



FIRST RESOURCES

# ANNUAL REPORT 2019

## OIL PALM PLANTATIONS

*212,073 hectares across the Riau, East Kalimantan and West Kalimantan provinces in Indonesia*

## PALM OIL MILLS

*17 mills strategically located within close proximity of our plantations*

## PROCESSING CAPACITY

*850,000 tonnes per annum from two processing plants*







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# CORPORATE PROFILE



**ESTABLISHED IN 1992 AND LISTED ON THE SINGAPORE EXCHANGE SINCE 2007, FIRST RESOURCES IS ONE OF THE LEADING PALM OIL PRODUCERS IN THE REGION, MANAGING OVER 200,000 HECTARES OF OIL PALM PLANTATIONS ACROSS THE RIAU, EAST KALIMANTAN AND WEST KALIMANTAN PROVINCES OF INDONESIA.**

Our core business activities include cultivating oil palms, harvesting the fresh fruit bunches (“FFB”) and milling them into crude palm oil (“CPO”) and palm kernel (“PK”). In addition to plantations and palm oil mills, the Group through its refinery, fractionation, biodiesel and kernel crushing plants, processes its CPO and PK into higher value palm based products such as biodiesel,

refined, bleached and deodorised (“RBD”) olein, RBD stearin, palm kernel oil and palm kernel expeller. This enables the Group to extract maximum value out of our upstream plantation assets. Our products are sold to both local and international markets.

First Resources is committed to the production of sustainable palm

oil. Our sustainability strategy is centered upon maximising output while minimising adverse environmental and social impact from our operations. We will constantly strengthen our sustainability framework through regular benchmarking against industry standards and best practices.





# OUR PRESENCE



## REFINING & BIODIESEL

combined capacity of

# 850,000

tonnes per annum

\*\*\*\*\*

## KERNEL CRUSHING

capacity of

# 210,000

tonnes per annum



212,073  
hectares of  
oil palm plantations

17  
Palm oil  
mills

6,321  
hectares of  
rubber plantations

# BUSINESS FLOW CHART



## 1 NURSERY CULTIVATION

Our palm oil seeds are produced in our dedicated seed garden. The seeds are cultivated in our pre-nurseries before they are transferred to our open field nurseries. Seedling development is closely supervised and a stringent culling process is observed.



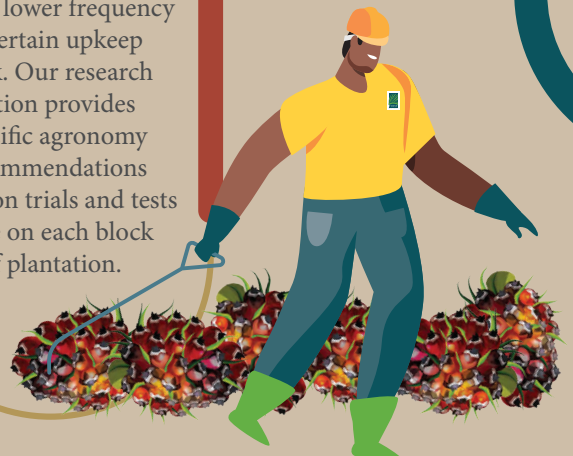
## 2 FIELD PLANTING

After a year in the open field nurseries, seedlings in their best conditions are transplanted to the estates and are classified as immature palms.



## 3 UPKEEP

For the first three years, immature palms undergo an intensive upkeep programme which involves fertilisation and weeding. The upkeep programme for mature palms is largely similar except for the lower frequency of certain upkeep work. Our research station provides specific agronomy recommendations based on trials and tests done on each block of plantation.



## 4 HARVESTING

Harvesting of FFB from the palms begin only when an appropriate number of fruitlets start detaching from the FFB, indicating optimal ripeness. Optimal ripeness is critical in maximising CPO output and yield.



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## MILLING

Harvested FFB are transported to our mills within a tight 24-hour window for milling. This ensures that the FFB is milled with minimal spoilage, another key control for maximising CPO output and yield. The milling process involves the separation of the fruitlets from the bunches and the crushing of the fruitlets to obtain CPO and PK.

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## PROCESSING

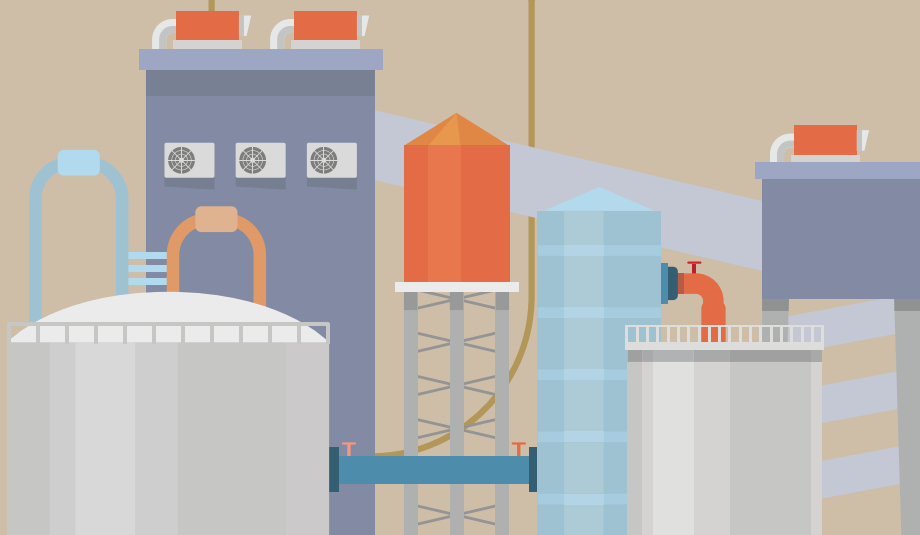
Through our refinery, fractionation, biodiesel and kernel crushing plants, the CPO and PK are processed into higher value palm-based products. This vertical integration enables the Group to extract maximum value out of our plantation assets.

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## SALES TO CUSTOMERS

Our products are sold to both local and international markets. Our product offerings are:

- Crude Palm Oil
- Refined Palm Oil Products
- Biodiesel
- Palm Kernel Products



# OPERATIONAL HIGHLIGHTS

FINANCIAL YEAR	2015	2016	2017	2018	2019
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## OIL PALM PLANTATION AREA (Hectares)

<b>Total Planted Area</b>	<b>207,575</b>	<b>208,691</b>	<b>210,001</b>	<b>210,885</b>	<b>212,073</b>
Mature	147,905	158,597	173,409	190,820	197,384
Immature	59,670	50,094	36,592	20,065	14,689

<b>Nucleus Planted Area</b>	<b>178,338</b>	<b>179,398</b>	<b>179,521</b>	<b>180,172</b>	<b>181,065</b>
Mature	128,042	136,798	147,377	161,759	167,124
Immature	50,296	42,600	32,144	18,413	13,941

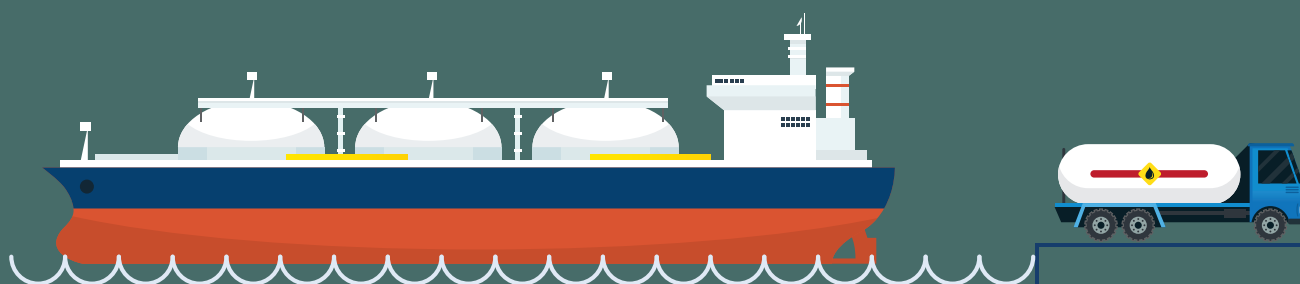
<b>Plasma Planted Area</b>	<b>29,237</b>	<b>29,293</b>	<b>30,480</b>	<b>30,713</b>	<b>31,008</b>
Mature	19,863	21,799	26,032	29,061	30,260
Immature	9,374	7,494	4,448	1,652	748

## PRODUCTION VOLUME (Tonnes)

<b>Total Fresh Fruit Bunches ("FFB")</b>	<b>2,804,606</b>	<b>2,661,554</b>	<b>3,037,842</b>	<b>3,435,159</b>	<b>3,362,364</b>
Nucleus	2,530,357	2,367,767	2,682,944	3,061,819	3,009,424
Plasma	274,249	293,787	354,898	373,340	352,940
<b>Crude Palm Oil ("CPO")</b>	<b>687,248</b>	<b>634,941</b>	<b>702,368</b>	<b>823,679</b>	<b>811,947</b>
<b>Palm Kernel ("PK")</b>	<b>160,021</b>	<b>148,270</b>	<b>170,664</b>	<b>188,471</b>	<b>185,599</b>

## PRODUCTIVITY

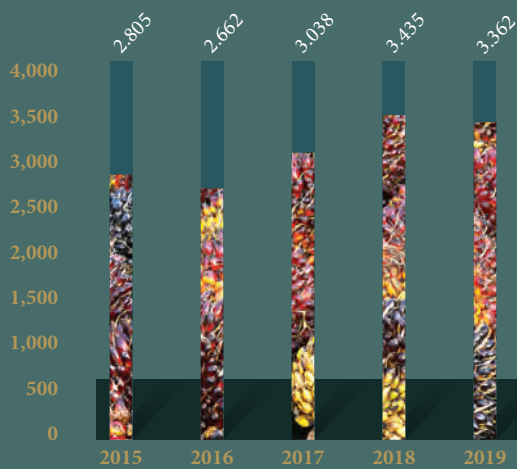
<b>FFB Yield per Mature Hectare (tonnes)</b>	<b>19.0</b>	<b>16.8</b>	<b>17.5</b>	<b>18.0</b>	<b>17.0</b>
<b>CPO Yield per Mature Hectare (tonnes)</b>	<b>4.3</b>	<b>3.8</b>	<b>3.9</b>	<b>4.1</b>	<b>3.9</b>
<b>CPO Extraction Rate (%)</b>	<b>22.7</b>	<b>22.5</b>	<b>22.2</b>	<b>22.9</b>	<b>23.1</b>
<b>PK Extraction Rate (%)</b>	<b>5.3</b>	<b>5.3</b>	<b>5.4</b>	<b>5.2</b>	<b>5.3</b>





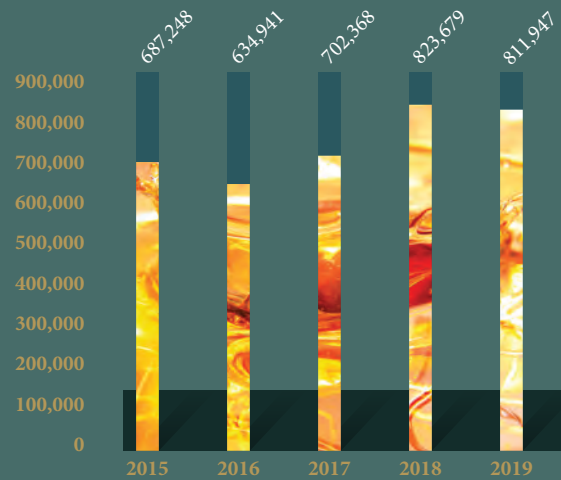
CAGR  
5%

### FRESH FRUIT BUNCHES PRODUCTION (million tonnes)



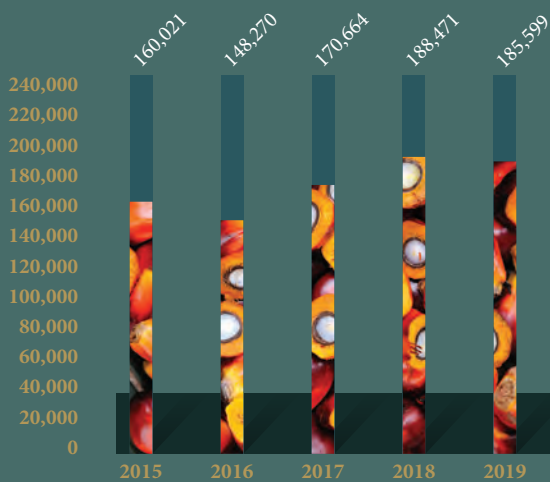
CAGR  
4%

### CRUDE PALM OIL PRODUCTION (tonnes)

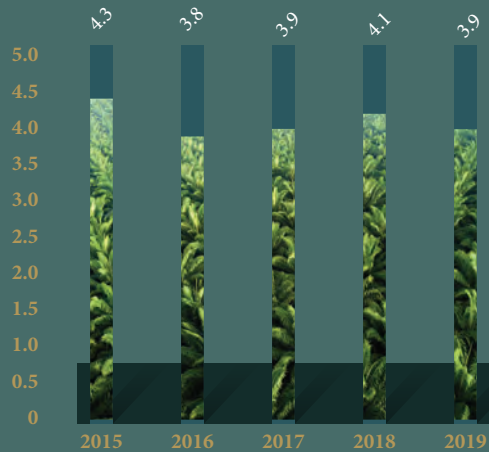


CAGR  
4%

### PALM KERNEL PRODUCTION (tonnes)



### CPO YIELD (tonnes/mature hectare)



Note:

CAGR = Compounded Annual Growth Rate

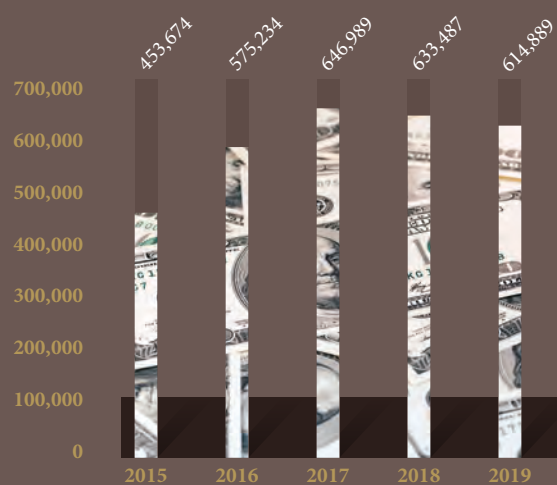
## FINANCIAL HIGHLIGHTS

FINANCIAL YEAR	2015	2016	2017	2018	2019
<b>INCOME STATEMENT (US\$'000)</b>					
Sales	453,674	575,234	646,989	633,487	<b>614,889</b>
Gross profit	231,713	267,263	306,691	278,787	<b>227,160</b>
Gain/(loss) arising from changes in fair value of biological assets	689	13,184	(2,382)	(3,456)	<b>7,913</b>
Profit from operations	169,821	207,705	226,923	187,152	<b>154,577</b>
EBITDA <sup>(1)</sup>	219,115	251,345	292,130	257,892	<b>218,799</b>
Profit before tax	144,833	183,072	208,879	181,115	<b>131,201</b>
Net profit attributable to owners of the Company	95,653	125,373	137,700	120,001	<b>89,128</b>
Underlying net profit <sup>(2)</sup>	95,135	115,486	139,487	122,593	<b>89,082</b>
<b>BALANCE SHEET (US\$'000)</b>					
Total assets	1,568,215	1,699,551	1,730,995	1,571,037	<b>1,708,936</b>
Total liabilities	793,824	773,368	708,803	585,022	<b>607,034</b>
Total equity	774,391	926,183	1,022,192	986,015	<b>1,101,902</b>
Equity attributable to owners of the Company	736,071	881,173	971,905	932,165	<b>1,044,312</b>
<b>FINANCIAL STATISTICS</b>					
EBITDA margin (%)	48.3	43.7	45.2	40.7	<b>35.6</b>
Basic earnings per share (US cents) <sup>(3)</sup>	6.04	7.91	8.69	7.58	<b>5.63</b>
Net debt to equity (times) <sup>(4)</sup>	0.37	0.20	0.21	0.29	<b>0.28</b>
EBITDA to interest coverage (times) <sup>(5)</sup>	9.0	10.1	12.9	14.3	<b>12.8</b>
Net asset value per share (US\$) <sup>(6)</sup>	0.46	0.56	0.61	0.59	<b>0.66</b>
Return on assets (%) <sup>(7)</sup>	6.3	8.1	8.5	7.7	<b>5.7</b>
Return on equity (%) <sup>(8)</sup>	12.5	15.5	14.9	12.6	<b>9.0</b>

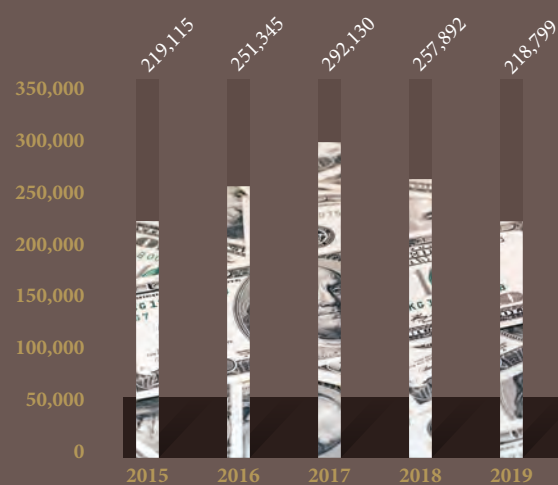
## Notes:

- (1) EBITDA = Profit from operations before depreciation, amortisation, expected credit losses and gain/(loss) arising from changes in fair value of biological assets
- (2) Underlying net profit = Net profit attributable to owners of the Company adjusted to exclude expected credit losses and gain/(loss) arising from changes in fair value of biological assets and unquoted investment
- (3) Basic earnings per share = Net profit attributable to owners of the Company / Weighted average number of ordinary shares in issue during the financial year
- (4) Net debt to equity = Borrowings and debt securities less cash and bank balances / Total equity
- (5) EBITDA to interest coverage = EBITDA / Total interest and profit distribution paid or payable on borrowings and debt securities
- (6) Net asset value per share = Equity attributable to owners of the Company / Number of ordinary shares in issue at end of the financial year
- (7) Return on assets = Net profit for the year / Average total assets
- (8) Return on equity = Net profit attributable to owners of the Company / Average equity attributable to owners of the Company

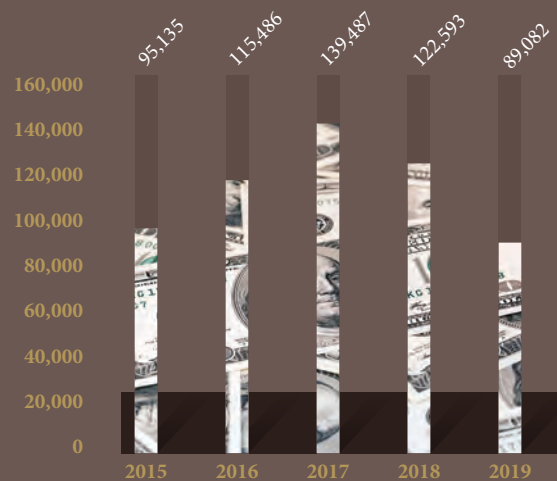
### SALES (US\$'000)



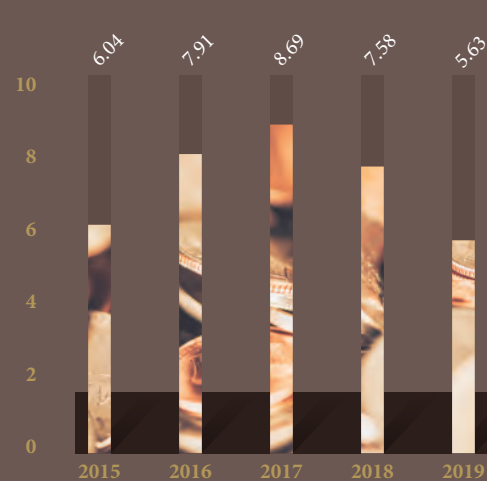
### EBITDA (US\$'000)



### UNDERLYING NET PROFIT (US\$'000)



### BASIC EARNINGS PER SHARE (US cents)





## MESSAGE TO SHAREHOLDERS

**CILIANDRA FANGIONO***Executive Director and  
Chief Executive Officer***LIM MING SEONG***Chairman and  
Independent Director*

*Dear Shareholders,*

The year that ended 31 December 2019 (“FY2019”) was a year that our resilience was truly put to the test. Crude palm oil (“CPO”) prices on a free-on-board Belawan basis averaged US\$521 per tonne in 2019 – the lowest annual average we have seen since our SGX listing in 2007! Maintaining a tight ship with low-cost structure, coupled with optimisation of our processing assets, cushioned the Group during such challenging market conditions.

Generally, supply and demand fundamentals for the palm oil industry were supportive throughout FY2019. Demand had exceeded supply in FY2019 and that caused inventory levels in both Indonesia and Malaysia to experience significant year-on-year declines. According to official sources, Malaysian inventory fell by approximately 37%, steadily decreasing from 3.2 million tonnes to 2.0 million tonnes. However palm oil prices were largely unresponsive for most part of the year, before staging a breath-taking rally in the fourth quarter.

A key contributor to the demand growth in 2019 was no doubt Indonesia’s B20 biodiesel mandate. At the end of 2018, the Indonesian government had already declared its determination to execute the B20 programme by awarding production allocations for the full year of 2019. Moreover, the Plantation Levy Fund was armed with a sizeable cash reserve to finance the implementation of this biodiesel mandate. An estimated 5.6 million tonnes of palm oil was eventually utilised in Indonesia’s biodiesel programme

in 2019, representing 7% of global palm oil consumption. In doing so, Indonesia has truly underlined its importance to the industry, becoming both the largest producer as well as the largest consumer of palm oil in the world.

On the other hand, supply growth remained lacklustre in 2019. Production of palm oil has been estimated to be 75.8 million tonnes, a growth of 1.3 million tonnes over 2018. This growth rate of 2% paled in comparison to historical levels. Apart from weather interferences, sharply lower new plantings throughout the industry since circa 2015 have also hamstrung supply growth.

Looking ahead, forecasts of muted production growth against additional demand spurt from Indonesia’s enhanced biodiesel mandate fuelled expectations of even tighter supply-demand conditions in FY2020. Oil World foresaw palm oil’s stock-usage ratio to fall to its lowest level in more than a decade. We and many others were hopeful for a strong price environment in 2020. The outlook for 2020 had looked very promising indeed. However, all that changed as COVID-19 gained worldwide notoriety, blindsiding governments and businesses alike.

At the point of penning this letter, the COVID-19 pandemic has swept over more than 200 countries and territories worldwide. While governments enforce draconian measures, including lockdowns, to curb the spread of COVID-19, many industries and businesses are consequentially experiencing supply and demand disruptions of unprecedented scale. On a grander scale, these shocks are being felt

throughout the world and no country is being spared.

Our immediate thoughts and concern are for the health and safety of everyone, including our employees, business partners and all other stakeholders. We are confident and fully supportive of the strong measures being taken to address this pandemic, and will continue to prioritise workplace safety over other economic objectives. Human compassion, resilience and enterprise will ultimately see us through this health and economic crisis. And we hope to continue building on our strong foundation to grow our business thereafter.

**FY2019 PERFORMANCE REVIEW**

First Resources put in a resilient set of results against the challenging market conditions in FY2019.

Although production volumes in the last quarter of 2019 improved year-on-year, our total Fresh Fruit Bunches (“FFB”) production volumes for FY2019 still showed a marginal decline of 2.1% against the strong output in FY2018. In terms of productivity, the Group’s FFB yield for the year fell in tandem with the lower production volumes, from 18.0 tonnes per hectare in FY2018 to 17.0 tonnes per hectare in FY2019. Correspondingly CPO production volumes decreased by 1.4% in FY2019 to 811,947 tonnes.

The Group’s sales declined marginally by 2.9% year-on-year to US\$614.9 million. EBITDA came in 15.2% lower at US\$218.8 million, while underlying net profit decreased 27.3% over the same period to US\$89.1 million. The Group’s overall financial performance

## MESSAGE TO SHAREHOLDERS

reflected the unfavourable CPO prices in FY2019, partially mitigated by higher sales volumes.

EBITDA per hectare of mature nucleus remains our favoured performance metric because it represents the cash earnings generated by each productive nucleus hectare that we worked on. Based on this measure, our plantations contributed US\$1,059 of EBITDA per hectare in FY2019 as compared to US\$1,544 achieved in FY2018. Although a significant distance from our record level of US\$3,601 per hectare achieved in FY2012, it is still considered an accomplishment given the challenging market environment. When compared against the current replacement cost of US\$5,000 to US\$6,000 per hectare and keeping in mind that the oil palms have an economic lifespan of 25 years or more, the upstream oil palm business clearly remains an attractive one. We expect better unit EBITDA going forward on stronger CPO prices.

Cash cost of production is another important determinant of EBITDA and net profit. In FY2019, each tonne of nucleus CPO on an ex-mill basis

cost us approximately US\$230, which represents a 3.0% decrease over FY2018.

### INVESTMENTS EXPECTED IN 2020

Last year, the Group added 1,188 hectares of oil palms in the form of organic new plantings. In FY2020, we will continue to invest in our upstream plantation maintenance, as well as the property, plant and equipment and other infrastructure needed for plantation management. We will continue our efforts to rejuvenate our plantation age profile through replanting and target to replant about 3,000 hectares this year.

In terms of additions to milling assets, we will commence the construction of our 18<sup>th</sup> mill in FY2020. We will also be investing in the ongoing upgrading and maintenance of our existing CPO mills.

Out of the total estimated capital expenditure for FY2020 of US\$110 million, approximately half will go into the construction cost of our new seafront integrated processing

complex in East Kalimantan that will house a new palm kernel crushing plant, a new refinery & fractionation plant, and a biodiesel plant.

### SUSTAINABILITY REVIEW

In February 2020, the Group received an additional certification from the Roundtable on Sustainable Palm Oil ("RSPO"), covering 9,271 hectares of plantations and a mill in the Riau province. To date, we have received RSPO certifications for three of our subsidiaries covering three mills and more than 27,000 hectares of plantations located in the Riau province.

Sustainability is now a permanent feature in our business and we have devoted much time and resources into it. We will continue to strengthen our sustainability framework and strategies through regular engagement with stakeholders and by keeping ourselves abreast of evolving industry standards. In keeping with our commitment to update our shareholders and the market on our progress on the sustainability front, we have published our sixth sustainability report concurrent





and in conjunction with this annual report. Please refer to the report for our progress and targets in our sustainability journey.

Climate change is one of the world's most pressing environmental issues. As a palm oil producer, we are at risk not only in terms of the impact extreme weather events might have on our productivity, but also from regulatory changes as we transition to a low carbon economy. We are committed to progressively reduce our Greenhouse Gas (GHG) emissions as a Group, the most significant method to do so being the installation of methane capture facilities. As of end of 2019, we have methane capture facilities installed at a total of five CPO mills. The methane gas captured from our mills is used to substitute solid wastes in our biomass boilers, and the power generated is being used in our plants and on-site housing estates.

In 2019 and going forward, we have and will continue to step up ongoing efforts in fire prevention and management. We have been engaging local communities, with the cooperation of the relevant authorities, to raise awareness about fire risks and prevention. We have

also been including them in our fire training sessions where they learn about fire management practices and alternative land clearing methods. In 2019, we trained around 350 community members from 16 villages in fire prevention and management. The dry season in 2019 was a challenging period, but we saw that our measures and initiatives helped to successfully reduce fire incidences in areas where we have engaged with communities.

#### ACKNOWLEDGMENTS AND APPRECIATION

In line with the resilient results amidst a challenging year and to thank all shareholders for your unwavering support, the Board is pleased to propose a final dividend of 1.725 Singapore cents per share, bringing the full-year ordinary dividend for FY2019 to 2.350 Singapore cents per share. This represents a 31% payout ratio, which balances the company's capital requirements for growth and providing a return to shareholders.

Ms Ng Shin Ein has retired from our board in 2019 after serving as an independent director for more than 11 years. We would like to convey



our heartfelt gratitude to her. At the same time, we would like to welcome our new independent directors, Mr Chang See Hiang, Ms Wong Su Yen and Mr Peter Ho Kok Wai, who joined us in 2019. We would also like to thank our fellow directors on the Board for their guidance during the year as well as our management team and staff for their hard work and dedication during the year.

We look forward to working hand-in-hand with our stakeholders to build a strong and sustainable future for the Group. We also wish all our readers good health and hope for normalisation of community life as soon as possible.

#### LIM MING SEONG

*Chairman and Independent Director*

#### CILIANDRA FANGIONO

*Executive Director and Chief Executive Officer*



# OPERATIONAL REVIEW

*"The Group's cash cost of production per tonne of nucleus CPO, on an ex-mill basis, came in at US\$230 per tonne in FY2019."*

## FFB HARVESTED

# 3,362,364

tonnes

## CPO PRODUCTION

# 811,947

tonnes

## PLANTATIONS AND PALM OIL MILLS

Against the strong output achieved in FY2018, the Group registered a marginal decline in production volumes in FY2019, sharing a similar experience with other Indonesian planters. Total FFB harvested for the year was 3,362,364 tonnes, a 2.1% decline from the 3,435,159 tonnes in FY2018. Production from the Group's nucleus plantations edged down 1.7% year-on-year to 3,009,424 tonnes, while that from our plasma plantations fell 5.5% to 352,940 tonnes. Our plantations in Riau remained the core production contributor, accounting for 69% of our total FFB nucleus production with the balance 31% coming from our West and East Kalimantan plantations.

The Group's total FFB blended yield per mature hectare for the year

came in at 17.0 tonnes per hectare as compared to 18.0 tonnes per hectare in FY2018. This was contributed by 18.0 tonnes per hectare from our nucleus estates and 11.7 tonnes per hectare from our plasma estates, compared to 18.9 tonnes per hectare and 12.8 tonnes per hectare respectively a year ago.

Oil extraction rate continued to improve from 22.9% in FY2018 to 23.1% in FY2019, while CPO yield declined to 3.9 tonnes per hectare from 4.1 tonnes per hectare a year ago. Correspondingly, CPO production in FY2019 saw a marginal dip of 1.4% to 811,947 tonnes. Our production of palm kernel ("PK") also registered a similar decline of 1.5% to 185,599 tonnes in FY2019, with extraction rate remaining stable at 5.3% as compared to 5.2% a year ago.

The Group's cash cost of production per tonne of nucleus CPO, on an ex-mill basis, came in at US\$230 per tonne in FY2019, slightly lower than the US\$237 per tonne in FY2018.

## REFINERY AND PROCESSING

The Group sold a total of 1,167,641 tonnes of processed products in FY2019 to both the domestic and international markets, 15.5% higher than the previous year. Sales of our processed products include biodiesel, refined, bleached and deodorised ("RBD") palm oil, RBD palm olein, RBD stearin, palm fatty acid distillate, crude glycerine, palm kernel oil and palm kernel expeller. Going forward, the Group plans to further expand its processing capabilities by investing in a new integrated processing complex in the East Kalimantan province.



Weighted  
Average Age**12**  
years**PLANTATION AGE PROFILE**

Total

**212,073**

hectares

**7%**Immature  
(0-3 Years)**14,689**

hectares

**26%**Young  
(4-7 Years)**54,459**

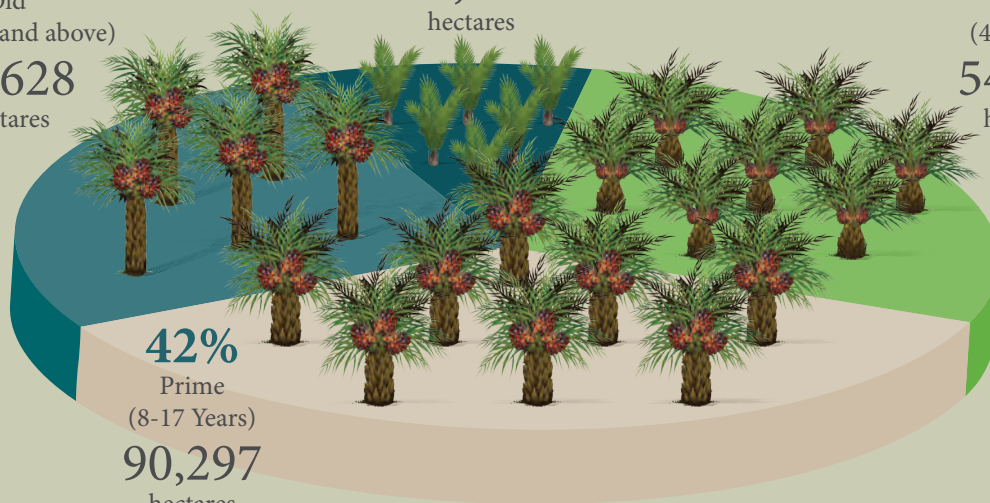
hectares

**25%**Old  
(18 Years and above)**52,628**

hectares

**42%**Prime  
(8-17 Years)**90,297**

hectares

**UPSTREAM ASSETS**

The Group added 1,188 hectares of oil palms in 2019 compared to 884 hectares in 2018, increasing the total plantation area under our management to 212,073 hectares. As part of the Group's long-term plan to rejuvenate its older plantations, we have replanted approximately 1,500 hectares of oil palm estates during 2019 and will continue with our replanting programme in a measured approach going forward.

During the year, the Group completed the construction of our

16<sup>th</sup> and 17<sup>th</sup> mills to cater for the growth in production from our maturing plantations in the West and East Kalimantan regions. We have also embarked on the construction of our 18<sup>th</sup> mill as well as the upgrading and maintenance of some of our existing CPO mills.

