



SYMPHONY INTERNATIONAL HOLDINGS LIMITED

ANNUAL REPORT 2020



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CORPORATE PROFILE

Symphony International Holdings Limited (the "Company", "SIHL" or "Symphony") is a strategic investment company that specialises in long-term investments that benefit from rapidly expanding consumer-driven markets in Asia. The Company is managed by one of the most experienced and established investment teams in the region.

We primarily invest in high-growth sectors that include healthcare, hospitality, lifestyle (including branded real estate developments), logistics and education. We believe these sectors will benefit from comparatively faster rising incomes and changing demographics across Asia. Within these sectors, we seek investment opportunities that have strong potential to increase in value, and that are less susceptible to economic cycles. This may be due to a sector-based competitive advantage, a focus on a particular demographic or a defensive characteristic. Our focus is to create enduring business partnerships with strong management teams and talented entrepreneurs to generate value for shareholders over the long term.

Our business is structured as a permanent capital vehicle to provide flexibility and where necessary, to take a long-term view of our investments. As a consequence, and in contrast to traditional private equity firms, our decisions on investing and divesting are not influenced by restricted time frames. We believe that comprehensive analysis and a conservative investment approach will benefit investors seeking exposure to Asia.

Typically, we invest in businesses that require growth capital for later-stage development and expansion, management buy-outs/buy-ins, leveraged buy-outs, restructurings and special situations. Where we see a special opportunity, we may also invest a smaller portion of our investment capital in earlier-stage businesses. In addition, we invest in branded real estate developments: we develop projects designed to appeal to the evolving lifestyles of Asia's increasingly wealthy demographic.

Our shares are traded on the London Stock Exchange's standard listing category.



AN UNPRECEDENTED YEAR

THE ASIAN RECOVERY IN A POST COVID-19 WORLD



The Covid-19 pandemic disrupted global economies on an unprecedented scale, however, there has been a gradual recovery since mid-2020 that is expected to accelerate in 2021¹. The pandemic response in Asia has been more successful than in other parts of the world. This has limited the economic contraction in developing Asia to 0.4% in 2020, and it is forecast that the region will grow by 6.8% in 2021². As activity normalises, we are cautiously optimistic that our investee companies, which predominantly operate in Asia, are well placed to benefit from the ongoing recovery.

During the first quarter of 2020, global stock markets declined to decade lows, triggered by the rapid spread of Covid-19, government related restrictions and concern over a prolonged economic downturn. However, the economic impact has not been as severe as feared, particularly with stimulus measures, the adoption of technology and vaccine breakthroughs that have fuelled expectations of a return to normalcy. This has been reflected in strong equity markets during the latter half of 2020 and positive growth forecasts for 2021.



An unanticipated consequence of the pandemic is the accelerated adoption and usage of digital platforms. The growth in Revenue from ecommerce in Asia alone is projected to reach \$1.4 trillion in 2020, nearly triple that of the United States³. Businesses are increasingly developing or enhancing their digital footprint to cater to more technologically savvy consumers and clients.

Asia is currently home to over half of the world's total internet users, and by 2040, will account for 40% of global consumption and 52% of global GDP⁴. Our investee companies have been enhancing their digital platforms to facilitate remote client engagement during the pandemic and to cater to changing consumer trends and growing discretionary spending in Asia. We continue to focus on investing in innovative and disruptive businesses that benefit from rising incomes, increasing trade, and changing demographics across the region.

As at 31 December 2020, our portfolio companies collectively managed or operated directly or with partners:

- 75,686 rooms in 533 hotels
- 2,441 food & beverage outlets
- 497 retail outlets
- 27,500 square metres of prime commercial and office space
- 785,505 square meters of land related to current and potential future developments.

1 The World Bank, "Global Economic Prospects", January 2021

2 Asian Development Bank, "Asian Development Outlook (ADO) 2020 Supplement: Paths Diverge in Recovery from the Pandemic", December 2020

3 Oliver Tonby, Jonathan Woetzel, Noshir Kaka, Wonsik Choi, Anand Swaminathan, Jeongmin Song, Brant Carson, Lily Ma, "McKinsey Global Institute: How Asia can boost growth through technological leapfrogging", McKinsey & Company, 2 December 2020

4 Oliver Tonby and Jonathan Woetzel, "Could the next normal emerge from Asia?", McKinsey & Company, 8 April 2020



ASG EYE HOSPITALS

HEALTHCARE

"THE INDIAN HEALTHCARE SECTOR IS EXPECTED TO REACH \$372 BILLION IN 2022."

Asia's healthcare spending is expected to represent over 40% of growth in global healthcare spending over the next decade, expanding at double the pace of healthcare spending in the rest of the world⁵. The Asian healthcare market alone was anticipated to be worth \$2.6 trillion by 2020, up over \$825 billion from 2016⁶.

Driven by a rapidly growing population, rising incomes, better health awareness, changing lifestyles and increasing access to health insurance, the Indian healthcare sector is one of Asia's largest⁷. In India, healthcare is estimated to grow at 22% compounded annual growth rate ("CAGR") between 2016 and 2022, and is expected to reach \$372 billion in 2022⁸.

The team at Symphony has been investing in Asian healthcare businesses for over 25 years and has deep knowledge of the sector across the region. In 2020, Symphony's investment portfolio included two investments within the health sector in India: Soothe Healthcare Private Limited ("Soothe"), a feminine hygiene products and baby diaper manufacturer and distributor in India; and ASG Hospital Private Limited ("ASG"), a full-service eye-healthcare provider with operations in India, Nepal, and Africa.

Founded in 2012, Soothe operates within the fast-moving consumer goods ("FMCG") segment in India. In 2020 Soothe expanded its business beyond the manufacture and distribution of feminine hygiene products under the 'Paree' and 'Pariz' brand names, to distributing a line of baby diaper products under the 'Super Cute's' brand name. Symphony made the investment in 2019 and subsequently provided additional financing to support the rapid growth of the business.

ASG's operations include 33 clinics, offering a full-range of eye-healthcare services, including outpatient consultation and a full suite of inpatient procedures (cataract, retina surgeries, Lasik, glaucoma, cornea, and other complex eye-surgical procedures). Founded in 2005 by All India Institute of Medical Science (AIIMS, one of the top medical institutes in the country) trained doctors, Dr. Arun Singhvi and Dr. Shashank Gang, ASG also operates optical and pharmacy businesses that are predominantly co-located within clinics. Symphony invested in ASG in tranches with completion of the final tranche of investment in July 2020.

Symphony has generated attractive risk adjusted returns from investments in the healthcare sector in the past, including most recently IHH Healthcare Berhad ("IHH"). Symphony exited its investment in IHH in stages that were completed in January 2020, and generated an annual compounded return rate of 11.2% and 1.8 times the cost of investment over an eight-year holding period. We see value in the Asian healthcare market and continue to explore new opportunities in this sector to grow our portfolio.



- 5 Lucy d'Arville, Satyam Mehra, Alex Boulton, Vikram Kapur, "Asia-Pacific Front Line of Healthcare Report 2020", Bain & Company
- 6 ET Edge, "Asian healthcare market to grow over \$2660 billion by 2020", The Economic Times, 15 May 2019; Aparajita Saxena, "Asia 2020: 5 Things to Watch Out for in the Healthcare Sector", Entrepreneur.com, January 6 2020
- 7 Niraj Bora, "The Future of Healthcare Investment in India", Outlook India, 23 October 2020
- 8 Business Standard, "Indian healthcare sector to surge threefold at a CAGR of 22% during 2016-2022: Minister of Chemicals & Fertilizers", 18 September 2019

HOSPITALITY

"MINOR INTERNATIONAL IS ONE OF ASIA'S LARGEST HOSPITALITY BUSINESSES"

The hospitality industry faced unprecedented challenges in 2020 due to the pandemic. With travel affected due to government border closures and other mandated restrictions, international tourism experienced a 70% decline to levels not seen in 30 years⁹.

While the United Nations World Tourism Organization predicts a rebound in tourism by the third quarter of 2021, several Asian markets are seeing a relatively quicker return of travel demand, with domestic tourism driving the recovery. In India, domestic travel has returned to 65% of pre-Covid-19 levels¹⁰, and China's October week-long national holiday saw travel rebound to 79% of the same time in 2019¹¹.

Symphony's primary investment in hospitality is through Minor International Public Company Limited ("MINT"), with whom our management team has had over 35 years of association. Headquartered in Bangkok, Thailand, MINT is one of Asia's largest hospitality businesses. As at 31 December 2020, MINT had in its portfolio 75,638 rooms in 532 hotels and serviced suites in 55 countries. Subsequent to the 2020 reporting year, MINT signed a memorandum of understanding with China's Funyard Hotels & Resorts, to expand the Anantara, Avani, Oaks, Elewana, Tivoli and NH brands into mainland China.

Under its food business, MINT had 2,370 food and beverage outlets. MINT's operations also include contract manufacturing and an international lifestyle consumer brand distribution business with 459 retail outlets at the end of 2020.



Although Covid-19 has invariably impacted MINT's business, the company reported improving business trends across business units in the third quarter 2020, as a result of both easing Covid-19 restrictions across many regions, as well as stringent internal cost-cutting measures and strong balance sheet management.

9 UNWTO, "Impact Assessment of the Covid-19 Outbreak on International Tourism", United Nations World Tourism Organization, December 2020

10 PTI, "Almost 65% of domestic air travel back to pre-COVID-19 level: Civil Aviation Secretary", TheHindu.com, 28 November 2020

11 Wang Mingjie, "Travel rebound feels optimism", China Daily, 3 November 2020



LIFESTYLE

"OVER A BILLION FIRST-TIME CONSUMERS WILL CHANGE THE LANDSCAPE OF CONSUMPTION IN ASIA OVER THE NEXT DECADE"

The increase in disposable incomes across Asia has accelerated over the past decade, indicating the growing spending power of consumers in the region. Although the pandemic has subdued spending globally in the short-term, demographic changes in Asia will provide for substantial consumption growth in the long-term. Over the course of the next decade, more than one billion first-time consumers will change the landscape of consumption across the Asian region¹².

With consumption levels improving, the OECD forecasts a 5.6% rise in global GDP in 2021, compared to a fall of 4.2% in 2020, with Asia leading the recovery¹³.

Symphony's three investments in the lifestyle sector include the Wine Connection Group ("WCG"), Liaigre Group ("Liaigre"), and CHANINTR ("Chanintr").

Established in 1998, WCG is Southeast Asia's largest owner and operator of wine-themed restaurants and retail stores. The investment, which Symphony made in 2014, has approximately 69 outlets across Malaysia, Singapore and Thailand.

French luxury interior architecture and lifestyle brand, Liaigre is synonymous with the concept of discreet luxury, and an elegant, minimalistic style. The brand offers a range of bespoke furniture and home accessories. Liaigre also has a renowned interior architecture business which has undertaken projects for select hotels, private residences, and yachts. Liaigre has a network of 25 showrooms across Europe, the United States, and Asia. The brand's Asian showrooms performed relatively well in 2020 compared to other geographies, particularly with strong sales in Shanghai.

Based in Thailand, Chanintr is a luxury lifestyle company which primarily sells high-end American and European furniture brands and compatible kitchen and bathroom systems such as Liaigre and Herman Miller, among others. Additionally, Chanintr operates the food and beverage ("F&B") franchise of Clinton Street Baking Company in select Asian markets, and launched Chanintr Craft, a showroom for its in-house brand, along with internally-operated F&B outlet, Café Craft. Other projects launched in 2020 included Chanintr Work, dedicated to modern design products for the home or office workspace and the Chanintr Residences at Windshell naradhiwas, offering luxury-designed turnkey residences.

With the rise in spending power of the region's middle class, Symphony continues to explore opportunities in the lifestyle sector in Asia.

¹² World Economic Forum Platform on Shaping the Future of Consumption and Bain & Company, "Future of Consumption in Fast-Growth Consumer Markets: ASEAN", World Economic Forum, June 2020, (p4).

¹³ OECD, "OECD Economic Outlook Interim Report: Strengthening the recovery: The need for speed", March 2021



REAL ESTATE

"ASIAN REAL ESTATE REMAINS A SIGNIFICANT VALUE PROPOSITION FOR THE REGION"

With both local movement as well as travel restrictions in place across much of the world, corporate and residential real estate transactions, particularly in cities, were impacted. However, by the third quarter of 2020, investments in private real estate in the Asia Pacific region rebounded by 35% on returning confidence¹⁴, and by the fourth quarter of 2020, commercial real estate transactions in the region had risen 41% on a quarterly basis to \$36 billion¹⁵ – indicative of a strong recovery.

Symphony's current real estate portfolio includes interests in SG Land Co. Ltd. ("SG Land"), Minuet Limited ("Minuet"), the Desaru Property Joint Venture in Malaysia ("Desaru"), a Niseko Property Joint Venture ("Niseko JV") and a Phuket Luxury Villa ("Phuket").

Joint-venture companies SG Land and Minuet have real-estate holdings in Bangkok. SG Land holds the leasehold rights for two commercial office buildings – SG Tower and Millenia Tower. Minuet holds approximately 34 hectares of land, in close proximity to central Bangkok, for future development or sale.

Desaru is Symphony's property joint venture in Malaysia, with the Malaysian affiliate of Themed Attractions Resorts & Hotels Sdn Bhd, a subsidiary of the Malaysian sovereign wealth fund Khazanah Nasional Berhad. The luxury real estate development comprises 128-acres inclusive of a 45-key beachfront resort and private villas for sale, on the Desaru Coast in southeastern Malaysia. The resort and luxury villas are branded and managed by One&Only Resorts. Despite the delay of the development's launch from early March to September, due to the pandemic, the resort has been well-received within the local travel market and occupancy levels were above expectations.

Symphony invested in a joint venture that acquired land in Niseko, Hokkaido, Japan.



The development of part of the land, in partnership with Hanwha Hotels & Resorts, is progressing slowly in the current environment. The remaining land is held for future development or sale.

In June 2020, an interest in a luxury villa in Phuket, Thailand, along with an effective cash payment, formed part of a settlement for the remainder of a structured loan transaction made by Symphony in 2014. The Phuket Villa was valued by a third-party independent valuer and was transferred to Symphony with a contractual minimum guaranteed value and profit share arrangement upon realisation.

Symphony continues to explore real estate opportunities across Asia, to cater to the growing demand for luxury and branded real estate.

¹⁴ JLL News Release, "Asia Pacific real estate investment rebounds 35% in Q3 with stronger investor activity in China", JLL, 5 November 2020

¹⁵ CBRE Research, "Asia Pacific MarketView Q4 2020", 2020



EDUCATION

"ASIA'S RAPIDLY GROWING MIDDLE CLASS IS DEMANDING BETTER QUALITY ACCESS TO EDUCATION"

In 2020, it was estimated that 2 billion Asians were members of the middle class; that figure is set to reach 3.5 billion by 2030¹⁶. Asia is expected to account for over 80% of middle class spending in the coming decade – with education considered a driving force toward the region's shift in attaining stronger global influence¹⁷.

Not only has this growing purchasing power led to pressure on governments to set up educational systems at a much faster rate than expected, but movement restrictions during the Covid-19 pandemic also highlighted a need for stronger remote learning channels. Asia alone accounts for half of all internet users and currently makes up 32% of all online learning¹⁸.

Symphony's portfolio in the education sector include WCIB International Co. Ltd. ("WCIB"), the developer and operator of Wellington College

International Bangkok, the fifth international addition to the UK-headquartered Wellington College family of schools and Creative Technology Solutions DMCC ("CTS"), a technology firm that provides customized IT solutions to schools across the Middle East.

Symphony entered into a joint venture in 2016 that developed Wellington College International Bangkok and that has the option to develop additional schools under the Wellington name in Myanmar, Cambodia, Laos, and Vietnam. The school in Bangkok was formally opened in 2018 with state-of-the art facilities, inclusive of three swimming pools – one of which is an Olympic size pool, a two-storey library, as well as tennis courts, a fitness centre and co-working space. Currently open to students attending Nursery to Year 6, when completed the school will have a capacity to accommodate 1,500 students aged 2-18 years.

CTS is Symphony's first investment in the Gulf Cooperation Council region. Historically, CTS focused on providing IT solutions to private K12 schools, but has expanded to capitalise on opportunities created by the pandemic. CTS is now providing remote and digital learning solutions to students at a number of government funded schools, and separately, providing digital books and other solutions to institutions of higher education.

Symphony continues to assess the education space for new opportunities that may be shaped by the changing landscape and demand for innovation from Asia's growing middle class.



¹⁶ Katherine Buchholz, "This chart shows the rise of the Asian Middle Class", World Economic Forum and Statista, 13 July 2020

¹⁷ Eastspring Investments, "The Asian Century: What's Next?", Prudential plc (UK), 2019

¹⁸ Dashveenjit Kaur, "E-learning is on the rise in APAC – and it's going mobile", Techwire Asia, 21 October 2020

LOGISTICS

"VIETNAM'S LOGISTICS SECTOR IS LIKELY TO OUTPACE THE COUNTRY'S GDP GROWTH"

The Asian logistics and freight market is the fastest growing in the world and expected to achieve a CAGR of 6.1% from 2020 to 2025. This growth is being driven by a strong regional consumer base of 640 million people¹⁹.

While much of the global economy contracted during the pandemic, Vietnam expanded, particularly with increasing offshoring business as companies seek more supply chain resilience. The logistics sector in Vietnam is likely to outpace the country's GDP growth, with government annual growth targets for this sector to reach 20% by 2025²⁰.

Symphony's investment in the logistics industry is a significant minority interest holding in Vietnam-based Indo Trans Logistics Corporation ("ITL"). Founded in 2000, ITL has been named one of Vietnam's 'National Champions' and is the largest independent integrated logistics company with a network across Vietnam, Cambodia, Laos, Myanmar, and Thailand.

With growing local and international trade flows in the region, ITL is well-positioned to benefit from the rise of the region's growing manufacturing base as companies diversify supply chains.



19 Mordor Intelligence, "Asia-Pacific Freight and Logistics Market Growth, Trends, Covid-19 Impact, and Forecasts (2021-2026)", 2020

20 Siddharth Bhatla, "Vietnam's Logistics Industry: How Vietnam's Expanding Economy is Boosting Growth", Vietnam Briefing from Dezan Shira & Associates, 28 December 2020

OTHER INVESTMENTS

With over 62.5% of the Asian population under the age of 40, the number of digital natives across the region is rapidly rising²¹. This trend has contributed to a growth in digital initiatives in the region. The gross merchandise value from online businesses in southeast Asia alone is estimated to be \$100 billion in 2020 and expected to grow to \$300 billion by 2025²². With these changes, Symphony has been investing in innovative and disruptive businesses that employ technology and complement our core investment focus.

Our current portfolio includes Smarten Spaces Pte. Ltd. (“Smarthen Spaces”), an end-to-end solution for workplace safety and flexibility on a single technology platform, August Jewellery Pvt. Ltd. (“Melorra”), an online marketer of light-weight trendy gold jewellery, and a stake in Good Capital Partners and Good Capital Fund I (collectively “Good Capital”), a general partner and a venture fund, respectively, focused on seed stage investments in India.

Smarthen Spaces, founded in 2017, is a Singapore-headquartered software-as-a-service firm which helps businesses navigate the new hybrid workplace post Covid-19. The technology enables clients to manage a variety of workplace functions from desk management to room reservation to lighting and

asset management, among others. With signed users in over 50 cities worldwide at over 150 locations, clients include Mondelez, Blackstone, and Knight Frank, among others. Smarten Spaces was awarded the ‘COVID Management of Year – IT Services’ award by the Singapore Business Review 2020, at the SBR Management Excellence Awards.

In September 2020, Symphony made an investment into Melorra, an India-based fast-fashion gold jewellery-company that uses 3D printing technology to achieve on-demand manufacturing to bring products to market efficiently. Melorra was founded in 2015 by Saroja Yeramilli, and adopts a minimal inventory model, producing over 300 designs a month catering predominantly to the Indian female demographic. Bollywood actress Shraddha Kapoor starred in the brand’s first television ad campaign, released during India’s Diwali festive season. Although Melorra’s principal focus is operating through an online platform, it has also launched physical retail outlets (called experience centres) to reinforce the brand-building process.

Majority-owned by brothers Rohan and Arjun Malhotra, Good Capital is an India-based early stage technology fund and Fund Manager focused on investing into emerging businesses across India, which primarily capitalize on utilising technology to solve everyday problems. Good Capital made three new investments and one follow-on investment in 2020, highlighting the amplified demand for digital products and services as a result of the Covid-19 pandemic and resulting increased adoption of technology pan-India.

²¹ Deloitte and INCLUSION Fintech Conference, “The Next Wave: Emerging digital life in South and Southeast Asia”, September 2020, (p6)

²² Google, Temasek and Bain & Company, “e-Economy SEA 2020”, 10 November 2020



CORPORATE INFORMATION

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CHAIRMEN'S STATEMENT



Despite a challenging year, Symphony's portfolio companies were able to weather 2020, albeit with some mixed results. Sectors, such as hospitality and lifestyle, where we have traditionally had a large exposure, have been materially impacted, but most investee companies in other sectors returned to positive growth during the latter half of the year. Although there remain considerable risks in the current unprecedented environment, we feel optimistic on the outlook as we continue to see a gradual broad based economic recovery.

The consequences of the pandemic on people's lives and the global economy have been, and continue to be, profound. The health and economic impact has been uneven across communities, economies and geographies. Many lives have been altered and our thoughts remain with the individuals that have been impacted. Most businesses have also been affected as a result of government restrictions and social distancing measures, and this has had an unexpected consequence of

accelerated growth in digitalisation and automation. Instances of online shopping, for example, have increased exponentially with some consumers purchasing on the internet for the first time out of necessity. This has also led to changes in consumption habits. Similarly, schools and businesses have been forced to operate remotely or online in order to remain a going concern. Businesses with existing digital platforms or that have been able to quickly adapt to offer goods or services remotely have fared better or even excelled in the current environment. As a result of some of these changes, our investment posture has also shifted a little to focus on businesses that have shown the ability to adapt better to the new environment of disruption through technology adoption. Of course, industries that rely on physical interaction, such as travel and leisure, which have been a significant part of Symphony's portfolio, are experiencing a much slower recovery.

