ASEANA PROPERTIES LIMITED

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ANNUAL REPORT

2021

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CORPORATE INFORMATION

NON-EXECUTIVE CHAIRMAN
Nicholas Paris

NON-EXECUTIVE DIRECTORS
Thomas Holland
Monica Lai Voon Huey
Christopher Lovell
Helen Wong Siu Ming

COMPANY SECRETARY AND REGISTERED OFFICE
Apex Financial Services (Secretaries) Limited
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Channel Islands

WEBSITE
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LISTING DETAILS
Main Market of the London Stock Exchange under the ticker symbol ASPL

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CORPORATE STRATEGY

KEY FACTS

Exchange	:	London Stock Exchange Main Market
Symbol	:	ASPL
Lookup	:	Reuters - ASPL.L Bloomberg - ASPL:LN
Domicile	:	Jersey
Shares Issued	:	212,025,002
Shares Held in Treasury	:	13,334,000
Voting Share Capital	:	198,691,002
Share Denomination	:	US Dollars
Admission Date	:	5 April 2007

Aseana Properties Limited ("Aseana Properties" or the "Company") is a London-listed company incorporated in Jersey. The Company and its subsidiary undertakings (together with the "Group") were focused on property development opportunities in Malaysia and Vietnam.

The routine operations of the Company are supervised by the Chairman and the Board, with a small team of finance professionals directly engaged to run our finances and operations. A Divestment Director was also designated from the existing Board with a specific focus to sell the Company's remaining assets, in line with the Divestment Policy.

When the Company was launched in 2007, the Board considered it desirable that Shareholders should have an opportunity to review the future of the Company at appropriate intervals. This will enable the realisation of the Company's assets in a controlled, orderly and timely manner, with the objective of achieving a balance between periodically returning cash to Shareholders and maximising the realisation value of the Company's investments.

At a general meeting of the Company held on 28 May 2021, Shareholders voted in favour of the Board's proposals to reject the 2021 Discontinuation Resolution and enabled the orderly realisation of the Company's assets over a period of at least twelve months from the date of the approval of these financial statements for the year ended 31 December 2020 in order to maximise the value of the Company's assets and returns to Shareholders, both up to and upon the eventual liquidation of the Company. As a result, the Company will hold another discontinuation vote at a general meeting in May 2023, meanwhile the Company continued to seek for disposal of its assets in a measured manner.

To the extent that the Company has not disposed of all of its assets by May 2023, Shareholders will be provided with an opportunity to review the future of the Company, which would include the option for shareholders to vote for the continuation of the Company.

The Directors have considered the appropriateness of preparing the accounts on a going concern basis in light of the decision to realise the Group's investments in an orderly manner. There is no certainty over the timeframe over which the investments will be realised. The Directors note that other viable alternative strategies to a wind-down remain available and they will continue to evaluate whether to propose continuation of the current divestment strategy or a change to an alternative strategy.

CHAIRMAN'S STATEMENT

Dear Shareholders,

INTRODUCTION

Your Company continued to be impacted by the COVID-19 pandemic throughout 2021 and from the movement control orders imposed by the governments of both Malaysia and Vietnam to control it. These controls eliminated foreign travel into both of those countries and severely curtailed the internal movement of their citizens. The impact on tourism and hospitality related businesses was high and it directly affected occupancy at our hotel in Kuala Lumpur throughout the year as well as affecting retail businesses, specifically our shopping mall in Sandakan. In addition, our hospital in Ho Chi Minh City struggled with reduced patient numbers as local citizens opted to defer non-urgent medical procedures and health tourism by foreign patients was impossible. Our operating revenues from these assets were therefore depressed for the whole year of 2021.

In response, management continued to cut operating and Group costs and to reduce cash outflows as much as possible without affecting operations, however, our assets still delivered operating losses and negative cash flow for the full fiscal year.

ECONOMIC OVERVIEW

In 2021, the Malaysian economy grew by 3.1% compared to a fall of 5.6% in 2020 because of the impact of COVID-19 pandemic and it is forecast to grow by 6.1% in 2022.

The Vietnamese economy managed to grow by 2.58% in 2021 which was a slight fall from the growth rate of 2.91% in 2020. The Asian Development Bank forecasts GDP growth of 6.5% for 2022.

The pandemic situation remains fluid with governments in Asia continuing to declare lock downs of their citizenry due to sporadic outbreaks of clusters of infection within their countries. With such a fluid situation, business conditions for the fiscal year ending 2022 will remain challenging especially in the hospitality and retail businesses.

PERFORMANCE REVIEW

During 2021, the Company recorded a reduced net loss after finance costs and before taxation of US$4.8 million on continuing operations compared to a net loss before taxation of US$9.1 million for the previous financial year (re-presented). The Net Loss attributable to equity holders was US$5.5 million for FY 2021, (2020 (re-presented): US$10.3 million) and the loss per share was US cents 2.76 (2020: US cents 5.16).

Our NAV per Share as at 31 December 2021 fell to US cents 47 (2020: US cents 51).

Our net cash inflow for the year was US$2.9 million (2020 (re-presented): outflow of US$2.3 million) which reflected net cash outflows from operating activities of US$9.8 million (2020 (re-presented): US$11.2 million) offset by a cash inflow from investing and financing activities of US$12.7 million (2020 (re-presented): US$8.9 million).

OUR ASSET DIVESTMENT PROGRAMME

The COVID-19 pandemic and the movement controls continued to adversely impact the interest of prospective buyers for our assets but our persistence and a new focus on local prospective buyers in Vietnam did lead to conditional sale agreements being signed during 2021 for three of our assets as follows.

- In August 2021, we announced the sale of our two assets in Vietnam to our local partner and this sale was completed on 28 February 2022. The gross consideration for the transaction was US$95 million and we received net cash of approximately US$18.3 million. The transaction was pending completion as at 31 December 2021.

- In September 2021, we announced the sale of the 58 unsold residences at the RuMa Hotel & Residences in Kuala Lumpur. Due to continuing travel restrictions, progress on the sale has been delayed however work to complete this sale is still ongoing.

ACKNOWLEDGMENTS

I would like to take this opportunity to thank all of my colleagues on the Board and in our Company as well as our external advisors and service providers for their tireless efforts on behalf of the Company and its Shareholders.

This has continued to be a very challenging period in the life of our Company but it has survived despite the challenges from the COVID-19 pandemic and we remain committed to implementing our asset divestment plans. Sale proceeds from divestments will continue to be used to pay down the Company's project related debts and then we will be returning surplus cash direct to our Shareholders.

Thank you.

NICK PARIS
Chairman

28 April 2022

PROPERTY PORTFOLIO AS AT 31 DECEMBER 2021

Project	Type	Effective Ownership	Approximate Gross Floor Area (sq m)	Approximate Land Area (sq m)
Completed projects				
The RuMa Hotel and Residences Kuala Lumpur, Malaysia	Luxury residential tower and bespoke hotel	70.0%	40,000	4,000
Sandakan Harbour Square Sandakan, Sabah, Malaysia	Retail lots, hotel and retail mall	100.0%	126,000	48,000
Phase 1: City International Hospital, International Healthcare Park, Ho Chi Minh City, Vietnam	Private general hospital	73.04%	48,000	25,000
Undeveloped projects				
Other developments in International Healthcare Park, Ho Chi Minh City, Vietnam (formerly International Hi-Tech Healthcare Park)	Commercial development with healthcare theme	73.04%	972,000	351,000
Kota Kinabalu Seafront resort & residences	Land parcel approved for development of: (i) Boutique resort hotel and resort villas (ii) Resort homes	80.0%	n/a	172,900

PERFORMANCE SUMMARY

	Year ended 31 December 2021	Year ended 31 December 2020 (re-presented)
Total Returns since listing		
Ordinary share price	-80.00%	-68.35%
FTSE All-share index	-26.30%	14.43%
FTSE 350 Real Estate Index	-33.88%	-18.89%
One Year Returns		
Ordinary share price	-37.50%	-30.43%
FTSE All-share index	14.55%	-7.42%
FTSE 350 Real Estate Index	26.19%	-14.19%
Capital Values		
Total assets less current liabilities (US$ million)	129.32	134.25
Net asset value per share (US$)	0.47	0.51
Ordinary share price (US$)	0.20	0.32
FTSE 350 Real Estate Index	620.13	491.43
Debt-to-equity ratio		
Debt-to-equity ratio [1]	90.52%	86.72%
Net debt-to-equity ratio [2]	82.70%	81.01%
(Loss)/ Earnings Per Share		
Earnings per ordinary share - basic (US cents)	-2.76	-5.16
- diluted (US cents)	-2.76	-5.16

Notes:
[1] Debt-to-equity ratio = (Total Borrowings ÷ Total Equity) x 100%
[2] Net debt-to-equity ratio = (Total Borrowings less Cash and Cash Equivalents ÷ Total Equity) x 100%

FINANCIAL REVIEW

INTRODUCTION

The Group recorded a consolidated comprehensive loss of US$11.7 million for the financial year ended 31 December 2021 (year ended 31 December 2020 (re-presented): US$11.4 million), largely due to the finance costs incurred in relation to The RuMa Hotel & Residences and the Sandakan hotel asset and the Harbour Mall in Sandakan.

STATEMENT OF COMPREHENSIVE INCOME

The Group recognised revenue of US$0.6 million (2020 (re-presented): US$1.3 million). Revenue of US$38.3 million has been deferred until control of sold units in a leaseback program is passed to the buyer.

The Group recorded a net loss before taxation of US$4.8 million (2020 (re-presented): US$9.1 million). The loss was largely due to the finance cost incurred in relation to The RuMa Hotel & Residences and the Sandakan hotel asset and the Harbour Mall in Sandakan.

Net loss attributable to equity holders of the parent company was US$5.5 million (2020 (re-presented): US$10.3 million). Tax expenses for the year was US$0.1 million (2020 (re-presented): US$0.2 million).

The consolidated comprehensive loss was US$11.7 million (2020 (re-presented): US$11.4 million), which included a loss of US$3.6 million (2020 (re-presented): gain of US$2.1 million) attributable to foreign currency translation differences for foreign operations due to an appreciation of the US Dollar against the Ringgit, during the year.

Basic and diluted loss per share were both US cents 2.76 (2020 (re-presented): US cents 5.16).

STATEMENT OF FINANCIAL POSITION

Total assets were US$189.1 million (2020 (re-presented): US$195.0 million), representing a decrease of US$5.9 million. This was mainly due to a decrease of US$10.1 million in inventories.

Total liabilities were US$98.1 million (2020 (re-presented): US$100.5 million), representing a decrease of US$2.4 million. This was mainly due to a decrease of US$2.9 million in trade and other payables.

Net Asset Value per share was US$0.47 (31 December 2020 (re-presented): US$0.51).

CASH FLOW AND FUNDING

Cash used in operations before interest and tax paid was US$6.2 million (2020 (re-presented): cash generated of US$1.1 million).

The Group generated net cash flow of US$0.7 million from investing activities (2020 (re-presented): US$6.9 million).

The borrowings of the Group undertakings were used to fund property development projects and working capital. As at 31 December 2021, the Group's gross borrowings stood at US$44.0 million (31 December 2020 (re-presented): US$41.9 million). Net debt-to-equity ratio was 82.70% (31 December 2020 (re-presented): 81.01%).

Finance income was US$0.7 million for financial year ended 31 December 2021 (2020 (re-presented): US$2.1 million) which included accrued income of US$0.1 million (2020 (re-presented): US$0.3 million). Finance costs were US$3.6 million (2020 (re-presented): US$4.7 million), which were mostly incurred by its operating assets.

EVENTS AFTER STATEMENT OF FINANCIAL POSITION DATE

In August 2021, we announced the sale of our two assets in Vietnam to our local partner, this sale was completed on 28 February 2022. This enabled us to reduce our debts by approximately US$57.0 million, and we received net cash of $18.3 million. The Company has exited its assets in Vietnam.

DIVIDEND

No dividend was declared or paid in the financial years 2021 and 2020.

PRINCIPAL RISKS AND UNCERTAINTIES

A review of the principal risks and uncertainties facing the Group is set out in the Directors' Report of the Annual Report.

TREASURY AND FINANCIAL RISK MANAGEMENT

The Group undertakes risk assessments and identifies the principal risks that affect its activities. The responsibility for the management of each key risk has been clearly identified and has been managed by the Board of Directors and the Board are closely involved in the day-to-day operation of the Group.

A comprehensive discussion on the Group's financial risk management policies is included in the notes to the financial statements of the Annual Report.

NICK PARIS
Director

28 April 2022

CORPORATE SOCIAL RESPONSIBILITY ("CSR")

Aseana Properties is committed to making a positive difference in the world, whether it is for the local community or whether it is building a better working environment. The Company believes that being socially and environmentally responsible is good for people, the planet and for business. The following six core principles define the essence of corporate citizenship for the Company.

Managing Corporate Responsibility
The Board of Directors at Aseana Properties has oversight mechanisms, through corporate-level policies and standards to ensure an effective CSR programme is delivered in the interest of its employees, shareholders and the community at large. It is determined to ensure that its CSR programme acts legally and responsibly on all matters and that the highest ethical standards are maintained. The Board recognizes this as a key part of its risk, management strategy to protect the reputation of Aseana Properties and shareholders values are enhanced.

Employees
In the current changing economic environment, with competing demands and stress, the welfare of employees is critical in order to ensure they are productive, creative and innovative. This is also in order to achieve the highest standard in the workplace. The Board works hard to ensure that employees are treated fairly and with dignity because it is the right thing to do and also to get the best out of them.

Health and Safety
Aseana Properties considers Health and Safety to be important because it protects the well-being of employees, visitors and clients. Looking after Health and Safety makes good business sense and the Company works hard to provide a healthy workplace environment for its staff, contractors and visitors.

Some of the organized efforts and procedures for reducing workplace accidents, risks and hazards, exposure to harmful solutions include:

- Paying particular attention to the regular maintenance of equipment, plant and systems to ensure a safe working environment.
- Providing sufficient information, instruction, training and supervision to enable all employees to avoid hazards and to contribute positively to their own safety and safe performance at work.

Stakeholders
Aseana Properties works collaboratively with its stakeholders to improve services and to ensure client satisfaction. The Company is committed to meaningful dialogue and encourages stakeholder participation through stakeholder events, roadshows, briefings, conference calls and timely release of annual reports. Aseana Properties also maintains an updated and informative website, www.aseanaproperties.com that is accessible to stakeholders and members of the public.

Environmental Management
Aseana Properties believes that any commitment to a more environmentally sustainable world has to start at home, and to this end, it challenges itself to work in an environmentally responsible manner and to find new ways to reduce its carbon footprint. It also works with consultants such as architects to look at how they can be more environmentally friendly by incorporating natural elements such as water, greenery, light and air into its projects. Maintaining and sustaining local Malaysian heritage is the essence of the RuMa Hotel so decorative elements like batik prints throughout are recycled from a local batik factory. The Kelelai (a type of bamboo) ornaments and ceiling panels at the pool area of Level 6 of the hotel are cultivated from a dying weaving art by Kelantanese women.

The RuMa Hotel and Residences have both been separately awarded the Green Building Index (GBI) Provisional Gold Rating having successfully met all the GBI Criteria under each category for Energy Efficiency, Indoor Environment Quality, Sustainable Site Planning & Management, Materials & Resources, Water Efficiency and Innovation. The GBI is Malaysia's industry recognized green rating tool for buildings to promote sustainability in the building industry.

Community

Aseana Properties understands the importance of community engagement both for the communities themselves but also for giving staff more meaningful experiences by tapping into their professional skills and capabilities.

BOARD OF DIRECTORS

NICHOLAS JOHN PARIS
NON-EXECUTIVE NON-INDEPENDENT CHAIRMAN

Nicholas (Nick) John Paris was re-appointed as a Non-Executive Director of Aseana Properties Limited in September 2019 and became Chairman on 29 July 2020 following the retirement of Gerald Ong. He had previously been a Non-Executive Director of Aseana from 22 June 2015 to 20 March 2019.

Nick is a director of LIM Advisors (London) Limited which is part of an Asian-focused investment management firm, headquartered in Hong Kong. Nick is a fellow of the Institute of Chartered Accountants England & Wales and a Chartered Alternative Investment Analyst.

Nick is currently Managing Director of Myanmar Investments International Limited and a Non-Executive Director of Dolphin Capital Investors Limited of which both are quoted on the AIM market of the London Stock Exchange) and Fondul Proprietatea, a fund listed on the Bucharest and London Stock Exchanges.

THOMAS HOLLAND
NON-EXECUTIVE INDEPENDENT DIRECTOR

Thomas Holland was appointed as a Non-Executive Director of Aseana Properties Limited on 23 November 2020.

Tom has been based in Asia for 24 years with experience working in leadership positions in a number of financial firms. Tom has been active in Vietnam since 2006, having led the investments in large real estate developments as well as privatising state owned enterprises. Prior to founding his current platform, Development Finance Asia, a boutique investment firm, Tom was head of Asia for Cube Capital and a senior investment manager for Income Partners Asset Management. Tom has a track record of successfully managing private investments in Vietnam, Malaysia, China, Indonesia, Myanmar, Mongolia and Cambodia.

He holds a number of non-executive director roles for financial services, logistics and consumer companies across Asia and he was appointed to the Board of APU Joint Stock Company ("APU"), Mongolia, on 26 April 2019, and currently holds this position. APU, a fast moving consumer goods company, is the largest company by market capitalisation on the Mongolian Stock Exchange.

MONICA LAI VOON HUEY
NON-EXECUTIVE NON-INDEPENDENT DIRECTOR

Monica Lai was appointed as a Non-Executive Director of Aseana Properties Limited in September 2019. Monica is the Group Chief Executive Officer of Eccaz Sdn Bhd which is involved in property development, information technology and urban transportation solutions. She resigned as director of Ireka Corporation Berhad in November 2021.

Monica graduated from City University, London with a Bachelor of Science (Hons) Degree in Accountancy and Economics and worked for EY London and KPMG Hong Kong before joining Ireka in 1993. Her professional qualifications include The Institute of Chartered Accountants England & Wales, The Malaysian Institute of Accountants and the Malaysian Institute of Taxation.

CHRISTOPHER HENRY LOVELL
NON-EXECUTIVE INDEPENDENT DIRECTOR

Christopher Henry Lovell was re-appointed as a Non-Executive Director of Aseana Properties in June 2019. He was first appointed as a Non-Executive Director of Aseana Properties in March 2007 and he retired at the 2018 Annual General Meeting as part of the Company's strategy to reduce its ongoing costs and bring the size of the Board in line with the objectives of the realisation process.

Christopher practised as an English Solicitor in Jersey between 1979 and 2008: he was a partner in the law firm Theodore Goddard from 1983 until 1993 when he set up his own practice. In 2000, he was one of the founding partners of Channel House Trustees Limited, a Jersey regulated trust company which was acquired by Capita Group plc in 2005. He was subsequently appointed as a director of Capita's regulated trust company.

Christopher has acted as an independent non-executive director for over 20 years and specialises in property holding groups. He is personally registered with the Jersey Financial Services Commission to act as a non-executive director.

HELEN WONG SIU MING

NON-EXECUTIVE INDEPENDENT DIRECTOR

Helen Wong Siu Ming was appointed as a Non-Executive Director of Aseana Properties in June 2019. Helen has over 27 years of financial and operational experience in the United States and Asia. She is Chief Executive Officer and founder of LAPIS Global Limited, a Hong Kong based investment management and advisory firm. She was formerly the CEO of Cushman & Wakefield Capital Asia where she established the Asia Investment Management and Investment Banking platform.

In addition, Helen has held numerous executive positions including Chief Operating Officer of Lazard Asia Investment Management HK Limited, Managing Director of IFIL Asia (renamed EXOR S.p.A), where she was responsible for the Asian direct investment activities and Chief Financial Officer of the Singapore listed investment vehicle, Pacific Century Regional Developments Limited.

Helen also has extensive experience in infrastructure and transport through her prior roles at the Provisional Airport Authority, Hong Kong and the Port Authority of New York & New Jersey.

DIRECTORS' REPORT

The Directors present their report together with the audited financial statements of Aseana Properties Limited (the "Company") and its subsidiary undertakings (together with the "Group") for the year ended 31 December 2021.

PRINCIPAL ACTIVITIES

The principal activities of the Group are development of upscale residential and hospitality projects, sale of development land and operation and sale of hotel, mall and hospital assets in Malaysia and Vietnam. It is currently carrying out its divestment program which consists of selling the Group's assets, repaying its debts and distributing the remaining proceeds to its shareholders.

BUSINESS REVIEW AND FUTURE DEVELOPMENTS

The consolidated statement of comprehensive income for the year is set out on page 42. A review of the development and performance of the business has been set out in the Chairman's Statement, the Director's Review and the Financial Review reports.

OBJECTIVES AND STRATEGY

When the Company was launched in 2007, the Board considered it desirable that Shareholders should have an opportunity to review the future of the Company at appropriate intervals. At a general meeting of the Company held on 28 May 2021, Shareholders voted in favour of the Board's proposals to reject the 2021 Discontinuation Resolution and allow the orderly realisation of the Company's assets in order to maximise the value of the Company's assets and returns to Shareholders, both up to and upon the eventual liquidation of the Company. As a result, the Company will hold another discontinuation vote at a general meeting in May 2023, meanwhile the Company continued to seek for disposal of its assets in a measured manner.

To the extent that the Company has not disposed of all of its assets by May 2023, Shareholders will be provided with an opportunity to review the future of the Company, which would include the option for shareholders to vote for the continuation of the Company.

PRINCIPAL RISKS AND UNCERTAINTIES

The Group's business is property development in Malaysia and Vietnam. Its principal risks are therefore related to the property market in these countries in general, and also the particular circumstances of the property development projects it is undertaking. More detailed explanations of these risks and the way they are managed are contained under the heading of Financial and Capital Risk Management Objectives and Policies in Note 4 to the financial statements.

