



UNI-ASIA GROUP LIMITED
Company Registration No: 201801284Z
Incorporated in the Republic of Singapore

FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 DECEMBER 2020

PART I – INFORMATION REQUIRED FOR ANNOUNCEMENTS OF FULL YEAR RESULTS

1 (a) An income statement and statement of comprehensive income, or a statement of comprehensive income, for the group together with a comparative statement for the corresponding period of the immediately preceding financial year.

	Note	2 nd half-year ("2H")			Full year ("FY")		
		2020 US\$'000	Restated 2019 ¹ US\$'000	% Change	2020 US\$'000	Restated 2019 ¹ US\$'000	% Change
Continuing Operations							
Charter income	8(i)	16,653	18,316	(9%)	30,396	36,525	(17%)
Fee income	8(ii)	2,943	3,477	(15%)	7,771	7,790	(0%)
Investment returns	8(iii)	3,947	3,080	28%	6,153	8,776	(30%)
Interest income		263	590	(55%)	750	1,052	(29%)
Other income		578	251	130%	873	402	117%
Total income		24,384	25,714	(5%)	45,943	54,545	(16%)
Employee benefits expenses		(3,635)	(4,483)	(19%)	(6,771)	(7,779)	(13%)
Amortisation and depreciation		(4,959)	(5,177)	(4%)	(10,437)	(10,354)	1%
Depreciation of right-of-use assets		(783)	(621)	26%	(1,482)	(1,320)	12%
Vessel operating expenses		(8,980)	(9,306)	(4%)	(17,270)	(17,727)	(3%)
Gain on disposal of property, plant and equipment		-	39	(100%)	-	4,265	(100%)
Impairment of property, plant and equipment		-	-	N/M	(7,920)	-	N/M
Impairment of loans receivable		(3,723)	-	N/M	(4,773)	-	N/M
Reversal of impairment/ (impairment) of receivables		56	(145)	(139%)	(19)	-	N/M
Net foreign exchange (loss)/ gain		(529)	187	N/M	(593)	(117)	N/M
Other expenses		(2,005)	(1,749)	15%	(4,126)	(4,041)	2%
Total operating expenses		(24,558)	(21,255)	16%	(53,391)	(37,073)	44%
Operating (loss)/ profit		(174)	4,459	(104%)	(7,448)	17,472	(143%)
Finance costs – interest expense		(1,785)	(2,517)	(29%)	(3,964)	(5,223)	(24%)
Finance costs – lease interest		(174)	(236)	(26%)	(381)	(499)	(24%)
Finance costs – others		(68)	(73)	(7%)	(143)	(267)	(46%)
Share of results of associates		(2)	27	(107%)	(5)	(5)	0%
Allocation to Tokumei Kumiai ² investors		(488)	(258)	89%	(398)	(1,794)	(78%)
(Loss)/ profit before tax from continuing operations		(2,691)	1,402	N/M	(12,339)	9,684	N/M
Income tax expense		(879)	(699)	26%	(1,267)	(780)	62%
(Loss)/ profit after tax from continuing operations		(3,570)	703	N/M	(13,606)	8,904	N/M
Discontinued Operation							
Loss from discontinued operation, net of tax		-	(849)	(100%)	(18,304)	(2,299)	N/M
Gain from deconsolidation of subsidiary		-	-	N/M	24,435	-	N/M
Net (loss)/ gain from discontinued operation		-	(849)	(100%)	6,131	(2,299)	N/M
(Loss)/ profit for the period/ year		(3,570)	(146)	N/M	(7,475)	6,605	N/M

¹ The comparative figures have been re-presented to report separately profit or loss items for continuing and discontinued operations following the Group's disposal of controlling stake in Uni-Asia Hotels Limited and its subsidiaries on 26 June 2020.

² Tokumei Kumiai ("TK") refers to a form of silent partnership structure used in Japan. Allocation to TK investors refers to share of profit and loss attributable to other TK investors of the TK structure.

	2 nd half-year ("2H")			Full year ("FY")		
	2020 US\$'000	Restated 2019 US\$'000	% Change	2020 US\$'000	Restated 2019 US\$'000	% Change
(Loss)/ profit for the period/ year	(3,570)	(146)	N/M	(7,475)	6,605	N/M
Other comprehensive income/ (expense) for the period/ year, net of tax:						
Items that may be reclassified subsequently to profit or loss:						
Exchange differences on translation of foreign operations from continuing operations	1,475	(325)	N/M	1,613	302	N/M
Exchange differences on translation of foreign operations from discontinued operation	-	55	(100%)	(126)	(61)	107%
Reclassification of exchange differences on discontinued foreign operation	-	-	N/M	553	-	N/M
Net movement on cash flow hedges	468	(1)	N/M	(197)	(1,299)	(85%)
Other comprehensive income/ (expense) for the period/ year, net of tax	1,943	(271)	N/M	1,843	(1,058)	N/M
Total comprehensive (expense)/ income for the period/ year	(1,627)	(417)	N/M	(5,632)	5,547	N/M
(Loss)/ profit for the period/ year attributable to:						
Owners of the parent						
- from continuing operations	(3,906)	244	N/M	(14,049)	8,126	N/M
- from discontinued operation	-	(843)	(100%)	6,316	(2,278)	N/M
	(3,906)	(599)	N/M	(7,733)	5,848	N/M
Non-controlling interests	336	453	(26%)	258	757	(66%)
	(3,570)	(146)	N/M	(7,475)	6,605	N/M
Total comprehensive (expense)/ income for the period/ year attributable to:						
Owners of the parent						
- from continuing operations	(1,999)	(27)	N/M	(12,664)	7,242	N/M
- from discontinued operation	-	(789)	(100%)	6,744	(2,340)	N/M
	(1,999)	(816)	145%	(5,920)	4,902	N/M
Non-controlling interests	372	399	(7%)	288	645	(55%)
	(1,627)	(417)	N/M	(5,632)	5,547	N/M

N/M: Not meaningful

1 (b) (i) A statement of financial position for the group and the issuer, together with a comparative statement as at the end of the immediately preceding financial year.