Symphony's NAV and NAV per share declined by US\$124.31 million to

US\$379.05 million and by US\$0.24 to US\$0.74, respectively, during 2020. The change is predominantly due to a decline in value of our interest in Minor International Pcl ("MINT"), which operates in the hospitality sector. Travel restrictions and social distancing measures have had a severe impact on MINT's hotel, restaurant and retail businesses. Although the latter two business segments are recovering more quickly or have recovered, we expect that it will take more time for regular travel to return to support higher hotel occupancies. During 2020, we reduced our interest in MINT and generated proceeds of US\$74.3 million, a program that was continued in 2021 and to date has generated a further US\$20.89 million. These sales have generated required liquidity, locked in gains on this investment, reduced debt and also lowered our concentration risk in this sector.

Aside from various cost cutting initiatives, MINT management reacted rapidly to the deteriorating environment and successfully raised debt and equity to strengthen its



"DESPITE A CHALLENGING YEAR, SYMPHONY'S PORTFOLIO COMPANIES WERE ABLE TO WEATHER 2020, ALBEIT WITH SOME MIXED RESULTS."

balance sheet to provide sufficient reserves for at least the next two years. MINT's restaurant business, which stood at 2,370 outlets at 31 December 2020, fully recovered in the third quarter of 2020 and posted year-over-year growth in the fourth quarter. Reduced dine-in sales at restaurants were partially compensated for by MINT's digital platform that drove delivery and take-away sales across brands. Together with promising news on the effectiveness and rollout of vaccines and increasing adherence to social distancing restrictions, the outlook for the hospitality business and MINT overall is improving. At the time of writing this, MINT's share price had recovered further, which would result in an additional NAV per share for Symphony of US\$0.04.

The performance of our lifestyle businesses was mixed in 2020. The Liaigre Group, a luxury furniture brand that is synonymous with discreet luxury saw a decline in traffic at its showrooms due to temporary forced closures and social distancing measures. The lower traffic translated into reduced

sales in Europe and the US, however management employed a number of digital initiatives to continue to engage with clients, such as virtual visits, client meetings and online clearance sales. Other parts of the business have continued to grow; Liaigre's renowned interior architecture business has seen its pipeline of projects expand while showrooms in Asia, particularly in China, continue to attract more clients and sales, which is indicative of the demand for sophisticated luxury in the region and underscores our initial thesis for the investment. We have also been looking for selected opportunities for branded real estate using the Liaigre brand and have some promising ongoing discussions in this regard.

CHANINTR ("Chanintr"), another lifestyle business, focused on distributing high-end US and European furniture brands and compatible kitchen and bathroom systems in Thailand, experienced disruptions to its showroom business and its peripheral restaurant operations during the year due to the pandemic related restrictions

and political demonstrations. Part of the impact from showroom closures were mitigated with private customer appointments and an upgraded online platform. Despite the difficult operating environment, Chanintr continued to expand its presence with new showrooms that include Chanintr Craft (which also features Chanintr's in-house brand), Waterworks and Chanintr Work (showcasing Herman Miller and other modern design products). During the latter half of 2020, Chanintr launched Chanintr Residences, offering luxury designed turnkey residences - which have received positive press coverage.

Although impacted during the early stages of the pandemic, the Wine Connection Group ("WCG"), a wine-themed F&B chain included in our lifestyle segment, has performed well. There was year-over-year growth in sales in Singapore, including same-store-sales growth, with some weakness in Thailand that improved towards the latter half of the year. WCG invested significantly in its digital strategy over the past few years, which

CHAIRMEN'S STATEMENT

strongly positioned the business to cater to online orders and deliveries during periods of heightened social distancing restrictions. WCG's focus on improving the overall quality of its food and wine offering, has met with considerable success.

Symphony's investment in the logistics sector is Indo Trans Logistics Corporation ("ITL"), Vietnam's largest independent integrated logistics company. The pandemic and geopolitical concerns over the past year have contributed to some dislocations in the logistics market, which have led to some demand and supply volatility that resulted in lower cargo volumes but higher yields in Vietnam. Correspondingly, ITL reported softer than expected revenue during 2020, but profitability was in line with pre-pandemic budgets. The long-term outlook for this sector in Vietnam is extremely attractive, particularly with increasing offshoring business in Vietnam as businesses seek more supply chain resilience.

During the third quarter of 2020, ITL completed the acquisition of a 55% interest (increasing its total shareholding to 97%) in South Logistics Joint Stock Company ("SoTrans"), a Vietnamese inland port & container depot operator and sea freight forwarder with extensive real estate assets. Symphony worked closely with ITL to secure transaction financing from a consortium led by the International Finance Corporation. We believe the consolidation of SoTrans is transformational as it provides ITL with a more diversified logistics business and also extensive real estate for future development and value creation.

Our education-related businesses experienced some disruption in 2020, but there was no impact on financial performance. WCIB International Co. Ltd ("WCIB"), which operates the Wellington College International

Bangkok, an addition to the UK-headquartered Wellington College schools, was able to adapt quickly to forced closures that began in March 2020 with the provision of high quality online classes to all students. Operations returned to normal in September and the school's management have reported growing enrolments that are ahead of expectations. WCIB is now developing buildings and facilities for the Senior school, which will provide for further ramp up in student numbers and retention of younger students as they graduate from the Primary School.

Creative Technology Solutions ("CTS"), a firm that provides customized IT solutions to schools predominantly in the Middle East, experienced a shift in business mix. Historically, CTS focused on providing IT solutions to private K12 schools, but due to reduced budgets at these schools, the business shifted to new opportunities created by the pandemic. CTS was awarded contracts to provide remote and digital learning solutions to students at a number of government funded schools and separately, to provide digital books and other solutions to higher education institutions. Although the CTS management team is exploring new growth opportunities in ed-tech, there is an expectation that the current business focus will provide for strong growth in the coming years.

Symphony's healthcare investments in India recovered quickly from government instituted lock-downs that began at the end of the first quarter. ASG Hospital Private Limited ("ASG"), a full-service eye-healthcare provider, experienced a virtual standstill in operations in April but has since recovered. ASG initiated cost reductions at the onset of the pandemic and introduced a telehealth platform to continue to engage with patients in need of care. Group revenues for this business recovered to pre-pandemic

levels in September and double digit year-over-year growth in October. Management have reported that the business continued to see strong growth in January and February 2021 compared to the same period a year earlier, which is promising. Symphony completed the second tranche of its investment in ASG during the year to support inorganic growth. ASG is in the late stage of discussions for two acquisitions and separately, partnership programs to expand its offering to more remote regions.

We also include Soothe Healthcare Private Limited ("Soothe"), a feminine hygiene products manufacturer and distributor, as part of our healthcare portfolio. Similar to ASG, Soothe experienced a sharp slowdown in sales of its Paree and Pariz branded hygiene products beginning in late March, but recovered more quickly. Soothe has leveraged its expertise and distribution capability to launch a diaper brand, Super Cute's, which has been met with early success. Total sales for Soothe in December 2020 were more than double the same period a year earlier and management have reported the strong growth continuing into 2021. Symphony has been working closely with Soothe on its funding requirements and provided additional financing during 2020, together with Soothe's largest shareholder, to support the ongoing rapid growth of this business.

We continued to monetise parts of our real estate portfolio during 2020. The sale of approximately 50% of the land site held by our Niseko Joint Venture resulted in distributions to Symphony of US\$16.73 million, which is more than 1.5 times Symphony's US dollar cost for its total investment in the joint venture. Development of part of the land with Hanwha Hotels & Resorts is progressing slowly in the current environment, but we understand that demand for apartment units and land in

Niseko, Japan continues to be strong. Minuet Limited, which continues to hold approximately 34 hectares of land in Bangkok, Thailand distributed US\$12.86 million to Symphony, also from the proceeds of land sales. Our other real estate investments in Thailand include SG Land Co. Ltd ("SG Land"), which holds the leasehold rights to two office buildings in downtown Bangkok, and a luxury villa in Phuket. SG Land continues to provide an attractive yield and regular distributions to Symphony.

The resort and luxury villas that are branded and managed by One&Only Resorts in Desaru, Malaysia was officially launched in September. Despite travel restrictions at the time of opening, the resort was well received within the local travel market and occupancy levels were above expectations. Bookings continue to be strong however, occupancies have varied because of government movement control orders in response to the pandemic. There is strong interest from local and international buyers for luxury villas on the property, sales of which are expected to provide incremental value to Symphony in the coming years.

In line with our new focus on technology enabled businesses, we made a new investment in an innovative business called August Jewellery Pvt Ltd, the holding company for online gold fast-fashion jewellery brand, Melorra. The brand, Melorra, is seeking to disrupt the significant Indian traditional jewellery industry by adopting just-in-time manufacturing techniques and targeting the rapidly growing body of millennial women with high fashion, everyday wear, jewellery. This business did experience a slow down during the early stages of the pandemic but has since recovered and shown strong growth in tandem with its marketing initiatives. Although Melorra's principal focus is operating

through an online platform, it also intends to open a series of "experience centres", essentially retail outlets designed to reinforce the brand building process. Melorra opened its first retail outlet earlier this year to complement its online sales and become an omnichannel brand. We led a further investment in Melorra early this year with several other investors to further support the growth for this business.

Another early stage and innovative technology related business in our portfolio is Smarten Spaces Pte. Ltd. ("Smarten"). During the year, we completed the second tranche of our contracted investment in Smarten, a Singapore based Software-as-a-Service business focused on space and employee management solutions for commercial and industrial properties. Smarten continues to grow its client base impressively and now counts many leading Singapore & multinational corporations amongst its customers. Interestingly, their growth has been accelerated with the launch of a suite of products catering to social distancing and resource planning for working from home and office. Smarten's products are currently deployed in over 40 cities across 13 countries.

In line with our interest in tech-enabled businesses, we made a small commitment to Good Capital Partners, an early stage technology focused fund & Fund Manager, where we also took a small interest in the General Partner for Symphony. During 2020, Good Capital made investments in three new companies and one follow-on investment and is exploring a number of new additional investments to add to the fund. At 31 December 2020, the fund had deployed just over 40% of committed capital across seven companies in less than two years, which is indicative of the access to strong deal-flow in

the Indian technology ecosystem. Good Capital is working with angel investors on earlier stage and higher risk opportunities while opening co-investment opportunities to limited partners on larger, high-conviction investments. We expect Good Capital to supply us with interesting later stage investment opportunities as some of their early stage investments come to the market for additional rounds of financing.

Almost all our investee companies have either developed or grown their digital platform capabilities during the past year to better serve their clients in the current environment. Although we believe that there will be some shift back towards physical retail and provision of services, it is clear that the adoption of e-commerce and other digital platforms will continue to grow. We are optimistic for the prospects of our investee companies and we continue to work closely with them to ensure they are well placed to benefit from the ongoing recovery. With the unprecedented challenges that 2020 has brought, we are extremely pleased with and thankful to our business partners for their relentless dedication and ability to respond quickly to a very difficult environment that kept staff and customers safe while managing, and in many cases growing, their respective businesses. We would also like to thank our shareholders for their ongoing continued support through these unprecedented times.

GEORGES GAGNEBIN

Chairman,
Symphony International Holdings
Limited

ANIL THADANI

Chairman,
Symphony Asia Holdings Pte. Ltd.
19 March 2021

FINANCIAL HIGHLIGHTS

KEY FINANCIAL HIGHLIGHTS

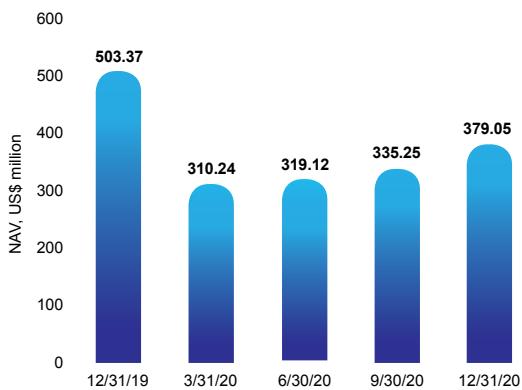
As at 31 December	Group		
	2018 US\$ 000'	2019 US\$ 000'	2020 US\$ 000'
Other income	26,142	784	5,156
Fair value changes in financial assets at fair value through profit or loss	(79,234)	43,533	(119,111)
Profit (Loss) after tax	(69,516)	28,912	(124,590)
Total assets	498,400	577,079	382,279
Total liabilities	5,695	73,430	3,220
Total shareholders' equity	492,705	503,649	379,059
NAV ¹	492,705	503,369	379,055
Number of shares outstanding	513,366	513,366	513,366
NAV per share (US\$)	0.96	0.98	0.74
Dividend per share (US cents) ²	12.00	3.50	0.00

1 Net asset value is based on the sum of our cash and cash equivalents, temporary investments, the fair value of unrealised investments (including investments in subsidiaries and associates) and any other assets, less any other liabilities.

2 Dividend (ordinary and extraordinary) to shareholders and option holders

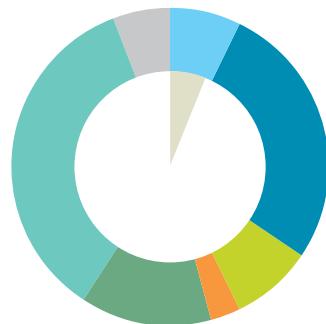


QUARTERLY NAV



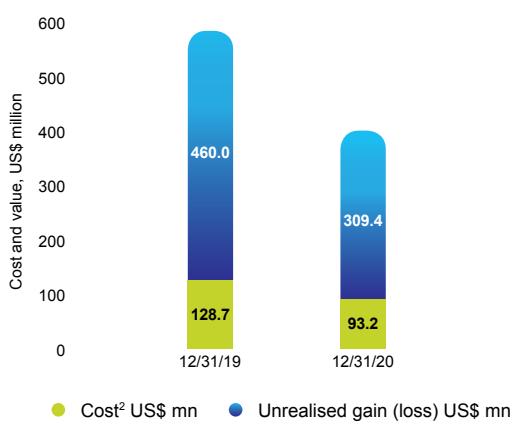
NAV BY SEGMENT

At 31 December 2020



Healthcare	7.93%
Hospitality	28.76%
Lifestyle	8.76%
Education	3.31%
Logistics	14.29%
Lifestyle / real estate	36.97%
Other	6.17%
Temporary investments	-6.19%

VALUE OF PORTFOLIO INVESTMENTS¹



1 Portfolio investments exclude temporary and realised investments

2 Cost of investments is after deducting shareholder loan repayments, redemptions, partial realisations, dividends and interest income

INVESTMENT MANAGER'S REPORT



This "Investment Manager's Report" should be read in conjunction with the financial statements and related notes of the Company. The financial statements of the Company were prepared in accordance with the International Financial Reporting Standards ("IFRS") and are presented in U.S. dollars. The Company reports on each financial year that ends on 31 December. In addition to the Company's annual reporting, NAV and NAV per share are reported on a quarterly basis being the periods ended 31 March,

30 June, 30 September and 31 December. The Company's NAV reported quarterly is based on the sum of cash and cash equivalents, temporary investments, the fair value of unrealised investments (including investments in unconsolidated subsidiaries, associates and joint ventures) and any other assets, less any other liabilities. The financial results presented herein include activity for the period from 1 January 2020 through 31 December 2020, referred to as "the year ended 31 December 2020".

Standing, from left to right:
*Laxman Vaidya,
Hariharan Vaidyalingam,
Anupum Khaitan,
Raj Rajkumar,
Anil Thadani,
Patrik Brusheim,
Peter Lee,
Ambika Behal*

Sitting, from left to right:
*Sun Yi,
Daphne Beh,
Jenny Ng,
Saerah Yusof,
Michelle Tan,
Jasmine Phua*



Our Business

Symphony is an investment company incorporated under the laws of the British Virgin Islands. The Company's shares were listed on the London Stock Exchange on 3 August 2007. Symphony's investment objective is to create value for shareholders through longer term strategic investments in high growth innovative consumer businesses, primarily in the healthcare, hospitality and lifestyle sectors (including education and branded real estate developments), which are expected to be fast growing sectors in Asia, as well as through investments in special situations and structured transactions.

Symphony's Investment Manager is Symphony Asia Holdings Pte. Ltd. ("SAHPL"). The Company entered into an Investment Management Agreement with SAHPL as the Investment Manager. Symphony Capital Partners Limited ("SCPL") is a service provider to the Investment Manager.

SAHPL's licence for carrying on fund management in Singapore is restricted to serving only accredited investors and/or institutional investors. Symphony is an accredited investor.

Standing, from left to right:
Kennis Yeung,
Synnia Hui,
Betty Chan,
Alice Wong,
Jay Parmanand,
Ming Wong,
Wendy Pang,
Annisa Li

Sitting, from left to right:
Alice Ng,
Sunil Chandiramani,
Ramon Lo

INVESTMENT MANAGER'S REPORT

Investments

At 31 December 2020, the total amount invested by Symphony since admission to the Official List of the London Stock Exchange in August 2007 was US\$581.56 million (2019: US\$544.17 million). SIHL's total cost of its unrealised investment portfolio after taking into account shareholder loan repayments, redemptions, partial realisations, dividends and interest income was US\$93.15 million at 31 December 2020, down from US\$128.71 million a year earlier.

The change is due to (i) the partial realisation of MINT shares generating net proceeds of US\$74.32 million that was partially offset by participation in MINT's rights issue amounting to US\$8.79 million, which cumulatively increased proceeds (including partial realisations and dividend income) in excess of total cost for this investment to US\$175.46 million at 31 December 2020, (ii) the full exit from IHH Healthcare Berhad (following sale of residual shares generating US\$4.65 million in 2020), which resulted in the reversal of the proceeds (including partial realisations and dividend income) in excess of cost received for this investment at 31 December 2019 of US\$33.27 million, (iii) distributions from land related realisations amounting to US\$29.59 million, (iv) new and follow-on investments in unlisted

investments amounting to US\$28.60 million and (v) other unlisted investment realisations and interest income of US\$2.30 million.

As at 31 December 2020, the healthcare, hospitality, lifestyle, lifestyle/real estate, logistics, education and other sector investments accounted for 29.17%, -188.36%, 92.31%, 72.60%, 45.24%, 24.15% and 24.88% of total cost of investments after taking into account shareholder loan repayments, redemptions, partial realisations, dividends and interest income, respectively. The negative net cost in the hospitality sector is due to partial realisations related to MINT that have generated proceeds in excess of cost.

The fair value of investments, excluding temporary investments, held by Symphony was approximately US\$402.51 million at 31 December 2020, which compares to US\$588.70 million a year earlier. This change comprised realisations (including shareholder loan repayments, redemptions, partial realisations, dividends and interest income) of US\$110.87 million, a decline in the value of listed and unlisted investments by US\$112.72 million and new and follow-on investments of US\$37.39 million.

As at 31 December 2020, we had the following investments:

Cost and fair value of investments

Group at 31 December 2020			
	Cost US\$ ¹ US\$'000	Fair value US\$ US\$'000	% of NAV
Healthcare	27,175	30,068	7.9%
Hospitality	(175,464)	109,027	28.8%
Lifestyle	85,994	33,189	8.7%
Education	22,496	12,548	3.3%
Logistics	42,141	54,159	14.3%
Lifestyle / real estate	67,633	140,132	37.0%
Other	23,178	23,382	6.2%
Subtotal	93,153	402,505	106.2%
Temporary investments ²		(23,450)	-6.2%
Net asset value		379,055	100.0%

- 1 Cost of investments is after deducting shareholder loan repayments, redemptions, partial realisations, dividends and interest income
- 2 Temporary investments include cash and equivalents and is net of accounts receivable and payable
- 3 NAV is based on the sum of our cash and cash equivalents, temporary investments, the fair value of unrealised investments (including investments in subsidiaries and associates) and any other assets, less all liabilities.

Minor International Public Company Limited

Minor International Public Company Limited (“MINT”) is a diversified consumer business and is one of the largest hospitality and restaurant companies in the Asia-Pacific region. Anil Thadani (a Director of the Company) currently serves on MINT’s board of directors. Sunil Chandiramani (a Director of the Company) currently serves as an advisor to MINT’s board of directors. MINT is a company that is incorporated under the laws of Thailand and is listed on the Stock Exchange of Thailand.

MINT owns 375 hotels and manages 157 other hotels and serviced suites with 75,638 rooms. MINT owns and manages hotels in 55 countries predominantly under its own brand names that include Anantara, Oaks, NH Collection, NH Hotels, nhow, Elewana, AVANI, Per AQUUM and Tivoli.

As at 31 December 2020, MINT also owned and operated 2,370 restaurants (comprising 1,191 equity-owned outlets and 1,179 franchised outlets) under the brands The Pizza Company, Swensen’s, Sizzler, Dairy Queen, Burger King, Beijing Riverside, Thai Express, Bonchon, Benihana and The Coffee Club amongst others. Approximately two-thirds of these outlets are in Thailand with the remaining number in other Asian countries, the Middle East and the United Kingdom. MINT’s operations also include contract manufacturing and an international lifestyle consumer brand distribution business in Thailand focusing on fashion, cosmetics through retail (459 outlets), wholesale and direct marketing channels under brands that include Anello, Bossini, Esprit, Charles & Keith, OVS and Radley amongst others.

MINT reported a decline in core revenue, earnings before interest, tax, depreciation and amortisation (“EBITDA”) and net profit (pre-TFRS16) of -53%, -138% and -367% in 2020 year-over-year, respectively. MINT’s businesses, particularly hotel operations, have been severely impacted by the pandemic due to weaker demand and temporary closures. In 2020, core revenue from hotel and related services operations decreased by 65% compared to

a year earlier. However, a solid recovery of hotel operations in the Maldives and management letting rights in Australia helped mitigate the full impact of the challenging operating environment.

At the end of 2020, MINT’s total number of equity-owned and managed restaurants were 2,370, of which 67% were in Thailand with the remaining number located in 25 other countries. Revenue from MINT’s food businesses declined by 15% in 2020 due to the challenging environment across key markets. There has been a positive improvement since the peak of the outbreak in second quarter of 2020 and together with cost cutting initiatives, MINT reported a 41% increase in fourth quarter EBITDA (pre-TFRS16) compared to the same period a year earlier. Management have stated the food business has reached pre-pandemic levels and their current focus is on growth going forward.

