000 (2021: US\$5,833,000) with interest rate of 6.5% (2021: 6.5%) per annum (Note 31(c)).

No impairment charge was recorded in the current financial year (2021: \$12,500,000).

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21. Deferred Taxation

	GROUP			
	Consolidated Statement of Financial Position		Consolidated Income Statement	
	31 Mar 2022 \$'000	31 Mar 2021 \$'000	2021-22 \$'000	2020-21 \$'000
Deferred tax liabilities				
Property, plant and equipment	42,986	47,143	3,567	726
Intangible assets	31,758	18,354	2,021	2,864
Accrued expenses	(2,818)	(683)	658	(414)
Defined benefit plan	58	58	–	–
Unremitted foreign dividend and interest income	6,478	6,478	–	–
Fair value gain	2,639	1,112	–	–
Unutilised tax losses/capital allowances	(3,975)	(18,391)	3,474	16,146
Undistributed earnings of associates/joint ventures	13,941	13,557	(1,213)	2,082
Other temporary differences	(627)	1,048	(58)	563
	90,440	68,676		
Deferred tax assets				
Provisions	3,711	2,561	(1,501)	272
Unutilised tax losses	49,771	28,770	27,389	24,628
Property, plant and equipment	3,925	2,976	1,063	694
	57,407	34,307	35,400	47,561
			COMPANY	
			31 Mar 2022 \$'000	31 Mar 2021 \$'000
Deferred tax liabilities				
Property, plant and equipment			21,520	22,311
Accrued expenses			(1,551)	(1,146)
Unremitted foreign dividend and interest income			6,944	6,478
			26,913	27,643

Unrecognised tax losses

As at 31 March 2022, the Group has tax losses of approximately \$20,113,000 (2021: \$33,326,000) that are available for offset against future taxable profits of the companies in which the losses arose, for which no deferred tax asset is recognised due to uncertainty of its recoverability. The use of these tax losses is subject to the agreement of the tax authorities and compliance with certain provisions of the tax legislation of the respective countries in which the companies operate.

22. Other Non-Current Assets

Other non-current assets relate mainly to long-term prepayments and lease deposits.

23. Trade and Other Receivables

	GROUP		COMPANY	
	31 Mar 2022 \$'000	31 Mar 2021 \$'000	31 Mar 2022 \$'000	31 Mar 2021 \$'000
Trade receivables	136,439	132,512	604	3,050
Staff loans	265	563	59	363
Sundry receivables	60,458	24,189	2,462	1,519
Government grant receivables	50,718	63,532	2,506	11,825
Amounts due from related parties				
– Trade	139,841	70,710	–	–
Amounts due from related companies				
– Non-trade	–	–	152,829	65,429
	387,721	291,506	158,460	82,186

Trade receivables are generally on 30 – 90 day terms.

Trade receivables denominated in foreign currencies at 31 March are as follows:

	GROUP		COMPANY	
	31 Mar 2022 \$'000	31 Mar 2021 \$'000	31 Mar 2022 \$'000	31 Mar 2021 \$'000
United States Dollar	2,850	9,311	–	–

The carrying amount of trade receivables impaired by credit losses is reduced through the use of an allowance account unless on the date the impairment loss is recognised, the Group ascertains the amount to be uncollectible whereby it would be reduced directly. In subsequent periods when a trade receivable is ascertained to be uncollectible, it is written off against the allowance account.

Significant financial difficulties of the debtors, probability that the debtors will enter bankruptcy or financial reorganisation, and default or delinquency in payments (more than 90 days aging of receivables balances) are considered indicators that the amounts owing by the debtors are impaired. Individual trade receivable is written off when management deems the amount not collectible.

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23. Trade and Other Receivables (cont'd)

Trade receivables are stated after impairment. Analysis of the impairment account is as follows:

	GROUP		COMPANY	
	31 Mar 2022 \$'000	31 Mar 2021 \$'000	31 Mar 2022 \$'000	31 Mar 2021 \$'000
Balance at 1 April	13,631	2,663	116	22
Exchange differences	336	(124)	–	–
Write-off against provisions	(141)	(287)	–	–
Charge to/(write-back) income statement	11,134	11,379	(57)	94
Acquisition of subsidiary	1,281	–	–	–
Balance at 31 March	26,241	13,631	59	116
Bad debts (recovered)/write-off directly to income statement	(218)	(1,416)	162	1

Staff loans

There was no interest charge on the staff loans for FY2021-22 and FY2020-21.

Sundry receivables

Sundry receivables are unsecured, interest-free and repayable upon demand.

Amounts due from related parties

The amounts due from related parties are trade-related, with a credit term of 45 days.

Amounts due from related companies

The amounts due from related companies are unsecured, interest-free and are repayable upon demand.

24. Inventories

	GROUP		COMPANY	
	31 Mar 2022 \$'000	31 Mar 2021 \$'000	31 Mar 2022 \$'000	31 Mar 2021 \$'000
Food supplies and dry stores	71,345	119,488	–	–
Technical spares	10,849	10,121	–	–
Other consumables	961	445	757	265
	83,155	130,054	757	265
Income Statement:				
Inventories recognised as an expense	259,962	228,593	–	–
Inclusive:				
Inventories written down	806	1,584	–	–

25. Cash and Cash Equivalents

Cash at banks earns interest at floating rates based on daily bank deposit rates ranging from 0.00% to 2.5% (2021: 0.00% to 1.6%) per annum. Short-term deposits are made for varying periods of between 12 days and 12 months depending on the expected cash requirements of the Group, and earn interest at the effective interest rate ranging from 0.00% to 2.96% (2021: 0.00% to 1.8%) per annum.

(a) Cash and cash equivalents included in the consolidated statement of cash flows comprise the following amounts in statements of financial position:

	GROUP		COMPANY	
	31 Mar 2022 \$'000	31 Mar 2021 \$'000	31 Mar 2022 \$'000	31 Mar 2021 \$'000
Fixed deposits	566,161	767,753	459,509	745,000
Cash and bank balances	219,880	112,096	46,272	16,558
	786,041	879,849	505,781	761,558

(b) Analysis of capital expenditure cash flows:

	GROUP	
	2021-22 \$'000	2020-21 \$'000
Additions of property, plant and equipment (Note 14.1)	62,605	37,825
Additions of intangible assets (Note 16)	16,654	24,787
Accrual for purchases of property, plant and equipment (Note 26)	(1,270)	(1,078)
Cash invested in property, plant and equipment and intangible assets	77,989	61,534

(c) Cash and cash equivalents denominated in foreign currencies at 31 March are as follows:

	GROUP		COMPANY	
	31 Mar 2022 \$'000	31 Mar 2021 \$'000	31 Mar 2022 \$'000	31 Mar 2021 \$'000
Australian Dollar	3,054	21	–	–
United States Dollar	4,119	934	3,891	1,870
Japanese Yen	241	471	241	471
Euro	90	–	–	–

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26. Trade and Other Payables

	GROUP		COMPANY	
	31 Mar 2022 \$'000	31 Mar 2021 \$'000	31 Mar 2022 \$'000	31 Mar 2021 \$'000
Current:				
Trade payables	248,063	158,777	16,605	10,659
Tender deposits	4,229	3,661	3,309	2,539
Accrued expenses	180,721	178,782	29,442	17,089
Purchase of property, plant and equipment	18,044	16,774	526	15
Others	4,896	125	–	–
	207,890	199,342	33,277	19,643
Amounts due to related companies	1,993	404	7	225
Deposits placed by subsidiaries	–	–	82,824	91,534
Trade and other payables	457,946	358,523	132,713	122,061
Non-current:				
Deferred considerations	20,319	18,537	–	–
Accrued expenses	22,452	26,419	6,710	8,219
Other payables	42,771	44,956	6,710	8,219

Trade and other payables are non-interest bearing. Trade payables are normally settled on 60-day terms while other current payables have an average term of three to six months.

Trade and other payables denominated in foreign currencies are as follows:

	GROUP		COMPANY	
	31 Mar 2022 \$'000	31 Mar 2021 \$'000	31 Mar 2022 \$'000	31 Mar 2021 \$'000
Australian Dollar	423	146	–	–
Euro	180	55	–	–
United States Dollar	1,407	2,256	184	–
Japanese Yen	–	79	–	–

Amounts due to related companies

These amounts are trade-related, unsecured, non-interest bearing and repayable on demand. Purchases from related companies are made at agreed terms.

27. Term Loans

	GROUP		COMPANY	
	31 Mar 2022 \$'000	31 Mar 2021 \$'000	31 Mar 2022 \$'000	31 Mar 2021 \$'000
Unsecured:				
Repayable within one year	88,601	134,062	–	94,801
Repayable after one year	109,127	234,850	86,646	150,000
	197,728	368,912	86,646	244,801
Secured:				
Repayable within one year	13,084	9,231	–	–
Total term loans	210,812	378,143	86,646	244,801
Represented by:				
Current	101,685	143,293	–	94,801
Non-current	109,127	234,850	86,646	150,000
	210,812	378,143	86,646	244,801

As at 31 March 2022, there were nine (2021: six) unsecured loans held by the Group and one (2021: three) unsecured loan held by the Company. The unsecured loan, held by the Company, has an interest rate of 0.64% per annum and maturity date of June 2026. On 30 April 2021, the Company has fully paid a term loan of \$150,000,000 ahead of its maturity.

There were ten (2021: ten) secured term loans held by the Group as at 31 March 2022. The loans as at 31 March 2022 were secured on the property, plant and equipment and other assets of the subsidiaries.

Weighted average effective interest rate at the end of reporting period

Interest Rates	GROUP		COMPANY	
	31 Mar 2022 %	31 Mar 2021 %	31 Mar 2022 %	31 Mar 2021 %
Unsecured term loans:				
Fixed rate	0.76% – 5.00%	1.20% – 2.49%	–	1.66%
Floating rate	4.45%	0.49%	0.62%	0.49%
Secured term loans:				
Fixed rate	0.50% – 5.60%	3.20% – 5.80%	–	–

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27. Term Loans (cont'd)

Hedge of net investments in foreign operations

Included in term loans as at 31 March 2022 was the term loan of JPY 7.8 billion (2021: JPY 7.8 billion), approximately \$86.6 million (2021: \$94.8 million), which have been designated as a hedge of the net investment in its subsidiary, TFK Corporation in Japan, and is being used to hedge the Group's exposure to foreign exchange risk on this investment. Foreign exchange gains or losses on the translation of this term loan are transferred to equity to offset any gains or losses on translation of the net investment in the subsidiary. There is no ineffectiveness portion transferred to profit or loss in the year ended 31 March 2022 (2021: Nil).

Reconciliation of movements of liabilities to cash flows from financing activities

	Term Loans \$'000	Leases \$'000	Notes Payable \$'000	Total \$'000
At 1 April 2020	214,835	209,606	200,000	624,441
Changes from financing cash flows				
Proceeds from borrowings	383,211	–	99,465	482,676
Repayment of term loans	(209,064)	–	–	(209,064)
Repayment of finance leases and related charges	–	(29,120)	–	(29,120)
Effect of changes in foreign exchange rates	(7,490)	(6,267)	–	(13,757)
Other changes				
Addition of lease liabilities	–	17,285	–	17,285
Interest expense/professional fees	2,202	5,449	535	8,186
Termination of contracts	–	(1,662)	–	(1,662)
Upon recognition of loan	(5,551)	–	–	(5,551)
31 March 2021 and 1 April 2021	378,143	195,291	300,000	873,434
Changes from financing cash flows				
Proceeds from borrowings	21,077	–	–	21,077
Repayment of term loans	(181,994)	–	–	(181,994)
Repayment of finance leases and related charges	–	(25,986)	–	(25,986)
Effect of changes in foreign exchange rates	(8,455)	(5,816)	–	(14,271)
Other changes				
Acquisition of subsidiaries	–	136,598	–	136,598
Addition of lease liabilities	–	25,682	–	25,682
Interest expense/professional fees	2,041	5,125	–	7,166
Termination of contracts	–	(3,862)	–	(3,862)
Balance at 31 March 2022	210,812	327,032	300,000	837,844

28. Notes Payable

	GROUP		COMPANY	
	31 Mar 2022 \$'000	31 Mar 2021 \$'000	31 Mar 2022 \$'000	31 Mar 2021 \$'000
Notes payable	300,000	300,000	300,000	300,000

Notes payable at 31 March 2022 and 31 March 2021 comprised unsecured notes issued by the Company. The details are set out below.

Multicurrency Medium Term Note Programme

Series	Year of issuance	Fixed interest rate per annum (%)	Date payable	31 Mar 2022 \$'000	31 Mar 2021 \$'000
001	2020	2.88	Mar 2025	200,000	200,000
002	2021	2.60	Apr 2025	100,000	100,000

29. Related Party Transactions

For the purposes of these financial statements, parties are considered to be related to the Group if the Group has the ability, directly or indirectly, to control the party or exercise significant influence over the party in making financial and operating decisions, or vice versa, or where the Group and the party are subject to common control or common significant influence. Related parties may be individuals or other entities.

Key Management Personnel of the Group are those persons having the authority and responsibility for planning, directing and controlling the activities of the Group. The Group considers the Chief Executive Officer, Chief Financial Officer and all Business Unit Heads to be Key Management Personnel of the Group.

In addition to the related party information disclosed elsewhere in the financial statements, the following significant related party transactions took place on terms agreed between the parties during the financial year:

Sale and purchase of goods and services

	GROUP	
	2021-22 \$'000	2020-21 \$'000
Services rendered by:		
Related parties	33,212	24,453
Sales to:		
Related parties	345,321	234,832

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29. Related Party Transactions (cont'd)

Directors' and key executives' remuneration

	GROUP	
	2021-22 \$'000	2020-21 \$'000
Directors		
Directors' fees		
– paid by the Company	1,191	980
Key executives		
Salary, bonuses and other costs	5,405	6,710
CPF and other defined contributions	56	58
Share-based compensation expense (net of reversal)	261	3,111
	5,722	9,879

30. Capital and Other Commitments

The Group and the Company have commitments for capital expenditure. Such commitments aggregated to \$89.0 million (2021: \$92.5 million) for the Group and \$20.4 million (2021: \$21.6 million) for the Company. In aggregate, these commitments are not at prices in excess of current market prices.

31. Financial Instruments and Financial Risk Management

Financial Risk Management

The Group operates principally in Singapore and generates revenue mainly in Singapore Dollars. The Group also has investments outside of Singapore and it operates in more than 13 countries. The Group's operations carry certain financial and commodity risks, including the effects of changes in foreign exchange rates and interest rates. The Group's overall risk management approach is to minimise the effects of such volatility on its financial performance. It is, and has been throughout the current and previous financial year, the Group's policy that no derivatives shall be undertaken except for the use as hedging instruments for specific exposures where appropriate and cost-efficient.

Financial risk management policies are periodically reviewed and approved by the Board of Directors. The Group has exposure to the following risks arising from the financial investments:

(a) Foreign Currency Risk

The Group is exposed to the effects of fluctuations in certain foreign exchange rates because of its foreign currency denominated operating revenue and expenses. However, the effects of foreign exchange rate fluctuations on the Group's operations are not significant because the Group's sales and purchases are mainly denominated in the respective functional currencies of the Group's entities, except for those disclosed as follows.

