

NOTES TO THE FINANCIAL STATEMENTS

These notes form an integral part of the financial statements.

The financial statements were authorised for issue by the directors on February 16, 2007.

1. DOMICILE AND ACTIVITIES

SembCorp Industries Ltd (the “Company”) is a company incorporated in the Republic of Singapore and has its registered office at 30 Hill Street #05-04, Singapore 179360.

The principal activities of the Company are those of an investment holding company, as well as the corporate headquarters, which gives strategic direction and provides management services to its subsidiaries. The principal activities of key subsidiaries are as follows:

i. Utilities

This business focuses on the provision of centralised utilities and energy. It offers industrial utilities and services such as energy, steam, industrial water and wastewater treatment to energy intensive users. It operates in Singapore, the United Kingdom, Vietnam, China and the United Arab Emirates. Its operations in engineering, construction and fabrication of offshore platforms, modules and floating production systems for oil and gas companies (offshore engineering) under the SMOE group were sold to SembCorp Marine Ltd in August 2006.

ii. Marine & Offshore Engineering

This business focuses principally on repair, building and conversion of ships and rigs, and offshore engineering.

iii. Environmental Management

The business provides integrated waste management services and undertakes waste-to-resource businesses in the Asia Pacific region.

iv. Industrial Parks

The business focuses principally on developing, marketing and operating industrial parks in Asia.

Logistics and Engineering & Construction businesses were divested during the year. Logistics business was in supply chain management and offshore logistics. It provided one-stop integrated logistics management services including automatic warehouse and inventory management. The business also operated offshore supply bases in Singapore and overseas. Engineering & Construction business was an engineering and construction service provider with principal activities ranging from turnkey construction, design consultancy, infrastructure development and project management. It was also involved in petrochemical, chemical and industrial process engineering and manufacturing of precast components.

Except for the divestment of Logistics and Engineering & Construction businesses, there have been no other significant changes in the principal activities of the Company or the Group during the financial year.

The immediate and ultimate holding company during the financial year up to November 2006 was Temasek Holdings (Private) Limited, a company incorporated in the Republic of Singapore.

The consolidated financial statements relate to the Company and its subsidiaries (referred to as the “Group”) and the Group’s interests in associates and joint ventures.

NOTES TO THE FINANCIAL STATEMENTS

2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

a. Basis of Preparation

The financial statements are prepared in accordance with Singapore Financial Reporting Standards (“FRS”).

The financial statements are presented in Singapore dollars and rounded to the nearest thousand (“S\$’000”), unless otherwise indicated. They are prepared on the historical cost basis except where otherwise described in the accounting policies below.

The preparation of financial statements in conformity with FRSs requires management to make judgements, estimates and assumptions that affect the application of policies and reported amounts of assets, liabilities, income and expenses. Actual results may differ from these estimates.

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

Information about significant areas of estimation uncertainty and critical judgements in applying accounting policies that have the most significant effect on the amount recognised in the financial statements are discussed in note 43.

With effect from January 1, 2006, the Group adopted the following FRS and Interpretations to FRS (“INT FRS”) which are relevant to the Group’s operations:

FRS 19 Amendments	<i>Employee Benefits—Actuarial Gains and Losses, Group Plans and Disclosure</i>
FRS 39 Amendments	<i>Financial Instruments: Recognition and Measurement</i>
	<ul style="list-style-type: none"> ■ <i>Cash flow hedge accounting of forecast intragroup transactions</i> ■ <i>Fair value option</i> ■ <i>Financial guarantee contracts</i>
FRS 104	<i>Insurance Contracts</i>
FRS 106	<i>Exploration for and Evaluation of Mineral Resources</i>
INT FRS 104	<i>Determining whether an Arrangement contains a Lease</i>
INT FRS 105	<i>Rights to Interests arising from Decommissioning, Restoration and Environmental Rehabilitation Funds</i>
INT FRS 106	<i>Liabilities arising from Participating in a Specific Market—Waste Electrical and Electronic Equipment</i>

The adoption of the above FRS and INT FRS did not result in substantial changes to the Group’s accounting policies and did not give rise to any adjustments to the opening balances of accumulated profits of the prior and current years or changes to comparatives.

Except for the above changes, the accounting policies set out below have been applied consistently by the Group. The accounting policies used by the Group have been applied consistently to all periods presented in these financial statements.

FRS yet to be adopted

The Group has not applied the following FRS and INT FRS that have been issued as of the balance sheet date but are not yet effective:

FRS 40	<i>Investment Property</i>
FRS 107	<i>Financial Instruments: Disclosures and the Amendment to FRS 1 Presentation of Financial Statements: Capital Disclosures</i>
INT FRS 107	<i>Applying the Restatement Approach under FRS 29 Financial Reporting in Hyperinflationary Economies</i>
INT FRS 108	<i>Scope of FRS 102 Share-based Payment</i>
INT FRS 109	<i>Reassessment of Embedded Derivatives</i>
INT FRS 110	<i>Interim Financial Reporting and Impairment</i>

2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES *(cont'd)*

a. Basis of Preparation *(cont'd)*

FRS yet to be adopted *(cont'd)*

FRS 40, which becomes mandatory for the Group from January 1, 2007, permits investment property to be stated at either fair value or cost less accumulated depreciation and accumulated impairment losses. The Group will continue to state investment property at cost less accumulated depreciation and accumulated impairment losses.

FRS 107 and amended FRS 1, which become mandatory for the Group from January 1, 2007, will require additional disclosures with respect to the Group's financial instruments and share capital.

The initial application of these FRS and INT FRS is not expected to have any material impact on the Group's results.

The Group has not considered the impact of FRS issued after the balance sheet date.

b. Consolidation

i. Subsidiaries

Subsidiaries are those companies controlled by the Group. Control exists when the Group has the power, directly or indirectly, to govern the financial and operating policies of a company so as to obtain benefits from its activities.

The existence and effect of potential voting rights that are presently exercisable or presently convertible are considered when assessing whether the Group controls another company.

Investments in subsidiaries are stated in the Company's balance sheet at cost less impairment losses. The financial statements of subsidiaries are included in the consolidated financial statements from the date that control commences until the date that control ceases.

All business combinations are accounted for using the purchase method with effect from January 1, 2004 upon the adoption of FRS 103. Prior to January 1, 2004, business combinations were accounted for either by the purchase method, or if they were between entities under common control, by the historical cost method similar to the pooling-of-interest method.

Under the purchase method, the cost of an acquisition is measured at the fair value of the assets given, equity instruments issued and liabilities incurred or assumed at the date of exchange, plus costs directly attributable to the acquisition. The excess of the Group's interest in the fair value of the identifiable assets, liabilities and contingent liabilities over the cost of acquisition is credited to the profit and loss account in the period of the acquisition.

Business combinations that involve entities under common control are excluded from the scope of FRS 103. Such combinations are accounted at historical cost in a manner similar to the pooling of interests method, in the preparation of the consolidated financial statements. Under this method of accounting, the difference between the value of the share capital issued and the value of shares received is taken to the merger deficit/reserve.

The interest of minority shareholders is stated at the minority's proportion of the fair values of the assets and liabilities recognised. Subsequently, any losses applicable to the minority interest in excess of the minority interest are allocated against the interests of the parent.

NOTES TO THE FINANCIAL STATEMENTS

2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (cont'd)

b. Consolidation (cont'd)

ii. Associates

Associates are companies in which the Group has significant influence, but not control, over the financial and operating policies.

The existence and effect of potential voting rights that are presently exercisable or presently convertible are considered when assessing whether the Group has significant influence over another company.

In the Group's financial statements, they are accounted for using the equity method of accounting from the day that significant influence commences until the date that significant influence ceases. When the Group's share of losses exceeds the carrying amount of the associate (including any other unsecured receivables, that in substance, form part of the Group's net investment in the associate), recognition of further losses is discontinued unless the Group has incurred obligations or made payments on its behalf to satisfy obligations of the associate that the Group has guaranteed or otherwise committed on behalf of.

The excess of the Group's interest in the fair value of the identifiable assets, liabilities and contingent liabilities over the cost of acquisition is credited to the profit and loss account in the period of the acquisition.

iii. Joint Ventures

Joint ventures are those enterprises whose activities the Group has joint control over, established by contractual agreement.

The existence and effect of potential voting rights that are presently exercisable or presently convertible are considered when assessing whether the Group has joint control over the enterprise.

For incorporated joint ventures, the Group accounts for the joint ventures in the same manner as associates, from the date joint control commences until the day that the joint control ceases.

For unincorporated joint ventures, the proportionate share in the unincorporated joint ventures' individual income, expenses, assets and liabilities are included in financial statements of the Group with items of a similar nature on a line-by-line basis.

The excess of the Group's interest in the fair value of the identifiable assets, liabilities and contingent liabilities over the cost of acquisition is credited to the profit and loss account in the period of the acquisition.

iv. Accounting for Associates and Joint Ventures

Investments in associates and joint ventures are stated in the Company's balance sheet at cost less impairment losses.

The results of the associates and joint ventures are included in the Company's profit and loss account to the extent of dividends received and receivable, provided the Company's right to receive the dividend is established before the balance sheet date.

v. Transactions Eliminated on Consolidation

All significant intra-group transactions, balances and unrealised gains are eliminated on consolidation. Unrealised gains resulting from transactions with associates and joint ventures are eliminated to the extent of the Group's interest in the enterprise. Unrealised losses are eliminated in the same way as unrealised gains, but only to the extent that there is no evidence of impairment.

vi. Accounting Policies of Subsidiaries, Associates and Joint Ventures

Where necessary, accounting policies for subsidiaries and material associates and joint ventures have been adjusted on consolidation to be consistent with the policies adopted by the Group.

2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (cont'd)

c. Foreign Currencies

i. Functional and Presentation Currency

Items included in the financial statements of each company in the Group are measured using the currency of the primary economic environment in which the company operates ("the functional currency"). The consolidated financial statements are presented in Singapore dollars, which is the Company's functional and presentation currency.

ii. Foreign Currency Transactions and Balances

Transactions in foreign currencies are translated into the functional currency at foreign exchange rates ruling at the dates of the transactions. At each balance sheet date:

- Foreign currency monetary items are translated into the functional currency using foreign exchange rates ruling at that date.
- Non-monetary assets and liabilities measured at historical cost in foreign currencies are translated into the functional currency using foreign exchange rates at the dates of the transactions.
- Non-monetary assets and liabilities measured at fair value in foreign currencies are translated into the functional currency at foreign exchange rates ruling at the dates the fair value was determined.

Foreign exchange differences arising from the settlement or from translation of monetary items are recognised in the profit and loss account.

Foreign exchange differences arising from non-monetary items are recognised directly in equity when non-monetary items' gains or losses are recognised directly in equity. Conversely when non-monetary items' gains or losses are recognised directly in the profit and loss account, foreign exchange differences arising from these items are recognised directly in the profit and loss account.

iii. Foreign Operations

The results and financial positions of foreign operations (none of which has the currency of a hyperinflationary economy) that have a functional currency different from the presentation currency are translated into the presentation currency as follows:

- Assets and liabilities are translated at foreign exchange rates ruling at the date of the balance sheet,
- Revenues and expenses are translated at average rates, and
- All resulting foreign exchange differences are taken to the currency translation reserve.

Goodwill (except those relating to acquisitions of foreign operations prior to January 1, 2004) and fair value adjustments arising from the acquisition of foreign operations are translated to Singapore dollars for consolidation at the rates of exchange ruling at the balance sheet date. Goodwill arising from the acquisition of foreign operations prior to January 1, 2004 are translated at foreign exchange rates ruling at the dates of the transactions.

On disposal, accumulated currency translation differences are recognised in the consolidated profit and loss account as part of the gain or loss on disposal.

iv. Net Investment in a Foreign Operation

Exchange differences arising from monetary items that in substance form part of the company's net investment in a foreign operation are recognised in the company's profit and loss account. Such exchange differences are reclassified to currency translation reserve in the consolidated financial statements. Such exchange differences are released to the consolidated profit and loss account upon disposal of the investment as part of the gain or loss on disposal.

NOTES TO THE FINANCIAL STATEMENTS

2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (cont'd)

d. Property, Plant and Equipment

i. Owned Assets

Property, plant and equipment are stated at cost less accumulated depreciation and impairment losses. Cost includes expenditure that is directly attributable to the acquisition of the asset.

The cost of self-constructed assets includes the cost of materials, direct labour and an appropriate proportion of production overheads.

Where an item of property, plant and equipment comprises major components having different useful lives, they are accounted for as separate items of property, plant and equipment.

ii. Revaluation Surplus

Any increase in revaluation is credited to revaluation reserve unless it offsets a previous decrease in value recognised in the profit and loss account. A decrease in value is recognised in the profit and loss account where it exceeds the increase previously recognised in the revaluation surplus of the same asset.

iii. Subsequent Expenditure

Subsequent expenditure relating to property, plant and equipment that has already been recognised is added to the carrying amount of the asset when it is probable that future economic benefits, in excess of the originally assessed standard of performance of the existing asset, will flow to the Group. All other subsequent expenditure is recognised as an expense in the period in which it is incurred.

iv. Disposals

Gains or losses arising from the retirement or disposal of property, plant and equipment are determined as the difference between the estimated net disposal proceeds and the carrying amount of the asset and are recognised in the profit and loss account on the date of retirement or disposal.

For property, plant and equipment carried at revalued amounts, any related revaluation surplus is transferred from the revaluation reserve to accumulated profits and is not taken into account in arriving at the gain or loss on disposal.

v. Finance Leased Assets

Finance leases are those leasing agreements that give rights approximating to ownership. Property, plant and equipment acquired by way of such leases is capitalised at the lower of its fair value and the present value of the minimum lease payments at the inception of the lease, less accumulated depreciation and impairment losses.

Lease payments are apportioned between the finance charges and reduction of the lease liability so as to achieve a constant rate of interest on the remaining balance of the liability.

Finance charges are charged directly to the profit and loss account.

Capitalised leased assets are depreciated over the shorter of the economic useful life of the asset and the lease term.

2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (cont'd)

d. Property, Plant and Equipment (cont'd)

vi. Provision for Restoration Costs

A provision is recognised for the costs expected to be incurred to dismantle, remove and restore the asset upon expiry of the lease agreement. The estimated costs form part of the cost of the property, plant and equipment and are depreciated over the useful life of the asset.

vii. Depreciation

Depreciation is calculated using the straight-line method to allocate the cost less its residual value so as to write off items of property, plant and equipment over their estimated useful lives. Each part of an item of property, plant and equipment with a cost that is significant in relation to the total cost of an item are depreciated separately. The estimated useful lives are as follows:

Leasehold land and wet berthage	Lease period ranging from 20 to 60 years
Land improvements	Lease period ranging from 20 to 60 years
Buildings	50 years or lease period ranging from 10 to 50 years, if lower
Improvements to premises	1 to 10 years
Quays and dry docks	15 to 60 years
Floating docks	20 years
Plant and machinery	3 to 40 years
Marine vessels	3 to 25 years
Tools and workshop equipment	3 to 10 years
Motor vehicles	2 to 10 years
Furniture, fittings and office equipment	1 to 10 years

The assets' useful lives and residual values are reviewed, if not insignificant, annually, and adjusted if appropriate.

No depreciation is provided on freehold land and capital work-in-progress.

Fully depreciated assets are retained in the financial statements until they are no longer in use.

e. Intangible Assets

i. Goodwill

Goodwill represents the excess of the cost of acquisition over the fair value of the Group's share of the identifiable net assets. Goodwill is stated at cost less impairment losses. Goodwill on acquisitions of subsidiaries is included in intangible assets. Goodwill on acquisition of associates and joint ventures is included in investments in associates and joint ventures.

Goodwill arising from the acquisition of a minority interest in a subsidiary represents the excess of the cost of the additional investment over the carrying amount of the net assets acquired at the date of exchange.

Goodwill is tested for impairment on an annual basis in accordance with note 2(m).

2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (cont'd)

e. Intangible Assets (cont'd)

ii. Goodwill/Negative Goodwill Previously Written Off Against Reserves

Goodwill that has previously been taken to reserves is not taken to the profit and loss account when (i) the business is disposed of or discontinued or (ii) the goodwill is impaired. Similarly, negative goodwill that has previously been taken to reserves is not taken to the profit and loss account when the business is disposed of or discontinued.

iii. Research and Development

Expenditure on research activities, undertaken with the prospect of gaining new scientific or technical knowledge and understanding, is recognised in the profit and loss account as an expense as incurred.

Expenditure on development activities, whereby research findings are applied to a plan or design for the production of new or substantially improved products and processes, is capitalised if the product or process is technically and commercially feasible and the Group has sufficient resources to complete development. The expenditure capitalised includes the cost of materials, direct labour and an appropriate proportion of overheads. Other development expenditure is recognised in the profit and loss account as an expense as incurred.

Capitalised development expenditure is stated at cost less accumulated amortisation and impairment losses.

Amortisation is charged to the profit and loss account on a straight-line basis over the estimated useful life of 10 years.

iv. Other Intangible Assets

Other intangible assets with finite life are stated at cost less accumulated amortisation and impairment losses. Expenditure on internally generated goodwill is recognised in the profit and loss account as an expense as incurred. Other intangible assets are amortised on a straight-line basis from the date the asset is available for use and over its estimated useful lives ranging from 3 to 10 years.

Intangible assets of indefinite life or not available for use are stated at cost less impairment loss. Such intangible assets are tested for impairment annually in accordance with note 2(m).

v. Subsequent Expenditure

Subsequent expenditure on capitalised intangible assets is capitalised only when it increases the future economic benefits embodied in the specific asset to which it relates. All other expenditure is expensed as incurred.

f. Financial Assets

The Group classifies its financial assets in the following categories: financial assets at fair value through profit or loss; held to maturity investments; loans and receivables and available-for-sale financial assets. The classification depends on the purpose for which the investments are acquired. Management determines the classification of its investments at initial recognition and re-evaluates this designation at every reporting date. The designation of financial assets at fair value through profit or loss is irrevocable.

i. Financial Assets at Fair Value

This category has two sub-categories: financial assets held for trading, and those designated at fair value through profit or loss at inception. A financial asset is classified in this category if the Group manages such assets and makes purchase and sale decisions based on their fair value. Upon initial recognition, attributable transaction costs are recognised in the profit and loss account when incurred. Assets in this category are classified as current assets and are stated at fair value, with any resultant gain or loss recognised in the profit and loss account.

2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (cont'd)

f. Financial Assets (cont'd)

ii. Held to Maturity Investments

Where the Group has the positive intent and ability to hold investments to maturity, they are stated at amortised cost using the effective interest method less impairment losses. During the year, the Group did not hold any investments in this category.

iii. Loans and Receivables

Loans and receivables are financial assets with fixed or determinable payments that are not quoted in an active market. They arise when the Group provides money, goods or services directly to a debtor with no intention of trading the receivable. They are included in current assets, except for maturities greater than 12 months after the balance sheet date for which they are classified as non-current assets. Loans and receivables are recognised initially at fair value and subsequently measured at amortised cost using the effective interest method. Receivables with a short duration are not discounted. Loans and receivables are included in trade and other receivables in the balance sheet (Note 2(j)).

iv. Available-for-Sale Financial Assets

Other financial assets held by the Group that are either designated in this category or not classified in any other category, are classified as being available-for-sale. They are included in non-current assets unless management intends to dispose of the investment within 12 months of the balance sheet date. They are stated at fair value, with any resultant gain or loss being recognised directly in equity. The exceptions are impairment losses and foreign exchange gains and losses on monetary items such as debt securities, which are recognised in the profit and loss account. When these investments are derecognised, the cumulative gain or loss previously recognised directly in equity is recognised in the profit and loss account. Where these investments are interest bearing, interest calculated using the effective interest method is recognised in the profit and loss account.

Financial assets classified as held-for-trading or available-for-sale are recognised by the Group on the date it receives the financial asset, and derecognised on the date it delivers the financial asset. Other financial assets are derecognised when the rights to receive cash flows from the investments have expired or have been transferred substantially all risks and rewards of ownership.

Financial assets are initially recognised at fair value plus transaction costs except for financial assets carried at fair value through profit or loss, which are recognised at fair value.

Impairment

The Group assesses at each balance sheet date whether there is objective evidence that a financial asset or a group of financial assets is impaired. When a decline in the fair value of an available-for-sale financial asset has been recognised directly in equity and there is objective evidence that the value of the asset is impaired, the cumulative loss that had been recognised directly in equity is recognised in the profit and loss account even though the financial asset has not been derecognised. The amount of the cumulative loss that is recognised in the profit and loss account is the excess of acquisition cost less any impairment loss on that financial asset previously recognised in the profit and loss account, over its current fair value.

The recoverable amount of the Group's investments in held-to-maturity securities is calculated as the present value of estimated future cash flows, discounted at the original effective interest rate (i.e. the effective interest rate computed at initial recognition of these financial assets).

NOTES TO THE FINANCIAL STATEMENTS

2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (cont'd)

f. Financial Assets (cont'd)

Reversals of Impairment

An impairment loss in respect of a held-to-maturity security or receivable carried at amortised cost is reversed if the subsequent increase in recoverable amount can be related objectively to an event occurring after the impairment loss was recognised.