As a result of temporary periodic store closures, the retail trading business experienced a decrease in revenue. Although there has been an improvement towards the end of the year, weak consumer sentiment and political instability has hampered a full recovery in retail operations. Conversely, the contract manufacturing business reported strong year-over-year growth in the last quarter as demand for cleaning products from FMCG customers grew.

Symphony’s gross investment cost in MINT increased to US\$82.82 million (2019: US\$74.02 million) at 31 December 2020 following participation in a rights issue. The net cost on the same date, after deducting partial realisations and dividends received, was (US\$175.46 million) (2019: (US\$109.93 million)). The negative net cost is due to the proceeds from partial realisations and dividends being in excess of cost for this investment. The fair value of Symphony’s investment in MINT at 31 December 2020 was US\$109.03 million (2019: US\$277.83 million). The change in value of approximately US\$168.80 million is due to the sale of 121.82 million shares during the year that



INVESTMENT MANAGER'S REPORT

generated net proceeds of US\$74.32 million and a decline in the share price of MINT by 28.67%, which were partially offset by participation in a rights issue to subscribe to 15.90 million shares for US\$8.79 million and receipt of 6.65 million bonus warrants to subscribe to shares in MINT. Subsequent to the year end, Symphony sold an additional 21.03 million shares that generated net proceeds of US\$20.89 million.

Minuet Limited

Minuet Ltd ("Minuet") is a joint venture between the Company and an established Thai partner. The Company has a direct 49% interest in the venture and is considering several development and/or sale options for the land owned by Minuet, which is located in close proximity to central Bangkok, Thailand. As at 31 December 2020, Minuet held approximately 211 rai (34 hectares) of land in Bangkok, Thailand.

The Company initially invested approximately US\$78.30 million by way of an equity investment and interest-bearing shareholder loans. Since the initial investment by the Company, Minuet has received proceeds from rental income and partial land sales. As at 31 December 2020, the Company's investment cost (net of shareholder loan repayments) was approximately US\$19.26 million (31 December 2019: US\$32.12 million). The fair value of the Company's interest in Minuet on the same date was US\$69.02 million (31 December 2018: US\$80.29 million) based on an independent third party valuation of the land plus the net value of the other assets and liabilities of Minuet. The change in value of Symphony's interest by US\$11.27 million is predominantly due to the sale of land by Minuet that resulted in distributions to Symphony of US\$12.86 million and other minor movements in the assets and liabilities of Minuet.

Indo Trans Logistics Corporation

Indo Trans Logistics Corporation ("ITL") was founded in 2000 as a freight-forwarding company and has since grown to become Vietnam's largest independent integrated logistics company with a network that is spread

across Vietnam, Cambodia, Laos, Myanmar, and Thailand. ITL has grown to national champion status in Vietnam with over 2,000 employees across its business units and joint ventures.

The logistics sector in Vietnam experienced some volatility as a result of the global pandemic and geopolitical concerns. In particular, the dislocations in the market led to lower cargo volumes and higher yields, which correspondingly affected ITL's top line while maintaining profitability, in-line pre-pandemic budgets. In September 2020, ITL completed an acquisition of South Logistics Joint Stock Company ("SoTrans") by increasing its interest from 55% to 97%. SoTrans is an inland port & container depot operator and sea freight forwarder with extensive real estate assets that will provide ITL with a more diversified business. The long-term outlook for the logistics sector in Vietnam is attractive with growing trade and onshoring by multinationals looking to build supply chain resilience. In addition, the development of SoTrans real estate portfolio is expected to unlock further value in the future.

The Company acquired a significant minority interest in ITL in June 2019 for US\$42.64 million.

Property Joint Venture in Malaysia

The Company has a 49% interest in a property joint venture in Malaysia with an affiliate of Destination Resorts and Hotels Sdn Bhd, a hotel and destination resort investment subsidiary of Khazanah Nasional Berhad, the investment arm of the Government of Malaysia. The joint venture has developed a beachfront resort with private villas for sale on the south-eastern coast of Malaysia and that are branded and managed by One&Only Resorts ("O&O"). The





development was officially launched in September 2020 and has received positive press and reviews. Despite travel restrictions, occupancy rates around the opening were ahead of budget and driven by domestic regional demand. Management have reported that bookings are strong, however government movement orders have periodically limited operations. Performance for the resort is expected to gradually improve in 2021 as social distancing restrictions are reduced. Together with strong interest for the villas that are available for sale, incremental value is expected to be generated from this property in the coming years.

Symphony invested approximately US\$58.78 million (2019: US\$47.60 million) in the joint venture at 31 December 2020. The increase in funding during 2020 is due to rectification works prior to the opening of the resort and amounts payable in relation to the cancellation of the contract with the previous hotel management company, which is expected to provide future cost savings. The fair value for this investment based on an independent third-party valuation on the same date was US\$35.30 million (2019: US\$33.53 million). The marginal change in value from a year earlier is due to a 1.73% appreciation in the Malaysian ringgit and other minor movements in the assets and liabilities of the joint venture company.

Liaigre Group

The Liaigre Group (“Liaigre”) was founded in 1985 in Paris and is a brand synonymous with discreet luxury, and has become one of the most sought-after luxury furniture brands, renowned for its minimalistic design style. Liaigre has a strong intellectual property portfolio and provides a range of bespoke furniture, lighting, fabric & leather, and accessories. In addition to operating a network of 25 showrooms in 11 countries across Europe, the US and Asia, Liaigre undertakes exclusive interior architecture projects for select yachts, hotels, and restaurants and private residences.

Liaigre's business was materially impacted by the pandemic, particularly its showroom operations. The temporary and forced closures due to social distancing restrictions reduced overall traffic to showrooms and reduced orders, particularly in the US, the EU and the UK. However, the more successful pandemic response in Asia facilitated a return to normal operations more quickly that allowed for orders to grow year-over-year. In particular, the new showroom in Shanghai has seen strong growth and now accounts for almost 50% of showroom orders in Asia. Liaigre has plans to further increase its presence in Asia to cater to the strong and growing demand for sophisticated luxury.

The Liaigre team have employed a variety of digital platforms to continue to engage with clients during the pandemic. This remote engagement has partly facilitated the growth in the pipeline of projects for Liaigre's renowned interior architecture business. With the larger and growing order book at the time of this report, the outlook for 2021 is increasingly positive.

Symphony, together with Navis Capital Partners and management, acquired Liaigre in June 2016 for an undisclosed sum. Symphony's investment cost is more than 5% of NAV and due to strategic concerns, specific valuation information has not been disclosed publicly.

IHH Healthcare Berhad

IHH Healthcare Berhad (“IHH”) is one of the largest healthcare providers in the world by market capitalisation. Its portfolio of healthcare assets includes Parkway Holdings Limited, Pantai Holdings Berhad, International Medical University (“IMU”), Acibadem Saglik Yatirimlari Holding A.S. (“Acibadem”) and Fortis Healthcare Limited (“Fortis”). IHH has a broad footprint of assets in Asia as well as Turkey, Abu Dhabi, Central and Eastern Europe that employs 65,000 people and operates over 15,000 licensed beds in 80 hospitals in ten countries worldwide.



INVESTMENT MANAGER'S REPORT



Symphony exited IHH in stages and ceased to hold an interest at 31 December 2020 (2019: gross and net cost of US\$ \$50.11 million and (US\$31.87 million), respectively). The negative net cost at 31 December 2019 is due to proceeds from partial realisations being in excess of cost for this investment. During 2020, Symphony sold its residual 3.49 million shares of IHH that generated net proceeds of US\$4.65 million. Over a holding period of approximately 8-years, Symphony generated an annual compounded return rate of 11.2% and 1.8 times the cost of investment.

Other Investments

In addition to the investments above, Symphony has 12 additional non-material investments, at 31 December 2020. Pending investment in suitable opportunities, Symphony has placed funds in certain temporary investments.

Capitalisation and NAV

As at 31 December 2020, the Company had US\$409.70 million (31 December 2019: US\$409.70 million) in issued share capital and its NAV was approximately US\$379.05 million (31 December 2019: US\$503.37 million). Symphony's NAV is the sum of its cash and cash equivalents, temporary investments, the fair value of unrealised investments

(including investments in subsidiaries, associates and joint ventures) and any other assets, less any other liabilities. The unaudited financial statements contained herein may not account for the fair value of certain unrealised investments.

Accordingly, Symphony's NAV may not be comparable to the net asset value in the unaudited financial statements. The primary measure of SIHL's financial performance and the performance of its subsidiaries will be the change in Symphony's NAV per share resulting from changes in the fair value of investments.

Symphony was admitted to the Official List of the London Stock Exchange ("LSE") on 3 August 2007 under Chapter 14 of the Listing Manual of the LSE. The proceeds from the IPO amounted to US\$190 million before issue expenses pursuant to which 190.0 million new shares were issued in the IPO. In addition to these 190.0 million shares and 94.9 million shares pre-IPO, a further 53.4 million shares were issued comprising of the subscription of 13.2 million shares by investors and SIHL's investment manager, the issue of 33.1 million bonus shares, and the issue of 7.1 million shares to SIHL's investment manager credited as fully paid raising the total number of issued shares to 338.3 million.

The Company issued 4,119,490 shares, 2,059,745 shares, 2,059,745 shares and 2,059,745 shares on 6 August 2010, 21 October 2010, 4 August 2011 and 23 October 2012, respectively, credited as fully paid, to the Investment Manager, Symphony Investment Managers Limited. The shares were issued as part of the contractual arrangements with the Investment Manager.

On 4 October 2012, SIHL announced a fully underwritten 0.481 for 1 rights issue at US\$0.60 per new share to raise proceeds of approximately US\$100 million (US\$93 million net of expenses) through the issue of 166,665,997 million new shares, fully paid, that commenced trading on the London Stock Exchange on 22 October 2012.

NAV, shares outstanding and NAV per share on quarterly basis

Group			
As at	12/31/18	12/31/19	12/31/20
NAV (US\$ 000')	492,705	503,369	379,055
Number of shares (000')	513,366	513,366	513,366
NAV per share (US\$)	0.96	0.98	0.74

Group			
As at	03/31/20	06/30/20	09/30/20
NAV (US\$ 000')	310,240	319,118	335,247
Number of shares (000')	513,366	513,366	513,366
NAV per share (US\$)	0.60	0.62	0.65

As part of the contractual arrangements with the Investment Manager in the Investment Management Agreement, as amended, the Investment Manager was granted 82,782,691 and 41,666,500 share options to subscribe for ordinary shares at an exercise price of US\$1.00 and US\$0.60 on 3 August 2008 and 22 October 2012, respectively. The share options vest in equal tranches over a five-year period from the date of grant. As at 31 December 2018, 41,666,500 share options with an exercise price of US\$0.60 had been exercised and all the 82,782,691 options had lapsed and expired. There were no share options outstanding at 31 December 2020.

During 2017, 43,525,000 shares were bought back and cancelled, as part of a share buyback programme announced on 16 January 2017. Together with the shares issued to the Investment Manager, the shares issued pursuant to the rights issue, shares issued pursuant to the exercise of options and shares cancelled pursuant to the share buyback programme, the Company's fully paid issued share capital was 513.4 million shares at 31 December 2020 (2019: 513.4 million shares).

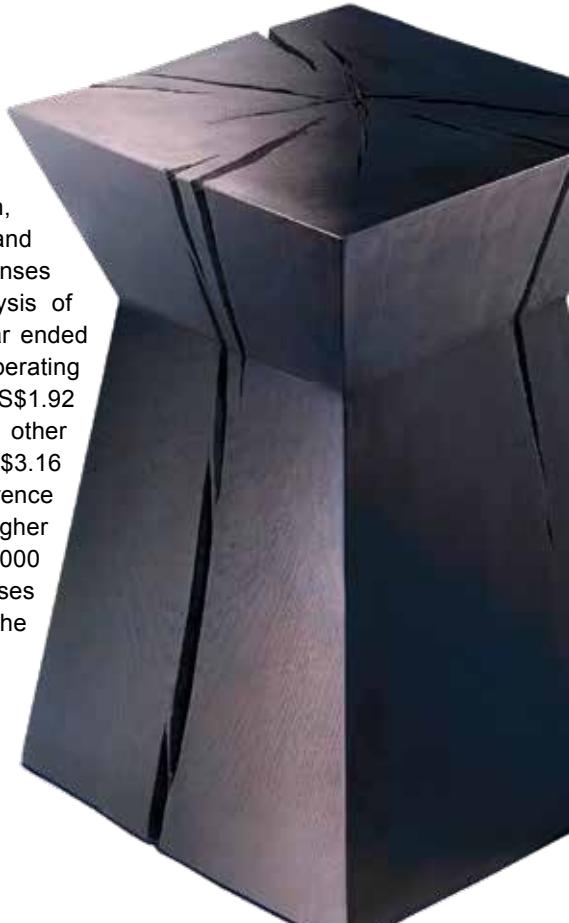
Revenue and Other Operating Income

Management concluded during 2014 that the Company meets the definition of an investment entity and adopted IFRS 10, IFRS 12 and IAS 27 standards where subsidiaries are de-consolidated and their fair value is measured through profit or loss. As a result, revenue, such as dividend income, from underlying investments in subsidiaries is no longer consolidated.

During 2020, Symphony recognised other operating income of US\$5.16 million, which mainly comprised foreign exchange gains from intercompany loans and reflects the weaker US dollar during the year. This compares to other operating income of US\$0.78 million in 2019 which was comprised predominantly of loan interest and dividends from unconsolidated subsidiaries (predominantly relating to intercompany transactions).

Expenses

Other Operating Expenses
Other operating expenses include fees for professional services, interest expense, insurance, communication, travel, Directors' fees and other miscellaneous expenses and costs incurred for analysis of proposed deals. For the year ended 31 December 2020, other operating expenses amounted to US\$1.92 million. This compares to other operating expenses of US\$3.16 million in 2019. The difference is predominantly due to higher interest expenses of US\$742,000 and foreign exchange losses of US\$534,000 included in the expenses for 2019.



INVESTMENT MANAGER'S REPORT



Management Fee

The management fee amounted to US\$8.71 million for the year ended 31 December 2020 (2019: US\$11.84 million). The management fee was calculated on the basis of 2.25% of NAV (with a floor and cap of US\$8 million and US\$15 million per annum, respectively) pursuant to the Investment Management Agreement for fees payable from 1 January to 30 September 2020. The Investment Manager announced a reduction in management fees effective with the fee payable on 1 October 2020 whereby the minimum fee or the floor was reduced from US\$8 million to US\$6 million. There is no other change to the fee calculation.

Liquidity and Capital Resources

At 31 December 2020, Symphony's cash balance was US\$257,000 (31 December 2019: US\$7.67 million). Symphony's primary uses of cash are to fund investments, pay expenses and to make distributions to shareholders, as declared by our board of directors. Symphony can generate additional cash from time-to-time from the sale of listed securities that are liquid and amount to US\$109,026,000 (31 December 2019: US\$282,494,000) and which are held through intermediate holding companies. Taking into account current market conditions, it is expected that Symphony has sufficient liquidity and capital resources for its operations. The primary sources of liquidity are capital contributions received in connection with the initial public offering of shares, related transactions and a rights issue (See description under "Capitalisation and NAV"), in addition to cash from investments that it receives from time to time and bank facilities.

This cash from investments is in the form of dividends on equity investments, payments of interest and principal on fixed income investments and cash consideration received in connection with the disposal of investments. Temporary investments made in connection with Symphony's cash management activities provide a more regular source of cash than less liquid longer-term and opportunistic investments, but generate lower expected returns. Other than amounts that are used to pay expenses, or used to make distributions to our shareholders, any returns generated by investments are reinvested in accordance with Symphony's investment policies and procedures. Symphony may enter into one or more credit facilities and/or utilise other financial instruments from time to time with the objective of increasing the amount of cash that Symphony has available for working capital or for making opportunistic or temporary investments. At 31 December 2020, the Company had total interest-bearing borrowings of US\$2.73 million (31 December 2019: US\$72.88 million). The bank debt is secured by listed securities held by the Company.

Principal Risks

The Company's and the Company's investment management team's past performance is not necessarily indicative of the Company's future performance and any unrealised values of investments presented in this document may not be realised in the future.

The Company is not structured as a typical private equity vehicle (it is structured as a permanent capital vehicle), and thus may not have a comparable investment strategy. The investment opportunities for the Company are more likely to be as a long-term strategic partner in investments, which may be less liquid and which are less likely to increase in value in the short term.

The Company's organisational, ownership and investment structure may create certain conflicts of interests (for example in respect of the directorships, shareholdings or interests, including in portfolio companies that some of the Directors and members of the Company's investment management team may have). In addition, neither the Investment Manager nor any of its affiliates owes the Company's shareholders any fiduciary duties under the Investment Management Agreement between, *inter alia*, the Company and the Investment Manager. The Company cannot assume that any of the foregoing will not result in a conflict of interest that will have a material adverse effect on the business, financial condition and results of operations.

The Company is highly dependent on the Investment Manager, the Key Persons (as defined in the Investment Management Agreement) and the other members of the Company's investment management team and the Company cannot assure shareholders that it will have continued access to them or their undivided attention, which could affect the Company's ability to achieve its investment objectives.

The Investment Manager's remuneration is based on the Company's NAV (subject to

minimum and maximum amounts) and is payable even if the NAV does not increase, which could create an incentive for the Investment Manager to increase or maintain the NAV in the short term (rather than the long-term) to the potential detriment of Shareholders.

The Company's investment policies contain no requirements for investment diversification and its investments could therefore be concentrated in a relatively small number of portfolio companies in the Healthcare, Hospitality, Lifestyle (including branded real estate developments), logistics and education sectors predominantly in Asia.

The Company has made, and may continue to make, investments in companies in emerging markets, which exposes it to additional risks (including, but not limited to, the possibility of exchange control regulations, political and social instability, nationalisation or expropriation of assets, the imposition of taxes, higher rates of inflation, difficulty in enforcing contractual obligations, fewer investor protections and greater price volatility) not typically associated with investing in companies that are based in developed markets.

Furthermore, the Company has made, and may continue to make, investments in portfolio companies that are susceptible to economic recessions or downturns. Such economic recessions or downturns may also affect the Company's ability to obtain funding for additional investments.



INVESTMENT MANAGER'S REPORT

The Company's investments include investments in companies that it does not control and/or made with other co-investors for financial or strategic reasons. Such investments may involve risks not present in investments where the Company has full control or where a third party is not involved. For example, there may be a possibility that a co-investor may have financial difficulties or become bankrupt or may at any time have economic or business interests or goals which are inconsistent with those of the Company or may be in a position to take or prevent actions in a manner inconsistent with the Company's objectives. The Company may also be liable in certain circumstances for the actions of a co-investor with which it is associated. In addition, the Company holds a non-controlling interest in certain investments, and therefore, may have a limited ability to protect its position in such investments.

A number of the Company's investments are currently, and likely to continue to be, illiquid and/ or may require a long-term commitment of capital. The Company's investments may also be subject to legal and other restrictions on resale. The illiquidity of these investments may make it difficult to sell investments if the need arises.

The Company's real estate related investments may be subject to the risks inherent in the ownership and operation of real estate businesses and assets. A downturn in the real estate sector or a materialization of any of the risks inherent in the real estate business and assets could materially adversely affect the Company's real estate investments. The Company's portfolio companies also anticipate selling a significant proportion of development properties prior to completion. Any delay in the completion of these projects may result in purchasers terminating off-plan sale agreements and claiming refunds, damages and/or compensation.

The Company is exposed to foreign exchange risk when investments and/ or transactions are denominated in currencies other than the U.S. dollar, which could lead to significant changes in the net asset value that the Company reports from one quarter to another.

The Company's investment policies and procedures (which incorporate the Company's investment strategy) provide that the Investment Manager should review the Company's investment policies and procedures on a regular basis and, if necessary, propose changes to the Board when it believes that those changes would further assist the Company in achieving its objective of building a strong investment base and creating long term value for its Shareholders. The decision to make any changes to the Company's investment policy and strategy, material or otherwise, rests with the Board in conjunction with the Investment Manager and Shareholders have no prior right of approval for material changes to the Company's investment policy.

Investments in connection with special situations and structured transactions typically have shorter operating histories, narrower product lines and smaller market shares than larger businesses, which tend to render them more vulnerable to competitors' actions and market conditions, as well as general economic downturns. Investments that fall into this category tend to have relatively short holding periods and entail little or no participation in the board of the company in which such investments





may be made. Special situations and structured transactions in the form of fixed debt investments also carry an additional risk that an increase in interest rates could decrease their value.

The Company's current investment policies and procedures provide that it may invest an amount of no more than 30% of its total assets in special situations and structured transactions which, although they are not typical longer-term investments, have the potential to generate attractive returns and enhance the Company's net asset value. Following the Company's investment, it may be that the proportion of its total assets invested in longer-term investments falls below 70% and the proportion of its total assets invested in special situations and structured transactions exceeds 30% due to changes in the valuations of the assets, over which the Company has no control.

Pending the making of investments, the Company's capital will need to be temporarily invested in liquid investments and managed by a third-party investment manager of international repute or held on deposit with commercial banks before they are invested. The returns that temporary investments are expected to generate and the interest that the Company will earn on deposits with commercial banks will be substantially lower than the returns that it anticipates receiving from its longer-term investments or special situations and structured transactions.

In addition, while the Company's temporary investments will be relatively conservative compared to its longer- term investments or special situations and structured transactions, they are nevertheless subject to the risks associated with any investment, which could result in the loss of all or a portion of the capital invested.

The Investment Manager has identified but has not yet contracted to make further potential investments. The Company cannot guarantee shareholders that any or all of these prospective investments will take place in the future.

The market price of the Company's shares may fluctuate significantly and shareholders may not

be able to resell their shares at or above the price at which they purchased them.

The Company's shares are currently trading, and have in the past traded, and could in the future trade, at a discount to NAV for a variety of reasons, including due to market conditions. The only way for shareholders to realise their investment is to sell their shares for cash. Accordingly, in the event that a shareholder requires immediate liquidity, or otherwise seeks to realise the value of his investment through a sale, the amount received by the shareholder upon such sale may be less than the underlying NAV of the shares sold.

