

13 May 2025

ASEANA PROPERTIES LIMITED
("Aseana" or the "Company")

Full Year Results for the year ended 31 December 2024

Further to the announcement released by the Company on 30 April 2025, Aseana (LSE: ASPL), a property developer in Malaysia listed on the main market of the London Stock Exchange, today announces the publication of its full year results for the year ended 31 December 2024 ("FY24 Accounts").

The FY24 Accounts will shortly be available on the Company's website at www.aseanapropertieslimited.com. A copy of the FY24 Accounts will shortly be submitted to the National Storage Mechanism where it will be available for public inspection at: <https://data.fca.org.uk/#/nsm/nationalstoragemechanism>.

Following publication of the FY24 Accounts the Company will be requesting a restoration of the listing of the Ordinary Shares. In the meantime, the Company's Ordinary Shares remain suspended from the Official List Equity Shares (transition) category of the Financial Conduct Authority ("FCA") pending further notice.

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CHAIRMAN'S STATEMENT

INTRODUCTION

I am pleased to report on the results of Aseana Properties Limited ("Aseana" or the "Company") and its subsidiaries (together with referred to as the "Group") for the financial year ended 31 December 2024 ("FY2024").

COMMENTARY ON THE YEAR

In January 2024, the Company reached a settlement with Ireka Corporation Berhad ("ICB"), the parent company of our former Development Manager, under which their debts to the Company were settled via a buyback of 38.8 million Aseana shares held by ICB together with its 30% stake in both Urban DNA Sdn Bhd and The RuMa Hotel Sdn Bhd, both of which relate to The RuMa Hotel and Residences in Kuala Lumpur. The repurchased shares were cancelled, resulting, at the time, in an increase in Net Asset Value ("NAV") per share for the remaining shares in the Company.

In March 2024, the Group entered into three short-term loan agreements for an aggregate amount of US 1.0 million (the "Directors' Loan"). The lenders included Ms Helen Wong Siu Ming, Ms Jenny Lee Gyn Li (spouse of a former Director of Aseana, Mr Thomas Holland) and RSMC Investment Inc. (collectively, the "Lenders"). The Directors' Loan was secured against 30 units of The RuMa Hotel suites (the "Charged Hotel Suites"), valued at US 6.6 million and owned by Urban DNA Sdn Bhd, an indirect subsidiary of the Company.

On 23 September 2024, the Group received letter of demand from the Lenders' solicitor, rendering the full principal and interest amounts under the Directors' Loan immediately due and payable. Subsequently, on 29 November 2024, a second legal letter was received alleging default in repayment and notifying that the Lenders would apply for an order to foreclose the Charged Hotel Suites. In response, the Group initiated legal proceedings in December 2024 against the Lenders, inter-alia, restraining the Lenders from commencing any foreclosure proceedings in respect of the Charged Hotel Suites. Further information on the said legal proceedings are covered in the Litigation section below and in the announcements previously announced by the Company on 27 December 2024 and 26 March 2025.

Meanwhile, the Medium Term Notes (the "MTN") issued by an indirect subsidiary of the Company, Silver Sparrow Bhd ("SSB") (collectively, the "SSB MTN") were due and defaulted on 8 December 2023. OCBC Bank (Malaysia) Bhd, Malayan Banking Bhd and Bank Pembangunan Malaysia Bhd (collectively, the "Guarantor Banks") paid a total of RM61.0 million (c.US 13.5 million) to Maybank Investment Bank Bhd ("MIBB" acting as the Facility Agent of the SSB MTN holders), consequently such monies were due and payable by SSB to the Guarantor Banks.

On 5 November 2024, pursuant to Debentures from SSB and ICSD Ventures Sdn Bhd ("ICSD") in favour of MIBB, a fixed and floating charge was created over the present and future assets and properties of both SSB and ICSD, KPMG Corporate Restructuring PLT was appointed as Receivers and Managers (the "R&M") over ICSD.

STRATEGIC PRIORITIES

The Group is clearly in a financially distressed situation, as has progressively been unveiled by the Company post departure of the Previous Management Team (as defined in the Corporate Strategy Section).

The business priorities of the Group are therefore preserving its limited cash balances, safeguarding ownership of the remaining assets to prevent destruction of value from distressed force sale activities and critically raising funds and bank refinancing to elevate the Group from its current financial distress position. Asset divestment remains a strategic option to the Board, but in a measured manner so as not to compromise shareholder value.

PERFORMANCE REVIEW

During FY2024, the Group recorded a net loss before taxation of US 5.5 million, compared to a net loss before taxation of US 10.7 million for the previous financial year ended 31 December 2023 ("FY2023"). The net loss attributable to equity holders was US 0.0 million for FY2024 (FY2023: net loss of US 8.7 million), and the loss per share as at 31 December 2024 was US cents 5.74

US 7.9 million for FY2024 (FY2023: net loss of US 8.7 million), and the loss per share as at 31 December 2024 was US cents 3.74 (31 December 2023: loss per share of US cents 4.39).

Our NAV per share as at 31 December 2024 fell to US 0.24 (31 December 2023: US 0.32).

Our net cash inflow for FY2024 was US 3.2 million (FY2023: net cash outflow of US 3.0 million) driven predominantly by an increase in net cash inflow from operating activities of US 5.1 million (FY2023: net cash outflow of US 5.5 million) offset by a cash outflow from investing and financing activities of US 3.3 million (FY2023: US 0.7 million) and foreign exchange effects of US 1.4 million (FY2023: US 3.2 million).

SANDAKAN ASSET DIVESTMENT UPDATE

On 30 June 2023, ICSD entered into a binding conditional agreement (the "Sandakan Transaction") to sell the Sandakan Hotel asset and the Harbour Mall Sandakan (together, the "Sandakan Assets"). Although the Sandakan Transaction was expected to be completed by 30 September 2023 upon certain conditions being met, it did not complete due to technical issues.

On 6 April 2024, a Supplemental Sale and Purchase Agreement was signed with the purchaser, primarily to extend the completion date in an effort to finalise the Sandakan Transaction.

On 26 July 2024, the Company announced that the completion of the Sandakan Transaction had been further delayed by the purchaser. The Sandakan Transaction was ultimately terminated as announced on 9 October 2024.

NON-GOING CONCERN STATUS OF THE COMPAN

The Company has been winding up its assets since May 2015. The Sandakan Transaction has, as announced on 9 October 2024 terminated. The SSB MTN which financed the Sandakan Assets has been in default since the capital was not repaid on the final repayment date of 8 December 2023. Consequently, on 5 November 2024, the R&M was appointed to ICSD.

Additionally, the Directors' Loan, raised by the Company in March 2024 was alleged to be in default on 29 November 2024, and the Lenders indicated their intention to apply for an order to foreclose, and force sell the Charged Hotel Suites.

Both the outstanding SSB MTN (RM61.0 million or c.US 13.5 million) and the Directors' Loan (US 1.0 million) were due and payable immediately. The Group was far from having sufficient cash to meet the repayment demands, as such, the financial situation as at end of 2024 was more severe than that of 2023.

Effective 16 December 2024, Mr Lim Tian Huat assumed the role of Independent Non-Executive Chairman and Dato' Dr Thong Kok Cheong was appointed as a Non-Executive Director of the Company while Mr Leong Kheng Cheong assumed the role, on the Board of the Company, of Chief Executive Director with effect from 10 February 2025 (together referred to as the "New Board"). The New Board have made relentless efforts to steer the Company and the Group in the right direction during this critical period and in the future.

In January 2025, Mr Leong Kheng Cheong was appointed as Chief Executive Officer ("CEO") to assist the New Board in, inter alia, executing fundraising exercises, i.e. share subscription by the strategic investor, Neuchatel Investment Holdings Limited ("Neuchatel"), and the disposal of treasury share in February 2025 and March 2025 respectively. These initiatives collectively raised approximately US 6.5 million for the Company. The proceeds have been used to partially repay the outstanding debts owed by ICSD, reducing the outstanding SSB MTN (principal) to RM37.0 million (c.US 8.2 million).

With the participation of Neuchatel, which brings the Group additional resources (e.g. business networks, banking relationships and financial advice) and working alongside the CEO and the operating teams of The RuMa Hotel and Residences and Harbour Mall Sandakan, the Group is now gaining momentum to execute plans to refinance the existing loans, re-open the Sandakan Hotel and further improving the operating performance of The RuMa Hotel and Residences. These efforts are expected to significantly restructure the Group's debt profile and enhance its underlying profitability and cash flow position. The Board is seeing promising early progress and confident that the Group's financial health will be resuscitated and emerge stronger.

Despite all the positive actions outlined and planned above (some of which have been completed, e.g. fundraising via shares allotment, treasury share sale, partial repayment of outstanding loans and extension of facilities and loan maturity dates), as at the date of approval of the 2024 annual financial report, a formal credit-approved Letter of Offer on new bank loan facilities has yet to be received. Consequently, MIBB has not removed the R&M from ICSD, and in fact, MIBB strictly maintains that the R&M will only be discharged once the defaulted debt (though now reduced) is fully repaid. Thus, the projected state of financial position is considered subject to uncertainty. Accordingly, the preparation of the 2024 financial statements have not been reverted to a going concern basis.

DIS-CONTINUATION VOTE IN MAY 2025

The Company is required to hold another dis-continuation vote by the end of May 2025 so that shareholders can vote on the future direction of the Company. The Directors therefore intend to hold a discontinuation vote at general meeting to be convened to be convened by 30 May 2025.

ACKNOWLEDGMENTS

I would like to extend my sincere thanks to my colleagues on the Company's Board, the staff operating at the Group level and the teams working across each of our properties for their tireless efforts on behalf of the Group and its shareholders. I also wish to acknowledge our external advisors and service providers, whose continued support and expertise have been invaluable to the Company.

LIM TIAN HUAT

Chairman

12 May 2025

PROPERTY PORTFOLIO AS AT 31 DECEMBER 2024

Project	Type	Effective Ownership	Approximate Gross	Approximate Land Area
			Floor Area (sq m)	
Completed projects				
The RuMa Hotel and Residences Kuala Lumpur, Malaysia	Luxury residential tower and bespoke hotel	100.0%	40,000	4,000
Sandakan Harbour Square Sandakan, Sabah, Malaysia	Hotel and retail mall	100.0%	126,000	48,000

Undeveloped projects

Kota Kinabalu Seafront resort & residences	Land parcel approved for development of: (i) Boutique resort hotel and resort villas (ii) Resort homes	80.0%	n/a	172,900
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PERFORMANCE SUMMARY

	Year ended 31 December 2024	Year ended 31 December 2023
Total Returns since listing		
Ordinary share price	-90.75%	-91.50%
FTSE All-share index	34.21%	27.02%
FTSE 350 Real Estate Index	-38.83%	-54.13%
One Year Returns		
Ordinary share price	8.82%	-39.29%
FTSE All-share index	5.57%	3.85%
FTSE 350 Real Estate Index	-13.51%	7.85%
Capital Values		
Total assets less current liabilities (US million)	77.13	98.13
Net asset value per share (US)	0.24	0.32
Ordinary share price (US)	0.09	0.085
FTSE 350 Real Estate Index	372.14	430.26
Debt-to-equity ratio		
Debt-to-equity ratio ¹	67%	54%
Net debt-to-equity ratio ²	50%	47%
Loss Per Share		
Loss per ordinary share - basic (US cents)	(5.74)	(4.39)
- diluted (US cents)	(5.74)	(4.39)

Notes:

¹ Debt-to-equity ratio = (Total Borrowings ÷ Total Equity) x 100%

² Net debt-to-equity ratio = (Total Borrowings less Cash and Cash Equivalents ÷ Total Equity) x 100%

FINANCIAL REVIEW**INTRODUCTION**

The Group recorded a net loss before taxation of US 5.5 million for the financial year ended 31 December 2024 ("FY2024"), compared to a net loss before taxation of US 10.7 million for the financial year ended 31 December 2023 ("FY2023"). The improvement was primarily due to foreign exchange gains and revenue contributions from The RuMa Hotel and Residences and the Harbour Mall Sandakan.

STATEMENT OF COMPREHENSIVE INCOME

The Group recognised revenue of US 2.9 million in FY2024 (FY2023: US 1.2 million). Revenue of US 35.7 million has been deferred until control of sold units in the leaseback program is transferred to the respective buyers.

The Group recorded a net loss before taxation of US 5.5 million in FY2024 (FY2023: US 10.7 million). Net loss attributable to equity holders of the parent company was US 9.9 million in FY2024 (FY2023: loss of US 8.7 million), largely attributable to the write-off of deferred tax assets and the recognition of agency fees relating to the sale of The RuMa Residence units.

The Group recorded a consolidated comprehensive loss of US 11.9 million in FY2024 (FY2023: US 11.2 million), which included a foreign exchange loss of US 2.0 million (FY2023: US 0.8 million).

Basic and diluted loss per share were both US cents 5.74 in FY2024 (FY2023: US cents 4.39).

STATEMENT OF FINANCIAL POSITION

Total assets as at 31 December 2024 were US 129.8 million (31 December 2023: US 137.4 million), representing a decrease of US 7.6 million, primarily due to the write-off of deferred tax assets and an impairment of long outstanding receivables.

Total liabilities as at 31 December 2024 were US 88.1 million (31 December 2023: US 80.9 million), representing an increase of US 7.2 million, mainly due to a US 10.6 million increase in trade and other payables.

The Group's Net Asset Value per share as at 31 December 2024 was US 0.24 (31 December 2023: US 0.32).

CASH FLOW AND FUNDING

Cash generated from operations before interest and tax payments was US 8.6 million (FY2023: net cash used of US 2.6 million).

Cash used in investing activities was US 0.03 million (FY2023: US 0.02 million).

Some of the Group's borrowings were repaid during the year. As at 31 December 2024, the Group's gross borrowings stood at US 28.1 million (31 December 2023: US 30.7 million). The net debt-to-equity ratio was 49.5% (31 December 2023: 46.9%).

Finance income for FY2024 was US 0.1 million (FY2023: US 1.9 million). Finance costs were US 3.7 million in FY2024 (FY2023: US 2.9 million), mostly incurred by the Group's operating assets.

EVENTS AFTER STATEMENT OF FINANCIAL POSITION DATE

Fundraising by Issuance of New Ordinary Shares (the "Private Placement")

On 6 January 2025, the Company entered into a conditional subscription agreement (the "Subscription Agreement") with Neuchatel Investment Holdings Limited (the "Subscriber" or "Neuchatel") for the subscription of new ordinary shares of US 0.05 each in the Company (the "Subscription Shares"). Under the Subscription Agreement, the Subscriber, and any parties deemed to be acting in concert (as defined under the UK Takeover Code) with the Subscriber, agreed to subscribe for such number of Subscription Shares in the Company constituting up to 29.9% of the Company's issued share capital, as enlarged by the Subscription, at a subscription price of US 0.08 per Subscription Share (the "Subscription").

A circular in relation to the Private Placement was published on 21 January 2025 and a general meeting was held on 24 February 2025, at which shareholders approved the allotment of 68,190,000 ordinary shares at an issue price of US 0.08 each to the Subscriber.

The subscription amount of US 5.45 million was received on 27 February 2025 and predominantly all of such proceeds were applied to partially settle the outstanding Medium Term Notes (the "MTN") issued by the Company's indirect subsidiary, Silver Sparrow Bhd, on 4 March 2025.

Sale of Treasury Shares

On 17 March 2025, the Company entered into an agreement to raise approximately US 1.07 million (before expenses) by way of a private placement of 13,334,000 existing ordinary shares of US 0.05 each in the capital of the Company held in treasury by the Company (the "Treasury Shares") at a price of US 0.08 per share (the "Treasury Share Placement").

The Treasury Shares represented 5.52 per cent of the enlarged issued share capital of the Company after the Private Placement and following completion of the Treasury Share Placement, the Treasury Shares were no longer held in treasury by the Company.

The net proceeds of the Treasury Share Placement are being utilised to address the Group's ongoing financial challenges, particularly to repay outstanding bank facilities and forestall foreclosure actions initiated by the Receivers and Managers of ICSD, which owns the Sandakan Hotel asset and the Harbour Mall Sandakan and was placed into receivership on 5 November 2024.

The gross proceeds of US 1.07 million were received by the Company on 19 March 2025, and this is being utilised to facilitate the debt refinancing exercise and to also fund the associated transaction fees.