Other risks faced by the Group in Malaysia and Vietnam include the following:

Economic	Inflation, economic recessions and movements in interest rates could affect property development activities.
Strategic	Incorrect strategy, including sector and geographical allocations and use of gearing, could lead to poor returns for shareholders.
Regulatory	Breach of regulatory rules could lead to suspension of the Company's Stock Exchange listing and financial penalties.
Law and regulations	Changes in laws and regulations relating to planning, land use, development standards and ownership of land could have adverse effects on the business and returns for the shareholders.
Tax regimes	Changes in the tax regimes could affect the tax treatment of the Company and/or its subsidiaries in these jurisdictions.
Management and control	Changes that cause the management and control of the Company to be exercised in the United Kingdom could lead to the Company becoming liable to United Kingdom taxation on income and capital gains.
Operational	The COVID-19 pandemic led to movement controls in both Malaysia and Vietnam from March 2020 onwards which affected our key properties as our two hotels had to be closed, only food operations were permissible at our shopping mall and patient bookings at our hospital decreased. There can be no certainty as to how quickly operations at these properties can be resumed and what overall effect this will have on our revenues, costs and valuations. Failure of the Company's accounting system and disruption to the business, or to that of third party service providers, could lead to an inability to provide accurate reporting and monitoring leading to a loss of shareholders' confidence.
Financial	Inadequate controls by the Company or third party service providers could lead to a misappropriation of assets. Inappropriate accounting policies or failure to comply with accounting standards could lead to misreporting or breaches of regulations or a qualified audit report.
Going Concern	Failure of property development projects due to poor sales and collection, construction delay, inability to secure financing from banks may result in inadequate financial resources to continue operational existence and to meet financial liabilities and commitments.

The Board seeks to mitigate and manage these risks through continual review, policy setting and enforcement of contractual rights and obligations. It also regularly monitors the economic and investment environment in countries that it operates in and the management of the Group's property development portfolio. Details of the Group's internal controls are described on page 30.

RESULTS AND DIVIDENDS

The results for the year ended 31 December 2021 are set out in the attached financial statements.

No dividends were declared nor paid during the financial year under review.

SHARE CAPITAL

No shares were issued in 2021. Further details on share capital are stated in Note 23 to the financial statements.

DIRECTORS

The following were Directors of Aseana who held office throughout the financial year and up to the date of this report:

- Nicholas John Paris - Chairman
- Thomas Holland
- Monica Lai Voon Huey
- Christopher Henry Lovell
- Helen Wong Siu Ming

DIRECTORS' INTERESTS

The interests of the directors in the Company's shares as at 31 December 2021 and as at the date of this report were as follows:

DIRECTOR	ORDINARY SHARES OF US$0.05 EACH	
	As at 31 Dec 2020	As at 31 Dec 2021
Nicholas John Paris	36,654,192	26,644,192
Christopher Henry Lovell	48,000	48,000
Monica Lai Voon Huey	82,465,876	36,628,282

Notes: Nicholas John Paris is associated with the holdings of clients of LIM Advisors Limited. Monica Lai Voon Huey is associated with the holdings of Legacy Essence Limited, she was associated with Ireka Corporation Berhad until her resignation from the Board in November 2021.

None of the other directors in office at the end of the financial year had any interest in shares in the Company during the financial year.

MANAGEMENT

The routine operations of the Company are supervised by the Chairman and the Board with a small team of finance professionals were directly engaged to run our finances and operations. Ms Helen Wong was nominated as the Divestment Director with a specific focus to sell the Company's remaining assets, in line with the Divestment Policy.

EMPLOYEES

The Company had no executive Directors during the year, and a team of four finance professionals were engaged to run our finances and operations. The subsidiaries of the Group had a total of 573 employees as at 31 December 2021, of which 23, 351 and 199 were employed by (i) the Sandakan hotel asset and Harbour Mall Sandakan, (ii) City International Hospital and Hoa Lam Shangri-La Healthcare in Ho Chi Minh City and (iii) The RuMa Hotel and Residences in Kuala Lumpur respectively.

GOING CONCERN

As the Group had not disposed of all of its assets by May 2021, the shareholders were provided a further opportunity to review the future of the Group, including a shareholder vote on the dis-continuation of the Company. The Board procured at a general meeting of the Company held in May 2021, an ordinary resolution that the Company continue until May 2023 at which time a continuation vote will be had by shareholders. In connection with, or at the same time as, the proposal that the Company be wound up voluntarily the Board shall be entitled to make proposals for the reconstruction of the Company. Until then, the Company will continue to seek to dispose of its assets in a measured manner.

As disclosed in Note 2.1 to the financial statements, it refers to the assumptions made by the Directors including the uncertainty regarding the divestment of certain assets will be completed as planned and the loans and borrowing can be discharged in a timely manner when concluding that it remains appropriate to prepare the financial statements on the going concern basis.

CREDITORS PAYMENT POLICY

The Group's operating companies are responsible for agreeing on the terms and conditions under which business transactions with their suppliers are conducted. It is the Group's policy that payments to suppliers are made in accordance with all relevant terms and conditions. Trade creditors at 31 December 2021 amounted to 591 days (2020 (re-presented): 485 days) of property development cost and interest expenses accrued by the Group.

FINANCIAL INSTRUMENTS

The Group's principal financial instruments comprise cash balances, balances with related parties, other payables, receivables and loans and borrowings that arise in the normal course of business. The Group's Financial and Capital Risk Management Objectives and Policies are set out in Note 4 to the financial statements.

DIRECTORS' LIABILITIES

Subject to the conditions set out in the Companies (Jersey) Law 1991 (as amended), the Company has arranged appropriate Directors' and Officers' liability insurance to indemnify the Directors against liability in respect of proceedings brought by third parties. Such provisions remain in force at the date of this report.

STATEMENT OF DIRECTORS' RESPONSIBILITIES

The Directors are responsible for preparing the annual report and the financial statements in accordance with applicable law and regulations. Companies (Jersey) Law 1991 requires the Directors to prepare financial statements for each financial year. Under that law the Directors are required to prepare the financial statements in accordance with International Financial Reporting Standards ("IFRSs") as adopted by European Union.

Under company law the Directors must not approve the financial statements unless they are satisfied that they give a true and fair view of the state of affairs of the Group and of the profit or loss of the Group for that year. In preparing these financial statements, the Directors are required to:

- select suitable accounting policies and then apply them consistently;
- make judgements and estimates that are reasonable, relevant and reliable;
- ensure that the financial statements comply with IFRSs; and
- prepare the financial statements on the going concern basis, unless it is inappropriate to presume that the Group and the Company will continue in business.

The Directors are responsible for keeping adequate accounting records that are sufficient to show and explain the Group's transactions and disclose with reasonable accuracy at any time the financial position of the Group and to enable them to ensure that the financial statements comply with the Companies (Jersey) Law 1991. The Directors are also responsible for safeguarding the assets of the Group and hence for taking reasonable steps for the prevention and detection of fraud and other irregularities.

The Directors are also responsible for the maintenance and integrity of the Company's website on the internet. However, information is accessible in many different countries where legislation governing the preparation and dissemination of financial statements may differ from that applicable in the United Kingdom and Jersey.

The Directors of the Company confirm that to the best of their knowledge that:

- the financial statements have been prepared in accordance with International Financial Reporting Standards as adopted by the European Union, give a true and fair view of the assets, liabilities, financial position and profit or loss of the Group; and

- the sections of this Report, including the Chairman's Statement, Director's Review, Financial Review and Principal Risks and Uncertainties, which constitute the management report include a fair review of all information required to be disclosed by the Disclosure and Transparency Rules 4.1.8 to 4.1.11 issued by the Financial Services Authority of the United Kingdom.

DISCLOSURE OF INFORMATION TO AUDITOR

So far as each person who was a Director at the date of approving this report is aware, there is no relevant audit information, being information needed by the auditor in connection with preparing its report, of which the auditor is unaware. Having made enquiries of fellow Directors, each Director has taken all the steps that he is obliged to take as a Director in order to have made himself aware of any relevant audit information and to establish that the auditor is aware of that information.

RE-APPOINTMENT OF AUDITOR

The auditor, PKF Littlejohn LLP, has expressed their willingness to continue in office. A resolution proposing their re-appointment will be tabled at the forthcoming Annual General Meeting.

BOARD COMMITTEES

Information on the Audit Committee and Nomination & Remuneration Committee is included in the Corporate Governance section of the Annual Report on pages 25 to 32.

ANNUAL GENERAL MEETING

The tabling of the 2021 Annual Report and Financial Statements to shareholders will be at an Annual General Meeting ("AGM") to be held on 17 June 2022.

During the AGM, investors will be given the opportunity to question the board and to meet with them thereafter. They will be encouraged to participate in the meeting.

On behalf of the Board

THOMAS HOLLAND
Director

28 April 2022

REPORT OF DIRECTORS' REMUNERATION

DIRECTORS' EMOLUMENTS

The Company has no executive Directors, with a few employees who are mainly focused on the divestment process. The Nomination & Remuneration Committee ("NRC") of the Board of Directors is responsible for setting the framework and reviewing compensation arrangements for all non-executive Directors before recommending the same to the Board for approval. The NRC assesses the appropriateness of the emoluments on an annual basis by reference to comparable market conditions with the overall objective of ensuring maximum stakeholder benefit from the retention of a high calibre Board.

During the year, the Directors received the following emoluments in the form of fees from the Company:

Directors	Year ended 31 December 2021 (US$)	Year ended 31 December 2020 (US$)
Nicholas John Paris (Chairman of the Board)	70,000	58,902
Helen Wong Siu Ming (Chairman of the Audit Committee)	77,105	67,270
Thomas Holland	48,058	5,299
Monica Lai Voon Huey	48,000	42,000
Christopher Henry Lovell	48,082	41,918

SHARE OPTIONS

The Company did not operate any share option schemes during the years ended 31 December 2021 and 2020.

SHARE PRICE INFORMATION

- High for the year - US$0.32
- Low for the year - US$0.14
- Close for the year - US$0.20

PENSION SCHEMES

In view of the non-executive nature of the directorships, no pension schemes exist in the Company.

SERVICE CONTRACTS

In view of the non-executive nature of the directorships, there are no service contracts in existence between the Company and any of the Directors. Each Director was appointed by a letter of appointment that states his appointment subject to the Articles of Association of the Company which set out the main terms of his appointment.

CHRISTOPHER LOVELL
Chairman of the Nomination & Remuneration Committee

28 April 2022

CORPORATE GOVERNANCE STATEMENT

The Financial Conduct Authority requires all companies with a Premium Listing to comply with The UK Corporate Governance Code (the "Code"). Aseana Properties is a Jersey incorporated company with a Standard Listing on the UK Listing Authority's Official List and is therefore not subject to the Code. The following explains how the principles of governance are applied to the Company.

THE BOARD

The Company currently has a Board of five non-executive directors, including the non-executive Chairman.

The brief biographies of the following Directors appear on pages 15 to 16 of the Annual Report 2021:

- Nicholas John Paris (Non-Executive Chairman)
- Thomas Holland
- Monica Lai Voon Huey
- Christopher Lovell
- Helen Wong Siu Ming

The routine operations of the Company are supervised by the Chairman and the Board and a team of finance professionals were directly engaged to run our finances and operations. Ms Helen Wong was nominated as the Divestment Director with a specific focus to sell the Company's remaining assets, in line with the Divestment Policy.

ROLE OF THE BOARD OF DIRECTORS

The Board's role is to provide entrepreneurial leadership to the Company, within a framework of prudent and effective controls, enabling risks to be assessed and managed. The Board sets the Company's strategic objectives, monitors and reviews the Company's operational and financial performance, ensures the Company has sufficient funding, and examines and approves disposal of the Company's assets in a controlled, orderly and timely manner. The Board also sets the Company's values and standards and ensures that its obligations to its shareholders and other stakeholders are met. The Board has adopted a divestment strategy since 2015.

Appropriate level of directors' and officers' liability insurance is maintained by the Company.

The Board currently has the power to make purchases on behalf of the Company of its own Ordinary Shares provided up to a maximum aggregate 29,783,780 Ordinary Shares (representing approximately 14.99 per cent. of the Company's issued ordinary share capital (excluding ordinary shares held in treasury)).

MEETINGS OF THE BOARD OF DIRECTORS

The Board meets at least four (4) times a year and at such other times as the Chairman shall require. During the year ended 31 December 2021, the Board met eighteen (18) times and their respective attendance are as follows:

Name of Directors	Attendance
Nicholas John Paris	18/18
Thomas Holland	18/18
Monica Lai Voon Huey	18/18
Christopher Henry Lovell	15/18
Helen Wong Siu Ming	18/18

To enable the Board to discharge its duties effectively, all Directors receive accurate, timely and clear information, in an appropriate form and quality, including Board papers distributed in advance of Board meetings. The Board periodically will receive presentations at Board meetings relating to the Company's business and operations, significant financial, accounting and risk management issues. All Directors have access to the advice and services of the Company Secretary and advisers, who are responsible to the Board on matters of corporate governance, board procedures and regulatory compliance.

BOARD BALANCE AND INDEPENDENCE

Following the resignation of our former Development Manager as of 30 June 2019, ASEANA has been a self-managed company. The Board consists solely of non-executive directors of which Nicholas Paris is the non-executive Chairman. Monica Lai is a representative of Legacy Essence Limited and she was a representative of Ireka Corporation Berhad until her resignation from the Board in November 2021; Nicholas Paris is the representative of LIM Advisors Limited; and they are therefore classified as Non-Independent Non-Executive Directors of the Company. The Board considers the majority of Directors to be independent, being independent of management and also having no business relationships which could interfere materially with the exercise of their judgement.

The Chairman is responsible for leadership of the Board, ensuring effectiveness in all aspects of its role and setting its agenda. Matters referred to the Board are considered by the Board as a whole and no individual has unrestricted powers of decision. Together, the Directors bring a wide range of experience and expertise in business, law, finance and accountancy, which are required to successfully direct and supervise the business activities of the Company.

PERFORMANCE APPRAISAL

The Board undertakes an annual evaluation of its own performance and that of its Committees and individual Directors. During 2021, the evaluation concluded that the performance of the Board, its Committees and each individual Director was and remains effective and that all Directors demonstrate full commitment in their respective roles. The Directors are encouraged to continually attend training courses at the Company's expense to enhance their skills and knowledge in matters that are relevant to their role on the Board. The Directors also receive updates on developments of corporate governance, the state of economy, management strategies and practices, laws and regulations, to enable effective functioning of their roles as Directors.

RE-ELECTION OF DIRECTORS

The Company's Articles of Association states that all Directors shall submit themselves for election at the first opportunity after their appointment, and shall not remain in office for longer than three years since their last election or re-election without submitting themselves for re-election. At the Annual General Meeting held on 1 September 2021, Thomas Holland offered himself for re-election, having been newly appointed and Nicholas Paris and Helen Wong retired by rotation and each of them offered themselves for re-election by the shareholders. All of these Directors were re-elected at the AGM.

At the forthcoming Annual General Meeting, Christopher Lovell will be retiring by rotation and offering himself for re-election.

BOARD COMMITTEES

The Board has established Audit and Nomination & Remuneration Committees which deal with specific aspects of the Company's affairs, each of which has written terms of reference which are reviewed annually. Necessary recommendations are then made to the Board for its consideration and decision-making. No one, other than the committee chairman and members of the relevant committee, is entitled to be present at a meeting of board committees, but others may attend at the invitation of the board committees for presenting information concerning their areas of responsibility. Copies of the terms of reference are kept by the Company Secretary and are available on request at the Company's registered office at 12 Castle Street, St. Helier, Jersey, JE2 3RT, Channel Islands.

AUDIT COMMITTEE

The Audit Committee consists of three members and is currently chaired by Helen Wong. The other members are Christopher Lovell and Thomas Holland. Nick Paris resigned as a member on 1 December 2020 and Thomas Holland replaced him. The Committee members have no links with the Company's external auditor and Helen Wong, Thomas Holland and Christopher Lovell are independent Directors. The Board considers that collectively the Audit Committee has sufficient recent and relevant financial experience with the ability to discharge its duties properly, through extensive service on the Boards and Audit Committees of other listed companies.

MEETINGS OF THE AUDIT COMMITTEE

The Committee meets at least twice a year and at such other times as the Chairman of the Audit Committee shall require. Any member of the Audit Committee or the auditor may request a meeting if they consider that one is necessary. The Committee met two times during the year and their respective attendance are as follows:

Name	Attendance
Helen Wong Siu Ming	2/2
Christopher Henry Lovell	1/2
Thomas Holland	2/2

Representatives of the auditor may attend by invitation.

The Committee is responsible for:

- monitoring, in discussion with the auditor, the integrity of the financial statements of the Company, any formal announcements relating to the Company's financial performance and reviewing significant financial reporting judgements contained in them;

- reviewing the Company's internal financial controls and risk management systems;

- making recommendations to the Board in relation to the appointment, re-appointment and removal of the external auditor and approving the remuneration and terms of engagement of the external auditor to be put to the shareholders for their approval in general meetings;

- reviewing and monitoring the external auditor's independence and objectivity and effectiveness of the audit process, the Audit Committee recognises that the Code and AIC Code provisions for FTSE 350 companies to put the external audit contract out to tender at least every 10 years. Though the Company is not a member of the FTSE 350, the Audit Committee considers this to be best practice (the current auditor has been the auditor since 2020);

- developing and implementing policy on engagement of the external auditor to supply non-audit services; and

- reporting to the Board any matters in respect of which it considers that action or improvement is needed and making recommendations as to the steps to be taken.

Since the start of the financial year ending 31 December 2021, the Audit Committee performed its duties as set out in the terms of reference. The main activities carried out by the Audit Committee encompassed the following:

- reviewing the audit plan with the Group's Auditor;

- reviewing and discussing the Audit Committee Report with the Group's Auditor;

- reviewing the draft Audited Financial Statements as contained in the draft Annual Report together with the Group's Auditor before tabling to the Board for consideration and approval;

- reviewing other published financial information including the half year results and results announcements before tabling to the Board for consideration and approval;

- considering the independence of the auditor; and

- reviewing the auditor's performance and made a recommendation for the reappointment of the Group's auditor by shareholders.

<u>The Significant Issues</u>

The Audit Committee considered the following key issues in relation to the Group's financial statements during the year:

- Valuation of Property Assets - The Audit Committee considered and discussed the valuation of the Group's investment properties as 31 December 2021, particularly the impact of Covid-19 during the financial year.

- Going Concern **-** The Audit Committee considered the Company's financial requirements for the next 12 months and concluded that it has sufficient resources to meet its commitments and any outstanding loan covenants. Consequently, the financial statements have been prepared on a going concern basis.

NOMINATION & REMUNERATION COMMITTEE

The Nomination & Remuneration Committee is chaired by Christopher Lovell. The other committee members are Monica Lai Voon Huey and Nicholas Paris. The Committee meets annually and at any such times as the Chairman of the Nomination & Remuneration Committee shall require. The Committee met once during the year and the meeting was attended by all committee members and other Board members at the invitation of the Nomination & Remuneration Committee.

During the year ended 31 December 2021, the Nomination & Remuneration Committee carried out its functions as set out in its terms of reference which are summarised below:

- regularly reviewing the structure, size and composition (including diversity, skills, knowledge and experience) of the Board and making recommendations to the Board with regard to any change;

- considering succession plans for Directors and the re-appointment or re-election of any Directors at the conclusion of their specified term of office or retiring in accordance with the Company's Articles of Association;

- identifying and nominating for the approval of the Board, candidates to fill Board vacancies as and when they arise;

- considering any matter relating to the continuation in office of any Director at any time;

- determining and agreeing with the Board the framework for the remuneration of the Directors; and

- setting the remuneration for all Directors albeit since all Directors are non-executive, the principles of the Code in respect of executive directors' remuneration are not applicable and as such there is no policy for executive compensation.

Given the Company is currently in its divestment phase, all Directors are non-executive and there are no direct employees, a diversity and inclusion policy has not been applied. However, the Nomination Committee consider the Board to have a suitable gender balance and to be suitably diverse.

FINANCIAL REPORTING

The Board aims to present a fair, balanced and understandable assessment of the Company's position and prospects in all reports to shareholders, investors and regulatory authorities. This assessment is primarily provided in the half-yearly report and the Annual Report through the Chairman's Statement, Financial Review Statement and Directors' Report.

The Audit Committee has reviewed the significant reporting issues and judgements made in connection with the preparation of the Group's financial statements including significant accounting policies, significant estimates and judgements. The Audit Committee has also reviewed the clarity, appropriateness and completeness of disclosures in the financial statements.

INTERNAL AUDIT

The Board has confirmed that the systems and procedures employed, provide sufficient assurance that a sound system of risk management and internal control is maintained. An internal audit function specific to the Company is therefore considered not necessary. However, the Directors will continue to monitor if such need is required.

AUDITOR

The Audit Committee's responsibilities include monitoring and reviewing the performance and independence of the Company's Auditor, PKF Littlejohn LLP who had been appointed on 6 October 2020.

Pursuant to audit and ethical standards, the auditor is required to assess and confirm to the Board their independence, integrity and objectivity. The Auditor had carried out this assessment and considered themselves to be independent, objective and in compliance with the Ethical Standard for Auditors published by the UK Financial Reporting Council and the Code of Ethics issued by the Institute of Chartered Accountants in England and Wales.

RISK MANAGEMENT AND INTERNAL CONTROL

The Board is responsible for the effectiveness of the Company's risk management and internal control systems and is supplied with information to enable it to discharge its duties. Such systems are designed to meet the particular needs of the Company and to manage rather than eliminate the risk of failure to meet business objectives and can only provide reasonable, and not absolute, assurance against material misstatement or loss.

During the year, the Board discharged its responsibility for risk management and internal control through the following key procedures:

- clearly defined delegation of responsibilities to employees of the Company, including authorisation levels for all aspects of the business;

- regular and comprehensive information provided to the Board covering financial performance and key business indicators;

- a detailed system of budgeting, planning and reporting which is approved by the Board and monitoring of results against budget with variances being followed up and action taken, where necessary; and

- regular visits to operating units and projects by the Board.

The Board has established frameworks, policies and procedures to comply with the requirement of the Bribery Act 2010 (the "Bribery Act") and Market Abuse Regulation ("MAR"). In respect of the former, the Company has a legal and compliance function for the purposes of implementing the anti-corruption and anti-bribery policy. Training and briefing sessions were conducted for the senior management and employees. Compliance reviews are carried out as and when required to ensure the effectiveness of the policy. In respect of dealing by employees and Directors of the Company, the Company has a Dealing Code which imposes restrictions on dealings in its securities by Persons Discharging Managerial Responsibilities ("PDMR") and certain employees who have been told the clearance procedures apply to them. The Company also has a Group-Wide Dealing Policy and a Dealing Procedures Manual. These policies have been designed to ensure that the PDMR and other employees of the Company and its subsidiaries do not misuse or place themselves under suspicion of misusing information about the Group which they have and which is not public.