An impairment loss in respect of an investment in an equity instrument classified as available-for-sale is not reversed through the profit and loss account. If the fair value of a debt instrument classified as available-for-sale increases and the increase can be objectively related to an event occurring after the impairment loss was recognised in the profit and loss account, the impairment loss shall be reversed, with the amount of the reversal recognised in the profit and loss account.

g. Derivatives

Derivative financial instruments are used to manage exposures to foreign exchange, interest rate and commodity price risks arising from operational, financing and investment activities. Derivative financial instruments are not used for trading purposes. However, derivatives that do not qualify for hedge accounting are accounted for as trading instruments.

Derivative financial instruments are recognised initially at fair value. Subsequent to initial recognition, derivative financial instruments are remeasured at fair value. The gain or loss on remeasurement to fair value is recognised immediately in the profit and loss account. However, where derivatives qualify for hedge accounting, recognition of any resultant gain or loss depends on the nature of the item being hedged as described in note 2(h).

h. Hedging

i. Fair Value Hedges

Where a derivative financial instrument hedges the changes in fair value of a recognised asset or liability or an unrecognised firm commitment (or an identified portion of such asset, liability or firm commitment), any gain or loss on the hedging instrument is recognised in the profit and loss account. The hedged item is also stated at fair value in respect of the risk being hedged, with any gain or loss recognised in the profit and loss account.

ii Cash Flow Hedges

Where a derivative financial instrument is designated as a hedge of the variability in cash flows of a recognised asset or liability, or a highly probable forecast transaction, the effective part of any gain or loss on the derivative financial instrument is recognised directly in equity. The ineffective part of any gain or loss is recognised immediately in the profit and loss account. When the forecast transaction subsequently results in the recognition of a non-financial asset or non-financial liability, or the forecast transaction for a non-financial asset or non-financial liability becomes a firm commitment for which fair value hedge accounting is applied, the associated cumulative gain or loss is removed from equity and included in the initial cost or other carrying amount of the non-financial asset or liability. If a hedge of a forecast transaction subsequently results in the recognition of a financial asset or financial liability, the associated gains and losses that were recognised directly in equity are reclassified into the profit and loss account in the same period or periods during which the asset acquired or liability assumed affects the profit and loss account.

When a hedging instrument expires or is sold, terminated or exercised, or the entity revokes designation of the hedge relationship but the hedged forecast transaction is still expected to occur, the cumulative gain or loss at that point remains in equity and is recognised in accordance with the above policy when the transaction occurs. If the hedged transaction is no longer expected to take place, the cumulative unrealised gain or loss recognised in equity is recognised immediately in the profit and loss account.

2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (cont'd)

h. Hedging (cont'd)

iii Hedge of Monetary Assets and Liabilities

Where a derivative financial instrument is used to hedge economically the foreign exchange exposure of a recognised monetary asset or liability, no hedge accounting is applied and any gain or loss on the hedging instrument is recognised in the profit and loss account.

iv Hedge of Net Investment in a Foreign Operation

The gain or loss on a financial instrument used to hedge a net investment in a foreign operation is recognised in the company's profit and loss account. On consolidation, only the portion of the gain or loss on the hedging instrument that is determined to be an effective hedge is reclassified to equity. This amount is recognised in the consolidated profit and loss account on disposal of the foreign operation.

v. Separable Embedded Derivatives

Changes in the fair value of separable embedded derivatives are recognised immediately in the profit and loss account.

i. Inventories

i. Finished Goods and Components

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

Cost is calculated using the weighted average cost formula and comprises all costs of purchase, costs of conversion and other costs incurred in bringing the inventories to their present location and condition. In the case of manufactured inventories and work-in-progress, cost includes an appropriate share of overheads based on normal operating capacity. Costs of inventories also include the transfer from equity, if any, gains/losses on qualifying cash flow hedges relating to purchases of raw materials.

Net realisable value is the estimated selling price in the ordinary course of business less the estimated costs of completion and the estimated costs necessary to make the sale.

When inventories are sold, the carrying amount of those inventories is recognised as an expense in the period in which the related revenue is recognised.

The amount of any allowance for write-down of inventories to net realisable value and all losses of inventories are recognised as an expense in the period the write-down or loss occurs. The amount of any reversal of any allowance for write-down of inventories, arising from an increase in net realisable value, is recognised as a reduction in the amount of inventories recognised as an expense in the period in which the reversal occurs.

ii Long-term Contracts

The accounting policy for recognition of contract revenue is set out in note 2(u)(ii).

Long-term contracts-in-progress at the balance sheet date are recorded in the balance sheet at cost plus attributable profit less recognised losses, net of progress claims and allowance for foreseeable losses, and are presented in the balance sheet as "Work-in-progress" (as an asset) or "Excess of progress claims over work-in-progress" (as a liability), as applicable. Long-term contract costs include the cost of direct materials, direct labour and costs incurred in connection with the project. When it is probable that total contract costs will exceed total contract revenue, the expected loss is recognised as an expense immediately.

Progress claims not yet paid by the customer are included in the balance sheet under "Trade receivables". Amounts received before progress claims are included in the balance sheet, as a liability, as "Advance payment from customers".

NOTES TO THE FINANCIAL STATEMENTS

2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (cont'd)

i. Inventories (cont'd)

iii. Properties Held for Sale

Properties held for sale are stated at the lower of cost and net realisable value.

Cost includes the cost of real estate purchased, construction cost, finance cost and other direct expenditure and related overheads incurred during construction. Net realisable value represents the estimated selling price less the anticipated cost of disposal.

The carrying amounts are reviewed at each balance sheet date to assess whether they are recorded in excess of their recoverable amounts, and if carrying values exceed these recoverable amounts, assets are written down.

j. Trade Receivables

Trade receivables are recognised initially at fair value and subsequently measured at amortised cost using the effective interest method.

An allowance for impairment of trade receivables is established when there is objective evidence that the Group will not be able to collect all amounts due according to the original terms of the receivables. The amount of the allowance is the difference between the asset's carrying amount and the present value of estimated future cash flows, discounted at the effective interest rate. The amount of the allowance is recognised in the profit and loss account.

k. Deferred Asset Grants

Asset related grants are credited to a deferred asset grants account and are released to the profit and loss account on the straight-line basis over the estimated useful lives of the relevant assets.

Non-monetary government grants and assets received are valued at nominal amounts.

Income-related grants are credited to the profit and loss account in the period to which they relate.

l. Cash and Cash Equivalents

Cash and cash equivalents comprise cash balances and bank deposits. For the purpose of the statement of cash flows, cash and cash equivalents are presented net of bank overdrafts which are repayable on demand. Bank overdrafts are shown within interest-bearing borrowings in current liabilities on the balance sheet.

m. Impairment

The carrying amounts of the Group's assets are reviewed at each balance sheet date to determine whether there is any indication of impairment. If any such indication exists, the assets' recoverable amounts are estimated. An impairment loss is recognised whenever the carrying amount of an asset or its cash-generating unit exceeds its recoverable amount. The impairment loss is charged to the profit and loss account unless it reverses a previous revaluation that was credited to equity, in which case it is charged to equity.

Goodwill, intangible assets with indefinite useful lives and intangible assets not yet available for use are tested for impairment annually and as and when indicators of impairment occur.

Impairment losses recognised in respect of cash-generating units are allocated first to reduce the carrying amount of any goodwill allocated to cash-generating units (group of units) and then, to reduce the carrying amount of the other assets in the unit (group of units) on a *pro rata* basis.

2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (cont'd)

m. Impairment (cont'd)

i. Calculation of Recoverable Amount

The recoverable amount of assets is the greater of their net selling price and value in use. In assessing value in use, the estimated future cash flows are discounted to their present value using a pre-tax discount rate that reflects current market assessments of the time value of money and the risks specific to the asset. For an asset that does not generate largely independent cash inflows, the recoverable amount is determined for the cash-generating unit to which the asset belongs.

ii. Reversals of Impairment

An impairment loss is reversed if there has been a change in the estimates used to determine the recoverable amount. However, an impairment loss in respect of goodwill is not reversed.

An impairment loss is reversed only to the extent that the assets' carrying amount does not exceed the carrying amount that would have been determined, net of depreciation or amortisation, if no impairment loss had been recognised.

n. Liabilities and Interest-Bearing Liabilities

Trade and other payables are recognised initially at fair value and subsequently measured at amortised cost using the effective interest method.

Interest-bearing liabilities are recognised initially at fair value less attributable transaction costs. Subsequent to initial recognition, interest-bearing liabilities are stated at amortised cost with any difference between cost and redemption value being recognised in the profit and loss account over the period of the borrowings on an effective interest basis.

o. Deferred Income

Deferred income relates mainly to advance payments received from customers in respect of connection and capacity charges for the supply and delivery of gas and utilities. Deferred income is amortised on a straight-line basis over the period stipulated in the respective customer contract commencing from the date of supply and delivery of gas and utilities.

p. Employee Benefits

i. Defined Contribution Plans

Obligations for contributions to defined contribution plans are recognised as an expense in the profit and loss account as incurred.

ii. Defined Benefit Plans

The Group's net obligation in respect of defined benefit pension plans is calculated separately for each defined benefit plan by estimating the amount of future benefit that employees have earned in return for their service in the current and prior periods; that benefit is discounted to determine the present value, and the fair value of any plan assets is deducted. The discount rate is the yield at balance sheet date on high quality bonds that have maturity dates approximating the terms of the Group's obligations. The calculation is performed by a qualified actuary on a regular basis using a relevant actuarial method. In the intervening years the calculation is updated based on information received from the actuary.

NOTES TO THE FINANCIAL STATEMENTS

2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES *(cont'd)*

p. Employee Benefits *(cont'd)*

ii. Defined Benefit Plans *(cont'd)*

When the benefits of a plan change, the portion of the increased benefit relating to past service by employees is recognised as an expense in the profit and loss account on a straight-line basis over the average period until the benefits become vested. To the extent that the benefits vest immediately, the expense is recognised immediately in the profit and loss account.

Actuarial gains and losses arise mainly from changes in actuarial assumptions and differences between actuarial assumptions and what has actually occurred. They are recognised in the profit and loss account, over the expected average remaining working lives of the employees participating in the plan, only to the extent that their cumulative amount exceeds 10% of the greater of the present value of the obligation and of the fair value of plan assets. Unrecognised actuarial gains and losses are reflected in the balance sheet.

For defined benefit plans, the actuarial cost charged to the profit and loss account consists of current service cost, interest cost, expected return on plan assets and past service cost as well as actuarial gains or losses to the extent that they are recognised. The past service cost for the enhancement of pension benefits is accounted for when such benefit vests or becomes a constructive obligation.

Where the calculation results in a benefit to the Group, the recognised asset is limited to the net total of any unrecognised actuarial losses and past service costs and the present value of any future refunds from the plan or reductions in future contributions to the plan.

iii. Short-term Employee Benefits

Short-term employee benefit obligations are measured on an undiscounted basis and are expensed as the related service is provided.

The amount expected to be paid are accrued when the Group has a present legal or constructive obligation to pay this amount as a result of past service provided by the employee and the obligation can be estimated reliably.

iv. Staff Retirement Benefits

Retirement benefits payable to certain categories of employees upon their retirement are provided for in the financial statements based on their entitlement under the staff retirement benefit plan or, in respect of unionised employees of a subsidiary who joined on or before December 31, 1988, based on an agreement with the union.

The Group's net obligation in respect of retirement benefits is the amount of future benefit that employees have earned in return for their service in the current and prior periods. The obligation is calculated using the projected future salary increase and is discounted to its present value and the fair value of any related assets is deducted.

2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (cont'd)

p. Employee Benefits (cont'd)

v. Equity and Equity-Related Compensation Benefits

Share Option Plan

The share option programme allows the Group's employees to acquire shares of the Group companies. The fair value is measured at grant date and spread over the period during which the employees become unconditionally entitled to the options. The fair value of options granted is recognised as an employee expense with a corresponding increase in equity. At each balance sheet date, the company revises its estimates of the number of options that are expected to become exercisable. It recognises the impact of the revision of original estimates in employee expense and in a corresponding adjustment to equity over the remaining vesting period.

The proceeds received net of any directly attributable transactions costs are credited to share capital when the options are exercised.

Performance Share Plan

The fair value of equity-related compensation is measured using the Monte Carlo Simulation method as at the date of grant. The method involves projecting future outcomes using statistical distributions of key random variables including the share price and the volatility of returns.

In estimating the fair value of the compensation cost, market-based performance conditions are taken into account. Therefore, for performance share grants with market-based performance conditions, the compensation cost is charged to the profit and loss account with a corresponding increase in equity on a basis that fairly reflects the manner in which the benefits will accrue to the employee under the plan over the service period to which the performance period relates, irrespective of whether this performance condition is satisfied.

Restricted Stock Plan

Similar to the Performance Share Plan, the fair value of equity related compensation is measured using the Monte Carlo Simulation method as at the date of grant. The method involves projecting future outcomes using statistical distributions of key random variables including the share price and the volatility of returns. This model takes into the account the probability of achieving the performance conditions in the future.

For performance-based restricted share grants, the fair value of the compensation cost is measured at grant date and spread over the service period to which the performance criteria relates and the period during which the employees become unconditionally entitled to the shares. The compensation cost is charged to the profit and loss account with a corresponding increase in equity on a basis that fairly reflects the manner in which the benefits will accrue irrespective of whether this performance condition is satisfied.

At the balance sheet date, the company revises its estimates of the number of performance-based restricted shares that the employees are expected to receive based on the achievement of non-market performance conditions and the number of shares ultimately given. It recognises the impact of the revision of original estimates in employee expense and in a corresponding adjustment to equity over the remaining vesting period.

NOTES TO THE FINANCIAL STATEMENTS

2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (cont'd)

q. Provisions

A provision is recognised in the balance sheet when there is a legal or constructive obligation as a result of a past event, the obligation can be reliably estimated and it is probable that an outflow of economic benefits will be required to settle the obligation. If the effect is material, provisions are determined by discounting the expected future cash flows at a pre-tax rate that reflects current market assessments of the time value of money and, where appropriate, the risks specific to the liability.

r. Income Tax Expense

Income tax expense comprises current and deferred tax. Income tax expense is recognised in the income statement except to the extent that it relates to items recognised directly in equity, in which case it is recognised in equity.

Current tax is the expected tax payable on the taxable income for the year, using tax rates enacted or substantively enacted at the reporting date, and any adjustment to tax payable in respect of previous years.

Deferred tax is recognised using the balance sheet method, providing for temporary differences between the carrying amounts of assets and liabilities for financial reporting purposes and the amounts used for taxation purposes. Deferred tax is not recognised for the following temporary differences: the initial recognition of goodwill, the initial recognition of assets or liabilities in a transaction that is not a business combination and that affects neither accounting nor taxable profit, and differences relating to investments in subsidiaries and joint ventures to the extent that they probably will not reverse in the foreseeable future. Deferred tax is measured at the tax rates that are expected to be applied to the temporary differences when they reverse, based on the laws that have been enacted or substantively enacted by the reporting date.

A deferred tax asset is recognised to the extent that it is probable that future taxable profits will be available against which temporary differences can be utilised. Deferred tax assets are reviewed at each reporting date and are reduced to the extent that it is no longer probable that the related tax benefit will be realised.

s. Share Capital

i. Share Capital

Ordinary shares are classified as equity.

Incremental costs directly attributable to the issuance of new ordinary shares and share options are deducted against the share capital account.

Where the Company's ordinary shares are repurchased (treasury shares), the consideration paid, including any directly attributable incremental costs, is deducted from equity attributable to the Company's equity holders and presented as "treasury shares" within equity, until they are cancelled, sold or reissued.

When treasury shares are cancelled, the cost of treasury shares is deducted against the share capital account, if the shares are purchased out of capital of the Company, or against the accumulated profits of the Company, if the shares are purchased out of profits of the Company.

When treasury shares are subsequently sold or reissued pursuant to the Share-based Incentive Plans, the cost of the treasury shares is reversed from the treasury share account and the realised gain or loss on sale or reissue, net of any directly attributable incremental transaction costs and related income tax, is recognised as a change in equity of the Company. No gain or loss is recognised in the profit and loss account.

Preference shares are classified as equity if it is non-redeemable. Preference shares are classified as a liability if they are redeemable on a specific date or at the option of the shareholders.

2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (cont'd)

t. Dividend

Dividends on redeemable convertible preference share capital are recognised as liability on an accrual basis. Other dividends are recognised as a liability in the period in which they are declared.

Dividends on redeemable convertible preference share capital classified as a liability are accounted for as finance costs. Dividends on ordinary shares and redeemable convertible preference share capital classified as equity are accounted for as movements in revenue reserve.

u. Revenue Recognition

i. Income on Goods Sold and Services Rendered

Revenue on goods sold is recognised when the significant risks and rewards of ownership have been transferred to the buyer. Revenue from the provision of consultancy services is recognised using the percentage of completion method. The percentage of completion is measured by reference to the percentage of cost incurred to-date to the estimated total costs for each project. Revenue on other service work is recognised when the work is completed. Revenue excludes goods and services or other sales taxes and is after deduction of any trade discounts. No revenue is recognised if there are significant uncertainties regarding recovery of the consideration due, associated costs or the possible return of goods.

ii. Contract Revenue

Revenue from repair work, engineering, overhaul, service work and marine and civil construction contracts is recognised based on percentage of completion. The percentage of completion is assessed by reference to surveys of work performed, or by reference to the percentage of costs incurred to-date to the estimated total costs for each contract, with due consideration made to include only those costs that reflect works performed.

When the outcome of a long-term contract can be estimated reliably, contract revenue and costs are recognised as income and expense respectively using the percentage of completion method. When the outcome of a long-term contract cannot be estimated reliably, revenue is recognised only to the extent of contract costs incurred that can probably be recovered and contract costs are recognised as an expense in the period in which they are incurred.

iii. Sale of Electricity and Gases

Revenue is billed and recognised upon delivery of electricity and gases.

iv. Dividend and Interest Income

Dividend income is recognised in the profit and loss account when the right to receive payment is established.

Interest income is recognised on an accrual basis.

NOTES TO THE FINANCIAL STATEMENTS

2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (cont'd)

v. Operating Leases

Where the Group has the use of assets under operating leases, payments made under the leases are recognised in the profit and loss account on a straight-line basis over the term of the lease. Lease incentives received are recognised in the profit and loss account as an integral part of the total lease payments made.

w. Finance Costs

Interest expense and similar charges are expensed in the profit and loss account in the period in which they are incurred, except to the extent that they are capitalised as being directly attributable to the acquisition, construction or production of an asset which necessarily takes a substantial period of time to prepare for its intended use or sale. The interest component of finance lease payments is recognised in the profit and loss account using the effective interest rate method.

x. Segment Reporting

A segment is a distinguishable component of the Group that is engaged either in providing products or services (business segment), or in providing products or services within a particular economic environment (geographical segment), which is subject to risks and rewards that are different from those of other segments.

y. Assets (or Disposal Groups) Held For Sale

Non-current assets (or disposal groups) are classified as assets held for sale and measured at the lower of carrying amount and fair value less costs to sell if they are expected to be recovered principally through a sale transaction rather than through continuing use.

Any impairment losses on initial classification and subsequent measurement are recognised in the profit and loss account. Subsequent increases in fair value less costs to sell are recognised in the profit and loss account (not exceeding the accumulated impairment loss that has been previously recognised).

z. Discontinued Operation

A discontinued operation is a component of the Group's business that represents a separate major line of business or geographical area of operations that has been disposed of or is held for sale, or is a subsidiary acquired exclusively for resale.

Classification as a discontinued operation occurs upon disposal or when the operation meets the criteria to be classified as held for sale, if earlier. A disposal group that is to be abandoned may also qualify. When an operation is classified as a discontinued operation, the comparative profit and loss account is restated as if the operation had been discontinued from the start of the comparative period.

aa. Financial Guarantee Contracts

Financial guarantee contracts are accounted for as insurance contracts. A provision is recognised based on the Company's estimate of the ultimate cost of settling all claims incurred but unpaid at the balance sheet date. The provision is assessed by reviewing individual claims and tested for adequacy by comparing the amount recognised and the amount that would be required to settle the guarantee contract.

3. SHARE CAPITAL

	Note	No of ordinary shares	
		2006	2005
Issued and fully paid:			
At the beginning of the year		1,746,411,878	1,826,489,385
Exercise of share options	4(a)	23,765,677	30,074,945
Shares cancelled pursuant to a capital reduction exercise		–	(110,152,452)
At the end of the year		1,770,177,555	1,746,411,878

- a. The holders of ordinary shares are entitled to receive dividends as declared from time to time and are entitled to one vote per share at meetings of the Company. All shares rank equally with regard to the Company's residual assets.
- b. As at December 31, 2006, there were 30,663,581 (December 31, 2005: 49,867,341) unissued ordinary shares granted under the Company's Share Option Plan.
- c. In 2005, the Company cancelled 110,152,452 ordinary shares at the price of S\$1.95 per share pursuant to a capital reduction exercise.
- d. On the date of commencement of the Companies (Amendment) Act 2005 on January 30, 2006:
 - The concept of authorised share capital was abolished;
 - Shares of the Company ceased to have par value;
 - The amount standing to the credit of the Company's share premium account of S\$313,618,000 became part of the Company's share capital.
- e. During the year, the Company reduced its capital by S\$264,578,000 by way of a cash distribution of 15 cents per share, without deduction for tax, out of the Company's share capital account.
- f. Movements of the share capital account during the year are set out in the Consolidated Statement of Changes in Equity.

