TRANSFORMING ENERGY

A Greener Future with No Compromise

2024
SUSTAINABILITY & FINANCIAL REPORT APPENDIX

THIS APPENDIX IS AN INTEGRAL PART OF VENA GROUP'S SUSTAINABILITY AND FINANCIAL REPORT 2024

APPENDIX A: SUPPLEMENTARY FINANCIAL INFORMATION

The non-IFRS financial and other operating data set out in "Key Non-IFRS Financial Data" section which has been derived from the Combined Financial Statements and the Audited Financial Statements[1] of Vena Global Group Pte. Ltd. (formerly known as "Vena Energy Holdings Pte. Ltd."), Vena Energy Taiwan Holdings Pte. Ltd. and Zenith Japan Holdings Trust (each a "**Vena Entity**" and together, the "**Vena Entities**") for the financial year ended 31 December 2024, and management schedules, where applicable, are supplemental financial measures and are not presented in accordance with International Financial Reporting Standards ("**IFRS**") or generally accepted accounting principles in other countries, including the United States. Accordingly, these data should not be considered in isolation from, or as a substitute for, the analysis of the financial condition or results of operations of Vena Group, as reported under IFRS.

The following non-IFRS financial data, namely Proportionate Revenue, Proportionate EBITDA, Proportionate EBITDA Margin, Corporate Net Debt, Funds from Operational Assets ("**FFOA**") and Corporate Net Debt to FFOA, as well as other operating data, are presented below as Vena Group believes they are useful supplements to its financial data presented under IFRS, as measures of Vena Group's financial and operating performance as well as measures of its assets' ability to generate cash from operations. In particular, as assets located in the Philippines are defined as associates under IFRS, among other things, revenues from and project finance debt of these renewable energy generation assets are not consolidated but are instead accounted for using the equity method of accounting under "Share of net profit/(loss) of equity-accounted investees" in the Combined Financial Statements. Accordingly, the Combined Financial Statements does not reflect the revenue and debt of these equity-accounted investees, which are however included in the non-IFRS financial and other operating data.

The following non-IFRS financial and other operating data should be read in conjunction with the Combined Financial Statements and the Audited Financial Statements included in Appendix B.

Key Non-IFRS Financial Data (USD in millions except margin data)

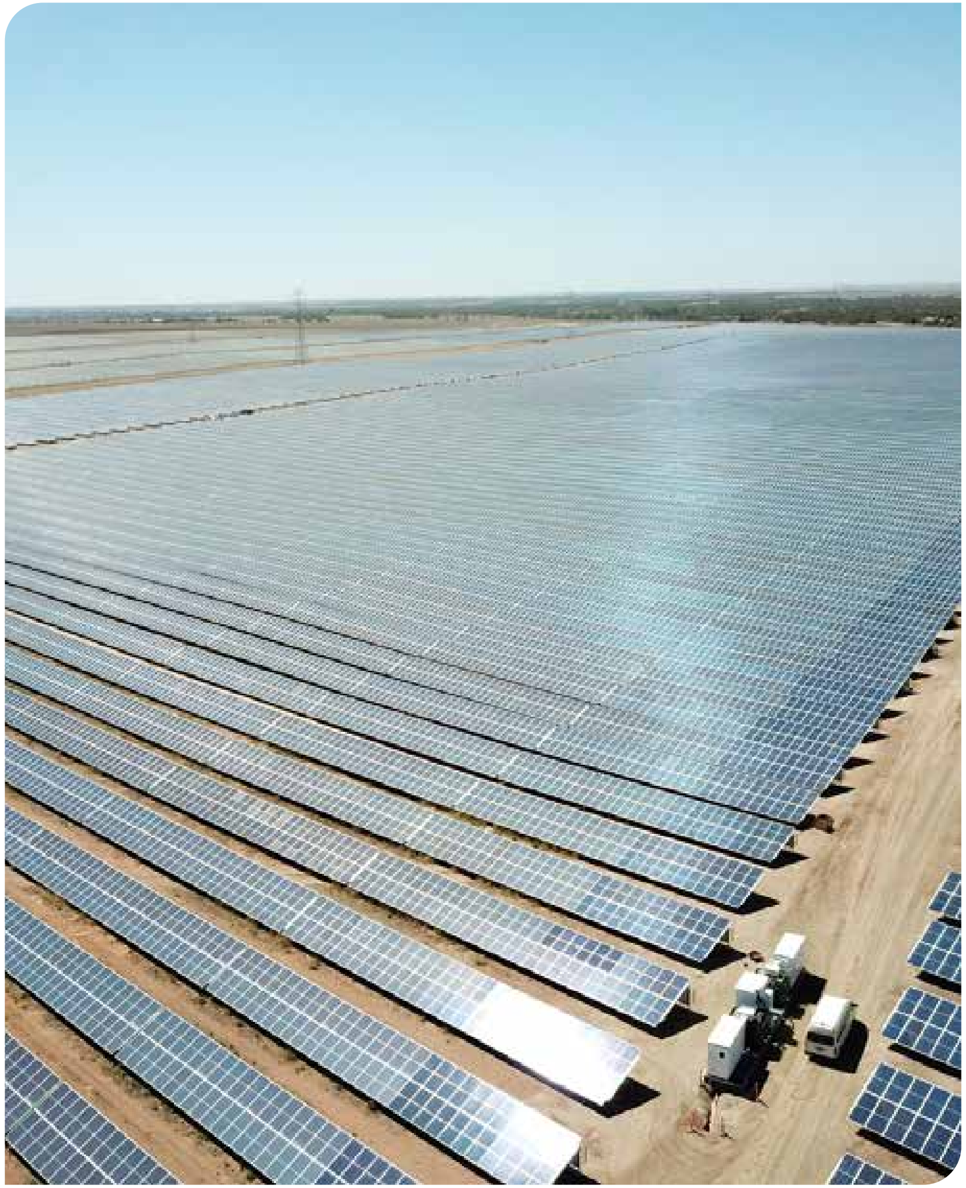
	31 Dec 2024	**31 Dec 2023**
Proportionate Revenue[(a)]	537.3	582.7
Proportionate EBITDA[(b)]	350.7	389.8
Corporate Net Debt[(c)]	267.0	340.0
Funds from Operational Assets ("**FFOA**")[(d)]	149.6	189.7
Corporate Net Debt to FFOA[(e)]	1.8x	1.8x

[1] "**Audited Financial Statements**" is defined as the consolidated financial statements of Vena Global Group Pte. Ltd. (formerly known as "Vena Energy Holdings Pte. Ltd.") and its subsidiaries, consolidated financial statements of Vena Energy Taiwan Holdings Pte. Ltd. and its subsidiaries and consolidated financial statements of Zenith Japan Holdings Trust and its subsidiaries for the financial year ended 31 December 2024. The Audited Financial Statements for the financial year ended 31 December 2024 were prepared in accordance with Singapore Financial Reporting Standards (International) and/or International Financial Reporting Standards and audited by an independent auditor in accordance with the Singapore Standards on Auditing.
(a) Proportionate Revenue is a non-IFRS financial measure and represents total income plus proportionate total income from equity-accounted investees less total income attributable to non-controlling interests
(b) Proportionate EBITDA is a non-IFRS financial measure and represents Adjusted EBITDA less Adjusted EBITDA of non-controlling interest and share of results of equity-accounted investees, and plus EBITDA of equity-accounted investees. Adjusted EBITDA is a non-IFRS financial measure and represents operating profits before development costs, depreciation and amortisation expense, net finance costs, tax expense and other exceptional items (as itemised in the 'Reconciliation of Profit for the Period to Adjusted EBITDA and Proportionate EBITDA' table).
(c) Corporate Net Debt is a non-IFRS financial measure and represents the aggregate third party debt of Vena Entities on an unconsolidated or standalone basis less the aggregated cash & cash equivalents of Vena Entities on an unconsolidated or standalone basis.
(d) FFOA is presented as last twelve months ended the relevant period.
(e) Corporate Net Debt to FFOA is a non-IFRS financial measure and represents an indicator of the ability of the Vena Entities to cover their outstanding Corporate Net Debt from the funds generated by the Operational Assets. Corporate Net Debt to FFOA is calculated by dividing Corporate Net Debt over FFOA.

Reconciliation of Combined Financial Results to Proportionate Financial Results

Reconciliation of Gross Revenue to Proportionate Revenue (USD in millions)		
	31 Dec 2024	**31 Dec 2023**
Revenue	457.3	492.7
Gain on disposal of investment	4.1	-
Other Income	49.5	37.8
Total Income	**510.9**	**530.5**
Less: Total income attributable to non-controlling interest	(34.8)	(32.6)
Add: Total income of equity-accounted investees	61.2	84.8
Proportionate Revenue	**537.3**	**582.7**

Reconciliation of (Loss)/Profit for the Year to Adjusted EBITDA and Proportionate EBITDA (USD in millions)		
	31 Dec 2024	**31 Dec 2023**
(Loss)/profit for the year	**(7.7)**	**17.5**
Add: Development costs	3.6	2.1
Add: Depreciation and amortisation expense	210.5	199.2
Add: Net finance costs	72.7	88.7
Add: Impairment loss recognised on financial assets	0.7	3.5
Add: Loss on disposals or write-off of property, plant and equipment	1.9	0.5
Add: Write-off project costs	4.3	4.4
Less: Share of net profit of equity-accounted investees, net of tax	16.1	7.2
Add: Tax expense	30.6	23.6
Adjusted EBITDA	**332.7**	**346.6**
Less: Total income attributable to non-controlling interest	(27.8)	(28.3)
Add: Total income of equity-accounted investees	45.8	71.5
Proportionate EBITDA	**350.7**	**389.8**



Funds from Operational Assets

The following tables present the Funds from Operational Assets of Vena Group for FY2024 and FY2023. Funds from Operational Assets represents an indicator of recurring funds generated by the Operational Assets that can be used for servicing the corporate net debt, committed and discretionary capital expenditure, development costs and working capital. "Operational Asset" means a subsidiary or equity-accounted investee of Vena Group which holds the legal and economic interest in a renewable generation or storage facility that is commissioned and capable of generating and selling electricity.

Funds from Operational Assets is a non-IFRS financial measure and represents proportionate results from Operational Assets attributable to Vena Group plus cash flows received from proportionate interest income and after deducting cash flows to (a) repay any proportionate scheduled principal amounts under any debt or financing arrangement of the Operational Assets, (b) pay any proportionate interest or any other financing expense on any debt or financing arrangement of the Operational Assets, (c) pay any proportionate obligations in connection with the hedging arrangements for the debt or financing arrangement, (d) pay any lease liabilities obligations and (e) pay any proportionate corporate income taxes.

In compiling the Funds from Operational Assets, selected items of income, expenses and cash flows of each Operational Asset within the same jurisdiction were aggregated and presented in the following tables.

(USD in millions except margin data)	Japan	India	Southeast Asia	North Asia & Australia	Total
Year ended 31 December 2024					
Revenue	**224.9**	**82.6**	**130.9**	**127.8**	**566.2**
Less: Operating Expenses					
- Operation and maintenance costs	(18.9)	(10.7)	(8.5)	(9.3)	(47.3)
- Asset management & shared service fees	(4.6)	(3.0)	(5.8)	(8.1)	(21.5)
- Business related taxes	(14.4)	(0.1)	(3.8)	(1.1)	(19.4)
- Land rent and occupancy costs	(0.2)	(0.1)	(0.5)	(0.1)	(0.9)
- General and administrative expenses	(13.2)	(6.3)	(11.4)	(17.4)	(48.3)
Results from Operating Assets[f]	**173.6**	**62.5**	**100.9**	**91.8**	**428.8**
Less: Share of economic interest attributable to other shareholders[g]	(29.8)	-	(8.4)	-	(38.2)
Proportionate results from Operational Assets	**143.8**	**62.5**	**92.5**	**91.8**	**390.6**
Add: Interest income received[h]	0.1	6.5	1.7	1.2	9.5
Less: Debt service[i] and tax payments	(75.9)	(58.3)	(51.2)	(65.1)	(250.5)
Funds from Operational Assets[j]	**68.0**	**10.7**	**43.0**	**27.9**	**149.6**

[f] "Results from Operational Assets" is defined as revenue (which includes other income) less operating expenses but excludes depreciation and amortisation expense, finance income, finance costs, change in fair value of financial derivatives, net foreign exchange gain or loss, impairment loss, gain/(loss) on disposal of property, plant and equipment and tax expense of all Operational Assets.
[g] Share of economic interest attributable to other shareholder represents the results from Operational Assets attributable to the other equity holder(s) who is unrelated to Vena Group based on its effective economic interest in the relevant subsidiaries or associates of Vena Group.
[h] Interest income received represents the Vena Entities' proportionate economic share of cash received by the Operational Assets from interest income. Such interest income comprises mainly interest income from bank deposits.
[i] Debt service payments represents the Vena Entities' proportionate economic share of cash paid by the Operational Assets for interest expense of project finance debt, any obligations in connection with the hedging arrangements related to project finance debt, repayment of scheduled amortisation of project finance debt and payment of any lease obligations. Cash paid in connection with prepayment of project finance debt for refinancing purposes and one-off transaction costs related to project finance debt are excluded.
[j] Funds from Operational Assets has been compiled based on the group reporting package of each Operational Asset (as defined above) used for the purposes of preparing the Interim Financial Statements, or management schedules, where applicable. Funds from Operational Assets excludes the following major cash flow items: (1) changes in working capital, (2) cash prepayment of project finance debt which was refinanced or restructured, (3) proceeds from drawdown of project finance debt, (4) transaction costs related to project finance debt and (5) contribution from and distribution to equity holders.

(USD in millions except margin data)	Japan	India	Southeast Asia	North Asia & Australia	Total
Year ended 31 December 2023					
Revenue	**240.1**	**94.8**	**130.9**	**127.9**	**612.3**
Less: Operating Expenses					
- Operation and maintenance costs	(16.6)	(9.4)	(8.2)	(6.3)	(40.5)
- Asset management & shared service fees	(5.4)	(3.4)	(5.8)	(7.0)	(21.6)
- Business related taxes	(13.3)	(0.1)	(3.3)	(1.6)	(18.4)
- Land rent and occupancy costs	(0.3)	(0.1)	(0.4)	(0.2)	(1.0)
- General and administrative expenses	(11.7)	(5.8)	(17.8)	(21.3)	(56.6)
Results from Operating Assets	**192.8**	**76.0**	**125.1**	**80.3**	**474.2**
Less: Share of economic interest attributable to other shareholders	(24.1)	-	(16.4)	-	(40.5)
Proportionate results from Operational Assets	**168.7**	**76.0**	**108.7**	**80.3**	**433.7**
Add: Interest income received	0.7	4.8	1.7	0.8	8.0
Less: Debt service and tax payments	(79.2)	(58.9)	(57.6)	(56.3)	(252.0)
Funds from Operational Assets	**90.2**	**21.9**	**52.8**	**24.8**	**189.7**

APPENDIX B: FY2024 FINANCIAL STATEMENTS

The Combined Financial Statements (as defined herein) included in this document has been prepared in order to present the (a) combined statements of profit or loss of Vena Entities for the year ended 31 December 2024, (b) combined statements of comprehensive income of Vena Entities for the year ended 31 December 2024, (b) combined statements of financial position of Vena Entities as at 31 December 2024, and (c) combined statements of cash flows of Vena Entities for the year ended 31 December 2024 (together with the notes comprising a summary of significant accounting policies and other explanatory information, the "Combined Financial Statements").

The Combined Financial Statements has been prepared to fulfil our obligations under paragraph 5(b) under the "Terms and Conditions of the Notes" pursuant to our US$1,000,000,000 Guaranteed Euro Medium Term Note Programme and our obligations under Rule 323 of the Listing Manual of the Singapore Exchange Securities Trading Limited

The Combined Financial Statements is intended to supplement, and should be read in conjunction with, the consolidated financial statements of Vena Global Group Pte. Ltd. (formally known as "Vena Energy Holdings Pte. Ltd.") and its subsidiaries, consolidated financial statements of Vena Energy Taiwan Holdings Pte. Ltd. and its subsidiaries and the consolidated financial statements of Zenith Japan Holdings Trust and its subsidiaries for the year ended 31 December 2024, which were prepared in accordance with Singapore Financial Reporting Standards (International) and/or International Financial Reporting Standards and included in this document. Readers of the Combined Financial Statements who are not familiar with Singapore Financial Reporting Standards (International) and/or International Financial Reporting Standards are urged to consult with their own professional advisers. The Combined Financial Statements reflects certain estimates, assumptions and judgements made by Vena Group. These estimates, assumptions and judgements affect the reported amounts of assets and liabilities as of the dates presented as well as revenue and expenses reported for the periods presented. As a result, the Combined Financial Statements is not necessarily indicative of what Vena Group's actual results of operations, financial position and cash flow would have been on or as of such dates, nor does it purport to project Vena Group's results of operations, financial position or cash flows for any future period or date.

The Combined Financial Statements has been prepared for illustrative purposes only and does not represent Vena Group's actual consolidated financial condition or results of operations, and is not intended to be indicative of Vena Group's future financial condition and results of operations. The adjustments set forth in the Combined Financial Statements are based upon available information and assumptions that Vena Group's management believes to be reasonable.

Vena Global Group Pte. Ltd. and its subsidiaries
(Formerly known as Vena Energy Holdings Pte. Ltd. and its subsidiaries)

Vena Energy Taiwan Holdings Pte. Ltd. and its Subsidiaries

Zenith Japan Holdings Trust and its Subsidiaries

Combined Financial Statements
For the year ended 31 December 2024

Building a better
working world

Vena Global Group Pte. Ltd. and its subsidiaries
(Formerly known as Vena Energy Holdings Pte. Ltd. and its subsidiaries)
Vena Energy Taiwan Holdings Pte. Ltd. and its Subsidiaries
Zenith Japan Holdings Trust and its Subsidiaries

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Independent Auditor's Report
For the year ended 31 December 2024

Board of Directors of Vena Energy Pte Ltd

Report on the non-statutory combined financial statements

Opinion

We have audited the non-statutory combined financial statements of Vena Global Group Pte. Ltd. and its subsidiaries (formerly known as Vena Energy Holdings Pte. Ltd. and its subsidiaries), Vena Energy Taiwan Holdings Pte. Ltd. and its subsidiaries and Zenith Japan Holdings Trust and its subsidiaries (collectively, the "Combined Group"), which comprise the combined statement of financial position as at 31 December 2024, the combined statements of profit or loss, comprehensive income, changes in equity and cash flows for the year then ended, and notes to the combined financial statements, including material accounting policy information and other explanatory information.

In our opinion, the accompanying non-statutory combined financial statements of the Combined Group for the year ended 31 December 2024 are prepared, in all material respects, in accordance with the basis of preparation set out in Note 3 of the non-statutory combined financial statements (the "Basis of Preparation").

Basis for opinion

We conducted our audit in accordance with Singapore Standards on Auditing ("SSAs"). Our responsibilities under those standards are further described in the Auditor's responsibilities for the audit of the non-statutory combined financial statements section of our report. We are independent of the Combined Group in accordance with the Accounting and Corporate Regulatory Authority ("ACRA") Code of Professional Conduct and Ethics for Public Accountants and Accounting Entities ("ACRA Code") together with the ethical requirements that are relevant to our audit of the non-statutory combined financial statements in Singapore, and we have fulfilled our other ethical responsibilities in accordance with these requirements and the ACRA Code. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

Emphasis of matter – basis of combination, preparation and restriction on distribution and use

We draw attention to Notes 2 and 3 to the non-statutory combined financial statements, which describes the basis of combination and preparation. The non-statutory combined financial statements are used by the Board of Directors to discharge its fiduciary duties. As a result, the non-statutory combined financial statements may not be suitable for another purpose. Our report is intended solely for the Combined Group, its institutional lenders and potential bond investors, for their information only. We do not assume responsibility to anyone other than the Combined Group for our work, for our report, or for the conclusions we have reached in our report. Our opinion is not modified in respect of this matter.

Responsibilities of management and the Board of Directors for the non-statutory combined financial statements

Management is responsible for the preparation of these non-statutory combined financial statements in accordance with the Basis of Preparation, for determining the acceptability of the Basis of Preparation in the circumstances, and for such internal controls as management determines is necessary to enable the preparation of the non-statutory combined financial statements that are free from material misstatement, whether due to fraud or error.

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

The Board of Directors are responsible for overseeing the Combined Group's financial reporting process.

Auditor's responsibilities for the audit of the non-statutory combined financial statements

Our objectives are to obtain reasonable assurance about whether the non-statutory combined 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 SSAs will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these financial statements.

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

- Identify and assess the risks of material misstatement of the non-statutory combined financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations or the override of internal control.

- Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the Combined Group's internal control.

- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management.

Auditor's responsibilities for the audit of the non-statutory combined financial statements (cont'd)

- Conclude on the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Combined Group's ability to continue as a going concern. If we conclude that a material uncertainty exists, then we are required to draw attention in our auditors' report to the related disclosures in the non-statutory combined financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditors' report. However, future events or conditions may cause the Combined Group to cease to continue as a going concern.

- Plan and perform the group audit to obtain sufficient appropriate audit evidence regarding the financial information of the entities or business units within the Combined Group as a basis for forming opinion on the financial statements. We are responsible for the direction, supervision and review of the audit work performed for purposes of the group audit. We remain solely responsible for our audit opinion.

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

Ernst & Young LLP

Public Accountants and
Chartered Accountants
Singapore

15 May 2025

Vena Global Group Pte. Ltd. and its subsidiaries
(Formerly known as Vena Energy Holdings Pte. Ltd. and its subsidiaries)
Vena Energy Taiwan Holdings Pte. Ltd. and its Subsidiaries
Zenith Japan Holdings Trust and its Subsidiaries

Combined Statement of Profit or Loss
For the year ended 31 December 2024

	Note	2024 US$'000	2023 US$'000
Sale of energy		457,296	492,729
Fee income		37,199	12,932
Total revenue	5	494,495	505,661
Other income	6	16,399	24,826
Operating costs	7(a)	(84,745)	(83,736)
Other costs of operations	7(b)	(11,521)	(20,890)
Shared services costs	8	(98,228)	(79,219)
Development costs	9	(3,630)	(2,146)
Depreciation expense	15,16	(137,340)	(128,382)
Amortisation expense	17	(73,115)	(70,823)
Results from operating activities		102,315	145,291
Finance income	10	21,568	20,006
Finance costs	10	(116,374)	(110,595)
Change in fair value of financial instruments at fair value through profit or loss ("FVTPL")	11	34,337	1,728
Net foreign exchange (losses)/gains		(12,222)	204
Net finance costs		(72,691)	(88,657)
Loss on disposal of property, plant and equipment		(362)	(513)
Impairment loss recognised on financial assets, net	12	(676)	(3,500)
Write-off of project costs		(4,326)	(4,806)
Write-off of property, plant and equipment	15	(1,512)	–
Share of results of equity-accounted investees, net of tax	18	197	(7,161)
Write back of other payables		–	442
Profit before tax	13	22,945	41,096
Tax expense	14	(30,630)	(23,559)
(Loss)/profit for the year		(7,685)	17,537
(Loss)/profit attributable to:			
Owners of the Holding Companies		(15,263)	6,167
Non-controlling interests		7,578	11,370
		(7,685)	17,537

The accompanying accounting policies and explanatory notes form an integral part of the combined financial statements.

Vena Global Group Pte. Ltd. and its subsidiaries
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Vena Energy Taiwan Holdings Pte. Ltd. and its Subsidiaries
Zenith Japan Holdings Trust and its Subsidiaries

Combined Statement of Comprehensive Income
For the year ended 31 December 2024

	Note	2024 US$'000	2023 US$'000
(Loss)/profit for the year		(7,685)	17,537
Other comprehensive income ("OCI")			
Items that will not be reclassified subsequently to profit or loss			
Remeasurement of defined benefit plan		242	277
Remeasurement of defined benefit plan of equity-accounted investees	18	–	(5)
Related tax	14	(35)	(70)
Net fair value gain on equity instruments designated at fair value through other comprehensive income ("FVOCI")	33	5,775	7,105
		5,982	7,307
Items that are or may be reclassified subsequently to profit or loss			
Foreign currency translation differences		(164,264)	(107,160)
Foreign currency translation differences of equity-accounted investees	18	(18,540)	(13,520)
Effective portion of changes in fair value of cash flow hedge, net	22	12,142	(63,251)
Net change in fair value of cash flow hedge reclassified to profit or loss	22	21,256	(11,436)
Effective portion of hedge of net investment in foreign operation	22	30,019	29,155
		(119,387)	(166,212)
Other comprehensive income for the year		(113,405)	(158,905)
Total comprehensive income for the year		(121,090)	(141,368)
Total comprehensive income attributable to:			
Owners of the Holding Companies		(123,171)	(150,341)
Non-controlling interests		2,081	8,973
		(121,090)	(141,368)

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Nitin Srinivas Apte
Director, Vena Energy Pte Ltd
15 May 2025

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Rupert Charles Collinson Hall
Director, Vena Energy Pte Ltd
15 May 2025

The accompanying accounting policies and explanatory notes form an integral part of the combined financial statements.

Vena Global Group Pte. Ltd. and its subsidiaries
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Zenith Japan Holdings Trust and its Subsidiaries

Combined Statement of Financial Position
As at 31 December 2024

	Note	2024 US$'000	2023 US$'000
ASSETS			
Non-current assets			
Property, plant and equipment	15	3,077,417	3,137,855
Right-of-use assets	16	322,427	375,706
Intangible assets	17	1,834,116	2,022,480
Equity-accounted investees	18	463,995	491,063
Other investments	19	13,643	7,549
Deferred tax assets	20	18,789	19,551
Loan receivables	21	31,179	23,551
Derivative assets	22	73,177	156,582
Prepayments and other assets	23	14,498	29,705
Trade and other receivables	24	53,217	36,802
Restricted cash	25	50,886	51,275
		5,953,344	6,352,119
Current assets			
Loan receivables	21	8,127	8,730
Trade and other receivables	24	98,183	126,514
Prepayments and other assets	23	25,731	29,449
Derivative assets	22	149,541	2,456
Cash and bank balances	25	524,715	596,928
		806,297	764,077
Total assets		6,759,641	7,116,196
Equity			
Share capital and units in issue	26	3,629,399	3,629,399
Accumulated losses		(39,117)	(17,248)
Reserves	27	(717,289)	(615,987)
Equity attributable to Owners of the Holding Companies		2,872,993	2,996,164
Non-controlling interests	28	137,874	151,123
Total equity		3,010,867	3,147,287

The accompanying accounting policies and explanatory notes form an integral part of the combined financial statements.

Combined Statement of Financial Position (cont'd)
As at 31 December 2024

	Note	2024 US$'000	2023 US$'000
LIABILITIES			
Non-current liabilities			
Loans and borrowings	29	2,277,257	3,016,234
Lease liabilities	29	318,205	361,636
Employee benefits		1,183	703
Trade and other payables	31	10,313	10,946
Derivative liabilities	22	61,573	87,395
Asset retirement obligation	30	82,706	83,063
Deferred tax liabilities	20	11,868	13,123
		2,763,105	3,573,100
Current liabilities			
Loans and borrowings	29	844,100	236,431
Lease liabilities	29	15,037	18,740
Trade and other payables	31	111,603	125,188
Derivative liabilities	22	7,612	10,799
Current tax liabilities		7,317	4,651
		985,669	395,809
Total liabilities		3,748,774	3,968,909
Total equity and liabilities		6,759,641	7,116,196

The accompanying accounting policies and explanatory notes form an integral part of the combined financial statements.

Vena Global Group Pte. Ltd. and its subsidiaries
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Vena Energy Taiwan Holdings Pte. Ltd. and its Subsidiaries
Zenith Japan Holdings Trust and its Subsidiaries

Combined Statement of Changes in Equity
For the year ended 31 December 2024

		Attributable to Owners of the Holding Companies								
	Note	**Share capital and units in issue** US$'000	**Accumulated losses** US$'000	**Translation reserve** US$'000	**Cash flow hedge reserve** US$'000	**Fair value reserve** US$'000	**Other reserves** US$'000	**Total** US$'000	**Non-controlling interests** US$'000	**Total equity** US$'000
At 1 January 2024		3,629,399	(17,248)	(460,140)	(166,165)	7,105	3,213	2,996,164	151,123	3,147,287
(Loss)/profit for the year		–	(15,263)	–	–	–	–	(15,263)	7,578	(7,685)
Other comprehensive income										
Foreign currency translation differences		–	–	(158,767)	–	–	–	(158,767)	(5,497)	(164,264)
Foreign currency translation differences of equity-accounted investees	18	–	–	(18,540)	–	–	–	(18,540)	–	(18,540)
Remeasurement of defined benefit plan		–	–	–	–	–	242	242	–	242
Tax on remeasurement of defined benefit plan		–	–	–	–	–	(35)	(35)	–	(35)
Net fair value gain on equity instruments designated at FVOCI	33	–	–	–	–	5,775	–	5,775	–	5,775
Effective portion of changes in fair value of cash flow hedge, net	22	–	–	–	12,142	–	–	12,142	–	12,142
Net change in fair value of cash flow hedge reclassified to profit or loss	22	–	–	–	21,256	–	–	21,256	–	21,256
Effective portion of hedge of net investment in foreign operation	22	–	–	30,019	–	–	–	30,019	–	30,019
Total comprehensive income for the year		–	(15,263)	(147,288)	33,398	5,775	207	(123,171)	2,081	(121,090)

The accompanying accounting policies and explanatory notes form an integral part of the combined financial statements.

Vena Global Group Pte. Ltd. and its subsidiaries
(Formerly known as Vena Energy Holdings Pte. Ltd. and its subsidiaries)
Vena Energy Taiwan Holdings Pte. Ltd. and its Subsidiaries
Zenith Japan Holdings Trust and its Subsidiaries

Combined Statement of Changes in Equity (cont'd)
For the year ended 31 December 2024

		Attributable to Owners of the Holding Companies								
	Note	**Share capital and units in issue** US$'000	**Accumulated losses** US$'000	**Translation reserve** US$'000	**Cash flow hedge reserve** US$'000	**Fair value reserve** US$'000	**Other reserves** US$'000	**Total** US$'000	**Non-controlling interests** US$'000	**Total equity** US$'000
Transactions with owners, recognised directly in equity										
Dividends paid to non-controlling interests	28	–	–	–	–	–	–	–	(15,330)	(15,330)
Total transactions with owners		–	–	–	–	–	–	–	(15,330)	(15,330)
Reallocation of profits to legal reserve		–	(6,606)	–	–	–	6,606	–	–	–
At 31 December 2024		3,629,399	(39,117)	(607,428)	(132,767)	12,880	10,026	2,872,993	137,874	3,010,867

The accompanying accounting policies and explanatory notes form an integral part of the combined financial statements.

Vena Global Group Pte. Ltd. and its subsidiaries
(Formerly known as Vena Energy Holdings Pte. Ltd. and its subsidiaries)
Vena Energy Taiwan Holdings Pte. Ltd. and its Subsidiaries
Zenith Japan Holdings Trust and its Subsidiaries

Combined Statement of Changes in Equity (cont'd)
For the year ended 31 December 2024

		Attributable to Owners of the Holding Companies									
	Note	**Share capital and units in issue** US$'000	**Accumulated profits/ (losses)** US$'000	**Capital reserve** US$'000	**Translation reserve** US$'000	**Cash flow hedge reserve** US$'000	**Fair value reserve** US$'000	**Other reserves** US$'000	**Total** US$'000	**Non-controlling interests** US$'000	**Total equity** US$'000
At 1 January 2023		3,554,399	20,761	50,000	(390,702)	(91,478)	–	833	3,143,813	80,673	3,224,486
Profit for the year		–	6,167	–	–	–	–	–	6,167	11,370	17,537
Other comprehensive income											
Foreign currency translation differences		–	–	–	(104,763)	–	–	–	(104,763)	(2,397)	(107,160)
Foreign currency translation differences of equity-accounted investees	18	–	–	–	(13,520)	–	–	–	(13,520)	–	(13,520)
Remeasurement of defined benefit plan		–	–	–	–	–	–	277	277	–	277
Remeasurement of defined benefit plan of equity-accounted investees	18	–	–	–	–	–	–	(5)	(5)	–	(5)
Tax on other comprehensive income		–	–	–	–	–	–	(70)	(70)	–	(70)
Net fair value gain on equity instruments designated at FVOCI	33	–	–	–	–	–	7,105	–	7,105	–	7,105
Effective portion of changes in fair value of cash flow hedge, net	22	–	–	–	–	(63,251)	–	–	(63,251)	–	(63,251)
Net change in fair value of cash flow hedge reclassified to profit or loss	22	–	–	–	–	(11,436)	–	–	(11,436)	–	(11,436)
Effective portion of hedge of net investment in foreign operation	22	–	–	–	29,155	–	–	–	29,155	–	29,155
Total comprehensive income for the year		–	6,167	–	(89,128)	(74,687)	7,105	202	(150,341)	8,973	(141,368)

The accompanying accounting policies and explanatory notes form an integral part of the combined financial statements.

Vena Global Group Pte. Ltd. and its subsidiaries
(Formerly known as Vena Energy Holdings Pte. Ltd. and its subsidiaries)
Vena Energy Taiwan Holdings Pte. Ltd. and its Subsidiaries
Zenith Japan Holdings Trust and its Subsidiaries

Combined Statement of Changes in Equity (cont'd)
For the year ended 31 December 2024

		Attributable to Owners of the Holding Companies									
	Note	**Share capital and units in issue** US$'000	**Accumulated profits/ (losses)** US$'000	**Capital reserve** US$'000	**Translation reserve** US$'000	**Cash flow hedge reserve** US$'000	**Fair value reserve** US$'000	**Other reserves** US$'000	**Total** US$'000	**Non-controlling interests** US$'000	**Total equity** US$'000
Transactions with owners, recognised directly in equity											
Issuance of ordinary shares	27	1,785,942	–	(50,000)	–	–	–	–	1,735,942	–	1,735,942
Redemption of units	27	(1,710,942)	(25,000)	–	–	–	–	–	(1,735,942)	–	(1,735,942)
Acquisition of subsidiaries	36	–	–	–	–	–	–	–	–	47,985	47,985
Transfer of Tokumei Kumiai ("TK") interests without a loss in control	28	–	(16,998)	–	19,690	–	–	–	2,692	28,366	31,058
Dividends paid to non-controlling interests	28	–	–	–	–	–	–	–	–	(14,874)	(14,874)
Total transactions with owners		75,000	(41,998)	(50,000)	19,690	–	–	–	2,692	61,477	64,169
Reallocation of profits to legal reserve		–	(2,178)	–	–	–	–	2,178	–	–	–
At 31 December 2023		3,629,399	(17,248)	–	(460,140)	(166,165)	7,105	3,213	2,996,164	151,123	3,147,287

The accompanying accounting policies and explanatory notes form an integral part of the combined financial statements.

Vena Global Group Pte. Ltd. and its subsidiaries
(Formerly known as Vena Energy Holdings Pte. Ltd. and its subsidiaries)
Vena Energy Taiwan Holdings Pte. Ltd. and its Subsidiaries
Zenith Japan Holdings Trust and its Subsidiaries

Combined Statement of Cash Flows
For the year ended 31 December 2024

	Note	2024 US$'000	2023 US$'000
Cash flows from operating activities			
Profit before tax		22,945	41,096
Adjustments for:			
Depreciation expense	15,16	137,340	128,382
Amortisation expense	17	73,115	70,823
Loss on disposal of property, plant and equipment		362	513
Write-off of property, plant and equipment	15	1,512	–
Write-off of project costs	(a)	4,326	4,806
Write-off of other payables		–	(442)
Gains from partial outward transfer of TK interests resulting in loss of control	6, 18	(3,554)	–
Gains from disposal of associate	6, 18	(526)	–
Impairment losses recognised on financial assets, net	12	676	3,500
Finance income	10	(21,568)	(20,006)
Finance costs	10	116,374	110,595
Change in fair value of financial instruments at FVTPL	11	(34,337)	(1,728)
Unrealised foreign exchange loss		12,592	3,162
Share of results of equity-accounted investees, net of tax	18	(197)	7,161
		309,060	347,862
Changes in:			
- Trade and other receivables		(13,618)	104,273
- Prepayments and other assets		(14,755)	(16,366)
- Trade and other payables		21,067	(50,109)
Cash generated from operating activities		301,754	385,660
Tax paid		(15,639)	(12,970)
Net cash generated from operating activities		286,115	372,690
Cash flows from investing activities			
Proceeds from partial outward transfer of TK interests without loss of control	28	–	31,058
Net cash outflow on partial outward transfer of TK interests resulting in loss of control	37	(3,602)	–
Proceeds from disposal of associate	18	3,868	–
Acquisition of subsidiaries, net cash paid	36	–	(9,164)
Contribution to equity-accounted investees	18	(15,575)	(34,556)
Distributions from equity-accounted investees	18	22,080	33,928
Redemption of units from equity accounted investees	18	2,187	2,999
Settlement of derivatives		257	(2,384)
Disbursement of loans to equity-accounted investees		(25,104)	(4,885)
Repayment of loans from equity-accounted investees		18,135	2,296
Disbursement of loans to third parties		(1,702)	–
Repayment of loans from third parties		587	–
Purchase of equity investments		(346)	–
Purchase of property, plant and equipment	(b)	(266,161)	(447,343)
Proceeds from disposal of property, plant and equipment		173	1,030
Interest received		12,166	8,245
Net cash used in investing activities		(253,037)	(418,776)

The accompanying accounting policies and explanatory notes form an integral part of the combined financial statements.

Combined Statement of Cash Flows (cont'd)
For the year ended 31 December 2024

	Note	2024 US$'000	2023 US$'000
Cash flows from financing activities			
Dividends paid to non-controlling interests	28	(15,330)	(14,874)
Proceeds from drawdown of loans and borrowings			
- Project finance debts	29	244,926	592,201
- Revolving credit facilities	29	32,291	420,240
- External loans	29	–	2,293
Repayment of loans and borrowings			
- Project finance debts	29	(139,751)	(250,382)
- Revolving credit facilities	29	(33,760)	(425,708)
- Working capital loans	29	–	(6,022)
- Euro Medium Term Note	29	(20,000)	–
Repayment of principal portion of lease liabilities	29	(11,090)	(16,023)
Transaction costs related to loans and borrowings			
- Project finance debts	29	(5,463)	(6,876)
- Revolving credit facilities		(5,454)	(2,979)
- Others		(5,956)	–
Interest paid			
- Project finance debts	29	(90,156)	(79,835)
- Revolving credit facilities	29	(151)	(1,068)
- Working capital loans	29	–	(193)
- Euro Medium Term Note	29	(15,602)	(15,665)
- Lease liabilities	29	(5,762)	(4,627)
Net interest received from derivatives		10,692	9,678
Deposits unpledged		32,006	26,582
Drawdown of bank overdraft	29	449	–
Net cash (used in)/generated from financing activities		(28,111)	226,742
Net increase in cash and cash equivalents		4,967	180,656
Cash and cash equivalents at 1 January		501,612	297,618
Effect of exchange rate fluctuations on cash and cash equivalents		(46,111)	23,338
Cash and cash equivalents at 31 December	25	460,468	501,612

(a) Write-off of project costs include property, plant and equipment of US$5.4 million (2023: US$4.4 million) (Note 15), prepayments and other assets of US$Nil (2023: US$0.4 million) (Note 23), offset by trade and other payables of US$1.1 million (2023: US$Nil) (Note 31).

(b) The Combined Group's addition to property, plant and equipment amounted to US$283.9 million, (2023: US$409.0 million), which included the provision for asset retirement obligation of US$6.8 million (2023: US$4.3 million) and capitalised interest expense of US$10.7 million (2023: US$Nil million). The Combined Group's payables to EPC contractors have increased by US$0.2 million (2023: reduced by US$42.6 million due to payments made against these liabilities).

The accompanying accounting policies and explanatory notes form an integral part of the combined financial statements.

Significant non-cash transactions:

a) In 2023, part of the Tokumei Kumiai interests ("TK Interests") of certain special purpose vehicles ("GKs" or "TK Operators") were transferred from Zenith Japan Holding Trust's ("ZJHT") subsidiary, Zenith Japan Trust ("ZJT"), to APAC Renewable Investments Pte. Ltd. ("APAC"), a wholly-owned subsidiary of Vena Global Group Pte. Ltd. ("VGGPL") for a total purchase consideration of US$1,693.7 million. The purchase consideration for this transaction was fulfilled by APAC via the issuance of promissory notes ("Promissory Notes") to ZJT.

   Certain transactions in connection with the above were executed, including, without limitation, the following:

   i) The redemption of 1,575.2 million units at an average price of US$1.08 per unit by ZJHT's unitholder, totaling US$1,693.7 million. Out of which, US$25.0 million was paid out of retained earnings to ZJHT's unitholder. The redemption price of this redemption was satisfied by assignment of ZJHT's rights and obligations under the Promissory Notes to the unitholder.

   ii) VGGPL's shareholder subscribed to a total of 435.0 million ordinary shares at an aggregate subscription amount of US$1,693.7 million. The subscription amount of these subscriptions was satisfied in kind by way of an assignment of the shareholder's rights and obligations under the Promissory Notes by the shareholder to VGGPL.

b) In July 2023, VGGPL utilised US$50.0 million from its capital reserve to issue new fully paid shares to its shareholder.

c) In September 2023, ZJHT and VGGPL underwent a loan restructuring which was aimed to extinguish an outstanding loan. Certain transactions in connection with the above were executed, including, without limitation, the following:

   i) Redemption of 41.8 million units at an average price of US$1.01 per unit in ZJHT, totaling US$42.2 million; and

   ii) Issuance of 42.2 million ordinary shares at US$1.00 per share by VGGPL to its shareholder at an aggregate subscription amount of US$42.2 million.

There was no cash inflow or outflow from the Combined Group's perspective arising from the above transactions.

The accompanying accounting policies and explanatory notes form an integral part of the combined financial statements.

1. Domicile and activities

Reporting entity	Registration date	Place of registration	Registered address
Vena Global Group Pte. Ltd. (formerly known as Vena Energy Holdings Pte. Ltd.)	4 September 2023	Singapore	1 George Street, #14-07 One George Street, Singapore 049145
Vena Energy Taiwan Holdings Pte. Ltd.	15 November 2023	Singapore	
Zenith Japan Holdings Trust[1]	18 October 2017	Island of Guernsey	N/A

[1] Zenith Japan Holdings Ltd, a company incorporated under the laws of Guernsey whose registered office is at Level 3, Mill Court, La Charroterie, St Peter Port, Guernsey, GY1 1EJ, is appointed as Trustee of Zenith Japan Holdings Trust.

Vena Global Group Pte. Ltd., Vena Energy Taiwan Holdings Pte. Ltd. and Zenith Japan Holdings Trust are each known as a “Holding Company” and collectively the “Holding Companies”. The Holding Companies along with their subsidiaries are collectively known as the “Combined Group”. The Combined Group is not an existing legal entity for the period presented in these combined financial statements (“Combined financial statements”).

The principal activity of the Combined Group is that of developer, owner and operator of renewable energy assets in the Asia-Pacific region.

Vena Global Group Pte. Ltd. together with Vena Energy Taiwan Holdings Pte. Ltd. and Zenith Japan Holdings Ltd (as trustee for Zenith Japan Holdings Trust) (collectively called “Guarantors”) act as guarantors on a joint and several basis for notes listed on the Singapore Exchange Securities Trading Limited (“SGX-ST”) under a US$1 billion Global Medium Term Note Programme (the “Notes”) by Vena Energy Capital Pte. Ltd., a subsidiary of Vena Global Group Pte. Ltd..

On 19 January 2018, the Holding Companies acquired a portfolio of renewable energy assets from Equis Pte. Ltd. and its affiliates (“Equis Energy”) for a total consideration of US$5.0 billion (including assumed liabilities of US$1.3 billion) (the “Acquisition”). As part of the Acquisition, Vena Global Group Pte. Ltd. acquired economic interests in renewable energy assets in Australia, India, Indonesia, the Philippines and Thailand, as well as the asset management capabilities of Equis Energy. Zenith Japan Holdings Trust acquired economic interests in renewable energy assets in Japan and Vena Energy Taiwan Holdings Pte. Ltd. acquired economic interests in renewable energy assets in the Philippines and Taiwan.

1. Domicile and activities (cont'd)

Vena Global Group Pte. Ltd. and Vena Energy Taiwan Holdings Pte. Ltd. have identical board of directors through the periods presented in these combined financial statements, but the two entities did not form a legal group during any period presented. Zenith Japan Holdings Ltd (as trustee of Zenith Japan Holdings Trust) is the beneficiary of Zenith Japan Trust (whose trustee is Zenith Japan Ltd). Zenith Japan Holdings Ltd and Vena Global Group Pte. Ltd. have entered into numerous Tokumei Kumiai arrangements that gives them an economic interest in the Combined Group's assets in Japan (the "Japanese Assets"). The Japanese Assets have entered into asset management agreements with certain Japanese companies owned by Vena Global Group Pte. Ltd..

With effect from 29 April 2025, Vena Energy Holdings Pte. Ltd. changed its name to Vena Global Group Pte. Ltd..

1.1 *Purpose of the combined financial statements*

The combined financial statements were drawn up for the Board of Directors to discharge its fiduciary duties.

2. Basis of combination

The combined financial statements consist of the historical consolidated financial statements of Vena Global Group Pte. Ltd. and its subsidiaries, Vena Energy Taiwan Holdings Pte. Ltd. and its subsidiaries and Zenith Japan Holdings Trust and its subsidiaries for the year ended 31 December 2024 on a combined basis.

The combined financial statements have been derived from the aggregation of the consolidated assets, consolidated liabilities, consolidated income, consolidated expenses and consolidated cash flows of Vena Global Group Pte. Ltd. and its subsidiaries, Vena Energy Taiwan Holdings Pte. Ltd. and its subsidiaries and Zenith Japan Holdings Trust and its subsidiaries, and in accordance with the Combined Group's accounting policies as set out in Note 4. All balances, income, expenses and unrealised gains and losses arising from transactions between entities of the combining entities were eliminated when preparing the combined financial statements.

In 2023, part of the Tokumei Kumiai interests ("TK Interests") of certain special purpose vehicles ("GKs" or "TK Operators"), classified as Zenith Japan Holdings Trust's indirect subsidiaries, were transferred to APAC Renewable Investments Pte. Ltd. ("APAC"), a wholly-owned subsidiary of Vena Global Group Pte. Ltd..

Following this transfer, the GKs ceased to be indirect subsidiaries of Zenith Japan Holdings Trust and the retained TK interests in the GKs are classified as a financial asset. On the other hand, Vena Global Group Pte. Ltd. assessed and concluded that the GKs met the definition of subsidiaries under IFRS Accounting Standards, leading to their consolidation into the financial statements of Vena Global Group Pte. Ltd. and its subsidiaries.

The ultimate beneficiary interests in the GKs remain unchanged as a result of the transfer and there is no impact on the combined financial statements. The retained TK interests that Zenith Japan Holdings Trust classified as a financial asset were derecognised when preparing the combined financial statements.

3. Basis of preparation

The combined financial statements have been prepared in accordance with the accounting policies of the Combined Group as set out in Note 4 below.

The purpose of the combined financial statements is to show the combined financial position, financial performance, changes in equity and cash flows of the Combined Group as a single performance unit as at and for the year ended 31 December 2024.

3.1 *Going concern*

Notwithstanding the Combined Group's net current liabilities position amounting to US$179.4 million (2023: net current assets of US$368.3 million) as at 31 December 2024, primarily due to the Euro Medium Term Note maturing in February 2025 as disclosed in Note 29, the financial statements have been prepared on a going concern basis as the Group has a revolving credit facility amounting to JPY 87.0 billion (approximately US$556.6 million) that has a tenor of 5 years up till 24 January 2029. As at 31 December 2024, the facility remains undrawn, which is sufficient to finance the Combined Group's working capital requirements and to discharge its current liabilities as and when they fall due in the next 12 months. The facility's margin is set at 1.0%, with the potential to accomplish further margin reduction if certain sustainability-related key performance indicators ("KPIs") are jointly achieved, or a margin increase in case all the KPIs are jointly missed. Post year-end, the Euro Medium Term Note was redeemed as disclosed in Note 39.

Based on these factors, management has formed the judgment that there is a reasonable expectation that the Combined Group has, and will continue to have, adequate resources to continue in operational existence for the foreseeable future, and therefore prepared the financial statements on the basis that it will continue to operate as a going concern. The Directors consider that there are no material uncertainties that may cast significant doubt over this assumption.

3.2 *Basis of measurement*

The combined financial statements have been prepared on the historical cost basis except as otherwise described in the notes below.

3.3 *Functional and presentation currency*

Items included in the combined financial statements of each of the Holding Companies are measured using the currency of the primary economic environment in which the entity operates (the "functional currency"). The combined financial statements is presented in United States dollars ("US$" or "USD") which is the Combined Group's presentation currency and have been rounded to the nearest thousand, unless otherwise stated.

3.4 *Use of judgements and estimates*

The preparation of the combined financial statements in conformity with the Combined Group's accounting policies 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.

3. Basis of preparation (cont'd)

3.4 *Use of judgements and estimates (cont'd)*

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.

Management applied critical judgement in assessing if:

1. Power Purchase Agreements ("PPAs") entered into by the Combined Group entities falls within the scope of International Financial Reporting Interpretations Committee ("IFRIC") 12 *Service Concession Arrangements*, including:

   - whether the counterparty of the PPA controls or regulates what services the Combined Group entities must provide with the infrastructure, to whom it must provide them, and at what price; and

   - whether the counterparty of the PPA controls — through ownership, beneficial entitlement or otherwise — any significant residual interest in the infrastructure at the end of the term of the PPA.

2. Costs incurred in developing renewable assets qualify for capitalisation. In applying the judgement, the Group considers the technological feasibility and the commercial feasibility of the projects, amongst other factors that support that the projects will result in probable (more than 50% likelihood) future economic benefits. Management judgment is also required to ascertain the nature of expenses that qualify for capitalisation.

Information about assumptions and estimation uncertainties that have a significant risk of resulting in a material adjustment to the carrying amounts of assets and liabilities within the next financial year are included in the following notes:

- Note 17 – impairment test of goodwill, intangible assets and property, plant and equipment: key assumptions underlying recoverable amounts, including the recoverability of development costs;

- Note 32 – measurement of expected credit loss ("ECL") allowance for trade receivables and accrued revenue: key assumptions in determining the weighted-average loss rate; and

- Note 33 – fair value measurement of financial instruments measured at fair value through profit or loss or through other comprehensive income.

Measurement of fair values

A number of the Combined Group's accounting policies and disclosures require the measurement of fair values, for both financial and non-financial assets and liabilities.

3. Basis of preparation (cont'd)

3.4 *Use of judgements and estimates (cont'd)*

Measurement of fair values (cont'd)

When measuring the fair value of an asset or a liability, the Combined Group uses observable market data as far as possible. Fair values are categorised into different levels in a fair value hierarchy based on the inputs used in the valuation techniques as follows:

Level 1: Inputs that are quoted market prices (unadjusted) in active markets for identical instruments.