RELATIONSHIP WITH SHAREHOLDERS

The Board is committed to maintaining good communications with shareholders and has designated the Chairman and certain members of its Board as the principal spokespersons with investors, analysts, fund managers, the press and other interested parties. The Board is informed of material information provided to shareholders and is advised on their feedback. The Board has also developed an understanding of the views of major shareholders about the Company through meetings and teleconferences conducted by the financial adviser. In addition, the Company seeks to regularly update shareholders through stock exchange announcements, press releases and participation in roadshows.

To promote effective communication, the Company has a website, www.aseanaproperties.com through which shareholders and investors can access relevant information.

SUBSTANTIAL SHAREHOLDERS

The Board was aware of the following direct and indirect interests comprising a significant amount of more than 3% issued share capital of the Company as at 31 December 2021:

	NUMBER OF ORDINARY SHARES HELD	**PERCENTAGE OF ISSUED SHARE CAPITAL**
Ireka Corporation Berhad.	45,837,504	23.07%
Legacy Essence Limited and its related parties	36,628,282	18.43%
LIM Advisors	26,644,192	13.41%
SIX SIS	18,366,118	9.24%
Progressive Capital Partners	14,393,372	7.24%
Dr. Thong Kok Cheong	12,775,532	6.43%
Credit Suisse	12,024,891	6.05%

ANNUAL GENERAL MEETING ("AGM")

The AGM is the principal forum for dialogue with shareholders. At and after the AGM, investors are given the opportunity to question the Board and seek clarification on the business and affairs of the Group. Mr. Nick Paris, non-executive non-independent Chairman and Mr. Chris Lovell, non-executive independent director, attended the 2021 AGM, either in person or by telephone, which was held on 1 September 2021 at the Company's registered office.

Notices of the AGM and related papers are sent out to shareholders in good time to allow for full consideration prior to the AGM. Each item of special business included is accompanied by an explanation of the purpose and effect of a proposed resolution. The Chairman declares the number of votes received for, against and withheld in respect of each resolution after the shareholders and proxies present have voted on each resolution. An announcement confirming whether all the resolutions have been passed at the AGM is made through the London Stock Exchange.

On behalf of the Board

NICK PARIS
Director

28 April 2022

INDEPENDENT AUDITOR'S REPORT TO THE MEMBERS OF ASEANA PROPERTIES LIMITED

Opinion

We have audited the financial statements of Aseana Properties Limited and its subsidiaries (the 'group') for the year ended 31 December 2021 which comprise the Consolidated Statement of Comprehensive Income, the Consolidated Statement of Financial Position, the Consolidated Statement of Changes in Equity, the Consolidated Statement of Cash Flows and notes to the financial statements, including significant accounting policies. The financial reporting framework that has been applied in their preparation is applicable law and International Financial Reporting Standards (IFRSs) as adopted by the European Union.

In our opinion, the group financial statements:

- give a true and fair view of the state of the group's affairs as at 31 December 2021 and of its loss for the year then ended;
- have been properly prepared in accordance with IFRSs as adopted by the European Union; and
- have been properly prepared in accordance with the requirements of the Companies (Jersey) Law 1991.

Basis for opinion

We conducted our audit in accordance with International Standards on Auditing (UK) (ISAs (UK)) and applicable law. Our responsibilities under those standards are further described in the Auditor's responsibilities for the audit of the financial statements section of our report. We are independent of the group in accordance with the ethical requirements that are relevant to our audit of the financial statements in the UK, including the FRC's Ethical Standard as applied to listed public interest entities, and we have fulfilled our other ethical responsibilities in accordance with these requirements. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

Material uncertainty related to going concern

We draw attention to note 2.1 in the financial statements, which indicates that the success of the group relies on its ability to raise sufficient funds through project divestments across their respective jurisdictions in order to finance the operation of the group.

As at 31 December 2021, the group's loans and borrowings and medium term notes amounted to USD $44 million (excluding the reclassification of loans and borrowings to non-current assets held for sale relating to Vietnam operations of US$32m), of which the entirety is due for repayment as at 8 December 2022.

Included as a post balance sheet event, the group has concluded a transaction which includes a divestment of the Vietnamese operations. The gross sale price of the transaction is USD $95 million and under the terms of the agreement the buyer has assumed responsibility for the remaining liabilities of the sale assets. The group has received net cash of approximately USD $18.3 million. This indicated an improved ability of the group being able to meet its debts as they fall due.

However, the COVID-19 pandemic and the movement control orders ("MCO") imposed by government of Malaysia continued to adversely impact the interest of prospective buyers for group's remaining assets. Therefore, there is no certainty that the sale of the remaining assets will be completed as planned and the loans and borrowings including medium term notes can be repaid in a timely manner.

As stated in note 2.1, these events or conditions indicate that a material uncertainty exists that may cast significant doubt on the group's ability to continue as a going concern.

Our opinion is not modified in respect of this matter.

In auditing the financial statements, we have concluded that the director's use of the going concern basis of accounting in the preparation of the financial statements is appropriate. Our evaluation of the directors' assessment of the group's ability to continue to adopt the going concern basis of accounting included a review of management's assessment of the going concern status of the group, including a cash flow forecast for the twelve months from the anticipated approval of the group financial statements. Our audit procedures included checking the integrity of the underlying formulas and calculations within the going concern model; and reviewing the reasonableness of the key assumptions used by the directors to prepare the cash flow forecast and consideration of the impact of COVID-19.

Our responsibilities and the responsibilities of the directors with respect to going concern are described in the relevant sections of this report.

Our application of materiality

The scope of our audit was influenced by our application of materiality. We set certain quantitative thresholds for materiality. These, together with qualitative considerations, helped us to determine the scope of our audit and the nature, timing and extent of our audit procedures on the individual financial statement line items and disclosures and in evaluating the effect of misstatements, both individually and in aggregate, on the financial statements as a whole.

	Group financial statements 2021	Group financial statements 2020
Overall materiality	USD $1,400,000	USD $1,900,000
Performance materiality	USD $840,000	USD $1,235,000
Basis of materiality	c. 0.7% of gross assets	c. 0.7% of gross assets
Rationale	A key determinant of the group's value is property assets held within inventory. Due to this, the key area of focus in the audit is the valuation of inventory. On this basis, we consider gross assets to be a critical financial performance measure for the group on the basis that it is a key metric used by management, investors, analysts and lenders.	

We use performance materiality to reduce to an appropriately low level the probability that the aggregate of uncorrected and undetected misstatements exceeds overall materiality. Specifically, we use performance materiality in determining the scope of our audit and the nature and extent of our testing of account balances, classes of transactions and disclosures, for example in determining sample sizes.

For each component in the scope of our group audit, we allocated a materiality that is less than our overall group materiality. The range of materiality allocated across components was between USD $40,000 (2020: USD $50,000) and USD $720,000 (2020: USD $750,000). Certain components were audited to a local statutory audit materiality that was also less than our overall group materiality.

We agreed with the Audit Committee that we would report to them misstatements identified during our audit above USD $70,000 as well as misstatements below those amounts that, in our view, warranted reporting for qualitative reasons.

Our approach to the audit

As part of designing our audit, we determined materiality and assessed risk of material misstatement in the financial statements. In particular, we looked at areas involving significant accounting estimate and judgment by the directors and considered future events that are inherently uncertain such as the carrying value of inventory. We also addressed the risk of management override of controls, including among other matters consideration of whether there was evidence of bias that represented a risk of material misstatement due to fraud.

The group has thirteen trading companies consolidated within in the group financial statements, nine of which are based in Malaysia and four based in Vietnam. We identified ten significant components, which were subject to a full scope of audit. Significant Vietnamese components were audited by the PKF network firm in Vietnam. Significant Malaysian components were audited by us as group auditor. We were not able to visit the PKF network firm in Vietnam in order to carry out audit file reviews due to the COVID travel restrictions in place, instead, we reviewed component audit working papers electronically. In addition to this, significant components were subject to audits under our direction and supervision.

Key audit matters

Key audit matters are those matters that, in our professional judgment, were of most significance in our audit of the financial statements of the current period and include the most significant assessed risks of material misstatement (whether or not due to fraud) we identified, including those which had the greatest effect on: the overall audit strategy, the allocation of resources in the audit; and directing the efforts of the engagement team. These matters were addressed in the context of our audit of the financial statements as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters. In addition to the matter described in the material uncertainty related to going concern section we have determined the matters described below to be the key audit matters to be communicated in our report.

Key Audit Matter	**How our scope addressed this matter**
Carrying value of inventory	
Refer to note 20 Inventory. The group owns a portfolio of land held for property development and completed property units in Malaysia and Vietnam. The total carrying value of inventory for the group was USD $147 million (excluding USD $80.3m of Vietnam assets reclassified to non-current assets held for sale). Inventory amounted to USD $140 million were valued by third party valuers C H Williams Talhar & Wong Sdn Bhd ("CBRE WTW") and Knight Frank Malaysia Sdn Bhd ("Knight Frank"), together "the valuers" who are engaged by the directors. The valuers have included a material valuation uncertainty clause in their valuation reports. This clause highlights that less certainty, and consequently a higher degree of caution, should be attached to the valuation as a result of the COVID-19 pandemic. This represents a significant estimation uncertainty in relation to the valuation of inventory. The valuation report issued by Knight Frank dated 3rd February 2022 shows a write down of c. USD $14.7 million (2020: c. USD $ 15.7 million) in the carrying value of Sandakan Harbour Square located in Malaysia. The valuation report issued by CBRE WTW dated 18 February 2022 shows a write down of c. USD $1.9m in the carrying value of RuMa Hotel (excluding services residences). Management	We performed testing of the inventory valuation and critically assessed the key assumptions and estimates made. The procedures performed are summarised below: An assessment of the valuers' qualifications and expertise and read their terms of engagement with the group to determine whether there are matters that might have affected their objectivity or may have imposed scope of limitations upon their work. We also considered fees and other contractual arrangements that might exist between the group and the valuers. We found no evidence to suggest that the objectivity of the valuers was compromised. We read all valuation reports including workings which support the net realisable value assessment of inventory. Tested the underlying data used by the valuers in forming their valuation including benchmarking, validating key assumptions to supporting third party evidence or market activity and considering contrary evidence. Assessed and challenged the key estimates and assumptions used in the valuation methodology, noted and performed analysis on changes from prior year where relevant. Evaluated a range of key estimates and assumptions used in the valuations and profit and cash flow forecasts.

believe Knight Frank and CBRE WTW have taken into account the negative effects of the COVID-19 pandemic and therefore only reflects a "snapshot in time". In the directors' opinion the value in an orderly sales process is equal to or in excess of their current carrying value. As such, no impairment is recognised. A parcel of land located in Kota Kinabalu, Sabah in Malaysia with a carrying value of USD $6.6 million as at 31 December 2021 was not valued by any third party valuer. In addition to this, and consistent with the market conditions observed, we note there continued to be a higher level of judgement associated with certain asset valuations, notably those with a significant retail and hospitality element. COVID-19 further increased judgment in relation to assumptions around: - occupier demand and solvency; - asset liquidity; and - the relative impact on the different sectors including retail, hospitality and leisure. In determining the carrying value of inventory, the valuers take into account property specific information such as the current lease agreements and occupancy rates. They apply assumptions for yields and expected future income growth rates, which are influenced by prevailing market yields and comparable market transactions, to arrive at final valuation. The valuation of inventory requires significant judgment and estimation by management and their valuers. Inaccuracies in inputs or unreasonable bases used in these judgements could result in a material misstatement in the financial statements. There is also a risk that management may influence the significant judgments and estimates in respect of inventory valuations in order to meet market expectations. The wider challenges currently facing the property markets as a result of COVID-19 further contributed to the subjectivity for the year ended 31 December 2021. The significance of	In respect of the land located in Kota Kinabalu, Sabah in Malaysia with a carrying value of USD $6.6 million as at 31 December 2021 where no third party valuation has been carried out, our sensitivity analysis was inconclusive as there has been no recent sale of land with similar characteristics. Directors are currently in discussion with a prospective buyer at a sale price of no less than c. USD $9.8m, which is higher than the carrying value as at 31 December 2021. However, as at 31 December 2021 and the date of this report, no binding agreement has been entered into. Except for the issues identified in relation to Sandakan Harbour Square, The RuMa Hotel and the land located in Kota Kinabalu, Sabah, we concluded that the assumptions used in the valuations by the valuers were supportable in light of the evidence obtained and the disclosures in relation to the material uncertainty within the valuation reports are sufficient and appropriate to highlight the increased estimation uncertainty as a result of COVID-19.

the estimates and judgements involved, coupled with the fact that only a small percentage difference in individual valuations, when aggregated, could result in a material misstatement, warranted specific audit focus in this area.	

Other information

The other information comprises the information included in the annual report, other than the financial statements and our auditor's report thereon. The directors are responsible for the other information contained within the annual report. Our opinion on the financial statements does not cover the other information and we do not express any form of assurance conclusion thereon. Our responsibility is to read the other information and, in doing so, consider whether the other information is materially inconsistent with the group financial statements or our knowledge obtained in the course of the audit, or otherwise appears to be materially misstated. If we identify such material inconsistencies or apparent material misstatements, we are required to determine whether this gives rise to a material misstatement in the group financial statements themselves. If, based on the work we have performed, we conclude that there is a material misstatement of this other information, we are required to report that fact.

We have nothing to report in this regard.

Matters on which we are required to report by exception

We have nothing to report in respect of the following matters in relation to which the Companies (Jersey) Law 1991 requires us to report to you if, in our opinion:

- adequate accounting records have not been kept, or returns adequate for our audit have not been received from branches not visited by us; or
- the financial statements not in agreement with the accounting records and returns; or
- we have not received all the information and explanations we require for our audit.

Responsibilities of directors

As explained more fully in the directors' report the directors are responsible for the preparation of the group financial statements and for being satisfied that they give a true and fair view, and for such internal control as the directors determine is necessary to enable the preparation of financial statements that are free from material misstatement, whether due to fraud or error.

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

Auditor's responsibilities for the audit of the financial statements

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

Irregularities, including fraud, are instances of non-compliance with laws and regulations. We design procedures in line with our responsibilities, outlined above, to detect material misstatements in respect of irregularities, including fraud. The extent to which our procedures are capable of detecting irregularities, including fraud is detailed below:

- We obtained an understanding of the group and the sector in which it operates to identify laws and regulations that could reasonably be expected to have a direct effect on the financial statements. We obtained our understanding in this regard through discussions with management, industry research, application of cumulative audit knowledge and experience of the sector. We also communicated relevant identified laws and regulations and potential fraud risks to all engagement team members including significant component audit teams, and remained alert to any indicators of fraud or non-compliance with laws and regulations throughout the audit.

- We determined the principal laws and regulations relevant to the group in this regard to be those arising from:
    - The Companies (Jersey) Law 1991
    - Disclosure and Transparency Rules
    - The Bribery Act 2010
    - Market Abuse Regulations
    - Anti Money Laundering Legislation
    - Local Tax and Employment Law
    - International Financial Reporting Standards ("IFRSs") as adopted by European Union ("EU")

- We designed our audit procedures to ensure the audit team considered whether there were any indications of non-compliance by the group with those laws and regulations. These procedures included, but were not limited to:
    - Making enquiries of management,
    - Reviewing of minutes,
    - Reviewing of accounting ledgers; and
    - Reviewing of RNS announcements

- As in all of our audits, we addressed the risk of fraud arising from management override of controls by performing audit procedures which included, but were not limited to: the testing of journals; reviewing accounting estimates for evidence of bias; and evaluating the business rationale of any significant transactions that are unusual or outside the normal course of business; and reviewing transactions through bank statements to identify potentially large and unusual transactions that do not appear to be in line with our understanding of the business operations. Aside from the non-rebuttable presumption of a risk of fraud arising from management override of controls, we did not identify any significant fraud risks.

Because of the inherent limitations of an audit, there is a risk that we will not detect all irregularities, including those leading to a material misstatement in the financial statements or non-compliance with regulation. This risk increases the more that compliance with a law or regulation is removed from the events and transactions reflected in the financial statements, as we will be less likely to become aware of instances of non-compliance. The risk is also greater regarding irregularities occurring due to fraud rather than error, as fraud involves intentional concealment, forgery, collusion, omission or misrepresentation.

A further description of our responsibilities for the audit of the financial statements is located on the Financial Reporting Council's website at: www.frc.org.uk/auditorsresponsibilities. This description forms part of our auditor's report.

Other matters which we are required to address

Non-audit services prohibited by the FRC's Ethical Standard were inadvertently provided by a PKF network firm to certain controlled undertakings of the group during the period covered by our audit engagement. These involved the provision of tax services to undertakings located in Malaysia. Once we were made aware of the provision of these non-permitted services by the PKF network firm, which had been undertaken without our knowledge or approval, we assessed the impact on our independence in accordance with the requirements of the FRC's Ethical Standard. In reviewing the nature of the inadvertent breach, specifically the services provided by PKF network firm and that the tax balances in question were immaterial to the group financial statements we concluded that this did not affect our professional judgement or our audit report. The work performed by the PKF network firm was not used for the purposes of our audit and the inadvertent provision of prohibited non-audit services was duly reported to those charged with governance. On this basis, we determined that our independence had not been compromised and we could continue to carry out the audit of the group.

Use of our report

This report is made solely to the company's members, as a body, in accordance with our engagement letter dated 19 April 2021. Our audit work has been undertaken so that we might state to the company's members those matters we are required to state to them in an auditor's report and for no other purpose. To the fullest extent permitted by law, we do not accept or assume responsibility to anyone, other than the company and the company's members as a body, for our audit work, for this report, or for the opinions we have formed.

Mark Ling (Engagement partner)	15 Westferry Circus
For and on behalf of PKF Littlejohn LLP	Canary Wharf
Registered Auditor	London E14 4HD

28 April 2022

CONSOLIDATED STATEMENT OF COMPREHENSIVE INCOME
FOR THE YEAR ENDED 31 DECEMBER 2021

	Notes	2021 US$'000	2020 US$'000 Re-presented
Continuing operations			
Revenue	5	**595**	**1,329**
Cost of sales	6	**(318)**	**(950)**
Gross profit		**277**	379
Other income	7	**5,677**	5,880
Administrative expenses	11	**(1,408)**	(1,393)
Other operating expenses	11	**(6,826)**	(9,441)
Loss on disposal of subsidiaries		**-**	(784)
Foreign exchange gain/(loss)	8	**345**	(1,140)
Operating loss		**(1,935)**	(6,499)
Finance income		**710**	2,105
Finance costs		**(3,621)**	(4,727)
Net finance costs	10	**(2,911)**	(2,622)
Net loss before taxation from continuing operations	11	**(4,846)**	(9,121)
Taxation	12	**(141)**	(187)
Loss for the year from continuing operations		**(4,987)**	(9,308)
Discontinued operations			
Loss for the year from discontinued operations	35	**(3,087)**	(4,208)
Loss for the year		**(8,074)**	(13,516)
Other comprehensive income/(loss), net of tax			
Items that are or may be reclassified subsequently to profit or loss			
Foreign currency translation differences for foreign operations	13	**(3,584)**	2,078
Total other comprehensive income for the year	13	**(3,584)**	2,078
Total comprehensive loss for the year		**(11,658)**	(11,438)

CONSOLIDATED STATEMENT OF COMPREHENSIVE INCOME (CONT'D)
FOR THE YEAR ENDED 31 DECEMBER 2021

	Notes	2021 US$'000	2020 US$'000 (Re-presented)
Loss attributable to:			
Equity holders of the parent company			
Loss for the year from continuing operations		**(3,850)**	(7,830)
Loss for the year from discontinued operations		**(1,632)**	(2,430)
Profit/(loss) for the year attributable to equity holders of the parent company	14	**(5,482)**	(10,260)
Non-controlling interests			
Loss for the year from continuing operations		**(1,137)**	(1,478)
Loss for the year from discontinued operations		**(1,455)**	(1,778)
Loss for the year attributable to non-controlling interests	15	**(2,592)**	(3,256)
Loss for the year		**(8,074)**	(13,516)
Total comprehensive loss attributable to:			
Equity holders of the parent company			
Loss for the year from continuing operations		**(5,960)**	(6,792)
Loss for the year from discontinued operations		**(2,719)**	(1,579)
Total comprehensive loss attributable to equity holders of the parent company		**(8,679)**	(8,371)
Loss for the year from continuing operations		**(1,080)**	(1,543)
Loss for the year from discontinued operations		**(1,899)**	(1,524)
Total comprehensive loss attributable to non-controlling interests		**(2,979)**	(3,067)
Total comprehensive loss for the year		**(11,658)**	(11,438)
Loss per share			
Basic and diluted (US cents)	14		
- from continuing operations		**(1.94)**	(3.94)
- from discontinued operations		**(0.82)**	(1.22)
		(2.76)	(5.16)

The notes to the financial statements form an integral part of the financial statements.

CONSOLIDATED STATEMENT OF FINANCIAL POSITION AS AT 31 DECEMBER 2021

	Notes	2021 US$'000	2020 US$'000 (Re-presented)
Non-current assets			
Property, plant and equipment	16	**104**	121
Intangible assets	17	**578**	578
Right of use	18	**1**	160
Deferred tax assets	19	**4,979**	5,111
Total non-current assets		**5,662**	5,970
Current assets			
Inventories	20	**147,048**	157,133
Trade and other receivables	21	**13,540**	14,999
Prepayments		**496**	206
Current tax assets		**781**	956
Assets held for sale	35	**14,466**	10,344
Cash and cash equivalents	22	**7,114**	5,388
Total current assets		**183,445**	189,026
TOTAL ASSETS		**189,107**	194,996
Equity			
Share capital	23	**10,601**	10,601
Share premium	24	**208,925**	208,925
Capital redemption reserve	25	**1,899**	1,899
Translation reserve	26	**(22,852)**	(19,655)
Accumulated losses		**(105,915)**	(100,433)
Shareholders' equity		**92,658**	101,337
Non-controlling interests	15	**(1,678)**	(6,877)
Total equity		**90,980**	94,460
Non-current liabilities			
Trade and other payable	27	**38,339**	39,789
Loans and borrowings	29	**-**	1
Total non-current liabilities		**38,339**	39,790
Current liabilities			
Trade and other payables	27	**13,824**	16,718
Amount due to non-controlling interests	28	**1,952**	1,906
Loans and borrowings	29	**1,695**	1,922
Medium term notes	30	**42,317**	40,200
Current tax liabilities		**-**	-
Total current liabilities		**59,788**	60,746
Total liabilities		**98,127**	100,536
TOTAL EQUITY AND LIABILITIES		**189,107**	194,996

The financial statements were approved on 28 April 2022 and authorised for issue by the Board and were signed on its behalf by

THOMAS HOLLAND	**HELEN SIU MING WONG**
Director	Director

28 April 2022

The notes to the financial statements form an integral part of the financial statements.