4. SHARE-BASED INCENTIVE PLANS

The Company's Share Option Plan, Performance Share Plan and Restricted Stock Plan (collectively, the "Share Plans") were approved and adopted by the shareholders at an Extraordinary General Meeting of the Company held on June 3, 2000.

The Executive Resource & Compensation Committee (the "Committee") of the Company has been designated as the Committee responsible for the administration of the Share Plans. The Committee comprises the following members, all of whom are directors:

Peter Seah Lim Huat (Chairman)
 Goh Geok Ling
 K Shanmugam

The Share Option Plan is the incentive scheme for directors and employees of the Company and its subsidiaries (the "Group") whereas the Performance Share Plan and Restricted Stock Plan are aimed primarily at key executives of the Group.

NOTES TO THE FINANCIAL STATEMENTS

4. SHARE-BASED INCENTIVE PLANS *(cont'd)*

The Share Plans are intended to attract, retain and incentivise participants to higher standards of performance and encourage greater dedication and loyalty by enabling the Company to give recognition to past contributions and services; as well as motivating participants to contribute to the long-term prosperity of the Group.

The Share Option Plan provides the Company with means whereby non-executive directors and employees of the Group, and certain categories of persons who can make significant contributions through their close working relationship with the Group, such as non-executive directors and employees of the Company's associated company, are given an opportunity to participate in the equity of the Company.

The Performance Share Plan and Restricted Stock Plan award fully paid shares to participants to achieve pre-determined targets that create and enhance economic values for shareholders of the Company, and/or to accomplish time-based service conditions. Awards will be released to participants as fully-paid shares, or their equivalent cash value or combinations thereof, free-of-charge provided that the conditions of the awards are achieved and subject to approval by the Committee.

Awards granted under the Performance Share Plan are released at the end of the performance period only when the pre-determined targets have been achieved. Awards granted under the Restricted Stock Plan vest only after satisfactory completion of time-based service conditions, or where the award is performance related, after a further period of service beyond the performance target completion date. No minimum vesting period is prescribed under the Restricted Stock Plan and the length of the vesting period in respect of each award will be determined on a case-by-case basis.

The shares are settled by physical delivery of shares by way of issuance of new shares or existing shares procured by the Company for transfer to the employees or cash in lieu of the shares.

In 2005, the Committee, with advice and assistance from an independent compensation consultant, redesigned its approach to the share-based incentive awards, with particular focus on establishing new standards for share-based incentive grants. The redesigned share-based incentive grants took into account evolving practices at other major public-listed companies, as well as the Company's objective of further enhancing linkages between employee performance and long-term shareholder value creation objectives. The redesign was completed and implemented in 2005.

In 2006, performance share awards granted were based on the same type of criteria as those issued in 2005.

In 2006, as part of the redesigned approach, restricted stocks were awarded to managerial employees of the Group, with the objective to eventually replace share options as a long-term incentive plan. The share options grants to this group of employees were reduced by 50%, and these were replaced by restricted stocks of an equivalent fair value, as recommended by the independent compensation consultant and approved by the Committee.

4. SHARE-BASED INCENTIVE PLANS *(cont'd)*

As a result of the Capital Reduction and Cash Distribution exercise in 2006, the exercise prices of outstanding share options, the number of outstanding share awards under the Performance Share Plan and Restricted Stock Plan was adjusted on August 8, 2006. Such adjustments were recommended by an independent compensation consultant and approved by the Committee, in accordance with the rules of the Share Option Plan, Performance Share Plan and Restricted Stock Plan. The adjustments did not result in any incremental fair value and the effects of these modifications are insignificant to the financial statements of the Group and the Company.

Other information regarding Share Plans are as follows:

a. Share Option Plans

Under the rules of the Share Option Plan, participants who ceased to be employed by the Group or the associated company by reason of ill health, injury or disability, redundancy, retirement at or after the legal retirement age, retirement before the legal retirement age, death, etc., or any other event approved by the Committee, may be allowed by the Committee to retain their unexercised options. The Committee may determine the number of shares comprised in that option which may be exercised and the period during which such option shall be exercisable, being a period not later than the expiry of the exercise period in respect of that option. Such option may be exercised at any time notwithstanding that the date of exercise of such option falls on a date prior to the first day of the exercise period in respect of such option.

Other information regarding the Share Option Plan is as follows:

- i. The exercise price of the options can be set at market price or a discount to the market price not exceeding 20% of the market price in respect of options granted at the time of grant. Market price is the volume-weighted average price for the shares on the Singapore Exchange over the three consecutive trading days prior to grant date of that option. For all options granted to date, the exercise prices are set at market price.
- ii. The options can be exercised 12 months after the grant for market price options and 24 months for discounted options. Further vesting period for the exercise of the options may be set. The Group imposed a further vesting over 4 years for managers and above for retention purposes.
- iii. In 2006, all options were settled by the issuance of new shares.
- iv. The options granted expire after 5 years for non-executive directors and associated company's employees and 10 years for the employees of the Group.

NOTES TO THE FINANCIAL STATEMENTS

4. SHARE-BASED INCENTIVE PLANS (cont'd)

a. Share Option Plans (cont'd)

At the end of the financial year, details of the options granted under the Share Option Plan on unissued ordinary shares of the Company are as follows:

SembCorp Industries Ltd

Ordinary shares

Date of grant of options	Exercise price* per share	Options outstanding at Jan 1, 2006	Options granted	Options exercised	Options	
					cancelled/ lapsed/ not accepted	Options outstanding at Dec 31, 2006
26/06/2000	S\$1.79	3,164,465	–	(2,127,957)	(74,600)	961,908
24/07/2000	S\$2.06	3,294,567	–	(2,443,545)	(38,083)	812,939
24/07/2000	S\$1.92	106,288	–	(67,222)	–	39,066
19/04/2001	S\$1.35	568,000	–	(565,000)	(3,000)	–
19/04/2001	S\$1.35	2,015,350	–	(1,472,950)	(66,225)	476,175
07/05/2002	S\$1.39	293,750	–	(115,750)	–	178,000
07/05/2002	S\$1.39	2,635,300	–	(1,937,350)	(125,875)	572,075
17/10/2002	S\$0.78	240,000	–	(52,000)	–	188,000
17/10/2002	S\$0.78	1,985,850	–	(1,346,475)	(129,375)	510,000
02/06/2003	S\$0.94	266,250	–	(39,000)	–	227,250
02/06/2003	S\$0.94	3,174,155	–	(1,918,930)	(214,000)	1,041,225
18/11/2003	S\$1.09	290,500	–	(44,750)	–	245,750
18/11/2003	S\$1.09	3,617,245	–	(1,969,675)	(250,925)	1,396,645
17/05/2004	S\$1.15	310,500	–	(20,000)	(24,250)	266,250
17/05/2004	S\$1.15	4,967,670	–	(2,393,520)	(379,000)	2,195,150
22/11/2004	S\$1.32	312,500	–	(16,125)	(27,625)	268,750
22/11/2004	S\$1.32	6,046,951	–	(3,002,426)	(423,000)	2,621,525
01/07/2005	S\$2.53	300,000	–	(4,375)	(13,125)	282,500
01/07/2005	S\$2.53	7,783,000	–	(2,259,572)	(761,875)	4,761,553
21/11/2005	S\$2.52	335,000	–	–	(17,500)	317,500
21/11/2005	S\$2.52	8,160,000	–	(1,958,055)	(876,125)	5,325,820
09/06/2006	S\$2.68	–	665,000	–	(140,000)	525,000
09/06/2006	S\$2.68	–	8,081,500	(11,000) [@]	(620,000)	7,450,500
		49,867,341	8,746,500	(23,765,677)	(4,184,583)	30,663,581

* The exercise prices for outstanding share options granted prior to August 8, 2006 were adjusted as a result of the Capital Reduction and Cash Distribution exercise in 2006.

@ The share options have been retained and are thus immediately exercisable.

		Proceeds on options exercised		
Options exercisable at Jan 1, 2006	Options exercisable at Dec 31, 2006	during the year credited to share capital		Exercise period
3,164,465	961,908	4,025		27/06/2001 to 26/06/2010
3,294,567	812,939	5,308		20/05/2001 to 19/05/2009
106,288	39,066	139		16/09/2001 to 15/09/2009
568,000	–	848		20/04/2002 to 19/04/2006
2,015,350	476,175	2,195		20/04/2002 to 19/04/2011
213,750	178,000	168		08/05/2003 to 07/05/2007
1,630,800	572,075	2,951		08/05/2003 to 07/05/2012
172,000	188,000	49		18/10/2003 to 17/10/2007
973,475	510,000	1,194		18/10/2003 to 17/10/2012
122,000	172,625	42		03/06/2004 to 02/06/2008
975,155	346,600	2,051		03/06/2004 to 02/06/2013
137,500	191,125	55		19/11/2004 to 18/11/2008
1,415,745	715,895	2,372		19/11/2004 to 18/11/2013
88,500	168,750	26		18/05/2005 to 17/05/2009
1,119,420	583,150	3,059		18/05/2005 to 17/05/2014
90,500	171,250	24		23/11/2005 to 22/11/2009
2,233,951	1,003,775	4,321		23/11/2005 to 22/11/2014
–	138,125	12		02/07/2006 to 01/07/2010
15,000	1,916,053	5,883		02/07/2006 to 01/07/2015
–	146,875	–		22/11/2006 to 21/11/2010
2,000	2,401,570	5,020		22/11/2006 to 21/11/2015
–	–	–		10/06/2007 to 09/06/2011
–	9,000 [®]	29		10/06/2007 to 09/06/2016
18,338,466	11,702,956	39,771		

NOTES TO THE FINANCIAL STATEMENTS

4. SHARE-BASED INCENTIVE PLANS (cont'd)

a. Share Option Plans (cont'd)

At the end of the financial year, details of the options granted under the Share Option Plan on unissued ordinary shares of SembCorp Marine Ltd are as follows:

SembCorp Marine Ltd

Ordinary shares

Date of grant of options	Exercise price per share	Options outstanding at Jan 1, 2006	Options granted	Options exercised	Options	Options
					cancelled/ lapsed/ not accepted	Options outstanding at Dec 31, 2006
08/09/2000	S\$0.70	75,000	–	–	(75,000)	–
08/09/2000	S\$0.70	466,600	–	(163,000)	(5,600)	298,000
27/09/2001	S\$0.66	145,000	–	(145,000)	–	–
27/09/2001	S\$0.66	2,107,000	–	(1,586,550)	(10,250)	510,200
07/11/2002	S\$0.90	475,000	–	(335,000)	–	140,000
07/11/2002	S\$0.90	6,955,150	–	(3,606,950)	(145,750)	3,202,450
08/08/2003	S\$0.99	667,000	–	(300,000)	–	367,000
08/08/2003	S\$0.99	8,912,200	–	(3,374,550)	(226,000)	5,311,650
10/08/2004	S\$1.04	800,000	–	(290,000)	–	510,000
10/08/2004	S\$1.04	12,428,225	–	(3,015,050)	(444,975)	8,968,200
11/08/2005	S\$2.96	530,000	–	(25,000)	–	505,000
11/08/2005	S\$2.96	14,851,000	–	(710,100)	(735,250)	13,405,650
02/10/2006	S\$3.33	–	560,000	–	–	560,000
02/10/2006	S\$3.33	–	9,315,075	–	(91,000)	9,224,075
		48,412,175	9,875,075	(13,551,200)	(1,733,825)	43,002,225

SembCorp Industries Ltd's options exercised in 2006 resulted in 23,765,677 (2005: 30,074,945) ordinary shares being issued at a weighted average price of S\$1.67 (2005: S\$1.55). SembCorp Industries Ltd's options were exercised on a regular basis throughout the year. The weighted average share price during the year was S\$3.39 (2005: S\$2.44).

SembCorp Marine Ltd's options exercised in 2006 resulted in 13,551,200 (2005: 22,749,985) ordinary shares being issued at a weighted average price of S\$1.04 (2005: S\$0.84). SembCorp Marine Ltd's options were exercised on a regular basis throughout the year. The weighted average share price during the year was S\$3.12 (2005: S\$2.51).

Fair Value of Share Options

The fair value of services received in return for share options granted are measured by reference to the fair value of share options granted.

SembCorp Industries Ltd Share Options

The fair value of a SembCorp Industries Ltd share option granted on June 9, 2006, determined using the Binomial model, was S\$0.60 per share.

The significant inputs into the model for SembCorp Industries Ltd share options were share price of S\$2.93 on the grant date, exercise price of S\$2.83, expected option life of 2.5 to 5.5 years, expected share price volatility ranging from 28.2% to 31.4%, expected dividend yield of 2.9% and risk-free interest rates ranging from 2.8% to 3.2%.

Options exercisable at Jan 1, 2006	Options exercisable at Dec 31, 2006	Exercise period
75,000	–	08/09/2001 to 07/09/2005
466,600	298,000	08/09/2001 to 07/09/2010
145,000	–	28/09/2002 to 27/09/2006
2,107,000	510,200	28/09/2002 to 27/09/2011
356,250	140,000	08/11/2003 to 07/11/2007
5,216,363	3,202,450	08/11/2003 to 07/11/2012
333,500	307,750	09/08/2004 to 08/08/2008
4,456,100	3,990,925	09/08/2004 to 08/08/2013
200,000	327,500	11/08/2005 to 10/08/2009
3,107,056	4,497,475	11/08/2005 to 10/08/2014
–	276,250	12/08/2006 to 11/08/2010
–	3,460,913	12/08/2006 to 11/08/2015
–	–	03/10/2007 to 02/10/2011
–	–	03/10/2007 to 02/10/2016
16,462,869	17,011,463	

SembCorp Marine Ltd Share Options

The fair value of a SembCorp Marine Ltd share option granted on October 2, 2006, determined using the Binomial model, was S\$0.61 per share.

The significant inputs into the model for SembCorp Marine Ltd share options were share price of S\$3.40 on the grant date, exercise price of S\$3.33, expected option life of 1.5 to 4.5 years, expected share price volatility ranging from 25.6% to 28.5%, expected dividend yield of 2.8% and risk-free interest rates ranging from 1.5% to 4.4%.

The expected life of these options is based on management's best estimates, for the effects of non-transferability, exercise restrictions and behavioural considerations. The expected volatility is based on the historical volatility over the most recent period that is commensurate with the expected life of the option. There are no market conditions associated with the share option grants. Service conditions and non-market performance conditions are not taken into account in the grant date fair value measurement of the services received.

b. Performance Share Plan

Under the Performance Share Plan, the awards granted conditional on performance targets are set based on medium-term corporate objectives at the start of each rolling three-year performance qualifying period. A specific number of performance shares shall be awarded at the end of the three-year performance cycle depending on the extent of the achievement of the performance conditions established at the onset.

NOTES TO THE FINANCIAL STATEMENTS

4. SHARE-BASED INCENTIVE PLANS (cont'd)

b. Performance Share Plan (cont'd)

In 2005, the Committee, with advice and assistance from an independent compensation consultant, redesigned its approach to the share-based incentive awards, with particular focus on establishing new standards for share-based incentive grants. The redesigned share-based incentive grants took into account evolving practices at other major public-listed companies, as well as the Company's objective of further enhancing linkages between employee performance and long-term shareholder value creation objectives. The redesign was completed and implemented in 2005.

For awards granted before 2005, participants who do not achieve at least 80% of the targets set at the end of the performance period will not be granted the performance shares. If the achievement of the target exceeds 100%, more performance shares than the original award could be delivered up to a maximum of 200% of the original award.

In the 2005 performance share award, the performance criteria were changed and performance levels were re-calibrated based on the new measures, namely Wealth Added and Total Shareholders Return. For each performance measure, three distinct performance levels were set. A minimum of threshold performance must be achieved to trigger an Achievement Factor, which in turn determines the number of shares to be finally awarded. Based on the new criteria, performance shares to be delivered for awards granted in 2005 will range between 0% to 150% of the original award.

In 2006, performance share awards granted were based on the same type of criteria as those issued in 2005.

Participants are also required to hold a minimum percentage of the shares released to them under the Performance Share Plan and Restricted Stock Plan to maintain a beneficial ownership stake in the Group, for the duration of their employment or tenure with the Group. A maximum cap is set based on a multiple of the individual participant's Annual Base Salary. Any excess can be sold off, but in the event of a shortfall, they have a two calendar year period to meet the minimum percentage requirement.

i. SembCorp Industries Ltd Performance Shares

The details of performance shares of SembCorp Industries Ltd awarded during the year since commencement of the Performance Share Plan (aggregate) are as follows:

	Conditional shares awarded	Aggregate conditional shares awarded	Aggregate conditional shares released	Aggregate conditional shares lapsed	Aggregate conditional shares outstanding
Performance shares participants	during the year	awarded	released	lapsed	outstanding
Directors of the Company:					
Tang Kin Fei	419,600	1,488,200	(145,000)	(295,000)	1,048,200
Former director of the Company*	–	1,780,000	(341,600)	(1,438,400)	–
Key executives of the Group	525,825	2,779,195	(439,100)	(1,380,900)	959,195
	945,425	6,047,395	(925,700)	(3,114,300)	2,007,395

* Former director of the Company refers to the late Wong Kok Siew.

In accordance with the rules of the Performance Share Plan and the advice of the independent compensation consultant, and with the Committee's approval, additional 92,395 shares were awarded to the holders of the outstanding awards as a result of the Capital Reduction and Cash Distribution exercise in August 2006. The number of additional shares awarded was based on an adjustment factor to maintain the parity of the award's economic values before and after modification date. The effect of these modifications is insignificant to the financial statements of the Group and the Company.

The total number of performance shares in awards granted conditionally and representing 100% of targets achieved, but not released as at end 2006, was 2,007,395. Based on the multiplying factor, the actual release of the awards could range from zero to a maximum of 3,194,318 performance shares.

4. SHARE-BASED INCENTIVE PLANS (cont'd)

b. Performance Share Plan (cont'd)

i. SembCorp Industries Ltd Performance Shares (cont'd)

During the year, a total of 338,200 performance shares were released by the Committee to the participants for the performance period 2003 to 2005. Of the total, 293,700 performance shares were released in the form of existing shares transferred to such participants and 44,500 via the release of cash-in-lieu of shares at a market value of S\$3.31 per share on March 28, 2006. In addition, due to the divestment of a subsidiary, the Committee also approved the release of 16,900 performance shares for the performance period 2004 to 2006 and 40,000 performance shares for the period 2005 to 2007, which was prorated for the completed performance period. The share awards were released in the form of cash-in-lieu of shares at a market value of S\$2.94 per share on June 5, 2006.

ii. Performance shares of a listed subsidiary

The details of performance shares of SembCorp Marine Ltd awarded during the year since commencement of the Performance Share Plan (aggregate) are as follows:

Conditional shares awarded during the year	600,000
Aggregate conditional shares awarded	3,695,000
Aggregate conditional shares released	(1,186,400)
Aggregate conditional shares lapsed	(553,600)
Aggregate conditional shares outstanding	1,955,000

No performance shares of SembCorp Marine Ltd were awarded to the directors of the Company.

The total number of SembCorp Marine Ltd's performance shares in awards granted conditionally and representing 100% of targets achieved, but not released as at end 2006, was 1,955,000. Based on the multiplying factor, the actual release of the awards could range from zero to a maximum of 3,222,500 performance shares.

During the year, a total of 444,000 SembCorp Marine Ltd's performance shares were released by the Committee in the form of existing shares transferred to such participants for the performance period 2003 to 2005.

Fair value of performance shares

The fair values of the performance shares are estimated using a Monte Carlo simulation methodology at the grant dates. The fair values of performance share granted during the year are as follows:

	Fair value of SembCorp Industries Ltd Performance Share granted on March 14, 2006	Fair value of SembCorp Marine Ltd Performance Share granted on October 2, 2006
Fair value at measurement date	S\$2.32	S\$2.20
Assumptions under the Monte Carlo model		
Share price	S\$3.24	S\$3.38
Expected volatility:		
SembCorp Industries Ltd/SembCorp Marine Ltd	23.7%	23.3%
Morgan Stanley Capital International ("MSCI")		
AC Asia Pacific excluding Japan Industrials Index	13.8%	14.2%
Correlation with MSCI	20.0%	28.3%
Risk-free interest rate	3.3%	2.9%
Expected dividend	2.9%	3.7%

NOTES TO THE FINANCIAL STATEMENTS

4. SHARE-BASED INCENTIVE PLANS *(cont'd)*

b. Performance Share Plan *(cont'd)*

Fair value of performance share *(cont'd)*

The expected volatility is based on the historical volatility over the most recent period that is commensurate with the expected life of the performance shares.