31. Financial Instruments and Financial Risk Management (cont'd)

Financial Risk Management (cont'd)

(a) Foreign Currency Risk (cont'd)

Exposure to currency risk

The summary of quantitative data about the exposure to currency risk (excluding the JPY-denominated bank loan that is designated as a hedge of the Group's net investment in its Japan subsidiary) as reported to the management of the Group is as follows:

GROUP	31 Mar 2022		31 Mar 2021	
	USD \$'000	AUD \$'000	USD \$'000	AUD \$'000
Trade and other receivables	2,850	–	9,311	–
Cash and cash equivalents	4,119	3,054	934	21
Loan, secured	7,894	–	8,065	–
Trade and other payables	(1,407)	(423)	(2,256)	(146)
	13,456	2,631	16,054	(125)

The following significant exchange rates have been applied.

	Average rate		Year-end spot rate	
	31 Mar 2022	31 Mar 2021	31 Mar 2022	31 Mar 2021
USD	1.348	1.363	1.353	1.345
AUD	0.995	0.985	1.012	1.024

Sensitivity analysis

A reasonably possible strengthening/(weakening) of the Singapore dollar, as indicated below against the USD and AUD at 31 March would have increased/(decreased) profit or loss by the amounts shown below. This analysis assumes that all other variables remain constant.

GROUP	Effect on profit/(loss) before tax	
	2022 \$'000	2021 \$'000
USD (5% strengthening)	(673)	(803)
AUD (5% strengthening)	(132)	6
USD (5% weakening)	673	803
AUD (5% weakening)	132	(6)

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31. Financial Instruments and Financial Risk Management (cont'd)

Financial Risk Management (cont'd)

(b) Interest Rate Risk

The Group's earnings are affected by changes in interest rates due to the impact that such changes have on its interest income from cash and cash equivalents and its interest expense on term loans.

The Group's interest-bearing assets and interest-bearing liabilities are predominantly denominated in SGD, JPY and USD. Information relating to other interest-bearing assets and liabilities are disclosed in the cash and cash equivalents (Note 25) and term loans (Note 27).

The interest rate sensitivity analysis is based on the following assumptions:

- Changes in market interest rates affecting the interest income or finance charges of variable interest financial instruments.
- Changes in market interest rates affecting the carrying value of financial instruments with fixed interest rates if these are recognised at their fair value.

Under these assumptions, an increase or decrease in market interest rates of 50 basis points for all currencies in which the Group had deposits and term loans at 31 March would have the following effects:

	GROUP		COMPANY	
	31 Mar 2022 \$'000	31 Mar 2021 \$'000	31 Mar 2022 \$'000	31 Mar 2021 \$'000
Effect of an increase in 50 basis points in market interest rates				
Profit/(loss) before tax	642	94	(807)	(1,016)
Effect of a decrease in 50 basis points in market interest rates				
Profit/(loss) before tax	(642)	(94)	807	1,016

(c) Credit Risk

Credit risk is the risk of financial loss to the Group if a customer or counterparty to a financial instrument fails to meet its contractual obligations, and arises principally from the Group's receivables from customers, cash and cash equivalents and loan receivable.

The Group's maximum exposure to credit risk in the event that counterparties fail to perform their obligations as at 31 March 2022 in relation to each class of recognised financial assets was the carrying amount of those assets as indicated in the statement of financial position.

The Group only transacts with credit-worthy counterparties. Surplus funds are placed as interest-bearing deposits with reputable financial institutions. Credit risks are managed by limiting aggregate exposure on all outstanding financial instruments to any individual counterparty, taking into account its credit rating. Such credit risk exposures are regularly reviewed, and adjusted as necessary. This mitigates the risk of material loss arising in the event of non-performance by counterparties.

Concentration of credit risk exists when changes in economic, industry or geographical factors affect the group of counterparties whose aggregate credit exposure is significant in relation to the Group's total credit exposure.

31. Financial Instruments and Financial Risk Management (cont'd)

Financial Risk Management (cont'd)

(c) Credit Risk (cont'd)

The Group determines concentration of credit risk by monitoring the industry, country and credit rating of its counterparties. The table below shows an analysis of credit risk exposures of the financial assets of the Group and the Company as at 31 March:

Credit profiles	Outstanding balance		Percentage of total financial assets	
	31 Mar 2022 \$'000	31 Mar 2021 \$'000	31 Mar 2022 %	31 Mar 2021 %
GROUP				
By industry				
Airlines	174,131	90,644	14.8	7.7
Financial institutions	786,041	876,072	66.7	74.7
Others	218,065	205,843	18.5	17.6
	1,178,237	1,172,559	100.0	100.0
By region				
Singapore	894,132	1,076,632	75.9	91.8
Japan	18,145	33,909	1.5	2.9
Others	265,960	62,018	22.6	5.3
	1,178,237	1,172,559	100.0	100.0
COMPANY				
By industry				
Airlines	537	3,749	0.1	0.3
Financial institutions	505,781	761,558	47.9	63.2
Related parties	541,316	426,152	51.2	35.4
Others	8,679	13,810	0.8	1.1
	1,056,313	1,205,269	100.0	100.0
By region				
Singapore	1,004,880	1,159,543	95.1	96.2
Others	51,433	45,726	4.9	3.8
	1,056,313	1,205,269	100.0	100.0

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31. Financial Instruments and Financial Risk Management (cont'd)

Financial Risk Management (cont'd)

(c) Credit Risk (cont'd)

Trade receivables

At the end of the reporting period, approximately:

- 50% (2021: 35%) of the Group's trade receivables were due from a major customer located in Singapore.
- 51% (2021: 36%) of the Group's trade receivables were due from related parties.

There is no concentration of customers' credit risk at the Company level.

The Group uses an allowance matrix to measure the lifetime expected credit loss allowance for trade receivables. In measuring the expected credit losses, trade receivables are grouped based on similar credit risk characteristics and days past due. In calculating the expected credit loss rates, the Group considers historical observed default rates analysed in accordance to days past due by segmenting customers based on industry and geographical classification. Trade and other receivables are written off when there is no reasonable expectation of recovery.

The following table provides information about the exposure to credit risk and ECLs for trade receivables for individual customers as at reporting date. There is no disclosure on the exposure to credit risk and ECLs for the Company's trade receivables balance as the amount is not material.

	Weighted average loss rate		Gross carrying value		Impairment loss allowance	
	31 Mar 2022 %	31 Mar 2021 %	31 Mar 2022 \$'000	31 Mar 2021 \$'000	31 Mar 2022 \$'000	31 Mar 2021 \$'000
GROUP						
Not past due	–	0.1	172,150	141,427	–	143
Past due 1 to 30 days	1.03	1.08	36,385	30,022	375	323
Past due 31 to 90 days	11.22	0.96	40,021	13,287	4,490	127
More than 90 days	39.61	40.60	53,965	32,117	21,376	13,038
			302,521	216,853	26,241	13,631

Financial assets that are neither past due nor impaired

Trade and other receivables that are neither past due nor impaired are with creditworthy debtors with good payment record with the Group. Cash and cash equivalents are entered into with reputable financial institutions or companies with high credit ratings and no history of default.

31. Financial Instruments and Financial Risk Management (cont'd)

Financial Risk Management (cont'd)

(c) Credit Risk (cont'd)

Financial assets that are either past due or impaired

Information regarding financial assets that are either past due or impaired is disclosed as above.

No aging analysis of other receivables are presented as the majorities of outstanding balances as at 31 March 2022 are current. The Group assesses that no allowance for impairment loss on other receivables is required.

Amount due from related companies – Non-trade and loan to subsidiaries

The Company held non-trade receivables due from its related companies of \$152,829,000 (2021: \$65,429,000) and loan to subsidiaries of \$388,428,000 (2021: \$360,722,000). These balances are amounts for working capital requirements. Based on an assessment of qualitative and quantitative factors that are indicative of the risk of default (including but not limited to audited financial statements, management accounts and cash flow projections, and applying experienced credit judgement), these exposures are considered to have low credit risk. Therefore impairment on these balances has been measured on the 12-month expected credit loss basis; and the amount of the allowance is insignificant.

Financial guarantees

The Group has issued financial guarantees to financial institution for granting of credit and banking facilities to its associate (see Note 18). These guarantees are subject to the impairment requirements of SFRS(I) 9. The Group has assessed that its associate has adequate financial capacity to meet the contractual cash flow obligations in the near future and hence, does not expect credit losses arising from these guarantees.

Cash and cash equivalents

The Group held cash and cash equivalents of \$786.0 million as at 31 March 2022 (2021: \$879.8 million). The cash and cash equivalents are held with bank and financial institution counterparties.

	GROUP			
	31 Mar 2022 \$'000	31 Mar 2021 \$'000	31 Mar 2022 %	31 Mar 2021 %
Investment grade (A to Aaa)	759,205	864,911	96.6	98.3
Others	26,836	14,938	3.4	1.7
	786,041	879,849	100.0	100.0

Notes to the Financial Statements

31 March 2022

31. Financial Instruments and Financial Risk Management (cont'd)

Financial Risk Management (cont'd)

(c) Credit Risk (cont'd)

Cash and cash equivalents (cont'd)

Impairment on cash and cash equivalents has been measured on the 12-month expected loss basis and reflects the short maturities of the exposures. The Group considers that its cash and cash equivalents have low credit risk based on the external credit ratings of the counterparties.

The amount of the allowances of cash and cash equivalents is negligible.

Loan, secured

The Group held a 5-year secured loan which has been fully collateralised with quoted equity shares. The carrying amount of the loan is \$11,276,000 (2021: \$11,209,000) As the estimated fair value of the quoted shares is higher than the carrying value of the secured loan, the Group assesses that no allowance for credit losses is required.

(d) Liquidity Risk

As at 31 March 2022, the Group had at its disposal, cash and cash equivalents amounting to \$786.0 million (2021: \$879.8 million). In addition, the Group has available short-term credit facilities of approximately \$564.3 million (2021: \$545.1 million) from revolving credit facilities granted by commercial banks. The Group also has a Medium Term Note Programme to issue notes up to \$2 billion (2021: \$2 billion), out of which the Group has issued \$300 million (2021: \$300 million) notes as at 31 March 2022.

The Group's holdings of cash, short-term deposits and investments, together with non-committed funding facilities and net cash flow from operations, are expected to be sufficient to cover the cost of all capital expenditure and any cash outflow from operating activities due in the next financial year. The shortfall, if any, could be met by further bank borrowings or public market funding.

The maturity profile of the financial assets and liabilities of the Group and the Company is shown in the table that follows. The amounts disclosed in the table are the contractual undiscounted cash flows.

31. Financial Instruments and Financial Risk Management (cont'd)

Financial Risk Management (cont'd)

(d) Liquidity Risk (cont'd)

GROUP	Within 1 year \$'000	1-2 years \$'000	2-5 years \$'000	More than 5 years \$'000	Total \$'000
31 March 2022					
Financial assets:					
Trade and other receivables	387,721	–	–	–	387,721
Amount due from associates/joint ventures	2,323	–	–	–	2,323
Loan to associate	–	–	2,152	–	2,152
Cash and cash equivalents	786,041	–	–	–	786,041
Total undiscounted financial assets	1,176,085	–	2,152	–	1,178,237
Financial liabilities:					
Trade and other payables	437,159	29,528	4,397	8,846	479,930
Amount due to joint ventures	11,400	–	–	–	11,400
Term loans	110,473	2,395	8,151	96,919	217,938
Notes payable	8,360	8,360	308,531	–	325,251
Lease liabilities	49,934	46,589	123,897	163,572	383,992
Total undiscounted financial liabilities	617,326	86,872	444,976	269,337	1,418,511
Total net undiscounted financial assets/(liabilities)	558,759	(86,872)	(442,824)	(269,337)	(240,274)
31 March 2021					
Financial assets:					
Trade and other receivables	291,506	–	–	–	291,506
Amount due from associates/joint ventures	1,204	–	–	–	1,204
Cash and cash equivalents	879,849	–	–	–	879,849
Total undiscounted financial assets	1,172,559	–	–	–	1,172,559
Financial liabilities:					
Trade and other payables	315,319	31,577	3,634	9,745	360,275
Amount due to joint ventures	11,400	–	–	–	11,400
Term loans	165,046	60,071	154,054	6,822	385,993
Notes payable	8,360	8,360	316,720	–	333,440
Lease liabilities	23,052	18,813	51,047	155,452	248,364
Total undiscounted financial liabilities	523,177	118,821	525,455	172,019	1,339,472
Total net undiscounted financial assets/(liabilities)	649,382	(118,821)	(525,455)	(172,019)	(166,913)

Notes to the Financial Statements

31 March 2022

31. Financial Instruments and Financial Risk Management (cont'd)

Financial Risk Management (cont'd)

(d) Liquidity Risk (cont'd)

COMPANY	Within 1 year \$'000	1-2 years \$'000	2-5 years \$'000	More than 5 years \$'000	Total \$'000
31 March 2022					
Financial assets:					
Trade and other receivables	158,460	–	–	–	158,460
Amount due from associates/joint ventures	1,492	–	–	–	1,492
Loan to subsidiaries	–	48,105	–	340,323	388,428
Loan to associate	–	–	2,152	–	2,152
Cash and cash equivalents	505,781	–	–	–	505,781
Total undiscounted financial assets	665,733	48,105	2,152	340,323	1,056,313
Financial liabilities:					
Loan from subsidiaries	168,052	–	–	–	168,052
Term loans	533	533	1,599	86,780	89,445
Notes payable	8,360	8,360	308,531	–	325,251
Trade and other payables	132,689	5,221	–	–	137,910
Total undiscounted financial liabilities	309,634	14,114	310,130	86,780	720,658
Total net undiscounted financial assets/(liabilities)	356,099	33,991	(307,978)	253,543	335,655
31 March 2021					
Financial assets:					
Trade and other receivables	82,186	–	–	–	82,186
Amount due from associates/joint ventures	803	–	–	–	803
Loan to subsidiaries	–	–	45,000	315,722	360,722
Cash and cash equivalents	761,558	–	–	–	761,558
Total undiscounted financial assets	844,547	–	45,000	315,722	1,205,269
Financial liabilities:					
Loan from subsidiaries	169,922	–	–	–	169,922
Term loans	95,112	–	152,490	–	247,602
Notes payable	8,360	8,360	316,720	–	333,440
Trade and other payables	119,551	6,738	–	–	126,289
Total undiscounted financial liabilities	392,945	15,098	469,210	–	877,253
Total net undiscounted financial assets/(liabilities)	451,602	(15,098)	(424,210)	315,722	328,016

31. Financial Instruments and Financial Risk Management (cont'd)

Classification of Financial Instruments

Financial assets and financial liabilities are measured on an ongoing basis either at fair value or at amortised cost. The principal accounting policies in Note 2 describe how the classes of financial instruments are measured, and how income and expenses, including fair value gains and losses, are recognised. The following table analyses the financial assets and liabilities in the statement of financial position by the class of financial instrument to which they are assigned, and therefore by the measurement basis:

GROUP	Amortised costs \$'000	FVOCI \$'000	FVTPL \$'000	Other financial liabilities \$'000	Total \$'000
31 March 2022					
Assets					
Long-term investments	8,214	303	6,060	–	14,577
Trade and other receivables	387,721	–	–	–	387,721
Amount due from associates/joint ventures	2,323	–	–	–	2,323
Cash and cash equivalents	786,041	–	–	–	786,041
	1,184,299	303	6,060	–	1,190,662
Total non-financial assets					2,101,625
Total assets					3,292,287
Liabilities					
Amount due to joint ventures	–	–	–	11,400	11,400
Term loans	–	–	–	210,812	210,812
Notes payable	–	–	–	300,000	300,000
Lease liabilities	–	–	–	327,032	327,032
Trade and other payables	–	–	–	456,699	456,699
Deferred consideration	–	–	20,319	–	20,319
	–	–	20,319	1,305,943	1,326,262
Total non-financial liabilities					132,318
Total liabilities					1,458,580