CONSOLIDATED STATEMENT OF CHANGES IN EQUITY
FOR THE YEAR ENDED 31 DECEMBER 2021

Consolidated	Redeemable Ordinary Shares US$'000	Management Shares US$'000	Share Premium US$'000	Capital Redemption Reserve US$'000	Translation Reserve US$'000	Accumulated Losses US$'000	Total Equity Attributable to Equity Holders of the Parent US$'000	Non-Controlling Interests US$'000	Total Equity US$'000
Balance at 1 January 2020 (re-presented)	**10,601**	**-**	**208,925**	**1,899**	**(21,644)**	**(90,135)**	**109,646**	**(3,848)**	**105,798**
Changes in ownership interests in subsidiaries (Note 31)	-	-	-	-	-	(38)	(38)	38	-
Non-controlling interests contribution	-	-	-	-	-	-	-	-	-
Loss for the year	-	-	-	-	-	(10,260)	(10,260)	(3,256)	(13,516)
Total other comprehensive loss for the year	-	-	-	-	1,889	-	1,889	189	2,078
Total comprehensive loss for the year	-	-	-	-	1,889	(10,260)	(8,371)	(3,067)	(11,428)
Disposal of subsidiaries	-	-	-	-	100	-	100	-	100
As at 31 December 2020/ 1 January 2021 (re-presented)	**10,601**	**-#**	**208,925**	**1,899**	**(19,655)**	**(100,433)**	**101,337**	**(6,877)**	**94,460**
Changes in ownership interests in subsidiaries (Note 31)	-	-	-	-	-			(341)	(341)
Non-controlling interests contribution	-	-	-	-	-	-	-	8,519	8,519
Loss for the year	-	-	-	-	-	(5,482)	(5,482)	(2,592)	(8,074)
Total other comprehensive loss for the year	-	-	-	-	(3,197)	-	(3,197)	(387)	(3,584)
Total comprehensive loss for the year	-	-	-	-	(3,197)		(8,679)	(2,979)	(11,658)
Disposal of subsidiaries	-	-	-	-		-		-	
Shareholders' equity at 31 December 2021	**10,601**	**-#**	**208,925**	**1,899**	**(22,852)**	**(105,915)**	**92,658**	**(1,678)**	**90,980**

Represents 2 management shares at US$0.05 each

The notes to the financial statements form an integral part of the financial statements.

CONSOLIDATED STATEMENT OF CASH FLOWS
FOR THE YEAR ENDED 31 DECEMBER 2021

	2021 US$'000	2020 (Re-presented) US$'000
Cash Flows from Operating Activities		
Net loss before taxation		
- Continuing operations	**(4,846)**	(9,121)
- Discontinued operation	**(3,087)**	(4,208)
Finance income	**(710)**	(3,323)
Finance costs	**3,621**	11,151
Loss on disposal of subsidiaries	**-**	784
Unrealised foreign exchange gain	**(346)**	(546)
Depreciation of property, plant and equipment and right-of-use asset	**207**	479
Operating loss before changes in working capital	**(5,161)**	(4,784)
Changes in working capital:		
Decrease in inventories	**4,660**	856
Increase in trade and other receivables and prepayments	**(3,341)**	(3,167)
(Decrease)/Increase in trade and other payables	**(2,324)**	8,164
Cash (used in)/generated from operations	**(6,166)**	1,069
Interest paid	**(3,618)**	(9,932)
Tax paid	**(46)**	(2,309)
Net cash used in operating activities	**(9,830)**	(11,172)
Cash Flows From Investing Activities		
Purchase of property, plant and equipment	**(42)**	(39)
Proceeds from disposal of subsidiaries	**-**	3,936
Finance income received	**710**	3,013
Net cash from investing activities	**668**	6,910

CONSOLIDATED STATEMENT OF CASH FLOWS (CONT'D)
FOR THE YEAR ENDED 31 DECEMBER 2021

	2021 US$'000	2020 (Re-presented) US$'000
Cash Flows From Financing Activities		
Advances (from)/to non-controlling interests	**121**	728
Issuance of ordinary share of subsidiaries to non-controlling interests	**8,519**	-
Repayment of finance lease liabilities	**(163)**	(463)
Repayment of loans and borrowings	**-**	(4,879)
Drawdown of loans and borrowings and Medium Term Notes	**3,559**	6,526
Net increase/(decrease) in pledged deposits for loans and borrowings and Medium Term Notes	**-**	75
Net cash generated from financing activities	**12,036**	1,987
Net changes in cash and cash equivalents during the year	**2,874**	(2,275)
Effect of changes in exchange rates	**(1,148)**	48
Cash and cash equivalents at the beginning of the year		7,615
Cash and cash equivalents at the end of the year (i)	**7,114**	5,388

(i) Cash and Cash Equivalents
Cash and cash equivalents included in the consolidated statement of cash flows comprise the following consolidated statement of financial position amounts:

	2021 US$'000	2020 (Re-presented) US$'000
Cash and bank balances	**4,644**	2,871
Short term bank deposits	**2,470**	2,517
	7,114	5,388
Less: Deposits pledged (ii)	**(2,470)**	(2,240)
Cash and cash equivalents	**4,644**	3,148

(ii) Included in short term bank deposits and cash and bank balance is US$2,470,000 (2020 (re-presented): US$2,240,000) pledged for loans and borrowings and Medium Term Notes of the Group.

The notes to the financial statements form an integral part of the financial statements.

NOTES TO THE FINANCIAL STATEMENTS

1 GENERAL INFORMATION

Aseana Properties Limited (the "Company") was incorporated in Jersey as a limited liability par value company. The Company's registered office is 12 Castle Street, St Helier, Jersey JE2 3RT.

The consolidated financial statements comprise the financial information of the Company and its subsidiary undertakings (together the "Group"). Details of the entities of the Group are described in Note 33.

The principal activities of the Group are development of upscale residential and hospitality projects, sale of development land and operation and sale of hotel, mall and hospital assets in Malaysia and Vietnam. It is currently carrying out its divestment program which consists of selling the Group's assets, repaying its debts and distributing the remaining proceeds to its shareholders.

The financial statements are presented in US Dollar ("US$"), which is the Group's presentation currency. All financial information is presented in US$ and has been rounded to the nearest thousand (US$'000), unless otherwise stated.

2 BASIS OF PREPARATION

The financial statements of the Group have been prepared in accordance with International Financial Reporting Standards ("IFRSs") as adopted by European Union ("EU"), and IFRIC interpretations issued, and effective, or issued and early adopted, at the date of these financial statements.

As permitted by Companies (Jersey) Law 1991 only the consolidated financial statements are presented.

The preparation of financial statements in conformity with IFRS requires the use of estimates and assumptions that affect the reported amounts of assets and liabilities at the date of the financial statements and the reported amounts of expenses during the reporting period. Although these estimates are based on management's best knowledge of the amount, event or actions, actual results ultimately may differ from those estimates. The Board has reviewed the accounting policies set out below and considers them to be the most appropriate to the Group's business activities.

A disposal group qualifies as a discontinued operation if it is a component of an entity that either has been disposed of, or is classified as held for sale and:

(a) represents a separate major line of business or geographical area of operations;
(b) is part of a single co-ordinated plan to dispose of a separate major line of business or geographic area of operations; or
(c) is a subsidiary acquired exclusively with a view to resale.

Discontinued operations are excluded from the results of continuing operations and are presented as a single amount as profit or loss after tax from discontinued operations in the income statement. Comparatives are also re-presented to reclassify disposed businesses or held for sale businesses which meet the criteria for discontinued operations.

2.1 Going Concern

The financial statements have been prepared on the historical cost basis and on the assumption that the Group is a going concern.

The Directors expect to raise sufficient funds to finance the operation of the Group's existing projects via the disposal of its development assets in East Malaysia, its existing units of condominium inventories at The RuMa Residences in West Malaysia, and through the disposals of the Sandakan hotel asset (formerly Four Points Sheraton Sandakan Hotel), the Harbour Mall Sandakan and the RuMa Hotel.

During the year, the Group announced the sale of our two assets in Vietnam to our local partner and the transaction was pending completion as at 31 December 2021. Moreover, in September 2021, the Group also announced the sale of the 58 unsold residences at the RuMa Hotel & Residences in Kuala Lumpur, this sale process is still ongoing.

The COVID-19 pandemic and the movement control orders ("MCO") imposed by both governments of Malaysia and Vietnam continue to adversely impact the interest of prospective buyers for our remaining assets. These MCOs virtually eliminated foreign travel into both of those countries and severely curtailed the internal movement of their citizens. The impact on tourism and hospitality related businesses such as our hotel in Kuala Lumpur and our retail mall in Sandakan was negatively affected. In addition, detailed due diligence and site visits by prospective buyers became impossible and sales interest therefore stalled.

Given the difficulties of engaging with prospective buyers during the MCO in Malaysia, the Directors decided to "roll-over" the medium term notes ("MTN's) which were due to expire on 8 December 2021. The "roll-over" of the MTN's was completed prior to the expiry date and now has a maturity date of 8 December 2022. The notes are "AAA" rated and secured by two completed inventories of the Group with carrying amount of US$57 million as at 31 December 2021.

The Group also has significant borrowings in Vietnam secured by the City International Hospital and adjacent development lands. The Directors expect to repay the borrowings via the sale of the hospital and its adjacent land in Vietnam, or to re-structure the repayment dates of the borrowings or to re-finance the loan. As noted in the section "Financial Review", the sale of the Vietnam assets was announced on 25 August 2021.

The Group has prepared and considered prospective financial information based on assumptions and events (including effect of the COVID-19 pandemic) that may occur for at least 12 months from the date of approval of the financial statements and the possible actions to be taken by the Group. Prospective financial information includes the Group's profit and cash flow forecasts for the ongoing projects.

In preparing the cash flow forecasts, the Directors have considered the availability of cash, adequacy of bank loans and medium term notes and also the refinancing of the medium term notes (as described in Notes 29 and 30). The Directors believe that the business will be able to realise its assets and discharge its liabilities in the normal course of business for at least 12 months from the date of the approval of these financial statements.

On 7 May 2020, the Group announced that it was considering proposals to demerge certain assets held by the Group in exchange for the buyback and cancellation of a significant percentage of the issued ordinary shares of US$0.05 each in the capital of the Company (“De-Merger”). The De-Merger transaction would have resulted in approximately 50% in aggregate of the outstanding shares in the Company being bought back from Ireka Corporation Berhad (“ICB”) and its concert party Legacy Essence Limited (“Legacy Essence”) along with certain other shareholders (the “Participating Shareholders”). The consideration would have been an in specie distribution of certain assets owned by the Group to the Participating Shareholders together with a balancing cash payment from Participating Shareholders to the Group to reflect the relative value of the assets to be distributed and the value of the shareholding of the Participating Shareholders as at the date of the buyback. The Group assessed the net book value of the Group's assets for the purposes of the transaction based on the unaudited net asset value as at 31 December 2019 and had agreed with Ireka that adjustments should be made, where appropriate, to reflect the settlement of potential claims that the Group may have had against Ireka or its group companies in connection with the Group's projects, including the settlement of amounts owing by a subsidiary of Ireka to the Group relating to the construction of The RuMa Hotel and Residences in Kuala Lumpur ("RuMa"). However on 8 February 2021, the De-Merger transaction was cancelled as the banks that had financed the construction of certain of the Company’s assets would not give their approval for it to proceed.

Following the termination of the De-Merger Transaction the business plan remained unchanged and the Directors anticipate the sale of the Group’s remaining assets, comprising of the hospital and adjacent development lands in Ho Chi Minh City, the hotel asset and shopping mall in Sandakan, a plot of development land in Kota Kinabalu and the hotel in Kuala Lumpur, can be sold as COVID-19 related movement restrictions ease in both Malaysia and Vietnam. These asset sales will collectively enable the repayment of the Group’s bank debts as or before they fall due.

In addition, as described in Note 2.1.1 below, on 28 May 2021, shareholders voted to extend the life of the Company by a further two years to May 2023 and a further dis-continuation vote will be put to shareholders by the end of May 2023.

After considering the forecasts and the business risks, there is no certainty the divestment of certain assets will be completed as planned and the loans and borrowing can be discharged in a timely manner. These conditions indicate the existence of a material uncertainty which may cast significant doubt about the Group and the Company’s ability to continue as a going concern.

The Directors have a reasonable expectation that the Group has adequate resources to continue in operational existence for the foreseeable future. For these reasons, they continue to adopt the going concern basis of accounting in preparing the annual financial statements.

2.1.1 May 2021 Resolution

At a general meeting of the Company held on 28 May 2021, Shareholders voted in favour of the Board’s proposals to reject the 2021 Discontinuation Resolution and enabled the Company to continue to pursue the new divestment strategy rather than placing the Company into liquidation. This should enable the realisation of the Company's assets in a controlled, orderly and timely manner, with the objective of achieving a balance between periodically returning cash to Shareholders and maximising the realisation value of the Company's investments.

2.2 Statement of Compliance

A number of new standards and amendments to standards and interpretations have been issued by International Accounting Standards Board but are not yet effective and in some cases have not yet been adopted by the EU. The Directors do not expect that the adoption of these standards will have a material impact on the financial statements of the Group in future periods.

2.3 Use of estimates and judgements

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

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

Information about critical judgements in applying accounting policies that have the most significant effect on the amounts recognised in the consolidated financial statements are discussed below:

(a) Going concern

The Extraordinary General Meeting that was held on 28 May 2021 extended the Company's life until May 2023 and the Directors anticipate holding a similar vote at that time. It is too early to be able to forecast how the Company's shareholders will vote on a continuation resolution which would be a special resolution needing to be passed by two-thirds majority of those voting. The Company and the Group continue to adopt the going concern basis in preparing the financial statements.

As described in Note 2.1 the Directors consider the Company to be a going concern while the Directors continue with the agreed divestment and realisation process in an orderly manner under their control and they expect to be able to continue to meet all finance obligations as they fall due.

(b) Net realisable value of inventories

The Group assesses the net realisable value of inventories under development, land held for development and completed properties held for sale according to their recoverable amounts based on the realisability of these properties, taking into account estimated costs to completion based on past experience and committed contracts and estimated net sales based on prevailing market conditions supported by external valuations. Provision is made when events or changes in circumstances indicate that the carrying amounts at completion of development may exceed net realisable value. The assessment requires the use of judgement and estimates in relation to factors such as sales prices, comparable market transactions, occupancy levels, projected growth rates, and discount rates.

The COVID-19 pandemic began in late 2019 and continues to this day, during this period, many countries implemented varying degrees of lockdown or movement control measures in attempt to contain the spread of infections. The pandemic and the lockdown measures has made significant impact to different industries and businesses worldwide.

In determining market values of the Group's inventories, valuers typically take into account the prevailing economy as one of the factors. However, any such snapshot at the end of 2021 would inevitably reflect the negative effects of the global pandemic and lockdown measures implemented by governments. As such, the management of the Group believed that the market values indicated by valuations for the year ended 31 December 2021 only represented a worst-case scenario; these were not reflective of an orderly market nor the objectives of the Group as a going concern; the management believed that the valuations as at 31 December 2021 were more reflective of an orderly market condition without the COVID-19 pandemic and its effects.

As described in Note 2.1.1, the shareholders of the Group had voted to support the Group to sell its assets in a controlled manner in order to maximize shareholder value, the Board will not sell at prices below their carrying amounts as at 31 December 2021. Therefore, the management believe that the various assumptions used to prepare the valuations for the year ended 31 December 2021 are still relevant and appropriate for the sale condition.

The methods and key assumptions in relation to the calculation of the net realisable value of inventories are described in Note 20. At 31 December 2021, the carrying value of inventories were approximately US$147 million (31 December 2020 (re-presented): US$157 million).

(c) Revenue – sale and leaseback arrangements

The Group entered into agreements with the buyers of The RuMa Hotel Suites in a sale and leaseback arrangement. The sold hotel suites will be leased back to the Group for the hotel operation over the lease term period of 10 years.

The Group considers that the control of the sold hotel suites, under the sale and leaseback arrangement, has yet to be transferred to the buyer and the transfer of the asset is therefore not a sale. No revenue is recognised in the financial statements.

The nature of this leaseback transaction represents, in substance, a temporary financing arrangement. Any contractual payment made to the buyer was recognised as finance costs. The proceeds of the revenue received from these buyers were recognised as amounts owed to contract buyers, amounted to US$38 million and is disclosed in Note 27.

(d) Classification of assets as inventory

The Directors apply judgements in determining the classification of the properties held by the Group. As the Group's principal activity is property development, the Group continues to classify its completed developments, namely the hotel, mall and hospital as inventories, in line with the Group's intention to dispose of these assets rather than hold them for rentals or capital appreciation. The Group operates these inventories temporarily to stabilise its operation while seeking a potential buyer.

As described in the Notes 3.3(c) and (d), as a result of this classification all income generating from the operations of these developments is recognised as other income in Note 6.

(e) Impairment of licence contracts and related relationships

Licence contracts and related relationships represent the rights to develop the International Healthcare Park venture with the lease period ending on 9 July 2077.

The Group assesses the recoverable amount of licence contracts and related relationships by reference to the realisability of the properties of which the licence contracts and related relationships is attached (refer to Notes 2.3(b) and 17). The assessment requires the use of judgement and estimates in relation to factors such as sales prices and comparable market transactions.

The Group derecognises licence contracts and related relationships when a component of the venture is disposed of.

(f) Pandemic of Coronavirus Disease 2019 (COVID-19)

The current outbreak of COVID-19 pandemic has resulted in the occurrence of a multitude of associated events such as temporary closing of businesses, travel restrictions and quarantine measures across the globe. These measures and policies affect supply chains and the production of goods and services and lower economic activity which is likely to result in reduced demand for the Group's goods and services. The Group exercises judgement, in light of all facts and circumstances, to assess what event in this series of events provides additional evidence about the condition that existed at the reporting date and therefore affects the recognition and measurement of the Group's assets and liabilities at 31 December 2021.

3 SIGNIFICANT ACCOUNTING POLICIES

3.1 Basis of Consolidation

(a) Business combinations

Business combinations are accounted for using the acquisition method as at the acquisition date, which is the date on which control is transferred to the Group. For new acquisitions, the Group measures the cost of goodwill at the acquisition date as:

- the fair value of the consideration transferred; plus
- the recognised amount of any non-controlling interests in the acquiree; plus

- if the business combination is achieved in stages, the fair value of the existing equity interest in the acquiree; less
- the net recognised amount (generally fair value) of the identifiable assets acquired and liabilities assumed.

When the excess is negative, a bargain purchase gain is recognised immediately in profit or loss. The consideration transferred does not include amounts related to the settlement of pre-existing relationships. Such amounts generally are recognised in profit or loss.

Transaction costs related to the acquisition, other than those associated with the issue of debt or equity securities, that the Group incurs in connection with a business combination are expensed as incurred.

Any contingent consideration payable is measured at fair value at the acquisition date. If the contingent consideration is classified as equity, then it is not remeasured and settlement is accounted for within equity.

Otherwise, subsequent changes in the fair value of the contingent consideration are recognised in profit or loss.

(b) Subsidiaries

Subsidiaries are entities controlled by the Group. The financial information of subsidiaries are included in the consolidated financial statements from the date that control commences until the date that control ceases.

The accounting policies of subsidiaries have been changed when necessary to align them with the policies adopted by the Group.

The Group controls an entity when it is exposed, or has rights, to variable returns from its involvement with the entity and has the ability to affect those returns through its power over the entity. Potential voting rights are considered when assessing control only when such rights are substantive. The Group also considers it has de facto power over an investee when, despite not having the majority of voting rights, it has the current ability to direct the activities of the investee that significantly affect the investee's return.

(c) Transactions eliminated on consolidation

Intra-group balances and transactions, and any unrealised income and expenses arising from intra-group transactions, are eliminated in preparing the consolidated financial statements. Unrealised gains arising from transactions with equity-accounted investees are eliminated against the investment to the extent of the Group's interest in the investee. Unrealised losses are eliminated in the same way as unrealised gains, but to the extent that there is no evidence of impairment.

(d) Acquisition of non-controlling interests

Acquisitions of non-controlling interests are accounted for as transactions with owners in their capacity as owners and therefore no goodwill is recognised as a result. Adjustments to non-controlling interests arising from transactions that do not involve the loss of control are based on a proportionate amount of the net assets of the subsidiary.

3.2 Foreign Currencies

(a) Foreign currency transactions

The consolidated financial statements are presented in United States Dollar ("US$"), which is the Group's presentation currency. Each entity in the Group determines its own functional currency and items included in the financial statements of each entity are measured using that functional currency. Transactions in foreign currencies are translated to the respective functional currencies of the Group entities at exchange rates at the dates of the transactions. Monetary assets and liabilities denominated in foreign currencies at the reporting date are retranslated to the functional currency at the exchange rate at that date.

Non-monetary assets and liabilities denominated in foreign currencies that are measured at fair value are retranslated to the functional currency at the exchange rate at the date that the fair value was determined. Non-monetary items in a foreign currency that are measured in terms of historical cost are translated using the exchange rate at the date of the transaction. Foreign currency differences arising on retranslation are recognised in profit or loss, except for differences arising on the retranslation of available-for-sale equity investments, which are recognised in other comprehensive income.

(b) Foreign operations

The assets and liabilities of foreign operations, including goodwill and fair value adjustments arising on acquisition, are translated to US$ at exchange rates at the reporting date. The income and expenses of foreign operations are translated to US$ at exchange rates at the dates of the transactions.