The Company could be materially adversely affected by the widespread outbreak of infectious disease or other public health crises (or by the fear or imminent threat thereof), including the current COVID-19 pandemic. Public health crises such as SARS, H1N1/09 flu, avian flu, Ebola, and the current COVID-19 pandemic, together with any related containment or other remedial measures undertaken or imposed, could have a material and adverse effect on the Company including by (i) disrupting or otherwise materially adversely affecting the human capital, business operations or financial resources of the Company, the Company's portfolio companies, the Investment Manager or service providers and (ii) adversely affect the ability, or the willingness, of a party to perform its obligations under its contracts and lead to uncertainty over whether such failure to perform (or delay in performing) might be excused under so-called "material adverse change," force majeure and similar provisions in such contracts that could cause a material impact to the Company, the Company's portfolio companies, the Investment Manager or service providers and (iii) severely disrupting global, national and/or regional economies and financial markets and precipitating an economic downturn or recession that could materially adversely affect the value and performance of the Company's shares.

ANIL THADANI

Chairman, Symphony Asia Holdings Pte. Ltd.

19 March 2021



BOARD OF DIRECTORS



GEORGES GAGNEBIN

Mr. Gagnebin is based in Enchandens, Switzerland and was appointed to the Board of the Company on 8 July 2007, and to the position of Chairman of the Company on 27 November 2019. He acted as the Chairman of the Board of Pâris Bertrand (Europe) S.A., Luxembourg between 2016 and 2020. He was also the Chairman of the Board of Banque Pâris Bertrand S.A., Geneva between 2012 and 2020. In 2005, he joined the Julius Baer Group Ltd. where he was a Vice-Chairman of Julius Baer Holding Ltd and Bank Julius Baer & Co Ltd and, more recently, Chairman of the board of directors of Infidair Investment Advisory Ltd., a member company of Julius Baer Group Ltd. Prior to joining the Julius Baer Group in 2005, Mr. Gagnebin held several executive positions at UBS AG, including Head of International Clients Europe, Middle East and Africa in the private banking division, member of the Group Managing Board, member of the Group Executive Board, Chief Executive Officer of Private Banking, Chairman of Wealth Management and Business Banking, and Vice-Chairman of SBC Wealth Management AG. From 1969 to 1998, Mr. Gagnebin held various positions at the Swiss Bank Corporation, including serving as a member of the management committee. He was awarded an official diploma as a Swiss certified Banking Expert in 1972.



RAJIV K. LUTHRA

Mr. Luthra is based in New Delhi and was appointed to the Board of the Company on 8 July 2007. He is the Founder and Managing Partner of L&L Partners (formerly Luthra & Luthra Law Offices), a full-service top-tier Indian law firm, which has been ranked across various practice areas in all leading international publications and has won a number of accolades, including being named in the 2020 edition of Global Restructuring Review (GRR 100) and Global Competition Review (GCR 100) and winning 'Best Corporate and M&A Law Firm 2020 – India' by Acquisition International; 'Energy and Resources Law Firm of the Year' by ALB India, 'Best Overall Law Firm' by India Business Law Journal. The Firm was also ranked as the 'global leader in Project Finance and Public-Private-Partnership' and has been recognized as the 'No. 1 law firm in the world' by Dealogic.

He is a recipient of the 'National Law Day Award' bestowed upon him by the Prime Minister of India and the Chief Justice of India. He has been inducted in the 'Hall of Fame for Corporate M&A, India' by Legal 500, and recently awarded 'Asia's Best Lawyer 2020' by IFLR 100, as well as the 'Managing Partner of the Year 2020' award by ALB India, among several others.

He has been appointed to the committees of: a) High Level Advisory Group (HLAG): appointed by the Commerce Ministry to formulate India's trade policies, b) Securities Exchange Board of India [SEBI]: high level committees for 'Reviewing Insider Trading Regulations' and 'Rationalization of Investment Routes and Monitoring of Foreign Portfolio Investments', c) CII Task Force on Legal Services 2019-20: entrusted with undertaking policy advocacy on legal services/legal reforms in the country, d) Convener of the Joint Economic & Trade Committee [JETCO], Ministry of Commerce.



SAMER Z. ALSAIFI

Mr. Alsaifi is based in Dubai and was appointed to the Board of the Company on 1 March 2019. He is currently the Vice-Chairman and a Partner of Alcazar Capital Limited, a private equity and advisory platform regulated by the Dubai Financial Services Authority. Mr. Alsaifi brings extensive capital markets experience to the Company's board having previously held roles in corporate finance, private banking, asset management and private equity in the United States, the United Arab Emirates and Singapore. Prior to Alcazar Capital Limited, Mr. Alsaifi was an Executive Director and Advisor at Morgan Stanley Wealth Management in Dubai. Before that, Mr. Alsaifi was the CEO of DIC Asset Management, the wholly-owned subsidiary of Dubai International Capital LLC, the Dubai Sovereign Wealth Fund. Mr. Alsaifi has also held roles at the Arab Bank Plc in Jordan and Singapore and Manufacturers Hanover Trust in New York. Mr. Alsaifi holds a BA in Management and Finance from Southeastern Louisiana University and has completed an Executive Management Program at Harvard University.



Mr. Bottinelli is based in Singapore and was appointed to the Board of the Company on 27 November 2019. Mr. Bottinelli currently oversees Imagine Capital Limited, a private family office which is involved in asset, property, and corporate management. He also serves on the Board of Audemars Piguet. Prior roles include Chief Executive Officer of Audemars Piguet Asia Pacific, and Executive at BP de Silva. Mr. Bottinelli graduated (magna cum laude) from the Business School of Lausanne Switzerland with a degree in Business Administration.

OLIVIERO BOTTINELLI



ANIL THADANI

Mr. Thadani is based in Singapore and was appointed to the Board of the Company on 16 February 2004. He is also the Chairman of the Investment Manager. Mr. Thadani has worked in the Asia-Pacific region since 1975 and has been involved in Asian private equity since 1981 when he cofounded one of the first private equity investment companies in Asia. In 1992 he founded Schroder Capital Partners, which became the Asian arm of the Schroder Ventures Group until 2004, when he formed the Symphony group of companies. Before entering private equity in 1981, Mr. Thadani began his career as a research engineer with Chevron Chemical Company in California. Mr. Thadani subsequently worked for Bank of America in the United States, Japan, the Philippines and Hong Kong. He has served on the boards of several private and public companies in Asia, Europe and North America and continues to represent the Company on the boards of its portfolio companies. Mr. Thadani was appointed non-executive Chairman of Alcazar Capital Limited, a private equity firm regulated by the Dubai Financial Services Authority in March 2018. He is also an Advisor to SMU's Committee for Institutional Advancement. Mr. Thadani has a B Tech in Chemical Engineering from the Indian Institute of Technology, Madras, an MS in Chemical Engineering from the University of Wisconsin, Madison, and an MBA from the University of California at Berkeley.



SUNIL CHANDIRAMANI

Mr. Chandiramani is based in Hong Kong and was appointed to the Board of the Company on 16 February 2004. He is Chief Executive Officer of Symphony Capital Partners Limited and a Non-Executive Director of the Investment Manager. Mr. Chandiramani has over 33 years' experience in private equity and related investment experience across multiple industry sectors in Asia and the United States. Mr. Chandiramani's experience in Asian private equity was initially as a partner with Arral & Partners and subsequently with Schroder Capital Partners. Prior to that, he worked on leveraged buy-outs and acquisitions for the Structured Finance Group at Bankers Trust Company in New York. Mr. Chandiramani has a BCom (Hons) from the Shri Ram College of Commerce, Delhi University, and an MBA from the Wharton School of the University Pennsylvania.

DIRECTORS' REPORT



The Directors submit their Report together with the Company's Statement of Financial Position, Statement of Comprehensive Income, Statement of Changes in Equity, Statement of Cash Flows, and the related notes for the year ended 31 December 2020, which have been prepared in accordance with International Financial Reporting Standards ("IFRS") adopted by the International Accounting Standards Board ("IASB") and are in agreement with the accounting records of the Company, which have been properly kept in accordance with the BVI Business Companies Act 2004.

Corporate Governance

The Company is incorporated under the laws of the British Virgin Islands. On 3 August 2007, the Company was admitted to the official list of the London Stock Exchange pursuant to a Secondary Listing under Chapter 14 of the Listing Rules and its securities were admitted for trading on the London Stock Exchange's Main Market. In April 2010, the UK listing regime was restructured into Premium and Standard Listing categories. The Company is in the Standard Listing Category constituent. Details of the share capital of the Company are disclosed in Note 8 to the financial statements

As the Company is incorporated in the British Virgin Islands, and being a Standard Listing Category constituent, it is not required to comply with the requirements of the UK Combined Code on Corporate Governance published by the Financial Reporting Council (the "Code"). However, the Company is required to prepare a corporate governance statement. There is no published corporate governance regime equivalent to the Code in the British Virgin Islands. However, the Board is committed to ensuring that proper standards of corporate governance and has established governance procedures and policies that it believes and considers appropriate having regard to the nature, size and resources of the Company. The following explains how the relevant principles of governance are applied to the Company.

The Board currently has six members, of which a majority, including the Board Chairman, are independent directors. The Board members will have regard to their obligations to act in the best interests of the Company should potential conflicts of interest arise.

Mr. Georges Gagnebin, joined Symphony as an Independent Director in July 2007 and was appointed to the position of Chairman of the Company on 27 November 2019. Mr. Gagnebin has more than 50 years of experience in banking and private wealth management. He acted as the Chairman of the Board of Pâris Bertrand (Europe) S.A., Luxembourg between 2016 and 2020. He was also the Chairman of the Board of Banque Pâris Bertrand S.A., Geneva between 2012 and 2020. In 2005, he joined the Julius Baer Group Ltd. where he was a Vice-Chairman of Julius Baer Holding Ltd and Bank Julius Baer & Co Ltd and, more recently, Chairman of the board of directors of Infidair Investment Advisory Ltd., a member company of Julius Baer Group Ltd. The other three independent directors are Mr. Rajiv K. Luthra, Mr. Samer Z. Alsaifi and Mr. Oliviero Roger Bottinelli. Mr. Luthra is the managing partner and founder of Luthra and Luthra Law Offices in India and serves on several high level committees. Mr. Alsaifi is Vice-Chairman and a Partner of Alcazar Capital Limited, a private equity and advisory platform regulated by the Dubai Financial Services Authority. Mr. Oliviero Bottinelli oversees Imagine Capital Limited, a private family office which is involved in asset,

property and corporate management. He also serves on the Board of Audemars Piguet. The other members of the Board are Mr. Anil Thadani and Mr. Sunil Chandiramani who have over 40 years and 33 years of experience in private equity, respectively.

More detailed biographies of the Directors can be found preceding this section. The Board has extensive experience relevant to the Company and any change in the Board composition can be managed without undue interruption.

The Directors currently do not have a fixed term of office and there are specific provisions regarding the procedures for their appointment. The Directors may be removed and replaced at any time subject to the following procedure:

- i. any proposal for the replacement or removal of one or more Directors shall be considered by the Nominations Committee who shall assess the suitability of the candidates proposed (and any Director who is the subject of the removal proposal shall not participate in such assessment); and
- ii. if the Nominations Committee approves the candidate(s) proposed they shall convene a special meeting of the Board to vote on the removal and replacement of the relevant Director(s).

Further, pursuant to the terms of the Investment Management Agreement and the Articles of Association, if a Director who is also a Key Person is to be replaced, a new Director to replace such Key Person Director shall be nominated by the Investment Manager and the Board may reject such nomination by the Investment Manager only if it would be illegal to accept such nominee of the Investment Manager under any applicable law. The Board is responsible for reviewing the financial performance and internal controls and monitoring the overall strategy of the Company. In addition, the Board is responsible for approving this annual financial report and the quarterly NAV reports during the year.

The Board has two committees:

- i. the Nominations Committee; and
- ii. the Audit Committee.

The Nominations Committee has the duty of assessing the suitability of candidates nominated by our Shareholders as replacement Directors. The Nominations Committee comprises a majority of independent Directors. The Chairman of the Nominations Committee is Mr. Georges Gagnebin. The other Nominations Committee members are Mr. Anil Thadani, Mr. Oliviero Bottinelli and Mr. Rajiv K. Luthra. If a member of the Nominations Committee has an interest in a matter being deliberated upon by the Nominations Committee, he shall be required to abstain from participating in the review and approval process of the Nominations Committee in relation to that matter. If more than one member of the Nominations Committee has an interest in a matter being deliberated, then the non-interested Directors who are not members of the Nominations Committee will participate in the review and approval process in relation to that matter. The Nominations Committee met one time during the year.



DIRECTORS' REPORT

The Audit Committee assists the Board in overseeing the risk management framework by reviewing any matters of significance affecting financial reporting and internal controls of the Company, and has the duty of, among other things:

- i. assisting the Board in its oversight of the integrity of the financial statements, the qualifications, independence and performance of the independent auditors and compliance with relevant legal and regulatory requirements;
- ii. reviewing and approving with the external auditors their audit plan, the evaluation of the internal accounting controls, audit reports and any matters which the external auditors wish to discuss without the presence of board members and ensuring compliance with relevant legal and regulatory requirements;
- iii. reviewing and approving with the internal auditors the scope and results of internal audit procedures and their evaluation of the internal control system;
- iv. making recommendations to the Board on the appointment or reappointment of external auditors, the audit fee and resignation or dismissal of the external auditors; and
- v. pre-approving any non-audit services provided by the external auditors.

The Audit Committee comprises a majority of independent Directors. The Chairman of the Audit Committee is Mr. Rajiv K. Luthra. The other Audit Committee members are Mr. Georges Gagnebin,

Mr. Samer Alsaifi and Mr. Sunil Chandiramani. If a member of the Audit Committee has an interest in a matter being deliberated upon by the Audit Committee, he shall abstain from participating in the review and approval process of the Audit Committee in relation to that matter. If more than one member of the Audit Committee has an interest in a matter being deliberated, then the non-interested Directors who are not members of the Audit Committee will participate in the review and approval process in relation to that matter. The Audit Committee met one time during the year.

Each Committee and each Director has the authority to seek independent professional advice where necessary to discharge their respective duties in each case at the Company's expense. The Board understands its responsibility for ensuring that there are sufficient, appropriate and effective systems, procedures, policies and processes for internal control of financial operational compliance and risk management matters. The Board meets regularly during the year to receive from the Investment Manager an update on the Company's investment activities and performance, together with reports on markets and other relevant matters. In carrying out their responsibilities, the Directors have put in place a framework of controls to ensure ongoing financial performance is monitored in a timely and corrective manner and risk is identified and mitigated to the extent practicably possible.

The Board periodically meets and had a total of eight meetings during the year. The Company has entered into an agreement with the Investment Manager. The key responsibilities of the Investment Manager are to implement the investment objectives of the Company. The Company's investment objective is to create value for stakeholders through long term strategic investments.



DIRECTORS' RESPONSIBILITY REPORT

We the Directors of Symphony International Holdings Limited the Company confirm that to the best of our knowledge:

- i. the Financial statements of the Company prepared in accordance with International Financial Reporting Standards (IFRS), give a true and fair view of the assets, liabilities, financial position and profit or loss of the Company taken as a whole as at and for the year ended 31 December 2020;
- ii. the Investment Manager's Report includes a fair review of the development and performance of the business for the year ended 31 December 2020 and the position of the Company taken as a whole as at 31 December 2020, together with a description of the risks and uncertainties that the Group faces; and
- iii. the accounting records have been properly kept.

On behalf of the Board of Directors

GEORGES GAGNEBIN

Chairman
Symphony International Holdings Limited

ANIL THADANI

Chairman
Symphony Asia Holdings Pte. Ltd.
Director
Symphony International Holdings Limited

6 April 2021



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INDEPENDENT AUDITORS' REPORT

Members of the Company
Symphony International Holdings Limited

REPORT ON THE AUDIT OF THE FINANCIAL STATEMENTS

Opinion

We have audited the financial statements of Symphony International Holdings Limited ('the Company'), which comprise the statement of financial position of the Company as at 31 December 2020, the statement of comprehensive income, statement of changes in equity and statement of cash flows of the Company for the year then ended, including a summary of significant accounting policies and other explanatory information, as set out on pages 42 to 79.

In our opinion, the accompanying financial statements of the Company are properly drawn up in accordance with International Financial Reporting Standards (IFRS) so as to give a true and fair view of the financial position of the Company as at 31 December 2020 and of the financial performance and changes in equity and cash flows of the Company for the year ended on that date.

Basis for opinion

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

Key audit matters

Key audit matters are those matters that, in our professional judgement, were of most significance in our audit of the financial statements of the current period. These matters were addressed in the context of our audit of the financial statements as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters.

INDEPENDENT AUDITORS' REPORT

Members of the Company
Symphony International Holdings Limited

Valuation of financial assets at fair value through profit or loss (Level 3)
(Refer to Note 17 to the financial statements, page 65 et seq.)

The key audit matter	How the matter was addressed in our audit
<p>The Company's investments are measured at fair value and amount to US\$382 million (2019: US\$569 million) at 31 December 2020. The Company holds its investments directly or through its unconsolidated subsidiaries. The underlying investments comprise both quoted and unquoted securities.</p> <p>The Company has underlying unquoted investments amounting to US\$293 million (2019: US\$300 million) which require significant judgement in the determination of the fair values as significant unobservable inputs are used in their estimation. Changes in these unobservable inputs could have a material impact on the valuation of these investments.</p> <p>In 2020, the resulting economic uncertainty from the COVID-19 pandemic has caused significant estimation uncertainty and as a result there is increased judgement in forecasting cash flows and assumptions used in the discounted cash flow models, and future maintainable earnings and market multiples used in its fair value calculations. These conditions and the uncertainty of their continuation results in a risk of inaccurate forecasts or a significantly wider range of possible outcomes to be considered.</p> <p>The Company used external valuers to measure the fair value of the land related investments and rental properties. The Company used internal models to value the operating businesses.</p> <ul style="list-style-type: none"> For land related investments in Thailand, Japan and Malaysia, the external valuers applied the comparable valuation method with the price per square metre as the most determinative parameter. For rental properties in Thailand, an income approach was used to determine the fair value, by using the rental growth rate, occupancy rate and discount rate as the key input parameters. For operating businesses in Thailand, France, India, Vietnam and UAE, the Company measured the investments using either: <ul style="list-style-type: none"> (i) the enterprise values by applying comparable traded multiples and a discount for the lack of marketability; (ii) the adjusted net asset value method and applied a discount to tangible assets for lack of liquidity to certain classes of assets; or (iii) the option pricing method, using Black Scholes model at different breakpoints (strikes) using market volatility and risk-free rate parameters. 	<p>As part of our audit procedures, we have:</p> <ul style="list-style-type: none"> Evaluated the design and implementation of controls over the preparation, review and approval of the valuations. Our in-house valuation specialist has assessed the appropriateness of the internal models used to value the operating businesses. For land related investments and rental properties, evaluated the valuers' independence and qualification; and compared the assumptions and parameters used to externally derived data, considering the implications of COVID-19 and market uncertainty in the valuations. For operating businesses valued using the comparable enterprise model, checked consistency of earnings before interest, tax, depreciation and amortisation ('EBITDA') or revenue multiples and share prices to publicly available information. For the operating business valued using the adjusted net asset value method, assessed that the items deducted from assets to be consistent with market practices. For operating businesses valued using the option pricing model, involved our in-house valuation specialist in assessing the liquidation preference of each instrument by agreeing to underlying agreements and term sheets. For the operating business valued using the discounted cash flow method, challenged the Company's assessment of the impact of COVID-19 on cash flows and the reasonableness of key assumptions used including projected revenue and expenses by corroborating to past performance and market data. Involved our in-house valuation specialist in assessing the appropriateness of comparable enterprises and challenging key assumptions such as the discount used for the lack of marketability and the lack of liquidity, small capitalisation premium, WACC, terminal growth rate volatility and risk-free rate, taking into consideration the impact of COVID-19, and corroborated the reasons for any unexpected movements from prior valuations.

INDEPENDENT AUDITORS' REPORT

Members of the Company
Symphony International Holdings Limited

Valuation of financial assets at fair value through profit or loss (Level 3)
(Refer to Note 17 to the financial statements, page 65 et seq.)

The key audit matter	How the matter was addressed in our audit
<ul style="list-style-type: none">For a greenfield operating business in Thailand, the Company used a discounted cash flow method to determine the fair value, using projected revenue and expenses, terminal growth rate, small capitalisation premium and weighted average cost of capital ('WACC') as key input parameters.	<ul style="list-style-type: none">Reviewed the adequacy of the disclosures in the financial statements on the key assumptions in the estimates applied in the valuations.

Other information

Management is responsible for the other information contained in the annual report. Other information is defined as all information in the annual report, but does not include the financial statements and our auditors' report thereon.

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

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

In connection with our audit of the financial statements, our responsibility is to read the other information and, in doing so, consider whether the other information is materially inconsistent with the financial statements or our knowledge obtained in the audit or otherwise appears to be materially misstated. If, based on the work we have performed, we conclude that there is a material misstatement of this other information, we are required to report that fact. We have nothing to report in this regard.

Responsibilities of management and directors for the financial statements

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

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

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

Auditors' responsibilities for the audit of the financial statements

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

INDEPENDENT AUDITORS' REPORT

Members of the Company
Symphony International Holdings Limited

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

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

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

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

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

The engagement partner on the audit resulting in this independent auditors' report is Shelley Chan Hoi Yi.

KPMG LLP
*Public Accountants and
Chartered Accountants*

Singapore
6 April 2021

STATEMENT OF FINANCIAL POSITION

As at 31 December 2020

	Note	2020 US\$'000	2019 US\$'000
Non-current assets			
Financial assets at fair value through profit or loss	5	381,949	569,339
Prepayment		<i>*</i>	—
		381,949	569,339
Current assets			
Other receivables and prepayments	6	73	69
Cash and cash equivalents	7	257	7,671
		330	7,740
Total assets		382,279	577,079
Equity attributable to equity holders of the Company			
Share capital	8	409,704	409,704
Accumulated (losses)/profits		(30,645)	93,945
Total equity carried forward		379,059	503,649
Current liabilities			
Interest-bearing borrowings	9	2,730	72,879
Other payables	10	490	551
Total liabilities		3,220	73,430
Total equity and liabilities		382,279	577,079

* Less than US\$1,000

The financial statements were approved by the Board of Directors on 6 April 2021.