Notes to the Financial Statements

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31. Financial Instruments and Financial Risk Management (cont'd)

Classification of Financial Instruments (cont'd)

GROUP	Amortised costs \$'000	FVOCI \$'000	FVTPL \$'000	Other financial liabilities \$'000	Total \$'000
31 March 2021					
Assets					
Long-term investments	8,178	303	6,060	–	14,541
Trade and other receivables	291,506	–	–	–	291,506
Amount due from associates/joint ventures	1,204	–	–	–	1,204
Cash and cash equivalents	879,849	–	–	–	879,849
	1,180,737	303	6,060	–	1,187,100
Total non-financial assets					1,904,718
Total assets					3,091,818
Liabilities					
Amount due to associates/joint ventures	–	–	–	11,400	11,400
Term loans	–	–	–	378,143	378,143
Notes payable	–	–	–	300,000	300,000
Lease liabilities	–	–	–	195,291	195,291
Trade and other payables	–	–	–	340,569	340,569
Deferred consideration	–	–	18,537	–	18,537
	–	–	18,537	1,225,403	1,243,940
Total non-financial liabilities					149,078
Total liabilities					1,393,018

31. Financial Instruments and Financial Risk Management (cont'd)

Classification of Financial Instruments (cont'd)

COMPANY	Amortised costs \$'000	FVTPL \$'000	Other financial liabilities \$'000	Total \$'000
31 March 2022				
Assets				
Long-term investment	–	6,060	–	6,060
Trade and other receivables	158,460	–	–	158,460
Loan to subsidiaries	388,428	–	–	388,428
Loan to associate	2,152	–	–	2,152
Amount due from associates/joint ventures	1,492	–	–	1,492
Cash and cash equivalents	505,781	–	–	505,781
	1,056,313	6,060	–	1,062,373
Total non-financial assets				1,411,982
Total assets				2,474,355
Liabilities				
Loan from subsidiaries	–	–	167,800	167,800
Term loans	–	–	86,646	86,646
Notes payable	–	–	300,000	300,000
Trade and other payables	–	–	137,910	137,910
Lease liabilities	–	–	60,856	60,856
	–	–	753,212	753,212
Total non-financial liabilities				38,151
Total liabilities				791,363

Notes to the Financial Statements

31 March 2022

31. Financial Instruments and Financial Risk Management (cont'd)

Classification of Financial Instruments (cont'd)

COMPANY	Amortised costs \$'000	FVTPL \$'000	Other financial liabilities \$'000	Total \$'000
31 March 2021				
Assets				
Long-term investment	–	6,060	–	6,060
Trade and other receivables	82,186	–	–	82,186
Loan to subsidiaries	360,722	–	–	360,722
Amount due from associates/joint ventures	803	–	–	803
Cash and cash equivalents	761,558	–	–	761,558
	1,205,269	6,060	–	1,211,329
Total non-financial assets				1,378,302
Total assets				2,589,631
Liabilities				
Loan from subsidiaries	–	–	169,900	169,900
Term loans	–	–	244,801	244,801
Notes payable	–	–	300,000	300,000
Trade and other payables	–	–	126,289	126,289
Lease liabilities	–	–	63,729	63,729
	–	–	904,719	904,719
Total non-financial liabilities				46,776
Total liabilities				951,495

31. Financial Instruments and Financial Risk Management (cont'd)

Fair Values

Financial assets and financial liabilities are measured on an ongoing basis either at fair value or at amortised cost. When measuring the fair value of an asset or a liability, the Group uses observable market data as far as possible. Fair values are categorised into different levels in a fair value hierarchy based on the inputs used in the valuation techniques.

The quoted equity instruments classified as long-term investments are categorised within Level 1 of the fair value hierarchy. Fair value hierarchy Level 1 refers to quoted prices (unadjusted) in active markets for identical assets or liabilities. These quoted equity instruments represent ordinary shares in companies that are traded in an active stock exchange market.

The deferred consideration classified as other payables are categories within Level 3 of the fair value hierarchy. The valuation model considers the present value of the expected future payments, discounted using a risk adjusted discount rate. Significant unobservable inputs will include the expected cash flows as well as the discount rate used in the valuation.

Financial assets and financial liabilities that are classified as measured at amortised cost with carrying amounts being a reasonable approximation of their fair values, either due to their short-term nature or that they are floating rate instruments that are re-priced to market interest rates on or near the balance sheet date or the fixed interest rates approximate the market interest rates for such assets/liabilities. These financial assets include trade and other receivables, amount due from associates/joint ventures, loan to subsidiaries and cash and cash equivalents. These financial liabilities include trade and other payables, term loans and finance leases. The carrying amount of the secured loan receivables approximate the fair value of the quoted price of the pledged shares.

32. Leases

Leases as lessee

The Group leases offices, warehouse and factory facilities. The leases typically run for a period of 17 months to 50 years, with an option to renew the lease after that date. Lease payments are renegotiated upon renewal to reflect market rentals. Some leases provide for additional rent payments that are based on changes in local price indices.

The Group leases IT equipment with contract terms of one to three years. These leases are short-term and/or leases of low-value items. The Group has elected not to recognise right-of-use assets and lease liabilities for these leases.

Information about leases for which the Group is a lessee is presented below.

	GROUP	
	2021-22 \$'000	2020-21 \$'000
Amounts recognised in profit or loss		
Interest on lease liabilities	5,052	5,449
Expenses relating to short-term leases	8,325	997
Expenses relating to leases of low-value assets, excluding short-term leases of low-value assets	3,319	3,281
Amounts recognised in statement of cash flows		
Cash outflow for leases	25,986	29,120

Notes to the Financial Statements

31 March 2022

32. Leases (cont'd)

Extension options

Some property leases contain extension options exercisable by the Group up to one year before the end of the non-cancellable contract period. Where practicable, the Company seeks to include extension options in new leases to provide operational flexibility. The extension options held are exercisable only by the Group and not by the lessors. The Group assesses at lease commencement date whether it is reasonably certain to exercise the extension options. The Company reassesses whether it is reasonably certain to exercise the options if there is a significant event or significant changes in circumstances within its control.

33. Capital Management

The primary objective of management of the Group's capital structure is to maintain an efficient mix of debt and equity in order to achieve a low cost of capital, while taking into account the desirability of retaining financial flexibility to pursue business opportunities and adequate access to liquidity to mitigate the effect of unforeseen events on cash flows.

The Directors have reviewed the Group's capital structure. The Directors will continue to regularly review the Group's capital structure in line with this objective. For the financial years ended 31 March 2022 and 31 March 2021, no changes were made in the objectives, policies or processes relating to the management of the Group's capital structure.

The Group monitors capital based on the debt-equity ratio, which is total debt divided by total equity. The Group keeps the debt-equity ratio at a level below the required ratio under its debt covenants. The Group includes within total debt, loans and borrowings, finance lease commitments and bank overdraft.

	GROUP		COMPANY	
	31 March		31 March	
	2022 \$'000	2021 \$'000	2022 \$'000	2021 \$'000
Term loans (Note 27)	210,812	378,143	86,646	244,801
Notes payable (Note 28)	300,000	300,000	300,000	300,000
Lease liabilities	327,032	195,291	60,856	63,729
Total debt	837,844	873,434	447,502	608,530
Total equity	1,833,707	1,698,800	1,682,992	1,638,136
Total debt-equity ratio	0.46	0.51	0.26	0.37

34. Segment Reporting

For management purposes, the Group's operating businesses are organised and managed according to the nature of products and services provided, with each segment representing a strategic business unit that offers different products and services. The Group has three reportable operating segments as follows:

1. The Food Solutions segment provides mainly inflight and institutional catering, food processing, distribution services and airline laundry services.
2. The Gateway Services segment provides both airport and cruise terminal services. The airport terminal services include airfreight handling services, passenger services, aviation security services, baggage handling services and apron services to the Group's airline customers. On the provision of cruise terminal services, the segment manages and operates Marine Bay Cruise Centre.
3. The Others segment provides rental of premises and other services.

Management monitors the operating results of its business units separately for the purpose of making decisions about resource allocation and performance assessment. Segment performance is evaluated based on revenue and profit after taxation.

Segment accounting policies are the same as the policies described in Note 2. Segment assets comprise primarily of inventories, receivables, prepayments, amount due from associates/joint ventures, cash and cash equivalents, other non-current assets and other long-term investments.

Capital expenditure comprises additions to property, plant and equipment and intangible assets, excluding those acquired through business combinations and finance leases.

Transfer prices between operating segments are on arm's length basis in a manner similar to transactions with third parties.

The Group generally accounts for inter-segment sales and transfers as if the sales and transfers were to third parties at current market prices.

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34. Segment Reporting (cont'd)

By Business

	Food Solutions \$'000	Gateway Services \$'000	Others \$'000	Total \$'000
Financial year ended 31 March 2022				
Revenue	640,930	532,457	3,379	1,176,766
Operating (loss)/profit	(44,057)	6,669	(5,239)	(42,627)
Net finance expense	(3,795)	(3,688)	(6,297)	(13,780)
Share of results of associates/joint ventures, net of tax	(15,442)	32,596	–	17,154
Impairment loss on property, plant and equipment, net of grants	(16,627)	–	–	(16,627)
Gain on deemed disposal of associate	–	28,862	–	28,862
Other non-operating income/(expenses)	258	(1,031)	690	(83)
(Loss)/profit before tax	(79,663)	63,408	(10,846)	(27,101)
Income tax credit	17,880	7,459	6,093	31,432
(Loss)/profit for the year	(61,783)	70,867	(4,753)	4,331
As at 31 March 2022				
Segment assets	478,956	426,061	420,189	1,325,206
Property, plant and equipment, right-of-use assets and investment properties	308,810	480,684	112,984	902,478
Associates/joint ventures	158,297	295,720	–	454,017
Deferred tax assets	43,016	14,119	272	57,407
Intangible assets	208,351	319,857	24,971	553,179
Total assets	1,197,430	1,536,441	558,416	3,292,287
Current liabilities	301,895	256,009	54,500	612,404
Non-current liabilities	115,073	166,544	455,940	737,557
Tax liabilities	18,916	53,004	36,699	108,619
Total liabilities	435,884	475,557	547,139	1,458,580
Capital expenditure	31,131	37,098	11,030	79,259
Depreciation and amortisation charges	43,475	55,953	20,239	119,667

34. Segment Reporting (cont'd)

By Business (cont'd)

	Food Solutions \$'000	Gateway Services \$'000	Others \$'000	Total \$'000
Financial year ended 31 March 2021				
Revenue	573,753	389,749	6,495	969,997
Operating (loss)/profit	(46,856)	39,039	(2,294)	(10,111)
Net finance expense	(4,602)	(3,916)	(7,175)	(15,693)
Share of results of associates/joint ventures, net of tax	(35,461)	(12,525)	–	(47,986)
Write back of earn-out consideration	13,693	–	–	13,693
Impairment loss on investment in associates, long-term investment and intangible assets	(39,951)	(16,300)	(12,500)	(68,751)
Impairment loss on property, plant and equipment	(8,623)	(7,958)	–	(16,581)
Other non-operating income/(expenses)	181	(1,260)	1,059	(20)
Loss before tax	(121,619)	(2,920)	(20,910)	(145,449)
Income tax credit/(expense)	24,823	13,780	(2,451)	36,152
(Loss)/profit for the year	(96,796)	10,860	(23,361)	(109,297)
As at 31 March 2021				
Segment assets	516,726	260,140	583,903	1,360,769
Property, plant and equipment, right-of-use assets and investment properties	329,205	250,928	127,751	707,884
Associates/joint ventures	170,494	407,685	–	578,179
Deferred tax assets	25,167	9,101	39	34,307
Intangible assets	207,219	184,404	19,056	410,679
Total assets	1,248,811	1,112,258	730,749	3,091,818
Current liabilities	245,117	153,373	130,770	529,260
Non-current liabilities	192,774	44,113	522,166	759,053
Tax liabilities	26,178	35,579	42,948	104,705
Total liabilities	464,069	233,065	695,884	1,393,018
Capital expenditure	26,174	17,150	19,288	62,612
Depreciation and amortisation charges	52,184	62,276	15,982	130,442

Notes to the Financial Statements

31 March 2022

34. Segment Reporting (cont'd)

By Geographical Location

Revenue, total assets and capital expenditure information based on the geographical location of the subsidiaries deriving the revenue and owning the assets respectively are as follows:

	Singapore \$'000	Japan \$'000	Others \$'000	Total \$'000
Financial year ended 31 March 2022				
Revenue	1,005,584	77,521	93,661	1,176,766
As at 31 March 2022				
Segment assets	1,047,716	33,806	243,684	1,325,206
Property, plant and equipment, right-of-use assets and investment properties	392,493	124,749	385,236	902,478
Associates/joint ventures	28,104	1,506	424,407	454,017
Deferred tax assets	15,362	29,929	12,116	57,407
Intangible assets	174,383	18,867	359,929	553,179
Total assets	1,658,058	208,857	1,425,372	3,292,287
Capital expenditure	41,014	1,628	36,617	79,259
Financial year ended 31 March 2021				
Revenue	850,407	58,714	60,876	969,997
As at 31 March 2021				
Segment assets	1,254,459	60,623	45,687	1,360,769
Property, plant and equipment, right-of-use assets and investment properties	433,285	148,488	126,111	707,884
Associates/joint ventures	29,270	2,022	546,887	578,179
Deferred tax assets	1,740	23,248	9,319	34,307
Intangible assets	166,263	19,310	225,106	410,679
Total assets	1,885,017	253,691	953,110	3,091,818
Capital expenditure	50,953	2,652	9,007	62,612

Information about major customers

Revenue from two major customers amounted to \$469.2 million (2021: \$352.8 million), arising from sales by all segments.

Additional Information

required by the Singapore Exchange Securities Trading Limited ("SGX-ST")

1. Interested Person Transactions

The interested person transactions entered into during the financial year ended 31 March 2022 are as follows:

Name of interested person	Nature of relationship	Aggregate value of all interested person transactions during the financial year under review (excluding transactions less than S\$100,000 and transactions conducted under shareholders' mandate pursuant to Rule 920 of the SGX-ST Listing Manual) \$'000	Aggregate value of all interested person transactions conducted under the shareholders' mandate pursuant to Rule 920 of the SGX-ST Listing Manual (excluding transactions less than S\$100,000) \$'000
Transactions for the Sale of Goods and Services			
SIA Engineering Company Limited	An associate of the Company's Controlling Shareholder	–	6,250
Singapore Zoological Gardens	An associate of the Company's Controlling Shareholder	–	554
SMRT Experience Pte. Ltd.	An associate of the Company's Controlling Shareholder	480	–
Singapore Airlines Limited	An associate of the Company's Controlling Shareholder	–	18,860
Scoot Pte. Ltd. (Formerly known as Scoot Tigerair Pte. Ltd.)	An associate of the Company's Controlling Shareholder	–	212
		480	25,876
Transactions for the Purchase of Goods and Services			
SMM Pte. Ltd.	An associate of the Company's Controlling Shareholder	–	25,988
ST Engineering Synthesis Pte. Ltd.	An associate of the Company's Controlling Shareholder	–	367
Singapore Telecommunications Limited	An associate of the Company's Controlling Shareholder	–	886

Additional Information

required by the Singapore Exchange Securities Trading Limited ("SGX-ST")

1. Interested Person Transactions (cont'd)

Name of interested person	Nature of relationship	Aggregate value of all interested person transactions during the financial year under review (excluding transactions less than S\$100,000 and transactions conducted under shareholders' mandate pursuant to Rule 920 of the SGX-ST Listing Manual) \$'000	Aggregate value of all interested person transactions conducted under the shareholders' mandate pursuant to Rule 920 of the SGX-ST Listing Manual (excluding transactions less than S\$100,000) \$'000
Transactions for the Purchase of Goods and Services (cont'd)			
SMRT Experience Pte. Ltd.	An associate of the Company's Controlling Shareholder	410	–
SMRT Trains Ltd.	An associate of the Company's Controlling Shareholder	100	–
Certis CISCO Consulting Services Pte. Ltd.	An associate of the Company's Controlling Shareholder	–	440
ST Engineering Aerospace Services Company Pte. Ltd.	An associate of the Company's Controlling Shareholder	–	2,461
Grid Communications Pte. Ltd.	An associate of the Company's Controlling Shareholder	–	3,093*
		510	33,235

* This includes the value of the transactions entered into between SATS Ltd. and Grid Communications Pte. Ltd. for the period from 1 April 2020 to 31 March 2021.