Sale of The RuMa Residences Units

During FY2024, the Group completed the Sale and Purchase Agreements for seven (7) units at The RuMa Residences, generating a gross consideration of RM13.1 million (approximately US 2.9 million).

In addition, Sale and Purchase Agreements for the sale of sixteen (16) more units at The RuMa Residences would be completed by the end of June 2025, with a gross consideration of RM23.3 million (approximately US 5.3 million), which would be used towards redeeming the commercial paper and/or MTN.

Potensi Angkasa ("PASB") Commercial Paper and/or MTN (collectively the "PASB MTN")

18 tranches of the PASB MTN with principal amount of RM17.1 million (c.US 3.8 million), underpinned by security charges over The RuMa Residences which have their maturity dates falling due in February, March and April 2025 respectively, have successfully secured an 180-day maturity dates extension from the noteholders and trustee.

DIVIDEND

No dividend was declared or paid in the financial years 2024 and 2023.

PRINCIPAL RISKS AND UNCERTAINTIES

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

TREASURY AND FINANCIAL RISK MANAGEMENT

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

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

LIM TIAN HUAT

Director

12 May 2025

CORPORATE SOCIAL RESPONSIBILITY ("CSR")

Aseana Properties Limited ("Aseana" or the "Company", and together with its subsidiaries, the "Group") is committed to creating a positive impact on both the environment and the communities in which it operates. The Company believes that being

creating a positive impact on both the environment and the communities in which it operates. The Company believes that being socially and environmentally responsible is not only the right course of action, but also essential to delivering long-term value for all stakeholders.

The Group's approach to corporate citizenship is guided by six core principles, which underpin its commitment to ethical governance, environmental stewardship, employee well-being and social contribution.

Managing Corporate Responsibility

The Board of Directors ("Board") oversees Aseana's CSR framework through established corporate-level policies and standards. These mechanisms ensure that the Group operates responsibly, ethically and legally, while protecting and enhancing both its reputation and shareholder value. CSR is embedded within the Group's broader sustainability and risk management strategy.

Employees

Recognising the evolving challenges in today's economic landscape, Aseana is committed to fostering a supportive, inclusive and respectful workplace. The Board ensures that all employees are treated fairly and with dignity, as this not only enhances their well-being but also drives productivity, creativity and innovation.

Health and Safety

Occupational health and safety remain top priorities for Aseana. The Group strives to provide a safe and healthy working environment by prioritising the regular maintenance of plants, equipment and systems, and by ensuring that employees receive the necessary training and supervision to manage workplace risks safely and responsibly.

Stakeholders

Aseana values transparent, open and meaningful engagement with all its stakeholders, including clients, investors, partners and the wider public. The Company maintains stakeholder engagement through various channels such as events, roadshows, briefings, conference calls and the timely release of announcements and the publication of annual reports. Stakeholders can also access corporate updates and information via Aseana's website at www.aseanapropertieslimited.com.

Environmental Management

Aseana continues to adopt and promote environmentally responsible practices throughout its operations. A prime example of this commitment is The RuMa Hotel and Residences ("The RuMa"), the Group's flagship hospitality asset in Kuala Lumpur, which continues to set benchmarks in sustainable luxury.

In 2024, The RuMa reaffirmed its leadership in sustainable tourism by successfully completing its second-year surveillance audit under the Global Sustainable Tourism Council (GSTC) framework - an internationally recognised standard that assesses environmental, cultural and social sustainability. The RuMa remains the first hotel in Peninsular Malaysia to be awarded this prestigious certification.

Sustainable Operations and Innovation

Throughout 2024, The RuMa implemented a range of impactful environmental and social initiatives, including:

- Replacing plastic water bottles in guest rooms and meeting areas with reusable glass bottles.
- Upgrading to refillable, larger-sized bathroom amenities sourced from local suppliers to reduce packaging waste.
- Converting guest room vanity lights to energy-efficient LEDs, contributing to a 10% reduction in electricity usage, lowering consumption to 86 kilowatt-hours per occupied room.
- Installing dual-flush toilets and Twin Oxide water treatment systems, reducing water consumption to 1,179 litres per occupied room and enabling reuse in landscaping.
- Launching composting of coffee grounds and reusing orange peels to reduce food waste.
- Implementing the Winnow system, a smart technology solution for tracking and reducing food waste in the kitchen.
- Replacing plastic straws with biodegradable alternatives and transitioning to biodegradable bedroom slippers.

In addition to these operational improvements, The RuMa maintains the following:

- Car park that includes charging stations for hybrid and electric vehicles.
- Contactless, ticketless parking system, enhancing convenience and reducing paper waste.

- Continue to digitise internal paperwork and workflows to further reduce the property's environmental footprint.

Community Engagement

Aseana is deeply committed to giving back to the communities in which it operates. In 2024, The RuMa's team contributed a total of 467 volunteer hours, significantly exceeding the annual target of 300 hours and the notable initiatives included:

- The Back-to-School CSR programme, which provided educational supplies and support to underprivileged children in collaboration with local orphanages.
- A continued partnership with Kebun Kebun Bangsar, promoting urban farming, environmental awareness, and sustainable community practices.

Looking Forward

The year 2024 marked significant progress across Aseana's environmental, social, and governance agenda. The RuMa Hotel and Residences continues to serve as a model for sustainable hospitality in the region, demonstrating that luxury and environmental responsibility can coexist. As the Group moves forward, it remains dedicated to strengthening its CSR initiatives and ensuring that its business practices generate lasting, positive impact for people, the planet, and its stakeholders.

BOARD OF DIRECTORS

LIM TIAN HUAT

NON-EXECUTIVE INDEPENDENT CHAIRMAN

Lim Tian Huat was appointed as an independent non-executive director of the Company on 30 September 2024. He established his own firm in 2010 after his retirement from Ernst & Young ("EY"). He was a partner in EY (2002 - 2009), in charge of Restructuring and Insolvency. Prior to that he was with Arthur Andersen (1979 - 2001), for the first 7 years in Assurance before focusing on Restructuring and Insolvency. He became a partner of Arthur Andersen in 1990, and led the Global Corporate Finance practice, including Restructuring and Insolvency.

Tian Huat has over 40 years' experience in assurance, corporate advisory, restructuring and insolvency. He was appointed by the Domestic Trade Minister to be a member of the Corporate Law Reform Committee ("CLRC") under the purview of the Companies Commission of Malaysia. CLRC's objective was to update and modernize Companies Act 1967 which resulted in Companies Act 2016. He was appointed as Commissioner to the United Nations Compensation Commission for a period of 5 years from 1998 to 2002. He co-authored a book entitled "The Law and Practice of Corporate Receivership in Malaysia and Singapore".

DATO' DR THONG KOK CHEONG

NON-EXECUTIVE DIRECTOR

Dato' Dr. Thong was appointed as a non-executive director on 09 July 2024. He has considerable experience in upstream business of exploration, production of oil and gas, and downstream oil business in refining, supply and trading. He was appointed Chief Corporate Planner for the Shell Group of Companies in Malaysia from 1991 to 1993. After that he left to start his own business in property development, manufacturing and trading. Dato' Dr. Thong was appointed to the Board of Directors of Jasa Megah Industries Berhad, and Insas Berhad in 1993. He retired from the two companies in 2000.

His current interests are in consultancy, property development and investment. Currently he is a director of Grand Battery Technologies Berhad. He graduated from the Imperial College of Science and Technology, University of London, with First Class Honors in Chemical Engineering in 1968, and obtained his PhD in 1971. He received the RH Gummer prize for 1969/70 for his research work in combustion and has published papers in the Proceedings of the Royal Society, UK, Institute of Chemical Engineering, UK and Journal of Physics, UK. He was also a founding member and former President of the Imperial College Alumni Malaysia. As at the end of 2024, Dato' Dr. Thong held a 7.5% shareholding interest in the Company.

LEONG KHENG CHEONG

DIRECTOR AND CHIEF EXECUTIVE OFFICER

Leong Kheng Cheong (KC) was first appointed as the non-board Chief Executive Officer of the Company effective 1 January 2025, then followed by the appointment as a Director on 10 February 2025. KC, a fellow member of the CPA Australia, brings with him over 28 years of finance and strategic leadership experience across diversified industries in FMCG & luxury retailing, commercial property development & management, automotive distribution and financial institutions across Hong Kong, Mainland China and Southeast Asia. He has held senior positions in reputable multinational corporations prior to the appointment, most recently the Finance Director, Group Planning & Reporting of the DFI Retail Group (a pan-Asian retail conglomerate of the Jardines Group) in Hong Kong, as well as the Financial Planning & Analysis Director of Tesco Property Limited (a subsidiary of Tesco Plc) in China.

DIRECTORS' REPORT

The Directors present their report together with the audited financial statements of Aseana Properties Limited (the "Company") and its subsidiaries (together with referred to as the "Group") for the year ended 31 December 2024.

PRINCIPAL ACTIVITIES

The principal activities of the Group were the development of upscale residential and hospitality projects in Malaysia. The Group's immediate focus is to resolve the debt situation, particularly with the SSB MTN being in default. The Group is also focused on carrying out its divestment program for certain Malaysian assets, to repay its debts.

BUSINESS REVIEW AND FUTURE DEVELOPMENTS

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

OBJECTIVES AND STRATEGY

When the Company was launched in 2007, the Board considered it desirable that Shareholders should have an opportunity to review the future of the Company at appropriate intervals. The Company will hold another discontinuation vote at a general meeting in May 2025, meanwhile the Company's business priorities are therefore to preserve its limited cash balances

meeting in May 2023, meanwhile the Company's business priorities are therefore to preserve its limited cash balances, safeguard ownership of the remaining assets to prevent destruction of value from distressed force sale activities, continue to drive the sale of residences, and critically raise funds and bank refinancing to elevate the Group from its current financial distress position.

Asset divestment remains a strategic option to the Board, but in a measured manner for not compromising shareholders value.

PRINCIPAL RISKS AND UNCERTAINTIES

The Group's business is property development in Malaysia. Thus, its principal risks are related solely to the property market in Malaysia. More detailed explanations of these risks and the way they are managed are contained under the heading of Financial Risk Management Objectives and Policies in Note 4.1 to the financial statements.

Other risks faced by the Group predominantly in Malaysia where all the key assets are held, include the following:

Economic	Inflation, economic recessions and movements in interest rates could affect property development activities.
Strategic	Incorrect strategy, including timing, could lead to poor returns for shareholders.
Regulatory	Breach of regulatory rules could lead to suspension of the Company's Stock Exchange listing and financial penalties.
Law and regulations	Changes in laws and regulations relating to planning, land use, development standards and ownership of land could have adverse effects on the business and returns for the shareholders.
Tax regimes	Changes in the tax regimes could affect the tax treatment of the Company and/or its subsidiaries in these jurisdictions.
Management and control	Changes that cause the management and control of the Company to be exercised in the United Kingdom could lead to the Company becoming liable to United Kingdom taxation on income and capital gains.
Operational	Failure of the Company's internal financial reporting system and disruption to the business, or to that of third party service providers, could lead to an inability to provide accurate reporting and monitoring leading to a loss of confidence from the shareholders.
Financial	Inadequate controls by the Company or third party service providers could lead to a misappropriation of assets. Inappropriate accounting policies or failure to comply with accounting standards could lead to misreporting or breaches of regulations or a qualified audit report.
Liquidity	The absence of sufficient incoming cash flows from asset disposals or operating income may adversely impact the Group's ability to continue funding ongoing activities and liabilities as they fall due.
Refinancing	The Group has overdue Medium Term Notes, and its continued financial viability is dependent on either restructuring existing debt or securing alternative funding arrangements. In the current financial position, there is a heightened risk that the Group may not be able to refinance its obligations on acceptable terms, which could lead to further enforcement action or the disposal of assets at suboptimal valuations.
Human Resource	The uncertainty arising from the Group's non-going concern position and a key asset (Sandakan, held by ICSD Ventures Sdn Bhd) being placed in receivership has made it increasingly difficult to attract and retain experienced personnel. The inability to secure the right talent may hinder the Group's capacity to manage its operations effectively, support restructuring initiatives, or preserve asset value.

The Board seeks to mitigate and manage these risks through continual review, policy setting and enforcement of contractual rights and obligations. It also regularly monitors the economic and investment environment in Malaysia, its only remaining market. Details of the Group's internal controls are described on page 33.

LITIGATION

Settlement with Ireka Corporation Berhad ("ICB")

A claim was filed in the Malaysian Courts on 21 October 2022 by ASPL M9 Limited ("ASPL M9"), a subsidiary of the Company, against ICB in relation to the Joint Venture Agreement between ASPL M9, ICB and UDNA for the development and construction of The RuMa Hotel & Residences in Kuala Lumpur.

On 26 January 2024, the Company (including ASPL M9) reached a conditional settlement with ICB whereby ICB would transfer 38,837,504 shares in the Company including its 30% shareholdings in the two joint venture companies that own and operate The RuMa Hotel & Residences to the Company. In exchange, the Company agreed to withdraw its claim against ICB. The settlement shall constitute the full and final settlement of all claims and debts owed between the parties.

The settlement agreement was conditional upon both parties obtaining their respective approvals. The Company held its EGM on 27 February 2024, in which the settlement was duly approved by the shareholders. On 25 March 2024, ICB received its approval for the settlement from the Winding Up Court in Malaysia. On 2 April 2024, the Company announced that all conditions pursuant to the settlement agreement have been satisfied.

Details of the conditional settlement and the results of the EGM were announced by the Company on 29 January 2024, 27 February 2024 and 2 April 2024 respectively.

Claims Against Former Directors and their Associates

On 27 December 2024, the Company announced that it and its ultimate operating subsidiary, UDNA on 19 December 2024 filed a legal action at the Kuala Lumpur High Court in Malaysia (Commercial Division) against the following parties:

- Helen Siu Ming Wong ("**Helen Wong**") (a former director of the Company and UDNA);
- Nicholas John Paris (a former director of the Company);
- Tan Hok Chye (a former director of the Company and UDNA);
- Thomas Patrick Holland (a former director of the Company and UDNA);
- Jenny Lee Gyn Li ("**Jenny Li**") (spouse of Thomas Patrick Holland); and
- RSMC Investment Inc ("**RSMC**").

The legal action was initiated, among other reasons, for breaches of fiduciary duties by the former directors of the Company and UDNA, including, *inter alia*, the improper claiming of exorbitant fees from the Company and the over-securitisation in favour of Helen Wong, Jenny Lee, and RSMC in connection with a loan of USD1,000,000.00 granted in favour of the Company and secured against 30 properties in The RuMa Hotel and Residences ("**Subject Properties**") owned by UDNA, in breach of applicable laws.

On 26 March 2025, the Company announced that UDNA entered into a consent order on 17 March 2025 with Helen Wong, Jenny Lee and RSMC in respect of the Injunction Application to prevent Helen Wong, Jenny Lee and RSMC from enforcing the Charges over the Subject Properties.

Details of the legal action and the consent order were announced by the Company on 27 December 2024 and 26 March 2025 respectively.

RESULTS AND DIVIDENDS

The results for the year ended 31 December 2024 are set out in the attached financial statements.

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

SHARE CAPITAL

No shares were issued in 2024. Further details on share capital are stated in Note 23 to the financial statements.

DIRECTORS

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

- Lim Tian Huat - Chairman (appointed 30 September 2024)
- Dato' Dr Thong Kok Cheong (appointed 9 July 2024)
- Leong Kheng Cheong (appointed 10 February 2025)
- Clare Muhiudeen (appointed 9 July 2024; resigned 7 December 2024)
- Nicholas John Paris (resigned 30 September 2024)
- Thomas Holland (not re-elected at the Company's AGM on 30 July 2024)
- Helen Wong Siu Ming (not re-elected at the Company's AGM on 30 July 2024)
- Robert Donald Minty (resigned 13 September 2024)
- Hock Chye Tan (resigned 30 September 2024)

DIRECTORS' INTERESTS

No director in office at the end of the financial year had any interest in shares in the Company during the financial year, save for Dato' Dr Thong Kok Cheong who owns 11,959,608 Ordinary shares.

MANAGEMENT

The routine operations of the Company are supervised by the Chairman and the Board.