Level 2: Inputs other than quoted prices included within Level 1 that are observable either directly (i.e. as prices) or indirectly (i.e. derived from prices). This category includes instruments valued using: quoted market prices in active markets for similar instruments; quoted prices for identical or similar instruments in markets that are considered less than active; or other valuation techniques in which all significant inputs are directly or indirectly observable from market data.

Level 3: Inputs that are unobservable. This category includes all instruments for which the valuation technique includes inputs not based on observable data and the unobservable inputs have a significant effect on the instrument's valuation. This category includes instruments that are valued based on quoted prices for similar instruments but for which significant unobservable adjustments or assumptions are required to reflect differences between the instruments.

If the inputs used to measure the fair value of an asset or a liability fall into different levels of the fair value hierarchy, then the fair value measurement is categorised in its entirety in the same level of the fair value hierarchy as the lowest level input that is significant to the entire measurement (with Level 3 being the lowest).

The Combined Group recognises transfers between levels of the fair value hierarchy as of the end of the reporting period during which the change has occurred.

Further information about the assumptions made in measuring fair values is included Note 33.

3.5 *Changes in accounting policies*

New standards and amendments

The accounting policies adopted are consistent with those of the previous financial year except that in the current financial year, the Combined Group has adopted all the new and amended IFRS Accounting Standards ("IFRS") which are effective for annual periods beginning on or after 1 January 2024. The adoption of these standards did not have any material effect on the financial statements of the Combined Group.

3. Basis of preparation (cont'd)

3.6 *Standards issued but not yet effective*

The Combined Group has not adopted the following amendments applicable to the Combined Group that have been issued but not yet effective:

Description	**Effective for annual periods beginning on or after**
Amendments to IAS 21 *The Effects of Changes in Foreign Exchange Rates*: Lack of Exchangeability	1 January 2025
Amendments to IFRS 9 *Financial Instruments* and IFRS 7 *Financial Instruments: Disclosures*: Amendments to the Classification and Measurement of Financial Instruments	1 January 2026
Annual Improvements to IFRS Accounting Standards—Volume 11	1 January 2026
Amendments IFRS 9 *Financial Instruments* and IFRS 7 *Financial Instruments: Disclosures*—Contracts referencing Nature-dependent Electricity	1 January 2026
Amendments to IFRS 18 *Presentation and Disclosure in Financial Statements*	1 January 2027

Except for the below, the directors expect that the adoption of the standards above will have no material impact on the financial statements in the period of initial application.

<u>IFRS 18 Presentation and Disclosures in Financial Statements</u>

IFRS 18 replaces IAS 1 *Presentation of Financial Statements* and introduces new requirements for presentation within the statement of profit or loss, including specified totals and subtotals. Furthermore, entities are required to classify all income and expenses within the statement of profit or loss into one of five categories: operating, investing, financing, income taxes and discontinued operations, whereof the first three are new.

It also requires disclosure of newly defined management-defined performance measures, subtotals of income and expenses, and includes new requirements for aggregation and disaggregation of financial information based on the identified 'roles' of the primary financial statements and the notes.

In addition, narrow-scope amendments have been made to IAS 7 *Statement of Cash Flows*, which include changing the starting point for determining cash flows from operations under the indirect method, from 'profit or loss' to 'operating profit or loss' and removing the optionality around classification of cash flows from dividends and interest. In addition, there are consequential amendments to several other standards.

IFRS 18, and the amendments to the other standards, is effective for reporting periods beginning on or after 1 January 2027, but earlier application is permitted and must be disclosed. IFRS 18 will apply retrospectively.

The Combined Group is currently working to identify all impacts the amendments will have on the primary financial statements and notes to the financial statements.

4. Material accounting policy information

The accounting policies set out below have been consistently applied by the Combined Group ("Combined Group accounting policies").

4.1 *Basis of consolidation*

(i) Business combinations

The Combined Group accounts for business combinations using the acquisition method when control is transferred to the Combined Group.

In determining whether a particular set of activities and assets is a business, the Combined Group assesses whether the set of assets and activities acquired includes, at a minimum, an input and substantive process and whether the acquired set has the ability to produce outputs.

The Combined Group has an option to apply a 'concentration test' that permits a simplified assessment of whether an acquired set of activities and assets is not a business. The optional concentration test is met if substantially all of the fair value of the gross assets acquired is concentrated in a single identifiable asset or group of similar identifiable assets.

In applying the acquisition method, the consideration transferred in the acquisition is generally measured at fair value, as are the identifiable net assets acquired. The consideration transferred does not include amounts related to the settlement of pre-existing relationships. Such amounts are generally recognised in profit or loss.

Any contingent consideration is measured at fair value at the date of acquisition. If an obligation to pay contingent consideration that meets the definition of a financial instrument is classified as equity, then it is not remeasured and settlement is accounted for within equity. Otherwise, other contingent consideration is remeasured at fair value at each reporting date and subsequent changes in the fair value of the contingent consideration is recognised in profit or loss.

Non-controlling interests ("NCI") that are present ownership interests and entitle their holders to a proportionate share of the acquiree's net assets in the event of liquidation are measured either at fair value or at the NCI's proportionate share of the recognised amounts of the acquiree's identifiable net assets, at the date of acquisition. The measurement basis taken is elected on a transaction-by-transaction basis. All other NCI are measured at acquisition-date fair value, unless another measurement basis is required by the Combined Group accounting policies.

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

4. Material accounting policy information (cont'd)

4.1 *Basis of consolidation (cont'd)*

(i) Business combinations (cont'd)

The Combined Group measures goodwill at the date of acquisition as:

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

Any goodwill that arises is tested annually for impairment. Any gain on a bargain purchase is recognised in profit or loss immediately.

The Combined Group recognises goodwill on a provisional basis if the initial accounting for a business combination is incomplete by the end of the reporting period in which the combination occurs. During the measurement period, such provisional amounts are retrospectively adjusted from the acquisition date to reflect new information obtained about facts and circumstances that existed as of the acquisition date. The measurement period shall not exceed one year from the acquisition date.

Changes in the Combined Group's interest in a subsidiary that do not result in a loss of control are accounted for as transactions with owner in their capacity as owner and therefore no adjustments are made to goodwill and no gain or loss is recognised in profit or loss. Adjustments to NCI arising from transactions that do not involve the loss of control are based on a proportionate amount of the net assets of the subsidiary.

(ii) Subsidiaries

Subsidiaries are entities controlled by the Combined Group. The Combined Group controls an entity when it is exposed to, 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. The financial statements of subsidiaries are included in the combined 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 Combined Group. Losses applicable to NCI in a subsidiary are allocated to the NCI even if doing so causes the NCI to have a deficit balance.

The Combined Group accounts for indirectly held interests in subsidiaries through equity-accounted investees by including such interests in the parent's share when determining the percentage of interest attributable to NCI.

4. Material accounting policy information (cont'd)

4.1 *Basis of consolidation (cont'd)*

(ii) Subsidiaries (cont'd)

Loss of control

When the Combined Group loses control over a subsidiary, it derecognises the assets and liabilities of the subsidiary and any related NCI and other components of equity. Any resulting gain or loss is recognised in profit or loss. Any interest retained in the former subsidiary is measured at fair value when control is lost.

(iii) Interest in equity-accounted investees

The Combined Group's interests in equity-accounted investees comprise interests in associates and joint ventures.

Associates are those entities in which the Combined Group has significant influence. Significant influence is the power to participate in the financial and operating policy decisions of the investee, but is not control or joint control, over those policies. A joint venture is an arrangement in which the Combined Group has joint control, whereby the Combined Group has the rights to the net assets of the arrangement, rather than rights to its assets and obligations for its liabilities. Significant influence is presumed to exist when the Combined Group holds 20% or more of the voting power of another entity.

Investments in equity-accounted investees are accounted for using the equity method. They are recognised initially at cost, which includes transaction costs. Subsequent to initial recognition, the combined financial statements include the Combined Group's share of the profit or loss and other comprehensive income ("OCI") of equity-accounted investees, after adjustments to align the accounting policies with those of the Combined Group, from the date that significant influence or joint control commences until the date that significant influence or joint control ceases.

When the Combined Group's share of losses exceeds its interest in an equity-accounted investee, the carrying amount of the investment, together with any long-term interests that form part thereof, is reduced to zero, and the recognition of further losses is discontinued except to the extent that the Combined Group has an obligation to fund the investee's operations or has made payments on behalf of the investee.

Investments in equity-accounted investees are derecognised when the Combined Group loses significant influence or joint control. If the retained interest in the former equity-accounted investee is a financial asset, the retained equity interest is measured at fair value. The difference between the carrying amount of the retained interest at the date when significant influence or joint control is lost, and its fair value and any proceeds on partial disposal, is recognised in the profit or loss.

4. Material accounting policy information (cont'd)

4.1 *Basis of consolidation (cont'd)*

(iv) Transactions eliminated on consolidation

Balances and transactions between entities within the Combined Group, and any unrealised income and expenses arising from transactions between entities within the Combined Group, are eliminated in preparing the combined financial statements. Unrealised gains arising from transactions with equity-accounted investees are eliminated against the investment to the extent of the Combined Group's interest in the investee. Unrealised losses are eliminated in the same way as unrealised gains, but only to the extent that there is no evidence of impairment.

4.2 *Foreign currency*

(i) Foreign currency transactions

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

Non-monetary assets and liabilities denominated in foreign currencies that are measured at fair value are translated to the functional currency at the exchange rate at the date that the fair value was determined. Non-monetary items in a foreign currency that are measured in terms of historical cost are translated using the exchange rate at the date of the transaction.

Foreign currency differences arising on translation are recognised in profit or loss, except for differences arising on translation of a financial liability designated as a hedge of the net investment in foreign operation that is effective, an equity instrument at fair value through other comprehensive income, or qualifying cash flow hedges which are recognised in other comprehensive income.

(ii) Foreign operations

The assets and liabilities of foreign operations, excluding goodwill and fair value adjustments arising from acquisition, are translated to USD at exchange rates at the reporting date. The income and expenses of foreign operations are translated to USD at monthly average exchange rate. Goodwill and fair value adjustments arising from the acquisition of a foreign operation are treated as assets and liabilities of the foreign operation and are translated at the exchange rates at the reporting date.

4. Material accounting policy information (cont'd)

4.2 *Foreign currency (cont'd)*

(ii) Foreign operations (cont'd)

Foreign currency differences are recognised in OCI 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 NCI. 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 Combined 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 NCI. When the Combined Group disposes of only part of its investment in an associate or joint venture 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 to occur in the foreseeable future, foreign exchange gains and losses arising from such a monetary item that are considered to form part of a net investment in a foreign operation are recognised in OCI, and are presented in the translation reserve in equity.

4.3 *Property, plant and equipment*

(i) Recognition and measurement

Items of property, plant and equipment are measured at cost, which includes capitalised borrowing costs, less accumulated depreciation and accumulated impairment losses.

Cost includes expenditure that is directly attributable to the acquisition of the asset. The cost of self-constructed assets includes:

- the cost of materials and direct labour;
- any other costs directly attributable to bringing the assets to a working condition for their intended use;
- when the Combined Group has an obligation to remove the asset or restore the site, an estimate of the costs of dismantling and removing items and restoring the site on which they are located; and
- capitalised borrowing costs.

4. Material accounting policy information (cont'd)

4.3 *Property, plant and equipment (cont'd)*

(i) Recognition and measurement (cont'd)

General and specific borrowing costs directly attributable to the acquisition, construction or production of qualifying assets, which are assets that necessarily take a substantial period of time to get ready for their intended use or sale, are added to the cost of those assets, until such time as the assets are substantially ready for their intended use or sale. 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.

When parts of an item of property, plant and equipment have different useful lives, they are accounted for as separate items (major components) of property, plant and equipment.

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 in profit or loss.

(ii) Subsequent costs

The cost of replacing a component of an item of property, plant and equipment is recognised in the carrying amount of the item if it is probable that the future economic benefits embodied within the component will flow to the Combined Group, and its cost can be measured reliably. The carrying amount of the replaced component is derecognised.

(iii) Depreciation

Depreciation is recognised as an expense in profit or loss on a straight-line basis over the estimated useful lives of each component of an item of property, plant and equipment.

Depreciation is recognised from the date that the property, plant and equipment are installed and are ready for use, or in respect of self-constructed assets, from the date that the asset is completed and ready for use.

The estimated useful lives of property, plant and equipment are as follows:

Building and leasehold improvements	2 - 40 years
Electric generator equipment	1 - 30 years
Vehicles	3 - 8 years
Computers, fittings and fixtures and office equipment	2 - 10 years

Depreciation methods, useful lives and residual values are reviewed at the end of each reporting period and adjusted prospectively, if appropriate.

No depreciation is provided for freehold land and assets under construction.

4. Material accounting policy information (cont'd)

4.4 *Intangible assets and goodwill*

(i) Goodwill

Goodwill represents the excess of the cost of acquisition over the fair value of the Combined Group's share of the net identifiable assets, liabilities and contingent liabilities acquired at the date of acquisition. Goodwill acquired in business combinations is tested for impairment annually and whenever there is an indication that the goodwill may be impaired. Any impairment is recognised immediately in profit or loss and is not subsequently reversed. Goodwill on acquisitions of subsidiaries is included in intangible assets.

Goodwill is allocated to the cash-generating unit ("CGU") for the purpose of impairment testing.

(ii) Project-related agreements and licences

Project-related agreements and licences include the following items:

- licences, permits and approvals to develop and operate an energy project, including governmental authorisations, land rights and environmental consents;
- connection rights; and
- power purchase agreements.

Project-related agreements and licences are carried at cost less accumulated amortisation and impairment losses.

(iii) Service concession intangible assets

Service concession intangible assets represent intangible asset arising from a service concession arrangement when the Combined Group has a right to charge the grantor for the provision of electricity.

Service concession intangible assets with finite useful lives are measured at cost less accumulated amortisation and impairment losses.

(iv) Amortisation

Amortisation is calculated based on the cost of the asset, less its residual value.

Amortisation is recognised in profit or loss on a straight-line basis over the estimated useful lives of intangible assets, other than goodwill, from the date that they are available for use. The estimated useful lives for the current and comparative years are as follows:

Project-related agreements and licences	10 – 30 years
Service concession intangible assets	20 – 30 years

Amortisation methods, useful lives and residual values are reviewed at the end of each reporting period and adjusted prospectively, if appropriate.

4. Material accounting policy information (cont'd)

4.5 *Financial instruments*

(i) Recognition and initial measurement

Non-derivative financial assets and financial liabilities

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

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

(ii) Classification and subsequent measurement

Non-derivative financial assets

On initial recognition, a financial asset is classified as measured at: amortised cost; FVOCI – debt investment; FVOCI – equity investment; or FVTPL.

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

Financial assets at amortised cost

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

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

Debt investments at FVOCI

A debt investment is measured at FVOCI if it meets both the following conditions and is not designated as at FVTPL:

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

4. Material accounting policy information (cont'd)

4.5 *Financial instruments (cont'd)*

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

Equity investments at FVOCI

On initial recognition of an equity investment that is not held for trading, the Combined Group may irrevocably elect to present subsequent changes in the investment's fair value in OCI. This election is made on an investment-by-investment basis.

Financial assets at FVTPL

All financial assets not classified as measured at amortised cost or FVOCI as described above are measured at FVTPL. This includes all derivative financial assets.

In addition, on initial recognition, the Combined Group may irrevocably designate a financial asset that otherwise meets the requirements to be measured at amortised cost at FVOCI or at FVTPL if doing so eliminates or significantly reduces an accounting mismatch that would otherwise arise.

Financial assets – Business model assessment

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

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

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

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

4. Material accounting policy information (cont'd)

4.5 *Financial instruments (cont'd)*

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

Financial assets – Assessment whether contractual cashflows are solely payments of principal and interest

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

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

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

A prepayment feature is consistent with the solely payments of principal and interest criterion if the prepayment amount substantially represents unpaid amounts of principal and interest on the principal amount outstanding, which may include reasonable compensation for early termination of the contract.

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

4. Material accounting policy information (cont'd)

4.5 *Financial instruments (cont'd)*

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

The following accounting policies apply to the subsequent measurement of financial assets:

Financial assets at FVTPL	These assets are subsequently measured at fair value. Net gains and losses, including any interest or dividend income, are recognised in profit or loss.
Financial assets at amortised cost	These assets are subsequently measured at amortised cost using the effective interest method. The amortised cost is reduced by impairment losses. Interest income, foreign exchange gains and losses and impairment are recognised in profit or loss. Any gain or loss on derecognition is recognised in profit or loss.
Debt investments at FVOCI	These assets are subsequently measured at fair value. Interest income calculated using the effective interest method, foreign exchange gains and losses and impairment are recognised in profit or loss. Other net gains and losses are recognised in OCI. On derecognition, gains and losses accumulated in OCI are reclassified to profit or loss.
Equity investments at FVOCI	These assets are subsequently measured at fair value. Dividends are recognised as income in profit or loss unless the dividend clearly represents a recovery of part of the cost of the investment. Other net gains and losses are recognised in OCI and are never reclassified to profit or loss.

Financial liabilities

The Combined Group classifies its financial liabilities, other than financial guarantees and loan commitments, as measured at amortised cost or FVTPL. A financial liability is classified as at FVTPL if it is classified as held-for-trading or it is designated as such on initial recognition. Financial liabilities at FVTPL are measured at fair value and net gains and losses, including any interest expense, are recognised in profit or loss. Directly attributable transaction costs are recognised in profit or loss as incurred.

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

4. Material accounting policy information (cont'd)

4.5 *Financial instruments (cont'd)*

(iii) Derecognition

Financial assets

The Combined Group derecognises a financial asset when the contractual rights to the cash flows from the asset expire, or it transfers the rights to receive the contractual cash flows on the financial asset in a transaction in which substantially all the risks and rewards of ownership of the financial asset are transferred or in which the Combined Group neither transfers nor retains substantially all of the risks and rewards of ownership and it does not retain control over the transferred asset.

On derecognition of a financial asset, the difference between the carrying amount of the asset (or the carrying amount allocated to the portion of the asset derecognised) and the sum of (i) the consideration received (including any new asset obtained less any new liability assumed) and (ii) any cumulative gain or loss that had been recognised in OCI is recognised in profit or loss.

Financial liabilities

The Combined Group derecognises a financial liability when its contractual obligations are discharged or cancelled, or expired.

(iv) Offsetting

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

(v) Derivative financial instruments and hedge accounting

Derivatives are initially measured at fair value and any directly attributable transaction costs are recognised in profit or loss as incurred. Subsequent to initial recognition, derivatives are measured at fair value, and changes therein are generally recognised in profit or loss.

The Combined Group designates certain derivatives as hedging instruments in qualifying hedging relationships. At inception of designated hedging relationships, the Combined Group documents the risk management objective and strategy for undertaking the hedge. The Combined Group also documents the economic relationship between the hedged item and the hedging instrument, including whether the changes in cash flows of the hedged item and hedging instrument are expected to offset each other.

4. Material accounting policy information (cont'd)

4.5 *Financial instruments (cont'd)*

(v) Derivative financial instruments and hedge accounting (cont'd)

Net investment hedges

The Combined Group designates certain derivatives as hedges of foreign exchange risk on a net investment in a foreign operation.

When a derivative instrument is designated as the hedging instrument in a hedge of a net investment in a foreign operation, the effective portion of the changes in the fair value of the hedging instrument is recognised in OCI and presented in the translation reserve within equity. Any ineffective portion of the changes in the fair value of the derivative is recognised immediately in profit or loss. The amount recognised in OCI is reclassified to profit or loss as a reclassification adjustment on disposal of the foreign operation.

Cash flow hedges

The Combined Group designates certain derivatives as hedging instruments to hedge the variability in cash flows associated with highly probable forecast transactions arising from changes in wholesale electricity spot price.

When a derivative is designated as a cash flow hedge instrument, the effective portion of changes in the fair value of the derivative is recognised in OCI and accumulated in the cash flow hedge reserve. The effective portion of changes in fair value of the derivative that is recognised in OCI is limited to the cumulative change in fair value of the hedged item, determined on a present value basis, from inception of the hedge. Any ineffective portion of the changes in fair value of the derivative is recognised immediately in the profit or loss.

Amounts previously recognised in OCI and accumulated in cash flow hedge reserve are reclassified to profit or loss in the periods when the hedged item is recognised in profit or loss.

Hedge accounting is discontinued when the Combined Group revokes the hedging relationship, the hedging instrument expires or is sold, terminated, or exercised, or when it no longer qualifies for hedge accounting. Any gain or loss recognised in OCI and accumulated in cash flow hedge reserve at that time remains in cash flow hedge reserve and is recognised in profit or loss in the same period as the hedged expected future cash flows affect profit or loss.

If the hedged future cash flows are no longer expected to occur, then the amounts that have been accumulated in the cash flow hedge reserve are immediately reclassified to profit or loss.

4. Material accounting policy information (cont'd)

4.6 *Cash and cash equivalents*

Cash and cash equivalents comprise cash balances and short-term deposits with maturities of three months or less from the date of acquisition that are subject to an insignificant risk of changes in their fair value, and are used by the Combined Group in the management of its short-term commitments. For the purpose of the statement of cash flows, pledged deposits are excluded whilst bank overdrafts that are repayable on demand and that form an integral part of the Combined Group's cash management are included in cash and cash equivalents.

4.7 *Share capital*

Ordinary shares and units in issue

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

Share premium

Share premium represents the excess amounts over the par value of each ordinary share issued.

Repurchase of shares and redemption of units

When shares and units recognised as equity are repurchased or redeemed, the amount of the consideration paid, which includes directly attributable costs, is recognised as a deduction from equity.

4.8 *Impairment*

(i) *Non-derivative financial assets*

The Combined Group recognises loss allowances for expected credit losses ("ECLs") on:

- financial assets measured at amortised cost; and
- contract assets.

Loss allowances of the Combined Group are measured on either of the following bases:

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

4. Material accounting policy information (cont'd)

4.8 *Impairment (cont'd)*

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

Simplified approach

The Combined Group applies the simplified approach to provide for ECLs for all trade receivables and contract assets. The simplified approach requires the loss allowance to be measured at an amount equal to lifetime ECLs.

General approach

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

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

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

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

The Combined Group considers the counterparty to be in default if the counterparty is unlikely to pay its contractual obligations to the Combined Group in full, without recourse by the Combined Group to actions such as realising security (if any is held).

Measurement of ECLs

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

4. Material accounting policy information (cont'd)

4.8 *Impairment (cont'd)*

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

Credit-impaired financial assets

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

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

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

Presentation of allowance for ECLs in the statement of financial position

Loss allowances for financial assets measured at amortised cost and contract assets are deducted from the gross carrying amount of the related assets.

Write-off

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

4. Material accounting policy information (cont'd)

4.8 *Impairment (cont'd)*

(ii) Non-financial assets

The carrying amounts of the Combined Group's non-financial assets, other than deferred tax assets, are reviewed at each reporting date to determine whether there is any indication of impairment. If any such indication exists, then the asset's recoverable amount is estimated. For goodwill, and intangible assets that have indefinite useful lives or that are not yet available for use, the Combined Group performs an impairment assessment on an annual basis and the recoverable amount is estimated each year at the same time. An impairment loss is recognised if the carrying amount of an asset or its related CGU exceeds its estimated recoverable amount.

The recoverable amount of an asset or CGU is the greater of its value in use and its fair value less costs to sell. In assessing value in use, the estimated future cash flows are discounted to their present value using discount rate that reflects current market assessments of the time value of money and the risks specific to the asset or CGU. For the purpose of impairment testing, assets that cannot be tested individually are grouped together into the smallest group of assets that generates cash inflows from continuing use that are largely independent of the cash inflows of other assets or CGUs. For the purposes of goodwill impairment testing, CGUs to which goodwill has been allocated are aggregated so that the level at which impairment testing is performed reflects the lowest level at which goodwill is monitored for internal reporting purposes. Goodwill acquired in a business combination is allocated to groups of CGUs that are expected to benefit from the synergies of the combination.

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

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

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

Goodwill that forms part of the carrying amount of an investment in an equity-accounted investee is not recognised separately, and therefore is not tested for impairment separately. Instead, the entire amount of the investment in equity-accounted investee is tested for impairment as a single asset when there is objective evidence that the investment in an equity-accounted investee may be impaired.

4. Material accounting policy information (cont'd)

4.9 *Provisions*

A provision is recognised if, as a result of a past event, the Combined Group has a present legal or constructive obligation that can be estimated reliably, and it is probable that an outflow of economic benefits will be required to settle the obligation. Provisions are determined by discounting the expected future cash flows at a pre-tax rate that reflects current market assessments of the time value of money and the risks specific to the liability. The unwinding of the discount is recognised as finance cost.

Asset retirement obligation

Provisions for environmental restoration and restructuring are recognised when the Combined Group has a present legal or constructive obligation as a result of past events; it is probable that an outflow of resources will be required to settle the obligation; and the amount can be reliably estimated. Restructuring provisions are comprised of lease termination penalties and employee termination payments. Provisions are not recognised for future operating losses. Where there are a number of similar obligations, the likelihood that an outflow will be required in settlement is determined by considering the class of obligations as a whole. A provision is recognised even if the likelihood of an outflow with respect to any one item included in the same class of obligations may be small. Provisions are measured at the present value of the expenditures expected to be required to settle the obligation using a pre-tax rate that reflects current market assessments of the time value of money and the risks specific to the obligation.

4.10 *Revenue*

Sale of energy

Revenue from sale of energy in the ordinary course of business is recognised in profit or loss when the Combined Group satisfies a performance obligation ("PO") by transferring control of the electricity generated to the customer. The amount of revenue recognised is the amount of the transaction price allocated to the satisfied PO.

The transaction price is determined based on the applicable tariff rates. Transaction price is the amount of consideration in the contract to which the Combined Group expects to be entitled in exchange for transferring the promised service. Consideration payable to a customer is deducted from the transaction price if the Combined Group does not receive a separate identifiable benefit from the customer.

Revenue from sale of energy is recognised in profit or loss when the electricity generated is dispatched to the customer over time.

Revenue is determined based on the units of sales delivered at the applicable tariff rates.

An element of significant financing component is deemed present for the Combined Group's sale of energy for contracts whereby the period between the satisfaction of PO and when the customer pays the transaction price exceeds one year. For these contracts, the Combined Group adjusts the promised consideration for the effects of the significant financing component using a discount rate that would be reflected in a separate financing transaction between the Combined Group and its customer at the contract inception, such that it reflects the credit characteristics of the party receiving the benefit of financing in the contract.

4. Material accounting policy information (cont'd)

4.10 *Revenue (cont'd)*

Service concession arrangements

Revenue related to construction services under a service concession arrangement is recognised based on the stage of completion of the work performed. The stage of completion is assessed by reference to the contract costs incurred till date in proportion to the total estimated contract costs of each contract. Operation or service revenue is recognised in the period in which the services are provided by the Combined Group. When the Combined Group provides more than one service in a service concession arrangement, the consideration received is allocated by reference to the relative fair values of the services delivered when the amounts are separately identifiable.

Fee income

Revenue from fee income is recognised over time when the customers simultaneously receive and consume the benefits.

Dividend income

Dividend income is recognised in profit or loss when the right to receive income is established. For unquoted equity securities, dividend income is recognised when the shareholders have approved the payment of a dividend.

4.11 *Government grants*

The Combined Group recognises an unconditional government grant in profit or loss as other income when the grant becomes receivable. Other government grants related to assets are initially recognised as deferred income at fair value if there is reasonable assurance that they will be received and the Combined Group will comply with the conditions associated with the grant; they are then recognised in profit or loss as other income on a systematic basis over the useful life of the asset.

Grants that compensate the Combined Group for expenses incurred are recognised in profit or loss on a systematic basis in the periods in which the expenses are recognised.

4.12 *Employee benefits*

(i) Short-term employee benefits

Short-term employee benefits are expensed as the related service is provided. A liability is recognised for the amount expected to be paid under short-term cash bonus if the Combined 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.

4. Material accounting policy information (cont'd)

4.12 *Employee benefits (cont'd)*

(ii) *Defined contribution plans*

A defined contribution plan is a post-employment benefit plan under which an entity pays fixed contributions into a separate entity and will have no legal or constructive obligation to pay further amounts. Obligations for contributions to defined contribution pension plans are recognised as an employee benefit expense in profit or loss in the periods during which related services are rendered by employees.

(iii) *Defined benefit plans*

A defined benefit plan is a post-employment benefit plan other than a defined contribution plan. The Combined Group's net obligation in respect of defined benefit plans is calculated separately for each plan by estimating the amount of future benefit that employees have earned in return for their service in the current and prior periods; discounting that amount and deducting the fair value of any plan assets.

The calculation of defined benefit obligations is performed annually by a qualified actuary using the projected unit credit method. When the calculation results in a potential asset for the Combined Group, the recognised asset is limited to the present value of economic benefits available in the form of any future refunds from the plan or reductions in future contributions to the plan. To calculate the present value of economic benefits, consideration is given to any applicable minimum funding requirements.

Remeasurements of the net defined benefit liability, which comprise actuarial gains and losses, the return of plan assets (excluding interest) and the effect of the asset ceiling (if any, excluding interest), are recognised immediately in OCI. The Combined Group determines the net interest expense (income) on the net defined liability (asset) for the period by applying the discount rate used to measure the defined benefit obligation at the beginning of the annual period to the then-net defined benefit liability (asset), taking into account any changes in the net defined benefit liability (asset) during the period as a result of contributions and benefit payments. Net interest expense and other expenses related to defined benefit plans are recognised in profit or loss.

When the benefits of a plan are changed or when a plan is curtailed, the resulting change in benefit that relates to past service or the gain or loss on curtailment is recognised immediately in profit or loss. The Combined Group recognises gains and losses on the settlement of a defined benefit plan when the settlement occurs.

(iv) Other long-term employee benefits

The Combined Group's net obligation in respect of long-term employee benefits other than pension plans is the amount of future benefit that employees have earned in return for their service in the current and prior periods. That benefit is discounted to determine its present value, and the fair value of any related assets is deducted. The calculation is performed using the projected unit credit method. Remeasurements are recognised in profit or loss in the period in which they arise.

4. Material accounting policy information (cont'd)

4.13 *Operating costs*

Operating costs include expenditure that are incurred by the Combined Group's renewable energy assets after these assets becomes operationally ready, as determined by management.

4.14 *Shared services costs*

Shared services costs include expenditure that are incurred by the Combined Group's service entities in providing shared services and asset management services to renewable energy assets of the Combined Group's affiliates.

4.15 *Development costs*

Development costs are incurred by the Combined Group's renewable energy assets before these assets becomes operationally ready as determined by management. Such costs are recognised in the profit or loss, unless they meet the capitalisation requirements.

4.16 *Finance income and finance costs*

Finance income comprises of interest income. Finance costs comprises of interest expense on borrowings and other finance costs.

Interest income and expense is recognised using the effective interest method.

The 'effective interest rate' is the rate that exactly discounts estimated future cash payments or receipts through the expected life of the financial instrument to:

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

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

Fees paid on the establishment of loan facilities are recognised as transaction costs of the loan to the extent that it is probable that some or all of the facility will be drawn down. In this case, the fee is deferred until the draw-down occurs. To the extent there is no evidence that it is probable that some or all of the facility will be drawn down, the fee is capitalised as a pre-payment for liquidity services and amortised over the period of the facility to which it relates.

4. Material accounting policy information (cont'd)

4.17 *Tax*

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

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

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

- temporary differences on the initial recognition of assets or liabilities in a transaction that is not a business combination and that affects neither accounting nor taxable profit or loss and does not give rise to equal taxable and deductible temporary differences;
- temporary differences related to investments in subsidiaries, associates and joint arrangements to the extent that the Combined Group is able to control the timing of the reversal of the temporary difference and it is probable that they will not reverse in the foreseeable future; and
- taxable temporary differences arising on the initial recognition of goodwill.

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

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

Deferred tax is measured at tax rates that are expected to be applied to temporary differences when they reverse, using tax rates enacted or substantively enacted at the reporting date.

4. Material accounting policy information (cont'd)

4.17 *Tax (cont'd)*

The measurement of deferred taxes reflects the tax consequences that would follow the manner in which the Combined Group expects, at the reporting date, to recover or settle the carrying amount of its assets and liabilities.

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.

Sales tax

Revenues, expenses and assets are recognised net of the amount of sales tax except:

- Where the sales tax incurred on a purchase of assets or services is not recoverable from the taxation authority, in which case the sales tax is recognised as part of the cost of acquisition of the asset or as part of the expense item as applicable; and

- Receivables and payables that are stated with the amount of sales tax included. The net amount of sales tax recoverable from, or payable to, the taxation authority is included as part of receivables or payables in the statement of financial position.

4.18 *Leases*

At inception of a contract, the Combined Group assesses whether a contract is, or contains, a lease. A contract is, or contains, a lease if the contract conveys the right to control the use of an identified asset for a period of time in exchange for consideration.

As a lessee

At commencement or on modification of a contract that contains a lease component, the Combined Group allocates the consideration in the contract to each lease component on the basis of its relative stand-alone prices. However, for the leases of property, the Combined Group has elected not to separate non-lease components and account for the lease and non-lease components as a single lease component.

The Combined Group recognises a right-of-use asset and a lease liability at the lease commencement date. The right-of-use asset is initially measured at cost, which comprises the initial amount of the lease liability adjusted for any lease payments made at or before the commencement date, plus any initial direct costs incurred and an estimate of costs to dismantle and remove the underlying asset or to restore the underlying asset or the site on which it is located, less any lease incentives received.

4. Material accounting policy information (cont'd)

4.18 *Leases (cont'd)*

As a lessee (cont'd)

The right-of-use asset is subsequently depreciated using the straight-line method from the commencement date to the end of the lease term, unless the lease transfers ownership of the underlying asset to the Combined Group by the end of the lease term or the cost of the right-of-use asset reflects that the Combined Group will exercise a purchase option. In that case the right-of-use asset will be depreciated over the useful life of the underlying asset, which is determined on the same basis as those of property, plant and equipment, and are as follows:

Land and buildings	2 – 39 years
Office lease	1 – 30 years
Others	1 – 5 years

Right-of-use asset is periodically reduced by impairment losses, if any, and adjusted for certain remeasurements of the lease liability.

The lease liability is initially measured at the present value of the lease payments that are not paid at the commencement date, discounted using the interest rate implicit in the lease or, if that rate cannot be readily determined, the lessee's incremental borrowing rate. Generally, the Combined Group uses the lessee's incremental borrowing rate as the discount rate.

The Combined Group determines the lessee's incremental borrowing rate by obtaining interest rates from various external financing sources and makes certain adjustments to reflect the terms of the lease and type of the asset leased.

Lease payments included in the measurement of the lease liability comprise the following:

- fixed payments, including in-substance fixed payments;
- variable lease payments that depend on an index or a rate, initially measured using the index or rate as at the commencement date;
- amounts expected to be payable under a residual value guarantee; and
- the exercise price under a purchase option that the Combined Group is reasonably certain to exercise, lease payments in an optional renewal period if the Combined Group is reasonably certain to exercise an extension option, and penalties for early termination of a lease unless the Combined Group is reasonably certain not to terminate early.

The lease liability is measured at amortised cost using the effective interest method. It is remeasured when there is a change in future lease payments arising from a change in an index or rate, if there is a change in the Combined Group's estimate of the amount expected to be payable under a residual value guarantee, if the Combined Group changes its assessment of whether it will exercise a purchase, extension or termination option or if there is a revised in-substance fixed lease payment.

4. Material accounting policy information (cont'd)

4.18 *Leases (cont'd)*

As a lessee (cont'd)

When the lease liability is remeasured in this way, a corresponding adjustment is made to the carrying amount of the right-of-use asset, or is recorded in profit or loss if the carrying amount of the right-of-use asset has been reduced to zero.

The Combined Group presents right-of-use assets that do not meet the definition of investment property and lease liabilities as separate line items in the statement of financial position.

Sale and leaseback transactions as a seller-lessee

A sale and leaseback transaction is one where the Combined Group sells an asset and immediately leases that asset back from the buyer.

For sale and leaseback transactions, the Combined Group first determines whether the transfer is accounted for as a sale by assessing whether the control of the asset has transferred to the buyer.

Where the transfer is accounted for as a sale, the Combined Group measures the right-of-use asset arising from the leaseback at the proportion of the previous carrying amount of the asset that relates to the right of use retained by the Combined Group. Any gain or loss arising relates to the rights transferred to the buyer. If the fair value of the consideration for the sale of the asset does not equal to the fair value of the asset, or if the lease payments are not at market rates, the Combined Group measures the sale proceeds at fair value by adjusting any below-market terms as a prepayment of lease payments and any above-market terms as additional financing provided by buyer-lessor to the seller-lessee.

Where the transfer is not accounted for as a sale, the Combined Group continues to recognise the transferred asset and recognises a financial liability equal to the transfer proceeds. The financial liability is accounted for as a financial liability at amortised cost.

Short-term leases and leases of low-value assets

The Combined Group has elected not to recognise right-of-use assets and lease liabilities for leases of low-value assets and short-term leases, including IT equipment. The Combined Group recognises the lease payments associated with these leases as an expense on a straight-line basis over the lease term.

4. Material accounting policy information (cont'd)

4.18 *Leases (cont'd)*

As a lessor

At inception or on modification of a contract that contains a lease component, the Combined Group allocates the consideration in the contract to each lease component on the basis of their relative stand-alone prices.

When the Combined Group acts as a lessor, it determines at lease inception whether each lease is a finance lease or an operating lease.

To classify each lease, the Combined Group makes an overall assessment of whether the lease transfers substantially all of the risks and rewards incidental to ownership of the underlying asset. If this is the case, then the lease is a finance lease; if not, then it is an operating lease. As part of this assessment, the Combined Group considers certain indicators such as whether the lease is for the major part of the economic life of the asset.

When the Combined Group is an intermediate lessor, it accounts for its interests in the head lease and the sub-lease separately. It assesses the lease classification of a sub-lease with reference to the right-of-use asset arising from the head lease, not with reference to the underlying asset. If a head lease is a short-term lease to which the Combined Group applies the exemption described above, then it classifies the sub-lease as an operating lease.

If an arrangement contains lease and non-lease components, then the Combined Group applies IFRS 15 to allocate the consideration in the contract.

Sale and leaseback transactions as a buyer-lessor

A sale and leaseback transaction is one where the Combined Group buys an asset and immediately leases that asset back to the seller.

For sale and leaseback transactions, the Combined Group first determines whether the transfer is accounted for as a sale by assessing whether the control of the asset has been acquired by the Combined Group.

Where the transfer is accounted for as a sale, the Combined Group recognises the underlying asset at the fair value and determines at lease inception whether each lease is a finance lease or an operating lease. If the fair value of the consideration for the sale of the asset does not equal to the fair value of the asset, or if the lease payments are not at market rates, the Combined Group recognises the underlying asset at fair value by adjusting any below-market terms as a prepayment of lease payments and any above-market terms as additional financing provided by buyer-lessor to the seller-lessee.

Where the transfer is not accounted for as a sale, the Combined Group does not recognise the underlying asset and recognises a financial asset under the Combined Group's policy for the amount transferred to the seller. The financial asset is accounted for as a financial asset at amortised cost.

5. Revenue

The Combined Group's revenue comprises:

	2024 US$'000	2023 US$'000
Sale of energy	457,296	492,729
Fee income		
- Shared services fee income from equity-accounted investees	34,157	12,412
- Asset management fee income	3,042	520
Revenue recognised over time	494,495	505,661

Disaggregation of revenue from contracts with customers

In the following table, revenue from contracts with customers is disaggregated by primary geographical markets and major products.

	2024 US$'000	2023 US$'000
Sale of energy		
Japan	195,616	204,447
Thailand	19,380	42,612
India	82,805	90,934
Australia	37,241	21,026
Indonesia	35,669	40,618
Taiwan	86,585	93,092
	457,296	492,729
Fee income		
Shared services fee	34,157	12,412
Asset management fee	3,042	520
Total revenue	494,495	505,661

6. Other income

	2024 US$'000	2023 US$'000
Insurance claim	4,411	3,956
Liquidated damages and other compensation	5,520	18,813
Government grants	–	6
Pre-commercial operating revenue	231	129
Gains from partial outward transfer of TK interests resulting in loss of control (Note 37)	3,554	–
Gains from disposal of associate	526	–
Others	2,157	1,922
	16,399	24,826

7(a). Operating costs

	2024 US$'000	2023 US$'000
Operations and maintenance costs	41,252	37,948
Utilities and transmission costs	6,537	5,837
Asset-related insurance	12,689	10,728
Professional fees	7,160	11,929
Rental - land and site office	518	698
Asset-related tax and levies	14,679	14,203
Others	1,910	2,393
	84,745	83,736

Staff costs of US$9.0 million (2023: US$8.3 million) is included within operations and maintenance costs.

7(b). Other costs of operations

	2024 US$'000	2023 US$'000
Revenue sharing	11,521	16,191
Liquidated damages	–	4,699
	11,521	20,890

Revenue sharing of US$11.5 million (2023: US$16.2 million) relates to the amount payable to a local government agency based on a percentage of the gross revenue derived from certain of the Combined Group's operational solar assets.

8. Shared services costs

	2024 US$'000	2023 US$'000
Staff costs	92,175	74,530
Directors and Investment Committee members fee	409	406
Occupancy costs	1,587	1,475
IT expenses	4,534	3,749
Professional fees	12,019	11,813
Insurance	890	899
Travel and entertainment expenses	4,413	4,037
Asset-related tax and levies	650	1,320
Others	9,520	8,208
	126,197	106,437
Less: Shared services costs capitalised	(27,969)	(27,218)
	98,228	79,219

9. Development costs

	2024 US$'000	2023 US$'000
Business-related taxes	215	72
Insurance	19	7
Professional fees	2,461	1,262
Travel and entertainment expenses	106	72
Occupancy costs	148	13
Others	681	720
	3,630	2,146

10. Finance income and finance costs

	2024 US$'000	2023 US$'000
Finance income		
Interest income from:		
- Loans to equity accounted investees	696	494
- Loans to third parties	9	520
- Bank deposits	9,763	8,225
- Cross currency interest rate swaps	11,100	10,767
Total finance income	21,568	20,006

10. Finance income and finance costs (cont'd)

	2024 US$'000	**2023** US$'000
Finance costs		
Interest expense on:		
- Project finance debts	(77,540)	(72,617)
- Revolving credit facilities	(151)	(1,068)
- Euro Medium Term Note	(14,355)	(14,647)
- Interest rate swaps	(525)	(1,073)
- Lease liabilities	(6,060)	(4,871)
Other finance costs	(17,743)	(16,319)
Total finance costs	(116,374)	(110,595)

Included in other finance costs are deferred financing costs of US$8.1 million (2023: US$3.0 million) and unwinding of discount of asset retirement obligation of US$1.0 million (2023: US$0.9 million).

11. Change in fair value of financial instruments at FVTPL

	2024 US$'000	**2023** US$'000
Gain on change in fair value:		
- Forward contracts	1,547	891
- Interest rate swaps	20,440	(14,717)
- Cross currency interest rate swaps	1,029	(535)
Hedge ineffectiveness of electricity derivatives	(8,667)	5,819
Hedge ineffectiveness of cross-currency interest rate swaps	19,988	10,270
	34,337	1,728

12. Impairment loss recognised on financial assets, net

	2024 US$'000	**2023** US$'000
Net impairment loss (reversed)/recognised on cash and bank balances	(90)	55
Net impairment loss recognised on trade and other receivables	764	3,862
Net impairment loss recognised/(reversed) on loan receivables	2	(417)
	676	3,500

13. (Loss)/profit before tax

The following items have been included in arriving at (loss)/profit before tax:

	2024 US$'000	2023 US$'000
Staff costs		
Wages and salaries	60,571	48,486
Ordinary bonus	13,562	14,717
Contributions to defined contribution plans	2,163	1,285
Employee insurance	3,533	3,337
Recruitment fee	1,387	1,592
Staff benefits, allowances and others	15,110	13,407
	96,326	82,824

14. Tax expense

	2024 US$'000	2023 US$'000
Current tax expense		
Withholding tax	19,689	14,856
Current year	12,282	11,532
(Over)/under-provision of income tax in respect of prior years	(343)	466
	31,628	26,854
Deferred tax credit		
Origination and reversal of temporary difference	(998)	(2,124)
Recognition of tax effect of previously unrecognised tax losses	–	(1,171)
	(998)	(3,295)
Tax expense	30,630	23,559
Tax recognised in OCI		
Defined benefit plan remeasurements	35	70

14. Tax expense (cont'd)

Reconciliation of effective tax rate

	2024 US$'000	**2023** US$'000
Profit before tax	22,945	41,096
Tax at the domestic rates applicable to profits in the countries where the Combined Group operates	30,926	33,105
Effects of results of equity-accounted investees presented net of tax	(5,381)	(529)
Expenses non-deductible for tax purposes	22,213	21,679
Tax-exempt income/non-taxable income	(26,282)	(29,073)
Tax incentives	(9,664)	(13,732)
Foreign tax credits attributable to remitted TK distribution	(6,694)	(3,716)
Recognition of previously unrecognised tax losses	(1,839)	(2,297)
Current year losses for which no deferred tax asset is recognised	7,958	2,797
Withholding taxes	19,689	14,856
(Over)/under-provision of income tax in respect of prior years	(343)	466
Others	47	3
	30,630	23,559

The domestic rates of 10% - 29% are applicable to profits in the countries where the Combined Group's operations are primarily based.

Tax incentives refer to tax deductions allowed under the Combined Group's Tokumei Kumiai arrangements in Japan.

15. Property, plant and equipment

	Note	Land US$'000	Building and leasehold improvements US$'000	Electric generator equipment US$'000	Vehicles US$'000	Computers, fittings and fixtures and office equipment US$'000	Assets under construction US$'000	Total US$'000
Cost								
At 1 January 2023		69,452	19,810	2,443,957	678	6,779	530,285	3,070,961
Acquisition of subsidiaries	36	–	–	162,215	–	–	–	162,215
Additions		5,095	165	22,587	356	1,789	378,979	408,971
Disposals		(85)	(202)	(1,531)	(32)	(46)	–	(1,896)
Write-off	(a)	–	–	–	–	–	(4,418)	(4,418)
Reclassification	17	(2,838)	285	235,707	–	–	(233,154)	–
Capitalisation of depreciation of right-of-use assets into property, plant and equipment	16	–	–	–	–	–	6,428	6,428
Effect of exchange rate changes		(1,936)	784	(99,851)	(18)	76	(26,607)	(127,552)
At 31 December 2023		69,688	20,842	2,763,084	984	8,598	651,513	3,514,709
Additions		7,113	3,027	20,627	171	1,734	251,196	283,868
Disposals		–	–	(712)	(22)	(169)	(15)	(918)
Write-off	(a)	–	–	(1,512)	–	–	(5,372)	(6,884)
Transfer from other assets		–	–	–	–	–	32,344	32,344
Reclassification		(1,840)	828	293,294	–	–	(292,282)	–
Capitalisation of depreciation of right-of-use assets into property, plant and equipment	16	–	–	–	–	–	2,500	2,500
Partial outward transfer of TK interests resulting in loss of control		–	–	(32,847)	–	–	–	(32,847)
Effect of exchange rate changes		(3,139)	(578)	(193,007)	(57)	(248)	(49,386)	(246,415)
At 31 December 2024		71,822	24,119	2,848,927	1,076	9,915	590,498	3,546,357

(a) Included US$5.4 million (2023: US$4.4 million) under "write-off of project costs" line item in Statement of Profit or Loss for the year ended 31 December 2024.

15. Property, plant and equipment (cont'd)

	Land	Building and leasehold improvements	Electric generator equipment	Vehicles	Computers, fittings and fixtures and office equipment	Assets under construction	Total
	US$'000	US$'000	US$'000	US$'000	US$'000	US$'000	US$'000
Accumulated depreciation and impairment losses							
At 1 January 2023	–	(5,187)	(265,003)	(302)	(4,804)	–	(275,296)
Depreciation expense	–	(1,245)	(109,923)	(153)	(1,116)	–	(112,437)
Disposals	–	102	243	7	1	–	353
Effect of exchange rate changes	–	(36)	10,531	9	22	–	10,526
At 31 December 2023	–	(6,366)	(364,152)	(439)	(5,897)	–	(376,854)
Depreciation expense	–	(2,056)	(116,601)	(176)	(1,327)	–	(120,160)
Disposals	–	–	213	21	151	–	385
Partial outward transfer of TK interests resulting in loss of control	–	–	210	–	–	–	210
Effect of exchange rate changes	–	174	27,005	28	272	–	27,479
At 31 December 2024	–	(8,248)	(453,325)	(566)	(6,801)	–	(468,940)
Carrying amounts							
At 31 December 2023	69,688	14,476	2,398,932	545	2,701	651,513	3,137,855
At 31 December 2024	71,822	15,871	2,395,602	510	3,114	590,498	3,077,417

As at reporting date, property, plant and equipment of the Combined Group with carrying amounts of US$2,456.8 million (2023: US$2,582.8 million) were pledged as collateral to secure project finance debts.

The Combined Group assessed the impairment of property, plant and equipment together with its related intangible assets as described in Note 17.

16. Right-of-use assets

	Note	Land and buildings US$'000	Office US$'000	Others US$'000	Total US$'000
Cost					
At 1 January 2023		372,819	19,757	2,754	395,330
Acquisition of subsidiaries	36	20,135	–	–	20,135
Additions		40,177	5,349	3,240	48,766
Modifications		(829)	(3,150)	(986)	(4,965)
Terminations		(8,352)	–	–	(8,352)
Effect of exchange rate changes		(10,127)	1,504	157	(8,466)
At 31 December 2023		413,823	23,460	5,165	442,448
Additions		9,433	8,127	779	18,339
Terminations		(11,293)	(1,282)	(889)	(13,464)
Partial outward transfer of TK interests resulting in loss of control		(14,423)	–	–	(14,423)
Effect of exchange rate changes		(31,084)	(1,561)	(428)	(33,073)
At 31 December 2024		366,456	28,744	4,627	399,827
Accumulated depreciation					
At 1 January 2023		(35,902)	(10,256)	(1,524)	(47,682)
Depreciation expense		(10,872)	(3,418)	(1,655)	(15,945)
Capitalisation of depreciation of right-of-use assets into property, plant and equipment	15	(6,402)	(26)	–	(6,428)
Modifications		248	1,651	728	2,627
Terminations		969	–	–	969
Effect of exchange rate changes		(116)	(212)	45	(283)
At 31 December 2023		(52,075)	(12,261)	(2,406)	(66,742)
Depreciation expense		(11,642)	(4,218)	(1,320)	(17,180)
Capitalisation of depreciation of right-of-use assets into property, plant and equipment	15	(2,493)	(7)	–	(2,500)
Terminations		1,296	1,018	711	3,025
Partial outward transfer of TK interests resulting in loss of control		1,710	–	–	1,710
Effect of exchange rate changes		3,084	931	272	4,287
At 31 December 2024		(60,120)	(14,537)	(2,743)	(77,400)
Carrying amounts					
At 31 December 2023		361,748	11,199	2,759	375,706
At 31 December 2024		306,336	14,207	1,884	322,427

17. Intangible assets

	Note	Goodwill US$'000	Project-related agreements and licences US$'000	Service concession intangible assets US$'000	Total US$'000
Cost					
At 1 January 2023		717,685	1,324,020	173,679	2,215,384
Acquisition of subsidiaries	36	–	177,550	–	177,550
Effect of exchange rate changes		(15,768)	(62,498)	–	(78,266)
At 31 December 2023		701,917	1,439,072	173,679	2,314,668
Effect of exchange rate changes		(37,259)	(91,855)	–	(129,114)
At 31 December 2024		664,658	1,347,217	173,679	2,185,554
Accumulated depreciation					
At 1 January 2023		–	(194,228)	(25,024)	(219,252)
Amortisation expense		–	(64,183)	(6,640)	(70,823)
Effect of exchange rate changes		–	(2,113)	–	(2,113)
At 31 December 2023		–	(260,524)	(31,664)	(292,188)
Amortisation expense		–	(66,401)	(6,714)	(73,115)
Effect of exchange rate changes		–	13,865	–	13,865
At 31 December 2024		–	(313,060)	(38,378)	(351,438)
Carrying amounts					
At 31 December 2023		701,917	1,178,548	142,015	2,022,480
At 31 December 2024		664,658	1,034,157	135,301	1,834,116

17. Intangible assets (cont'd)

Amortisation of project-related agreements and licences and service concession intangible assets begins on the commercial operation date of the renewable asset as defined in the respective power purchase agreements.