	Group		Company	
	31 December 2020 US\$'000	31 December 2019 US\$'000	31 December 2020 US\$'000	31 December 2019 US\$'000
ASSETS				
Non-current assets				
Investment properties	9,853	16,397	-	-
Investments	30,549	20,026	-	-
Investment in subsidiary	-	-	113,022	110,457
Investment in associates	23	27	-	-
Intangible assets	-	3	-	-
Property, plant and equipment	144,028	170,003	11	6
Right-of-use assets	2,500	294,201	162	340
Rental deposit	546	6,964	-	-
Deferred tax assets	206	209	-	-
Total non-current assets	187,705	507,830	113,195	110,803
Current assets				
Investments	5,239	1,945	-	-
Properties under development	6,572	-	-	-
Loans receivable	-	950	-	-
Derivative financial instruments	-	42	-	-
Finance lease receivable	-	7,580	-	-
Accounts receivable	1,256	7,381	-	-
Amount due from subsidiary	-	-	1,805	3,428
Prepayments, deposits and other receivables	3,504	8,497	70	328
Tax recoverable	322	945	-	-
Asset held for sale	9,393	-	-	-
Deposits pledged as collateral	-	2,819	-	-
Cash and bank balances	35,477	56,089	626	2,850
Total current assets	61,763	86,248	2,501	6,606
Total assets	249,468	594,078	115,696	117,409

	Group		Company	
	31 December 2020 US\$'000	31 December 2019 US\$'000	31 December 2020 US\$'000	31 December 2019 US\$'000
EQUITY				
Equity attributable to owners of the parent				
Share capital	113,174	113,174	113,174	113,174
Retained earnings	5,086	14,055	678	2,470
Hedging reserve	(684)	(487)	-	-
Exchange reserve	3,744	1,734	-	-
Capital reserve	(2,856)	(2,877)	-	-
Total equity attributable to owners of the parent	118,464	125,599	113,852	115,644
Non-controlling interests	878	469	-	-
Total equity	119,342	126,068	113,852	115,644
LIABILITIES				
Non-current liabilities				
Borrowings	69,538	71,289	-	-
Lease liabilities	3,163	286,212	-	171
Derivative financial instruments	379	579	-	-
Amount due to subsidiary	-	-	1,000	-
Deferred tax liabilities	536	502	-	-
Other payables	59	82	-	-
Total non-current liabilities	73,675	358,664	1,000	171
Current liabilities				
Borrowings	44,435	71,287	-	743
Lease liabilities	3,546	23,685	174	180
Due to Tokumei Kumiai investors	1,972	1,194	-	-
Derivative financial instruments	618	496	-	-
Accounts payable	241	4,002	-	-
Amount due to subsidiary	-	-	3	265
Other payables and accruals	5,011	8,012	468	406
Income tax payable	628	670	199	-
Total current liabilities	56,451	109,346	844	1,594
Total liabilities	130,126	468,010	1,844	1,765
Total equity and liabilities	249,468	594,078	115,696	117,409

NOTES TO BALANCE SHEETS:

Non-current assets

The Group's non-current assets decreased by \$320.1 million from \$507.8 million on 31 December 2019 to \$187.7 million on 31 December 2020. Material variances are as follows:

- 1) Decrease in investment properties by \$6.5 million mainly due to disposal of investment properties offset by new investment;
- 2) Increase in investments of \$10.5 million mainly due to investments in the Group's 7th and 8th Hong Kong property projects (please see announcements dated 9 January 2020 and 22 May 2020 respectively), other property investments offset by return of capital from a ship investment and reclassification of investments to be realised in 2021 from non-current to current;
- 3) Decrease in property, plant and equipment of \$26.0 million mainly due to depreciation, impairment of ships as a result of severe deterioration in the ships' value-in-use caused by COVID-19 pandemic, as well as a ship being reclassified as asset held for sale under current assets as it is in the process of being sold; and
- 4) Decrease in right-of-use assets of \$291.7 million and rental deposits of \$6.4 million following deconsolidation of Uni-Asia Hotels Limited group of companies which accounted for the bulk of right-of-use hotel assets and rental deposits in the Group's balance sheet as at 31 December 2019 (please refer to announcement dated 26 June 2020 for more information on the disposal of the Group's controlling stake in Uni-Asia Hotels Limited group of companies).

Current assets

The Group's current assets decreased by \$24.4 million from \$86.2 million on 31 December 2019 to \$61.8 million on 31 December 2020. Material variances are as follows:

- 1) Increase in investments of \$3.3 million mainly due to investments to be realised in 2021 re-classified from non-current investments as well as valuation gain from the Group's Hong Kong property project;
- 2) Recognition of \$6.6 million properties under development for inventories of the Group's ALERO develop-for-sale projects;
- 3) Decrease in finance lease receivable from \$7.6 million to nil as the finance lease had been repaid by the lessee in 2020;
- 4) Asset held for sale was \$9.4 million on 31 December 2020 compared to nil on 31 December 2019 as a ship investment in the process of being sold in 2021 was reclassified to asset held for sale from property, plant and equipment;
- 5) Decrease in accounts receivable of \$6.1 million as well as decrease in prepayments, deposits and other receivables of \$5.0 million were mainly due to deconsolidation of Uni-Asia Hotels Limited group's assets;
- 6) Deposits pledged as collateral was nil for 31 December 2020 compared to \$2.8 million for 31 December 2019 as no cash were pledge as collateral for borrowings as at 31 December 2020; and
- 7) Decrease in cash and bank balances by \$20.6 million. Please see notes to statement of cash flows on page 8 for further information.