Foreign currency differences are recognised in other comprehensive income and presented in the foreign currency translation reserve ("translation reserve") in equity. However, if the foreign operation is a non-wholly owned subsidiary, then the relevant proportionate share of the translation difference is allocated to the non-controlling interest. When a foreign operation is disposed of such that control, significant influence or joint control is lost, the cumulative amount in the translation reserve related to that foreign operation is reclassified to profit or loss as part of the gain or loss on disposal. When the Group disposes of only part of its interest in a subsidiary that includes a foreign operation while retaining control, the relevant proportion of the cumulative amount is reattributed to non-controlling interest. When the Group disposes of only part of its investment in an associate that includes a foreign operation while retaining significant influence or joint control, the relevant proportion of the cumulative amount is reclassified to profit or loss.

When the settlement of a monetary item receivable from or payable to a foreign operation is neither planned nor likely in the foreseeable future, foreign exchange gains and losses arising from such a monetary item are considered to form part of a net investment in a foreign operation and are recognised in other comprehensive income, and presented in the translation reserve in equity.

3.3 Revenue Recognition and Other Income

Revenue is recognised to the extent that it is probable that the economic benefits will flow to the Group and the revenue can be reliably measured. The following specific recognition criteria must also be met before revenue is recognised:

(a) Sale of completed properties

Revenue from sale of completed properties is recognised when effective control of ownership of the properties is transferred to the purchasers which is when the completion certificate or occupancy permit has been issued.

(b) Sale of development properties

Revenue from sale of development properties is recognised as and when the control of the asset is transferred to the buyer and it is probable that the Group will collect the consideration to which it will be entitled in exchange for the asset that will be transferred to the buyer. In light of the terms of the contract and the laws that apply to the contract, control of the asset is transferred over time as the Group's performance does not create an asset with an alternative use to the Group and the Group has an enforceable right to payment for performance completed to date.

Revenue is recognised over the period of the contract by reference to the progress towards complete satisfaction of that performance obligation. This is determined based on the actual cost incurred to date to estimated total cost for each contract.

Where the outcome of a contract cannot be reliably estimated, revenue is recognised to the extent of contract costs incurred that are likely to be recoverable. Contract costs are recognised as expenses in the period in which they are incurred.

When it is probable that total contract costs will exceed total contract revenue, the expected loss is recognised as an expense immediately.

(c) Rental income

Rental income is recognised in profit or loss on a straight-line basis over the lease term. Lease incentives granted are recognised as an integral part of the total rental income, over the term of the lease. Rental income is recognised as other income.

(d) Income from hotel, hospital and mall operations

Income from hospital operations which include healthcare support services and medicine and medical services is recognised in the profit or loss net of service tax and discounts as and when services are rendered. Income from hospital operations is recognised as other income.

Income from the hotel operations, which include provision of rooms, food and beverage, other departments sales and laundry service fees are recognised when services are rendered. Income from hotel operations is recognised as other income.

Income from mall operations is recognised in profit or loss on a straight-line basis over the term of the lease. Lease incentives granted are recognised as an integral part of the total rental income, over the term of the lease. Where a rent-free period is included in a lease, the rental income foregone is allocated evenly over the period from the date the lease commencement to the earliest termination date. Income from mall operations is recognised as other income.

(e) Interest income

Interest income is recognised as it accrues using the effective interest method in profit or loss except for interest income arising from temporary investment of borrowings taken specifically for the purpose of obtaining a qualifying asset which is accounted for in accordance with the accounting policy on borrowing costs.

3.4 Property, Plant and Equipment

All property, plant and equipment are stated at cost less depreciation unless otherwise stated. Cost includes all relevant external expenditure incurred in acquiring the asset.

The estimates for the residual values, useful lives and related depreciation charges for the property and equipment are based on commercial factors which could change significantly as a result of technical innovations and competitors' actions in response to the market conditions. The Group anticipates that the residual values of its property and equipment will be insignificant. As a result, residual values are not being taken into consideration for the computation of the depreciable amount. Changes in the expected level of usage and technological development could impact the economic useful lives and the residual values of these assets, therefore future depreciation charges could be revised. The carrying amount of property and equipment as at the reporting date is disclosed in Note 16 to the financial statements.

The cost of property, plant and equipment recognised as a result of a business combination is based on fair value at acquisition date. The fair value of property is the estimates amount for which a property could be exchanged between knowledgeable willing parties in an arm's length transaction after proper marketing wherein the parties had each acted knowledgeably, prudently and without compulsion. The fair value of other items of plant and equipment is based on the quoted market prices for similar items when available and replacement cost when appropriate.

Depreciation of property, plant and equipment is calculated using the straight-line method to allocate cost to their residual values over their estimated useful lives, as follows:

- Furniture, Fittings & Equipment 4 – 33⅓%
- Motor Vehicles 20%

- Leasehold Building 4 - 10%

The assets' residual values and useful lives are reviewed, and adjusted if appropriate, at the end of each reporting period.

An asset's carrying amount is written down immediately to its recoverable amount if the asset's carrying amount is greater than its estimated recoverable amount as described in Note 3.10(b).

The gain or loss on disposal of an item of property, plant and equipment is determined by comparing the proceeds from disposal with the carrying amount of property, plant and equipment and is recognised net within "other income" and "other operating expenses" respectively in profit or loss.

3.5 Income Tax

Income tax expense comprises current tax and deferred tax. Current tax and deferred tax is recognised in profit or loss except to the extent that it relates to a business combination, or items recognised directly in equity or in other comprehensive income.

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

Deferred tax is recognised using the liability method, providing for temporary differences between the carrying amounts of assets and liabilities in the statement of financial position and their tax bases. Deferred tax is not recognised for the following temporary differences: the initial recognition of goodwill, and the initial recognition of assets or liabilities in a transaction that is not a business combination and that affects neither accounting nor taxable profit or loss. 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 end of the reporting period.

Deferred tax assets and liabilities are offset if there is a legally enforceable right to offset current tax liabilities and assets, and they relate to taxes levied by the same tax authority on the same taxable entity, or on different tax entities, but they intend to settle current tax liabilities and assets on a net basis or their tax assets and liabilities will be realised simultaneously.

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

3.6 Financial Instruments

(a) Non-derivative financial assets

The Group initially recognises loans and receivables and deposits on the date that they are originated. All other financial assets are recognised initially on the trade date, which is the date that the Group becomes a party to the contractual provisions of the instrument.

Financial assets and liabilities are offset and the net amount presented in the statement of financial position when, and only when, the Group has a legal right to offset the amounts and intends either to settle on a net basis or to realise the asset and settle the liability simultaneously.

The Group classifies non-derivative financial assets into the following categories: loans and receivables.

(i) Loans and receivables

Loans and receivables are held with an objective to collect contractual cash flows which are solely payments of principal and interest on the principal amount outstanding. Such assets are recognised initially at fair value plus any directly attributable transaction costs. Subsequent to initial recognition, loans and receivables are measured at amortised cost using the effective interest method, less any impairment losses. Loans and receivables comprise cash and cash equivalents and other receivables.

Trade receivables are recognised initially at the transaction price and subsequently measured at amortised cost, less any impairment losses.

(b) Non-derivative financial liabilities

All financial liabilities are recognised initially on the trade date, which is the date that the Group becomes a party to the contractual provisions of the instrument.

The Group derecognises a financial liability when the contractual obligations are discharged, cancelled or expire.

Financial assets and liabilities are offset and the net amount presented in the statement of financial position when, and only when, the Group has a legal right to offset the amounts and intends either to settle on a net basis or to realise the asset and settle the liability simultaneously.

The Group classifies non-derivative financial liabilities into other financial liability category. Such financial liabilities are recognised initially at fair value plus any directly attributable transaction costs.

Subsequent to initial recognition, these financial liabilities are measured at amortised cost using the effective interest method.

Other financial liabilities comprise loans and borrowings, bank overdrafts, and trade and other payables.

Accounting for interest income and finance cost are discussed in Notes 3.3 (e) and 3.12 respectively.

(c) De-recognition

A financial asset or part of it is derecognised when, and only when, the contractual rights to the cash flows from the financial asset expire or the financial asset is transferred to another party without retaining control or substantially all risks and rewards of the asset. On de-recognition of a financial asset, the difference between the carrying amount and the sum of the consideration received (including any new asset obtained less any new liability assumed) and any cumulative gain or loss that had been recognised in equity is recognised in profit or loss.

A financial liability or a part of it is derecognised when, and only when, the obligation specified in the contract is discharged or cancelled or expire. On de-recognition of a financial liability, the difference between the carrying amount of the financial liability extinguished or transferred to another party and the consideration paid, including any non-cash assets transferred or liabilities assumed, is recognised in profit or loss.

3.7 Cash and Cash Equivalents

Cash and cash equivalents comprise cash on hand and at bank, deposits held at call and short term highly liquid investments that are subject to an insignificant risk of changes in value and are used by the Group in the management of their short term commitments. Bank overdrafts are included within borrowings in the current liabilities section on the statement of financial position. For the purpose of the statement of cash flows, cash and cash equivalents are presented net of bank overdrafts and pledged deposits.

3.8 Intangible Assets

Intangible assets comprise licence contracts and related relationships and goodwill.

(a) Licence Contracts and Related Relationships

On acquisition, value is attributable to non-contractual relationships and other contracts of long-standing to the extent that future economic benefits are expected to flow from the relationships. Licence contracts and related relationships represent the rights to develop the International Healthcare Park venture with the lease period ending on 9 July 2077. Acquired licence contracts and related relationships have finite useful lives.

Subsequent measurement
When a component of the project to which the licence contracts and related relationships is disposed of, the part of the carrying amount of the licence contracts and related relationships that has been allocated to the component is recognised in profit or loss. The licence contracts and related relationships are tested for impairment when there is an indicator of impairment. The Group assesses the recoverable amount of licence contracts and related relationships by reference to the realisability of the

properties of which the licence contracts and related relationship is attached to (refer to Notes 2.3(b), 18 and 21).

(b) Goodwill

Goodwill that arises upon the acquisition of subsidiaries is included in intangible assets. For the measurement of goodwill at initial recognition, refer to Note 3.1(a). Goodwill is tested for impairment when there is an indicator of impairment. The Group assesses the recoverable amount of goodwill by reference to the realisability of the properties of which the goodwill is attached to (refer to Note 17).

Where it is not possible to estimate the recoverable amount of an intangible asset, the impairment test is carried out on the smallest Group of assets to which it belongs for which there are separately identifiable cash flows; its Cash Generating Units ('CGUs'). Goodwill is allocated on initial recognition to each of the Group's CGUs that are expected to benefit from a business combination that gives rise to the goodwill. Impairment charges would be included in profit or loss, except to the extent they reverse gains previously recognised in other comprehensive income. An impairment loss recognised for goodwill is not reversed.

The carrying values of assets, other than those to which IAS 36-Impairment of Assets does not apply, are reviewed at the end of each reporting period for impairment when an annual impairment assessment is compulsory or there is an indication that the assets might be impaired. Impairment is measured by comparing the carrying values of the assets with their recoverable amounts. When the carrying amount of an asset exceeds its recoverable amount, the asset is written down to its recoverable amount and an impairment loss shall be recognised. The recoverable amount of an asset is the higher of the asset's fair value less costs to sell and its value in use, which is measured by reference to discounted future cash flows using a pre-tax discount rate that reflects current market assessments of the time value of money and the risks specific to the asset. Where it is not possible to estimate the recoverable amount of an individual asset, the Group determines the recoverable amount of the cash-generating unit to which the asset belongs.

An impairment loss is recognised in profit or loss immediately unless the asset is carried at its revalued amount. Any impairment loss of a revalued asset is treated as a revaluation decrease to the extent of a previously recognised revaluation surplus for the same asset. Any impairment loss recognised in respect of a cash-generating unit is allocated first to reduce the carrying amounts of the other assets in the cash-generating unit on a pro rata basis.

3.9 Inventories

Inventories comprise land held for property development, work-in-progress and stock of completed units.

Inventories are stated at the lower of cost and net realisable value. Net realisable value represents the estimated net selling price in the ordinary course of business, less estimated total costs of completion and the estimated costs necessary to make the sale (refer to Note 2.3(b)).

Land held for property development consists of reclaimed land, freehold land, leasehold land and land use rights on which development work has not been commenced along with related costs on activities that are necessary to prepare the land for its intended use. Land held for property development is transferred to work-in-progress when development activities have commenced.

Work-in-progress comprises all costs directly attributable to property development activities or that can be allocated on a reasonable basis to these activities.

Upon completion of development, unsold completed development properties are transferred to stock of completed units.

3.10 Impairment

(a) Loans and receivables

The Group considers evidence of impairment for loans and receivables at a specific asset level. All individually significant receivables are assessed for specific impairment.

An impairment loss in respect of loans and receivables is recognised in profit or loss and is measured as the difference between the asset's carrying amount and the present value of estimated future cash flows (excluding future credit losses that had not been incurred) discounted at the asset's original effective interest rate. The carrying amount of the asset is reduced and the loss is recognised in the statement of comprehensive income within administrative expenses.

When a subsequent event (e.g. repayment by a debtor) causes the amount of impairment loss to decrease, the decrease in impairment loss is reversed through profit or loss. The impairment loss is reversed, to the extent that the debtor's carrying amount does not exceed what the carrying amount would have been had the impairment not been recognised at the date the impairment is reversed.

(b) Non-financial assets

The carrying amounts of non-financial assets (except for inventories and deferred tax asset) are reviewed at the end of each reporting date to determine whether there is any indication of impairment.

If any such indication exists, then the asset's recoverable amount is estimated. For the purpose of impairment testing, assets are grouped together into the smallest group of assets that generates cash inflows from continuing use that are largely independent of the cash inflows of other assets or groups of assets (the "cash-generating unit"). The goodwill acquired in a business combination, for the purpose of impairment testing, is allocated to cash-generating units that are expected to benefit from the synergies of the combination. Goodwill is tested for impairment on an annual basis.

The recoverable amount of an asset or cash-generating unit is the greater of its value in use and its fair value less costs to sell. 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.

An impairment loss is recognised if the carrying amount of an asset or its cash-generating unit exceeds its recoverable amount.

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

An impairment loss in respect of goodwill is not reversed. For other assets, impairment losses recognised in prior periods are assessed at the end of each reporting period for any indications that the loss has decreased or no longer exists. An impairment loss is reversed if there has been a change in the estimates used to determine the recoverable amount since the last impairment loss was recognised. An impairment loss is reversed only to the extent that the asset's 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. Reversals of impairment losses are credited to profit or loss in the year in which the reversals are recognised.

(c) Equity instruments

Instruments classified as equity are measured at cost on initial recognition and are not re-measured subsequently.

(i) Ordinary shares

Ordinary shares are redeemable only at the Company's options and are classified as equity. Distributions thereon are recognised as distributions within equity.

(ii) Management shares

Management shares are classified as equity and are non-redeemable.

3.11 Employee Benefits

(a) Short-term employee benefits

Short-term employee benefit obligations in respect of salaries, annual bonuses, paid annual leave and sick leave are measured on an undiscounted basis and are expensed as the related service is provided.

A liability is recognised for the amount expected to be paid under short-term cash bonus or profit-sharing plans if 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.

(b) State plans

Certain companies in the Group maintain a defined contribution plan in Malaysia and Vietnam for providing employee benefits, which is required by laws in Malaysia and Vietnam respectively. The retirement benefit plan is funded by contributions from both the employees and the companies to the employees' provident fund. The Group's contributions to employees' provident fund are charged to profit or loss in the year to which they relate.

3.12 Finance Costs

Finance costs directly attributable to the acquisition, construction or production of qualifying assets, are capitalised to the cost of those assets. Investment income earned on the temporary investment of specific borrowings pending their expenditure on qualifying assets is deducted from the borrowing costs eligible for capitalisation.

Any unsold unit is not a qualifying asset because the asset is ready for its intended sale in its current condition. The unsold unit fails to meet the definition of qualifying asset under IAS 23 and accordingly, no capitalisation of borrowing costs.

All sold units are not a qualifying asset to the developer as the control of the asset has been transferred to customers over time. No capitalisation borrowing costs relating to assets that it no longer controls and recognises.

All other finance costs are recognised in profit or loss in the period in which they are incurred using the effective interest method.

3.13 Commitments and Contingencies

Commitments and contingent liabilities are disclosed in the financial statements and described in Note 34. They are disclosed unless the possibility of an outflow of resources embodying economic benefits is remote. A contingent asset is not recognised in the financial statements but disclosed when an inflow of economic benefits is probable.

3.14 Segment Reporting

Segmental information represents the level at which financial information is reported to the Board of Directors, being the chief operating decision makers as defined in IFRS 8. The Directors determine the operating segments based on reports prepared by their staff for strategic decision making and resource allocation. For management purposes, the Group is organised into project units as operation segments set out in Note 5.2.

An operating segment is a component of the Group that engages in business activities from which it may earn revenues and incur expenses, including revenues and expenses that relate to transactions with any of the Group's other components

Segment capital expenditure is the total cost incurred during the year to acquire property, plant and equipment, and intangible assets other than goodwill.

3.15 Right-of-use assets and lease liabilities

A right-of-use asset and a lease liability are recognized at the commencement date of a lease. The right-of-use asset is initially measured at cost comprising the initial amount of the lease liability plus payments made before the lease commenced and any direct costs less any incentives received. The right-of-use asset is subsequently depreciated using the straight-line method from the commencement of the lease to the earlier of the end of the lease term or the end of the useful life of the asset. The right-of-use asset is also reduced for impairment losses, if any, and adjusted for certain re-measurements of the lease liability.

The lease liability is initially measured at the present value of the lease payments at the commencement date discounted using the Group's incremental borrowing rate of between 1% and 6%, and is subsequently measured at amortised cost using the effective interest method. The lease liability is re-measured when there is a change in the future lease payments, and a corresponding adjustment is made to the right-of-use asset.

The Group has elected not to recognise right-of-use assets and lease liabilities for short term leases of plant and machinery that have a lease term of 12 months or less and leases of low value including leases of office equipment. The lease payments associated with these leases are recognised as an expense on a straight-line basis over the lease term.

3.16 Asset held for sale and discontinued operation

(a) Asset held for sale

An asset (or disposal group) is classified as held for sale if it is highly probable that its carrying amount will be recovered through a sale transaction rather than through continuing use and the asset (or disposal group) is available for sale in its present condition. A disposal group is a group of assets to be disposed of together as a group in a single transaction, and liabilities directly associated with those assets that will be transferred in the transaction.

When the Group is committed to a sale plan involving loss of control of a subsidiary, all the assets and liabilities of that subsidiary are classified as held for sale when the above criteria for classification as held for sale are met, regardless of whether the group will retain a non-controlling interest in the subsidiary after the sale.

Immediately before classification as held for sale, the measurement of the assets (and all individual assets and liabilities in a disposal group) is brought up-to-date in accordance with the accounting policies before the classification. Then, on initial classification as held for sale and until disposal, the noncurrent assets (except for certain assets as explained below), or disposal groups, are recognised at the lower of their carrying amount and fair value less costs to sell. The principal exceptions to this measurement policy so far as the financial statements of the Group and the Company are concerned are deferred tax assets, assets arising from employee benefits, financial assets (other than investments in subsidiaries, associates and joint ventures) and investment properties. These assets, even if held for sale, would continue to be measured in accordance with the policies set out elsewhere in Note 1.

Impairment losses on initial classification as held for sale, and on subsequent remeasurement while held for sale, are recognised in profit or loss. As long as a current asset is classified as held for sale, or is included in a disposal group that is classified as held for sale, the asset is not depreciated or amortised.

(b) Discontinued operation

A discontinued operation is a component of the Group's business, the operations and cash flows of which can be clearly distinguished from the rest of the Group and which represents a separate major line of business or geographical area of operations, or is part of a single co-ordinated plan to dispose of a separate major line of business or geographical area of operations, or is a subsidiary acquired exclusively with a view to resale.

Classification as a discontinued operation occurs upon disposal or when the operation meets the criteria to be classified as held for sale (see (i) above), if earlier. It also occurs if the operation is abandoned.

Where an operation is classified as discontinued, a single amount is presented on the face of the statement of profit or loss, which comprises:

- the post-tax profit or loss of the discontinued operation; and
- the post-tax gain or loss recognised on the measurement to fair value less costs to sell, or on the disposal of the assets, or disposal group(s) constituting the discontinued operation.

4 FINANCIAL INSTRUMENTS

The Group's principal financial instruments comprise cash and cash equivalents, trade and other receivables, trade and other payable, amount due to non-controlling interest, medium term notes, loan and borrowings. The Group's accounting policies and method adopted, including the criteria for recognition, the basis on which income and expenses are recognised in respect of each class of financial assets, financial liability and equity instrument are set out in Note 3.6.

4.1 Financial Risk Management Objectives and Policies

The Group's international operations and debt financing arrangements expose it to a variety of financial risks: credit risk, liquidity risk and price risk (including foreign exchange risk, and interest rate risk). The Group's financial risk management policies and their implementation on a group-wide basis are under the direction of the Board of Aseana Properties Limited.

The Group's treasury policies are formulated to manage the financial impact of fluctuations in interest rates and foreign exchange rates to minimise the Group's financial risks. The Group has not used derivative financial instruments, principally interest rate swaps and forward foreign exchange contracts for hedging transactions. The Group does not envisage using these derivative hedging instruments in the short term as it is the Group's policy to borrow in the currency to match the revenue stream to give it a natural hedge against foreign currency fluctuation. The derivative financial instruments will only be used under the strict direction of the Board. It is also the Group's policy not to enter into derivative transactions for speculative purposes.

4.2 Credit Risk

The Group's credit risk is primarily attributable to deposits with banks and credit exposures to customers. The Group has credit policies in place and the exposures to these credit risks are monitored on an ongoing basis. The Group manages its deposits with banks and financial institutions by monitoring credit ratings and limiting the aggregate risk to any individual counterparty. At 31 December 2021, 100% (2020 (re-presented): 100%) of deposits and cash balances were placed at banks and financial institutions with credit ratings of no less than A (Moody's Rating Agency Malaysia) and nil (2020 (re-presented): Nil) with local banks, in the case of Vietnam. Management does not expect any counterparty to fail to meet its obligations.

The Group applies the IFRS 9 simplified approach to measuring expected credit losses which uses a lifetime expected loss allowance for all trade receivables and contract assets.