For performance shares, awarded prior to January 1, 2005, an initial estimate is made of the cost of compensation and based on the number of shares expected to be awarded at the end of the performance period, valued at market price at the date of the grant of the award. During the current financial year, the Group charged S\$1,410,000 (2005: S\$4,010,000) to the profit and loss account in respect of performance shares awarded prior to January 1, 2005 based on the market values of the shares at the reporting date. The balance of S\$2,985,000 (2005: S\$5,352,000) in liabilities as at December 31, 2006 represents the compensation cost for performance shares granted prior to 2005. The final measure of compensation cost is based on the number of shares ultimately awarded and the market price at the date the performance criteria are met.

For performance shares awarded from January 1, 2005 onwards, the Group has charged S\$2,679,000 (2005: S\$1,708,000) based on the fair value of performance shares at the grant date.

c. Restricted Stock Plan

In 2006, as part of the redesigned approach, restricted stocks were awarded to managerial employees of the Group, with the objective of eventually replacing share options as a long-term incentive plan. The share options grants to this group of employees were reduced by 50%, and these were replaced by restricted stocks of an equivalent fair value, as proposed by the independent compensation consultant and approved by the Committee.

Under the Restricted Stock Plan, the awards granted conditional on performance targets are set based on corporate objectives at the start of each rolling two-year performance qualifying period. The performance criteria are set and performance levels for the restricted stocks are calibrated based on Return on Total Assets and Total Shareholders Return. For each performance measure, three distinct performance levels are set. A minimum threshold performance must be achieved to trigger an Achievement Factor, which in turn determines the number of shares to be finally awarded. Based on the criteria, restricted stocks to be delivered for awards granted in 2006 will range from 0% to 130% of the original award.

A specific number of restricted stocks shall be awarded at the end of the two-year performance cycle depending on the extent of the achievement of the performance conditions established at the onset. There is a further vesting of three years after the performance period, during which one-third of the awarded shares are released each year.

Senior management participants are also required to hold a minimum percentage of the shares released to them under the Restricted Stock Plan and Performance Share Plan to maintain a beneficial ownership stake in the Group, for the duration of their employment or tenure with the Group. A maximum cap is set based on a multiple of the individual participant's Annual Base Salary. Any excess can be sold off, but in the event of a shortfall, they have a two calendar year period to meet the minimum percentage requirement.

i. SembCorp Industries Ltd Restricted Stocks

A total of 1,049,800 restricted stocks of SembCorp Industries Ltd's shares were awarded on June 9, 2006 for the performance period 2006 to 2007.

In accordance with the rules of Restricted Stock Plan and the advice of the independent compensation consultant, and with the Committee's approval, an additional 42,808 restricted stocks were awarded to the holders of the outstanding awards as a result of the Capital Reduction and Cash Distribution exercise in August 2006. The number of additional shares awarded was based on an adjustment factor to maintain the parity of the award's economic values before and after modification date. The effect of these modifications is insignificant to the financial statements of the Group and the Company.

4. SHARE-BASED INCENTIVE PLANS (cont'd)

c. Restricted Stock Plan (cont'd)

i. SembCorp Industries Ltd Restricted Stocks (cont'd)

68,772 restricted stocks were awarded to Tang Kin Fei, Group President & CEO of the Group and Director of the Company for the performance period 2006 to 2007.

The total number of restricted stocks in awards granted conditionally and representing 100% of targets achieved, but not released as at end 2006, was 1,025,857. Based on the multiplying factor, the actual release of the awards could range from zero to a maximum of 1,333,614 restricted stocks.

ii. Restricted stocks of a listed subsidiary

A total of 1,222,400 restricted stocks of SembCorp Marine Ltd's shares were awarded on October 2, 2006 for the performance period 2006 to 2007. No restricted stocks of SembCorp Marine Ltd were awarded to the directors of the Company.

The total number of SembCorp Marine Ltd's restricted stocks in awards granted conditionally and representing 100% of targets achieved, but not released as at end 2006, was 1,222,400. Based on the multiplying factor, the actual release of the awards could range from zero to a maximum of 1,589,120 restricted stocks.

Fair value of restricted stock

The fair values of the restricted stock are estimated using a Monte Carlo simulation methodology at the grant dates.

The fair values of restricted stock granted during the year are as follows:

	Fair value of SembCorp Industries Ltd Restricted Stock granted on June 9, 2006	Fair value of SembCorp Marine Ltd Restricted Stock granted on October 2, 2006
Fair value at measurement date	S\$2.61	S\$2.70
Assumptions under the Monte Carlo model		
Share price	S\$2.93	S\$3.38
Expected volatility:		
SembCorp Industries Ltd/SembCorp Marine Ltd	25.5%	23.3%
Straits Times Index ("STI")	10.6%	9.7%
Correlation with STI	45.83%	24.5%
Risk-free interest rate	2.8%–3.1%	2.9%–3.0%
Expected dividend	2.9%	3.7%

The expected volatility is based on the historical volatility over the most recent period that commensurates with the expected life of the restricted stocks.

During the year, the Group charged S\$2,489,000 based on the fair value of restricted stocks at the grant date.

5. OTHER RESERVES

	Note	Group		Company	
		2006 S\$'000	2005 S\$'000	2006 S\$'000	2005 S\$'000
Share premium	a	–	313,618	–	313,618
Merger reserve	b	29,201	29,201	–	–
Currency translation reserve	c	(13,920)	14,192	–	–
Other reserves	d	459,457	62,275	5,269	2,444
		474,738	419,286	5,269	316,062

NOTES TO THE FINANCIAL STATEMENTS

5. OTHER RESERVES (cont'd)

a. Share Premium

The application of the share premium account was governed by Section 69 of the Singapore Companies Act, Chapter 50. Pursuant to the Companies (Amendment) Act 2005 that came into effect on January 30, 2006, the amount in the share premium account became part of the Company's share capital.

b. Merger Reserve

Merger reserve represents the difference between the value of shares issued by the Company in exchange for the value of shares acquired in respect of the acquisition of subsidiaries accounted for under the pooling of interests method.

c. Currency Translation Reserve

The currency translation reserve comprises:

- i. foreign exchange differences arising from the translation of the financial statements of foreign operations whose functional currencies are different from the functional currency of the Company;
- ii. exchange differences on monetary items which form part of the Group's net investment in foreign operations; and
- iii. gains or losses on instruments used to hedge the Company's net investment in foreign operations that are determined to be effective hedges.

d. Other Reserves

	Group				Company	
	Share-based		Fair value reserve	Hedging reserve	Total	Share-based
	Capital reserve	payments reserve				payments reserve
	S\$'000	S\$'000	S\$'000	S\$'000	S\$'000	S\$'000
At January 1, 2006	41,691	12,353	31,720	(23,489)	62,275	2,444
Net fair value changes of available-for-sale financial assets, net of deferred taxes	–	–	104,929	–	104,929	–
Net fair value changes of cash flow hedges, net of deferred taxes	–	–	–	35,431	35,431	–
Share of hedging reserve of associates and joint venture companies	–	–	–	(37,713)	(37,713)	–
Share-based payments	–	15,161	–	–	15,161	2,825
Realisation of reserve upon disposal of investments and changes in group structure	299,468	(8,607)	(15,730)	(505)	274,626	–
Transfer of revenue reserve to statutory reserve by associated companies	4,748	–	–	–	4,748	–
At December 31, 2006	345,907	18,907	120,919	(26,276)	459,457	5,269

5. OTHER RESERVES (cont'd)

d. Other Reserves (cont'd)

	Group				Company	
	Share-based		Fair value reserve	Hedging reserve	Total	Share-based
	Capital reserve	payments reserve				payments reserve
	S\$'000	S\$'000	S\$'000	S\$'000	S\$'000	S\$'000
At January 1, 2005	37,521	4,532	14,014	(7,093)	48,974	528
Net fair value changes of available-for-sale financial assets, net of deferred taxes	–	–	25,634	–	25,634	–
Net fair value changes of cash flow hedges, net of deferred taxes	–	–	–	(19,353)	(19,353)	–
Share of reserve of associates and joint venture companies	493	–	–	2,957	3,450	–
Share-based payments	–	7,821	–	–	7,821	1,916
Realisation of reserve upon disposal of investments and changes in group structure	209	–	(7,928)	–	(7,719)	–
Transfer of revenue reserves to statutory reserve by associated companies	3,468	–	–	–	3,468	–
At December 31, 2005	41,691	12,353	31,720	(23,489)	62,275	2,444

Other reserves include:

- i. Capital reserve comprises capitalisation of accumulated profits for issue of bonus shares, capital reserve (net of goodwill) on consolidation and equity accounting, capital redemption reserve and convertible loan stock reserve.
- ii. Share-based payments reserve comprises the cumulative value of services received from employees recorded on grant of equity-settled share options, performance shares and performance based restricted shares. The expense for service received is recognised over the performance period and/or vesting period. The amount in the share-based payments reserve is retained when the option is exercised or expired.
- iii. Fair value reserve includes the cumulative net change in the fair value of available-for-sale investments until the investments are derecognised.
- iv. Hedging reserve comprises the effective portion of the cumulative net change in the fair value of cash flow hedging instruments related to hedged transactions that have not yet occurred.

NOTES TO THE FINANCIAL STATEMENTS

6. PROPERTY, PLANT AND EQUIPMENT Group

	Leasehold and freehold land, buildings and wet berthage S\$'000	Improvements to premises S\$'000	Quays and dry docks S\$'000	Plant and machinery S\$'000
Cost				
Balance at January 1, 2006	1,022,847	125,661	324,103	2,093,896
Translation adjustments	(11,500)	(776)	(70)	(15,958)
Additions	28,877	3,128	633	161,269
Acquisition of subsidiaries	6,247	135	–	2,837
Reclassification	15,112	(1,876)	3,602	47,164
Disposals/Write-offs	(5,793)	(1,500)	(72)	(24,237)
Disposal of subsidiaries	(239,297)	(84,424)	–	(143,390)
Balance at December 31, 2006	816,493	40,348	328,196	2,121,581
Accumulated Depreciation and Impairment Losses				
Balance at January 1, 2006	399,087	71,115	118,090	718,686
Translation adjustments	(7,204)	(115)	(4)	(4,205)
Depreciation for the year	25,661	3,336	7,139	115,710
Reclassification	1,180	(892)	–	(1,423)
Disposals/Write-offs	(1,049)	(952)	–	(16,759)
Disposal of subsidiaries	(62,985)	(55,156)	–	(114,219)
Allowance (reversed)/made for impairment– net	(83,315)	218	–	13,576
Balance at December 31, 2006	271,375	17,554	125,225	711,366
Carrying Amount				
At December 31, 2006	545,118	22,794	202,971	1,410,215

During the year, property, plant and equipment of net book value amounting to S\$39,935,000 and S\$2,065,000 were reclassified from asset held for sale and intangible assets respectively.

	Tools and workshop equipment	Furniture, fittings and office equipment	Motor vehicles	Capital work-in-progress	Total
Marine vessels	\$S'000	\$S'000	\$S'000	\$S'000	\$S'000
10,441	34,104	150,019	70,310	321,028	4,152,409
(101)	(493)	(1,446)	(337)	(2,143)	(32,824)
216	6,306	11,433	4,292	248,030	464,184
102	70	48	480	–	9,919
46,102	–	(37)	1,192	(69,282)	41,977
(85)	(1,567)	(5,719)	(10,861)	(4,572)	(54,406)
(2,788)	–	(55,455)	(11,382)	(216,431)	(753,167)
53,887	38,420	98,843	53,694	276,630	3,828,092
7,684	27,195	127,462	49,787	5,923	1,525,029
(15)	(302)	(989)	(197)	–	(13,031)
3,131	2,985	9,989	1,660	–	169,611
–	–	330	782	–	(23)
(85)	(1,500)	(5,309)	(9,902)	(1,370)	(36,926)
(835)	–	(49,109)	(8,128)	(2,749)	(293,181)
–	–	4	7,659	3,966	(57,892)
9,880	28,378	82,378	41,661	5,770	1,293,587
44,007	10,042	16,465	12,033	270,860	2,534,505

NOTES TO THE FINANCIAL STATEMENTS

6. PROPERTY, PLANT AND EQUIPMENT (cont'd)

Group (cont'd)

	Leasehold and freehold land, buildings and wet berthage S\$'000	Improvements to premises S\$'000	Quays and dry docks S\$'000	Plant and machinery S\$'000
Cost				
Balance at January 1, 2005	986,079	102,902	332,902	2,061,845
Translation adjustments	(2,177)	99	–	(21,881)
Additions	17,819	6,348	73	79,768
Acquisition of subsidiaries	10,003	261	904	446
Reclassification	24,463	16,461	–	20,372
Disposals/Write-offs	(13,340)	(410)	(9,776)	(46,654)
Balance at December 31, 2005	1,022,847	125,661	324,103	2,093,896
Accumulated Depreciation and Impairment Losses				
Balance at January 1, 2005	341,585	65,035	120,218	639,206
Translation adjustments	3,244	61	–	(1,891)
Depreciation for the year	28,477	5,598	7,275	119,175
Reclassification	22,390	599	–	1,681
Disposals/Write-offs	(2,135)	(268)	(9,403)	(39,726)
Allowance made for impairment – net	5,526	90	–	241
Balance at December 31, 2005	399,087	71,115	118,090	718,686
Carrying Amount				
At December 31, 2005	623,760	54,546	206,013	1,375,210

- i. Property, plant and equipment with the following net book values have been pledged to secure loan facilities granted to subsidiaries:

	2006 S\$'000	2005 S\$'000
Freehold land and buildings	54,102	174,091
Leasehold land and buildings	20,857	52,442
Plant and machinery	679,417	693,720
Capital work-in-progress	211,080	65,993
Other assets	1,974	3,551
	967,430	989,797

- ii. Assets with net book value of S\$3,382,000 (2005: S\$2,107,000) were acquired under finance lease.
- iii. Included in the cost of leasehold land and buildings, quays and dry docks and plant and machinery are amounts of S\$120,866,000, S\$100,900,000 and S\$667,000 respectively which were stated at valuation. The revaluation was done on a one off basis prior to January 1, 1997.

Marine vessels	Tools and workshop equipment	Furniture, fittings and office equipment	Motor vehicles	Capital work-in-progress	Total
S\$'000	S\$'000	S\$'000	S\$'000	S\$'000	S\$'000
22,545	30,908	141,148	67,590	115,560	3,861,479
(94)	157	(562)	(52)	(272)	(24,782)
1,551	3,281	13,359	6,837	236,812	365,848
–	–	313	297	518	12,742
4,419	557	(690)	(394)	(27,871)	37,317
(17,980)	(799)	(3,549)	(3,968)	(3,719)	(100,195)
10,441	34,104	150,019	70,310	321,028	4,152,409
6,052	25,181	119,871	48,270	4,216	1,369,634
(78)	199	(593)	(2)	–	940
1,288	2,589	11,712	5,239	–	181,353
4,207	13	(461)	(225)	1,710	29,914
(4,119)	(787)	(3,120)	(3,495)	(3)	(63,056)
334	–	53	–	–	6,244
7,684	27,195	127,462	49,787	5,923	1,525,029
2,757	6,909	22,557	20,523	315,105	2,627,380

- iv. During the year, interest and direct staff costs amounting to S\$2,979,000 (2005: S\$425,000) and S\$455,000 (2005: S\$869,000), respectively were capitalised as capital work-in-progress.
- v. The net movement of impairment losses relates primarily to the following:
 - a. As a result of the change in the recoverable amount of the hotel and shopping mall of a subsidiary, the Group reversed the impairment loss for leasehold land and building by S\$84,008,000 to the net selling prices;
 - b. Due to expected losses from its new municipal waste collection contracts, a subsidiary recognised impairment losses of S\$9,948,000 to write down its operating assets. The carrying amount of these assets was reduced to their recoverable amount, which was based on their value in use, calculated based on projections of future cash flows from its new municipal contracts over a period of 8 years and discounted to present value at 7.1%; and

NOTES TO THE FINANCIAL STATEMENTS

6. PROPERTY, PLANT AND EQUIPMENT (cont'd)

Group (cont'd)

- c. Due to continual losses incurred, a subsidiary recognised impairment losses of \$9,965,000 to write down its coal-fired cogeneration plant in China. The carrying amount of the assets was reduced to their recoverable amount, which was based on their value in use, calculated over the remaining terms of the co-operative joint venture of 22 years and discounted to present value at 6.9%.

Company

	Leasehold building S\$'000	Leasehold improvements S\$'000	Motor vehicles S\$'000	Furniture, fittings and equipment S\$'000	Capital work-in-progress S\$'000	Total S\$'000
Cost						
Balance at January 1, 2006	312	255	214	3,203	–	3,984
Additions	–	1,801	324	1,951	620	4,696
Disposals/write-offs	–	–	(214)	(102)	–	(316)
Balance at December 31, 2006	312	2,056	324	5,052	620	8,364
Accumulated Depreciation and Impairment Losses						
Balance at January 1, 2006	5	223	214	2,545	–	2,987
Depreciation for the year	5	444	5	887	–	1,341
Disposals/write-offs	–	–	(214)	(102)	–	(316)
Balance at December 31, 2006	10	667	5	3,330	–	4,012
Carrying Amount						
At December 31, 2006	302	1,389	319	1,722	620	4,352
	Leasehold building S\$'000	Leasehold improvements S\$'000	Motor vehicles S\$'000	Furniture, fittings and equipment S\$'000	Total S\$'000	
Cost						
Balance at January 1, 2005	–	255	214	2,768	3,237	
Additions	312	–	–	480	792	
Disposals/write-offs	–	–	–	(45)	(45)	
Balance at December 31, 2005	312	255	214	3,203	3,984	
Accumulated Depreciation and Impairment Losses						
Balance at January 1, 2005	–	139	175	2,104	2,418	
Depreciation for the year	5	84	39	483	611	
Disposals/write-offs	–	–	–	(42)	(42)	
Balance at December 31, 2005	5	223	214	2,545	2,987	
Carrying Amount						
At December 31, 2005	307	32	–	658	997	

7. INVESTMENTS IN SUBSIDIARIES

	Company	
	2006	2005
	S\$'000	S\$'000
At cost:		
Quoted equity shares	705,432	1,543,469
Unquoted equity shares	501,113	591,192
Preference shares	257,500	342,500
	1,464,045	2,477,161
Allowances for impairment losses	-	(201,574)
Carrying value	1,464,045	2,275,587

Details of subsidiaries are set out in note 45 to the financial statements.

During the year, the Company divested its stake in SembCorp Logistics Ltd and SembCorp Engineers and Constructors Pte Ltd. Details of the divestments are set out in note 33 to the financial statements.

8. INTERESTS IN ASSOCIATES

	Group	
	2006	2005
	S\$'000	S\$'000
Interests in associates	476,421	294,755

Carrying value as at year end include goodwill on acquisition is as follows:

	Group	
	2006	2005
	S\$'000	S\$'000
Balance at beginning of the year	-	6,970
Disposal of an associate	-	(756)
Impairment during the year	-	(6,214)
Balance at end of the year	-	-

The fair value of the equity interest of a listed associate, with a carrying amount of S\$223,834,000, amounts to S\$637,351,000 based on the last transacted market price in 2006.

In 2005, due to the continual losses incurred by an associate, management assessed the recoverable amount of the associate's assets and goodwill attributed to the associate. Based on management's assessment of the recoverable amount, which was based on the value in use, an impairment of S\$6,214,000 was recognised in "General and administrative expenses" of the profit and loss account.

NOTES TO THE FINANCIAL STATEMENTS

8. INTERESTS IN ASSOCIATES *(cont'd)*

Summarised financial information of associates is as follows:

	2006	2005
	S\$'000	S\$'000
Results		
Turnover	2,182,059	1,826,843
Profit after taxation	<u>213,127</u>	<u>155,606</u>
Assets and liabilities		
Total assets	5,836,863	2,076,223
Total liabilities	<u>3,947,238</u>	<u>1,250,289</u>

The summarised financial information relating to associates disclosed above is not adjusted for the percentage of ownership held by the Group.

The Group's interest in an associate has been pledged to banks to secure credit facilities granted to the associate.

In 2005, the Group had not recognised losses relating to certain associates where its share of losses exceed the Group's carrying amount of its investment in those associates. The Group's cumulative share of unrecognised losses as at December 31, 2005 was S\$58,982,000, of which S\$673,000 was the share of the losses for 2005. The Group had no obligation in respect of these losses. The associates have been disposed of in 2006.

In 2006, an associate of a subsidiary entered into interest rate swap (IRS) contracts to swap the floating rate of its loan into a fixed rate commitment, for a duration of up to 14 years. Cash flow hedge accounting has been applied and accordingly the mark-to-market loss of the IRS was taken to reserves.

Details of significant associates are set out in note 46 to the financial statements.