Total liabilities

Total liabilities decreased by \$337.9 million from \$468.0 million on 31 December 2019 to \$130.1 million on 31 December 2020. Material variances are as follows:

- 1) Decrease in total borrowings (including both current and non-current) of the Group by \$28.6 million mainly due to scheduled repayment of borrowings as well as deconsolidation of Uni-Asia Hotels Limited group's borrowings;
- 2) Decrease in total lease liabilities (including both current and non-current) of the Group by \$303.2 million mainly due to deconsolidation of Uni-Asia Hotels Limited group's lease liabilities;
- 3) Decrease in accounts payable by \$3.8 million as well as other payables and accruals by \$3.0 million mainly due to deconsolidation of Uni-Asia Hotels Limited group's liabilities.

1 (b) (ii) **Aggregate amount of group's borrowings and debt securities.**

	As at 31 December 2020		As at 31 December 2019	
	Secured US\$'000	Unsecured US\$'000	Secured US\$'000	Unsecured US\$'000
Amount repayable in one year or less, or on demand	29,154	15,281	53,158	18,129
Amount repayable after one year	69,538	-	64,652	6,637
Total	98,692	15,281	117,810	24,766

Details of any collateral

The Group's borrowings as at 31 December 2020 are secured by means of:

- legal mortgages over investment properties of subsidiaries
- legal mortgages over vessels of subsidiaries

1 (c) A statement of cash flows for the group, together with a comparative statement for the corresponding period of the immediately preceding financial year.

	Note	Full year	
		2020 US\$'000	2019 US\$'000
Cash flows from operating activities			
(Loss)/ profit before tax from continuing operations		(12,339)	9,684
Loss from discontinued operation, before tax		(18,252)	(2,208)
Gain from deconsolidation of subsidiary		24,435	-
(Loss)/ profit before tax		(6,156)	7,476
Adjustments for:			
Investment returns		(6,153)	(8,776)
Amortisation and depreciation		10,519	10,508
Depreciation of right-of-use assets		14,767	21,938
Gain from deconsolidation of subsidiary		(24,435)	-
Gain on disposal of property, plant and equipment		-	(4,265)
Impairment of property, plant and equipment		7,920	-
Impairment of loans receivable		4,773	-
Allowance/ (Reversal of allowance) for receivables		19	(30)
Net foreign exchange loss		593	117
Interest income		(750)	(1,052)
Finance costs – interest expense		4,069	5,314
Finance costs – lease interest		3,288	4,739
Finance costs – others		171	319
Share of results of associates		5	5
Allocation to Tokumei Kumiai investors		398	1,794
Operating cash flows before changes in working capital		9,028	38,087
Changes in working capital:			
Net change in properties under development		(6,347)	-
Net change in accounts receivable		4,130	(151)
Net change in prepayments, deposits and other receivables		2,197	(132)
Net change in accounts payable		(542)	(199)
Net change in other payables and accruals		(1,251)	2,561
Cash flows generated from operations		7,215	40,166
Interest received on bank balances		293	401
Tax paid		(703)	(1,224)
Net cash flows generated from operating activities	[A]	6,805	39,343
Cash flows from investing activities			
Purchase of investment properties		(7,251)	(7,709)
Purchase of investments		(17,662)	(7,005)
Proceeds from sale of investment properties		17,094	9,082
Proceeds from redemption/ sale of investments		6,402	13,500
Deconsolidation of consolidated entities		(10,871)	(2,306)
Proceeds from finance lease		7,701	354
Hotel lease deposit		(1,270)	(115)
Deposits refund for small residential projects		70	527
Purchase of property, plant and equipment		(2,111)	(2,846)
Proceeds from disposal of property, plant and equipment		-	27,841
Net contribution/ (redemption) from Tokumei Kumiai investors		294	(1,490)
Net loans advanced		(100)	(899)
Interest received from loans and finance lease		604	585
Net decrease in deposits pledged as collateral		2,896	392
Income proceeds from investments		217	13,424
Settlement of derivative financial instruments		-	(9)
Proceeds from property rental		722	566
Net cash flows (used in)/ generated from investing activities	[B]	(3,265)	43,892

	Note	Full year	
		2020 US\$'000	2019 US\$'000
Cash flows from financing activities			
Net proceeds from issue of shares		-	3,998
Proceeds from borrowings		47,016	13,604
Repayment of borrowings		(49,122)	(50,599)
Interests and other finance cost paid on borrowings		(4,595)	(5,514)
Lease principal paid		(14,397)	(20,664)
Lease interest paid		(2,874)	(4,739)
Dividend paid		(1,224)	(3,826)
Payment to non-controlling interest		(53)	(3,297)
Net cash flows used in financing activities	[C]	(25,249)	(71,037)
Net (decrease)/ increase in cash and bank balances		(21,709)	12,198
Movements in cash and bank balances:			
Cash and bank balances at beginning of the year		56,089	43,462
Net (decrease)/ increase in cash and bank balances		(21,709)	12,198
Effects of foreign exchange rate changes, net		1,097	429
Cash and bank balances at end of the year		35,477	56,089

NOTES:

The Group's cash and bank balances decreased by \$20.6 million in FY2020 after the effects of foreign exchange rate changes. Material items are listed below. This statement of cash flows includes the cash flows of deconsolidated Uni-Asia Hotels Limited group up until Uni-Asia Hotels Limited group was disposed of on 26 June 2020.

[A] In 1H2020, due to the impact of COVID-19 pandemic, ship charter market and hotel operating business were severely impacted, resulting in only \$1.8 million cash flows generated from operating activities for 1H2020. Following the deconsolidation of hotel operating business towards end of June 2020, and gradual recovery of the shipping market in 2H2020, cash flows generated from operating activities rose to \$5.0 million for 2H2020, resulting in \$6.8 million operating cash flows for FY2020.

[B] Cash flows used in investing activities were \$3.3 million for FY2020.