To measure the expected credit losses, trade receivables and contract assets have been grouped based on shared credit risk characteristics and the days past due. The contract assets relate to unbilled work in progress and have substantially the same risk characteristics as the trade receivables for the same types of contracts. The Group has therefore concluded that the expected loss rates for trade receivables are a reasonable approximation of the loss rates for the contract assets.

In respect of credit exposures to customers, the Group receives progress payments from sales of commercial and residential properties to individual customers prior to the completion of transactions. In the event of default by customers, the Group companies undertake legal proceedings to recover the properties. The Group has limited its credit exposure to customers due to secured bank loans taken by the purchasers. At 31 December 2021, there was no significant concentration of credit risk within the Group.

The Group's exposure to credit risk arising from total debtors was set out in Note 21 and totals US$13.5 million (2020 (re-presented): US$15.0 million). The Group's exposure to credit risk arising from deposits and balances with banks is set out in Note 22 and totals US$7.1 million (2020 (re-presented): US$5.4 million).

Financial guarantees

The Company provides unsecured financial guarantee to banks in respect of banking facilities granted to certain subsidiaries, as set out in Note 30.

At the end of the reporting period, the maximum exposure to credit risk as represented by the outstanding banking and credit facilities of the subsidiaries is as follows:

Company	**2021 US$'000**	**2020 (Re-presented) US$'000**
Financial institutions for bank facilities granted to its subsidiaries	**43,998**	42,313

At the end of the reporting period there was no indication that any subsidiary would default on repayment.

4.3 Liquidity Risk

The Group raises funds as required on the basis of budgeted expenditure and inflows for the next twelve months with the objective of ensuring adequate funds to meet commitments associated with its financial liabilities. When funds are sought, the Group balances the costs and benefits of equity and debt financing against the developments to be undertaken. At 31 December 2021 the Group's borrowings to fund the developments had terms of less than ten years.

Cash flows are monitored on an on-going basis. The Group manages its liquidity needs by monitoring scheduled debt servicing payments for long term and short term financial liabilities as well as cash out flows due in its day-to-day operations while ensuring sufficient headroom on its undrawn committed borrowing facilities at all times so that borrowing limits and covenants are not breached. Capital investments are committed only after confirming the source of funds, e.g. securing financial liabilities.

Management is of the opinion that most of the bank borrowings can be renewed or re-financed based on the strength of the Group's earnings, cash flow and asset base.

It is not expected that the cash flows included in the maturity analysis could occur significantly earlier, or at a significantly different amount.

The maturity profile of the Group's financial liabilities at the statement of financial position date, based on the contracted undiscounted payments, were as follows:

	Carrying amount US$'000	Contractual interest rate	Contractual cash flows US$'000	Under 1 year US$'000	1 - 2 years US$'000	2 - 5 years US$'000	More than 5 years US$'000
At 31 December 2021							
Finance lease liabilities	**14**	**2.50%-3.50%**	**14**	**14**	**-**	-	-
Interest bearing loans and borrowings	**43,998**	**4.5%-12.0%**	**46,122**	**46,122**	**-**	**-**	**-**
Trade and other payables	**13,824**	**-**	**13,824**	**13,824**	**-**	**-**	**-**
Amount due to non-controlling interests	**1,952**	**-**	**1,952**	**1,952**	**-**	**-**	**-**
	59,788	**-**	**61,912**	**61,912**	**-**	**-**	**-**
At 31 December 2020 (re-presented)							
Finance lease liabilities	181	2.50% - 3.50%	184	183	1	-	-
Interest bearing loans and borrowings	41,943	6.50% - 12.0%	45,165	45,165	-	-	-
Trade and other payables	26,182	-	26,182	26,182	-	-	-
Amount due to non-controlling interests	1,906	-	1,906	1,906	-	-	-
	70,212	-	73,437	73,436	1	-	-

The above table excludes current tax liabilities and contract liabilities

4.4 Market Risk

(a) Foreign Exchange Risk

Entities within the Group are exposed to foreign exchange risk from future commercial transactions and net monetary assets and liabilities that are denominated in a currency that is not the entity's functional currency. The foreign currency exposure is not hedged.

The Group maintains a natural hedge, whenever possible, by borrowing in the currency of the country in which the property or investment is located or by borrowing in currencies that match the future revenue stream to be generated from its investments.

Management monitors the foreign currency exposure closely and takes necessary actions in consultation with the bankers to avoid unfavourable exposure.

The Group is exposed to foreign currency risk on cash and cash equivalents which are denominated in currencies other than the functional currencies of the relevant Group entities.

The Group's exposure to foreign currency risk on cash and cash equivalents in currencies other than the functional currencies of the relevant Group entities at year end are as follows:

	2021 **US$'000**	**2020** **(Re-presented)** **US$'000**
US Dollar	**2,870**	400
Ringgit Malaysia	**4,244**	4,988
Others	**-**	-
	7,114	5,388

At 31 December 2021, if cash and cash equivalents denominated in a currency other than the functional currencies of the Group entities strengthened/ (weakened) by 10% and all other variables were held constant, the effects on the Group's profit or loss and equity expressed in US$ would have been US$424,400/ (US$424,400) (2020 (re-presented): US$498,800/ (US$498,800)).

Currency risks as defined by IFRS 7 arise on account of monetary assets and liabilities being denominated in a currency that is not the functional currency. Differences resulting from the translation of financial statements into the Group's presentation currency are not taken into consideration.

Subsequent to year end, there are no significant monetary balances held by group companies that are denominated in a non-functional currency.

(b) Interest Rate Risk

The Group's policy is to minimise interest rate risk on bank loans and borrowings using a mix of fixed and variable rate debts that represent market rates. The Group prefers to maintain flexibility on the desired mix of fixed and variable interest rates as this will depend on the economic environment, the type of borrowings available and the funding requirements of the project when a decision is to be made.

The interest rate profile of the Group's significant interest-bearing financial instrument, based on carrying amounts at the end of the reporting period was:

	2021 US$'000	**2020 (Re-presented) US$'000**
Fixed rate instruments:		
Financial assets	**2,470**	2,517
Financial liabilities	**44,012**	42,124
Floating rate instruments:		
Financial liabilities	**-**	-

The Group's exposure to the risk of changes in market interest rates relates primarily to the Group's liabilities with a floating interest rate. The fixed and floating interest rates were not hedged and would therefore expose the Group to cash flow interest rate risk. Borrowings at fixed rate represent 100% (2020 (re-presented): 100%) of the Group's total borrowings at 31 December 2021.

Interest rate risk is reported internally to key management personnel via a sensitivity analysis, which is prepared based on the exposure to variable interest rates for non-derivative instruments at the statement of financial position date. For variable rate borrowings, the analysis is prepared assuming that the amount of liabilities outstanding at the statement of financial position date will be outstanding for the whole year. A 100 basis point increase or decrease is used and represents the management's assessment of the reasonable possible change in interest rate.

Sensitivity analysis for floating rate instrument

At 31 December 2021, if the interest rate had been 100 basis point lower/ higher and all other variables were held constant, this would (decrease)/increase the Group loss for the year by approximately (US$ Nil)/US$ Nil (2020 (re-presented): would (decrease)/ increase the Group loss for the year by approximately (US$ Nil)/US$ Nil.

4.5 Fair Values

The carrying amount of trade and other receivables, deposits, cash and cash equivalents, trade and other payables and accruals of the Group approximate their fair values in the current and prior years due to relatively short term nature of these financial instruments.

The table below analyses financial instruments carried at fair value and those not carried at fair value, along with their carrying amounts shown in the statement of financial position:

2021	Fair value of financial instruments carried at fair value				Fair value of financial instruments not carried at fair value				Total fair	Carrying
US$'000	**Level 1**	**Level 2**	**Level 3**	**Total**	**Level 1**	**Level 2**	**Level 3**	**Total**	**value**	**amount**
Financial liabilities										
Amount due to non-controlling interests	-	-	-	-	-	-	**(1,952)**	**(1,952)**	**(1,952)**	**(1,952)**
Bank loans and borrowings	-	-	-	-	-	-	**(1,681)**	**(1,681)**	**(1,681)**	**(1,681)**
Finance lease liabilities	-	-	-	-	-	-	**(14)**	**(14)**	**(14)**	**(14)**
Medium term notes	-	-	-	-	-	-	**(42,317)**	**(42,317)**	**(42,317)**	**(42,317)**
	-	-	-	-	-	-	**(45,964)**	**(45,964)**	**(45,964)**	**(45,964)**

2020 (Re-presented)	Fair value of financial instruments carried at fair value				Fair value of financial instruments not carried at fair value				Total fair	Carrying
US$'000	**Level 1**	**Level 2**	**Level 3**	**Total**	**Level 1**	**Level 2**	**Level 3**	**Total**	**value**	**amount**
Financial liabilities										
Amount due to non-controlling interests	-	-	-	-	-	-	(1,906)	(1,906)	(1,906)	(1,906)
Bank loans and borrowings	-	-	-	-	-	-	(1,742)	(1,742)	(1,742)	(1,742)
Finance lease liabilities	-	-	-	-	-	-	(181)	(181)	(181)	(181)
Medium term notes	-	-	-	-	-	-	(40,200)	(40,200)	(40,200)	(40,200)
	-	-	-	-	-	-	(44,029)	(44,029)	(44,029)	(44,029)

Policy on transfer between levels

The fair value on an asset to be transferred between levels is determined as of the date of the event or change in circumstances that caused the transfer.

Level 1 fair value

Level 1 fair value is derived from quoted price (unadjusted) in an active market for identical financial assets or liabilities that the entity can access at the measurement date.

Level 2 fair value

Level 2 fair value is estimated using inputs other than quoted prices included within Level 1 that are observable for the financial assets or liabilities, either directly or indirectly.

Level 3 fair value

Level 3 fair value is estimated using unobservable inputs for the financial assets and liabilities.

Transfers between Level 1 and Level 2 fair values

There has been no transfer between Level 1 and 2 fair values during the financial year (2020: no transfer in either direction).

Transfers between Level 2 and Level 3 fair values

There has been no transfer in either direction during the financial year (2020: no transfer in either direction).

Non-derivative financial liabilities

Fair value, which is determined for disclosure purposes, is calculated based on the present value of future principal and interest cash flows, discounted at the market rate of interest at the end of the reporting period. At 31 December 2021, the interest rate used to discount estimated cash flows of the medium term notes is 7.00% (2020: 7.90%).

4.6 Capital Management

The Group's objectives when managing capital are to safeguard the Group's ability to continue as a going concern in order to provide returns to shareholders and benefits to other stakeholders and to maintain an optimal capital structure to reduce cost of capital.

The capital structure of the Group consisted of cash and cash equivalents, loans and borrowings, medium term notes and equity attributable to equity holders of the parent, comprising issued share capital and reserves, were as follows:

	2021 US$'000	2020 (Re-presented) US$'000
Cash and cash equivalents	**7,114**	5,388
Loans and borrowings and finance lease liabilities	**(1,695)**	(1,923)
Medium term notes	**(42,317)**	(40,200)
Equity attributable to equity holders of the parent	**(92,658)**	(101,337)
Total capital	**(129,556)**	(138,072)

In order to maintain or adjust the capital structure, the Group may adjust the amount of dividends paid to shareholders, return capital to shareholders, issue new shares or sell assets to reduce debts.

Consistent with others in the industry, the Group monitors capital on the basis of net debt-to-equity ratio.

Net debt-to-equity ratio is calculated as a total of interest-bearing borrowings less held-for-trading financial instrument and cash and cash equivalents to the total equity.

The net debt-to-equity ratios at 31 December 2021 and 31 December 2020 were as follows:

	2021 US$'000	2020 (Re-presented) US$'000
Total borrowings and finance lease liabilities	**44,012**	42,123
Less: Cash and cash equivalents (Note 22)	**(7,114)**	(5,388)
Net debt	**36,898**	36,735
Total equity	**90,980**	94,460
Net debt-to-equity ratio	**0.41**	0.39

5 REVENUE AND SEGMENTAL INFORMATION

The Group's operating revenue for the year was mainly attributable to the sale of completed units in Malaysia.

Income earned from hotel, mall and hospital operations are included in other income in line with management's intention to dispose of the properties.

5.1 Revenue recognised during the year as follows:

	2021 US$'000	2020 (Re-presented) US$'000
Sale of completed units	**595**	1,329
	595	1,329

5.2 Segmental Information

Timing of revenue recognition	2021 US$'000	2020 (Re-presented) US$'000
Properties transferred at a point in time	**595**	1,329
Properties transferred over time		-
	595	1,329

Segmental information represents the level at which financial information is reported to the Board of Directors, being the chief operating decision makers as defined in IFRS 8. The Directors determine the operating segments based on reports reviewed and used by their staff for strategic decision making and resource allocation. For management purposes, the Group is organised into project units.

The Group's reportable operating segments are as follows:

(i) Investment Holding Companies – investing activities;
(ii) Ireka Land Sdn. Bhd. – developed Tiffani ("Tiffani") by i-ZEN;
(iii) ICSD Ventures Sdn. Bhd. – owns and operates Harbour Mall Sandakan ("HMS") and the Sandakan hotel asset (formerly Four Points by Sheraton Sandakan Hotel) ("SHA");
(iv) Amatir Resources Sdn. Bhd. – developed SENI Mont' Kiara ("SENI");
(v) Urban DNA Sdn. Bhd.– developed The RuMa Hotel and Residences ("The RuMa"); and

Other non-reportable segments comprise the Group's development projects. None of these segments meets any of the quantitative thresholds for determining reportable segments in 2021 and 2020.

Information regarding the operations of each reportable segment is in Note 5.3. The Directors monitor the operating results of each segment for the purpose of performance assessments and making decisions on resource allocation. Performance is based on segment gross profit/(loss) and profit/(loss) before taxation, which the Executive Management believes are the most relevant in evaluating the results relative to other entities in the industry. Segment assets and liabilities are presented inclusive of inter-segment balances and inter-segment pricing is determined on an arm's length basis.

The Group's revenue generating development projects are in Malaysia.

5.3 Analysis of the Group's reportable operating segments is as follows:-

Operating Segments – year ended 31 December 2021

	Continuing operations								
	Investment Holding Companies	Ireka Land Sdn. Bhd.	ICSD Ventures Sdn. Bhd.	Amatir Resources Sdn. Bhd.	The RuMa Hotel KL Sdn. Bhd.	Urban DNA Sdn. Bhd.	Total continuing operations	Discontinued Operations	Total
	US$'000	US$'000	US$'000	US$'000	US$'000	S$'000	US$'000	US$'000	US$'000
Segment (loss)/profit before taxation	**(3,113)**	**(2)**	**(580)**	**360**	**(1,637)**	**(2,030)**	**(7,003)**	**(3,087)**	**(10,089)**
Included in the measure of segment (loss)/profit are:									
Revenue	-	-	-	-	-	595	595	-	595
Other income from hotel operations	-	-	-	-	2,679	-	2,679	-	2,679
Other income from mall operations	-	-	2,007	-	-	-	2,007	-	2,007
Other income from hospital operations	-	-	-	-	-	-	-	12.768	12,768
Expenses from hotel operations	-	-	(255)	-	(4,042)	-	(4,297)	-	(4,297)
Expenses from mall operations	-	-	(1,072)	-	-	-	(1,072)	-	(1,072)
Expenses from hospital operations	-	-	-	-	-	-	-	(11,144)	(11,144))
Depreciation of property, plant and equipment	-	-	(43)	-	(164)	-	(207)	-	(207)
Finance costs	(172)	-	(1,290)	(203)	(2)	(1,909)	(3,576)	(5,358)	(8,934)
Finance income	-	-	45	600	-	20	665	335	1,000
Segment assets	**6,837**	**78**	**58,322**	**3,212**	**703**	**95,243**	**164,395**	**100,812**	**265,207**
Segment liabilities	**3,659**	**3**	**1,589**	**2,785**	**1,824**	**44,246**	**54,106**	**86,347**	**140,453**

Reconciliation of reportable segment revenues, profit or loss, assets and liabilities and other material items

Profit or loss	**US$'000**
Total loss for reportable segments	**(7,003)**
Other non-reportable segments	**2,157**
Finance income	**(45)**
Finance costs	**45**
Consolidated loss before taxation	**4,846**

US$'000	**Revenue**	**Depreciation**	**Finance costs**	**Finance income**	**Segment assets**	**Segment liabilities**	**Additions to non-current assets**
Total reportable segment	**595**	**(207)**	**(3,576)**	**665**	**164,395**	**54,106**	**42**
Other non-reportable segments	**-**	**109**	**(45)**	**45**	**24,712**	**44,021**	**-**
Consolidated total	**595**	**(98)**	**(3,621)**	**710**	**189,107**	**98,127**	**42**

Operating Segments – year ended 31 December 2020 (re-presented)

	Continuing operations								
	Investment Holding Companies	Ireka Land Sdn. Bhd.	ICSD Ventures Sdn. Bhd.	Amatir Resources Sdn. Bhd.	The RuMa Hotel KL Sdn. Bhd.	Urban DNA Sdn. Bhd.	Total continuing operations	Discontinued operations	Total
	US$'000	US$'000	US$'000	US$'000	US$'000	US$'000	US$'000	US$'000	US$'000
Segment (loss)/profit before taxation	**(1,483)**	**14**	**(1,314)**	**171**	**(2,774)**	**(1,976)**	**(7,361)**	**(4,208)**	**(11,570)**
Included in the measure of segment (loss)/profit are:									
Revenue	-	-	-	-	-	1,329	1,329	-	1,329
Other income from hotel operations	-	-	655	-	2,323	-	2,978	-	2,978
Other income from mall operations	-	-	1,754	-	-	-	1,754	-	1,754
Other income from hospital operations	-	-	-	-	-	-	-	11,800	11,800
Expenses from hotel operations	-	-	(1,814)	-	(4,638)	-	(6,452)	-	(6,452)
Expenses from mall operations	-	-	(1,380)	-	-	-	(1,380)	-	(1,380)
Expenses from hospital operations	-	-	-	-	-	-	-	(11,094)	(11,094)
Depreciation of property, plant and equipment	-	-	-	-	(48)	-	(48)	(47)	(95)
Finance costs	-	-	(1,517)	(326)	-	(1,635)	(3,478)	(6,425)	(9,903)
Finance income	310	-	68	456	-	22	856	1,218	2,074
Segment assets	**4,427**	**203**	**60,999**	**3,094**	**1,255**	**104,524**	**174,502**	**86,206**	**260,708**
Segment liabilities	**581**	**3**	**1,911**	**1,138**	**2,277**	**51,087**	**56,997**	**75,862**	**132,859**

Reconciliation of reportable segment revenues, profit or loss, assets and liabilities and other material items

Profit or loss	**US$'000**
Total loss for reportable segments	(7,361)
Other non-reportable segments	(1,760)
Finance income	1,249
Finance costs	(1,249)
Consolidated loss before taxation	(9,121)

US$'000	**Revenue**	**Depreciation**	**Finance costs**	**Finance income**	**Segment assets**	**Segment liabilities**	**Additions to non-current assets**
Total reportable segment	1,329	(461)	(3,478)	856	174,502	56,997	39
Other non-reportable segments	-	366	(1,249)	1,249	20,494	43,539	-
Consolidated total	1,329	(95)	(4,727)	2,105	194,996	100,536	39

Geographical Information – year ended 31 December 2021

	Continuing operations			
	Malaysia US$'000	Total continuing operations US$'000	Discontinued operation US$'000	Total US$'000
Revenue	**595**	**595**	**-**	**595**
Non-current assets	**5,662**	**5,662**	**3,919**	**9,581**

In the financial year ended 31 December 2021, no single customer exceeded 10% of the Group's total revenue.

Geographical Information – year ended 31 December 2020 (re-presented)

	Continuing operations			
	Malaysia US$'000	Total continuing operations US$'000	Discontinued operation US$'000	Total US$'000
Revenue	1,329	1,329	-	1,329
Non-current assets	5,970	5,970	3,963	9,933

In the financial year ended 31 December 2020, no single customer exceeded 10% of the Group's total revenue.

6 COST OF SALES

	2021 US$'000	2020 (Re-presented) US$'000
Direct costs attributable to:		
Completed units (Note 20)	**318**	950

7 OTHER INCOME

	2021 US$'000	2020 (Re-presented) US$'000
Rental income	**78**	27
Other income from hotel operations (a)	**2,679**	2,978
Other income from mall operations (b)	**2,007**	1,753
Sundry income	**913**	1,122
	5,677	5,880

(a) Other income from hotel operations

The income in 2020 relates to the hotel operations of the SHA which is owned by a subsidiary of the Company, ICSD Ventures Sdn. Bhd. The income earned from hotel operations is included in other income in line with management's intention to dispose of the hotel.

(b) Other income from mall operations
The income relates to the operation of HMS which is owned by a subsidiary of the Company, ICSD Ventures Sdn. Bhd. The income earned from mall operations is included in other income in line with management's intention to dispose of the mall.

8 FOREIGN EXCHANGE GAIN/(LOSS)

	2021 US$'000	**2020 (Re-presented) US$'000**
Foreign exchange gain/(loss) comprises:		
Realised foreign exchange loss	**(1)**	(31)
Unrealised foreign exchange gain/(loss)	**346**	(1,109)
	345	(1,140)

9 STAFF COSTS

	2021 US$'000	**2020 (Re-presented) US$'000**
Wages, salaries and others (including key management personnel)	**2,817**	3,979
Employees' provident fund, social security and other pension costs	**40**	104
	2,857	4,083

The Company has no executive Directors or employees under its employment. As of the year ended 31 December 2021, the subsidiaries of the Group have a total of 573 (2020: 620) employees.

10 FINANCE INCOME/(COSTS)

	2021 US$'000	**2020 (Re-presented) US$'000**
Interest income from banks	**588**	1,795
Accrued interest	**122**	310
Interest on bank loans	**(841)**	(1,836)
Lease interest	**(2)**	(5)
Interest on medium term notes	**(2,778)**	(2,886)
	(2,911)	(2,622)

Accrued interest represents interest on a contract payment by a subsidiary of Ireka Corporation Berhad. For more detailed information see Note 32.