EMPLOYEES

The Company had no executive Directors during the year, and unable to recruit any professional managers and advisors post the departure of the team of four finance professionals end of September 2024. The subsidiaries of the Group had a total of 242 employees as at 31 December 2024, of which 22 and 220 were employed by (i) the Sandakan Hotel asset and Harbour Mall Sandakan, and (ii) The RuMa Hotel and Residences in Kuala Lumpur respectively.

NON-GOING CONCERN

The Company will continue until May 2025 at which time another continuation vote will be held by shareholders. In connection with, or at the same time as, the proposal that the Company be wound up voluntarily the Board shall be entitled to make proposals for the reconstruction of the Company. Until then, the Company will continue to preserve its limited cash balances, safeguard ownership of the remaining assets to prevent destruction of value from distressed force sale activities, continue to drive the sale of residences, and critically raise funds and bank refinancing to elevate the Group from its current financial distress position. Asset divestment remains a strategic option to the Board, but in a measured manner that does not compromise shareholders value.

As explained in Note 2.3 to the financial statements, it refers to the assessment made by the Directors including the recent fundraising exercises (events after statement of financial position date) in February and March 2025 and likelihood of the Group obtaining new bank refinancing facilities to fund its existing long-term assets. Nevertheless, as at the date of approval of the 2024 annual financial report a formal credit-approved Letter of Offer on the bank loan facilities has yet to be received. Thus, the projected state of financial position is considered subject to uncertainty. Accordingly, the preparation of the 2024 financial statements have not been reverted to a going concern basis.

CREDITORS PAYMENT POLICY

The Group's operating companies are responsible for agreeing on the terms and conditions under which business transactions with their suppliers are conducted. It is the Group's policy that payments to suppliers are made in accordance with all relevant terms and conditions which is on average 30 days. Note however that the Company and Group has defaulted on certain borrowings, refer to section 2.3 Non-Going Concern section of the Financial Statement.

FINANCIAL INSTRUMENTS

The Group's principal financial instruments comprise cash balances, balances with related parties, other payables, receivables and loans and borrowings that arise in the normal course of business. The Group's Financial Risk Management Objectives and Policies are set out in Note 4.1 to the financial statements.

DIRECTORS' LIABILITIES

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

STATEMENT OF DIRECTORS' RESPONSIBILITIES

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

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

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

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

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

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

- the financial statements have been prepared in accordance with International Financial Reporting Standards as adopted by the European Union, give a true and fair view of the assets, liabilities, financial position and profit or loss of the Group; and
- the sections of this Report, including the Chairman's Statement, Director's Review, Financial Review and Principal Risks and Uncertainties, which constitute the management report include a fair review of the development and performance of the business and the position of the issuer and the undertakings included in the consolidation taken as a whole, together with a description of the principal risks and uncertainties that they face.

DISCLOSURE OF INFORMATION TO AUDITOR

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

RE-APPOINTMENT OF AUDITOR

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

BOARD COMMITTEES

Information on the Audit Committee is included in the Corporate Governance section of the Annual Report on pages 28 to 34.

ANNUAL GENERAL MEETING

The tabling of the 2024 Annual Report and Financial Statements to shareholders will be at an Annual General Meeting ("AGM") that is currently expected to be held by 30 May 2025.

On behalf of the Board

LIM TIAN HUAT

Non-Executive Independent Director

12 May 2025

REPORT OF DIRECTORS' REMUNERATION

DIRECTORS' EMOLUMENTS

The Company had no executive Directors at the end of FY2024, solely a few employees who are mainly focused on the divestment process. The Independent Directors in the Board of Directors are responsible for setting the framework and reviewing compensation arrangements for all non-executive Directors before recommending the same to the Board for approval. The Independent Directors assess the appropriateness of the emoluments on an annual basis by reference to comparable market conditions with the overall objective of ensuring maximum stakeholder benefit from the retention of a high calibre Board.

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

Directors	Year ended 31 December 2024 (US)	Year ended 31 December 2023 (US)
Lim Tian Huat ⁵ (Chairman of the Board)	12,000	-
Dato' Dr Thong Kok Cheong ³	24,000	-

Clare Muhiudeen ⁴	24,000	-
Nicholas John Paris ⁶	24,000	59,000
Helen Wong Siu Ming ²	43,033	77,000
Thomas Holland ²	27,913	48,000
Hock Chye Tan ⁶	25,173	39,867
Monica Lai Voon Huey ¹	-	19,912
Robert Donald Minty ⁷	-	-

1	Monica Lai was not re-elected at the Company's 2023 Annual General Meeting on 30 May 2023.
2	Helen Wong and Thomas Holland were not re-elected at the Company's 2024 Annual General Meeting on 30 July 2024.
3	Dato' Dr Thong Kok Cheong was appointed on 9 July 2024.
4	Clare Muhiudeen was appointed on 9 July 2024 and resigned 7 December 2024.
5	Lim Tian Huat was appointed on 30 September 2024
6	Hock Chye Tan and Nicholas John Paris resigned on 30 September 2024.
7	Robert Donald Minty resigned on 13 September 2024.

ASSET DIVESTMENT EXPENSES

In 2022, the Previous Management Team of the Company approved a programme aimed at incentivising and retaining the Company's key personnel (predominantly Helen Wong, whom was the Divestment Director). This fee is calculated at 1.1% of the gross proceeds less any agent commissions, if any have been used, from sale of asset and is payable in cash once the Company receives the sale proceeds to those personnel who have been involved in that transaction. Such programme has since been cancelled after Helen Wong left the Company on 30 September 2024.

The New Board does not think such incentive programme is appropriate and in contravention to Section 22C of the Valuers, Appraisers and Estate Agents Act 1981 of Malaysia ("VAEA Act"), which provides that no person shall act as an agent for commission, fee, reward or other consideration in respect of any sale or other disposal of land and building and of any interest therein unless such person is a registered estate agent and has been issued with an authority to practice under the VAEA Act. Helen Wong and her divestment team are not registered estate agents as required under the VAEA Act. In addition, the Board is also cognisant of the maximum commission rate of 3% for real estate agents as prescribed by VAEA Act.

The Company has commenced legal proceedings in December 2024 against Helen Wong, inter-alia, contending that Helen Wong and her divestment team were not registered estate agents as required under the VAEA Act, therefore not entitled to any commissions for sales of properties of the Group in Malaysia.

SHARE OPTIONS

The Company did not operate any share option schemes during the years ended 31 December 2023 and 2024.

SHARE PRICE INFORMATION

- High for the year - US 0.110
- Low for the year - US 0.090
- Close for the year - US 0.090

PENSION SCHEMES

No pension schemes exist in the Group.

SERVICE CONTRACTS

There are no service contracts in existence between the Company and any of the Directors.

LIM TIAN HUAT

Non-executive Independent Director

12 May 2025

CORPORATE GOVERNANCE STATEMENT ("CG STATEMENT")

The Financial Conduct Authority requires all companies with a listing on the equity shares (commercial companies) (ESCC) listing category to comply with the UK Corporate Governance Code (the "Code"). Aseana Properties Limited ("ASPL" or the "Company", and together with its subsidiaries, the "Group") is a Jersey incorporated company listed on the equity shares (transition) category (formerly called the Standard Listing) on the UK Listing Authority's Official List and is therefore not subject to the Code. The following section outlines how the principles of governance are applied by the Company.

THE BOARD

As at the date of this CG Statement, the Board of Directors (the "Board") of the Company comprises the following members:

- Mr Lim Tian Huat - Independent Non-Executive Chairman (appointed 30 September 2024)
- Dato' Dr Thong Kok Cheong - Non-Executive Director (appointed 9 July 2024)
- Mr Leong Kheng Cheong - Executive Director (appointed 10 February 2025) and Chief Executive Officer (appointed 2 January 2025)

The biographical details of the Directors are set out on pages 17 to 18 of this Annual Report.

The Board currently comprises three members, a majority of whom, including the Chairman, are Non-Executive Directors. The day-to-day operations of the Company are managed by the Chief Executive Officer, while strategic direction and key corporate matters are overseen by the Board under the leadership of the Chairman, who is an Independent Non-Executive.

ROLE OF THE BOARD

The Board is responsible for providing entrepreneurial leadership, setting strategic objectives, and ensuring that the necessary financial and human resources are in place to meet the Company's goals. It maintains a system of prudent and effective controls to identify, assess and manage risks. The Board also monitors the Company's financial performance, ensures that the Company maintains adequate funding, and considers and approves the disposal of Company's assets in a controlled, orderly and timely manner. Additionally, the Board sets the Company's values and standards and ensures that its obligations to its shareholders and other stakeholders are met.

The Company maintains an appropriate level of directors' and officers' liability insurance.

The Board has authority to repurchase up to a maximum aggregate of 29,783,780 of the Company's ordinary shares (representing approximately 18.63 percent of the Company's issued ordinary share capital (excluding ordinary shares held in treasury) as at 31 December 2024).

MEETINGS OF THE BOARD

The Board meets at least four (4) times a year and additional meetings may be convened as and when necessary. During the financial year ended 31 December 2024 ("FY2024"), the Board met nine (9) times. The details of attendance by each Director are as follows:

<u>Name of Directors</u>	<u>Attendance</u>
Dato' Dr Thong Kok Cheong (<i>appointed 9 July 2024</i>)	6/6
Clare Mariam Binti Muhiudeen (<i>appointed 9 July 2024; resigned 7 December 2024</i>)	6/6
Mr Lim Tian Huat (<i>appointed 30 September 2024</i>)	2/2
Ms Helen Wong Siu Ming (<i>not re-elected at the Company's annual general meeting ("AGM") held on 30 July 2024</i>)	5/5
Mr Robert Donald Minty (<i>resigned 13 September 2024</i>)	6/6
Mr Nicholas John Paris (<i>resigned 30 September 2024</i>)	7/7
Mr Thomas Holland (<i>not re-elected at the Company's AGM held on 30 July 2024</i>)	4/5
Mr Tan Hock Chye (<i>resigned 30 September 2024</i>)	7/7

To enable the Board to discharge its duties effectively, all Directors receive accurate, timely and clear information in an appropriate format and of sufficient quality, including Board papers distributed in advance of Board meetings. The Board also receives periodic presentations during Board meetings relating to the Company's business and operations, financial performance, risk management and other key matters.

All Directors have access to the advice and services of the Company Secretary and external advisers, who are responsible to the Board on matters of corporate governance, Board procedures and regulatory compliance.

BOARD BALANCE AND INDEPENDENCE

Aseana is a self-managed company. As at 31 December 2024, the Board comprises two Non-Executive Directors - Mr Lim Tian Huat, who served as the Non-Executive Chairman and Dato' Dr Thong Kok Cheong. Subsequently, in 2025, Mr Leong Kheng Cheong was appointed as Executive Director and Chief Executive Officer.

The Board considers the Chairman to be independent, as he is not involved in the day-to-day management of the Company and has no business or other relationships that could materially interfere with the exercise of his independent judgement.

The Chairman is independent and is responsible for the leadership of the Board, ensuring its overall effectiveness and setting its agenda. Matters referred to the Board are considered collectively and no individual holds unrestricted decision-making powers. Together, the Directors bring a broad range of experience and expertise in business, finance and accountancy, which are essential for the effective oversight and supervision of the Company's affairs.

PERFORMANCE APPRAISAL

The Code recommends that there should be a formal and rigorous annual review of the performance of the board, its committees, the chair and individual directors. Although the Company is not subject to the Code by virtue of its listing on the transition segment of the main market, the Board recognises the value of regular performance reviews as a mechanism to improve effectiveness and promote accountability.

During FY2024, no formal performance evaluation was conducted, owing to the recent reconstitution of the Board and the Company's ongoing divestment phase. The Board believes it will be more meaningful to undertake a formal performance review once the current Board has operated together for a reasonable period of time.

The Board intends to implement a formal evaluation process in the next financial year to assess its effectiveness and identify areas for improvement. In the interim, informal feedback and regular engagement among Directors continue to facilitate open communication and the identification of any governance or operational matters requiring attention.

RE-ELECTION OF DIRECTORS

In accordance with the Company's Articles of Association, all Directors shall submit themselves for election by the shareholders at the first opportunity after their appointment and shall not remain in office for longer than three years since their last election or re-election without submitting themselves for re-election.

At the last AGM held on 30 July 2024, Ms Helen Wong Siu Ming and Mr Thomas Holland retired by rotation and offered themselves for re-election by the shareholders. However, both were not re-elected by the shareholders at the last AGM.

At the forthcoming AGM, Mr Lim Tian Huat, Dato' Dr Thong Kok Cheong and Mr Leong Kheng Cheong, having been recently appointed, will submit themselves for election by the shareholders.

BOARD COMMITTEES

In line with best practices outlined in the Code, the Board recognises the importance of establishing appropriate Board Committees to support the effective discharge of its duties and responsibilities. While the Company is not required to comply with the Code due to its listing on the transition segment of the main market, the Board remains committed to adopting its key principles where practicable and appropriate, taking into account the size, resources, and current phase of the Company.

As at 31 December 2024, the Company had not established any formal Board Committees, such as an Audit Committee ("AC") or the Nomination and Remuneration Committee ("NRC"), following changes to the composition of the Board during the year. In light of the Company's ongoing financial distress and divestment efforts, the Board considered it more practical for all Directors to collectively assume the roles and responsibilities typically delegated to these Committees. This approach allowed for more agile decision-making and oversight during a period of significant operational and financial challenges.

The Board's immediate priority remains the need to recapitalise the Group's balance sheet and the discharge of ICSD Ventures Sdn Bhd from the Receivers and Managers. At the appropriate stage, as the Company stabilises and transitions out of its current distressed state, the Board intends to revisit and align its composition, reconstitute the AC and formally establish a NRC, in line with evolving operational needs and governance best practices.

AUDIT COMMITTEE RESPONSIBILITIES

The responsibilities typically undertaken by the AC were assumed by the Board during FY2024. These includes:

- monitoring, in discussion with the auditor, the integrity of the Company's financial statements and any formal announcements relating to financial performance and reviewing significant financial reporting judgements;
- reviewing the Company's internal financial controls and risk management systems;
- overseeing the appointment, re-appointment and removal of the external auditor and approving the external auditor's remuneration and terms of engagement for submission to shareholders at general meetings;
- reviewing and monitoring the external auditor's independence and objectivity, as well as the effectiveness of the audit process. The Board recognises that the Code and AIC Code provisions for FTSE 350 companies to put the external audit contract out to tender at least every 10 years. While the Company is not a member of the FTSE 350, the Board acknowledges this best practice (the current auditor has been the auditor since 2020);
- developing and implementing a policy on the engagement of the external auditor for non-audit services; and
- identifying any matters requiring action or improvement and making appropriate recommendations.

During FY2024, the Board carried out the following specific activities typically overseen by the AC:

- reviewed the audit plan with the Group's auditor;
- reviewed and discussed the auditor's report with the Group's auditor;
- reviewed and approved the audited financial statements included in the Annual Report;
- reviewed and approved other published financial information, including the half-year results and related announcements;
- assessed the independence of the Group's auditor; and
- reviewed the auditor's performance and recommended their reappointment to the shareholders.

The Significant Issues

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

- Valuation of inventory assets - The Board considered and discussed the valuation of the Group's inventory assets as at 31 December 2024 and to identify potential impairment.
- Non-going concern - The Board considered both the current circumstances of Company and its financial requirements for the 12 months from the approval date of the financial statements and have concluded that there are uncertainties on the Company's ability to remain as a going concern. Consequently, the financial statements have been prepared on a non-going concern basis at this time. For details, please refer to Note 2.3 to the financial statements.

NOMINATION & REMUNERATION COMMITTEE

The responsibilities of the NRC were also assumed by the Board during FY2024. During FY2024, the Board undertook the following functions:

- regularly reviewed the structure, size and composition of the Board, including its diversity, skills, knowledge and experience and made recommendations for change as appropriate;
- considered succession planning for Directors and the re-appointment or re-election of Directors at the conclusion of their specified term of office or retiring in accordance with the Company's Articles of Association;
- identified and nominated candidates to fill Board vacancies as and when they arose;
- considered matters related to the continuation in office of Directors;
- determined and agreed the overall framework for the Directors' remuneration; and
- set the remuneration for all Directors.