As at the respective reporting dates, service concession intangible assets of the Combined Group with carrying amounts of US$135.3 million (2023: US$142.0 million) were pledged as collateral to secure project finance debts.

Impairment testing for CGUs containing goodwill

For the purposes of impairment testing, goodwill has been allocated to the Combined Group's group of CGUs (operating divisions) as follows:

	2024 US$'000	**2023** US$'000
Australia	102,397	111,424
India	23,600	24,094
Indonesia	36,514	36,741
Japan	185,876	204,149
Philippines	84,280	89,160
Taiwan	30,275	31,626
Thailand	6,391	6,298
Asset manager	195,325	198,425
	664,658	701,917

Operations in Australia, India, Indonesia, Japan, Philippines, Taiwan and Thailand

The recoverable amount of these groups of CGUs was based on fair value less costs of disposal, estimated using discounted cash flow method. The fair value measurement is categorised as a Level 3 fair value based on the inputs in the valuation technique used.

The discounted cash flows valuation is based on management's cash flow projections assuming up to 40 years (2023: up to 40 years) of operating life, no terminal value is assumed. The post-tax discount rates of 4.5% to 16.6% (2023: 4.5% to 16.6%) are estimated based on the cost of equity for the Combined Group's operational assets and applying additional risk premium for under construction, contracted and development assets.

Asset Manager

The Asset Manager CGU represents the Engineering, Procurement and Construction Management ('EPCM') and Operations and Maintenance ('O&M') capabilities of the Combined Group. The recoverable amount of this CGU was based on fair value less costs of disposal, estimated using the discounted cash flow method, similar to that applied by the respective countries that the Asset Manager serves. The fair value measurement was categorised as a Level 3 fair value based on the inputs in the valuation technique used.

17. Intangible assets (cont'd)

As at 31 December 2024, for the discounted cash flows valuation, a rise in the post-tax discount rates by 0.3% (2023: 0.3%), holding other inputs constant, would not result in impairment.

18. Equity-accounted investees

	2024 US$'000	**2023** US$'000
Interests in joint ventures	67,146	71,161
Interests in associates	396,849	419,902
Total interests in equity-accounted investees	463,995	491,063

Investment in joint ventures

The following summarises the financial information of the Combined Group's joint ventures prepared in accordance with the Combined Group's accounting policy:

2024	**Nanao Mega Solar GK ("Nanao")** US$'000	**KK Kyudenko Fukuosan Solar ("KK Fukuosan")** US$'000	**Wind Power Energy Co., Ltd. ("WPE")** US$'000	**Taean Wind Power Co., Ltd. ("Taean")** US$'000	**GK NRE-30 Investment ("Maibara")** US$'000
Statement of financial position					
Non-current assets					
Property, plant and equipment	87,606	76,178	52,046	1,772	31,045
Right-of-use assets	8,977	30,603	6,193	38	12,022
Intangible assets	915	21,146	–	40,355	–
Prepayments and other assets	1,344	202	–	–	–
Derivative assets	3,250	3,583	–	–	–
Other non-current receivables	–	–	–	–	2,543
	102,092	131,712	58,239	42,165	45,610

18. Equity-accounted investees (cont'd)

Investment in joint ventures (cont'd)

2024	**Nanao**	**KK Fukuosan**	**WPE**	**Taean**	**Maibara**
	US$'000	US$'000	US$'000	US$'000	US$'000
Statement of financial position (cont'd)					
Current assets					
Prepayment and other assets	–	96	1	23	322
Trade and other receivables	428	2,069	7	4,181	428
Cash and bank balances	12,200	11,941	1,088	17,365	3,212
	12,628	14,106	1,096	21,569	3,962
Total assets	114,720	145,818	59,335	63,734	49,572
Non-current liabilities					
Loans and borrowings	71,365	71,261	11,141	37,047	26,630
Lease liabilities	3,627	33,326	6,245	29	12,743
Derivative liabilities	–	–	–	–	271
Asset retirement obligation	3,750	4,513	–	–	1,216
	78,742	109,100	17,386	37,076	40,860
Current liabilities					
Loans and borrowings	–	3,386	12	172	4,573
Lease liabilities	183	2,318	244	10	705
Trade and other payables	1,154	1,845	1,892	40,446	933
Current tax liabilities	62	–	9	–	2
	1,399	7,549	2,157	40,628	6,213
Total liabilities	80,141	116,649	19,543	77,704	47,073
Net assets/(liabilities)	34,579	29,169	39,792	(13,970)	2,499

18. Equity-accounted investees (cont'd)

Investment in joint ventures (cont'd)

2024	**Nanao** US$'000	**KK Fukuosan** US$'000	**WPE** US$'000	**Taean** US$'000	**Maibara** US$'000
Statement of comprehensive income					
Revenue	12,536	13,489	–	–	538
Other income	16	7	–	–	1
Total revenue	12,552	13,496	–	–	539
Operating costs	(2,140)	(2,122)	(1)	(1,303)	(239)
Development costs	(1,264)	(1,127)	(70)	(5,167)	(56)
Depreciation expense	(3,850)	(6,870)	–	(1,769)	(620)
Amortisation expense	(605)	(1,373)	–	–	–
Results from operating activities	4,693	2,004	(71)	(8,239)	(376)
Finance income	1	1	–	9	–
Finance costs	(1,253)	(1,572)	–	(1)	(160)
Change in fair value of financial instruments at FVTPL	669	685	–	–	(271)
Foreign exchange loss	–	–	–	(1,891)	–
Profit/(loss) before tax	4,110	1,118	(71)	(10,122)	(807)
Tax expense	(3)	–	(2)	–	(2)
Profit/(loss) for the year, representing total comprehensive income for the year	4,107	1,118	(73)	(10,122)	(809)

2023	**Nanao** US$'000	**KK Fukuosan** US$'000	**WPE** US$'000
Statement of financial position			
Non-current assets			
Property, plant and equipment	98,056	89,104	56,158
Right-of-use assets	10,499	35,728	7,114
Intangible assets	1,122	24,734	–
Prepayments and other assets	10,803	223	–
Derivative assets	3,668	3,127	–
	124,148	152,916	63,272

18. Equity-accounted investees (cont'd)

Investment in joint ventures (cont'd)

2023	**Nanao**	**KK Fukuosan**	**WPE**
	US$'000	US$'000	US$'000
Statement of financial position (cont'd)			
Current assets			
Prepayment and other assets	–	30	1
Trade and other receivables	502	1,220	776
Cash and bank balances	13,995	14,209	1,551
	14,497	15,459	2,328
Total assets	138,645	168,375	65,600
Non-current liabilities			
Loans and borrowings	91,709	81,490	12,253
Lease liabilities	4,191	38,904	7,137
Asset retirement obligation	4,078	4,933	–
	99,978	125,327	19,390
Current liabilities			
Loans and borrowings	–	5,721	13
Lease liabilities	198	2,544	264
Trade and other payables	1,616	1,750	2,081
Current tax liabilities	185	–	10
	1,999	10,015	2,368
Total liabilities	101,977	135,342	21,758
Net assets	36,668	33,033	43,842

18. Equity-accounted investees (cont'd)

Investment in joint ventures (cont'd)

2023	**Nanao** US$'000	**KK Fukuosan** US$'000	**WPE** US$'000
Statement of comprehensive income			
Revenue	14,730	15,697	–
Other income	2	12	1
Total revenue	14,732	15,709	1
Operating costs	(1,002)	(2,048)	–
Development costs	(983)	(1,215)	(112)
Depreciation expense	(2,628)	(7,463)	–
Amortisation expense	(652)	(1,481)	–
Results from operating activities	9,467	3,502	(111)
Finance costs	(1,978)	(1,845)	–
Change in fair value of financial instruments at FVTPL	(606)	(1,394)	–
Profit/(loss) before tax	6,883	263	(111)
Tax expense	(16)	–	(4)
Profit/(loss) for the year, representing total comprehensive income for the year	6,867	263	(115)

18. Equity-accounted investees (cont'd)

Investment in joint ventures (cont'd)

	Nanao US$'000	**KK Fukuosan** US$'000	**WPE** US$'000	**Taean** US$'000	**Maibara** US$'000	**Total** US$'000
2024						
Carrying amount of interests in joint ventures at 1 January 2024	25,953	22,623	22,585	–	–	71,161
Contribution during the year	–	–	–	42	–	42
Distribution during the year	(471)	–	–	–	–	(471)
TK interest retained and accounted for as a joint venture	–	–	–	–	3,308[2]	3,308
Change in classification from associate to joint venture	–	–	–	3,392[1]	–	3,392
Redemption during the year	(963)	(1,224)	–	–	–	(2,187)
Share of results of joint ventures	2,227	506	(37)	(4,328)	(350)	(1,982)
Foreign currency translation differences	(2,169)	(2,031)	(1,987)	122	(52)	(6,117)
Carrying amount of interests in joint ventures at 31 December 2024	24,577	19,874	20,561	(772)[3]	2,906	67,146

1 In November 2024, the Combined Group disposed of a 49% stake in its associate, Taean Wind Power Co., Ltd. ("Taean"), for a purchase consideration of KRW5.4 billion (US$3.9 million) and recognised a gain on disposal amounting to US$0.5 million. Following the partial disposal, the Combined Group has joint control over Taean and continues to account for the investment under the equity method as a joint venture.

2 In November 2024, the Combined Group transferred 50% stake in its wholly-owned subsidiary, GK NRE-30 Investment. ("Maibara"), for a purchase consideration of JPY499.8 million (US$3.3 million) and recognised a gain amounting to US$3.6 million. Following the transfer, the Combined Group has joint control over Maibara and accounts for the investment under the equity method as a joint venture.

3 The negative carrying amount reflects further losses recognised as the Combined Group has an obligation to fund the investee's operations.

18. Equity-accounted investees (cont'd)

Investment in joint ventures (cont'd)

	Nanao US$'000	KK Fukuosan US$'000	WPE US$'000	Total US$'000
2023				
Carrying amount of interests in joint ventures at 1 January 2023	22,590	26,914	22,356	71,860
Contribution during the year	–	233	1,764	1,997
Redemption during the year	–	(2,999)	–	(2,999)
Share of results of joint ventures	4,806	185	(57)	4,934
Foreign currency translation differences	(1,443)	(1,710)	(1,478)	(4,631)
Carrying amount of interests in joint ventures at 31 December 2023	25,953	22,623	22,585	71,161

18. Equity-accounted investees (cont'd)

Interests in associates

The Combined Group has 7 (2023: 7) material associates and 10 (2023: 11) immaterial associates which are equity accounted for. The following are the material associates:

Associate entity name	**Hangin ng Amihan Holdings, Inc. and its subsidiaries ("HANGIN")**	**Vena Energy Wind (Phil) Holdings Inc ("VEWPHI")**	**Helios Solar Energy Holdings Inc. and its subsidiaries ("HSEHI")**	**First Soleq Holdings Philippines Inc. ("FSHPI")**	**One Bukidnon Project Holdings Inc. ("OBPHI")**	**RA Solar Energy Holdings Inc. and its subsidiaries ("RSEHI")**	**Nuevo Solar Energy Corp. ("NSEC")**
Nature of Associate	Investment holding entity for Alternergy Wind One Corporation ("Project Pililia")	Investment holding entity for Alternergy Wind One Corporation ("Project Pililia")	Investment holding entity for Helios Solar Energy Corp. ("Project Pollo")	Investment holding entity for First Soleq Energy Corp. ("Project Ironman")	Investment holding entity for Asian Greenenergy Corp. ("Project Zorro")	Investment holding entity for Mirae Asia Energy Corp. ("Project Garcia")	Operating entity for solar power plant ("Project Garcia 2")
Sector	54.0 MW wind	54.0 MW wind	132.5 MW solar	30.4 MW solar	10.5 MW solar	20.1 MW solar	83.3 MW solar
Principal place of business/ country of incorporation	Philippines	Philippines	Philippines	Philippines	Philippines	Philippines	Philippines
Direct economic interest held in the associate by the Combined Group	99.29%	100%	99.56%	99.31%	99.70%	99.91%	16.67%
Effective economic interest held on the underlying project	54.64%	39.97%	99.65%	99.45%	99.76%	99.97%	49.94%*
Effective voting rights held in the associate by the Combined Group	34.63%	10.06%	37.73%	31.43%	34.61%	40.00%	26.94%

HANGIN holds 55.2% (2023: 55.2%) and VEWPHI holds 39.8% (2023: 39.8%) direct voting rights in Project Pililia. Through investment in HANGIN and VEWPHI, the Combined Group's aggregate economic interest in Project Pililia (54.0 MW Wind) is 94.6% (2023: 94.8%).

* The Combined Group holds 99.8% (2023: 99.9%) of effective economic interest in Pasuquin Energy Holdings Inc. ("PEHI") and PEHI holds 33.3% (2023: 50.0%) of direct economic interest in NSEC. The Combined Group's aggregate economic interest in NSEC is 49.9% (2023: 49.9%).

18. Equity-accounted investees (cont'd)

Interests in associates (cont'd)

The following summarises the financial information of the Combined Group's material associates prepared in accordance with the Combined Group's accounting policy:

2024	**HANGIN** US$'000	**VEWPHI** US$'000	**HSEHI** US$'000	**FSHPI** US$'000	**OBPHI** US$'000	**RSEHI** US$'000	**NSEC** US$'000
Statement of financial position							
Non-current assets							
Property, plant and equipment	59,712	–	93,861	20,548	8,099	17,898	53,954
Intangible assets	605	–	–	–	–	–	–
Equity-accounted investees	–	12,105	–	–	–	–	–
Other non-current receivables	662	56	731	3,343	185	405	263
Right-of-use assets	498	–	5,221	519	68	410	430
Prepayment and other assets	30	–	74	–	–	58	–
Deferred tax assets	30	–	303	62	6	40	185
	61,537	12,161	100,190	24,472	8,358	18,811	54,832
Current assets							
Trade and other receivables	20,016	–	20,123	6,170	3,019	4,169	1,676
Prepayment and other assets	34	–	355	87	–	116	4
Cash and bank balances	6,605	14	15,999	704	926	1,337	2,778
	26,655	14	36,477	6,961	3,945	5,622	4,458
Total assets	88,192	12,175	136,667	31,433	12,303	24,433	59,290

18. Equity-accounted investees (cont'd)

Interests in associates (cont'd)

2024	**HANGIN** US$'000	**VEWPHI** US$'000	**HSEHI** US$'000	**FSHPI** US$'000	**OBPHI** US$'000	**RSEHI** US$'000	**NSEC** US$'000
Statement of financial position (cont'd)							
Non-current liabilities							
Loans and borrowings	52,516	–	79,473	12,144	5,566	6,605	30,933
Employee benefits	32	–	66	–	–	23	–
Asset retirement obligation	2,610	–	932	243	72	161	109
Deferred tax liabilities	40	–	–	–	–	–	–
	55,198	–	80,471	12,387	5,638	6,789	31,042
Current liabilities							
Loans and borrowings	2,690	–	5,622	2,920	323	892	6,598
Trade and other payables	3,938	2	2,407	1,213	1,744	1,029	4,039
Current tax liabilities	–	–	99	13	46	17	34
	6,628	2	8,128	4,146	2,113	1,938	10,671
Total liabilities	61,826	2	88,599	16,533	7,751	8,727	41,713
Net assets	26,366	12,173	48,068	14,900	4,552	15,706	17,577

18. Equity-accounted investees (cont'd)

Interests in associates (cont'd)

2024	**HANGIN** US$'000	**VEWPHI** US$'000	**HSEHI** US$'000	**FSHPI** US$'000	**OBPHI** US$'000	**RSEHI** US$'000	**NSEC** US$'000
Statement of comprehensive income							
Sale of energy	19,040	–	32,278	7,181	2,563	5,487	7,858
Other income	148	–	–	–	–	51	23
Total revenue	19,188	–	32,278	7,181	2,563	5,538	7,881
Operating costs	(4,610)	(14)	(4,577)	(1,212)	(660)	(1,526)	(2,285)
Shared services costs charged by a subsidiary	(1,088)	–	(1,118)	(247)	(96)	(211)	(301)
Depreciation expenses	(4,000)	–	(6,405)	(1,757)	(629)	(1,382)	(2,697)
Results from operating activities	9,490	(14)	20,178	3,965	1,178	2,419	2,598
Finance income	488	1	745	135	38	99	101
Finance costs	(4,380)	–	(6,683)	(988)	(373)	(522)	(3,049)
Net foreign exchange gain/(loss)	4	1	14	18	–	13	(33)
Net finance (costs)/income	(3,888)	2	(5,924)	(835)	(335)	(410)	(2,981)
Share of results of associate	–	2,134	–	–	–	–	–
Profit/(loss) before tax	5,602	2,122	14,254	3,130	843	2,009	(383)
Income tax expense	(390)	–	(1,577)	(330)	(105)	(201)	3
Profit/(loss) for the year, representing total comprehensive income for the year	5,212	2,122	12,677	2,800	738	1,808	(380)

18. Equity-accounted investees (cont'd)

Interests in associates (cont'd)

2023	**HANGIN** US$'000	**VEWPHI** US$'000	**HSEHI** US$'000	**FSHPI** US$'000	**OBPHI** US$'000	**RSEHI** US$'000	**NSEC** US$'000
Statement of financial position							
Non-current assets							
Property, plant and equipment	67,267	–	105,825	23,805	9,191	20,189	59,845
Intangible assets	640	–	–	–	–	–	–
Equity-accounted investees	–	12,646	–	–	–	–	–
Other non-current receivables	2,537	56	571	3,479	177	388	205
Right-of-use assets	540	–	5,563	570	105	958	97
Prepayment and other assets	32	–	78	–	–	31	–
	71,016	12,702	112,037	27,854	9,473	21,566	60,147
Current assets							
Trade and other receivables	18,132	–	20,149	5,576	3,148	4,346	4,066
Prepayment and other assets	551	–	674	181	52	211	335
Cash and bank balances	8,658	881	11,203	897	750	1,347	4,399
	27,341	881	32,026	6,654	3,950	5,904	8,800
Total assets	98,357	13,583	144,063	34,508	13,423	27,470	68,947

18. Equity-accounted investees (cont'd)

Interests in associates (cont'd)

2023	**HANGIN** US$'000	**VEWPHI** US$'000	**HSEHI** US$'000	**FSHPI** US$'000	**OBPHI** US$'000	**RSEHI** US$'000	**NSEC** US$'000
Statement of financial position (cont'd)							
Non-current liabilities							
Loans and borrowings	56,699	–	88,459	15,769	6,231	8,316	39,337
Employee benefits	34	–	55	9	–	18	–
Asset retirement obligation	2,659	–	936	263	63	165	106
Deferred tax liabilities	42	–	36	26	13	9	216
	59,434	–	89,486	16,067	6,307	8,508	39,659
Current liabilities							
Loans and borrowings	2,868	–	5,607	1,928	452	898	2,050
Trade and other payables	5,084	46	2,187	1,611	1,885	863	4,992
Current tax liabilities	183	–	785	–	33	39	356
	8,135	46	8,579	3,539	2,370	1,800	7,398
Total liabilities	67,569	46	98,065	19,606	8,677	10,308	47,057
Net assets	30,788	13,537	45,998	14,902	4,746	17,162	21,890

18. Equity-accounted investees (cont'd)

Interests in associates (cont'd)

2023	**HANGIN** US$'000	**VEWPHI** US$'000	**HSEHI** US$'000	**FSHPI** US$'000	**OBPHI** US$'000	**RSEHI** US$'000	**NSEC** US$'000
Statement of comprehensive income							
Sale of energy	20,760	–	31,314	6,867	2,642	5,820	9,854
Other income	–	–	–	–	–	64	–
Revenue	20,760	–	31,314	6,867	2,642	5,884	9,854
Operating costs	(5,179)	(18)	(4,531)	(1,226)	(719)	(1,238)	(2,146)
Shared services costs charged by a subsidiary	(1,092)	–	(1,165)	(250)	(100)	(217)	(339)
Depreciation expenses	(4,091)	–	(6,624)	(1,663)	(614)	(1,416)	(2,402)
Results from operating activities	10,398	(18)	18,994	3,728	1,209	3,013	4,967
Finance income	762	3	929	190	82	129	172
Finance costs	(6,682)	–	(7,263)	(1,095)	(412)	(599)	(3,021)
Net foreign exchange (loss)/gain	(2)	–	(3)	7	(2)	3	22
Net finance (costs)/income	(5,922)	3	(6,337)	(898)	(332)	(467)	(2,827)
Share of results of associate	–	1,572	–	–	–	–	–
Profit before tax	4,476	1,557	12,657	2,830	877	2,546	2,140
Income tax expense	(552)	–	(1,299)	(311)	(70)	(235)	(833)
Profit for the year, representing total comprehensive income for the year	3,924	1,557	11,358	2,519	807	2,311	1,307

18. Equity-accounted investees (cont'd)

Interests in associates (cont'd)

2024	**HANGIN** US$'000	**VEWPHI** US$'000	**HSEHI** US$'000	**FSHPI** US$'000	**OBPHI** US$'000	**RSEHI** US$'000	**NSEC** US$'000	**Immaterial associates** US$'000	**Total associates** US$'000
Carrying amount of interests in associates at beginning of the year	41,717	30,439	176,077	30,712	9,943	38,022	11,387	81,605	419,902
Combined Group's share of amortisation and impairment of intangible assets acquired through business combinations	(2,446)	(1,789)	(7,688)	(1,294)	(275)	(2,647)	–	–	(16,139)
Combined Group's share of results, net of tax	2,935	2,122	13,204	2,874	757	1,805	(188)	(5,191)	18,318
Effect of exchange rate changes on project-related agreements and licences	(1,457)	(1,066)	(5,056)	(851)	(192)	(1,027)	–	1	(9,648)
Foreign currency translation differences	(868)	89	1,437	(890)	(273)	(1,000)	(638)	(632)	(2,775)
Combined Group's share of total comprehensive income	(1,836)	(644)	1,897	(161)	17	(2,869)	(826)	(5,822)	(10,244)
Contribution during the year	–	–	–	–	–	–	–	15,533	15,533
Distribution during the year	(5,928)	(2,563)	(8,194)	(1,860)	(784)	(2,257)	(23)	–	(21,609)
Disposal during the year	–	–	–	–	–	–	–	(3,341)[1]	(3,341)
Change in classification from associate to joint venture	–	–	–	–	–	–	–	(3,392)[1]	(3,392)
Carrying amount of interests in associates at end of the year[2]	33,953	27,232	169,780	28,691	9,176	32,896	10,538	84,583	396,849

1 In November 2024, the Combined Group disposed of a 49% stake in its associate, Taean Wind Power Co., Ltd. ("Taean"), for a purchase consideration of KRW5.4 billion (US$3.9 million) and recognised a gain on disposal amounting to US$0.5 million. Following the partial disposal, the Combined Group has joint control over Taean and continues to account for the investment under the equity method as a joint venture.

2 Included in the carrying amount of interests in associates at end of the year is project-related agreements and licences amounting to US$158.0 million.

18. Equity-accounted investees (cont'd)

Interests in associates (cont'd)

2023	HANGIN	VEWPHI	HSEHI	FSHPI	OBPHI	RSEHI	NSEC	Immaterial associates	Total associates
	US$'000	US$'000	US$'000	US$'000	US$'000	US$'000	US$'000	US$'000	US$'000
Carrying amount of interests in associates at beginning of the year	53,532	39,021	189,128	33,121	10,118	53,806	10,851	52,683	442,260
Combined Group's share of amortisation and impairment of intangible assets acquired through business combinations	(2,461)	(1,793)	(7,683)	(1,369)	(289)	(15,909)	–	–	(29,504)
Combined Group's share of results, net of tax	2,203	1,557	11,289	2,393	797	2,316	655	(3,801)	17,409
Effect of exchange rate changes on project-related agreements and licences	(327)	(238)	(1,107)	(147)	(33)	(311)	(96)	409	(1,850)
Foreign currency translation differences	(3,478)	(2,534)	(417)	(156)	(42)	(144)	(23)	(245)	(7,039)
Defined benefit plan remeasurements	–	–	–	–	–	(5)	–	–	(5)
Combined Group's share of total comprehensive income	(4,063)	(3,008)	2,082	721	433	(14,053)	536	(3,637)	(20,989)
Contribution during the year	–	–	–	–	–	–	–	32,559	32,559
Distribution during the year	(7,752)	(5,574)	(15,133)	(3,130)	(608)	(1,731)	–	–	(33,928)
Carrying amount of interests in associates at end of the year[1]	41,717	30,439	176,077	30,712	9,943	38,022	11,387	81,605	419,902

[1] Included in carrying amount of interests in associates at end of the year is project-related agreements and licences amounting to US$183.7 million.

19. Other investments

	2024 US$'000	2023 US$'000
Equity investments – designated at FVOCI	13,643	7,549

Equity investments comprise the Combined Group's interests in Tokumei Kumiai investments in renewable energy assets in Japan.

20. Deferred tax

Deferred tax assets and liabilities are attributable to the following:

	Assets		Liabilities	
	2024 US$'000	2023 US$'000	2024 US$'000	2023 US$'000
Property, plant and equipment	–	–	(58,883)	(51,626)
Intangible assets	–	–	(3,393)	(4,801)
Derivative instruments	–	–	(4,400)	(3,074)
Lease liabilities	–	92	–	–
Employee benefits	1,905	3,388	–	–
Provisions	380	379	–	–
Other items	2,084	1,917	–	(10)
Tax loss carry-forwards	69,228	60,163	–	–
Deferred tax assets/(liabilities)	73,597	65,939	(66,676)	(59,511)
Set off of deferred tax	(54,808)	(46,388)	54,808	46,388
Net deferred tax assets/ (liabilities)	18,789	19,551	(11,868)	(13,123)

Unrecognised deferred tax liabilities

Certain subsidiaries of the Combined Group are subject to a tax holiday period in certain jurisdictions for a period of 8 - 10 years. Deferred tax liabilities in respect of timing differences that originate before or during the tax holiday period and are expected to reverse during such tax holiday period have not been utilised.

Unrecognised deferred tax assets

Deferred tax assets have not been recognised in respect of tax losses of US$220.2 million (2023: US$216.7 million) which are expected to expire or be utilised during such tax holiday period because it is not probable that future taxable profits will be available against which the Combined Group can utilise the benefits therefrom during such period.

20. Deferred tax (cont'd)

Movement in deferred tax balances

	Balance as at 1 January 2024 US$'000	**Recognised in profit or loss (Note 14)** US$'000	**Recognised in OCI (Note 14)** US$'000	**Effect of exchange rate changes** US$'000	**Balance as at 31 December 2024** US$'000
Deferred tax assets/(liabilities)					
Property, plant and equipment	(51,626)	(5,132)	–	(2,125)	(58,883)
Intangible assets	(4,801)	976	–	432	(3,393)
Derivative instruments	(3,074)	(1,409)	–	83	(4,400)
Lease liabilities	92	(92)	–	–	–
Employee benefits	3,388	(1,063)	(35)	(385)	1,905
Provisions	379	(28)	–	29	380
Other items	1,907	70	–	107	2,084
Tax loss carry-forwards	60,163	7,676	–	1,389	69,228
	6,428	998	(35)	(470)	6,921

20. Deferred tax (cont'd)

Movement in deferred tax balances (cont'd)

	Balance as at 1 January 2023 US$'000	**Recognised in profit or loss (Note 14)** US$'000	**Recognised in OCI (Note 14)** US$'000	**Effect of exchange rate changes** US$'000	**Balance as at 31 December 2023** US$'000
Deferred tax assets/(liabilities)					
Property, plant and equipment	(48,244)	(3,919)	–	537	(51,626)
Intangible assets	(3,275)	(997)	–	(529)	(4,801)
Derivative instruments	(2,601)	(491)	–	18	(3,074)
Loans and borrowings	105	(98)	–	(7)	–
Lease liabilities	–	92	–	–	92
Employee benefits	1,986	1,045	(70)	427	3,388
Provisions	90	253	–	36	379
Other items	1,448	861	–	(402)	1,907
Tax loss carry-forwards	53,549	6,549	–	65	60,163
	3,058	3,295	(70)	145	6,428

21. Loan receivables

	2024 US$'000	**2023** US$'000
Non-current		
Loan receivables from:		
- Equity-accounted investees	18,894	12,701
- Third parties	4,062	3,008
Promissory note receivables	8,224	7,843
	31,180	23,552
Less: Impairment loss on loan receivables	(1)	(1)
Total non-current loan receivables	31,179	23,551
Current		
Interest receivables from:		
- Equity-accounted investees	88	690
- Promissory note	742	662
- Cross-currency swaps	4,905	5,097
- Third parties	2,394	2,281
	8,129	8,730
Less: Impairment loss on loan receivables	(2)	–
Total current loan receivables	8,127	8,730
Total loan receivables	39,306	32,281

21. Loan receivables (cont'd)

Terms and conditions of loan receivables are as follows:

	Currency	Maturity date	Principal amount		Interest rate	
			2024	2023	2024	2023
			US$'000	US$'000	%	%
Equity-accounted investees [(a)]	KRW	2027-2028	–	12,701	–	3.5-5.0
Equity-accounted investees [(a)]	USD	2044	18,894	–	5.8	–
Third parties [(b)]	JPY	On demand	–	645	–	0.8
Third parties [(b)]	USD	On demand	1,880	1,880	4.6	4.6
Third parties [(b)]	USD	On demand	450	450	6.6	5.5
Third parties [(b)]	KRW	On demand	67	33	0 – 4.6	4.6
Third parties [(b)]	IDR	On demand	1,665	–	–	–
Promissory notes receivable [(c)]	THB	2027	8,224	7,843	–	–
			31,180	23,552		

(a) Loan receivables from equity-accounted investees are unsecured and repayable from 2027 to 2044.

(b) The Combined Group does not intend to demand repayment of these unsecured loans in the next 12 months.

(c) Promissory note receivables are zero coupon, non-transferable and redeemable, with maturity date on 3 August 2027. At redemption date, the Combined Group is entitled to receive a redemption amount equal to the principal amount plus accrued redemption fee of 1.0% per annum.

22. Derivative assets and liabilities

	2024 US$'000	2023 US$'000
Derivative assets		
Non-current		
Electricity derivatives	33,709	34,420
Cross currency interest rate swaps	–	100,053
Interest rate swaps	39,468	22,109
	73,177	156,582
Current		
Electricity derivatives	1,416	–
Cross currency interest rate swaps	144,804	324
Interest rate swaps	2,954	2,132
Forward exchange contracts	367	–
	149,541	2,456
Total derivative assets	222,718	159,038
Derivative liabilities		
Non-current		
Electricity derivatives	(59,021)	(83,227)
Interest rate swaps	(2,552)	(4,168)
	(61,573)	(87,395)
Current		
Electricity derivatives	(7,612)	(10,690)
Forward exchange contracts	–	(109)
	(7,612)	(10,799)
Total derivative liabilities	(69,185)	(98,194)

22. Derivative assets and liabilities (cont'd)

Cross currency interest rate swaps

In 2022, the Combined Group entered into cross currency interest rate swaps which matures in 2025 with an aggregate notional amount of JPY20.2 billion, whereby the Combined Group is required to make semi-annual interest payments calculated at fixed interest rate of 0.5% per annum.

In 2020, the Combined Group entered into cross currency interest rate swaps which matures in 2025 and with an aggregate notional amount of JPY36.0 billion, whereby the Combined Group is required to make semi-annual interest payments calculated at fixed interest rates between 1.2% to 1.3% per annum.

These cross currency interest rate swaps are designated as hedging instruments for giving effect to hedge accounting applied at the Combined Group level.

Electricity derivatives

The Combined Group has designated the electricity derivatives in their entirety as cash flow hedges to manage the Combined Group's exposure to fluctuations in electricity prices.

Hedge accounting

Net investment hedge

A foreign currency exposure arises from the Combined Group's net investment in its Japan subsidiaries that has a JPY functional currency. The risk arises from the fluctuation in spot exchange rates between the JPY and the USD, which causes the amount of the net investment to vary.

The hedged risk in the net investment hedge is the risk of a weakening JPY against the USD that will result in a reduction in the carrying amount of the Combined Group's net investment in the Japan subsidiaries.

Part of the Combined Group's net investment in its Japan subsidiaries is hedged by a derivative instrument which is the JPY/USD cross currency interest rate swaps, which mitigates the foreign currency risk arising from the subsidiaries' net assets. The derivative instrument is designated as a hedging instrument for the changes in the value of the net investment that is attributable to changes in the USD/JPY spot rate.

To assess hedge effectiveness, the Combined Group determines the economic relationship between the hedging instrument and the hedged item by comparing changes in the notional amount of the cross currency interest rate swaps that is attributable to a change in the spot rate with changes in the investment in the foreign operation due to movements in the spot rate (the offset method).

22. Derivative assets and liabilities (cont'd)

Hedge accounting (cont'd)

Net investment hedge (cont'd)

The amounts related to items designated as hedging instruments are as follows:

	2024				During the year ended 31 December 2024					
	Notional amount US$'000	**Carrying amount – assets** US$'000	**Carrying amount – liabilities** US$'000	**Line item in the statement of financial position where the hedging instrument is included**	**Change in value used for calculating hedge in-effectiveness** US$'000	**Change in value of hedging instrument recognised in OCI** US$'000	**Hedge in-effectiveness recognised in profit or loss** US$'000	**Line item in profit or loss that includes hedge in-effectiveness**	**Amount reclassified from hedging reserve to profit or loss** US$'000	**Line item affected in profit or loss because of the re-classification**
Cross currency interest rate swaps	480,000	134,668	–	Derivative assets	50,007	30,019	19,988	Change in fair value of financial instruments at FVTPL	–	Not applicable

The amounts relating to items designated as hedged items are as follows:

	2024	
	Change in value used for calculating hedge effectiveness US$'000	**Foreign currency translation reserve** US$'000
JPY net investment	(30,019)	135,184

22. Derivative assets and liabilities (cont'd)

Hedge accounting (cont'd)

Net investment hedge (cont'd)

The amounts related to items designated as hedging instruments were as follows:

	2023				During the year ended 31 December 2023					
	Notional amount US$'000	**Carrying amount – assets** US$'000	**Carrying amount – liabilities** US$'000	**Line item in the statement of financial position where the hedging instrument is included**	**Change in value used for calculating hedge in-effectiveness** US$'000	**Change in value of hedging instrument recognised in OCI** US$'000	**Hedge in-effectiveness recognised in profit or loss** US$'000	**Line item in profit or loss that includes hedge in-effectiveness**	**Amount reclassified from hedging reserve to profit or loss** US$'000	**Line item affected in profit or loss because of the re-classification**
Cross currency interest rate swaps	500,000	91,085	–	Derivative assets	39,425	29,155	10,270	Change in fair value of financial instruments at FVTPL	–	Not applicable

The amounts relating to items designated as hedged items are as follows:

	2023	
	Change in value used for calculating hedge effectiveness US$'000	**Foreign currency translation reserve** US$'000
JPY net investment	(29,155)	105,165

22. Derivative assets and liabilities (cont'd)

Hedge accounting (cont'd)

Cash flow hedges

The Combined Group's sale of energy in South Australia has a fixed tariff applied based on the terms of the offtake agreements. The Combined Group is exposed to cash flow variability on electricity sales due to fluctuations in the wholesale price of electricity in South Australia.

On 1 January 2022 and/or at date of inception, the Combined Group designated the electricity derivative component of the offtake agreements as hedging instruments. The Combined Group hedges the cash flow variability on highly probable forecast electricity sales arising from the variability in the wholesale spot price by entering into an agreement with the offtaker that fixes the electricity spot price at a contractual specified price per megawatt hour.

The Combined Group documents at the inception of the hedge accounting relationship, the economic relationship between hedging instruments and hedged items, its risk management objective and strategy for undertaking hedging transactions. The Combined Group also documents its assessment, both at hedge inception and prospectively on an ongoing basis, as to whether the derivatives designated in the hedge relationships have been, and will continue to be effective, in offsetting fair value changes arising from highly probable forecast electricity purchases. The Combined Group established the hedge ratio of 1:1 by matching the electricity sales to the offtake agreements designated as hedging instruments.

The Combined Group documents sources of hedge ineffectiveness and quantifies the impact of hedge ineffectiveness stemming from the hedge relationship.

Hedge ineffectiveness may occur due to:

- changes in the credit risk on the hedging instrument not matched by a similar adjustment on the hedged item;
- differences in critical terms between the hedging instrument and hedged item; and
- non-zero inception fair values of the hedging instrument as a result of a late designation.

The effective portion of changes in the fair value of derivatives that are designated and qualify as cash flow hedges are recognised in other comprehensive income and presented in the cash flow hedge reserve. The gain or loss relating to the ineffective portion of hedges is recognised immediately in profit or loss. The realised gain or loss relating to the effective portion of electricity derivatives is recognised in profit or loss within revenue from the sales of energy.

22. Derivative assets and liabilities (cont'd)

Hedge accounting (cont'd)

Cash flow hedges (cont'd)

The amounts related to items designated as hedging instruments are as follows:

	2024				During the year ended 31 December 2024					
	Notional amount US$'000	**Carrying amount – assets** US$'000	**Carrying amount – liabilities** US$'000	**Line item in the statement of financial position where the hedging instrument is included**	**Change in value used for calculating hedge in-effectiveness** US$'000	**Change in value of hedging instrument recognised in OCI** US$'000	**Hedge in-effectiveness recognised in profit or loss** US$'000	**Line item in profit or loss that includes hedge in-effectiveness**	**Amount reclassified from hedging reserve to profit or loss** US$'000	**Line item affected in profit or loss because of the re-classification**
Commodity price risk										
Electricity derivatives	172,761	35,125	–	Derivative assets	3,880	11,909	(8,029)	Change in fair value of financial instruments at FVTPL	11,148	Sale of energy
Electricity derivatives	224,811	–	(66,633)	Derivative liabilities	20,851	21,489	(638)		10,108	Sale of energy

As at 31 December 2024, the hedge rates range from AUD41/MWh to AUD134/MWh with maturity dates ranging from 2038 to 2041.

22. Derivative assets and liabilities (cont'd)

Hedge accounting (cont'd)

Cash flow hedges (cont'd)

The amounts related to items designated as hedging instruments are as follows:

	2023				**During the year ended 31 December 2023**					
	Notional amount US$'000	**Carrying amount – assets** US$'000	**Carrying amount – liabilities** US$'000	**Line item in the statement of financial position where the hedging instrument is included**	**Change in value used for calculating hedge in-effectiveness** US$'000	**Change in value of hedging instrument recognised in OCI** US$'000	**Hedge in-effectiveness recognised in profit or loss** US$'000	**Line item in profit or loss that includes hedge in-effectiveness**	**Amount reclassified from hedging reserve to profit or loss** US$'000	**Line item affected in profit or loss because of the re-classification**
Commodity price risk										
Electricity derivatives	250,194	34,420	–	Derivative assets	(16,731)	(21,474)	4,743	Change in fair value of financial instruments at FVTPL	11,436	Sale of energy
Electricity derivatives	263,711	–	(93,917)	Derivative liabilities	(52,137)	(53,213)	1,076		–	Not applicable

As at 31 December 2023, the hedge rates range from AUD40/MWh to AUD136/MWh with maturity dates ranging from 2038 to 2041.

22. Derivative assets and liabilities (cont'd)

Hedge accounting (cont'd)

Cash flow hedges (cont'd)

The amounts relating to items designated as hedged items are as follows:

	2024	
	Change in value used for calculating hedge ineffectiveness US$'000	**Cash flow hedge reserve** US$'000
Sale of energy	(33,398)	(132,767)

	2023	
	Change in value used for calculating hedge ineffectiveness US$'000	**Cash flow hedge reserve** US$'000
Sale of energy	74,687	(166,165)

The cash flow hedge reserve represents the effective portion of gains or losses on remeasuring the fair value of hedging instruments that qualify for cash flow hedge accounting.

23. Prepayments and other assets

	2024 US$'000	**2023** US$'000
Non-current		
Prepayments	10,097	3,679
Other assets	4,401	26,026
	14,498	29,705
Current		
Prepayments	18,307	20,079
Other assets	7,424	9,370
	25,731	29,449
Total prepayments and other assets	40,229	59,154

24. Trade and other receivables

	Note	2024 US$'000	2023 US$'000
Non-current			
Deposits		4,230	–
Tax receivables	(a)	48,987	36,802
		53,217	36,802
Current			
Trade receivables		18,975	35,024
Accrued revenue		39,696	41,054
Total current trade receivables and accrued revenue		58,671	76,078
Non-trade amount due from:			
- Equity-accounted investees	(b)	20,734	2,292
- Third parties		9,454	11,045
Deposits		12,145	16,165
Tax receivables	(a)	6,700	30,269
Total current other receivables		49,033	59,771
Less: Impairment loss			
- Trade receivables and accrued revenue		(9,093)	(9,217)
- Other receivables		(428)	(118)
Total current trade and other receivables		98,183	126,514
Total trade and other receivables		151,400	163,316

Trade receivables are non-interest bearing and are generally on standard credit terms ranging from 15 to 90 days (2023: 15 to 90 days). They are recognised at their original invoice amounts which represents their fair values on initial recognition.

(a) Non-current tax receivables relate to value-added tax receivables which will be refunded upon completion of construction of the projects while current tax receivables relate to value-added tax receivables that are expected to be refunded within the next 12 months.

(b) The amount due from equity-accounted investees is non-trade, unsecured, non-interest bearing and repayable on demand.

25. Restricted cash
Cash and bank balances

	Note	2024 US$'000	2023 US$'000
Non-current			
Restricted bank balances		50,886	51,275
Current			
Bank balances		477,779	543,651
Short term deposits		46,943	52,556
Fixed deposits	(a)	–	827
Less: Impairment loss		(7)	(106)
		524,715	596,928
Total cash and bank balances in the Statement of Financial Position		575,601	648,203
Less: Restricted bank balances and deposits	(b)	(114,691)	(146,697)
Less: Bank overdraft		(449)	–
Add: Impairment loss		7	106
Cash and cash equivalents in the Combined Statement of Cash Flows		460,468	501,612

(a) Fixed deposits are made for varying periods of between three to twelve months, depending on the immediate cash requirements of the Combined Group, and earn interest at the respective fixed deposit rates.

(b) As at 31 December 2024, US$114.7 million (2023: US$146.7 million) of the Combined Group's cash and bank balances were restricted. Out of this, US$62.8 million (2023: US$94.4 million) of the Combined Group's cash and bank balances were held under Debt Service Reserve Accounts ("DSRA") which represent reserve accounts used to service project finance debts.

As at the reporting date, cash and bank balances of US$236.5 million (2023: US$289.0 million) were pledged as collateral to secure project finance debts.

26. Share capital and units in issue

	2024 US$'000	2023 US$'000
Share capital at US$1.00 per share (2023: US$1.00 per share)	3,628,159	3,628,159
Units in issue (US$)	1,240	1,240
	3,629,399	3,629,399

27. Reserves

The reserves of the Combined Group comprise the following balances:

	2024 US$'000	2023 US$'000
Translation reserve	(607,428)	(460,140)
Cash flow hedge reserve	(132,767)	(166,165)
Fair value reserve	12,880	7,105
Legal reserve	9,475	2,869
Defined benefit reserve	551	344
	(717,289)	(615,987)

Translation reserve

The translation reserve comprises all foreign currency differences arising from the translation of the financial statements of foreign operations, as well as from the effective portion of any foreign currency differences arising from hedges of a net investment in a foreign operation.

Cash flow hedge reserve

The cash flow hedge reserve comprises the effective portion of the cumulative net change in the fair value of hedging instruments used in cash flow hedges pending subsequent recognition in profit or loss.

	Commodity price risk	
	2024 US$'000	2023 US$'000
Beginning balance	(166,165)	(91,478)
Effective portion of changes in fair value of cash flow hedge, net	12,142	(63,251)
Net change in fair value of cash flow hedge reclassified to profit or loss (Note 22)	21,256	(11,436)
Ending balance	(132,767)	(166,165)

27. Reserves (cont'd)

Fair value reserve

The fair value reserve records the cumulative fair value changes of equity instruments measured at FVOCI.

Legal reserve

The Taiwan Companies Act requires that for profit-making Taiwan registered companies, 10% of the profits shall be kept as a reserve which is non distributable. The legal reserve will be capped at amount equivalent to authorised share capital.

Defined benefit reserve

The defined benefit reserve comprises actuarial gains and losses and the return on plan assets (excluding interest).

28. Non-controlling interests

As at 31 December 2024, the Combined Group's non-controlling interests are attributable to:

a) Prime Energy Capital Co., Ltd. ("PEC") holding fully paid up equity shares in all Thailand-domiciled subsidiaries;

b) In April 2023, the Combined Group acquired approximately 38% interest in NRE Hikari Investment Limited Partnership, GK NRE-04 Investment, GK NRE-06 Investment and GK NRE-18 Investment (collectively known as "Project Hikari") (Note 36) and the acquired entities were accounted for as subsidiaries of the Combined Group with non-controlling interests representing 62%.

c) In May 2023, the Combined Group transferred approximately 48% of TK interests in GK Hayabusa to NRE Hayabusa Investment Limited Partnership. Following the transfer of TK interests without a loss in control, GK Hayabusa, GK NRE-05 Investment and GK NRE-19 Investment (collectively known as "Project Hayabusa") continued to be accounted for as subsidiaries of the Combined Group with non-controlling interests representing 48%.

28. Non-controlling interests (cont'd)

The following table summarises the information relating to the Combined Group's subsidiaries that has material NCI, before any intra-group eliminations:

	2024			2023		
	Thailand US$'000	**Japan - Hikari** US$'000	**Japan - Hayabusa** US$'000	**Thailand** US$'000	**Japan - Hikari** US$'000	**Japan - Hayabusa** US$'000
Non-current assets	305,163	285,725	185,986	307,277	324,336	214,487
Current assets	26,100	33,143	14,909	51,741	33,270	30,581
Non-current liabilities	(40,298)	(215,654)	(144,237)	(44,751)	(254,321)	(169,920)
Current liabilities	(11,491)	(17,222)	(10,407)	(13,664)	(26,190)	(11,788)
Net assets	279,474	85,992	46,251	300,603	77,095	63,360
Dividends paid by subsidiaries during the year	(9,572)	(24,334)	(6,604)	(18,835)	(9,245)	(14,435)
NCI percentage	30%	62%	48%	30%	62%	48%
Net assets attributable to NCI	80,971	37,808	19,095	84,531	43,030	23,562
Revenue	19,474	43,523	26,313	43,363	27,698	19,063
Profit	6,126	18,142	10,044	26,433	7,834	9,562
OCI	2,077	(6,545)	(4,405)	55	(4,191)	(901)
Total comprehensive income	8,203	11,597	5,639	26,488	3,643	8,661
Profit allocated to NCI	1,838	3,270	2,470	7,930	1,923	1,517
OCI allocated to NCI	623	(4,044)	(2,076)	17	(1,989)	(425)

Dividends

The following exempt (one-tier) dividends were declared and paid by subsidiaries to non-controlling interests by the Combined Group:

	2024		2023	
	Thailand US$'000	**Japan** US$'000	**Thailand** US$'000	**Japan** US$'000
Dividends paid to non-controlling interests	2,874	12,456	5,651	9,223

28. Non-controlling interests (cont'd)

Partial outward transfer of TK interests without loss of control

In May 2023, the Combined Group transferred approximately 48% of TK interests in Project Hayabusa to NRE Hayabusa Investment Limited Partnership for a total cash purchase consideration of US$31.1 million (JPY4.4 billion).

Following is the schedule of interests transferred:

	2023 US$'000
Cash consideration received	31,058
Non-controlling interests' share of net assets	(28,366)
Difference recognised in equity	2,692

29. Loans and borrowings and lease liabilities

	Note	2024 US$'000	2023 US$'000
Non-current			
Loans and borrowings:			
- Project finance debts	(b)	2,274,995	2,514,044
- Euro Medium Term Note	(a)	–	499,857
- External party loan		2,262	2,333
		2,277,257	3,016,234
Lease liabilities		318,205	361,636
Current			
Loans and borrowings:			
- Project finance debts	(b)	353,060	225,938
- Euro Medium Term Note	(a)	480,266	–
- External party loan		2,480	2,480
- Bank overdraft		449	–
Interest payable			
- Project finance debts		925	815
- Euro Medium Term Note		4,833	5,058
- Derivatives		1,849	2,071
- External party loan		238	69
		844,100	236,431
Lease liabilities		15,037	18,740
Total loans and borrowings and lease liabilities		3,454,599	3,633,041

(a) On 26 February 2020, a subsidiary of the Combined Group, Vena Energy Capital Pte. Ltd. ("Euro Medium Term Note Issuer"), issued US$325,000,000 3.133% per annum notes (the "US$325 million Notes") due in 2025 listed on Singapore Exchange Securities Trading Limited ("SGX-ST") under a $1 billion Global Medium Term Note Programme (the "Notes Programme"). The US$325 million Notes bear interest at the rate of 3.133% per annum from and including 26 February 2020, and interest will be payable semi-annually in arrears on 26 February and 26 August in each year, commencing on 26 August 2020.