The Group's continuous efforts in ensuring stringent maintenance of our plantations have kept our plantation profile young at a weighted average age of 12 years, with 33% in their immature or young age. The relatively young age profile of our plantations puts us in good stead for

steady production growth in the next few years as these plantations grow into their prime-yielding age. For 2020, we are expecting approximately 4,000 hectares of our nucleus plantations to come into maturity, which will contribute to production for the year.

Going forward, the Group will continue to focus on improving efficiencies in plantation management, maintenance of our immature oil palms and rejuvenation of the older plantations, while adhering to stringent sustainability practices.



# FINANCIAL REVIEW

*Amidst a challenging year fraught with geopolitical and macroeconomic uncertainties, First Resources managed to turn in a resilient set of performance for FY2019. For the palm oil industry, CPO prices (FOB Indonesia basis) averaged US\$521 per tonne in 2019, the lowest in the past 12 years since the Company's listing on the Singapore Exchange. Impacted by the effects of weak palm oil prices, the Group's EBITDA came in at US\$218.8 million as compared to US\$257.9 million in FY2018, despite a year-on-year increase in sales volumes. Excluding the provision for expected credit losses and gain/(loss) arising from changes in fair value of biological assets and unquoted investment, the Group's underlying net profit for the year came in at US\$89.1 million versus US\$122.6 million in the preceding financial year.*

## SALES, COST OF SALES AND GROSS PROFIT

The Group delivered a stable topline of US\$614.9 million in FY2019, a marginal decline of 2.9% from FY2018. Despite the effects of weaker selling prices, the Group saw higher sales volumes in FY2019 boosted by a net inventory drawdown of 53,000 tonnes in FY2019, compared to a build-up of 69,000 tonnes in FY2018. Sales volumes of CPO and PK under the Plantations and Palm Oil Mills segment grew by 2.2% and 0.4% to 844,626 tonnes and 191,096 tonnes

respectively, while sales volumes from the Refinery and Processing segment climbed 15.5% to 1,167,641 tonnes.

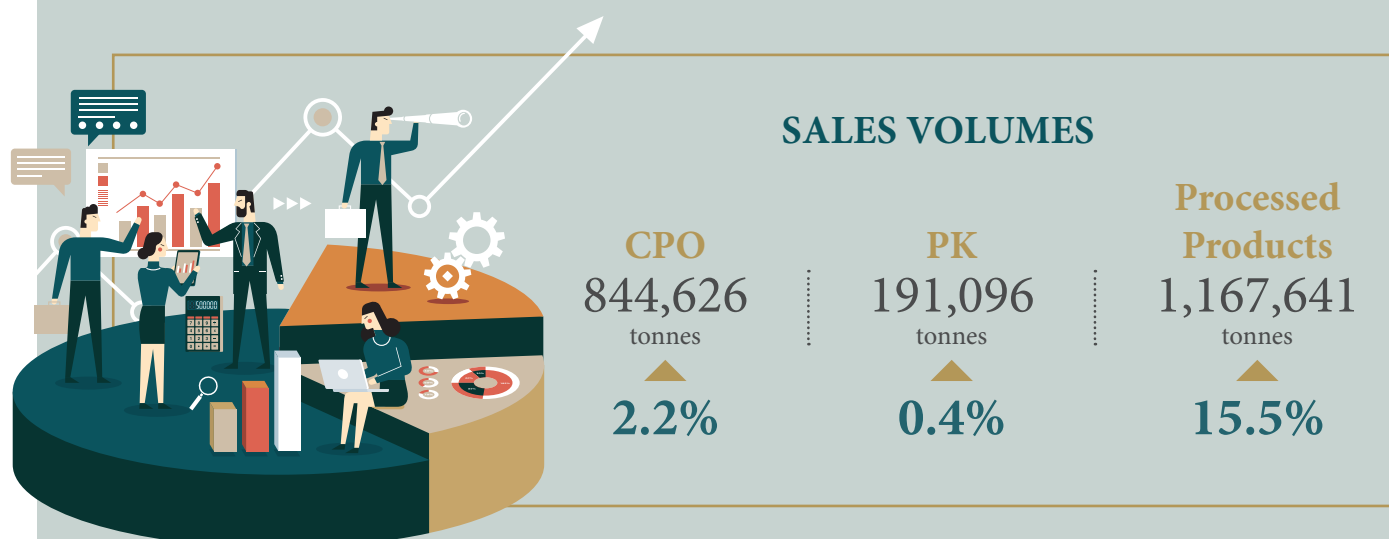
Cost of sales comprising mainly harvesting costs, plantation maintenance costs, plantation general expenses and processing costs, as well as FFB and other palm oil products purchased from plasma farmers or third parties, increased 9.3% to US\$387.7 million in FY2019 largely from the higher sales volumes.

Correspondingly, gross profit for the year declined 18.5% to

US\$227.2 million with gross profit margin coming in at 36.9% as compared to 44.0% in FY2018, a reflection of the weaker CPO prices.

## CHANGES IN FAIR VALUE OF BIOLOGICAL ASSETS

The fair value of the Group's biological assets is determined based on the expected net cash inflows of the agricultural produce (i.e. FFB) growing on bearer plants. Any resultant gain or loss arising from changes in fair value is recognised in the income statement.



The Group recognised gain arising from changes in fair value of biological assets amounting to US\$7.9 million in FY2019 as compared to loss of US\$3.5 million in FY2018. The fair value gain recorded in 2019 was mainly due to the higher FFB price used in the valuation as compared to the previous year.

### OPERATING EXPENSES

Total operating expenses declined 8.7% to US\$80.5 million in FY2019 from US\$88.2 million in FY2018, largely due to the lower export taxes.

### NET FINANCIAL EXPENSES

The Group's net financial expenses decreased by 5.7% to US\$16.1 million in FY2019, mainly due to the reduction in interest expenses from prepayment of bank loans in 2018, partially offset by lower interest income earned on cash and bank balances.

### EBITDA

With the fall in average selling prices outweighing the contribution from higher sales volumes, the Group's EBITDA declined 15.2% to US\$218.8 million. The Plantations and Palm Oil Mills segment continues to be the main earnings driver for the Group, complemented by the favourable margins from the Refinery and Processing segment.

### BALANCE SHEET

The Group's total assets amounted to US\$1,708.9 million as at 31 December 2019, as compared to US\$1,571.0 million as at 31 December 2018. Non-current

assets increased by 12.4% to US\$1,395.8 million, mainly due to the appreciation of Indonesian Rupiah against the United States Dollar during the year as well as the Group's capital expenditure on oil palm plantations, palm oil mills and other property, plant and equipment. These were partially offset by the depreciation of bearer plants and property, plant and equipment. On the other hand, current assets declined by 5.0% to US\$313.1 million, mainly contributed by the lower inventories and advances for purchase of property, plant and equipment, partially offset by higher biological assets and trade receivables.

Total liabilities edged up 3.8% to US\$607.0 million as at 31 December 2019 from US\$585.0 million of the previous year, mainly due to a net drawdown of bank loans during the year. The Group was in a net current liabilities position of US\$1.3 million as at 31 December 2019, which included the Islamic medium term notes due in June 2020 that can be refinanced using the US\$230.0 million of committed unsecured credit facilities obtained by the Company in FY2019.

As at 31 December 2019, the Group's balance sheet position remains healthy, with net gearing remaining low at 0.28 times as compared to 0.29 times as at 31 December 2018.

### CASH FLOWS

The Group generated net cash from operating activities of US\$132.2 million in FY2019 as compared to US\$112.4 million in FY2018, mainly due to the effects of a net inventory



**EBITDA**  
**US\$218.8**  
million

**EBITDA MARGIN**  
**35.6%**

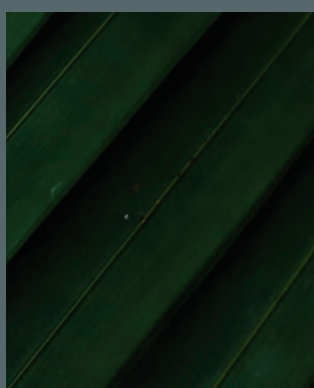
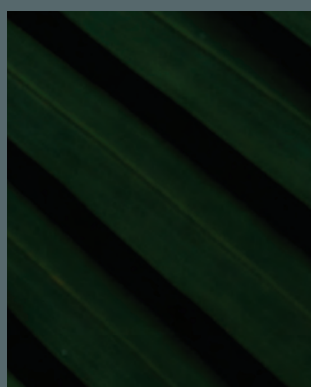
drawdown in FY2019 as compared to a build-up in FY2018.

Net cash used in investing activities amounted to US\$120.6 million in FY2019 as compared to US\$93.9 million in FY2018, primarily relating to the Group's capital expenditure on oil palm plantations, palm oil mills and other property, plant and equipment.

Net cash used in financing activities by the Group came in at US\$8.3 million in FY2019, down from the US\$197.0 million in FY2018 due to lower repayment of bank loans and dividends paid.

Overall, the Group registered an increase in cash and cash equivalents of US\$3.2 million in FY2019, bringing the Group's cash and bank balances to US\$102.0 million as at 31 December 2019.

## BOARD OF DIRECTORS







## LIM MING SEONG

*Chairman and  
Independent Director*

Mr Lim Ming Seong was appointed to the Board on 1 October 2007 and was last re-elected as a Director on 30 April 2018. Mr Lim is also the Chairman of CSE Global Ltd and sits on the board of StarHub Ltd. Mr Lim was with the Singapore Technologies group from 1986 through 2002, where he held various senior management positions and was Group Director when he left. Prior to joining Singapore Technologies, Mr Lim was with the Singapore Ministry of Defence.

Mr Lim holds a Bachelor of Applied Science (Honours) in Mechanical Engineering from the University of Toronto and a Diploma in Business Administration from the former University of Singapore. Mr Lim also participated in the Advance Management Programs conducted by INSEAD and Harvard Business School.

### Present directorships in other listed companies

CSE Global Ltd  
Starhub Ltd

### Present principal commitments

Nil

### Past directorships in other listed companies held over the preceding 5 years

Nil

### Past principal commitments held over the preceding 5 years

Nil

## CILIANDELA FANGIONO

*Executive Director and  
Chief Executive Officer*

Mr Ciliandra Fangiono was appointed to the Board on 18 April 2007 and was last re-elected as a Director on 29 April 2019. He has been with the Group for more than a decade, playing a key role in charting the Group's strategic directions. Under his leadership, the Group has expanded its plantation assets rapidly and has grown into an integrated player with its own processing capabilities. Prior to joining the Group, Mr Fangiono was at the Investment Banking Division of Merrill Lynch, Singapore, where he worked on mergers, acquisitions and fund-raising exercises by corporates in the region.

Mr Fangiono holds a Bachelor and a Masters of Arts (Economics) from Cambridge University, United Kingdom. At Cambridge, he was a Senior Scholar in Economics and was awarded the PriceWaterhouse Book Prize.

### Present directorships in other listed companies

Nil

### Present principal commitments

First Resources Limited

### Past directorships in other listed companies held over the preceding 5 years

Nil

### Past principal commitments held over the preceding 5 years

Nil

## BOARD OF DIRECTORS

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**FANG ZHIXIANG***Executive Director and  
Deputy Chief Executive Officer*

Mr Fang Zhixiang (Sigih Fangiono) was appointed to the Board on 1 November 2014 and was last re-elected as a Director on 30 April 2018. He has joined the Group since 2002 and has held the position of Deputy Chief Executive Officer since 2007. As Deputy Chief Executive Officer, he is jointly responsible for the day-to-day management of the Group. In particular, he focuses on the management of plantations and palm oil mills, and manages the Group's corporate affairs.

He began his career at PT Surya Dumai Industri Tbk as an Assistant Production Director. Mr Fang graduated from Bronte College, Toronto, Canada.

**Present directorships in other listed companies**

Nil

**Present principal commitments**

First Resources Limited

**Past directorships in other listed companies held over the preceding 5 years**

Nil

**Past principal commitments held over the preceding 5 years**

Nil

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**TENG CHEONG KWEE***Independent Director*

Mr Teng Cheong Kwee was appointed to the Board on 1 October 2007 and was last re-elected as a Director on 30 April 2018. He also serves as independent director of several other listed companies. Mr Teng was previously with the Singapore Exchange for more than 10 years, where he was Executive Vice President and Head of its Risk Management and Regulatory Division when he left. From 1985 to 1989, he served as assistant director and later a deputy director in the Monetary Authority of Singapore. During that period, he was also concurrently Secretary to the Securities Industry Council.

Mr Teng holds a Bachelor of Engineering (Industrial) with first class honours and a Bachelor of Commerce from the University of Newcastle, Australia.

**Present directorships in other listed companies**

AEI Corporation Ltd.

AVIC International Maritime Holdings Limited (listed on SGX-ST till 3 March 2020)

**Present principal commitments**

Nil

**Past directorships in other listed companies held over the preceding 5 years**

STATShipPAC Ltd.

Junma Tyre Cord Company Limited

Techcomp (Holdings) Limited

Memtech International Ltd.

**Past principal commitments held over the preceding 5 years**

Nil





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**ONG BENG KEE***Independent Director*

Mr Ong Beng Kee was appointed to the Board on 1 May 2010 and was last re-elected as a Director on 29 April 2019. He is a retired career-planter with over 40 years of hands-on experience in large-scale plantation development, specifically oil palm, rubber, cocoa and the related processing facilities. Mr Ong served a large part of his career at Kuala Lumpur Kepong Bhd (KLK), a company listed on Bursa Malaysia. As Executive Director and Managing Director (Plantations), he spearheaded KLK's expansion drive into Sabah and Indonesia, overseeing large-scale oil palm cultivation.

Mr Ong was an active council member in various Malaysian plantation associations, particularly as chairman of the plantation wage council. He is an Associate Diploma holder of the Incorporated Society of Planters and has completed the Advanced Management Course at Templeton College, Oxford.

**Present directorships in other listed companies**

Nil

**Present principal commitments**

Nil

**Past directorships in other listed companies held over the preceding 5 years**

Nil

**Past principal commitments held over the preceding 5 years**

Quarry Land Sdn Bhd

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**TAN SEOW KHENG***Non-Executive  
Non-Independent Director*

Mr Tan Seow Kheng was appointed to the Board on 1 November 2014 and was last re-elected as a Director on 28 April 2017. His other appointments include serving as the General Manager of EWIS Development Pte Ltd, a company focused in property development in Singapore and Indonesia, as well as an Assistant Vice President of Marketing at Uniseraya Group, an Indonesian-based group principally involved in the timber and oil palm industry.

Mr Tan holds a Bachelor of Business Administration from the University of Wisconsin – Madison and has completed an Executive Diploma in Directorship awarded by Singapore Management University.

**Present directorships in other listed companies**

Nil

**Present principal commitments**

EWIS Development Pte Ltd

**Past directorships in other listed companies held over the preceding 5 years**

Sincap Group Limited

**Past principal commitments held over the preceding 5 years**

Nil



## BOARD OF DIRECTORS

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**CHANG SEE HIANG***Independent Director*

Mr Chang See Hiang was appointed to the Board on 1 March 2019 and was last re-elected as a Director on 29 April 2019. Mr Chang has been an advocate and solicitor of the Supreme Court of Singapore since 1979 and is the Senior Partner of his law practice, Chang See Hiang & Partners.

Spanning across 1988 to 2017, Mr Chang was appointed to various appointments including (i) committee member of Singapore Turf Club; (ii) member of Appeal Advisory Panel under the Securities and Futures Act (Cap 289) / Financial Advisers Act (Cap 110) / Insurance Act (Cap 142); (iii) Board member of Casino Regulatory Authority of Singapore Board; and (iv) member of Securities Industry Council.

Mr Chang graduated from the University of Singapore with a Bachelor of Law (Honours) degree.

**Present directorships in other listed companies**

Nil

**Present principal commitments**

Chang See Hiang & Partners

**Past directorships in other listed companies held over the preceding 5 years**

Parkway Pantai Limited  
Yeo Hiap Seng Limited  
Jardine Cycle & Carriage Limited  
IHH Healthcare Berhad

**Past principal commitments held over the preceding 5 years**

Nil

8

**WONG SU YEN***Independent Director*

Ms Wong Su Yen was appointed to the Board on 15 May 2019 and would be subject to re-election as a Director at the forthcoming Annual General Meeting. She brings over 20 years of experience in driving business strategy, strategic talent development, organisational transformation, operations re-design and risk management. She is the Chairman of Nera Telecommunications Ltd and also serves on the board of Yoma Strategic Holdings Ltd.

Ms Wong is the Founder and Chief Executive Officer ("CEO") of Bronze Phoenix Pte Ltd and was previously the CEO of the Human Capital Leadership Institute. Prior to that, she was Chairman (Singapore) for Marsh & McLennan Companies and the Managing Director, Southeast Asia at Mercer. Before joining Mercer, she held various roles in leading strategy consulting firm, Oliver Wyman, and was the Asia Managing Partner for the Communications, Information and Entertainment practice.

Ms Wong holds a Bachelor of Arts (summa cum laude) in Music and Computer Science from Linfield College and a Master of Business Administration from the University of North Carolina at Chapel Hill.

**Present directorships in other listed companies**

Yoma Strategic Holdings Ltd.  
Nera Telecommunications Ltd

**Present principal commitments**

Bronze Phoenix Pte Ltd

**Past directorships in other listed companies held over the preceding 5 years**

Nil

**Past principal commitments held over the preceding 5 years**

Human Capital Leadership Institute  
Marsh & McLennan Companies, Inc.

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**PETER HO KOK WAI***Independent Director*

Mr Peter Ho Kok Wai was appointed to the Board on 1 November 2019 and would be subject to re-election as a Director at the forthcoming Annual General Meeting. He forged his early career with Everett Pinto & Co., a central London firm of Chartered Accountants and qualified as a Chartered Accountant in 1984. Subsequently, in 1987, Mr Peter Ho joined KPMG Kuala Lumpur where he progressed to Head of Department in 1992. He was transferred to KPMG Ipoh in 1993 to head the branch and was admitted as Partner in 1995. He was transferred back to KPMG Kuala Lumpur in 2005, where he had, at various times, headed the Technical Committee, Audit Function and Marketing Department. Mr Ho has more than 35 years of auditing experience in a wide range of companies including public listed companies and multinationals, with particular emphasis in manufacturing, distribution, plantation and financial services. He retired as Audit Partner from KPMG Malaysia in December 2014 after 27 years with the firm.

Mr Ho is a Member of the Malaysian Institute of Accountants, Fellow of the Institute of Chartered Accountants in England and Wales and a Member of the Malaysian Institute of Certified Public Accountants.

**Present directorships in other listed companies**

Allianz Malaysia Berhad  
 Hong Leong Industries Berhad  
 Hong Leong Capital Berhad  
 Guocoland (Malaysia) Berhad  
 HPMT Holdings Berhad

**Present principal commitments**

Nil

**Past directorships in other listed companies held over the preceding 5 years**

Sapura Resources Berhad  
 Malaysia Smelting Corporation Berhad

**Past principal commitments held over the preceding 5 years**

Nil



# CORPORATE INFORMATION

## BOARD OF DIRECTORS

**Lim Ming Seong**  
*Chairman and  
Independent Director*

**Ciliandra Fangiono**  
*Executive Director and  
Chief Executive Officer*

**Fang Zhixiang**  
*Executive Director and  
Deputy Chief Executive Officer*

**Teng Cheong Kwee**  
*Independent Director*

**Ong Beng Kee**  
*Independent Director*

**Chang See Hiang**  
*Independent Director*

**Wong Su Yen**  
*Independent Director*

**Peter Ho Kok Wai**  
*Independent Director*

**Tan Seow Kheng**  
*Non-Executive  
Non-Independent Director*

## AUDIT COMMITTEE

**Teng Cheong Kwee**  
*(Chairman)*

**Ong Beng Kee**  
**Chang See Hiang**  
**Peter Ho Kok Wai**  
**Tan Seow Kheng**

## REMUNERATION COMMITTEE

**Wong Su Yen**  
*(Chairman)*

**Lim Ming Seong**  
**Teng Cheong Kwee**

## NOMINATING COMMITTEE

**Lim Ming Seong**  
*(Chairman)*

**Ciliandra Fangiono**  
**Chang See Hiang**

## COMPANY SECRETARY

**Tan Lay Hong**

## AUDITOR

**Ernst & Young LLP**  
One Raffles Quay  
North Tower, Level 18  
Singapore 048583

Partner-In-Charge: **Philip Ling Soon Hwa**  
*(Appointed since financial year  
ended 31 December 2017)*

## SHARE REGISTRAR

**Boardroom Corporate &  
Advisory Services Pte. Ltd.**  
50 Raffles Place  
#32-01, Singapore Land Tower  
Singapore 048623

**Tel: (+65) 6536 5355**  
**Fax: (+65) 6536 1360**



## COMPANY REGISTRATION NUMBER

**200415931M**

## PLACE & DATE OF INCORPORATION

**Singapore, 9 December 2004**

## REGISTERED ADDRESS

8 Temasek Boulevard  
#36-02, Suntec Tower Three  
Singapore 038988

**Tel: (+65) 6602 0200**  
**Fax: (+65) 6333 6711**

## STOCK EXCHANGE LISTING

**Singapore Exchange Securities  
Trading Limited**



# CORPORATE GOVERNANCE

First Resources Limited (the “Company”) is committed to maintaining high standards of corporate governance through transparency and effective disclosures.

This report sets out the Company’s corporate governance practices for the financial year ended 31 December 2019, with specific reference to the Code of Corporate Governance 2018 issued by the Monetary Authority of Singapore (the “MAS”) on 6 August 2018 (the “2018 CG Code”). The Board is pleased to inform that the Company is substantially in compliance with the principles and provisions of the 2018 CG Code and reasons for any deviation are explained below.

## BOARD MATTERS

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

The Board sets the strategic direction of the Company and its subsidiaries (the “Group”) and is primarily responsible for the protection and enhancement of long-term shareholder value and returns. The Board also sets the tone for the Group in respect of ethics, values and organisational culture. The Board, supported by Management, establishes and maintains a sound risk management framework to effectively monitor and manage key risks and ensures necessary resources are in place to meet the Group’s strategic objectives. It also oversees Management to ensure transparency and accountability to key stakeholder groups.

#### Board Approval

In addition to its statutory responsibilities, matters which specifically require the Board’s approval are:

- (a) appointments/re-appointments of the Board of Directors, taking into consideration succession planning;
- (b) remuneration packages of the Executive Directors, Chief Executive Officer (“CEO”) and Key Management Personnel (“KMP”);
- (c) corporate strategies and business plans;
- (d) annual budgets, major funding proposals and investment or divestment plans;
- (e) material acquisition and disposal of assets;
- (f) the Group’s financial results announcements;
- (g) adequacy of internal controls, risk management, financial reporting and compliance;
- (h) the assumption of corporate governance responsibilities;
- (i) shares issuances, dividends and any other returns to shareholders; and
- (j) matters involving a conflict of interest for the Directors and substantial shareholders.

The Board has delegated to Management the authority to approve transactions in the ordinary course of business within a set of approval matrix. Transactions falling outside this set of approval matrix would then be approved by the Board.

# CORPORATE GOVERNANCE

## Board and Board Committees

The Board discharges its responsibilities either directly or indirectly through various committees comprising members of the Board. The Board has established three committees: (i) Audit Committee (“AC”); (ii) Nominating Committee (“NC”); and (iii) Remuneration Committee (“RC”). The duties, authorities and accountabilities of each Board Committee are set out in their respective terms of reference. The various Board Committees report their activities regularly to the Board. The effectiveness of each Board Committee is also constantly monitored to ensure their continued relevance. Further information on the roles and responsibilities of the AC, NC and RC are provided in this Corporate Governance Report.

As at the date of this report, the Board and the various Board Committees comprise the following members:

Name	Board	Audit Committee	Nominating Committee	Remuneration Committee
	Chairman and			
Lim Ming Seong	Independent Director	–	Chairman	Member
Ciliandra Fangiono	Executive Director	–	Member	–
Fang Zhixiang	Executive Director	–	–	–
Teng Cheong Kwee	Independent Director	Chairman	–	Member
Ong Beng Kee	Independent Director	Member	–	–
Chang See Hiang <sup>(1)</sup>	Independent Director	Member	Member	–
Wong Su Yen <sup>(2)</sup>	Independent Director	–	–	Chairman
Peter Ho Kok Wai <sup>(3)</sup>	Independent Director	Member	–	–
	Non-Executive			
Tan Seow Kheng	Non-Independent Director	Member	–	–

### Notes:

<sup>(1)</sup> Mr Chang See Hiang was appointed as an Independent Director and a member of the AC and NC on 1 March 2019.

<sup>(2)</sup> Ms Wong Su Yen was appointed as an Independent Director and Chairman of the RC on 15 May 2019.

<sup>(3)</sup> Mr Peter Ho Kok Wai was appointed as an Independent Director and a member of the AC on 1 November 2019.

## Board Meetings

The Board conducts regular scheduled meetings on a quarterly basis. Such meetings are typically scheduled before the start of each year in consultation with the Directors. Ad-hoc meetings may also be convened as and when warranted by matters requiring the Board’s attention. If necessary, Board meetings may be conducted by way of telephone or video conferencing as permitted under the Company’s Constitution. Time is set aside, after each scheduled Board meeting, for discussion amongst the Non-Executive Directors (including Independent Directors) without the presence of Management.

In addition to the formal Board meetings, the Board also organises Board strategy meetings periodically for in-depth discussions on strategic issues and direction of the Group, wherein due consideration is also given to key material environmental, social and governance factors identified for the Group. Such Board strategy meetings, which may be held off-site, include presentations by key executives on the Group’s key business focus and growth plans going forward, as well as strategic issues relating to specific business areas. From time to time, the Company also organises site visits for the Directors to better apprise them of the Group’s business. Such visits also provide the Non-Executive Directors with an opportunity to interact and engage with the key executives of the Group.

In January 2020, the Board held an off-site strategy planning meeting to discuss, inter alia, the Group’s strategy and growth plans. During this off-site meeting, the Board also took the opportunity to visit the Group’s plantations located in East Kalimantan, Indonesia and interact with some of the key executives.

# CORPORATE GOVERNANCE

The Directors' attendance at Board, Board Committee and general meetings during the financial year ended 31 December 2019 is set out as follows:

Name	Board Meeting		Audit Committee Meeting		Nominating Committee Meeting		Remuneration Committee Meeting		General Meeting	
	Number of Meetings									
	Held	Attended	Held	Attended	Held	Attended	Held	Attended	Held	Attended
Lim Ming Seong	4	4	–	–	2	2	1	1	1	1
Ciliandra Fangiono	4	4	–	–	2	2	–	–	1	1
Fang Zhixiang	4	4	–	–	–	–	–	–	1	1
Teng Cheong Kwee	4	4	4	4	–	–	1	1	1	1
Ong Beng Kee	4	3	4	3	–	–	–	–	1	1
Chang See Hiang <sup>(1)</sup>	4	3	4	3	2	1	–	–	1	1
Wong Su Yen <sup>(2)</sup>	4	2	–	–	–	–	1	–	1	–
Peter Ho Kok Wai <sup>(3)</sup>	4	1	4	1	–	–	–	–	1	–
Tan Seow Kheng	4	4	4	4	–	–	–	–	1	1
Ng Shin Ein <sup>(4)</sup>	4	1	–	–	2	1	1	1	1	1

**Notes:**

<sup>(1)</sup> Mr Chang See Hiang was appointed as an Independent Director and a member of the AC and NC on 1 March 2019.

<sup>(2)</sup> Ms Wong Su Yen was appointed as an Independent Director and Chairman of the RC on 15 May 2019.

<sup>(3)</sup> Mr Peter Ho Kok Wai was appointed as an Independent Director and a member of the AC on 1 November 2019.

<sup>(4)</sup> Ms Ng Shin Ein retired as an Independent Director at the Annual General Meeting held on 29 April 2019.

## Directors' Induction, Training and Development

A formal letter of appointment, which sets out the Director's duties and obligations, is provided to each Director upon appointment. Orientation programmes such as briefings by Management and site visits are also organised for newly appointed Directors. Most recently, plantation visits were arranged to coincide with the off-site strategy meeting in January 2020 so that the newly appointed Directors had the opportunity to apprise themselves of the Group's operations and engage with the local management team.

For newly appointed Directors who do not have prior experience as a director of a public listed company in Singapore, they will also attend the mandatory training courses organised by the Singapore Institute of Directors ("SID"). Where appropriate, Directors may also attend training courses conducted by other training institutions in areas such as accounting, legal or industry-specific knowledge, in connection with their duties. Mr Peter Ho Kok Wai, who was appointed on 1 November 2019, has prior experience as a director of public listed companies in Malaysia and has voluntarily requested to attend the training on one of the core modules – "Listed Entity Director Essentials" under the mandatory training modules to be conducted by the SID. Both Mr Chiang See Hiang and Ms Wong Su Yen, who were also appointed during the financial year, have prior experience as directors of public listed companies in Singapore.

During the financial year:

- (a) The external auditor, Ernst & Young LLP, regularly briefs the AC members on changes in accounting standards that affects the Group;

# CORPORATE GOVERNANCE

- (b) The CEO regularly updates the Board on the business activities and strategies of the Group during Board meetings. Such updates would also include any significant developments and matters relating to environmental, social or other sustainability issues and risks affecting the Group; and
- (c) The Board was updated on the revisions to the Code of Corporate Governance and the related changes to the SGX-ST Listing Rules.

More recently, the Board was also briefed on the changes to the Quarterly Reporting Framework and Enhancements to Continuous Disclosures introduced by SGX-ST after the year-end.

The Directors may also attend other appropriate courses and seminars at the Company's expense. These include programmes conducted by the SID, of which the Company is a corporate member.

## Access to Information

Management has an on-going obligation to supply the Board with complete, adequate information in a timely manner. The Board is informed of all material events and transactions as and when they occur. The information that is provided by Management to the Board includes background or explanatory information relating to matters to be brought before the Board, budgets, forecasts and financial statements. In respect of budgets, any material variances between the projections and actual results are also disclosed and explained. In addition, the Board has separate and independent access to the Company's Management at all times. Requests for information from the Board are dealt with promptly by Management.

As a general rule, Board papers are sent to Board members at least five working days before the Board meeting to afford the Directors sufficient time to review the Board papers prior to the meetings. For matters which require the Board's decision outside such meetings, Board papers will be circulated for the Board's consideration, with discussions and clarifications taking place between members of the Board and Management directly, before approval is granted.

Directors have separate and independent access to the Company Secretary. The Company Secretary or her nominee attends all Board and Board Committee meetings and is responsible for ensuring that established procedures and all relevant statutes and regulations that are applicable to the Company are complied with. The Company Secretary assists the Chairman of the Board and the Chairman of each of the Board Committees and Management in the development of agendas for the various Board and Board Committee meetings. The appointment and removal of the Company Secretary are subject to the Board's approval.

Should Directors, whether as a group or individually, need independent professional advice to fulfil their duties, such advice may be obtained from external advisers and the cost of which will be borne by the Company.

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

The Board comprises nine Directors of whom six are Independent Directors. Accordingly, majority of the Board is made up of Independent Directors. In relation to gender diversity, one out of the nine Directors is a female. There were no alternate Directors appointed during the year.



# CORPORATE GOVERNANCE

## Board Independence

The NC has assessed the independence of the Board members and took into consideration the relevant provisions of the 2018 CG Code and SGX-ST Listing Rule 210(5)(d)(i) and (ii). For Independent Directors who had served for more than nine years from the date of their first appointment, namely Mr Lim Ming Seong, Mr Teng Cheong Kwee and Mr Ong Beng Kee, the NC has reviewed their independence rigorously. These three Independent Directors have continuously demonstrated independence in character and judgement in the discharge of their responsibilities as the Directors of the Company. The Board has also observed their participation and deliberations at Board meetings and other occasions and has no reason to doubt their ability to exercise independent judgement in the interest of the Company. Given their combined strength of objectivity, wealth of working experience and professionalism in carrying out their duties, the Board acknowledges and recognises the benefits of the experience and stability brought by these long-serving Independent Directors.

The Board, through the NC, has assessed the independence of each of the Directors for the financial year under review. Based on the declarations of independence provided by the Directors and taking into account the guidance under Provision 2.1 of the 2018 CG Code, Mr Tan Seow Kheng was determined as non-independent. Mr Tan Seow Kheng is considered non-independent as he is a candidate recommended by Infinite Capital Fund Limited (“Infinite Capital”), a substantial shareholder of the Company. The Board also took into consideration (1) Mr Tan Seow Kheng’s past and present employment with Infinite Capital’s affiliates; and that (2) Infinite Capital’s affiliates have palm oil business and operate in the same industry as the Group. As Chief Executive Officer and Deputy Chief Executive Officer of the Company, both Mr Ciliandra Fangiono and Mr Fang Zhixiang are also considered non-independent by virtue of their employment with the Company. Mr Lim Ming Seong, Mr Teng Cheong Kwee, Mr Ong Beng Kee, Mr Chang See Hiang, Ms Wong Su Yen and Mr Peter Ho Kok Wai are deemed independent. Each member of the NC and the Board has recused himself or herself from the NC’s and the Board’s deliberations respectively on his or her own independence.

## Board Diversity

The Board has put in place a Board Diversity Policy which sets out the approach in determining the optimal composition of the Board to avoid groupthink and foster constructive debate. All Board appointments are made based on merit, in the context of the skills, experience, gender, independence and knowledge which the Board as a whole requires to be effective. The Board will continue to review its composition and size periodically, taking into account the need for progressive renewal of the Board and ensuring that objectives as set out in the Board Diversity Policy are met.