As an entity listed on the transition segment of the main market, the Group is subject to certain diversity and inclusion targets, including: (i) at least 40% of the individuals on its board of directors are women; (ii) at least one senior position (chair, chief executive, senior independent director or chief financial officer) on its board of directors is held by a woman; and (iii) at least one individual on its board of directors is from a minority ethnic background. No formal diversity policy has been adopted given the Group's current divestment status.

FINANCIAL REPORTING

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

The Board has reviewed the significant reporting issues and judgements involved in the preparation of the Group's financial statements, including significant accounting policies, significant estimates and critical judgements. The Board has also reviewed the clarity, appropriateness and completeness of the disclosures contained in the financial statements.

INTERNAL AUDIT

The Board has confirmed that the existing systems and procedures provide sufficient assurance that a sound system of risk

The Board has confirmed that the existing systems and procedures provide sufficient assurance that a sound system of risk management and internal control is maintained. Given the Company is currently in a phase where the Group's debt situation is critical and specifically SSB's MTN that is in default needs to be refinanced, the Board considers that establishing an internal audit function specific to the Company is not necessary at this time. However, the Directors will continue to monitor the situation and reassess the need for such a function as appropriate.

AUDITOR

The Board is responsible for monitoring and reviewing the performance and independence of the Company's Auditor, PKF Littlejohn LLP, who was re-appointed at the last AGM held on 30 July 2024.

In accordance with auditing and ethical standards, the auditor is required to assess and confirm their independence, integrity and objectivity to the Board. PKF Littlejohn LLP has conducted this assessment and has confirmed that they remain independent, objective and in compliance with the Ethical Standard for Auditors published by the UK Financial Reporting Council, as well as the Code of Ethics issued by the Institute of Chartered Accountants in England and Wales.

RISK MANAGEMENT AND INTERNAL CONTROL

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

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

- clearly defined delegation of responsibilities to employees of the Company, including authorisation levels for all aspects of the business;
- regular and comprehensive information provided to the Board covering financial performance and key business indicators;
- a detailed system of budgeting, planning and reporting that is approved by the Board, with results monitored against budget with variances being followed up and action taken, where necessary; and
- regular visits to operating units and projects by the Board.

The Board has established frameworks, policies and procedures to ensure compliance with the requirement of the Bribery Act 2010 (the "Bribery Act") and Market Abuse Regulation ("MAR"). In respect of the Bribery Act, the Company has implemented an anti-corruption and anti-bribery policy supported by its legal and compliance function. Training and briefing sessions have been conducted for senior management and employees, and compliance reviews are undertaken as needed to ensure the effectiveness of the policy.

With regard to MAR, the Company has adopted a Dealing Code that imposes restrictions on dealings in its securities by Persons Discharging Managerial Responsibilities ("PDMR") and certain employees who are subject to clearance procedures. In addition, the Company has implemented a Group-Wide Dealing Policy and a Dealing Procedures Manual. These policies are designed to ensure that the PDMR and other employees of the Company and its subsidiaries do not misuse, or appear to misuse, non-public information relating to the Group.

RELATIONSHIP WITH SHAREHOLDERS

The Board is committed to maintaining good communications with shareholders. The Chairman and selected members of the Board have been designated as the principal spokespersons to engage with investors, analysts, fund managers, the press and other stakeholders. The Board is kept informed of all material information communicated to shareholders and is advised on their feedback.

To understand the views of major shareholders, the Board engages in meetings and teleconferences facilitated by the Company's financial adviser. The Company also provides regularly updates to shareholders through stock exchange announcements, press releases and participation in roadshows.

To further promote effective communication, the Company maintains a website at www.aseanapropertieslimited.com, where shareholders and investors can access relevant and up-to-date information.

SUBSTANTIAL SHAREHOLDERS

As at 31 December 2024, the Board was aware of the following direct and indirect interests comprising a significant holding of more than 3% of the Company's issued share capital (excluding shares held in Treasury):

	NUMBER OF ORDINARY SHARES HELD	PERCENTAGE OF ISSUED SHARE CAPITAL
Legacy Essence Limited and its related parties	36,628,282	22.9%
LIM Advisors	26,074,192	16.3%
SIX SIS	18,366,118	11.5%
Progressive Capital Partners	14,393,372	9.0%
Credit Suisse	12,024,891	7.5%
Dr. Thong Kok Cheong	11,959,608	7.5%
Metage Capital Limited	8,000,000	5.0%
Hooi Heng Lee	7,420,000	4.6%

ANNUAL GENERAL MEETING

The AGM serves as the principal forum for dialogue with shareholders. During and after the AGM, shareholders have the opportunity to engage with the Board and seek clarification on the Group's business and operations. The last AGM was held

on 30 July 2024 at the Company's registered office and was attended by Mr Nicholas John Paris (Non-Executive Chairman), Mr Robert Donald Minty and Ms Helen Wong Siu Ming.

Notices of the AGM and accompanying materials are sent out to shareholders in advance, allowing sufficient time for review and consideration. Each item of special business is presented with an explanation of the purpose and effect of the proposed resolution. Following the vote on each resolution, the Chairman announces the number of votes cast for, against and withheld. A formal announcement confirming whether each resolution has been passed at the AGM is released via the London Stock Exchange.

On behalf of the Board

LIM TIAN HUAT

Chairman

12 May 2025

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

Opinion

We have audited the consolidated financial statements of Aseana Properties Limited and its subsidiaries (the 'group') for the year ended 31 December 2024 which comprise the Consolidated Statement of Comprehensive Income, the Consolidated Statement of Financial Position, the Consolidated Statement of Changes in Equity, the Consolidated Statement of Cash Flows and notes to the financial statements, including significant accounting policies. The financial reporting framework that has been applied in their preparation is applicable law and International Financial Reporting Standards (IFRSs) as adopted by the European Union.

In our opinion, the financial statements:

- give a true and fair view of the state of the group's affairs as at 31 December 2024 and of its loss for the year then ended;
- have been properly prepared in accordance with IFRS as adopted by the European Union; and
- have been prepared in accordance with the requirements of the Companies (Jersey) Law 1991.

Basis for opinion

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

Emphasis of matter - financial statements prepared on a basis other than going concern

We draw attention to Note 2.3 to the consolidated financial statements which explains the directors' reasons for preparing the consolidated financial statements on a basis other than a going concern.

Our opinion is not modified in this respect of this matter.

Our application of materiality

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

	Consolidated financial statements 2024	Consolidated financial statements 2023
Overall materiality	US 730,000	US 750,000
Performance materiality	US 470,000	US 450,000
Basis of materiality	c. 0.5% of gross assets	c. 0.5% of gross assets
Rationale	A key determinant of the group's value is property assets held within inventory. Due to this, the key area of focus in the audit is the valuation of inventory. On this basis, we consider gross assets to be a critical financial performance measure for the group, given that it is a key metric used by management, investors, analysts and lenders.	

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

For each component in the scope of our group audit, we allocated a materiality that is less than our overall group materiality. The range of materiality allocated across components was between US 156,000 and US 416,000 (2023: between US 412,000 and US 749,000). Certain components were audited to a local statutory audit materiality that was also less than our overall group materiality.

We agreed with the Audit Committee that we would report to them misstatements identified during our audit above US 40,000 (2023: US 37,500) as well as misstatements below those amounts that, in our view, warranted reporting for qualitative reasons.

Our approach to the audit

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

The group has eight trading companies consolidated within in the group financial statements, all of which are based in Malaysia. We identified two material components, which were subject to a full scope of audit. Material Malaysian components were audited by the PKF network firm in Malaysia under our direction and supervision. We reviewed component audit working papers electronically.

Key audit matters

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

Key Audit Matter	How our scope addressed this matter
Carrying value of inventories	
<p><i>Refer to note 20 Inventories.</i></p> <p>The group owns a portfolio of land held for property development and completed property units in Malaysia. The total carrying value of inventories for the group was US 119.1m (2023: US 118.4 million) as at 31 December 2024.</p> <p>Of the year-end inventories, the land assets of US 5.5m (2023: US 5.4m) were not subject to a third-party valuation and were valued by management.</p> <p>The remaining inventory balance related to Sandakan Hotel asset ("SHA") and Harbour Mall Sandakan ("HMS") valued at c. US 36.9m (2023: c. US 35.9m) ("Sandakan Assets") and The RuMa Hotel and Residences ("The RuMa") valued at c. US 76.1m (2023: c. US 76m), with both of these assets subject to an external valuation.</p> <p>We note that there are significant judgements associated with asset valuations, notably those with a significant retail and hospitality element. Areas of significant judgment relate to the following key assumptions:</p> <ul style="list-style-type: none"> • occupier demand and solvency; • asset liquidity; and • the relative impact on the different sectors including retail, hospitality and leisure. <p>The valuation of inventories requires significant judgment and estimation by management. Inaccuracies in key assumptions and inputs could result in a material misstatement in the consolidated financial statements.</p> <p>Due to the significance of the estimates and judgements involved, we deemed the carrying value of the above-mentioned inventories to be a significant risk and a key audit matter.</p>	<p>Our work in this area included:</p> <ul style="list-style-type: none"> • Testing the inventories valuation and critically assessing the key judgements and estimates made by management's external valuers; • Assessing the valuer's qualifications and expertise and reading their terms of engagement with the group to determine whether there are matters that might have affected their objectivity or may have imposed limitation of scope upon their work. We also considered fees and other contractual arrangements that might exist between the group and the valuer; • Evaluating the appropriateness of the valuer's work considering the purpose of the valuation for audit purposes; • Reviewing all valuation reports including workings which support the net realisable value assessment of inventories; • Testing the underlying data used by the valuers in forming their valuations including benchmarking, validating key inputs and assumptions to supporting third party evidence or market activity and considering contrary evidence; • Assessing and challenging the key estimates and judgements used in the valuation methodology (including profit and cash flow forecasts), and analysing changes from prior year where relevant; and • Where inventory (land assets) were not subject to a valuation at 31 December 2024, reviewing comparative sales of similar assets in similar areas to determine the approximate sales value achievable. • Reviewing the completeness and sufficiency of the disclosures made in the financial statement in relation to inventory and its carrying value. <p>Based on the audit work performed we are satisfied that there is no impairment of inventory assets and that they are fairly stated as at 31 December 2024.</p>

Other information

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

We have nothing to report in this regard.

Matters on which we are required to report by exception

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

- proper accounting records have not been kept by the parent company, or proper returns adequate for our audit have not been received from branches not visited by us; or

- the parent company financial statements are not in agreement with the accounting records and returns.

Responsibilities of directors

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

In preparing the financial statements, the directors are 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 the directors either intend to liquidate the company or to cease operations, or have no realistic alternative but to do so.

Auditor's responsibilities for the audit of the consolidated financial statements

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

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

- We obtained an understanding of the group and the sector in which it operates to identify laws and regulations that could reasonably be expected to have a direct effect on the consolidated financial statements. We obtained our understanding in this regard through discussions with management, industry research, and application of cumulative audit knowledge and experience of the sector. We also communicated relevant identified laws and regulations and potential fraud risks to all engagement team members including the significant component audit team and remained alert to any indicators of fraud or non-compliance with laws and regulations throughout the audit.
- We determined the principal laws and regulations relevant to the group in this regard to be those arising from:
 - The Companies (Jersey) Law 1991;
 - Disclosure Guidance and Transparency Rules;
 - The Bribery Act 2010;
 - Market Abuse Regulation;
 - Anti-money laundering legislations;
 - Local tax and employment law; and
 - IFRSs as adopted by European Union.
- We designed our audit procedures to ensure the audit team considered whether there were any indications of non-compliance by the group with those laws and regulations. These procedures included, but were not limited to:
 - Making enquiries of management;
 - Reviewing minutes of board meetings;
 - Reviewing accounting ledgers; and
 - Reviewing Regulatory News Service announcements
- We also identified the risks of material misstatement of the consolidated financial statements due to fraud. We considered, in addition to the non-rebuttable presumption of a risk of fraud arising from management override of controls, that the carrying value of inventory could indicate potential management bias. We addressed this by challenging the key assumptions and judgements made by management when auditing that significant accounting estimate, as outlined in the detail of the Key Audit Matter above.
- As in all of our audits, we addressed the risk of fraud arising from management override of controls by performing audit procedures which included, but were not limited to: the testing of journals; reviewing accounting estimates for evidence of bias; and evaluating the business rationale of any significant transactions that are unusual or outside the normal course of business.
- In our audit procedures, we have considered matters of non-compliance with laws and regulations, including fraud at the group and component levels. We have performed audit procedures on all material components within the group, both at the consolidated level and also through communications with component auditors.

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

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

Use of our report

This report is made solely to the company's members, as a body, in accordance with our engagement letter dated 12 February 2025. Our audit work has been undertaken so that we might state to the company's members those matters we are required to state to them in an auditor's report and for no other purpose. To the fullest extent permitted by law, we do not accept or assume responsibility to anyone, other than the company and the company's members as a body, for our audit work, for this report, or for the opinions we have formed.

Wendy Liang (Engagement Partner)

15 Westferry Circus

For and on behalf of PKF Littlejohn LLP

Canary Wharf

Recognised Auditor

London E14 4HD

12 May 2025

CONSOLIDATED STATEMENT OF COMPREHENSIVE INCOME FOR THE YEAR ENDED 31 DECEMBER 2024

	2024	2023
Notes	US '000	US '000

	Notes	US '000	US '000
Continuing operations			
Revenue	5	2,875	1,205
Cost of sales	6	(4,116)	(677)
Gross (loss)/profit		(1,241)	528
Other income	7	15,602	14,544
Administrative expenses	11	(2,139)	(1,069)
Other operating expenses	11	(17,206)	(13,989)
Impairment of inventory	11	-	(7,668)
Foreign exchange gain/(loss)	8	3,099	(1,976)
Operating loss		(1,885)	(9,630)
Finance income		111	1,860
Finance costs		(3,727)	(2,912)
Net finance costs	10	(3,616)	(1,052)
Net loss before taxation	11	(5,501)	(10,682)
Taxation	12	(4,479)	209
Loss for the year		(9,980)	(10,473)
Other comprehensive loss, net of tax			
<i>Items that are or may be reclassified subsequently to profit or loss</i>			
Foreign currency translation differences for foreign operations	13	(1,960)	(755)
Total other comprehensive loss for the year	13	(1,960)	(755)
Total comprehensive loss for the year		(11,940)	(11,228)
Loss attributable to:			
Equity holders of the parent company	14	(9,900)	(8,732)
Non-controlling interests	15	(80)	(1,741)
Loss for the year		(9,980)	(10,473)
Total comprehensive (loss)/profit attributable to:			
Equity holders of the parent company		(12,033)	(9,696)
Non-controlling interests		93	(1,532)
Total comprehensive loss for the year		(11,940)	(11,228)
Loss per share			
Basic and diluted (US cents)	14	(5.74)	(4.39)

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

CONSOLIDATED STATEMENT OF FINANCIAL POSITION
AS AT 31 DECEMBER 2024

	Notes	2024 US '000	2023 US '000
Non-current assets			
Property, plant and equipment	16	-	198
Intangible assets	17	-	578
Right of use	18	-	-
Deferred tax assets	19	-	4,518
Total non-current assets		-	5,294
Current assets			
Property, plant and equipment	16	283	-

Intangible assets	17	28	-
Inventories	20	119,065	118,351
Trade and other receivables	21	2,416	9,078
Prepayments		267	141
Current tax assets		295	221
Cash and cash equivalents	22	7,462	4,273
Total current assets		129,816	132,064
TOTAL ASSETS		129,816	137,358
Equity			
Share capital	23	8,659	10,601
Share premium	24	206,132	208,925
Capital redemption reserve	25	3,841	1,899
Translation reserve	26	(28,657)	(26,524)
Accumulated losses		(148,328)	(131,513)
Shareholders' equity		41,647	63,388
Non-controlling interests	15	40	(6,936)
Total equity		41,687	56,452
Current liabilities			
Trade and other payables	27	58,908	48,281
Amount due to non-controlling interests	28	1,108	1,891
Loans and borrowings	29	2,602	1,471
Medium term notes	30	25,511	29,263
Total current liabilities		88,129	80,906
Total liabilities		88,129	80,906
TOTAL EQUITY AND LIABILITIES		129,816	137,358

The financial statements were approved on 12 May 2025 and authorised for issue by the Board and were signed on its behalf by