9. INTERESTS IN JOINT VENTURES

	Group	
	2006	2005
	S\$'000	S\$'000
Interests in joint ventures	<u>264,457</u>	<u>431,711</u>

The carrying value as at year end includes goodwill on acquisition as follows:

	Group	
	2006	2005
	S\$'000	S\$'000
Balance at beginning of the year	2,230	2,371
Translation during the year	(172)	(141)
Additions	5,512	–
Balance at end of the year	<u>7,570</u>	<u>2,230</u>

9. INTERESTS IN JOINT VENTURES *(cont'd)*

Summarised financial information of joint ventures, representing the Group's share, is as follows:

	Group's share	
	2006	2005
	S\$'000	S\$'000
Results		
Turnover	410,543	707,055
Expenses	(357,280)	(658,997)
Profit before taxation	53,263	48,058
Taxation	(7,531)	(15,036)
Profit after taxation	45,732	33,022
Assets and liabilities		
Non-current assets	459,912	736,372
Current assets	162,861	245,043
Current liabilities	(104,487)	(192,548)
Non-current liabilities	(261,399)	(353,132)
Minority interests	–	(6,254)
Net assets	256,887	429,481
Capital commitments	5,295	15,994

The Group's interest in a joint venture with a carrying amount of S\$54,360,000 (2005: S\$59,432,000) as at December 31, 2006 has been pledged to banks to secure credit facilities granted to the joint venture entity.

Details of significant joint ventures are set out in note 46 to the financial statements.

10. OTHER FINANCIAL ASSETS

	Group	
	2006	2005
	S\$'000	S\$'000
a. Non-current Assets		
Assets available-for-sale:		
– Equity shares	353,131	105,812
– Unit trusts and funds	6,124	6,555
– Preference shares	–	9,006
	359,255	121,373

NOTES TO THE FINANCIAL STATEMENTS

10. OTHER FINANCIAL ASSETS (cont'd)

	Note	Group	
		2006 S\$'000	2005 S\$'000
b. Current Assets			
Assets available-for-sale:			
– Equity shares		–	2,891
Derivative financial instruments:			
Fair value through profit or loss:			
– Foreign exchange swap contracts		381	225
– Forward foreign exchange contracts		–	12
– Others		334	–
Cash flow hedges:			
– Interest rate swaps		6,753	4,446
– Forward foreign exchange contracts		–	279
– Power sale and purchase option contracts		19,218	–
	18	26,686	7,853

11. LONG-TERM RECEIVABLES AND PREPAYMENTS

	Note	Group	
		2006 S\$'000	2005 S\$'000
Long-term trade receivables	12	–	11,783
Lease receivables due after 12 months	13	39,952	46,910
Loan receivables (unsecured)		5,526	3,500
Amount due from related parties	14	279	4,849
Prepayments	(a)	29,060	26,677
Recoverables	(b)	2,344	57,401
		77,161	151,120
Less: allowance for doubtful receivables		(6,994)	(4,968)
		70,167	146,152

a. Prepayments

Prepayments relate primarily to:

- i. Connection fees prepaid under the Generation Connection and Use of System Agreement for the use of the transmission lines; and
- ii. Service fees prepaid under the Gasoil Supply and Storage Agreement for the usage of the tank.

Prepayments are charged to the profit and loss account on a straight-line basis over the period of prepayments.

b. Recoverables

In 2005, recoverables related primarily to costs incurred by a subsidiary on behalf of a customer for the construction of a warehouse. The subsidiary was divested during the year.

12. TRADE RECEIVABLES

	Note	Group	
		2006 S\$'000	2005 S\$'000
Trade receivables including work completed but unbilled		653,435	784,245
Allowance for doubtful receivables		(22,505)	(38,898)
		630,930	745,347
Trade receivables due within 1 year	18	(630,930)	(733,564)
	11	–	11,783

Included in trade receivables are retention monies on contracts amounting to S\$805,000 (2005: S\$45,804,000).

13. LEASE RECEIVABLES

	Note	Minimum lease payment S\$'000	Estimated residual value S\$'000	Total gross investment in lease S\$'000	Unearned interest income S\$'000	Net value of lease receivables S\$'000
Group						
2006						
Within 1 year		7,686	–	7,686	(1,824)	5,862
After 1 year but within 5 years		25,313	3,000	28,313	(4,608)	23,705
After 5 years		12,657	4,500	17,157	(910)	16,247
		45,656	7,500	53,156	(7,342)	45,814
Amount due within 1 year	18	(7,686)	–	(7,686)	1,824	(5,862)
	11	37,970	7,500	45,470	(5,518)	39,952
2005						
Within 1 year		8,128	–	8,128	(2,092)	6,036
After 1 year but within 5 years		27,670	3,000	30,670	(5,755)	24,915
After 5 years		19,298	4,500	23,798	(1,803)	21,995
		55,096	7,500	62,596	(9,650)	52,946
Amount due within 1 year	18	(8,128)	–	(8,128)	2,092	(6,036)
	11	46,968	7,500	54,468	(7,558)	46,910

Under the terms of the lease agreements, no contingent rents are recognised. These lease receivables relate mainly to leases of marine vessels, whereby the lessees have the option to purchase the marine vessels during the term of the leases.

NOTES TO THE FINANCIAL STATEMENTS

14. AMOUNTS DUE FROM RELATED PARTIES

	Note	Ultimate holding company		Associates	
		2006	2005	2006	2005
		S\$'000	S\$'000	S\$'000	S\$'000
Group					
Amounts due from:					
Trade		–	–	16,018	17,417
Loans		–	–	22,253	32,694
Non-trade		–	164	5,483	49,474
		–	164	43,754	99,585
Allowance for doubtful receivables		–	(164)	(20,531)	(75,324)
		–	–	23,223	24,261
Amount due within 1 year	18	–	–	(22,944)	(20,848)
	11	–	–	279	3,413

- i. The long-term loans to associates and joint ventures are unsecured and not expected to be repaid in the next 12 months. Included in loans to associates, joint ventures and related companies are amounts of S\$410,000 (2005: S\$39,221,000) which bear interest at 2% (2005: 2% to 5.25%) per annum.
- ii. Included in loans due from joint ventures was 1% unsecured loan stocks 1999 of S\$5,250,000 which may, at the option of a subsidiary, be converted at a certain ratio into shares in whole or in part at any time prior to the maturity date provided that all the stockholders shall convert the stocks at the same time.
- iii. The Company ceased to be the subsidiary of Temasek Holdings (Private) Limited (“Temasek”) on December 1, 2006. Accordingly, with effect from December 1, 2006, all balances with the subsidiaries of Temasek and the corresponding allowance for doubtful receivables were reclassified as “Trade and other receivables”.

	Note	Subsidiaries		Associates	
		2006	2005	2006	2005
		S\$'000	S\$'000	S\$'000	S\$'000
Company					
Amounts due from:					
Non-trade		12,905	12,065	–	1
Loans		–	2,302	–	–
	18	12,905	14,367	–	1

- i. The non-trade amounts due from subsidiaries are unsecured, repayable on demand and interest-free, except for an amount of S\$790,000 (2005: S\$114,000) which bears an interest rate of 2.87% per annum (2005: 0.1% per annum).
- ii. The loans due from subsidiaries were unsecured and bore interest at 2.38% per annum.

Joint ventures		Related companies		Minority shareholders of subsidiaries		Total	
2006	2005	2006	2005	2006	2005	2006	2005
S\$'000	S\$'000	S\$'000	S\$'000	S\$'000	S\$'000	S\$'000	S\$'000
3,977	4,673	8	31,921	55	1,320	20,058	55,331
–	25,630	–	14,102	–	–	22,253	72,426
13,878	15,036	–	875	103	2,024	19,464	67,573
17,855	45,339	8	46,898	158	3,344	61,775	195,330
(13,225)	(18,543)	–	(848)	–	–	(33,756)	(94,879)
4,630	26,796	8	46,050	158	3,344	28,019	100,451
(4,630)	(26,331)	(8)	(45,079)	(158)	(3,344)	(27,740)	(95,602)
–	465	–	971	–	–	279	4,849

Joint ventures		Related companies		Total	
2006	2005	2006	2005	2006	2005
S\$'000	S\$'000	S\$'000	S\$'000	S\$'000	S\$'000
–	56	–	320	12,905	12,442
–	–	–	–	–	2,302
–	56	–	320	12,905	14,744

NOTES TO THE FINANCIAL STATEMENTS

15. INTANGIBLE ASSETS

Group

		Goodwill	Others	Total
	Note	S\$'000	S\$'000	S\$'000
Cost				
Balance at January 1, 2006		143,694	26,355	170,049
Translation adjustments		(4)	(342)	(346)
Additions during the year		4,339	952	5,291
Acquisition of subsidiaries		944	–	944
Reclassification to other category of assets		–	(3,915)	(3,915)
Write-offs	34(b)	(489)	(9)	(498)
Disposals		–	(92)	(92)
Disposal of subsidiaries		(41,262)	(18,367)	(59,629)
Balance at December 31, 2006		107,222	4,582	111,804
Accumulated Amortisation and Impairment Losses				
Balance at January 1, 2006		826	18,458	19,284
Translation adjustments		(4)	(126)	(130)
Amortisation charge for the year	34(b)	–	606	606
Reclassification to other category of assets		–	(64)	(64)
Disposal		–	(76)	(76)
Disposal of subsidiaries		(822)	(16,906)	(17,728)
Balance at December 31, 2006		–	1,892	1,892
Carrying Amount				
At December 31, 2006		107,222	2,690	109,912
Cost				
Balance at January 1, 2005		142,450	20,433	162,883
Translation adjustments		(13)	424	411
Additions during the year		93	5,261	5,354
Write-offs	34(b)	(156)	(221)	(377)
Acquisition of subsidiaries		1,320	458	1,778
Balance at December 31, 2005		143,694	26,355	170,049
Accumulated Amortisation and Impairment Losses				
Balance at January 1, 2005		20	16,447	16,467
Translation adjustments		(27)	161	134
Amortisation charge for the year	34(b)	–	1,530	1,530
Allowance for impairment	34(b)	833	320	1,153
Balance at December 31, 2005		826	18,458	19,284
Carrying Amount				
At December 31, 2005		142,868	7,897	150,765

15. INTANGIBLE ASSETS (cont'd)

Group (cont'd)

Impairment Testing for Goodwill

For the purpose of impairment testing, goodwill is allocated to the Group's operating divisions which represent the lowest level within the Group at which the goodwill is monitored for internal management purposes.

The aggregate carrying amounts of goodwill allocated to each unit are as follows:

Cash-generating Unit ("CGU")	Note	Group	
		2006 S\$'000	2005 S\$'000
SUT Division	a	18,867	18,867
SembCorp Cogen Pte Ltd	b	26,378	26,378
SembCorp Gas Pte Ltd	c	41,986	41,986
SembRamky Environmental Management Private Limited	d	4,394	4,394
SembCorp Simon-Carves Limited	e	–	32,169
ST Airport Pte Ltd	e	–	7,453
Multiple units of insignificant goodwill		15,597	12,447
		107,222	143,694

The recoverable amounts are determined based on calculations of the value in use. These calculations use cash flow projections based on the financial budget for 2007 approved by the management. Management has applied past experience in operating the business to forecast the performance. Discount rates ranging from 6.3% to 7.1% have been used. At the balance sheet date, based on the following key assumptions, management believes that the recoverable amounts exceed their carrying amounts:

a. SUT Division

- i. There are no significant changes to the customer base, hence the annual fixed revenue and gross profit margin remains stable relative to the previous year; and
- ii. Cash flows beyond the budget period are estimated based on the long-term offtake contracts with its existing customers in the captive market in which it operates.

NOTES TO THE FINANCIAL STATEMENTS

15. INTANGIBLE ASSETS *(cont'd)*

Group *(cont'd)*

Impairment Testing for Goodwill *(cont'd)*

b. SembCorp Cogen Pte Ltd

- i. There are no significant changes in market demand and supply for electricity and electricity spark spread compared to the previous year;
- ii. Required plant maintenance and its associated maintenance costs have been accounted for in the forecast of the plant's gross profit margin for 2007;
- iii. Expected capital expenditure for replenishment of parts has also been accounted for in the forecast in accordance with plant maintenance program; and
- iv. Cash flows beyond the budget period are estimated based on plant availability and load factors as well as changes in operating costs due to normal wear and tear, maintenance cycles and inflation.

c. SembCorp Gas Pte Ltd

- i. Depreciating USD/SGD exchange rate and appreciating HSFO prices compared to the previous year;
- ii. Gross profit margin is expected to remain stable as the pricing on both customer and supplier contracts are pegged to HSFO prices; and
- iii. Cash flows beyond the budget period are estimated based on the contracted sales and purchase quantities of gas over the remaining period of the existing contracts with the major customers and the gas supplier.

d. SembRamky Environmental Management Private Limited

- i. These calculations use cash flow projections based on management's 10-year financial projection of the company;
- ii. Sales volume to grow by 10% per annum for the 1st year, 8% per annum for the 2nd to 9th year and 21% per annum for the 10th year; and
- iii. Waste disposal fees to increase annually at the rate of 2% to 3% per annum generally.

e. These CGUs were divested during the year.

Company

The intangible assets of the Company relate to corporate club memberships.

16. DEFERRED TAX

Movements in deferred tax assets and liabilities (prior to offsetting of balances) during the year are as follows:

Group

	Charged/ (credited) to		Charged/ (credited) to equity	Acquisition/ (disposal) of subsidiary	Translation adjustments	At Dec 31, 2006
	At Jan 1,	profit and loss				
	2006	account (note 32)				
	S\$'000	S\$'000	S\$'000	S\$'000	S\$'000	S\$'000
2006						
Deferred tax liabilities						
Property, plant and equipment	205,824	39,938	–	(3,523)	(693)	241,546
Interest in associates	2,792	(844)	–	–	–	1,948
Other financial assets	12,470	–	36,229	–	–	48,699
Trade and other receivables	520	1,436	–	(103)	(1)	1,852
Other items	5,868	(1,141)	35	536	(8)	5,290
Total prior to offsetting of balances	227,474	39,389	36,264	(3,090)	(702)	299,335
Total after offsetting of balances*	220,095					294,214
Deferred tax assets						
Property, plant and equipment	(3,992)	(3,480)	–	3,583	5	(3,884)
Inventories	(1,473)	92	–	1,371	–	(10)
Trade receivables	(2,087)	642	–	525	3	(917)
Trade and other payables	(814)	781	–	33	–	–
Tax losses	(6,966)	4,229	–	28	90	(2,619)
Provisions	(15,725)	423	–	1,247	(213)	(14,268)
Other items	(2,607)	(14,331)	(3,308)	227	–	(20,019)
Total prior to offsetting of balances	(33,664)	(11,644)	(3,308)	7,014	(115)	(41,717)
Total after offsetting of balances*	(26,285)					(36,596)

NOTES TO THE FINANCIAL STATEMENTS

16. DEFERRED TAX (cont'd)

Group (cont'd)

	Charged/ (credited) to		Charged/ (credited) to equity	Acquisition/ (disposal) of subsidiary	Translation adjustments	At Dec 31, 2005
	At Jan 1, 2005	profit and account (note 32)				
	S\$'000	S\$'000	S\$'000	S\$'000	S\$'000	S\$'000
2005						
Deferred tax liabilities						
Property, plant and equipment	163,428	40,961	–	3,949	(2,514)	205,824
Interest in associates	4,147	(1,355)	–	–	–	2,792
Other financial assets	–	–	12,470	–	–	12,470
Trade and other receivables	87	455	–	–	(22)	520
Other items	3,512	2,356	–	–	–	5,868
Total prior to offsetting of balances	171,174	42,417	12,470	3,949	(2,536)	227,474
Total after offsetting of balances*	150,648					220,095
Deferred tax assets						
Property, plant and equipment	(4,512)	390	–	–	130	(3,992)
Inventories	(1,231)	(242)	–	–	–	(1,473)
Trade receivables	(2,324)	237	–	–	–	(2,087)
Trade and other payables	(1,687)	852	–	–	21	(814)
Tax losses	(4,926)	(1,193)	–	(903)	56	(6,966)
Provisions	(23,988)	7,011	–	–	1,252	(15,725)
Other items	(950)	(1,657)	–	–	–	(2,607)
Total prior to offsetting of balances	(39,618)	5,398	–	(903)	1,459	(33,664)
Total after offsetting of balances*	(19,092)					(26,285)

* Deferred tax liabilities and assets are set off when there is a legally enforceable right to set off current tax assets against current tax liabilities and when the deferred taxes relate to the same taxation authority.

Company

The deferred tax liabilities as at December 31, 2006 and 2005 relate to temporary differences on property, plant and equipment.

16. DEFERRED TAX (cont'd)

The following items have not been included in the computation of deferred tax assets:

	Group		Company	
	2006	2005	2006	2005
	S\$'000	S\$'000	S\$'000	S\$'000
Deductible temporary differences	11,862	67,152	–	–
Tax losses	83,566	230,267	–	–
Capital allowances	40,684	91,146	–	–
	136,112	388,565	–	–

Of the above tax losses, tax losses of the Group amounting to S\$45,567,000 (2005: S\$107,360,000) will expire between 2007 and 2012 (2005: 2006 and 2020). The deductible temporary differences and capital allowances do not expire under current tax legislation.

Deferred tax assets have not been recognised under the following circumstances:

- Where they are qualified for offset against the tax liabilities of member companies within the Group under the Loss Transfer System of Group Relief but the terms of the transfer have not been ascertained as at year end; and
- Where it is uncertain that future taxable profit will be available against which the Group can utilise the benefits.

17. INVENTORIES AND WORK-IN-PROGRESS

	Note	Group	
		2006	2005
		S\$'000	S\$'000
Raw materials		71,949	70,690
Finished goods		43,165	71,583
		115,114	142,273
Allowance for inventory obsolescence		(7,938)	(16,558)
		107,176	125,715
Work-in-progress	a	1,166,722	735,182
		1,273,898	860,897
Properties held for sale, at cost	b	–	4,013
Allowance for foreseeable losses		–	(1,298)
		–	2,715
		1,273,898	863,612

NOTES TO THE FINANCIAL STATEMENTS

17. INVENTORIES AND WORK-IN-PROGRESS (cont'd)

	Group	
	2006	2005
	S\$'000	S\$'000
a. Work-in-progress:		
Costs and attributable profits	3,365,282	4,580,823
Allowance for foreseeable losses	(340)	(32,362)
	3,364,942	4,548,461
Progress billings	(2,743,590)	(4,203,116)
	621,352	345,345
Comprising:		
Work-in-progress	1,166,722	735,182
Excess of progress billings over work-in-progress	(545,370)	(389,837)
	621,352	345,345

b. The properties were sold in 2006.

18. TRADE AND OTHER RECEIVABLES

	Note	Group		Company	
		2006	2005	2006	2005
		S\$'000	S\$'000	S\$'000	S\$'000
Trade receivables	12	630,930	733,564	–	–
Current portion of finance lease	13	5,862	6,036	–	–
Amount due from related parties	14	27,740	95,602	12,905	14,744
Other receivables, deposits and prepayments	19	572,093	468,839	186,922	70,064
Other financial assets	10	26,686	7,853	–	–
Advance to suppliers		5,493	3,614	–	–
		1,268,804	1,315,508	199,827	84,808

19. OTHER RECEIVABLES, DEPOSITS AND PREPAYMENTS

	Note	Group		Company	
		2006	2005	2006	2005
		S\$'000	S\$'000	S\$'000	S\$'000
Deposits		7,780	9,811	717	292
Prepayments		44,036	42,126	511	848
Tax recoverable		250,822	121,161	184,889	66,939
Sundry receivables	a	77,026	115,145	865	845
Unbilled receivables	b	186,528	192,283	–	–
Loan receivables		22,188	13,484	–	–
Recoverable		6,337	8,104	–	–
Interest receivable		1,167	880	–	–
Dividend receivables		–	–	–	1,200
		595,884	502,994	186,982	70,124
Allowance for doubtful receivables		(23,791)	(34,155)	(60)	(60)
	18	572,093	468,839	186,922	70,064

- a. In 2005, sundry receivables included an amount of S\$25,811 in respect of loans to directors of the subsidiaries and associates which were granted in accordance with employee loan schemes approved by the members of the subsidiaries and associates.
- b. Unbilled receivables represent revenue accrued for sale of utilities services, electricity, gas and other related products.

NOTES TO THE FINANCIAL STATEMENTS

20. ASSETS HELD FOR SALE

- a. In 2005, the asset held for sale was a vessel, which was acquired in June 2004 when a subsidiary exercised its rights as mortgagee to take possession of the asset when the owners defaulted on their payment under financing terms granted in respect of the vessel's repairs.

This amount has been reclassified as property, plant and equipment during the year as the offer to buy the vessel has not been materialised. Based on an independent external valuation, a further impairment loss of S\$6,127,000 (2005: S\$963,000) to write down the cost to its recoverable amount has been recognised in the "Non-operating expenses" of the profit and loss account.

- b. The asset held for sale in 2006 relates to a leasehold property at 9 Tampines Street 92 Singapore 528871 owned by a wholly-owned subsidiary. In December 2006, the subsidiary entered into a Sale and Leaseback Agreement for the sale of the property. The Sale and Leaseback Agreement was completed on February 2, 2007.