Anil Thadani
Director

Sunil Chandiramani
Director

The accompanying notes form an integral part of these financial statements.

STATEMENT OF COMPREHENSIVE INCOME

Year ended 31 December 2020

	Note	2020 US\$'000	2019 US\$'000
Other operating income		5,156	784
Other operating expenses		(1,923)	(3,156)
Management fees		(8,712)	(11,839)
Loss before investment results and income tax		(5,479)	(14,211)
Loss on disposal of financial assets at fair value through profit or loss		—	(410)
Fair value changes in financial assets at fair value through profit or loss		(119,111)	43,533
(Loss)/Profit before income tax	11	(124,590)	28,912
Income tax expense	12	—	*
(Loss)/Profit for the year		(124,590)	28,912
Other comprehensive income for the year, net of tax		—	—
Total comprehensive income for the year		(124,590)	28,912
Earnings per share:			
		US Cents	US Cents
Basic	13	(24.27)	5.63
Diluted	13	(24.27)	5.63

* Less than US\$1,000

The accompanying notes form an integral part of these financial statements.

STATEMENT OF CHANGES IN EQUITY

Year ended 31 December 2020

	Share capital US\$'000	Accumulated profits/(losses) US\$'000	Total equity US\$'000
At 1 January 2019	409,704	83,001	492,705
Total comprehensive income for the year		28,912	28,912
Transactions with owners of the Company, recognised directly in equity			
Contributions by and distributions to owners			
Dividend paid of US\$0.035 per share	–	(17,968)	(17,968)
Total transaction with owners of the Company		(17,968)	(17,968)
At 31 December 2019	409,704	93,945	503,649
At 1 January 2020	409,704	93,945	503,649
Total comprehensive income for the year		(124,590)	(124,590)
At 31 December 2020	409,704	(30,645)	379,059

The accompanying notes form an integral part of these financial statements.

STATEMENT OF CASH FLOWS

Year ended 31 December 2020

	Note	2020 US\$'000	2019 US\$'000
Cash flows from operating activities			
(Loss)/Profit before income tax		(124,590)	28,912
Adjustments for:			
Dividend income		–	(231)
Exchange (gain)/loss, net		(5,126)	534
Interest income		(28)	(553)
Interest expense		647	1,389
Loss on disposal of financial assets at fair value through profit or loss		–	410
Fair value changes in financial assets at fair value through profit or loss		119,111	(43,533)
		(9,986)	(13,072)
Changes in:			
– Other receivables and prepayments		(15)	*
– Other payables		72	60
Interest received (net of withholding tax)		40	556
Net cash used in operating activities		(9,889)	(12,456)
Cash flows from investing activities			
Net proceeds received from/(provided to) unconsolidated subsidiaries		73,670	(48,334)
Purchase of investments		(260)	–
Net proceeds received from financial assets at fair value through profit or loss		–	8,654
Net cash from/(used in) investing activities		73,410	(39,680)
Cash flows from financing activities			
Interest paid		(770)	(1,268)
Dividend paid		–	(17,968)
(Repayment of)/Proceeds from borrowings		(70,146)	67,483
Net cash (used in)/from financing activities		(70,916)	48,247
Net decrease in cash and cash equivalents			
Cash and cash equivalents at 1 January		(7,395)	(3,889)
Effect of exchange rate fluctuations		7,671	11,538
Cash and cash equivalents at 31 December	7	(19)	22
		257	7,671

* Less than US\$1,000

Significant non-cash transactions

During the financial year ended 31 December 2019, the Company received dividends of US\$231,000 from its unconsolidated subsidiaries of which US\$231,000 was set off against the non-trade amounts due to the unconsolidated subsidiaries.

The accompanying notes form an integral part of these financial statements.

NOTES TO THE FINANCIAL STATEMENTS

Year ended 31 December 2020

These notes form an integral part of the financial statements.

The financial statements were authorised for issue by the Board of Directors on 6 April 2021.

1 DOMICILE AND ACTIVITIES

Symphony International Holdings Limited ('the Company') was incorporated in the British Virgin Islands (BVI) on 5 January 2004 as a limited liability company under the International Business Companies Ordinance. The address of the Company's registered office is Vistra Corporate Services Centre, Wickhams Cay II, Road Town, Tortola VG1110 British Virgin Islands effective 13 February 2017. The Company does not have a principal place of business as the Company carries out its principal activities under the advice of its Investment Manager.

The principal activities of the Company are those relating to an investment holding company while those of its unconsolidated subsidiaries consist primarily of making strategic investments with the objective of increasing the net asset value through strategic long-term investments in consumer-related businesses, primarily in the healthcare, hospitality, lifestyle (including branded real estate developments), logistics and education sectors predominantly in Asia and through investments in special situations and structured transactions, which have the potential of generating attractive returns.

2 GOING CONCERN

As at 31 December 2020, the Company's current liabilities exceeded its current assets by US\$2,890,000 (2019: US\$65,690,000). The Company, through its wholly owned subsidiaries, holds listed securities amounting to US\$109,027,000 (2019: US\$282,494,000). These listed securities are liquid and can therefore be sold from time-to-time to generate additional cash to settle any existing and ongoing liabilities of the Company. The directors are therefore confident that the use of the going concern assumption for the year ended 31 December 2020 remains appropriate.

3 BASIS OF PREPARATION

3.1 Statement of compliance

The financial statements have been prepared in accordance with International Financial Reporting Standards (IFRS).

3.2 Basis of measurement

The financial statements have been prepared on a fair value basis, except for certain items which are measured on a historical cost basis.

3.3 Functional and presentation currency

The financial statements are presented in thousands of United States dollars (US\$'000), which is the Company's functional currency, unless otherwise stated.

NOTES TO THE FINANCIAL STATEMENTS

Year ended 31 December 2020

3 BASIS OF PREPARATION (CONT'D)

3.4 Use of estimates and judgements

The preparation of 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 assumptions and estimation uncertainties that have a significant risk of resulting in a material adjustment to the carrying amounts of assets within the next financial year are included in the following note:

- Note 17 – Fair value of investments

Except as disclosed above, there are no other significant areas of estimation uncertainty or critical judgements in the application of accounting policies that have a significant effect on the amount recognised in the financial statements.

Coronavirus (COVID-19) pandemic

The COVID-19 pandemic has increased the estimation uncertainty in the preparation of the financial statements.

The estimation uncertainty is associated with:

- the extent and duration of the expected economic downturn and subsequent recovery. This includes the impacts on liquidity, increasing unemployment, declines in consumer spending and forecasts for key economic factors;
- the extent and duration of the disruption to business arising from the containment measures by governments, businesses and consumers to contain the spread of the virus; and
- the effectiveness of government and central bank measures that have and will be put in place to support businesses and consumers through this disruption and economic downturn.

The Company has developed accounting estimates based on forecasts of economic conditions which reflect expectations and assumptions as at 31 December 2020 about future events that management believes are reasonable in the circumstances.

There is a considerable degree of judgement involved in preparing forecasts. The underlying assumptions are also subject to uncertainties which are often outside the control of the Company. Accordingly, actual economic conditions are likely to be different from those forecast since anticipated events frequently do not occur as expected, and the effect of those differences may significantly impact accounting estimates included in these financial statements. The significant accounting estimate impacted by these forecasts and associated uncertainties is predominantly related to financial assets at fair value through profit or loss.

The impact of the COVID-19 pandemic on financial assets at fair value through profit or loss is discussed further in note 17.

NOTES TO THE FINANCIAL STATEMENTS

Year ended 31 December 2020

3 BASIS OF PREPARATION (CONT'D)

3.5 Changes in accounting policies

The Company has applied the following IFRSs, amendments to and interpretations of FRSs for the first time for the annual period beginning on 1 January 2020:

- Amendments to References to Conceptual Framework in IFRS Standards
- Amendments to IFRS 3 *Definition of a Business*
- Amendments to IAS 1 and IAS 8 *Definition of Material*
- Amendments to IFRS 9, IAS 39 and IAS 7 *Interest Rate Benchmark Reform*

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

4. SIGNIFICANT ACCOUNTING POLICIES

The accounting policies set out below have been applied consistently to all period presented in these financial statements, except as explained in note 3.5, which address changes in accounting policies.

4.1 Subsidiaries

Subsidiaries are investees controlled by the Company. The Company controls an investee when it is exposed to, or has rights to, variable returns from its involvement with the investee and has the ability to affect those returns through its power over the investee.

The Company is an investment entity and does not consolidate its subsidiaries and measures them at fair value through profit or loss. In determining whether the Company meets the definition of an investment entity, management considered the structure of the Company and its subsidiaries as a whole in making its assessment.

4.2 Functional currency

Items included in the financial statements of the Company are measured using the currency that best reflects the economic substance of the underlying events and circumstances relevant to the Company (the functional currency).

For the purposes of determining the functional currency of the Company, management has considered the activities of the Company, which are those relating to an investment holding company. Funding is obtained in US dollars through the issuance of ordinary shares.

4.3 Foreign currency

Foreign currency transactions

Transactions in foreign currencies are translated to the functional currency of the Company at exchange rates at the dates of the transactions. Monetary assets and liabilities denominated in foreign currencies at the reporting date are translated to the functional currency at the exchange rate at that date. The foreign currency gain or loss on monetary items is the difference between amortised cost in the functional currency at the beginning of the year, adjusted for effective interest and payments during the year, and the amortised cost in foreign currency translated at the exchange rate at the end of the year.

NOTES TO THE FINANCIAL STATEMENTS

Year ended 31 December 2020

4. SIGNIFICANT ACCOUNTING POLICIES (CONT'D)

4.3 Foreign currency (Cont'd)

Foreign currency transactions (Cont'd)

Non-monetary assets and liabilities denominated in foreign currencies that are measured at fair value are translated 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 translation are recognised in profit or loss.

4.4 Financial instruments

(i) Recognition and initial measurement

Non-derivative financial assets and financial liabilities

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

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

(ii) Classification and subsequent measurement

Non-derivative financial assets

On initial recognition, a financial asset is classified as measured at: amortised cost; or FVTPL.

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

Financial assets at amortised cost

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

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

Financial assets at FVTPL

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

NOTES TO THE FINANCIAL STATEMENTS

Year ended 31 December 2020

4. SIGNIFICANT ACCOUNTING POLICIES (CONT'D)

4.4 Financial instruments (Cont'd)

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

Financial assets: Business model assessment

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

- the stated policies and objectives for the portfolio and the operation of those policies in practice. These include whether management's strategy focuses on earning contractual interest income, maintaining a particular interest rate profile, matching the duration of the financial assets to the duration of any related liabilities or expected cash outflows or realising cash flows through the sale of the assets;
- how the performance of the portfolio is evaluated and reported to the Company's management;
- the risks that affect the performance of the business model (and the financial assets held within that business model) and how those risks are managed;
- how managers of the business are compensated – e.g. whether compensation is based on the fair value of the assets managed or the contractual cash flows collected; and
- the frequency, volume and timing of sales of financial assets in prior periods, the reasons for such sales and expectations about future sales activity.

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

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

Non-derivative financial assets: Assessment whether contractual cash flows are solely payments of principal and interest

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

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

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

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

NOTES TO THE FINANCIAL STATEMENTS

Year ended 31 December 2020

4. SIGNIFICANT ACCOUNTING POLICIES (CONT'D)

4.4 Financial instruments (Cont'd)

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

Non-derivative financial assets: Subsequent measurement and gains and losses

Financial assets at amortised cost

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

Financial assets at FVTPL

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

Non-derivative financial liabilities: Classification, subsequent measurement and gains and losses

Other financial liabilities are initially measured at fair value less directly attributable transaction costs. They are subsequently measured at amortised cost using the effective interest method. Interest expense and foreign exchange gains and losses are recognised in profit or loss.

(iii) Derecognition

Financial assets

The Company derecognises a financial asset when:

- the contractual rights to the cash flows from the financial asset expire; or
- it transfers the rights to receive the contractual cash flows in a transaction in which either:
 - substantially all of the risks and rewards of ownership of the financial asset are transferred; or
 - the Company neither transfers nor retains substantially all of the risks and rewards of ownership and it does not retain control of the financial asset.

The Company enters into transactions whereby it transfers assets recognised in its statement of financial position, but retains either all or substantially all of the risks and rewards of the transferred assets. In these cases, the transferred assets are not derecognised.

Financial liabilities

The Company derecognises a financial liability when its contractual obligations are discharged or cancelled, or expire. The Company also derecognises a financial liability when its terms are modified and the cash flows of the modified liability are substantially different, in which case a new financial liability based on the modified terms is recognised at fair value.

On derecognition of a financial liability, the difference between the carrying amount extinguished and the consideration paid (including any non-cash assets transferred or liabilities assumed) is recognised in profit or loss.

NOTES TO THE FINANCIAL STATEMENTS

Year ended 31 December 2020

4. SIGNIFICANT ACCOUNTING POLICIES (CONT'D)

4.4 Financial instruments (Cont'd)

(iv) **Offsetting**

Financial assets and financial liabilities are offset and the net amount presented in the statement of financial position when, and only when, the Company currently has a legally enforceable right to set off the amounts and it intends either to settle them on a net basis or to realise the asset and settle the liability simultaneously.

(v) **Cash and cash equivalents**

Cash and cash equivalents comprise cash balances and short-term deposits with maturities of three months or less from the date of acquisition that are subject to an insignificant risk of changes in their fair value, and are used by the Company in the management of its short-term commitments.

(vi) **Share capital**

Ordinary shares

Ordinary shares are classified as equity. Incremental costs directly attributable to the issue of ordinary shares are recognised as a deduction from equity, net of any tax effects.

4.5 Impairment

(i) **Non-derivative financial assets**

The Company recognises loss allowances for expected credit losses (ECL) on financial assets measured at amortised cost.

Loss allowances of the Company are measured on either of the following bases:

- 12-month ECLs: these are ECLs that result from default events that are possible within the 12 months after the reporting date (or for a shorter period if the expected life of the instrument is less than 12 months); or
- Lifetime ECLs: these are ECLs that result from all possible default events over the expected life of a financial instrument.

General approach

The Company applies the general approach to provide for ECLs on all financial instruments. Under the general approach, the loss allowance is measured at an amount equal to 12-month ECLs at initial recognition.

At each reporting date, the Company assesses whether the credit risk of a financial instrument has increased significantly since initial recognition. When credit risk has increased significantly since initial recognition, loss allowance is measured at an amount equal to lifetime ECLs.

When determining whether the credit risk of a financial asset has increased significantly since initial recognition and when estimating ECLs, the Company considers reasonable and supportable information that is relevant and available without undue cost or effort. This includes both quantitative and qualitative information and analysis, based on the Company's historical experience and informed credit assessment and includes forward-looking information.

NOTES TO THE FINANCIAL STATEMENTS

Year ended 31 December 2020

4. SIGNIFICANT ACCOUNTING POLICIES (CONT'D)

4.5 Impairment (Cont'd)

(i) Non-derivative financial assets (Cont'd)

General approach (Cont'd)

If credit risk has not increased significantly since initial recognition or if the credit quality of the financial instruments improves such that there is no longer a significant increase in credit risk since initial recognition, loss allowance is measured at an amount equal to 12-month ECLs.

The Company considers a financial asset to be in default when:

- the debtor is unlikely to pay its credit obligations to the Company in full, without recourse by the Company to actions such as realising security (if any is held); or
- the financial asset is more than 90 days past due.

The maximum period considered when estimating ECLs is the maximum contractual period over which the Company is exposed to credit risk.

Measurement of ECLs

ECLs are probability-weighted estimates of credit losses. Credit losses are measured at the present value of all cash shortfalls (i.e. the difference between the cash flows due to the entity in accordance with the contract and the cash flows that the Company expects to receive). ECLs are discounted at the effective interest rate of the financial asset.

Credit-impaired financial assets

At each reporting date, the Company assesses whether financial assets carried at amortised cost are credit-impaired. A financial asset is 'credit-impaired' when one or more events that have a detrimental impact on the estimated future cash flows of the financial asset have occurred.

Evidence that a financial asset is credit-impaired includes the following observable data:

- significant financial difficulty of the debtor;
- a breach of contract such as a default or being more than 90 days past due;
- the restructuring of a loan or advance by the Company on terms that the Company would not consider otherwise;
- it is probable that the debtor will enter bankruptcy or other financial reorganisation; or
- the disappearance of an active market for a security because of financial difficulties.

Presentation of allowance for ECLs in the statement of financial position

Loss allowances for financial assets measured at amortised cost is deducted from the gross carrying amount of these assets.

Write-off

The gross carrying amount of a financial asset is written off (either partially or in full) to the extent that there is no realistic prospect of recovery. This is generally the case when the Company determines that the debtor does not have assets or sources of income that could generate sufficient cash flows to repay the amounts subject to the write-off. However, financial assets that are written off could still be subject to enforcement activities in order to comply with the Company's procedures for recovery of amounts due.

NOTES TO THE FINANCIAL STATEMENTS

Year ended 31 December 2020

4. SIGNIFICANT ACCOUNTING POLICIES (CONT'D)

4.5 Impairment (Cont'd)

(ii) Non-financial assets

The carrying amounts of the Company's non-financial assets are reviewed at 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 goodwill, the recoverable amount is estimated each year at the same time. An impairment loss is recognised if the carrying amount of an asset or its related cash-generating unit (CGU) exceeds its estimated recoverable amount.

The recoverable amount of an asset or CGU is the greater of its value in use and its fair value less costs of disposal. 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 or CGU. For the purpose of impairment testing, assets that cannot be tested individually 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 CGUs.

The Company's corporate assets do not generate separate cash inflows and are utilised by more than one CGU. Corporate assets are allocated to CGUs on a reasonable and consistent basis and tested for impairment as part of the testing of the CGU to which the corporate asset is allocated.

Impairment losses are recognised in profit or loss. Impairment losses recognised in respect of CGUs are allocated first to reduce the carrying amount of any goodwill allocated to the CGU (group of CGUs), and then to reduce the carrying amounts of the other assets in the CGU (group of CGUs) on a *pro rata* basis.

An impairment loss in respect of goodwill is not reversed. In respect of other assets, impairment losses recognised in prior periods are assessed at each reporting date 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. 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.

4.6 Share-based payment transactions

The share option programme allows the option holders to acquire shares of the Company. The fair value of options granted to the Investment Manager is recognised as an expense in profit or loss in the statement of comprehensive income with a corresponding increase in equity. The fair value is measured when the services are received and spread over the period during which the Investment Manager becomes unconditionally entitled to the options.

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

The fair value of Management Shares granted to the Investment Manager is recognised as an expense, with a corresponding increase in equity, over the vesting period, i.e. when the Investment Manager becomes unconditionally entitled to the Management Shares.

4.7 Dividend income

Dividend income is recognised in profit or loss on the date that the shareholder's right to receive payment is established. For quoted equity securities, this is usually the ex-dividend date. For unquoted equity securities, this is usually the date on which the shareholders approve the payment of a dividend.

NOTES TO THE FINANCIAL STATEMENTS

Year ended 31 December 2020

4. SIGNIFICANT ACCOUNTING POLICIES (CONT'D)

4.8 Finance income and finance expense

The Company's finance income and finance expense includes interest income, interest expense and foreign currency gain or loss on financial assets and financial liabilities.

Interest income or expense is recognised using the effective interest method. The 'effective interest rate' is the rate that exactly discounts estimated future cash payments or receipts through the expected life of the financial instrument to:

- the gross carrying amount of the financial asset; or
- the amortised cost of the financial liability.

In calculating interest income and expense, the effective interest rate is applied to the gross carrying amount of the asset (when the asset is not credit-impaired) or to the amortised cost of the liability. However, for financial assets that have become credit-impaired subsequent to initial recognition, interest income is calculated by applying the effective interest rate to the amortised cost of the financial asset. If the asset is no longer credit-impaired, then the calculation of interest income reverts to the gross basis.

4.9 Income tax

Tax expense comprises current and deferred tax. Current tax and deferred tax are recognised in profit or loss except to the extent that it relates to items recognised directly in equity or in other comprehensive income.

The Company has determined that interest and penalties related to income taxes, including uncertain tax treatments, do not meet the definition of income taxes, and therefore accounted for them under IAS 37 *Provisions, Contingent Liabilities and Contingent Assets*.

Current tax is the expected tax payable or receivable on the taxable income or loss for the year, measured using tax rates enacted or substantively enacted at the reporting date, and any adjustment to tax payable in respect of previous years. The amount of current tax payable or receivable is the best estimate of the tax amount expected to be paid or received that reflects uncertainty related to income taxes, if any. Current tax also includes any tax arising from dividends.

Current tax assets and liabilities are offset only if certain criteria are met.

Deferred tax is recognised in respect of temporary differences between the carrying amounts of assets and liabilities for financial reporting purposes and the amounts used for taxation purposes. Deferred tax is not recognised for:

- taxable temporary differences arising on the initial recognition of goodwill; and
- temporary differences on 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.

The measurement of deferred taxes reflects the tax consequences that would follow the manner in which the Company expects, at the reporting date, to recover or settle the carrying amount of its assets and liabilities. Deferred tax is measured at the tax rates that are expected to be applied to temporary differences when they reverse, based on tax rates and tax laws that have been enacted or substantively enacted by the reporting date, and reflect uncertainty related to income taxes, if any.

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.

NOTES TO THE FINANCIAL STATEMENTS

Year ended 31 December 2020

4. SIGNIFICANT ACCOUNTING POLICIES (CONT'D)

4.9 Income tax (Cont'd)

Deferred tax assets are recognised for unused tax losses, unused tax credits and deductible temporary differences to the extent that it is probable that future taxable profits will be available against which they can be used. Future taxable profits are determined based on the reversal of relevant taxable temporary differences. If the amount of taxable temporary differences is insufficient to recognise a deferred tax asset in full, then future taxable profits, adjusted for reversals of existing temporary differences, are considered, based on the business plans for the Company. Deferred tax assets are reviewed at each reporting date and are reduced to the extent that it is no longer probable that the related tax benefit will be realised; such reductions are reversed when the probability of future taxable profits improves.

Unrecognised deferred tax assets are reassessed at each reporting date and recognised to the extent that it has become probable that future taxable profits will be available against which they can be used.