29. Loans and borrowings and lease liabilities (cont'd)

(a) On 8 July 2021, the Euro Medium Term Note Issuer issued US$175,000,000 3.133% per annum notes (the "US$175 million Notes") due in 2025 listed on SGX-ST under the Notes Programme. The US$175 million Notes were issued at a premium for a total consideration of US$178,638,250. The US$175 million Notes are to be consolidated and form a single series with the US$325 million Notes (collectively, the "Notes"). The Notes bear interest at the rate of 3.133% per annum from and including 26 February 2021, and interest will be payable semi-annually in arrears on 26 February and 26 August in each year, commencing on 26 August 2021. The Notes mature on 26 February 2025.

Proceeds from the Notes issuance were allocated to the Vena Global Group Pte. Ltd., Vena Energy Taiwan Holdings Pte. Ltd. and Zenith Japan Holdings Ltd (as trustee for Zenith Japan Holdings Trust) through intercompany loans.

The Holding Companies jointly and severally act as guarantors for Vena Energy Capital Pte. Ltd. for the Notes Programme. The due and punctual payment of all sums payable by Vena Energy Capital Pte. Ltd. from time to time in respect of the Notes will be unconditionally and irrevocably guaranteed on a joint and several basis by the guarantors.

(b) Project finance debts are entered with reputable financial institutions by respective Group entities and are repayable on a quarterly basis with maturity date from 2025 to 2042 (2023: 2025 to 2044). The interest rates on these borrowings consist of fixed rates and floating rates.

Project finance debts are secured over the assets of the Combined Group.

The below table show the notional amount of outstanding loans and borrowings not including transaction costs.

Gross debt

	2024	**2023**
	US$'000	US$'000
Non-current		
Project finance debts	2,306,810	2,549,296
Euro Medium Term Note	–	500,000
External party loan	2,262	2,333
	2,309,072	3,051,629
Current		
Project finance debts	357,936	231,138
Euro Medium Term Note	480,000	–
External party loan	2,480	2,480
Bank overdraft	449	–
	840,865	233,618
	3,149,937	3,285,247

29. Loans and borrowings and lease liabilities (cont'd)

Information about the Combined Group's exposure to interest rate, foreign currency and liquidity risks is included in Note 32.

Terms and conditions of loans and borrowings are as follows:

	Currency	Year of maturity	Principal amount		Nominal interest rate	
			2024	2023	2024	2023
			US$'000	US$'000	%	%
Project finance debt	AUD	2025	86,002	99,032	BBSY+1.7	BBSY+1.7
Project finance debt	AUD	2027	35,587	39,760	BBSY+2.3	BBSY+2.3
Project finance debt	AUD	2025	42,330	49,135	BBSY+1.2	BBSY+1.2
Project finance debt	AUD	2027	69,947	77,178	BBSY+1.4	BBSY+1.4
Project finance debt	INR	2035	72,944	79,555	9.4	9.2
Project finance debt	INR	2037	14,126	15,216	8.9	8.9
Project finance debt	INR	2027	12,456	13,653	9.1	9.1
Project finance debt	INR	2027	5,622	7,484	11.3	11.0
Project finance debt	INR	2033	45,063	50,263	8.9	8.7
Project finance debt	INR	2038	41,364	45,940	9.3	9.3-10.2
Project finance debt	INR	2035	16,019	18,741	8.2	8.2
Project finance debt	INR	2037	59,191	64,328	9.1	8.6
Project finance debt	USD	2025	66,811	69,031	7.4	7.4-8.2
Project finance debt	INR	2027	117,751	109,810	3M T-bill+2.0	3M T-bill+2.0
Project finance debt	THB	2027	14,393	23,001	4.2 & MLR-2.8	4.2 & MLR-2.8
Project finance debt	USD	2037	79,290	86,988	5.6	3.9 - 5.7
Project finance debt	USD	2037	13,896	15,231	3.2 - 4.2	3.0 - 5.7
Project finance debt	USD	2037	12,726	13,949	3.4	3.0 - 5.7
Project finance debt	NTD	2033 to 2040	327,223	364,569	TAIBOR + 1.5 to 1.7	TAIBOR + 1.5 to 1.7
Project finance debt	JPY	2034-2042	922,741	1,191,368	3M TIBOR+0.4 to 0.8	3M TIBOR+0.4 to 0.8
Project finance debt	JPY	2038	214,972	40,553	6M TIBOR+0.3 to 1.0	6M TIBOR + 1.1
Project finance debt	JPY	2027	342,152	244,323	TONAR + 0.8	TONAR + 0.8
Project finance debt	JPY	2038	52,140	61,326	1.9	1.9
External party loan	USD	On demand	2,480	2,480	Interest-free	Interest-free
External party loan	KRW	2027 to 2028	2,262	2,333	5.9	5.9
Euro Medium Term Note	USD	2025	480,000	500,000	3.1	3.1
Bank overdraft	INR	On demand	449	–	8.4-9.0	–
			3,149,937	3,285,247		

29. Loans and borrowings and lease liabilities (cont'd)

Debt covenants

The project finance debts contain debt covenants which are tested on a regular basis. A breach of these covenants may require the Combined Group to repay the project finance debts earlier than indicated in the table above. The Combined Group has not breached any debt covenants as at 31 December 2024 and 2023, and does not anticipate any difficulty complying with terms under the relevant loans and borrowings in the next 12 months.

As at 31 December 2024, project finance debts amounting to US$2,664.7million (2023: US$2,780.4 million) have been taken up by the subsidiaries of the Combined Group where these debt obligations have no recourse to the Combined Group.

Leverage ratio

Pursuant to the existing facilities agreement between Vena Global Group Pte. Ltd., Vena Energy Taiwan Holdings Pte. Ltd., Zenith Japan Holdings Trust and Credit Agricole Corporate and Investment Bank acting as agent and issuing bank (the "RCF Facility Agreement"), the Combined Group is required to maintain a Leverage Ratio of not more than 9.00:1.00 for each 12-month period ending on 30 June and 31 December. As at 31 December 2024, covenant testing is not yet due. Based on its assessment, the Combined Group expects to be in compliance. The Combined Group has complied with all covenants up to the date of these financial statements.

Pledges for facility agreements

The Combined Group has entered into several facilities agreements with various financial institutions. Under these agreements, these financial institutions provide project finance debts of US$2,664.7 million (2023: US$2,780.4 million) to the Combined Group on a combination of fixed and floating rates.

The obligations of the Combined Group to the banks are collateralised by the pledges of all the shares of the project entities and liens on and security interests in substantially all of the project entities' assets, its rights under various agreements, all of the project entities' revenues and all insurance proceeds payable to the project entities and require the project entities to comply with various administrative requirements.

The Combined Group's assets directly pledged in relation to the facilities agreements are as disclosed in Notes 15, 17 and 25 to the financial statements. The indirect pledge over the Combined Group's consolidated net assets as at reporting date, as a result of the shares of the project entities being pledged, are as follows:

	2024	**2023**
	US$'000	US$'000
Project entities' contribution to the net assets of the Combined Group	687,458	797,742

29. Loans and borrowings and lease liabilities (cont'd)

Stand-by letter of credit

As at 31 December 2024, the Combined Group obtained the following stand-by letter of credit ("SBLC"):

- US$380.2 million (2023: US$349.7 million) which expires over the period from February 2025 to March 2031 (2023: April 2024 to March 2025). The SBLC bears an interest of 0.9% to 1.0% (2023: 0.9% to 1.0%) per annum.

- US$3.9 million (2023: US$1.8 million) with no maturity (2023: no maturity). The SBLC bears an interest of 0.8% (2023: 0.8%) per annum.

29. Loans and borrowings and lease liabilities (cont'd)

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

		Liabilities					
Group	**Note**	**Project finance debts** US$'000	**Working capital loans**[1] US$'000	**Interest payable** US$'000	**Euro Medium Term Note** US$'000	**Lease liabilities** US$'000	**Total** US$'000
Balance at 1 January 2024		2,740,797	4,882	2,071	504,915	380,376	3,633,041
Changes from financing cash flows							
Proceeds		244,926	32,740	–	–	–	277,666
Repayment		(139,751)	(33,760)	–	(20,000)	(11,090)	(204,601)
Transaction costs		(5,463)	–	–	–	–	(5,463)
Interest paid		(90,156)	(151)	(5,488)	(15,602)	(5,762)	(117,159)
Total changes from financing cash flows		9,556	(1,171)	(5,488)	(35,602)	(16,852)	(49,557)
Effect of exchange rate changes		(171,950)	188	(148)	–	(30,114)	(202,024)
Other changes							
Liability-related							
Partial outward transfer of TK interests resulting in loss of control		(32,301)	–	–	–	(14,129)	(46,430)
New leases		–	–	–	–	18,339	18,339
Lease termination		–	–	–	–	(10,438)	(10,438)
Interest expense		77,540	151	5,414	14,355	6,060	103,520
Other finance costs		5,338	1,379	–	1,431	–	8,148
Total liability-related other changes		50,577	1,530	5,414	15,786	(168)	73,139
Balance at 31 December 2024		2,628,980	5,429	1,849	485,099	333,242	3,454,599

[1] Working capital loans include revolving credit facilities, external party loan and bank overdraft.

29. Loans and borrowings and lease liabilities (cont'd)

Reconciliation of movements of liabilities to cash flows arising from financing activities (cont'd)

Group	Note	Liabilities: Project finance debts US$'000	Liabilities: Working capital loans[1] US$'000	Liabilities: Interest payable US$'000	Liabilities: Euro Medium Term Note US$'000	Liabilities: Lease liabilities US$'000	Total US$'000
Balance at 1 January 2023		2,218,901	22,303	1,816	504,502	357,957	3,105,479
Changes from financing cash flows							
Proceeds		592,201	422,533	–	–	–	1,014,734
Repayment		(250,382)	(431,730)	–	–	(16,023)	(698,135)
Transaction costs		(6,876)	(2,979)	–	–	–	(9,855)
Interest paid		(79,835)	(1,261)	(867)	(15,665)	(4,627)	(102,255)
Total changes from financing cash flows		255,108	(13,437)	(867)	(15,665)	(20,650)	204,489
Effect of exchange rate changes		(99,001)	(6,582)	49	–	(11,553)	(117,087)
Other changes							
Liability-related							
Acquisition of subsidiaries	36	280,719	611	–	–	14,302	295,632
New leases		–	–	–	–	48,766	48,766
Lease modification		–	–	–	–	(4,965)	(4,965)
Lease termination		–	–	–	–	(8,352)	(8,352)
Interest expense		72,617	1,068	1,073	14,647	4,871	94,276
Other finance costs		12,453	919	–	1,431	–	14,803
Total liability-related other changes		365,789	2,598	1,073	16,078	54,622	440,160
Balance at 31 December 2023		2,740,797	4,882	2,071	504,915	380,376	3,633,041

[1] Working capital loans included revolving credit facilities and external party loan.

30. Asset retirement obligation

	Note	2024 US$'000	2023 US$'000
At 1 January		83,063	72,153
Provision made during the year		6,778	4,252
Acquisition of subsidiaries	36	–	8,202
Partial outward transfer of TK interests resulting in loss of control		(1,254)	–
Interest expense from unwinding of discount		1,030	921
Effect of exchange rate changes		(6,911)	(2,465)
At 31 December		82,706	83,063

The Combined Group has recorded asset retirement obligation primarily associated with the estimated cost to reinstate sites involved in power generation.

Due to the long-term nature of the liability, the greatest uncertainty in estimating the provision is the costs that will be incurred. In particular, the Combined Group has assumed that the site will be restored using technology and materials that are available currently. The provision has been calculated using a discount rate of between 0.7% - 4.4% (2023: 0.7% - 4.4%), which is the risk-free rate in the jurisdiction of the liability. The management expects cash outflows between 17 to 28 years (2023: 17 to 28 years) after the commissioning of the power plants.

As at 31 December 2024, out of the carrying amount of US$82.7 million (2023: US$83.1 million), US$60.6 million (2023: US$63.1 million) is included in the carrying amount of asset retirement obligation which is primarily associated with the estimated cost to reinstate property involved in power generation in Japan.

31. Trade and other payables

	Note	2024 US$'000	2023 US$'000
Non-current			
Deferred income	(a)	8,074	8,101
Accrued staff costs		2,239	2,845
		10,313	10,946
Current			
Trade payables		6,030	21,383
Payables to EPC contractors		15,653	15,415
Accrued operating expenses		52,101	57,636
Accrued staff costs		14,501	2,450
Deferred income	(b)	379	241
Other tax payable		10,548	17,980
Amount due to:			
- Equity-accounted investees		4,631	–
- Third parties		7,760	10,083
		111,603	125,188
Total trade and other payables		121,916	136,134

Trade payables are non-interest bearing and are generally settled on standard credit terms ranging from 30 to 90 days (2023: 30 to 90 days).

(a) Non-current deferred income relates to advanced mobilisation payments received from non-related parties, amortised over period with regards to operations and maintenance agreements.

(b) Included in current deferred income is US$0.1 million (2022: US$0.1 million) which relates to government grants on bond issuance, amortised over bond life of 5 years.

32. Financial instruments

Financial risk management

Overview

The Combined Group has exposure to the following risks arising from financial instruments:

- credit risk
- liquidity risk
- market risk

This note presents information about the Combined Group's exposure to each of the above risks, the Combined Group's objectives, policies and processes for measuring and managing risk, and the Combined Group's management of capital.

Risk management framework

The Board of Directors has overall responsibility for the establishment and oversight of the Combined Group's risk management framework. Management is responsible for developing and monitoring the Combined Group's risk management policies. Management reports regularly to the Board of Directors on its activities.

The Combined Group's risk management policies are established to identify and analyse the risks faced by the Combined Group, to set appropriate risk limits and controls, and to monitor risks and adherence to limits. Risk management policies and systems are reviewed regularly to reflect changes in market conditions and the Combined Group's activities. The Combined Group, through its training and management standards and procedures, aims to develop a disciplined and constructive control environment in which all employees understand their roles and obligations.

Credit risk

Credit risk is the risk of financial loss to the Combined Group if a customer or counterparty to a financial instrument fails to meet its contractual obligations and arises principally from the Combined Group's receivables from customers, loan receivables and other receivables.

The carrying amount of financial assets in the combined statement of financial position represents the Combined Group's maximum exposures to credit risk, before taking into account any collateral held. The Combined Group does not hold any collateral in respect of its financial assets.

32. Financial instruments (cont'd)

Financial risk management (cont'd)

Credit risk (cont'd)

Impairment loss on financial assets included in the statement of profit and loss

Trade receivables and accrued revenue

The Combined Group's customers comprise mainly government or quasi-government offtakers of electricity, and a small number of private offtakers. Exposure to credit risk is influenced mainly by the individual characteristics of the offtaker and/or the government entity supporting the offtaker.

Most of the Combined Group's customers have been transacting with the respective Combined Group entities for over 1 year, and no impairment loss has been recognised against these customers.

Exposure to credit risk and impairment

The maximum exposure to credit risk for trade receivables and accrued revenue at the reporting date by geographic region was as follows:

	2024			**2023**		
	Carrying Amount US$'000	**Not credit-impaired** US$'000	**Credit-impaired** US$'000	**Carrying Amount** US$'000	**Not credit-impaired** US$'000	**Credit-impaired** US$'000
Group						
Australia	3,174	3,174	–	8,620	8,620	–
India	23,577	11,662	11,915	30,740	9,539	21,201
Indonesia	2,197	2,197	–	2,583	2,583	–
Japan	12,525	12,525	–	13,148	13,148	–
Philippines	9,312	9,312	–	2,952	2,952	–
Taiwan	5,552	5,552	–	11,196	11,196	–
Thailand	2,334	2,334	–	6,839	6,839	–
Total gross carrying amount	58,671	46,756	11,915	76,078	54,877	21,201
Loss allowance	(9,093)	(148)	(8,945)	(9,217)	(64)	(9,153)
	49,578	46,608	2,970	66,861	54,813	12,048

At 31 December 2024, the carrying amount of the Combined Group's top five customers amounted to US$39.2 million (2023: US$44.0 million), which accounts for 66.8% (2023: 57.8%) of the balance.

32. Financial instruments (cont'd)

Financial risk management (cont'd)

Credit risk (cont'd)

Impairment loss on financial assets included in the statement of profit and loss (cont'd)

Trade receivables and accrued revenue (cont'd)

Expected credit loss assessment for trade receivables and accrued revenue

The Combined Group allocates each exposure to a credit risk grade based on data that is determined to be predictive of the risk of loss (including but not limited to external ratings, audited financial statements, management accounts and cash flow projections and available press information about customers) and applying experienced credit judgement. Credit risk grades are defined using qualitative and quantitative factors that are indicative of the risk of default. Credit risk grades include "Low", "Medium" and "High".

32. Financial instruments (cont'd)

Financial risk management (cont'd)

Credit risk (cont'd)

Impairment loss on financial assets included in the statement of profit and loss (cont'd)

Expected credit loss assessment for trade receivables and accrued revenue (cont'd)

Exposures within each credit risk grade are segmented by geographic region and an ECL rate is calculated for each segment.

The following table provides information about the exposure to credit risk and ECLs for trade receivables and accrued revenue for customers as at 31 December:

Credit risk grade	Loss rate	Gross carrying amount	Impairment loss allowance	Credit impaired
	%	US$'000	US$'000	
2024				
Government or government-linked				
Low	0.0#	16,186	–	No
Real Estate industry				
Low	0.6	37	–	No
Utilities industry				
Low	0.4	30,533	148	No
High	4.4	11,915	8,945	Yes
		58,671	9,093	
2023				
Government or government-linked				
Low	0.0#	29,416	–	No
Real Estate industry				
Low	0.6	130	–	No
Utilities industry				
Low	0.4	25,331	142	No
High	4.4	21,201	9,075	Yes
		76,078	9,217	

ECL rate is insignificant and is shown as 0.0% due to rounding

32. Financial instruments (cont'd)

Financial risk management (cont'd)

Credit risk (cont'd)

Movements in allowance for impairment in respect of trade receivables and accrued revenue

The movement in the allowance for impairment in respect of trade receivables and accrued revenue during the year was as follows:

	2024 US$'000	**2023** US$'000
At 1 January	9,217	4,921
Net impairment loss recognised	351	4,469
Effects of exchange rate changes	(475)	(173)
At 31 December	9,093	9,217

Other receivables

Other receivables comprise mainly balances due from affiliates of the Combined Group to which the Combined Group has provided short term liquidity for strategic purposes.

Most of the Combined Group's counterparties have been transacting with the respective Combined Group entities for over 1 year, and no impairment loss has been recognised against these counterparties.

Expected credit loss assessment for other receivables

The Combined Group allocates each exposure to a credit risk grade based on data that is determined to be predictive of the risk of loss and applying experienced credit judgement. Credit risk grades are defined using qualitative and quantitative factors that are indicative of the risk of default. Credit risk grades include "Low", "Medium" and "High" and loss rate ranges from 0.4% to 2.5% (2023: 0.4% to 2.5%).

Exposures within each credit risk grade are segmented by geographic region and an ECL rate is calculated for each segment.

The maximum exposure to credit risk at the reporting date is the carrying value of other receivables disclosed in Note 24. As at 31 December 2024 and 2023, there were no balances assessed to be credit-impaired. The Combined Group does not require collateral in respect of other receivables.

32. Financial instruments (cont'd)

Financial risk management (cont'd)

Credit risk (cont'd)

Movements in allowance for impairment in respect of other receivables

The movement in the allowance for impairment in respect of other receivables during the year was as follows:

	2024	**2023**
	US$'000	US$'000
At 1 January	118	825
Net impairment loss recognised/(reversed)	413	(607)
Effect of exchange rate changes	(103)	(100)
At 31 December	428	118

Loan receivables

Loan receivables comprises mainly balances due from equity-accounted investees and other affiliates of the Combined Group to which the Combined Group has provided financing for long term strategic purposes.

Most of the Combined Group's counterparties have been transacting with the respective Combined Group Entities for over 1 year, and no impairment loss has been recognised against these counterparties.

Expected credit loss assessment for loan receivables

The Combined Group allocates each exposure to a credit risk grade based on data that is determined to be predictive of the risk of loss and applying experienced credit judgement. Credit risk grades are defined using qualitative and quantitative factors that are indicative of the risk of default. Credit risk grades include "Low", "Medium" and "High" and loss rate of 0.4% (2023: 0.4%).

Exposures within each credit risk grade are segmented by geographic region and an ECL rate is calculated for each segment.

The maximum exposure to credit risk at the reporting date is the carrying value of loan receivables disclosed in Note 21. As at 31 December 2024 and 2023, there were no balances assessed to be credit-impaired. The Combined Group does not require collateral in respect of loan receivables.

32. Financial instruments (cont'd)

Financial risk management (cont'd)

Credit risk (cont'd)

Movements in allowance for impairment in respect of loan receivables

The movement in the allowance for impairment in respect of loan receivables during the year was as follows:

	2024 US$'000	**2023** US$'000
At 1 January	1	418
Net impairment loss recognised/(reversed)	2	(417)
At 31 December	3	1

Cash and bank balances and restricted cash

The Combined Group held cash and bank balances and restricted cash of US$524.7 million (2023: US$596.9 million) and US$50.9 million (2023: US$51.3 million) respectively at 31 December 2024, representing the maximum credit exposure on these assets. The cash and bank balances and restricted cash are held with bank and financial institution counterparties which are rated BBB- to AAA (2023: BBB- to AAA), based on S&P Global ratings and B3 to Aa (2023: B3 to Aaa), based on Moody Corporation ratings.

Impairment on cash and bank balances and restricted cash has been measured on the 12-month ECL basis and reflects the short maturities of the exposures. The Combined Group considers that its cash and bank balances and restricted cash have low credit risk based on the external credit ratings of the counterparties and subject to immaterial loss.

Liquidity risk

Risk management policy

Liquidity risk is the risk that the Combined Group will encounter difficulty in meeting the obligations associated with its financial liabilities that are settled by delivering cash or another financial asset. The Combined Group's approach to managing liquidity is to ensure, as far as possible, that it will always have sufficient liquidity to meet its liabilities when due, under both normal and stressed conditions, without incurring unacceptable losses or risking damage to the Combined Group's reputation.

The Combined Group monitors its liquidity risk and maintains a level of cash and bank balances deemed adequate by management to finance the Combined Group's operations and to mitigate the effects of fluctuations in cash flows.

32. Financial instruments (cont'd)

Financial risk management (cont'd)

Liquidity risk (cont'd)

Exposure to liquidity risk

The following are the remaining contractual maturities of financial liabilities. The amounts are gross and undiscounted, and include contractual interest payments and exclude the impact of netting agreements:

	Contractual cash flows US$'000	**12 months or less** US$'000	**1 to 2 years** US$'000	**2 to 5 years** US$'000	**More than 5 years** US$'000
2024					
Non-derivative financial liabilities					
Bank loans	(2,832,023)	(393,610)	(173,925)	(933,565)	(1,330,923)
Euro Medium Term Note	(487,521)	(487,521)	–	–	–
External party loans	(4,742)	(2,480)	–	(2,262)	–
Lease liabilities	(430,917)	(18,272)	(19,033)	(52,844)	(340,768)
Trade and other payables*	(102,915)	(100,676)	–	(2,239)	–
	(3,858,118)	(1,002,559)	(192,958)	(990,910)	(1,671,691)
Derivative financial instruments					
Interest rate swaps (net-settled)	(2,978)	(75)	477	(59)	(3,321)
Forward exchange contracts (gross-settled):					
- Outflow	(4,846)	(4,846)	–	–	–
- Inflow	5,213	5,213	–	–	–
Electricity derivatives (net-settled)	(31,508)	(6,196)	(12,766)	(8,964)	(3,582)
	(34,119)	(5,904)	(12,289)	(9,023)	(6,903)
	(3,892,237)	(1,008,463)	(205,247)	(999,933)	(1,678,594)

* Excludes non-financial liabilities

32. Financial instruments (cont'd)

Financial risk management (cont'd)

Liquidity risk (cont'd)

	Contractual cash flows US$'000	**12 months or less** US$'000	**1 to 2 years** US$'000	**2 to 5 years** US$'000	**More than 5 years** US$'000
2023					
Non-derivative financial liabilities					
Bank loans	(2,866,693)	(255,203)	(259,458)	(766,576)	(1,585,456)
Euro Medium Term Note	(523,660)	(15,827)	(507,833)	–	–
External party loans	(4,813)	(2,480)	–	(2,333)	–
Lease liabilities	(461,185)	(23,338)	(19,170)	(55,577)	(363,100)
Trade and other payables*	(106,967)	(106,967)	–	–	–
	(3,963,318)	(403,815)	(786,461)	(824,486)	(1,948,556)
Derivative financial instruments					
Interest rate swaps (net-settled)	(4,744)	(863)	–	(745)	(3,136)
Forward exchange contracts (gross-settled):					
- Outflow	(4,068)	(4,068)	–	–	–
- Inflow	3,959	3,959	–	–	–
Electricity derivatives (net-settled)	(74,657)	(11,004)	(18,446)	(27,614)	(17,593)
	(79,510)	(11,976)	(18,446)	(28,359)	(20,729)
	(4,042,828)	(415,791)	(804,907)	(852,845)	(1,969,285)

* Excludes non-financial liabilities

Market risk

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

32. Financial instruments (cont'd)

Financial risk management (cont'd)

Currency risk

The Combined Group is exposed to foreign currency risk on transactions that are denominated in currencies other than the respective functional currencies of Combined Group entities. The Combined Group ensures that the net exposure to foreign currency risk is monitored on an ongoing basis and the Combined Group endeavours to keep the net exposure at an acceptable level.

The Group enters into foreign currency forward contracts and cross currency interest rate swaps (as disclosed in Note 22) to manage its foreign currency cash flows.

Exposure to currency risk

The summary quantitative data about the Combined Group's exposure to currency risk as reported to the management of the Combined Group is as follows:

	USD	**JPY**	**KRW**
	US$'000	US$'000	US$'000
2024			
Trade and other receivables	–	–	16,746
Cash and bank balances	2,432	45,457	–
Derivative assets	–	134,668	–
Loans and borrowings	–	(1,000)	–
Trade and other payables	–	(1,281)	–
Net exposure	2,432	177,844	16,746
2023			
Loan receivables	–	645	13,391
Cash and bank balances	11,432	33,586	–
Derivative assets	–	91,085	–
Loans and borrowings	–	(7,129)	(2,333)
Trade and other payables	–	(1,681)	(80)
Net exposure	11,432	116,506	10,978

32. Financial instruments (cont'd)

Financial risk management (cont'd)

Currency risk (cont'd)

Sensitivity analysis

A 5% strengthening of the respective currencies against the functional currencies of the Combined Group entities at the reporting date would increase/(decrease) profit or loss before tax by the amounts shown below. This analysis assumes that all other variables, in particular interest rates, remain constant.

	Profit or loss before tax	
	2024	**2023**
	US$'000	US$'000
USD (5% strengthening)	122	572
JPY (5% strengthening)	8,892	5,825
KRW (5% strengthening)	837	549

In the case of a 5% weakening of the dollar against the respective currencies, the effects are equal but with an opposite effect.

Interest rate risk

Interest rate risk refers to the risk faced by the Combined Group as a result of fluctuations in interest rates. The Combined Group manages some of its cash flow interest rate risk by using floating-to-fixed interest rate swaps. Such interest rate swaps have the economic effect of converting borrowings from floating rates to fixed rates. Generally, the Combined Group raises long-term borrowings at floating rates and swaps them into fixed rates that are lower than those available if the Combined Group borrowed at fixed rates directly.

Managing interest rate benchmark reform and associated risks

Overview

A fundamental reform of major interest rate benchmarks is being undertaken globally, including the replacement of some interbank offered rates ("IBORs") with alternative nearly risk-free rates (referred to as "interest rate benchmark reform"). The Combined Group has exposures to IBORs on its financial instruments that will be replaced or reformed as part of these market-wide initiatives. The Group's main IBOR exposure at 31 December 2024 was indexed to yen Tokyo IBOR ("TIBOR"), Taipei IBOR ("TAIBOR") and Bank Bill Swap Bid Rate ("BBSY").

The Board of Directors monitors and manages the Combined Group's transition to alternative rates. The Board evaluates the extent to which contracts reference IBOR cash flows, whether such contracts will need to be amended as a result of interest rate benchmark reform and how to manage communication about interest rate benchmark reform with counterparties.

32. Financial instruments (cont'd)

Financial risk management (cont'd)

Interest rate risk (cont'd)

Non-derivative financial liabilities

The Combined Group's IBOR exposures to non-derivative financial liabilities as at 31 December 2024 included project finance debts indexed to yen TIBOR, TAIBOR and BBSY.

JBA TIBOR Administration ("JBATA") announced that it would consult on its intention to retain the Japanese Yen TIBOR benchmark rate. After conducting a public consultation, JBATA has decided to continue to publish all tenors of the Japanese Yen TIBOR going forward. The Group expects that Japanese Yen TIBOR will continue to exist as a benchmark rate for the foreseeable future. The total notional amounts of the Japanese Yen TIBOR indexed loans and borrowings as at 31 December 2024 are US$1,137.7 million (2023: US$1,231.9 million) (Note 29).

There have been no announcements on TAIBOR reform, and the Group expects TAIBOR will continue to exist as a benchmark rate for the foreseeable future. The total notional amounts of the TAIBOR indexed loans and borrowings as at 31 December 2024 are US$364.6 million (2023: US$364.6 million) (Note 29).

The Australian Securities and Investments Commission and the Reserve Bank of Australia have stated that BBSW remains a robust benchmark, and hence there are no current plans to discontinue its use. Since BBSY is directly derived from the BBSW benchmark, the robustness and continued use of the primary BBSW benchmark suggests that the BBSY benchmark is also likely to be maintained without any plans for discontinuation. The total notional amounts of the BBSY indexed loans and borrowings as at 31 December 2024 are US$233.9 million (2023: $265.1 million) (Note 29).

Exposure to interest rate risk

At the reporting date, the variable rate interest-bearing financial instruments that are subject to interest rate risk were as follows:

	Notional amount	
	2024	**2023**
	US$'000	US$'000
Fixed rate instruments		
Financial assets	21,261	23,552
Financial liabilities	(1,307,600)	(1,424,414)
Cross currency interest rate swaps	480,000	500,000
Variable rate instruments		
Financial liabilities	(2,173,099)	(2,238,729)
Interest rate swaps	1,922,115	1,995,972

32. Financial instruments (cont'd)

Financial risk management (cont'd)

Interest rate risk (cont'd)

Non-derivative financial liabilities (cont'd)

Fair value sensitivity analysis for fixed rate instruments

The Combined Group accounts for fixed rate derivative assets and liabilities at fair value through profit or loss. A change of 100 basis points in interest rates would have increased or decreased equity by approximately US$0.01 million (2023: US$0.02 million) for the Combined Group. This analysis assumes that all other variables, in particular foreign currency exchange rates, remain constant.

Cash flow sensitivity analysis for variable rate instruments

At 31 December 2024, if USD interest rates had been 100 basis points lower/higher, the Combined Group's profit or loss before tax would have been US$2.5 million (2023: US$2.4 million) lower/higher.

This analysis arose mainly as a result of lower/higher interest expense on variable rate instruments and assumes that all other variables, in particular foreign currency exchange rates, remain constant.

Capital management

The Combined Group's objective in managing capital is to ensure a stable and strong capital base to maximise returns for its shareholders.

The Combined Group defines capital as including all components of share capital and units in issue. The Combined Group's capital structure is regularly reviewed and managed in accordance with the capital management practices of the Combined Group. Adjustments are made to the capital structure in light of changes in economic conditions affecting the Combined Group, to the extent that these do not conflict with the directors' fiduciary duties towards the Combined Group.

33. Fair value of financial instruments

Fair value measurement

Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date in the principal or, in its absence, the most advantageous market to which the Combined Group has access at that date. The fair value of a liability reflects its non-performance risk.

When available, the Combined Group measures the fair value of an instrument using the quoted price in an active market for that instrument. A market is regarded as active if transactions for the asset or liability take place with sufficient frequency and volume to provide pricing information on an ongoing basis. The Combined Group measures instruments quoted in an active market at mid-price.

If there is no quoted price in an active market, then the Combined Group uses valuation techniques that maximise the use of relevant observable inputs and minimise the use of unobservable inputs. The chosen valuation technique incorporates all of the factors that market participants would take into account in pricing a transaction.

The Combined Group recognises transfers between levels of the fair value hierarchy as at the end of the reporting period during which the change has occurred.

The Combined Group measures fair values using the following fair value hierarchy that reflects the significance of the inputs used in making the measurements.

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

33. Fair value of financial instruments (cont'd)

Accounting classification and fair value

The table below summarises the classification of the financial assets and liabilities of the Combined Group. It does not include fair value information for financial assets and financial liabilities not measured at fair value if the carrying amount is a reasonable approximation of fair value. Additionally, it excludes fair value information for lease liabilities as it is not required.

At the reporting date, the fair values of trade and other receivables, cash and bank balances, restricted cash and trade and other payables are equivalent to the carrying amounts shown in the statement of financial position due to the short-term maturity of these financial instruments.

		Carrying amount					**Fair value**			
	Note	**Mandatorily at FVTPL** US$'000	**Designated at FVOCI** US$'000	**Amortised cost** US$'000	**Other financial liabilities** US$'000	**Total** US$'000	**Level 1** US$'000	**Level 2** US$'000	**Level 3** US$'000	**Total** US$'000
2024										
Trade and other receivables*	24	–	–	95,713	–	95,713				
Cash and bank balances	25	–	–	524,715	–	524,715				
Restricted cash	25	–	–	50,886	–	50,886				
Other investments	19	–	13,643	–	–	13,643	–	–	13,643	13,643
Derivative assets	22	222,718	–	–	–	222,718	–	187,593	35,125	222,718
Loan receivables	21	–	–	39,306	–	39,306	–	39,309	–	39,309
		222,718	13,643	710,620	–	946,981				
Derivative liabilities	22	(69,185)	–	–	–	(69,185)	–	(2,552)	(66,633)	(69,185)
Loans and borrowings	29	–	–	–	(3,121,357)	(3,121,357)	–	(3,157,782)	–	(3,157,782)
Trade and other payables*	31	–	–	–	(102,915)	(102,915)				
		(69,185)	–	–	(3,224,272)	(3,293,457)				

* Excludes non-financial assets and liabilities

33. Fair value of financial instruments (cont'd)

Accounting classification and fair value (cont'd)

		Carrying amount					Fair value			
	Note	**Mandatorily at FVTPL** US$'000	**Designated at FVOCI** US$'000	**Amortised cost** US$'000	**Other financial liabilities** US$'000	**Total** US$'000	**Level 1** US$'000	**Level 2** US$'000	**Level 3** US$'000	**Total** US$'000
2023										
Trade and other receivables*	24	–	–	96,245	–	96,245				
Cash and bank balances	25	–	–	596,928	–	596,928				
Restricted cash	25	–	–	51,275	–	51,275				
Other investments	19	–	7,549	–	–	7,549	–	–	7,549	7,549
Derivative assets	22	159,080	–	–	–	159,080	–	124,618	34,462	159,080
Loan receivables	21	–	–	32,281	–	32,281	–	32,282	–	32,282
		159,080	7,549	776,729	–	943,358				
Derivative liabilities	22	(98,236)	–	–	–	(98,236)	–	(4,277)	(93,959)	(98,236)
Loans and borrowings	29	–	–	–	(3,252,665)	(3,252,665)	–	(3,293,260)	–	(3,293,260)
Trade and other payables*	31	–	–	–	(109,812)	(109,812)				
		(98,236)	–	–	(3,362,477)	(3,460,713)				

* Excludes non-financial assets and liabilities

33. Fair value of financial instruments (cont'd)

Valuation techniques and significant unobservable inputs

The following tables show the valuation techniques used in measuring Level 2 and Level 3 fair values, as well as the significant unobservable inputs used.

Financial instruments measured at fair value

Type	Valuation technique	Significant unobservable inputs	Inter-relationship between key unobservable inputs and fair value measurement
Other investments: Equity investments – at FVTPL and FVOCI	*Discounted cash flows:* The valuation model considers the present value of expected cash flows from the projects, discounted using a risk-adjusted discount rate.	Discount rate	The estimated fair value would increase (decrease) if the discount rates was lower (higher).
Electricity derivatives	*Discounted cash flows:* The valuation model considers the present value of expected payment, discounted using a risk-adjusted discount rate. The expected payment is determined by considering the expectation of spot rates for the duration of the contract.	Electricity spot rates Discount rate	The estimated fair value would increase (decrease) if: • The electricity spot rate was lower (higher); • The discount rate was lower (higher).

33. Fair value of financial instruments (cont'd)

Valuation techniques and significant unobservable inputs (cont'd)

Financial instruments measured at fair value (cont'd)

Type	Valuation technique	Significant unobservable inputs	Inter-relationship between key unobservable inputs and fair value measurement
Interest rate swaps	*Swap models:* The fair value is calculated as the present value of the estimated future cash flows. Estimates of future floating-rate cash flows are based on quoted swap rates, futures prices and interbank borrowing rates. Estimated cash flows are discounted using a yield curve constructed from similar sources and which reflects the relevant benchmark interbank rate used by market participants for this purpose when pricing interest rate swaps.	Not applicable.	Not applicable.
Forward exchange contracts	*Forward pricing:* The fair value is determined using quoted forward rates at the reporting date and present value calculations based on yield curves in respective currencies.	Not applicable.	Not applicable.
Cross currency interest rate swaps	*Swap models:* Cross currency interest rate swaps are measured using quoted forward exchange rates and yield curves from quoted interest rates of the respective currencies, matching maturities of the swaps.	Not applicable.	Not applicable.

33. Fair value of financial instruments (cont'd)

Valuation techniques and significant unobservable inputs (cont'd)

Financial instruments not measured at fair value

Type	Valuation technique
Loans and borrowings / Loan receivables	*Discounted cash flows:* The valuation model considers the present value of expected payment, discounted using a risk-adjusted discount rate.

Level 3 fair values

The following table shows a reconciliation from the opening balances to the ending balances for Level 3 fair values:

	2024		2023		
	Equity investments – at FVOCI US$'000	**Electricity derivatives** US$'000	**Equity investments – at FVTPL** US$'000	**Equity investments – at FVOCI** US$'000	**Electricity derivatives** US$'000
At 1 January	7,549	(59,497)	2,559	–	9,037
Reclassification[1]	–	–	(2,559)	2,559	–
Addition	346	–	–	–	–
Disposal	–	–	–	(2,060)	–
Net fair value gain on equity instruments designated at FVOCI recognised in OCI	5,775	–	–	7,105	–
Ineffective portion of changes in fair value of cash flow hedge recognised in profit or loss	–	(8,667)	–	–	5,819
Effective portion of changes in fair value of cash flow hedge recognised in OCI, net	–	12,142	–	–	(63,251)
Net change in fair value of cash flow hedge reclassified to profit or loss	–	21,256	–	–	(11,436)
Foreign currency translation recognised in OCI	(27)	3,258	–	(55)	334
At 31 December	13,643	(31,508)	–	7,549	(59,497)

1 The Combined Group reviewed its business strategy of the equity investments and deemed that these investments are not held-for-trading but for long-term investment. Accordingly, the equity investments previously measured at FVTPL had been reclassified to equity investments at FVOCI at the beginning of the reporting period ended 31 December 2023.

33. Fair value of financial instruments (cont'd)

Sensitivity analysis

Equity investments – at FVOCI

As at 31 December 2024 and 2023, any reasonably possible change to the significant unobservable inputs applied is not likely to have a material impact on the Combined Group's results.

Electricity derivatives

For the fair values of electricity derivatives, reasonably possible changes at the reporting date to one of the significant unobservable inputs, holding other inputs constant, would have the following effects.

	Increase/(decrease)	
	Profit before tax	**Cash flow hedge reserve**
	US$'000	US$'000
31 December 2024		
Spot rate		
- 0.1% increase	(1)	391
- 0.1% decrease	1	(391)
Discount rate		
- 0.1% increase	615	(555)
- 0.1% decrease	(615)	555

	Increase/(decrease)	
	Loss before tax	**Cash flow hedge reserve**
	US$'000	US$'000
31 December 2023		
Spot rate		
- 0.1% increase	(19)	78
- 0.1% decrease	19	(78)
Discount rate		
- 0.1% increase	79	(331)
- 0.1% decrease	(79)	331

34. Commitments

Construction agreements

As at 31 December 2024, the commitments for the acquisition of property, plant, and equipment included supply contracts and construction of power plants totaling US$247.2 million (2023: US$255.7 million).

Acquisitions

Project Yokji

On April 2020, the Combined Group entered into a share purchase agreement to acquire 100% of Yokji. A portion of the purchase consideration is contingent upon Yokji achieving certain project milestones.

In May 2021, the Combined Group made the contingent payment amounting to KRW 2,200 million upon the execution of the grid connection agreement and recognised the contingent payment as part of the Combined Group's project-related agreements and licenses in Note 17 Intangible assets.

The Combined Group commits to pay the remaining contingent payment, amounting to KRW 5,000 million, upon the submission of final and effective notice of the commencement of construction work to the Governmental Authority in relation to the project.

35. Related parties

During the year, other than those disclosed elsewhere in the combined financial statements, there were no other significant transactions with related parties.

36. Acquisition of subsidiaries

Business combination

In April 2023, in line with the Combined Group’s strategy growth objective, the Combined Group acquired approximately 38% interest in NRE Hikari Investment Limited Partnership and its subsidiaries, GK NRE-04 Investment, GK NRE-06 Investment and GK NRE-18 Investment (collectively known as “Project Hikari”), which are solar renewable energy companies, for a total consideration of JPY3.7 billion (US$27.4 million). The transaction closed on 30 April 2023 and the acquired entities were consolidated as subsidiaries of the Combined Group.

From the date of acquisition, Project Hikari contributed US$21.3 million of revenue and US$4.2 million to profit before tax from continuing operations of the Combined Group. If the combination had taken place at the beginning of the year, revenue from continuing operations would have been US$24.9 million and profit before tax from continuing operations for the Combined Group would have been US$8.6.

The Combined Group elected to measure the non-controlling interests at their proportionate share of interests in the acquired entities’ identifiable net assets.

36. Acquisition of subsidiaries (cont'd)

Identifiable assets acquired and liabilities assumed

The fair values of the identifiable assets and liabilities of the acquired entities at the date of acquisition were:

	Note	Fair value recognised on acquisition US$'000
Assets		
Property, plant and equipment	15	162,215
Right-of-use assets	16	20,135
Intangible assets – Project-related agreements and licences	17	177,550
Derivative assets		5,577
Loan receivables		611
Prepayment and other assets		1,293
Trade and other receivables		5,775
Cash and bank balances		18,261
		391,417
Liabilities		
Loans and borrowings	29	(281,330)
Lease liabilities	29	(14,302)
Derivative liabilities		(5,833)
Asset retirement obligation	30	(8,202)
Trade and other payables		(4,280)
		(313,947)
Total identifiable net assets at fair value		77,470
Non-controlling interests		(47,985)
Fair value of previously held interests in the acquired entities	33	(2,060)
Purchase consideration transferred		27,425
Less: Cash in acquired entities		(18,261)
Total net cash outflow on acquisition		9,164

36. Acquisition of subsidiaries (cont'd)

Business combination (cont'd)

Identifiable assets acquired and liabilities assumed (cont'd)

The valuation technique used for measuring the material assets acquired were as follows:

Assets acquired	Valuation technique
Intangible assets – Project-related agreements and licences	*Multi-period excess earnings method:* The multi-period excess earnings method considers the present value of net cash flows expected to be generated by the project-related agreements and licences, by excluding any cash flows related to contributory assets.
Property, plant and equipment	*Market comparison technique and cost technique:* The valuation model considers market prices for similar items when they are available, and depreciated replacement cost when appropriate. Depreciated replacement cost reflects adjustments for physical deterioration as well as functional and economic obsolescence.

37. Partial outward transfer of TK interests resulting in loss of control

In November 2024, the Combined Group transferred 50% stake in its wholly-owned subsidiary, GK NRE-30 Investment. ("Maibara"), for a purchase consideration of JPY499.8 million (US$3.3 million) and recognised a gain amounting to US$3.6 million. Following the transfer, the Combined Group has joint control over Maibara and accounts for the investment under the equity method as a joint venture.

The cash flows and net assets relating to the transfer of TK interests as mentioned above are presented below:

	On date of transfer US$'000
Net assets on outward transfer of TK interests	3,303
Reclassification of foreign currency translation reserve	(241)
Adjusted net assets on outward transfer of TK interests	3,062
Gain on outward transfer of TK interests	3,554
Fair value on initial recognition of TK interests retained	(3,308)
Total sales consideration	3,308
Less: Cash and bank balances of the transferred TK interests	(6,910)
Net cash outflow on outward transfer of TK interests	(3,602)

38. Contingent liability

Tax dispute

Certain subsidiaries of the Combined Group are involved in a tax dispute, with exposure amounting to approximately US$3.4 million (INR 287 million). An Assessing Officer (“AO”) has made the following adjustments to the tax returns of the subsidiary:

- Disallowed interest differential between 9.5%/11.0% and 15.0%/10.9% for or non-convertible debentures/ rupee denominated bonds (“NCD/RDB”), respectively; and
- Disallowed certain Capex/Opex based expenditure.

These adjustments were deleted by an appellate tribunal. However, during the current financial year, the Revenue authorities have submitted an appeal to the Indian High Court, and as at 31 December 2024, the tax litigation remains in progress. Based on external tax and legal advice, management anticipates a favorable outcome for the Combined Group and expects its current tax treatment to be accepted.

39. Subsequent event

As at 31 December 2024, the Combined Group’s Euro Medium Term Note stood at US$480 million, which was used to fund the development of its Japanese assets. The Combined Group hedged its currency exposure using JPY/USD cross currency interest rate swaps (CCIRS) with a total notional amount of JPY53.9 billion, effectively converting the USD-denominated Euro Medium Term Note into a synthetic JPY loan.

Upon the Euro Medium Term Note's maturity in February 2025, the associated CCIRS were settled. To replace the matured USD funding and maintain JPY-denominated liabilities, the Combined Group secured a JPY55 billion Green Term Loan Facility in January 2025, with a two-year tenor and an option to extend for an additional year. The full JPY55 billion was drawn down to settle mainly the Euro Medium Term Note in February 2025, ensuring continued JPY funding for its Japanese investments.

As part of its risk management strategy, the Combined Group continues applying a net investment hedge to its Japanese subsidiaries. The new JPY Green Term Loan has replaced the matured CCIRS as the designated hedging instrument, ensuring ongoing foreign exchange risk mitigation.

40. Authorisation of financial statements

The combined financial statements for the year ended 31 December 2024 were authorised for issue in accordance with a resolution of the directors on 15 May 2025.

Vena Global Group Pte. Ltd. and its Subsidiaries
(Formerly known as Vena Energy Holdings Pte. Ltd.
and its Subsidiaries)

Annual Report
For the year ended 31 December 2024

Building a better
working world

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Statement by Directors

The directors hereby present their statement to the member together with the audited consolidated financial statements of Vena Global Group Pte. Ltd. (formerly known as Vena Energy Holdings Pte. Ltd.) (the “Company”) and its subsidiaries (collectively, the “Group”), and the statement of financial position, statement of profit or loss, statement of comprehensive income, statement of changes in equity and the statement of cash flows of the Company for the financial year ended 31 December 2024.

Opinion of the directors

In the opinion of the directors,

(I) the financial statements comprising the consolidated statement of financial position of the Group and the statement of financial position of the Company as at 31 December 2024, the consolidated statements of profit or loss and other comprehensive income, changes in equity and cash flows of the Group, and the statements of profit or loss and other comprehensive income, changes in equity and cash flows of the Company for the year then ended, and notes to the financial statements, including material accounting policy information, are drawn up so as to present fairly, in all material respects, the consolidated financial position of the Group and the financial position of the Company as at 31 December 2024, and the consolidated financial performance, changes in equity and cash flows of the Group and the financial performance, changes in equity and cash flows of the Company for the year ended on that date in accordance with the Singapore Financial Reporting Standards (International) (“SFRS(I)”) and International Financial Reporting Standards (“IFRS”); and

(ii) at the date of this statement, there are reasonable grounds to believe that the Company will be able to pay its debts as and when they fall due.

Directors

The directors in office at the date of this statement are as follows:

Juan Mas Valor
Nitin Srinivas Apte
Rupert Charles Collinson Hall
Simone Grasso

Arrangements to enable directors to acquire shares or debentures

Neither at the end of, nor at any time during the financial year, was the Company a party to any arrangement whose objects are, or one of whose objects is, to enable the directors of the Company to acquire benefits by means of the acquisition of shares in or debentures of the Company or any other body corporate.

Directors' interests

According to the register kept by the Company for the purposes of Section 164 of the Companies Act 1967 (the "Act"), no director who held office at the end of the financial year had interests in shares, debentures, warrants or share options of the Company, or of related corporations, either at the beginning or at the end of the financial year.

Share options

During the financial year, there were:

(i) no options granted by the Company to any person to take up unissued shares in the Company; and

(ii) no shares issued by virtue of any exercise of option to take up unissued shares of the Company.

As at the end of the financial year, there were no unissued shares of the Company under options.

Auditor

Ernst & Young LLP have expressed their willingness to accept re-appointment as auditor.

On behalf of the Board of Directors

DocuSigned by:
A481CBD4F5D849C...

Nitin Srinivas Apte
Director

DocuSigned by:
DB4BBC4FD4B94FC...

Rupert Charles Collinson Hall
Director

15 May 2025

Vena Global Group Pte. Ltd. and its Subsidiaries
(Formerly known as Vena Energy Holdings Pte. Ltd. and its Subsidiaries)

Independent Auditor's Report
For the year ended 31 December 2024

To the Member of Vena Global Group Pte. Ltd.

Report on the Audit of the Financial Statements

Opinion

We have audited the accompanying financial statements of Vena Global Group Pte. Ltd. (formerly known as Vena Energy Holdings Pte. Ltd.) (the "Company") and its subsidiaries (collectively, the "Group"), which comprise the consolidated statement of financial position of the Group and the statement of financial position of the Company as at 31 December 2024, the consolidated statements of profit or loss and other comprehensive income, changes in equity and cash flows of the Group and the statements of profit or loss and other comprehensive income, changes in equity and cash flows of the Company for the year then ended, and notes to the financial statements, including material accounting policy information.

In our opinion, the accompanying financial statements are properly drawn up in accordance with the provisions of the Companies Act, 1967 (the "Act"), Singapore Financial Reporting Standards (International) ("SFRS(I)") and IFRS Accounting Standards ("IFRS") so as to give a true and fair view of the consolidated financial position of the Group and the financial position of the Company as at 31 December 2024, and of the consolidated financial performance, consolidated changes in equity and consolidated cash flows of the Group and the Company's financial performance, changes in equity and cash flows for the year ended on that date.

Basis for opinion

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

Other information

Management is responsible for the other information contained in the annual report. The other information comprises the information included in the Statement by Directors, but does not include the financial statements and our auditor's report thereon.

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

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

Responsibilities of management and the Directors for the audit of the financial statements

Management is responsible for the preparation of financial statements in accordance with SFRS(I) and IFRS, and for such internal controls as management determines 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, management is responsible for assessing the Group's ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless management either intends to liquidate the Group or to cease operations, or has no realistic alternative but to do so.