21. BANK BALANCES, FIXED DEPOSITS AND CASH

	Note	Group		Company	
		2006 S\$'000	2005 S\$'000	2006 S\$'000	2005 S\$'000
Bank balances, fixed deposits and cash		1,185,639	1,231,281	347,336	10,503
Bank overdrafts	28	(12,664)	–	–	–
Cash and cash equivalents in the consolidated statement of cash flows		1,172,975	1,231,281	347,336	10,503

The use of subsidiaries' cash and cash equivalents of S\$163,660,000 (2005: S\$129,466,000) is restricted to working capital purposes and repayments of loan in accordance with the terms stipulated in the loan agreement entered by the subsidiary with its bankers.

22. TRADE AND OTHER PAYABLES

	Note	Group		Company	
		2006	2005	2006	2005
		S\$'000	S\$'000	S\$'000	S\$'000
Trade payables		874,002	771,881	–	–
Advance payments from customers		16,550	63,158	–	–
Other financial liabilities	23	24,641	39,712	–	–
Amount due to related parties	24	14,808	30,984	229,557	912,037
Other payables and accrued charges	25	716,927	964,658	27,458	14,445
		1,646,928	1,870,393	257,015	926,482

23. OTHER FINANCIAL LIABILITIES

	Note	Group	
		2006	2005
		S\$'000	S\$'000
a. Current Liabilities			
Derivative financial instruments:			
Fair value through profit or loss:			
– Interest rate swaps		579	2,020
– Forward foreign exchange contracts		7,594	7,417
– Foreign exchange swap contracts		–	3,436
– Commodity contracts		309	–
Cash flow hedges:			
– Interest rate swaps		–	3,956
– Forward foreign exchange contracts		2,696	2,341
– Fuel oil swap contracts		13,463	7,156
– Power sale and purchase option contracts		–	13,386
	22	24,641	39,712
b. Non-current Liabilities			
Derivative financial instruments:			
Fair value through profit or loss:			
– Interest rate swaps		431	599
Cash flow hedges:			
– Forward foreign exchange contracts		245	8
– Fuel oil swap contracts		458	–
	29	1,134	607

NOTES TO THE FINANCIAL STATEMENTS

24. AMOUNTS DUE TO RELATED PARTIES

	Note	Associates		Joint ventures	
		2006	2005	2006	2005
		S\$'000	S\$'000	S\$'000	S\$'000
Group					
Amounts due to:					
Trade		384	2,055	1,004	254
Non-trade		3,339	3,958	5,535	3,615
Loans		9	2,805	–	1,506
		3,732	8,818	6,539	5,375
Amounts due after 1 year	29	–	–	–	–
	22	3,732	8,818	6,539	5,375

	Note	Subsidiaries		Associates	
		2006	2005	2006	2005
		S\$'000	S\$'000	S\$'000	S\$'000
Company					
Amounts due to:					
Non-trade		39,256	701,993	301	–
Loans		190,000	210,000	–	–
	22	229,256	911,993	301	–

The Company ceased to be the subsidiary of Temasek Holdings (Private) Limited (“Temasek”) on December 1, 2006. Accordingly, with effect from December 1, 2006, all balances with the subsidiaries of Temasek were reclassified as “Trade and other payables”.

25. OTHER PAYABLES AND ACCRUED CHARGES

	Note	Group		Company	
		2006	2005	2006	2005
		S\$'000	S\$'000	S\$'000	S\$'000
Accrued operating expenses		586,045	739,390	22,302	12,992
Deposits		12,151	20,637	–	–
Accrued interest payable		8,147	10,956	441	441
Other payables		110,584	193,675	4,715	1,012
	22	716,927	964,658	27,458	14,445

Minority shareholders					
Related companies		of subsidiaries		Total	
2006	2005	2006	2005	2006	2005
S\$'000	S\$'000	S\$'000	S\$'000	S\$'000	S\$'000
–	1,742	182	1,457	1,570	5,508
–	538	2,513	1,996	11,387	10,107
–	–	9,086	22,661	9,095	26,972
–	2,280	11,781	26,114	22,052	42,587
–	–	(7,244)	(11,603)	(7,244)	(11,603)
–	2,280	4,537	14,511	14,808	30,984

Joint ventures		Related companies		Total	
2006	2005	2006	2005	2006	2005
S\$'000	S\$'000	S\$'000	S\$'000	S\$'000	S\$'000
–	–	–	44	39,557	702,037
–	–	–	–	190,000	210,000
–	–	–	44	229,557	912,037

NOTES TO THE FINANCIAL STATEMENTS

26. PROVISIONS

	Obligations relating to						
	Loan	disposal of		Onerous	Restoration		Total
	undertakings	business	Claims	contracts	costs	Others	
	S\$'000	S\$'000	S\$'000	S\$'000	S\$'000	S\$'000	S\$'000
Group							
Balance at beginning of year	14,498	1,437	616,930	–	8,977	7,035	648,877
Translation adjustments	–	–	(3)	–	(77)	(1)	(81)
Provisions (written back)/made during the year, net	(1,175)	11,454	68,265	14,577	500	(1,199)	92,422
Provisions utilised during the year	(45)	–	(682,699)	(2,240)	–	(28)	(685,012)
Disposal of subsidiaries	(3,175)	(1,437)	(775)	–	(4,030)	(2,380)	(11,797)
Balance at end of year	10,103	11,454	1,718	12,337	5,370	3,427	44,409
Provisions due:							
– within 1 year	10,103	11,454	1,718	3,679	–	3,427	30,381
– after 1 year	–	–	–	8,658	5,370	–	14,028
	10,103	11,454	1,718	12,337	5,370	3,427	44,409

	Obligations relating		
	to disposal	Restoration	Total
	of business	costs	
	S\$'000	S\$'000	S\$'000
Company			
Balance at beginning of year	–	–	–
Provisions made during the year, net	11,454	500	11,954
Provisions utilised during the year	–	–	–
Balance at end of year	11,454	500	11,954
Provisions due:			
– within 1 year	11,454	–	11,454
– after 1 year	–	500	500
	11,454	500	11,954

Loan Undertakings

This relates to the Group's share of loan undertakings of associates and subsidiaries.

Obligations Relating to Disposal of Business

This mainly relates to the disposal of business in which the Group and Company retains certain obligations in respect of contracts pursuant to the Sale and Purchase Agreement.

Claims

The provision relates mainly to the Group's exposure to the Solitaire arbitration and obligations arising from contractual and commercial arrangements in a subsidiary's operations, based on the best estimate of the outflow considering both contractual and commercial factors. During the year, the amount relating to the Solitaire arbitration was utilised in full when the Group made payment for the full and final settlement.

26. PROVISIONS (cont'd)

Onerous contracts

The provision for onerous contracts relates to the Group's exposure to the unavoidable cost of meeting its obligations under the contracts, which exceeds the expected benefits to be derived by the Group. The provision is measured at the present value of the lower of the expected cost of terminating the contract and the expected net cost of continuing with the contract. Before a provision is established, the Group recognises any impairment loss on the assets associated with the contracts.

Restoration costs

Restoration costs relating to cost of dismantling and removing assets and restoring the premises to its original condition as stipulated in the operating lease agreements. The subsidiaries expect to incur the liability upon termination of the lease.

Others

This relates mainly to provisions for:

- i. Losses and other claims in respect of customers' inventories managed by a subsidiary. The subsidiary was divested during the year; and
- ii. Warranty in respect of a completed project. The provision is based on estimates made from historical warranty data associated with similar projects.

27. RETIREMENT BENEFIT OBLIGATIONS

	Note	Group	
		2006 S\$'000	2005 S\$'000
Provision for retirement gratuities	a	3,303	3,581
Defined benefit obligations	b	28,017	42,515
		31,320	46,096
Current		–	4,061
Non-current		31,320	42,035
		31,320	46,096

a. Provision for Retirement Gratuities

	Group	
	2006 S\$'000	2005 S\$'000
Balance at beginning of the year	3,581	3,708
Translation adjustments	(60)	5
Provision made during the year, net of amount written back	288	379
Provision utilised	(338)	(511)
Disposal of subsidiaries	(168)	–
Balance at end of the year	3,303	3,581

NOTES TO THE FINANCIAL STATEMENTS

27. RETIREMENT BENEFIT OBLIGATIONS (cont'd)

b. Defined Benefit Obligations

One of the Group's two subsidiaries in the United Kingdom that in 2005 provided pension arrangement to its employees through a defined benefit plan, was divested during the year. The defined benefit plan and the related costs are assessed in accordance with the advice of professionally qualified actuaries. The pension scheme is funded by the payment of contributions to separately administered trust funds.

Details of the plans are as follows:

	Group	
	2006	2005
	S\$'000	S\$'000
Present value of unfunded obligations	–	46,346
Present value of funded obligations	259,498	330,861
Total present value of obligations	259,498	377,207
Fair value of plan assets	(239,537)	(273,272)
Present value of net obligations	19,961	103,935
Actuarial gains/(losses) not recognised in accordance with FRS 19	8,056	(61,420)
Net liability recognised in the balance sheet	28,017	42,515

The fair value of plan assets at the balance sheet is analysed as follows:

	Group	
	2006	2005
	S\$'000	S\$'000
Equity instruments	167,796	226,140
Debt instruments	28,886	37,047
Other assets	42,855	10,085
	239,537	273,272

The plan assets do not include any of the Group's own financial instruments, nor any property occupied by, or other assets used by the Group.

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

	Group	
	2006	2005
	S\$'000	S\$'000
Opening defined benefit obligations	377,207	318,764
Translation difference	4,816	(22,347)
Service cost	5,642	9,132
Interest cost	12,356	15,570
Actuarial (gains)/losses	(19,938)	60,127
Benefits paid	(3,620)	(5,702)
Employee contributions	643	1,663
Obligations transferred on disposal of subsidiary	(117,608)	–
	259,498	377,207

27. RETIREMENT BENEFIT OBLIGATIONS (cont'd)

b. Defined Benefit Obligations (cont'd)

Changes in the present value of plan assets are as follows:

	Group	
	2006	2005
	S\$'000	S\$'000
Opening fair value of plan assets	273,272	227,517
Translation difference	4,954	(15,310)
Expected return	15,883	15,438
Actuarial losses	6,848	33,627
Contributions by employer	14,758	16,039
Benefits paid	(3,620)	(5,702)
Member contributions	643	1,663
Obligations transferred on disposal of subsidiary	(73,201)	–
	239,537	273,272

Expenses recognised in the profit and loss account are as follows:

	Group	
	2006	2005
	S\$'000	S\$'000
Current service costs	6,803	9,132
Interest on obligation	14,546	15,570
Expected return on plan assets	(15,883)	(15,438)
Actuarial losses	938	1,494
	6,404	10,758

The expense is recognised in the following line items in the profit and loss account:

	Group	
	2006	2005
	S\$'000	S\$'000
Cost of sales	5,087	6,786
Administrative expenses	1,317	3,972
	6,404	10,758
Actual (loss)/return in value of plan assets	(9,107)	7,131

NOTES TO THE FINANCIAL STATEMENTS

27. RETIREMENT BENEFIT OBLIGATIONS *(cont'd)*

b. Defined Benefit Obligations *(cont'd)*

Principal actuarial assumptions

Principal actuarial assumptions as at the balance sheet date:

	Group	
	2006	2005
	%	%
Discount rate at December 31	5.1	4.7–4.8
Expected return on plan assets at December 31	6.9	6.5–6.8
Future annual salary increases	4.4	3.9–4.4
Future pension increases	2.9	2.9–3.5

Past service cost and net actuarial results are amortised over the estimated service life of the employees under plan benefits. The estimated service life for pension plans is 14 years (2005: 13 years).

Assumptions regarding future mortality are based on published statistics and mortality tables. The expected life expectancy of an individual retiring at age 65 is 20 (2005: 20) for male and 23 (2005: 23) for female.

The history of existing plans as of December 31, 2006 is as follows:

	Group				
	2006	2005	2004	2003	2002
	S\$'000	S\$'000	S\$'000	S\$'000	S\$'000
Present value of funded obligations	259,498	259,598	224,690	180,838	–
Fair value of plan assets	(239,537)	(201,898)	(166,914)	(136,778)	–
Deficit in the plan	19,961	57,700	57,776	44,060	–

The Group expects to pay S\$628,000 in contributions to defined benefit plans in 2007.

28. INTEREST-BEARING BORROWINGS

	Note	Group		Company	
		2006	2005	2006	2005
		S\$'000	S\$'000	S\$'000	S\$'000
Current liabilities					
Bank overdrafts	21	12,664	–	–	–
Secured term loans	a	81,579	44,192	–	–
Unsecured term loans	b	120,581	42,402	–	–
Finance lease liabilities	c	1,337	743	–	–
Convertible bond	d	–	62,046	–	–
		216,161	149,383	–	–
Non-current liabilities					
Secured term loans	a	593,503	393,568	–	–
Unsecured term loans	b	501,706	514,179	150,000	150,000
Finance lease liabilities	c	965	939	–	–
		1,096,174	908,686	150,000	150,000
		1,312,335	1,058,069	150,000	150,000

Maturity of liabilities (excluding finance lease liabilities)

	Group		Company	
	2006	2005	2006	2005
	S\$'000	S\$'000	S\$'000	S\$'000
Within 1 year	214,824	148,640	–	–
After 1 year but within 5 years	871,079	679,013	150,000	150,000
After 5 years	224,130	228,734	–	–
Total borrowings	1,310,033	1,056,387	150,000	150,000

a. The secured loans are collateralised by the following assets:

	Group	
	Net Book Value	
	2006	2005
	S\$'000	S\$'000
Property, plant and equipment	967,430	989,797
Trade receivables	–	9,739
Other current assets	–	6,562
	967,430	1,006,098

NOTES TO THE FINANCIAL STATEMENTS

28. INTEREST-BEARING BORROWINGS *(cont'd)*

b. Unsecured Term Loans

Included in the unsecured term loans are medium term notes of the Group as follows:

- In 2004, a wholly-owned subsidiary of the Company, SembCorp Financial Services Pte Ltd (the "Issuer"), established a S\$1.5 billion Multicurrency Multi-Issuer Debt Issuance Programme (the "Programme"). Pursuant to this, the Company, together with the Issuer and other certain subsidiaries of the Company ("Issuing Subsidiaries"), may from time to time issue debt under the Programme. The obligations of the Issuing Subsidiaries under the notes will be fully guaranteed by the Company. The Programme has not been utilised as at December 31, 2006.

The Programme replaced the S\$2.0 billion Multicurrency Debt Issuance Programme established by the Company ("the Existing Programme") in October 2000. No further debt issuances will be made by the Company under its Existing Programme, and the outstanding debt issuances of S\$150 million will be allowed to mature on June 6, 2008. Upon maturity of the outstanding debt issued, the Existing Programme will be terminated.

- In 2004, a subsidiary, SembCorp Marine Ltd ("SCM") established a S\$500 million Multicurrency Multi-Issuer Debt Issuance Programme (the "Programme") pursuant to which the subsidiary, together with its subsidiaries Jurong Shipyard Pte Ltd and Sembawang Shipyard Pte Ltd ("Issuing SCM Subsidiaries"), may from time to time issue the notes. The obligations of Issuing SCM Subsidiaries under the Notes will be fully guaranteed by SCM.

The first series of S\$150 million 5-year fixed rate notes issued by SCM on September 27, 2004, is redeemable at par on September 26, 2009 and bears fixed interest rate of 3.0% per annum and are listed on the Singapore Exchange Securities Trading Limited.

- On August 30, 2006, a subsidiary of SCM issued S\$60 million fixed rate notes. The 1-year fixed rate notes are redeemable at par on August 30, 2007, bear fixed interest rate of 3.71% per annum and are listed on the Singapore Exchange Securities Trading Limited.

c. Finance Lease Liabilities

The Group has obligations under finance leases that are payable as follows:

	2006			2005		
	Payments	Interest	Principal	Payments	Interest	Principal
	S\$'000	S\$'000	S\$'000	S\$'000	S\$'000	S\$'000
Group						
Within 1 year	1,417	80	1,337	798	55	743
After 1 year but within 5 years	1,048	83	965	1,051	112	939
Total	2,465	163	2,302	1,849	167	1,682

Under the terms of the lease agreements, no contingent rents are payable. The interest rates range from 5.16% to 6.16% (2005: 2.5% to 15.48%) per annum.

28. INTEREST-BEARING BORROWINGS (cont'd)

d. Convertible Bond

A subsidiary entered into a Convertible Bond Agreement ("Agreement") with a related party of a minority shareholder (lender) to convert its term loan liability amounting to S\$62,046,000 into a convertible bond in 2005. The convertible bond bears interest at 1.5% above 3 months SIBOR and the lender has the right to convert in whole or in part the bond to shares in the subsidiary at anytime before December 31, 2009, the due date of the bond. The subsidiary, together with its liability for the convertible bond, was divested during the year.

29. OTHER LONG-TERM LIABILITIES

	Note	Group	
		2006 S\$'000	2005 S\$'000
Deferred income	a	31,743	41,939
Deferred grants	b	27,574	9,626
Other long-term payables	c	3,035	14,568
Other financial liabilities	23	1,134	607
Amount due to related parties	24	7,244	11,603
Share of net liability of an associate	8	33,894	—
		104,624	78,343

- Deferred income relates mainly to advance payments received from customers in respect of connection and capacity charges for the supply and delivery of gas and utilities.
- Deferred grants relate to government grants for capital assets.
- Other long-term payables relate primarily to retention monies of subsidiaries.

NOTES TO THE FINANCIAL STATEMENTS

30. TURNOVER

	Note	Group	
		2006	2005
		\$S'000	\$S'000
Continuing Operations:			
Sale of gas, water, electricity and services		3,443,085	2,944,395
Ship repair, building, conversion and related services		3,480,172	2,010,709
Construction and engineering related activities		211,577	317,543
Environmental management and related services		210,133	216,592
Others		140,886	281,364
		7,485,853	5,770,603
Discontinued Operations:			
Construction and engineering related activities		488,000	1,096,465
Integrated logistics and related services		133,250	542,149
	33	621,250	1,638,614
		8,107,103	7,409,217

31. FINANCE COSTS

	Note	Group	
		2006	2005
		\$S'000	\$S'000
Finance costs			
Interest paid and payable to			
– associates and joint ventures		74	13
– bank loans and others		49,613	53,495
Amortisation of capitalised transaction costs and transactions costs written off		5,452	4,905
Interest rate swap–fair value through profit or loss		(1,609)	(6,936)
Finance costs from continuing operations		53,530	51,477
Finance costs			
– continuing operations		53,530	51,477
– discontinued operations	33	484	2,384
		54,014	53,861

32. INCOME TAX CREDIT/(EXPENSE)

	Note	Group	
		2006 S\$'000	2005 S\$'000
Current tax (credit)/expense			
Current year		(60,750)	22,801
Under provided in prior years		18,906	9,352
		(41,844)	32,153
Deferred tax expense			
Movements in temporary differences		22,583	54,261
Under/(over) provided in prior years		5,162	(7,803)
		27,745	46,458
Income tax (credit)/expense from continuing operations		(14,099)	78,611
Income tax (credit)/expense			
– continuing operations		(14,099)	78,611
– discontinued operations	33	3,224	13,819
Total income tax (credit)/expense		(10,875)	92,430

Reconciliation of effective tax rate

	Group	
	2006 S\$'000	2005 S\$'000
Group		
Profit for the year	1,159,820	415,226
(Less)/Add: total income tax (credit)/expense		
– continuing operations	(14,099)	78,611
– discontinued operations	3,224	13,819
Less: share of results of associates and joint ventures		
– continuing operations	(110,636)	(52,975)
– discontinued operations	(6,678)	(25,336)
Profit before share of results of associates and joint ventures, and income tax expense	1,031,631	429,345
Income tax using Singapore tax rate of 20% (2005: 20%)	206,325	85,869
Effect of different tax rates in other countries	10,843	7,529
Tax incentives and income not subjected to tax	(146,843)	(53,321)
Expenses not deductible for tax purposes	57,800	41,374
Utilisation of tax losses	(25,269)	(4,367)
Under provided in prior years	23,657	2,131
Deferred tax benefit not recognised	8,178	20,994
Group tax relief	(142,824)	(7,358)
Others	(2,742)	(421)
Income tax (credit)/expense	(10,875)	92,430

NOTES TO THE FINANCIAL STATEMENTS

33. DISCONTINUED OPERATIONS

On April 3, 2006, the Group completed the divestment of its entire 60.01% stake in SembCorp Logistics Ltd. On June 2, 2006 and October 7, 2006, the Group divested its 88% and 12% stake respectively in SembCorp Engineers and Constructors Pte Ltd. These divestments are in line with the Group's aim to sharpen its strategic focus on a smaller stable of core businesses.