A review of the size and composition of the Board (and Board Committees) was also undertaken by the Company at year-end to ensure alignment with the needs of the Group and the objectives set out in the Board Diversity Policy. The Board, taking into consideration the views of the NC, is satisfied that the current size and composition of the Board (and Board Committees) meets the criteria in the Board Diversity Policy and possesses the necessary competencies, expertise and knowledge to lead the Group effectively.

## Board Guidance

The Non-Executive and Independent Directors contribute to the board process by monitoring and reviewing Management’s performance. For the financial year under review, the Non-Executive and Independent Directors have constructively challenged Management’s proposals and decisions and reviewed Management’s performance. They have unrestricted access to Management for any information that they may require to discharge their oversight function effectively. As Non-Executive and Independent Directors constitute a majority of the Board, objectivity on such deliberations is assured.

# CORPORATE GOVERNANCE

## Meeting of Directors without Management

The Non-Executive Directors (including Independent Directors) would meet without the presence of Management or Executive Directors at each Board meeting. The Chairman of the Board, who is also a Non-Executive Director, would provide feedback to the CEO on any concerns or feedback raised by the Non-Executive Directors during such meetings.

### **Principle 3: Chairman and Chief Executive Officer**

The Company has a separate Chairman and CEO to ensure that there is an appropriate balance of power, increased accountability and greater capacity of the Board for independent decision making. During the financial year under review, the Board has set out in writing the division of roles and responsibilities of the Chairman and CEO.

The Chairman of the Company is Mr Lim Ming Seong. Mr Lim, who is a Non-Executive Director, is not related to the CEO. As the Chairman, he bears primary responsibility for leading the Board to ensure its effectiveness on all aspects of its role including setting the agenda for Board meetings with input from Management. The Chairman also exercises control over the quality, quantity and timeliness of information flow between the Board and Management to encourage constructive relations within the Board and between the Board and Management. To promote a culture of openness and debate at the Board, he ensures that adequate time is available for discussion of all agenda items, in particular, strategic issues, and also facilitates the effective contribution of the Non-Executive Directors. At the Annual General Meeting (“AGM”) and other shareholder meetings, he plays a pivotal role in fostering constructive dialogue between shareholders, the Board and Management. The Chairman also promotes high standards of corporate governance for the Company, with the support of the Board, Company Secretary and Management.

The CEO, Mr Ciliandra Fangiono, drives the business strategies of the Company as set by the Board and manages the day-to-day business operations together with the other executive officers of the Company.

Given that the roles of the Chairman and CEO are separate and the Chairman is independent, no lead independent director is required to be appointed.

### **Principle 4: Board Membership**

As at the date of this report, the NC comprises Mr Lim Ming Seong as Chairman, Mr Ciliandra Fangiono and Mr Chang See Hiang as members. The majority of the NC, including the Chairman, is independent. The NC met twice during the financial year under review.

The NC is guided by its terms of reference which sets out its responsibilities and has been updated to be in line with the 2018 CG Code. These include:

- (a) reviewing the structure, size and composition of the Board and Board Committees;
- (b) identifying candidates and reviewing all nominations for the appointment or re-appointment of the Directors and CEO, and determining the selection criteria;
- (c) reviewing succession plans for the Chairman, Directors, CEO and KMP;
- (d) evaluating the performance of the Board, its Board Committee and each individual Director and proposing objective performance criteria for Board’s approval;

# CORPORATE GOVERNANCE

- (e) reviewing annually if a Director is independent pursuant to the guidelines set forth in the 2018 CG Code and SGX-ST Listing Rules;
- (f) evaluating if a Director is able to and has been adequately carrying out his or her duties as a Director when the Director concerned holds multiple board representations; and
- (g) reviewing training and professional development programmes for the Board.

## Continuous Board Renewal and Succession Planning

The Company has started the progressive renewal of the Board since 2018 to replace some of the Directors who had served on the Board for more than nine years, taking into consideration board diversity in these appointments. During the financial year under review, the following Directors were appointed:

- Mr Chang See Hiang with legal background was appointed on 1 March 2019;
- Ms Wong Su Yen with expertise in executive remuneration was appointed on 15 May 2019; and
- Mr Peter Ho Kok Wai with accounting and audit background was appointed on 1 November 2019.

When considering these new appointments, the Board, through the NC, has considered core competencies such as legal, accounting, business acumen, executive remuneration expertise, familiarity with regulatory requirements and knowledge of risk management audit and internal controls. Gender diversity was also taken into account when reviewing the composition of the Board.

All Directors, including the CEO, are required to submit themselves for re-election at regular intervals and at least once every three years. In recommending a Director for re-election to the Board, the NC will consider, amongst other things, the individual's competencies, commitment and contribution to the Board. After assessing the performance of the retiring Directors, the NC has recommended the re-election of (i) Mr Lim Ming Seong, Mr Tan Seow Kheng and Mr Fang Zhixiang who are retiring pursuant to Regulation 103 of the Company's Constitution; and (ii) Ms Wong Su Yen and Mr Peter Ho Kok Wai pursuant to Regulation 109 of the Company's Constitution at the forthcoming AGM. The Board has accepted these recommendations.

The NC will seek to refresh the Board membership progressively and in an orderly manner, for long-term continuity and stability.

## Nomination and Selection of Directors

The NC is responsible for identifying candidates and reviewing all nominations for the appointment and re-appointment of Directors and Board committee members. When the need for a new Director arises, either to replace a retiring Director or to enhance the Board's strength, the NC will source for new candidates with the desired competencies. External help may be engaged to source for potential candidates if considered necessary. Where required, the NC may also tap on its networking contacts to assist with identifying and shortlisting of candidates. Directors and Management may also make recommendations. The NC will meet shortlisted candidates for an interview before making its recommendation to the Board for consideration and approval.

# CORPORATE GOVERNANCE

When reviewing a nomination for a proposed Board appointment, the NC will consider the following criteria:

- (a) a determination of the candidate's independence;
- (b) the qualifications and expertise required or expected of a new Board member taking into account the current size, structure, composition and diversity of gender, skills and competencies of the Board;
- (c) whether the candidate would have adequate time to discharge its duties having regard to his other board appointments and principal commitments; and
- (d) prescribed factors under the Board Diversity Policy.

## Review of Directors' Independence

The NC conducts an annual review of each Director's independence and takes into consideration the relevant provisions in the 2018 CG Code and SGX-ST Listing Rules. The NC has ascertained that, save for Mr Ciliandra Fangiono, Mr Fang Zhixiang and Mr Tan Seow Kheng, all Directors are considered independent according to these criteria. Directors must also immediately report any changes in their external appointments which may affect their independence.

## Directors' Time Commitment

The NC has assessed that although some Directors have other board representations, they have devoted sufficient time and attention to their role as Directors and to the affairs of the Group. The NC believes that setting a maximum number of listed company board representations would not be meaningful as the contributions of the Directors should be best assessed through qualitative factors such as their attendance and time commitment to the affairs of the Company. The NC would continue to review from time to time the board representations and other principal commitments of each Director to ensure that the Directors continue to meet the demands of the Group and are able to discharge their duties adequately. The Board and NC are satisfied that all Directors have discharged their duties adequately for the financial year ended 31 December 2019.

## Key Information on Directors

Profiles and key information of individual Directors, including their directorships in other listed companies and principal commitments, both present and those held over the preceding five years, are disclosed under the "Board of Directors" section of this Annual Report. In addition, additional information on Directors seeking re-election is also included within the Notice of AGM.



# CORPORATE GOVERNANCE

## Principle 5: Board Performance

### Board Evaluation

The NC undertakes a process to assess the effectiveness of the Board and its Board Committees. Directors are requested to complete Board and Board Committee Evaluation Questionnaires to assess the overall effectiveness of the Board and Board Committees. To ensure confidentiality, the Company Secretary compiles the Directors' responses to the Board Evaluation Questionnaires on a collective basis and presents the results to the NC. The results of the evaluation exercise are considered by the NC which then makes recommendations to the Board aimed at helping the Board and Board Committees to discharge their duties more effectively. The Board Chairman, who is also the Chairman of the NC, will act on the results of the performance evaluation and in consultation with the NC propose, where appropriate, new members to be appointed to the Board or seek the resignation of existing members. The evaluation for the financial year ended 31 December 2019 confirmed that the Board and its Board Committees were generally functioning effectively during the year.

### Board Performance Criteria

The NC had extracted salient recommendations from the 2018 CG Code and incorporated these recommendations into the Board and Board Committee Evaluation Questionnaires. The performance of the Board was reviewed as a whole, focusing on factors such as board composition, board conduct of affairs, internal controls and risk management, board accountability, communication with top management and standards of conduct. The NC also considered whether the Directors have reasonable understanding of the Group's business and the industry as well as the Directors' working relationship with the other members of the Board. These performance criteria shall not change from year to year, and where circumstances deem it necessary for any of the criteria to be changed, the NC and the Board shall justify its decision for the change.

### Individual Director Evaluation

Individual Director self-assessment is also conducted to provide performance feedback which can help individuals to evaluate their own skills and performance as Directors. The Board is cognizant that individual Director evaluations are an important complement to the evaluation of the Board's overall performance. The results of the individual Director self-assessment are compiled by the Company Secretary and discussed by the NC.

The assessment of the CEO's performance is undertaken by the Board and the results are reviewed by the NC and Board. Feedback is provided to the CEO by the NC Chairman who will also report the same to the Board.

## REMUNERATION MATTERS

### Principle 6: Procedures for Developing Remuneration Policies

As at the date of this report, the RC comprises Ms Wong Su Yen as Chairman, Mr Teng Cheong Kwee and Mr Lim Ming Seong as members. All three members are Independent Directors. The Board considers that Ms Wong Su Yen, who has many years of experience in senior management positions and on various boards dealing with remuneration issues, is well qualified to chair the RC.

# CORPORATE GOVERNANCE

The RC is guided by its terms of reference that was revised during the financial year to be in line with the 2018 CG Code. These include:

- (a) recommending to the Board the fee framework for Non-Executive Directors;
- (b) recommending to the Board the framework of remuneration for Executive Directors and KMP (who are not Directors);
- (c) determining and setting specific remuneration packages (such as salaries, bonuses, long-term incentive awards and other incentive awards or benefits-in-kind) for each of the Executive Directors and KMP in accordance with the approved remuneration framework and ensuring that an appropriate proportion of their remuneration is structured so as to link rewards to corporate and individual performance;
- (d) approving the total bonus pool for distribution to employees for each year;
- (e) administering share plans that may be established from time to time for the Directors and KMP;
- (f) reviewing the remuneration packages of employees who are related to any Executive Directors, the CEO and substantial or controlling shareholders; and
- (g) reviewing the Company's obligations to ensure that contracts of service of the Executive Directors and KMP contain fair and reasonable termination clauses which are not overly generous.

The RC, when required, has access to expert advice both within and outside the Company, on remuneration of directors.

## Principle 7: Level and Mix of Remuneration

## Principle 8: Disclosure on Remuneration

### Non-Executive Directors' Remuneration

The fee structure for the Directors' fees is as follows:

- (a) A single base fee of S\$60,000 for serving as Non-Executive Director;
- (b) Additional fee of S\$20,000 for serving as Chairman of the Board of Directors; and
- (c) Additional fee for serving as Chairman/Member on the following Board Committees:

Type of Committee	Chairman's Fee	Member's Fee
Audit Committee	S\$15,000	S\$10,000
Nominating Committee	S\$10,000	S\$5,000
Remuneration Committee	S\$10,000	S\$5,000

# CORPORATE GOVERNANCE

In determining the quantum of Directors' fees, factors such as frequency of meetings, effort and time spent, responsibilities of Directors and the need to pay competitive fees to retain, attract and motivate the Directors, are taken into account. The Non-Executive Directors are not overcompensated to the extent that their independence is compromised. Directors' fees recommended by the Board for the financial year ended 31 December 2019 will be subject to the approval of shareholders at the forthcoming AGM. No Director is involved in deciding his or her own remuneration. The current remuneration framework for the Non-Executive Directors remains unchanged from that of the previous financial year ended 31 December 2018. The Director's fees are paid wholly in cash.

The following table shows the Directors' fees paid in the year ended 31 December 2019:

Name	Directors' Fees
Lim Ming Seong	S\$93,333
Teng Cheong Kwee	S\$80,000
Ong Beng Kee	S\$70,000
Tan Seow Kheng	S\$70,000
Ng Shin Ein <sup>(1)</sup>	S\$75,000
Hee Theng Fong <sup>(2)</sup>	S\$25,000
<b>Total</b>	<b>S\$413,333</b>

**Notes:**

- <sup>(1)</sup> The Director's fees paid to Ms Ng Shin Ein in the year ended 31 December 2019 was for her full year of service from 1 January to 31 December 2018. She resigned as an Independent Director with effect from 29 April 2019 and the fees for her service from 1 January to 28 April 2019 would be prorated accordingly and submitted to shareholders for approval at the forthcoming AGM.
- <sup>(2)</sup> The Director's fees paid to Mr Hee Theng Fong in the year ended 31 December 2019 was for his service from 1 January to 30 April 2018. He resigned as an Independent Director with effect from 1 May 2018.

## Executive Directors' and KMP's Remuneration

The CEO and Deputy CEO, both being Executive Directors, do not receive Directors' fees and are on service contracts which are subject to review by the RC and endorsed by the Board. Their contracts do not contain any onerous removal clauses.

The following table shows the remuneration of the Executive Directors (who are also the CEO and Deputy CEO) paid in the year ended 31 December 2019:

Name	Fixed Salary	Variable Bonus	Total Remuneration
Ciliandra Fangiono (CEO)	61%	39%	S\$1,407,000
Fang Zhixiang (Deputy CEO)	60%	40%	S\$1,127,000

# CORPORATE GOVERNANCE

In setting remuneration packages, the RC takes into consideration the prevailing market conditions as well as the relevant comparative remuneration and employment conditions within the industry. The remuneration package for the CEO, Deputy CEO and KMP consists of both fixed and variable components. The variable component in the form of bonus is determined based on the performance of the individual employee and the Group's performance in the relevant financial year. This is to align their interests with those of the shareholders and link rewards to corporate and individual performance. For the purpose of assessing the performance of the Executive Directors and KMP, key performance indicators comprising both quantitative and qualitative factors are set out at the beginning of each year and reviewed at the end of the financial year. The Company does not have any contractual provisions which allow it to reclaim incentive components of remuneration from Executive Directors and KMP as such provisions may have a negative impact on attracting and retaining talent in the Company. The remuneration of the CEO, Deputy CEO and KMP for the financial year ended 31 December 2019 was paid wholly in cash.

The following table shows the remuneration of the top five KMP (who are not Directors or the CEO of the Company) paid in the year ended 31 December 2019:

Name	Fixed Salary	Variable Bonus	Remuneration Band
Executive A	69%	31%	S\$500,000 – S\$750,000
Executive B	65%	35%	S\$250,000 – S\$500,000
Executive C	71%	29%	S\$250,000 – S\$500,000
Executive D	65%	35%	S\$250,000 – S\$500,000
Executive E	69%	31%	S\$250,000 – S\$500,000

The total remuneration of the top five KMP (who are not Directors or the CEO of the Company) paid in the year ended 31 December 2019 amounted to S\$1,964,000.

The Company believes that it may not be in the best interest of the Company to disclose the remuneration of KMP on an individually named basis as recommended by the 2018 CG Code, as such disclosure may affect its ability to motivate, retain and nurture employees. In view of the competitive environment and limited talent pool in the industry that the Group operates in, the Company is of the opinion that such disclosure should be on a no-name basis. Other than this, the Company has complied with the rest of the disclosure requirements under Provision 8.1 of the 2018 CG Code.

There were no termination, retirement and post-employment benefits paid to Directors and the top five KMP in the year ended 31 December 2019.

During the financial year under review, the Company did not have any long-term incentive scheme involving the offer of shares or grant of options.

## Remuneration of Employees who are Immediate Family Members of a Director or the CEO

The 2018 CG Code stipulates disclosure of the remuneration of employees who are immediate family members of a Director or the CEO, and whose remuneration exceeds S\$100,000 during the year. Mr Ciliandra Fangiono and Mr Fang Zhixiang are brothers and their remuneration is set out in the Executive Directors' remuneration table above.



# CORPORATE GOVERNANCE

## ACCOUNTABILITY AND AUDIT

### Principle 9: Risk Management and Internal Controls

#### Risk Management

The Board is responsible for governing risks and ensuring that Management maintains a sound system of risk management and internal controls to safeguard shareholders' interests and the Company's assets. This includes determining the nature and extent of the significant risks which the Company is willing to undertake in achieving its strategic objectives. Assisted by the AC, the Board reviews the adequacy of the Group's risk management process to ensure that robust risk management and internal control systems are in place to manage risks in a way that is aligned with the Group's risk tolerance. The Company has put in place a Group Risk Management Framework to enhance its risk management process. The Framework lays out the processes for the identification of key risks within the business and assessment of the operating effectiveness of the Company's internal controls and also outlines the Group's risk tolerance levels. As part of the Framework, the Company maintains a risk register which identifies the key risks of the Group as well as the corresponding internal controls and action plans in place to manage or mitigate those risks. These include financial, operational, compliance and information technology risks, as well as sustainability risks relating to material environmental and social issues identified for the Group. The risk register is maintained and reviewed by Management on a regular basis taking into account changes in market conditions and the Group's activities. The overall findings and recommendations from the risk assessment exercise are reported to the AC annually.

The Company has identified and reviewed its key risks to assess the adequacy and effectiveness of the Company's risk management and internal control systems, specifically on financial, operational, compliance and information technology risks. As part of the risk management process, material sustainability issues and concerns relating to environmental and social factors are also taken into consideration in the identification of key operational risks for the Group. Apart from the Group's risk management process, key business risks are thoroughly assessed by Management and each significant transaction is comprehensively analysed so that Management understands the risks involved before the transaction is embarked on. The Board, through the AC, will continuously identify, review and monitor the key risks, control measures and management actions as part of the risk management process, which also incorporates sustainability risk management.

Some of these risks are discussed in Note 43 "Financial Risk Management Objectives and Policies" in the Financial Statements of this Annual Report.

#### Internal Controls

The Company's internal auditors conduct independent reviews of the adequacy and effectiveness of the Company's internal controls, including financial, operational, compliance and information technology controls addressing the key risks identified in the overall risk management framework of the Group. Any material non-compliance or failures in internal controls and recommendations for improvements are reported to the AC. The AC also reviews the effectiveness of the actions taken by Management on the recommendations made by the internal auditors in this respect.

In the course of the statutory audit, the Company's external auditors will highlight any material internal control weaknesses which have come to their attention in the course of carrying out their audit procedures, which are designed primarily to enable them to express their opinion on the financial statements. Such material internal control weaknesses noted during their audit, and recommendations, if any, by the external auditors are reported to the AC.

The Board has received assurance from the CEO and Vice President of Finance that the financial records have been properly maintained and the financial statements for the year ended 31 December 2019 give a true and fair view of the Company's operations and finances.

# CORPORATE GOVERNANCE

The Board has also received assurance from the CEO and other KMP that the risk management system and internal controls (including financial, operational, compliance and information technology controls) of the Company were adequate and effective as at 31 December 2019.

Based on the internal controls established and maintained by the Company, work performed by the internal and external auditors and reviews performed by Management, as well as the assurances set out above, the Board, with the concurrence of the AC, is of the view that the Company's system of risk management and internal controls (including financial, operational, compliance and information technology controls) were adequate and effective as at 31 December 2019 to address risks which the Company considers relevant and material to its operations.

The system of risk management and internal controls provides reasonable, but not absolute, assurance that the Company will not be adversely affected by any event that could be reasonably foreseen as it strives to achieve its business objectives. However, the Board also notes that no system of risk management and internal controls could provide absolute assurance in this regard, or absolute assurance against the occurrence of material errors, poor judgment in decision making, human error, losses, fraud or other irregularities.

## **Principle 10: Audit Committee**

As at the date of this report, the AC comprises Mr Teng Cheong Kwee as Chairman, Mr Ong Beng Kee, Mr Tan Seow Kheng, Mr Chang See Hiang and Mr Peter Ho Kok Wai as members, the majority of whom, including the Chairman, are independent. The Audit Committee met four times during the financial year under review.

The majority of the AC, including the Chairman, has accounting or related financial management expertise or experience. The Board is of the view that the members of the AC are appropriately qualified to discharge their responsibilities. None of the AC members were previous partners or directors of the Company's external auditor, Ernst & Young LLP, within the last 12 months or hold any financial interest in the external auditor.

The AC is guided by its terms of reference which sets out its responsibilities and are in line with the 2018 CG Code. These include:

- assisting the Board of Directors in the discharge of its responsibilities on financial and accounting matters;
- reviewing the audit plans, scope of work, results and quality of audits carried out by the external and internal auditors;
- reviewing the co-operation given by Management to the external and internal auditors;
- reviewing significant financial reporting issues and judgements relating to financial statements for each financial year and the auditor's report before submission to the Board of Directors for approval;
- reviewing the integrity of any financial information presented to shareholders;

# CORPORATE GOVERNANCE

- reviewing the risk management framework and providing oversight of the risk management processes and activities to mitigate and manage risks at acceptable levels determined by the Board of Directors;
- reviewing the assurances provided by Management on the financial records and financial statements and regarding the adequacy and effectiveness of the Company's risk management system and internal controls;
- reviewing the adequacy and effectiveness of the Company's system of risk management and internal controls (including financial, operational, compliance and information technology controls) via reviews carried out by the internal auditors, and taking into consideration the external auditors' findings arising from their annual audit;
- reviewing the nature and extent of non-audit services provided by the external auditors yearly to determine their independence;
- recommending to the Board of Directors the appointment and re-appointment of the external auditors and approving their compensation and terms of engagement;
- meeting with the external and internal auditors without the presence of the Company's Management annually;
- reviewing the adequacy, effectiveness and independence of the internal audit function;
- reviewing the appointment, remuneration and resignation of the Head of Internal Audit;
- reviewing interested person transactions;
- reviewing potential conflicts of interest, if any; and
- investigating any matter within its terms of reference.

During the financial year, the AC has carried out the above duties as provided in their terms of reference.

Apart from the duties listed above, the AC shall commission and review the findings of internal investigations into matters where there is any suspected fraud or irregularity, or failure of internal controls or infringement of any law, rule or regulation which has or is likely to have a material impact on the Company's results of operations and/or financial position. Each member of the AC shall abstain from voting on any resolution in respect of matters in which he is interested.

The AC keeps abreast of the changes to accounting standards and issues that may have a direct impact on the financial statements by referring to the best practices and guidance in the Guidebook for Audit Committee in Singapore and the reports issued from time to time in relation to the Financial Reporting Surveillance Programme administered by the Accounting and Corporate Regulatory Authority. During the year under review, the AC was also briefed on the changes in accounting standards that would impact the Group's consolidated financial statements by the external auditors at the Audit Committee meetings.

# CORPORATE GOVERNANCE

In the review of the financial statements, the AC has considered and reviewed the significant financial reporting issues and judgements relating to financial statements. The following significant matters impacting the financial statements were discussed with Management and the external auditors and were reviewed by the AC:

Significant matters	How the AC reviewed these matters and what decisions were made
Goodwill Impairment	<p>The AC considered the approach and methodology applied in performing the annual goodwill impairment assessment. It reviewed the key assumptions used in the discounted cash flow model such as pre-tax discount rate, projected crude palm oil price and terminal growth rate.</p> <p>Goodwill impairment was also an area of focus for the external auditor, who has included this item as a key audit matter in its audit report for the financial year ended 31 December 2019.</p>
Recoverability of Deferred Tax Assets	<p>The AC considered the appropriateness of the accounting treatment in relation to the recognition of deferred tax assets, which took into consideration forecast of future profitability in determining recoverability of the deferred tax assets through taxable income in future years.</p> <p>Deferred tax assets was also an area of focus for the external auditor, who has included this item as a key audit matter in its audit report for the financial year ended 31 December 2019.</p>

Following the review, the AC recommended to the Board to approve the financial statements for the financial year ended 31 December 2019.

The AC has full access to and co-operation of Management. The AC also has full discretion to invite any Director or executive officer to attend its meetings and have been given adequate resources to discharge its functions. During the year, the AC met with the external and internal auditors without the presence of Management.

The AC has undertaken a review of the nature and extent of all non-audit services provided by the external auditors during the financial year and is satisfied that such services have not, in the AC's opinion, compromised the independence of the external auditors. The aggregate amount and breakdown of the audit and non-audit fees paid/payable to the external auditors is found in Note 7 "General and Administrative Expenses" in the Financial Statements of this Annual Report. The external auditors have also affirmed their independence in their report to the AC. Accordingly, the AC has recommended the re-appointment of the external auditors at the AGM of the Company.

The Company is in compliance with the requirements under SGX-ST Listing Manual Rules 712 and 715(1) on the appointment of the same auditing firm in Singapore to audit its accounts and the accounts of its Singapore incorporated subsidiaries and significant associated companies and Rule 715(2) of the SGX-ST Listing Manual on the appointment of a suitable auditing firm for its significant foreign incorporated subsidiaries and associated companies.



# CORPORATE GOVERNANCE

The Company has put in place a whistle-blowing policy, endorsed by the AC, which provides for a mechanism by which employees and any other persons may, in confidence, raise concerns about possible unethical conduct and improprieties in financial reporting or other matters. The objective of this policy is to encourage the reporting of such matters in good faith, with the confidence that employees and other persons making such reports will be treated fairly and, to the extent possible, protected from reprisal. All information received is treated with confidentiality and anonymous reporting is accepted for protecting the identity and interest of all whistle-blowers.

The Company does not tolerate nor condone any actions taken against any employee in retaliation for raising a compliance or integrity issue, and may institute disciplinary action against any party found to have taken such retaliatory action against whistle-blowers.

All whistle-blowing reports are received by the Internal Audit function on behalf of the AC. The Internal Audit function will conduct an initial review of the reports received and recommend for remedial, disciplinary or other corrective actions to be taken by the Company. A summary of the investigations conducted is reported to the AC for its attention on a quarterly basis. Whistle-blowing matters, where substantiated and material, are reported to the AC immediately.

The AC ensures that independent investigations and appropriate follow-up actions are carried out, where applicable. Details of the Group's whistle-blowing policy, including the different modes of reporting via an internal compliance hotline and email address, have been disseminated and made available to all employees. On an ongoing basis, the Group's whistle-blowing policy is covered during staff training as part of the Group's efforts to promote awareness of fraud control.

## Internal Audit

The Company has established an in-house Internal Audit ("IA") function that is independent of the activities that it audits. The Head of IA reports directly to the Audit Committee and administratively to the CEO.

The IA function adopts the International Standards for the Professional Practice of Internal Auditing (the IIA Standards) issued by the Institute of Internal Auditors.

To ensure that audits are performed effectively, the Company employs suitably qualified professional staff with the relevant experience. The in-house IA function is adequately resourced and has the appropriate standing within the Company. On an annual basis, the AC has also reviewed and is satisfied with the adequacy and effectiveness of the IA function and that the IA function has maintained its independence from the activities that they audit.

The IA function adopts a risk-based approach in formulating the annual audit plan which aligns its activities to the key risks across the Group's business. The reviews performed by the internal auditors are aimed at assisting the Board in evaluating the adequacy and effectiveness of risk management, internal controls and governance processes.

During the year, the IA function conducted its audit reviews based on the annual audit plan which was approved by the AC. The annual audit plan also incorporates the audit of key risk areas identified under the Group Risk Management Framework. Each quarter, the IA function would submit a report to the AC on the key audit findings and actions to be taken by Management on such findings. Key findings are also highlighted at AC meetings for discussion and follow-up actions. The AC monitors the timely and proper implementation of the required corrective, preventive or improvement measures to be undertaken by Management.

# CORPORATE GOVERNANCE

## SHAREHOLDER RIGHTS AND ENGAGEMENT

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

### Principle 12: Engagement with Shareholders

### Principle 13: Engagement with Stakeholders

#### Disclosure of Information on a Timely Basis

The Company is committed to treat all shareholders fairly and equitably, through open and non-discriminatory communication. The Company keeps its shareholders adequately informed of the changes in its business performance and prospects which may materially affect the price or value of the Company's shares.

The Company ensures that all material and price sensitive information which may affect the price or value of the Company's shares is disseminated to the public on a comprehensive, accurate and timely basis via SGXNet and not selectively disclosed.

The Board provides shareholders with a comprehensive and balanced assessment of the Group's performance, position and prospects on a quarterly basis when it releases its results through the SGXNet and the Company's website.

Financial results for the first three quarters are released no later than 45 days from the end of the quarter. Annual financial results for the full year are released within 60 days from the financial year-end.

Other price-sensitive information is disseminated to shareholders through announcements via SGXNet, press releases and the Company's website.

The Company also observes obligations of continuing disclosure under the SGX-ST Listing Manual. The Company has received signed undertakings from all its Directors and executive officers pursuant to Rule 720(1) of the SGX-ST Listing Manual.

#### Conduct of General Meetings

Shareholders are informed of general meetings through notices sent to all shareholders. Such notices are also released via SGXNet, published in local newspapers and uploaded on the Company's website. In line with the Company's sustainability efforts, we have ceased the practice of circulating printed copies of the Company's annual reports and related documents (where applicable). Together with the sustainability report, the annual report and/or related documents are made available to shareholders via SGXNet and on the Company's website. Physical copies of the annual report and/or related documents will continue to be made available upon request by shareholders.

At each AGM, the CEO delivers a presentation to update shareholders on the Group's performance over the past year. Shareholders are encouraged to communicate their views and discuss with the Board and Management on matters affecting the Company. They are also given the opportunity to direct questions and concerns to the Directors, Management and external auditors before voting on the proposed resolutions. Shareholders are allowed to vote in person or by proxy if they are unable to attend the general meeting. At each general meeting, each distinct issue is proposed as a separate resolution.

# CORPORATE GOVERNANCE

The Company's Constitution allows a shareholder to appoint up to two proxies to attend and vote in the shareholder's place at the general meetings of shareholders. Pursuant to the introduction of the multiple proxies regime under the Singapore Companies (Amendment) Act 2014, indirect investors who hold the Company's shares through a nominee company or custodian bank or through a CPF agent bank may attend and vote at each general meeting of shareholders. Voting in absentia by mail, facsimile or email is currently not permitted to ensure proper authentication of the identity of shareholders and their voting intent.

Voting at general meetings of shareholders are conducted by poll thereby allowing all shareholders present or represented at the meeting to vote on a one share, one vote basis.

The Company conducts electronic poll voting for all the resolutions to be passed at general meetings for greater transparency in the voting process. An independent scrutineer firm is also present to validate the votes at each general meeting. The results of all votes for and against each resolution are tallied and instantaneously displayed at the meeting. The voting results are announced via SGXNet following each general meeting.

The Company Secretary prepares minutes of general meetings, which incorporate substantial comments or queries from shareholders and responses from the Board and Management. These minutes are made available to shareholders on the Company's website.

## Stakeholders Engagement

The Company has a dedicated Investor Relations ("IR") team which focuses on maintaining frequent interactions with the investment community in the form of meetings, investor roadshows, conference calls and results briefings. During the year, the IR team engaged close to 100 equity and fixed income investors via conference calls and/or meetings in Singapore, Malaysia, Hong Kong and the United States.

In addition, our IR team attends to queries or concerns from the investment community in a timely manner. Feedback and views received from them are also conveyed to Management by the IR team. The IR team is contactable at [investor@first-resources.com](mailto:investor@first-resources.com).

The Company conducts quarterly results briefings with analysts using the quarterly results materials which are released through the SGXNet and posted on our corporate website. At such briefings, Management, together with the IR team, openly communicates the Group's financial and operational performances, business growth strategies as well as developments and initiatives on the sustainability front. The IR team also provides regular updates to the Board and Management on analysts' consensus estimates.

Apart from the SGXNet, the investment community can also access announcements, quarterly results, annual reports, investor presentations, production updates and other corporate information on the dedicated Investor Relations section of our corporate website at [www.first-resources.com](http://www.first-resources.com). Our announcements are also disseminated by electronic mail to our subscribers in the form of news alerts, allowing investors to keep abreast of our latest performance and developments.

In recent years, sustainability-related topics have generated much interest from the investment community. The IR team works closely with the Group's Sustainability team to communicate the implementation progress of our Policy on Sustainable Palm Oil, as well as related developments and new initiatives, to our stakeholders. In keeping with our commitment to keep our shareholders and the market abreast of the Group's progress on the sustainability front, we have concurrently published on our corporate website our sustainability report for the financial year ended 31 December 2019, which is to be read in conjunction with this Annual Report.

# CORPORATE GOVERNANCE

## Dividend Policy

The Company strives to provide sustainable dividend payments to our shareholders, while remaining committed to an optimal capital structure and maintaining flexibility to pursue growth. In considering the level of dividend payments, the Board takes into consideration the Company's cash flow, capital expenditure plan, working capital requirements, general financial condition and other factors deemed relevant by the Board. Whilst interim dividends are declared and approved by the Board at each half-year, final dividends are recommended by the Board at each year-end for shareholders' approval at the AGM. For the financial year ended 31 December 2019, the Board has proposed a final dividend of 1.725 Singapore cents per share, which brings the full-year ordinary dividend to 2.350 Singapore cents per share, translating to an annual dividend payout ratio of 31% of the Group's underlying net profit.

## ADDITIONAL INFORMATION

### Code of Conduct

The Company has a Code of Conduct which serves as a general guideline for Management and employees in conducting their duties and responsibilities ethically. It outlines corporate values and ethical standards which are in line with the Group's vision and mission. Areas covered under the Code of Conduct include professionalism and work ethics, conflict of interest, political impartiality, anti-corruption and zero tolerance on fraud. All our employees will also have to comply with applicable country laws, regulations and legal requirements. Any breach of the Code of Conduct can result in disciplinary action in accordance with the prevailing laws and regulations as well as termination of employment. The Code of Conduct is disseminated to our employees, suppliers and other business partners.