The Directors are responsible for overseeing the Group's and the Company's financial reporting process.

Auditor's responsibilities for the audit of the financial statements

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

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

- Identify and assess the risks of material misstatement of the financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations or the override of internal control.

- Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the Group's internal control.

- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management.

Auditors' responsibilities for the audit of the financial statements (cont'd)

- Conclude on the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Group's ability to continue as a going concern. If we conclude that a material uncertainty exists, then we are required to draw attention in our auditors' report to the related disclosures in the financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditors' report. However, future events or conditions may cause the Group to cease to continue as a going concern.

- Evaluate the overall presentation, structure and content of the financial statements, including the disclosures, and whether the financial statements represent the underlying transactions and events in a manner that achieves fair presentation.

- Plan and perform the group audit to obtain sufficient appropriate audit evidence regarding the financial information of the entities or business units within the group as a basis for forming an opinion on the group financial statements. We are responsible for the direction, supervision and review of the audit work performed for purposes of the group audit. We remain solely responsible for our audit opinion.

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

Report on other legal and regulatory requirements

In our opinion, the accounting and other records required by the Act to be kept by the Company and by the subsidiary corporations incorporated in Singapore of which we are the auditors have been properly kept in accordance with the provisions of the Act.

Ernst & Young LLP

Public Accountants and
Chartered Accountants
Singapore

15 May 2025

Vena Global Group Pte. Ltd. and its Subsidiaries
(Formerly known as Vena Energy Holdings Pte. Ltd. and its Subsidiaries)

Statements of Profit or Loss
For the year ended 31 December 2024

	Note	Group		Company	
		2024 US$'000	**2023** US$'000	**2024** US$'000	**2023** US$'000
Sale of energy		370,711	282,829	–	–
Fee income		40,719	49,573	–	–
Total revenue	4	411,430	332,402	–	–
Dividend income		–	–	7,519	27,454
Other income	5	15,496	21,331	–	–
Operating costs	6(a)	(76,482)	(58,457)	–	–
Other cost of operations	6(b)	–	(4,699)	–	–
Shared services costs	7	(94,362)	(89,880)	(27,741)	(12,850)
Development costs	8	(3,602)	(1,613)	–	–
Depreciation expense	14,15	(112,782)	(72,729)	–	–
Amortisation expense	16	(72,248)	(47,667)	–	–
Results from operating activities		67,450	78,688	(20,222)	14,604
Finance income	9	22,556	22,879	2,423	2,505
Finance costs	9	(103,109)	(88,434)	(14,050)	(10,619)
Change in fair value of financial instruments at fair value through profit or loss ("FVTPL")	10	28,701	53,852	1,547	891
Net foreign exchange (loss)/gain		(21,301)	(1,516)	30,721	32,043
Net finance (costs)/income		(73,153)	(13,219)	20,641	24,820
Loss on disposal of property, plant and equipment		(362)	(513)	–	–
Impairment loss recognised on financial assets, net	11	(678)	(3,341)	–	–
Write-off of project costs		(4,326)	(4,666)	–	–
Other payables written back		–	531	–	–
Share of results of equity-accounted investees, net of tax	18	973	226	–	–
(Loss)/profit before tax	12	(10,096)	57,706	419	39,424
Tax expense	13	(20,346)	(16,111)	(165)	(161)
(Loss)/profit for the year		(30,442)	41,595	254	39,263
(Loss)/profit attributable to:					
Owner of the Company		(39,583)	28,185		
Non-controlling interests	35	9,141	13,410		
		(30,442)	41,595		

The accompanying accounting policies and explanatory notes form an integral part of the financial statements.

Statements of Comprehensive income
For the year ended 31 December 2024

	Note	Group 2024 US$'000	Group 2023 US$'000	Company 2024 US$'000	Company 2023 US$'000
(Loss)/profit for the year		(30,442)	41,595	254	39,263
Other comprehensive income ("OCI")					
Items that will not be reclassified subsequently to profit or loss					
Remeasurement of defined benefit plan		244	272	–	–
Related tax	13	(35)	(70)	–	–
Net fair value gain/(loss) on equity instruments designated at fair value through other comprehensive income ("FVOCI")	32	7,477	(13,636)	–	–
		7,686	(13,434)	–	–
Items that are or may be reclassified subsequently to profit or loss					
Foreign currency translation differences		(156,705)	22,645	–	–
Foreign currency translation differences of equity-accounted investees	18	(14,345)	(6,005)	–	–
Effective portion of changes in fair value of cash flow hedge, net	22,32	12,142	(63,251)	–	–
Net change in fair value of cash flow hedge reclassified to profit or loss	22,32	21,256	(11,436)	–	–
Effective portion of hedge of net investment in foreign operation	22,32	30,019	(2,732)	–	–
		(107,633)	(60,779)	–	–
Other comprehensive income for the year		(99,947)	(74,213)	–	–
Total comprehensive income for the year		(130,389)	(32,618)	254	39,263
Total comprehensive income attributable to:					
Owner of the Company		(129,779)	(47,143)		
Non-controlling interests	35	(610)	14,525		
		(130,389)	(32,618)		

The accompanying accounting policies and explanatory notes form an integral part of the financial statements.

Statements of Financial Position
As at 31 December 2024

	Note	Group		Company	
		2024	**2023**	**2024**	**2023**
		US$'000	US$'000	US$'000	US$'000
ASSETS					
Non-current assets					
Property, plant and equipment	14	2,693,980	2,737,292	–	–
Right-of-use assets	15	249,660	299,332	–	–
Intangible assets	16	1,791,970	1,977,565	–	–
Investment in subsidiaries	17	–	–	3,801,125	3,961,884
Equity-accounted investees	18	410,320	430,045	–	–
Other investments	19	15,362	7,778	–	–
Deferred tax assets	20	18,789	18,059	–	–
Loan receivables	21	86,969	144,600	51,145	100,507
Derivative assets	22	63,162	152,093	–	–
Trade and other receivables	24	53,217	36,936	–	–
Prepayments and other assets	23	14,498	29,705	6,142	–
Restricted cash	25	50,886	51,275	–	–
		5,448,813	5,884,680	3,858,412	4,062,391
Current assets					
Loan receivables	21	26,693	16,974	14,407	32,972
Trade and other receivables	24	90,318	108,309	1,790	337
Prepayments and other assets	23	23,286	23,991	1,193	3,157
Derivative assets	22	149,541	2,456	367	–
Cash and bank balances	25	410,543	442,387	69,172	45,600
		700,381	594,117	86,929	82,066
Total assets		6,149,194	6,478,797	3,945,341	4,144,457
Equity					
Equity contribution	26	3,502,661	3,502,661	3,502,661	3,502,661
Accumulated (losses)/profits		(195,406)	(155,823)	91,812	91,558
Reserves	27	(656,934)	(566,738)	–	–
Equity attributable to owner of the Company		2,650,321	2,780,100	3,594,473	3,594,219
Non-controlling interests	35	188,299	207,121	–	–
Total equity		2,838,620	2,987,221	3,594,473	3,594,219

The accompanying accounting policies and explanatory notes form an integral part of the financial statements.

Vena Global Group Pte. Ltd. and its Subsidiaries
(Formerly known as Vena Energy Holdings Pte. Ltd. and its Subsidiaries)

Statements of Financial Position (cont'd)
As at 31 December 2024

	Note	Group		Company	
		2024	**2023**	**2024**	**2023**
		US$'000	US$'000	US$'000	US$'000
LIABILITIES					
Non-current liabilities					
Loans and borrowings	28	1,975,801	2,678,738	–	371,676
Lease liabilities	28	236,642	278,079	–	–
Employee benefits		1,335	703	–	–
Derivative liabilities	22	61,573	87,395	–	–
Asset retirement obligation	29	75,701	76,061	–	–
Trade and other payables	30	9,917	10,674	–	–
Deferred tax liabilities	20	11,214	12,377	–	–
		2,372,183	3,144,027	–	371,676
Current liabilities					
Loans and borrowings	28	823,071	220,593	336,052	163,792
Lease liabilities	28	10,314	14,297	–	–
Derivative liabilities	22	7,612	10,799	–	109
Trade and other payables	30	92,776	100,008	14,655	14,509
Current tax liabilities		4,618	1,852	161	152
		938,391	347,549	350,868	178,562
Total liabilities		3,310,574	3,491,576	350,868	550,238
Total equity and liabilities		6,149,194	6,478,797	3,945,341	4,144,457

The accompanying accounting policies and explanatory notes form an integral part of the financial statements.

Vena Global Group Pte. Ltd. and its Subsidiaries
(Formerly known as Vena Energy Holdings Pte. Ltd. and its Subsidiaries)

Consolidated Statement of Changes in Equity
For the year ended 31 December 2024

	Attributable to owner of the Company									
Group	**Equity contribution** US$'000	**Accumulated losses** US$'000	**Translation reserve** US$'000	**Cash flow hedge reserve** US$'000	**Merger Reserve** US$'000	**Fair value reserve** US$'000	**Other reserves** US$'000	**Total** US$'000	**Non-controlling interests** US$'000	**Total equity** US$'000
At 1 January 2024	3,502,661	(155,823)	(413,161)	(166,165)	7,930	4,314	344	2,780,100	207,121	2,987,221
Profit for the year	–	(39,583)	–	–	–	–	–	(39,583)	9,141	(30,442)
Other comprehensive income										
Foreign currency translation differences	–	–	(146,954)	–	–	–	–	(146,954)	(9,751)	(156,705)
Foreign currency translation differences of equity-accounted investees	–	–	(14,345)	–	–	–	–	(14,345)	–	(14,345)
Effective portion of changes in fair value of cash flow hedge, net	–	–	–	12,142	–	–	–	12,142	–	12,142
Net change in fair value of cash flow hedge reclassified to profit or loss	–	–	–	21,256	–	–	–	21,256	–	21,256
Net losses on hedge of net investment in foreign operation	–	–	30,019	–	–	–	–	30,019	–	30,019
Net fair value gain on equity instruments designated at fair value through other comprehensive income ("FVOCI")	–	–	–	–	–	7,477	–	7,477	–	7,477
Defined benefit plan remeasurements	–	–	–	–	–	–	244	244	–	244
Tax on defined benefit plan remeasurements	–	–	–	–	–	–	(35)	(35)	–	(35)
Total comprehensive income for the year	–	(39,583)	(131,280)	33,398	–	7,477	209	(129,779)	(610)	(130,389)
Issue of share capital to non-controlling interests	–	–	–	–	–	–	–	–	1,768	1,768
Partial outwards transfer of TK interests resulting in loss of control (Note 17)	–	–	–	–	–	–	–	–	(76)	(76)
Dividends paid to non-controlling interests	–	–	–	–	–	–	–	–	(12,824)	(12,824)
Redemption of TK units	–	–	–	–	–	–	–	–	(7,080)	(7,080)
Total transactions with owner	–	–	–	–	–	–	–	–	(18,212)	(18,212)
At 31 December 2024	3,502,661	(195,406)	(544,441)	(132,767)	7,930	11,791	553	2,650,321	188,299	2,838,620

The accompanying accounting policies and explanatory notes form an integral part of the financial statements.

Vena Global Group Pte. Ltd. and its Subsidiaries
(Formerly known as Vena Energy Holdings Pte. Ltd. and its Subsidiaries)

Consolidated Statement of Changes in Equity (cont'd)
For the year ended 31 December 2024

	Attributable to owner of the Company									
Group	**Equity contribution** US$'000	**Accumulated profits/ (losses)** US$'000	**Translation reserve** US$'000	**Cash flow hedge reserve** US$'000	**Merger Reserve** US$'000	**Fair value reserve** US$'000	**Other reserves** US$'000	**Total** US$'000	**Non-controlling interests** US$'000	**Total equity** US$'000
At 1 January 2023	1,716,719	6,889	(150,837)	(91,478)	–	–	50,142	1,531,435	82,235	1,613,670
Profit for the year	–	28,185	–	–	–	–	–	28,185	13,410	41,595
Other comprehensive income										
Foreign currency translation differences	–	–	21,530	–	–	–	–	21,530	1,115	22,645
Foreign currency translation differences of equity-accounted investees	–	–	(6,005)	–	–	–	–	(6,005)	–	(6,005)
Effective portion of changes in fair value of cash flow hedge, net	–	–	–	(63,251)	–	–	–	(63,251)	–	(63,251)
Net change in fair value of cash flow hedge reclassified to profit or loss	–	–	–	(11,436)	–	–	–	(11,436)	–	(11,436)
Net losses on hedge of net investment in foreign operation	–	–	(2,732)	–	–	–	–	(2,732)	–	(2,732)
Net fair value loss on equity instruments designated at fair value through other comprehensive income ("FVOCI")	–	–	–	–	–	(13,636)	–	(13,636)	–	(13,636)
Defined benefit plan remeasurements	–	–	–	–	–	–	272	272	–	272
Tax on defined benefit plan remeasurements	–	–	–	–	–	–	(70)	(70)	–	(70)
Total comprehensive income for the year	–	28,185	12,793	(74,687)	–	(13,636)	202	(47,143)	14,525	(32,618)
Issuance of ordinary shares	1,785,942	–	–	–	–	–	(50,000)	1,735,942	–	1,735,942
Issue of share capital to non-controlling interest	–	–	–	–	–	–	–	–	1,488	1,488
Inward transfer of TK interests (Note 17)	–	(65,050)	(383,014)	–	7,930	–	–	(440,134)	132,346	(307,788)
Dividends paid to non-controlling interests	–	–	–	–	–	–	–	–	(23,473)	(23,473)
Total transactions with owner	1,785,942	(65,050)	(383,014)	–	7,930	–	(50,000)	1,295,808	110,361	1,406,169
Transfer upon remeasurement of equity investments (Note 32)	–	(17,950)	–	–	–	17,950	–	–	–	–
Reclassification of cash flow hedge arising from hedge accounting (Note 22)	–	(107,897)	107,897	–	–	–	–	–	–	–
At 31 December 2023	3,502,661	(155,823)	(413,161)	(166,165)	7,930	4,314	344	2,780,100	207,121	2,987,221

The accompanying accounting policies and explanatory notes form an integral part of the financial statements.

Vena Global Group Pte. Ltd. and its Subsidiaries
(Formerly known as Vena Energy Holdings Pte. Ltd. and its Subsidiaries)

Statement of Changes in Equity
For the year ended 31 December 2024

Company	**Note**	**Equity contribution** US$'000	**Other reserves** US$'000	**Accumulated profits** US$'000	**Total** US$'000
At 1 January 2024		3,502,661	–	91,558	3,594,219
Total comprehensive income for the year					
Profit for the year		–	–	254	254
At 31 December 2024		3,502,661	–	91,812	3,594,473
At 1 January 2023		1,716,719	50,000	52,295	1,819,014
Total comprehensive income for the year					
Profit for the year		–	–	39,263	39,263
Transactions with owner, recognised directly in equity					
Issuance of ordinary shares	26	1,785,942	(50,000)	–	1,735,942
At 31 December 2023		3,502,661	–	91,558	3,594,219

The accompanying accounting policies and explanatory notes form an integral part of the financial statements.

Vena Global Group Pte. Ltd. and its Subsidiaries
(Formerly known as Vena Energy Holdings Pte. Ltd. and its Subsidiaries)

Consolidated Statement of Cash Flows
For the year ended 31 December 2024

	Note	Group 2024 US$'000	Group 2023 US$'000
Cash flows from operating activities			
(Loss)/profit before tax		(10,096)	57,706
Adjustments for:			
Depreciation expense	14, 15	112,782	72,729
Amortisation expense	16	72,248	47,667
Finance income	9	(22,556)	(22,879)
Finance costs	9	103,109	88,434
Gain from partial outward transfer of TK interests resulting in loss of control	5	(3,619)	–
Gain from disposal of associate	5	(526)	–
Change in fair value of financial instruments at FVTPL	10	(28,701)	(53,852)
Unrealised foreign exchange loss		28,829	1,325
Loss on disposal of property, plant and equipment		362	513
Impairment losses recognised on financial assets, net	11	678	3,341
Write-off of project costs	(a)	4,326	4,666
Write-off of other payables		–	(531)
Share of results of equity-accounted investees, net of tax	18	(973)	(226)
		255,863	198,893
Changes in:			
- Trade and other receivables		(25,697)	59,122
- Prepayments and other assets		(9,225)	(21,377)
- Trade and other payables		8,764	1,104
Cash generated from operating activities		229,705	237,742
Tax paid		(6,864)	(8,571)
Net cash generated from operating activities		222,841	229,171
Cash flows from investing activities			
Cash inflow on inward transfer of TK interests, net	17	–	158,309
Net cash outflow from transfer of TK interests resulting in loss of control	17	(3,602)	–
Purchase of property, plant and equipment	(b)	(255,741)	(332,649)
Proceeds from sale of property, plant and equipment		173	49
Contribution to equity-accounted investees	18	(15,571)	(32,791)
Redemption of units from equity-accounted investees	18	2,134	–
Distributions from equity-accounted investees	18	19,756	32,197
Proceeds from disposal of associate		3,868	–
Purchase of equity investments	32	(644)	(313)
Settlement of derivatives		257	(2,384)
Disbursement of loans to related parties		(10,582)	(260,287)
Repayment of loans from related parties		52,821	254,575
Disbursement of loans to equity-accounted investees		(25,104)	(4,885)
Repayment of loans from equity-accounted investees		18,135	2,296
Disbursement of loans to third parties		(1,702)	–
Repayment of loans from third parties		587	–
Interest received		14,528	9,826
Net cash used in from investing activities		(200,687)	(176,057)

The accompanying accounting policies and explanatory notes form an integral part of the financial statements.

Consolidated Statement of Cash Flows (cont'd)
For the year ended 31 December 2024

	Note	Group 2024 US$'000	Group 2023 US$'000
Cash flows from financing activities			
Proceeds from issuance of shares to non-controlling interest		1,768	1,488
Proceeds from drawdown of loans and borrowings:			
- Revolving credit facilities	28	32,291	420,240
- Project finance debts	28	244,926	337,762
- Intercompany loans	28	–	155,039
- Working capital loans	28	–	2,293
Repayment of loans and borrowings:			
- Revolving credit facilities	28	(33,760)	(425,708)
- Euro Medium Term Note	28	(20,000)	–
- Project finance debts	28	(117,970)	(142,040)
- Working capital loans	28	–	(6,022)
- Intercompany loans		(5,973)	(106,717)
Payment of transaction costs:			
- Revolving credit facilities	28	(5,454)	(2,979)
- Project finance debts	28	(5,015)	(4,448)
- Others		(5,956)	–
Repayment of principal portion of lease liabilities		(7,487)	(11,889)
Interest paid on:			
- Revolving credit facilities	28	(151)	(1,068)
- Project finance debts	28	(77,660)	(64,695)
- Working capital loans	28	–	(193)
- Euro Medium Term Note	28	(15,602)	(15,665)
- Lease liabilities	28	(3,244)	(1,881)
- Intercompany loans	28	(156)	(2,085)
Net interest received from derivatives		9,434	10,126
Redemption of TK units		(7,080)	–
Dividends paid to non-controlling interests	35	(12,824)	(23,473)
Drawdown of bank overdraft	28	449	–
Deposits unpledged/(pledged)	25	25,197	(16,967)
Net cash (used in)/generated from financing activities		(4,267)	101,118
Increase in cash and cash equivalents		17,887	154,232
Cash and cash equivalents at 1 January		357,102	197,124
Effect of exchange rate fluctuations on cash and cash equivalents		(25,471)	5,746
Cash and cash equivalents at 31 December	25	349,518	357,102

The accompanying accounting policies and explanatory notes form an integral part of the financial statements.

(a) Write-off costs include property, plant and equipment of US$5.4 million (2023: US$4.4 million) (Note 14), trade and other receivables US$ Nil (2023: US$0.3 million) (Note 24), offset by trade and other payables of US$1.1 million (2023: US$ Nil) (Note 30).

(b) The Group's addition to property, plant and equipment amounted to US$273.2 million (2023: US$312.9 million), which included the provision for asset retirement obligation of US$6.7 million (2023: US$4.2 million) and capitalised interest expense of US$10.7 million (2023: US$ Nil). The Group's payables to EPC contractors have increased by US$0.1 million (2023: reduced by US$23.9 million due to payments made against these liabilities).

Significant non-cash transactions of the Group and Company

1) In June 2024, the Company's wholly-owned subsidiary, APAC Renewable Investments Pte. Ltd., ("APAC") repurchased 109.4 million ordinary shares from the Company at a price of US$1.00 per share, totaling US$109.4 million.

   The purchase consideration was fully settled through a set-off against an outstanding US$109.4 million loan payable to the subsidiary.

2) In 2023, part of the Tokumei Kumiai interest ("TK Interests") of certain special purpose vehicles ("GKs" or "TK Operators") were transferred to APAC for a total purchase consideration of US$1,693.7 million. The purchase consideration of such transfers were fulfilled by APAC via the issuance of promissory notes ("Promissory Note") to Zenith Japan Trust.

   Certain transactions in connection with the above were executed, including, without limitation, the following:

   - In June 2023, the shareholder of the Company subscribed to 0.1 million ordinary shares at an aggregate subscription amount of US$1,258.8 million.

   - In November 2023, the shareholder of the Company subscribed to 434.9 million ordinary shares at an aggregate subscription amount of US$434.9 million

   - The subscription amount of the aforesaid subscriptions was satisfied in kind by way of an assignment of the shareholder's rights and obligations under the Promissory Notes by the shareholder to the Company.

3) In July 2023, the Company utilised US$50.0 million from its capital reserve to issue new fully paid ordinary shares to its shareholder.

4) In September 2023, the Company entered into an offsetting arrangement with Zenith Japan Holdings Trust ("ZJHT") to partially offset the outstanding loans payable to ZJHT, totaling US$196.9 million, with its loans receivable from ZJHT amounting to US$154.7 million. The outstanding loans payable of US$42.2 million was resolved through certain transactions, including, without limitation, issuance of 42.2 million ordinary shares at US$1.00 per share by the Company to the shareholder.

The accompanying accounting policies and explanatory notes form an integral part of the financial statements.

Vena Global Group Pte. Ltd. and its Subsidiaries
(Formerly known as Vena Energy Holdings Pte. Ltd. and its Subsidiaries)

Statement of Cash Flows
For the year ended 31 December 2024

	Note	Company 2024 US$'000	Company 2023 US$'000
Cash flows from operating activities			
Profit before tax		419	39,424
Adjustments for:			
Dividend income		(7,519)	(27,454)
Finance income	9	(2,423)	(2,505)
Finance costs	9	13,702	10,619
Change in fair value of financial instruments at FVTPL		(1,547)	(891)
Unrealised foreign exchange gain		(32,360)	(31,724)
		(29,728)	(12,531)
Changes in:			
- Trade and other receivables		197	51
- Prepayment and other assets		(1,294)	(3,152)
- Trade and other payables		447	13,939
Cash used in operating activities		(30,378)	(1,693)
- Tax paid		(156)	–
Net cash used in operating activities		(30,534)	(1,693)
Cash flows from investing activities			
Capital injection into subsidiaries	17	(80,975)	(145,025)
Distribution from subsidiaries:			
- Dividend received		7,519	27,454
- Return of capital	17	130,659	12,312
Disbursement of loans to related parties		(5,993)	(317,161)
Disbursement of loans to subsidiaries		(51,326)	–
Proceeds from repayment of loans from related parties		47,340	289,501
Proceeds from repayment of loans from subsidiaries		65,740	–
Settlement of derivatives		1,071	(2,384)
Interest received		6,227	164
Net cash generated from/(used in) investing activities		120,262	(135,139)
Cash flows from financing activities			
Proceeds from drawdown of loans and borrowings:			
- Revolving credit facilities	28	32,291	420,240
- Loans from related parties	28	–	155,039
- Loans from subsidiaries	28	11,646	136,668
Repayment of loans and borrowings:			
- Revolving credit facilities	28	(33,760)	(425,708)
- Loans from related parties	28	(5,973)	(106,717)
- Loans from subsidiaries	28	(37,644)	(10,000)
- Euro medium term note issuer	28	(13,576)	–
Payment of transaction costs related to loans and borrowings		(11,152)	(2,979)
Interest paid on:			
- Revolving credit facilities	28	(151)	(1,068)
- Loans from related parties	28	(156)	(2,085)
- Loans from subsidiaries	28	(710)	(2,356)
- Euro medium term note issuer	28	(3,927)	–
Net cash (used in)/generated from financing activities		(63,112)	161,034

The accompanying accounting policies and explanatory notes form an integral part of the financial statements.

Vena Global Group Pte. Ltd. and its Subsidiaries
(Formerly known as Vena Energy Holdings Pte. Ltd. and its Subsidiaries)

Statement of Cash Flows (cont'd)
For the year ended 31 December 2024

		Company	
	Note	**2024**	**2023**
		US$'000	US$'000
Net increase in cash and cash equivalents		26,616	24,202
Cash and cash equivalents at 1 January		45,600	17,350
Effect of exchange rate fluctuations on cash and cash equivalents		(3,044)	4,048
Cash and cash equivalents at 31 December	25	69,172	45,600

The accompanying accounting policies and explanatory notes form an integral part of the financial statements.

1. Domicile and activities

Vena Global Group Pte. Ltd. (formerly known as Vena Energy Holdings Pte. Ltd.) (the "Company") was registered in Singapore by transfer of registration of Vena Energy Holdings Ltd from Cayman Islands on 4 September 2023. The registered office of the Company is located at 1 George Street, #14-07 One George Street, Singapore 049145.

The financial statements of the Group as at and for the year ended 31 December 2024 comprised the Company and its subsidiaries (together referred to as the "Group" and individually as "Group entities") and the Group's interest in equity-accounted investees.

The principal activity of the Group is that of developer, owner and operator of renewable energy assets in Asia Pacific region.

The immediate holding company and ultimate controlling company of the Group as at 31 December 2024 are GIP Zenith Ltd and Global Infrastructure Investors III, LLC respectively, of which the former is incorporated in the Cayman Islands and the latter is incorporated in Delaware, U.S.A..

With effect from 29 April 2025, the name of the Company was changed from Vena Energy Holdings Pte. Ltd. to Vena Global Group Pte. Ltd..

2. Basis of preparation

2.1 Statement of compliance

The financial statements have been prepared in accordance with Singapore Financial Reporting Standards (International) ("SFRS(I)") and IFRS Accounting Standards ("IFRS"). The changes in material accounting policies are described in Note 2.6. SFRS(I) are issued by the Accounting Standards Council and comprise standards and interpretations that are equivalent to IFRS as issued by the International Accounting Standard Board. All references to SFRS(I) and IFRS are subsequently referred to as IFRS in these financial statements unless otherwise stated.

2.2 Going concern

Notwithstanding the Group's net current liabilities position amounting to US$238.0 million (2023: net current assets of US$246.6 million) as at 31 December 2024, primarily due to the Euro Medium Term Note maturing in February 2025 as disclosed in Note 28, the financial statements have been prepared on a going concern basis as the Group has a revolving credit facility amounting to JPY 87.0 billion (approximately US$556.6 million) that has a tenor of 5 years up till 24 January 2029. As at 31 December 2024, the facility remains undrawn, which is sufficient to finance the Group's working capital requirements and to discharge its current liabilities as and when they fall due in the next 12 months. The facility's margin is set at 1.0%, with the potential to accomplish further margin reduction if certain sustainability-related key performance indicators ("KPIs") are jointly achieved, or a margin increase in case all the KPIs are jointly missed.

Based on these factors, management has formed the judgment that there is a reasonable expectation that the Group has, and will continue to have, adequate resources to continue in operational existence for the foreseeable future, and therefore prepared the financial statements on the basis that it will continue to operate as a going concern. The Directors consider that there are no material uncertainties that may cast significant doubt over this assumption.

2. Basis of preparation (cont'd)

2.3 Basis of measurement

The financial statements have been prepared on the historical cost basis except as otherwise described in the notes below.

2.4 Functional and presentation currency

Items included in the financial statements of each of the Group entities are measured using the currency of the primary economic environment in which the entity operates (the "functional currency"). The financial statements are presented in United States dollars ("US$") which is the Company's functional currency and rounded to the nearest thousand, unless otherwise stated.

2.5 Use of judgements and estimates

The preparation of the 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 year in which the estimates are revised and in any future periods affected.

Management applied critical judgement in assessing if:

1. Power Purchase Agreements ("PPAs") entered into by Group entities falls within the scope of International Financial Reporting Interpretations Committee ("IFRIC") 12 *Service Concession Arrangements*, including:

   - whether the counterparty of the PPA controls or regulates what services the Group entity must provide with the infrastructure, to whom it must provide them, and at what price; and
   - whether the counterparty of the PPA controls — through ownership, beneficial entitlement or otherwise — any significant residual interest in the infrastructure at the end of the term of the PPA.

2. Costs incurred in developing renewable assets qualify for capitalisation. In applying the judgement, the Combined Group considers the technological feasibility and the commercial feasibility of the projects, amongst other factors that support that the projects will result in probable (more than 50% likelihood) future economic benefits. Management judgment is also required to ascertain the nature of expenses that qualify for capitalisation.

Information about assumptions and estimation uncertainties that have a significant risk of resulting in a material adjustment to the carrying amounts of assets and liabilities within the next financial year are included in the following notes:

Note 16 – impairment test of goodwill, intangible assets and property, plant and equipment: key assumptions underlying recoverable amounts, including the recoverability of development costs;

2. Basis of preparation (cont'd)

2.5 Use of judgements and estimates (cont'd)

Note 31 – measurement of expected credit loss ("ECL") allowance for trade receivables and accrued revenue: key assumptions in determining the weighted-average loss rate; and

Note 32 – fair value measurement of financial instruments held at fair value through profit or loss or through other comprehensive income.

Measurement of fair values

A number of the Group's accounting policies and disclosures require the measurement of fair values, for both financial and non-financial assets and liabilities.

When measuring the fair value of an asset or a liability, the Group uses observable market data as far as possible. Fair values are categorised into different levels in a fair value hierarchy based on the inputs used in the valuation techniques as follows:

Level 1: Inputs that are quoted market prices (unadjusted) in active markets for identical instruments.

Level 2: Inputs other than quoted prices included within Level 1 that are observable either directly (i.e. as prices) or indirectly (i.e. derived from prices). This category includes instruments valued using: quoted market prices in active markets for similar instruments; quoted prices for identical or similar instruments in markets that are considered less than active; or other valuation techniques in which all significant inputs are directly or indirectly observable from market data.

Level 3: Inputs that are unobservable. This category includes all instruments for which the valuation technique includes inputs not based on observable data and the unobservable inputs have a significant effect on the instrument's valuation. This category includes instruments that are valued based on quoted prices for similar instruments but for which significant unobservable adjustments or assumptions are required to reflect differences between the instruments.

If the inputs used to measure the fair value of an asset or a liability fall into different levels of the fair value hierarchy, then the fair value measurement is categorised in its entirety in the same level of the fair value hierarchy as the lowest level input that is significant to the entire measurement (with Level 3 being the lowest).

The Group recognises transfers between levels of the fair value hierarchy as of the end of the reporting period during which the change has occurred.

Further information about the assumptions made in measuring fair values is included in Note 32.

2. Basis of preparation (cont'd)

2.6 Changes in accounting policies

New standards and amendments

The accounting policies adopted are consistent with those of the previous financial year except that in the current financial year, the Group has adopted all the new and amended standards which are effective for annual periods beginning on or after 1 January 2024. The adoption of these standards did not have any material effect on the financial statements of the Group.

2.7 Standards issued but not yet effective

The Group has not adopted the following amendments applicable to the Group that have been issued but not yet effective:

Description	**Effective for annual periods beginning on or after**
Amendments to IAS 21 *The Effects of Changes in Foreign Exchange Rates*: Lack of Exchangeability	1 January 2025
Amendments to IFRS 9 *Financial Instruments* and IFRS 7 *Financial Instruments: Disclosures*: Amendments to the Classification and Measurement of Financial Instruments	1 January 2026
Annual Improvements to IFRS Accounting Standards—Volume 11	1 January 2026
Amendments IFRS 9 *Financial Instruments* and IFRS 7 *Financial Instruments: Disclosures—Contracts referencing Nature-dependent Electricity*	1 January 2026
Amendments to IFRS 18 *Presentation and Disclosure in Financial Statements*	1 January 2027
Amendments to IFRS 19 *Subsidiaries without Public Accountability*: Disclosures	1 January 2027

Except for the below, the directors expect that the adoption of the standards above will have no material impact on the financial statements in the period of initial application.

<u>IFRS 18 *Presentation and Disclosures in Financial Statements*</u>

IFRS 18 replaces IAS 1 *Presentation of Financial Statements* and introduces new requirements for presentation within the statement of profit or loss, including specified totals and subtotals. Furthermore, entities are required to classify all income and expenses within the statement of profit or loss into one of five categories: operating, investing, financing, income taxes and discontinued operations, whereof the first three are new.

It also requires disclosure of newly defined management-defined performance measures, subtotals of income and expenses, and includes new requirements for aggregation and disaggregation of financial information based on the identified 'roles' of the primary financial statements and the notes.

2. Basis of preparation (cont'd)

2.7 Standards issued but not yet effective (cont'd)

IFRS 18 *Presentation and Disclosures in Financial Statements (cont'd)*

In addition, narrow-scope amendments have been made to IAS 7 *Statement of Cash Flows*, which include changing the starting point for determining cash flows from operations under the indirect method, from 'profit or loss' to 'operating profit or loss' and removing the optionality around classification of cash flows from dividends and interest. In addition, there are consequential amendments to several other standards.

IFRS 18, and the amendments to the other standards, is effective for reporting periods beginning on or after 1 January 2027, but earlier application is permitted and must be disclosed. IFRS 18 will apply retrospectively.

The Group is currently working to identify all impacts the amendments will have on the primary financial statements and notes to the financial statements.

2.8 Inward transfer of TK interests

In 2023, part of the Tokumei Kumiai interest ("TK Interests") of certain special purpose vehicles ("GKs" or "TK Operators") were transferred to APAC Renewable Investments Pte. Ltd. ("APAC"), a wholly-owned subsidiary of the Company.

The above transfers are accounted for by applying the "pooling-of-interest" method (see Note 3.1) as the parent of the TK Interests is defined under IFRS as a subsidiary of the shareholder of the Group.

3. Material accounting policy information

The accounting policies set out below have been consistently applied by the Group ("Group accounting policies").

3.1 Basis of consolidation

(I) Business combinations

The Group accounts for business combinations using the acquisition method when control is transferred to the Group.

In determining whether a particular set of activities and assets is a business, the Group assesses whether the set of assets and activities acquired includes, at a minimum, an input and substantive process and whether the acquired set has the ability to produce outputs.

The Group has an option to apply a 'concentration test' that permits a simplified assessment of whether an acquired set of activities and assets is not a business. The optional concentration test is met if substantially all of the fair value of the gross assets acquired is concentrated in a single identifiable asset or group of similar identifiable assets.

3. Material accounting policy information (cont'd)

3.1 Basis of consolidation (cont'd)

(a) Business combinations (cont'd)

In applying the acquisition method, the consideration transferred in the acquisition is generally measured at fair value, as are the identifiable net assets acquired. The consideration transferred does not include amounts related to the settlement of pre-existing relationships. Such amounts are generally recognised in profit or loss.

Any contingent consideration payable is recognised at fair value at the date of acquisition and included in the consideration transferred. If the contingent consideration that meets the definition of a financial instrument is classified as equity, it is not remeasured and settlement is accounted for within equity. Otherwise, other contingent consideration is remeasured at fair value at each reporting date and subsequent changes to the fair value of the contingent consideration are recognised in profit or loss.

Non-controlling interests ("NCI") that are present ownership interests and entitle their holders to a proportionate share of the acquiree's net assets in the event of liquidation are measured either at fair value or at the NCI's proportionate share of the recognised amounts of the acquiree's identifiable net assets, at the date of acquisition. The measurement basis taken is elected on a transaction-by-transaction basis. All other NCI are measured at acquisition-date fair value, unless another measurement basis is required by IFRSs.

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

The Group measures goodwill at the date of acquisition as:

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

Any goodwill that arises is tested annually for impairment. Any gain on a bargain purchase is recognised in profit or loss immediately.

The Group recognises goodwill on a provisional basis if the initial accounting for a business combination is incomplete by the end of the reporting period in which the combination occurs. During the measurement period, such provisional amounts are retrospectively adjusted from the acquisition date to reflect new information obtained about facts and circumstances that existed as of the acquisition date. The measurement period shall not exceed one year from the acquisition date.

Changes in the Group's interest in a subsidiary that do not result in a loss of control are accounted for as transactions with owner in their capacity as owner and therefore no adjustments are made to goodwill and no gain or loss is recognised in profit or loss. Adjustments to NCI 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. Material accounting policy information (cont'd)

3.1 Basis of consolidation (cont'd)

(a) Business combinations (cont'd)

Acquisition accounted for by applying the "pooling-of-interest" method

Business combinations arising from transfer of subsidiaries of an entity whose parent is the shareholder of the Group are accounted for by applying the "pooling-of-interest" method. This involves the following at the date of transfer:

- The assets and liabilities of the combining entities are reflected at their carrying amounts.
- No adjustments are made to reflect the fair values on the date of transfer or recognise any new assets or liabilities.
- No additional goodwill is recognised as a result of the transfer.
- The components of equity of the acquired entities are added to the same components within the Group's equity and any gain or loss arising is recognised directly in equity.
- Any difference between the consideration transferred and the acquired net assets and equity reserves is reflected within the equity as merger reserve.
- The income statement and the statement of comprehensive income reflects the results of the combined entities from the date of transfer.

(ii) Subsidiaries

Subsidiaries are entities controlled by the Group. The Group controls an entity when it is exposed to, 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. The financial statements of subsidiaries are included in the 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. Losses applicable to NCI in a subsidiary are allocated to the NCI even if doing so causes the NCI to have a deficit balance.

The Group accounts for indirectly held interests in subsidiaries through equity accounted investees by including such interests in the parent's share when determining the percentage of interest attributable to NCI.

Loss of control

When the Group loses control over a subsidiary, it derecognises the assets and liabilities of the subsidiary and any related NCI and other components of equity. Any resulting gain or loss is recognised in profit or loss. Any interest retained in the former subsidiary is measured at fair value when control is lost.

3. Material accounting policy information (cont'd)

3.1 Basis of consolidation (cont'd)

(iii) Equity-accounted investees (associates and joint ventures)

Associates are those entities in which the Group has significant influence, but not control or joint control, over the financial and operating policies of these entities. Significant influence is presumed to exist when the Group holds 20% or more of the voting power of another entity. A joint venture is an arrangement in which the Group has joint control, whereby the Group has rights to the net assets of the arrangement, rather than rights to its assets and obligations for its liabilities.

Investments in associates and joint ventures are accounted for using the equity method. They are initially recognised at cost, which includes transaction costs. Subsequent to initial recognition, the consolidated financial statements include the Group's share of the profit or loss and other comprehensive income ("OCI") of equity-accounted investees, after adjustments to align the accounting policies with those of the Group, from the date that significant influence or joint control commences until the date that significant influence or joint control ceases.

When the Group's share of losses exceeds its interest in an equity-accounted investee, the carrying amount of the investment, together with any long-term interests that form part thereof, is reduced to zero, and the recognition of further losses is discontinued except to the extent that the Group has an obligation to fund the investee's operations or has made payments on behalf of the investee.

Interests in associates and joint ventures are derecognised when the Group loses significant influence or joint control. If the retained interest in the former equity-accounted investee is a financial asset, the retained equity interest is measured at fair value. The difference between the carrying amount of the retained interest at the date when significant influence or joint control is lost, and its fair value and any proceeds on partial disposal, is recognised in the profit or loss.

(v) 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 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 only to the extent that there is no evidence of impairment.

3. Material accounting policy information (cont'd)

3.1 Basis of consolidation (cont'd)

(vi) Subsidiaries in the separate financial statements

Investment in subsidiaries are stated in the Company's statement of financial position at cost less accumulated impairment losses.

On disposal of such investments, the difference between disposal proceeds and the carrying amounts of the investments are recognised in profit or loss.

Dividend income from investments in subsidiaries is recognised when the right to receive payment is established, it is probable that the economic benefits associated with the dividend will flow to the Group, and the amount of the dividend can be reliably measured. Dividend income is recognised in the profit or loss, unless the distribution represents a return of capital, in which case, it is recorded as a reduction of the cost of investment in the subsidiary.

3.2 Foreign currency

(i) Foreign currency transactions

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 end of the reporting period are translated to the functional currency at the exchange rate at that date. The foreign currency gain or loss on monetary items is the difference between the amortised cost in the functional currency at the beginning of the year, adjusted for effective interest and payments during the year, and the amortised cost in foreign currency translated at the exchange rate at the end of the year.

Non-monetary assets and liabilities denominated in foreign currencies that are measured at fair value are translated to the functional currency at the exchange rate at the date that the fair value was determined. Non-monetary items in a foreign currency that are measured in terms of historical cost are translated using the exchange rate at the date of the transaction.

Foreign currency differences arising on translation are recognised in profit or loss, except for differences arising on translation of a financial liability designated as a hedge of the net investment in foreign operation that is effective, an equity instrument at fair value through other comprehensive income, or qualifying cash flow hedges which are recognised in other comprehensive income.

3. Material accounting policy information (cont'd)

3.2 Foreign currency (cont'd)

(ii) Foreign operations

The assets and liabilities of foreign operations, excluding goodwill and fair value adjustments arising from acquisition, are translated to US$ at exchange rates at the reporting date. The income and expenses of foreign operations are translated to US$ at monthly average exchange rate. Goodwill and fair value adjustments arising from the acquisition of a foreign operation are treated as assets and liabilities of the foreign operation and are translated at the exchange rates at the reporting date.

Foreign currency differences are recognised in OCI 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 NCI. 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 NCI. When the Group disposes of only part of its investment in an associate or joint venture 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 to occur in the foreseeable future, foreign exchange gains and losses arising from such a monetary item that are considered to form part of a net investment in a foreign operation are recognised in OCI, and are presented in the translation reserve in equity.

3.3 Property, plant and equipment

(i) Recognition and measurement

Items of property, plant and equipment are measured at cost, which includes capitalised borrowing costs, less accumulated depreciation and accumulated impairment losses.

Cost includes expenditure that is directly attributable to the acquisition of the asset. The cost of self-constructed assets includes:

- the cost of materials and direct labour;
- any other costs directly attributable to bringing the assets to a working condition for their intended use;
- when the Group has an obligation to remove the asset or restore the site, an estimate of the costs of dismantling and removing items and restoring the site on which they are located; and
- capitalised borrowing costs.

3. Material accounting policy information (cont'd)

3.3 Property, plant and equipment (cont'd)

(i) Recognition and measurement (cont'd)

General and specific borrowing costs directly attributable to the acquisition, construction or production of qualifying assets, which are assets that necessarily take a substantial period of time to get ready for their intended use or sale, are added to the cost of those assets, until such time as the assets are substantially ready for their intended use or sale. 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.

When parts of an item of property, plant and equipment have different useful lives, they are accounted for as separate items (major components) of property, plant and equipment.

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 in profit or loss.

(ii) Subsequent costs

The cost of replacing a component of an item of property, plant and equipment is recognised in the carrying amount of the item if it is probable that the future economic benefits embodied within the component will flow to the Group, and its cost can be measured reliably. The carrying amount of the replaced component is derecognised.

(iii) Depreciation

Depreciation is recognised as an expense in profit or loss on a straight-line basis over the estimated useful lives of each component of an item of property, plant and equipment.

Depreciation is recognised from the date that the property, plant and equipment are installed and are ready for use, or in respect of internally constructed assets, from the date that the asset is completed and ready for use.

The estimated useful lives of property, plant and equipment are as follows:

Building and leasehold improvements	2 - 40 years
Electric generator equipment	3 - 30 years
Vehicles	3 - 8 years
Computers, fittings and fixture and office equipment	2 - 10 years

Depreciation methods, useful lives and residual values are reviewed at the end of each reporting period and adjusted prospectively, if appropriate.

No depreciation is provided for freehold land and assets under construction.

3. Material accounting policy information (cont'd)

3.4 Intangible assets and goodwill

(i) Goodwill

Goodwill represents the excess of the cost of acquisition over the fair value of the Group's share of the net identifiable assets, liabilities and contingent liabilities acquired at the date of acquisition. Goodwill acquired in business combinations is not amortised but tested for impairment annually and whenever there is an indication that the goodwill may be impaired. Any impairment is recognised immediately in profit or loss and is not subsequently reversed. Goodwill on acquisitions of subsidiaries is included in intangible assets.

Goodwill is allocated to the cash-generating unit ("CGU") for the purpose of impairment testing.

(ii) Project-related agreements and licences

Project-related agreements and licences include the following items:

- licences, permits and approvals to develop and operate an energy project, including governmental authorisations; land rights and environmental consents;
- connection rights; and
- power purchase agreements.

Project-related agreements and licences are carried at cost less accumulated amortisation and impairment expenses.

(iii) Service concession intangible assets

Service concession intangible assets represent intangible asset arising from a service concession arrangement when it has a right to charge the grantor for the provision of electricity.

Service concession intangible assets with finite useful lives are measured at cost less accumulated amortisation and impairment losses.

(iv) Amortisation

Amortisation is calculated based on the cost of the asset, less its residual value.

Amortisation is recognised in profit or loss on a straight-line basis over the estimated useful lives of intangible assets, other than goodwill, from the date that they are available for use. The estimated useful lives are based on the useful life of the related wind or solar assets. The estimated useful lives for the current and comparative years are as follows:

- Project-related agreements and licences 10-30 years
- Service concession intangible assets 20-30 years

Amortisation methods, useful lives and residual values are reviewed at the end of each reporting period and adjusted prospectively, if appropriate.

3. Material accounting policy information (cont'd)

3.5 Financial instruments

(i) Recognition and initial measurement

Non-derivative financial assets and financial liabilities

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

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

(ii) Classification and subsequent measurement

Non-derivative financial assets

On initial recognition, a financial asset is classified as measured at: amortised cost; fair value through other comprehensive income ("FVOCI") – debt investment; FVOCI – equity investment; or FVTPL.

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

Financial assets at amortised cost

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

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

Debt investments at FVOCI

A debt investment is measured at FVOCI if it meets both the following conditions and is not designated as at FVTPL:

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

3. Material accounting policy information (cont'd)

3.5 Financial instruments (cont'd)

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

Non-derivative financial assets (cont'd)

Equity investments at FVOCI

On initial recognition of an equity investment that is not held for trading, the Group may irrevocably elect to present subsequent changes in the investment's fair value in OCI. This election is made on an investment-by-investment basis.

Financial assets at FVTPL

All financial assets not classified as measured at amortised cost or FVOCI as described above are measured at FVTPL. This includes all derivative financial assets.

In addition, on initial recognition, the Group may irrevocably designate a financial asset that otherwise meets the requirements to be measured at amortised cost at FVOCI or at FVTPL if doing so eliminates or significantly reduces an accounting mismatch that would otherwise arise.

Financial assets – Business model assessment

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

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

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

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

3. Material accounting policy information (cont'd)

3.5 Financial instruments (cont'd)

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

Non-derivative financial assets (cont'd)

Financial assets – Assessment whether contractual cashflows are solely payments of principal and interest

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

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

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

A prepayment feature is consistent with the solely payments of principal and interest criterion if the prepayment amount substantially represents unpaid amounts of principal and interest on the principal amount outstanding, which may include reasonable compensation for early termination of the contract.

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

3. Material accounting policy information (cont'd)

3.5 Financial instruments (cont'd)

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

Non-derivative financial assets (cont'd)

Financial assets – Assessment whether contractual cashflows are solely payments of principal and interest (cont'd)

The following accounting policies apply to the subsequent measurement of financial assets:

Financial assets at FVTPL	These assets are subsequently measured at fair value. Net gains and losses, including any interest or dividend income, are recognised in profit or loss.
Financial assets at amortised cost	These assets are subsequently measured at amortised cost using the effective interest method. The amortised cost is reduced by impairment losses. Interest income, foreign exchange gains and losses and impairment are recognised in profit or loss. Any gain or loss on derecognition is recognised in profit or loss.
Debt investment at FVOCI	These assets are subsequently measured at fair value. Interest income calculated using the effective interest method, foreign exchange gains and losses and impairment are recognised in profit or loss. Other net gains and losses are recognised in OCI. On derecognition, gain and losses accumulated in OCI are reclassified to profit or loss.
Equity investments at FVOCI	These assets are subsequently measured at fair value. Dividends are recognised as income in profit or loss unless the dividend clearly represents a recovery of part of the cost of the investment. Other net gains and losses are recognised in OCI and are never reclassified to profit or loss.

Financial liabilities

The Group classifies its financial liabilities, other than financial guarantees and loan commitments, as measured at amortised cost or FVTPL. A financial liability is classified as at FVTPL if it is classified as held-for-trading or it is designated as such on initial recognition. Financial liabilities at FVTPL are measured at fair value and net gains and losses, including any interest expense, are recognised in profit or loss. Directly attributable transaction costs are recognised in profit or loss as incurred.

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

3. Material accounting policy information (cont'd)

3.5 Financial instruments (cont'd)

(iii) Derecognition

Financial assets

The Group derecognises a financial asset when the contractual rights to the cash flows from the asset expire, or it transfers the rights to receive the contractual cash flows on the financial asset in a transaction in which substantially all the risks and rewards of ownership of the financial asset are transferred or in which the Group neither transfers nor retains substantially all of the risks and rewards of ownership and it does not retain control over the transferred asset.

On derecognition of a financial asset, the difference between the carrying amount of the asset (or the carrying amount allocated to the portion of the asset recognises) and the sum of (i) the consideration received (including any new asset obtained less any new liability assumed) and (ii) any cumulative gain or loss that had been recognised in OCI is recognised in profit or loss.

Financial liabilities

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

(iv) Offsetting

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

(v) Derivative financial instruments and hedge accounting

Derivatives are initially measured at fair value. Subsequent to initial recognition, derivatives are measured at fair value, and changes therein are generally recognised in profit or loss.

The Group designates certain derivatives as hedging instruments in qualifying hedging relationships. At inception of designated hedging relationships, the Group documents the risk management objective and strategy for undertaking the hedge. The Group also documents the economic relationship between the hedged item and the hedging instrument, including whether the changes in cash flows of the hedged item and hedging instrument are expected to offset each other.

3. Material accounting policy information (cont'd)

3.5 Financial instruments (cont'd)

(v) Derivative financial instruments and hedge accounting (cont'd)

Net investment hedges

The Group designates certain derivatives as hedges of foreign exchange risk on a net investment in a foreign operation.

When a derivative instrument is designated as the hedging instrument in a hedge of a net investment in a foreign operation, the effective portion of the changes in the fair value of the hedging instrument is recognised in OCI and presented in the translation reserve within equity. Any ineffective portion of the changes in the fair value of the derivative is recognised immediately in profit or loss. The amount recognised in OCI is reclassified to profit or loss as a reclassification adjustment on disposal of the foreign operation.