The analysis of the results from discontinued operations is as follows:

	Note	2006 S\$'000	2005 S\$'000
Turnover	30	621,250	1,638,614
Cost of sales		(578,239)	(1,494,502)
Gross profit		43,011	144,112
General and administrative expenses		(33,611)	(111,798)
Non-operating income (net)		1,876	29,771
Finance costs	31	(484)	(2,384)
Share of results (net of tax) of:			
– associates		4,192	15,656
– joint ventures		2,486	9,680
Profit before income tax expense		17,470	85,037
Income tax expense	32	(3,224)	(13,819)
Profit after income tax expense before gain on divestment of discontinued operations		14,246	71,218
Gain on divestment of discontinued operations		439,199	–
Profit for the year from discontinued operations		453,445	71,218

The impact of the discontinued operations on the consolidated cash flows of the Group is as follows:

	2006 S\$'000	2005 S\$'000
Net cash flows from operating activities	106,825	79,312
Net cash flows from investing activities	(4,072)	114,717
Net cash flows from financing activities	(39,862)	(1,167,830)
Net cash flows from discontinued operations	62,891	(973,801)

34. PROFIT FOR THE YEAR

The following items have been included in arriving at profit for the year:

	Note	Group	
		2006 S\$'000	2005 S\$'000
a. Staff costs			
Staff costs		639,025	636,219
Included in staff costs are:			
Share-based payments		19,124	10,144
Contributions to:			
– defined benefit plan		8,104	11,314
– defined contribution plan		25,837	28,933
b. Other expenses			
Allowance made/(written back) for impairment losses			
– property, plant and equipment	6	(57,892)	6,244
– interests in associates		–	6,334
– other financial assets		–	(1,947)
– inventories		220	5,620
– doubtful debts		(363)	(14,721)
– intangible assets	15	–	1,153
– asset held for sale		6,127	963
Amortisation of intangible assets	15	606	1,530
Audit fees paid/payable			
– auditors of the Company		1,272	1,226
– other auditors		1,758	1,627
Non-audit fees paid/payable			
– auditors of the Company		217	638
– other auditors		167	611
Depreciation of property, plant and equipment		169,679	182,849
Professional fee paid to directors or a firm in which a director is a member		1,023	609
Operating lease expenses		33,710	51,921
Property, plant and equipment written off		884	2,293
Inventory written off		4	177
Intangible assets written off	15	498	377
Bad debts written off		586	9,006

NOTES TO THE FINANCIAL STATEMENTS

34. PROFIT FOR THE YEAR (cont'd)

	Group	
	2006	2005
	S\$'000	S\$'000
c. Non-operating income (net)		
Net exchange loss	(4,312)	(17,781)
Grants received		
– income related	71	79
Gross dividend income	5,239	1,709
Interest income		
– related companies	2,354	2,497
– associates and joint ventures	5,542	2,893
– banks and others	40,972	29,399
Gain/(loss) from disposal of		
– property, plant and equipment (net)	2,567	11,357
– subsidiaries	474,477	8,575
– associates	2,559	37,599
– joint ventures	5,250	(463)
– other financial assets	29,315	12,978
d. Material and unusual items included in:		
Non-operating income (net)		
Gain on divestment of investments	498,924	56,119
Realised gain/(unrealised loss) in foreign exchange relating to an amount accumulated in connection with Solitaire arbitration	9,213	(30,758)
Recovery of doubtful recoverables	–	4,549
General and administrative expenses		
Reversal of impairment for property, plant and equipment	83,069	–
Additional charge arising from final settlement on Solitaire	(66,213)	–
Allowance (made)/written back for doubtful receivables (net)	(7,176)	19,654
Allowance for impairment of goodwill relating to interests in associates	–	(6,214)
	517,817	43,350
Income tax credit*/(expense) on material and unusual items above	144,275	(8,875)
Net material and unusual items before minority interests	662,092	34,475
Less: Minority interests	(11,868)	(9,655)
	650,224	24,820

* Included in income tax credit for 2006 is tax benefit arising from utilisation of the tax losses attributable to the Solitaire legal case of S\$153.2 million.

NOTES TO THE FINANCIAL STATEMENTS

35. EARNINGS PER SHARE (cont'd)

b. Diluted earnings per share (cont'd)

ii. Weighted average number of ordinary shares (cont'd)

The weighted average number of ordinary shares adjusted for the unissued ordinary shares under the Share Option Plan was arrived at as follows:

	Group	
	2006	2005
	No. of shares '000	No. of shares '000
Weighted average number of shares issued used in the calculation of basic earnings per share	1,760,041	1,769,628
Weighted average number of unissued ordinary shares under Share Option Plan	38,859	49,152
Number of shares that would have been issued at fair value	(23,273)	(30,829)
Weighted average number of ordinary shares	<u>1,775,627</u>	<u>1,787,951</u>

36. DIVIDENDS AND CAPITAL DISTRIBUTION

On April 3, 2006, the directors approved a distribution to shareholders via capital distribution of 15 cents per share following the divestment of its 60.01% stake in SembCorp Logistics Ltd. This capital distribution amounting to S\$264.6 million was paid to shareholders in August 2006.

Subject to the approval by the shareholders at the next Annual General Meeting, the directors have proposed a total gross dividend of 28.9 cents (net 28.0 cents) per share comprising a final gross ordinary dividend of 4.9 cents (net 4.0 cents) per share; ordinary 1-tier dividend of 8.0 cents per share and special 1-tier dividend of 16.0 cents per share (2005: a final gross ordinary dividend of 6.5 cents (net 5.2 cents) per share) amounting to an estimated net dividend of S\$495,649,000 (2005: S\$91,344,000) in respect of the financial year ended December 31, 2006, based on the share capital as at that date.

The proposed dividend has not been included as a liability in the financial statements.

37. SIGNIFICANT ACQUISITIONS AND DISPOSALS OF SUBSIDIARIES

Except for the divestment of SembCorp Logistics Ltd and SembCorp Engineers and Constructors Pte Ltd, there have been no other significant acquisitions and disposals of subsidiaries during the year. The effect of these disposals is set out in Note 33 to the financial statements.

The effect of acquisitions and disposals of subsidiaries' net assets is set out in the consolidated statement of cash flows.

38. RELATED PARTIES

Group

a. Related party transactions

The Group had the following significant transactions with related parties during the year:

	Group	
	2006	2005
	S\$'000	S\$'000
Related Companies		
Sales	791,038	788,566
Purchases including rental	7,836	29,645
Associates and Joint Ventures		
Sales	21,196	15,645
Purchases including rental	353,700	352,571

b. Compensation of key management personnel

In 2006, Directors of the Company, CEOs of our subsidiaries, namely SembCorp Marine Ltd, SembCorp Environmental Management Pte Ltd, Executive Chairman of SembCorp Parks Holdings Ltd, Executive Vice President of SembCorp Utilities Pte Ltd, Executive Vice President/Managing Director of SembCorp Utilities UK, Group Chief Financial Officer, Executive Vice President of Group Performance Management & Ventures are considered to be key management personnel in accordance with FRS 24– Related Party Disclosures. These persons have the authority and responsibility for planning, directing and controlling the activities of the Group.

The key management personnel compensation is as follows:

	Group	
	2006	2005
	S\$'000	S\$'000
Directors' remuneration	3,223	6,320 [@]
Other key management personnel remuneration	7,643	6,580
	10,866	12,900
Fair value of share-based compensation	3,348	2,231

[@] In 2005, a payout was made to the estate of the late Wong Kok Siew, a former key executive and executive director of the Board, in accordance with his terms and conditions of employment. This payout was approved by the Executive Resource & Compensation Committee.

Remuneration includes salary (which includes employer CPF, allowances, fees and other emoluments) and bonus (which includes AWS, discretionary bonus, performance targets bonus, performance shares and restricted stocks released during the year).

In addition to the above, the Company provides medical benefits to all employees, which include key management personnel.

NOTES TO THE FINANCIAL STATEMENTS

38. RELATED PARTIES *(cont'd)*

Group *(cont'd)*

b. Compensation of key management personnel *(cont'd)*

The Group adopts an incentive compensation plan, which is tied to the creation of Economic Value Added ("EVA"), as well as to attainment of individual and Group performance goals for its key executives. A "bonus bank" is used to hold incentive compensation credited in any year. Typically, one-third of the available balance is paid out in cash each year, with the balance being carried forward to the following year. Such carried forward balances of the bonus bank may either be reduced or increased in future, based on the yearly EVA performance of the Group and its subsidiaries.

The fair value of share-based compensation relates to share options, performance shares and restricted stocks granted during the year. The amount charged to the profit and loss account is determined in accordance with FRS 102 Share-based Payment.

Company

- a. The Company provided a corporate guarantee to a subsidiary, SembCorp Cogen Pte Ltd ("SembCogen") which on January 15, 1999, entered into a long-term contract ("End User Agreement") with a fellow subsidiary, SembCorp Gas Pte Ltd ("SembGas") to purchase natural gas over the period of 22 years.

Under the End User Guarantee Agreement ("EUGA"), the Company and one of its subsidiaries, SembCorp Utilities Pte Ltd issued corporate guarantee in favour of SembGas for 70% and 30% respectively of SembCogen's obligations under the End User Agreement.

- b. The Company has provided financial guarantees for the indebtedness of other companies within the Group; the Company considers these to be insurance arrangements and treats them as contingent liabilities. Details of the guarantees are set out in note 40 to the financial statements.
- c. In 2005, the Company provided a lease guarantee to the landlord of a subsidiary, amounting to approximately S\$36 million, representing the expected rental payment for the remaining 16 years under the tenancy agreement. The subsidiary was disposed of in 2006.

39. FINANCIAL INSTRUMENTS

Financial risk management objectives and policies

The Group's activities expose it to a variety of financial risks, including changes in interest rates, foreign exchange rates and commodity prices as well as credit risk.

As part of the Group's Enterprise Risk Management framework, Group treasury policies and financial authority limits are documented and reviewed periodically. The policies set out the parameters for management of Group liquidity, counterparty risk, foreign exchange and derivative transactions and financing.

The Group utilises various financial instruments to manage exposures to interest rate, foreign exchange and commodity price risks arising from operating, financing and investment activities. Transactions such as swaps, options and contracts for difference hedge the Group against fluctuations in the market prices of the underlying instruments. The Group monitors and hedges, where appropriate, its exposure to fluctuations in interest rates, foreign exchange rates and commodity prices. Exposures to foreign currency risks are also hedged naturally where possible.

The financial authority limits seek to limit and mitigate operational risk by setting out the threshold of approvals required for the entry into contractual obligations and investments.

39. FINANCIAL INSTRUMENTS

a. Interest rate risk

The Group's policy is to maintain an efficient and optimal interest cost structure using a mix of fixed and variable rate debts and long- and short-term borrowings. The Group enters into interest rate swaps to minimise its interest rate risk. In accordance with the Group's policy, the duration of such interest rate swaps does not exceed the tenor of the underlying debt.

b. Foreign currency risk

Sales and purchases of assets and liabilities of entities in the Group, which arise from daily operations, are normally denominated in the functional currency of the entities concerned. However, as the Group's operations are located globally, the Group is exposed to foreign currency exchange rate movements primarily for US dollar, Pound sterling, euro, Australian dollar and Chinese yuan. Such risks are hedged either by forward foreign exchange contracts in respect of actual or forecasted currency exposures or hedged naturally by a matching sale or purchase of a matching asset or liability of the same currency and amount.

c. Commodity risk

The Group hedges against fluctuations in commodity prices that affect revenue and cost. Exposures are managed via swaps, options, contracts for difference, fixed price and forward contracts.

A contract for difference is entered into with a counterparty at a strike price, with or without fixing the quantity in advance, to hedge against adverse price movements on the sale of electricity. Exposure to price fluctuations arising on the purchase of fuel is managed via fuel oil swaps, where the price of fuel is indexed to a benchmark fuel price index, for example Singapore High Sulphur Fuel Oil (HSFO) 180-CST.

For precious metal commodities, such as gold, exposures to fluctuations in price are hedged through the use of forward contracts or options that fix the purchases at an agreed price. The quantum of commitment is based on actual or forecasted requirements.

d. Credit risk

The Group monitors its exposure to credit risks arising from sales to trade customers on an on-going basis, and credit evaluations are done on customers that require credit.

The Group only deals with pre-approved non-trade customers and financial institutions with a good credit rating and imposes a cap on the amount to be transacted with any of these counterparties so as to reduce its concentration risk. To minimise the Group's counterparty risk, the Group enters into derivative transactions only with creditworthy institutions. Cash and fixed deposits are placed with banks and financial institutions which are regulated.

At balance sheet date, there were no significant concentrations of credit risk. The maximum exposure to credit risk is the carrying amount of each financial asset, including derivative financial instruments, in the balance sheet.

e. Working capital management

The Group manages its working capital requirements with the view to minimise cost and maintain a healthy level of liquidity appropriate to the operating environment and expected cash flow of the Group. Working capital requirements are maintained within the credit facilities established and are adequate and available to the Group to meet its obligations.

NOTES TO THE FINANCIAL STATEMENTS

39. FINANCIAL INSTRUMENTS *(cont'd)*

f. Effective interest rates and repricing analysis

In respect of interest-earning financial assets and interest-bearing financial liabilities, the following table indicates their effective interest rates at balance sheet date and the periods in which they are repriced.

	Note	Effective	Total	Within 1 year	Between	
		interest rate				1 to 5 years
		%	S\$'000	S\$'000	S\$'000	S\$'000
Group						
2006						
Financial assets						
Lease receivables	13	4.23	45,814	5,862	23,705	16,247
Balances with related parties		0.98	4,773	4,773	–	–
Loan receivables		3.80	18,743	18,743	–	–
Other receivables		2.52	14,067	14,067	–	–
Fixed deposits and bank balances		3.34	1,176,693	1,176,693	–	–
			1,260,090	1,220,138	23,705	16,247
Financial liabilities						
Secured term loans:						
– Floating rate loans		4.86	(624,763)	(624,763)	–	–
– Effect of interest rate swaps		0.02	–	359,234	(250,442)	(108,792)
			(624,763)	(265,529)	(250,442)	(108,792)
– Fixed rate loans		4.00	(59,074)	(12,000)	(44,000)	(3,074)
Total secured term loans			(683,837)	(277,529)	(294,442)	(111,866)
Unsecured term loans:						
– Floating rate loans		4.10	(204,328)	(204,328)	–	–
– Effect of interest rate swaps		-0.99	–	200,000	(200,000)	–
			(204,328)	(4,328)	(200,000)	–
– Fixed rate loans		4.29	(118,164)	(118,118)	(46)	–
– Medium term notes		3.57	(299,795)	–	(299,795)	–
Total unsecured term loans	28		(622,287)	(122,446)	(499,841)	–
Bank overdrafts	28	5.95	(12,664)	(12,664)	–	–
Lease liabilities	28	5.46	(2,302)	(431)	(1,871)	–
Balances with related parties		3.64	(8,093)	(849)	–	(7,244)
			(1,329,183)	(413,919)	(796,154)	(119,110)

39. FINANCIAL INSTRUMENTS (cont'd)

f. Effective interest rates and repricing analysis (cont'd)

	Note	Effective	Total	Within 1 year	Between	
		interest rate			Total	1 to 5 years
		%	S\$'000	S\$'000	S\$'000	S\$'000
Group						
2005						
Financial assets						
Lease receivables	13	3.85	52,946	6,036	24,915	21,995
Balances with related parties		2.28	39,221	38,756	465	–
Trade receivables		4.05	10,250	10,250	–	–
Other receivables		2.26	14,813	14,813	–	–
Cash and cash equivalents		2.40	1,199,734	1,199,734	–	–
			1,316,964	1,269,589	25,380	21,995
Financial liabilities						
Secured term loans:						
– Floating rate loans		4.81	(444,366)	(439,121)	(5,245)	–
– Effect of interest rate swaps		0.66	–	318,371	(193,112)	(125,259)
			(444,366)	(120,750)	(198,357)	(125,259)
– Fixed rate loans		5.45	(1,050)	(1,050)	–	–
Total secured term loans			(445,416)	(121,800)	(198,357)	(125,259)
Unsecured term loans:						
– Floating rate loans		3.32	(239,361)	(239,361)	–	–
– Effect of interest rate swaps		-0.11	–	200,000	(200,000)	–
			(239,361)	(39,361)	(200,000)	–
– Fixed rate loans		4.43	(17,500)	(4,000)	(13,500)	–
– Medium term notes		3.57	(299,720)	–	(299,720)	–
Total unsecured term loans	28		(556,581)	(43,361)	(513,220)	–
Convertible bond	28	3.52	(62,046)	(62,046)	–	–
Lease liabilities	28	11.28	(1,682)	(743)	(939)	–
Balances with related parties		4.08	(22,220)	(13,555)	–	(8,665)
Bill payables		5.50	(13,881)	(13,881)	–	–
			(1,101,826)	(255,386)	(712,516)	(133,924)

NOTES TO THE FINANCIAL STATEMENTS

39. FINANCIAL INSTRUMENTS (cont'd)

f. Effective interest rates and repricing analysis (cont'd)

	Effective	Total	Within 1 year	Between		
	interest rate				1 to 5 years	After 5 years
	%			S\$'000	S\$'000	S\$'000
Company						
2006						
Financial assets						
Balances with related parties	2.87	790	790	–	–	
Cash and cash equivalents	2.86	347,336	347,336	–	–	
		348,126	348,126	–	–	
Financial liabilities						
Balances with related parties	3.62	(190,312)	(190,312)	–	–	
Medium-term notes	4.13	(150,000)	–	(150,000)	–	
		(340,312)	(190,312)	(150,000)	–	
2005						
Financial assets						
Balances with related parties	2.38	2,416	2,416	–	–	
Cash and cash equivalents	2.74	10,503	10,503	–	–	
		12,919	12,919	–	–	
Financial liabilities						
Balances with related parties	0.93	(813,568)	(813,568)	–	–	
Medium-term notes	4.13	(150,000)	–	(150,000)	–	
		(963,568)	(813,568)	(150,000)	–	

g. Sensitivity analysis

In managing its interest rate and currency risks, the Group aims to reduce the impact of short-term fluctuations on the Group's earnings. Over the longer term, however, any prolonged adverse changes in foreign exchange and interest rates would have an impact on consolidated earnings.

It is estimated that a one percentage point increase/decrease in interest rate would increase/decrease the Group's profit before tax by approximately S\$8,942,000 (2005: S\$9,723,000). In computing the effect of changes in interest rates, the effect of interest rate swaps has been considered.

39. FINANCIAL INSTRUMENTS *(cont'd)*

h. Estimation of fair values

Securities

Fair value is based on quoted market prices (bid price) at the balance sheet date without any deduction for transaction costs. If the market for a quoted financial asset is not active and for unquoted financial asset, the Group establishes fair value by using valuation techniques.

Derivatives

Forward exchange contracts are either marked to market using listed market prices at the balance sheet date or by discounting the difference between the contractual forward price and the current spot rate.

The fair value of interest rate swaps is the estimated amount that the Group would receive or pay to terminate the swap at the balance sheet date, taking into account current interest rates and the current creditworthiness of the swap counterparties.

The fair value of fuel oil swaps contracts is their quoted market price at the balance sheet date, being the present value of the quoted forward fuel oil price.

Contracts for differences are accounted for based on the difference between contracted price entered with the counterparty and the reference price. Fair value for contracts for differences cannot be reliably measured as the financial instrument does not have quoted market prices in an active market. The gains and losses for contracts for differences are taken to the profit and loss account upon settlement.

The electricity forward sale with option to buyback contracts is entered with a single counterparty for fixed volume and its fair value is determined based on forward sale and forecasted spot purchase prices quoted in the market as at balance sheet date.

Interest-bearing loans and borrowings

The fair value is calculated based on discounted expected future principal and interest cash flows at the market rate of interest at reporting date.

Finance lease liabilities

The fair value of finance lease liabilities is estimated as the present value of future cash flows, discounted at market interest rates determined by reference to similar lease agreements.

Other financial assets and liabilities

The carrying amounts of financial assets and liabilities with a maturity of less than one year (including trade and other receivables, cash and cash equivalents, and trade and other payables) are assumed to approximate their fair values because of the short period to maturity. All other financial assets and liabilities are discounted to determine their fair values.

Where discounted cash flow techniques are used, estimated future cash flows are based on management's best estimates and the discount rate is a market-related rate for a similar instrument at the balance sheet date. Where other pricing models are used, inputs are based on market-related data at the balance sheet date.

NOTES TO THE FINANCIAL STATEMENTS

39. FINANCIAL INSTRUMENTS (cont'd)

h. Estimation of fair values (cont'd)

i. Recognised Financial Instruments

The aggregate net fair values of financial assets and liabilities which do not approximate the carrying value in the balance sheet as at December 31 are represented in the following table:

	Carrying amount	Fair value	Carrying amount	Fair value
	2006	2006	2005	2005
	S\$'000	S\$'000	S\$'000	S\$'000
Group				
Financial Liabilities				
Medium-term notes	(299,795)	(298,201)	(299,720)	(302,124)
Unrecognised gain/(loss)		1,594		(2,404)
Company				
Financial Liabilities				
Medium-term notes	(150,000)	(150,931)	(150,000)	(152,404)
Unrecognised loss		(931)		(2,404)

The fair value of the medium-term notes is based on their listed market prices.

ii. Notional Amount

The notional amount of financial instruments as at December 31 are:

	Notional amount	Notional amount
	2006	2005
	S\$'000	S\$'000
Group		
Foreign exchange contracts		
– Bought contracts	177,536	1,074,924
– Sold contracts	–	510,115
Foreign exchange swap agreements	1,107,300	402,531
Interest rate swap agreements	691,631	698,845
Fuel oil swap agreements	122,566	168,434
Commodity contracts	7,372	–
	2,106,405	2,854,849

The notional quantity of power hedges with option to buy back at spot purchase price is 1,313,000 (2005: 972,000) megawatt hours.