Note:

All the transactions set out in the above table were based on records from the Group's Register of Interested Person Transactions for the financial period under review, and include transactions whose durations exceed or which commenced before the financial period under review and/or multiple transactions with the same interested person. The transactions were based on actual or estimated values of the transactions for the entire duration of the relevant transactions in the case of fixed term contracts or annual/periodic values of the transactions in the case of open-ended contracts, taking into account agreed rates.

All the above interested person transactions were done on normal commercial terms.

2. Material Contracts

Except as disclosed above and in the financial statements for the financial year ended 31 March 2022, there were no material contracts entered into by the Company and its subsidiaries involving the interests of its President and Chief Executive Officer, Directors or controlling shareholders, which are either still subsisting at the end of the financial year or, if not then subsisting, entered into since the end of the previous financial year.

3. Appointment of Auditors

The Company confirms that it has complied with Rules 712 and 715 of the Listing Manual of the SGX-ST in relation to its auditing firms.

SATS Acronym

Acronym	Name of Companies
SAS	SATS Airport Services Pte Ltd
SCAT	SATS Catering Pte Ltd
SSS	SATS Security Services Private Limited
SAL	SATS Aero Laundry Pte. Ltd.
AeroL	SATS Aerolog Express Pte. Ltd.
SIC	SATS Institutional Catering Pte. Ltd.
SATSAPS	SATS Asia-Pacific Star Pte. Ltd.
SFS	SATS Food Services Pte. Ltd.
SIPL	SATS Investments Pte. Ltd.
SATSIndia	SATS (India) Co. Private Limited
SIPL2	SATS Investments (II) Pte. Ltd.
CPL	Cemerlang Pte. Ltd.
SSSB	SATS Services Sdn. Bhd.
SATSSaudi	SATS Saudi Arabia Company
CS3	SATS Consumer Services Pte. Ltd.
GTRSG	GTRSG Pte. Ltd.
SGSSB	SATS Group Services Sdn. Bhd.
GTRH	Ground Team Red Holdings Sdn. Bhd.
SChina	SATS China Co., Ltd.
SCCS	SATS-Creuers Cruise Services Pte. Ltd.
SATS Seletar	SATS Seletar Aviation Services Pte. Ltd.
PIPL	Primary Industries Private Limited
HAM	Hog Auction Market Pte Ltd
PIQ	Primary Industries (Qld) Pty Ltd
SSTF	Shanghai ST Food Industries Co., Limited
SFIF	SFI Food Pte. Ltd.
SFIM	SFI Manufacturing Private Limited
SDN	SATS Delaware North Pte. Ltd.
CFPL	Country Foods Pte. Ltd.
TFK	TFK Corporation
SITH	SATS Investments Turkey Havacılık Yatırımları Anonim Şirketi
SFTG	SATS Food Turkey Gıda Hizmetleri Anonim Şirketi
MBUK	Monty's Bakehouse UK Limited
IFC	Inflight Foods Co., Ltd.
NDI	Narita Dry Ice Co., Ltd.
NTS	New Tokyo Service Co., Ltd
STJ	SATS (Tianjin) Food Co., Ltd.
SKF	SATS (Kunshan) Food Co., Ltd
NWA	Nanjing Weizhou Airline Food Corp., Ltd
GSA	Ganzhou SATS Aviation Food Co., Ltd

SATS Acronym

Acronym	Name of Companies
HWA	Huizhou Weilian Airline Food., Ltd
NWA Shenzhen	Shenzhen Weilian Air Catering Co., Ltd.
NWA Zhoushan	Zhoushan Weilian Air Catering Co., Ltd
NWA Zhanjiang	Zhanjiang Wuchuan Weilian Air Catering Co., Ltd
GTR	Ground Team Red Sdn. Bhd.
MBGCC	Monty's Bakehouse GCC and Asia General Trading FZE
MBNL	Monty's Bakehouse NL B.V.
SATSTH	SATS (Thailand) Co., Ltd.
SFST	SATS Food Solutions (Thailand) Co., Ltd. (Formerly known as Food City Company Limited)
RTPL	Real Tasty Pte. Ltd.
SFSI	SATS Food Solutions India Private Limited
ASF	The Aviation Sustainability Forum Ltd
AAT	Asia Airfreight Terminal Company Limited
AAS	Asia Airfreight Services Limited
MIC	Maldives Inflight Catering Private Limited
BAIK	Beijing Airport Inflight Kitchen Limited
BGS	Beijing Aviation Ground Services Co., Ltd
AVIS	Aviserv Limited
TCS	Tan Son Nhat Cargo Services Joint Stock Company Limited
Servair	Servair-SATS Holding Company Pte Ltd
MACS	MacroAsia Catering Services, Inc.
TMFK	Taj Madras Flight Kitchen Private Limited
EGAS	Evergreen Airline Services Corporation
EGAC	Evergreen Air Cargo Services Corporation
TSAC	Taj SATS Air Catering Limited
PT JAS	PT Jasa Angkasa Semesta, Tbk
ESCC	Evergreen Sky Catering Corporation
SATSHK	SATS HK Limited
KSPL	KrisShop Pte. Ltd.
BCS	Beijing CAH SATS Aviation Services Co., Ltd.
Tasco	Tasco Foods Co., Ltd.
BSH	Brahim's SATS Investment Holdings Sdn. Bhd.
OmanSATS	Oman Air SATS Cargo LLC
PT CAS	PT Cardig Aero Services Tbk
MCSC	Mumbai Cargo Service Center Airport Private Limited
PMAD	PT Purantara Mitra Angkasa Dua
AISATS	Air India SATS Airport Services Private Limited
SGIPFPL	SG IPF Pte. Ltd.
DSPL	DFASS SATS Pte. Ltd.
SATSPPG	SATS PPG Singapore Pte. Ltd.

Information on Shareholdings

as at 24 May 2022

Number of Issued Shares	:	1,124,056,275
Number of Issued Shares (excluding Treasury Shares)	:	1,122,087,870
Class of Shares	:	Ordinary shares
Number/Percentage of Treasury Shares	:	1,968,405 / 0.18%
Number of Shares/Percentage held by Subsidiary Holdings	:	Nil
Voting Rights	:	1 vote per share

Analysis of Shareholdings

Range of shareholdings	No. of shareholders	%	No. of shares (excluding treasury shares)	%*
1 – 99	1,135	2.51	50,306	0.00
100 – 1,000	19,813	43.77	12,767,458	1.14
1,001 – 10,000	20,806	45.96	76,427,131	6.81
10,001 – 1,000,000	3,488	7.70	103,782,739	9.25
1,000,001 and above	26	0.06	929,060,236	82.80
Total	45,268	100.00	1,122,087,870	100.00

Twenty Largest Shareholders

No.	Name	No. of shares held	%*
1	VENEZIO INVESTMENTS PTE LTD	446,123,158	39.76
2	CITIBANK NOMINEES SINGAPORE PTE LTD	128,451,241	11.45
3	RAFFLES NOMINEES (PTE) LIMITED	95,306,749	8.49
4	DBS NOMINEES PTE LTD	82,105,741	7.32
5	HSBC (SINGAPORE) NOMINEES PTE LTD	68,770,431	6.13
6	DBSN SERVICES PTE LTD	46,012,791	4.10
7	BPSS NOMINEES SINGAPORE (PTE.) LTD.	12,746,729	1.14
8	UNITED OVERSEAS BANK NOMINEES (PRIVATE) LIMITED	9,356,371	0.83
9	OCBC NOMINEES SINGAPORE PRIVATE LIMITED	5,102,311	0.46
10	PHILLIP SECURITIES PTE LTD	4,900,299	0.44
11	ALEXANDER CHARLES HUNGATE	3,917,136	0.35
12	IFAST FINANCIAL PTE LTD	2,907,163	0.26
13	DB NOMINEES (SINGAPORE) PTE LTD	2,500,270	0.22
14	HENG SIEW ENG	2,025,000	0.18
15	OCBC SECURITIES PRIVATE LTD	2,023,249	0.18
16	TAN CHUAN LYE	1,923,301	0.17
17	CGS-CIMB SECURITIES (SINGAPORE) PTE LTD	1,806,207	0.16
18	MAYBANK SECURITIES PTE. LTD	1,713,270	0.15
19	YIM CHEE CHONG	1,701,700	0.15
20	UOB KAY HIAN PTE LTD	1,694,484	0.15
		921,087,601	82.09

* The shareholding percentage has been calculated based on the number of issued ordinary shares of the Company as at 24 May 2022, excluding any ordinary shares held in treasury and subsidiary holdings as at that date.

Information on Shareholdings

as at 24 May 2022

Substantial Shareholders

As at 24 May 2022, the substantial shareholders of the Company and their direct and deemed interests, as shown in the Company's Register of Substantial Shareholders, were as follows:

Name of substantial shareholder	No. of shares in which the substantial shareholder has a direct interest (representing percentage ¹ of total shareholding)	No. of shares in which the substantial shareholder has a deemed interest (representing percentage ¹ of total shareholding)	Total no. of shares in which the substantial shareholder is interested (representing percentage ¹ of total shareholding)
Temasek Holdings (Private) Limited	–	447,886,336 ² (approximately 39.92%)	447,886,336 (approximately 39.92%)
Tembusu Capital Pte. Ltd.	–	448,886,288 ² (approximately 40.00%)	448,886,288 (approximately 40.00%)
Napier Investments Pte. Ltd.	–	446,123,158 ² (approximately 39.76%)	446,123,158 (approximately 39.76%)
Venezio Investments Pte. Ltd.	446,123,158 (approximately 39.76%)	–	446,123,158 (approximately 39.76%)

Notes:

¹ The shareholding percentage has been calculated based on the number of issued ordinary shares of the Company as at 24 May 2022, excluding any ordinary shares held in treasury and subsidiary holdings as at that date.

² Derived mainly through the direct interest of Venezio Investments Pte. Ltd.

Shareholdings Held by the Public

Based on information available to the Company as at 24 May 2022, approximately 59.49% of the issued ordinary shares of the Company are held by the public (as defined in the Listing Manual of the Singapore Exchange Securities Trading Limited (“SGX-ST”). The Company hence confirms that Rule 723 of the Listing Manual of the SGX-ST has been complied with.

Notice of Annual General Meeting

SATS Ltd.

(Incorporated in the Republic of Singapore)
Company Registration No. 197201770G

NOTICE IS HEREBY GIVEN that the 49th Annual General Meeting of SATS Ltd. (the “Company”) will be convened and held by way of electronic means on Friday, 22 July 2022 at 10.00 a.m. (Singapore time) to transact the following business:

Ordinary Business

- To receive and adopt the Directors' Statement and Audited Financial Statements for the financial year ended 31 March 2022 and the Auditors' Report thereon.
- To re-elect Ms Euleen Goh Yiu Kiang, who will retire by rotation in accordance with Article 90 of the Constitution of the Company and who, being eligible, offers herself for re-election as a Director of the Company.
- To re-elect Mr Achal Agarwal, who will retire by rotation in accordance with Article 90 of the Constitution of the Company and who, being eligible, offers himself for re-election as a Director of the Company.
- To re-elect Mr Yap Kim Wah, who will retire by rotation in accordance with Article 90 of the Constitution of the Company and who, being eligible, offers himself for re-election as a Director of the Company.
- To re-elect Ms Jenny Lee Hong Wei, who will retire by rotation in accordance with Article 90 of the Constitution of the Company and who, being eligible, offers herself for re-election as a Director of the Company.
- To re-elect Mr Kerry Mok Tee Heong, who will retire in accordance with Article 96 of the Constitution of the Company and who, being eligible, offers himself for re-election as a Director of the Company.
- To approve payment of Directors' fees of up to S\$1,350,000 for the financial year ending 31 March 2023 (2022: up to S\$1,300,000).
- To re-appoint Messrs KPMG LLP as Auditors of the Company to hold office until the next Annual General Meeting and to authorise the Directors to fix their remuneration.

Special Business

To consider and if thought fit, to pass, with or without modifications, the following resolutions which will be proposed as Ordinary Resolutions:

- That authority be and is hereby given to the Directors of the Company to:
 - (i) issue shares of the Company (“Shares”) whether by way of rights, bonus or otherwise; and/or
 - (ii) make or grant offers, agreements or options (collectively, “Instruments”) that might or would require Shares to be issued, including but not limited to the creation and issue of (as well as adjustments to) warrants, debentures or other instruments convertible into Shares,

at any time and upon such terms and conditions and for such purposes and to such persons as the Directors may in their absolute discretion deem fit; and
- (notwithstanding the authority conferred by this Resolution may have ceased to be in force) issue Shares in pursuance of any Instruments made or granted by the Directors while this Resolution was in force,

provided that:

 - the aggregate number of Shares to be issued pursuant to this Resolution (including Shares to be issued in pursuance of Instruments made or granted pursuant to this Resolution) does not exceed 50 percent of the total number of issued Shares (excluding treasury shares and subsidiary holdings) (as calculated in accordance with sub-paragraph (ii) below), of which the aggregate number of Shares to be issued other than on a *pro rata* basis to shareholders of the Company (including Shares to be issued in pursuance of Instruments made or granted pursuant to this Resolution) does not exceed 5 percent of the total number of issued Shares (excluding treasury shares and subsidiary holdings) (as calculated in accordance with sub-paragraph (ii) below);

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(ii) (subject to such manner of calculation as may be prescribed by the Singapore Exchange Securities Trading Limited (“**SGX-ST**”)) for the purpose of determining the aggregate number of Shares that may be issued under sub-paragraph (i) above, the percentage of issued Shares shall be based on the total number of issued Shares (excluding treasury shares and subsidiary holdings) at the time this Resolution is passed, after adjusting for:

(aa) new Shares arising from the conversion or exercise of any convertible securities or employee share options or vesting of share awards which were issued and are outstanding or subsisting at the time this Resolution is passed; and

(bb) any subsequent bonus issue, consolidation or subdivision of Shares,

and, in sub-paragraph (i) above and this sub-paragraph (ii), “**subsidiary holdings**” has the meaning given to it in the Listing Manual of the SGX-ST;

(iii) in exercising the authority conferred by this Resolution, the Company shall comply with the provisions of the Listing Manual of the SGX-ST for the time being in force (unless such compliance has been waived by the SGX-ST) and the Constitution of the Company; and

(iv) (unless revoked or varied by the Company in general meeting) the authority conferred by this Resolution shall continue in force until the conclusion of the next Annual General Meeting of the Company or the date by which the next Annual General Meeting of the Company is required by law to be held, whichever is the earlier.