Cash flow hedges

The Group designates certain derivatives as hedging instruments to hedge the variability in cash flows associated with highly probable forecast transactions arising from changes in wholesale electricity spot price.

When a derivative is designated as a cash flow hedge instrument, the effective portion of changes in the fair value of the derivative is recognised in OCI and accumulated in the cash flow hedge reserve. The effective portion of changes in fair value of the derivative that is recognised in OCI is limited to the cumulative change in fair value of the hedged item, determined on a present value basis, from inception of the hedge. Any ineffective portion of the changes in fair value of the derivative is recognised immediately in the profit or loss.

Amounts previously recognised in OCI and accumulated in cash flow hedge reserve are reclassified to profit or loss in the periods when the hedged item is recognised in profit or loss.

Hedge accounting is discontinued when the Group revokes the hedging relationship, the hedging instrument expires or is sold, terminated, or exercised, or when it no longer qualifies for hedge accounting. Any gain or loss recognised in OCI and accumulated in cash flow hedge reserve at that time remains in cash flow hedge reserve and is recognised in profit or loss in the same period as the hedged expected future cash flows affect profit or loss.

If the hedged future cash flows are no longer expected to occur, then the amounts that have been accumulated in the cash flow hedge reserve are immediately reclassified to profit or loss.

3. Material accounting policy information (cont'd)

3.6 Cash and cash equivalents

Cash and cash equivalents comprise cash balances and short-term deposits with maturities of three months or less from the date of acquisition that are subject to an insignificant risk of changes in their fair value and are used by the Group in the management of its short-term commitments. For the purpose of the statement of cash flows, pledged deposits are excluded whilst bank overdrafts that are repayable on demand and that form an integral part of the Group's cash management are included in cash and cash equivalents.

3.7 Share capital

Ordinary shares

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

Share premium

Share premium represents the excess amounts over the par value of each ordinary share issued and are classified as "equity contribution".

Share repurchase

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 ordinary shares and are presented under "equity contribution". When repurchased 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 "equity contribution".

3.8 Impairment

(a) Non-derivative financial assets

The Group recognises loss allowances for expected credit losses ("ECLs") on:

- financial assets measured at amortised costs; and
- contract assets.

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

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

3. Material accounting policy information (cont'd)

3.8 Impairment (cont'd)

(a) Non-derivative financial assets (cont'd)

Simplified approach

The Group applies the simplified approach to provide for ECLs for all trade receivables and contract assets. The simplified approach requires the loss allowance to be measured at an amount equal to lifetime ECLs.

General approach

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

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

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

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

The Group considers the counterparty to be in default if the counterparty is unlikely to pay its contractual obligations to the Group in full, without recourse by the Group to actions such as realising security (if any is held).

Measurement of ECLs

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

3. Material accounting policy information (cont'd)

3.8 Impairment (cont'd)

(a) Non-derivative financial assets (cont'd)

Credit-impaired financial assets

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

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

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

Presentation of allowance for ECLs in the statement of financial position

Loss allowances for financial assets measured at amortised cost and contract assets are deducted from the gross carrying amount of the assets.

Write-off

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

(b) Non-financial assets

The carrying amounts of the Group's non-financial assets, other than deferred tax assets, are reviewed at each reporting date to determine whether there is any indication of impairment. If any such indication exists, then the asset's recoverable amount is estimated. For goodwill, and intangible assets that have indefinite useful lives or that are not yet available for use, the recoverable amount is estimated each year at the same time. An impairment loss is recognised if the carrying amount of an asset or its related CGU exceeds its estimated recoverable amount.

3. Material accounting policy information (cont'd)

3.8 Impairment (cont'd)

(b) Non-financial assets (cont'd)

The recoverable amount of an asset or CGU is the greater of its value in use and its fair value less costs of disposal. In assessing value in use, the estimated future cash flows are discounted to their present value using discount rate that reflects current market assessments of the time value of money and the risks specific to the asset or CGU. For the purpose of impairment testing, assets that cannot be tested individually are grouped together into the smallest group of assets that generates cash inflows from continuing use that are largely independent of the cash inflows of other assets or CGUs. Subject to an operating segment ceiling test, for the purposes of goodwill impairment testing, CGUs to which goodwill has been allocated are aggregated so that the level at which impairment testing is performed reflects the lowest level at which goodwill is monitored for internal reporting purposes. Goodwill acquired in a business combination is allocated to groups of CGUs that are expected to benefit from the synergies of the combination.

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

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

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

Goodwill that forms part of the carrying amount of an investment in equity-accounted investee is not recognised separately, and therefore is not tested for impairment separately. Instead, the entire amount of the investment in equity-accounted investee is tested for impairment as a single asset when there is objective evidence that the investment in equity-accounted investee may be impaired.

3. Material accounting policy information (cont'd)

3.9 Provisions

A provision is recognised if, as a result of a past event, the Group has a present legal or constructive obligation that can be estimated reliably, and it is probable that an outflow of economic benefits will be required to settle the obligation. Provisions are determined by discounting the expected future cash flows at a pre-tax rate that reflects current market assessments of the time value of money and the risks specific to the liability. The unwinding of the discount is recognised as finance cost.

Asset retirement obligation

Provisions for environmental restoration and restructuring are recognised when the Group has a present legal or constructive obligation as a result of past events; it is probable that an outflow of resources will be required to settle the obligation; and the amount can be reliably estimated. Restructuring provisions are comprised of lease termination penalties and employee termination payments. Provisions are not recognised for future operating losses. Where there are a number of similar obligations, the likelihood that an outflow will be required in settlement is determined by considering the class of obligations as a whole. A provision is recognised even if the likelihood of an outflow with respect to any one item included in the same class of obligations may be small. Provisions are measured at the present value of the expenditures expected to be required to settle the obligation using a pre-tax rate that reflects current market assessments of the time value of money and the risks specific to the obligation.

3.10 Revenue

Sale of energy

Revenue from sale of energy in the ordinary course of business is recognised in profit or loss when the Group satisfies a performance obligation ("PO") by transferring control of the electricity generated to the customer. The amount of revenue recognition is the amount of the transaction price allocated to the satisfied PO.

The transaction price is determined based on the applicable tariff rates. Transaction price is the amount of consideration in the contract to which the Group expects to be entitled in exchange for transferring the promised service. Consideration payable to a customer is deducted from the transaction price if the Group does not receive a separate identifiable benefit from the customer.

Revenue from sale of energy is recognised in profit or loss when the electricity generated is dispatched to the customer over time.

Revenue is determined based on the units of sales delivered at the applicable tariff rates.

An element of significant financing component is deemed present for the Group's sale of electricity for contracts whereby the period between the satisfaction of PO and when the customer pays the transaction price exceeds one year. For these contracts, the Group adjusts the promised consideration for the effects of the significant financing component using a discount rate that would be reflected in a separate financing transaction between the Group and its customer at the contract inception, such that it reflects the credit characteristics of the party receiving the benefit of financing in the contract.

3. Material accounting policy information (cont'd)

3.10 Revenue (cont'd)

Service concession arrangements

Revenue related to construction services under a service concession arrangement is recognised based on the stage of completion of the work performed. The stage of completion is assessed by referenced to the contract costs incurred till date in proportion to the total estimated contract costs of each contract. Operation or service revenue is recognised in the period in which the services are provided by the Group. When the Group provides more than one service in a service concession arrangement, the consideration received is allocated by reference to the relative fair values of the services delivered when the amounts are separately identifiable.

Fee income

Revenue from fee income is recognised over time when the customers simultaneously receive and consume the benefits.

Dividend income

Dividend income is recognised in profit or loss when the right to receive income is established. For unquoted equity securities, dividend income is recognised when the shareholder has approved the payment of a dividend.

3.11 Government grants

The Group recognises an unconditional government grant in profit or loss as other income when the grant becomes receivable. Other government grants are initially recognised as deferred income at fair value if there is reasonable assurance that they will be received and the Group will comply with the conditions associated with the grant; they are then recognised in profit or loss as other income on a systematic basis over the useful life of the asset.

Grants that compensate the Group for expenses incurred are recognised in profit or loss on a systematic basis in the periods in which the expenses are recognised.

3.12 Employee benefits

(i) Short-term employee benefits

Short-term employee benefits are expensed as the related service is provided. A liability is recognised for the amount expected to be paid under short-term cash bonus 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.

3. Material accounting policy information (cont'd)

3.12 Employee benefits (cont'd)

(ii) Defined contribution plans

A defined contribution plan is a post-employment benefit plan under which an entity pays fixed contributions into a separate entity and will have no legal or constructive obligation to pay further amounts. Obligations for contributions to defined contribution pension plans are recognised as an employee benefit expense in profit or loss in the periods during which related services are rendered by employees.

(iii) Defined benefit plans

A defined benefit plan is a post-employment benefit plan other than a defined contribution plan. The Group's net obligation in respect of defined benefit plans is calculated separately for each plan by estimating the amount of future benefit that employees have earned in return for their service in the current and prior periods; discounting that amount and deducting the fair value of any plan assets.

The calculation of defined benefit obligations is performed annually by a qualified actuary using the projected unit credit method. When the calculation results in a potential asset for the Group, the recognised asset is limited to the present value of economic benefits available in the form of any future refunds from the plan or reductions in future contributions to the plan. To calculate the present value of economic benefits, consideration is given to any applicable minimum funding requirements.

Remeasurements of the net defined benefit liability, which comprise actuarial gains and losses, the return of plan assets (excluding interest) and the effect of the asset ceiling (if any, excluding interest), are recognised immediately in OCI. The Group determines the net interest expense (income) on the net defined liability (asset) for the period by applying the discount rate used to measure the defined benefit obligation at the beginning of the annual period to the then-net defined benefit liability (asset), taking into account any changes in the net defined benefit liability (asset) during the period as a result of contributions and benefit payments. Net interest expense and other expenses related to defined benefit plans are recognised in profit or loss.

When the benefits of a plan are changed or when a plan is curtailed, the resulting change in benefit that relates to past service or the gain or loss on curtailment is recognised immediately in profit or loss. The Group recognises gains and losses on the settlement of a defined benefit plan when the settlement occurs.

(iv) Other long-term employee benefits

The Group's net obligation in respect of long-term employee benefits other than pension plans is the amount of future benefit that employees have earned in return for their service in the current and prior periods. That benefit is discounted to determine its present value, and the fair value of any related assets is deducted. The calculation is performed using the projected unit credit method. Remeasurements are recognised in profit or loss in the period in which they arise.

3. Material accounting policy information (cont'd)

3.13 Operating costs

Operating costs include expenditure that are incurred by the Group's renewable energy assets after these assets becomes operationally ready, as determined by management.

3.14 Shared services costs

Shared services costs include expenditure that are incurred by the Group's service entities in providing shared services and asset management services to renewable energy assets of the Group's affiliates.

3.15 Development costs

Development costs are incurred by the Group's renewable energy assets before these assets becomes operationally ready, as determined by management. Such costs are recognised in the profit or loss, unless they meet the capitalisation requirements.

3.16 Finance income and finance costs

Finance income comprised interest income. Finance costs comprised interest expense on borrowings and other finance costs.

Interest income and expense is recognised using the effective interest method.

The 'effective interest rate' is the rate that exactly discounts estimated future cash payments or receipts through the expected life of the financial instrument to:

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

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

Fees paid on the establishment of loan facilities are recognised as transaction costs of the loan to the extent that it is probable that some or all of the facility will be drawn down. In this case, the fee is deferred until the draw-down occurs. To the extent there is no evidence that it is probable that some or all of the facility will be drawn down, the fee is capitalised as a pre-payment for liquidity services and amortised over the period of the facility to which it relates.

3. Material accounting policy information (cont'd)

3.17 Tax

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

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

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

- temporary differences on the initial recognition of assets or liabilities in a transaction that is not a business combination and that affects neither accounting nor taxable profit or loss and does not give rise to equal taxable and deductible temporary differences;
- temporary differences related to investments in subsidiaries, associates and joint arrangements to the extent that the Group is able to control the timing of the reversal of the temporary difference and it is probable that they will not reverse in the foreseeable future; and
- taxable temporary differences arising on the initial recognition of goodwill.

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

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

Deferred tax is measured at tax rates that are expected to be applied to temporary differences when they reverse, using tax rates enacted or substantively enacted at the reporting date.

3. Material accounting policy information (cont'd)

3.17 Tax (cont'd)

The measurement of deferred taxes reflects the tax consequences that would follow the manner in which the Group expects, at the reporting date, to recover or settle the carrying amount of its assets and liabilities.

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.

Sales tax

Revenues, expenses and assets are recognised net of the amount of sales tax except:

- Where the sales tax incurred on a purchase of assets or services is not recoverable from the taxation authority, in which case the sales tax is recognised as part of the cost of acquisition of the asset or as part of the expense item as applicable; and

- Receivables and payables that are stated with the amount of sales tax included. The net amount of sales tax recoverable from, or payable to, the taxation authority is included as part of receivables or payables in the statement of financial position.

3.18 Leases

At inception of a contract, the Group assesses whether a contract is, or contains, a lease. A contract is, or contains, a lease if the contract conveys the right to control the use of an identified asset for a period of time in exchange for consideration.

As a lessee

At commencement or on modification of a contract that contains a lease component, the Group allocates the consideration in the contract to each lease component on the basis of its relative stand-alone prices. However, for the leases of property, the Group has elected not to separate non-lease components and account for the lease and non-lease components as a single lease component.

The Group recognises a right-of-use asset and a lease liability at the lease commencement date. The right-of-use asset is initially measured at cost, which comprises the initial amount of the lease liability adjusted for any lease payments made at or before the commencement date, plus any initial direct costs incurred and an estimate of costs to dismantle and remove the underlying asset or to restore the underlying asset or the site on which it is located, less any lease incentives received.

3. Material accounting policy information (cont'd)

3.18 Leases (cont'd)

As a lessee (cont'd)

The right-of-use asset is subsequently depreciated using the straight-line method from the commencement date to the end of the lease term, unless the lease transfers ownership of the underlying asset to the Group by the end of the lease term or the cost of the right-of-use asset reflects that the Group will exercise a purchase option. In that case the right-of-use asset will be depreciated over the useful life of the underlying asset, which is determined on the same basis as those of property, plant, and equipment, are as follows:

Land and buildings	5 - 38 years
Office	1 - 30 years
Others	1 – 5 years

Right-of-use asset is periodically reduced by impairment losses, if any, and adjusted for certain remeasurements of the lease liability.

The right-of-use asset is subsequently stated at cost less accumulated depreciation and impairment losses, except for right-of-use assets that meet the definition of investment property and are carried at fair value.

The lease liability is initially measured at the present value of the lease payments that are not paid at the commencement date, discounted using the interest rate implicit in the lease or, if that rate cannot be readily determined, the lessee's incremental borrowing rate. Generally, the Group uses the lessee's incremental borrowing rate as the discount rate.

The Group determines the lessee's incremental borrowing rate by obtaining interest rates from various external financing sources and makes certain adjustments to reflect the terms of the lease and type of the asset leased.

Lease payments included in the measurement of the lease liability comprise the following:

- fixed payments, including in-substance fixed payments;
- variable lease payments that depend on an index or a rate, initially measured using the index or rate as at the commencement date;
- amounts expected to be payable under a residual value guarantee; and
- the exercise price under a purchase option that the Group is reasonably certain to exercise, lease payments in an optional renewal period if the Group is reasonably certain to exercise an extension option, and penalties for early termination of a lease unless the Group is reasonably certain not to terminate early.

The lease liability is measured at amortised cost using the effective interest method. It is remeasured when there is a change in future lease payments arising from a change in an index or rate, if there is a change in the Group's estimate of the amount expected to be payable under a residual value guarantee, if the Group changes its assessment of whether it will exercise a purchase, extension or termination option or if there is a revised in-substance fixed lease payment.

3. Material accounting policy information (cont'd)

3.18 Leases (cont'd)

As a lessee (cont'd)

When the lease liability is remeasured in this way, a corresponding adjustment is made to the carrying amount of the right-of-use asset, or is recorded in profit or loss if the carrying amount of the right-of-use asset has been reduced to zero.

The Group presents right-of-use assets that do not meet the definition of investment property and lease liabilities as separate line items in the statement of financial position.

Sale and leaseback transactions as a seller-lessee

A sale and leaseback transaction is one where the Group sells an asset and immediately leases that asset back from the buyer. For sale and leaseback transactions, the Group first determines whether the transfer is accounted for as a sale by assessing whether the control of the asset has transferred to the buyer.

Where the transfer is accounted for as a sale, the Group measures the right-of-use asset arising from the leaseback at the proportion of the previous carrying amount of the asset that relates to the right of use retained by the Group. Any gain or loss arising relates to the rights transferred to the buyer. If the fair value of the consideration for the sale of the asset does not equal to the fair value of the asset, or if the lease payments are not at market rates, the Group measures the sale proceeds at fair value by adjusting any below-market terms as a prepayment of lease payments and any above-market terms as additional financing provided by buyer-lessor to the seller-lessee.

Where the transfer is not accounted for as a sale, the Group continues to recognise the transferred asset and recognises a financial liability equal to the transfer proceeds. The financial liability is accounted for as a financial liability at amortised cost.

Short-term leases and leases of low-value assets

The Group has elected not to recognise right-of-use assets and lease liabilities for leases of low-value assets and short-term leases, including IT equipment. The Group recognises the lease payments associated with these leases as an expense on a straight-line basis over the lease term.

3. Material accounting policy information (cont'd)

3.18 Leases (cont'd)

As a lessor

At inception or on modification of a contract that contains a lease component, the Group allocates the consideration in the contract to each lease component on the basis of their relative stand-alone prices.

When the Group acts as a lessor, it determines at lease inception whether each lease is a finance lease or an operating lease.

To classify each lease, the Group makes an overall assessment of whether the lease transfers substantially all of the risks and rewards incidental to ownership of the underlying asset. If this is the case, then the lease is a finance lease; if not, then it is an operating lease. As part of this assessment, the Group considers certain indicators such as whether the lease is for the major part of the economic life of the asset.

When the Group is an intermediate lessor, it accounts for its interests in the head lease and the sub-lease separately. It assesses the lease classification of a sub-lease with reference to the right-of-use asset arising from the head lease, not with reference to the underlying asset. If a head lease is a short-term lease to which the Group applies the exemption described above, then it classifies the sub-lease as an operating lease.

If an arrangement contains lease and non-lease components, then the Group applies IFRS 15 to allocate the consideration in the contract.

Sale and leaseback transactions as a buyer-lessor

A sale and leaseback transaction is one where the Group buys an asset and immediately leases that asset back to the seller.

For sale and leaseback transactions, the Group first determines whether the transfer is accounted for as a sale by assessing whether the control of the asset has been acquired by the Group.

Where the transfer is accounted for as a sale, the Group recognises the underlying asset at the fair value and determines at lease inception whether each lease is a finance lease or an operating lease. If the fair value of the consideration for the sale of the asset does not equal to the fair value of the asset, or if the lease payments are not at market rates, the Group recognises the underlying asset at fair value by adjusting any below-market terms as a prepayment of lease payments and any above-market terms as additional financing provided by buyer-lessor to the seller-lessee.

Where the transfer is not accounted for as a sale, the Group does not recognise the underlying asset and recognises a financial asset under IFRS 9 for the amount transferred to the seller. The financial asset is accounted for as a financial asset at amortised cost.

4. Revenue

The Group's and the Company's revenue comprises:

	Group		Company	
	2024	**2023**	**2024**	**2023**
	US$'000	US$'000	US$'000	US$'000
Sale of energy	370,711	282,829	–	–
Fee income:				
- Shared services fee income	33,583	15,149	–	–
- Operations & maintenance service fees income	4,094	9,245	–	–
- Asset management fee income	3,042	10,163	–	–
- Engineering, procurement and construction ("EPC") income	–	15,016	–	–
	411,430	332,402	–	–
Recognised over time	411,430	332,402	–	–

Included in fee income are shared services fee income from related parties of US$33.6 million (2023: US$15.1 million), operations and maintenance service fees income from related parties of US$2.9 million (2023: US$7.8 million), asset management fee income from related parties of US$0.1million (2023: US$9.6 million) and EPC income from related parties of US$ Nil (2023: US$15.0 million).

Disaggregation of revenue from contracts with customers

In the following table, revenue from contracts with customers is disaggregated by primary geographical markets and major products.

	2024	**2023**
	US$'000	US$'000
Sale of energy		
- Thailand	19,380	42,612
- India	82,805	90,934
- Australia	37,241	21,026
- Indonesia	35,669	40,618
- Japan	195,616	87,639
	370,711	282,829
Fee income		
- Asset manager	40,719	49,573
	411,430	332,402

5. Other income

The Group's other income comprises:

	Group	
	2024	**2023**
	US$'000	US$'000
Gain from partial outward transfer of TK interests resulting in loss of control (Note 17)	3,619	–
Gain from disposal of associate	526	–
Insurance claims	2,450	1,409
Lease income	229	976
Liquidated damages and other compensation	5,520	17,291
Pre-commercial operation revenue	231	129
Others	2,921	1,526
	15,496	21,331

6(a). Operating costs

	Group	
	2024	**2023**
	US$'000	US$'000
Operations and maintenance costs	38,114	31,609
Utilities and transmission costs	5,718	4,030
Asset-related insurance	10,105	5,723
Professional fees	6,677	10,191
Rental – land and site office	411	234
Asset-related tax and levies	13,667	4,965
Travel and entertainment expenses	251	197
Others	1,539	1,508
	76,482	58,457

Staff costs of US$7.6 million (2023: US$6.8 million) is included within operations and maintenance costs.

6(b). Other cost of operations

	Group	
	2024	**2023**
	US$'000	US$'000
Liquidated damages	–	4,699

7. Shared services costs

	Group		Company	
	2024	**2023**	**2024**	**2023**
	US$'000	US$'000	US$'000	US$'000
Shared services costs	–	–	24,710	9,188
Staff costs	85,471	69,897	–	–
Directors and Investment Committee members fee	409	406	–	–
Occupancy costs	1,416	1,366	–	–
Professional fees	11,340	11,286	1,123	2,951
IT expenses	4,529	3,749	–	–
Insurance	814	846	–	–
Travel and entertainment expenses	4,080	3,929	–	–
EPC costs	–	9,777	–	–
Others	13,265	9,203	1,908	711
	121,324	110,459	27,741	12,850
Less: shared service costs capitalised	(26,962)	(20,579)	–	–
	94,362	89,880	27,741	12,850

In accordance with the agreement dated 20 December 2023 entered into by the Company with an indirect subsidiary, Vena Energy Pte. Ltd. (the “Service Agreement”), the Company shall, in consideration for the Services (as defined in the Service Agreement), pay to Vena Energy Pte. Ltd. fees being the amount of costs incurred by Vena Energy Pte. Ltd. in each Financial Year (as defined in the Services Agreement) in providing the Services to the Company, plus a 10% mark-up with effect from 1 September 2023.

8. Development costs

	Group	
	2024	**2023**
	US$'000	US$'000
Professional fees	2,444	1,091
Travel and entertainment expenses	105	70
Occupancy costs	147	12
Others	906	440
	3,602	1,613

9. Finance income and finance costs

	Group		Company	
	2024	**2023**	**2024**	**2023**
	US$'000	US$'000	US$'000	US$'000
Finance income				
Interest income from:				
- Loan to subsidiaries	–	–	798	750
- Loan to equity-accounted investees	695	492	–	–
- Loan to other related parties	1,310	2,888	1,038	1,291
- Loan to third parties	5	519	–	–
- Cross currency swaps	11,100	10,767	–	–
- Short term deposits	8,764	7,530	587	464
Other finance income	682	683	–	–
Total finance income	22,556	22,879	2,423	2,505
Finance costs				
Interest expense on:				
- Project finance debts	(66,185)	(55,370)	–	–
- Revolving credit facilities	(151)	(1,068)	(151)	(1,068)
- Loan from subsidiaries	–	–	(628)	(125)
- Loan from related parties	(143)	(2,018)	(143)	(2,016)
- Loan from Euro Medium Term Note Issuer	–	–	(3,840)	(2,828)
- Euro Medium Term Note	(14,355)	(14,647)	–	–
- Interest rate swaps	(1,783)	(631)	–	–
- Lease liabilities	(3,535)	(1,881)	–	–
Other finance costs	(16,957)	(12,819)	(9,288)	(4,582)
Total finance costs	(103,109)	(88,434)	(14,050)	(10,619)

Included in other finance costs are deferred financing costs of US$7.7 million (2023: US$2.9 million) and unwinding of discount of asset retirement obligation of US$0.9 million (2023: US$0.2 million).

10. Change in fair value of financial instruments at FVTPL

	Group		Company	
	2024	2023	2024	2023
	US$'000	US$'000	US$'000	US$'000
Gain on change in fair value:				
- Forward contract	1,547	891	1,547	891
- Interest rate swaps	14,804	5,520	–	–
- Cross currency swaps	1,029	37,207	–	–
Hedge ineffectiveness of electricity derivatives	(8,667)	5,819	–	–
Hedge ineffectiveness of cross-currency interest rate swaps	19,988	4,415	–	–
	28,701	53,852	1,547	891

11. Impairment loss recognised on financial assets, net

	Group	
	2024	2023
	US$'000	US$'000
Impairment loss recognised on trade receivables	351	4,469
Impairment loss recognised/(reversed) on loan receivables	2	(576)
Impairment loss recognised/(reversed) on other receivables	415	(607)
Impairment loss (reversed)/recognised on cash and bank balances	(90)	55
	678	3,341

12. (Loss)/profit before tax

The following items have been included in arriving at (loss)/profit before tax:

	Group	
	2024	2023
	US$'000	US$'000
Staff costs		
Wages and salaries	61,067	45,339
Ordinary bonus	12,540	13,548
Contributions to defined contribution plans	1,985	1,189
Employee insurance	3,481	3,301
Recruitment fee	1,444	1,316
Staff benefits, allowances and others	13,370	11,963
	93,887	76,656

13. Tax expense

	Group		Company	
	2024	**2023**	**2024**	**2023**
	US$'000	US$'000	US$'000	US$'000
Current income tax				
Current year	7,327	5,649	161	–
(Over)/underprovision of income tax in respect of prior years	(343)	466	–	152
Withholding tax	15,736	12,069	4	9
	22,720	18,184	165	161
Deferred tax				
Origination and reversal of temporary difference	(2,374)	(902)	–	–
Recognition of previously unrecognised tax losses	–	(1,171)	–	–
	(2,374)	(2,073)	–	–
Tax expense	20,346	16,111	165	161
Tax recognised in OCI				
Defined benefit plan remeasurements	35	70	–	–

Reconciliation of effective tax rate

	Group		Company	
	2024	**2023**	**2024**	**2023**
	US$'000	US$'000	US$'000	US$'000
(Loss)/profit before tax	(10,096)	57,706	1,043	39,424
Tax at the domestic rates applicable to profits in the countries where the Group operates	19,175	23,477	71	6,702
Effects of results of equity-accounted investees presented net of tax	(5,025)	(68)	–	–
Expenses non-deductible for tax purposes	21,696	18,742	6,855	3,914
Tax-exempt income/non-taxable income	(20,542)	(25,585)	(6,765)	(10,464)
Tax incentives	(9,476)	(10,872)	–	–
Foreign tax credits attributable to remitted TK distribution	(6,694)	(3,716)	–	–
Recognition of previously unrecognised tax losses	(1,810)	(1,171)	–	–
Current-year losses for which no deferred tax asset is recognised	7,629	2,769	–	–
Withholding taxes	15,736	12,069	4	9
(Over)/underprovision of income tax in respect of prior years	(343)	466	–	–
	20,346	16,111	165	161

The Company is subject to tax at Singapore tax rate of 17% commencing 4 September 2023 after domiciliation to Singapore as a private company limited by shares. The effect of tax rates in foreign jurisdictions mainly results from differentiated tax rate where the Group's operations are primarily based.

Tax incentives refer to tax deductions allowed under the Group's Tokumei Kumiai arrangements.

14. Property, plant and equipment

Group	Land	Building and leasehold improvements	Electric generator equipment	Vehicles	Computers, fittings and fixture and office equipment	Assets under construction	Total
	US$'000	US$'000	US$'000	US$'000	US$'000	US$'000	US$'000
Cost							
At 1 January 2023	55,270	19,734	824,212	389	6,528	247,477	1,153,610
Additions	5,043	129	9,985	6	1,584	296,183	312,930
Additions arising from inward transfer of TK interests (Note 17)	14,785	27	1,228,095	–	52	312,778	1,555,737
Disposals	–	(202)	(1,240)	(32)	(46)	–	(1,520)
Write-off*	–	–	–	–	–	(4,418)	(4,418)
Reclassification	(2,838)	20	211,847	–	–	(209,029)	–
Capitalisation of depreciation of right-of-use assets into property, plant and equipment	–	–	–	–	–	4,136	4,136
Effect of exchange rate changes	(2,706)	789	23,623	(10)	92	2,794	24,582
At 31 December 2023	69,554	20,497	2,296,522	353	8,210	649,921	3,045,057
Additions	7,113	2,561	12,926	161	1,473	248,987	273,221
Disposals	–	–	(712)	(22)	(169)	(15)	(918)
Write-off*	–	–	–	–	–	(5,372)	(5,372)
Reclassification	(1,840)	(1,324)	293,294	–	–	(290,130)	–
Transfer from other assets	–	–	–	–	–	23,907	23,907
Partial outward transfer of TK interests resulting in loss of control (Note 17)	–	–	(32,847)	–	–	–	(32,847)
Capitalisation of depreciation of right-of-use assets into property, plant and equipment	–	–	–	–	–	2,500	2,500
EfEffect of exchange rate changes	(3,127)	(522)	(173,594)	(26)	(231)	(50,918)	(228,418)
At 31 December 2024	71,700	21,212	2,395,589	466	9,283	578,880	3,077,130

* Included US$5.4 million (2023:US4.4 million) under "write-off of project costs" line item in Statement of Profit or Loss for the year ended 31 December 2024.

14. Property, plant and equipment (cont'd)

Group	Land US$'000	Building and leasehold improvements US$'000	Electric generator equipment US$'000	Vehicles US$'000	Computers, fittings and fixture and office equipment US$'000	Assets under construction US$'000	Total US$'000
Accumulated depreciation and impairment losses							
At 1 January 2023	–	5,124	128,021	229	4,711	–	138,085
Depreciation expenses	–	1,220	61,902	58	1,067	–	64,247
Additions arising from inward transfer of TK interests (Note 17)	–	2	102,432	–	1	–	102,435
Disposals	–	(102)	(200)	(7)	(1)	–	(310)
Effect of exchange rate changes	–	38	3,276	(8)	2	–	3,308
At 31 December 2023	–	6,282	295,431	272	5,780	–	307,765
Depreciation expenses	–	1,497	98,942	49	1,175	–	101,663
Disposals	–	–	(213)	(21)	(151)	–	(385)
Partial outward transfer of TK interests resulting in loss of control (Note 17)	–	–	(210)	–	–	–	(210)
Effect of exchange rate changes	–	(166)	(25,232)	(19)	(266)	–	(25,683)
At 31 December 2024	–	7,613	368,718	281	6,538	–	383,150
Carrying amounts							
At 31 December 2023	69,554	14,215	2,001,091	81	2,430	649,921	2,737,292
At 31 December 2024	71,700	13,599	2,026,871	185	2,745	578,880	2,693,980

14. Property, plant and equipment (cont'd)

As at reporting date, property, plant and equipment of the Group with carrying amounts of US$2,087.0 million (2023: US$2,184.0 million) were pledged as collateral to secure project finance debts.

The Group assessed the impairment of property, plant and equipment together with its related intangible assets as described in Note 16.

15. Right-of-use assets

Group	Land and buildings US$'000	Office US$'000	Others US$'000	Total US$'000
Cost				
At 1 January 2023	71,107	19,629	2,753	93,489
Additions	18,519	1,656	3,240	23,415
Additions arising from inward transfer of TK interests (Note 17)	239,943	206	–	240,149
Lease modifications	(762)	(3,150)	(986)	(4,898)
Effect of exchange rate changes	(4,326)	1,526	(195)	(2,995)
At 31 December 2023	324,481	19,867	4,812	349,160
Additions	3,757	8,127	779	12,663
Terminations	(11,293)	(1,282)	(889)	(13,464)
Partial outward transfer of TK interests resulting in loss of control (Note 17)	(14,423)	–	–	(14,423)
Effect of exchange rate changes	(27,062)	(1,561)	(429)	(29,052)
At 31 December 2024	275,460	25,151	4,273	304,884

15. Right-of-use assets (cont'd)

Group	**Land and buildings** US$'000	**Office** US$'000	**Others** US$'000	**Total** US$'000
Accumulated depreciation				
At 1 January 2023	4,971	10,215	1,524	16,710
Depreciation expense	3,724	3,103	1,655	8,482
Capitalisation of depreciation of right-of-use assets into property, plant and equipment	4,115	21	–	4,136
Additions arising from inward transfer of TK interests (Note 17)	25,537	26	–	25,563
Terminations	(208)	(1,651)	(728)	(2,587)
Effect of exchange rate changes	(2,582)	212	(106)	(2,476)
At 31 December 2023	35,557	11,926	2,345	49,828
Depreciation expense	5,581	4,218	1,320	11,119
Capitalisation of depreciation of right-of-use assets into property, plant and equipment	2,493	7	–	2,500
Terminations	(1,296)	(1,018)	(711)	(3,025)
Partial outward transfer of TK interests resulting in loss of control (Note 17)	(1,710)	–	–	(1,710)
Effect of exchange rate changes	(2,283)	(931)	(274)	(3,488)
At 31 December 2024	38,342	14,202	2,680	55,224
Carrying amounts				
At 31 December 2023	288,924	7,941	2,467	299,332
At 31 December 2024	237,118	10,949	1,593	249,660

16. Intangible assets

Group	Goodwill US$'000	Project-related agreements and licences US$'000	Service concession intangible assets US$'000	Total US$'000
Cost				
At 1 January 2023	466,404	434,114	173,679	1,074,197
Additions arising from inward transfer of TK interests (Note 17)	200,938	964,406	–	1,165,344
Effect of exchange rate changes	2,948	13,074	–	16,022
At 31 December 2023	670,290	1,411,594	173,679	2,255,563
Effect of exchange rate changes	(35,910)	(91,096)	–	(127,006)
At 31 December 2024	634,380	1,320,498	173,679	2,128,557
Accumulated depreciation and impairment losses				
At 1 January 2023	–	92,687	25,024	117,711
Amortisation expense	–	41,027	6,640	47,667
Additions arising from inward transfer of TK interests (Note 17)	–	110,382	–	110,382
Effect of exchange rate changes	–	2,238	–	2,238
At 31 December 2023	–	246,334	31,664	277,998
Amortisation expense	–	65,608	6,640	72,248
Effect of exchange rate changes	–	(13,659)	–	(13,659)
At 31 December 2024	–	298,283	38,304	336,587
Carrying amounts				
At 31 December 2023	670,290	1,165,260	142,015	1,977,565
At 31 December 2024	634,380	1,022,215	135,375	1,791,970

Amortisation of project-related agreements and licenses and service concession intangible assets begins on the commercial operation date of the renewable asset as defined in the respective power purchase agreements.

As at the respective reporting dates, all service concession intangible assets of the Group were pledged as collateral to secure project finance debts.

16. Intangible assets (cont'd)

Impairment testing for CGUs containing goodwill

For the purposes of impairment testing, goodwill has been allocated to the Group's groups of CGUs (operating divisions) as follows:

	Group	
	2024	**2023**
	US$'000	US$'000
Australia	102,397	111,424
India	23,600	24,094
Indonesia	36,514	36,741
Philippines	84,280	89,160
Thailand	6,391	6,298
Japan	185,876	204,148
Asset Manager	195,322	198,425
	634,380	670,290

Operations in Australia, India, Indonesia, Philippines, Thailand and Japan

The recoverable amount of these groups of CGUs was based on fair value less costs of disposal, estimated using discounted cash flows method. The fair value measurement is categorised as a Level 3 fair value based on the inputs in the valuation technique used.

The discounted cash flows valuation is based on management's latest cash flow projection assuming up to 40 years (2023: 40 years) and no terminal value is assumed. The post-tax discount rates of 4.5% - 16.6% (2023: 4.5% - 16.6%) are estimated based on the cost of equity for the Group's operational assets and applying additional risk premium for under construction, contracted and development assets.

As at 31 December 2024, for the discounted cash flows valuation, a rise in the post-tax discount rates by 0.3% (2023: 0.3%), holding other inputs constant, would not result in impairment.

Asset Manager

The Asset Manager CGU represents the Engineering, Procurement and Construction Management ("EPCM") and Operations and Maintenance ("O&M") capabilities of the Group. The recoverable amount of this CGU was based on fair value less costs of disposal, estimated using the discounted cash flow method, similar to that applied by the respective countries that the Asset Manager serves. The fair value measurement was categorised as a Level 3 fair value based on the inputs in the valuation technique used.

17. Investment in subsidiaries

	Company	
	2024	**2023**
	US$'000	US$'000
Equity investments, at cost	3,801,125	3,961,884

The table below provides a reconciliation of the movement in investment in subsidiaries:

	2024	**2023**
	US$'000	US$'000
Balance at beginning of year	3,961,884	2,135,151
Reduction of interest in subsidiaries	(241,734)	(12,312)
Capital injection into subsidiaries	80,975	145,286
Inward transfer of TK interests	–	1,693,759
Balance at end of year	3,801,125	3,961,884

The table below provides details of the significant subsidiaries of the Group:

Name of subsidiaries	**Sector**	**Project Name**	**Status**	**Principal place of business**	**Effective interest 2024 %**	**Effective interest 2023 %**
Tailem Bend Solar Operating Trust	Solar	Tailem Bend	Operating	Australia	100	100
Tailem Bend Solar Asset Trust	Solar	Tailem Bend	Operating	Australia	100	100
Renewable Energy Australia Trust Active Sub-Trust 1	Solar	Tailem Bend	Operating	Australia	100	100
Renewable Energy Australia Trust Active Trust 1	Solar	Tailem Bend	Operating	Australia	100	100
Renewable Energy Australia Trust Passive Sub-Trust 1	Solar	Tailem Bend	Operating	Australia	100	100
Renewable Energy Australia Trust Passive Trust 1	Solar	Tailem Bend	Operating	Australia	100	100
Australia HoldCo1 FinCo1 Pty Ltd	Solar	Tailem Bend	Operating	Australia	100	100

17. Investment in subsidiaries (cont'd)

The table below provides details of the significant subsidiaries of the Group (cont'd):

Name of subsidiaries	Sector	Project Name	Status	Principal place of business	Effective interest 2024 %	Effective interest 2023 %
Australia HoldCo2 FinCo1 Pty Ltd	Solar	Tailem Bend	Operating	Australia	100	100
Vena Energy Australia FinCo1 Pty Ltd	Solar	Tailem Bend	Operating	Australia	100	100
WandoanBESS Project Trust	Battery	Wandoan South BESS	Operating	Australia	100	100
WandoanBESS Holding Trust	Battery	Wandoan South BESS	Operating	Australia	100	100
WandoanBESS FincoPty Ltd	Battery	Wandoan South BESS	Operating	Australia	100	100
Tailem Bend II Project Trust	Solar	TB2	Operating	Australia	100	100
Tailem Bend II FinCo Pty Ltd	Solar	TB2	Operating	Australia	100	100
Tailem Bend II Hold Trust	Solar	TB2	Operating	Australia	100	100
Wandoan Solar Project Trust	Solar	Wandoan 1	Operating	Australia	100	100
Wandoan Solar Holding Trust	Solar	Wandoan 1	Operating	Australia	100	100
Wandoan Solar FinCo Pty Ltd	Solar	Wandoan 1	Operating	Australia	100	100
Vena Energy Shivalik Wind Power Private Limited	Wind	Amreli	Operating	India	100	100
Vena Energy MH Wind Power Private Limited	Wind	Jath	Operating	India	100	100
Vena Energy JMD Power Private Limited	Wind	JMD	Operating	India	100	100
Vena Energy Fatanpur Power Private Limited	Wind	FTP	Operating	India	100	100

17. Investment in subsidiaries (cont'd)

The table below provides details of the significant subsidiaries of the Group (cont'd):

Name of subsidiaries	Sector	Project Name	Status	Principal place of business	Effective interest 2024 %	Effective interest 2023 %
Vena Energy Patan Power Private Limited	Wind	PTN	Operating	India	100	100
Vena Energy Power Resources Private Limited	Wind	TGP1/2	Operating	India	100	100
Vena Energy KN Wind Power Private Limited	Wind	MNG	Operating	India	100	100
Vena Energy Solar India Power Resources Private Limited	Solar	TS	Operating	India	100	100
Vena Energy Solar Ravi India Power Resources Private Limited	Solar	KN	Operating	India	100	100
Vena Energy Vidyuth Private Limited	Hybrid	Guddadur	Operating	India	100	100
PT Energi Bayu Jeneponto	Wind	Tolo	Operating	Indonesia	100	100
PT Infrastruktur Terbarukan Adhiguna	Solar	Lombok	Operating	Indonesia	100	100
PT Infrastruktur Terbarukan Buana	Solar	Lombok 2	Operating	Indonesia	100	100
PT. Infrastruktur Terbarukan Cemerlang	Solar	Lombok 3	Operating	Indonesia	100	100
PT Infrastruktur Terbarukan Lestari	Solar	Minut	Operating	Indonesia	100	100
ESPP Co., Ltd.	Solar	ESPP	Operating	Thailand	70	70
Infinite Alpha Capital Co., Ltd	Solar	IAC	Operating	Thailand	70	70
Chiangmai Renewable Energy Co., Ltd.	Solar	CRE	Operating	Thailand	70	70
Golden Light Solar Co., Ltd.	Solar	GLS	Operating	Thailand	70	70

17. Investment in subsidiaries (cont'd)

The table below provides details of the significant subsidiaries of the Group (cont'd):

Name of subsidiaries	Sector	Project Name	Status	Principal place of business	Effective interest 2024 %	2023 %
Bueng Samphan Solar Co., Ltd.	Solar	BSS	Operating	Thailand	70	70
Northwest Solar Co., Ltd	Solar	NWS	Operating	Thailand	70	70
Nine A Solar Co., Ltd.	Solar	NAS	Operating	Thailand	70	70
Solartech Energy Co., Ltd	Solar	STE	Operating	Thailand	70	70
GK KC-01 Investment	Solar	Sotsukozawa	Operating	Japan	96	96**
GK NRE Sannan	Solar	Sannan	Operating	Japan	96	96**
GK NRE-05 Investment	Solar	Shichinohe 3,6,8	Operating	Japan	50	50**
GK NRE-10 Investment	Solar	Kawakami	Operating	Japan	96	96**
GK NRE-13 Investment	Solar	Enokibayashi	Operating	Japan	96	96**
GK NRE-15 Investment	Solar	Noheji	Operating	Japan	96	96**
GK NRE-16 Investment	Solar	Tokai	Operating	Japan	96	96**
GK NRE-17 Investment	Solar	Mito1	Operating	Japan	96	96**
GK NRE-19 Investment	Solar	Hitachi Omiya	Operating	Japan	50	50**
GK NRE-20 Investment	Solar	Wakuya	Operating	Japan	96	96**
GK NRE-21 Investment	Solar	Shichinohe 9	Operating	Japan	96	96**
GK NRE-23 Investment	Solar	Kisarazu	Operating	Japan	96	96**
GK NRE-24 Investment	Solar	Kawakami 2	Operating	Japan	96	96**
GK NRE-29 Investment	Solar	Nanbucho 3	Operating	Japan	96	96**
GK NRE-32 Investment	Solar	Kasama	Operating	Japan	96	96**
GK NRE-36 Investment	Solar	Towada	Operating	Japan	96	96**
GK NRE-37 Investment	Solar	Aomori 2	Operating	Japan	96	96**
GK NRE-39 Investment	Solar	Ono	Operating	Japan	96	96**
GK NRE-42 Investment	Solar	Hitachi Omiya 2	Operating	Japan	96	96**
GK NRE-44 Investment	Solar	Nihonmatsu 2	Operating	Japan	96	96**
KP Energy GK	Solar	Yaita 2	Operating	Japan	96	96**

17. Investment in subsidiaries (cont'd)

The table below provides details of the significant subsidiaries of the Group (cont'd):

Name of subsidiaries	Sector	Project Name	Status	Principal place of business	Effective interest 2024 %	Effective interest 2023 %
SEJ III GK	Solar	Nagasaki	Operating	Japan	96	96**
Amakusa Wind GK	Wind	Reihoku 2	Operating	Japan	96	96**
Nakasato Wind GK	Wind	Nakadomari	Operating	Japan	96	96**
GK NWE-02 Investment	Wind	Reihoku 1	Operating	Japan	96	96**
GK NRE-41 Investment	Solar	Bandai	Operating	Japan	96	96**
GK NRE-25 Investment	Solar	Nanbucho 2	Operating	Japan	96	96**
GK NWE-02 Investment (fka Reihoku Wind GK)	Wind	Reihoku	Operating	Japan	96	96**
GK NRE-06 Investment	Solar	Sotsukozawa	Operating	Japan	37	37**
GK NRE-04 Investment	Solar	Shichinohe 1, 5 & 7	Operating	Japan	37	37**
GK NRE-18 Investment	Solar	Yaita	Operating	Japan	37	37**

** In 2023, 95% of TK interest were transferred to APAC. The relationship between APAC and the TK Operators is governed by the TK Agreements. APAC, as the investor, will provide funds to the TK Operator in return for the right to receive a distribution of profit generated from the operation of the GK. Under the TK Agreement, the net income of the TK business, comprising principally the income generated from solar and wind assets, will be passed up to APAC. APAC is entitled up to 96% of the profits and losses of such business. APAC is, therefore, entitled to receive substantially all of the economic interest from the TK Operator. APAC has assessed the economic reality of the Group and its investment activities through the TK Operators and concluded that the TK Operators meet the definition of subsidiaries of the Group (as defined by IFRS).

The transfer was accounted for by applying the pooling-of-interest method. Accordingly, the Group had accounted for the transfer prospectively from the date on which it occurred.

17. Investment in subsidiaries (cont'd)

Inward transfer of TK interests

Identifiable assets acquired and liabilities assumed

The following table summarises the carrying amounts of the recognised assets acquired and liabilities assumed as at the date of transfer in 2023:

	On date of transfer US$'000
Assets	
Property, plant and equipment	1,453,302
Right-of-use assets	214,586
Intangible assets	1,054,962
Equity-accounted investees	46,775
Derivative assets	3,304
Trade and other receivables	73,578
Prepayment and other assets	9,438
Cash and cash equivalents	219,701
	3,075,646
Liabilities	
Loans and borrowings	(1,336,863)
Lease liabilities	(216,758)
Derivative liabilities	(6,356)
Asset retirement obligation	(59,973)
Current tax liabilities	(1)
Trade and other payables	(51,774)
	(1,671,725)
Total identifiable net assets at carrying value	1,403,921
Less: Non-controlling interest at carrying value	(132,346)
Total identifiable net assets at carrying value attributable to owner of the Company	1,271,575

17. Investment in subsidiaries (cont'd)

Inward transfer of TK interests (cont'd)

Identifiable assets acquired and liabilities assumed (cont'd)

	On date of transfer US$'000
Purchase consideration [1]	1,693,759
Add: Remeasurement of previously-held interest in the equity investments (Note 32)	17,950
Less: Total identifiable net assets at carrying value attributable to owner of the Company	(1,271,575)
	440,134
Presented as:	
Accumulated losses	(65,050)
Translation reserve	(383,014)
Merger reserve	7,930
Equity attributable to owner of the Company	(440,134)
Non-controlling interests	132,346
	(307,788)
Cash and cash equivalents of TK interests acquired, representing net cash inflows on inward transfer of TK interests	219,701
Less: Restricted bank balances and deposits	(61,392)
Cash inflow on inward transfer of TK interest, net of deposits pledged	158,309

[1] The payment by APAC was in the form of promissory notes to Zenith Japan Trust.

17. Investment in subsidiaries (cont'd)

Partial outwards transfer of TK interests resulting in loss of control

In November 2024, the Group transferred 50% stake in its wholly-owned subsidiary, GK NRE-30 Investment ("Maibara"), for a purchase consideration of JPY499.8 million (US$3.3 million) and recognised a gain amounting to US$3.6 million. Following the transfer, the Group has joint control over Maibara and accounts for the investment under the equity method as a joint venture.

The cash flows and net assets relating to the transfer of TK interests as mentioned above are presented below:

	On date of transfer US$'000
Net assets derecognised	3,303
Less: Non-controlling interests	(76)
Net assets on outward transfer of TK interests	3,227
Reclassification of foreign currency translation reserve	(231)
Adjusted net assets on outward transfer of TK interests	2,996
Gain on outward transfer of TK interests	3,619
Fair value on initial recognition of TK interests retained	(3,307)
Total sales consideration	3,308
Less: Cash and bank balances of the transferred TK interests	(6,910)
Net cash outflow on outward transfer of TK interests	(3,602)

18. Equity-accounted investees

	Group	
	2024 US$'000	**2023** US$'000
Interests in joint ventures	46,366	48,159
Interests in associates	363,954	381,886
	410,320	430,045

During 2023, interests in joint ventures, representing 67% of TK interest, were transferred to APAC as disclosed in Note 17. The transfer was accounted for by applying the pooling-of-interest method. Accordingly, the Group had accounted for the transfer prospectively from the date on which it occurred.