The maturities of the financial instruments are disclosed in Note 10 and Note 23.

40. CONTINGENT LIABILITIES (UNSECURED)

	Group	
	2006	2005
	S\$'000	S\$'000
Guarantees given to banks to secure banking facilities provided to:		
– Associates and joint ventures	387,801	266,911
– Others	564	164,241
Performance guarantees granted on behalf of associates and joint ventures	130,433	56,571

Included in guarantees given to banks to secure banking facilities provided to associates and joint ventures are:

- a. In consideration of a consortium of banks making available to an associate, Emirates SembCorp Water & Power Company P.J.S.C (“ESWPC”) (a private joint stock company incorporated under the laws of the United Arab Emirates and the Emirate of Fujairah), a US\$88 million equity bridge loan facility (“EBL”), SembCorp Utilities Pte Ltd (“SCU”) guarantees the payment of all sums relating to EBL by ESWPC to the banks. The aggregate liability of SCU, including outstanding interest, shall not exceed an amount of US\$90.64 million. The final maturity date for the EBL would be the earliest of (i) April 30, 2009, (ii) 2 years 7 months after date of the loan agreement, or (iii) Project Commercial Operation Date.
- b. In consideration of the contracting banks entering into the interest rate swap hedging agreement relating to EBL (“EBH”) with ESWPC, SCU guarantees all amounts falling due on the EBH, payable by ESWPC to the banks. The aggregate liability of SCU shall not exceed an amount of US\$6.5 million. The maturity date for these hedging agreements is February 1, 2009.

Company

- a. The Company has provided guarantees to banks to secure banking facilities provided to a wholly-owned subsidiary, SembCorp Financial Services Pte Ltd. These financial guarantee contracts are accounted for as insurance contracts.

The principal risk to which the Company is exposed is credit risk in connection with the guarantee contracts it has issued. The credit risk represents the loss that would be recognised upon a default by the parties to which the guarantees were given on behalf of. To mitigate these risks, management continually monitors the risks and has established processes including performing credit evaluations of the parties it is providing the guarantee on behalf of.

There are no terms and conditions attached to the guarantee contracts that would have a material effect on the amount, timing and uncertainty of the Company’s future cash flows.

Estimates of the Company’s obligation arising from financial guarantee contracts may be affected by future events, which cannot be predicted with any certainty. The assumptions made may well vary from actual experience so that the actual liability may vary considerably from the best estimates. As of balance sheet date, there is no provision made in respect of the obligations.

Intra-group financial guarantees comprise guarantees granted by the Company to banks in respect of banking facilities amounts to S\$1,317 million (2005: S\$1,067 million), of which S\$200 million (2005: S\$201 million) was drawn down. The financial guarantees will expire when the loan has been paid and discharged and/or when the banking facilities is no longer available to the subsidiary.

NOTES TO THE FINANCIAL STATEMENTS

40. CONTINGENT LIABILITIES (UNSECURED) (cont'd)

Company (cont'd)

- b. In 2005, the Company has also provided guarantee to a bank to secure banking facilities provided to a former subsidiary, amounting to approximately S\$3 million. During the year, the former subsidiary has fully repaid the loan and the guarantee was discharged on February 12, 2007.
- c. The Company provided a corporate guarantee to a subsidiary, SembCorp Cogen Pte Ltd ("SembCogen") which on January 15, 1999, entered into a long-term contract ("End User Agreement") with a fellow subsidiary, SembCorp Gas Pte Ltd ("SembGas") to purchase natural gas over the period of 22 years. Under the End User Guarantee Agreement ("EUGA"), the Company and one of its subsidiaries, SembCorp Utilities Pte Ltd, issued corporate guarantee in favour of SembGas for 70% and 30% respectively of SembCogen's obligations under the End User Agreement.

41. COMMITMENTS

	Group	
	2006	2005
	S\$'000	S\$'000
Commitments not provided for in the financial statements are as follows:		
Capital expenditure for:		
Commitments in respect of contracts placed	87,003	125,177
Amounts approved by directors but not contracted	89,596	171,184
Uncalled capital and commitments to subscribe for additional shares in investments	147,828	68,454
	324,427	364,815

At the balance sheet date, commitments in respect of payments for non-cancellable operating leases with a term of more than one year are as follows:

	Group		Company	
	2006	2005	2006	2005
	S\$'000	S\$'000	S\$'000	S\$'000
Lease payments due:				
Within 1 year	28,641	64,066	2,278	882
Between 1 and 5 years	66,323	152,439	759	246
After 5 years	80,500	113,443	-	-
	175,464	329,948	3,037	1,128

- a. A subsidiary, SembGas, entered into a long-term Gas Sales Agreement ("GSA") with Perusahaan Pertambangan Minyak Dan Gas Bumi Negara ("Pertamina") to purchase a total estimate of 2.6 TCF (Trillion Cubic Feet) of natural gas over a period of 22 years from January 1999.

SembGas has also entered into long-term End User Agreements with Tuas Power Ltd, SembCogen, Esso Singapore Pte Ltd, Ellba Eastern Pte Ltd and Shell Eastern Petroleum Pte Ltd to on-sell a total of 340 mmscfd (million standard cubic feet per day) of gas to them, respectively. The End User Agreements contain provisions, which specifically deal with, inter alia, SembGas' liability for shortfalls in deliveries of gas and relief from such liability in certain circumstances.

42. SEGMENT REPORTING

Segment information is presented in respect of the Group's business and geographical segments. The primary format, business segments, is based on the Group's management and internal reporting structure. Inter-segment pricing is determined on mutually agreed terms.

Segment results, assets and liabilities include items directly attributable to a segment as well as those that can be allocated on a reasonable basis.

i. Business Segments

The Group comprises the following main business segments:

Utilities' principal activities are in provision of centralised utilities and energy. It offers industrial utilities and services such as energy, steam, industrial water and wastewater treatment to energy intensive users. It operates in Singapore, the United Kingdom, Vietnam, China and the United Arab Emirates. Its operations in engineering, construction and fabrication of offshore platforms, modules and floating production systems for oil and gas companies (offshore engineering) under the SMOE group was sold to SembCorp Marine Ltd in August 2006.

Marine & Offshore Engineering segment focuses on repair, building and conversion of ships and rigs, and offshore engineering.

Environmental Management segment provides integrated waste management services and undertakes waste-to-resource businesses in the Asia Pacific region.

Others/Corporate segment comprises businesses relating to minting, hotels and industrial parks and design and construction activities; and the corporate companies.

The Group sold its businesses in SembCorp Logistics Ltd (Logistics segment) and SembCorp Engineers and Constructors Pte Ltd (Engineering and Construction segment) in April 2006 and June 2006 respectively. The Logistics segment provided one-stop logistics management services, parts and components management, automated warehouse operations, preservation and packaging technologies and hazardous goods management. Engineering and Construction segment was engaged in turnkey construction, design consultancy, infrastructure development and project management.

ii. Geographical Segments

The Group operates in three principal geographical areas, Singapore, Europe and Rest of Asia. In presenting information on the basis of geographical segments, segment revenue is based on the geographical location of customers. Segment assets are based on the geographical location of the assets.

NOTES TO THE FINANCIAL STATEMENTS

42. SEGMENT REPORTING (cont'd)

a. Business Segments

	Continuing Operations			
	Utilities	Marine & Offshore Engineering	Environmental Management	Others/ Corporate
	\$S'000	\$S'000	\$S'000	\$S'000
2006				
Turnover				
External sales	3,589,752	3,538,845	210,133	147,123
Inter-segment sales	39,057	6,204	1,749	13,335
Total	3,628,809	3,545,049	211,882	160,458
Results				
Segment results	292,685	256,374	(28,142)	67,967
Interest income	13,950	19,530	709	36,488
Interest expense	(44,885)	(10,549)	(1,877)	(20,610)
	261,750	265,355	(29,310)	83,845
Share of results of associates	4,596	35,947	10,540	16,307
Share of results of joint ventures	30,950	3,439	930	7,927
	297,296	304,741	(17,840)	108,079
Income tax (expense)/credit	(58,735)	(57,056)	505	129,385
Minority interests	(14,838)	(100,956)	528	(8,215)
Net profit/(loss) for the year	223,723	146,729	(16,807)	229,249
Assets				
Segment assets	2,578,410	3,277,271	170,932	1,079,054
Investment in associates	–	141,224	51,590	283,607
Investment in joint ventures	158,636	22,005	29,080	54,736
Tax assets	35,333	2,185	6,177	243,723
Total assets	2,772,379	3,442,685	257,779	1,661,120
Liabilities				
Segment liabilities	1,588,151	1,887,423	129,902	627,652
Tax liabilities	202,935	169,415	4,751	63,949
Total liabilities	1,791,086	2,056,838	134,653	691,601
Capital expenditure	298,458	126,278	23,211	12,342
Significant non-cash items				
Depreciation and amortisation	90,775	49,292	6,443	18,088
Other non-cash items (including provisions, loss on disposal and exchange differences)	11,301	5,441	18,343	121,137

Discontinued Operations

		Engineering and				
Elimination	Sub-total	Logistics	Construction	Sub-total	Elimination	Total operations
S\$'000	S\$'000	S\$'000	S\$'000	S\$'000	S\$'000	S\$'000
–	7,485,853	133,250	488,000	621,250	–	8,107,103
(60,345)	–	150	48	198	(198)	–
(60,345)	7,485,853	133,400	488,048	621,448	(198)	8,107,103
–	588,884	472,112	(24,219)	447,893	–	1,036,777
(24,391)	46,286	2,270	671	2,941	(359)	48,868
24,391	(53,530)	(108)	(735)	(843)	359	(54,014)
–	581,640	474,274	(24,283)	449,991	–	1,031,631
–	67,390	4,199	(7)	4,192	–	71,582
–	43,246	2,486	–	2,486	–	45,732
–	692,276	480,959	(24,290)	456,669	–	1,148,945
–	14,099	(3,156)	(68)	(3,224)	–	10,875
–	(123,481)	(6,546)	(20)	(6,566)	–	(130,047)
–	582,894	471,257	(24,378)	446,879	–	1,029,773
(548,142)	6,557,525	–	–	–	–	6,557,525
–	476,421	–	–	–	–	476,421
–	264,457	–	–	–	–	264,457
–	287,418	–	–	–	–	287,418
(548,142)	7,585,821	–	–	–	–	7,585,821
(548,142)	3,684,986	–	–	–	–	3,684,986
–	441,050	–	–	–	–	441,050
(548,142)	4,126,036	–	–	–	–	4,126,036
–	460,289	3,798	1,192	4,990	–	465,279
–	164,598	3,260	2,490	5,750	–	170,348
–	156,222	836	6,247	7,083	–	163,305

NOTES TO THE FINANCIAL STATEMENTS

42. SEGMENT REPORTING (cont'd)

a. Business Segments (cont'd)

	Continuing Operations			
		Marine & Offshore	Environmental	Others/
	Utilities	Engineering	Management	Corporate
	\$S'000	\$S'000	\$S'000	\$S'000
2005				
Turnover				
External sales	3,261,939	2,102,173	216,592	189,899
Inter-segment sales	18,600	17,106	2,101	20,912
Total	3,280,539	2,119,279	218,693	210,811
Results				
Segment results	223,027	127,057	(2,064)	47,289
Interest income	7,209	15,614	139	23,377
Interest expense	(41,523)	(4,785)	(1,026)	(24,670)
	188,713	137,886	(2,951)	45,996
Share of results of associates	713	15,999	8,253	4,668
Share of results of joint ventures	18,783	1,011	–	3,548
	208,209	154,896	5,302	54,212
Income tax expense	(38,387)	(31,437)	(245)	(8,542)
Minority interests	(13,765)	(49,118)	(360)	(15,555)
Net profit for the year	156,057	74,341	4,697	30,115
Assets				
Segment assets	2,413,467	2,212,686	158,853	1,088,009
Investment in associates	–	104,688	56,270	55,711
Investment in joint ventures	148,981	18,957	–	196,198
Tax assets	26,400	1,368	4,104	90,438
Total assets	2,588,848	2,337,699	219,227	1,430,356
Liabilities				
Segment liabilities	1,606,964	1,107,591	58,282	1,190,902
Tax liabilities	149,663	101,687	3,909	49,327
Total liabilities	1,756,627	1,209,278	62,191	1,240,229
Capital expenditure	160,629	139,586	6,363	37,448
Significant non-cash items				
Depreciation and amortisation	89,943	39,516	8,756	23,641
Other non-cash items (including provisions, loss on disposal and exchange differences)	14,249	13,136	5,347	8,008

NOTES TO THE FINANCIAL STATEMENTS

42. SEGMENT REPORTING *(cont'd)*

b. Geographical Segments

	Singapore	Rest of Asia	Europe	Others	Discontinued	Consolidated
					Operations	
	S\$'000	S\$'000	S\$'000	S\$'000	S\$'000	S\$'000
2006						
Revenue from external customers	3,438,967	899,667	2,727,348	419,673	621,448	8,107,103
Total assets	5,944,168	618,845	831,465	191,343	–	7,585,821
Segment assets	5,404,613	202,537	819,699	130,676	–	6,557,525
Capital expenditure	284,879	42,081	132,669	660	4,990	465,279
2005						
Revenue from external customers	2,698,794	698,188	2,002,606	370,670	1,638,959	7,409,217
Total assets	4,466,112	752,587	635,027	115,830	1,291,496	7,261,052
Segment assets	4,130,271	464,811	620,728	50,631	1,120,699	6,387,140
Capital expenditure	208,036	67,392	68,598	–	27,176	371,202

43. SIGNIFICANT ACCOUNTING ESTIMATES AND JUDGEMENTS

Estimates, assumptions concerning the future and judgements are made in the preparation of the financial statements. They affect the application of the Group's accounting policies, reported amounts of assets, liabilities, income and expenses, and disclosure made. They are assessed on an on-going basis and are based on experience and relevant factors, including expectations of future events that are believed to be reasonable under the circumstances.

Key sources of estimation uncertainty

The key assumptions concerning the future and other key sources of estimation uncertainty at the balance sheet date, that have a significant risk of causing a material adjustment to the carrying amounts of assets and liabilities within the next financial year are discussed below.

Information on other significant areas of estimation uncertainty and critical judgements in applying accounting policies that have the most significant effect on the amount recognised in the financial statements are described in the following notes:

a. Impairment of goodwill

The Group determines whether goodwill is impaired at least on an annual basis. This requires an estimation of the value in use of the cash-generating units to which the goodwill is allocated. Estimating the value in use requires the Group to make an estimate of the expected future cash flows from the cash-generating unit and also to choose a suitable discount rate in order to calculate the present value of those cash flows. Information about the assumptions and their risk factors relating to goodwill impairment are disclosed in Note 15.

43. SIGNIFICANT ACCOUNTING ESTIMATES AND JUDGEMENTS *(cont'd)*

Key sources of estimation uncertainty (cont'd)

b. Income taxes

The Group is subject to income taxes in numerous jurisdictions. Significant judgement is involved in determining the group-wide provision for income taxes. There are certain transactions and computation for which the ultimate tax determination is uncertain during the ordinary course of business. The Group recognises liabilities for expected tax issues based on estimates of whether additional taxes will be due. Where the final tax outcome of these matters is different from the amounts that were initially recorded, such differences will impact the income taxes and deferred tax provisions in the period in which such determination is made.

As at December 31, 2006, management has provided S\$48 million for potential tax exposure relating to certain prior year's transactions. The taxability of these transactions is under on-going discussions. The ultimate amount of tax liability may be lower than the amount provided.

c. Pension assumptions

The Group has decided on certain principal actuarial assumptions, as detailed in note 27, in estimating its pension liability as at the balance sheet date. If there were adverse changes to these actuarial assumptions, then the Group's unrecognised actuarial losses would increase with the risk that they would fall outside the corridor and would need to be recognised in the profit and loss account.

d. Depreciation of property, plant and equipment

Property, plant and equipment are depreciated on a straight line basis over their estimated useful lives. Management estimates the useful lives of these property, plant and equipment to be within 1 to 60 years. The carrying amount of the Group's property, plant and equipment are set out in note 6. Changes in the expected level of usage and technological developments could impact the economic useful lives and the residual values of these assets, therefore future depreciation charges could be revised.

Critical accounting judgements in applying the Group accounting policies

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

a. Revenue recognition policy

The Group recognised revenue on construction contract, ship and rig repair, building and conversion based on the percentage of completion method in proportion to the stage of completion. The percentage of completion is assessed by reference to surveys of work performed. Significant judgement is required in determining the appropriate stage of completion and estimating a reasonable contribution margin for revenue and costs recognition.

b. Impairment of investments and financial assets

The Group follows the guidance of FRS 39 Financial Instruments: Recognition and Measurement on determining when an investment or financial asset is other than temporarily impaired. This determination requires significant judgement. The Group evaluates, among other factors, the duration and extent to which the fair value of an investment and financial asset is less than its cost; and the financial health of and near-term business outlook for the investment of financial asset, including factors such as industry and sector performance, changes in technology and operational and financing cash flow.

44. COMPARATIVE INFORMATION

Certain comparatives in the financial statements have been changed from the previous year to be consistent with current year presentation.

NOTES TO THE FINANCIAL STATEMENTS

45. SUBSIDIARIES

Details of significant subsidiaries are as follows:

Name of significant subsidiaries	Country of incorporation	Effective equity held by the Group	
		2006	2005
		%	%
Utilities			
SembCorp Utilities Pte Ltd	Singapore	100	100
SembCorp Cogen Pte Ltd	Singapore	100	100
SembCorp Gas Pte Ltd	Singapore	70	70
* SembCorp Utilities (UK) Limited	United Kingdom	100	100
Marine & Offshore Engineering			
^ SembCorp Marine Ltd	Singapore	61.50	62.07
^ Jurong Shipyard Pte Ltd	Singapore	61.50	62.07
^ PPL Shipyard Pte Ltd	Singapore	52.28	52.76
^ Sembawang Shipyard Pte Ltd	Singapore	61.50	62.07
Environmental Management			
SembCorp Environmental Management Pte. Ltd.	Singapore	100	100
SembWaste Pte Ltd	Singapore	100	100
Others			
** SembCorp Parks Holdings Ltd	Singapore	100	100
SembCorp Design and Construction Pte Ltd	Singapore	100	100
SembCorp Financial Services Pte Ltd	Singapore	100	100
Singapore Precision Industries Pte Ltd	Singapore	100	100
Discontinued Operations			
SembCorp Logistics Ltd	Singapore	–	60.03
SembCorp Engineers and Constructors Pte Ltd	Singapore	–	100

KPMG Singapore is the auditor of the significant Singapore incorporated subsidiaries and other member firms of KPMG International are auditors of the significant foreign incorporated subsidiaries, except as denoted below:

* Audited by Ernst & Young LLP

^ The consolidated financial statements of SembCorp Marine Ltd, a company listed on Singapore Exchange, and its subsidiaries are audited by Ernst & Young, Singapore

** The consolidated financial statements of SembCorp Parks Holdings Ltd and its subsidiaries are audited by Ernst & Young, Singapore

46. ASSOCIATES AND JOINT VENTURES

Details of significant associates and joint ventures are as follows:

Name of significant associates and joint ventures	Country of incorporation	Effective equity held by the Group	
		2006 %	2005 %
Utilities			
[^] Phu My 3 BOT Power Company Ltd	Vietnam	33.33	33.33
[@] Shanghai Cao Jing Cogeneration Co. Ltd	People's Republic of China	30.00	30.00
[#] Shenzhen Chiwan Sembawang Engineering Co Ltd	People's Republic of China	32.00	32.00
Marine & Offshore Engineering			
[*] COSCO Shipyard Group	People's Republic of China	18.45	18.62
Environmental Management			
^{^^} SembSITA Pacific Pte Ltd	Singapore	40.00	40.00
Others			
^{**} Gallant Venture Ltd	Singapore	26.84	—
[^] Vietnam Singapore Industrial Park JV Co Ltd	Vietnam	40.44	40.44

During the year, the Group rationalised its Riau investments, which were previously held under joint ventures, through the consolidation of these investments under an associate, Gallant Venture Ltd, an entity listed on SGX-SESDAQ.

The auditors of significant associates and joint ventures are as follows:

[^] Audited by Ernst & Young Vietnam Limited

[@] Audited by Deloitte Touche Tohmatsu CPA Ltd

[#] Audited by PriceWaterhouseCoopers Zhong Tian CPAS Limited Company

^{*} Audited by Reanda CPA, China

^{^^} Audited by Ernst & Young, Singapore

^{**} The consolidated financial statements of Gallant Venture Ltd, a company listed on SGX-SESDAQ, and its subsidiaries are audited by Foo, Kon & Tan Grant Thornton