### Dealing in Securities

The Company has adopted and issued an internal compliance code on securities trading, which provides guidance and internal regulations pertaining to dealings in the Company's securities by its Directors and officers. The Company's internal code prohibits its Directors and officers from dealing in the Company's securities during the "closed period", which is defined as two weeks before the date of announcement of results for each of the first three quarters of the Company's financial year, and one month before the date of announcement of the full year financial results, and ending on the date of the announcement of the relevant results. Directors and officers are also advised to adhere to the following rules at all times:

- (a) observe insider trading laws and avoid potential conflict of interests when dealing in securities;
- (b) not to deal in the securities when they are in possession of any unpublished material price-sensitive information of the Group; and
- (c) not to deal in the Company's shares on short-term considerations.

In addition, Directors are required to report to the Company Secretary within two business days whenever they deal in the Company's securities and the latter will make the necessary announcements in accordance with the requirements of the SGX-ST Listing Manual.



# CORPORATE GOVERNANCE

## Interested Person Transactions

To ensure that interested person transactions are conducted on normal commercial terms and will not be prejudicial to the interests of the Company and its minority shareholders, the Company has adopted internal guidelines and procedures for the review and approval of transactions with interested persons. All transactions with interested persons are monitored closely and reported in a timely manner to the AC for its review.

Shareholders have approved the renewal of the interested person transactions mandate (“IPT Mandate”) at the AGM on 29 April 2019. The IPT Mandate defines the threshold limits and review procedures for the transactions with interested persons carried out by the Group. Pursuant to the IPT Mandate, the Company also maintains a register of all such interested person transactions, which includes information pertinent to the evaluation of the interested person transactions.

Details of interested person transactions for the financial year ended 31 December 2019 as required under Rule 907 of the SGX-ST Listing Manual are set out 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)	Aggregate value of all interested person transactions conducted under shareholders’ mandate pursuant to Rule 920 (excluding transactions less than S\$100,000)
		US\$’000	US\$’000
Eight Capital Advisors Pte. Ltd.	Associate of Eight Capital Inc.	–	333
PT Riau Agung Karya Abadi	Associate of Eight Capital Inc.	118	7,583
PT Borneo Bhakti Sejahtera	Associate of Eight Capital Inc.	–	1,107
	Associate of Ciliandra		
PT Surya Dumai Industri	Fangiono & Fang Zhixiang	–	294

The AC has reviewed, and is satisfied that the transactions are conducted at arm’s length and on terms that are fair and reasonable. The AC and the Board of Directors are satisfied that the terms of the above transactions are not prejudicial to the interests of the Company or its minority shareholders.

## Material Contracts

Save as disclosed, there are no other material contracts entered into by the Company and its subsidiaries involving the interests of the CEO, any Director or controlling shareholder, which are either subsisting at the end of the financial year or if not then subsisting, entered into since the end of the previous financial year ended 31 December 2018.



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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 First Resources Limited (the “Company”) and its subsidiaries (collectively, the “Group”) and the balance sheet and statement of changes in equity of the Company for the financial year ended 31 December 2019.

## OPINION OF THE DIRECTORS

In the opinion of the directors,

- (i) the consolidated financial statements of the Group and the balance sheet and statement of changes in equity of the Company are drawn up so as to give a true and fair view of the financial position of the Group and of the Company as at 31 December 2019 and the financial performance, changes in equity and cash flows of the Group and changes in equity of the Company for the year ended on that date; and
- (ii) at the date of this statement, there are reasonable grounds to believe that the Company will be able to pay its debts as and when they fall due.

## DIRECTORS

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

Lim Ming Seong  
Ciliandra Fangiono  
Fang Zhixiang  
Teng Cheong Kwee  
Ong Beng Kee  
Chang See Hiang  
Wong Su Yen  
Peter Ho Kok Wai  
Tan Seow Kheng

## ARRANGEMENTS TO ENABLE DIRECTORS TO ACQUIRE SHARES AND DEBENTURES

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.



## DIRECTORS' STATEMENT

**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 Singapore Companies Act, Chapter. 50 (the "Act"), an interest in shares of the Company and related corporations (other than wholly-owned subsidiaries) as stated below:

Name of director	Direct interest		Deemed interest	
	At the beginning of financial year	At the end of financial year	At the beginning of financial year	At the end of financial year
<i>Ordinary shares of the Company</i>				
Lim Ming Seong	50,000	50,000	50,000	50,000
Tan Seow Kheng	30,000	30,000	–	–

There was no change in any of the above-mentioned interests in the Company between the end of the financial year and 21 January 2020.

Except as disclosed in this statement, no director who held office at the end of the financial year had interests in shares 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.

**SHARE OPTION SCHEME AND PERFORMANCE SHARE PLAN**

The Company does not have any share option scheme or performance share plan.

**AUDIT COMMITTEE**

The Audit Committee ("AC") carried out its functions in accordance with Section 201B (5) of the Act, including the following:

- assisting the Board of Directors in the discharge of its responsibilities on financial and accounting matters;
- reviewing the audit plans, scope of work, results and quality of audits carried out by the external and internal auditors;
- reviewing the co-operation given by Management to the external and internal auditors;
- reviewing significant financial reporting issues and judgements relating to financial statements for each financial year and the auditor's report before submission to the Board of Directors for approval;



## DIRECTORS' STATEMENT

**AUDIT COMMITTEE (CONT'D)**

- reviewing the integrity of any financial information presented to shareholders;
- reviewing the risk management framework and providing oversight of the risk management processes and activities to mitigate and manage risks at acceptable levels determined by the Board of Directors;
- reviewing the assurances provided by Management on the financial records and financial statements and regarding the adequacy and effectiveness of the Company's risk management system and internal controls;
- reviewing the adequacy and effectiveness of the Company's system of risk management and internal controls (including financial, operational, compliance and information technology controls) via reviews carried out by the internal auditors, and taking into consideration the external auditors' findings arising from their annual audit;
- reviewing the nature and extent of non-audit services provided by the external auditors yearly to determine their independence;
- recommending to the Board of Directors the appointment and re-appointment of the external auditors and approving their compensation and terms of engagement;
- meeting with the external and internal auditors without the presence of the Company's Management annually;
- reviewing the adequacy, effectiveness and independence of the internal audit function;
- reviewing the appointment, remuneration and resignation of the Head of Internal Audit;
- reviewing interested person transactions;
- reviewing potential conflicts of interest, if any; and
- investigating any matter within its terms of reference.

The AC, having reviewed all non-audit services provided by the external auditors to the Group, is satisfied that the nature and extent of such services would not compromise the independence of the external auditors. The AC has also conducted a review of interested person transactions.

During the financial year, the AC convened four meetings and had also met with the external and internal auditors without the presence of the Company's management.

Further details regarding the AC are disclosed in the Report on Corporate Governance.

## DIRECTORS' STATEMENT

**AUDITOR**

Ernst & Young LLP has expressed its willingness to accept re-appointment as auditor.

On behalf of the Board of Directors,

**Lim Ming Seong**  
Chairman

**Ciliandra Fangiono**  
Chief Executive Officer

Singapore  
8 April 2020

# INDEPENDENT AUDITOR'S REPORT

*For the financial year ended 31 December 2019*

## INDEPENDENT AUDITOR'S REPORT TO THE MEMBERS OF FIRST RESOURCES LIMITED

### REPORT ON THE AUDIT OF THE FINANCIAL STATEMENTS

#### *Opinion*

We have audited the financial statements of First Resources Limited (the “Company”) and its subsidiaries (collectively, the “Group”), which comprise the balance sheets of the Group and the Company as at 31 December 2019, the statements of changes in equity of the Group and the Company and the consolidated income statement, consolidated statement of comprehensive income and consolidated cash flow statement of the Group for the year then ended, and notes to the financial statements, including a summary of significant accounting policies.

In our opinion, the accompanying consolidated financial statements of the Group, the balance sheet and the statement of changes in equity of the Company are properly drawn up in accordance with the provisions of the Companies Act, Chapter 50 (the “Act”) and Singapore Financial Reporting Standards (International) (“SFRS(I)”) so as to give a true and fair view of the consolidated financial position of the Group and the financial position of the Company as at 31 December 2019 and of the consolidated financial performance, consolidated changes in equity and consolidated cash flows of the Group and changes in equity of the Company for the year ended on that date.

#### *Basis for Opinion*

We conducted our audit in accordance with Singapore Standards on Auditing (“SSAs”). Our responsibilities under those standards are further described in the Auditor’s Responsibilities for the Audit of the Financial Statements section of our report. We are independent of the Group in accordance with the Accounting and Corporate Regulatory Authority (“ACRA”) Code of Professional Conduct and Ethics for Public Accountants and Accounting Entities (“ACRA Code”) together with the ethical requirements that are relevant to our audit of the financial statements in Singapore, and we have fulfilled our other ethical responsibilities in accordance with these requirements and the ACRA Code. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

#### *Key Audit Matters*

Key audit matters are those matters that, in our professional judgement, were of most significance in our audit of the financial statements of the current year. These matters were addressed in the context of our audit of the financial statements as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters. For each matter below, our description of how our audit addressed the matter is provided in that context.

We have fulfilled our responsibilities described in the *Auditor’s Responsibilities for the Audit of the Financial Statements* section of our report, including in relation to these matters. Accordingly, our audit included the performance of procedures designed to respond to our assessment of the risks of material misstatement of the financial statements. The results of our audit procedures, including the procedures performed to address the matters below, provide the basis for our audit opinion on the accompanying financial statements.



## INDEPENDENT AUDITOR'S REPORT

*For the financial year ended 31 December 2019***INDEPENDENT AUDITOR'S REPORT TO THE MEMBERS OF FIRST RESOURCES LIMITED (CONT'D)****REPORT ON THE AUDIT OF THE FINANCIAL STATEMENTS (CONT'D)*****Key Audit Matters (cont'd)******Goodwill Impairment***

As at 31 December 2019, goodwill is carried at US\$84.4 million which represents 6% of the total non-current assets and 8% of total equity. As part of the requirement under SFRS(I) 1-36 to assess goodwill impairment annually, management has prepared a discounted cash flow model to determine the recoverable value of the goodwill using the value in use method. The audit procedures over management's annual impairment test were significant to our audit because the assessment process is complex, involved significant management judgement and estimates, and is based on a number of key assumptions as disclosed in Note 17 to the financial statements.

Given the complexity, we have engaged our internal valuation specialists to assist us in reviewing the appropriateness of the methodology and the reasonableness of certain key predictive assumptions used by management such as pre-tax discount rate, projected crude palm oil ("CPO") price, terminal growth rate and forecasted exchange rate. We also compared operational assumptions, such as projected capital expenditures, fresh fruit bunches ("FFB") yield and cost of production, against historical data to assess their reasonableness. We considered the robustness of management's budgeting process by comparing the actual results versus previously forecasted figures. Further, we assessed whether the future cash flows were based on the financial budgets approved by the Board of Directors and reviewed management's analysis of the sensitivity of the value-in-use amounts to changes in the projected CPO price. We also performed sensitivity analysis on the value-in-use amounts to changes in pre-tax discount rate and terminal growth rate.

We also focused on the adequacy of the note disclosures concerning those key assumptions to which the outcome of the impairment test is most sensitive. The note disclosures on goodwill, key assumptions and sensitivities are included in Note 17 to the financial statements.

***Recoverability of Deferred Tax Assets***

As at 31 December 2019, the Group has recognised deferred tax assets ("DTA") of US\$59.1 million. The recoverability of the DTA is significant to our audit because of the complexity of the estimation process which is dependent on management's forecast of the future profitability and impacts the amount of deferred tax assets that can be fully recovered in the future years.

As part of our assessment of management's forecast of the future profitability, we compared management's operational assumptions used in preparing the profit forecast such as FFB yield and cost of production against historical data and trend to assess their reasonableness. We also engaged our internal valuation specialists to assess the reasonableness of certain key predictive assumptions such as the projected CPO price. In addition, we assessed the adequacy of the disclosures in Note 10(c) to the financial statements.



# INDEPENDENT AUDITOR'S REPORT

*For the financial year ended 31 December 2019*

## INDEPENDENT AUDITOR'S REPORT TO THE MEMBERS OF FIRST RESOURCES LIMITED (CONT'D)

### OTHER INFORMATION

Management is responsible for the other information. The other information comprises the information included in the annual report, but does not include the financial statements and our auditor's report thereon.

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.

### RESPONSIBILITIES OF MANAGEMENT AND DIRECTORS FOR THE FINANCIAL STATEMENTS

Management is responsible for the preparation of financial statements that give a true and fair view in accordance with the provisions of the Act and SFRS(I), and for devising and maintaining a system of internal accounting controls sufficient to provide a reasonable assurance that assets are safeguarded against loss from unauthorised use or disposition; and transactions are properly authorised and that they are recorded as necessary to permit the preparation of true and fair financial statements and to maintain accountability of assets.

In preparing the financial statements, management is responsible for assessing the Group's ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless management either intends to liquidate the Group or to cease operations, or has no realistic alternative but to do so.

The directors' responsibilities include overseeing the Group's financial reporting process.

### AUDITOR'S RESPONSIBILITIES FOR THE AUDIT OF THE FINANCIAL STATEMENTS

Our objectives are to obtain reasonable assurance about whether the financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with SSAs will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these financial statements.

# INDEPENDENT AUDITOR'S REPORT

*For the financial year ended 31 December 2019*

## INDEPENDENT AUDITOR'S REPORT TO THE MEMBERS OF FIRST RESOURCES LIMITED (CONT'D)

### AUDITOR'S RESPONSIBILITIES FOR THE AUDIT OF THE FINANCIAL STATEMENTS (CONT'D)

As part of an audit in accordance with SSAs, we exercise professional judgement and maintain professional scepticism throughout the audit. We also:

- Identify and assess the risks of material misstatement of the financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
- Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the Group's internal control.
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management.
- Conclude on the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Group's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Group to cease to continue as a going concern.
- Evaluate the overall presentation, structure and content of the financial statements, including the disclosures, and whether the financial statements represent the underlying transactions and events in a manner that achieves fair presentation.
- Obtain sufficient appropriate audit evidence regarding the financial information of the entities or business activities within the Group to express an opinion on the consolidated financial statements. We are responsible for the direction, supervision and performance of the Group audit. We remain solely responsible for our audit opinion.

We communicate with the directors regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit.

We also provide the directors with a statement that we have complied with relevant ethical requirements regarding independence, and to communicate with them all relationships and other matters that may reasonably be thought to bear on our independence, and where applicable, related safeguards.

From the matters communicated with the directors, we determine those matters that were of most significance in the audit of the financial statements of the current period and are therefore the key audit matters. We describe these matters in our auditor's report unless law or regulation precludes public disclosure about the matter or when, in extremely rare circumstances, we determine that a matter should not be communicated in our report because the adverse consequences of doing so would reasonably be expected to outweigh the public interest benefits of such communication.



# INDEPENDENT AUDITOR'S REPORT

*For the financial year ended 31 December 2019*

## INDEPENDENT AUDITOR'S REPORT TO THE MEMBERS OF FIRST RESOURCES LIMITED (CONT'D)

### 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 the subsidiaries incorporated in Singapore of which we are the auditors have been properly kept in accordance with the provisions of the Act.

The engagement partner on the audit resulting in this independent auditor's report is Philip Ling Soon Hwa.

**Ernst & Young LLP**  
Public Accountants and  
Chartered Accountants

Singapore  
8 April 2020

# CONSOLIDATED INCOME STATEMENT

For the financial year ended 31 December 2019

	Note	2019 US\$'000	2018 US\$'000
Sales	4	614,889	633,487
Cost of sales	5	(387,729)	(354,700)
<b>Gross profit</b>		<b>227,160</b>	<b>278,787</b>
Gain/(loss) arising from changes in fair value of biological assets	22	7,913	(3,456)
Selling and distribution costs	6	(50,242)	(57,540)
General and administrative expenses	7	(29,662)	(28,596)
Other operating expenses		(592)	(2,043)
<b>Profit from operations</b>		<b>154,577</b>	<b>187,152</b>
Gain on foreign exchange		181	8,256
(Loss)/gain on derivative financial instruments		(808)	486
Loss arising from changes in fair value of unquoted investment	19	(4,900)	–
Net financial expenses	8	(16,067)	(17,043)
Other non-operating (expenses)/income		(1,782)	2,264
<b>Profit before tax</b>	9	<b>131,201</b>	<b>181,115</b>
Tax expense	10	(38,026)	(53,428)
<b>Profit for the year</b>		<b>93,175</b>	<b>127,687</b>
<b>Profit attributable to:</b>			
Owners of the Company		89,128	120,001
Non-controlling interests		4,047	7,686
		<b>93,175</b>	<b>127,687</b>
<b>Earnings per share attributable to owners of the Company (US cents)</b>			
– Basic	11	5.63	7.58
– Diluted	11	5.63	7.58

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 December 2019

	Note	2019 US\$'000	2018 US\$'000
<b>Profit for the year</b>		93,175	127,687
<b>Other comprehensive income:</b>			
<b>Items that will not be reclassified subsequently to profit or loss</b>			
Remeasurement gain on defined benefits plan	34	342	3,794
Income tax effect	10	(86)	(948)
		<u>256</u>	<u>2,846</u>
<b>Items that may be reclassified subsequently to profit or loss</b>			
Fair value (loss)/gain on cash flow hedges		(123)	4,844
Fair value (loss) on cash flow hedges transferred to the income statement		(2,688)	(670)
Foreign currency translation		<u>58,565</u>	<u>(88,061)</u>
		<u>55,754</u>	<u>(83,887)</u>
<b>Other comprehensive income for the year, net of tax</b>		<u>56,010</u>	<u>(81,041)</u>
<b>Total comprehensive income for the year</b>		<u>149,185</u>	<u>46,646</u>
<b>Total comprehensive income attributable to:</b>			
Owners of the Company		142,546	41,933
Non-controlling interests		<u>6,639</u>	<u>4,713</u>
		<u>149,185</u>	<u>46,646</u>

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



## BALANCE SHEETS

As at 31 December 2019

	Note	Group		Company	
		2019 US\$'000	2018 US\$'000	2019 US\$'000	2018 US\$'000
Non-current assets					
Bearer plants	12	595,558	613,020	–	–
Plasma receivables	13	71,842	46,401	–	–
Property, plant and equipment	14	420,350	327,403	3,246	4,517
Land use rights	15	50,457	45,892	–	–
Investment in subsidiaries	16	–	–	751,081	481,587
Goodwill	17	84,393	81,013	–	–
Other intangible assets	18	29,950	20,515	–	–
Unquoted investment	19	1,371	5,775	1,371	5,775
Derivative financial assets	20	1,167	1,028	1,167	1,028
Tax recoverable		81,072	45,328	–	–
Deferred tax assets	10(c)	59,139	54,702	–	–
Loan to subsidiary	21	–	–	124,125	367,410
Other non-current assets		493	369	–	–
Total non-current assets		1,395,792	1,241,446	880,990	860,317
Current assets					
Biological assets	22	25,952	17,183	–	–
Plasma receivables	13	1,022	4,525	–	–
Inventories	23	81,721	97,562	–	–
Trade receivables	24	42,386	37,392	1,143	–
Other receivables	25	2,812	3,425	286	313
Derivative financial assets	20	563	2,882	306	994
Advances for purchase of property, plant and equipment	26	8,539	18,870	–	–
Other advances and prepayments	26	3,142	3,515	1,369	359
Prepaid taxes		44,996	44,338	–	–
Restricted cash balances	27	42,989	44,540	41,849	42,718
Cash and cash equivalents	27	59,022	55,359	4,496	4,028
Total current assets		313,144	329,591	49,449	48,412
Total assets		1,708,936	1,571,037	930,439	908,729

## BALANCE SHEETS

As at 31 December 2019

	Note	Group		Company	
		2019 US\$'000	2018 US\$'000	2019 US\$'000	2018 US\$'000
Current liabilities					
Trade payables	28	19,159	28,468	–	40
Other payables and accruals	29	35,136	31,317	3,308	3,934
Advances from customers	30	2,585	2,927	–	–
Loans and borrowings from financial institutions	31	48,147	30,111	45,010	27,582
Islamic medium term notes	32	146,554	–	146,554	–
Derivative financial liabilities	20	52,029	921	51,956	–
Provision for tax		10,846	21,244	787	900
Total current liabilities		314,456	114,988	247,615	32,456
Non-current liabilities					
Loans and borrowings from financial institutions	31	118,986	109,817	116,571	106,795
Islamic medium term notes	32	97,631	241,073	97,631	241,073
Derivative financial liabilities	20	27,007	79,580	27,007	79,580
Provision for post-employment benefits	34	27,425	21,490	–	–
Deferred tax liabilities	10(c)	21,529	18,074	373	528
Total non-current liabilities		292,578	470,034	241,582	427,976
Total liabilities		607,034	585,022	489,197	460,432
Net assets		1,101,902	986,015	441,242	448,297
Equity					
Share capital	35	394,913	394,913	394,913	394,913
Differences arising from restructuring transactions involving entities under common control	36	35,016	35,016	–	–
Other reserves	37	(62,040)	(115,119)	9,696	12,507
Retained earnings		676,423	617,355	36,633	40,877
Equity attributable to owners of the Company		1,044,312	932,165	441,242	448,297
Non-controlling interests		57,590	53,850	–	–
Total equity		1,101,902	986,015	441,242	448,297

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 December 2019

Group	Attributable to owners of the Company						Total equity US\$'000
	Share capital US\$'000 (Note 35)	Differences arising from restructuring transactions involving entities under common control US\$'000 (Note 36)	Other reserves US\$'000 (Note 37)	Retained earnings US\$'000	Equity attributable to owners of the Company US\$'000	Non-controlling interests US\$'000	
<b>2019</b>							
At 1 January 2019	394,913	35,016	(115,119)	617,355	932,165	53,850	986,015
Profit for the year	–	–	–	89,128	89,128	4,047	93,175
<u>Other comprehensive income</u>							
Remeasurement gains on defined benefits plan	–	–	–	339	339	(83)	256
Net change in fair value of cash flow hedges	–	–	(2,811)	–	(2,811)	–	(2,811)
Foreign currency translation	–	–	55,890	–	55,890	2,675	58,565
Other comprehensive income for the year, net of tax	–	–	53,079	339	53,418	2,592	56,010
Total comprehensive income for the year	–	–	53,079	89,467	142,546	6,639	149,185
<u>Distributions to owners</u>							
Dividends paid	–	–	–	(30,399)	(30,399)	(2,918)	(33,317)
<u>Changes in ownership interests in subsidiaries</u>							
Equity contribution by non-controlling interests	–	–	–	–	–	19	19
Total transactions with owners in their capacity as owners	–	–	–	(30,399)	(30,399)	(2,899)	(33,298)
At 31 December 2019	394,913	35,016	(62,040)	676,423	1,044,312	57,590	1,101,902



## STATEMENTS OF CHANGES IN EQUITY

For the financial year ended 31 December 2019

Group	Attributable to owners of the Company						Total equity US\$'000
	Share capital US\$'000 (Note 35)	Differences arising from restructuring transactions involving entities under common control US\$'000 (Note 36)	Other reserves US\$'000 (Note 37)	Retained earnings US\$'000	Equity attributable to owners of the Company US\$'000	Non-controlling interests US\$'000	
<b>2018</b>							
At 1 January 2018	394,913	35,016	(34,297)	574,367	969,999	50,287	1,020,286
Profit for the year	–	–	–	120,001	120,001	7,686	127,687
<u>Other comprehensive income</u>							
Remeasurement gains on defined benefits plan	–	–	–	2,754	2,754	92	2,846
Net change in fair value of cash flow hedges	–	–	4,174	–	4,174	–	4,174
Foreign currency translation	–	–	(84,996)	–	(84,996)	(3,065)	(88,061)
Other comprehensive income for the year, net of tax	–	–	(80,822)	2,754	(78,068)	(2,973)	(81,041)
Total comprehensive income for the year	–	–	(80,822)	122,755	41,933	4,713	46,646
<u>Distributions to owners</u>							
Dividends paid	–	–	–	(79,767)	(79,767)	(1,150)	(80,917)
Total transactions with owners in their capacity as owners	–	–	–	(79,767)	(79,767)	(1,150)	(80,917)
At 31 December 2018	394,913	35,016	(115,119)	617,355	932,165	53,850	986,015

## STATEMENTS OF CHANGES IN EQUITY

For the financial year ended 31 December 2019

Company	Share capital US\$'000 (Note 35)	Other reserves US\$'000 (Note 37)	Retained earnings US\$'000	Total equity US\$'000
<b>2019</b>				
At 1 January 2019	394,913	12,507	40,877	448,297
Profit for the year	–	–	26,155	26,155
<u>Other comprehensive income</u>				
Net change in fair value of cash flow hedges	–	(2,811)	–	(2,811)
Total comprehensive income for the year	–	(2,811)	26,155	23,344
<u>Distributions to owners</u>				
Dividends paid (Note 46)	–	–	(30,399)	(30,399)
Total transactions with owners in their capacity as owners	–	–	(30,399)	(30,399)
At 31 December 2019	394,913	9,696	36,633	441,242
<b>2018</b>				
At 1 January 2018	394,913	5,286	41	400,240
Profit for the year	–	–	120,603	120,603
<u>Other comprehensive income</u>				
Net change in fair value of cash flow hedges	–	7,221	–	7,221
Total comprehensive income for the year	–	7,221	120,603	127,824
<u>Distributions to owners</u>				
Dividends paid (Note 46)	–	–	(79,767)	(79,767)
Total transactions with owners in their capacity as owners	–	–	(79,767)	(79,767)
At 31 December 2018	394,913	12,507	40,877	448,297

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



# CONSOLIDATED CASH FLOW STATEMENT

For the financial year ended 31 December 2019

	2019 US\$'000	2018 US\$'000
<b>Cash flows from operating activities</b>		
Profit before tax	131,201	181,115
Adjustments for:		
Depreciation of bearer plants and property, plant and equipment	68,745	65,138
Amortisation of land use rights and other intangible assets	2,121	2,146
Loss on disposal of bearer plants and property, plant and equipment	2,198	619
Write-off of intangible assets	–	180
Financial expenses	17,627	19,325
Interest income	(1,560)	(2,282)
Provision for expected credit losses	1,269	–
(Gain)/loss arising from changes in fair value of biological assets	(7,913)	3,456
Loss/(gain) on derivative financial instruments	808	(486)
Loss arising from changes in fair value of unquoted investment	4,900	–
Gain arising from changes in carrying value of plasma receivables	(2,744)	–
<b>Operating cash flows before changes in working capital</b>	216,652	269,211
Changes in working capital:		
Inventories	20,148	(36,133)
Receivables and other assets	(21,820)	(24,922)
Payables and other liabilities	(2,459)	5,232
Unrealised translation differences	598	(8,297)
<b>Cash flows generated from operations</b>	213,119	205,091
Financial expenses paid	(17,278)	(18,500)
Interest income received	1,660	2,319
Tax paid	(65,303)	(76,471)
<b>Net cash generated from operating activities</b>	132,198	112,439
<b>Cash flows from investing activities</b>		
Capital expenditure on bearer plants	(14,085)	(31,742)
Capital expenditure on property, plant and equipment	(79,128)	(45,031)
Payment of advances for purchase of property, plant and equipment	(8,392)	(19,203)
Development costs on plasma receivables	(14,410)	(8,751)
Proceeds from plasma receivables	8,571	11,371
Additions to land use rights	(4,941)	(1,193)
Additions to other intangible assets	(8,485)	(11)
Additions to unquoted investment	(496)	–
Proceeds from disposal of bearer plants and property, plant and equipment	736	703
<b>Net cash used in investing activities</b>	(120,630)	(93,857)

# CONSOLIDATED CASH FLOW STATEMENT

For the financial year ended 31 December 2019

	2019 US\$'000	2018 US\$'000
<b>Cash flows from financing activities</b>		
Proceeds from bank loans	54,784	–
Repayment of bank loans	(27,917)	(113,542)
Payment of obligations under leases liabilities	(3,450)	(2,526)
Decrease in restricted cash balances	1,551	29
Dividends paid	(33,317)	(80,917)
Proceeds from equity contribution by non-controlling interests	19	–
<b>Net cash used in financing activities</b>	<b>(8,330)</b>	<b>(196,956)</b>
Net increase/(decrease) in cash and cash equivalents	3,238	(178,374)
Effect of exchange rate changes on cash and cash equivalents	425	(589)
Cash and cash equivalents at 1 January	55,359	234,322
<b>Cash and cash equivalents at 31 December (Note 27)</b>	<b>59,022</b>	<b>55,359</b>

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

# NOTES TO THE FINANCIAL STATEMENTS

For the financial year ended 31 December 2019

## 1. GENERAL

### (a) Corporate information

First Resources Limited (the “Company”) is a limited liability company, which is incorporated and domiciled in the Republic of Singapore and is listed on the Singapore Exchange Securities Trading Limited (“SGX-ST”).

The Company’s immediate and ultimate holding company is Eight Capital Inc., which is incorporated in the British Virgin Islands.

The registered office and principal place of business of the Company is located at 8 Temasek Boulevard, #36-02, Suntec Tower Three, Singapore 038988.

The principal activities of the Company are those of investment holding, general trading and the provision of technical assistance to its subsidiaries. The principal activities of the subsidiaries are as disclosed in Note 1(b).

### (b) Subsidiaries

The details of the Group’s subsidiaries are as follows:

Subsidiaries	Country of incorporation	Principal activities	Effective group equity interest	
			2019 %	2018 %
Direct Ownership:				
PT Ciliandra Perkasa (“PT CLP”) <sup>(2)</sup>	Indonesia	Oil palm plantation and palm oil processing	95.51	95.51
PT Borneo Ketapang Permai (“PT BKP”) <sup>(2)</sup>	Indonesia	Oil palm plantation	99.77	99.77
PT Adhitya Serayakorita (“PT ASK”) <sup>(2)</sup>	Indonesia	Palm oil refining and palm kernel crushing	95.08	95.08
First Resources Trading Pte. Ltd. (“FRTPL”) <sup>(1)</sup>	Singapore	Marketing and distribution of palm oil products	100.00	100.00
Lynhurst Investment Pte. Ltd. (“Lynhurst”) <sup>(1)</sup>	Singapore	Investment holding	100.00	100.00
PT Falcon Agri Persada (“PT FAPE”) <sup>(2)</sup>	Indonesia	Oil palm plantation	99.77	99.77



## NOTES TO THE FINANCIAL STATEMENTS

For the financial year ended 31 December 2019

## 1. GENERAL (CONT'D)

## (b) Subsidiaries (cont'd)

Subsidiaries	Country of incorporation	Principal activities	Effective group equity interest	
			2019 %	2018 %
Indirect Ownership:				
Subsidiaries of PT CLP				
PT Pancasurya Agrindo (“PT PSA”) <sup>(2)</sup>	Indonesia	Oil palm plantation	95.35	95.35
PT Surya Intisari Raya (“PT SIR”) <sup>(2)</sup>	Indonesia	Oil palm plantation	95.50	95.50
PT Perdana Intisawit Perkasa (“PT PISP”) <sup>(2)</sup>	Indonesia	Oil palm plantation	95.50	95.50
PT Bumi Sawit Perkasa (“PT BSP”) <sup>(2)</sup>	Indonesia	Oil palm plantation	95.44	95.44
PT Priatama Riau (“PT PTR”) <sup>(2)</sup>	Indonesia	Oil palm plantation	95.46	95.46
PT Surya Dumai Agrindo (“PT SDA”) <sup>(2)</sup>	Indonesia	Oil palm plantation	95.50	95.50
PT Pancasurya Garden (“PT PSG”) <sup>(2)</sup>	Indonesia	Oil palm seed breeding	94.90	94.90
PT Wahana Prima Sejati (“PT WPS”) <sup>(4)</sup>	Indonesia	Land ownership	94.71	94.71
PT Meridan Sejatisurya Plantation (“PT MSSP”) <sup>(2)</sup>	Indonesia	Oil palm plantation	90.73	90.73
Subsidiaries of PT PSA				
PT Pancasurya Binasejahtera (“PT PSBS”) <sup>(2)</sup>	Indonesia	Investment holding	95.34	95.34
PT Muriniwood Indah Industry (“PT MII”) <sup>(2)</sup>	Indonesia	Oil palm plantation	95.34	95.34
PT Kalimantan Green Persada (“PT KGP”) <sup>(2)</sup>	Indonesia	Investment holding	95.34	95.34



## NOTES TO THE FINANCIAL STATEMENTS

For the financial year ended 31 December 2019

## 1. GENERAL (CONT'D)

## (b) Subsidiaries (cont'd)

Subsidiaries	Country of incorporation	Principal activities	Effective group equity interest	
			2019	2018
			%	%
<b>Indirect Ownership (cont'd):</b>				
<u>Subsidiaries of PT PSA (cont'd)</u>				
PT Gerbang Sawit Indah ("PT GSI") <sup>(2)</sup>	Indonesia	Oil palm plantation	95.34	95.34
PT Matthew Air Nusantara ("PT MAN") <sup>(2)</sup>	Indonesia	Aircraft ownership and management	95.43	95.43
PT Setia Agrindo Jaya ("PT SAJ") <sup>(2)</sup>	Indonesia	Investment holding	94.98	94.98
PT Karya Tama Bakti Mulia ("PT KTBM") <sup>(3)</sup>	Indonesia	Oil palm plantation	95.34	95.34
<u>Subsidiaries of PT PSBS</u>				
PT Subur Arummakmur ("PT SAM") <sup>(2)</sup>	Indonesia	Oil palm plantation	95.33	95.33
PT Arindo Trisejahtera ("PT ATS") <sup>(2)</sup>	Indonesia	Oil palm plantation	95.33	95.33
<u>Subsidiaries of PT BKP</u>				
PT Limpah Sejahtera ("PT LS") <sup>(2)</sup>	Indonesia	Oil palm plantation	98.12	98.11
PT Mitra Karya Sentosa ("PT MKS") <sup>(2)</sup>	Indonesia	Oil palm plantation	99.35	99.27
PT Umekah Saripratama ("PT USP") <sup>(2)</sup>	Indonesia	Oil palm plantation	99.06	98.52
PT Pulau Tiga Lestari Jaya ("PT PTLJ") <sup>(2)</sup>	Indonesia	Oil palm plantation	98.87	98.87

## NOTES TO THE FINANCIAL STATEMENTS

For the financial year ended 31 December 2019

## 1. GENERAL (CONT'D)

## (b) Subsidiaries (cont'd)

Subsidiaries	Country of incorporation	Principal activities	Effective group equity interest	
			2019	2018
			%	%
Indirect Ownership (cont'd):				
Subsidiaries of PT KGP				
PT Ketapang Agro Lestari ("PT KAL") <sup>(2)</sup>	Indonesia	Oil palm plantation	95.34	95.33
PT Borneopersada Energy Jaya ("PT BPEJ") <sup>(2)</sup>	Indonesia	Oil palm plantation	95.34	95.33
PT Borneosurya Mining Jaya ("PT BSMJ") <sup>(2)</sup>	Indonesia	Oil palm plantation	95.34	95.33
PT Borneo Damai Lestari ("PT BDL") <sup>(2)</sup>	Indonesia	Rubber plantation	95.34	95.33
PT Citra Agro Kencana ("PT CAK") <sup>(2)</sup>	Indonesia	Oil palm plantation	95.34	95.33
PT Borneopersada Prima Jaya ("PT BPPJ") <sup>(2)</sup>	Indonesia	Rubber plantation	95.34	95.33
PT Maha Karya Bersama ("PT MKB") <sup>(2)</sup>	Indonesia	Oil palm plantation	95.33	95.33
PT Borneo Damai Lestari Raya ("PT BDLR") <sup>(2)</sup>	Indonesia	Rubber plantation	95.34	95.34

## NOTES TO THE FINANCIAL STATEMENTS

For the financial year ended 31 December 2019

## 1. GENERAL (CONT'D)

## (b) Subsidiaries (cont'd)

Subsidiaries	Country of incorporation	Principal activities	Effective group equity interest	
			2019	2018
			%	%
<b>Indirect Ownership (cont'd) :</b>				
<u>Subsidiaries of PT SAI</u>				
PT Citra Palma Kencana ("PT CPK") <sup>(2)</sup>	Indonesia	Oil palm plantation	94.97	94.97
PT Indo Manis Lestari ("PT IML") <sup>(3)</sup>	Indonesia	Non-operating	94.97	94.97
PT Indogreen Jaya Abadi ("PT IJA") <sup>(2)</sup>	Indonesia	Oil palm plantation	94.97	94.97
PT Setia Agrindo Lestari ("PT SAL") <sup>(2)</sup>	Indonesia	Oil palm plantation	94.97	94.97
PT Setia Agrindo Mandiri ("PT SAGM") <sup>(2)</sup>	Indonesia	Oil palm plantation	94.97	94.97
<u>Subsidiary of Lynhurst</u>				
PT Swadaya Mukti Prakarsa ("PT SMP") <sup>(2)</sup>	Indonesia	Oil palm plantation	99.77	99.77

**Notes:**<sup>(1)</sup> Audited by Ernst & Young LLP, Singapore.<sup>(2)</sup> Audited by member firm of Ernst & Young Global in Indonesia.<sup>(3)</sup> Audited by KAP Selamat Sinuraya & Rekan in Indonesia.<sup>(4)</sup> Audited by KAP Sodikin & Harijanto in Indonesia.