LIM TIAN HUAT

Director

THONG KOK CHEONG

Director

12 May 2025

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

CONSOLIDATED STATEMENT OF CHANGES IN EQUITY FOR THE YEAR ENDED 31 DECEMBER 2024

Consolidated	Redeemable Ordinary Shares US '000	Management Shares US '000	Share Premium US '000	Capital Redemption Reserve US '000	Translation Reserve US '000	Accumulated Losses US '000
Balance at 1 January 2023	10,601	-#	208,925	1,899	(25,436)	(122,781)
Loss for the year	-	-	-	-	-	(8,732)
Total other comprehensive (loss)/income for the year	-	-	-	-	(964)	-
Total comprehensive loss for the year	-	-	-	-	(964)	(8,732)
Disposal of subsidiaries	-	-	-	-	(124)	-

As at 31 December 2023/ 1 January 2024	10,601	-#	208,925	1,899	(26,524)	(131,513)
Loss for the year	-	-	-	-	-	(9,900)
Total other comprehensive (loss)/income for the year	-	-	-	-	(2,133)	-
Total comprehensive (loss)/income for the year	-	-	-	-	(2,133)	(9,900)
Settlement with ICB and share cancellation	(1,942)	-	(2,793)	1,942	-	(6,915)
Shareholders' equity at 31 December 2024	8,659	-#	206,132	3,841	(28,657)	(148,328)

Represents 2 management shares at US 0.05 each

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

CONSOLIDATED STATEMENT OF CASH FLOWS FOR THE YEAR ENDED 31 DECEMBER 2024

	2024 US '000	2023 US '000
Cash Flows from Operating Activities		
Net loss before taxation	(5,501)	(10,682)
Impairment of amount due from a related party	4,145	219
Impairment of goodwill	550	-
Bad debt written off	-	318
Impairment of inventory	-	7,668
Finance income	(111)	(1,860)
Finance costs	3,727	2,912
Loss on disposal of subsidiaries	-	(121)
Unrealised foreign exchange (gain)/loss	(3,095)	1,940
Depreciation of property, plant and equipment and right-of-use asset	58	32
Operating (loss)/profit before changes in working capital	(227)	426
Changes in working capital:		
(Increase)/Decrease in inventories	(3,758)	843
(Increase)/Decrease in trade and other receivables and prepayments	(561)	3,567
Increase/(Decrease) in trade and other payables	13,187	(7,460)
Cash generated from/(used in) operations	8,641	(2,624)
Interest paid	(3,541)	(3)
Tax paid	(4)	(2,854)
Net cash generated from/(used in) operating activities	5,096	(5,481)
Cash Flows from Investing Activities		
Purchase of property, plant and equipment	(143)	(154)
Finance income received	111	130
Net cash used in investing activities	(32)	(24)

CONSOLIDATED STATEMENT OF CASH FLOWS (CONT'D) FOR THE YEAR ENDED 31 DECEMBER 2024

2024 2023

	2024	2023
	US '000	US '000
Cash Flows From Financing Activities		
Drawdown of short term loans	1,150	-
Repayment of loans and borrowings	(4,418)	(693)
Net cash used in financing activities	(3,268)	(693)
Net changes in cash and cash equivalents during the year	1,796	(6,198)
Effect of changes in exchange rates	1,393	3,212
Cash and cash equivalents at the beginning of the year	4,273	7,259
Cash and cash equivalents at the end of the year (i)	7,462	4,273

(i) Cash and Cash Equivalents

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

	2024	2023
	US '000	US '000
Cash and bank balances	5,307	1,882
Short term bank deposits	2,155	2,391
	7,462	4,273
Less: Deposits pledged (ii)	(2,141)	(2,377)
Cash and cash equivalents	5,321	1,896

(ii) Included in short term bank deposits and cash and bank balance is US 2,141,000 (2023: US 2,377,000) pledged for loans and borrowings and Medium Term Notes of the Group.

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

NOTES TO THE FINANCIAL STATEMENTS

1 GENERAL INFORMATION

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

The consolidated financial statements comprise the financial information of the Company and its subsidiaries (together with referred to as the "Group"). Details of the entities of the Group are described in Note 32.

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

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

2 BASIS OF PREPARATION

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

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

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

2.1 New and amended standards

The Company and the Group adopted the following standards and amendments for the first time for its annual reporting period commencing 1 January 2024:

- Classification of Liabilities as Current or Non-current and Non-current liabilities with covenants - Amendments to IAS 1;
- Lease Liability in Sale and Leaseback - Amendments to IFRS 16; and
- Supplier Finance Arrangements - Amendments to IAS 7 and IFRS 7.

The adoption of the Amendments did not have any material effect to the financial statements of the Company and of the Group.

2.2 New IFRSs that have been issued, but only effective for annual periods beginning on or after 1 January 2025

New accounting standards or amendments	Effective date (annual periods beginning on or after)
Sale or Contribution of Assets between an Investor and its Associate or Joint Venture - Amendments to IFRS 10 and IAS 28	To be determined
Lack of Exchangeability - Amendments to IAS 21	1 January 2025
Amendments to the Classification and Measurement of Financial Instruments - Amendments to IFRS 9 and IFRS 7	1 January 2026
Contracts Referencing Nature-dependent Electricity - Amendments to IFRS 9 and IFRS 7	1 January 2026
Annual Improvements to IFRS Accounting Standards - Volume 11	1 January 2026
IFRS 18 Presentation and Disclosure in Financial Statements	1 January 2027
IFRS 19 Subsidiaries without Public Accountability: Disclosures	1 January 2027

The Company and the Group are in the process of assessing the impact of implementing these Standards and Amendments, since the effects would only be observable for future financial years.

2.3 Non-Going Concern

Financial statements are normally prepared on a going concern basis where there is neither the intention nor need to suspend operations of an entity. Where such an intention or need exists, the accounting standards preclude the preparation of financial statements on a going concern basis.

In February/March 2024, the Group entered into 3 short-term loan agreements for an aggregate amount of US 1.0 million ("Directors' Loan"), one of which is with a former Director of Aseana, Helen Wong, and one of which is with Jenny Lee Gyn Li, spouse of a former Director of Aseana, Thomas Holland. The other lender is RSMC Investment Inc. (collectively the "Lenders").

The Directors' Loan was secured against 30 units of The RuMa Hotel suites (the "Charged Hotel Suites"), owned by one the Company's indirect subsidiary, Urban DNA Sdn Bhd ("UDNA").

On 23 September 2024, Aseana received a letter of demand via a solicitor of the Lenders the full principal and interest amount of the Directors' Loan are immediately due and payable.

Subsequently on 29 November 2024, another legal letter was received alleging a default in repayment and the Lenders would apply for an order to foreclose the Charged Hotel Suites.

In November 2024, the Group had extended its credit facility of RM18 million (c.US 4 million) tenure with OSK Capital Sdn Bhd for another 12 months, now expiring on 28 November 2025. Principal outstanding as at 31 December 2024 is RM6.5 million (c.US 1.4 million);

Medium Term Notes ("MTN") issued by an indirect subsidiary, Silver Sparrow Bhd ("SSB") (collectively the "SSB MTN") were due and defaulted on 8 December 2023. OCBC Bank (Malaysia) Bhd ("OCBC"), Malayan Banking Bhd ("MBB") and Bank Pembangunan Malaysia Bhd ("BPMB") (collectively the "Guarantor Banks") paid a total of RM61 million (c. US 13.6 million) to Maybank Investment Bank Bhd ("MIBB" acting as the Facility Agent of the SSB MTN holders), consequently such monies were now due and payable by SSB.

On 5 November 2024 via a Debenture from SSB and ICSD Ventures Sdn Bhd ("ICSD") giving MIBB a fixed and floating charge over the present and future assets and properties of SSB and ICSD, KPMG Corporate Restructuring PLT was appointed as Receivers and Managers (the "R&M") to ICSD.

On 24 February 2025, a shareholder resolution was passed at the Aseana General Meeting, approving the issuance of 68,190,000 Ordinary shares at US 0.08 per share to a strategic investor Neuchatel Investment Holdings Limited ("Neuchatel"), which raised US 5.455 million (the "Subscription Amount") for the Group and RM24 million (c.US 5.40 million) was used to repay the SSB MTN on 4 March 2025, this has reduced the outstanding SSB MTN (principal) to RM37.0 million (c.US 8.2 million).

On 17 March 2025, the Company sold 13,334,000 Ordinary shares held in treasury at US 0.08 per share to Mr. Ong Vincent ("Vincent"), raised US 1.066m for the Group as further working capital and earmarked to partly repay the SSB MTN.

Separately, an indirect subsidiary, Potensi Angkasa Sdn Bhd ("PASB"), secured a Commercial Paper ("CP") and/or MTN programme of not exceeding US 19.07 million (RM90.0 million) (collectively the "RuMa CP/MTN") to fund development of The RuMa Hotel and Residences ("The RuMa"). PASB may, from time to time, issue CP and/or MTN whereby the nominal value of outstanding MTN shall not exceed US 19.07 million (RM90.0 million) at any one time.

As at 31 December 2024, 35 tranches of MTN relating to the Residence units and 1 tranche of MTN relating to the Hotel units remained unredeemed (total outstanding amount US 11.9 million or RM53.25 million), however 17 out of the 35 tranches would be fully redeemed by end of June 2025 and all remaining 18 tranches of MTN relating to the Residence units have been rolled-over for a 6-month period (total outstanding amount c.US 8.2 million or RM37.1 million).

The Group is currently in an advance stage of obtaining refinancing facilities at much favourable terms (as compared to existing facilities) to re-finance the full remaining outstanding sum of SSB MTN, the RuMa CP/MTN and to fund the working capital needs for the re-opening of Sandakan Hotel.

Despite all the positive actions outlined and planned above (some have completed e.g. fundraising via shares allotment, treasury share sale, partial repayment of outstanding loans and extension of facilities and loan maturity dates), as at the date of approval of the 2024 annual financial report a formal credit-approved Letter of Offer on new bank loan facilities has yet to be received. Consequently, MIBB has not removed the Receivers & Managers from ICSD, and in fact MIBB strictly maintains that the Receivers & Managers will only be discharged once the defaulted debt (though now reduced) is fully repaid. Thus, the projected state of financial position is considered subject to uncertainty.

Accordingly, the preparation of the 2024 financial statements have not been reverted to a going concern basis.

In addition, as described in Note 2.4 below, on 30 May 2023, shareholders voted to extend the life of the Company by a further two years to May 2025 and a further dis-continuation vote will be put to shareholders by the end of May 2025.

2.4 May 2023 Resolution

At a general meeting of the Company held on 30 May 2023. Shareholders voted in favour of the Board's proposals

At a general meeting of the Company held on 29 May 2023, shareholders voted in favour of the Board's proposal to reject the 2023 Discontinuation Resolution and enabled the Company to continue to pursue its Divestment Investment Policy, rather than placing the Company into liquidation. This should enable the realisation of the Company's assets in a controlled, orderly and timely manner, with the objective of achieving a balance between periodically returning cash to Shareholders and maximising the realisation value of the Company's investments.

2.5 Statement of Compliance

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

2.6 Use of estimates and judgements

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

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

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

(a) Non-going concern

As described in Note 2.3, the Directors consider the Company at this time to be a non-going concern due to the current circumstances explained therein.

(b) Net realisable value of inventories

The Group assesses the net realisable value of inventories under development, land held for development, completed properties held for sale and consumables according to their recoverable amounts with reference to the realisability of these properties, taking into account estimated net sales based on prevailing market conditions supported by external valuations, as well as indicative market transaction prices on an arm's length basis. Provision is made when events or changes in circumstances indicate that the carrying amounts may exceed net realisable value. The assessment requires the use of judgement and estimates in relation to factors such as sales prices, comparable market transactions, occupancy levels, projected growth rates, and discount rates.

The methods and key assumptions in relation to the calculation of the net realisable value of inventories are described in Note 20. At 31 December 2024, the carrying value of inventories were US 119.1 million (31 December 2023: US 118.4 million).

(c) Revenue - sale and leaseback arrangements

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

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

The nature of this leaseback transaction represents, in substance, a temporary financing arrangement. Any contractual payment made to the buyer was recognised as finance costs. The proceeds of the revenue received from these buyers were recognised as amounts owed to contract buyers, amounted to US 35.7 million (31 December 2023: US 34.9 million and is disclosed in Note 27).

(d) Classification of assets as inventory

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

As described in the Notes 3.3(c) and (d), as a result of this classification all income generating from the operations of these developments is recognised as other income in Note 7.

(e) Global economic uncertainty

The ongoing conflicts in Ukraine and Middle East, aggressive tariffs intended to be imposed by the United States, coupled with the high inflation continued cast doubt on the pace of the economic recovery.

The Group exercises judgement in light of all facts and circumstances to assess what event in this

The Group exercises judgement, in light of all facts and circumstances, to assess what event in this series of events provides additional evidence about the condition that existed at the reporting date and therefore affects the recognition and measurement of the Group's assets and liabilities at 31 December 2024.

3 SIGNIFICANT ACCOUNTING POLICIES

3.1 Basis of Consolidation

(a) Business combinations

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

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

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

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

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

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

(b) Subsidiaries

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

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

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

(c) Transactions eliminated on consolidation

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

(d) Acquisition of non-controlling interests

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

3.2 Foreign Currencies

(a) Foreign currency transactions

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

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

(b) Foreign operations

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

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

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

3.3 Revenue Recognition and Other Income

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

(a) Sale of completed properties

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

(b) Sale of development properties

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

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

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

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

(c) Rental income

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

(d) Income from hotel and mall operations

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

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

(e) Interest income

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

3.4 Property, Plant and Equipment

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

The estimates for the residual values, useful lives and related depreciation charges for the property and equipment are based on commercial factors which could change significantly as a result of technical innovations and competitors' actions in response to the market conditions. The Group anticipates that the residual values of its property and equipment will be insignificant. As a result, residual values are not being taken into consideration for the computation of the depreciable amount. Changes in the expected level of usage and

consideration for the computation of the depreciable amount. Changes in the expected level of usage and technological development could impact the economic useful lives and the residual values of these assets, therefore future depreciation charges could be revised. The carrying amount of property and equipment as at the reporting date is disclosed in Note 16 to the financial statements.

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

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

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

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

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

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

3.5 Income Tax

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

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

Deferred tax is recognised using the liability method, providing for temporary differences between the carrying amounts of assets and liabilities in the statement of financial position and their tax bases. Deferred tax is not recognised for the following temporary differences: the initial recognition of goodwill, and the initial recognition of assets or liabilities in a transaction that is not a business combination and that affects neither accounting nor taxable profit or loss. Deferred tax is measured at the tax rates that are expected to be applied to the temporary differences when they reverse, based on the laws that have been enacted or substantively enacted by the end of the reporting period.

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

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

3.6 Financial Instruments

(a) Non-derivative financial assets

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

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

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

(i) Loans and receivables

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

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

(b) Non-derivative financial liabilities

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

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

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

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

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

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

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

(c) De-recognition

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

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

3.7 Cash and Cash Equivalents

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

3.8 Intangible Assets

Intangible assets comprise goodwill.

(a) Goodwill

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

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

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

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

3.9 Inventories

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

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

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

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

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

3.10 Impairment

(a) Loans and receivables

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

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

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

(b) Non-financial assets

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

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

The recoverable amount of an asset or cash-generating unit is the greater of its value in use and its fair value less costs to sell. In assessing value in use, the estimated future cash flows are discounted to their present value using a pre-tax discount rate that reflects current market assessments of the time value of money and the risks specific to the asset.

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

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

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

(c) Equity instruments

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

(i) Ordinary shares

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

(ii) Management shares

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

(iii) Capital redemption reserve

The capital redemption reserve arises when the ordinary shares are bought back by the Company, and subsequently cancelled.

(iv) Repurchase and reissue of share capital (treasury shares)

When shares recognised as equity are repurchased, the amount of the consideration paid, which includes directly attributable costs, is recognised as a deduction from equity. Repurchased shares are classified as treasury shares. When treasury shares are sold or reissued subsequently, the amount received is recognised as an increase in equity and the resulting surplus or deficit on the transaction is presented within share premium.