Main cash inflows from investing activities include:

- i) proceeds from sale of investment properties of \$17.1 million;
- ii) proceeds from redemption/sale of investments of \$6.4 million, of which \$2.9 million pertained to small residential property projects (ALERO projects), \$1.7 million pertained to Hong Kong property projects, and \$1.8 million pertained to ship investment;
- iii) proceeds from finance lease investment of \$7.7 million following the payment of the finance lease by the lessee; and
- iv) release of deposits of \$2.9 million pledged as collateral for borrowings

Main cash outflows from investing activities include:

- i) investment in investment properties (ALERO projects) of \$7.3 million;
- ii) purchase of investments of \$17.7 million, of which \$12.6 million pertained to the Group's Hong Kong property projects and \$5.1 million pertained to small residential property projects (ALERO projects);
- iii) cash outflow of \$10.9 million as a result of deconsolidation, including \$10.0 million from deconsolidation of Uni-Asia Hotels Limited group;
- iv) payment of hotel lease deposit of \$1.3 million; and
- v) increase in property, plant and equipment of \$2.1 million due mainly to capitalisation of drydocking expenses.

[C] Cash flows used in financing activities were \$25.2 million in FY2020.

Main cash outflows from financing activities include:

- i) repayments of borrowings of \$49.1 million offset by proceeds from borrowings of \$47.0 million;
- ii) interest and other finance cost paid of \$4.6 million;
- iii) fixed lease payments classified as lease principal paid (amounting to \$14.4 million) and lease interest paid (amounting to \$2.9 million); and
- iv) final dividend of \$1.2 million for FY2019 approved in AGM was paid in 2Q2020.

1 (d) (i) A statement for the group and the issuer showing either (i) all changes in equity or (ii) changes in equity other than those arising from capitalization issues and distributions to shareholders, together with a comparative statement for the corresponding period of the immediately preceding financial year.

Group: Uni-Asia Group Limited	Share capital US\$'000	Retained earnings US\$'000	Hedging reserve US\$'000	Exchange reserve US\$'000	Capital Reserve US\$'000	Total equity attributable to owners of the parent US\$'000	Non-controlling interests US\$'000	Total equity US\$'000
At 1 January 2019	109,276	18,667	695	1,498	(2,899)	127,237	6,095	133,332
Adjustments due to first time adoption of <i>IFRS 16</i>	-	(8,707)	-	-	-	(8,707)	(32)	(8,739)
Profit for the year	-	5,848	-	-	-	5,848	757	6,605
Other comprehensive (expense)/ income	-	-	(1,182)	236	-	(946)	(112)	(1,058)
Total comprehensive income/ (expense)	-	5,848	(1,182)	236	-	4,902	645	5,547
Shares issued	3,898	-	-	-	-	3,898	-	3,898
Acquisition of additional interests in subsidiaries	-	2,103	-	-	-	2,103	(2,941)	(838)
Distribution to owners - FY2018 dividend	-	(2,693)	-	-	-	(2,693)	-	(2,693)
FY2019 interim dividend	-	(1,141)	-	-	-	(1,141)	-	(1,141)
Transfer to capital reserve	-	(22)	-	-	22	-	-	-
Payment to non-controlling interests	-	-	-	-	-	-	(3,298)	(3,298)
At 31 December 2019	113,174	14,055	(487)	1,734	(2,877)	125,599	469	126,068
At 1 January 2020	113,174	14,055	(487)	1,734	(2,877)	125,599	469	126,068
(Loss)/ profit for the year	-	(7,733)	-	-	-	(7,733)	258	(7,475)
Other comprehensive (expense)/ income	-	-	(197)	2,010	-	1,813	30	1,843
Total comprehensive (expense)/ income	-	(7,733)	(197)	2,010	-	(5,920)	288	(5,632)
Acquisition of additional interests in a subsidiary	-	-	-	-	-	-	(54)	(54)
Disposal of interests in a subsidiary	-	-	-	-	-	-	228	228
Distribution to owners - FY2019 final dividend	-	(1,224)	-	-	-	(1,224)	-	(1,224)
Transfer to capital reserve	-	(12)	-	-	21	9	-	9
Payment to non-controlling interests	-	-	-	-	-	-	(53)	(53)
At 31 December 2020	113,174	5,086	(684)	3,744	(2,856)	118,464	878	119,342

Company	Share capital US\$'000	Retained earnings US\$'000	Total equity US\$'000
At 1 January 2019	109,276	3,035	112,311
Profit for the year	-	3,269	3,269
Total comprehensive income	-	3,269	3,269
Shares issued	3,898	-	3,898
Distribution to owners – FY2018 dividend	-	(2,693)	(2,693)
Distribution to owners – FY2019 interim dividend	-	(1,141)	(1,141)
At 31 December 2019	113,174	2,470	115,644
At 1 January 2020	113,174	2,470	115,644
Loss for the year	-	(568)	(568)
Total comprehensive income	-	(568)	(568)
Distribution to owners – FY2019 final dividend	-	(1,224)	(1,224)
At 31 December 2020	113,174	678	113,852

- 1 (d) (ii) **Details of any changes in the company's share capital arising from rights issue, bonus issue, subdivision, consolidation, share buy-backs, exercise of share options or warrants, conversion of other issues of equity securities, issue of shares for cash or as consideration for acquisition or for any other purpose since the end of the previous period reported on. State the number of shares that may be issued on conversion of all the outstanding convertibles, if any, against the total number of issued shares excluding treasury shares and subsidiary holdings of the issuer, as at the end of the current financial period reported on and as at the end of the corresponding period of the immediately preceding financial year. State also the number of shares held as treasury shares and the number of subsidiary holdings, if any, and the percentage of the aggregate number of treasury shares and subsidiary holdings held against the total number of shares outstanding in a class that is listed as at the end of the current financial period reported on and as at the end of the corresponding period of the immediately preceding financial year.**

During the half-year ended 31 December 2020, there was no change in share capital.