18. Equity-accounted investees (cont'd)

The following summarises the financial information of the Group's joint ventures based on the financial statements prepared in accordance with IFRSs:

Interests in joint ventures

2024	Nanao Mega Solar GK ("Nanao")	KK Kyudenko Fukuosan Solar ("KK Fukuosan")	GK NRE-30 Investment ("Maibara")	Taean Wind Power Co., Ltd. ("Taean")
	US$'000	US$'000	US$'000	US$'000
Statement of financial position				
Non-current assets				
Property, plant and equipment	87,606	76,178	31,045	1,772
Right-of-use assets	8,977	30,603	12,022	38
Intangible assets	915	21,146	–	40,355
Prepayments and other assets	1,344	202	–	–
Derivative assets	3,250	3,583	–	–
Other non-current receivables	–	–	2,543	–
	102,092	131,712	45,610	42,165
Current assets				
Prepayments and other assets	–	96	322	23
Trade and other receivables	428	2,069	428	4,181
Cash and bank balances	12,200	11,941	3,212	17,365
	12,628	14,106	3,962	21,569
Total assets	114,720	145,818	49,572	63,734

18. Equity-accounted investees (cont'd)

Interests in joint ventures (cont'd)

2024	**Nanao**	**KK Fukuosan**	**Maibara**	**Taean**
Statement of financial position				
Non-current liabilities				
Loans and borrowings	71,365	71,261	26,630	37,047
Lease liabilities	3,627	33,326	12,743	29
Derivative liabilities	–	–	271	–
Asset retirement obligation	3,750	4,513	1,216	–
	78,742	109,100	40,860	37,076
Current liabilities				
Loans and borrowings	–	3,386	4,573	172
Lease liabilities	183	2,318	705	10
Trade and other payables	1,154	1,845	933	40,446
Current tax liabilities	62	–	2	–
	1,399	7,549	6,213	40,628
Total liabilities	80,141	116,649	47,073	77,704
Net assets	34,579	29,169	2,499	(13,970)

18. Equity-accounted investees (cont'd)

Interests in joint ventures (cont'd)

2023	Nanao	KK Fukuosan
	US$'000	US$'000
Statement of financial position		
Non-current assets		
Property, plant and equipment	98,056	89,104
Right-of-use assets	10,499	35,728
Intangible assets	1,122	24,734
Prepayments and other assets	10,803	223
Derivative assets	3,668	3,127
	124,148	152,916
Current assets		
Prepayments and other assets	–	30
Trade and other receivables	502	1,220
Cash and bank balances	13,995	14,209
	14,497	15,459
Total assets	138,645	168,375
Non-current liabilities		
Loans and borrowings	91,709	81,490
Lease liabilities	4,191	38,904
Asset retirement obligation	4,078	4,933
	99,978	125,327
Current liabilities		
Loans and borrowings	–	5,721
Lease liabilities	198	2,544
Trade and other payables	1,616	1,750
Current tax liabilities	185	–
	1,999	10,015
Total liabilities	101,977	135,342
Net assets	36,668	33,033

18. Equity-accounted investees (cont'd)

Interests in joint ventures (cont'd)

31 December 2024	**Nanao** US$'000	**KK Fukuosan** US$'000	**Maibara** US$'000	**Taean** US$'000
Statement of comprehensive income				
Revenue	12,536	13,489	538	–
Other income	16	7	1	–
Total revenue	12,552	13,496	539	–
Operating costs	(2,140)	(2,122)	(239)	(1,303)
Shared services costs	(1,264)	(1,127)	(56)	(5,167)
Depreciation expense	(3,850)	(6,870)	(620)	(1,769)
Amortisation expense	(605)	(1,373)	–	–
Results from operating activities	4,693	2,004	(376)	(8,239)
Finance income	1	1	–	9
Finance costs	(1,253)	(1,572)	(160)	(1)
Change in fair value of financial instruments at FVTPL	669	685	(271)	–
Foreign exchange loss	–	–	–	(1,891)
Profit/(loss) before tax	4,110	1,118	(807)	(10,122)
Tax expense	(3)	–	(2)	–
Profit/(loss) for the year, representing total comprehensive income for the year	4,107	1,118	(809)	(10,122)

18. Equity-accounted investees (cont'd)

Interests in joint ventures (cont'd)

31 December 2023	Nanao US$'000	KK Fukuosan US$'000
Statement of comprehensive income		
Revenue	1,151	1,931
Other income	2	–
Total revenue	1,153	1,931
Operating costs	(382)	(426)
Shared services costs	(224)	(202)
Depreciation expense	(672)	(1,232)
Amortisation expense	(108)	(246)
Results from operating activities	(233)	(175)
Finance costs	(1,211)	(703)
Change in fair value of financial instruments at FVTPL	614	(176)
Loss before tax	(830)	(1,054)
Tax expense	(16)	–
Loss for the year, representing total comprehensive income for the year	(846)	(1,054)

18. Equity-accounted investees (cont'd)

Interests in joint ventures (cont'd)

	Nanao US$'000	**KK Fukuosan** US$'000	**Maibara** US$'000	**Taean** US$'000	**Total** US$'000
2024					
Carrying amount of interests in joint ventures at 1 January 2024	25,504	22,655	–	–	48,159
TK interest retained and accounted for as a joint venture (Note 17)	–	–	3,307[1]	–	3,307
Change in classification from associate to joint venture	–	–	–	3,392[2]	3,392
Contribution during the year	–	–	–	42	42
Distribution during the year	(404)	–	–	–	(404)
Redemption during the year	(963)	(1,171)	–	–	(2,134)
Share of results of joint ventures	2,132	484	(334)	(4,328)	(2,046)
Foreign currency translation differences	(2,078)	(1,944)	(50)	122	(3,950)
Carrying amount of interests in joint ventures at 31 December 2024	24,191	20,024	2,923	(772)[3]	46,366

1 In November 2024, the Group transferred 50% stake in its wholly-owned subsidiary, GK NRE-30 Investment ("Maibara"), for a purchase consideration of JPY499.8 million (US$3.3 million) and recognised a gain amounting to US$3.6 million. Following the transfer, the Group has joint control over Maibara and accounts for the investment under the equity method as a joint venture.

2 In November 2024, the Group disposed of a 49% stake in its associate, Taean Wind Power Co., Ltd. ("Taean"), for a purchase consideration of KRW5.4 billion (US$3.9 million) and recognised a gain on disposal amounting to US$0.5 million. Following the partial disposal, the Group has joint control over Taean and continues to account for the investment under the equity method as a joint venture.

3 The negative carrying amount reflects further losses recognised as the Group has an obligation to fund the investee's operations.

	Nanao US$'000	**KK Fukuosan** US$'000	**Total** US$'000
2023			
Carrying amount of interests in joint ventures at 1 January 2023	–	–	–
Acquisition arising from inward transfer of TK interests (Note 17)	24,797	21,978	46,775
Contribution during the year	–	232	232
Share of results of joint ventures	(567)	(705)	(1,272)
Foreign currency translation differences	1,274	1,150	2,424
Carrying amount of interests in joint ventures at 31 December 2023	25,504	22,655	48,159

18. Equity-accounted investees (cont'd)

Interests in associates (cont'd)

The Group has 6 (2023: 6) material associates and 10 (2023: 11) immaterial associates which are equity accounted. The following are the material associates:

Associate entity name	**Hangin Ng Amihan Holdings, Inc. and its subsidiaries ("HANGIN")**	**Vena Energy Wind Phil. Holdings Inc ("VEWPHI")**	**Helios Solar Energy Holdings Inc. and its subsidiaries ("HSEHI")**	**First Soleq Holdings Philippines Inc. ("FSHPI")**	**One Bukidnon Project Holdings Inc. ("OBPHI")**	**Nuevo Solar Energy Corp. ("NSEC")**
Nature of Associate	Investment holding entity for Alternergy Wind One Corp. ("Project Pililia")	Investment holding entity for Alternergy Wind One Corp. ("Project Pililia")	Investment holding entity for Helios Solar Energy Corp. ("Project Pollo")	Investment holding entity for First Solar Energy Corp. ("Project Ironman")	Investment holding entity for Asian Greenenergy Corp. ("Project Zorro")	Operating entity for solar plant ("Project Garcia 2")
Sector	54.0 MW wind	54.0 MW wind	132.5 MW solar	30.4 MW solar	10.5 MW solar	83.3 MW solar
Principal place of business/country of incorporation	Philippines	Philippines	Philippines	Philippines	Philippines	Philippines
Direct economic interest held in associate by the Group	99.29%	100%	99.56%	99.31%	99.70%	16.67%
Effective economic interest held on the underlying project	54.64%	39.97%	99.65%	99.45%	99.76%	49.94%*
Effective voting rights held in the associate by the Group	34.63%	10.06%	37.73%	31.43%	34.61%	26.94%

HANGIN holds 55.2% (2023: 55.2%) and VEWPHI holds 39.8% (2023: 39.8%) direct voting rights in Project Pililia. Through investment in HANGIN and VEWPHI, the Group's aggregate economic interest in Project Pililia (54.0 MW Wind) is 94.6% (2023: 94.8%).

* The Group holds 99.8% (2023: 99.9%) of effective economic interest in Pasuquin Energy Holdings Inc. ("PEHI") and PEHI holds 33.3% (2023: 50.0%) of direct economic interest in NSEC. The Group's aggregate economic interest in NSEC is 49.9% (2023: 49.9%).

18. Equity-accounted investees (cont'd)

Interests in associates (cont'd)

The following summarises the financial information of the Group's associates based on the financial statements prepared in accordance with IFRS:

2024	**HANGIN** US$'000	**VEWPHI** US$'000	**HSEHI** US$'000	**FSHPI** US$'000	**OBPHI** US$'000	**NSEC** US$'000
Statement of financial position						
Non-current assets						
Property, plant and equipment	59,712	–	93,861	20,548	8,099	53,954
Intangible assets	605	–	–	–	–	–
Equity-accounted investees	–	12,105	–	–	–	–
Other receivables	662	56	731	3,343	185	263
Right-of-use assets	498	–	5,221	519	68	430
Prepayments and other assets	30	–	74	–	–	–
Deferred tax assets	30	–	303	62	6	185
	61,537	12,161	100,190	24,472	8,358	54,832
Current assets						
Trade and other receivables	20,016	–	20,123	6,170	3,019	1,676
Prepayments and other assets	34	–	355	87	-	4
Cash and bank balances	6,605	14	15,999	704	926	2,778
	26,655	14	36,477	6,961	3,945	4,458
Total assets	88,192	12,175	136,667	31,433	12,303	59,290

18. Equity-accounted investees (cont'd)

Interests in associates (cont'd)

2024

	HANGIN US$'000	VEWPHI US$'000	HSEHI US$'000	FSHPI US$'000	OBPHI US$'000	NSEC US$'000
<u>Statement of financial position (cont'd)</u>						
Non-current liabilities						
Loans and borrowings	52,516	–	79,473	12,144	5,566	30,933
Employee benefits	32	–	66	–	–	–
Asset retirement obligation	2,610	–	932	243	72	109
Deferred tax liabilities	40	–	–	–	–	–
	55,198	–	80,471	12,387	5,638	31,042
Current liabilities						
Loans and borrowings	2,690	–	5,622	2,920	323	6,598
Trade and other payables	3,938	2	2,407	1,213	1,744	4,039
Current tax liabilities	–	–	99	13	46	34
	6,628	2	8,128	4,146	2,113	10,671
Total liabilities	61,826	2	88,599	16,533	7,751	41,713
Net assets	26,366	12,173	48,068	14,900	4,552	17,577

18. Equity-accounted investees (cont'd)

Interests in associates (cont'd)

The following summarises the financial information of the Group's associates based on the financial statements prepared in accordance with IFRS:

2024	**HANGIN** US$'000	**VEWPHI** US$'000	**HSEHI** US$'000	**FSHPI** US$'000	**OBPHI** US$'000	**NSEC** US$'000
Statement of comprehensive income						
Sale of energy	19,040	–	32,278	7,181	2,563	7,858
Other income	148	–	–	–	–	23
Total revenue	19,188	–	32,278	7,181	2,563	7,881
Operating costs	(4,610)	(14)	(4,577)	(1,212)	(660)	(2,285)
Shared services costs charged by a subsidiary	(1,088)	–	(1,118)	(247)	(96)	(301)
Depreciation expense	(4,000)	–	(6,405)	(1,757)	(629)	(2,697)
Results from operating activities	9,490	(14)	20,178	3,965	1,178	2,598
Finance income	488	1	745	135	38	101
Finance costs	(4,380)	–	(6,683)	(988)	(373)	(3,049)
Net foreign exchange gain	4	1	14	18	–	(33)
Net finance (costs)/income	(3,888)	2	(5,924)	(835)	(335)	(2,981)
Share of results of associate	–	2,134	–	–	–	–
Profit/(loss) before tax	5,602	2,122	14,254	3,130	843	(383)
Income tax (expense)/credit	(390)	–	(1,577)	(330)	(105)	3
Profit/(loss) for the year, representing total comprehensive income for the year	5,212	2,122	12,677	2,800	738	(380)

18. Equity-accounted investees (cont'd)

Interests in associates (cont'd)

The following summarises the financial information of the Group's associates based on the financial statements prepared in accordance with IFRS:

2023	HANGIN US$'000	VEWPHI US$'000	HSEHI US$'000	FSHPI US$'000	OBPHI US$'000	NSEC US$'000
Statement of financial position						
Non-current assets						
Property, plant and equipment	67,267	–	105,825	23,805	9,191	59,845
Intangible assets	640	–	–	–	–	–
Equity-accounted investees	–	12,646	–	–	–	–
Other receivables	2,537	56	571	3,479	177	205
Right-of-use assets	540	–	5,563	570	105	97
Prepayments and other assets	32	–	78	–	–	–
	71,016	12,702	112,037	27,854	9,473	60,147
Current assets						
Trade and other receivables	18,132	–	20,149	5,576	3,148	4,066
Prepayments and other assets	551	–	674	181	52	335
Cash and bank balances	8,658	881	11,203	897	750	4,399
	27,341	881	32,026	6,654	3,950	8,800
Total assets	98,357	13,583	144,063	34,508	13,423	68,947

18. Equity-accounted investees (cont'd)

Interests in associates (cont'd)

2023

	HANGIN US$'000	VEWPHI US$'000	HSEHI US$'000	FSHPI US$'000	OBPHI US$'000	NSEC US$'000
Statement of financial position (cont'd)						
Non-current liabilities						
Loans and borrowings	56,699	–	88,459	15,769	6,231	39,337
Employee benefits	34	–	55	9	–	–
Asset retirement obligation	2,659	–	936	263	63	106
Deferred tax liabilities	42	–	36	26	13	216
	59,434	–	89,486	16,067	6,307	39,659
Current liabilities						
Loans and borrowings	2,868	–	5,607	1,928	452	2,050
Trade and other payables	5,084	46	2,187	1,611	1,885	4,992
Current tax liabilities	183	–	785	–	33	356
	8,135	46	8,579	3,539	2,370	7,398
Total liabilities	67,569	46	98,065	19,606	8,677	47,057
Net assets	30,788	13,537	45,998	14,902	4,746	21,890

18. Equity-accounted investees (cont'd)

Interests in associates (cont'd)

The following summarises the financial information of the Group's associates based on the financial statements prepared in accordance with IFRS:

2023	**HANGIN** US$'000	**VEWPHI** US$'000	**HSEHI** US$'000	**FSHPI** US$'000	**OBPHI** US$'000	**NSEC** US$'000
Statement of comprehensive income						
Sale of energy	20,760	–	31,314	6,867	2,642	9,854
Operating costs	(5,179)	(18)	(4,531)	(1,226)	(719)	(2,146)
Shared services costs charged by a subsidiary	(1,092)	–	(1,165)	(250)	(100)	(339)
Depreciation expense	(4,091)	–	(6,624)	(1,663)	(614)	(2,402)
Results from operating activities	10,398	(18)	18,994	3,728	1,209	4,967
Finance income	762	3	929	190	82	172
Finance costs	(6,682)	–	(7,263)	(1,095)	(412)	(3,021)
Net foreign exchange (loss)/gain	(2)	–	(3)	7	(2)	22
Net finance (costs)/income	(5,922)	3	(6,337)	(898)	(332)	(2,827)
Share of results of associate	–	1,572	–	–	–	–
Profit before tax	4,476	1,557	12,657	2,830	877	2,140
Income tax expense	(552)	–	(1,299)	(311)	(70)	(833)
Profit for the year, representing total comprehensive income for the year	3,924	1,557	11,358	2,519	807	1,307

18. Equity-accounted investees (cont'd)

Interests in associates (cont'd)

2024	**HANGIN** US$'000	**VEWPHI** US$'000	**HSEHI** US$'000	**FSHPI** US$'000	**OBPHI** US$'000	**NSEC** US$'000	**Immaterial associates** US$'000	**Total associates** US$'000
Carrying amount of interest in associates at beginning of year	41,717	30,439	176,077	30,712	9,943	11,387	81,611	381,886
Group's share of amortisation of intangible assets acquired through business combinations	(2,446)	(1,789)	(7,688)	(1,294)	(275)	–	–	(13,492)
Group's share of results, net of tax	2,935	2,122	13,204	2,874	757	(188)	(5,193)	16,511
Effect of exchange rate changes on project-related agreements and licenses	(1,457)	(1,066)	(5,055)	(851)	(192)	–	–	(8,621)
Foreign currency translation differences	(868)	89	1,437	(890)	(273)	(639)	(630)	(1,774)
Group's share of total comprehensive income	(1,836)	(644)	1,898	(161)	17	(827)	(5,823)	(7,376)
Contribution during the year	–	–	–	–	–	–	15,529	15,529
Distribution during the year	(5,928)	(2,563)	(8,194)	(1,860)	(784)	(23)	–	(19,352)
Disposal during the year	–	–	–	–	–	–	(3,341)[1]	(3,341)
Change in classification from associate to joint venture	–	–	–	–	–	–	(3,392)[1]	(3,392)
Carrying amount of interest in associates at end of the year[2]	33,953	27,232	169,781	28,691	9,176	10,537	84,584	363,954

1 In November 2024, the Group disposed of a 49% stake in its associate, Taean Wind Power Co., Ltd. ("Taean") for a purchase consideration of KRW5.4 billion (US$3.9 million) and recognised a gain on disposal amounting to US$0.5 million. Following the disposal, the Group has joint control over Taean and continues to account for the investment under the equity method as a joint venture.

2 Included in the carrying amount of interests in associates at end of year is project related agreements and licenses amounting to US$141.6 million.

18. Equity-accounted investees (cont'd)

Interests in associates (cont'd)

2023	**HANGIN** US$'000	**VEWPHI** US$'000	**HSEHI** US$'000	**FSHPI** US$'000	**OBPHI** US$'000	**NSEC** US$'000	**Immaterial associates** US$'000	**Total associates** US$'000
Carrying amount of interest in associates at beginning of year	53,532	39,021	189,128	33,121	10,118	10,851	52,684	388,455
Group's share of amortisation of intangible assets acquired through business combinations	(2,461)	(1,793)	(7,683)	(1,369)	(289)	–	–	(13,595)
Group's share of results, net of tax	2,203	1,557	11,289	2,393	797	655	(3,801)	15,093
Effect of exchange rate changes on project-related agreements and licenses	(327)	(238)	(1,107)	(147)	(33)	(96)	409	(1,539)
Foreign currency translation differences	(3,478)	(2,534)	(417)	(156)	(42)	(23)	(240)	(6,890)
Group's share of total comprehensive income	(4,063)	(3,008)	2,082	721	433	536	(3,632)	(6,931)
Contribution during the year	–	–	–	–	–	–	32,559	32,559
Distribution during the year	(7,752)	(5,574)	(15,133)	(3,130)	(608)	–	–	(32,197)
Carrying amount of interest in associates at end of the year[1]	41,717	30,439	176,077	30,712	9,943	11,387	81,611	381,886

1 Included in carrying amount of interests in associates at end of year is project related agreements and licenses amounting to US$163.7 million.

19. Other investments

	Group	
	2024	**2023**
	US$'000	US$'000
Equity investments – designated at FVOCI	15,362	7,778

Equity investments comprise the Group's interests in Tokumei Kumiai investments in renewable energy assets in Japan.

20. Deferred tax

Deferred tax assets and liabilities are attributable to the following:

	Assets		Liabilities	
	2024	**2023**	**2024**	**2023**
	US$'000	US$'000	US$'000	US$'000
Group				
Property, plant and equipment	–	–	(58,884)	(51,626)
Intangible assets	–	–	(3,393)	(4,801)
Derivatives	–	–	(2,551)	(2,338)
Lease liabilities	–	92	–	–
Employee benefits	1,826	3,388	–	–
Provisions	355	359	–	–
Other items	1,857	1,901	–	–
Tax losses carry-forward	68,365	58,707	–	–
Deferred tax assets/(liabilities)	72,403	64,447	(64,828)	(58,765)
Set off of deferred tax	(53,614)	(46,388)	53,614	46,388
Net deferred tax assets/(liabilities)	18,789	18,059	(11,214)	(12,377)

Unrecognised deferred tax liabilities

Certain subsidiaries of the Group are subject to a tax holiday period in certain jurisdictions for a period of 10 years. Deferred tax liability in respect of timing differences that originate before or during the tax holiday period and are expected to reverse during such tax holiday period have not been recognised.

20. Deferred tax (cont'd)

Unrecognised deferred tax assets

Deferred tax assets have not been recognised in respect of tax losses of US$220.0 million (2023: US$212.3 million) which are expected to expire or be utilised during such tax holiday period because it is not probable that future taxable profits will be available against which the Group can utilise the benefits therefrom during such period.

Movement in deferred tax balances

Group	Balance as at 1 January US$'000	Recognised in profit or loss (Note 13) US$'000	Recognised in OCI (Note 13) US$'000	Effect of exchange rate changes US$'000	Balance as at 31 December US$'000
2024					
Property, plant and equipment	(51,626)	(5,132)	–	(2,126)	(58,884)
Intangible assets	(4,801)	976	–	432	(3,393)
Derivatives	(2,338)	(265)	–	52	(2,551)
Lease liabilities	92	(92)	–	–	–
Employee benefits	3,388	(1,142)	(35)	(385)	1,826
Provisions	359	(33)	–	29	355
Other items	1,901	(145)	–	101	1,857
Tax loss carry-forwards	58,707	8,207	–	1,451	68,365
	5,682	2,374	(35)	(446)	7,575
2023					
Property, plant and equipment	(48,244)	(3,919)	–	537	(51,626)
Intangible assets	(3,275)	(997)	–	(529)	(4,801)
Derivatives	(2,486)	133	–	15	(2,338)
Loans and borrowings	105	(98)	–	(7)	–
Lease liabilities	–	92	–	–	92
Employee benefits	1,986	1,045	(70)	427	3,388
Provisions	86	238	–	35	359
Other items	1,964	348	–	(411)	1,901
Tax loss carry-forwards	53,405	5,231	–	71	58,707
	3,541	2,073	(70)	138	5,682

21. Loan receivables

	Note	Group 2024 US$'000	Group 2023 US$'000	Company 2024 US$'000	Company 2023 US$'000
Non-current					
Loan receivables from:					
- Related parties		55,790	121,977	51,145	100,507
- Equity-accounted investees		18,894	12,701	–	–
- Third parties		4,062	3,008	–	–
Promissory note receivables		8,224	7,843	–	–
		86,970	145,529	51,145	100,507
Less: Impairment loss	31	(1)	(929)	–	–
		86,969	144,600	51,145	100,507
Current					
Loan receivables from:					
- Subsidiaries		–	–	14,269	28,812
- Related parties		19,332	4,670	–	–
Interest receivables from:					
- Subsidiaries		–	–	69	682
- Related parties		169	3,581	69	3,478
- Equity-accounted investees		88	690	–	–
- Promissory note receivables		742	638	–	–
- Cross currency swap		4,905	5,097	–	–
- Third parties		2,395	2,305	–	–
		27,631	16,981	14,407	32,972
Less: Impairment loss	31	(938)	(7)	–	–
		26,693	16,974	14,407	32,972

21. Loan receivables (cont'd)

The below table show the notional amount of the outstanding loan receivables not including transaction costs.

Gross loan receivables

	Note	Group 2024 US$'000	Group 2023 US$'000	Company 2024 US$'000	Company 2023 US$'000
Non-current					
Loan receivables from:					
- Related parties		55,790	122,772	51,145	100,507
- Equity-accounted investees		18,894	12,701	–	–
- Third parties		4,062	3,008	–	–
Promissory note receivables		8,224	7,843	–	–
Total non-current loan receivables		86,970	146,324	51,145	100,507
Current					
Loan receivables from:					
- Related parties		19,445	4,670	–	–
- Subsidiaries		–	–	14,269	28,812
Total current loan receivables		19,445	4,670	14,269	28,812
Total loan receivables		106,415	150,994	65,414	129,319

21. Loan receivables (cont'd)

Terms and conditions of loan receivables are as follows:

	Currency	Maturity date	Principal amount		Interest rate	
			2024	2023	2024	2023
Group			$'000	$'000	%	%
Related parties [a]	JPY	On demand	51,145	100,507	1.4	1.4
Related parties [b]	JPY	2025	19,445	22,265	0.6 – 2.7	0.6 – 2.7
Related parties [a]	USD	On demand	4,645	–	6.8	–
Subsidiaries of related parties[f]	USD	2024	–	4,670	–	1.2
Equity-accounted investees [c]	KRW	2027-2028	–	12,701	–	3.5 – 5.0
Equity-accounted investees [c]	USD	2044	18,894	–	5.8	–
Third parties [a]	KRW	On demand	67	33	0 – 4.6	4.6
Third parties [a]	JPY	On demand	–	645	–	0.8
Third parties [a]	USD	On demand	1,880	1,880	4.6	4.6
Third parties [a]	USD	On demand	450	450	6.6	5.5
Third parties [a]	IDR	On demand	1,665	–	–	–
Promissory notes receivable [d]	THB	2027	8,224	7,843	–	–
			106,415	150,994		
Company						
Related parties [a]	JPY	On demand	51,145	100,507	1.4	1.4
Subsidiaries [e]	USD	2025	7,866	28,812	7.1	1.0 – 7.2
Subsidiaries [e]	JPY	2025	942	–	1.0	–
Subsidiaries [e]	AUD	2025	5,461	–	5.7	–
			65,414	129,319		

21. Loan receivables (cont'd)

(a) The Group and the Company do not intend to demand these unsecured loans for repayment in the next 12 months.

(b) Loan receivables from related parties to Euro Medium Term Note Issuer are unsecured and repayable biannually.

(c) Loan receivables from equity-accounted investees are unsecured and repayable from year 2027 to 2044.

(d) Promissory notes receivables are zero coupon, non-transferable and redeemable, with maturity date on 3 August 2027. At redemption date, the Group is entitled to receive a redemption amount equal to the principal amount plus accrued redemption fee of 1.0% per annum.

(e) Loan receivables from subsidiaries are unsecured and repayable in 2025.

(f) Loan receivables from subsidiaries of related parties were unsecured and fully repaid in 2024.

22. Derivative assets and liabilities

		Group		Company	
		2024	**2023**	**2024**	**2023**
		US$'000	US$'000	US$'000	US$'000
Derivative assets					
Non-current					
Electricity derivatives	(a)	33,709	34,420	–	–
Cross currency swaps	(b)	–	100,053	–	–
Interest rate swaps		29,453	17,620	–	–
		63,162	152,093	–	–
Current					
Electricity derivatives	(a)	1,416	–	–	–
Forward exchange contracts		367	–	367	–
Cross currency swaps	(b)	144,804	324	–	–
Interest rate swaps		2,954	2,132	–	–
		149,541	2,456	367	–
Total derivative assets		212,703	154,549	367	–

22. Derivative assets and liabilities (cont'd)

	Note	Group 2024 US$'000	Group 2023 US$'000	Company 2024 US$'000	Company 2023 US$'000
Derivative liabilities					
Non-current					
Electricity derivatives	(a)	59,021	83,227	–	–
Interest rate swaps		2,552	4,168	–	–
		61,573	87,395	–	–
Current					
Electricity derivatives	(a)	7,612	10,690	–	–
Forward exchange contracts		–	109	–	109
		7,612	10,799	–	109
Total derivative liabilities		69,185	98,194	–	109

(b) Electricity derivatives

The Group has designated the electricity derivatives in their entirety as cash flow hedges to manage the Group's exposure to fluctuations in electricity prices.

Hedge accounting – Cash flow hedges

The Group's sale of energy in South Australia has a fixed tariff applied based on the terms of the offtake agreements. The Group is exposed to cash flow variability on electricity sales due to fluctuations in the wholesale price of electricity in South Australia.

On 1 January 2022 and/or at date of inception, the Group designated the electricity derivative component of the offtake agreements as hedging instruments. The Group hedges the cash flow variability on highly probable forecast electricity sales arising from the variability in the wholesale spot price by entering into an agreement with the offtaker that fixes the electricity spot price at a contractual specified price per megawatt hour.

The Group documents at the inception of the hedge accounting relationship, the economic relationship between hedging instruments and hedged items, its risk management objective and strategy for undertaking hedging transactions. The Group also documents its assessment, both at hedge inception and prospectively on an ongoing basis, as to whether the derivatives designated in the hedge relationships have been, and will continue to be effective, in offsetting fair value changes arising from highly probable forecast electricity purchases. The Group established the hedge ratio of 1:1 by matching the electricity sales to the offtake agreements designated as hedging instruments.

22. Derivative assets and liabilities (cont'd)

(a) Electricity derivatives (cont'd)

Hedge accounting – Cash flow hedges (cont'd)

The Group documents sources of hedge ineffectiveness and quantifies the impact of hedge ineffectiveness stemming from the hedge relationship.

Hedge ineffectiveness may occur due to:

- changes in the credit risk on the hedging instrument not matched by a similar adjustment on the hedged item
- differences in critical terms between the hedging instrument and hedged item
- non-zero inception fair values of the hedging instrument as a result of a late designation

The effective portion of changes in the fair value of derivatives that are designated and qualify as cash flow hedges are recognised in other comprehensive income and presented in the cash flow hedge reserve. The gain or loss relating to the ineffective portion of hedges is recognised immediately in profit or loss. The realised gain or loss relating to the effective portion of electricity derivatives is recognised in profit or loss within revenue from the sales of electricity.

22. Derivative assets and liabilities (cont'd)

(a) Electricity derivatives (cont'd)

Hedge accounting – Cash flow Hedges (cont'd)

The amounts related to items designated as hedging instruments are as follows.

	2024				**During the year ended 31 December 2024**					
	Nominal amount US$'000	**Carrying amount – assets** US$'000	**Carrying amount – liabilities** US$'000	**Line item in the statement of financial position where the hedging instrument is included**	**Change in value used for calculating hedge in-effectiveness** US$'000	**Change in value of hedging instrument recognised in OCI** US$'000	**Hedge in-effectiveness recognised in profit or loss** US$'000	**Line item in profit or loss that includes hedge in-effectiveness**	**Amount reclassified from hedging reserve to profit or loss** US$'000	**Line item affected in profit or loss because of the re-classification**
Commodity price risk										
Electricity derivatives	172,761	35,125	–	Derivatives assets	3,880	11,909	(8,029)	Change in fair value of financial instruments at FVTPL	11,148	Sale of energy
Electricity derivatives	224,811	–	(66,633)	Derivative liabilities	20,851	21,489	(638)	Change in fair value of financial instruments at FVTPL	10,108	Sale of energy

As at 31 December 2024, the hedge rates range from AUD41/MWh to AUD134/MWh with maturity dates ranging from 2038 to 2041.

22. Derivative assets and liabilities (cont'd)

(a) Electricity derivatives (cont'd)

Hedge accounting – Cash flow Hedges (cont'd)

The amounts related to items designated as hedging instruments are as follows.

	2023				**During the year ended 31 December 2023**					
	Nominal amount US$'000	**Carrying amount – assets** US$'000	**Carrying amount – liabilities** US$'000	**Line item in the statement of financial position where the hedging instrument is included**	**Change in value used for calculating hedge in-effectiveness** US$'000	**Change in value of hedging instrument recognised in OCI** US$'000	**Hedge in-effectiveness recognised in profit or loss** US$'000	**Line item in profit or loss that includes hedge in-effectiveness**	**Amount reclassified from hedging reserve to profit or loss** US$'000	**Line item affected in profit or loss because of the re-classification**
Commodity price risk										
Electricity derivatives	250,194	34,420	–	Derivatives assets	(16,731)	(21,474)	4,743	Change in fair value of financial instruments at FVTPL	11,436	Sale of energy
Electricity derivatives	263,711	–	(93,917)	Derivative liabilities	(52,137)	(53,213)	1,076	Change in fair value of financial instruments at FVTPL	–	Not applicable

As at 31 December 2023, the hedge rates range from AUD40/MWh to AUD136/MWh with maturity dates ranging from 2038 to 2041.

22. Derivative assets and liabilities (cont'd)

(a) Electricity derivatives (cont'd)

Hedge accounting – Cash flow Hedges (cont'd)

The amounts relating to items designated as hedged items are as follows:

	2024	
	Change in value used for calculating hedge ineffectiveness US$'000	**Cash flow hedge reserve** US$'000
Sale of energy	(33,398)	(132,767)

	2023	
	Change in value used for calculating hedge ineffectiveness US$'000	**Cash flow hedge reserve** US$'000
Sale of energy	74,687	(166,165)

The cash flow hedge reserve represents the effective portion of gains or losses on remeasuring the fair value of hedging instruments that qualify for cash flow hedge accounting.

(b) Cross currency swaps

In 2022, the Group entered into cross currency swaps which matures in 2025 with an aggregate notional amount of JPY20.2 billion, whereby the Group is required to make semi-annual interest payments calculated at fixed interest rate of 0.5% per annum.

In 2020, the Group entered into cross currency swaps which matures in 2025 and with an aggregate notional amount of JPY 36.0 billion, whereby the Group is required to make semi-annual interest payments calculated at fixed interest rates between 1.2% and 1.3%.

22. Derivative assets and liabilities (cont'd)

(b) Cross currency swaps (cont'd)

Net investment hedge

A foreign currency exposure arises from the Group's net investment in its Japan subsidiaries that has a JPY functional currency. The risk arises from the fluctuation in spot exchange rates between the JPY and the USD, which causes the amount of the net investment to vary.

The hedged risk in the net investment hedge is the risk of a weakening JPY against the USD that will result in a reduction in the carrying amount of the Group's net investment in the Japan subsidiaries.

Part of the Group's net investment in its Japan subsidiaries is hedged by a derivative instrument which is the JPY/USD cross currency interest rate swaps, which mitigates the foreign currency risk arising from the subsidiaries' net assets. The derivative instrument is designated as a hedging instrument for the changes in the value of the net investment that is attributable to changes in the USD/JPY spot rate.

To assess hedge effectiveness, the Group determines the economic relationship between the hedging instrument and the hedged item by comparing changes in the notional amount of the cross currency interest rate swap that is attributable to a change in the spot rate with changes in the investment in the foreign operation due to movements in the spot rate (the offset method).

Arising from the transfer of TK interests as disclosed in Note 17, the Group has elected to apply hedge accounting by which these cross currency swaps are designated as hedging instruments. Accordingly, foreign exchange gains of US$107.9 million had been reclassified from accumulated profits to translation reserve and presented in the Statement of changes in equity for the year ended 31 December 2023. There was no such reclassification during the year ended 31 December 2024.

22. Derivative assets and liabilities (cont'd)

(b) Cross currency swaps (cont'd)

Net investment hedge (cont'd)

The amounts related to items designated as hedging instruments are as follows:

	2024				During the year ended 31 December 2024					
	Notional amount US$'000	**Carrying amount – assets** US$'000	**Carrying amount – liabilities** US$'000	**Line item in the statement of financial position where the hedging instrument is included**	**Change in value used for calculating hedge in-effectiveness** US$'000	**Change in value of hedging instrument recognised in OCI** US$'000	**Hedge in-effectiveness recognised in profit or loss** US$'000	**Line item in profit or loss that includes hedge in-effectiveness**	**Amount reclassified from hedging reserve to profit or loss** US$'000	**Line item affected in profit or loss because of the re-classification**
Cross currency interest rate swaps	480,000	134,668	–	Derivative assets	50,007	30,019	19,988	Change in fair value of financial instruments at FVTPL	–	Not applicable

The amounts relating to items designated as hedged items are as follows:

	2024	
	Change in value used for calculating hedge effectiveness US$'000	**Foreign currency translation reserve** US$'000
JPY net investment	(30,019)	135,184

22. Derivative assets and liabilities (cont'd)

(b) Cross currency swaps (cont'd)

Net investment hedge (cont'd)

The amounts related to items designated as hedging instruments are as follows:

	2023				**During the year ended 31 December 2023**					
	Notional amount US$'000	**Carrying amount – assets** US$'000	**Carrying amount – liabilities** US$'000	**Line item in the statement of financial position where the hedging instrument is included**	**Change in value used for calculating hedge in-effectiveness** US$'000	**Change in value of hedging instrument recognised in OCI** US$'000	**Hedge in-effectiveness recognised in profit or loss** US$'000	**Line item in profit or loss that includes hedge in-effectiveness**	**Amount reclassified from hedging reserve to profit or loss** US$'000	**Line item affected in profit or loss because of the re-classification**
Cross currency interest rate swaps	500,000	91,085	–	Derivative assets	1,683	(2,732)	4,415	Change in fair value of financial instruments at FVTPL	–	Not applicable

The amounts relating to items designated as hedged items are as follows:

	2023	
	Change in value used for calculating hedge effectiveness US$'000	**Foreign currency translation reserve** US$'000
JPY net investment	(2,732)	105,165

23. Prepayments and other assets

	Group 2024 US$'000	Group 2023 US$'000	Company 2024 US$'000	Company 2023 US$'000
Non-current				
Prepayments	10,097	3,679	6,142	–
Other assets	4,401	26,026	–	–
	14,498	29,705	6,142	–
Current				
Prepayments	18,137	19,541	1,193	3,157
Other assets	5,149	4,450	–	–
	23,286	23,991	1,193	3,157
Total prepayments and other assets	37,784	53,696	7,335	3,157

24. Trade and other receivables

	Note	Group 2024 US$'000	Group 2023 US$'000	Company 2024 US$'000	Company 2023 US$'000
Non-current					
Deposits		4,230	–	–	–
Tax receivables	(d)	48,987	36,936	–	–
Total non-current other receivables		53,217	36,936	–	–
Current					
Trade receivables		18,852	29,324	–	–
Accrued revenue		34,267	35,558	–	–
Total trade receivables and accrued revenue		53,119	64,882	–	–

24. Trade and other receivables (cont'd)

	Note	Group 2024 US$'000	Group 2023 US$'000	Company 2024 US$'000	Company 2023 US$'000
Amounts due from:					
- Subsidiaries	(a)	–	–	1,412	87
- Equity-accounted investees	(b)	20,734	2,292	–	–
- Related parties	(a)	4,512	5,323	–	250
- Third parties		7,014	10,052	–	–
Deposits		8,151	7,884	–	–
Tax receivables	(c)	6,387	27,286	378	–
Total current other receivables		46,798	52,837	1,790	337
Less: Impairment loss					
- Trade receivables and accrued revenue		(9,093)	(9,295)	–	–
- Other receivables		(506)	(115)	–	–
Total current trade and other receivables		90,318	108,309	1,790	337
Total trade and other receivables		143,535	145,245	1,790	337

Trade receivables are non-interest bearing and are generally on standard credit terms ranging from 30 to 90 days (2023: 30 to 90 days). They are recognised at their original invoice amounts which represents their fair values on initial recognition.

(a) The amount due from subsidiaries and related parties are non-trade, unsecured and non-interest bearing and repayable on demand.

(b) The amount due from equity-accounted investees is non-trade, unsecured, non-interest bearing and repayable on demand.

(c) Non-current tax receivables relate to value-added tax receivables which will be refunded upon completion of construction of the projects while current tax receivables relate to value-added tax receivables that are expected to be refunded within the next 12 months.

24. Trade and other receivables (cont'd)

Disaggregation of trade receivables

A summary of the Group's exposure to credit risk for trade receivables by geographic region is as follows:

	2024 US$'000	2023 US$'000
India	16,989	24,385
Indonesia	702	726
Thailand	1,159	3,580
Australia	–	633
Others	2	–
	18,852	29,324

25. Cash and bank balances

Restricted cash

	Note	Group 2024 US$'000	Group 2023 US$'000	Company 2024 US$'000	Company 2023 US$'000
Non-current					
Restricted bank balances		50,886	51,275	–	–
Current					
Bank balances		363,607	389,110	69,172	45,600
Short term deposits		46,943	52,556	–	–
Fixed deposits	(b)	–	827	–	–
Less: Impairment loss		(7)	(106)	–	–
		410,543	442,387	69,172	45,600
Total cash and bank balances in the statement of financial position		461,429	493,662	69,172	45,600
Less: Bank overdraft	28	(449)	–	–	–
Less: Restricted bank balances and deposits	(a)	(111,469)	(136,666)	–	–
Add: Impairment loss		7	106	–	–
Cash and cash equivalents in the statement of cash flows		349,518	357,102	69,172	45,600

25. Cash and bank balances (cont'd)

Restricted cash

(a) As at 31 December 2024, US$111.5 million (2023: US$136.7 million) of the Group's cash and bank balances were restricted. Out of this, US$59.6 million (2023: US$84.3 million) of the Group's cash and bank balances were held under Debt Service Reserve Accounts ("DSRA"), which represent reserve accounts used to service project finance debts.

(b) Fixed deposits are made for varying periods of between three to twelve months, depending on the immediate cash requirements of the Group, and earn interests at the respective fixed deposit rates.

As at reporting date, cash and bank balances of US$236.5 million (2023: US$289.0 million) were pledged as collateral to secure project finance debts.

26. Equity contribution

	Note	Group and Company 2024 US$'000	Group and Company 2023 US$'000
Equity contribution			
Share capital US$1.00 per share (2023: US$1.00 per share)		3,502,661	3,502,661
		3,502,661	3,502,661

	Note	Group and Company 2024 No. of shares ('000)	Group and Company 2023 No. of shares ('000)
Issued and fully paid			
At beginning of the year		3,502,661	1,566,734
Issuance of shares (par value of $0.01 per share)	(a)	–	126
		3,502,661	1,566,860
Consolidation of shares	(b)	–	(1,551,192)
		3,502,661	15,668
Conversion of shares	(c)	–	3,009,898
Issuance of shares ($1.00 per share)	(d)	–	477,095
At end of the year		3,502,661	3,502,661

26. Equity contribution (cont'd)

(a) In June 2023, the Company issued 125,884 ordinary shares each with a par value of US$0.01 to its shareholder and share premium of US$1,258.8 million was issued.

(b) In July 2023, the Company consolidated its 1,566,860,319 issued ordinary shares each with a par value of US$0.01 at a ratio of 100:1, effectively reducing the number of issued ordinary shares to 15,668,603 each with a par value of US$1.00.

(c) In July 2023, the Company issued 3,009,898,261 ordinary shares each with a par value of US$1.00 to its shareholder by utilising US$2,959.9 million from its share premium and US$50.0 million from its capital reserve.

(d) In September and November 2023, the Company issued 477,094,565 ordinary shares at US$1.00 each to its shareholder, totaling US$477.1 million.

Ordinary shares

On 4 September 2023, the Company redomiciled to Singapore as a private company limited by shares.

The holder of ordinary shares is entitled to receive dividend declared by the Company and is entitled to one vote per share at general meetings of the Company. Prior to the domiciliation from Cayman Islands to Singapore, the Company had fully reclassified the share premium to share capital through the issuance of new shares, as described above. Pursuant to the Act, there is no par value concept in Singapore and accordingly ordinary shares issued as at 31 December 2024 have no par value.

27. Reserves

The reserves of the Group comprise the following balances:

	Group	
	2024	**2023**
	US$'000	US$'000
Fair value reserve	11,791	4,314
Translation reserve	(544,441)	(413,161)
Defined benefit reserve	553	344
Cash flow hedge reserve	(132,767)	(166,165)
Merger reserve	7,930	7,930
	(656,934)	(566,738)

27. Reserves (cont'd)

Fair value reserve

The fair value reserve records the cumulative fair value changes of equity instruments measured at FVOCI.

Translation reserve

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

Defined benefit reserve

The defined benefit reserve comprises actuarial gains and losses and the return on plan assets (excluding interest).

Cash flow hedge reserve

The cash flow hedge reserve comprises the effective portion of the cumulative net change in the fair value of hedging instruments used in cash flow hedges pending subsequent recognition in profit or loss.

	Commodity price risk	
	2024	**2023**
	US$'000	US$'000
Beginning balance	(166,165)	(91,478)
Effective portion of changes in fair value of cash flow hedge, net	12,142	(63,251)
Net change in fair value of cash flow hedge reclassified to profit or loss (Note 22)	21,256	(11,436)
Ending balance	(132,767)	(166,165)

Merger reserve

Merger reserve represents the difference between the consideration transferred and the acquired net assets and equity reserves arising from the acquisitions accounted for by applying the "pooling-of-interest" method.

28. Loans and borrowings and lease liabilities

	Note	Group 2024 US$'000	Group 2023 US$'000	Company 2024 US$'000	Company 2023 US$'000
Non-current					
Project finance debts	(c)	1,973,539	2,176,548	–	–
Euro Medium Term Note	(a)	–	499,857	–	–
Loan from Euro Medium Term Note Issuer	(b)	–	–	–	371,676
External party loan		2,262	2,333	–	–
		1,975,801	2,678,738	–	371,676
Lease liabilities		236,642	278,079	–	–
Current					
Project finance debts	(c)	332,277	204,424	–	–
External party loan		2,480	2,480	–	–
Loan from related parties		–	5,973	–	5,973
Euro Medium Term Note	(a)	480,266	–	–	–
Loan from Euro Medium Term Note Issuer	(b)	–	–	325,518	–
Working capital loan		–	–	–	–
Bank overdraft		449	–	–	–
Loan from subsidiaries		–	–	9,315	156,312
Interest payable					
- Project finance debts		678	505	–	–
- Loan from related parties		–	13	–	13
- Loan from subsidiaries		–	–	40	135
- Euro Medium Term Note		4,834	5,058	–	–
- Loan from Euro Medium Term Note Issuer		–	–	1,179	1,359
- Derivatives		1,849	2,071	–	–
- External party loan		238	69	–	–
		823,071	220,593	336,052	163,792
Lease liabilities		10,314	14,297	–	–
Total loans and borrowings and lease liabilities		3,045,828	3,191,707	336,052	535,468

28. Loans and borrowings and lease liabilities (cont'd)

(a) On 26 February 2020, a direct subsidiary, Vena Energy Capital Pte. Ltd. ("Euro Medium Term Note Issuer"), issued US$325,000,000 3.133% per annum notes (the "US$325 million Notes") due in 2025 listed on Singapore Exchange Securities Trading Limited ("SGX-ST") under a $1 billion Global Medium Term Note Programme (the "Notes Programme"). The US$325 million Notes bear interest at the rate of 3.133% per annum from and including 26 February 2020, and interest will be payable semi-annually in arrears on 26 February and 26 August in each year, commencing on 26 August 2020.

On 8 July 2021, the Euro Medium Term Note Issuer issued US$175,000,000 3.133% per annum notes (the "US$175 million Notes") due in 2025 listed on SGX-ST under the Notes Programme. The US$175 million Notes were issued at a premium for a total consideration of US$178,638,250. The US$175 million Notes are to be consolidated and form a single series with the US$325 million Notes (collectively, the "Notes"). The Notes bear interest at the rate of 3.133% per annum from and including 26 February 2021, and interest will be payable semi-annually in arrears on 26 February and 26 August in each year, commencing on 26 August 2021. The Notes mature on 26 February 2025.

Proceeds from the Notes issuance were allocated to the Company, VETHPL and Zenith Japan Holdings Ltd ("ZJH") (as trustee of ZJHT) through intercompany loans.

The Company together with VETHPL and ZJH (as trustee for ZJHT) jointly and severally act as guarantors for Vena Energy Capital Pte. Ltd. for the Notes Programme. The due and punctual payment of all sums payable by Vena Energy Capital Pte. Ltd. from time to time in respect of the Notes will be unconditionally and irrevocably guaranteed on a joint and several basis by the guarantors.

(b) The loan from Euro Medium Term Note issuer is payable on a semi-annual basis and will mature on 26 February 2025.

(c) Project finance debts are entered with reputable financial institutions by respective Group entities and are repayable on a quarterly basis with maturity date from 2025 to 2042 (2023: 2023 to 2044). The interest rates on these borrowings consist of fixed rates and floating rates.

Project finance debts are secured over the assets of the Group.

28. Loans and borrowings and lease liabilities (cont'd)

The below table show the notional amount of outstanding loans and borrowings not including transaction costs.

Gross debt

	Group		Company	
	2024	**2023**	**2024**	**2023**
	US$'000	US$'000	US$'000	US$'000
Non-current				
Project finance debts	2,001,537	2,207,479	–	–
Euro Medium Term Note	–	500,000	–	–
Loan from Euro Medium Term Note Issuer	–	–	–	372,842
External party loan	2,262	2,333	–	–
	2,003,799	2,709,812	–	372,842
Current				
Project finance debts	335,985	208,384	–	–
External party loan	2,480	2,480	–	–
Euro Medium Term Note	480,000	–	–	–
Loan from Euro Medium Term Note Issuer	–	–	325,630	–
Loan from related parties	–	5,973	–	5,973
Loan from subsidiaries	–	–	9,315	156,312
Bank overdraft	449	–	–	–
	818,914	216,837	334,945	162,285
	2,822,713	2,926,649	334,945	535,127

28. Loans and borrowings and lease liabilities (cont'd)

Information about the Group's and the Company's exposure to interest rate, foreign currency and liquidity risks is included in Note 31.

Terms and conditions of loans and borrowings are as follows:

Group	Currency	Year of maturity	Principal amount 2024	Principal amount 2023	Nominal interest rate 2024	Nominal interest rate 2023
			$'000	$'000	%	%
Project finance debt	AUD	2025	86,002	99,032	BBSY+1.7	BBSY+1.7
Project finance debt	AUD	2027	35,587	39,760	BBSY+2.3	BBSY+2.3
Project finance debt	AUD	2025	42,330	49,135	BBSY+1.2	BBSY+1.2
Project finance debt	AUD	2027	69,947	77,178	BBSY+1.4	BBSY+1.4
Project finance debt	INR	2035	72,944	79,555	9.4	9.2
Project finance debt	INR	2037	14,126	15,216	8.9	8.9
Project finance debt	INR	2027	12,456	13,653	9.1	9.1
Project finance debt	INR	2027	5,622	7,484	11.3	11.0
Project finance debt	INR	2033	45,063	50,263	8.9	8.7
Project finance debt	INR	2038	41,364	45,940	9.3	9.3-10.2
Project finance debt	INR	2035	16,019	18,741	8.2	8.2
Project finance debt	INR	2037	59,191	64,328	9.1	8.6
Project finance debt	USD	2025	66,810	69,031	7.4	7.4-8.2
Project finance debt	INR	2027	117,751	109,808	3M T-bill+2.0	3M T-bill+2.0
Project finance debt	THB	2027	14,393	23,001	4.2 & MLR-2.8	4.2 & MLR-2.8
Project finance debt	USD	2037	79,290	86,988	5.6	3.9 - 5.7
Project finance debt	USD	2037	13,896	15,231	3.2 - 4.2	3.0 - 5.7
Project finance debt	USD	2037	12,726	13,949	3.4	3.0 - 5.7
Project finance debt	JPY	2034-2042	922,741	1,191,368	3M TIBOR+0.4 to 0.8	3M TIBOR+0.4 to 0.8
Project finance debt	JPY	2038	214,972	40,553	6M TIBOR+0.3 to 1.0	6M TIBOR + 1.1

28. Loans and borrowings and lease liabilities (cont'd)

Group	**Currency**	**Year of maturity**	**Principal amount 2024** $'000	**2023** $'000	**Nominal interest rate 2024** %	**2023** %
Project finance debt	JPY	2027	342,152	244,323	TONAR + 0.8	TONAR + 0.8
Project finance debt	JPY	2038	52,140	61,326	1.9	1.9
External party loan	USD	On demand	2,480	2,480	Interest-free	Interest-free
Loan from a related party	JPY	–	–	5,973	–	7.2
Euro Medium Term Note	USD	2025	480,000	500,000	3.1	3.1
External party loan	KRW	2027-2028	2,262	2,333	5.9	5.9
Bank overdraft	INR	On demand	449	–	8.4-9.0	–
			2,822,713	2,926,649		

Company	**Currency**	**Year of maturity**	**Principal amount 2024** $'000	**2023** $'000	**Nominal interest rate 2024** %	**2023** %
Loan from a related party	JPY	2024	–	5,973	7.2	7.2
Loan from subsidiaries	USD	2025	9,315	12,490	6.6	1.0
Loan from subsidiaries	JPY	2024	–	143,822	1.0	1.0
Loan from Euro Medium Term Note Issuer	JPY	2025	325,630	372,842	0.6 & 2.7	0.6 & 2.7
			334,945	535,127		

28. Loans and borrowings and lease liabilities (cont'd)

Debt covenants

The loans and borrowings contain debt covenants which are tested on a regular basis. A future breach of these covenants may require the Group to repay the loans and borrowings earlier than indicated in the table above. The Group has not breached any debt covenants in the financial years ended 31 December 2024 and 2023, and does not anticipate any difficulty complying with terms under the relevant loans and borrowings in the next 12 months.