3.11 Employee Benefits

(a) Short-term employee benefits

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

A liability is recognised for the amount expected to be paid under short-term cash bonus or profit-sharing plans if the Group has a present legal or constructive obligation to pay this amount as a result of past service provided by the employee and the obligation can be estimated reliably.

(b) State plans

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

3.12 Finance Costs

Finance costs directly attributable to the acquisition, construction or production of qualifying assets, are capitalised to the cost of those assets. Investment income earned on the temporary investment of specific

borrowings pending their expenditure on qualifying assets is deducted from the borrowing costs eligible for capitalisation.

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

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

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

3.13 Commitments and Contingencies

Commitments and contingent liabilities are disclosed in the financial statements and described in Note 33. They are disclosed unless the possibility of an outflow of resources embodying economic benefits is remote. A contingent asset is not recognised in the financial statements but disclosed when an inflow of economic benefits is probable.

3.14 Segment Reporting

Segmental information represents the level at which financial information is reported to the Board of Directors, being the chief operating decision makers as defined in IFRS 8. The Directors determine the operating segments based on reports prepared by their staff for strategic decision making and resource allocation. For management purposes, the Group is organised into project units as operation segments set out in Note 5.3.

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

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

3.15 Right-of-use assets and lease liabilities

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

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

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

4 FINANCIAL INSTRUMENTS

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

4.1 Financial Risk Management Objectives and Policies

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

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

4.2 Credit Risk

The Group's credit risk is primarily attributable to deposits with banks and credit exposures to customers. The Group has credit policies in place and the exposures to these credit risks are monitored on an ongoing basis. The Group manages its deposits with banks and financial institutions by monitoring credit ratings and limiting the aggregate risk to any individual counterparty. At 31 December 2024, 100% (2023: 100%) of deposits and cash balances were placed at licensed banks and financial institutions. Management does not expect any counterparty to fail to meet its obligations.

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

To measure the expected credit losses, trade receivables and contract assets have been grouped based on shared

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

In respect of credit exposures to customers, the Group receives progress payments from sales of commercial and residential properties to individual customers prior to the completion of transactions. In the event of default by customers, the Group companies undertake legal proceedings to recover the properties. The Group has limited its credit exposure to customers due to secured bank loans taken by the purchasers. At 31 December 2024, there was no significant concentration of credit risk within the Group.

The Group's exposure to credit risk arising from total debtors was set out in Note 21 and totals US 2.4 million (2023: US 9.1 million). The Group's exposure to credit risk arising from deposits and balances with banks is set out in Note 22 and totals US 7.5 million (2023: US 4.3 million).

Financial guarantees

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

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

Company	2024	2023
	US '000	US '000
Financial institutions for bank facilities granted to its subsidiaries	28,113	30,734

The Company defaulted on their SSB medium term notes in the previous financial year as disclosed in Note 30.

4.3 Liquidity Risk

The Group raises funds as required on the basis of budgeted expenditure and inflows for the next twelve months with the objective of ensuring adequate funds to meet commitments associated with its financial liabilities. When funds are sought, the Group balances the costs and benefits of equity and debt financing against the developments to be undertaken. At 31 December 2024 the Group's borrowings to fund the developments are due within 12 months.

As at the approval date of this Annual Report, management is focused on refinancing its debts with certain financial institutions. Specifically, the defaulted SSB MTN is intended to be refinanced.

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

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

	Carrying amount US '000	Contractual interest rate	Contractual cash flows US '000	Under 1 year US '000
At 31 December 2024				
Interest bearing loans and borrowings	28,113	9-15.0%	30,986	30,986
Trade and other payables	58,908	-	58,908	58,908
Amount due to non-controlling interests	1,108	-	1,108	1,108
	88,129	-	91,002	91,002
At 31 December 2023				
Interest bearing loans and borrowings	30,734	9.9-12.0%	31,581	31,581
Trade and other payables	48,281	-	48,281	48,281
Amount due to non-controlling interests	1,891	-	1,891	1,891

Amount due to non-controlling interests	2024	2023
	80,906	81,753

The above table excludes current tax liabilities and contract liabilities.

4.4 Market Risk

(a) Foreign Exchange Risk

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

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

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

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

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

	2024 US '000	2023 US '000
Ringgit Malaysia	7,451	3,908

At 31 December 2024, if cash and cash equivalents denominated in a currency other than the functional currencies of the Group entities strengthened/ (weakened) by 10% and all other variables were held constant, the effects on the Group's profit or loss and equity expressed in US would have been US 745,000/ (US 745,000) (2023: US 391,000/ (US 391,000)).

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

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

(b) Interest Rate Risk

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

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

	2024 US '000	2023 US '000
Fixed rate instruments:		
Financial assets	2,141	2,377
Financial liabilities	28,113	30,734

The Group's exposure to the risk of changes in market interest rates relates primarily to the Group's liabilities with a floating interest rate. The fixed and floating interest rates were not hedged and would therefore expose the Group to cash flow interest rate risk. Borrowings at fixed rate represent 100% (2023:

therefore expose the Group to cash flow interest rate risk. Borrowings at fixed rate represent 100% (2023: 100%) of the Group's total borrowings at as 31 December 2024.

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

4.5 Fair Values

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

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

2024	Fair value of financial instruments carried at fair value				Fair value of financial instrument not carried at fair value		
	Level 1	Level 2	Level 3	Total	Level 1	Level 2	Level 3
US '000							
Financial liabilities							
Amount due to non-controlling interests	-	-	-	-	-	-	1,108
Bank loans and borrowings	-	-	-	-	-	-	2,602
Medium term notes	-	-	-	-	-	-	25,511
	-	-	-	-	-	-	29,221
2023	Fair value of financial instruments carried at fair value				Fair value of financial instrument not carried at fair value		
	Level 1	Level 2	Level 3	Total	Level 1	Level 2	Level 3
US '000							
Financial liabilities							
Amount due to non-controlling interests	-	-	-	-	-	-	1,891
Bank loans and borrowings	-	-	-	-	-	-	1,471
Medium term notes	-	-	-	-	-	-	29,263
	-	-	-	-	-	-	32,625

Policy on transfer between levels

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

circumstances that caused the transfer.

Level 1 fair value

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

Level 2 fair value

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

Level 3 fair value

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

Transfers between Level 1 and Level 2 fair values

There has been no transfer between Level 1 and 2 fair values during the financial year (2023: no transfer in either direction).

Transfers between Level 2 and Level 3 fair values

There has been no transfer in either direction during the financial year (2023: no transfer in either direction).

Non-derivative financial liabilities

Fair value, which is determined for disclosure purposes, is calculated based on the present value of future principal and interest cash flows, discounted at the market rate of interest at the end of the reporting period. At as 31 December 2024, the interest rate used to discount estimated cash flows of the medium term notes is 10.38% (2023: 10.24%).

4.6 Capital Management

The Group's objectives when managing capital are to safeguard the Group's ability to realise its assets in an orderly manner while meeting the finance obligations, in order to provide returns to shareholders and benefits to other stakeholders and to maintain an optimal capital structure to reduce cost of capital.

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

	2024	2023
	US '000	US '000
Cash and cash equivalents	7,462	4,273
Loans and borrowings and finance lease liabilities	(2,602)	(1,471)
Medium term notes	(25,511)	(29,263)
Equity attributable to equity holders of the parent	(41,647)	(63,388)
Total capital	(62,298)	(89,849)

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

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

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

The net debt-to-equity ratios at 31 December 2024 and 31 December 2023 were as follows:

	2024	2023
	US '000	US '000
Total borrowings and finance lease liabilities	28,113	30,734
Less: Cash and cash equivalents (Note 22)	(7,462)	(4,273)

Net debt	20,651	26,461
Total equity	41,687	56,452
Net debt-to-equity ratio	0.50	0.47

5 REVENUE AND SEGMENTAL INFORMATION

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

Income earned from hotel and mall operations are included in other income.

5.1 Revenue recognised during the year as follows:

	2024	2023
	US '000	US '000
Sale of completed units	2,875	1,205
	2,875	1,205

5.2 Segmental Information

	2024	2023
	US '000	US '000
Timing of revenue recognition		
Properties transferred at a point in time	2,875	1,205
	2,875	1,205

Segmental information represents the level at which financial information is reported to the entire Board of Directors, being the chief operating decision makers as defined in IFRS 8.

The Group's reportable operating segments are identified based on business units which are engaged in various business activities, as follows:

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

Other non-reportable segments comprise the Group's development projects. None of these segments meets any of the quantitative thresholds for determining reportable segments in 2024 and 2023.

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

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

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

Operating Segments - Year ended 31 December 2024

	Investment Holding Companies	Ireka Land Sdn. Bhd.	ICSD Ventures Sdn. Bhd.	Amatir Resources Sdn. Bhd.	The RuMa Hotel KL Sdn. Bhd.	Urban DNA Sdn. Bhd.
	US '000	US '000	US '000	US '000	US '000	US '000
Segment (loss)/profit before taxation	(5,874)	(891)	(421)	(1,009)	2,629	(1,687)
<i>Included in the measure of segment (loss)/profit are:</i>						
Revenue	-	-	-	-	-	2,875
Cost of sales	-	-	-	-	-	(4,116)

Other income from hotel operations	-	-	-	-	13,092	-
Other income from mall operations	-	-	2,296	-	-	-
Expenses from hotel operations	-	-	(275)	-	(10,363)	-
Expenses from mall operations	-	-	(1,223)	-	-	-
Depreciation of property, plant and equipment	-	-	(28)	-	(30)	-
Finance costs	(150)	-	(1,382)	(211)	-	(1,713)
Finance income	-	1	43	1	-	1
Segment assets	17	65	38,912	360	1,730	79,273
Segment liabilities	1,655	3	2,120	1,480	4,863	47,796

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

Profit or loss	US '000
Total loss for reportable segments	(7,255)
Other non-reportable segments	1,960
Finance income	64
Finance costs	(270)
Consolidated loss before taxation	(5,501)

US '000	Revenue	Depreciation	Finance costs	Finance income	Segment asset
Total reportable segment	2,875	(58)	(3,456)	46	120,35
Other non-reportable segments	-	-	(271)	65	9,45
Consolidated total	2,875	(58)	(3,727)	111	129,81

Operating Segments - Year ended 31 December 2023

	Investment Holding Companies	Ireka Land Sdn. Bhd.	ICSD Ventures Sdn. Bhd.	Amatir Resources Sdn. Bhd.	The RuMa Hotel KL Sdn. Bhd.	Urban DNA Sdn. Bhd.
	US '000	US '000	US '000	US '000	US '000	S '000
Segment (loss)/profit before taxation	(231)	(139)	(7,815)	(2,299)	15	700
<i>Included in the measure of segment (loss)/profit are:</i>						
Revenue	-	-	-	1,205	-	-
Other income from hotel operations	-	-	-	-	11,308	-
Other income from mall operations	-	-	2,254	-	-	-
Expenses from hotel operations	-	-	(346)	-	(11,219)	-
Expenses from mall operations	-	-	(1,277)	-	-	-
Depreciation of property, plant and equipment	-	-	(20)	-	(12)	-
Finance costs	-	-	(978)	(192)	-	(1,683)
Finance income	1,730	-	60	1	-	1
Segment assets	8,123	61	37,341	275	990	81,533
Segment liabilities	600	4	1,232	1,531	6,579	39,389

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

Profit or loss	US '000
Total loss for reportable segments	(9,769)
Other non-reportable segments	(921)
Depreciation	-
Finance income	(60)

Finance income	68
Finance costs	
Consolidated loss before taxation	(10,682)

US '000	Revenue	Depreciation	Finance costs	Finance income	Segment asset
Total reportable segment	1,205	(32)	(2,853)	1,792	128,32
Other non-reportable segments	-	-	(59)	68	9,03
Consolidated total	1,205	(32)	(2,912)	1,860	137,35

Geographical Information - Year ended 31 December 2024

	Malaysia	Total
	US '000	US '000
Revenue	2,875	2,875
Non-current assets	-	-

In the financial years ended 31 December 2024, no single customer exceeded 10% of the Group's total revenue.

Geographical Information - Year ended 31 December 2023

	Malaysia	Total
	US '000	US '000
Revenue	1,205	1,205
Non-current assets	5,294	5,294

In the financial year ended 31 December 2023, no single customer exceeded 10% of the Group's total revenue.

6 COST OF SALES

	2024	2023
	US '000	US '000
Direct costs attributable to:		
Completed units (Note 20)	4,116	677

7 OTHER INCOME

	2024	2023
	US '000	US '000
Rental income	40	43
Other income from hotel operations (a)	13,092	11,309
Other income from mall operations (b)	2,296	2,254
Forfeiture of deposit	-	791
Sundry income	174	147
	15,602	14,544

(a) Other income from hotel operations

The income relates to the hotel operations of the RuMa Hotel and Residences which is operated by a subsidiary of the Company, The RuMa Hotel KL Sdn. Bhd.

(b) Other income from mall operations

The income relates to the operation of Harbour Mall Sandakan which is owned by a subsidiary of the Company, ICSD Ventures Sdn. Bhd.

8 FOREIGN EXCHANGE GAIN/(LOSS)

	2024	2023
	US '000	US '000
Foreign exchange gain/(loss) comprises:		
Realised foreign exchange gain/(loss)	4	(36)
Unrealised foreign exchange gain/(loss)	3,095	(1,940)
	3,099	(1,976)

9 STAFF COSTS

	2024	2023
	US '000	US '000
Wages, salaries and others (including key management personnel)	4,339	4,302
Employees' provident fund, social security and other pension costs	46	47
	4,385	4,349

The Company had no executive Directors. As of the year ended 31 December 2024, the subsidiaries of the Group had a total of 242 (2023: 244) employees.

10 FINANCE INCOME/(COSTS)

	2024	2023
	US '000	US '000
Interest income from banks	111	130
Accrued interest	-	1,730
Interest on bank loans	(176)	(252)
Interest on third party loans	(150)	-
Interest on medium term notes	(3,401)	(2,660)
	(3,616)	(1,052)

Accrued interest represents interest on a contract payment by Ireka Corporation Berhad. For more detailed information see Note 31.

11 NET LOSS BEFORE TAXATION

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

	2024	2023
	US '000	US '000
Auditor's remuneration	129	105
Directors' fees/emoluments	180	244
Depreciation of property, plant and equipment	58	32
Expenses of hotel operations	10,638	11,565
Expenses of mall operations	1,223	1,277
Unrealised foreign exchange (gain)/loss	(3,095)	1,940
Realised foreign exchange (gain)/loss	(4)	36
Impairment of amount due from a related party	4,145	219
Impairment of goodwill	550	-
Bad debt written off	-	318
Impairment of inventory	-	7,668

12 TAXATION

	2024	2023
	US '000	US '000
Current tax expense - Current year	-	15
- Prior year	(68)	(224)

Deferred tax charge - Current year	4,547	-
Total tax expense/(recoverable) for the year	4,479	(209)

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

	2024 US '000	2023 US '000
Net loss before taxation	(5,501)	(10,682)
Income tax at a rate of 24% (2023: 24%)	(1,320)	(2,564)
Add:		
Tax effect of expenses not deductible in determining taxable profit	2,697	1,212
Current year losses and other tax benefits for which no deferred tax asset was recognised	9	2,569
Underprovision of deferred tax in respect of prior year	4,547	-
Less:		
Tax effect of utilization of tax losses	(631)	-
Tax effect of income not taxable in determining taxable profit	(755)	(1,202)
Overprovision in respect of prior year	(68)	(224)
Total tax expense/(recoverable) for the year	4,479	(209)

The applicable corporate tax rate in Malaysia is 24% (2023: 24%).

The Company is treated as a tax resident of Jersey for the purpose of Jersey tax laws and is subject to a tax rate of 0% (2023: 0%).