11 NET LOSS BEFORE TAXATION

Net loss before taxation is stated after charging/(crediting):

	2021 US$'000	2020 (Re-presented) US$'000
Auditor's remuneration	**171**	161
Directors' fees/emoluments	**291**	233
Depreciation of property, plant and equipment	**54**	48
Expenses of hotel operations	**4,298**	6,452
Expenses of mall operations	**1,405**	1,380
Unrealised foreign exchange (gain)/loss	**(346)**	1,109
Realised foreign exchange loss	**1**	31
Disposal of subsidiaries	**-**	784

12 TAXATION

		2021 US$'000	2020 (Re-presented) US$'000
Current tax expense	– Current year	**70**	20
	– Prior year	**119**	119
Deferred tax charge	– Current year	**-**	48
	– Prior year	**(48)**	-
Total tax expense/(income) for the year		**141**	187

The numerical reconciliation between the income tax (income)/expense and the product of accounting results multiplied by the applicable tax rate is computed as follows:

	2021 US$'000	2020 (Re-presented) US$'000
Net loss before taxation	**4,846**	(9,121)
Income tax at a rate of 24% (2020: 24%)	**(1,163)**	(2,189)
Add :		
Tax effect of expenses not deductible in determining taxable profit	**1,666**	3,781
Current year losses and other tax benefits for which no deferred tax asset was recognised	**787**	3,076
Tax effect of different tax rates in subsidiaries	**-**	162
Less :		
Tax effect of income not taxable in determining taxable profit	**(1,220)**	(3,752)
Under provision in respect of prior period/year	**71**	119
Total tax expense/(income) for the year	**141**	187

The applicable corporate tax rate in Malaysia is 24% (2020: 24%).

The Company is treated as a tax resident of Jersey for the purpose of Jersey tax laws and is subject to a tax rate of 0%.

The applicable corporate tax rates in Singapore and Vietnam are 17% and 20% (2020: 17% and 20%) respectively.

A Goods and Services Tax was introduced in Jersey in May 2008. The Company has been registered as an International Services Entity so it does not have to charge or pay local GST. The cost for this registration is £200 per annum.

13 OTHER COMPREHENSIVE (LOSS)/INCOME

Items that are or may be reclassified subsequently to profit or loss, net of tax	2021 US$'000	2020 (Re-presented) US$'000
Foreign currency translation differences for foreign operations		
Gain/(losses) arising during the year	**(3,584)**	2,078
	(3,584)	2,078

14 LOSS PER SHARE

Basic and diluted loss per ordinary share

The calculation of basic and diluted loss per ordinary share for the year ended 31 December 2021 was based on the loss attributable to equity holders of the parent and ordinary shares outstanding and held by shareholders of the Company, calculated as below:

	2021 US$'000	**2020 (Re-presented) US$'000**
Loss attributable to equity holders of the parent		
- continuing operations	**(3,850)**	(7,830)
- discontinued operations	**(1,632)**	(2,430)
	(5,482)	(10,260)
Number of shares (thousand shares) *	**198,691**	198,691
Loss per share		
Basic and diluted (US cents)		
- continuing operations	**(1.94)**	(3.94)
- discontinued operations	**(0.82)**	(1.22)
	(2.76)	(5.16)

* The Company currently holds 13,334,000 Treasury Shares which are deducted from the total number of shares for the purpose of calculating loss per share. For details of the Treasury Shares, please refer to the description at Note 24.

The diluted loss per share was not applicable as there were no dilutive potential ordinary shares outstanding at the end of the reporting period.

15 NON-CONTROLLING INTERESTS

Non-controlling interests in subsidiaries

The Group's subsidiaries that have material non-controlling interests ("NCI") are as follows:

2021	Urban DNA Sdn. Bhd. US$'000	The RuMa Hotel KL Sdn. Bhd. US$'000	Other individually immaterial subsidiaries US$'000	Total US$'000
NCI percentage of ownership interest and voting interest	**30%**	**30%**		
Carrying amount of NCI	**1,277**	**(3,870)**	**915**	**(1,678)**
Loss allocated to NCI	**(645)**	**(491)**	**(1,456)**	**(2,592)**

Summarised financial information before intra-group elimination

	Urban DNA Sdn. Bhd. US$'000	The RuMa Hotel KL Sdn. Bhd. US$'000
As at 31 December 2021		
Non-current assets	**522**	**68**
Current assets	**94,212**	**635**
Non-current liabilities	**(84,570)**	**(11,779)**
Current liabilities	**(5,907)**	**(1,824)**
Net assets	**4,257**	**12,900**
Year ended 31 December 2021		
Revenue	**595**	**-**
Loss for the year	**(2,149)**	**(1,637)**
Total comprehensive loss	**(2,149)**	**(1,637)**
Cash flows used in operating activities	**(532)**	**(1,780)**
Cash flows from/(used in) investing activities	**1,702**	**(37)**
Cash flows (used in)/from financing activities	**(1,107)**	**1,828**
Net increase in cash and cash equivalents	**63**	**11**

2020 (re-presented)	Urban DNA Sdn. Bhd. US$'000	The RuMa Hotel KL Sdn. Bhd. US$'000	Other individually immaterial subsidiaries US$'000	Total US$'000
NCI percentage of ownership interest and voting interest	**30%**	**30%**		
Carrying amount of NCI	1,988	(3,506)	(5,359)	(6,877)
Loss allocated to NCI	(643)	(832)	(1,781)	(3,256)

Summarised financial information before intra-group elimination

	Urban DNA Sdn. Bhd. US$'000	The RuMa Hotel KL Sdn. Bhd. US$'000
As at 31 December 2020		
Non-current assets	5,161	236
Current assets	100,317	719
Non-current liabilities	(39,789)	-
Current liabilities	(59,063)	(12,580)
Net assets	6,626	(11,625)
Year ended 31 December 2020		
Revenue	1,329	-
Loss for the year	(2,143)	(2,716)
Total comprehensive loss	(2,143)	(2,716)
Cash flows used in operating activities	(525)	(1,756)
Cash flows from/(used in) investing activities	1,679	(37)
Cash flows (used in)/from financing activities	(1,092)	1,803
Net increase in cash and cash equivalents	62	10

16 PROPERTY, PLANT AND EQUIPMENT

	Furniture, Fittings & Equipment US$'000	Motor Vehicles US$'000	Total US$'000
Cost			
At 1 January 2021	**239**	**30**	**269**
Exchange adjustments	**(9)**	**(1)**	**(10)**
Addition	**42**	**-**	**42**
At 31 December 2021	**272**	**29**	**301**
Accumulated Depreciation			
At 1 January 2021	**120**	**28**	**148**
Exchange adjustments	**(4)**	**(1)**	**(5)**
Charge for the year	**54**	**-**	**54**
At 31 December 2021	**170**	**27**	**197**
Net carrying amount at 31 December 2021	**102**	**2**	**104**
Cost			
At 1 January 2020 (re-presented)	196	30	226
Exchange adjustments	4	-	4
Addition	39	-	39
At 31 December 2020 (re-presented)	239	30	269
Accumulated Depreciation			
At 1 January 2020 (re-presented)	69	27	96
Exchange adjustments	3	1	4
Charge for the year	48	-	48
At 31 December 2020 (re-presented)	120	28	148
Net carrying amount at 31 December 2020 (re-presented)	119	2	121

17 INTANGIBLE ASSETS

	Goodwill US$'000
Cost	
At 1 January 2020 (re-presented)/ 31 December 2020 (re-presented)/ 31 December 2021	**6,479**
Accumulated impairment	
At 1 January 2020 (re-presented)	**5,901**
Disposals	-
At 31 December 2020 (re-presented)/ 1 January 2021	**5,901**
Disposals	-
At 31 December 2021	**5,901**
Carrying amount	
At 31 December 2020 (re-presented)	578
At 31 December 2021	**578**

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 intangible assets allocated to each unit are as follows:

	2021 US$'000	2020 (Re-presented) US$'000
Goodwill		
SENI Mont' Kiara	**28**	28
Sandakan Harbour Square	**550**	550
	578	578

The recoverable amount of goodwill has been tested by reference to underlying profitability of the ongoing operations of the developments using discounted cash flow projections (refer to Note 20).

18 RIGHT OF USE

Cost	US$'000
At 1 January 2020 (re-presented)	4,436
Exchange adjustments	-
At 31 December 2020 (re-presented)/ **1 January 2021**	**4,436**
Exchange adjustments	**-**
Disposal	**(12)**
At 31 December 2021	**4,424**
Depreciation charges	
At 1 January 2020 (re-presented)	3,892
Charge for the year	384
At 31 December 2020 (re-presented)/ **1 January 2021**	**4,276**
Charge for the year	**157**
Disposal	**(10)**
At 31 December 2021	**4,423**
NET BOOK VALUE	
At 31 December 2020 (re-presented)	**160**
At 31 December 2021	**1**

Lease liabilities include in the consolidated statement of financial position

	2021 US$'000	2020 (Re-presented) US$'000
Current	**14**	180
Non-Current	**-**	1
Total	**14**	181

Amount recognized in the consolidated income statement

	2021 US$'000	2020 (Re-presented) US$'000
Depreciation charges on right-of-use	**157**	384
Interest on lease liabilities	**2**	47
Total	**159**	431

A decrease in depreciation charges of right-of-use assets and interest charges of lease liabilities by US$227,000 and US$45,000 respectively, for the financial year ended 31 December 2021.

19 DEFERRED TAX ASSETS

	2021 US$'000	2020 (Re-presented) US$'000
At 1 January	**5,111**	5,066
Exchange adjustments	**(180)**	93
Deferred tax credit relating to origination of temporary differences during the year	**48**	(48)
At 31 December	**4,979**	5,111

The deferred tax assets comprise:

	2021 US$'000	2020 (Re-presented) US$'000
Taxable temporary differences between accounting profit and taxable profit of property development units sold	**4,978**	5,111
At 31 December	**4,979**	5,111

Deferred tax assets have not been recognised in respect of unused tax losses of US$42 million (31 December 2020 (re-presented): US$7 million) which are available for offset against future taxable profits. The unrecognised deferred tax asset at effective tax rates of the Group would be approximately US$10 million (31 December 2020 (re-presented): US$2 million).

20 INVENTORIES

	Notes	2021 US$'000	2020 (Re-presented) US$'000
Land held for property development	**(a)**	**6,628**	6,871
Stock of completed units, at cost	**(b)**	**140,300**	150,120
Consumables		**120**	142
At 31 December		**147,048**	157,133

	Notes	2021 US$'000	2020 (Re-presented) US$'000
Carrying amount of inventories pledged as security for Loans and borrowings and Medium Term Notes		**124,660**	133,926

(a) Land held for property development

	2021 US$'000	2020 (Re-presented) US$'000
At 1 January	**6,871**	10,749
Add :		
Exchange adjustments	**(243)**	(45)
Additions	**-**	-
Disposals	**-**	(3,736)
At 31 December	**6,628**	6,968
Less:		
Costs recognised as expenses in the consolidated statement of comprehensive income during the year	**-**	(97)
At 31 December	**6,628**	6,871

(b) Stock of completed units, at cost

	2021 US$'000	2020 (Re-presented) US$'000
At 1 January	**150,120**	148,389
Transfer (to)/from work in progress	-	-
Less :		
Exchange adjustments	**(5,292)**	2,741
Disposals	**-**	(663)
Costs recognised as expenses in the consolidated statement of comprehensive income during the year	**(4,528)**	(347)
At 31 December	**140,300**	150,120

The net realisable value of completed units have been tested by reference to underlying profitability of the ongoing operations of the developments using discounted cash flow projections and/or comparison method with the similar properties within the local market which provides an approximation of the estimated selling price that is expected to be achieved in the ordinary course of business.

Included in the stock of completed units are SENI units as well as the following completed units:

Sandakan hotel asset ("SHA")

The recoverable amount of SHA was determined based on a valuation by an external, independent valuer with appropriate recognised professional qualification. The recoverable amount of US$27,131,000 (RM113,000,000) (2020 (re-presented): US$28,126,000 (RM113,000,000)) for SHA was determined to approximate with its carrying amount.

The valuation of SHA was determined by discounting the future cash flows expected to be generated from the continuing operations of comparable hotels and was based on the following key assumptions:

(1) Cash flows were projected based on past experience, past actual operating results of the asset and a 10 years operating results projection;

(2) The occupancy rate of SHA will improve to 78% in 10 years which is when the hotel's operations are expected to stabilize;

(3) Average daily rates of the hotel will improve to US$100.84 (RM420) in 10 years which is when the hotel's operations are expected to stabilise;

(4) Projected gross margin reflects the average historical gross margin, adjusted for projected market and economic conditions and internal resources efficiency; and

(5) Pre-tax discount rate of 8% was applied in discounting the cash flows. The discount rates takes into the prevailing trend of the hotel industry in Malaysia.

Sensitivity analysis
The above estimates are sensitive in the following key areas:

(a) an increase/(decrease) of 1% in discount rate used would have (decreased)/ increased the recoverable amount by approximately (US$2,161,000) / US$2,401,000;

(b) an increase/(decrease) of 1% in occupancy rate throughout the entire projection term used would have increased/(decreased)the recoverable amount by approximately US$480,000 / (US$480,000); and

(c) an increase/(decrease) of 5% in average daily rates throughout the entire projection term used would have increased/(decreased) the recoverable amount by approximately US$1,441,000 / (US$1,441,000).

Harbour Mall Sandakan ("HMS")

The recoverable amount of HMS was determined based on a valuation by an external, independent valuer with appropriate recognised professional qualification. The recoverable amount of US$30,012,000 (RM125,000,000) (2020 (re-presented): US$31,113,000 (RM125,000,000)) for HMS was determined to approximate with its carrying amount.

The valuation of HMS was determined by the capitalisation of net income expected to be generated from the continuing operations of HMS ("income approach by discounted cash flow method") when the mall operates at an optimum occupancy rate and was based on the following key assumptions:

(1) Cash flows were projected based on past experience, past actual operating results of the asset and a 10 years operating results projection;

(2) Occupancy rate will improve to an optimum rate of 95%;

(3) Capitalisation rate assumed at 6%; and

(4) Capitalisation period of 82 years covering the period of HMS achieving optimum operations to expiration of the title term.

(5) Pre-tax discount rate of 8% was applied in discounting the cash flows. The discount rates takes into the prevailing trend of the hotel industry in Malaysia.

Sensitivity analysis
The above estimates are sensitive in the following key areas:

(a) an increase/(decrease) of 0.25% in capitalization rate used would have (decreased) /increased the recoverable amount by approximately (US$960,000) / US$720,000;

(b) an increase/(decrease) of 1% in optimum occupancy rate throughout the entire projection term would have increased/(decreased) the recoverable amount by approximately US$480,000 / (US$720,000); and

(c) an increase/(decrease) of 5% in average rental rate used would have increased /(decreased) the recoverable amount by approximately US$2,641,000 / (US$2,641,000).

<u>The RuMa Hotel and Residences ("The RuMa")</u>

The recoverable amount of The RuMa was determined based on a valuation by an external, independent valuer with appropriate recognised professional qualification. The recoverable amount US$101,322,000 (RM422,000,000) (2020 (re-presented): US$103,095,000 (RM422,000,000)) of The RuMa was determined to be higher than its carrying amount.

The valuation of The RuMa Hotel was determined by discounting the future cash flows expected to be generated from the continuing operations of The RuMa and was based on the following key assumptions:

(1) Cash flows were projected based on the 10 years projection of The RuMa Hotel;

(2) The occupancy rate of The RuMa Hotel will improve to 78% in year 10 which is when the hotel's operations are expected to stabilise;

(3) Average daily rates of the hotel will improve to US$248.02 (RM1,033) in year 10 which is when the hotel's operations are expected to stabilise;

(4) Projected gross margin reflects the industry average historical gross margin, adjusted for projected market and economic conditions and internal resources efficiency; and

(5) Pre-tax discount rate of 9% was applied in discounting the cash flows. The discount rate takes into the prevailing trend of the hotel industry in Malaysia.

The valuation of The RuMa Residences was determined based on the Comparison Approach as the sole method of valuation.

21 TRADE AND OTHER RECEIVABLES

	2021 US$'000	2020 (Re-presented) US$'000
Trade receivables	**2,343**	2,571
Other receivables	**10,965**	12,124
Sundry deposits	**232**	304
	13,540	14,999

Trade receivables represent progress billings receivable from the sale of completed units and land held for property development. Progress billings receivable from the sale of completed units are generally due for settlement within 30 days from the date of invoice and are recognised and carried at the original invoice amount less allowance for any uncollectible amounts. They are recognised at their original invoice amounts on initial recognition less provision for impairment where it is required.

The loss allowance as at 31 December 2021 and 31 December 2020 (on adoption of IFRS 9) was determined as follows for both trade receivables and contract assets:

31 December 2021	**Trade receivable US$'000**	**Contract asset US$'000**	**Loss allowance US$'000**	**Total US$'000**
Current	**248**	**-**	**-**	**248**
Past due				
0 – 60 days	**-**	**-**	**-**	**-**
61 –120 days	**-**	**-**	**-**	**-**
More than 120 days	**2,095**	**-**	**-**	**2,095**
	2,343	**-**	**-**	**2,343**

31 December 2020 (re-presented)	**Trade receivable US$'000**	**Contract asset US$'000**	**Loss allowance US$'000**	**Total US$'000**
Current	704	-	-	704
Past due				
0 – 60 days	-	-	-	-
61 –120 days	-	-	-	-
More than 120 days	1,867	-	-	1,867
	2,571	-	-	2,571

The Group uses the simplified approach to estimate credit loss allowance for all trade receivables and contract assets, which will be based on the past payment trends, existing market conditions and adjusts for qualitative and quantitative reasonable and supportable forward-looking information. The loss allowances are also based on assumptions about risk of default. The quantum of any probability of an expected credit loss will occur to be low or not material. No provision is recognised in these financial statements.

Included in trade receivables is US$2,005,000 representing 86% of the Group's trade receivables which are due from a subsidiary of Ireka Corporation Berhad for the acquisition of SENI units (31 December 2020 (re-presented): US$1,953,000, representing 76% of the Group's trade receivables, for the acquisition of SENI units and expenses paid on behalf). Other than the abovementioned customers, the Group has a large number of customers whose property purchases are mainly secured by personal bank financing.

Included in other receivables US$ Nil (31 December 2020 (re-presented): US$135,000) due from Ireka Corporation Berhad for rental expenses paid on its behalf. Furthermore, there was an amount due from Ireka Corporation Berhad in relation to the interest owed on the unpaid shareholder advances to the construction of The RuMa Hotel and Residences, as described in

The maximum exposure to credit risk is represented by the carrying amount in the statement of financial position. The Group monitors the repayment of the customers regularly and are confident of the ability of the customers to repay the balance outstanding.

22 CASH AND CASH EQUIVALENTS

	2021 US$'000	2020 (Re-presented) US$'000
Cash and bank balances	**4,644**	2,871
Short term bank deposits	**2,470**	2,517
	7,114	5,388
Less: Deposits pledged	**(2,470)**	(2,240)
Cash and cash equivalents	**4,644**	3,148

Included in short term bank deposits and cash and bank balance is US$2,470,000 (31 December 2020 (re-presented): US$2,240,000) pledged for loans and borrowings and Medium Term Notes of the Group.

The interest rate on cash and cash equivalents, excluding deposit pledged with licensed bank of US$2,470,000 (31 December 2020 (re-presented): US$2,240,000), pledged for loans and borrowings and Medium Term Notes of the Group, ranges from 1.60% to 1.85% per annum (31 December 2020: 1.25% to 3.25% per annum).

The interest rate on short term bank deposits and cash and bank balance pledged for loans and borrowings and Medium Term Notes of the Group, ranges from 1.60% to 1.85% per annum (31 December 2020 (re-presented): 1.20% to 3.25% per annum).

23 SHARE CAPITAL

	Number of shares 2021 '000	Amount 2021 US$'000	Number of shares 2020 '000	Amount 2020 US$'000
Authorised Share Capital				
Ordinary shares of US$0.05 each	2,000,000	100,000	2,000,000	100,000
Management shares of US$0.05 each	- *	- *	- *	- *
	2,000,000	100,000	2,000,000	100,000
Issued Share Capital				
Ordinary shares of US$0.05 each	212,025	10,601	212,025	10,601
Management shares of US$0.05 each	- #	- #	- #	- #
	212,025	10,601	212,025	10,601

* represents 10 management shares at US$0.05 each
# represents 2 management shares at US$0.05 each

In 2015, the shareholders of the Company approved the creation and issuance of management shares by the Company as well as a compulsory redemption mechanism that was proposed by the Board.

The Company increased its authorised share capital from US$100,000,000 to US$100,000,000.50 by the creation of 10 management shares of US$0.05 each for cash.

The Company also increased its issued and paid-up share capital from US$10,601,250 to US$10,601,250.10 by way of an allotment of 2 new management shares of US$0.05 each at par via cash consideration.

In accordance with the compulsory redemption scheme, the Company's ordinary shares were converted into redeemable ordinary shares.

The ordinary shares and the management shares shall have attached thereto the rights and privileges, and shall be subject to the limitations and restrictions, as are set out below:

(a) Distribution of dividend:

(i) The ordinary shares carry the right to receive all the profits of the Company available for distribution by way of interim or final dividend at such times as the Directors may determine from time to time; and

(ii) The management shares carry no right to receive dividends out of any profits of the Company.

(b) Winding-up or return of capital:

(i) The holders of the management shares shall be paid an amount equal to the paid-up capital on such management shares; and

(ii) Subsequent to the payment to holders of the management shares, the holders of the ordinary shares shall be repaid the surplus assets of the Company available for distribution.

(c) Voting rights:

(i) The holders of the ordinary shares and management shares shall have the right to receive notice of and to attend and vote at general meetings of the Company; and

(ii) Each holder of ordinary shares and management shares being present in person or by a duly authorised representative (if a corporation) at a meeting shall upon a show of hands have one vote and upon a poll each such holder present in person or by proxy or by a duly authorised representative (if a corporation) shall have one vote in respect of every full paid share held by him.

24 SHARE PREMIUM

Share premium represents the excess of proceeds raised on the issuance of shares over the nominal value of those shares. The costs incurred in issuing shares were deducted from the share premium.

In 2017, the Shareholders of the Company at an Extraordinary General Meeting approved a proposal to return US$10,000,500 or US$0.75 per share for 13,334,000 shares representing 6.29 per cent of the Company's share capital to Shareholders. The capital distribution was completed on 10 January 2017 and the repurchased shares of 13,334,000 are currently held as Treasury Shares. The issued and paid up share capital of the Company remains unchanged at 212,025,002.