The Company did not have any convertibles or treasury shares as at 31 December 2020 and 31 December 2019.

- 1 (d) (iii) **To show the total number of issued shares excluding treasury shares as at the end of the current financial period and as at the end of the immediately preceding year.**

	As at 31 December 2020	As at 31 December 2019
Total number of issued shares	78,599,987	78,599,987

- 1 (d) (iv) **A statement showing all sales, transfers, disposal, cancellation and/ or use of treasury shares as at the end of the current financial period reported on.**

Not applicable.

- 1 (d) (v) **A statement showing all sales, transfers, disposal, cancellation and/ or use of subsidiary holdings as at the end of the current financial period reported on.**

Not applicable.

- 2 **Whether the figures have been audited or reviewed and in accordance with which auditing standard or practice.**

The figures have not been audited or reviewed.

- 3 **Where the figures have been audited or reviewed, the auditors' report (including any qualifications or emphasis of a matter).**

Not applicable.

- 4 **Whether the same accounting policies and method of computation as in the issuer's most recently audited annual financial statements have been applied.**

The Group has adopted the same accounting policies and method of computation in the financial statements for the current financial period as compared with the audited financial statements for the financial year ended 31 December 2019.

- 5 **If there are any changes in the accounting policies and method of computation, including any required by an accounting standard, what has changed, as well as the reasons for, and the effect of the change.**

There are no significant changes to the accounting policies and method of computation in the financial statements for the current financial period as compared with the audited financial statements for the financial year ended 31 December 2019. The adoptions of the new or revised IFRSs that are effective for the annual period beginning 1 January 2020 do not have a significant impact on the Group's results of operations and financial position.

6 Earnings per ordinary share of the group for the current financial period reported on and the corresponding period of the immediately preceding financial year, after deducting any provision for preference dividends.

	2H		FY	
	2020	2019	2020	2019
Weighted average number of ordinary shares in issue ('000)	78,600	78,600	78,600	76,528
<u>Continuing Operations</u>				
(i) (Loss)/ profit from continuing operations attributable to owners of the parent (US\$'000)	(3,906)	244	(14,049)	8,126
(Loss)/ earnings per share (US cents per share) from continuing operations - basic and diluted	(4.97)	0.31	(17.87)	10.62
<u>Discontinued Operation</u>				
(ii) (Loss)/ profit from discontinued operation attributable to owners of the parent (US\$'000)	-	(843)	6,316	(2,278)
(Loss)/ earnings per share (US cents per share) from discontinued operation - basic and diluted	-	(1.07)	8.04	(2.98)
<u>Total</u>				
(iii) (Loss)/ profit attributable to owners of the parent (US\$'000)	(3,906)	(599)	(7,733)	5,848
(Loss)/ earnings per share (US cents per share) - basic and diluted	(4.97)	(0.76)	(9.84)	7.64

7 Net asset value for the group per ordinary share based on the total number of issued shares excluding treasury shares of the issuer at the end of the:

- (a) current financial period reported on; and
(b) immediately preceding financial year.

	31 December 2020	31 December 2019
Net asset value per ordinary share based on issued share capital (in US\$)	1.52	1.60

8 A review of the group performance, to the extent necessary for a reasonable understanding of the group's business. It must include discussion of any significant factors that affected the turnover, costs, and earnings for the current financial period report on, including (where applicable) seasonal or cyclical factors; and any material factors that affected the cash flow, working capital, assets or liabilities of the group during current financial period reported on:

Review of Income Statement

Total Income

Following the deconsolidation of Uni-Asia Hotels Limited group, the net results of Uni-Asia Hotels Limited group is considered results from discontinued operation and is reported as a separate line item in the income statement. Accordingly, the hotel income from hotel operations pre-deconsolidation is not included as part of the Group's total income. The income statement for FY2019 was restated in accordance with the requirements of *IFRS 5* on accounting for discontinued operations. Total income of the Group excluding hotel operations was \$45.9 million for FY2020 and \$54.5 million for restated FY2019. Changes in major components of total income, including charter income, fee income and investment returns are explained below.

- (i) Charter Income

The COVID-19 pandemic had severely impacted shipping market globally especially due to strict lock-down measures imposed by many countries. The Group's ships under short-term spot charter rates as

well as ships which charters were due for renewal were badly affected especially for 1H2020, when the Group's charter income decreased by 25% from \$18.2 million in pre-pandemic 1H2019 to \$13.7 million in 1H2020. In addition, the Group, like all other ship owners globally, had to overcome operational challenges including crew change, crew health issues, delay in drydocking, amongst others. Some of these issues not only caused tremendous strain on the Group's ship management team and crew onboard, but also resulted in unbudgeted off-hire of the Group's ships. Notwithstanding these challenges, the Group was able to record \$16.7 million charter income for 2H2020. Although this was a decrease of 9% from pre-pandemic 2H2019 charter income of \$18.3 million, the charter income for 2H2020 was a 21% increase from \$13.7 million recorded in 1H2020. For the full year, charter income was \$30.4 million, a decrease of 17% from pre-pandemic FY2019 charter income of \$36.5 million.

(ii) Fee Income

Breakdown of Fee Income:	2H			FY		
	2020 US\$'000	2019 US\$'000	% Change	2020 US\$'000	2019 US\$'000	% Change
Asset management and administration fee	1,849	1,545	20%	3,517	3,175	11%
Arrangement and agency fee	710	1,561	(55%)	2,463	2,799	(12%)
Brokerage commission	278	308	(10%)	1,489	1,264	18%
Incentive fee	106	63	68%	302	552	(45%)
	2,943	3,477	(15%)	7,771	7,790	(0%)

Despite the challenges faced by the Group due to the COVID-19 pandemic, the Group was able to generate similar level of fee income for FY2020 of \$7.8 million compared to pre-pandemic FY2019. Recurring asset management and administration fee income earned in FY2020 increased 11% from FY2019 as the Group's property asset management subsidiary, Uni-Asia Capital (Japan) Limited ("UACJ") expanded its spectrum of assets under management. Arrangement and agency fee for FY2020 decreased by 12% as the Group's clients adopted a more conservative wait-and-see approach towards closing finance arrangement deals. On the other hand, more brokerage deals were closed in FY2020 compared to pre-pandemic FY2019 resulting in an increase of 18% of brokerage commission. Incentive fees decreased due to fewer disposal of assets under management in FY2020.