10. That the Directors of the Company be and are hereby authorised to:

(a) grant awards in accordance with the provisions of the SATS Performance Share Plan and/or the SATS Restricted Share Plan; and

(b) allot and issue from time to time such number of ordinary shares of the Company (“**Shares**”) as may be required to be issued pursuant to the vesting of awards under the SATS Performance Share Plan and/or the SATS Restricted Share Plan,

provided that:

(i) the aggregate number of new Shares to be allotted and issued pursuant to the SATS Performance Share Plan, the SATS Restricted Share Plan and the SATS Employee Share Option Plan shall not exceed 15 percent of the total number of issued Shares (excluding treasury shares and subsidiary holdings) from time to time; and

(ii) the aggregate number of Shares under awards to be granted pursuant to the SATS Performance Share Plan and/or the SATS Restricted Share Plan during the period commencing from the date of this Annual General Meeting of the Company and ending on the date of the next Annual General Meeting of the Company or the date by which the next Annual General Meeting of the Company is required by law to be held, whichever is the earlier, shall not exceed 1 percent of the total number of issued Shares (excluding treasury shares and subsidiary holdings) from time to time,

and in this Resolution, “**subsidiary holdings**” has the meaning given to it in the Listing Manual of the Singapore Exchange Securities Trading Limited.

11. That:

(a) approval be and is hereby given, for the purposes of Chapter 9 of the Listing Manual (“**Chapter 9**”) of the Singapore Exchange Securities Trading Limited, for the Company, its subsidiaries and associated companies that are entities at risk (as that term is used in Chapter 9), or any of them, to enter into any of the transactions falling within the types of interested person transactions described in the Appendix to the Letter to Shareholders dated 23 June 2022 (the “**Letter to Shareholders**”) with any party who is of the class of interested persons described in the Appendix to the Letter to Shareholders, provided that such transactions are made on normal commercial terms and in accordance with the review procedures for such interested person transactions;

(b) the approval given in paragraph (a) above (the “**IPT Mandate**”) shall, unless revoked or varied by the Company in general meeting, continue in force until the conclusion of the next Annual General Meeting of the Company; and

(c) the Directors of the Company and/or any of them be and are hereby authorised to complete and do all such acts and things (including executing all such documents as may be required) as they and/or he may consider expedient or necessary or in the interests of the Company to give effect to the IPT Mandate and/or this Resolution.

12. That:

(a) for the purposes of Sections 76C and 76E of the Companies Act 1967 (the “**Companies Act**”), the exercise by the Directors of the Company of all the powers of the Company to purchase or otherwise acquire issued ordinary shares of the Company (“**Shares**”) not exceeding in aggregate the Maximum Limit (as hereafter defined), at such price or prices as may be determined by the Directors of the Company from time to time up to the Maximum Price (as hereafter defined), whether by way of:

(i) market purchase(s) on the Singapore Exchange Securities Trading Limited (“**SGX-ST**”); and/or

(ii) off-market purchase(s) (if effected otherwise than on the SGX-ST) in accordance with any equal access scheme(s) as may be determined or formulated by the Directors of the Company 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 and rules of the SGX-ST as may for the time being be applicable, be and is hereby authorised and approved generally and unconditionally (the “**Share Purchase Mandate**”);

(b) unless varied or revoked by the Company in general meeting, the authority conferred on the Directors of the Company pursuant to the Share Purchase Mandate may be exercised by the Directors of the Company 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 Annual General Meeting of the Company is held;

(ii) the date by which the next Annual General Meeting of the Company is required by law to be held; and

(iii) the date on which purchases and acquisitions of Shares pursuant to the Share Purchase Mandate are carried out to the full extent mandated.

(c) in this Resolution:

“**Maximum Limit**” means that number of issued Shares representing 2 percent of the issued Shares as at the date of the passing of this Resolution (excluding treasury shares and subsidiary holdings (as defined in the Listing Manual of the SGX-ST)); and

“**Maximum Price**” in relation to a Share to be purchased or acquired, means the purchase price (excluding related brokerage, commission, applicable goods and services tax, stamp duties, clearance fees and other related expenses) which shall not exceed, in the case of both a market purchase of a Share and an off-market purchase of a Share, 105 percent of the Average Closing Price of the Shares;

where:

“**Average Closing Price**” means the average of the last dealt prices of a Share for the five consecutive trading days on which the Shares are transacted on the SGX-ST immediately preceding the date of the market purchase by the Company or, as the case may be, the date of the making of the offer pursuant to the off-market purchase, and deemed to be adjusted in accordance with the listing rules of the SGX-ST for any corporate action that occurs during the relevant five-day period and the date of the market purchase by the Company or, as the case may be, the date of the making of the offer pursuant to the off-market purchase; and

“**date of the making of the offer**” means the date on which the Company announces its intention to make an offer for the purchase or acquisition of Shares from holders of Shares, stating therein the purchase price (which shall not be more than the Maximum Price calculated on the basis set out herein) for each Share and the relevant terms of the equal access scheme for effecting the off-market purchase; and

(d) the Directors of the Company and/or any of them be and are hereby authorised to complete and do all such acts and things (including executing such documents as may be required) as they and/or he may consider expedient or necessary or in the interests of the Company to give effect to the transactions contemplated and/or authorised by this Resolution.

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13. That for the purposes of Rule 210(5)(d)(iii)(A) of the Listing Manual of the Singapore Exchange Securities Trading Limited (“**SGX-ST**”), and subject to and contingent upon the passing of Ordinary Resolution No. 2 by shareholders and the passing of Ordinary Resolution No. 14 by shareholders (excluding the Directors and the President and Chief Executive Officer of the Company and their respective associates (as defined in the Listing Manual of the SGX-ST)):
- (a) the continued appointment of Ms Euleen Goh Yiu Kiang as an independent Director be and is hereby approved; and
 - (b) such approval shall continue in force until (i) the retirement or resignation of Ms Euleen Goh Yiu Kiang as a Director; or (ii) the conclusion of the third Annual General Meeting of the Company following the passing of this Resolution, whichever is earlier.
14. That for the purposes of Rule 210(5)(d)(iii)(B) of the Listing Manual of the Singapore Exchange Securities Trading Limited, and subject to and contingent upon the passing of Ordinary Resolution No. 13 by shareholders:
- (a) the continued appointment of Ms Euleen Goh Yiu Kiang as an independent Director be and is hereby approved; and
 - (b) such approval shall continue in force until (i) the retirement or resignation of Ms Euleen Goh Yiu Kiang as a Director; or (ii) the conclusion of the third Annual General Meeting of the Company following the passing of this Resolution, whichever is earlier.

BY ORDER OF THE BOARD

Prema d/o K Subramaniam
Company Secretary

Singapore, 23 June 2022

Explanatory Notes

1. (a) In relation to Ordinary Resolution No. 2, Ms Euleen Goh Yiu Kiang will be retiring from office at the Annual General Meeting pursuant to Article 90 of the Constitution of the Company, and will be standing for re-election at the Annual General Meeting. Ms Goh will, upon re-election, continue to serve as the Chairman of the Board and the Chairman of the Board Executive Committee and (upon confirmation of her continued independent status under Ordinary Resolution Nos. 13 and 14) continue to serve as the Chairman of the Nominating Committee and the Chairman of the Remuneration and Human Resource Committee. Ms Goh is considered an independent Director.
- (b) In relation to Ordinary Resolution No. 3, Mr Achal Agarwal will be retiring from office at the Annual General Meeting pursuant to Article 90 of the Constitution of the Company, and will be standing for re-election at the Annual General Meeting. Mr Agarwal will, upon re-election, continue to serve as a member of the Board Executive Committee and a member of the Remuneration and Human Resource Committee. Mr Agarwal is considered an independent Director.
- (c) In relation to Ordinary Resolution No. 4, Mr Yap Kim Wah will be retiring from office at the Annual General Meeting pursuant to Article 90 of the Constitution of the Company, and will be standing for re-election at the Annual General Meeting. Mr Yap will, upon re-election, continue to serve as the Chairman of the Board Risk and Safety Committee and a member of the Audit Committee. Mr Yap is considered an independent Director.
- (d) In relation to Ordinary Resolution No. 5, Ms Jenny Lee Hong Wei will be retiring from office at the Annual General Meeting pursuant to Article 90 of the Constitution of the Company, and will be standing for re-election at the Annual General Meeting. Ms Lee is considered an independent Director.
- (e) In relation to Ordinary Resolution No. 6, Mr Kerry Mok Tee Heong will be retiring from office at the Annual General Meeting pursuant to Article 96 of the Constitution of the Company, and will be standing for re-election at the Annual General Meeting. Mr Mok will, upon re-election, continue to serve as a member of the Board Executive Committee. Mr Mok is the President and Chief Executive Officer of the Company.

Detailed information on the Directors who are standing for re-election (including information as set out in Appendix 7.4.1 of the Listing Manual of the Singapore Exchange Securities Trading Limited) can be found in the section on “Additional information on Directors seeking re-election” in the SATS Annual Report for the financial year ended 31 March 2022 (“**FY2021-22**”).

2. Ordinary Resolution No. 7 is to approve the payment of an aggregate sum of up to S\$1,350,000 as Directors’ fees for the non-executive Directors of the Company for the current financial year ending 31 March 2023 (“**FY2022-23**”). There is a slight increase in the fees for FY2022-23 of S\$50,000 to cater for additional Board and Board Committee meetings in view of the various initiatives that the Company is working on, with the scale of fees payable to the non-executive Directors held flat since the financial year ended 31 March 2019.

The proposed fees for FY2022-23, if approved, will facilitate the payment of Directors’ fees during or soon after the financial year in which such fees are incurred. The amount of Directors’ fees has been computed on the basis of the anticipated number of Board and Board Committee meetings for FY2022-23, assuming attendance by all the Directors at such meetings, and also caters for additional fees (if any) which may be payable due to additional board representations on the Company’s subsidiary(ies) and/or joint ventures, or to additional Board or Board Committee members being appointed in the course of FY2022-23. If, for unforeseen reasons, payments are required to be made to the Directors in excess of the amount proposed, the Company will revert to shareholders for approval at the next Annual General Meeting in the year 2023 (the “**2023 AGM**”) before any such payments are made.

If approved, each of the non-executive Directors (including the Chairman) will receive approximately 70 percent of his/her total Directors’ fees for FY2022-23 in cash and approximately 30 percent in the form of ordinary shares of the Company (“**Shares**”) (FY2021-22: 70 percent in cash and 30 percent in Shares).

The Share component of the Directors’ fees for FY2022-23 is intended to be paid out in the form of awards under the SATS Restricted Share Plan. The awards will consist of fully paid Shares with no performance conditions attached and no vesting periods imposed. However, the non-executive Directors will be required to retain a base shareholding worth up to one year’s retainer fee for as long as he/she is on the Board of the Company, and for a period of one year after stepping down as a Director, in order to better align the interests of non-executive Directors with the interests of shareholders. A non-executive Director who steps down before the payment of the Share component of his/her fees will receive all of his/her fees (calculated on a pro-rated basis, where applicable) in cash. Further details regarding the Directors’ fees can be found under the heading “Non-Executive Directors Remuneration” in the Corporate Governance Report in the SATS Annual Report for FY2021-22.

The cash component of the Directors’ fees for FY2022-23 is intended to be paid half-yearly in arrears. The current intention is for the Share component of the Directors’ fees for FY2022-23 to be paid after the 2023 AGM has been held. The actual number of Shares to be awarded will be determined by reference to the volume-weighted average price of a Share on the Singapore Exchange Securities Trading Limited over the 10 trading days after the 2023 AGM, rounded down to the nearest hundred Shares, and any residual balance will be settled in cash.

The non-executive Directors will abstain from voting his/her holding of Shares (if any), and will procure that their respective associates abstain from voting their respective holdings of Shares (if any), in respect of this Resolution.

3. Ordinary Resolution No. 9, if passed, will empower the Directors to issue Shares, make or grant instruments convertible into Shares and to issue Shares pursuant to such instruments, from the date of this Annual General Meeting until the date of the next Annual General Meeting. The number of Shares which the Directors may issue under this Resolution will not exceed 50 percent of the issued Shares (excluding treasury shares and subsidiary holdings) with a sub-limit of 5 percent for issues other than on a *pro rata* basis. The 5 percent sub-limit for non-*pro rata* issues is lower than the 20 percent sub-limit allowed under the Listing Manual of the SGX-ST. For the purpose of determining the aggregate number of Shares which may be issued, the percentage of issued Shares shall be based on the total number of issued Shares (excluding treasury shares and subsidiary holdings) at the time this Resolution is passed, after adjusting for (a) new Shares arising from the conversion or exercise of any convertible instruments or share options or vesting of share awards which were issued and are outstanding at the time this Resolution is passed and (b) any subsequent bonus issue, consolidation or subdivision of Shares. As at 24 May 2022, the Company had 1,968,405 treasury shares and no subsidiary holdings.
4. Ordinary Resolution No. 10 is to empower the Directors to grant awards and to allot and issue Shares pursuant to the SATS Performance Share Plan and/or the SATS Restricted Share Plan, provided that:
- (i) the aggregate number of new Shares which may be issued under the SATS Performance Share Plan, the SATS Restricted Share Plan and the SATS Employee Share Option Plan is limited to 15 percent of the total number of issued Shares (excluding treasury shares and subsidiary holdings) from time to time; and

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- (ii) the aggregate number of Shares under awards which may be granted pursuant to the SATS Performance Share Plan and/or the SATS Restricted Share Plan from this Annual General Meeting to the next Annual General Meeting shall not exceed 1 percent of the total number of issued Shares (excluding treasury shares and subsidiary holdings) from time to time.

The SATS Employee Share Option Plan was adopted by the Company in February 2000 and the last grant of options thereunder was made on 1 July 2008. The SATS Performance Share Plan and the SATS Restricted Share Plan were adopted at an Extraordinary General Meeting of the Company held on 19 July 2005 for an initial duration of 10 years and subsequently at the Annual General Meeting held on 23 July 2014, were extended for a further period of 10 years up to 18 July 2025. The SATS Restricted Share Plan was altered at the Annual General Meeting held on 18 July 2019 to (*inter alia*) permit grants of fully paid Shares to be made to the non-executive Directors of the Company as part of their remuneration in respect of their office as such in lieu of cash.

- 5. Ordinary Resolution No. 11 is to renew the mandate to allow the Company, its subsidiaries and associated companies that are entities at risk (as the term is used in Chapter 9 of the Listing Manual of the Singapore Exchange Securities Trading Limited) or any of them, to enter into certain interested person transactions with the classes of interested persons as described in the Letter to Shareholders. The authority will, unless revoked or varied by the Company in general meeting, continue in force until the conclusion of the next Annual General Meeting of the Company. Please refer to the Letter to Shareholders for more details.
- 6. Ordinary Resolution No. 12 is to renew the mandate to allow the Company to purchase or otherwise acquire Shares, on the terms and subject to the conditions set out in the Resolution.

The Company intends to use its internal sources of funds, external borrowings or a combination of internal resources and external borrowings, to finance the purchases or acquisitions of its Shares. The amount of financing required for the Company to purchase or acquire its Shares, and the impact on the Company's financial position, cannot be ascertained as at the date of this Notice as these will depend on the number of Shares purchased or acquired, the price at which such Shares were purchased or acquired and whether the Shares purchased or acquired are held in treasury or cancelled.

Based on the existing issued Shares as at 24 May 2022 (the "**Latest Practicable Date**"), the purchase by the Company of 2 percent of its issued Shares (excluding treasury shares and subsidiary holdings) will result in the purchase or acquisition of a maximum number of 22,441,757 Shares.

In the case of both market purchases and off-market purchases by the Company and assuming that the Company purchases or acquires the maximum number of 22,441,757 Shares at the Maximum Price of S\$4.72 for one Share (being the price equivalent to 5 percent above the average closing prices of the Shares for the five consecutive market days on which the Shares were traded on the SGX-ST immediately preceding the Latest Practicable Date), the maximum amount of funds required for the purchase of 22,441,757 Shares is approximately S\$105,925,093.