# NOTES TO THE FINANCIAL STATEMENTS

For the financial year ended 31 December 2019

## 2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

### 2.1 *Basis of preparation*

The consolidated financial statements of the Group and the balance sheet and statement of changes in equity of the Company have been prepared in accordance with Singapore Financial Reporting Standards (International) ("SFRS(I)").

The financial statements have been prepared on the historical cost basis, except as disclosed in the accounting policies below.

The financial statements are presented in United States Dollar ("USD" or "US\$") and all values are rounded to the nearest thousand ("US\$'000"), except when otherwise indicated.

#### Going concern assumption

As at 31 December 2019, the Group's and the Company's current liabilities exceeded its current assets by US\$1.3 million and US\$198.2 million respectively due to maturity of Islamic medium term notes within the next 12 months. Management is of the view that the Group and the Company are able to continue as a going concern as the Group has committed unsecured credit facilities of US\$230.0 million available for drawdown from February to June 2020. These facilities may be utilised for the partial or full refinancing of the Islamic medium term notes due in June 2020 as well as the Group's general corporate purposes.

### 2.2 *Adoption of new and amended standards and interpretations*

The accounting policies adopted are consistent with those of the previous financial year except that in the current financial year, the Group has adopted all the new and amended standards which are relevant to the Group and are effective for annual financial periods beginning on or after 1 January 2019. Except for the adoption of SFRS(I) 16 *Leases* described below, the adoption of these standards did not have any material effect on the financial performance or position of the Group.

#### **SFRS(I) 16 *Leases***

SFRS(I) 16 *Leases* replaces the previous lease accounting standards. It requires almost all leases to be recognised on the balance sheet, including a lessee's right-of-use asset, which represent its right to use the underlying assets, and its lease liabilities, which represent its obligations to make lease payments. The existing straight-line operating lease expense in profit or loss is also replaced by a depreciation charge for right-of-use assets and by an interest expense for lease liabilities.

The Group applied SFRS(I) 16 on 1 January 2019, using the modified retrospective approach. The Group elected to use the transition practical expedient to not reassess whether a contract is, or contains a lease at 1 January 2019.



# NOTES TO THE FINANCIAL STATEMENTS

For the financial year ended 31 December 2019

## 2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (CONT'D)

### 2.2 Adoption of new and amended standards and interpretations (cont'd)

#### SFRS(I) 16 Leases (cont'd)

The Group has lease contracts for land use rights, property, plant and equipment and office premises. Before the adoption of SFRS(I) 16, the Group has classified each of its leases (as lessee) at the inception date as either a finance lease or an operating lease. Upon application of SFRS(I) 16, the Group applied a single recognition and measurement approach for all leases except for short-term leases and leases of low value assets.

Management has assessed that the rental of office premises previously classified as operating lease under SFRS(I) 1-17 Leases did not have any material financial impact on the right-of-use assets and lease liabilities. Please refer to Note 2.28 for more details.

### 2.3 Standards issued but not yet effective

The Group has not adopted the following standards applicable to the Group that have been issued but not yet effective:

Description	Effective for annual periods beginning on or after
Amendments to Reference to the Conceptual Framework of SFRS(I) Standards	1 January 2020
Amendments to SFRS(I) 1 and SFRS(I) 8 <i>Definition of Material</i>	1 January 2020
Amendments to SFRS(I) 3 <i>Definition of a Business</i>	1 January 2020
Amendments to SFRS(I) 9, SFRS(I) 1-39 and SFRS(I) 7: <i>Interest Rate Benchmark Reform</i>	1 January 2020
Amendments to SFRS(I) 10 and SFRS(I) 28 <i>Sale or Contribution of Assets between an Investor and its Associate or Joint Venture</i>	To be determined

Management expects that the adoption of the standards above will have no material impact on the Group's consolidated financial statements in the year of initial application.

### 2.4 Basis of consolidation and business combinations

#### (a) 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 similar 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.

# NOTES TO THE FINANCIAL STATEMENTS

For the financial year ended 31 December 2019

## 2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (CONT'D)

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

#### (b) Business combinations

Other than business combinations involving entities under common control, 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 an asset or liability are recognised in profit or loss.

Non-controlling interest in the acquiree, that are present ownership interests and entitle their holders to a proportionate share of net assets of the acquiree are recognised on the acquisition date at fair value, or at the non-controlling interest's proportionate share of the acquiree's identifiable net assets.

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 2.12(a). 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.

#### Business combinations involving entities under common control

Business combinations involving entities under common control are accounted for by applying the pooling of interest method. The assets and liabilities of the combining entities are reflected at their carrying amounts reported in the consolidated financial statements of the controlling holding company. Any difference between the consideration paid and the share capital of the "acquired" entity is reflected within equity as "Differences arising from restructuring transactions involving entities under common control". The statement of comprehensive income reflects the results of the combining entities for the full year, irrespective of when the combination takes place. Comparatives are presented as if the entities had always been combined since the date the entities had come under common control.

### 2.5 Transactions with non-controlling interests

Non-controlling interest represents the equity in subsidiaries not attributable, directly or indirectly, to owners of the Company, and are presented separately in the consolidated statement of comprehensive income and within equity in the consolidated balance sheet, separately from equity attributable 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

For the financial year ended 31 December 2019

## 2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (CONT'D)

### 2.6 *Foreign currency*

The financial statements are presented in USD, 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.

#### (a) *Transactions and balances*

Transactions in foreign currencies are measured in the respective functional currencies of the Company and its subsidiaries and are recorded on initial recognition in the functional currencies at exchange rates approximating those ruling at the transaction dates. 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 that are measured in terms of historical cost in a foreign currency 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.

Exchange differences arising on the settlement of monetary items or on translating monetary items at the end of the reporting period are recognised in profit or loss except for exchange differences arising on monetary items that form part of the Group's net investment in foreign operations, which are recognised initially in other comprehensive income and accumulated under foreign currency translation reserve in equity. The foreign currency translation reserve is reclassified from equity to profit or loss of the Group on disposal of the foreign operation.

#### (b) *Consolidated financial statements*

For consolidation purpose, the assets and liabilities of foreign operations are translated into USD at the rate of exchange ruling at the end of the reporting period and their profit or loss are translated at the average exchange rates for the year. 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 of the Group.

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 of the Group.

### 2.7 *Biological assets*

Biological assets relate to agricultural produce growing on bearer plants, which is referred to as Fresh Fruit Bunches ("FFB") and are stated at fair value less costs to sell. Gains or losses arising from the changes in fair value less estimated costs to sell of FFB at each reporting date are included in profit or loss for the period in which they arise.

The fair value of biological assets is estimated by reference to the projected harvest quantities and market price of FFB as at the balance sheet date, net of harvesting costs and estimated cost to sell.

# NOTES TO THE FINANCIAL STATEMENTS

For the financial year ended 31 December 2019

## 2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (CONT'D)

### 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 are measured at cost less accumulated depreciation and any accumulated impairment losses.

Depreciation is computed on a straight-line basis over the estimated useful lives of the assets as follows:

Buildings and improvements	– 5 to 20 years
Machinery and installations	– 5 to 15 years
Farming and transportation equipment	– 5 to 20 years
Furniture, fittings, office equipment and others	– 3 to 5 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.

The residual value, useful life and depreciation method are reviewed at each reporting date and adjusted prospectively, if appropriate.

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

### 2.9 *Bearer plants*

Bearer plants primarily comprise of oil palm plantations and are measured at accumulated cost (before maturity) and at cost, less any subsequent accumulated depreciation and impairment losses (after maturity).

Upon maturity, bearer plants are depreciated on a straight-line basis over the estimated useful life of 20 years.

The carrying values of the bearer plants are reviewed for impairment when events or changes in circumstances indicate that the carrying value may not be recoverable.

The residual value, useful life and depreciation method are reviewed at each reporting date and adjusted prospectively, if appropriate.

Bearer plants are derecognised upon disposal or when no future economic benefits are expected from its use or disposal. Any gain or loss on derecognition of the bearer plant is included in profit or loss in the year the asset is derecognised.

Cultivation of seedling is stated at cost. The accumulated cost will be reclassified to immature plantations at the time of planting.

Bearer plants also include land preparation costs which is the cost incurred to clear the land and to ensure that the plantations are in a state ready for the planting of seedlings.



# NOTES TO THE FINANCIAL STATEMENTS

For the financial year ended 31 December 2019

## 2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (CONT'D)

### 2.10 Land use rights

*Hak Guna Usaha* ("HGU") or *Right to Cultivate*, *Hak Guna Bangunan* ("HGB") or *Right to Build* and *Hak Pakai* ("HP") or *Right of Use* are land rights that grant the registered holders of such rights use of the land for terms of 10 to 35 years, which may be extended subject to agreement with the Government of Indonesia and payment of premium.

Land use rights are initially measured at cost. Following initial recognition, land use rights are measured at cost less accumulated amortisation. The land use rights are amortised on a straight-line basis over their terms of 10 to 35 years.

### 2.11 Plasma receivables

In support of the Indonesian Government policy, the Group develops plasma plantations under the schemes of *Perkebunan Inti Rakyat Transmigrasi* ("PIR") and *Kredit Koperasi Primer untuk Anggotanya* ("KKPA") for farmers who are members of rural cooperatives unit, *Koperasi Unit Desa* ("KUD").

The Group assumes responsibility for developing oil palm plantations to the productive stage. When the plantation is at its productive stage, it is considered to be completed and is transferred to the plasma farmers (conversion of plasma plantations). All costs incurred will be reviewed by the relevant authorities and the Group will be reimbursed for all approved costs which are financed by KUD or a bank. Conversion value refers to the value reimbursed to the Group upon conversion of the plasma plantations.

The plasma farmers sell all harvest to the Group at a price determined by the Government, which approximates the market price. Part of the proceeds will be retained by the Group and used to pay KUD or the bank for the loan taken by the plasma farmers. In situations where the sales proceeds are insufficient to meet the repayment obligations to the banks, the Group also provides temporary funding to the plasma farmers.

Accumulated development costs net of reimbursements are presented in the balance sheet. Any difference between the accumulated development costs of plasma plantations and their conversion value is charged to profit or loss. The plasma receivables are assessed for impairment in accordance with Note 2.17.

Reclassifications from bearer plants to plasma receivables relate to costs incurred for development of plasma receivables previously capitalised under bearer plants, so as to be in line with the Indonesian Government's Ministry of Agriculture Regulation for plantation companies to develop plasma plantations for farmers in the local community who are members of rural cooperatives unit KUD.

# NOTES TO THE FINANCIAL STATEMENTS

For the financial year ended 31 December 2019

## 2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (CONT'D)

### 2.12 Intangible assets

#### (a) 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 have been allocated is 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 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 operations disposed of and the portion of the cash-generating unit retained.

#### (b) 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 carried 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 useful lives of intangible assets are assessed as either finite or indefinite.

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 reporting date. 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 adjusted prospectively.

Intangible assets with indefinite useful lives or not yet available for use are tested for impairment annually, or more frequently if the events and circumstances indicate that the carrying value may be impaired either individually or at the cash-generating unit level. Such intangible assets are not amortised. The useful life of an intangible asset with an indefinite useful life is reviewed annually to determine whether the useful life assessment continues to be supportable. If not, the change in useful life from indefinite to finite is made on a prospective basis.

Gains or losses arising from derecognition 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 profit or loss when the asset is derecognised.



# NOTES TO THE FINANCIAL STATEMENTS

For the financial year ended 31 December 2019

## 2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (CONT'D)

### 2.13 *Subsidiaries*

A subsidiary is an investee that is controlled by the Group. The Group controls an investee when it is exposed, 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 the Company's separate financial statements, investments in subsidiaries are accounted for at cost less impairment losses.

### 2.14 *Impairment of 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.

Impairment losses of continuing operations are recognised in profit or loss.

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 instruments*

#### (a) *Financial assets*

##### **Initial recognition and measurement**

Financial assets are recognised when, and only when the Group becomes a party to the contractual provisions of the financial instrument.

At initial recognition, the Group measures a financial asset at its fair value plus, in the case of a financial asset not at fair value through profit or loss, transaction costs that are directly attributable to the acquisition of the financial asset. Transaction costs of financial assets carried at fair value through profit or loss are expensed in profit or loss.

Trade receivables are measured at the amount of consideration to which the Group expects to be entitled in exchange for transferring promised goods or services to a customer, excluding amounts collected on behalf of third parties, if the trade receivables do not contain a significant financing component at initial recognition.

## NOTES TO THE FINANCIAL STATEMENTS

For the financial year ended 31 December 2019

**2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (CONT'D)****2.15 Financial instruments (cont'd)****(a) Financial assets (cont'd)****Subsequent measurement****Investments in debt instruments**

Subsequent measurement of debt instruments depends on the Group's business model for managing the asset and the contractual cash flow characteristics of the asset. The three measurement categories for classification of debt instruments are:

**(i) Amortised cost**

Financial assets that are held for the collection of contractual cash flows where those cash flows represent solely payments of principal and interest are measured at amortised cost. Financial assets are measured at amortised cost using the effective interest method, less impairment. Gains and losses are recognised in profit or loss when the assets are derecognised or impaired, and through the amortisation process.

**(ii) Fair value through other comprehensive income ("FVOCI")**

Financial assets that are held for collection of contractual cash flows and for selling the financial assets, where the assets' cash flows represent solely payments of principal and interest, are measured at FVOCI. Financial assets measured at FVOCI are subsequently measured at fair value. Any gains or losses from changes in fair value of the financial assets are recognised in other comprehensive income, except for impairment losses, foreign exchange gains and losses and interest calculated using the effective interest method are recognised in profit or loss. The cumulative gain or loss previously recognised in other comprehensive income is reclassified from equity to profit or loss as a reclassification adjustment when the financial asset is derecognised.

**(iii) Fair value through profit or loss ("FVTPL")**

Assets that do not meet the criteria for amortised cost or FVOCI are measured at fair value through profit or loss. A gain or loss on a debt instrument that is subsequently measured at fair value through profit or loss and is not part of a hedging relationship is recognised in profit or loss in the period in which it arises.



# NOTES TO THE FINANCIAL STATEMENTS

For the financial year ended 31 December 2019

## 2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (CONT'D)

### 2.15 Financial instruments (cont'd)

#### (a) Financial assets (cont'd)

##### Subsequent measurement (cont'd)

##### Investments in equity instruments

On initial recognition of an investment in equity instrument that is not held for trading, the Group may irrevocably elect to present subsequent changes in fair value in other comprehensive income. Dividends from such investments are to be recognised in profit or loss when the Group's right to receive payments is established. For investments in equity instruments which the Group has not elected to present subsequent changes in fair value in other comprehensive income, changes in fair value are recognised in profit or loss.

##### Derivatives

Derivatives are initially recognised at fair value on the date a derivative contract is entered into and are subsequently remeasured to their fair value at the end of each reporting period. Changes in fair value of derivatives are recognised in profit or loss.

##### **Derecognition**

A financial asset is derecognised where the contractual right to receive cash flows from the asset has expired. On derecognition of a financial asset in its entirety, the difference between the carrying amount and the sum of the consideration received and any cumulative gain or loss that had been recognised in other comprehensive income for debt instruments is recognised in profit or loss.

##### **Regular way purchase or sale of a financial asset**

All regular way purchases and sales of financial assets are recognised or derecognised on the trade date i.e., the date that the Group commits to purchase or sell the asset. Regular way purchases or sales are purchases or sales of financial assets that require delivery of assets within the period generally established by regulation or convention in the marketplace concerned.

#### (b) Financial liabilities

##### **Initial recognition and measurement**

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.

All financial liabilities are recognised initially at fair value plus in the case of financial liabilities not at fair value through profit or loss, directly attributable transaction costs.

# NOTES TO THE FINANCIAL STATEMENTS

For the financial year ended 31 December 2019

## 2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (CONT'D)

### 2.15 Financial instruments (cont'd)

#### (b) Financial liabilities (cont'd)

##### Subsequent measurement

After initial recognition, financial liabilities that are not carried at fair value through profit or loss are subsequently measured at amortised cost using the effective interest method. Gains and losses are recognised in profit or loss when the liabilities are derecognised, and through the amortisation process.

##### Derecognition

A financial liability is derecognised when the obligation under the liability is discharged or cancelled or expires. On derecognition, the difference between the carrying amounts and the consideration paid is recognised in profit or loss.

#### (c) Offsetting of financial instruments

Financial assets and financial liabilities are offset and the net amount is presented in the balance sheets when, and only when, there is a currently enforceable legal right to set off the recognised amounts and an intention to either settle on a net basis, or to realise the assets and settle the liabilities simultaneously.

### 2.16 Transfers between levels of the fair value hierarchy

Transfers between levels of the fair value hierarchy are deemed to have occurred on the date of the event or change in circumstances that caused the transfers.

### 2.17 Impairment of financial assets

The Group recognises an allowance for expected credit losses ("ECLs") for all debt instruments not held at fair value through profit or loss and financial guarantee contracts. ECLs are based on the difference between the contractual cash flows due in accordance with the contract and all the cash flows that the Group expects to receive, discounted at an approximation of the original effective interest rate. The expected cash flows will include cash flows from the sale of collateral held or other credit enhancements that are integral to the contractual terms.

ECLs are recognised in two stages. For credit exposures for which there has not been a significant increase in credit risk since initial recognition, ECLs are provided for credit losses that result from default events that are possible within the next 12-months (a 12-month ECL). For those credit exposures for which there has been a significant increase in credit risk since initial recognition, a loss allowance is recognised for credit losses expected over the remaining life of the exposure, irrespective of timing of the default (a lifetime ECL).

For trade receivables, the Group applies a simplified approach in calculating ECLs. Therefore, the Group does not track changes in credit risk, but instead recognises a loss allowance based on lifetime ECLs at each reporting date. The Group has established a provision matrix that is based on its historical credit loss experience, adjusted for forward-looking factors specific to the debtors and the economic environment.



# NOTES TO THE FINANCIAL STATEMENTS

For the financial year ended 31 December 2019

## 2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (CONT'D)

### 2.17 *Impairment of financial assets (cont'd)*

The Group considers a financial asset to be in default when internal or external information indicates that the Group is unlikely to receive the outstanding contractual amounts in full before taking into account any credit enhancements held by the Group. A financial asset is written off when there is no reasonable expectation of recovering the contractual cash flows.

### 2.18 *Inventories*

Inventories are stated at the lower of cost and net realisable value.

Cost of inventories is determined using the weighted average method.

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.

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.

### 2.19 *Cash and cash equivalents*

Cash and cash equivalents comprise cash at banks and on hand, demand deposits, and short-term, highly liquid investments that are readily convertible to known amounts of cash and which are subject to an insignificant risk of changes in value.

### 2.20 *Financial guarantee*

A financial guarantee contract is a contract that requires the issuer to make specified payments to reimburse the holder for a loss it incurs because a specified debtor fails to make payment when due in accordance with the terms of a debt instrument.

Financial guarantees are recognised initially as a liability at fair value, adjusted for transaction costs that are directly attributable to the issuance of the guarantee. Subsequent to initial recognition, financial guarantees are measured at the higher of the amount of expected credit loss determined in accordance with the policy set out in Note 2.17 and the amount initially recognised less, when appropriate, the cumulative amount of income recognised over the period of the guarantee.

### 2.21 *Provisions*

Provisions are recognised when the Group has a present obligation (legal or constructive) as a result of a past event, it is probable that 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 economic resources will be required to settle the obligation, the provision is reversed. If the effect of 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. When discounting is used, the increase in the provision due to the passage of time is recognised as a finance cost.

## NOTES TO THE FINANCIAL STATEMENTS

*For the financial year ended 31 December 2019***2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (CONT'D)****2.22 Hedge accounting**

The Group applies hedge accounting for certain hedging relationships which qualify for hedge accounting.

For the purpose of hedge accounting, hedges are classified as:

- fair value hedges when hedging the exposure to changes in the fair value of a recognised asset or liability or an unrecognised firm commitment (except for foreign currency risk);
- cash flow hedges when hedging exposure to variability in cash flows that is either attributable to a particular risk associated with a recognised asset or liability or a highly probable forecast transaction or the foreign currency risk in an unrecognised firm commitment; or
- hedges of a net investment in a foreign operation.

At the inception of a hedging relationship, the Group formally designates and documents the hedging relationship to which the Group wishes to apply hedge accounting and the risk management objective and strategy for undertaking the hedge. The documentation includes identification of the hedging instrument, the hedged item or transaction, the nature of the risk being hedged and how the entity will assess the effectiveness of changes in the hedging instrument's fair value in offsetting the exposure to changes in the hedged item's fair value or cash flows attributable to the hedged risk. Such hedges are expected to be highly effective in achieving offsetting changes in fair value or cash flows and are assessed on an ongoing basis to determine that they actually have been highly effective throughout the financial reporting periods for which they were designated.

The Group does not have any fair value hedges or hedges of net investment in foreign operations in 2019 and 2018.

Cash flow hedges which meet the strict criteria for hedge accounting are accounted for as follows:

The effective portion of the gain or loss on the hedging instrument is recognised in other comprehensive income, while any ineffective portion is recognised immediately in profit or loss.

Amounts recognised as other comprehensive income are transferred to profit or loss when the hedged transaction affects profit or loss. Where the hedged item is the cost of a non-financial asset or non-financial liability, the amounts recognised as other comprehensive income are transferred to the initial carrying amount of the non-financial asset or liability.

When a cash flow hedge is discontinued, the cumulative gain or loss previously recognised in other comprehensive income will remain in the cash flow hedge reserve until the future cash flows occur if the hedged future cash flows are still expected to occur or reclassified to profit or loss immediately if the hedged future cash flows are no longer expected to occur.



## NOTES TO THE FINANCIAL STATEMENTS

For the financial year ended 31 December 2019

**2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (CONT'D)****2.23 Borrowing costs**

Borrowing costs are capitalised as part of the cost of a 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 expenditures 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.

**2.24 Issuance costs on borrowings**

Transaction costs directly attributable to the issuance of borrowings are deducted from the proceeds in the balance sheet as discounts and amortised over the maturity period using the effective interest method.

**2.25 Share capital and share issuance expenses**

Proceeds from issuance of ordinary shares are recognised as share capital in equity. Incremental costs directly attributable to the issuance of ordinary shares are deducted against share capital.

**2.26 Treasury shares**

The Company's own equity instruments, which are reacquired (treasury shares) are recognised at cost and deducted from equity. No gain or loss is recognised in profit or loss on the purchase, sale, issue or cancellation of the Company'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 Company and no dividends are allocated to them respectively.

**2.27 Employee benefits****(a) Defined contribution plans**

The Group participates in the 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.

## NOTES TO THE FINANCIAL STATEMENTS

For the financial year ended 31 December 2019

**2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (CONT'D)****2.27 Employee benefits (cont'd)****(b) Defined benefit plans**

The Group provides employee benefits as required under the Indonesian Labor Law No.13/2003. The cost of providing such benefits is determined using the projected unit credit actuarial valuation method, based on the report prepared by an independent firm of actuaries.

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 defined benefit liability is the change during the period in the defined benefit liability that arises from the passage of time which is determined by applying the discount rate based on high quality corporate bonds to the defined benefit liability. Net interest on the defined benefit liability is recognised as expense in profit or loss.

Remeasurements comprising actuarial gains and losses (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.

The net defined benefit liability 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.

**(c) Employee leave entitlement**

Employee entitlements to annual leave are recognised as a liability when they accrue to the employees. The estimated liability for leave is recognised for services rendered by employees up to the end of the reporting period.



# NOTES TO THE FINANCIAL STATEMENTS

For the financial year ended 31 December 2019

## 2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (CONT'D)

### 2.28 Leases

The Group assesses at contract inception whether a contract is, or contains, a lease. That is, if the contract conveys the right to control the use of an identified asset for a period of time in exchange for consideration.

#### (a) As lessee

The Group applies a single recognition and measurement approach for all leases, except for short-term leases and leases of low-value assets. The Group recognises lease liabilities representing the obligations to make lease payments and right-of-use assets representing the right to use the underlying leased assets.

#### Right-of-use assets

The Group recognises right-of-use assets at the commencement date of the lease (i.e. the date the underlying asset is available for use). Right-of-use assets are measured at cost, less any accumulated depreciation and impairment losses, and adjusted for any remeasurement of lease liabilities. The cost of right-of-use assets includes the amount of lease liabilities recognised, initial direct costs incurred, and lease payments made at or before the commencement date less any lease incentives received. Right-of-use assets are depreciated on a straight-line basis over the shorter of the lease term and the estimated useful lives of the assets.

If ownership of the leased asset transfers to the Group at the end of the lease term or the cost reflects the exercise of a purchase option, depreciation is calculated using the estimated useful life of the asset. The right-of-use assets are also subject to impairment. The accounting policy for impairment is disclosed in Note 2.14.

The Group's associated right-of-use assets were included within property, plant and equipment (Note 2.8) and land use rights (Note 2.10).

#### Lease liabilities

At the commencement date of the lease, the Group recognises lease liabilities measured at the present value of lease payments to be made over the lease term. The lease payments include fixed payments (including in-substance fixed payments) less any lease incentives receivable, variable lease payments that depend on an index or a rate, and amounts expected to be paid under residual value guarantees. The lease payments also include the exercise price of a purchase option reasonably certain to be exercised by the Group and payments of penalties for terminating the lease, if the lease term reflects the Group exercising the option to terminate. Variable lease payments that do not depend on an index or a rate are recognised as expenses (unless they are incurred to produce inventories) in the period in which the event or condition that triggers the payment occurs.



## NOTES TO THE FINANCIAL STATEMENTS

*For the financial year ended 31 December 2019***2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (CONT'D)****2.28 Leases (cont'd)****(a) As lessee (cont'd)****Lease liabilities (cont'd)**

In calculating the present value of lease payments, the Group uses its incremental borrowing rate at the lease commencement date because the interest rate implicit in the lease is not readily determinable. After the commencement date, the amount of lease liabilities is increased to reflect the accretion of interest and reduced for the lease payments made. In addition, the carrying amount of lease liabilities is remeasured if there is a modification, a change in the lease term, a change in the lease payments (e.g. changes to future payments resulting from a change in an index or rate used to determine such lease payments) or a change in the assessment of an option to purchase the underlying asset.

The Group's lease liabilities are included in loans and borrowings from financial institutions presented in Note 31.

**Short-term leases and leases of low-value assets**

The Group applies the short-term lease recognition exemption to its short-term leases of machinery and equipment (i.e. those leases that have a lease term of 12 months or less from the commencement date and do not contain a purchase option). It also applies the lease of low-value assets recognition exemption to leases of office equipment that are considered to be low value. Lease payments on short-term leases and leases of low value assets are recognised as an expense on a straight-line basis over the lease term.

**(b) As lessor**

Leases in which the Group does not transfer substantially all the risks and rewards incidental to ownership of an asset are classified as operating leases. Initial direct costs incurred in negotiating and arranging an operating lease are added to the carrying amount of the leased asset and recognised over the lease term on the same basis as rental income. Contingent rents are recognised as revenue in the period in which they are earned.

# NOTES TO THE FINANCIAL STATEMENTS

For the financial year ended 31 December 2019

## 2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (CONT'D)

### 2.29 Revenue

Revenue is measured based on the consideration to which the Group expects to be entitled in exchange for transferring promised goods or services to a customer, excluding amounts collected on behalf of third parties.

Revenue is recognised when the Group satisfies a performance obligation by transferring a promised good or service to the customer, which is when the customer obtains control of the good or service. A performance obligation may be satisfied at a point in time or over time. The amount of revenue recognised is the amount allocated to the satisfied performance obligation.

#### (a) Sale of goods

Revenue from sales arising from physical delivery of palm based products is recognised when the goods are delivered to the customer and all criteria for acceptance have been satisfied. Revenue is not recognised to the extent where there are significant uncertainties regarding recovery of the consideration due, associated costs or possible return of goods.

#### (b) Interest income

Interest income is recognised using the effective interest method.

#### (c) Dividend income

Dividend income is recognised when the right to receive payment is established.

### 2.30 Taxes

#### (a) Current income tax

Current income tax assets and liabilities for the current and prior periods are measured at the amount expected to be recovered from or paid to the tax authorities. 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.

#### (b) Deferred tax

Deferred tax is provided using the liability method on temporary differences at the end of the reporting period between the tax bases of assets and liabilities and their carrying amounts for financial reporting purposes.



## NOTES TO THE FINANCIAL STATEMENTS

For the financial year ended 31 December 2019

**2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (CONT'D)****2.30 Taxes (cont'd)****(b) Deferred tax (cont'd)**

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, 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, 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 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, 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 profits 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 assets 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.



# NOTES TO THE FINANCIAL STATEMENTS

For the financial year ended 31 December 2019

## 2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (CONT'D)

### 2.30 Taxes (cont'd)

#### (c) Sales tax

Revenues, expenses and assets are recognised net of the amount of sales tax or Value-Added Tax ("VAT") except:

- where the sales tax or VAT incurred on a purchase of assets or services is not recoverable from the tax authority, in which case the sales tax or VAT 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 or VAT included.

The net amount of sales tax or VAT recoverable from, or payable to, the tax authority is included as part of receivables or payables in the balance sheet.

### 2.31 Segment reporting

For management purposes, the Group is organised into operating segments based on their products. Management regularly reviews the segment results in order to allocate resources to the segments and to assess the segment performance. Additional disclosures on each of these segments are shown in Note 45, including the factors used to identify the reportable segments and the measurement basis of segment information.

### 2.32 Contingencies

A contingent liability is:

- (a) a possible obligation that arises from past events and whose existence will be confirmed only by the occurrence or non-occurrence of one or more uncertain future events not wholly within the control of the Group; or
- (b) a present obligation that arises from past events but is not recognised because:
  - (i) it is not probable that an outflow of resources embodying economic benefits will be required to settle the obligation; or
  - (ii) the amount of the obligation cannot be measured with sufficient reliability.