4.10 Earnings per share

The Company presents basic and diluted earnings per share data for its ordinary shares. Basic earnings per share is calculated by dividing the profit or loss attributable to ordinary shareholders of the Company by the weighted average number of ordinary shares outstanding during the year, adjusted for own shares held. Diluted earnings per share is determined by adjusting the profit or loss attributable to ordinary shareholders and the weighted average number of ordinary shares outstanding, adjusted for own shares held, for the effects of all dilutive potential ordinary shares and share options granted to the Investment Manager.

4.11 Segment reporting

An operating segment is a component of the Company 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 Company's other components. Operating segments are reported in a manner consistent with the internal reporting provided to the chief operating decision-maker. The chief operating decision-maker has been identified as the Board of Directors of the Investment Manager that makes strategic investment decisions.

Segment results that are reported to the chief operating decision-maker include items directly attributable to a segment as well as those that can be allocated on a reasonable basis. Unallocated items comprise mainly corporate expenses and other assets and payables.

4.12 New standards and interpretations not adopted

A number of new standards and amendments to standards are effective for annual periods beginning after 1 January 2020 and earlier application is permitted; however, the Company has not early adopted the new or amended standards in preparing these financial statements.

The following amendments to IFRSs are not expected to have a significant impact on the Company's financial statements.

- *IFRS 17 Insurance Contracts*
- *Classification of Liabilities as Current or Non-current* (Amendments to IAS 1)
- *Covid-19-Related Rent Concessions* (Amendment to IFRS 16)
- *Sale or Contribution of Assets between an Investor and its Associate or Joint Venture* (Amendments to IFRS 10 and IAS 28)

NOTES TO THE FINANCIAL STATEMENTS

Year ended 31 December 2020

5 FINANCIAL ASSETS AT FAIR VALUE THROUGH PROFIT OR LOSS

	2020 US\$'000	2019 US\$'000
Investments	<u>381,949</u>	569,339

6 OTHER RECEIVABLES AND PREPAYMENTS

	2020 US\$'000	2019 US\$'000
Interest and other receivables	1	11
Other prepayments	<u>72</u>	58
	<u>73</u>	69

7 CASH AND CASH EQUIVALENTS

	2020 US\$'000	2019 US\$'000
Fixed deposits with financial institutions and placements in money market funds	8	6,406
Cash at bank	<u>249</u>	1,265
	<u>257</u>	7,671

The effective interest rate on fixed deposits with financial institutions as at 31 December 2020 was 0% to 1.80% (2019: 0.05% to 2.60%) per annum. Interest rates reprice at intervals of one day to three months.

8 SHARE CAPITAL

	Company	
	2020 Number of shares	2019 Number of shares
Fully paid ordinary shares, with no par value: At 1 January and 31 December	<u>513,366,198</u>	513,366,198

Share capital in the statement of financial position represents subscription proceeds received from, and the amount of liabilities capitalised through, the issuance of ordinary shares of no par value in the Company, less transaction costs directly attributable to equity transactions.

The Company does not have an authorised share capital and is authorised to issue an unlimited number of no par value shares.

The holders of ordinary shares are entitled to receive dividends as declared from time to time and are entitled to one vote per share at shareholder meetings of the Company. All shares rank equally with regard to the Company's residual assets.

NOTES TO THE FINANCIAL STATEMENTS

Year ended 31 December 2020

9 INTEREST-BEARING BORROWINGS

The interest-bearing borrowings comprises:

- term loan amounting to US\$Nil (2019: US\$5,428,000) denominated in Japanese Yen. Interest is charged at Nil (2019: 0.45%) per annum and reprices on a daily/quarterly basis. The loan principal is repayable quarterly unless the loan is rolled-over.
- term loan amounting to US\$2,730,000 (2019: US\$67,451,000) denominated in United States Dollar. Interest is charged at 1.56% to 3.26% (2019: 3.11% to 3.98%) per annum and reprices on maturity. The loan principal is repayable on maturity unless the loan is rolled-over. The interest-bearing term loan is secured by the listed securities held through the Company's wholly owned subsidiary.

10 OTHER PAYABLES

	2020 US\$'000	2019 US\$'000
Accrued operating expenses	377	276
Amounts due to a director and shareholders	113	152
Interest payable	*	123
	490	551

The amount due to a director is unsecured, interest free and repayable on demand.

* Less than US\$1,000

Reconciliation of movements of liabilities to cash flows arising from financing activities

	Liabilities			Equity		
	Bank overdraft US\$'000	Interest- bearing borrowings US\$'000	Interest payable US\$'000	Share capital US\$'000	Accumulated profits/(losses) US\$'000	Total US\$'000
As at 1 January 2019	*	5,327	2	409,704	83,001	498,034
Changes from financing cash flows						
Interest paid	—	—	(1,268)	—	—	(1,268)
Dividend paid	—	—	—	—	(17,968)	(17,968)
Proceeds from borrowings	—	67,483	—	—	—	67,483
Total changes from financing cash flows	—	67,483	(1,268)	—	(17,968)	48,247
The effect of changes in foreign exchange rates	—	69	—	—	—	69
Other changes						
Liability-related						
Change in bank overdraft	*	—	—	—	—	*
Interest expense	—	—	1,389	—	—	1,389
Total liability-related other changes	*	—	1,389	—	—	1,389
Total equity-related other changes	—	—	—	—	28,912	28,912
Balance as at 31 December 2019	—	72,879	123	409,704	93,945	576,651

* Less than US\$1,000

NOTES TO THE FINANCIAL STATEMENTS

Year ended 31 December 2020

10 OTHER PAYABLES (CONT'D)

	Liabilities		Equity		Total US\$'000
	Interest-bearing borrowings US\$'000	Interest payable US\$'000	Share capital US\$'000	Accumulated profits/(losses) US\$'000	
As at 1 January 2020	72,879	123	409,704	93,945	576,651
Changes from financing cash flows					
Interest paid	–	(770)	–	–	(770)
Repayment of borrowings	(70,146)	–	–	–	(70,146)
Total changes from financing cash flows	(70,146)	(770)	–	–	(70,916)
The effect of changes in foreign exchange rates	(3)	–	–	–	(3)
Other changes					
Liability-related					
Interest expense	–	647	–	–	647
Total liability-related other changes	–	647	–	–	647
Total equity-related other changes	–	–	–	(124,590)	(124,590)
Balance as at 31 December 2020	2,730	*	409,704	(30,645)	381,789

* Less than US\$1,000

11 (LOSS)/PROFIT BEFORE INCOME TAX

(Loss)/Profit before income tax includes the following:

	2020 US\$'000	2019 US\$'000
Other operating income		
Dividend income	–	231
Interest income from:		
– fixed deposits and placements in money market fund	23	151
– loans to unconsolidated subsidiaries	5	402
Other income	2	*
Exchange gain, net	5,126	–
	5,156	784
Other operating expenses		
Exchange loss, net	–	534
Non-executive director remuneration	400	384
Interest expense	647	1,389

* Less than US\$1,000

NOTES TO THE FINANCIAL STATEMENTS

Year ended 31 December 2020

12 INCOME TAX EXPENSE

The Company is incorporated in a tax-free jurisdiction, thus, it is not subject to income tax. However, interest income of US\$Nil (2019: US\$36) is subject to withholding tax imposed in the country of origin. During the year ended 31 December 2019, the average statutory withholding tax rate was 30%.

13 EARNINGS PER SHARE

	2020 US\$'000	2019 US\$'000
Basic and diluted earnings per share are based on: (Loss)/Profit for the year attributable to ordinary shareholders	<u>(124,590)</u>	<u>28,912</u>

Basic and diluted earnings per share

	Number of shares 2020	Number of shares 2019
Issued ordinary shares at 1 January and 31 December	<u>513,366,198</u>	<u>513,366,198</u>
Weighted average number of shares (basic and diluted)	<u>513,366,198</u>	<u>513,366,198</u>

At 31 December 2020 and 31 December 2019, there were no outstanding share options to subscribe for ordinary shares of no par value.

14 SIGNIFICANT RELATED PARTY TRANSACTIONS

Dividend income

During the financial year ended 31 December 2020, the Company recognised dividend income from its unconsolidated subsidiaries amounting to US\$Nil (2019: US\$231,000).

Key management personnel compensation

Key management personnel of the Company are those persons having the authority and responsibility for planning, directing and controlling the activities of the Company.

During the financial year, directors' fees amounting to US\$400,000 (2019: US\$384,000) were declared as payable to four directors (2019: five directors) of the Company. The remaining two directors of the Company are also directors of the Investment Manager who provides management and administrative services to the Company on an exclusive and discretionary basis. No remuneration has been paid to these directors as the cost of their services form part of the Investment Manager's remuneration.

NOTES TO THE FINANCIAL STATEMENTS

Year ended 31 December 2020

14 SIGNIFICANT RELATED PARTY TRANSACTIONS (CONT'D)

Other related party transactions

During the financial year ended 31 December 2020, the Company recognised interest income from its unconsolidated subsidiaries totalling US\$5,000 (31 December 2019: US\$402,000).

On 10 July 2007, the Company entered into an Investment Management and Advisory Agreement with Symphony Investment Managers Limited ("SIMgL") pursuant to which SIMgL would provide investment management and advisory services exclusively to the Company. On 15 October 2015, SIMgL was replaced by Symphony Asia Holdings Pte. Ltd. ("SAHPL") (with SAHPL and SIMgL, as the case may be, hereinafter referred to as the "Investment Manager"). The Company entered into an Investment Management Agreement with SAHPL, which replaced the Investment Management and Advisory Agreement (as the case may be, hereinafter referred to as the "Investment Management Agreement"). The key persons of the management team of the Investment Manager comprise certain key management personnel engaged by the Investment Manager pursuant to arrangements agreed between the parties. They will (subject to certain existing commitments) devote substantially all of their business time as employees, and on behalf of the Investment Management Group, to assist the Investment Manager in its fulfilment of the investment objectives of the Company and be involved in the management of the business activities of the Investment Management Group. Pursuant to the Investment Management Agreement, the Investment Manager is entitled to the following forms of remuneration for the investment management and advisory services rendered.

a. Management fees

Management fees of 2.25% per annum of the net asset value, payable quarterly in advance on the first day of each quarter, based on the net asset value of the previous quarter end. The management fees payable will be subject to a minimum amount of US\$6,000,000 (2019: US\$8,000,000) per annum and a maximum amount of US\$15,000,000 (2019: US\$15,000,000) per annum. The Investment Manager announced a voluntary reduction in management fees effective from the fee payable on 1 October 2020 whereby the minimum fee was reduced from US\$8,000,000 to US\$6,000,000.

In 2020, Management fees amounting to US\$8,712,000 (2019: US\$11,839,000) have been paid to the Investment Manager and recognised in the financial statements.

b. Management shares

The Company did not issue any management shares during the year. At the reporting date, an aggregate of 10,298,275 (2019: 10,298,725) management shares had been issued, credited as fully paid to the Investment Manager.

c. Share options

There were no share options outstanding as at 31 December 2020 and at 31 December 2019.

The share options granted on 3 August 2008 expired on 3 August 2018. The share options granted on 22 October 2012 have been fully exercised. These share options cannot be reissued to the Investment Manager.

Other than as disclosed elsewhere in the financial statements, there were no other significant related party transactions during the financial year.

NOTES TO THE FINANCIAL STATEMENTS

Year ended 31 December 2020

15 COMMITMENTS

In September 2008, the Company entered into a loan agreement with a joint venture, held via its unconsolidated subsidiary, to grant loans totaling US\$4,700,000 (THB140,000,000). As at 31 December 2020, US\$4,005,000 (THB120,000,000)(2019: US\$4,000,000 (THB120,000,000)) has been drawn down. The Company is committed to grant the remaining loan amounting to US\$668,000 (THB20,000,000) (2019: US\$673,000 (THB20,000,000)), subject to terms set out in the agreement.

During the financial year ended 31 December 2020, the Company entered into the following transactions:

- in March 2020, the Company entered into an agreement to subscribe to a convertible note from Soothe Healthcare Private Limited. The total subscription price is less than 1% of the Company's net asset value at 31 December 2020.
- the Company has committed to subscribe to Good Capital Fund I for an amount less than 1% of the Company's net asset value as at 31 December 2020. Approximately 41% of this commitment had been funded at 31 December 2020 with 59% of the commitment subject to be called over the next three years.

In the general interests of the Company and its unconsolidated subsidiaries, it is the Company's current policy to provide such financial and other support to its group of companies to enable them to continue to trade and to meet liabilities as they fall due.

16 OPERATING SEGMENTS

The Company has investment segments, as described below. Investment segments are reported to the Board of Directors of Symphony Asia Holdings Pte. Ltd., the Investment Manager, who review this information on a regular basis.

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

Business activities which do not meet the definition of an operating segment have been reported in the reconciliations of total reportable segment amounts to the financial statements.

The following summary describes the investments in each of the Company's reportable segments.

Healthcare	Includes an investment in IHH Healthcare Bhd (IHH), ASG Hospital Private Limited (ASG) and Soothe Healthcare Private Limited (Soothe)
Hospitality	Includes investment in Minor International Public Company Limited (MINT)
Lifestyle	Includes investments in Chanintr Living Ltd. (Chanintr), the Wine Connection Group (WCG) and Liaigre Group (Liaigre)
Lifestyle/Real Estate	Includes investments in Minuet Ltd, SG Land Co. Ltd., a property joint venture in Niseko, Hokkaido, Japan, Desaru Peace Holdings Sdn Bhd and a villa in Phuket, Thailand
Education	Includes WCIB International Co. Ltd. (WCIB) and Creative Technology Solutions DMCC (CTS)
Logistics	Includes investment in Indo Trans Logistics Corporation
Other	Includes Smarten Spaces Pte. Ltd. (Smarten), Good Capital Partners and Good Capital Fund I (collectively, Good Capital), August Jewellery Pvt Ltd (Melorra) and Epic Games
Cash and temporary investments	Includes government securities or other investment grade securities, liquid investments which are managed by third party investment managers of international repute, and deposits placed with commercial banks

NOTES TO THE FINANCIAL STATEMENTS

Year ended 31 December 2020

Information regarding the results of each reportable segment is included below:

	Healthcare US\$'000	Hospitality US\$'000	Education US\$'000	Lifestyle US\$'000	Lifestyle/ real estate US\$'000	Logistics US\$'000	Cash and temporary investments US\$'000	Others US\$'000	Total US\$'000
31 December 2020									
Investment income	–	–	–	–	5	–	23	–	28
– Interest income	–	–	–	–	–	–	2	–	2
– Other income	–	–	2	3,685	1,362	1	72	2	5,126
– Exchange gain, net	2	*	2	3,685	1,367	1	97	2	5,156
Fair value changes of financial assets at fair value through profit or loss	2,775	(103,501)	(16,446)	(3,969)	(13,685)	11,487	2	4,226	(119,111)
Net investment results	2,777	(103,501)	(16,444)	(284)	(12,318)	11,488	99	4,228	(113,955)
31 December 2019									
Investment income	–	–	–	–	–	–	231	–	231
– Dividend income	–	–	–	–	24	378	151	–	553
– Interest income	–	–	–	–	24	378	382	–	784
Investment expenses	95	*	1	(1,058)	411	*	16	1	(534)
– Exchange loss, net	–	–	–	–	–	–	(231)	(179)	(410)
– Loss on disposal of financial assets at fair value through profit or loss	95	*	1	(1,058)	411	*	(215)	(178)	(944)
Fair value changes of financial assets at fair value through profit or loss	219	42,018	5,770	(22,232)	17,396	(281)	(152)	795	43,533
Net investment results	314	42,018	5,771	(23,290)	17,831	97	15	617	43,373
31 December 2020									
Segment assets	30,258	109,239	12,466	33,166	119,283	54,155	268	23,371	382,206
Segment liabilities	–	–	–	–	–	–	(2,730)	–	(2,730)
31 December 2019									
Segment assets	28,301	278,019	25,086	33,415	145,848	42,641	7,681	16,019	577,010
Segment liabilities	–	–	–	–	(5,428)	–	(67,451)	–	(72,879)

* Less than US\$1,000

NOTES TO THE FINANCIAL STATEMENTS

Year ended 31 December 2020

16 OPERATING SEGMENTS (CONT'D)

The reportable operating segments derive their revenue primarily by achieving returns, consisting of dividend income, interest income and appreciation of fair value. The Company does not monitor the performance of the investments by measure of profit or loss.

Reconciliations of reportable segment profit or loss and assets

	2020 US\$'000	2019 US\$'000
Profit or loss		
Net investments results	(118,183)	42,756
Net investment results for other segment	4,228	617
Unallocated amounts:		
– Management fees	(8,712)	(11,839)
– Non-executive director remuneration	(400)	(384)
– General operating expenses	(1,523)	(2,238)
(Loss)/Profit for the year	<u>(124,590)</u>	<u>28,912</u>
Assets		
Total assets for reportable segments	358,835	560,991
Assets for other segments	23,371	16,019
Other assets	73	69
Total assets	<u>382,279</u>	<u>577,079</u>
Liabilities		
Total liabilities for reportable segments	2,730	72,879
Other payables	490	551
Total liabilities	<u>3,220</u>	<u>73,430</u>

Geographical information

In presenting information on the basis of geographical information, revenue, comprising dividend income from investments, is based on the geographical location of the underlying investment. Assets are based on the principal geographical location of the assets or the operations of the investee companies. None of the underlying investments which generate revenue or assets are located in the Company's country of incorporation, BVI.

	Singapore US\$'000	Malaysia US\$'000	Thailand US\$'000	Japan US\$'000	Mauritius US\$'000	Other US\$'000	Total US\$'000
2020							
Investment income:							
– Interest income	23	–	–	–	–	5	28
– Other income	–	–	2	–	–	–	2
– Exchange gain, net	167	–	–	–	*	4,959	5,126
	<u>190</u>	<u>–</u>	<u>2</u>	<u>–</u>	<u>*</u>	<u>4,964</u>	<u>5,156</u>
Fair value changes of financial assets at fair value through profit or loss		–	(11,052)	(117,744)	(4,335)	–	14,020
						(119,111)	
Net investment results	<u>190</u>	<u>(11,052)</u>	<u>(117,742)</u>	<u>(4,335)</u>		<u>18,984</u>	<u>(113,955)</u>

NOTES TO THE FINANCIAL STATEMENTS

Year ended 31 December 2020

16 OPERATING SEGMENTS (CONT'D)

	Singapore US\$'000	Malaysia US\$'000	Thailand US\$'000	Japan US\$'000	Mauritius US\$'000	Other US\$'000	Total US\$'000
2019							
Investment income:							
– Dividend income	–	–	–	–	–	231	231
– Interest income	528	–	–	–	–	25	553
	<u>528</u>	<u>–</u>	<u>–</u>	<u>–</u>	<u>–</u>	<u>256</u>	<u>784</u>
Investment expense:							
– Exchange loss	(33)	–	–	–	94	(595)	(534)
– Loss on disposal of financial assets at fair value through profit or loss	(231)	–	–	–	–	(179)	(410)
	<u>(264)</u>	<u>–</u>	<u>–</u>	<u>–</u>	<u>94</u>	<u>(774)</u>	<u>(944)</u>
Fair value changes of financial assets at fair value through profit or loss							
	(7)	(12,539)	48,526	24,946	–	(17,393)	43,533
Net investment results	<u>257</u>	<u>(12,539)</u>	<u>48,526</u>	<u>24,946</u>	<u>94</u>	<u>(17,911)</u>	<u>43,373</u>
2020							
Segment assets	252	35,296	193,777	21,887	301	130,693	382,206
Segment liabilities	<u>(2,730)</u>	<u>–</u>	<u>–</u>	<u>–</u>	<u>–</u>	<u>–</u>	<u>(2,730)</u>
2019							
Segment assets	7,885	38,190	381,738	43,358	317	105,522	577,010
Segment liabilities	<u>(72,879)</u>	<u>–</u>	<u>–</u>	<u>–</u>	<u>–</u>	<u>–</u>	<u>(72,879)</u>

17 FINANCIAL RISK MANAGEMENT

The Company's financial assets comprise mainly financial assets at fair value through profit or loss, other receivables, and cash and cash equivalents. The Company's financial liabilities comprise interest-bearing borrowings and other payables. Exposure to credit, price, interest rate, foreign currency and liquidity risks arises in the normal course of the Company's business.

The Company's Board of Directors has overall responsibility for the establishment and oversight of the Company's risk management framework. The Company's risk management policies are established to identify and analyse the risks faced by the Company and to set appropriate controls. Risk management policies and systems are reviewed regularly to reflect changes in market conditions and the Company's activities.

Credit risk

Credit risk is the risk of financial loss to the Company if a customer or counterparty to a financial instrument fails to meet its contractual obligations.

Investments in the form of advances are made to investee companies which are of acceptable credit risk. Credit risk exposure on the investment portfolio is managed on an asset-specific basis by the Investment Manager.

NOTES TO THE FINANCIAL STATEMENTS

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17 FINANCIAL RISK MANAGEMENT (CONT'D)

Credit risk (Cont'd)

The Company held cash and cash equivalents of US\$257,000 as at 31 December 2020 (2019: US\$7,671,000). The cash and cash equivalents are held with bank and financial institution counterparties, which are rated AA to Baa3, based on Moody's/TRIS/Standard & Poor's ratings.

Loss allowance on cash and cash equivalents has been measured on the 12-month expected loss basis and reflects the short maturities of the exposures. The Company considers that its cash and cash equivalents to have low credit risk based on external credit ratings of the counterparties. The amount of the allowance on cash and cash equivalents was negligible.

At the reporting date, there was no significant concentration of credit risk. The maximum exposure to credit risk is represented by the carrying amount of each financial asset in the statement of financial position.

Market risk

Market risk is the risk that changes in market prices, such as interest rates, foreign exchange rates and equity prices will affect the Company's income or the value of its holdings of financial instruments. The objective of market risk management is to manage and control market risk exposures within acceptable parameters, while optimising the return on risk.

Interest rate risk

The Company's exposure to changes in interest rates relates primarily to its interest-earning fixed deposits placed with financial institutions and interest-bearing borrowings. The Company's fixed rate financial assets and liabilities are exposed to a risk of change in their fair value due to changes in interest rates while the variable-rate financial assets and liabilities are exposed to a risk of change in cash flows due to changes in interest rates. The Company does not enter into derivative financial instruments to hedge against its exposure to interest rate risk.