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

13 OTHER COMPREHENSIVE LOSS

Items that are or may be reclassified subsequently to profit or loss, net of tax	2024 US '000	2023 US '000
<i>Foreign currency translation differences for foreign operations</i>		
Losses arising during the year	(1,960)	(755)
	(1,960)	(755)

14 LOSS PER SHARE

Basic and diluted loss per ordinary share

The calculation of basic and diluted loss per ordinary share for the year ended 31 December 2024 was based on the loss attributable to equity holders of the parent and ordinary shares outstanding and held by shareholders of the Company, calculated as below:

	2024 US '000	2023 US '000
Loss attributable to equity holders of the parent	(9,900)	(8,732)
Number of shares (thousand shares) *	172,587	198,691
Loss per share		
Basic and diluted (US cents)	(5.74)	(4.39)

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

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

15 NON-CONTROLLING INTERESTS

Non-controlling interests in subsidiaries

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

	Urban DNA Sdn. Bhd.	The RuMa Hotel KL Sdn. Bhd.	Other individually immaterial subsidiaries	Total
2024	RM 100.00	RM 100.00	RM 100.00	RM 300.00

2024	US '000	US '000	US '000	US '000
NCI percentage of ownership interest and voting interest	-	-		
Carrying amount of NCI	-	-	40	40
Profit/(Loss) allocated to NCI	319	(283)	44	80

	Urban DNA Sdn. Bhd.	The RuMa Hotel KL Sdn. Bhd.	Other individually immaterial subsidiaries	Total
2023	US '000	US '000	US '000	US '000
NCI percentage of ownership interest and voting interest	30%	30%		
Carrying amount of NCI	(2,016)	(4,950)	30	(6,936)
(Loss)/Profit allocated to NCI	(1,741)	5	(5)	(1,741)

Summarised financial information before intra-group elimination

	Urban DNA Sdn. Bhd.	The RuMa Hotel KL Sdn. Bhd.
	US '000	US '000
As at 31 December 2023		
Non-current assets	736	84
Current assets	81,023	906
Non-current liabilities	(81,956)	(10,952)
Current liabilities	(3,768)	(6,538)
Net liabilities	(3,965)	(16,500)

Year ended 31 December 2023

Revenue	-	-
(Loss)/Profit for the year	(5,804)	15
Total comprehensive (loss)/profit	(5,854)	767
Cash flows used in operating activities	(1,104)	(4)
Cash flows used in investing activities	-	(73)
Cash flows from/(used in) financing activities	1,112	(65)
Net increase/(decrease) in cash and cash equivalents	8	(142)

16 PROPERTY, PLANT AND EQUIPMENT

	Furniture, Fittings & Equipment	Motor Vehicles	Total
	US '000	US '000	US '000
Cost			
At 1 January 2024	439	27	466
Exchange adjustments	11	1	12
Addition	143	-	143
At 31 December 2024	593	28	621
Accumulated Depreciation			
At 1 January 2024	243	25	268
Exchange adjustments	10	2	12
Charge for the year	57	1	58
At 31 December 2024	310	28	338
Net carrying amount at 31 December 2024	283	-	283

Cost

At 1 January 2023	298	28	326
Exchange adjustments	(13)	(1)	(14)
Addition	154	-	154
At 31 December 2023	439	27	466

Accumulated Depreciation

At 1 January 2023	221	26	247
Exchange adjustments	(10)	(1)	(11)
Charge for the year	32	-	32
At 31 December 2023	243	25	268

**Net carrying amount at
31 December 2023**

196	2	198
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17 INTANGIBLE ASSETS**Goodwill
US '000****Cost**

At 1 January 2023/ 31 December 2023/ 31 December 2024	6,479
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Accumulated impairment

At 1 January 2023	5,901
Disposals	-
At 31 December 2023/ 1 January 2024	5,901
Impairment loss	550
At 31 December 2024	6,451

Carrying amount

At 31 December 2023	578
At 31 December 2024	28

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

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

	2024	2023
	US '000	US '000
<i>Goodwill</i>		
SENI Mont' Kiara	28	28
Sandakan Harbour Square	-	550
	28	578

Impairment of Intangible Assets

As at the reporting date, ICSD Ventures Sdn Bhd ("ICSD") which owns the Sandakan Harbour Square remains under receivership. While ICSD is in the midst of refinancing its existing debt, uncertainty remains over the timing and outcome of the process. Management has assessed the carrying amount of the intangible asset and provided for an impairment due to the said uncertainty. This is also consistent with the financial statements of the Company and the Group being prepared on a non-going concern basis.

18 RIGHT OF USE**Cost****US '000**

At 1 January 2023	4,421
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Exchange adjustments	(256)
Disposal	(3)
At 31 December 2023/ 1 January 2023	4,162
Exchange adjustments	-
Disposal	-
At 31 December 2024	4,162
Depreciation charges	
At 1 January 2023	4,421
Exchange adjustments	(256)
Charge for the year	-
Disposal	(3)
At 31 December 2023/ 1 January 2024	4,162
Exchange adjustments	-
Charge for the year	-
Disposal	-
At 31 December 2024	4,162
NET BOOK VALUE	
At 31 December 2023	-
At 31 December 2024	-

19 DEFERRED TAX ASSETS

	2024	2023
	US '000	US '000
At 1 January	4,518	4,723
Exchange adjustments	29	(205)
Deferred tax credit relating to origination of temporary differences during the year	(4,547)	-
At 31 December	-	4,518

The deferred tax assets comprise:

	2024	2023
	US '000	US '000
Taxable temporary differences between accounting profit and taxable profit of property development units sold	-	4,518
At 31 December	-	4,518

Management has assessed the deferred tax provision and in consideration of the projected state of financial position is considered subject to uncertainty as described in Note 2.3 above, in which the preparation of the 2024 financial statements have not been reverted to a going concern basis, the Management has decided to impair the deferred tax asset of US 4.5 million in full.

20 INVENTORIES

		2024	2023
	Notes	US '000	US '000
Land held for property development	(a)	5,540	5,401
Stock of completed units, at cost	(b)	113,437	112,862
Consumables		88	88
At 31 December		119,065	118,351

	2024	2023
Notes	US '000	US '000
Carrying amount of inventories pledged as security for Loans and borrowings and Medium Term Notes	112,459	111,896

(a) Land held for property development

	2024	2023
	US '000	US '000
At 1 January	5,401	6,288
Less:		
Exchange adjustments	139	(274)
Additions	-	-
Disposals	-	-
Costs recognised as expenses in the consolidated statement of comprehensive income during the year	-	(613)
At 31 December	5,540	5,401

(b) Stock of completed units, at cost

	2024	2023
	US '000	US '000
At 1 January	112,862	126,181
Less:		
Exchange adjustments	2,831	(5,432)
Impairment	-	(7,668)
Costs recognised as expenses in the consolidated statement of comprehensive income during the year	(2,256)	(219)
At 31 December	113,437	112,862

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

Included in the stock of completed units are the following completed units:

Sandakan Hotel asset ("SHA") and Harbour Mall Sandakan ("HMS") ("Sandakan Assets")

As at 31 December 2024, the carrying amount of Sandakan Assets amounted to US 36,867,000 (RM165,000,000) (2023: US 35,948,000 (RM165,000,000)). During the financial year, the Directors have engaged an independent professional valuer to determine the recoverable amount of Sandakan Assets. The fair value of the Sandakan Assets per valuation dated 12 March 2025 is US 41,387,000 (RM185,000,000) (2023: US 35,948,000 (RM165,000,000)), determined based on income approach as the primary approach, using Level 3 inputs in the fair value hierarchy of IFRS 13 Fair Value Measurement.

The significant inputs used in the valuation are disclosed below:

Significant unobservable inputs for SHA

Projected average hotel room rates	RM225-265
Projected yearly occupancy rates	38-68%
Discount rate	8%
Terminal capitalisation rate	6.35%
Property value	RM72,000,000 (c. US 16 million)

Projected average rental rate	RM36.99-49.75
Projected yearly occupancy rates	92.1% - 99.6%
Discount rate	8%
Terminal capitalisation rate	6.25%
Property value	RM113,000,000 (c. US 25.2 million)

The RuMa Hotel and Residences ("The RuMa")

The recoverable amount of The RuMa was determined based on a valuation as at 31 December 2024 by an external party, independent valuer with appropriate recognised professional qualification. The recoverable amount US 73,154,000 (RM327,000,000) (2023: US 84,314,000 (RM387,000,000)) of The RuMa per the independent valuation.

It is important to note that the independent valuation includes the RuMa Hotel and 20 residential units, but excludes 30 residential units that have been sold but were not yet fully completed as of the valuation date.

If the contracted sale price of these 30 residential units, amounting to c. US 10,210,000, is taken into account, the total recoverable value increases to approximately US 83,364,000, which exceeds the carrying amount of US 76,102,000 million. As such, Management has taken the view that no impairment is necessary.

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

- (1) Cash flows were projected based on the 10 years projection of The RuMa Hotel;
- (2) The occupancy rate of The RuMa Hotel will improve to 85% in year 10 which is when the hotel's operations are expected to stabilise;
- (3) Average daily rates of the hotel will improve to US 208 (RM933) in year 10 which is when the hotel's operations are expected to stabilise;
- (4) Projected gross margin reflects the industry average historical gross margin, adjusted for projected market and economic conditions and internal resources efficiency; and
- (5) Pre-tax discount rate of 9% was applied in discounting the cash flows. The discount rate takes into the prevailing trend of the hotel industry in Malaysia.

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

21 TRADE AND OTHER RECEIVABLES

	2024	2023
	US '000	US '000
Trade receivables	690	754
Other receivables	1,489	8,095
Sundry deposits	237	229
	2,416	9,078

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

The loss allowance as at 31 December 2024 and 31 December 2023 was determined as follows for both trade receivables and contract assets:

	Trade receivable	Contract asset	Loss allowance	Total
31 December 2024	US '000	US '000	US '000	US '000
Current	688	-	-	688
Past due				
0 - 60 days	-	-	-	-
61 -120 days	-	-	-	-
More than 120 days	2	-	-	2
	690	-	-	690

	Trade receivable	Contract asset	Loss allowance	Total
31 December 2023	US '000	US '000	US '000	US '000
Current	752	-	-	752
Past due				
0 - 60 days	-	-	-	-
61 -120 days	-	-	-	-

More than 120 days	2	-	-	2
	754	-	-	754

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

Included in other receivables was an amount due from Ireka Corporation Berhad in relation to the interest owed on the unpaid shareholder advances to the construction of The RuMa Hotel and Residences, as described in Note 31

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

22 CASH AND CASH EQUIVALENTS

	2024 US '000	2023 US '000
Cash and bank balances	5,307	1,882
Short term bank deposits	2,155	2,391
	7,462	4,273
Less: Deposits pledged	(2,141)	(2,377)
Cash and cash equivalents	5,321	1,896

Included in short term bank deposits and cash and bank balance is US 2,141,000 (31 December 2023: US 2,377,000) pledged for loans and borrowings and Medium Term Notes of the Group.

The interest rate on cash and cash equivalents, excluding deposit pledged with licensed bank of US 2,141,000 (31 December 2023: US 2,377,000), pledged for loans and borrowings and Medium Term Notes of the Group, 2.10% per annum (31 December 2023: 2.10% to 2.80% per annum).

The interest rate on short term bank deposits and cash and bank balance pledged for loans and borrowings and Medium Term Notes of the Group, 2.10% per annum (31 December 2023: 2.10% to 2.80% per annum).

23 SHARE CAPITAL

	Number of shares	Amount	Number of shares	Amount
	2024	2024	2023	2023
	'000	US '000	'000	US '000
Authorised Share Capital				
Ordinary shares of US 0.05 each	2,000,000	100,000	2,000,000	100,000
Management shares of US 0.05 each	- *	- *	- *	- *
	2,000,000	100,000	2,000,000	100,000
Issued Share Capital				
Ordinary shares of US 0.05 each	173,187	8,659	212,025	10,601
Management shares of US 0.05 each	- #	- #	- #	- #
	173,187	8,659	212,025	10,601

* represents 10 management shares at US 0.05 each

represents 2 management shares at US 0.05 each

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

The Group filed a claim against Ireka Corporation Berhad ("ICB") on 21 October 2022 in the Malaysian Courts in relation to the Joint Venture Agreement with respect to the RuMa Hotel & Residences.

On 26 January 2024, a conditional settlement was reached between the Group and ICB, whereby:

- ICB would transfer 38,837,504 shares in the Company held by it back to the Company;
- ICB would also transfer its 30% shareholding in Urban DNA Sdn Bhd and The RuMa Hotel KL Sdn Bhd to the Group;
- In return, the Company agreed to withdraw its claim against ICB; and

(d) the settlement constituted the full and final settlement of all claims and debts between the parties.

The settlement agreement was conditional upon both parties obtaining their respective approvals. It was duly approved by the shareholders of the Company in an Extraordinary General Meeting held on 27 February 2024 and on 25 March 2024, ICB received the approval for the settlement from the Winding Up Court in Malaysia. The conditions were thus satisfied and the settlement agreement had become binding.

All terms of the settlement were eventually completed by the end of May 2024.

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

(a) Distribution of dividend:

- (i) The ordinary shares carry the right to receive all the profits of the Company available for distribution by way of interim or final dividend at such times as the Directors may determine from time to time; and
- (ii) The management shares carry no right to receive dividends out of any profits of the Company.

(b) Winding-up or return of capital:

- (i) The holders of the management shares shall be paid an amount equal to the paid-up capital on such management shares; and
- (ii) Subsequent to the payment to holders of the management shares, the holders of the ordinary shares shall be repaid the surplus assets of the Company available for distribution.

(c) Voting rights:

- (i) The holders of the ordinary shares and management shares shall have the right to receive notice of and to attend and vote at general meetings of the Company; and
- (ii) Each holder of ordinary shares and management shares being present in person or by a duly authorised representative (if a corporation) at a meeting shall upon a show of hands have one vote and upon a poll each such holder present in person or by proxy or by a duly authorised representative (if a corporation) shall have one vote in respect of every full paid share held by him.

24 SHARE PREMIUM

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

In 2024, the Company executed a share buyback of 38,830,504 Aseana shares owned by ICB, which were subsequently cancelled. The number of issued and paid up shares in the Company at the end of 2024 was at 173,187,498 (2023: 212,025,002).

25 CAPITAL REDEMPTION RESERVE

The capital redemption reserve was incurred after the Company cancelled its 37,475,000, 500,000 and 38,830,504 ordinary shares of US 0.05 per share in 2009, 2013 and 2024 respectively.

26 TRANSLATION RESERVE

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

27 TRADE AND OTHER PAYABLES

	2024	2023
	US '000	US '000
<hr/>		
Non-current		
Amount due to contract buyers	-	-
	-	-
<hr/>		
Current		
Trade payables	1 188	630

Trade payables	1,100	000
Other payables	5,494	4,357
Amount due to contract buyers	35,744	34,852
Deposits received	7,749	732
Accruals	8,733	7,710
	58,908	48,281
	58,908	48,281

Amount owed to contract buyer is of funding received, by way of non-refundable deposits, in advance of completion of the hotel suites which are at 31 December 2024 still effectively controlled by the Group.

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

Deposits received include US 6.9 million (31 December 2023: US 0.7 million), to be used for unit redemption ahead of sale completion.

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

28 AMOUNT DUE TO NON-CONTROLLING INTERESTS

	2024	2023
	US '000	US '000
Minority Shareholder of Bumiraya Impian Sdn. Bhd.:		
- Global Evergroup Sdn. Bhd.	1,108	1,081
Minority Shareholder of Urban DNA Sdn. Bhd. and The RuMa Hotel KL Sdn. Bhd.:		
- Ireka Corporation Berhad	-	810
	1,108	1,891

The current amount due to non-controlling interests amounting to US 1,107,885 (31 December 2023: US 1,891,000) is unsecured, interest free and repayable on demand.

29 LOANS AND BORROWINGS

	2024	2023
	US '000	US '000
Current		
Bank loans	2,602	1,471

The effective interest rates on the bank loans for the year is 13.3% (31 December 2023: 12%) per annum.

OSK Capital loan amounting to RM6.5 million (c.US 1.5 million) is repayable within one year. It was last extended for one year on 18 November 2024. As a condition of the extension, the Group paid a 1.0% extension fee of RM 65,000 (US 14,523).