25 CAPITAL REDEMPTION RESERVE

The capital redemption reserve was incurred after the Company cancelled its 37,475,000 and 500,000 ordinary shares of US$0.05 per share in 2009 and 2013 respectively.

26 TRANSLATION RESERVE

The translation reserve comprises foreign currency differences arising from the translation of the financial statements of foreign operations.

27 TRADE AND OTHER PAYABLES

	2021 US$'000	2020 (Re-presented) US$'000
Non-current		
Amount owed to contract buyers	**38,339**	39,789
		39,789
Current		
Trade payables	**3,219**	1,089
Other payables	**7,537**	10,913
Contract liabilities	**-**	-
Deposits refundable	**705**	715
Accruals	**2,363**	4,000
	13,824	16,717
	52,163	56,506

Trade payables represent trade purchases and services rendered by suppliers as part of the normal business transactions of the Group. The credit terms granted by trade suppliers range from 30 to 90 days.

Included in the other payable comprise of the accrued costs for the development of the RuMa project amounted to US$1.0 million (31 December 2020: US$2.8 million).

Contract liabilities represent proceeds received from purchasers of development properties i.e. SENI and The RuMa Residences which are pending transfer of vacant possession.

	2021 US$'000	2020 (Re-presented) US$'000
Revenue recognised in the period from:		
Amounts included in contract liability at the beginning of the period	**596**	1,329
Performance obligations satisfied in previous period	**-**	-

Amount owed to contract buyer is of funding received, by way of non-refundable deposits, in advance of completion of the hotel suites which are at 31 December 2021 still controlled by the Group.

Deposits and accruals are from normal business transactions of the Group.

28 AMOUNT DUE TO NON-CONTROLLING INTERESTS

	2021 US$'000	2020 (Re-presented) US$'000
Minority Shareholder of Bumiraya Impian Sdn. Bhd.:		
- Global Evergroup Sdn. Bhd.	**1,190**	1,234
Minority Shareholder of Urban DNA Sdn. Bhd. and The RuMa Hotel KL Sdn. Bhd.:		
- Ireka Corporation Berhad	**762**	672
	1,952	1,906

The current amount due to non-controlling interests amounting to US$1,952,000 (31 December 2020 (re-presented): US$1,951,000) is unsecured, interest free and repayable on demand.

29 LOANS AND BORROWINGS

	2021 US$'000	2020 (Re-presented) US$'000
Non-current		
Lease liabilities	**-**	1
Current		
Bank loans	**1,681**	1,742
Lease liabilities	**14**	180
	1,695	1,922
	1,695	1,923

LEASE LIABILITIES

Future minimum lease payment	2021 US$,000	2020 (Re-presented) US$'000
Within one year	**14**	180
Between one and five years	**-**	1
Over five years	**-**	-
	14	181

The effective interest rates on the bank loans for the year is 12% (31 December 2020 (re-presented): ranged from 6.10% to 11.30%) per annum.

Borrowings are denominated in Ringgit Malaysia.

Bank loans are repayable by monthly, quarterly or semi-annual instalments.

Bank loans are secured by land held for property development, work-in-progress, operating assets of the Group, pledged deposits and some are secured by the corporate guarantee of the Company.

Reconciliation of movement of loan and borrowings to cash flows arising from financing activities:

	As at 1 January 2021 US$'000	Drawdown of loan US$'000	Repayment of loan US$'000	Foreign exchange movements US$'000	As at 31 December 2021 US$'000
Bank loans	**1,742**	**-**	**-**	**(61)**	**1,681**
Total	**1,742**	**-**	**-**	**(61)**	**1,681**

	As at 1 January 2020 (Re-presented) US$'000	Drawdown of loan US$'000	Repayment of loan US$'000	Foreign exchange movements US$'000	As at 31 December 2020 (Re-presented) US$'000
Bank loans	2,932	-	(1,245)	55	1,742
Total	2,932	-	(1,245)	55	1,742

	As at 1 January 2021 US$'000	Repayment of lease payment US$'000	Interest expense US$'000	Foreign exchange movements US$'000	As at 31 December 2021 US$'000
Lease liabilities	**181**	**(163)**	**3**	**(7)**	**14**
Total	**181**	**(163)**	**3**	**(7)**	**14**

	As at 1 January 2020 (Re-presented) US$'000	Repayment of lease payment US$'000	Interest expense US$'000	Foreign exchange movements US$'000	As at 31 December 2020 (Re-presented) US$'000
Lease liabilities	611	(463)	23	10	181
Total	611	(463)	23	10	181

30 MEDIUM TERM NOTES

	2021 US$'000	**2020 (Re-presented) US$'000**
Outstanding medium term notes	**42,317**	40,570
Net transaction costs	**-**	(370)
Less:		
Repayment due within twelve months *	**(42,317)**	(40,200)
Repayment due after twelve months	**-**	-

* Includes net transaction costs in relation to medium term notes due within twelve months of US$ Nil (31 December 2020: US$0.37 million).

Reconciliation of movement of medium term notes to cash flows arising from financing activities:

	As at 1 January 2021 US$'000	Drawdown of loan US$'000	Repayment of loan US$'000	Foreign exchange movements US$'000	As at 31 December 2021 US$'000
Medium Term Notes	**40,200**	**3,559**	**-**	**(1,443)**	**42,316**

	As at 1 January 2020 (Re-presented) US$'000	Drawdown of loan US$'000	Repayment of loan US$'000	Foreign exchange movements US$'000	As at 31 December 2020 (Re-presented) US$'000
Medium Term Notes	36,142	3,378	-	680	40,200

The medium term notes ("MTNs") were issued pursuant to a programme with a tenor of ten (10) years from the first issue date of the notes. The MTNs were issued by a subsidiary, to fund two development projects known as Sandakan Harbour Square and Aloft Kuala Lumpur Sentral ("AKLS") in Malaysia.

Following the completion of the sale of the AKLS by the Group in 2016. The net adjusted price value for the sale of AKLS, which included the sale of the entire issued share capital of ASPL M3B Limited and Iringan Flora Sdn. Bhd. (the "Aloft Companies") were used to redeem the MTN Series 2 and Series 3. Following the completion of the disposal of AKLS, US$96.25

million (RM394.0 million) of MTN associated with the AKLS (Series 3) and the Four Points Sheraton Sandakan (Series 2) were repaid on 19 August 2016. The charges in relation to AKLS was also discharged following the completion of the disposal.

The Group completed the "roll-over" for the remaining MTNs of US$24.43 million which is due on 10 December 2020 and 2021, it is now repayable on 8 December 2022. The MTNs are rated AAA.

The weighted average interest rate of the MTN was 4.50% per annum at the statement of financial position date. The effective interest rates of the MTN and their outstanding amounts are as follows:

	Maturity Dates	**Interest rate % per annum**	**As at 31 December 2021 US$'000**
Series 1 Tranche FG	8 December 2021	4.50	13,686
Series 1 Tranche BG	8 December 2021	4.50	10,324
			24,010

The medium term notes are secured by way of:

(i) bank guarantee from two financial institutions in respect of the BG Tranches;

(ii) financial guarantee insurance policy from Danajamin Nasional Berhad ("Danajamin") in respect to the FG Tranches;

(iii) a first fixed and floating charge over the present and future assets and properties of Silver Sparrow Berhad and ICSD Ventures Sdn. Bhd. by way of a debenture;

(iv) a third party first legal fixed charge over ICSD Ventures Sdn. Bhd.'s assets and land;

(v) a corporate guarantee by the Company;

(vi) letter of undertaking from the Company to provide financial and other forms of support to ICSD Ventures Sdn. Bhd. to finance any cost overruns associated with the development of the Sandakan Harbour Square;

(vii) assignment of all its present and future rights, interest and benefits under the ICSD Ventures Sdn. Bhd.'s Put Option Agreements in favour of Danajamin, Malayan Banking Berhad and OCBC Bank (Malaysia) Berhad (collectively as "the guarantors") where once exercised, the sale and purchase of HMS and SHA shall take place in accordance with the provision of the Put Option Agreement; and the proceeds from HMS and SHA will be utilised to repay the MTNs;

(viii) assignment over the disbursement account, revenue account, operating account, sale proceed account, debt service reserve account and sinking fund account of Silver Sparrow Berhad, revenue account of ICSD Ventures Sdn. Bhd. and escrow account of Ireka Land Sdn. Bhd.;

(ix) assignment of all ICSD Ventures Sdn. Bhd.'s present and future rights, title, interest and benefits in and under the insurance policies; and

(x) a first legal charge over all the shares of Silver Sparrow Berhad, ICSD Ventures Sdn. Bhd. and any dividends, distributions and entitlements.

Potensi Angkasa Sdn. Bhd. ("PASB"), a subsidiary incorporated on 25 February 2019, has secured a commercial paper and/or medium term notes programme of not exceeding US$21.99 million (RM90.0 million) ("CP/MTN Programme") to fund a project known as The RuMa Hotel and Residences. PASB may, from time to time, issue commercial paper and/or medium term notes ("Notes") whereby the nominal value of outstanding Notes shall not exceed US$21.99 million (RM90.0 million) at any one time.

The details of the drawdown schedule were as follows:

Initial Issue			**First Rolled-over**			**Second Rolled-over**		
Tranche Number	**Date**	**RM ('000)**	**Tranche Number**	**Date**	**RM ('000)**	**Tranche Number**	**Date**	**RM ('000)**
Tranche 1-23	10 Jun 2019	22,850	Tranche 63-83	10 Jun 2020	20,950	Tranche 124-142	10 Jun 2021	19,050
Tranche 24-31	30 Sep 2019	9,600	Tranche 84-91	30 Sep 2020	9,600	Tranche 143-147	1 Oct 2021	4,750
Tranche 32-49	7 Oct 2019	17,100	Tranche 92-109	7 Oct 2020	17,100	Tranche 148-165	8 Oct 2021	17,100
Tranche 50-62	25 Feb 2020	15,350	Tranche 110-122	25 Feb 2021	15,350	Tranche 166-178	28 Feb 2022	15,350
Tranche 123	9 Jun 2021	18,100						

The weighted average interest rate of the loan was 8.89% per annum at the statement of financial position date. The effective interest rates of the medium term notes and their outstanding amounts were as follows:

	Maturity Dates	**Interest rate % per annum**	**As at 31 December 2021 US$'000**
Tranches 110-122	28 February 2022	8.50	3,685
Tranche 123	10 June 2022	10.00	4,802
Tranches 124-142	13 June 2022	8.50	4,574
Tranches 143-147	3 October 2022	8.50	1,140
Tranches 148-165	10 October 2022	8.50	4,106
			18,307

Security for CP/MTN Programme

(a) A legal charge over the Designated Accounts by the PASB and/or the Security Party (as defined below) (as the case may be) and assignment of the rights, titles, benefits and interests of the PASB and/or the Security Party (as the case may be) thereto and the credit balances therein on a pari passu basis among all Notes, subject to the following:

(b)

(i) In respect of the 75% of the sale proceeds of a Secured Asset ("Net Sale Proceeds") arising from the disposal of a Secured Asset, the Noteholders of the relevant Tranche secured by such Secured Asset shall have the first ranking security over such Net Sale Proceeds;

(ii) In respect of the insurance proceeds from the Secured Assets ("Insurance Proceeds"), the Noteholders of the relevant Tranche secured by such Secured Asset shall have the first ranking security over such Insurance Proceeds;

(iii) In respect of the sale deposits from the Secured Assets ("Sale Deposits"), the Noteholders of the relevant Tranche secured by such Secured Asset shall have the first ranking security over such Sale Deposits;

(iv) In respect of the amount at least equivalent to an amount payable in respect of any coupon payment of that particular Tranche for the next six (6) months to be maintained by the Issuer ("Issuer's DSRA Minimum Required Balance"), the Noteholders of the relevant Tranche shall have the first ranking security over such Issuer's DSRA Minimum Required Balance;

(v) In respect of the proceeds from the Collection Account ("CA Proceeds"), the Noteholders of the relevant Tranche shall have the first ranking security over such CA Proceeds; and

(vi) In respect of any amount deposited by the Guarantor which are earmarked for the purposes of an early redemption of a particular Tranche of the Notes and/or principal payment of a particular Tranche of the Notes ("Deposited Amount"), the Noteholders of the relevant Tranche shall have the first ranking security over such Deposited Amount;

(c) An irrevocable and unconditional guarantee provided by the Urban DNA Sdn Bhd for all payments due and payable under the CP/MTN Programme ("Guarantee"); and

(d) Any other security deemed appropriate and mutually agreed between the PASB and the Principal Adviser/Lead Arranger ("PA/LA"), the latter being Kenanga Investment Bank Berhad.

<u>Security for each medium term note:</u>

Each Tranche shall be secured by assets ("Secured Assets") to be identified prior to the issue date of the respective Tranche.

Such Secured Assets may be provided by third party(ies), (which, together with the Guarantor, shall collectively be referred to as "Security Parties" and each a "Security Party") and/or by the PASB. Subject always to final identification of the Secured Asset prior to the issue date of the respective Tranche, the security for any particular Tranche may include but not limited to the following:

(a) Legal assignment and/or charge by the PASB and/or the Security Party (as the case may be) of the Secured Assets;

(b) An assignment over all the rights, titles, benefits and interests of the PASB and/or the Security Party (as the case may be) under all the sale and purchase agreements executed by end-purchasers and any subsequent sale and purchase agreement to be executed in the future by end-purchaser (if any), in relation to the Secured Assets;

(c) A letter of undertaking from Aseana Properties Limited to, amongst others, purchase the Secured Assets ("Letter of Undertaking"); and/or

(d) Any other security deemed appropriate and mutually agreed between the Issuer and the PA/LA and/or Lead Manager prior to the issuance of the relevant Tranche.

The security for each Tranche is referred to as "Tranche Security".

31 CHANGE IN EQUITY INTEREST IN SUBSIDIARIES

During the financial year, the Group increased its equity interest in Shangri-La Healthcare Investment Pte Ltd ("SHIPL") from 82.49% to 99.00% (2020: 81.66% to 82.49%) arising from capital reduction of non-controlling interests for US$173,000 (2020: an issue of new shares in the subsidiary for cash consideration of US$0.76 million). Consequently, the Company's effective equity interest in Hoa Lam Shangri-La Healthcare Ltd Liability Co. and City International Hospital Co. Ltd, subsidiaries of SHIPL, increased to 84.60% (2020: 73.04%). The Group recognised an decrease in non-controlling interests of US$341,000 (2020: increase of US$38,000) and an increase in accumulated losses of US$ Nil (2020: US$38,000) resulting from the increase in equity interest in the above subsidiaries.

32 RELATED PARTY TRANSACTIONS

Transactions between the Group with Ireka Corporation Berhad ("ICB") and its group of companies are classified as related party transactions based on ICB's 23.07% shareholding in the Company.

In 2009, the Group entered into a Joint Venture Agreement (JVA) with Ireka Corporation Berhad (ICB) for the construction of The RuMa Hotel and Residences ("RuMa"). Under the term of that JVA, the joint venture partners are required to make equity contribution in the proportion to their participating interest for the purpose of the development and construction of the RuMa. In the opinion of the directors, they have considered the JVA allows for the equity contribution to be deferred and paid upon the conclusion of construction. At 31 December 2021, the total amount of equity contribution owed by ICB was US$12.2 million. The recognition of these amount owed by ICB would be offset by the corresponding entry of the amount owed to ICB, which therefore has no net impact to the consolidated financial statements.

The equity contributions are non-trade in nature and are unsecured and interest bearing.

Furthermore, the Group was entitled to interest receivable from ICB. The interest receivable was calculated based on an annual interest rate of 2% above the Malaysia lending rate and applied to the deferred equity contributions.

Related parties also include key management personnel defined as those persons having authority and responsibility for planning, directing and controlling the activities of the Group either directly or indirectly. The key management personnel include all the Directors of the Group, and certain members of senior management of the Group.

	2021 US$'000	2020 (Re-presented) US$'000
ICB Group of Companies		
Accrued interest on shareholders advance payable by ICB	**122**	227
Accrued interest on a contract payment by an ICB subsidiary	**-**	83
Key management personnel		
Remuneration of key management personnel - Directors' fees	**291**	233
Remuneration of key management personnel - Salaries	**287**	67

Transactions between the Group with other significant related parties are as follows:

	2021 US$'000	2020 (Re-presented) US$'000
Non-controlling interests		
Advances – non-interest bearing (Note 28)	**121**	731
Other related parties		
Disposal of subsidiaries	**-**	3,936

The above transactions have been entered into in the normal course of business and have been established under negotiated terms.

The outstanding amounts due from/(to) ICB and its group of companies as at 31 December 2021 and 31 December 2020 are as follows:

	2021 US$'000	2020 (Re-presented) US$'000
Net amount due from an ICB subsidiary	**2,005**	1,953
Net amount due from ICB	**3,178**	3,381

The outstanding amounts due to the other significant related parties as at 31 December 2021 and 31 December 2020 are as follows:

	2021 US$'000	2020 (Re-presented) US$'000
Non-controlling interests		
Advances – non-interest bearing (Note 28)	**(1,952)**	(1,906)

Transactions between the parent company and its subsidiaries are eliminated in these consolidated financial statements. A list of subsidiaries is provided in Note 33.

33 INVESTMENT IN SUBSIDIARIES

Name	Country of incorporation	Principal activities	Effective ownership interest 2021	2020
Subsidiaries				
Ireka Land Sdn. Bhd.	Malaysia	Property development	**100%**	100%
Amatir Resources Sdn. Bhd.	Malaysia	Property development	**100%**	100%
ICSD Ventures Sdn. Bhd.	Malaysia	Hotel and mall ownership and operation	**100%**	100%
Priority Elite Sdn. Bhd.	Malaysia	Project management services	**100%**	100%
Potensi Angkasa Sdn. Bhd	Malaysia	Participating in the transactions contemplated under the Guaranteed MTNs Programme	**100%**	100%
Silver Sparrow Berhad	Malaysia	Participating in the transactions contemplated under the Guaranteed MTNs Programme	**100%**	100%
Bumiraya Impian Sdn. Bhd.	Malaysia	Property development	**80%**	80%
The RuMa Hotel KL Sdn. Bhd.	Malaysia	Investment holding	**70%**	70%
Urban DNA Sdn. Bhd.	Malaysia	Property development	**70%**	70%
Aseana-BDC Co Ltd	Vietnam	Investment holding	**65%**	65%

34 COMMITMENTS AND CONTINGENCIES

Debt service reserve account

In 2017, Silver Sparrow Berhad obtained consent from the lenders to utilise proceeds of US$4.89 million in the Sales Proceeds Account and Debt Service Reserve Account ("DSRA") to partially redeem the MTNs. Thereafter, amount equivalent to RM10.0 million (US$2.40 million) (the "Minimum Deposit") is maintained in the DSRA at all times and the amount is disclosed as deposit pledged (refer to Note 22).

In the event the funds in the DSRA falls below the Minimum Deposit, SSB shall within five (5) Business Days from the date of receipt of written notice from the facility agent or upon SSB becoming aware of the shortfall, whichever is earlier, deposit such sums of money into the DSRA to ensure the Minimum Deposit is maintained.

35 DISCONTINUED OPERATIONS AND ASSETS AND LIABILITIES HELD FOR SALE

On 23 August 2021, the Group entered into the sale agreement to divest its operations and assets of the International Healthcare Park ("IHP") and the City International Hospital ("CIH") ("the Transaction") for approximately US$18.3 million net total consideration. Accordingly, all the assets and liabilities held by the relevant subsidiaries that were eventually disposed were reclassified to assets held for sale as at 31 December 2021. The divestment was completed in February 2022.

The management assessed that the criteria for the classification of the disposal group held for sale were fulfilled as at 31 December 2021 based on the fact and circumstances specific to the Transaction and in accordance with IFRS 5. The net assets related to IHP and CIH have been presented as assets of a disposal group classified as assets held for sale in aggregate in the consolidated statement of financial position as at 31 December 2021 and a single amount in the consolidated statement of comprehensive income was presented in respect of net losses of IHP and CIH for the year. The presentation of comparative information in respect of the year ended 31 December 2020 has been restated to show the discontinued operations separately from continuing operations following the Group's accounting policy as set out in Note 3.16.

Assets classified as held for sale as at 31 December 2021:

	2021 **US$'000**	**2020** **US$'000**
Property, plant and equipment	**400**	444
Intangible assets	**3,519**	3,519
Inventories	**80,315**	80,261
Trade and other receivables	**1,250**	1,422
Current tax assets	**-**	1
Cash and cash equivalents	**15,329**	560
Trade and other payable	**(54,314)**	(26,049)
Loans and borrowings	**(32,016)**	(49,814)
Current tax liabilities	**(17)**	-
	14,466	10,344

Analysis of the results of discontinued operations in relation to IHP and CIH is as follows:

	2021 US$'000	2020 US$'000
Revenue	**-**	-
Other income	**12,820**	12,391
Administrative expenses	**(258)**	(265)
Other operating expenses	**(11,190)**	(11,216)
Foreign exchange (loss)/gain	**564**	89
Operating profit	**1,936**	999
Finance income	**335**	1,218
Finance costs	**(5,358)**	(6,425)
Net finance costs	**(5,023)**	(5,207)
Net loss before taxation	**(3,087)**	(4,208)
Taxation	**-**	-
Loss for the year	**(3,087)**	(4,208)

Analysis of the cash flows of discontinued operations in relation to IHP and CIH is as follows:

	2021 US$'000	2020 US$'000
Net cash generated from operating activities	**32,537**	560
Net cash used in investing activities	**-**	-
Net cash used in financing activities	**(17,768)**	-
Net cash generated from discontinued operations	**14,769**	560

36 EVENT AFTER STATEMENT OF FINANCIAL POSITION DATE

On 28 February 2022, the Group completed its sale of its Vietnam assets comprising the City International Hospital and the adjacent International Healthcare Park in Ho Chi Minh City, through disposal of the relevant subsidiaries.

Copies of the Annual Report

Copies of the annual report will be available on the Company's website at and from the Company's registered office, 12 Castle Street, St. Helier, Jersey, JE2 3RT, Channel Islands.