A contingent asset is a possible asset that arises from past events and whose existence will be confirmed only by the occurrence or non-occurrence of one or more uncertain future events not wholly within the control of the Group.

Contingent liabilities and assets are not recognised on the balance sheet, except for contingent liabilities assumed in a business combination that are present obligations and which the fair values can be reliably determined.

# NOTES TO THE FINANCIAL STATEMENTS

For the financial year ended 31 December 2019

## 3. SIGNIFICANT ACCOUNTING JUDGEMENTS AND ESTIMATES

The preparation of the consolidated financial statements requires management to make judgements, estimates and assumptions that affect the reported amounts of revenues, expenses, assets and liabilities, and the disclosure of contingent liabilities at the end of each reporting period. Uncertainty about these assumptions and estimates could result in outcomes that could require a material adjustment to the carrying amount of the asset or liability affected in the future periods.

### 3.1 Judgements made in applying accounting policies

In the process of applying the Group's accounting policies, management has made the following judgements, apart from those involving estimations, which have the most significant effect on the amounts recognised in the consolidated financial statements:

#### (a) Determination of functional currency

The Group measures foreign currency transactions in the respective functional currencies of the Company and its subsidiaries. In determining the functional currencies of the entities in the Group, judgement is required to determine the currency that mainly influences sales prices for goods and services and of the country whose competitive forces and regulations mainly determine the sales prices of its goods and services. The functional currencies of the entities in the Group are determined based on management's assessment of the economic environment in which the entities operate and the entities' process of determining sales prices.

#### (b) Capitalisation of borrowing costs

Borrowing costs are capitalised as part of the cost of a qualifying asset if they are directly attributable to the acquisition, construction or production of that asset. In determining the amount of borrowing costs to be capitalised, if any, judgement is required to determine the amount of borrowing costs that are directly attributable to the acquisition, construction or production of a qualifying asset. To the extent that funds are borrowed generally and used for the purpose of obtaining a qualifying asset, judgement is also required to determine the extent of expenditure on that asset financed via general borrowings and those funded via cash generated from operating activities.

The Group manages its cash and bank balances and liquidity requirements on a pooled basis, which includes the cash generated from operating activities during the year as well as the cash and bank balances available at the beginning of the year.

During the financial years ended 31 December 2019 and 2018, borrowing costs incurred by the Group were not capitalised as part of bearer plants as they were assessed to be not directly attributable to the costs incurred for the development of oil palm plantations. In addition, as the development of oil palm plantations forms part of the pooled liquidity requirements of the Group, management has also applied judgement to estimate the extent of such development costs that may have been financed via general borrowings and concluded that the magnitude of general borrowing costs that may be capitalised as part of bearer plants is assessed to be not material to the Group's financial statements.



## NOTES TO THE FINANCIAL STATEMENTS

For the financial year ended 31 December 2019

**3. SIGNIFICANT ACCOUNTING JUDGEMENTS AND ESTIMATES (CONT'D)****3.2 Key sources of estimation uncertainty**

The key assumptions concerning the future and other key sources of estimation uncertainty at the end of the reporting period are discussed below. The Group based its assumptions and estimates on parameters available when the financial statements were prepared. Existing circumstances and assumptions about future developments, however, may change due to market changes or circumstances arising beyond the control of the Group. Such changes are reflected in the assumptions when they occur.

**(a) Biological assets**

The Group carries its biological assets at fair value less costs to sell, with changes in fair value being recognised in profit or loss. The determination of the fair value of the biological assets requires the use of estimates on the projected harvest quantities and market price of FFB as at the balance sheet date, net of harvesting costs and estimated costs to sell. The carrying amount and key assumptions used to determine the fair value of the biological assets are further disclosed in Note 22 and Note 42(d) respectively.

**(b) Fair value of unquoted investment**

The fair value of the unquoted investment is determined based on fair value less costs of disposal. The carrying amount and key assumptions used to determine the fair value of the unquoted investment are disclosed in Note 19 and Note 42(d) respectively.

**(c) Impairment of non-financial assets**

The Group assesses whether there are any indicators of impairment for all non-financial assets at each reporting date.

Goodwill and other intangible assets with indefinite useful lives are tested for impairment annually and at other times when such indicators exist. Other non-financial assets are tested for impairment when there are indicators that the carrying amounts may not be recoverable. An impairment exists when the carrying value of an asset or cash-generating unit exceeds its recoverable amount, which is the higher of its fair value less costs to sell and its value in use.

The value in use calculation is based on a discounted cash flow model. Management estimates the expected future cash flows from the asset or cash-generating unit and chooses a suitable discount rate in order to calculate the present value of those cash flows. Further details of the key assumptions applied in the impairment assessment of goodwill are disclosed in Note 17.



# NOTES TO THE FINANCIAL STATEMENTS

For the financial year ended 31 December 2019

## 3. SIGNIFICANT ACCOUNTING JUDGEMENTS AND ESTIMATES (CONT'D)

### 3.2 Key sources of estimation uncertainty (cont'd)

#### (d) 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 and recoverables already recorded. The Group establishes tax provisions and recoverables 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 and recoverables are 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 Group company's domicile.

The carrying amounts of provision for tax and tax recoverable as at 31 December 2019 are US\$10.8 million (2018: US\$21.2 million) and US\$81.1 million (2018: US\$45.3 million) respectively.

#### (e) Deferred taxes

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.

Where taxable profits are expected in the foreseeable future, deferred tax assets are recognised on the unused tax losses. The carrying amounts of deferred tax assets and liabilities are disclosed in Note 10(c).

#### (f) Defined benefit plan

The cost of defined benefit pension plans is determined using actuarial valuations. The actuarial valuation involves making assumptions about discount rates, mortality rates and future salary increases. Due to the complexity of the valuation, the underlying assumptions and its long-term nature, defined benefit obligations are highly sensitive to changes in these assumptions. All assumptions are reviewed at each reporting date.

The discount rate is based on the yields of government bonds in the specific country with maturities corresponding to the expected duration of the defined benefit obligation. The mortality rate is based on publicly available mortality tables for the specific country. Future salary increases are based on management's projections, taking into consideration expected future inflation rates for the specific country.

The carrying amount of the provision for post-employment benefits, together with further details about the assumptions, is disclosed in Note 34.

# NOTES TO THE FINANCIAL STATEMENTS

For the financial year ended 31 December 2019

## 3. SIGNIFICANT ACCOUNTING JUDGEMENTS AND ESTIMATES (CONT'D)

### 3.2 Key sources of estimation uncertainty (cont'd)

#### (g) Provision for expected credit losses ("ECL")

##### (i) ECL on plasma receivables and financial guarantees provided for plasma bank loans

The Group computes expected credit loss for plasma receivables and the financial guarantees provided for plasma bank loans using the general approach. Loss allowance for 12-month ECL is recognised, which represents the consequences and probabilities of possible defaults. In calculating the expected credit loss rates, the Group considers the difference in credit spreads between the interest rate on loans provided by banks to the plasma farmers and the Indonesian Government bond yield rates, and adjusts for forward-looking information as well as reasonable forecasts of future economic conditions and interest rates.

Further information about the provisions for expected credit losses on plasma receivables and the financial guarantees provided for plasma bank loans are disclosed in Note 13 and Note 43(d) respectively.

##### (ii) ECL on trade receivables

The Group provides for lifetime expected credit losses for its trade receivables using a provision matrix. The provision rates are determined based on the Group's historical observed default rates analysed in accordance to days past due by grouping of customers based on company size and payment mode. The calculation of the expected credit losses also incorporates forward looking information such as forecasts of economic conditions in the industry that the customers operate in.

Further information about the provision for expected credit losses on the trade receivables is disclosed in Note 24 and Note 43(d) respectively.

## 4. SALES

The Group derives revenue from the transfer of goods at a point in time for the following products:

	Group	
	2019	2018
	US\$'000	US\$'000
Crude palm oil	6,893	15,141
Palm kernel	1,036	590
Fresh fruit bunches	14,294	13,034
Processed palm based products	592,666	604,722
	<u>614,889</u>	<u>633,487</u>

## NOTES TO THE FINANCIAL STATEMENTS

For the financial year ended 31 December 2019

## 5. COST OF SALES

	Group	
	2019	2018
	US\$'000	US\$'000
Cost of inventories recognised as an expense	198,202	161,675
Depreciation of bearer plants and property, plant and equipment (Note 14)	65,615	61,892
Net employee benefit expense relating to defined benefit plans (Note 34)	4,701	3,613
Plantation, milling and processing costs (including employee benefits)	119,211	127,520
	<u>387,729</u>	<u>354,700</u>

## 6. SELLING AND DISTRIBUTION COSTS

	Group	
	2019	2018
	US\$'000	US\$'000
Export taxes	–	21,434
Freight charges	44,209	31,309
Depreciation of property, plant and equipment (Note 14)	671	655
Others	5,362	4,142
	<u>50,242</u>	<u>57,540</u>

## 7. GENERAL AND ADMINISTRATIVE EXPENSES

The following items have been included in arriving at general and administrative expenses:

	Group	
	2019	2018
	US\$'000	US\$'000
Audit fees paid to:		
– Auditors of the Company	165	173
– Affiliates of auditors of the Company	427	327
– Other auditors	3	38
Non-audit fees paid to:		
– Auditors of the Company	95	118
Salaries, bonuses and other benefits (including Central Provident Fund contributions)	15,497	15,159
Net employee benefit expense relating to defined benefit plans (Note 34)	1,315	1,028
Lease expense	485	473
Depreciation of property, plant and equipment (Note 14)	2,459	2,591
Amortisation of other intangible assets (Note 14)	55	103
Directors' fees	<u>336</u>	<u>306</u>



## NOTES TO THE FINANCIAL STATEMENTS

*For the financial year ended 31 December 2019***8. NET FINANCIAL EXPENSES**

	Group	
	2019	2018
	US\$'000	US\$'000
Interest expense and amortisation on loans and borrowings from financial institutions carried at amortised cost	5,474	7,172
Profit distribution and amortisation on Islamic medium term notes carried at amortised cost	12,153	12,153
	17,627	19,325
Interest income from financial assets carried at amortised cost	(1,560)	(2,282)
	16,067	17,043

**9. PROFIT BEFORE TAX**

The following items have been included in arriving at profit before tax:

	Group	
	2019	2018
	US\$'000	US\$'000
Expected credit losses on financial assets:		
- Trade receivables (Note 24)	447	–
- Plasma receivables (Note 43(d))	696	–
- Financial guarantees provided for plasma bank loans (Note 43(d))	126	–
Loss on disposal of bearer plants and property, plant and equipment	2,198	619

## NOTES TO THE FINANCIAL STATEMENTS

For the financial year ended 31 December 2019

**10. TAX EXPENSE****(a) Major components of tax expense**

The major components of tax expense for the financial years ended 31 December 2019 and 2018 are as follows:

	Group	
	2019	2018
	US\$'000	US\$'000
<b>Income statement:</b>		
<i>Current income tax</i>		
- Current year	33,876	55,195
- Under provision in respect of previous years	1,370	463
<i>Deferred income tax</i>		
- Origination and reversal of temporary differences	(827)	(14,928)
- Under provision in respect of previous years	955	3,593
<i>Withholding tax</i>	2,652	9,105
	<u>38,026</u>	<u>53,428</u>
<b>Income tax related to other comprehensive income:</b>		
Actuarial movements on defined benefits plan	86	948
Net change in fair value of cash flow hedges	-	(339)
Foreign currency translation	(2,215)	(6,058)
	<u>(2,129)</u>	<u>(5,449)</u>

## NOTES TO THE FINANCIAL STATEMENTS

For the financial year ended 31 December 2019

**10. TAX EXPENSE (CONT'D)****(b) Relationship between tax expense and accounting profit**

The reconciliation between tax expense and the product of accounting profit multiplied by the applicable corporate tax rates for the financial years ended 31 December 2019 and 2018 is as follows:

	Group	
	2019	2018
	US\$'000	US\$'000
Profit before tax	131,201	181,115
Tax expense at domestic rate applicable to profits in the countries where the Group operates	32,206	42,615
<i>Adjustments:</i>		
Non-deductible expenses	5,920	3,306
Income not subject to tax	(1,257)	(666)
Deferred tax assets not recognised	369	104
Benefits from previously unrecognised tax losses	–	(24)
Effect of tax incentives	(4,128)	(5,057)
Under provision in respect of previous years	2,325	4,056
Withholding tax	2,652	9,105
Others	(61)	(11)
Tax expense recognised in profit or loss	38,026	53,428

The corporate tax rate for companies in Singapore and Indonesia is 17% and 25% (2018: 17% and 25%) respectively.

**(c) Deferred tax assets and liabilities**

Deferred tax assets and liabilities are offset when there is a legally enforceable right to offset current income tax assets against current income tax liabilities and when the deferred taxes relate to the same taxable entity and the same tax authority. The following amounts, determined after appropriate offsetting, were shown in the balance sheets:

	Group		Company	
	2019	2018	2019	2018
	US\$'000	US\$'000	US\$'000	US\$'000
Deferred tax assets	59,139	54,702	–	–
Deferred tax liabilities	(21,529)	(18,074)	(373)	(528)



## NOTES TO THE FINANCIAL STATEMENTS

For the financial year ended 31 December 2019

## 10. TAX EXPENSE (CONT'D)

(c) *Deferred tax assets and liabilities (cont'd)*

Deferred tax assets and liabilities (prior to offsetting) comprise the following:

Group	Consolidated balance sheet		Consolidated income statement	
	2019 US\$'000	2018 US\$'000	2019 US\$'000	2018 US\$'000
<i>Deferred tax assets:</i>				
Unutilised tax losses	39,456	33,481	(4,493)	(7,675)
Provisions	2,321	2,424	151	930
Post-employment benefits	6,603	4,994	(1,476)	(1,074)
Bearer plants	15,022	15,183	781	723
Others	2,055	4,838	2,955	(1,363)
	65,457	60,920		
<i>Deferred tax liabilities:</i>				
Biological assets	(6,488)	(4,296)	1,978	(864)
Differences in depreciation for tax purposes	(1,720)	(2,462)	(903)	(2,236)
Lease liabilities	(629)	(593)	10	(219)
Fair value adjustments on acquisition of subsidiaries	(16,452)	(15,793)	–	–
Others	(2,558)	(1,148)	1,125	443
	(27,847)	(24,292)		
Net deferred tax assets	37,610	36,628		
Deferred income tax			128	(11,335)

## NOTES TO THE FINANCIAL STATEMENTS

For the financial year ended 31 December 2019

## 10. TAX EXPENSE (CONT'D)

(c) *Deferred tax assets and liabilities (cont'd)*

Company	Balance sheet	
	2019	2018
	US\$'000	US\$'000
<i>Deferred tax assets:</i>		
Provisions	182	305
	182	305
<i>Deferred tax liabilities:</i>		
Differences in depreciation for tax purposes	(513)	(711)
Others	(42)	(122)
	(555)	(833)
Net deferred tax liabilities	(373)	(528)

Unrecognised tax losses and tax credits

As at 31 December 2019, the Group has unrecognised tax losses and tax credits of US\$8.8 million (2018: US\$6.6 million) and US\$296.7 million (2018: US\$295.8 million) respectively. The related deferred tax assets of US\$2.2 million (2018: US\$1.7 million) and US\$74.2 million (2018: US\$73.9 million) attributable to such tax losses and tax credits respectively were not recognised due to uncertainty of their recoverability, especially the tax credits which can only be claimed over an extended number of years, subject to agreement of the tax authorities and compliance with certain provisions of the tax legislation of the country in which the companies operate. The tax losses will expire between 2020 and 2024 (2018: between 2019 and 2023).

Unrecognised temporary differences relating to investments in subsidiaries

As at 31 December 2019 and 2018, no deferred tax liability has been recognised for taxes that would be payable on the undistributed earnings of certain of the Group's subsidiaries as the Group has determined that undistributed earnings of these subsidiaries will not be distributed in the foreseeable future and such temporary differences for which no deferred tax liability has been recognised aggregate to US\$1,057 million (2018: US\$934.0 million). The related deferred tax liability is estimated to be US\$105.7 million (2018: US\$93.4 million).

## NOTES TO THE FINANCIAL STATEMENTS

For the financial year ended 31 December 2019

**11. EARNINGS PER SHARE**

Basic earnings per share is calculated by dividing profit for the year attributable to owners of the Company by the weighted average number of ordinary shares outstanding during the financial year.

Diluted earnings per share is calculated by dividing profit for the year attributable to owners of the Company by the weighted average number of ordinary shares outstanding during the financial year plus the weighted average number of ordinary shares that would be issued on conversion of all dilutive potential ordinary shares into ordinary shares.

	Group	
	2019	2018
Profit for the year attributable to owners of the Company (US\$'000)	89,128	120,001
Weighted average number of ordinary shares ('000)	1,584,073	1,584,073
Basic earnings per share (US cents)	5.63	7.58

There are no dilutive potential ordinary shares as at 31 December 2019 and 2018.

**12. BEARER PLANTS**

Bearer plants primarily comprise of oil palm plantations.

	Group	
	2019	2018
	US\$'000	US\$'000
<b>Cost</b>		
At 1 January	795,752	827,357
Additions	17,301	34,778
Disposals	(5,843)	(3,377)
Reclassification to plasma receivables (Note 13)	(13,934)	(9,943)
Reclassification to property, plant and equipment (Note 14)	(17,196)	–
Exchange differences	35,419	(53,063)
At 31 December	811,499	795,752
<b>Accumulated depreciation</b>		
At 1 January	182,732	167,859
Charge for the year (Note 14)	31,091	29,627
Disposals	(3,131)	(2,096)
Reclassification to plasma receivables (Note 13)	(2,364)	(1,916)
Exchange differences	7,613	(10,742)
At 31 December	215,941	182,732
<b>Net carrying amount</b>	<b>595,558</b>	<b>613,020</b>



## NOTES TO THE FINANCIAL STATEMENTS

For the financial year ended 31 December 2019

## 12. BEARER PLANTS (CONT'D)

	Group	
	2019	2018
	US\$'000	US\$'000
<b><i>Nucleus production volume (tonnes)</i></b>		
FFB	3,009,424	3,061,819
<b><i>Nucleus planted area (hectares)*</i></b>		
Mature	169,539	162,364
Immature	16,583	22,781
	186,122	185,145

\* Nucleus planted areas include rubber plantations.

The plantations have not been insured against the risks of fire, diseases and other possible risks.

Additions to bearer plants consist of:

	Group	
	2019	2018
	US\$'000	US\$'000
Capital expenditure on bearer plants using cash	14,085	31,742
Capitalisation of depreciation on property, plant and equipment (Note 14)	3,216	3,036
	17,301	34,778

*Assets pledged as security*

As at 31 December 2019 and 2018, certain of the Group's bearer plants are pledged to secure facilities from financial institutions (Note 31).

## NOTES TO THE FINANCIAL STATEMENTS

For the financial year ended 31 December 2019

## 13. PLASMA RECEIVABLES

	Group	
	2019	2018
	US\$'000	US\$'000
At 1 January	50,926	49,931
Additional development costs	14,410	9,003
Gain arising from changes in carrying value of plasma receivables	2,744	–
Proceeds received	(8,571)	(11,371)
Reclassification from bearer plants (Note 12)	11,570	8,027
Exchange differences	2,481	(3,309)
Allowance for expected credit losses	(696)	(1,355)
At 31 December	72,864	50,926
Current	1,080	4,525
Less: Allowance for expected credit losses	(58)	–
	1,022	4,525
Non-current	73,903	47,756
Less: Allowance for expected credit losses	(2,061)	(1,355)
	71,842	46,401
	72,864	50,926

Expected credit losses

The movement in allowance for expected credit losses of plasma receivables is as follows:

	Group	
	2019	2018
	US\$'000	US\$'000
At 1 January	1,355	1,448
Charge for the year	696	–
Exchange differences	68	(93)
	2,119	1,355

## NOTES TO THE FINANCIAL STATEMENTS

For the financial year ended 31 December 2019

**13. PLASMA RECEIVABLES (CONT'D)**

Additions to plasma receivables consist of:

	Group	
	2019	2018
	US\$'000	US\$'000
Development costs on plasma receivables using cash	14,410	8,751
Capitalisation of depreciation on property, plant and equipment (Note 14)	–	252
	<u>14,410</u>	<u>9,003</u>

**14. PROPERTY, PLANT AND EQUIPMENT**

Group	Buildings and improvements US\$'000	Machinery and installations US\$'000	Farming and transportation equipment US\$'000	Furniture, fittings, office equipment and others US\$'000	Assets under construction US\$'000	Total US\$'000
<b>Cost</b>						
At 1 January 2018	271,349	203,311	65,897	11,592	17,207	569,356
Additions	11,764	2,262	8,265	1,001	26,960	50,252
Disposals	–	–	(2,129)	(1)	–	(2,130)
Reclassifications	10,165	2,748	3	–	(12,916)	–
Exchange differences	(17,772)	(13,123)	(3,507)	(739)	(1,324)	(36,465)
At 31 December 2018 and 1 January 2019	275,506	195,198	68,529	11,853	29,927	581,013
Additions	19,290	2,903	4,917	897	73,662	101,669
Disposals	(261)	–	(7,623)	–	(32)	(7,916)
Reclassifications	20,079	15,487	5	11	(35,582)	–
Reclassification from bearer plants (Note 12)	17,196	–	–	–	–	17,196
Exchange differences	12,601	8,573	2,243	494	2,013	25,924
At 31 December 2019	344,411	222,161	68,071	13,255	69,988	717,886



## NOTES TO THE FINANCIAL STATEMENTS

For the financial year ended 31 December 2019

## 14. PROPERTY, PLANT AND EQUIPMENT (CONT'D)

Group	Buildings and improvements US\$'000	Machinery and installations US\$'000	Farming and transportation equipment US\$'000	Furniture, fittings, office equipment and others US\$'000	Assets under construction US\$'000	Total US\$'000
<b>Accumulated depreciation</b>						
At 1 January 2018	93,828	85,731	43,638	8,681	–	231,878
Charge for the year	18,500	12,818	6,322	1,159	–	38,799
Disposals	–	–	(2,088)	(1)	–	(2,089)
Exchange differences	(6,344)	(5,884)	(2,190)	(560)	–	(14,978)
At 31 December 2018 and 1 January 2019	105,984	92,665	45,682	9,279	–	253,610
Charge for the year	20,420	12,762	6,572	1,116	–	40,870
Disposals	(168)	–	(7,526)	–	–	(7,694)
Exchange differences	4,779	4,091	1,487	393	–	10,750
At 31 December 2019	131,015	109,518	46,215	10,788	–	297,536
<b>Net carrying amount</b>						
At 31 December 2019	213,396	112,643	21,856	2,467	69,988	420,350
At 31 December 2018	169,522	102,533	22,847	2,574	29,927	327,403

## NOTES TO THE FINANCIAL STATEMENTS

For the financial year ended 31 December 2019

## 14. PROPERTY, PLANT AND EQUIPMENT (CONT'D)

Company	Transportation equipment US\$'000	Furniture, fittings, office equipment and others US\$'000	Total US\$'000
<b>Cost</b>			
At 1 January 2018	13,452	332	13,784
Additions	352	31	383
Disposals	(171)	–	(171)
At 31 December 2018 and 1 January 2019	13,633	363	13,996
Additions	–	5	5
Disposals	(168)	–	(168)
At 31 December 2019	13,465	368	13,833
<b>Accumulated depreciation</b>			
At 1 January 2018	8,040	257	8,297
Charge for the year	1,323	30	1,353
Disposals	(171)	–	(171)
At 31 December 2018 and 1 January 2019	9,192	287	9,479
Charge for the year	1,245	31	1,276
Disposals	(168)	–	(168)
At 31 December 2019	10,269	318	10,587
<b>Net carrying amount</b>			
At 31 December 2019	3,196	50	3,246
At 31 December 2018	4,441	76	4,517

Additions to property, plant and equipment consist of:

	Group	
	2019 US\$'000	2018 US\$'000
Capital expenditure on property, plant and equipment using cash	79,128	45,031
Reclassification from advances for purchase of property, plant and equipment	19,318	616
Right-of-use assets	3,223	4,605
	101,669	50,252

## NOTES TO THE FINANCIAL STATEMENTS

For the financial year ended 31 December 2019

**14. PROPERTY, PLANT AND EQUIPMENT (CONT'D)***Assets under construction*

As at 31 December 2019 and 2018, the Group's assets under construction relate primarily to buildings and infrastructure, as well as machinery and installations.

*Assets pledged as security*

As at 31 December 2019 and 2018, certain subsidiaries' property, plant and equipment are pledged to secure facilities from financial institutions (Note 31).

*Right-of-use assets*

As at 31 December 2019, the Group's right-of-use assets with carrying amount of US\$6.8 million (2018: US\$5.6 million) are classified under farming and transportation equipment.

**Depreciation and amortisation**

The depreciation and amortisation charges for the financial years ended 31 December 2019 and 2018 are as follows:

	Group	
	2019	2018
	US\$'000	US\$'000
Depreciation of bearer plants (Note 12)	31,091	29,627
Depreciation of property, plant and equipment	40,870	38,799
Amortisation of land use rights (Note 15)	2,066	2,043
Amortisation of other intangible assets (Note 18)	55	103
	<hr/>	<hr/>
	74,082	70,572



## NOTES TO THE FINANCIAL STATEMENTS

For the financial year ended 31 December 2019

## 14. PROPERTY, PLANT AND EQUIPMENT (CONT'D)

## Depreciation and amortisation (cont'd)

	Group	
	2019	2018
	US\$'000	US\$'000
Depreciation included in cost of sales (Note 5)	65,615	61,892
Depreciation included in selling and distribution costs (Note 6)	671	655
Depreciation included in general and administrative expenses (Note 7)	2,459	2,591
Amortisation included in general and administrative expenses (Note 7)	55	103
Amortisation included in other operating expenses	2,066	2,043
Depreciation capitalised in bearer plants (Note 12)	3,216	3,036
Depreciation capitalised in plasma receivables (Note 13)	–	252
	<u>74,082</u>	<u>70,572</u>

## 15. LAND USE RIGHTS

	Group	
	2019	2018
	US\$'000	US\$'000
<b>Cost</b>		
At 1 January	60,181	63,071
Additions	4,941	1,193
Disposal	(271)	–
Exchange differences	<u>2,594</u>	<u>(4,083)</u>
At 31 December	<u>67,445</u>	<u>60,181</u>
<b>Accumulated amortisation</b>		
At 1 January	14,289	13,124
Amortisation charge for the year (Note 14)	2,066	2,043
Exchange differences	<u>633</u>	<u>(878)</u>
At 31 December	<u>16,988</u>	<u>14,289</u>
<b>Net carrying amount</b>	<u>50,457</u>	<u>45,892</u>

## NOTES TO THE FINANCIAL STATEMENTS

For the financial year ended 31 December 2019

## 15. LAND USE RIGHTS (CONT'D)

	Group	
	2019	2018
	US\$'000	US\$'000
Amount to be amortised		
– Not later than one year	2,066	2,043
– Later than one year but not more than five years	8,265	8,174
– Later than five years	40,126	35,675
	<u>50,457</u>	<u>45,892</u>

Land use rights are in respect of:

- (a) land premiums representing the cost of land rights owned by the Group which are amortised on a straight-line basis over their terms of 10 to 35 years. The terms may be extended subject to agreement with the Government of Indonesia and payment of premium; and
- (b) deferred land rights acquisition costs representing the cost associated with the legal transfer or renewal for titles of land rights such as, among others, legal fees, land survey and re-measurement fees, taxes and other related expenses. Such costs are also deferred and amortised on a straight-line basis over the terms of the related land rights of 10 to 35 years.

As at 31 December 2019, the Group's land use rights cover a total land area of 234,822 hectares (2018: 213,935 hectares), representing HGU, HGB and HP. The legal terms of the existing land use rights of the Group expire on various dates between 2020 and 2054.

*Assets pledged as security*

As at 31 December 2019 and 2018, certain of the Group's land use rights are pledged to secure facilities from financial institutions (Note 31).

## NOTES TO THE FINANCIAL STATEMENTS

For the financial year ended 31 December 2019

**16. INVESTMENT IN SUBSIDIARIES**

	Company	
	2019	2018
	US\$'000	US\$'000
Unquoted equity shares, at cost	751,081	481,587
At 1 January	481,587	523,527
Subscription for shares in subsidiaries (Note 16(d))	269,494	–
Disposal of subsidiary (Note 16(e))	–	(41,940)
At 31 December	751,081	481,587

**(a) Composition of the Group**

The full list of subsidiaries is presented in Note 1(b).

**(b) Interest in subsidiary with material non-controlling interest ("NCI")**

The Group has the following subsidiary that has NCI that are material to the Group.

Name of subsidiary	Principal place of business	Proportion of ownership interest held by non-controlling interests	Profit allocated to NCI during the reporting period US\$'000	Accumulated NCI at the end of reporting period US\$'000	Dividends paid to NCI during the reporting period US\$'000
31 December 2019: PT CLP	Indonesia	4.49%	3,684	44,017	2,918
31 December 2018: PT CLP	Indonesia	4.49%	6,072	39,234	1,149



## NOTES TO THE FINANCIAL STATEMENTS

For the financial year ended 31 December 2019

**16. INVESTMENT IN SUBSIDIARIES (CONT'D)****(c) Summarised financial information about subsidiary with material NCI**

Summarised financial information including goodwill on acquisition and consolidation adjustments but before intercompany eliminations of subsidiaries with material NCI are as follows:

	PT CLP Group	
	2019	2018
	US\$'000	US\$'000
<b>Summarised balance sheets</b>		
<b>Non-current</b>		
Assets	1,039,667	1,095,786
Liabilities	(207,055)	(396,918)
Net non-current assets	832,612	698,868
<b>Current</b>		
Assets	186,723	217,646
Liabilities	(38,991)	(42,702)
Net current assets	147,732	174,944
<b>Net assets</b>	980,344	873,812
<b>Summarised statement of comprehensive income</b>		
Sales	409,972	426,428
Profit before tax	109,327	177,872
Tax expense	(27,280)	(42,633)
Profit for the year	82,047	135,239
Other comprehensive income	44,377	(71,487)
Total comprehensive income	126,424	63,752
<b>Other summarised information</b>		
Net cash generated from operating activities	127,731	108,686
Net cash used in investing activities	(82,114)	(224,433)
Net cash (used in)/generated from financing activities	(47,907)	4,485

## NOTES TO THE FINANCIAL STATEMENTS

For the financial year ended 31 December 2019

**16. INVESTMENT IN SUBSIDIARIES (CONT'D)****(d) Subscription for shares in subsidiaries**

In 2019, the Company increased its investment in subsidiaries through the subscription of shares in PT Borneo Ketapang Permai ("PT BKP") and PT Falcon Agri Persada ("PT FAPE") amounting to US\$256.3 million and US\$13.2 million respectively, funded by a combination of cash and capitalisation of loan to subsidiary (Note 21).

After the subscriptions, the equity interest of the Company in PT BKP and PT FAPE remain unchanged at 95.00%.

**(e) Disposal of subsidiary**

In 2018, the Company transferred its 63.00% equity interest in PT Meridan Sejatisurya Plantation ("PT MSSP") to PT Ciliandra Perkasa ("PT CLP"), a direct subsidiary of the Company, for a cash consideration of approximately US\$126.4 million, which was arrived at after taking into consideration the current market value of the assets.

After the transfer, PT MSSP remained as a subsidiary of the Group, with effective group equity interest of 90.73% (2017: 93.56%).

**17. GOODWILL**

	Group	
	2019	2018
	US\$'000	US\$'000
<b>Cost</b>		
At 1 January	81,013	86,592
Exchange differences	3,380	(5,579)
At 31 December	84,393	81,013

## NOTES TO THE FINANCIAL STATEMENTS

For the financial year ended 31 December 2019

## 17. GOODWILL (CONT'D)

**Impairment testing of goodwill**

Goodwill arising from business combinations is allocated to individual cash-generating units ("CGU") for the purpose of impairment testing. The carrying amounts of goodwill allocated to each CGU are as follows:

	Group	
	2019	2018
	US\$'000	US\$'000
PT Borneo Ketapang Permai Group	4,778	4,587
PT Kalimantan Green Persada Group	9,342	8,968
PT Gerbang Sawit Indah	8,369	8,033
Lynhurst Group	32,065	30,781
PT Falcon Agri Persada	29,809	28,615
Others	30	29
	<u>84,393</u>	<u>81,013</u>

The recoverable amounts of the CGUs have been determined based on value in use calculations using cash flow projections from financial budgets approved by management. The key assumptions used in the calculations are as follows:

	2019	2018
Terminal growth rate	3%	3%
Pre-tax discount rate	10%	11%
Projected average CPO price	<u>US\$689/tonne</u>	<u>US\$664/tonne</u>

The value in use calculations use a discounted cash flow model based on cash flow projections covering a period of 10 years (2018: 10 years), and projected average CPO price of US\$689 per tonne (2018: US\$664 per tonne).

Cash flows beyond the projected periods are extrapolated using the estimated terminal growth rate indicated above. The terminal growth rate used does not exceed the long-term average growth rates in the industry.

The discount rate applied to the cash flow projections is pre-tax and derived from the weighted average cost of capital ("WACC") of the Group. The WACC takes into account both the cost of debt and the cost of equity. The cost of equity is derived from the expected return on investment by the Group's investors. The cost of debt is based on the interest bearing borrowings the Group is obliged to service.

Based on the above analysis, management has assessed that the goodwill is not impaired as at 31 December 2019 and 2018.