The financial effects of the purchase or acquisition of such Shares by the Company pursuant to the proposed Share Purchase Mandate on the audited financial statements of the Company and the Company and its subsidiaries for the financial year ended 31 March 2022, based on certain assumptions, are set out in paragraph 3.7.4 of the Letter to Shareholders dated 23 June 2022 (the "**Letter to Shareholders**").

Please refer to the Letter to Shareholders for more details.

- 7. Ordinary Resolution Nos. 13 and 14 are to approve the continued appointment of Ms Euleen Goh Yiu Kiang as an independent Director for the purposes of Rule 210(5)(d)(iii) of the Listing Manual of the SGX-ST. This Rule provides that a director will not be independent if he/she has been a director for an aggregate period of more than nine years and his/her continued appointment as an independent director has not been sought and approved in separate resolutions by (a) all shareholders; and (b) shareholders excluding the directors and the chief executive officer of the company, and their respective associates (as defined in the Listing Manual of the SGX-ST).

Ms Goh, who is seeking re-election as a Director under Ordinary Resolution No. 2, was appointed to the Board as an independent Director on 1 August 2013 (and as Chairman with effect from 19 July 2016). She will reach nine years of service on 1 August 2022. The Company is accordingly seeking, subject to the passing of Ordinary Resolution No. 2, the requisite approvals from shareholders for the continued appointment of Ms Goh as an independent Director from 1 August 2022 via the two-tier voting process under Rule 210(5)(d)(iii)(A) and Rule 210(5)(d)(iii)(B). If obtained, the requisite approvals will remain in force until (a) her retirement or resignation as a Director, or (b) the conclusion of the third Annual General Meeting following the passing of Ordinary Resolutions Nos. 13 and 14, whichever is earlier. If Ms Goh's re-election as a Director under Ordinary Resolution No. 2 is approved by shareholders but her continued appointment as an independent Director under Ordinary Resolutions Nos. 13 and 14 is not, Ms Goh will be regarded as non-independent from 1 August 2022. Either way, the Company will continue to plan for the succession of the role of Chairman, which will be implemented to ensure a smooth transition and to maintain effectiveness of the Board.

In seeking the requisite approvals for Ms Goh to continue as an independent Director, the Board aims to strike an appropriate balance between the need for Board refreshment and the need to provide continuity in leadership and guidance to Management amidst the challenging operating environment. There have been changes to the key management personnel of the Company over the recent years, including the appointment of Mr Kerry Mok as President and Chief Executive Officer ("**PCEO**") on 15 December 2021. As the Company gears up for aviation recovery, there has also been significant transformation with a focus on operational excellence and proficiency as well as to meet the increasing demands of our customers and eco-system partners. Additionally, the Company continues to assess growth opportunities aligned to our strategic direction. The Nominating Committee ("**NC**") (with Ms Goh abstaining and recusing herself) has considered the above factors and assessed that it would be in the best interest of the Company for Ms Goh to continue serving as an independent Director and Board Chairman in order to oversee the management transition and implementation of the various initiatives. The Company would benefit from an independent Director who has, over time, accumulated deep institutional knowledge, expertise and valuable insights into the Company's business and established strong relationships with key regulators and customers. Ms Goh has made invaluable contributions to the Company, particularly in her guidance to the Management team especially during the COVID-19 pandemic and she is also well placed to continue to guide the Company in its transformation journey.

With regard to the perception of Ms Goh's independence because of her long tenure, the NC and the Board (in both cases, with Ms Goh abstaining and recusing herself from the deliberations as to her independence) have determined that Ms Goh's independence from Management has not been compromised as she remains objective and independent-minded in Board and Board Committee deliberations. This can be seen from her robust discussions with the PCEO and the Management team during Board and Board Committee meetings and her constructive challenges to them on matters raised for deliberation. It is also worthwhile to note that during her tenure as an independent Director, there have been various changes to the key management personnel of the Company, including the PCEO. As such, the NC and the Board have determined that Ms Goh's independence will not be compromised due to a long tenure of working with the same management team.

On this basis, the NC and the Board are confident that Ms Goh is and would be able to continue to discharge her duties independently as Director and Chairman of the Board.

For more information on Ms Goh, please refer to the "Board of Directors" section in the Annual Report for the financial year ended 31 March 2022.

If Ordinary Resolution No. 2 is passed but Ordinary Resolutions Nos. 13 and/or 14 are not passed, Ms Goh will be re-designated as a non-independent and non-executive Director with effect from 1 August 2022. Assuming (a) each of the Directors seeking re-election at the Annual General Meeting (being Mr Achal Agarwal, Mr Yap Kim Wah, Ms Jenny Lee Hong Wei, Mr Kerry Mok Tee Heong, and including Ms Goh) is re-elected, and (b) there is no further change to the Board size and composition from the conclusion of the Annual General Meeting until 1 August 2022, the Board would then comprise nine independent and two non-independent Directors from 1 August 2022. In such event, independent Directors would continue to comprise at least one-third of the Board as required under Rule 210(5)(c) of the Listing Manual of the SGX-ST. The Company will also review and make the necessary changes to the composition of its Board Committees, which will be announced accordingly.

Under Rule 210(5)(d)(iii)(A), all shareholders may vote on Ordinary Resolution No. 13. In compliance with Rule 210(5)(d)(iii)(B), the Directors (including the PCEO) of the Company, and their respective associates (as defined in the Listing Manual of the SGX-ST) will abstain from voting on Ordinary Resolution No. 14. The Company will disregard any votes cast by the Directors (including the PCEO) of the Company, and their respective associates, in respect of their holdings of shares (if any) on Ordinary Resolution No. 14.

If Ordinary Resolution No. 13 is not passed, Ordinary Resolution No. 14 will be withdrawn. If Ordinary Resolution No. 2 (relating to the re-election of Ms Goh as a Director) is not passed, both Ordinary Resolutions Nos. 13 and 14 will be withdrawn.

Notice of Annual General Meeting

SATS Ltd.
(Incorporated in the Republic of Singapore)
Company Registration No. 197201770G

Notes:

1. The Annual General Meeting is being convened, and will be held, by way of electronic means pursuant to the COVID-19 (Temporary Measures) (Alternative Arrangements for Meetings for Companies, Variable Capital Companies, Business Trusts, Unit Trusts and Debenture Holders) Order 2020. We seek your understanding that hard copies of this Notice will not be printed nor sent to members. Instead, this Notice will be sent to members by electronic means via publication on the Company's website at the URL <https://www.sats.com.sg/AGM2022> and on the SGX website at the URL <https://www.sgx.com/securities/company-announcements>.

Participation in the Annual General Meeting via electronic means

2. Alternative arrangements relating to:
 - (a) attendance at the Annual General Meeting via electronic means (including arrangements by which the meeting can be electronically accessed via live audio-visual webcast or live audio-only stream);
 - (b) submission of questions to the Chairman of the Meeting in advance of, or "live" via text-based questions through the audio-visual webcast platform at, the Annual General Meeting, and addressing of substantial and relevant questions in advance of, or "live" at, the Annual General Meeting; and
 - (c) voting at the Annual General Meeting (i) "live" by the member or his/her/its duly appointed proxy(ies) (other than the Chairman of the Meeting) via electronic means; or (ii) by appointing the Chairman of the Meeting as proxy to vote on the member's behalf at the Annual General Meeting,

are set out in the accompanying Company's announcement dated 23 June 2022. This announcement may be accessed at the Company's website at the URL <https://www.sats.com.sg/AGM2022> and will also be made available on the SGX website at the URL <https://www.sgx.com/securities/company-announcements>.

Voting "live", or submitting instruments appointing a proxy(ies) to vote "live", at the Annual General Meeting

3. **To keep physical interactions and COVID-19 transmission risk to a minimum, the Company is not providing for physical attendance by members at the Annual General Meeting. A member who wishes to exercise his/her/its voting rights at the Annual General Meeting may:**
 - (a) **(where the member is an individual) vote "live" via electronic means at the Annual General Meeting, or (whether the member is an individual or a corporate) appoint a proxy(ies) (other than the Chairman of the Meeting) to vote "live" via electronic means at the Annual General Meeting on his/her/its behalf; or**
 - (b) **(whether the member is an individual or a corporate) appoint the Chairman of the Meeting as his/her/its proxy to vote on his/her/its behalf at the Annual General Meeting.**

The accompanying proxy form for the Annual General Meeting may be accessed at the Company's website at the URL <https://www.sats.com.sg/AGM2022> and on the SGX website at the URL <https://www.sgx.com/securities/company-announcements>. A member may also appoint a proxy(ies) via the online process through the pre-registration website at the URL <https://www.sats.com.sg/AGM2022>.

4.
 - (a) A member who is not a relevant intermediary is entitled to appoint not more than two proxies to attend, speak and vote at the Annual General Meeting. Where such member's instrument appointing a proxy(ies) appoints more than one proxy, the proportion of the shareholding concerned to be represented by each proxy shall be specified in the instrument.
 - (b) A member who is a relevant intermediary is entitled to appoint more than two proxies to attend, speak and vote at the Annual General Meeting, but each proxy must be appointed to exercise the rights attached to a different share or shares held by such member. Where such member's instrument appointing a proxy(ies) appoints more than two proxies, the number and class of shares in relation to which each proxy has been appointed shall be specified in the instrument.

"Relevant intermediary" has the meaning ascribed to it in Section 181 of the Companies Act 1967.

5. A proxy need not be a member of the Company.
6. The instrument appointing a proxy(ies) must be submitted to the Company in the following manner:
 - (a) if submitted by post, be lodged at the office of the Company's Share Registrar, M & C Services Private Limited, at 112 Robinson Road #05-01, Singapore 068902; or
 - (b) if submitted electronically, be submitted:
 - (i) via email to the Company's Share Registrar at gpe@mncsingapore.com; or
 - (ii) via the online process through the pre-registration website at the URL <https://www.sats.com.sg/AGM2022>,

in each case, not less than 72 hours before the time appointed for holding the Annual General Meeting.

A member who wishes to submit an instrument appointing a proxy(ies) by post or via email must first download, complete and sign the proxy form before submitting it by post to the address provided above, or before submitting it via email (e.g., by enclosing a completed and signed PDF copy of the proxy form) to the email address provided above. A member may also appoint a proxy(ies) via the online process through the pre-registration website at the URL <https://www.sats.com.sg/AGM2022>.

Members are strongly encouraged to submit completed instruments appointing a proxy(ies) electronically via email or appoint a proxy(ies) via the online process through the pre-registration website at the URL <https://www.sats.com.sg/AGM2022>.

7. Central Provident Fund Scheme ("CPF") and Supplementary Retirement Scheme ("SRS") investors:
 - (a) may vote "live" via electronic means at the Annual General Meeting if they are appointed as proxies by their respective CPF Agent Banks or SRS Operators, and should contact their respective CPF Agent Banks or SRS Operators if they have any queries regarding their appointment as proxies; or
 - (b) may appoint the Chairman of the Meeting as proxy to vote on their behalf at the Annual General Meeting, in which case they should approach their respective CPF Agent Banks or SRS Operators to submit their votes by 5.00 p.m. on 12 July 2022.

Annual Report 2021-22 and Letter to Shareholders

8. The Annual Report 2021-22 and the Letter to Shareholders dated 23 June 2022 (in relation to the proposed renewal of the mandate for interested person transactions and the proposed renewal of the share purchase mandate) may be accessed at the Company's website at the URL <https://www.sats.com.sg/AGM2022>.

The above documents will also be made available on the SGX website at the URL <https://www.sgx.com/securities/company-announcements>.

Personal Data Privacy

By submitting an instrument appointing a proxy(ies) 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 or service providers) for the purpose of the processing, administration and analysis by the Company (or its agents or service providers) of proxies 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 or service providers) to comply with any applicable laws, listing rules, take-over rules, regulations and/or guidelines (collectively, the "Purposes"); (ii) warrants that where the member discloses the personal data of the member's proxy(ies) to the Company (or its agents or service providers), the member has obtained the prior consent of such proxy(ies) for the collection, use and disclosure by the Company (or its agents or service providers) of the personal data of such proxy(ies) for the Purposes; and (iii) agrees that the member will indemnify the Company in respect of any penalties, liabilities, claims, demands, losses and damages as a result of the member's breach of warranty.

Additional Information on Directors Seeking Re-election

(Information as at 24 May 2022)

Name of Director	Kerry Mok Tee Heong	Achal Agarwal	Jenny Lee Hong Wei	Yap Kim Wah
Date of appointment	1 January 2022	1 September 2016	25 January 2019	20 July 2016
Date of last re-appointment (if applicable)	Nil	24 September 2020	18 July 2019	24 September 2020
Age	51	63	50	74
Country of principal residence	Singapore	Singapore	China	Singapore
The Board's comments on this appointment (including rationale, selection criteria, board diversity consideration and the search and nomination process)	The Board considered the Nominating Committee's recommendation and assessment on Mr Mok's background, expertise, experience, diversity of skillsets, contributions and commitment in the discharge of his duties as an Executive Director and President and Chief Executive Officer of SATS Ltd., and is satisfied that he will continue to provide the Board with insights into the business.	The Board has considered the Nominating Committee's recommendation and assessment on Mr Agarwal's background, expertise, experience, diversity of skillsets, independence, contributions and commitment in the discharge of his duties as an Independent Director of SATS Ltd., and is satisfied that he will continue to contribute meaningfully to the Board.	The Board has considered the Nominating Committee's recommendation and assessment on Ms Lee's background, expertise, experience, diversity of skillsets, independence, contributions and commitment in the discharge of her duties as an Independent Director of SATS Ltd., and is satisfied that she will continue to contribute meaningfully to the Board.	The Board has considered the Nominating Committee's recommendation and assessment on Mr Yap's background, expertise, experience, diversity of skillsets, independence, contributions and commitment in the discharge of his duties as an Independent Director of SATS Ltd., and is satisfied that he will continue to contribute meaningfully to the Board.
Whether appointment is executive, and if so, the area of responsibility	Executive	Non-Executive	Non-Executive	Non-Executive
Job Title (e.g. Lead ID, AC Chairman, AC Member etc.)	<ul style="list-style-type: none"> Executive Director President and Chief Executive Officer Member, Board Executive Committee 	<ul style="list-style-type: none"> Non-Executive and Independent Director Member, Board Executive Committee Member, Remuneration and Human Resource Committee 	<ul style="list-style-type: none"> Non-Executive and Independent Director 	<ul style="list-style-type: none"> Non-Executive and Independent Director Chairman, Board Risk and Safety Committee Member, Audit Committee
Professional qualifications	<ul style="list-style-type: none"> Bachelor of Business, Accounting (First Class Honours), Monash University, Melbourne, Australia 	<ul style="list-style-type: none"> BA (Hons), History, University of Delhi MBA, University of Delhi AMP, Wharton Business School 	<ul style="list-style-type: none"> Master and Bachelor of Science in Electrical Engineering, Cornell University Master of Business Administration from Kellogg School of Management, Northwestern University 	<ul style="list-style-type: none"> Bachelor of Engineering (First Class Honours), University of Singapore Registered Engineer (Mechanical), Professional Engineers Board, Singapore Fellow Member, The Institution of Engineers, Singapore Executive Development Program, Houston University Advanced Management Program, Harvard Business School

Additional Information on Directors Seeking Re-election

(Information as at 24 May 2022)