(iii) Investment Returns

Breakdown of Investment Returns:	2H			FY		
	2020 US\$'000	2019 US\$'000	% Change	2020 US\$'000	2019 US\$'000	% Change
Realised gain on investment properties	1,321	673	96%	2,724	1,319	107%
Realised gain/ (loss) on investments						
- shipping	76	67	13%	152	509	(70%)
- commercial office building	-	6,181	(100%)	(31)	6,181	(101%)
- small residential property developments	424	-	N/M	516	125	N/M
- listed shares	-	-	N/M	15	26	(42%)
Property rental income	477	252	89%	722	586	23%
Fair value adjustment on investments						
- shipping	-	(618)	(100%)	(224)	(618)	(64%)
- commercial office/ industrial building	1,670	(4,255)	(139%)	2,541	(53)	N/M
- small residential property developments	(259)	536	(148%)	(225)	496	(145%)
- distressed asset	-	100	(100%)	-	100	(100%)
- listed shares	238	153	56%	(124)	114	N/M
Net (loss)/ gain on derivative financial instruments	-	(9)	(100%)	87	(9)	N/M
	3,947	3,080	28%	6,153	8,776	(30%)

Investment returns for FY2020 was a gain of \$6.2 million compared to \$8.8 million for pre-pandemic FY2019.

Some significant investment returns figures for FY2020 include:

- (i) realised gain of \$2.7 million from investment property investments (ALERO projects); and
- (ii) fair valuation gain of \$2.5 million from the Group's Hong Kong property projects.

(iv) Other Income

Other income increased by 117% from \$0.4 million in FY2019 to \$0.9 million in FY2020 mainly due to COVID-19 related government subsidies/grants received in FY2020.

Total Operating Expenses

Employee benefits expenses decreased by 13% and vessel operating expenses decreased by 3% for FY2020 compared to restated pre-pandemic FY2019 as the Group tightens cost control.

Amortisation and depreciation increased by 1% due to increase in property, plant and equipment arising from capitalised drydocking expenses. Depreciation of right-of-use assets increased by 12% as office leases that were renewed in 2020 were subjected to *IFRS 16 Leases* in 2020 but out-of-scope in 2019.

As a result of severe deterioration in the ships' value-in-use caused by COVID-19 pandemic in early 2020, the Group recorded \$7.9 million of impairment for ship investments under property, plant and equipment in 1H2020. The Group also recognised \$1.1 million impairment of loan receivable from a ship investment due to the pandemic in 1H2020. With improving shipping market conditions in 2H2020, the Group has made slight upward adjustments to the charter assumptions for assessing the "value-in-use" of ship investments under the Group's Property, Plant and Equipment for 31 December 2020. While the slight upward adjustments of daily charter rates assumptions imply no additional impairment of Property, Plant and Equipment was booked for 2H2020, the impairment loss of \$7.9 million provided for in 1H2020 will not be reversed in 2H2020 as the ship asset values as at 31 December 2020, after factoring in the impairment taken in 1H2020, are still reflective of the uncertain and volatile business conditions facing the Group's ship owning and chartering business.

In 2H2020, \$3.7 million impairment of loans to deconsolidated Uni-Asia Hotels group was made due to further deterioration of the hotel operating business post-2020 as COVID-19 situation in Japan worsen, reversing the recovery made in 2H2020. Balance of loans to Uni-Asia Hotels group is nil after this impairment.

The aforementioned impairments in FY2020, as well as the absence in FY2020 of a gain of \$4.3 million from disposal of a hotel under property, plant and equipment recorded in the operating expenses in FY2019, resulted in a 44% increase in operating expenses from \$37.1 million in FY2019 to \$53.4 million in FY2020.

Operating Loss

Operating loss of the Group was \$7.4 million for FY2020 compared to restated pre-pandemic FY2019 profit of \$17.5 million.

Finance costs and other costs

Interest on borrowings was \$4.0 million for FY2020, a 24% decrease from FY2019 as the Group pared down borrowings in FY2020.

Allocation to Tokumei Kumiai investors reduced by 78% for FY2020 as there were no significant project co-invest with Tokumei Kumiai investors that was disposed in FY2020 requiring sharing of significant profits.

Net Loss After Tax From Continuing Operations

The Group's net loss after tax from continuing operations was \$13.6 million for FY2020 compared to a net profit of \$8.9 million for restated pre-pandemic FY2019.

Net Gain After Tax From Discontinued Operation

Loss from discontinued operation, net of tax was \$18.3 million for FY2020 compared to net loss after tax of \$2.3 million for restated pre-pandemic FY2019. The increase in net loss of the deconsolidated Uni-Asia Hotels Limited group was due to the hospitality industry in Japan being severely crippled by COVID-19 pandemic, depressing both occupancy rates and average daily rates of all hotels. Following the deconsolidation, a gain from deconsolidation of \$24.4 million was recognised. As a result, a net gain of \$6.1 million was recognised from discontinued operation for FY2020.

Net Loss After Tax

Loss for FY2020 for the Group after factoring in the above was \$7.5 million, compared to a profit of \$6.6 million for pre-COVID-19 pandemic FY2019.

9 Where a forecast, or a prospect statement, has been previously disclosed to shareholders, and variance between it and the actual results.