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

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

	As at 1 January 2024	Drawdown of loan	Repayment of loan	Foreign exchange movements	As at 31 December 2024
	US '000	US '000	US '000	US '000	US '000
Bank loans	1,471	1,150	-	(19)	2,602
Total	1,471	1,150	-	(19)	2,602

	As at 1 January 2023	Drawdown of loan	Repayment of loan	Foreign exchange movements	As at 31 December 2023
	US '000	US '000	US '000	US '000	US '000
Bank loans	1,595	-	(54)	(70)	1,471
Total	1,595	-	(54)	(70)	1,471

	As at 1 January 2024	Drawdown of loan	Repayment of loan	Foreign exchange movements	As at 31 December 2024
	US '000	US '000	US '000	US '000	US '000
Lease liabilities	-	-	-	-	-
Total	-	-	-	-	-

	As at 1 January 2023	Drawdown of loan	Repayment of loan	Foreign exchange movements	As at 31 December 2023
	US '000	US '000	US '000	US '000	US '000
Lease liabilities	-	-	-	-	-
Total	-	-	-	-	-

30 MEDIUM TERM NOTES

	2024	2023
	US '000	US '000
Outstanding medium term notes	25,511	29,263
Less:		
Repayment due within twelve months	(25,511)	(29,263)
Repayment due after twelve months	-	-

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

	As at 1 January 2024	Drawdown of loan	Repayment of loan	Foreign exchange movements	As at 31 December 2024
	US '000	US '000	US '000	US '000	US '000
Medium Term Notes	29,263	-	(4,418)	666	25,511

	As at 1 January 2023	Drawdown of loan	Repayment of loan	Foreign exchange movements	As at 31 December 2023
	US '000	US '000	US '000	US '000	US '000
Medium Term Notes	31,264	-	(639)	(1,362)	29,263

Notes issued by Silver Sparrow Berhad

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

Following the completion of the sale of the AKLS where the Group in 2016, the net adjusted price value for the sale of AKLS, which included the sale of the entire issued share capital of ASPL M3B Limited and Irangan Flora Sdn. Bhd. (the "Aloft Companies") were used to redeem the MTN Series 2 and Series 3. Following the completion of the disposal of AKLS, US 96.25 million (RM394.0 million) of MTN associated with the AKLS (Series 3) and the Four Points Sheraton Sandakan (Series 2) were repaid on 19 August 2016. The charges in relation to AKLS was also discharged following the completion of the disposal.

The Group completed "roll-over" for the remaining MTNs of US 24.43 million on their maturity dates on 10 December 2020, 2021.

Repayment of US 8.89 million (RM39.0 million) was made on 7 April 2022. Subsequently, they were further "rolled over" and became repayable on 8 December 2023.

The MTNs matured on 8 December 2023 however due to the non-completion of the sale of the Sandakan Assets, an event of default occurred as evidenced by the receipt of a Notice of Default received from the facility agent.

On 5 November 2024 vide a Debenture from SSB and ICSD Ventures Sdn Bhd ("ICSD") giving MIBB a fixed and floating charge over the present and future assets and properties of SSB and ICSD, KPMG Corporate Restructuring PLT was appointed as Receivers and Managers (the "R&M") to ICSD.

As at 31 December 2024, the defaulted SSB MTN stood at c.RM61 million or c.US 13.6 million (2023: c.RM61 million or c.US 13.3 million) with weighted average interest rate of 10.26% per annum. Refer to the subsequent events note for an update on the partial repayment that was done after year end.

Notes issued by Potensi Angkasa Sdn. Bhd

Potensi Angkasa Sdn. Bhd. ("PASB"), an indirect subsidiary incorporated on 25 February 2019, has

secured a commercial paper and/or medium term notes programme of not exceeding US 19.61 million (RM90.0 million) (the "CP/MTN Programme") to fund a project known as The RuMa Hotel and Residences. PASB may, from time to time, issue commercial paper and/or medium term notes (the "PASB Notes" or "Notes") whereby the nominal value of outstanding Notes shall not exceed US 19.61 million (RM90.0 million) at any one time.

The weighted average interest rate of the Notes was c.10.38% per annum at the statement of financial position date. The effective interest rates of the Notes and their outstanding amounts were as follows:

			As at 31 December 2024
	Maturity Dates	Interest rate % per annum	US '000
Tranches 257-271	17 Feb 2025	10.00%	2,760
Tranches 276-282	3 Mar 2025	10.00%	849
Tranches 284-288	3 Apr 2025	10.00%	1,061
Tranches 289-305	14 Apr 2025	10.00%	2,760
Tranche 307	12 Jun 2025	11.00%	4,468
			11,898

Security for CP/MTN Programme

- (a) A legal charge over the Designated Accounts by the PASB and/or the Security Party (as defined below) (as the case may be) and assignment of the rights, titles, benefits and interests of the PASB and/or the Security Party (as the case may be) thereto and the credit balances therein on a pari passu basis among all Notes, subject to the following:
 - (i) In respect of the 75% of the sale proceeds of a Secured Asset ("Net Sale Proceeds") arising from the disposal of a Secured Asset, the Noteholders of the relevant Tranche secured by such Secured Asset shall have the first ranking security over such Net Sale Proceeds;
 - (ii) In respect of the insurance proceeds from the Secured Assets ("Insurance Proceeds"), the Noteholders of the relevant Tranche secured by such Secured Asset shall have the first ranking security over such Insurance Proceeds;
 - (iii) In respect of the sale deposits from the Secured Assets ("Sale Deposits"), the Noteholders of the relevant Tranche secured by such Secured Asset shall have the first ranking security over such Sale Deposits;
 - (iv) In respect of the amount at least equivalent to an amount payable in respect of any coupon payment of that particular Tranche for the next six (6) months to be maintained by the Issuer ("Issuer's DSRA Minimum Required Balance"), the Noteholders of the relevant Tranche shall have the first ranking security over such Issuer's DSRA Minimum Required Balance;
 - (v) In respect of the proceeds from the Collection Account ("CA Proceeds"), the Noteholders of the relevant Tranche shall have the first ranking security over such CA Proceeds; and
 - (vi) In respect of any amount deposited by the Guarantor which are earmarked for the purposes of an early redemption of a particular Tranche of the Notes and/or principal payment of a particular Tranche of the Notes ("Deposited Amount"), the Noteholders of the relevant Tranche shall have the first ranking security over such Deposited Amount;
- (b) An irrevocable and unconditional guarantee provided by the Urban DNA Sdn Bhd for all payments due and payable under the CP/MTN Programme (the "Guarantee"); and
- (c) Any other security deemed appropriate and mutually agreed between the PASB and the Principal Adviser/Lead Arranger (the "PA/LA"), the latter being Kenanga Investment Bank Berhad.

Security for each medium term note:

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

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

- (a) Legal assignment and/or charge by the PASB and/or the Security Party (as the case may be) of the Secured Assets;
- (b) An assignment over all the rights, titles, benefits and interests of the PASB and/or the Security Party (as the case may be) under all the sale and purchase agreements executed by end-purchasers and any subsequent sale and purchase agreement to be executed in the future by end-purchaser (if any), in relation to the Secured Assets;
- (c) A letter of undertaking from Aseana Properties Limited to, amongst others, purchase the Secured

Assets ("Letter of Undertaking"); and/or

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

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

31 RELATED PARTY TRANSACTIONS

	2024	2023
	US '000	US '000
ICB Group of Companies		
Accrued interest on shareholders advance payable by ICB	-	1,730
Key management personnel		
Remuneration of key management personnel - Directors' fees	180	244
Remuneration of key management personnel - Consulting fees	225	300
Remuneration of key management personnel - Sums paid to third parties *	47	13
* Represents company secretarial fee payable to ICECAP (Secretaries) Limited ("ICECAP"), which was negotiated on an arm's length basis, but was classified as related party transaction nonetheless due to the existence of a common director.		
Transactions between the Group with other significant related parties are as follows:		
	2024	2023
	US '000	US '000
Non-controlling interests		
Advances - non-interest bearing	-	(5)

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

The outstanding amounts due from/(to) ICB and its group of companies as at 31 December 2024 and 31 December 2023 are as follows:

	2024	2023
	US '000	US '000
Net amount due from ICB #	-	6,948

Pursuant to the conditional settlement reached between the Group and ICB on 26 January 2024, the settlement agreement which was conditional upon both parties obtaining their respective approvals had subsequently been approved by the shareholders of the company in an EGM held, as outlined in Note 23.

All terms of the settlement were eventually completed by the end of May 2024.

The outstanding amounts due to the other significant related parties as at 31 December 2024 and 31 December 2023 are as follows:

	2024	2023
	US '000	US '000
Net amount due to other non-controlling interests (Note 28)	(1,108)	(1,891)

Transactions between the parent company and its subsidiaries are eliminated in these consolidated financial statements. A list of subsidiaries is provided in Note 32.

32 INVESTMENT IN SUBSIDIARIES

Name	Country of incorporation	Principal activities	Effective ownership interest	
			2024	2023
Subsidiaries				
Isles Land Sdn. Bhd.	Malaysia	Property development	100%	100%

Ireka Land Sdn. Bhd.	Malaysia	Property development	100%	100%
Amatir Resources Sdn. Bhd.	Malaysia	Property development	100%	100%
ICSD Ventures Sdn. Bhd.	Malaysia	Hotel and mall ownership and operation	100%	100%
Potensi Angkasa Sdn. Bhd	Malaysia	Participating in the transactions contemplated under the Guaranteed MTNs Programme	100%	100%
Silver Sparrow Berhad	Malaysia	Participating in the transactions contemplated under the Guaranteed MTNs Programme	100%	100%
Bumiraya Impian Sdn. Bhd.	Malaysia	Property development	80%	80%
The RuMa Hotel KL Sdn. Bhd.	Malaysia	Investment holding	100%	70%
Urban DNA Sdn. Bhd.	Malaysia	Property development	100%	70%
Aseana-BDC Co Ltd	Vietnam	Investment holding	65%	65%

In January 2024, the Company reached a settlement with Ireka Corporation Berhad ("ICB"), the parent company of our former Development Manager, under which their debts to the Company were settled via a buyback of 38.8 million of Aseana shares held by ICB together with its 30% stakes in Urban DNA Sdn Bhd and The RuMa Hotel Sdn Bhd, both of which relate to The RuMa Hotel and Residences in Kuala Lumpur and is reflected in the change in shareholding above.

33 COMMITMENTS AND CONTINGENCIES

Debt service reserve account

Silver Sparrow Berhad is required to maintain a minimum amount equivalent to RM10.0 million (US 2.18 million) (the "Minimum Deposit") in the Debt Service Reserve Account ("DSRA") at all times and the amount is disclosed as deposit pledged (refer to Note 22).

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

Claim from a previous director

As announced by the Company on 27 December 2024, there is an existing claim from a previous director, Helen Wong for a purportedly approved scheme seemingly aimed at incentivising divestments undertaken by the Group, at 1.1% of the gross proceeds. In addition, there is also another claim for certain break-fees by Helen Wong, and her team who were not employees of the Company in the event they are removed from the Company for any reasons whatsoever.

The aggregate amount claimed by Helen Wong and her team is approximately US 673,700. The Directors, having sought legal advice, consider the claims unlikely to succeed. As such, no provision was recognised as at 31 December 2024, as management does not consider it probable that an outflow of resources will be required to settle the claims. Furthermore, no material costs were incurred in relation to the claims during the financial period.

With respect to the divestment fee of 1.1%, Helen Wong engaged third party estate agents in Malaysia to effect certain divestment and paid commissions in excess of the maximum commission rate of 3% of the property's sale price as prescribed by the Valuers, Appraisers, and Estate Agents Rules 1986 of Malaysia. Moreover, the said Rules and Malaysian legislation provide that no person shall act as an agent for commission, fee, reward or other consideration in respect of any sales or other disposal of land and building and of any interest therein unless such person is a registered estate agent and has been issued with an authority to practice under the said Rules and Malaysian legislation. The Company's position is that Helen Wong and her team are not registered agents as required under Malaysian law and are therefore not entitled to any commissions for the sale of the Group's properties in Malaysia.

For the break fees, the Company's position is that this is not payable as Helen Wong was not removed as a director but was instead not re-elected as a director of the Company at the annual general meeting held on 30 July 2024 and that such break fees are in breach of the Articles of Association of the Company.

34 DISSOLUTION OF A SUBSIDIARY

On 31 December 2023 (the "Dissolution Date"), Priority Elite Sdn Bhd ("PESB"), a subsidiary of the Company that was incorporated in Malaysia, completed the process of member's voluntary liquidation and had been dissolved.

Details of financial position of PESB were as follows:

	2024	2023
	US '000	US '000
Cash and cash equivalents	-	5
Trade and other payables	-	1
Net assets classified as Asset held for Sale	-	4

There was no reported profit or loss from PESB during the year up to the Dissolution Date.

Analysis of the cash flows of PESB are as follows:

	2024	2023
	US '000	US '000
Net cash generated from operating activities	-	-
Net cash used in investing activities	-	-
Net cash used in financing activities	-	-
Net changes in cash and cash equivalents during the year	-	-

Details of the sale of the discontinued operations are as follows:

	2024	2023
	US '000	US '000
Consideration received or receivable	-	-
Cash	-	-
Total disposal consideration	-	-
Carrying amount of net asset sold	-	(4)
Receivables derecognized	-	-
Loss on sale before income tax	-	(4)
Reclassification of foreign currency translation reserve	-	(124)
Income tax expense	-	-
Loss on disposal after income tax	-	(128)

35 EVENTS AFTER STATEMENT OF FINANCIAL POSITION DATE

Fundraising by Issuance of New Ordinary Shares ("Private Placement")

On 6 January 2025, the Company entered into a conditional subscription agreement (the "Subscription Agreement") with Neuchatel Investment Holdings Limited (the "Subscriber" or "Neuchatel") for the subscription of new ordinary shares of US 0.05 each in the Company (the "Subscription Shares"). Under the Subscription Agreement, the Subscriber, and any parties deemed to be acting in concert (as defined under the UK Takeover Code) with the Subscriber, will subscribe for such number of Subscription Shares in the Company constituting up to 29.9% of the Company's issued share capital, as enlarged by the Subscription, at a subscription price of US 0.08 per Subscription Share (the "Subscription").

Circular in relation to the Private Placement was published on 21 January 2025 and a general meeting was held on 24 February 2025, during which shareholders approved the allotment of 68,190,000 ordinary shares at an issue price of US 0.08 each to the Subscriber.

The subscription amount of US 5.45 million was received on 27 February 2025 and predominantly all of such proceeds were applied to partially settle the outstanding Medium Term Notes ("MTN") issued by the Company's indirect subsidiary, Silver Sparrow Bhd, on 4 March 2025. As at the reporting date, approximately RM24.00 million has been applied towards the MTN, decreasing the MTN principal balance to approximately RM37.00 million.

Sale of Treasury Shares

On 17 March 2025, the Company entered into an agreement to raise approximately US 1.07 million (before expenses) by way of a private placement of 13,334,000 existing ordinary shares of US 0.05 each in the capital of the Company currently held in treasury by the Company (the "Treasury Shares") at a price of US 0.08 per share (the "Treasury Share Placement").

The Treasury Shares represent 5.52 per cent of the enlarged issued share capital of the Company after the Private

The Treasury Shares represent 3.52 per cent of the charged issued share capital of the Company after the Private Placement and following completion of the Treasury Share Placement, the Treasury Shares were no longer held in treasury by the Company.

The net proceeds of the Treasury Share Placement are being utilised to address the Group's ongoing financial challenges, particularly to repay outstanding bank facilities and forestall foreclosure actions initiated by the Receivers and Managers of ICSD, which owns the Sandakan Hotel asset and the Harbour Mall Sandakan and was placed into receivership on 5 November 2024.

The gross proceeds of US 1.07 million were received on the 19 March 2025, and this will be used to facilitate the debt refinancing exercise and to also fund the associated transaction fees.

Sale of The RuMa Residences Units

During FY2024, the Group completed the Sale and Purchase Agreements for seven (7) units at The RuMa Residences, generating a gross consideration of RM13.1 million (approximately US 2.9 million).

In addition, Sale and Purchase Agreements for the sale of sixteen (16) more units at The RuMa Residences would be completed by the end of June 2025, with a gross consideration of RM23.3 million (approximately US 5.3 million), which has been used towards redeeming the commercial paper and/or MTN.

Potensi Angkasa ("PASB") Commercial Paper and/or MTN (collectively the "PASB MTN")

18 tranches of the PASN MTN with principal amount of RM17.1 million (c.US 3.8 million), underpinned by security charges over The RuMa Residences which have their maturity dates falling due in February, March and April 2025 respectively, have successfully secured an 180-day maturity dates extension from the noteholders and trustee.

COPIES OF THE ANNUAL REPORT

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



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