Sensitivity analysis

A 100 basis point ("bp") move in interest rate against the following financial assets and financial liabilities at the reporting date would increase/(decrease) profit or loss by the amounts shown below. The analysis assumes that all other variables, in particular foreign currency exchange rates, remain constant.

	Impact on Profit or loss		Impact on Profit or loss	
	100 bp increase 2020	100 bp decrease 2020	100 bp increase 2019	100 bp decrease 2019
			US\$'000	US\$'000
Deposits with financial institutions		*	(*)	64
Interest-bearing borrowings	(27)	27	(729)	729
	(27)	27	(665)	665

* Less than US\$1,000

NOTES TO THE FINANCIAL STATEMENTS

Year ended 31 December 2020

17 FINANCIAL RISK MANAGEMENT (CONT'D)

Foreign exchange risk

The Company is exposed to transactional foreign exchange risk when transactions are denominated in currencies other than the functional currency of the operation. The Company does not enter into derivative financial instruments to hedge its exposure to Singapore dollars, Japanese Yen, Thailand Baht, Malaysian Ringgit, Hong Kong dollars and Euro as the currency position in these currencies is considered to be long-term in nature and foreign exchange risk is an integral part of the Company's investment decision and returns.

The Company's exposure, in US dollar equivalent, to foreign currency risk on other financial instruments was as follows:

	Euro US\$'000	Japanese Yen US\$'000	Thailand Baht US\$'000	Malaysian Ringgit US\$'000	Others US\$'000
2020					
Financial assets at fair value through profit or loss					
Other receivables	22,267	21,898	68,225	(18,526)	7,895
Cash and cash equivalents	—	—	—	—	1
Accrued operating expenses	34	—	* ¹	—	28
Net exposure	—	—	—	—	(321)
	22,301	21,898	68,225	(18,526)	7,603
2019					
Financial assets at fair value through profit or loss					
Other receivables	21,970	43,357	92,455	(2,738)	1,710
Cash and cash equivalents	—	—	—	—	4
Interest-bearing borrowings	31	—	* ¹	—	2,357
Accrued operating expenses	—	(5,428)	—	—	—
Net exposure	—	—	(2)	—	(273)
	22,001	37,929	92,453	(2,738)	3,798

* Less than US\$1,000

Sensitivity analysis

A 10% strengthening of the US dollar against the following currencies at the reporting date would have increased/(decreased) profit or loss by the amounts shown below. This analysis assumes that all other variables, in particular interest rates, remain constant.

	Profit or loss 2020 US\$'000	2019 US\$'000
Euro	(2,230)	(2,200)
Japanese Yen	(2,190)	(3,793)
Thailand Baht	(6,823)	(9,245)
Malaysian Ringgit	1,853	274
Others	(760)	(380)

A 10% weakening of the US dollar against the above currencies would have had the equal but opposite effect on the above currencies to the amounts shown above, on the basis that all other variables remain constant.

NOTES TO THE FINANCIAL STATEMENTS

Year ended 31 December 2020

17 FINANCIAL RISK MANAGEMENT (CONT'D)

Price risk

The valuation of the Company's investment portfolio is dependent on prevailing market conditions and the performance of the underlying assets. The Company does not hedge the market risk inherent in the portfolio but manages asset performance risk on an asset-specific basis.

The Company's investment policies provide that the Company invests a majority of capital in longer-term strategic investments and a portion in special situations and structured transactions. Investment decisions are made by management on the advice of the Investment Manager.

Sensitivity analysis

All of the Company's underlying investments that are quoted equity investments are listed on either The Stock Exchange of Thailand or Bursa Malaysia. A 10% increase in the price of the equity securities at the reporting date would increase profit or loss after tax by the amounts shown below. This analysis assumes that all other variables remain constant.

	Profit or loss	
	2020 US\$'000	2019 US\$'000
Underlying investments in quoted equity securities at fair value through profit or loss	10,903	28,249

A 10% decrease in the price of the equity securities would have had the equal but opposite effect on the above quoted equity investments to the amounts shown above, on the basis that all other variables remain constant.

Liquidity risk

Liquidity risk is the risk that the Company will encounter difficulty in meeting the obligations associated with its financial liabilities that are settled by delivering cash or another financial asset.

The Company's objective when managing liquidity is to ensure, as far as possible, that it will have sufficient liquidity to meet its liabilities when they are due, under both normal and stressed conditions, without incurring unacceptable losses or risking damage to the Company's reputation.

The Company monitors its liquidity risk and maintains a level of cash and cash equivalents deemed adequate by the Investment Manager to finance the Company's operations and to mitigate the effects of fluctuations in cash flows. Funds not invested in longer-term strategic investments or investments in special situations and structured transactions are temporarily invested in liquid investments and managed by a third-party manager of international repute, or held on deposit with commercial banks. The Company, through its wholly owned subsidiaries, also holds listed securities amounting to US\$109,027,000 (2019: US\$282,494,000). These listed securities are liquid and can therefore be sold from time-to-time to generate additional cash to settle any existing and ongoing liabilities of the Company.

NOTES TO THE FINANCIAL STATEMENTS

Year ended 31 December 2020

17 FINANCIAL RISK MANAGEMENT (CONT'D)

Liquidity risk (Cont'd)

The following are the contractual maturities of financial liabilities, including estimated interest payments and excluding the impact of netting agreements:

	Carrying amount US\$'000	Cash flows		
		Contractual cash flows US\$'000	Within 1 year US\$'000	
2020				
Non-derivative financial liabilities				
Interest-bearing borrowings	2,730	(2,730)	(2,730)	
Other payables	490	(490)	(490)	
	3,220	(3,220)	(3,220)	
2019				
Non-derivative financial liabilities				
Interest-bearing borrowings	72,879	(72,879)	(72,879)	
Other payables	551	(551)	(551)	
	73,430	(73,430)	(73,430)	

Capital management

The Company's policy is to maintain a strong capital base so as to maintain investor, creditor and market confidence and to sustain future development of the business. Capital consists of total equity. The Company seeks to maintain a balance between higher returns that might be possible with higher levels of borrowings and the advantages and security afforded by a sound capital position.

The Company is not subject to externally imposed capital requirements. There were no changes in the Company's approach to capital management during the year.

NOTES TO THE FINANCIAL STATEMENTS

Year ended 31 December 2020

17 FINANCIAL RISK MANAGEMENT (CONT'D)

Accounting classification and fair values

The carrying amounts and fair values of financial assets and financial liabilities are as follows. It does not include fair value information for financial assets and financial liabilities not measured at fair value if the carrying amount is a reasonable approximation of fair value.

Note	Carrying amount					Fair value US\$'000	
	Fair value through profit or loss US\$'000	Amortised cost US\$'000	Other financial liabilities US\$'000	Total US\$'000			
2020							
Financial assets measured at fair value							
Financial assets at fair value through profit or loss	5	381,949	–	–	381,949	381,949	
Financial assets not measured at fair value							
Other receivables ¹	6	–	1	–	1	1	
Cash and cash equivalents	7	–	257	–	257	257	
		381,949	258	–	382,207	382,207	
Financial liabilities not measured at fair value							
Interest-bearing borrowings	9	–	–	(2,730)	(2,730)	(2,730)	
Other payables	10	–	–	(490)	(490)	(490)	
		–	–	(3,220)	(3,220)	(3,220)	
2019							
Financial assets measured at fair value							
Financial assets at fair value through profit or loss	5	569,339	–	–	569,339	569,339	
Financial assets not measured at fair value							
Other receivables ¹	6	–	11	–	11	11	
Cash and cash equivalents	7	–	7,671	–	7,671	7,671	
		569,339	7,682	–	577,021	577,021	
Financial liabilities not measured at fair value							
Interest-bearing borrowings	9	–	–	(72,879)	(72,879)	(72,879)	
Other payables	10	–	–	(551)	(551)	(551)	
		–	–	(73,430)	(73,430)	(73,430)	

¹ Excludes prepayment

NOTES TO THE FINANCIAL STATEMENTS

Year ended 31 December 2020

17 FINANCIAL RISK MANAGEMENT (CONT'D)

Accounting classification and fair values (Cont'd)

Fair value

The financial assets at fair value through profit or loss are measured using the adjusted net asset value method, which is based on the fair value of the underlying investments. The fair values of the underlying investments are determined based on the following methods:

- (i) for quoted equity investments, based on quoted market bid prices at the financial reporting date without any deduction for transaction costs;
- (ii) for unquoted investments, with reference to the enterprise value at which the portfolio company could be sold in an orderly disposition over a reasonable period of time between willing parties other than in a forced or liquidation sale, and is determined by using valuation techniques such as (a) market multiple approach that uses a specific financial or operational measure that is believed to be customary in the relevant industry, (b) price of recent investment, or offers for investment, for the portfolio company's securities, (c) current value of publicly traded comparable companies, (d) comparable recent arms' length transactions between knowledgeable parties, and (e) discounted cash flows analysis; and
- (iii) for financial assets and liabilities with a maturity of less than one year or which reprice frequently (including other receivables, cash and cash equivalents, interest-bearing borrowings and other payables) the notional amounts are assumed to approximate their fair values because of the short period to maturity/repricing.

The objective of valuation techniques is to arrive at a fair value measurement that reflects the price that would be received to sell the asset or paid to transfer the liability in an orderly transaction between market participants at the measurement date.

Fair value hierarchy for financial instruments

The table below analyses financial instruments carried at fair value, by valuation method. The different levels have been defined as follows:

- Level 1: Inputs that are quoted market prices (unadjusted) in active markets for identical instruments.
- Level 2: Inputs other than quoted prices included within Level 1 that are observable, either directly (i.e. as prices) or indirectly (i.e. derived from prices). This category includes instruments valued using: quoted market prices in active markets for similar instruments; quoted prices for identical or similar instruments in markets that not considered active; or other valuation techniques in which all significant inputs are directly or indirectly observable from market data.
- Level 3: Inputs that are unobservable. This category includes all instruments for which the valuation technique includes inputs not based on observable data and the unobservable inputs have a significant effect on the instruments' valuation. This category includes instruments that are valued based on quoted prices for similar instruments but for which significant unobservable adjustments or assumptions are required to reflect differences between instruments.

NOTES TO THE FINANCIAL STATEMENTS

Year ended 31 December 2020

17 FINANCIAL RISK MANAGEMENT (CONT'D)

Fair value hierarchy for financial instruments (Cont'd)

	Level 1 US\$'000	Level 2 US\$'000	Level 3 US\$'000	Total US\$'000
2020				
Financial assets at fair value through profit or loss	—	—	381,949	381,949
2019				
Financial assets at fair value through profit or loss	—	—	569,339	569,339

As explained in Note 4.1, the Company qualifies as an investment entity and therefore does not consolidate its subsidiaries. Accordingly, the fair value levelling reflects the fair value of the unconsolidated subsidiaries and not the underlying quoted equity investments. There were no transfers from Level 1 to Level 2 or Level 3 and vice versa during the years ended 31 December 2020 and 2019.

The fair value hierarchy table excludes financial assets and financial liabilities such as cash and cash equivalents, other receivables and payables and interest-bearing borrowings because their carrying amounts approximate their fair values due to their short-term period to maturity/repricing.

Level 3 valuations

The following table shows a reconciliation from the beginning balances to the ending balances for fair value measurements in Level 3 of the fair value hierarchy.

	2020 Financial assets at fair value through profit or loss US\$'000	2019 US\$'000
Balance at 1 January	569,339	486,790
Fair value changes in profit or loss	(119,111)	43,533
Net (repayment from)/payment to unconsolidated subsidiaries	(74,808)	48,080
Additions/(Disposals)	6,529	(9,064)
Balance at 31 December	381,949	569,339

Significant unobservable inputs used in measuring fair value

This table below sets out information about significant unobservable inputs used at 31 December 2020 in measuring the underlying investments of the financial assets categorised as Level 3 in the fair value hierarchy excluding investments purchased during the year that are valued at transaction prices as they are reasonable approximation of fair values and ultimate investments in listed entities.

NOTES TO THE FINANCIAL STATEMENTS

Year ended 31 December 2020

17 FINANCIAL RISK MANAGEMENT (CONT'D)

Fair value hierarchy for financial instruments (Cont'd)

Description	Fair value at 31 December 2020 US\$'000	Fair value at 31 December 2019 US\$'000	Valuation technique	Unobservable input	Range (Weighted average)	Sensitivity to changes in significant unobservable inputs
Rental properties	8,093	8,804	Income approach	Rental growth rate	0% – 9% (2019: 0% – 6%)	The estimated fair value would increase if the rental growth rate and occupancy rate were higher and the discount rate was lower.
				Occupancy rate	80% – 90% (2019: 80% – 90%)	
				Discount rate	13% – 13.5% (2019: 13% – 13.5%)	
Land related investments	111,189	137,044	Comparable valuation method	Price per square meter for comparable land	US\$28 to US\$4,358 per square meter (2019: US\$76 to US\$4,143 per square meter)	The estimated fair value would increase if the price per square meter was higher.
Operating business	133,908	33,415	Enterprise value using comparable traded multiples, adjusted net asset value or option pricing model	EBITDA multiple (times)	3.2x to 71.4x, median 12.6x (2019: 3.0x to 19.4x, median 9.1x)	The estimated fair value would increase if the EBITDA multiple was higher.
				Revenue multiple (times)	0.6x to 5.1x, median 1.3x (2019: N/A)	The estimated fair value would increase if the Revenue multiple was higher.
				Discount for lack of marketability	25% (2019: 25%)	The estimated fair value would increase if the discount for lack of marketability was lower.
				Discount to tangible assets for lack of liquidity	25% to 100% (2019: 25% to 100%)	The estimated fair value would increase if the discount was lower.
				Volatility	40% – 43% (2019: N/A)	The estimated fair value would increase if volatility was higher.
Greenfield business held for more than 12-months	11,851	23,484	Discounted cashflow method	Risk-free rate	3% – 5.9% (2019: N/A)	The estimated fair value would increase if risk free rate was lower
				Revenue growth	3.5% – 61.5% (2019: 3.8% – 56.0%)	The estimated fair value would increase if the revenue growth increases, expenses ratio decreases, and WACC was lower.
				Expense ratio	74.7% – 102.4% (2019: 73.7% – 102.5%)	
				WACC	12.0% (2019: 10.7%)	

NOTES TO THE FINANCIAL STATEMENTS

Year ended 31 December 2020

17 FINANCIAL RISK MANAGEMENT (CONT'D)

Fair value hierarchy for financial instruments (Cont'd)

The rental growth rate represents the growth in rental income during the leasehold period while the occupancy rates represent the percentage of the building that is expected to be occupied during the leasehold period. Management adopt a valuation report produced by an independent valuer that determines the rental growth rate and occupancy rate after considering the current market conditions and comparable occupancy rates for similar buildings in the same area.

The discount rate is related to the current yield on long-term government bonds plus a risk premium to reflect the additional risk of investing in the subject properties. Management adopt a valuation report produced by an independent valuer that determines the discount based on the independent valuers judgement after considering current market rates.

The comparable recent sales represent the recent sales prices of properties that are similar to the investee companies' properties, which are in the same area. Management adopt a valuation report produced by an independent valuer to determine the value per square meter based on the average recent sales prices.

The EBITDA multiple represents the amount that market participants would use when pricing investments. The EBITDA multiple is selected from comparable public companies with similar business as the underlying investment. Management obtains the median EBITDA multiple from the comparable companies and applies the multiple to the EBITDA of the underlying investment. The amount is further discounted for considerations such as lack of marketability.

The revenue multiple represents the amount that market participants would use when pricing investments. The revenue multiple is selected from comparable public companies with similar business as the underlying investment. Management obtains the median revenue multiple from the comparable companies and applies the multiple to the revenue of the underlying investment. The amount is further discounted for considerations such as lack of marketability.

The discount for lack of marketability represents the discount applied to the comparable market multiples to reflect the illiquidity of the investee relative to the comparable peer group. Management determines the discount for lack of marketability based on its judgement after considering market liquidity conditions and company-specific factors.

Where an EBITDA multiple is not available, the net assets may be used as a proxy for fair value of an underlying investment. In such instances, a discount to certain tangible assets, including inventory, trade receivables and fixed assets are taken for lack of liquidity to arrive at an adjusted net asset value.

The option pricing model uses distribution allocation for each equity instrument at different valuation breakpoints, taking into consideration the different rights / terms of each instrument. An option pricing computation is done using a Black Scholes Model at different valuation breakpoints (strikes) using market volatility and risk-free rate parameters.

The revenue growth represents the growth in sales of the underlying business and is based on the operating management team's judgement on the change of various revenue drivers related to the business from year-to-year. The expense ratio is based on the judgement of the operating management team after evaluating the expense ratio of comparable businesses and is a key component in deriving EBITDA and free cash flow for the greenfield business. The free cashflow is discounted at the WACC to derive the enterprise value of the greenfield business. Net debt is then deducted to arrive at an equity value for the business. WACC is derived after adopting independent market quotes or reputable published research-based inputs for the risk-free rate, market risk premium, small cap premium and cost of debt.

NOTES TO THE FINANCIAL STATEMENTS

Year ended 31 December 2020

17 FINANCIAL RISK MANAGEMENT (CONT'D)

Fair value hierarchy for financial instruments (Cont'd)

The investment entity approach requires the presentation and fair value measurement of immediate investments; the shares of intermediate holding companies are not listed. However, ultimate investments in listed entities amounting to US\$109,027,000 (2019: US\$282,494,000) are held through intermediate holding companies; the value of these companies are mainly determined by the fair values of the ultimate investments.

Sensitivity analysis

Although the Company believes that its estimates of fair value are appropriate, the use of different methodologies or assumptions could lead to different measurements of fair value. For fair value measurements in Level 3 assets, changing one or more of the assumptions used to reasonably possible alternative assumptions would have effects on the profit or loss by the amounts shown below. The effect of the COVID-19 pandemic has meant that the range of reasonably possible changes is wider for the 2020 figures than for the comparative year.

	<----- 2020 ----->		<----- 2019 ----->	
	Effect on profit or loss		Effect on profit or loss	
	Favourable	(Unfavourable)	Favourable	(Unfavourable)
	US\$'000	US\$'000	US\$'000	US\$'000
Level 3 assets	72,267	(56,134)	38,607	(41,458)

The favourable and unfavourable effects of using reasonably possible alternative assumptions have been calculated by recalibrating the valuation model using a range of different values.

For rental properties, the projected rental rates and occupancy levels were increased by 10% (2019: 5%) for the favourable scenario and reduced by 10% (2019: 5%) for the unfavourable scenario. The discount rate used to calculate the present value of future cash flows was also decreased by 2% (2019: 1%) for the favourable case and increased by 2% (2019: 1%) for the unfavourable case compared to the discount rate used in the year-end valuation.

For land related investments (except those held for less than 12-months where cost represents the most reliable estimate of fair value in the absence of significant developments since the transaction), which are valued on comparable transaction basis by third party valuation consultants, the fair value of the land is increased by 20% (2019: 15%) in the favourable scenario and reduced by 20% (2019: 15%) in the unfavourable scenario.

For operating businesses (except those where a last transacted price exists within the past 12-months that provides the basis for fair value) that are valued on a trading comparable basis using enterprise value to EBITDA or revenue, EBITDA is increased by 20% (2019: 15%) and decreased by 20% (2019: 15%) and revenue is increased by 20% (2019: Nil) and decreased by 20% (2019: Nil) in the favourable and unfavourable scenarios respectively. Similarly, where adjusted net tangible assets are used, the value is increased by 20% (2019: 15%) and decreased by 20% (2019: 15%) in the favourable and unfavourable scenarios.

For operating business that are valued using an option pricing model, the volatility is increased by 10% (2019: Nil) and the risk-free rate is reduced by 2% (2019: Nil) in the favourable scenario. The volatility is reduced by 10% (2019: Nil) and the risk-free rate is increased by 2% (2019: Nil) in the unfavourable scenario.

For greenfield businesses (except those where a last transacted price exists within the past 12-months) that are valued using a discounted cashflow, the revenue growth rate is increased by 2% (2019: 1%), the expense ratio rate is decreased by 10% (2019: 5%) and the WACC is reduced by 2% (2019: 1%) in the favourable scenario. Conversely, in the unfavourable scenario, the revenue growth rate is reduced by 2% (2019: 1%), the expense ratio rate is increased by 10% (2019: 5%) and the WACC is increased by 2% (2019: 1%).