## NOTES TO THE FINANCIAL STATEMENTS

For the financial year ended 31 December 2019

## 17. GOODWILL (CONT'D)

*Sensitivity to changes in assumptions*

Changes to the assumptions used by management to determine the recoverable amounts can have an impact on the results of the assessment. Management is of the opinion that no reasonably possible change in any of the key assumptions stated above would cause the carrying amount of the goodwill for each of the CGU to materially exceed their recoverable amount.

## 18. OTHER INTANGIBLE ASSETS

Group	Land permits US\$'000	Software US\$'000	Total US\$'000
<b>Cost</b>			
At 1 January 2018	21,862	2,341	24,203
Additions	–	11	11
Write off	–	(180)	(180)
Exchange differences	(1,409)	(102)	(1,511)
At 31 December 2018 and 1 January 2019	20,453	2,070	22,523
Additions	8,485	–	8,485
Exchange differences	1,002	57	1,059
At 31 December 2019	29,940	2,127	32,067
<b>Accumulated amortisation</b>			
At 1 January 2018	–	1,992	1,992
Amortisation charge during the year (Note 14)	–	103	103
Exchange differences	–	(87)	(87)
At 31 December 2018 and 1 January 2019	–	2,008	2,008
Amortisation charge during the year (Note 14)	–	55	55
Exchange differences	–	54	54
At 31 December 2019	–	2,117	2,117
<b>Net carrying amount</b>			
At 31 December 2019	29,940	10	29,950
At 31 December 2018	20,453	62	20,515

## NOTES TO THE FINANCIAL STATEMENTS

For the financial year ended 31 December 2019

## 18. OTHER INTANGIBLE ASSETS (CONT'D)

Company	Software US\$'000
<b>Cost</b>	
At 1 January 2018, 31 December 2018 and 31 December 2019	475
<b>Accumulated amortisation</b>	
At 1 January 2018, 31 December 2018 and 31 December 2019	475
<b>Net carrying amount</b>	
At 31 December 2018 and 31 December 2019	–

Land permits are not amortised. Amortisation will only commence upon reclassification from land permits to land use rights when HGU title has been obtained.

Software costs are amortised to profit or loss using the straight-line method over their estimated useful lives of three to five years.

## 19. UNQUOTED INVESTMENT

	Group and Company	
	2019	2018
	US\$'000	US\$'000
<b>At fair value through profit or loss</b>		
At 1 January	5,775	5,775
Additions	496	–
Loss arising from changes in fair value of unquoted investment	(4,900)	–
At 31 December	1,371	5,775

The unquoted investment relates to a 50% interest in a limited partnership which the Group does not retain control or significant influence over.

In 2019, the Group recognised loss arising from changes in fair value of unquoted investment amounting to US\$4.9 million. The fair value of the unquoted investment is determined based on fair value less costs of disposal, which approximates its adjusted net asset value at reporting date.

## NOTES TO THE FINANCIAL STATEMENTS

For the financial year ended 31 December 2019

## 20. DERIVATIVE FINANCIAL ASSETS/LIABILITIES

Group	2019		2018	
	Assets US\$'000	Liabilities US\$'000	Assets US\$'000	Liabilities US\$'000
Cross currency swaps	–	78,600	–	79,580
Commodity futures, options and swap contracts	251	73	1,888	825
Foreign currency options and forward contracts	6	–	26	96
Interest rate swaps	1,473	363	1,996	–
	1,730	79,036	3,910	80,501
Current	563	52,029	2,882	921
Non-current	1,167	27,007	1,028	79,580
	1,730	79,036	3,910	80,501

Company	2019		2018	
	Assets US\$'000	Liabilities US\$'000	Assets US\$'000	Liabilities US\$'000
Cross currency swaps	–	78,600	–	79,580
Foreign currency options and forward contracts	–	–	26	–
Interest rate swaps	1,473	363	1,996	–
	1,473	78,963	2,022	79,580
Current	306	51,956	994	–
Non-current	1,167	27,007	1,028	79,580
	1,473	78,963	2,022	79,580

The Group classifies derivative financial instruments as financial assets/liabilities at fair value through profit or loss, except for certain derivatives designated as cash flow hedges, wherein hedge accounting has been applied.

**Cross currency swaps**

The Company has entered into cross currency swaps with financial institutions to hedge the foreign currency risk on its Ringgit-denominated Islamic medium term notes, mitigating the risk of changes in foreign currency rates. Based on the cross currency swap agreements, the financial institutions will swap the principal as well as the profit distribution amounts of the Company's Islamic medium term notes from Malaysian Ringgit into USD. Cash flow hedge accounting has been applied to these cross currency swaps as they are considered to be highly effective hedging instruments. In 2019, a net fair value loss of US\$2.0 million (2018: net fair value gain of US\$6.6 million) has been included in other comprehensive income in respect of these contracts. As at 31 December 2019, the notional amount of the cross currency swaps outstanding amounted to MYR 1.0 billion (2018: MYR 1.0 billion).



## NOTES TO THE FINANCIAL STATEMENTS

For the financial year ended 31 December 2019

**20. DERIVATIVE FINANCIAL ASSETS/LIABILITIES (CONT'D)***Commodity futures, options and swap contracts*

The Group enters into certain commodity futures, options and swap contracts in order to hedge the commodity price risk related to the sale and purchase of palm based products. In 2018, a net fair value loss of US\$3.4 million, with a related deferred tax credit of \$0.3 million, had been included in other comprehensive income in respect of those contracts that were hedge accounted for. There were no commodity futures or swap contracts that were hedge accounted for as at 31 December 2019.

*Foreign currency options and forward contracts*

The Group enters into certain foreign currency options and forward contracts in order to hedge the foreign currency risk related to the purchase of palm based products as well as the Company's forecasted dividend payments. There were no foreign currency forward contracts that were hedge accounted for as at 31 December 2019 and 2018.

*Interest rate swaps*

The Company has entered into interest rate swaps with financial institutions to hedge the interest rate risk arising from its floating rate debts, mitigating the risk of changes in market interest rates. Based on the interest rate swap agreements, the floating rates on the Company's bank loans are swapped into fixed rates. Cash flow hedge accounting has been applied to these interest rate swaps as they are considered to be highly effective hedging instruments. In 2019, a net fair value loss of US\$0.8 million (2018: net fair value gain of US\$0.6 million) has been included in other comprehensive income in respect of these contracts. As at 31 December 2019, the notional amount of the interest rate swaps outstanding amounted to US\$227.7 million (2018: US\$135.6 million).

**21. LOAN TO SUBSIDIARY**

The loan to subsidiary is denominated in USD, unsecured, bears interest at 5.50% per annum (2018: 5.50% per annum) and is repayable on 31 December 2021 or may be extended upon mutual agreement. The Company does not have the intention of demanding for the settlement of the loan in the foreseeable future as the amount forms, in substance, a part of the Company's net investment in subsidiaries.

	Company	
	2019	2018
	US\$'000	US\$'000
Loan to subsidiary	125,000	370,000
Less: Allowance for expected credit losses	(875)	(2,590)
	124,125	367,410

In 2019, US\$245.0 million of the loan to subsidiary has been capitalised as investment in subsidiaries (Note 16(d)).

## NOTES TO THE FINANCIAL STATEMENTS

For the financial year ended 31 December 2019

**21. LOAN TO SUBSIDIARY (CONT'D)**Expected credit losses

The movement in allowance for expected credit losses of the loan to subsidiary is as follows:

	Company	
	2019	2018
	US\$'000	US\$'000
At 1 January	2,590	2,590
Write-back during the year	(1,715)	–
At 31 December	875	2,590

**22. BIOLOGICAL ASSETS**

Biological assets relate to agricultural produce growing on bearer plants, which is referred to as FFB, with the following movements in carrying value:

	Group	
	2019	2018
	US\$'000	US\$'000
<b>Fair value</b>		
At 1 January	17,183	22,000
Gain/(loss) arising from changes in fair value of biological assets	7,913	(3,456)
Exchange differences	856	(1,361)
At 31 December	25,952	17,183

**23. INVENTORIES**

	Group	
	2019	2018
	US\$'000	US\$'000
Palm based products	46,674	62,675
Fertilisers and chemicals	21,874	22,605
Spare parts and other consumables	13,173	12,282
	81,721	97,562

## NOTES TO THE FINANCIAL STATEMENTS

For the financial year ended 31 December 2019

## 24. TRADE RECEIVABLES

	Group		Company	
	2019	2018	2019	2018
	US\$'000	US\$'000	US\$'000	US\$'000
Trade receivables from:				
- Third parties	43,086	34,837	-	-
- Subsidiaries	-	-	1,143	-
- Related parties	223	3,017	-	-
Less: Allowance for expected credit losses	(923)	(462)	-	-
	42,386	37,392	1,143	-

Trade receivables are non-interest bearing and generally due within 30 days. They are recognised at their original invoice amounts which represent their fair values on initial recognition.

Trade receivables are denominated in the following currencies:

	Group		Company	
	2019	2018	2019	2018
	US\$'000	US\$'000	US\$'000	US\$'000
Indonesian Rupiah	8,904	13,319	-	-
United States Dollar	33,482	24,073	1,143	-
	42,386	37,392	1,143	-

*Receivables that are past due but not impaired*

An analysis of trade receivables that are past due but not impaired as at the end of the reporting period is as follows:

	Group		Company	
	2019	2018	2019	2018
	US\$'000	US\$'000	US\$'000	US\$'000
Trade receivables past due:				
Lesser than 30 days	28	1,913	-	-
30 to 60 days	118	6	-	-
More than 60 days	946	611	-	-
	1,092	2,530	-	-



## NOTES TO THE FINANCIAL STATEMENTS

For the financial year ended 31 December 2019

**24. TRADE RECEIVABLES (CONT'D)**Expected credit losses

The movement in allowance for expected credit losses of trade receivables is as follows:

	Group		Company	
	2019	2018	2019	2018
	US\$'000	US\$'000	US\$'000	US\$'000
At 1 January	462	479	–	–
Charge for the year (Note 9)	447	–	–	–
Exchange differences	14	(17)	–	–
At 31 December	923	462	–	–

**25. OTHER RECEIVABLES**

	Group		Company	
	2019	2018	2019	2018
	US\$'000	US\$'000	US\$'000	US\$'000
Interest receivable	119	216	60	87
Amounts due from related parties	7	33	–	–
Sundry receivables	2,686	3,176	226	226
	2,812	3,425	286	313

The amounts due from related parties are non-trade related, unsecured, non-interest bearing, repayable on demand and expected to be settled in cash.

Other receivables are denominated in the following currencies:

	Group		Company	
	2019	2018	2019	2018
	US\$'000	US\$'000	US\$'000	US\$'000
Indonesian Rupiah	2,465	1,037	–	–
United States Dollar	340	2,381	285	312
Singapore Dollar	7	7	1	1
	2,812	3,425	286	313

## NOTES TO THE FINANCIAL STATEMENTS

For the financial year ended 31 December 2019

**26. ADVANCES AND PREPAYMENTS***Advances for purchase of property, plant and equipment*

Advances for purchase of property, plant and equipment represent advance payments made to suppliers and contractors in relation to the following items:

	Group	
	2019	2018
	US\$'000	US\$'000
Buildings and improvements	5,493	17,987
Machinery and installations	2,864	635
Others	182	248
	<u>8,539</u>	<u>18,870</u>

*Other advances and prepayments*

Other advances and prepayments relate mainly to payments made for purchase of inventories and other miscellaneous items. These payments are non-interest bearing, unsecured and expected to be fulfilled within the next 12 months.

**27. CASH AND BANK BALANCES**

	Group		Company	
	2019	2018	2019	2018
	US\$'000	US\$'000	US\$'000	US\$'000
Cash at banks and on hand	59,022	55,359	4,496	4,028
Restricted cash balances	42,989	44,540	41,849	42,718
	<u>102,011</u>	<u>99,899</u>	<u>46,345</u>	<u>46,746</u>

## NOTES TO THE FINANCIAL STATEMENTS

For the financial year ended 31 December 2019

**27. CASH AND BANK BALANCES (CONT'D)**

As at the end of the reporting period, the Group has the following bank overdrafts which have been netted against cash at banks as the Group has the legal rights to set off the overdrafts against the cash at banks, which are with the same banks:

	Group	
	2019	2018
	US\$'000	US\$'000
Cash at banks and on hand (Gross carrying amounts prior to offsetting)	140,860	112,409
Bank overdrafts (Gross amounts offset in the balance sheet)	(81,838)	(57,050)
Cash at banks and on hand (Net amounts in the balance sheet)	59,022	55,359

Cash at banks earn interest at floating rates based on daily bank deposit rates. The weighted average effective interest rate of the Group's cash and cash equivalents during the year is 0.5% (2018: 0.5%) per annum.

Restricted cash balances relate to cash deposits maintained with brokers and banks which are not freely remissible for use by the Group.

Cash and bank balances are denominated in the following currencies:

	Group		Company	
	2019	2018	2019	2018
	US\$'000	US\$'000	US\$'000	US\$'000
Indonesian Rupiah	21,209	393	–	–
United States Dollar	78,451	96,798	44,542	45,993
Singapore Dollar	2,214	1,192	1,794	745
Others	137	1,516	9	8
	102,011	99,899	46,345	46,746



## NOTES TO THE FINANCIAL STATEMENTS

For the financial year ended 31 December 2019

**28. TRADE PAYABLES**

	Group		Company	
	2019	2018	2019	2018
	US\$'000	US\$'000	US\$'000	US\$'000
Trade payables to:				
– Third parties	18,332	28,396	–	40
– Related parties	827	72	–	–
	19,159	28,468	–	40

Trade payables are non-interest bearing and generally due within 30 to 90 days.

Trade payables are denominated in the following currencies:

	Group		Company	
	2019	2018	2019	2018
	US\$'000	US\$'000	US\$'000	US\$'000
Indonesian Rupiah	18,134	27,946	–	–
United States Dollar	1,025	522	–	40
	19,159	28,468	–	40

**29. OTHER PAYABLES AND ACCRUALS**

	Group		Company	
	2019	2018	2019	2018
	US\$'000	US\$'000	US\$'000	US\$'000
Accrued employee costs	13,530	16,300	1,442	2,124
Accrued financial expenses	1,573	1,726	1,555	1,607
Accrued contractor fees	11,943	7,135	–	–
Others	8,090	6,156	311	203
	35,136	31,317	3,308	3,934

Other payables and accruals are denominated in the following currencies:

	Group		Company	
	2019	2018	2019	2018
	US\$'000	US\$'000	US\$'000	US\$'000
Indonesian Rupiah	31,053	26,025	–	–
United States Dollar	2,204	2,569	1,784	1,658
Singapore Dollar	1,879	2,723	1,524	2,276
	35,136	31,317	3,308	3,934

## NOTES TO THE FINANCIAL STATEMENTS

For the financial year ended 31 December 2019

**30. ADVANCES FROM CUSTOMERS**

Advances from customers represent advance payments relating to the sale of palm based products. These payments are trade related, unsecured, non-interest bearing and the obligations to the customers are expected to be fulfilled within the next 12 months.

Revenue recognised during the financial year ended 31 December 2019 that was included in the advances from customers at the beginning of the year amounted to US\$2.9 million (2018: US\$1.4 million).

**31. LOANS AND BORROWINGS FROM FINANCIAL INSTITUTIONS**

Group	Maturity	Interest rate (per annum)		2019	2018
		2019	2018	2019	2018
		%	%	US\$'000	US\$'000
<b>Current</b>					
Bank loans	2020	2.8 – 4.4	2.7 – 4.2	45,010	27,582
Lease liabilities	2020	3.4 – 14.9	2.6 – 14.9	3,137	2,529
				48,147	30,111
<b>Non-current</b>					
Bank loans	2021-2022	2.8 – 4.4	2.7 – 4.2	116,571	106,795
Lease liabilities	2021-2023	3.4 – 14.9	2.6 – 14.9	2,415	3,022
				118,986	109,817
				167,133	139,928

Company	Maturity	Interest rate (per annum)		2019	2018
		2019	2018	2019	2018
		%	%	US\$'000	US\$'000
<b>Current</b>					
Bank loans	2020	2.8 – 4.4	2.7 – 4.2	45,010	27,582
<b>Non-current</b>					
Bank loans	2021-2022	2.8 – 4.4	2.7 – 4.2	116,571	106,795
				161,581	134,377

## NOTES TO THE FINANCIAL STATEMENTS

For the financial year ended 31 December 2019

**31. LOANS AND BORROWINGS FROM FINANCIAL INSTITUTIONS (CONT'D)*****Bank loans***

The Group's bank loans as at 31 December 2019 and 2018 comprise of unsecured term loan facilities from banks in Singapore.

As at 31 December 2019, the Group has undrawn committed unsecured credit facilities of US\$325.0 million (2018: US\$100.0 million), of which US\$230.0 million is available for drawdown from February to June 2020 and may be utilised for the partial or full refinancing of the Islamic medium term notes that will be due in June 2020 as well as the Group's general corporate purposes.

***Lease liabilities***

The Group entered into capital lease agreements for the purchase of farming equipment and motor vehicles incidental to the ordinary course of its business (Note 33).

Loans and borrowings from financial institutions are denominated in the following currencies:

	Group		Company	
	2019 US\$'000	2018 US\$'000	2019 US\$'000	2018 US\$'000
Indonesian Rupiah	5,552	5,551	–	–
United States Dollar	161,581	134,377	161,581	134,377
	167,133	139,928	161,581	134,377



## NOTES TO THE FINANCIAL STATEMENTS

For the financial year ended 31 December 2019

**31. LOANS AND BORROWINGS FROM FINANCIAL INSTITUTIONS (CONT'D)**

A reconciliation of liabilities arising from the Group's financing activities is as follows:

	01.01.2019 US\$'000	Cash inflows US\$'000	Cash outflows US\$'000	Non-cash changes			31.12.2019 US\$'000
				Foreign exchange US\$'000	Amortisation of issuance costs US\$'000	Others US\$'000	
Bank loans							
– current	27,582	11,386	(27,917)	–	337	33,622	45,010
– non-current	106,795	43,398	–	–	–	(33,622)	116,571
Lease liabilities							
– current	2,529	–	(3,450)	115	–	3,943	3,137
– non-current	3,022	–	–	113	–	(720)	2,415
Islamic medium term notes (Note 32)							
– current	–	–	–	1,765	113	144,676	146,554
– non-current	241,073	–	–	1,177	57	(144,676)	97,631
	381,001	54,784	(31,367)	3,170	507	3,223	411,318

The 'others' column relates to reclassification of non-current portion of loans and borrowings due to passage of time and lease liabilities entered into for acquisition of property, plant and equipment.

## NOTES TO THE FINANCIAL STATEMENTS

For the financial year ended 31 December 2019

## 31. LOANS AND BORROWINGS FROM FINANCIAL INSTITUTIONS (CONT'D)

	01.01.2018 US\$'000	Cash inflows US\$'000	Cash outflows US\$'000	Non-cash changes			31.12.2018 US\$'000
				Foreign exchange US\$'000	Amortisation of issuance costs US\$'000	Others US\$'000	
Bank loans							
– current	19,277	–	(19,792)	–	515	27,582	27,582
– non-current	227,484	–	(93,750)	–	643	(27,582)	106,795
Lease liabilities							
– current	1,693	–	(2,526)	(124)	–	3,486	2,529
– non-current	2,052	–	–	(150)	–	1,120	3,022
Islamic medium term notes (Note 32)							
– non-current	245,785	–	–	(4,880)	168	–	241,073
	496,291	–	(116,068)	(5,154)	1,326	4,606	381,001

The 'others' column relates to reclassification of non-current portion of loans and borrowings due to passage of time and lease liabilities entered into for acquisition of property, plant and equipment.

## NOTES TO THE FINANCIAL STATEMENTS

For the financial year ended 31 December 2019

## 32. ISLAMIC MEDIUM TERM NOTES

	Maturity date	Distribution rate (per annum)	Group and Company	
			2019 US\$'000	2018 US\$'000
Third issuance	5 June 2020	4.35%	146,602	144,837
Fourth issuance	27 October 2021	4.85%	97,735	96,558
			244,337	241,395
Less:				
Issuance costs			1,183	1,183
Accumulated amortisation			(1,031)	(861)
			152	322
Islamic medium term notes, net			244,185	241,073
Current			146,554	–
Non-current			97,631	241,073
			244,185	241,073

On 18 June 2012, the Company was granted approval by the Securities Commission of Malaysia to establish a Ringgit-denominated Islamic medium term note programme (“Programme”) of up to MYR 2.0 billion under the laws of Malaysia. The tenure of the Programme shall be up to 10 years from the date of the first issuance being 31 July 2012.

Under the Programme, the Company may issue Islamic medium term notes from time to time in Malaysian Ringgit in various amounts and tenors of more than a year and up to a maximum tenor of 10 years. The Islamic medium term notes are unsecured, bear periodic distribution rates payable semi-annually in arrears, and will not be listed on any stock exchange.

The Company had repaid the first and second issuances of the Islamic medium term notes on 31 July 2017 and 8 December 2017 respectively.

## 33. LEASES

*Group as a lessee*

The Group has lease contracts for land use rights, property, plant and equipment and office premises. Where practicable, extension options exercisable by the lessees are included in the lease contracts to provide operational flexibility.



## NOTES TO THE FINANCIAL STATEMENTS

For the financial year ended 31 December 2019

**33. LEASES (CONT'D)***Group as a lessee (cont'd)***(a) Right-of-use assets**

The Group's associated right-of-use assets were recognised and presented within property, plant and equipment (Note 14) and land use rights (Note 15), while rental of office premises did not have any material financial impact.

**(b) Lease liabilities**

The Group's lease liabilities and the movement during the year are disclosed in Note 31 and the maturity analysis of lease liabilities is disclosed in Note 43(e). The Group has applied an incremental borrowing rate of 3.5% to discount the future lease payments.

**34. PROVISION FOR POST-EMPLOYMENT BENEFITS**

The Group recognised employment benefits for all its permanent employees in Indonesia pursuant to Indonesian Labor Law No. 13/2003. The provision for employment benefits is based on the calculation of an independent actuary, using the "Projected Unit Credit" method. No fund was provided for such liability for employment benefits.

The significant assumptions used in determining the provision for post-employment benefits are as follows:

	2019	2018
Normal Pension Age	55 Years	55 Years
Salary Increment Rate per annum	8%	8%
Discount Rate per annum	7.79%	8.51%
Mortality Rate	Table Mortality Indonesia 2011	Table Mortality Indonesia 2011
Disability Rate	1% of mortality rate	1% of mortality rate
Resignation Rate	0% to 5%	0% to 5%
Valuation Method	Projected Unit Credit	Projected Unit Credit

Changes in the present value of defined benefit obligation are as follows:

	Group	
	2019	2018
	US\$'000	US\$'000
At 1 January	21,490	22,473
Net employee benefit expense charged to profit or loss (Note 38)	6,651	5,391
Remeasurement gain		
- Actuarial gain arising from changes in financial assumptions	(342)	(3,794)
Benefits paid	(1,357)	(1,100)
Exchange differences	983	(1,480)
At 31 December	27,425	21,490

## NOTES TO THE FINANCIAL STATEMENTS

For the financial year ended 31 December 2019

**34. PROVISION FOR POST-EMPLOYMENT BENEFITS (CONT'D)**

The following summarises the components of net employee benefit expense relating to defined benefit plans recognised in profit or loss as follows:

	Group	
	2019	2018
	US\$'000	US\$'000
Interest cost on benefit obligation	1,367	1,126
Current service cost	5,099	4,225
Past service cost	185	40
	<u>6,651</u>	<u>5,391</u>

The breakdown of net employee benefit expense relating to defined benefit plans are as follows:

	Group	
	2019	2018
	US\$'000	US\$'000
Cost of sales (Note 5)	4,701	3,613
General and administrative expenses (Note 7)	1,315	1,028
Others	635	750
	<u>6,651</u>	<u>5,391</u>

The sensitivity analysis below has been determined based on reasonable possible changes of each significant assumption on the defined benefits obligation as of the end of the reporting period, assuming if all the other assumptions were held constant.

		Change in present value of defined benefit obligation	
Group	Increase/ (decrease)	2019	2018
		US\$'000	US\$'000
Discount rate	1% increase	(2,645)	(2,058)
	1% decrease	3,126	2,425
Future salary growth	1% increase	3,209	2,504
	1% decrease	(2,758)	(2,156)

## NOTES TO THE FINANCIAL STATEMENTS

For the financial year ended 31 December 2019

## 35. SHARE CAPITAL

	Group and Company			
	2019		2018	
	No. of shares '000	US\$'000	No. of shares '000	US\$'000

**Issued and fully paid ordinary shares**

At 1 January and 31 December	1,584,073	394,913	1,584,073	394,913
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The holders of ordinary shares (except treasury shares) are entitled to receive dividends as and when declared by the Company. Each ordinary share carries one vote per share without restriction. The ordinary shares have no par value.

## 36. DIFFERENCES ARISING FROM RESTRUCTURING TRANSACTIONS INVOLVING ENTITIES UNDER COMMON CONTROL

This represents the difference between the consideration paid and the share capital of the “acquired” entities.

## 37. OTHER RESERVES

The composition of other reserves are as follows:

	Group		Company	
	2019 US\$'000	2018 US\$'000	2019 US\$'000	2018 US\$'000
Capital reserve	(29,096)	(29,096)	–	–
Revaluation reserve	279	279	–	–
Gain on sale of treasury shares	10,322	10,322	10,322	10,322
Hedging reserve	(1,019)	1,792	(1,019)	1,792
Foreign translation reserve	(42,526)	(98,416)	393	393
	(62,040)	(115,119)	9,696	12,507

**Capital reserve**

Capital reserve represents the premium paid for the acquisition of non-controlling interests over the fair value of the identifiable assets and liabilities of a subsidiary.



## NOTES TO THE FINANCIAL STATEMENTS

For the financial year ended 31 December 2019

**37. OTHER RESERVES (CONT'D)*****Revaluation reserve***

Revaluation reserve represents increases in the fair value of property, plant and equipment, net of tax, and decreases to the extent that such decrease relates to an increase on the same asset previously recognised in other comprehensive income.

***Gain on sale of treasury shares***

This represents the gain arising from sale 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.

***Hedging reserve***

Hedging reserve represents the cumulative fair value changes, net of tax, of the derivative financial instruments designated as cash flow hedges.

	Group		Company	
	2019 US\$'000	2018 US\$'000	2019 US\$'000	2018 US\$'000
At 1 January	1,792	(2,382)	1,792	(5,429)
Fair value (loss)/gain on cash flow hedges, net of tax and non-controlling interests	(123)	4,844	(221)	1,960
Reclassification to profit or loss				
– Sales	(98)	(5,931)	–	–
– (Gain)/loss on foreign exchange	(2,943)	4,880	(2,943)	4,880
– Net financial expenses	353	381	353	381
At 31 December	(1,019)	1,792	(1,019)	1,792

## NOTES TO THE FINANCIAL STATEMENTS

For the financial year ended 31 December 2019

## 37. OTHER RESERVES (CONT'D)

*Foreign translation reserve*

The foreign translation reserve represents exchange differences arising from the translation of the financial statements of companies in the Group whose functional currencies are different from that of the Group's presentation currency and a loan to subsidiary which forms part of the Company's net investment in subsidiaries.

	Group		Company	
	2019 US\$'000	2018 US\$'000	2019 US\$'000	2018 US\$'000
At 1 January	(98,416)	(13,420)	393	393
Foreign currency translation adjustments	55,890	(84,996)	–	–
At 31 December	(42,526)	(98,416)	393	393

## 38. EMPLOYEE BENEFITS

	Group	
	2019 US\$'000	2018 US\$'000
Salaries, bonuses and other benefits	87,482	87,255
Net employee benefit expense relating to defined benefit plans (Note 34)	6,651	5,391
Central Provident Fund contributions	254	272
	94,387	92,918

## NOTES TO THE FINANCIAL STATEMENTS

For the financial year ended 31 December 2019

**39. RELATED PARTY DISCLOSURES****(a) Transactions with related parties**

In addition to those related party information provided elsewhere in the relevant notes to the consolidated financial statements, the following significant transactions between the Group and related parties (who are not members of the Group) took place during the financial year at terms agreed between the parties:

	Group	
	2019	2018
	US\$'000	US\$'000
Lease of office premises	627	617
Purchases of goods	8,690	10,068
Sales of goods	118	2,725
Net settlement for commodity swap contracts	–	876
Milling income	–	468

**(b) Compensation of key management personnel**

	Group	
	2019	2018
	US\$'000	US\$'000
Salaries, bonuses and other benefits	6,011	6,276
Directors' fees	303	341
Net employee benefit expense relating to defined benefit plans	277	280
Central Provident Fund contributions	51	50
	6,642	6,947
Comprise amounts paid to:		
– Directors of the Company	2,161	2,368
– Other key management personnel	4,481	4,579
	6,642	6,947



## NOTES TO THE FINANCIAL STATEMENTS

For the financial year ended 31 December 2019

**40. COMMITMENTS AND CONTINGENCIES****(a) Capital commitments**

Significant capital expenditure contracted for as at the end of the reporting period but not recognised in the financial statements are as follows:

	Group	
	2019	2018
	US\$'000	US\$'000
Capital commitments in respect of property, plant and equipment	11,877	20,175

**(b) Operating lease commitments**

*As lessee*

The Company leases office premises under non-cancellable operating lease agreements of varying terms. Operating lease payments recognised in profit or loss for the financial year ended 31 December 2018 amounted to US\$473,000 (Note 7).

Future minimum lease payments under non-cancellable operating leases as at 31 December 2018 were as follows:

	Group
	US\$'000
Within one year	218
After one year but not more than five years	83
	301

As disclosed in Note 2.2, the Company has adopted the SFRS(I) 16 *Leases* on 1 January 2019.

**(c) Finance lease commitments**

*As lessee*

As at 31 December 2018, the Group has finance leases for certain property, plant and equipment. These leases have terms of renewal but no purchase options and escalation clauses. Renewals are at the option of the specific entity that holds the lease.

## NOTES TO THE FINANCIAL STATEMENTS

For the financial year ended 31 December 2019

## 40. COMMITMENTS AND CONTINGENCIES (CONT'D)

(c) *Finance lease commitments (cont'd)**As lessee (cont'd)*

Future minimum lease payments under finance leases together with the present value of the net minimum lease payments as at 31 December 2018 were as follows:

Group	Minimum lease payments US\$'000	Present value of minimum lease payments US\$'000
Not later than one year	3,061	2,529
Later than one year but not more than five years	3,383	3,022
Total minimum lease payments	6,444	5,551
Less: Amount representing finance charges	(893)	–
Present value of minimum lease payments	5,551	5,551

Finance lease liabilities are included in loans and borrowings from financial institutions presented in Note 31.

(d) *Commitments for sales and purchases contracts*

The Group enters into sales and purchases contracts for palm based products in the normal course of its business. The notional amounts of the committed contracts with fixed pricing terms that were outstanding as at 31 December are as follows:

	Group	
	2019 US\$'000	2018 US\$'000
Sales	79,628	72,833
Purchases	10,736	5,652

## NOTES TO THE FINANCIAL STATEMENTS

For the financial year ended 31 December 2019

## 40. COMMITMENTS AND CONTINGENCIES (CONT'D)

(e) *Contingent liabilities*

The Company has provided corporate guarantees to certain external parties in the ordinary course of business, guaranteeing the obligations of a subsidiary in the event of any non-performance by the subsidiary in respect of its contracts with these external parties. As at 31 December 2019, no contingent liabilities arise from these corporate guarantees provided by the Company (2018: US\$0.1 million).

Certain subsidiaries have guaranteed US\$26.3 million (2018: US\$29.6 million) in respect of plasma farmers' loans repayable to banks at the time when the plasma plantations are converted. These loans are being repaid by the plasma farmers on an instalment basis through a withholding mechanism on sales of the plasma crops to the Group.

## 41. CLASSIFICATION OF FINANCIAL ASSETS AND LIABILITIES

As at the end of the reporting period, the following are the different classes of financial assets and liabilities:

	Group		Company	
	2019	2018	2019	2018
	US\$'000	US\$'000	US\$'000	US\$'000
<b>Assets</b>				
<u>At amortised cost</u>				
Plasma receivables	72,864	50,926	–	–
Trade receivables	42,386	37,392	1,143	–
Other receivables	2,812	3,425	286	313
Loan to subsidiary	–	–	124,125	367,410
Restricted cash balances	42,989	44,540	41,849	42,718
Cash and cash equivalents	59,022	55,359	4,496	4,028
	220,073	191,642	171,899	414,469
<u>At fair value through other comprehensive income</u>				
Derivative financial assets	1,473	1,996	1,473	1,996
<u>At fair value through profit or loss</u>				
Derivative financial assets	257	1,914	–	26
Unquoted investment	1,371	5,775	1,371	5,775
	1,628	7,689	1,371	5,801



## NOTES TO THE FINANCIAL STATEMENTS

For the financial year ended 31 December 2019

## 41. CLASSIFICATION OF FINANCIAL ASSETS AND LIABILITIES (CONT'D)

	Group		Company	
	2019	2018	2019	2018
	US\$'000	US\$'000	US\$'000	US\$'000
<b>Liabilities</b>				
<u>At amortised cost</u>				
Trade payables	19,159	28,468	–	40
Other payables and accruals	35,136	31,317	3,308	3,934
Loans and borrowings from financial institutions	167,133	139,928	161,581	134,377
Islamic medium term notes	244,185	241,073	244,185	241,073
	465,613	440,786	409,074	379,424
<u>At fair value through other comprehensive income</u>				
Derivative financial liabilities	78,963	79,580	78,963	79,580
<u>At fair value through profit or loss</u>				
Derivative financial liabilities	73	921	–	–

## 42. FAIR VALUE OF ASSETS AND LIABILITIES

## (a) Fair value hierarchy

The Group categorises fair value measurements using a fair value hierarchy that is dependent on the valuation inputs used as follows:

- Level 1 – Quoted prices (unadjusted) in active markets for identical assets or liabilities that the Group can access at the measurement date,
- Level 2 – Inputs other than quoted prices included within Level 1 that are observable for the asset or liability, either directly or indirectly, and
- Level 3 – Unobservable inputs for the asset or liability.