Name of Director	Kerry Mok Tee Heong	Achal Agarwal	Jenny Lee Hong Wei	Yap Kim Wah
Working experience and occupation(s) during the past 10 years	<p>Mr Kerry Mok is the President and CEO of SATS and joined the company since June 2018. Prior to this, he was the CEO of YCH Group.</p> <p>Mr Mok is a seasoned executive with more than twenty-five years of experience in supply chain management and logistics. He held various senior appointments prior to his move to YCH Group, including his role in Goodpack Limited as the acting Chief Executive Officer and Chief Operating Officer. Before that, he held the position of Managing Director, Strategy – Operations and was also head of the ASEAN Supply Chain Strategy practice for Accenture. Mr Mok was also previously Senior Vice President – Global Head of Technology Sector and APAC Technology Sector & Service Logistics with DHL, accountable for the strategy and growth of the Global Technology Sector for DHL Supply Chain.</p> <p>He has been an active contributor to tripartite initiatives. Mr Mok is a member of the Future Economy Council's Connectivity Sub-Committee since 7 January 2022 and served on the Ministry of Communication and Information's Infocomm Media Master Plan 2025 working group. Mr Mok was also recently appointed by Ministry of Transport as a member of the International Advisory Panel for Sustainable Air Hub.</p>	<p>Mr Agarwal joined Kimberly-Clark in 2008 as President for the company's North Asia business, and subsequently as President, Asia Pacific. He has accelerated growth and market share gains in emerging markets like China and ASEAN. He was the Chief Strategy & Transformation Officer, Kimberly-Clark Corporation before he retired on 1 January 2021.</p>	<p>Ms Lee has been the Managing Partner of GGV Capital LLC since 2005. She has over 17 years of global venture capital experience.</p> <p>Ms Lee currently serves as a Director of various companies, including Temasek Holdings (Private) Limited and Agora Inc. which is listed on NASDAQ.</p>	<p>Mr Yap joined Singapore Airlines in 1975 till retirement, having achieved over 35 years' experience in a range of Senior Management positions including Marketing, Cabin Crew, Human Resource, Regional Director West Asia & Africa and Chief Executive SATS Catering. He was the Chairman of the subsidiary company, Tradewinds Tours & Travel Private Limited and a Board Member of the Singapore Land Authority.</p> <p>Mr Yap currently serves as the Vice Chairman, RTS Operations Pte. Ltd., a Director of SMRT Corporation Ltd and SMRT Trains Ltd.</p>
Shareholding interest in the listed issuer and its subsidiaries	<p>89,500 ordinary shares in SATS Ltd.</p> <p>64,900 unvested shares awarded under the SATS Restricted Share Plan</p> <p>262,500 contingent awards under the SATS Performance Share Plan</p>	<p>51,400 ordinary shares in SATS Ltd.</p>	<p>11,300 ordinary shares in SATS Ltd.</p>	<p>23,100 ordinary shares in SATS Ltd.</p>
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	<p>Nil</p>	<p>Nil</p>	<p>Nil</p>	<p>Nil</p>
Conflict of interest (including any competing business)	<p>Nil</p>	<p>Nil</p>	<p>Nil</p>	<p>Nil</p>
Undertaking (in the format set out in Appendix 7.7) under Rule 720(1) has been submitted to the listed issuer	<p>Yes</p>	<p>Yes</p>	<p>Yes</p>	<p>Yes</p>

Additional Information on Directors Seeking Re-election

(Information as at 24 May 2022)

Name of Director	Kerry Mok Tee Heong	Achal Agarwal	Jenny Lee Hong Wei	Yap Kim Wah
Other Principal Commitments* including Directorships				
Past (for the last 5 years)	<p><i>Other listed companies</i> Nil</p> <p><i>Other principal commitments</i></p> <ul style="list-style-type: none"> Beijing Airport Inflight Kitchen Ltd Taj Madras Flight Kitchen Private Limited Food and Allied Support Services Corporation Pte. Ltd. Goodpack India Pvt Ltd 	<p><i>Other listed companies</i> Nil</p> <p><i>Other principal commitments</i></p> <ul style="list-style-type: none"> Chairman, Yuhan-Kimberly Limited Director, Kimberly-Clark Asia Pacific Headquarters Pte. Ltd. Director, Kimberly-Clark Lever Private Limited Director, Singapore International Chamber of Commerce Director, Asian Venture Philanthropy Network Limited (AVPN) Council Member, Singapore Business Federation President, Asia Pacific, Kimberly-Clark Corporation Chief Strategy & Transformation Officer, Kimberly-Clark Corporation 	<p><i>Other listed companies</i></p> <ul style="list-style-type: none"> Director, YY Inc. (NASDAQ) Director, 21 Vianet Group Inc. (NASDAQ) Director, LAIX Inc. (NYSE) Director, NIU Technologies (NASDAQ) Director, EHang Holdings Limited (NASDAQ) <p><i>Other principal commitments</i></p> <ul style="list-style-type: none"> Director, Airlook Airspace Technology (Beijing) Co., Ltd. Director, Beijing Xiangyue Education Technology Co., Ltd. Director, Beijing Zhichong Technology Co., Ltd Director, FarmFriend Inc. Director, Geekplus Corporation Director, GGV (Xiaole) Limited Director, Kascend Holding Inc. Director, Myhug Inc. Director, Phononic Devices, Inc. Director, Shenzhen Immotor Technology Co., Ltd Director, Vincross Inc. Director, Wuhan Kubote Technology Co., Ltd Director, Xiaobu Holdings Inc 	<p><i>Other listed companies</i> Nil</p> <p><i>Other principal commitments</i></p> <ul style="list-style-type: none"> Deputy Chairman and Chief Executive Officer, Hyflux Caprica Pte. Ltd. Deputy Chairman & Executive Director, Baking Industry Training College Pte. Ltd.
Present	<p><i>Other listed companies</i> Nil</p> <p><i>Other principal commitments</i></p> <ul style="list-style-type: none"> Chairman, Asia Airfreight Terminal Company Limited Chairman, Country Foods Pte. Ltd. (formerly known as SATS BRF Food Pte. Ltd.) Chairman, Nanjing Weizhou Airline Food Corp. Ltd. Chairman, SATS Food Solutions (Thailand) Co., Ltd. (formerly known as Food City Company Limited) Chairman, SATS Food Solutions India Private Limited Chairman, Shanghai ST Food Industries Co., Limited Chairman, TFK Corporation Director, Air India SATS Airport Services Private Limited Director, MACROASIA Catering Services, Inc. Director, Monty's Bakehouse NL B.V. Director, Monty's Bakehouse UK Limited Director, Mumbai Cargo Service Center Airport Private Limited Director, Primary Industries Private Limited Director, Real Tasty Pte. Ltd. Director, SATS China Co., Ltd. Director, SATS Investments (II) Pte. Ltd. Director, SATS Investments Pte. Ltd. Director, SATS (Thailand) Co., Ltd. Director, SATS (India) Co. Private Limited Director, Taj SATS Air Catering Limited 	<p><i>Other listed companies</i></p> <ul style="list-style-type: none"> Non-Executive Director, Amcor Plc. <p><i>Other principal commitments</i></p> <ul style="list-style-type: none"> Chairman, WWF-World Wide Fund For Nature (Singapore) Limited Director, Clear Thought Advisors Pte. Ltd. Senior Advisor, Accenture Pte. Ltd. 	<p><i>Other listed companies</i></p> <ul style="list-style-type: none"> Director, Agora, Inc (NASDAQ) <p><i>Other principal commitments</i></p> <ul style="list-style-type: none"> Director, Temasek Holdings (Private) Limited Director, Singapore Govtech Director, Airlook Aviation Technology (Beijing) Co., Ltd Director, BeautyVector (cayman) Technology Ltd. Director, Beijing Sudo Technology Limited Director, Cashshield Pte. Ltd. Director, Cloud First Director, Clobotics Holdings Limited Director, Directouch Holdings Limited Director, FLT Holding Limited Director, FUSE Technology Company Limited Director, GGV Capital Pte. Ltd. Director, GGV Capital LLC Director, GGV China Limited Director, GGV Capital IV LLC Director, GGV Capital V LLC Director, GGV Capital VI LLC Director, GGV Capital VI Plus LLC Director, GGV Capital VII LLC Director, GGV, Capital VII Plus LLC Director, GGV Capital (Shanghai) Co., Ltd. Director, GGV Capital Select LLC Director, GGV Capital VI Entrepreneurs Fund LLC Director, GGV Capital VII Entrepreneurs Fund LLC Director, GGV VII Investments Pte. Ltd. Director, GGV VII Plus Investments Pte. Ltd. Director, GGV VIII Investments Pte. Ltd. Director, GGV VIII Plus Investments Pte. Ltd. <p><i>Other principal commitments</i></p> <ul style="list-style-type: none"> Director, GGV Discovery I LLC Director, GGV Discovery II LLC Director, GGV Discovery II Pte. Ltd. Director, GGV Discovery III Pte. Ltd. Director, GGV (CS) LLC Director, GGV (Immotor) Limited Director, GGV (Koala) Limited Director, GGV (WPS) Limited Director, GGV (Xcharge) Limited Director, GGV (Petkit) Limited Director, Granite Global Ventures II LLC Director, Granite Global Ventures III LLC Director, ISENSORO Limited Director, JH Limited Director, Jiwei Enterprise Management Consulting (Shanghai) Co., Ltd. Director, LongWin Investment Management Co. Ltd. Director, Palfish Inc. Director, Petkit Technology Inc. Director, Shanghai Luodingsen Automated Equipment Co., Ltd. Director, Shenzhen Chengzi Automation Co., Ltd. Director, Spark Education Limited Director, Treelab Inc. Director, Xiamen Fengbian Technology Co., Ltd. Director, Xiamen Yaji Software Co., Ltd. Director, Xiaozhan Limited Director, XChange Technology International Limited Director, Yodo1 Holding Ltd. Director, Zuoyebang Education Limited Commissioner, PT Privy Identitas Digital 	<p><i>Other listed companies</i> Nil</p> <p><i>Other principal commitments</i></p> <ul style="list-style-type: none"> Vice Chairman and Director, RTS Operations Pte. Ltd. Non-Executive and Independent Director, SMRT Corporation Ltd. Non-Executive and Independent Director, SMRT Trains Ltd.

Note:
Directorships in the entities listed above are held by Ms Lee as part of her functions as a Managing Partner of GGV Capital, a venture capital firm with investments globally. These entities are investee companies of GGV Capital.

* "Principal Commitments" has the same meaning as defined in the Code of Corporate Governance 2018.

Additional Information on Directors Seeking Re-election

(Information as at 24 May 2022)

Information required

Disclose the following matters concerning an appointment of director, chief executive officer, chief financial officer, chief operating officer, general manager or other officer of equivalent rank. If the answer to any questions is “yes”, full details must be given.

Name of Director	Kerry Mok Tee Heong	Achal Agarwal	Jenny Lee Hong Wei	Yap Kim Wah
(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, for the winding up or dissolution of that entity or, where that entity is the trustee of a business trust, that business trust, on the ground of insolvency?	No	No	No	No
(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
(j) Whether he has ever, to his knowledge, been concerned with the management or conduct, in Singapore or elsewhere, of the affairs of:				
(i) any corporation which has been investigated for a breach of any law or regulatory requirement governing corporations in Singapore or elsewhere; or	No	No	No	No
(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	No	No	No	No
(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	No	No	No	No
(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?	No	No	No	No
(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

Additional Information on Directors Seeking Re-election

(Information as at 24 May 2022)

Name of Director	Euleen Goh Yiu Kiang
Date of appointment	1 August 2013
Date of last re-appointment (if applicable)	18 July 2019
Age	67
Country of principal residence	Singapore
The Board's comments on this appointment (including rationale, selection criteria, board diversity consideration and the search and nomination process)	The Board has considered the Nominating Committee's recommendation and assessment on Ms Goh's background, expertise, experience, diversity of skillsets, independence, contributions and commitment in the discharge of her duties as an Independent Director of SATS Ltd., and is satisfied that she will continue to contribute meaningfully to the Board, particularly in the ongoing transformation of the Company's businesses.
Whether appointment is executive, and if so, the area of responsibility	Non-Executive
Job Title (e.g. Lead ID, AC Chairman, AC Member etc.)	<ul style="list-style-type: none"> • Non-Executive and Independent Director • Chairman of the Board • Chairman, Board Executive Committee • Chairman, Remuneration and Human Resource Committee • Chairman, Nominating Committee
Professional qualifications	<ul style="list-style-type: none"> • Associate, Institute of Chartered Accountants in England & Wales • Member, The Chartered Institute of Taxation, UK • Associate member, Institute of Financial Services, UK • Fellow, Institute of Singapore Chartered Accountants • Fellow, Singapore Institute of Directors
Working experience and occupation(s) during the past 10 years	Ms Goh held various senior management positions in Standard Chartered Bank from 2001, before she retired as Chief Executive Officer of Standard Chartered Bank Singapore in 2006. Ms Goh currently serves as a Director/Chairman of various companies.
Shareholding interest in the listed issuer and its subsidiaries	102,174 ordinary shares in SATS Ltd.
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	Nil
Conflict of interest (including any competing business)	Nil
Undertaking (in the format set out in Appendix 7.7) under Rule 720(1) has been submitted to the listed issuer	Yes
Other Principal Commitments* including Directorships	
Past (for the last 5 years)	<p><i>Other listed companies</i></p> <ul style="list-style-type: none"> • Non-Executive Director, CapitaLand Limited • Non-Executive and Non-Independent Director, DBS Group Holdings Ltd. <p><i>Other principal commitments</i></p> <ul style="list-style-type: none"> • Chairman, NorthLight School Board of Governors • Chairman, Singapore Chinese Girls' School • Rector, Cinnamon College, National University of Singapore • Trustee, Temasek Trust/Director, Temasek Trustees Pte. Ltd. • Non-Executive Director, DBS Bank Ltd • Justice of the Peace
Present	<p><i>Other listed companies</i></p> <ul style="list-style-type: none"> • Non-Executive Director, Deputy Chair and Senior Independent Director, Shell plc (formerly known as Royal Dutch Shell plc) <p><i>Other principal commitments</i></p> <ul style="list-style-type: none"> • Chairman, DBS Foundation Ltd. • Chairman, Singapore Institute of Management Group Limited • Non-Executive Director, Singapore Health Services Pte. Ltd. • Trustee, Singapore Institute of International Affairs Endowment Fund • Member, Future Economy Council • Member, Public Service Commission Singapore

* "Principal Commitments" has the same meaning as defined in the Code of Corporate Governance 2018.

Information required

Disclose the following matters concerning an appointment of director, chief executive officer, chief financial officer, chief operating officer, general manager or other officer of equivalent rank. If the answer to any questions is "yes", full details must be given.

Name of Director	Euleen Goh Yiu Kiang
(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
(b) Whether at any time during the last 10 years, an application or a petition under any law of any jurisdiction was filed against an entity (not being a partnership) of which he was a director or an equivalent person or a key executive, at the time when he was a director or an equivalent person or a key executive of that entity or at any time within 2 years from the date he ceased to be a director or an equivalent person or a key executive of that entity, for the winding up or dissolution of that entity or, where that entity is the trustee of a business trust, that business trust, on the ground of insolvency?	No
(c) Whether there is any unsatisfied judgment against him?	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
(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
(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
(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
(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
(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
(j) Whether he has ever, to his knowledge, been concerned with the management or conduct, in Singapore or elsewhere, of the affairs of:	
(i) any corporation which has been investigated for a breach of any law or regulatory requirement governing corporations in Singapore or elsewhere; or	Yes*
(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	No
(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	No
(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?	Yes*
(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

* Notes:

Ms Euleen Goh Yiu Kiang was appointed as an independent director of DBS Group Holdings Ltd ("DBS") on 1 December 2008 and retired on 30 March 2021 as a non-executive director. DBS is a financial institution regulated in multiple jurisdictions. During her tenure as a DBS director, DBS may have had from time to time been subject to various public or non-public regulatory actions which had different degrees of materiality. These could have varied from regulatory requests for information as part of normal supervisory activity, to production orders by law enforcement, to formal regulatory investigations or penalties. To the best of Ms Goh's knowledge and belief, none of those actions which occurred during her tenure as a DBS director are material to the conduct of the Bank's business activities.