NOTES TO THE FINANCIAL STATEMENTS

Year ended 31 December 2020

18 UNCONSOLIDATED SUBSIDIARIES

Details of the unconsolidated subsidiaries of the Company are as follows:

Name of subsidiary	Principal activities	Place of incorporation and business	Equity interest	
			2020 %	2019 %
Symphony (Mint) Investment Limited (Formerly Symphony Capital Partners Limited)	Investment holding	Republic of Mauritius	100	100
Lennon Holdings Limited and its subsidiary:	Investment holding	Republic of Mauritius	100	100
Britten Holdings Pte. Ltd.	Investment holding	Republic of Singapore	100	100
Gabrieli Holdings Limited and its subsidiaries:	Investment holding	British Virgin Islands	100	100
Ravel Holdings Pte. Ltd. and its subsidiaries:	Investment holding	Republic of Singapore	100	100
Schubert Holdings Pte. Ltd.	Investment holding	Republic of Singapore	100	100
Haydn Holdings Pte. Ltd.	Investment holding	Republic of Singapore	100	100
Thai Education Holdings Pte. Ltd.	Investment holding	Republic of Singapore	100	100
Teurina Limited	Investment holding	British Virgin Islands	100	100
Lloyd Webber Holdings Limited	Investment holding	British Virgin Islands	100	100
Maurizio Holdings Limited and its subsidiary:	Investment holding	British Virgin Islands	100	100
Groupe CL Pte. Ltd.	Investment holding	Republic of Singapore	100	100
True United Limited	Investment holding	British Virgin Islands	100	100
True Wisdom Limited	Investment holding	British Virgin Islands	100	100
Segovia Holdings Limited	Investment holding	British Virgin Islands	100	100
Anshil Limited	Investment holding	British Virgin Islands	100	100
Buble Holdings Limited	Investment holding	British Virgin Islands	100	100

NOTES TO THE FINANCIAL STATEMENTS

Year ended 31 December 2020

18 UNCONSOLIDATED SUBSIDIARIES (CONT'D)

Details of the unconsolidated subsidiaries of the Company are as follows:

Name of subsidiary	Principal activities	Place of incorporation and business	Equity interest 2020 %	Equity interest 2019 %
O'Sullivan Holdings Limited and its subsidiary:				
Bacharach Holdings Limited	Investment holding	British Virgin Islands	100	100
Brahms Holdings Limited	Investment holding	British Virgin Islands	100	100
Schumann Holdings Limited	Investment holding	British Virgin Islands	100	100
Symphony Healthcare Holdings Limited	Investment holding	British Virgin Islands	100	100
Dynamic Idea Investments Limited	Investment holding	British Virgin Islands	100	100
Ideal Dream Limited	Investment holding	British Virgin Islands	100	100
Eternal Star Ventures Limited	Investment holding	British Virgin Islands	100	100
Symphony Logistics Pte. Ltd. and its subsidiary:				
Eagles Holdings Pte. Ltd.	Lending company	Republic of Singapore	100	100
Stravinsky Holdings Pte. Ltd.	Investment holding	Republic of Singapore	100	100
Alhambra Holdings Limited	Investment holding	United Arab Emirates	100	100
Shadows Holdings Pte. Ltd.	Investment holding	Republic of Singapore	70.97	100
Symphonic Spaces Pte. Ltd.	Investment holding	Republic of Singapore	100	100

19 UNDERLYING INVESTMENTS

Details of the underlying investments in unquoted equities of the Company are as follows:

Name	Principal activities	Place of incorporation and business	Ordinary shares Equity interest 2020 %	Ordinary shares Equity interest 2019 %	Preference shares Equity interest 2020 %	Preference shares Equity interest 2019 %
La Finta Limited ¹	Property development	Thailand	49	49	—	—
Minuet Limited ¹	Property development	Thailand	49.98	49.98	—	—
SG Land Co. Limited ¹	Real estate	Thailand	49.91	49.91	—	—

¹ Joint venture

NOTES TO THE FINANCIAL STATEMENTS

Year ended 31 December 2020

19 UNDERLYING INVESTMENTS (CONT'D)

Name	Principal activities	Place of incorporation and business	Ordinary shares		Preference shares	
			Equity interest 2020 %	2019 %	Equity interest 2020 %	2019 %
Chanintr Living Limited ²	Distribution of furniture	Thailand	49.90	49.90	—	—
Chanintr Living (Thailand) Limited	Distribution and retail of furniture and home decorations	Thailand	24.45	24.45	—	—
Chanintr Living Pte Ltd	Distribution and retail of furniture and home decorations	Republic of Singapore	49.90	49.90	—	—
Well Round Holdings Limited ²	Property development	Hong Kong	37.50	37.50	—	—
Allied Hill Corporation Limited ²	Property development	Hong Kong	37.50	—	—	—
Silver Prance Limited ²	Property development	Hong Kong	37.50	37.50	—	—
Desaru Peace Holdings Sdn Bhd ²	Property development	Malaysia	49	49	49	49
Oak SPV Limited	Hospitality and lifestyle	Cayman Islands	13.40	13.40	—	—
Macassar Holdings SARL	Lifestyle	Luxembourg	33.33	33.33	33.33	33.33
WCIB International Company Limited ¹	Education	Thailand	39.10	39.10	—	—
ASG Hospital Private Limited	Healthcare	India	—	—	19.24	17.79
Creative Technology Solutions DMCC	Education	United Arab Emirates	12.82	12.82	—	—
Good Capital Partners	Other	Mauritius	10	10	—	—
In Do Trans Logistics Corporation ²	Logistics	Vietnam	25.12	28.57	—	—
Smarten Spaces Pte. Ltd.	Other	Singapore	17.84	10.79	6.75	4.02
Soothe Healthcare Pvt. Ltd ²	Healthcare	India	—	—	25.93	27.96
Telong Limited	Real estate	British Virgin Islands	33.33	—	—	—

¹ Joint venture

² Associate

NOTES TO THE FINANCIAL STATEMENTS

Year ended 31 December 2020

20 SUBSEQUENT EVENTS

Subsequent to 31 December 2020,

- the Company sold approximately 28.98 million shares of MINT through a series of market transactions at an average price of THB30.92 per share that generated proceeds of approximately US\$29.10 million.
- the Company increased its investment in August Jewellery Pvt. Ltd. (Melorra) with a consortium of investors. The increased investment by Symphony amounts to less than 1% of the Company's NAV.
- the Company completed a follow-on investment in WCIB International Co. Ltd. for the ongoing phased development of the school. The investment amounted to less than 1% of the Company's NAV.
- the Company funded a capital call from the Good Capital Fund I as part of its commitment as an anchor investor. The capital call amounted to less than 1% of the Company's NAV.
- the Company entered into an agreement to subscribe to a convertible note from Soothe Healthcare Private Limited. The total subscription price is less than 1% of the Company's NAV.

21 COVID-19

On 11 March 2020, the World Health Organisation declared the COVID-19 outbreak a pandemic in recognition of its rapid spread across the globe, with over 200 countries now affected. The outbreak and the response of governments in dealing with the pandemic has seen a corresponding significant increase in financial market volatility and corresponding fluctuations in the fair value of the Company's investment portfolio.

Management of the Company has performed an assessment of the impact of COVID-19 outbreak on its investment portfolio and believes that the fair value of its investment portfolio reflects the conditions known as at 31 December 2020.

The COVID-19 crisis is still unfolding, and the full impact of the pandemic is not capable of being qualitatively or quantitatively assessed on the businesses of the investee companies and on the value of the Company's investment portfolio. Accordingly, Management has considered a wider range of reasonably possible changes in the fair value of Level 3 assets in their sensitivity analysis in the current year than for the comparative year. Management will continue to assess the situation and take precautionary measures to deal with the implications of COVID-19 in accordance with guidelines provided by the different authorities and will take the necessary actions to ensure the long-term sustainability of the Company.

NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the ANNUAL GENERAL MEETING of the Company will be held at 9 Raffles Place, #06-00 Republic Plaza Tower 1, Singapore 048619 (Tel +65 6536 6177) on Friday, 30 April 2021 at 3.00 p.m. (Singapore time) for the purpose of the following matters:

Ordinary Business

To receive the annual report which includes the financial statements for the year ended 31 December 2020.

Ordinary Resolution

Resolution 1

To consider and, if thought fit, passing the following ordinary resolution:

THAT the Company be and is hereby generally and unconditionally authorised in accordance with section 59 of the BVI Business Companies Act 2004 (as amended) to make market purchases of its own Shares at the discretion of the Directors and on such terms and in such manner as the Directors may from time to time determine provided that:

- (a) the maximum number of Shares hereby authorised to be purchased shall be 14.99 per cent. of the Shares in issue at the date of this notice;
- (b) the maximum price which may be paid for any such Share shall not exceed the higher of:
 - (i) 5 per cent. above the average market value of the Company's Shares for the five business days prior to the day the purchase is made; and
 - (ii) the higher of the price of the last independent trade and the highest current independent bid at the time of the purchase on the trading venues where the purchase is carried out; and
- (c) the authority hereby confirmed shall expire at the conclusion of the Company's next annual general meeting.

Special Resolutions

Resolution 2

To consider and, if thought fit, passing the following special resolution:

THAT the Memorandum of Association be altered by adding the following sub-clause immediately after sub-clause 10.2:

10.3 To ensure the Company's compliance with Sub-Section 63F(2)(b)(i) of the Securities and Investment Business (Amendment) Act, 2019, the Directors will keep the Financial Services Commission of the British Virgin Islands informed of the number of Shareholders on the Company's Register of Shareholders.

NOTICE OF ANNUAL GENERAL MEETING

Resolution 3

If Resolution 2 is duly passed:

THAT the registered agent of the Company be and is hereby authorised and directed to file a notice of the amendment to the Memorandum of Association via the VIRRGIN system together with a certified extract of these resolutions or an amended and restated Memorandum and Articles of Association with the Registry of Corporate Affairs in the British Virgin Islands.

By order of the Board,

Anil Thadani

Director

Dated this 7th day of April 2021

Notes for shareholders

1. A shareholder entitled to attend and vote at the Annual General Meeting may appoint a proxy (who need not be a member of the Company) to attend and to vote in his place. The instrument appointing a proxy should be deposited at Link Group, PXS 1, 10th Floor, Central Square, 29 Wellington Street, Leeds, LS1 4DL, United Kingdom no later than 48 hours before the Annual General Meeting (excluding non-business days). If the appointee is a corporation, this form must be executed under its seal or under the hand of an officer, attorney or other person authorised to sign the same.
2. In order to qualify for attending the above Meeting, all instruments of transfers must be lodged with Link Group, PXS 1, 10th Floor, Central Square, 29 Wellington Street, Leeds, LS1 4DL, United Kingdom not less than 48 hours before the time appointed for holding the Meeting or the adjourned Meeting (as the case may be) (excluding non-business days).
3. In the case of joint holders of a share, (a) if two or more persons hold shares jointly and one or more of such persons are present at a meeting in person or by proxy, only the vote of the holder whose name appears first, in the register of members counts; (b) if only one of the joint owners is present in person or by proxy he may vote on behalf of all joint owners; and (c) if two or more of the joint owners are present in person or by proxy they must vote as one.
4. An ordinary resolution of the Annual General Meeting will be passed by a majority of in excess of 50 per cent of the votes of the shares of the Company entitled to vote on that resolution, which were present at the Annual General Meeting and were voted. A special resolution of the Annual General Meeting will be passed by the holders of at least 75 per cent of the votes cast by shareholders entitled to vote on the particular resolution before the Annual General Meeting. Each share is entitled to one vote.
5. Holders of Depository Interests should complete the Form of Direction enclosed with their Notice of Annual General Meeting.
6. Holders of Depository Interests can instruct Link Market Services Trustees Limited, the Depository, or amend an instruction to a previously submitted direction, via the CREST system. The CREST message must be received by the issuer's agent RA10 by 08.00 a.m. (BST) on Tuesday 27 April 2021. For this purpose, the time of receipt will be taken to be the time (as determined by the timestamp applied to the message by the CREST Applications Host) from which the issuer's agent is able to retrieve the message. CREST Personal Members or other CREST sponsored members, and those CREST Members who have appointed voting service provider(s) should contact their CREST sponsor or voting service provider(s) for assistance with instructing Link Market Services Trustees Limited via CREST. For further information on CREST procedures, limitations and system timings please refer to the CREST Manual. We may treat as invalid a direction appointment sent by CREST in the circumstances set out in Regulation 35(5)(a) of the Uncertificated Securities Regulations 2001. In any case your Form of Direction must be received by the Company's Registrars no later than 08.00 a.m. (BST) on Tuesday 27 April 2021.
7. To be entitled to attend and vote at the Annual General Meeting (and for the purpose of the determination by the Company of the votes they may cast), shareholders must be registered in the register of the Company at 6.00 p.m. on 8 April 2021. Changes to the Company's register after the relevant deadline shall be disregarded in determining the rights of any person to attend and vote at the Annual General Meeting.
8. At the time of writing the Notice of Annual General Meeting it is impossible to predict what impact COVID-19 might have on our Annual General Meeting. We are working towards holding the Annual General Meeting as planned, however, we suggest that you consider public health advice when deciding whether to travel and attend on the day. If public health advice cause any change to the Annual General Meeting, we will update shareholders through announcements to the London Stock Exchange and the information page on our website www.symphonyasia.com. We also encourage you to exercise your right to appoint the Chairman of the Annual General Meeting as your proxy in advance of the meeting by returning a completed proxy card.

NOTICE OF ANNUAL GENERAL MEETING

EXPLANATORY NOTES TO RESOLUTIONS OF THE NOTICE OF ANNUAL GENERAL MEETING

Resolution 1

The Company was granted authority by shareholders at the Annual General Meeting held on 30 April 2012 to establish a share purchase programme that would allow the Company to purchase up to 14.99 per cent of its own Shares. The Company is seeking shareholders' approval to renew the authority for the Company to make market purchases of its own Shares.

The purpose of the share purchase programme would allow the Company to seek to address any imbalance between supply and demand for the Shares that may have reflected the difference between the published Net Asset Value per Share and the price quoted for the Shares.

The resolution proposed in relation to this programme provides the authority of the Directors to purchase Shares that will last until the conclusion of the next Annual General Meeting, which is anticipated to take place in April 2022. The Company will utilise the authority to purchase Shares by either a single purchase or a series of purchases, when market conditions allow, with the aim of maximising the benefit to shareholders.

Resolution 2

The proposed amendment to the Memorandum of Association of the Company, pursuant to Resolution 2, relates to certain amendments to the regulatory framework in the British Virgin Islands ("BVI") requiring all closed-ended funds domiciled in the BVI to apply to the Financial Services Commission in the BVI (the "FSC") for recognition as a "private investment fund". As part of that application, the constitutional documents of the Company must acknowledge the new legislation and, given the general parameters of the new regulatory status, also keep the FSC informed as to the number of shareholders listed on the Register of Members of the Company. The Company received approval from the FSC, and in connection therewith it was agreed that the amendment to the Memorandum of Association of the Company would be tabled at the Annual General Meeting of the Company.

Resolution 3

This Resolution is to authorise the registered agent to file a notice of the amendment to the Memorandum of Association via the VIRGIN system with the Registry of Corporate Affairs in the British Virgin Islands.

SYMPHONY INTERNATIONAL HOLDINGS LIMITED

(Incorporated in the British Virgin Islands)

Form of Direction for completion by holders of Depository Interests representing shares, on a 1 for 1 basis, in the share capital of Symphony International Holdings Limited (the “Company”) in respect the Annual General Meeting to be held at 9 Raffles Place, #06-00 Republic Plaza Tower 1, Singapore 048619, Tel +65 6536 6177 on Friday, 30 April 2021 at 3.00 p.m. (Singapore time)

ANNUAL GENERAL MEETING FORM OF DIRECTION

I/We _____ (Depository Interests holder's name) being a holder of Depository Interests representing shares in the share capital of the Company hereby appoint Link Market Services Trustees Limited (the “Depository”) as my/our proxy to vote for me/us and on my/our behalf at the Annual General Meeting (the “Meeting”) of the Company to be held on the above date (and at any adjournment thereof) as directed by an X in the spaces below. The complete wording of the resolution may be found in the notice convening the Annual General Meeting.

ORDINARY RESOLUTION	FOR	AGAINST	VOTE WITHHELD
To authorise the Company to make market purchases of its own Shares.			

SPECIAL RESOLUTIONS	FOR⁴	AGAINST⁴	VOTE WITHHELD⁴
To alter the Memorandum of Association by adding sub-clause 10.3 to ensure the Company complies with Sub-Section 63F(2) (b)(i) of the Investment Business (Amendment) Act, 2019			
and if the above Special Resolution is duly passed: To authorize and direct the registered agent to file a notice of the Memorandum of Association with the Registry of Corporate Affairs in the British Virgin Islands			

Dated this _____ day of _____ 2021

Address _____

Signature _____

Notes to Form of Direction

1. To be effective, this Form of Direction and the power of attorney or other authority (if any) under which it is signed, or a notarially or otherwise certified copy of such power or authority, must be deposited at Link Group, PXS 1, 10th Floor, Central Square, 29 Wellington Street, Leeds, LS1 4DL, United Kingdom no later than 08.00 a.m. (BST) on Tuesday 27 April 2021.
2. Any alteration made to this Form of Direction must be initialled by the person who signs it.
3. If the appointee is a corporation, this form must be given under its common seal or under the hand of an officer or attorney duly authorised in writing.
4. In the case of joint holders of Depository Interests, the person whose name appears first in the Register of Depository Interests has the right to attend and vote at the Meeting to the exclusion of all others.
5. The ‘Vote Withheld’ option is provided to enable you to abstain from voting on the resolution. However, it should be noted that a ‘Vote Withheld’ is not a vote in law and will not be counted in the calculation of the proportion of the votes ‘For’ and ‘Against’ the resolution.
6. The Depository will appoint the Chairman of the meeting as its proxy to cast your votes. The Chairman may also vote or abstain from voting as he or she thinks fit on any other resolution (including amendments to resolutions) which may properly come before the meeting.
7. To be entitled to attend and vote at the Annual General Meeting (and for the purpose of the determination by the Company of the votes they may cast), shareholders must be registered in the register of the Company at 6.00 p.m. on 8 April 2021. Changes to the Company's register after the relevant deadline shall be disregarded in determining the rights of any person to attend and vote at the Annual General Meeting.
8. Please indicate how you wish your votes to be cast by placing an “X” in the box provided. On receipt of this form duly signed, you will be deemed to have authorised the Depository to vote, or to abstain from voting, as per your instructions on your behalf. **If no voting instruction is indicated, the Depository will abstain from voting on the specified resolution.**
9. Depository Interests may be voted through the CREST Proxy Voting Service in accordance with the procedures set out in the CREST manual.
10. Depository Interest holders wishing to attend the Meeting should contact the Depository at Link Market Services Trustees Limited, The Registry, 10th Floor, Central Square, 29 Wellington Street, Leeds, LS1 4DL, United Kingdom or by email to nominee.enquiries@linkgroup.co.uk in order to request a Letter of Representation by no later than 08.00 a.m. (BST) on Tuesday 27 April 2021.

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SYMPHONY INTERNATIONAL HOLDINGS LIMITED

(Incorporated in the British Virgin Islands)

Form of Proxy for use at the Annual General Meeting to be held at 9 Raffles Place, #06-00 Republic Plaza Tower 1, Singapore 048619, Tel +65 6536 6177 on Friday, 30 April 2021 at 3.00 p.m. (Singapore time)

I/We¹ _____
of _____
being the registered holder(s) of _____

Ordinary shares² in the share capital of Symphony International Holdings Limited (the "Company"), HEREBY APPOINT THE CHAIRMAN OF THE MEETING³ or _____

of _____
as my/our proxy to attend and act for me/us and on my/our behalf at the Annual General Meeting (the "Meeting") of the Company to be held at 9 Raffles Place, #06-00 Republic Plaza Tower 1, Singapore 048619, on Friday, 30 April 2021 at 3.00 p.m. (Singapore time) for the purpose of receiving the annual report, which includes the financial statements, for the year ended 31 December 2020, and considering and, if thought fit, passing the ordinary resolution and special resolutions as set out in the notice convening the Meeting and at the Meeting (and at any adjournment thereof) to vote for me/us and in my/our name(s) in respect of the resolution as indicated below. The complete wording of the resolution may be found in the notice convening the Annual General Meeting.

ORDINARY RESOLUTION	FOR ⁴	AGAINST ⁴	VOTE WITHHELD ⁴
To authorise the Company to make market purchases of its own Shares.			

SPECIAL RESOLUTIONS	FOR ⁴	AGAINST ⁴	VOTE WITHHELD ⁴
To alter the Memorandum of Association by adding sub-clause 10.3 to ensure the Company complies with Sub-Section 63F(2) (b)(i) of the Investment Business (Amendment) Act, 2019			
and if the above Special Resolution is duly passed: To authorize and direct the registered agent to file a notice of the Memorandum of Association with the Registry of Corporate Affairs in the British Virgin Islands			

Dated this _____ day of _____ 2021

Signed⁶: _____**Notes to Form of Proxy**

1. Full name(s) and address(es) to be inserted in BLOCK CAPITALS. The names of all joint registered holders should be stated.
2. Please insert the number of shares registered in your name(s) to which this proxy relates. If no number is inserted, this Form of Proxy will be deemed to relate to all the shares of the Company registered in your name(s).
3. If any proxy other than the Chairman of the Meeting is preferred, strike out "THE CHAIRMAN OF THE MEETING" and insert the name and address of the proxy desired in the space provided. If no name is inserted, THE CHAIRMAN OF THE MEETING will act as proxy. Any alteration made to this Form of Proxy must be initialled by the person who signs it.
4. **IMPORTANT: IF YOU WISH TO VOTE FOR THE RESOLUTION, PLACE AN 'X' IN THE BOX MARKED "FOR". IF YOU WISH TO VOTE AGAINST THE RESOLUTION, PLACE AN 'X' IN THE BOX MARKED "AGAINST". IF YOU WISH TO WITHHOLD YOUR VOTE ON THE RESOLUTION, PLACE AN 'X' IN THE BOX MARKED "VOTE WITHHELD".** If no direction is given, your proxy may vote or abstain as he/she thinks fit. Your proxy will also be entitled to vote at his/her discretion on any resolution properly put to the Meeting other than those referred to in the Notice convening the Meeting. The 'Vote Withheld' option is provided to enable you to abstain from voting on the resolution. However, it should be noted that a 'Vote Withheld' is not a vote in law and will not be counted in the calculation of the proportion of the votes 'For' and 'Against' the resolution.
5. This Form of Proxy must be signed by you or your attorney duly authorized in writing or, in the case of a corporation, must be either executed under its common seal or under the hand of an officer or attorney duly authorised to sign the same.
6. In the case of joint registered holders of any shares, any one of such persons may vote at the Meeting, either personally or by proxy, in respect of such shares as if he/she was solely entitled thereto; but if more than one of such joint registered holders be present at the Meeting, either personally or by proxy, that one of the said persons so present whose name stands first on the Register of Members in respect of such shares shall alone be entitled to vote in respect thereof to the exclusion of the votes of the other joint registered holders.
7. To be entitled to attend and vote at the Annual General Meeting (and for the purpose of the determination by the Company of the votes they may cast), shareholders must be registered in the register of the Company at 6.00 p.m. on 8 April 2021. Changes to the Company's register after the relevant deadline shall be disregarded in determining the rights of any person to attend and vote at the Annual General Meeting.
8. In order to be valid, this Form of Proxy together with the power of attorney (if any) or other authority (if any) under which it is signed or a notarially certified copy thereof, must be deposited at Link Group, PXS 1, 10th Floor, Central Square, 29 Wellington Street, Leeds, LS1 4DL, United Kingdom no later than 08.00 a.m. (BST) on Wednesday 28 April 2021.
9. The proxy need not be a member of the Company but must attend the Meeting in person to represent you.
10. Completion and delivery of the Form of Proxy will not preclude you from attending and voting at the Meeting if you so wish. If you attend and vote at the Meeting, the authority of your proxy will be revoked.

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