Not applicable. The Group has not provided a forecast.

10 A commentary at the date of the announcement of the significant trends and competitive conditions of the industry in which the group operates and any known factors or events that may affect the group in the next reporting period and the next 12 months.

Dry Bulk

According to Clarksons Research “Dry Bulk Trade Outlook” January 2021 issue, the dry bulk market could see an improvement in 2021 although uncertainty remains high and volatility could be expected. From the supply side, bulker orderbook is at a record low of 6% of fleet capacity, and is projected to grow by around 2.6% in 2021. Any decline in operating speeds could also help to reduce capacity. On the demand side, following a challenging COVID-19 impacted 2020, a 4% (vs aforementioned 2.6% supply growth) rebound in bulker demand for 2021 is projected. 2H2020 had already seen an improvement in the performance of dry bulk market due to factors such as increase in Chinese dry bulk imports from the Atlantic and port congestion.

Hong Kong Property

While the Hong Kong office and industrial property market had generally softened in 2020 compared to 2019 due to COVID-19 pandemic and geopolitical factors, the fundamentals of Hong Kong economy in the long run are still strong, and Hong Kong still has very healthy foreign currency reserve assets figures according to Hong Kong Monetary Authority’s website. Due to the pandemic, many sellers and buyers are cautious about entering into transactions during this period of uncertainties, and current transactional figures may not reflect the true market appetite for Hong Kong commercial/industrial properties. Notwithstanding, preparation is underway to launch pre-sale of the Group’s 4th and 5th project so as to take advantage of any possible window of opportunity that may arise in the near term.

Japan Property

The Group’s small residential property projects – “ALERO” series business segment, as well as the Group’s other property businesses in Japan including property asset management business, are doing well amid the pandemic. The Group’s portfolio of property assets under management including residential and healthcare facility assets had increased in 2020. Notwithstanding the pandemic, the Group will continue to expand property asset management business in Japan and look for suitable property investment opportunities to lift the overall returns of the Group for 2021.

Summary

Being an investment and asset management company of diversified assets, the Group has more strategic options as well as the resiliency of varied income source to help cushion the impact of this pandemic. The Group is managing its liquidity cautiously while seeking new opportunities during the pandemic to grow the Group’s business.

11 Dividend

The Directors are pleased to announce that a final dividend of 1.0 Singapore cent per share has been recommended for the year ended 31 December 2020. The recommended dividend takes into consideration the Group’s FY2020’s performance, cash position, positive cash flow generated from operations, and projected capital requirements, amongst others. Payment of the final dividend is subject to the approval of the shareholders of the Company at the forthcoming Annual General Meeting.

(a) Current Financial Period Reported On

Any dividend declared for the current financial period reported on?

Yes. For FY2020:

Name of Dividend	Final tax exempt (one-tier)
Dividend Type	Cash
Dividend Per Share	1 Singapore cent per ordinary share
Total Dividend	S\$786,000

These financial statements do not reflect the final dividend, which will be accounted for in shareholder’s equity as an appropriation of retained earnings in the financial year ending 31 December 2021.

(b) Corresponding period of the Immediately Preceding Financial Year

Any dividend declared for the corresponding period of the immediately preceding financial year?

Yes.

For FY2019:

Name of Dividend	Interim tax exempt (one-tier)	Final tax exempt (one-tier)	Total
Dividend Type	Cash	Cash	Cash
Dividend Per Share	2.0 Singapore cents per ordinary share	2.2 Singapore cents per ordinary share	4.2 Singapore cents per ordinary share
Total Dividend	S\$1.57 million	S\$1.73 million	S\$3.30 million

(c) The date the dividend is payable.

31 May 2021

(d) The date on which Registrable Transfers received by the company (up to 5.00 pm) will be registered before entitlements to the dividend are determined.

Up to 5.00 pm on 20 May 2021

12 If no dividend has been declared/ recommended, a statement to that effect.

Not applicable.

13 If the Group has obtained a general mandate from shareholders for IPTs, the aggregate value of such transactions as required under Rule 920(1)(a)(ii). If no IPT mandate has been obtained, a statement to that effect.

Name of Interested Person	Aggregate value of all interested person transactions conducted under the Shareholders' Mandate (excluding transactions less than S\$100,000) pursuant to Rule 920 US\$'000
Yamasa Co., Ltd (and its associates)	2,251.2

14 Confirmation that the issuer has procured undertakings from all its directors and executive officers (in the format set out in Appendix 7.7) under Rule 720(1).

The Company confirms that the undertakings under Rule 720(1) of the Listing Manual have been obtained from all its directors and executive officers in the format set out in Appendix 7.7.

15 Segmented revenue and results for business or geographical segments (of the group) in the form presented in the issuer's most recently audited annual financial statements, with comparative information for the immediately preceding year.

Business segments

In 2020, the results of the 3 wholly owned ship subsidiaries previously grouped under Maritime Asset Management ("MAM") are now grouped together with Uni-Asia Shipping ("UAS") business segment. Thereafter, UAS business segment is renamed "Ship Owning and Chartering". There is no change in other operating business segments. Following this re-grouping, the corresponding segment information of 2019 for Ship Owning and Chartering and MAM were restated.