Ms Euleen Goh Yiu Kiang joined Shell plc as a non-executive director on 1 September 2014 and was appointed as the Deputy Chairman and Senior Independent Director on 20 May 2020. The Shell group is a global group of energy and petrochemical companies. Shell Companies are subject to various laws and regulations governing their day-to-day operations and may from time to time be investigated by regulatory authorities for possible breaches of such laws and regulations in the ordinary course of business, and have been subject to fines. To the best of Ms Goh's knowledge and belief, none of the investigations or fines imposed on such Shell Companies (in connection with incidents occurring or arising during the period when she was a director of Shell plc) are material to Shell plc.

Proxy Form

SATS Ltd.
(Incorporated in the Republic of Singapore)
Company Registration No. 197201770G

IMPORTANT

- The Annual General Meeting is being convened, and will be held, by way of electronic means pursuant to the COVID-19 (Temporary Measures) (Alternative Arrangements for Meetings for Companies, Variable Capital Companies, Business Trusts, Unit Trusts and Debenture Holders) Order 2020. Printed copies of the Notice of Annual General Meeting will not be sent to members. Instead, the Notice of Annual General Meeting will be sent to members by electronic means via publication on the Company's website at the URL <https://www.sats.com.sg/AGM2022> and on the SGX website at the URL <https://www.sgx.com/securities/company-announcements>.
- Alternative arrangements relating to:
 - attendance at the Annual General Meeting via electronic means (including arrangements by which the meeting can be electronically accessed via live audio-visual webcast or live audio-only stream);
 - submission of questions to the Chairman of the Meeting in advance of, or "live" via text-based questions through the audio-visual webcast platform at, the Annual General Meeting, and addressing of substantial and relevant questions in advance of, or "live" at, the Annual General Meeting; and
 - voting at the Annual General Meeting (i) "live" by the member or his/her/its duly appointed proxy(ies) (other than the Chairman of the Meeting) via electronic means; or (ii) by appointing the Chairman of the Meeting as proxy to vote on the member's behalf at the Annual General Meeting.
- To keep physical interactions and COVID-19 transmission risk to a minimum, the Company is not providing for physical attendance by members at the Annual General Meeting. A member who wishes to exercise his/her/its voting rights at the Annual General Meeting may:**
 - (where the member is an individual) vote "live" via electronic means at the Annual General Meeting, or (whether the member is an individual or a corporate) appoint a proxy(ies) (other than the Chairman of the Meeting) to vote "live" via electronic means at the Annual General Meeting on his/her/its behalf; or
 - (whether the member is an individual or a corporate) appoint the Chairman of the Meeting as his/her/its proxy to vote on his/her/its behalf at the Annual General Meeting.
- Please read the notes overleaf which contain instructions on, *inter alia*, the appointment of a proxy(ies).
- This proxy form is not valid for use and shall be ineffective for all intents and purposes if used or purported to be used by CPF and SRS investors. CPF and SRS investors:
 - may vote "live" via electronic means at the Annual General Meeting if they are appointed as proxies by their respective CPF Agent Banks or SRS Operators, and should contact their respective CPF Agent Banks or SRS Operators if they have any queries regarding their appointment as proxies; or
 - may appoint the Chairman of the Meeting as proxy to vote on their behalf at the Annual General Meeting, in which case they should approach their respective CPF Agent Banks or SRS Operators to submit their votes by 5.00 p.m. on 12 July 2022.
- By submitting an instrument appointing a proxy(ies), the member accepts and agrees to the personal data privacy terms set out in the Notice of Annual General Meeting dated 23 June 2022.

*I/We _____ (Name) _____ (*NRIC/Passport No./Co. Regn. No.)

of _____ (Address) being a *member/members of SATS Ltd. (the "Company") hereby appoint:

Name	Address	Email Address^	NRIC/ Passport No.	Proportion of Shareholdings	
				No. of Shares	%

*and/or

--	--	--	--	--	--

^ Appointed proxy(ies) will be prompted via email (within 2 business days after the Company's receipt of a validly completed and submitted instrument appointing a proxy(ies)) to pre-register at the pre-registration website at the URL <https://www.sats.com.sg/AGM2022>, in order to access the live audio-visual webcast or live audio-only stream of the Annual General Meeting proceedings.

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or if no proxy is named, the Chairman of the Meeting as *my/our proxy/proxies to attend, speak and vote for *me/us on *my/our behalf at the 49th Annual General Meeting of the Company to be convened and held by way of electronic means on Friday, 22 July 2022 at 10.00 a.m. (Singapore time) and at any adjournment thereof.

No.	Resolutions	**For	**Against	**Abstain
Ordinary Business				
1	Adoption of the Directors' Statement, the Audited Financial Statements and the Auditors' Report thereon			
2	Re-election of Ms Euleen Goh Yiu Kiang as Director			
3	Re-election of Mr Achal Agarwal as Director			
4	Re-election of Mr Yap Kim Wah as Director			
5	Re-election of Ms Jenny Lee Hong Wei as Director			
6	Re-election of Mr Kerry Mok Tee Heong as Director			
7	Approval of Directors' fees for the financial year ending 31 March 2023			
8	Re-appointment of Auditors and authorisation for Directors to fix their remuneration			
Special Business				
9	To grant authority to the Directors to issue additional shares and convertible instruments pursuant to Section 161 of the Companies Act 1967			
10	To grant authority to the Directors to grant awards and allot and issue shares in accordance with the provisions of the SATS Performance Share Plan and/or the SATS Restricted Share Plan			
11	To approve the proposed renewal of the Mandate for Interested Person Transactions			
12	To approve the proposed renewal of the Share Purchase Mandate			
13	To approve the continued appointment of Ms Euleen Goh Yiu Kiang as an independent Director for the purposes of Rule 210(5)(d)(iii)(A) of the Listing Manual of the Singapore Exchange Securities Trading Limited			
14	To approve the continued appointment of Ms Euleen Goh Yiu Kiang as an independent Director for the purposes of Rule 210(5)(d)(iii)(B) of the Listing Manual of the Singapore Exchange Securities Trading Limited			

* Delete accordingly.

** Voting will be conducted by poll. If you wish your proxy/proxies to cast all your votes "For" or "Against" a resolution, please indicate with a (✓) in the "For" or "Against" box provided in respect of that resolution. Alternatively, please indicate the number of votes "For" or "Against" in the "For" or "Against" box provided in respect of that resolution. If you wish your proxy/proxies to abstain from voting on a resolution, please indicate with a (✓) in the "Abstain" box provided in respect of that resolution. Alternatively, please indicate the number of shares your proxy/proxies is directed to abstain from voting in the "Abstain" box provided in respect of that resolution. In any other case, the proxy/proxies may vote or abstain as the proxy/proxies deem(s) fit on any of the above resolutions if no voting instruction is specified, and on any other matter arising at the Annual General Meeting.

Dated this _____ day of _____ 2022

Total Number of Shares Held	
------------------------------------	--

Signature(s) of Member(s) or Common Seal

Contact Number of Member(s)

Email Address of Member(s)

Important: Please read notes on the reverse side

Notes:

1. If the member has shares entered against his/her/its name in the Depository Register (maintained by The Central Depository (Pte) Limited), he/she/it should insert that number of shares. If the member has shares registered in his/her/its name in the Register of Members (maintained by or on behalf of the Company), he/she/it should insert that number of shares. If the member has shares entered against his/her/its name in the Depository Register and shares registered in his/her/its name in the Register of Members, he/she/it should insert the aggregate number of shares. If no number is inserted, this instrument appointing a proxy(ies) will be deemed to relate to all the shares held by the member.
2. **To keep physical interactions and COVID-19 transmission risk to a minimum, the Company is not providing for physical attendance by members at the Annual General Meeting. A member who wishes to exercise his/her/its voting rights at the Annual General Meeting may:**
 - (a) **(where the member is an individual) vote "live" via electronic means at the Annual General Meeting, or (whether the member is an individual or a corporate) appoint a proxy(ies) (other than the Chairman of the Meeting) to vote "live" via electronic means at the Annual General Meeting on his/her/its behalf; or**
 - (b) **(whether the member is an individual or a corporate) appoint the Chairman of the Meeting as his/her/its proxy to vote on his/her/its behalf at the Annual General Meeting.**This proxy form may be accessed at the Company's website at the URL <https://www.sats.com.sg/AGM2022> and on the SGX website at the URL <https://www.sgx.com/securities/company-announcements>. A member may also appoint a proxy(ies) via the online process through the pre-registration website at the URL <https://www.sats.com.sg/AGM2022>.
3. (a) A member who is not a relevant intermediary is entitled to appoint not more than two proxies. Where such member's instrument appointing a proxy(ies) appoints more than one proxy, the proportion of the shareholding concerned to be represented by each proxy shall be specified in the instrument.
(b) A member who is a relevant intermediary is entitled to appoint more than two proxies, but each proxy must be appointed to exercise the rights attached to a different share or shares held by such member. Where such member's instrument appointing a proxy(ies) appoints more than two proxies, the number and class of shares in relation to which each proxy has been appointed shall be specified in the instrument.
"Relevant intermediary" has the meaning ascribed to it in Section 181 of the Companies Act 1967.
4. A proxy need not be a member of the Company.
5. The instrument appointing a proxy(ies) must be submitted to the Company in the following manner:
 - (a) if submitted by post, be lodged at the office of the Company's Share Registrar, M & C Services Private Limited, at 112 Robinson Road #05-01, Singapore 068902; or
 - (b) if submitted electronically, be submitted:
 - i. via email to the Company's Share Registrar at gpe@mncsingapore.com; or
 - ii. via the online process through the pre-registration website at the URL <https://www.sats.com.sg/AGM2022>.

in each case, not less than 72 hours before the time appointed for holding the Annual General Meeting. A member who wishes to submit an instrument appointing a proxy(ies) by post or via email must first download, complete and sign the proxy form before submitting it by post to the address provided above, or before submitting it via email (e.g., by enclosing a completed and signed PDF copy of the proxy form) to the email address provided above. A member may also appoint a proxy(ies) via the online process through the pre-registration website at the URL <https://www.sats.com.sg/AGM2022>. **Members are strongly encouraged to submit completed instruments appointing a proxy(ies) electronically via email or appoint a proxy(ies) via the online process through the pre-registration website at the URL <https://www.sats.com.sg/AGM2022>.**

6. Completion and return of the instrument appointing a proxy(ies) does not preclude a member from attending, speaking and voting at the Annual General Meeting. A member who accesses the live audio-visual webcast or live audio-only stream of the Annual General Meeting proceedings may revoke the appointment of a proxy(ies) at any time before voting commences and in such an event, the Company reserves the right to terminate the proxy(ies)' access to the live audio-visual webcast and live audio-only stream of the Annual General Meeting proceedings.
7. The instrument appointing a proxy(ies) must, if submitted by post or electronically via email, be signed under the hand of the appointor or of his/her attorney duly authorised in writing, or if submitted electronically via the online process through the pre-registration website at the URL <https://www.sats.com.sg/AGM2022>, be authorised by the appointor via the online process through the website. Where the instrument appointing a proxy(ies) is executed by a corporation, it must, if submitted by post or electronically via email, be executed either under its seal or under the hand of an officer or attorney duly authorised, or if submitted electronically via the online process through the pre-registration website at the URL <https://www.sats.com.sg/AGM2022>, be authorised by the appointor via the online process through the website. Where an instrument appointing a proxy(ies) is signed on behalf of the appointor by an attorney, the letter or power of attorney or a duly certified copy thereof must (failing previous registration with the Company), if the instrument is submitted by post, be lodged with the instrument or, if the instrument is submitted electronically via email, be emailed with the instrument, failing which the instrument may be treated as invalid.
8. The Company shall be entitled to reject an instrument appointing a proxy(ies) if it is incomplete, improperly completed, illegible or where the true intentions of the appointor are not ascertainable from the instructions of the appointor specified in the instrument appointing a proxy(ies) (including any related attachment). In addition, in the case of members whose shares are entered against their names in the Depository Register, the Company may reject any instrument appointing a proxy(ies) lodged or submitted if such members are not shown to have shares entered against their names in the Depository Register 72 hours before the time appointed for holding the Annual General Meeting as certified by The Central Depository (Pte) Limited to the Company.

Corporate Information

As at 24 May 2022

Board of Directors

Euleen Goh Yiu Kiang

Chairman, Independent Non-Executive

Kerry Mok Tee Heong

President and Chief Executive Officer,
Executive Director

Independent Non-Executive

Achal Agarwal

Vinita Bali

Chia Kim Huat

Michael Kok Pak Kuan

Jenny Lee Hong Wei

Deborah Tan Yang Sock (Deborah Ong)

Jessica Tan Soon Neo

Tan Soo Nan

Yap Kim Wah

Board Committees

Audit Committee

Deborah Ong (Chairman)
Jessica Tan Soon Neo
Tan Soo Nan
Yap Kim Wah

Board Executive Committee

Euleen Goh Yiu Kiang (Chairman)
Kerry Mok Tee Heong
Achal Agarwal
Michael Kok Pak Kuan

Board Risk and Safety Committee

Yap Kim Wah (Chairman)
Vinita Bali
Chia Kim Huat
Deborah Ong
Tan Soo Nan

Nominating Committee

Euleen Goh Yiu Kiang (Chairman)
Chia Kim Huat
Jessica Tan Soon Neo

Remuneration and Human Resource Committee

Euleen Goh Yiu Kiang (Chairman)
Achal Agarwal
Michael Kok Pak Kuan

Company Secretary

Prema d/o K Subramaniam

Assistant Company Secretary

Low Siew Tian

Share Registrar

M & C Services Private Limited
112 Robinson Road #05-01
Singapore 068902

Auditors

KPMG LLP

Public Accountants and
Chartered Accountants
16 Raffles Quay
#22-00 Hong Leong Building
Singapore 048581

Audit Partner: Quek Shu Ping
(Appointed since FY2020-21)

Group Management Board

Kerry Mok Tee Heong

President and Chief Executive Officer

Manfred Seah Kok Khong

Chief Financial Officer

Spencer Kin-Ming Low

Chief Executive Officer, Travel Retail
Chief Strategy & Sustainability Officer

Lilian Tan

Chief Human Capital Officer

Tan Chuan Lye

Chairman,
Food Solutions

Bob Chi Cheng Bock

Chief Executive Officer,
Gateway Services

Donny Cheah Chi Choy

Chief Executive Officer,
SATS Greater China

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The Company Secretary SATS Ltd.

c/o M & C Services Private Limited
112 Robinson Road
#05-01
Singapore 068902

Please affix
postage
stamp

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SATS LTD.

(Company Registration No.: 197201770G)

Registered Office:

20 Airport Boulevard
SATS Inflight Catering Centre 1
Singapore 819659
T: (65) 6542 5555

SATS LTD.

Company Registration No. 197201770G

20 Airport Boulevard
SATS Inflight Catering Centre 1
Singapore 819659

General Line

T: (65) 6542 5555

E: info_enquiry@sats.com.sg

Investor Relations

T: (65) 6541 8200

E: sats_ir@sats.com.sg

www.sats.com.sg