Fair value measurements that use inputs of different hierarchy levels are categorised in its entirety in the same level of the fair value hierarchy as the lowest level input that is significant to the entire measurement.

## NOTES TO THE FINANCIAL STATEMENTS

For the financial year ended 31 December 2019

## 42. FAIR VALUE OF ASSETS AND LIABILITIES (CONT'D)

(b) *Assets and liabilities measured at fair value*

The following table shows an analysis of each class of assets and liabilities measured at fair value at the end of the reporting period:

Group	Quoted prices in active markets for identical instruments (Level 1) US\$'000	Significant other observable inputs (Level 2) US\$'000	Significant unobservable inputs (Level 3) US\$'000	Total US\$'000
<b>2019</b>				
<b>Assets measured at fair value:</b>				
<u>Non-financial assets</u>				
Biological assets	–	–	25,952	25,952
<u>Financial assets</u>				
Derivative financial assets	251	1,479	–	1,730
Unquoted investment	–	–	1,371	1,371
	251	1,479	1,371	3,101
<b>Liabilities measured at fair value:</b>				
<u>Financial liabilities</u>				
Derivative financial liabilities	73	78,963	–	79,036

## NOTES TO THE FINANCIAL STATEMENTS

For the financial year ended 31 December 2019

## 42. FAIR VALUE OF ASSETS AND LIABILITIES (CONT'D)

## (b) Assets and liabilities measured at fair value (cont'd)

Group	Quoted prices in active markets for identical instruments (Level 1) US\$'000	Significant other observable inputs (Level 2) US\$'000	Significant unobservable inputs (Level 3) US\$'000	Total US\$'000
<b>2018</b>				
<b>Assets measured at fair value:</b>				
<u>Non-financial assets</u>				
Biological assets	–	–	17,183	17,183
<u>Financial assets</u>				
Derivative financial assets	1,888	2,022	–	3,910
Unquoted investment	–	–	5,775	5,775
	1,888	2,022	5,775	9,685
<b>Liabilities measured at fair value:</b>				
<u>Financial liabilities</u>				
Derivative financial liabilities	825	79,676	–	80,501



## NOTES TO THE FINANCIAL STATEMENTS

For the financial year ended 31 December 2019

## 42. FAIR VALUE OF ASSETS AND LIABILITIES (CONT'D)

## (b) Assets and liabilities measured at fair value (cont'd)

	Quoted prices in active markets for identical instruments (Level 1) US\$'000	Significant other observable inputs (Level 2) US\$'000	Significant unobservable inputs (Level 3) US\$'000	Total US\$'000
Company				

## 2019

## Assets measured at fair value:

Financial assets

Derivative financial assets	–	1,473	–	1,473
Unquoted investment	–	–	1,371	1,371
	–	1,473	1,371	2,844

## Liabilities measured at fair value:

Financial liabilities

Derivative financial liabilities	–	78,963	–	78,963
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## NOTES TO THE FINANCIAL STATEMENTS

For the financial year ended 31 December 2019

## 42. FAIR VALUE OF ASSETS AND LIABILITIES (CONT'D)

## (b) Assets and liabilities measured at fair value (cont'd)

	Quoted prices in active markets for identical instruments (Level 1)	Significant other observable inputs (Level 2)	Significant unobservable inputs (Level 3)	Total
Company	US\$'000	US\$'000	US\$'000	US\$'000

## 2018

## Assets measured at fair value:

Financial assets

Derivative financial assets	–	2,022	–	2,022
Unquoted investment	–	–	5,775	5,775
	–	2,022	5,775	7,797

## Liabilities measured at fair value:

Financial liabilities

Derivative financial liabilities	–	79,580	–	79,580
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## NOTES TO THE FINANCIAL STATEMENTS

For the financial year ended 31 December 2019

## 42. FAIR VALUE OF ASSETS AND LIABILITIES (CONT'D)

(c) *Level 2 fair value measurements*

The following is a description of the valuation techniques and inputs used in the fair value measurement for assets and liabilities that are categorised within Level 2 of the fair value hierarchy:

*Derivative financial assets/liabilities*Commodity options and swap contracts

Commodity options and swap contracts are valued using a valuation technique with market observable inputs. The most frequently applied valuation techniques include forward pricing and Black-Scholes models, using present value calculations. The models incorporate various inputs including commodity spot and forward rates, commodity volatility prices based on broker quotes and forward rate curves.

Cross currency swaps and interest rate swaps

Cross currency swap and interest rate swap contracts are valued using a valuation technique with market observable inputs. The most frequently applied valuation techniques include forward pricing and swap models, using present value calculations. The models incorporate various inputs including foreign exchange spot and forward rates, interest rate curves and forward rate curves.

(d) *Level 3 fair value measurements*(i) *Information about significant unobservable inputs used in Level 3 fair value measurements*

The following table shows the information about fair value measurements using significant unobservable inputs (Level 3):

Description	Fair value US\$'000	Valuation techniques	Unobservable inputs	Range
<b>2019</b>				
Biological assets	25,952	Income approach	Projected harvest quantities	223,000 tonnes
			Market price of FFB	US\$99/tonne -US\$145/tonne
			Costs of disposal based on management estimate	US\$500,000 -US\$700,000
Unquoted investment	1,371	Income approach		



## NOTES TO THE FINANCIAL STATEMENTS

For the financial year ended 31 December 2019

## 42. FAIR VALUE OF ASSETS AND LIABILITIES (CONT'D)

## (d) Level 3 fair value measurements (cont'd)

## (i) Information about significant unobservable inputs used in Level 3 fair value measurements (cont'd)

Description	Fair value US\$'000	Valuation techniques	Unobservable inputs	Range
<b>2018</b>				
Biological assets	17,183	Income approach	Projected harvest quantities	232,000 tonnes
			Market price of FFB	US\$59/tonne -US\$98/tonne
Unquoted investment	5,775	Income approach	Discount rate	7.5% to 8.5%

For biological assets, changes in projected harvest quantities and market price of FFB will result in directionally similar changes in fair value measurement.

## (ii) Movements in Level 3 assets measured at fair value

The movements in unquoted investment and biological assets measured at fair value are disclosed in Note 19 and Note 22 respectively.

## (iii) Valuation policies and procedures

Fair value of biological assets

To determine the fair value of biological assets, the income approach has been adopted by the Group as being the most appropriate valuation technique. Under the income approach, the expected cash flows from the agricultural produce on the bearer plants are estimated based on the projected harvest quantities and the market price of FFB, net of harvesting costs and estimated costs to sell. The price of the FFB is largely dependent on the prevailing market prices of crude palm oil and palm kernel.

Management reviews the appropriateness of the fair valuation methodologies and assumptions adopted and also evaluates the appropriateness and reliability of the inputs used in the valuations.

Significant changes in fair value measurements from period to period are evaluated by management for reasonableness. Key drivers of the changes are identified and assessed for reasonableness against relevant information from independent sources, or internal sources if necessary and appropriate.

## NOTES TO THE FINANCIAL STATEMENTS

For the financial year ended 31 December 2019

**42. FAIR VALUE OF ASSETS AND LIABILITIES (CONT'D)****(d) Level 3 fair value measurements (cont'd)****(iii) Valuation policies and procedures (cont'd)**Fair value of unquoted investment

The fair value of the unquoted investment has been determined based on fair value less costs of disposal, which approximates its adjusted net asset value at reporting date.

**(e) Assets and liabilities not carried at fair value but for which fair value is disclosed**

The following table shows an analysis of the assets and liabilities not measured at fair value but for which fair value is disclosed:

Fair value measurements at the end of the reporting period using					Carrying amount  US\$'000
Quoted prices in active market for identical instruments (Level 1) US\$'000	Significant other observable inputs (Level 2) US\$'000	Significant unobservable inputs (Level 3) US\$'000	Total US\$'000		

**Group and Company****2019****Liabilities**

Islamic medium  
term notes

–	247,128	–	247,128	244,185
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**2018****Liabilities**

Islamic medium  
term notes

–	242,196	–	242,196	241,073
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**Determination of fair value**

The fair values of the Islamic medium term notes as disclosed in the table above are estimated by reference to the latest transacted prices during 2019 and 2018.

## NOTES TO THE FINANCIAL STATEMENTS

For the financial year ended 31 December 2019

**43. FINANCIAL RISK MANAGEMENT OBJECTIVES AND POLICIES**

The Group and the Company are exposed to financial risks arising from its operations and the use of financial instruments. The key financial risks include interest rate risk, market risk (including foreign currency risk and commodity price risk), credit risk and liquidity risk. The board of directors reviews and agrees on the policies and procedures for the management of these risks. The audit committee provides independent oversight to the effectiveness of the risk management process.

The following sections provide details regarding the Group's and Company's exposure to the above-mentioned financial risks and the objectives, policies and processes for the management of these risks.

There has been no change to the Group's and Company's exposure to these financial risks or the manner in which it manages and measures the risks.

**(a) Interest rate risk**

Interest rate risk is the risk that the fair value or future cash flows of the Group's and the Company's financial instruments will fluctuate because of changes in market interest rates.

The Group's and the Company's exposure to interest rate risk arises primarily from its floating rate bank loans and deposits with financial institutions.

The Group manages interest rate risk on an ongoing basis and may enter into interest rate swaps with the primary objective of limiting the effects of adverse movements in interest rates on floating rate debt.

Sensitivity analysis for interest rate risk

At the end of the reporting period, had the interest rates been 50 basis points (2018: 50 basis points) higher/lower, ceteris paribus, the Group's profit before tax would have increased/(decreased) by US\$0.2 million (2018: US\$0.5 million), arising mainly as a result of higher/lower interest income from floating rate deposits with financial institutions, and the Group's hedging reserve in other comprehensive income would have been US\$2.5 million (2018: US\$1.3 million) higher/lower, arising from changes in fair value of interest rate swap contracts.



## NOTES TO THE FINANCIAL STATEMENTS

For the financial year ended 31 December 2019

**43. FINANCIAL RISK MANAGEMENT OBJECTIVES AND POLICIES (CONT'D)****(b) Foreign currency risk**

Foreign currency risk is the risk that the fair value or future cash flows of a financial instrument will fluctuate because of changes in foreign exchange rates.

The Group has transactional currency exposures arising from sales and purchases that are denominated in a currency other than the respective functional currencies of the Group's entities, primarily Indonesian Rupiah ("IDR") and USD. The foreign currencies in which these transactions are denominated are mainly USD, Singapore Dollar ("SGD") and Malaysian Ringgit ("MYR"). To the extent that the foreign denominated sales and purchases of the Group are not evenly matched in terms of quantum and/or timing, the Group has exposure to foreign currency risk.

The Group is also exposed to currency translation risk arising from its financial assets and liabilities that are denominated in currencies other than the respective functional currencies of the Group's entities.

To manage the currency risk, the Group may enter into foreign currency options and forward contracts to hedge against volatility in exchange rates.

The Group's foreign currency exposures are highlighted in Notes 24, 25, 27, 28, 29, 31 and 32 respectively.

Sensitivity analysis for foreign currency risk

The following table demonstrates the sensitivity of the Group's profit before tax and equity to a reasonably possible change in the IDR, SGD and MYR exchange rates against the USD as at the end of the reporting period, ceteris paribus.

Group	2019		2018	
	Profit before tax US\$'000	Equity US\$'000	Profit before tax US\$'000	Equity US\$'000
IDR against USD				
– strengthened 10% (2018: 10%)	(316)	144,755	(2,289)	122,960
– weakened 10% (2018: 10%)	386	(146,563)	2,798	(128,277)
SGD against USD				
– strengthened 5% (2018: 5%)	17	14	74	61
– weakened 5% (2018: 5%)	(17)	(14)	(74)	(61)
MYR against USD				
– strengthened 10% (2018: 10%)	39	654	152	951
– weakened 10% (2018: 10%)	(39)	(654)	(152)	(951)

# NOTES TO THE FINANCIAL STATEMENTS

For the financial year ended 31 December 2019

## 43. FINANCIAL RISK MANAGEMENT OBJECTIVES AND POLICIES (CONT'D)

### (c) *Commodity price risk*

The Group's exposure to commodity price risk arises primarily from its purchases of raw materials and sales of palm based products. Prices of raw materials and palm based products may fluctuate significantly depending on the market situation and factors such as weather, government policy, level of demand and supply in the market and the global economic environment. During periods of unfavourable price volatility, the Group may enter into forward physical contracts with suppliers and customers or use commodity futures, options and swap contracts in the conduct of business to manage our price risk.

#### Sensitivity analysis for commodity price risk

During the reporting period, had the average selling prices of palm based products been 10% higher/lower, ceteris paribus, profit before tax for the financial year ended 31 December 2019 would have been US\$50.5 million (2018: US\$51.7 million) higher/lower.

### (d) *Credit risk*

Credit risk is the risk of loss that may arise on outstanding financial instruments should a counterparty default on its obligations.

The Group's and the Company's exposure to credit risk arises primarily from trade and plasma receivables.

The Group trades only with recognised and creditworthy third parties and conducts business by requiring payment in advance, letter of credit, cash on delivery or may grant customers credit terms, where appropriate. It is the Group's policy that all customers who wish to trade on credit terms are subject to credit verification procedures. In addition, receivables balances are monitored on an ongoing basis with the result that the Group's exposure to bad debts is not significant.

For other financial assets (including cash and derivatives), the Group and the Company minimise credit risk by dealing exclusively with high credit rating counterparties.

The Group and the Company consider the probability of default upon initial recognition of a financial asset and whether there has been a significant increase in credit risk on an ongoing basis throughout each reporting period.

The following are the quantitative and qualitative information about the expected credit losses provided by the Group.

#### Trade receivables

The Group provides for lifetime ECL for its trade receivables using a provision matrix. The provision rates are determined based on the Group's historical observed default rates analysed in accordance to days past due by grouping of customers based on company size and payment mode. The calculation of the expected credit losses also incorporates forward looking information such as forecasts of economic conditions in the industry that the customers operate in.



## NOTES TO THE FINANCIAL STATEMENTS

For the financial year ended 31 December 2019

## 43. FINANCIAL RISK MANAGEMENT OBJECTIVES AND POLICIES (CONT'D)

## (d) Credit risk (cont'd)

Trade receivables (cont'd)

Summarised below is the information about the credit risk exposure on the Group's trade receivables using a provision matrix:

	Current US\$'000	<30 days past due US\$'000	31-60 days past due US\$'000	61-90 days past due US\$'000	>90 days past due US\$'000	Total US\$'000
<b>2019</b>						
Gross carrying amount	42,217	28	118	102	844	43,309
Loss allowance	592	2	15	21	293	923
<b>2018</b>						
Gross carrying amount	35,324	1,913	6	18	593	37,854
Loss allowance	252	57	1	3	149	462

Information regarding the movement in the allowance for expected credit loss of trade receivables is disclosed in Note 24.

Plasma receivables and financial guarantees provided for plasma bank loans

The Group computes expected credit loss for plasma receivables and the financial guarantees provided for plasma bank loans using the general approach. Loss allowance for 12-month ECL is recognised, which represents the consequences and probabilities of possible defaults. In calculating the expected credit loss rates, the Group considers the difference in credit spreads between the interest rate on loans provided by banks to the plasma farmers and the Indonesian Government bond yield rates, and adjusts for forward-looking information such as forecasts of future economic conditions and interest rates.

The movements in the allowance for expected credit losses of plasma receivables and the financial guarantees provided for plasma bank loans are as follows:

Group	2019		2018	
	Plasma receivables US\$'000	Financial guarantees US\$'000	Plasma receivables US\$'000	Financial guarantees US\$'000
At 1 January	1,355	533	1,448	570
Charge for the year (Note 9)	696	126	–	–
Exchange differences	68	25	(93)	(37)
At 31 December	2,119	684	1,355	533



## NOTES TO THE FINANCIAL STATEMENTS

For the financial year ended 31 December 2019

**43. FINANCIAL RISK MANAGEMENT OBJECTIVES AND POLICIES (CONT'D)****(d) Credit risk (cont'd)**Excessive risk concentration

The Group's policies and procedures include specific guidelines on maintaining a diversified portfolio of counterparties, wherein counterparty limits are set to avoid excessive concentrations of credit risks in a single customer or bank. Any identified concentrations of credit risks are controlled and managed accordingly.

Exposure to credit risk

At the end of the reporting period, the Group's and the Company's maximum exposure to credit risk is represented by:

- the carrying amount of each class of financial assets recognised in the balance sheets; and
- an amount of US\$26.3 million (2018: US\$29.6 million) relating to financial guarantees provided by certain subsidiaries for repayment of plasma farmers' loans to banks (Note 40(e)).

Credit risk concentration profile

The Group determines concentrations of credit risk by monitoring individual customers' outstanding balances on an ongoing basis.

At the end of the reporting period, 78.3% (2018: 76.6%) of the Group's trade receivables were due from five (2018: five) customers.

Financial assets that are neither past due nor impaired

Trade and other receivables that are neither past due nor impaired are due from creditworthy debtors with good payment record with the Group. Cash and derivatives that are neither past due nor impaired are placed with or entered into with reputable financial institutions or companies with high credit ratings and no history of default.

Financial assets that are either past due or impaired

Information regarding financial assets that are either past due or impaired is disclosed in Note 13 and Note 24.

## NOTES TO THE FINANCIAL STATEMENTS

For the financial year ended 31 December 2019

## 43. FINANCIAL RISK MANAGEMENT OBJECTIVES AND POLICIES (CONT'D)

*(e) Liquidity risk*

Liquidity risk is the risk that the Group or the Company will encounter difficulty in meeting obligations due to shortage of funds. The Group monitors its liquidity risk by actively managing its operating cash flows, debt maturity profile and availability of funding. The Group also aims at maintaining flexibility in funding by keeping credit facilities available with different banks, including trade finance lines and committed credit facilities that can be used for the Group's purchases and general corporate purposes.

**Analysis of financial instruments by remaining contractual maturities**

The table below summarises the maturity profile of the Group's and the Company's financial liabilities at the end of the reporting period based on contractual undiscounted repayment obligations.

Group	One year or less US\$'000	One to five years US\$'000	Over five years US\$'000	Total US\$'000
<b>2019</b>				
Trade and other payables	54,295	–	–	54,295
Bank loans	49,827	120,697	–	170,524
Lease liabilities	3,633	2,685	–	6,318
Islamic medium term notes	154,510	102,475	–	256,985
Derivative financial liabilities:				
– Cross currency swaps (gross receipts)	(154,510)	(102,475)	–	(256,985)
– Cross currency swaps (gross payments)	206,508	127,738	–	334,246
– Other derivatives	201	242	–	443
	314,464	251,362	–	565,826
<b>2018</b>				
Trade and other payables	59,785	–	–	59,785
Bank loans	32,808	114,359	–	147,167
Lease liabilities	3,061	3,383	–	6,444
Islamic medium term notes	10,983	253,889	–	264,872
Derivative financial liabilities:				
– Cross currency swaps (gross receipts)	(10,983)	(253,889)	–	(264,872)
– Cross currency swaps (gross payments)	11,985	334,246	–	346,231
– Other derivatives	921	–	–	921
	108,560	451,988	–	560,548

## NOTES TO THE FINANCIAL STATEMENTS

For the financial year ended 31 December 2019

## 43. FINANCIAL RISK MANAGEMENT OBJECTIVES AND POLICIES (CONT'D)

## (e) Liquidity risk (cont'd)

## Analysis of financial instruments by remaining contractual maturities (cont'd)

Company	One year or less US\$'000	One to five years US\$'000	Over five years US\$'000	Total US\$'000
<b>2019</b>				
Trade and other payables	3,308	–	–	3,308
Bank loans	49,827	120,697	–	170,524
Islamic medium term notes	154,510	102,475	–	256,985
Derivative financial liabilities:				
– Cross currency swaps (gross receipts)	(154,510)	(102,475)	–	(256,985)
– Cross currency swaps (gross payments)	206,508	127,738	–	334,246
Other derivatives	128	242	–	370
	<u>259,771</u>	<u>248,677</u>	<u>–</u>	<u>508,448</u>
<b>2018</b>				
Trade and other payables	3,974	–	–	3,974
Bank loans	32,808	114,359	–	147,167
Islamic medium term notes	10,983	253,889	–	264,872
Derivative financial liabilities:				
– Cross currency swaps (gross receipts)	(10,983)	(253,889)	–	(264,872)
– Cross currency swaps (gross payments)	11,985	334,246	–	346,231
	<u>48,767</u>	<u>448,605</u>	<u>–</u>	<u>497,372</u>



## NOTES TO THE FINANCIAL STATEMENTS

For the financial year ended 31 December 2019

**44. CAPITAL MANAGEMENT**

The primary objective of the Group's capital management is to ensure that it maintains healthy capital ratios in order to support its business and maximise shareholder value.

The Group manages its capital structure and makes adjustments to it, in light of changes in economic conditions. To maintain or adjust the capital structure, the Group may adjust the dividend payment to shareholders, return capital to shareholders or issue new shares. No changes were made in the objectives, policies or processes during the financial years ended 31 December 2019 and 2018.

The Group monitors capital through its Debt/EBITDA ratio, which is gross debt divided by profit from operations before depreciation, amortisation, expected credit losses and gain/(loss) arising from changes in fair value of biological assets ("EBITDA"). The Group's policy is to maintain a Debt/EBITDA ratio of no more than 3.75 times.

	Group	
	2019	2018
	US\$'000	US\$'000
Loans and borrowings from financial institutions (Note 31)	167,133	139,928
Islamic medium term notes (Note 32)	244,185	241,073
Gross debt	411,318	381,001
EBITDA	218,799	257,892
Debt/EBITDA	1.88 times	1.48 times

**45. SEGMENT INFORMATION**

For management reporting purposes, the Group is organised into business units based on their products, and has two reportable segments as follows:

**(a) Plantations and Palm Oil Mills**

Plantations and palm oil mills segment is principally involved in the cultivation and maintenance of oil palm plantations and operation of palm oil mills.

**(b) Refinery and Processing**

Refinery and processing segment markets and sells processed palm based products produced from the refinery, fractionation and biodiesel plants and other downstream processing facilities.

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 EBITDA, which is not measured differently from EBITDA computed using the consolidated financial statements. Group financing (including finance costs) and income taxes are managed on a group basis and are not allocated to operating segments.

## NOTES TO THE FINANCIAL STATEMENTS

For the financial year ended 31 December 2019

## 45. SEGMENT INFORMATION (CONT'D)

Transfer prices between operating segments are on an arm's length basis in a manner similar to transactions with third parties.

2019	Plantations and Palm Oil Mills US\$'000	Refinery and Processing US\$'000	Elimination US\$'000	Total US\$'000
<b>Sales:</b>				
External customers	22,223	592,666	–	614,889
Inter-segment	440,954	–	(440,954)	–
<b>Total sales</b>	<b>463,177</b>	<b>592,666</b>	<b>(440,954)</b>	<b>614,889</b>
<b>Results:</b>				
<b>EBITDA</b>	177,050	28,937	12,812	218,799
Depreciation and amortisation	(63,544)	(7,322)	–	(70,866)
Gain arising from changes in fair value of biological assets	7,913	–	–	7,913
Provision for expected credit losses	(1,269)	–	–	(1,269)
<b>Profit from operations</b>	<b>120,150</b>	<b>21,615</b>	<b>12,812</b>	<b>154,577</b>
Gain on foreign exchange				181
Loss on derivative financial instruments				(808)
Loss arising from changes in fair value of unquoted investment				(4,900)
Net financial expenses				(16,067)
Other non-operating expenses				(1,782)
<b>Profit before tax</b>				<b>131,201</b>

## NOTES TO THE FINANCIAL STATEMENTS

For the financial year ended 31 December 2019

## 45. SEGMENT INFORMATION (CONT'D)

2018	Plantations and Palm Oil Mills US\$'000	Refinery and Processing US\$'000	Elimination US\$'000	Total US\$'000
<b>Sales:</b>				
External customers	28,765	604,722	–	633,487
Inter-segment	506,058	–	(506,058)	–
<b>Total sales</b>	<b>534,823</b>	<b>604,722</b>	<b>(506,058)</b>	<b>633,487</b>
<b>Results:</b>				
<b>EBITDA</b>	<b>249,743</b>	<b>16,989</b>	<b>(8,840)</b>	<b>257,892</b>
Depreciation and amortisation	(59,755)	(7,529)	–	(67,284)
Loss arising from changes in fair value of biological assets	(3,456)	–	–	(3,456)
<b>Profit from operations</b>	<b>186,532</b>	<b>9,460</b>	<b>(8,840)</b>	<b>187,152</b>
Gain on foreign exchange				8,256
Gain on derivative financial instruments				486
Net financial expenses				(17,043)
Other non-operating income				2,264
<b>Profit before tax</b>				<b>181,115</b>

**Geographical information**

The Group operates primarily in Singapore and Indonesia.

The following tables present sales and non-current assets based on the geographical location of the customers and assets respectively:

	Sales	
	2019 US\$'000	2018 US\$'000
Singapore	284,970	313,521
Indonesia	139,685	115,850
Europe	88,118	88,716
China	47,262	77,726
Others	54,854	37,674
	<b>614,889</b>	<b>633,487</b>



## NOTES TO THE FINANCIAL STATEMENTS

For the financial year ended 31 December 2019

## 45. SEGMENT INFORMATION (CONT'D)

## Geographical information (cont'd)

	Non-current assets	
	2019 US\$'000	2018 US\$'000
Singapore	69,903	68,511
Indonesia	1,111,298	1,019,701
	<u>1,181,201</u>	<u>1,088,212</u>

Non-current assets information presented above consist of bearer plants, property, plant and equipment, land use rights, goodwill, other intangible assets and other non-current assets.

## Information about major customers

Sales to one major customer amounted to US\$92.6 million (2018: two major customers amounted to US\$138.7 million) from the refinery and processing segment.

## 46. DIVIDENDS

	Group and Company	
	2019 US\$'000	2018 US\$'000

## Declared and paid during the financial year:

## Dividends on ordinary shares:

– Final tax exempt (one-tier) dividend for 2018: 2.00 Singapore cents (2017: 2.15 Singapore cents) per share	23,242	25,324
– Special tax exempt (one-tier) dividend for 2017: 3.40 Singapore cents per share	–	40,046
– Interim tax exempt (one-tier) dividend for 2019: 0.625 Singapore cents (2018: 1.25 Singapore cents) per share	7,157	14,397
	<u>30,399</u>	<u>79,767</u>

## Proposed but not recognised as a liability as at 31 December:

## Dividends on ordinary shares, subject to shareholders' approval at the AGM:

– Final tax exempt (one-tier) dividend for 2019: 1.725 Singapore cents (2018: 2.00 Singapore cents) per share	20,286*	23,242
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\* Based on USD/SGD exchange rate of 1.3470.

# NOTES TO THE FINANCIAL STATEMENTS

*For the financial year ended 31 December 2019*

## **47. EVENTS OCCURRING AFTER THE REPORTING PERIOD**

Subsequent to the balance sheet date, the Group has seen macro-economic uncertainties and volatility in commodity markets as a result of the COVID-19 pandemic, which may ultimately impact the Group's performance for the year. However, the financial impact for the Group is not quantifiable at this juncture.

## **48. AUTHORISATION OF FINANCIAL STATEMENTS FOR ISSUE**

The financial statements for the financial year ended 31 December 2019 were authorised for issue in accordance with a resolution of the directors on 8 April 2020.

# STATISTICS OF SHAREHOLDING

As at 6 April 2020

## SHAREHOLDERS' INFORMATION

Number of issued shares	:	1,584,072,969
Number of issued shares (excluding treasury shares)	:	1,582,684,469
Number/percentage of treasury shares	:	1,388,500 (0.09%)
Class of shares	:	Ordinary share
Voting rights	:	One vote per share

The Company does not have any subsidiary holdings as at 6 April 2020.

## DISTRIBUTION OF SHAREHOLDINGS

Size of Shareholdings	No. of Shareholders	%	No. of Shares	%
1 – 99	11	0.62	293	0.00
100 – 1,000	207	11.74	186,577	0.01
1,001 – 10,000	1,166	66.14	6,166,414	0.39
10,001 – 1,000,000	364	20.65	17,012,794	1.08
1,000,001 and above	15	0.85	1,559,318,391	98.52
<b>Total</b>	<b>1,763</b>	<b>100.00</b>	<b>1,582,684,469</b>	<b>100.00</b>

## TWENTY LARGEST SHAREHOLDERS

No.	Name	No. of Shares	%*
1	Citibank Nominees Singapore Pte Ltd	555,304,270	35.09
2	Eight Capital Inc.	332,400,130	21.00
3	HSBC (Singapore) Nominees Pte Ltd	276,573,660	17.47
4	DBS Nominees (Private) Limited	197,935,263	12.51
5	DB Nominees (Singapore) Pte Ltd	91,744,991	5.80
6	Raffles Nominees (Pte.) Limited	59,205,291	3.74
7	DBSN Services Pte. Ltd.	24,670,585	1.56
8	RHB Securities Singapore Pte. Ltd.	8,601,200	0.54
9	DBS Vickers Securities (Singapore) Pte Ltd	4,730,300	0.30
10	OCBC Securities Private Limited	2,042,000	0.13
11	UOB Kay Hian Private Limited	1,581,700	0.10
12	Lim & Tan Securities Pte Ltd	1,218,700	0.08
13	CGS-CIMB Securities (Singapore) Pte. Ltd.	1,169,097	0.07
14	Maybank Kim Eng Securities Pte. Ltd.	1,116,100	0.07
15	BPSS Nominees Singapore (Pte.) Ltd.	1,025,104	0.06
16	Advance Synergy Capital Ltd	750,000	0.05
17	Phillip Securities Pte Ltd	706,000	0.04
18	Teng Nam Seng	510,000	0.03
19	Asdew Acquisitions Pte Ltd	464,000	0.03
20	Teh Li Li	393,000	0.02
<b>Total</b>		<b>1,562,141,391</b>	<b>98.69</b>

\* Based on 1,582,684,469 shares (excluding treasury shares) as at 6 April 2020.



# STATISTICS OF SHAREHOLDING

As at 6 April 2020

## SUBSTANTIAL SHAREHOLDERS

(As recorded in the Register of Substantial Shareholders, as at 6 April 2020)

	Direct Interest	%*	Deemed Interest	%*
Eight Capital Inc.	1,041,766,230	65.82	–	–
Eight Capital Trustees Pte Ltd	–	–	1,041,766,230 <sup>(1)</sup>	65.82
Equity Trust (Jersey) Limited	–	–	1,041,766,230 <sup>(2)</sup>	65.82
Infinite Capital Fund Limited	88,000,000	5.56	–	–
King Fortune International Inc.	–	–	88,000,000 <sup>(3)</sup>	5.56
Butterfield (Singapore) Pte Ltd	–	–	88,000,000 <sup>(4)</sup>	5.56
FMR LLC	–	–	87,639,100 <sup>(5)</sup>	5.54
Employees Provident Fund Board of Malaysia	81,268,400	5.13	–	–

\* Based on 1,582,684,469 shares (excluding treasury shares) as at 6 April 2020.

### Notes:

- <sup>(1)</sup> Eight Capital Trustees Pte Ltd (“ECTPL”) holds the entire share capital of Eight Capital Inc. (“Eight Capital”) as trustee of the Eight Capital Trust II (the “Trust”), which is a discretionary family trust, and subject to the terms of the Trust. Eight Capital is the investment holding vehicle of the Trust and ECTPL is deemed interested in the shares held by Eight Capital.
- <sup>(2)</sup> Equity Trust (Jersey) Limited is the trustee of Eight Cap Purpose Trust (the “Purpose Trust”). Pursuant to the Purpose Trust, Equity Trust (Jersey) Limited is the sole shareholder of ECTPL and it is therefore deemed interested in the shares held by Eight Capital.
- <sup>(3)</sup> King Fortune International Inc. (“King Fortune”) holds the entire issued and paid-up share capital of Infinite Capital Fund Limited and is deemed to be interested in the shares held by Infinite Capital Fund Limited.
- <sup>(4)</sup> Butterfield (Singapore) Pte Ltd (the “Trustee”) is the sole shareholder of King Fortune and the trustee of the King Fortune Trust, a discretionary family trust. The shares held indirectly by King Fortune are property that is subject to the King Fortune Trust. Distribution of the income and capital of the King Fortune Trust to the beneficiaries of the King Fortune Trust are at the discretion of the Trustee.
- <sup>(5)</sup> FMR LLC's interests in the securities of First Resources Limited are currently entirely comprised as deemed interests. FMR LLC is deemed to have interests in the securities of First Resources Limited because such securities are held by funds and/or accounts managed by one or more FMR LLC's direct and indirect subsidiaries, which are fund managers.

## PERCENTAGE OF SHARES HELD BY THE PUBLIC

Approximately 17.94% of the Company's shares are held in the hands of public. Accordingly, the Company has complied with Rule 723 of the Listing Manual of the SGX-ST.



First Resources Limited is committed to responsible corporate citizenship. This annual report has been produced by a printer certified by the Forest Stewardship Council™ (FSC™), and printed on paper certified to be environmentally friendly according to the FSC™ standard.



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# THE SCOTTSBORO BOY 2020 REPORT