The segment results for year ended 31 December 2020 and 31 December 2019 are as follows:

	Continuing Operations								Discontinued Operation	Total US\$'000
	Shipping			Property		HQ US\$'000	Eliminations US\$'000	Sub-total US\$'000	Hotel Operation US\$'000	
	Ship Owning and Chartering US\$'000	MAM US\$'000	Maritime Services US\$'000	Property Investment (ex-Japan) US\$'000	Property Investment (in-Japan) US\$'000					
Year ended 31 December 2020:										
Total income										
External customers	31,384	2,156	1,143	3,246	6,931	333	-	45,193	41,746	86,939
Interest income	17	133	5	92	436	67	-	750	-	750
Inter-segment	-	471	836	-	169	-	(1,476)	-	-	-
	31,401	2,760	1,984	3,338	7,536	400	(1,476)	45,943	41,746	87,689
Results										
Amortisation and depreciation	(10,377)	-	(6)	-	(55)	(12)	13	(10,437)	(82)	(10,519)
Depreciation of right-of-use assets	(828)	-	-	-	(82)	(572)	-	(1,482)	(13,285)	(14,767)
Impairment of property, plant and equipment	(7,920)	-	-	-	-	-	-	(7,920)	-	(7,920)
Impairment of loans receivable	-	(1,050)	-	-	-	(3,723)	-	(4,773)	-	(4,773)
Finance costs – interest expense	(3,766)	(14)	-	-	(277)	(229)	322	(3,964)	(105)	(4,069)
Finance costs - lease interest	(342)	-	-	-	(6)	(33)	-	(381)	(2,907)	(3,288)
Finance costs – others	(95)	-	-	-	(48)	(2)	2	(143)	(28)	(171)
Share of results of associates	-	-	-	-	(5)	-	-	(5)	-	(5)
Allocation to Tokumei Kumiai investors	-	-	-	-	(398)	-	-	(398)	-	(398)
(Loss)/ profit before tax	(11,225)	329	500	2,273	3,006	(7,227)	5	(12,339)	6,183	(6,156)
Other segment item is as follows:										
Capital expenditure	2,499	-	6	-	13,623	9	-	16,137	21	16,158
Investment in associate	-	-	-	-	23	-	-	23	-	23
Year ended 31 December 2019:										
Total income										
External customers	37,493	2,289	1,290	6,835	5,582	37	-	53,526	81,434	134,960
Interest income	133	103	26	150	482	158	-	1,052	-	1,052
Inter-segment	-	459	1,116	-	286	-	(1,894)	(33)	33	-
	37,626	2,851	2,432	6,985	6,350	195	(1,894)	54,545	81,467	136,012
Results										
Amortisation and depreciation	(10,224)	(1)	(5)	(1)	(112)	(24)	13	(10,354)	(154)	(10,508)
Depreciation of right-of-use assets	(828)	-	-	-	80	(572)	-	(1,320)	(20,618)	(21,938)
Finance costs – interest expense	(4,717)	-	-	-	(336)	(412)	242	(5,223)	(91)	(5,314)
Finance costs - lease interest	(440)	-	-	-	(3)	(56)	-	(499)	(4,240)	(4,739)
Finance costs – others	(133)	-	-	-	(174)	(2)	42	(267)	(52)	(319)
Share of results of associates	-	-	-	-	(5)	-	-	(5)	-	(5)
Allocation to Tokumei Kumiai investors	-	-	-	-	(1,794)	-	-	(1,794)	-	(1,794)
Profit/ (loss) before tax	1,495	1,477	590	5,803	4,931	(4,657)	45	9,684	(2,208)	7,476
Other segment item is as follows:										
Capital expenditure	1,944	-	8	-	7,785	6	-	9,743	505	10,248

Legend:

Ship Owning and Chartering:	The Group's ship owning and chartering business
MAM:	Maritime Asset Management – the Group's ship investment/asset management as well as finance arrangement business
Maritime Services:	The Group's ship commercial/technical management business, as well as ship related brokerage service business
Property Investment (ex-Japan):	The Group's ex-Japan property investment/asset management and related business
Property Investment (in-Japan):	The Group's property investment/asset management and related business in Japan
HQ:	Headquarter expenses

The segment assets and liabilities are as follows:

	Shipping			Property and Hotels			HQ US\$'000	Eliminations US\$'000	Total US\$'000
	Ship Owning and Chartering US\$'000	MAM US\$'000	Maritime Services US\$'000	Property Investment (ex-Japan) US\$'000	Property Investment (in-Japan) US\$'000	Hotel Operation US\$'000			
Year ended 31 December 2020:									
Segment assets									
Total assets	167,113	2,409	1,992	32,330	39,582	-	6,304	(262)	249,468
Segment liabilities									
Total liabilities	124,282	32	403	5,324	13,377	-	5,237	(18,529)	130,126
Year ended 31 December 2019:									
Segment assets									
Total assets	187,943	5,371	2,126	30,648	40,950	315,202	14,943	(3,105)	594,078
Segment liabilities									
Total liabilities	127,454	1,671	656	4,797	18,456	318,530	11,358	(14,912)	468,010

- 16 In the review of performance, the factors leading to any material changes in contributions to turnover and earnings by the business or geographical segments.**

For review of performance, please refer to Note 8.

- 17 A breakdown of sales as follows:-**

	2020 US\$'000	Restated 2019 US\$'000	% Change
Total income reported for first half year ¹	21,559	28,831	(25%)
(Loss)/ profit after tax for first half year ²	(3,905)	6,751	(158%)
Total income reported for second half year ¹	24,384	25,714	(5%)
Loss after tax for second half year ²	(3,570)	(146)	N/M

Note:

(1) Total income excludes income from discontinued operations.

(2) Profit/ (loss) after tax includes both profit/ (loss) from continued and discontinued operations.

- 18 A breakdown of the total annual dividend (in dollar value) for the issuer's latest full year and its previous full year as follows:-**

Please refer to Note 11(a) and (b).

- 19 Disclosure of person occupying a managerial position in the issuer or any of its principal subsidiaries who is a relative of a director or chief executive officer or substantial shareholder of the issuer pursuant to Rule 704(13). If there are no such persons, the issuer must make an appropriate negative statement.**

There is no person occupying a managerial position in the Company or any of its principal subsidiaries who is a relative of a director or chief executive officer or substantial shareholder of the Company pursuant to Rule 704(13).

BY THE ORDER OF THE BOARD

Michio Tanamoto
Executive Chairman
1 March 2021