As at 31 December 2024, project finance debts amounting to US$2,337.5 million (2023: US$2,415.9 million) has been taken up by the subsidiaries of the Group where these debt obligations have no recourse to the Group.

Leverage ratio

Pursuant to the existing facilities agreement between the Company, VETHPL, ZJHT (collectively, the “Combined Group”) and Credit Agricole Corporate and Investment Bank acting as agent and issuing bank (the “RCF Facility Agreement”), the Combined Group is required to maintain a Leverage Ratio of not more than 9.00:1.00 for each 12-month period ending on 30 June and 31 December. As at 31 December 2024, covenant testing is not yet due. Based on its assessment, the Combined Group expects to be in compliance. The Combined Group has complied with all covenants up to the date of these financial statements.

Pledges for facility agreements

The Group has entered into several facilities agreements with various financial institutions. Under these agreements, these financial institutions provide project finance debts of US$2,337.5 million (2023: US$2,415.9 million) to the Group on a combination of fixed and floating rates.

The obligations of the Group to the banks are collateralised by the pledges of all the shares of the project entities and liens on and security interests in substantially all of the project entities' assets, its rights under various agreements, all of the project entities' revenues and all insurance proceeds payable to the project entities and require the project entities to comply with various administrative requirements.

28. Loans and borrowings and lease liabilities (cont'd)

The Group's assets directly pledged in relation to the facilities agreements are as disclosed in Notes 14, 16 and 25 of the financial statements. The indirect pledge over the Group's consolidated net assets as at reporting date, as a result of the shares of the project entities being pledged, are as follows:

	2024	**2023**
	US$'000	US$'000
Project entities' contribution to the net assets of the Group	536,042	660,575

<u>Stand-by letter of credit</u>

As at 31 December 2024, the Group has obtained stand-by letters of credit ("SBLC"):

- US$380.2 million (2023: US$349.7 million) which expires over the period from February 2025 to March 2031. The SBLC bears an interest of 0.9% to 1.0% (2023: 0.9% to 1.0%) per annum.
- US$3.9 million (2023: $1.8 million) with no maturity. The SBLC bears an interest of 0.8% (2023: 0.8%) per annum.

28. Loans and borrowings and lease liabilities (cont'd)

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

<u>Group</u>	Project finance debts US$'000	Working capital loans[1] US$'000	Loan from a related party US$'000	Interest payable US$'000	Euro Medium Term Note US$'000	Lease liabilities US$'000	Total US$'000
Balance at 1 January 2024	2,381,477	4,882	5,986	2,071	504,915	292,376	3,191,707
Changes from financing cash flows							
Proceeds	244,926	32,740	–	–	–	–	277,666
Repayment	(117,970)	(33,760)	(5,973)	–	(20,000)	(7,487)	(185,190)
Transaction costs	(5,015)	–	–	–	–	–	(5,015)
Interest paid	(77,660)	(151)	(156)	(5,488) [2]	(15,602)	(3,244)	(102,301)
Total changes from financing cash flows	44,281	(1,171)	(6,129)	(5,488)	(35,602)	(10,731)	(14,840)
Effect of exchange rate changes	(158,023)	188	–	(148)	–	(26,320)	(184,303)
Other changes							
New leases	–	–	–	–	–	12,663	12,663
Lease termination	–	–	–	–	–	(10,438)	(10,438)
Partial outward transfer of TK interests resulting in loss of control (Note 17)	(32,301)	–	–	–	–	(14,129)	(46,430)
Interest expense	66,185	151	143	5,414	14,355	3,535	89,783
Other finance costs	4,875	1,379	–	–	1,432	–	7,686
Total other changes	38,759	1,530	143	5,414	15,787	(8,369)	53,264
Balance at 31 December 2024	2,306,494	5,429	–	1,849	485,100	246,956	3,045,828

[1] Working capital loans included revolving credit facilities, working capital loan, external party loan and bank overdraft.
[2] Statement of cash flows includes interest received from derivatives amounting to US$14.9 million.

28. Loans and borrowings and lease liabilities (cont'd)

Reconciliation of movements of liabilities to cash flows arising from financing activities (cont'd)

Group	Project finance debts US$'000	Working capital loans[1] US$'000	Loan from a related party US$'000	Interest payable US$'000	Euro Medium Term Note US$'000	Lease liabilities US$'000	Total US$'000
Balance at 1 January 2023	820,728	22,303	180,620	1,728	504,502	73,617	1,603,498
Changes from financing cash flows							
Proceeds	337,762	422,533	155,039	–	–	–	915,334
Repayment	(142,040)	(431,730)	(106,717)	–	–	(11,889)	(692,376)
Transaction costs	(4,448)	(2,979)	–	–	–	–	(7,427)
Interest paid	(64,695)	(1,261)	(2,085)	(419) [2]	(15,665)	(1,881)	(86,006)
Total changes from financing cash flows	126,579	(13,437)	46,237	(419)	(15,665)	(13,770)	129,525
Effect of exchange rate changes	34,765	(9,032)	(26,000)	131	–	3,307	3,171
Other changes							
New leases	–	–	–	–	–	10,583	10,583
Addition arising from inward transfer of TK interest (Note 17)	1,336,863	–	–	–	–	216,758	1,553,621
Loans settlement[3]	–	–	(196,889)	–	–	–	(196,889)
Other finance costs	7,172	3,980	–	–	1,431	–	12,583
Interest expense	55,370	1,068	2,018	631	14,647	1,881	75,615
Total other changes	1,399,405	5,048	(194,871)	631	16,078	229,222	1,455,513
Balance at 31 December 2023	2,381,477	4,882	5,986	2,071	504,915	292,376	3,191,707

1 Working capital loans included revolving credit facilities, working capital loan and external party loan.

2 Statement of cash flows includes interest received from derivatives amounting to US$8.4 million.

3 In September 2023, the Company entered into an offsetting arrangement with ZJHT to partially offset the loans payable to ZJHT of US$196.9 million with its loans receivable from ZJHT of US$154.7 million. The outstanding loans payable of US$42.2 million were settled by the shareholder of the Company through issuance of share capital.

28. Loans and borrowings and lease liabilities (cont'd)

Reconciliation of movements of liabilities to cash flows arising from financing activities (cont'd)

	Revolving credit facilities US$'000	Loan from related parties US$'000	Loan from Euro Medium Term Note Issuer US$'000	Loan from subsidiaries US$'000	Total US$'000
<u>**Company**</u>					
Balance at 1 January 2024	–	5,986	373,035	156,447	535,468
Changes from financing cash flows					
Proceeds	32,291	–	–	11,646	43,937
Repayment	(33,760)	(5,973)	(13,576)	(37,644)	(90,953)
Interest paid	(151)	(156)	(3,927)	(710)	(4,944)
Total changes from financing cash flows	(1,620)	(6,129)	(17,503)	(26,708)	(51,960)
Effect of exchange rate changes	1,469	–	(33,347)	(11,587)	(43,465)
Other changes					
Loans settlement[1]	–	–	–	(109,425)	(109,425)
Interest expense	151	143	3,840	628	4,762
Other finance costs	–	–	672	–	672
Total other changes	151	143	4,512	(108,797)	(103,991)
Balance at 31 December 2024	–	–	326,697	9,355	336,052

[1] In June 2024, the Company's wholly-owned subsidiary, APAC Renewable Investments Pte. Ltd., ("APAC") repurchased 109.4 million ordinary shares from the Company at a price of US$1.00 per share, totaling US$109.4 million. The purchase consideration was fully settled through a set-off against an outstanding US$109.4 million loan payable to the subsidiary.

28. Loans and borrowings and lease liabilities (cont'd)

Reconciliation of movements of liabilities to cash flows arising from financing activities (cont'd)

	Revolving credit facilities US$'000	Loan from related parties US$'000	Loan from Euro Medium Term Note Issuer US$'000	Loan from subsidiaries US$'000	Total US$'000
Company					
Balance at 1 January 2023	13,808	180,620	211,480	22,490	428,398
Changes from financing cash flows					
Proceeds	420,240	155,039	–	136,668	711,947
Repayment	(425,708)	(106,717)	–	(10,000)	(542,425)
Transaction costs	(2,979)	–	–	–	(2,979)
Interest paid	(1,068)	(2,085)	(2,309)	(47)	(5,509)
Total changes from financing cash flows	(9,515)	46,237	(2,309)	126,621	161,034
Effect of exchange rate changes	(9,272)	(26,000)	(7,551)	7,211	(35,612)
Other changes					
Loans settlement[1]	–	(196,889)	167,918	–	(28,971)
Interest expense	1,068	2,018	2,826	125	6,037
Other finance costs	3,911	–	671	–	4,582
Total other changes	4,979	(194,871)	171,415	125	(18,352)
Balance at 31 December 2023	–	5,986	373,035	156,447	535,468

[1] In September 2023, the Company entered into an offsetting arrangement with ZJHT to partially offset the loans payable to ZJHT of US$196.9 million with its loans receivable from ZJHT of US$154.7 million. The outstanding loans payable of US$42.2 million were settled by the shareholder of the Company through issuance of share capital.

29. Asset retirement obligation

	Group	
	2024	**2023**
	US$'000	US$'000
At 1 January	76,061	10,831
Additions arising from inward transfer of TK interests (Note 17)	–	59,973
Partial outwards transfer of TK interests resulting in loss of control (Note 17)	(1,254)	–
Provision made during the year	6,645	4,252
Interest expense from unwinding of discount	856	514
Effect of exchange rate changes	(6,607)	491
At 31 December	75,701	76,061

The Group has recorded asset retirement obligation primarily associated with the estimated cost to reinstate sites involved in power generation.

Due to the long-term nature of the liability, the greatest uncertainty in estimating the provision is the costs that will be incurred. In particular, the Group has assumed that the site will be restored using technology and materials that are available currently. The provision has been calculated using a discount rate of 0.7% - 4.4% (2023: 0.7% - 4.4%), which is the risk-free rate in the jurisdiction of the liability. The management expects cash outflows between 17 to 26 years after the commissioning of the power plants.

As at 31 December 2024, out of the carrying amount of US$75.7 million (2023: US$76.1 million), US$60.6 million (2023: US$63.1 million) is included in the carrying amount of asset retirement obligation ("ARO") which is primarily associated with the estimated cost to reinstate property involved in power generation in Japan.

The following table illustrates the asset retirement obligation for each of Japanese solar project entities have been recorded on respective balance sheets to meet the statutory requirement to accumulate the reserve in accordance with Article 6-2, Item 3(b) of the enforcement regulations for the Act on Special Measures Concerning Promotion of Utilizing Renewable Electric Energy.

The decommissioning reserve arrangement mandates that commercial solar power projects approved under the FIT program ensure the availability of funds required for the eventual dismantling of power generation facilities. This is achieved primarily through an external reserve although certain circumstances might allow an alternative approach such as internal reserve.

This requirement is applicable to capacity exceeding 10 kW. The initiation of this arrangement takes place a decade prior to the conclusion of the FIT period. The quantification of the reserve is determined by the multiplication of electricity sales with a predefined standard rate derived from the FIT price. Subsequently, this computed amount is subtracted from the monthly electricity sales revenue.

29. Asset retirement obligation (cont'd)

		Group	
Name of the Japanese Project Entities	**Commencement date**	**METI requirement** JPY'000	**Carrying amount** JPY$'000
2024			
GK NRE Sannan	Sep-25	–	216,051
GK KC-01 Investment	May-29	–	294,676
GK NRE-04 Investment	Nov-27	–	508,972
GK NRE-05 Investment	Mar-27	–	469,645
GK NRE-06 Investment	Aug-27	–	303,372
GK NRE-10 Investment	Jul-31	–	333,585
GK NRE-13 Investment	Dec-26	–	53,731
GK NRE-15 Investment	Oct-27	–	144,506
GK NRE-16 Investment	Apr-26	–	92,265
GK NRE-17 Investment	Sep-26	–	387,513
GK NRE-18 Investment	May-28	–	370,331
GK NRE-19 Investment	Jan-30	–	335,652
GK NRE-20 Investment	Oct-31	–	257,547
GK NRE-21 Investment	Nov-31	–	197,446
GK NRE-23 Investment	Apr-31	–	260,860
GK NRE-24 Investment	Dec-31	–	241,623
GK NRE-25 Investment	Aug-32	–	142,478
GK NRE-29 Investment	Aug-32	–	51,206
GK NRE-32 Investment	Sep-32	–	444,783
GK NRE-36 Investment	Oct-29	–	163,453
GK NRE-37 Investment	Jun-32	–	203,162
GK NRE-39 Investment	Apr -30	–	350,257
GK NRE-41 Investment	Oct-30	–	485,620
GK NRE-42 Investment	Jul-31	–	124,920
GK NRE-44 Investment	Apr-30	–	184,795
KP Energy GK	Sep-29	–	289,874
SEJ 111 GK	Jul-31	–	116,387
Amateras Solar G.K.	Dec-30	–	1,360,899
GK Energy Forest	Nov-35	–	199,284

30. Trade and other payables

	Note	Group 2024 US$'000	Group 2023 US$'000	Company 2024 US$'000	Company 2023 US$'000
Non-current					
Accrued staff costs		1,843	2,574	–	–
Deferred income	(a)	8,074	8,100	–	–
		9,917	10,674	–	–
Current					
Amounts due to:					
- Subsidiaries	(b)	–	–	13,146	11,645
- Related parties	(b)	3,983	455	17	17
- Equity accounted investees		4,631	–	–	–
- Third parties		5,941	9,989	–	–
Trade payables		5,598	20,991	–	–
Payables to EPC contractors		15,532	15,389	–	–
Other tax payable		10,223	17,520	–	–
Accrued operating expenses		32,113	32,973	1,492	2,847
Accrued staff costs		14,376	2,450	–	–
Deferred income		379	241	–	–
		92,776	100,008	14,655	14,509
Total trade and other payables		102,693	110,682	14,655	14,509

Trade payables are non-interest bearing and are generally settled on standard credit terms ranging from 30 to 90 days (2023: 30 to 90 days).

(a) Non-current deferred income pertains to contract liabilities which mainly relates to advanced mobilisation payments received from subsidiaries of ZJHT of US$1.7 million (2023: US$2.0 million), amortised over the contractual period with regards to operations and maintenance agreements.

(b) The amounts due to subsidiaries and related parties are non-trade, unsecured, non-interest bearing and repayable on demand.

31. Financial instruments

Financial risk management

Overview

The Group has exposure to the following risks arising from financial instruments:

- credit risk
- liquidity risk
- market risk

This note presents information about the Group's exposure to each of the above risks, the Group's objectives, policies and processes for measuring and managing risk, and the Group's management of capital.

Risk management framework

The Directors has overall responsibility for the establishment and oversight of the Group's risk management framework. Management is responsible for developing and monitoring the Group's risk management policies. Management reports regularly to the Directors on its activities.

The Group's risk management policies are established to identify and analyse the risks faced by the Group, to set appropriate risk limits and controls, and to monitor risks and adherence to limits. Risk management policies and systems are reviewed regularly to reflect changes in market conditions and the Group's activities. The Group, through its training and management standards and procedures, aims to develop a disciplined and constructive control environment in which all employees understand their roles and obligations.

Credit risk

Credit risk is the risk of financial loss to the Group if a customer or counterparty to a financial instrument fails to meet its contractual obligations and arises principally from the Group's receivables from customers, loan receivables and other receivables.

The carrying amount of financial assets in the statements of financial position represents the Group's and the Company's maximum exposures to credit risk, before taking into account any collateral held. The Group and the Company does not hold any collateral in respect of its financial assets.

Impairment loss on financial assets included in the statement of profit or loss

Trade receivables and accrued revenue

The Group's customers comprise mainly government or quasi-government offtakers of electricity, and a small number of private offtakers. Exposure to credit risk is influenced mainly by the individual characteristics of the offtaker and/or the government entity supporting the offtaker.

Most of the Group's customers have been transacting with the respective Group entities for over 1 year, and no impairment loss has been recognised against these customers.

31. Financial instruments (cont'd)

Financial risk management (cont'd)

Credit risk (cont'd)

Impairment loss on financial assets included in the statement of profit or loss (cont'd)

Trade receivables and accrued revenue (cont'd)

Exposure to credit risk and impairment

A summary of the maximum exposure to credit risk for trade receivables and accrued revenue at the reporting date by geographic region is as follows:

	2024			2023		
	Carrying Amount US$'000	**Not credit-impaired** US$'000	**Credit-impaired** US$'000	**Carrying Amount** US$'000	**Not credit-impaired** US$'000	**Credit-impaired** US$'000
Group						
India	23,577	11,662	11,915	30,740	9,539	21,201
Japan	12,525	12,525	–	13,148	13,148	–
Indonesia	2,197	2,197	–	2,583	2,583	–
Thailand	2,334	2,334	–	6,839	6,839	–
Philippines	9,312	9,312	–	2,952	2,952	–
Australia	3,174	3,174	–	8,620	8,620	–
Total gross carrying amount	53,119	41,204	11,915	64,882	43,681	21,201
Loss allowance	(9,093)	(148)	(8,945)	(9,295)	(142)	(9,153)
	44,026	41,056	2,970	55,587	43,539	12,048

Impairment

At 31 December 2024, the carrying amount of the Group's top five customers amounted to US$39.2 million (2023: US$38.3 million), which accounts for 73.9% (2023: 59.1%) of the balance.

There is no concentration of customers' credit risk at the Company level.

31. Financial instruments (cont'd)

Financial risk management (cont'd)

Credit risk (cont'd)

Expected credit loss assessment for trade receivables and accrued revenue

The Group allocates each exposure to a credit risk grade based on data that is determined to be predictive of the risk of loss (including but not limited to external ratings, audited financial statements, management accounts and cash flow projections and available press information about customers) and applying experienced credit judgement. Credit risk grades are defined using qualitative and quantitative factors that are indicative of the risk of default. Credit risk grades include 'Low', 'Medium' and 'High'.

Exposures within each credit risk grade are segmented by industry and an ECL rate is calculated for each segment.

The following table provides information about the exposure to credit risk and ECLs for trade receivables and accrued revenue as at 31 December:

		Group		
Credit risk grade	**Loss rate** %	**Gross carrying amount** US$'000	**Impairment loss allowance** US$'000	**Credit-impaired**
2024				
Government or government-linked				
Low	0.0*	10,634	–	No
Financial Institution				
Low	0.6	37	–	No
Utilities industry				
Low	0.4	30,533	148	No
High	4.4	11,915	8,945	Yes
		53,119	9,093	

31. Financial instruments (cont'd)

Financial risk management (cont'd)

Credit risk (cont'd)

Expected credit loss assessment for trade receivables and **accrued revenue** ***(cont'd)***

Credit risk grade	Loss rate %	Group Gross carrying amount US$'000	Impairment loss allowance US$'000	Credit-impaired
2023				
Government or government-linked				
Low	0.0*	18,220	–	No
Financial Institution				
Low	0.6	130	–	No
Utilities industry				
Low	0.4	25,331	142	No
High	4.4	21,201	9,153	Yes
		64,882	9,295	

* ECL rate is insignificant and is shown as 0.0% due to rounding.

Movements in allowance for impairment in respect of trade receivables and accrued revenue

The movement in the allowance for impairment in respect of trade receivables and accrued revenue during the year was as follows:

	Group US$'000	Company US$'000
At 1 January 2023	4,990	–
Net impairment loss allowance recognised	4,469	–
Effect of exchange rate changes	(164)	–
At 31 December 2023 and 1 January 2024	9,295	–
Net impairment loss allowance recognised	351	–
Effect of exchange rate changes	(553)	–
At 31 December 2024	9,093	–

31. Financial instruments (cont'd)

Financial risk management (cont'd)

Credit risk (cont'd)

Other receivables

Other receivables comprise mainly balances due from affiliates of the Group to which the Group has provided short term liquidity for strategic purposes.

Most of the Group's counterparties have been transacting with the respective Group entities for over 1 year, and no impairment loss has been recognised against these counterparties.

Expected credit loss assessment for other receivables

The Group allocates each exposure to a credit risk grade based on data that is determined to be predictive of the risk of loss and applying experienced credit judgement. Credit risk grades are defined using qualitative and quantitative factors that are indicative of the risk of default. Credit risk grades include "Low", "Medium" and "High" and loss rate ranges from 0% to 2.5% (2023: 0% to 2.5%)

Exposures within each credit risk grade are segmented by geographic region and an ECL rate is calculated for each segment.

The maximum exposure to credit risk at the reporting date Is the carrying value of other receivables disclosed in Note 24. As of 31 December 2024 and 2023, there were no balances assessed to be credit-impaired. The Group does not require collateral in respect of other receivables.

Movements in allowance for impairment in respect of other receivables

The movement in the allowance for impairment in respect of other receivables during the year was as follows:

	Group US$'000	**Company** US$'000
At 1 January 2023	291	–
Additions arising from inward transfer of TK interests	471	–
Net impairment loss allowance reversed	(607)	–
Effect of exchange rate changes	(40)	–
At 31 December 2023 and 1 January 2024	115	–
Net impairment loss allowance recognised	415	–
Effect of exchange rate changes	(24)	–
At 31 December 2024	506	–

31. Financial instruments (cont'd)

Financial risk management (cont'd)

Credit risk (cont'd)

Loans receivables

Loans receivables comprises mainly balances due from related parties, equity-accounted investees and other affiliates of the Group to which the Group has provided financing for long term strategic purposes.

Most of the Group's counterparties have been transacting with the respective Group Entities for over 1 year, and no impairment loss has been recognised against these counterparties.

Expected credit loss assessment for loans receivables

The Group allocates each exposure to a credit risk grade based on data that is determined to be predictive of the risk of loss and applying experienced credit judgement. Credit risk grades are defined using qualitative and quantitative factors that are indicative of the risk of default. Credit risk grades include "Low", "Medium" and "High" and loss rate of 0.4% (2023: 0.4%).

Exposures within each credit risk grade are segmented by geographic region and an ECL rate is calculated for each segment.

The maximum exposure to credit risk at the reporting date is the carrying value of loans receivables disclosed in Note 21. As of 31 December 2024 and 2023, there were no balances assessed to be credit-impaired. The Group does not require collateral in respect of loans receivables.

Movements in allowance for impairment in respect of loans receivables

The movement in the allowance for impairment in respect of loans receivables during the year was as follows:

	Group US$'000	**Company** US$'000
At 1 January 2023	1,512	–
Net impairment loss allowance reversed	(576)	–
At 31 December 2023 and 1 January 2024	936	–
Net impairment loss allowance recognised	2	–
Effect of exchange rate changes	1	–
At 31 December 2024	939	–

31. Financial instruments (cont'd)

Financial risk management (cont'd)

Credit risk (cont'd)

Cash and bank balances

The Group and the Company held cash and bank balances and restricted cash amounting to US$410.5 million and US$50.9 million at 31 December 2024 (2023: US$493.7 million and US$136.7 million), representing the maximum credit exposure on these assets.

The cash and bank balances are held with bank and financial institution counterparties which are rated BBB- to AAA (2023: BBB- to AAA), based on S&P Global ratings and Aa3 to Aa (2023: Baa3 to Aaa), based on Moody Corporation ratings.

Impairment on cash and bank balances has been measured on the 12-month ECL basis and reflects the short maturities of the exposures. The Group considers that its cash and bank balances have low credit risk based on the external credit ratings of the counterparties and subject to immaterial loss.

Liquidity risk

Risk management policy

Liquidity risk is the risk that the Group will encounter difficulty in meeting the obligations associated with its financial liabilities that are settled by delivering cash or another financial asset. The Group's approach to managing liquidity is to ensure, as far as possible, that it will always have sufficient liquidity to meet its liabilities when due, under both normal and stressed conditions, without incurring unacceptable losses or risking damage to the Group's reputation.

The Group monitors its liquidity risk and maintains a level of cash and bank balances deemed adequate by management to finance the Group's operations and to mitigate the effects of fluctuations in cash flows.

31. Financial instruments (cont'd)

Financial risk management (cont'd)

Liquidity risk (cont'd)

Exposure to liquidity risk

The following are the remaining contractual maturities of financial liabilities. The amounts are gross and undiscounted, and include contractual interest payments and exclude the impact of netting agreements:

	Contractual cash flows US$'000	**12 months or less** US$'000	**1-2 years** US$'000	**2-5 years** US$'000	**More than 5 years** US$'000
Group					
31 December 2024					
Non-derivative financial liabilities					
Bank loans	(2,444,018)	(364,439)	(151,775)	(869,426)	(1,058,378)
Euro Medium Term Note	(487,521)	(487,521)	–	–	–
External party loan	(4,742)	(2,480)	–	(2,262)	–
Lease liabilities	(329,217)	(14,008)	(12,534)	(34,375)	(268,300)
Trade and other payables*	(84,017)	(82,174)	–	(1,843)	–
	(3,349,515)	(950,622)	(164,309)	(907,906)	(1,326,678)
Derivative financial instruments					
Interest rate swaps (net-settled)	(2,978)	(75)	477	(59)	(3,321)
Forward exchange contracts (gross-settled):					
- Outflow	(4,846)	(4,846)	–	–	–
- Inflow	5,213	5,213	–	–	–
Electricity derivatives (net-settled)	(31,508)	(6,196)	(12,766)	(8,964)	(3,582)
	(34,119)	(5,904)	(12,289)	(9,023)	(6,903)
	(3,383,634)	(956,526)	(176,598)	(916,929)	(1,333,581)

* Excludes non-financial liabilities

31. Financial instruments (cont'd)

Financial risk management (cont'd)

Liquidity risk (cont'd)

Exposure to liquidity risk (cont'd)

	Contractual cash flows US$'000	**12 months or less** US$'000	**1-2 years** US$'000	**2-5 years** US$'000	**More than 5 years** US$'000
Group					
31 December 2023					
Non-derivative financial liabilities					
Bank loans	(2,500,712)	(224,344)	(258,356)	(742,566)	(1,275,446)
Euro Medium Term Note	(523,660)	(15,827)	(507,833)	–	–
Loan from a related party	(6,416)	(6,416)	–	–	–
External party loan	(5,293)	(2,686)	(137)	(2,470)	–
Lease liabilities	(351,503)	(14,610)	(12,927)	(36,990)	(286,976)
Trade and other payables*	(82,247)	(82,247)	–	–	–
	(3,469,831)	(346,130)	(779,253)	(782,026)	(1,562,422)
Derivative financial instruments					
Interest rate swaps (net-settled)	(4,744)	(863)	–	(745)	(3,136)
Forward exchange contracts (gross-settled):					
- Outflow	(4,068)	(4,068)	–	–	–
- Inflow	3,959	3,959	–	–	–
Electricity derivatives (net-settled)	(74,657)	(11,004)	(18,446)	(27,614)	(17,593)
	(79,510)	(11,976)	(18,446)	(28,359)	(20,729)
	(3,549,341)	(358,106)	(797,699)	(810,385)	(1,583,151)

* Excludes non-financial liabilities

31. Financial instruments (cont'd)

Financial risk management (cont'd)

Liquidity risk (cont'd)

Exposure to liquidity risk (cont'd)

	Contractual cash flows US$'000	**12 months or less** US$'000	**1-2 years** US$'000	**2-5 years** US$'000
Company				
31 December 2024				
Non-derivative financial liabilities				
Loan from subsidiaries	(9,944)	(9,944)	–	–
Loan from Euro Medium Term Note Issuer	(327,515)	(327,515)	–	–
Trade and other payables*	(14,655)	(14,655)	–	–
	(352,114)	(352,114)	–	–
Derivative financial instruments				
Forward exchange contracts (gross-settled):				
- Outflow	(4,846)	(4,846)	–	–
- Inflow	5,213	5,213	–	–
	367	367	–	
	(351,747)	(351,747)	–	

31. Financial instruments (cont'd)

Financial risk management (cont'd)

Liquidity risk (cont'd)

Exposure to liquidity risk (cont'd)

	Contractual cash flows US$'000	12 months or less US$'000	1-2 years US$'000	2-5 years US$'000
Company				
31 December 2023				
Non-derivative financial liabilities				
Loan from a related party	(6,416)	(6,416)	–	–
Loan from subsidiaries	(158,010)	(158,010)	–	–
Loan from Euro Medium Term Note Issuer	(377,412)	(3,917)	(373,495)	–
Trade and other payables*	(14,509)	(14,509)	–	–
	(556,347)	(182,852)	(373,495)	–
Derivative financial instruments				
Forward exchange contracts (gross-settled):				
- Outflow	(4,068)	(4,068)	–	–
- Inflow	3,959	3,959	–	–
	(109)	(109)	–	–
	(556,456)	(182,961)	(373,495)	–

* Excludes non-financial liabilities

Market risk

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

31. Financial instruments (cont'd)

Financial risk management (cont'd)

Market risk (cont'd)

Currency risk

The Group is exposed to foreign currency risk on transactions that are denominated in currencies other than the functional currency of the Group entities.

The Group ensures that the net exposure to foreign currency risk is monitored on an ongoing basis and the Group endeavours to keep the net exposure at an acceptable level.

The Group enters into foreign currency forward contracts and cross currency swaps (as disclosed in Note 22) to manage its foreign currency cash flows.

Exposure to currency risk

The summary of quantitative data about the Group's exposure to currency risk as reported to the management of the Group is as follows:

	JPY	AUD	KRW	USD
	US$'000	US$'000	US$'000	US$'000
Group				
2024				
Cash and bank balances	35,054	37	–	–
Trade and other receivables	–	–	16,746	–
Derivative assets	134,668	–	–	–
Loan receivables	70,733	–	–	4,645
Loans and borrowings	(1,000)	–	–	–
Trade and other payables	–	(74)	–	–
Net exposure	239,455	(37)	16,746	4,645
2023				
Cash and bank balances	23,942	88	–	–
Derivative assets	91,085	–	–	–
Loan receivables	126,986	–	13,391	–
Loans and borrowings	(7,194)	–	(2,333)	–
Trade and other payables	–	–	(80)	–
Net exposure	234,819	88	10,978	

31. Financial instruments (cont'd)

Financial risk management (cont'd)

Market risk (cont'd)

Currency risk (cont'd)

	JPY US$'000	**AUD** US$'000	**SGD** US$'000
Company			
2024			
Cash and bank balances	33,483	37	78
Loan receivables	52,159	5,498	–
Trade and other receivables	–	–	378
Loans and borrowings	(326,809)	–	–
Trade and other payables	–	(74)	(12,654)
Net exposure	(241,167)	5,461	(12,198)
2023			
Cash and bank balances	22,381	88	–
Loan receivables	103,985	–	–
Loans and borrowings	(523,997)	–	–
Trade and other payables	(13)	–	–
Net exposure	(397,644)	88	–

Sensitivity analysis

A 5% strengthening of the respective currencies against the functional currencies of the Group entities at the reporting date would increase/(decrease) profit or loss before tax by the amounts shown below. This analysis assumes that all other variables, in particular interest rates, remain constant.

	Group (Loss)/profit before tax		**Company** Profit before tax	
	2024 US$'000	**2023** US$'000	**2024** US$'000	**2023** US$'000
31 December 2024				
JPY (5% strengthening)	11,973	11,741	(12,058)	(19,882)
AUD (5% strengthening)	(2)	4	273	4
SGD (5% strengthening)	–	–	(610)	–
KRW (5% strengthening)	837	549	–	–
USD (5% strengthening)	232	–	–	–

In the case of a 5% weakening of the dollar against the respect currencies, the effects are equal but with an opposite effect.

31. Financial instruments (cont'd)

Financial risk management (cont'd)

Market risk (cont'd)

Interest rate risk

Interest rate risk refers to the risk faced by the Group as a result of fluctuations in interest rates. The Group manages some of its cash flow interest rate risk by using floating-to-fixed interest rate swaps. Such interest rate swaps have the economic effect of converting borrowings from floating rates to fixed rates. Generally, the Group raises long-term borrowings at floating rates and swaps them into fixed rates that are lower than those available if the Group borrowed at fixed rates directly.

Managing interest rate benchmark reform and associated risks

Overview

A fundamental reform of major interest rate benchmarks is being undertaken globally, including the replacement of some interbank offered rates ("IBORs") with alternative nearly risk-free rates (referred to as 'interest rate benchmark reform'). The Group has exposures to IBORs on its financial instruments that will be replaced or reformed as part of these market-wide initiatives. The Group's main IBOR exposure at 31 December 2024 was indexed to Tokyo IBOR ("TIBOR") and Bank bill swap bid rate ("BBSY").

The Director monitors and manages the Group's transition to alternative rates. The Board evaluates the extent to which contracts reference IBOR cash flows, whether such contracts will need to be amended as a result of interest rate benchmark reform and how to manage communication about interest rate benchmark reform with counterparties.

Non-derivative financial liabilities

JBA TIBOR Administration ("JBATA") announced that it would consult on its intention to retain the Japanese Yen TIBOR benchmark rate. After conducting a public consultation, JBATA has decided to continue to publish all tenors of the Japanese yen TIBOR going forward. The Group expects that Japanese Yen TIBOR will continue to exist as a benchmark rate for the foreseeable future. The total notional amounts of the Japanese Yen TIBOR indexed loans and borrowings as at 31 December 2024 are US$1,137.7 million (2023: US$1,231.9 million) (Note 28).

The Australian Securities and Investments Commission and the Reserve Bank of Australia have stated that BBSW remains a robust benchmark, and hence there are no current plans to discontinue its use. Since BBSY is directly derived from the BBSW benchmark, the robustness and continued use of the primary BBSW benchmark suggests that the BBSY benchmark is also likely to be maintained without any plans for discontinuation. The total notional amounts of the BBSY indexed loans and borrowings as at 31 December 2024 are US$233.9 million (2023: US$265.1 million) (Note 28).

31. Financial instruments (cont'd)

Financial risk management (cont'd)

Market risk (cont'd)

Interest rate risk (cont'd)

Exposure to interest rate risk

At the reporting date, the variable rate interest-bearing financial assets and liabilities that are subject to interest rate risk were as follows:

	Group Notional amount		Company Notional amount	
	2024	**2023**	**2024**	**2023**
	US$'000	US$'000	US$'000	US$'000
Fixed rate instruments				
Financial assets	96,490	150,994	65,414	129,319
Financial liabilities	(1,221,313)	(1,328,090)	(334,945)	(535,127)
Cross currency swaps	480,000	500,000	–	–
Variable rate instruments				
Financial liabilities	(1,845,875)	(1,874,158)	–	–
Interest rate swaps	1,713,382	1,764,350	–	–

Cash flow sensitivity analysis for variable rate instruments

At 31 December 2024, if USD interest rates had been 100 basis points lower/higher, the Group's profit or loss before tax would have been US$1.3 million (2023: US$1.1 million) lower/higher.

This analysis arose mainly as a result of lower/higher interest expense on variable rate instruments and assumes that all other variables, in particular foreign currency exchange rates, remain constant.

Fair value sensitivity analysis for fixed rate instruments

The Group accounts for fixed rate derivative assets and liabilities at fair value through profit or loss. A change of 100 basis points in interest rates would have increased or decreased equity by approximately US$0.01 million (2023: US$0.02 million) for the Group. This analysis assumes that all other variables, in particular foreign currency exchange rates, remain constant.

31. Financial instruments (cont'd)

Capital management

The Group's objective in managing capital is to ensure a stable and strong capital base to maximise returns for its shareholder.

The Group defines capital as including all components of equity. The Group's capital structure is regularly reviewed and managed in accordance with the capital management practices of the Group. Adjustments are made to the capital structure in light of changes in economic conditions affecting the Group, to the extent that these do not conflict with the Director's fiduciary duties towards the Group.

32. Fair value of financial instruments

Fair value measurement

Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date in the principal or, in its absence, the most advantageous market to which the Group has access at that date. The fair value of a liability reflects its non-performance risk.

When available, the Group measures the fair value of an instrument using the quoted price in an active market for that instrument. A market is regarded as active if transactions for the asset or liability take place with sufficient frequency and volume to provide pricing information on an ongoing basis. The Group measures instruments quoted in an active market at mid-price.

If there is no quoted price in an active market, then the Group uses valuation techniques that maximise the use of relevant observable inputs and minimise the use of unobservable inputs. The chosen valuation technique incorporates all of the factors that market participants would take into account in pricing a transaction.

The Group recognises transfers between levels of the fair value hierarchy as at the end of the reporting period during which the change has occurred.

32. Fair value of financial instruments (cont'd)

Fair value measurement (cont'd)

The Group measures fair values using the following fair value hierarchy that reflects the significance of the inputs used in making the measurements.

- Level 1: Inputs that are quoted market prices (unadjusted) in active markets for identical instruments.

- Level 2: Inputs other than quoted prices included within Level 1 that are observable either directly (i.e. as prices) or indirectly (i.e. derived from prices). This category includes instruments valued using: quoted market prices in active markets for similar instruments; quoted prices for identical or similar instruments in markets that are considered less than active; or other valuation techniques in which all significant inputs are directly or indirectly observable from market data.

- Level 3: Inputs that are unobservable. This category includes all instruments for which the valuation technique includes inputs not based on observable data and the unobservable inputs have a significant effect on the instrument's valuation. This category includes instruments that are valued based on quoted prices for similar instruments but for which significant unobservable adjustments or assumptions are required to reflect differences between the instruments.

32. Fair value of financial instruments (cont'd)

Accounting classification and fair value

The table below summarises the classification of the financial assets and liabilities of the Group. It does not include fair value information for financial assets and financial liabilities not measured at fair value if the carrying amount is a reasonable approximation of fair value. Additionally, it excludes fair value information for lease liabilities as it is not required. At the reporting date, the fair values of trade and other receivables, cash and bank balances, restricted cash and trade and other payables are equivalent to the carrying amounts shown in the statement of financial position due to the short-term maturity of these financial instruments.

		Carrying amount					**Fair value**			
Group	**Note**	**Mandatorily at FVTPL**	**Designated at FVOCI**	**Amortised cost**	**Other financial liabilities**	**Total**	**Level 1**	**Level 2**	**Level 3**	**Total**
		US$'000	US$'000	US$'000	US$'000	US$'000	US$'000	US$'000	US$'000	US$'000
31 December 2024										
Loans receivables	21	–	–	113,662	–	113,662	–	114,714	–	114,714
Trade and other receivables*	24	–	–	88,161	–	88,161				
Other investments	19	–	15,362	–	–	15,362	–	–	15,362	15,362
Electricity derivatives	22	35,125	–	–	–	35,125	–	–	35,125	35,125
Forward exchange contract	22	367	–	–	–	367		367	–	367
Cross currency swaps	22	144,804	–	–	–	144,804	–	144,804	–	144,804
Interest rate swaps	22	32,407	–	–	–	32,407	–	32,407	–	32,407
Cash and bank balances	25	–	–	410,543	–	410,543				
Restricted cash	25	–	–	50,886	–	50,886				
		212,703	15,362	663,252	–	891,317				

32. Fair value of financial instruments (cont'd)

Accounting classification and fair value (cont'd)

Group	Note	Carrying amount: Mandatorily at FVTPL	Designated at FVOCI	Amortised cost	Other financial liabilities	Total	Fair value: Level 1	Level 2	Level 3	Total
		US$'000	US$'000	US$'000	US$'000	US$'000	US$'000	US$'000	US$'000	US$'000
31 December 2024										
Loans and borrowings	28	–	–	–	(2,798,872)	(2,798,872)	–	(2,830,312)	–	(2,830,312)
Electricity derivatives	22	(66,633)	–	–	–	(66,633)	–	–	(66,633)	(66,633)
Interest rate swaps	22	(2,552)	–	–	–	(2,552)	–	(2,552)	–	(2,552)
Trade and other payables*	30	–	–	–	(84,017)	(84,017)				
		(69,185)	–	–	(2,882,889)	(2,952,074)				

* Excludes non-financial assets and liabilities

32. Fair value of financial instruments (cont'd)

Accounting classification and fair value (cont'd)

		Carrying amount					Fair value			
Group	**Note**	**Mandatorily at FVTPL** US$'000	**Designated at FVOCI** US$'000	**Amortised cost** US$'000	**Other financial liabilities** US$'000	**Total** US$'000	**Level 1** US$'000	**Level 2** US$'000	**Level 3** US$'000	**Total** US$'000
31 December 2023										
Loans receivables	21	–	–	161,574	–	161,574	–	163,305	–	163,305
Trade and other receivables*	24	–	–	81,023	–	81,023				
Other investments	19	–	7,778	–	–	7,778	–	–	7,778	7,778
Electricity derivatives	22	34,420	–	–	–	34,420	–	–	34,420	34,420
Cross currency swaps	22	100,377	–	–	–	100,377	–	100,377	–	100,377
Interest rate swaps	22	19,752	–	–	–	19,752	–	19,752	–	19,752
Cash and bank balances	25	–	–	442,387	–	442,387				
Restricted cash	25	–	–	51,275	–	51,275				
		154,549	7,778	736,259	–	898,586				

32. Fair value of financial instruments (cont'd)

Accounting classification and fair value (cont'd)

		Carrying amount					Fair value			
Group	**Note**	**Mandatorily at FVTPL**	**Designated at FVOCI**	**Amortised cost**	**Other financial liabilities**	**Total**	**Level 1**	**Level 2**	**Level 3**	**Total**
		US$'000	US$'000	US$'000	US$'000	US$'000	US$'000	US$'000	US$'000	US$'000
31 December 2023										
Loans and borrowings	28	–	–	–	(2,899,331)	(2,899,331)	–	(2,927,154)	–	(2,927,154)
Electricity derivatives	22	(93,917)	–	–	–	(93,917)	–	–	(93,917)	(93,917)
Interest rate swaps	22	(4,168)	–	–	–	(4,168)	–	(4,168)	–	(4,168)
Forward exchange contracts	22	(109)	–	–	–	(109)	–	(109)	–	(109)
Trade and other payables*	30	–	–	–	(84,821)	(84,821)				
		(98,194)	–	–	(2,984,152)	(3,082,346)				

* Excludes non-financial assets and liabilities

32. Fair value of financial instruments (cont'd)

Accounting classification and fair value (cont'd)

Company	Note	Carrying amount Mandatorily at FVTPL US$'000	 Amortised cost US$'000	 Other financial liabilities US$'000	 Total US$'000	Fair value Level 1 US$'000	 Level 2 US$'000	 Level 3 US$'000	 Total US$'000
31 December 2024									
Loans receivables	21	–	65,552	–	65,552	–	65,552	–	65,552
Forward exchange contracts	22	367	–	–	367	–	367	–	367
Trade and other receivables	24	–	1,412	–	1,412				
Cash and bank balances	25	–	69,172	–	69,172				
		367	136,136	–	136,503				
Loans and borrowings	28	–	–	(336,164)	(336,164)	–	(336,164)	–	(336,164)
Trade and other payables*	30	–	–	(14,655)	(14,655)				
		–	–	(350,819)	(350,819)				

32. Fair value of financial instruments (cont'd)

Accounting classification and fair value (cont'd)

		Carrying amount				Fair value			
Company	**Note**	**Mandatorily at FVTPL** US$'000	**Amortised cost** US$'000	**Other financial liabilities** US$'000	**Total** US$'000	**Level 1** US$'000	**Level 2** US$'000	**Level 3** US$'000	**Total** US$'000
31 December 2023									
Loans receivables	21	–	133,479	–	133,479	–	133,479	–	133,479
Trade and other receivables	24	–	337	–	337				
Cash and bank balances	25	–	45,600	–	45,600				
		–	179,416	–	179,416				
Loans and borrowings	28	–	–	(535,468)	(535,468)	–	(535,468)	–	(535,468)
Forward exchange contracts	22	(109)	–	–	(109)	–	(109)	–	(109)
Trade and other payables*	30	–	–	(14,509)	(14,509)				
		(109)	–	(549,977)	(550,086)				

* Excludes non-financial assets and liabilities

32. Fair value of financial instruments (cont'd)

Valuation techniques and significant unobservable inputs

The following tables show the valuation techniques used in measuring Level 2 and Level 3 fair values, as well as the significant unobservable inputs used.

Financial instruments measured at fair value

Type	Valuation technique	Significant unobservable inputs	Inter-relationship between key unobservable inputs and fair value measurement
Group			
Other investments: Equity investments – at FVTPL and FVOCI	*Discounted cash flows:* The valuation model considers the present value of expected cash flows from the projects, discounted using a risk-adjusted discount rate.	Discount rate	The estimated fair value would increase (decrease) if the discount rate was lower (higher)
Electricity derivatives	*Discounted cash flows:* The valuation model considers the present value of expected payment, discounted using a risk-adjusted discount rate. The expected payment is determined by considering the expectation of spot rates for the duration of the contract.	Electricity Spot rates Discount rate	The estimated fair value would increase/(decrease) if: • The electricity spot rate was lower/(higher) • The discount rate was lower/(higher)

32. Fair value of financial instruments (cont'd)

Valuation techniques and significant unobservable inputs (cont'd)

Financial instruments measured at fair value (cont'd)

Type	Valuation technique	Significant unobservable inputs	Inter-relationship between key unobservable inputs and fair value measurement
Group			
Interest rate swaps	*Swap models:* The fair value is calculated as the present value of the estimated future cash flows. Estimates of future floating-rate cash flows are based on quoted swap rates, futures prices and interbank borrowing rates. Estimated cash flows are discounted using a yield curve constructed from similar sources and which reflects the relevant benchmark interbank rate used by market participants for this purpose when pricing interest rate swaps.	Not applicable.	Not applicable.
Forward exchange contracts	*Forward pricing:* The fair value is determined using quoted forward rates at the reporting date and present value calculations based on yield curves in respective currencies.	Not applicable.	Not applicable.
Cross currency swaps	*Swap models*: Cross currency swaps are measured using quoted forward exchange rates and yield curves from quoted interest rates of the respective currencies, matching maturities of the swaps.	Not applicable.	Not applicable.

32. Fair value of financial instruments (cont'd)

Valuation techniques and significant unobservable inputs (cont'd)

Financial instruments not measured at fair value

Type	Valuation technique
Group	
Loans and borrowings/Loans receivables	*Discounted cash flows:* The valuation model considers the present value of expected payment, discounted using a risk-adjusted discount rate.

Level 3 fair values

The following table shows a reconciliation from the opening balances to the ending balances for Level 3 fair values:

Group 2024	**Equity investments – at FVOCI** US$'000	**Equity investments – at FVTPL** US$'000	**Electricity derivatives** US$'000
Beginning balance	7,778	–	(59,497)
Additions	644	–	–
Unrealised portion of changes in fair value of equity investment recognised in other comprehensive income	7,477	–	–
Ineffective portion of changes in fair value of cash flow hedge recognised in profit or loss	–	–	(8,667)
Effective portion of changes in fair value of cash flow hedge recognised in OCI, net	–	–	12,142
Net change in fair value of cash flow hedge reclassified to profit or loss	–	–	21,256
Remeasurement of previously held interest (Note 17)	–	–	–
Foreign currency translation recognised in OCI	(537)	–	3,258
Ending balance	15,362	–	(31,508)

32. Fair value of financial instruments (cont'd)

Valuation techniques and significant unobservable inputs (cont'd)

Level 3 fair values (cont'd)

Group 2023	Equity investments – at FVOCI US$'000	Equity investments – at FVTPL US$'000	Electricity derivatives US$'000
Beginning balance	–	39,007	9,037
Reclassification [1]	39,007	(39,007)	–
Additions	313	–	–
Unrealised portion of changes in fair value of equity investment recognised in other comprehensive income	(13,636)	–	–
Ineffective portion of changes in fair value of cash flow hedge recognised in profit or loss	–	–	5,819
Effective portion of changes in fair value of cash flow hedge recognised in OCI, net	–	–	(63,251)
Net change in fair value of cash flow hedge reclassified to profit or loss	–	–	(11,436)
Remeasurement of previously held interest (Note 17)	(17,950)	–	–
Foreign currency translation recognised in OCI	44	–	334
Ending balance	7,778	–	(59,497)

[1] Arising from the transfer of inward TK interests as disclosed in Note 17, the Group reviewed its business strategy of the equity investments and deemed that these investments are not held-for-trading but for long-term investments. Accordingly, the equity investments previously measured at FVTPL had been reclassified to equity investments at FVOCI at the beginning of the reporting period.

Sensitivity analysis

Equity Investments – at FVTPL

As at 31 December 2024 and 2023, any reasonably possible change to the significant unobservable inputs applied is not likely to have a material impact on the Group's results.

32. Fair value of financial instruments (cont'd)

Valuation techniques and significant unobservable inputs (cont'd)

Level 3 fair values (cont'd)

Electricity derivatives

For the fair values of electricity derivatives, reasonably possible changes at the reporting date to one of the significant unobservable inputs, holding other inputs constant, would have the following effects.

	Increase/(decrease) Profit/(loss) before tax US$'000	Increase/(decrease) Cash flow hedge reserve US$'000
Group		
31 December 2024		
Spot rate		
- 0.1% increase	(1)	391
- 0.1% decrease	1	(391)
Discount rate		
- 0.1% increase	615	(555)
- 0.1% decrease	(615)	555
31 December 2023		
Spot rate		
- 0.1% increase	(19)	78
- 0.1% decrease	19	(78)
Discount rate		
- 0.1% increase	79	(331)
- 0.1% decrease	(79)	331

33. Commitments

Construction agreements

As at 31 December 2024, the commitments for the acquisition of property, plant, and equipment included supply contracts and construction of power plants totaling US$242.0 million (2023: US$249.5 million).

33. Commitments (cont'd)

Acquisitions

Project Yokji

On April 2020, the Group entered into a sale and purchase agreement to acquire 100% of Yokji. A portion of the purchase consideration is contingent upon Yokji achieving certain project milestones.

In May 2021, the Group made the contingent payment amounting to KRW 2,200 million upon the execution of the grid connection agreement and recognised the contingent payment as part of the Group's project-related agreements and licenses in Note 16 Intangible assets.

The Group commits to pay the remaining contingent payments, amounting to KRW 5,000 million, upon the submission of final and effective notice of the commencement of construction work to the competent Governmental Authority in relation to the project.

34. Related parties

Vena Global Group Pte. Ltd. and Vena Energy (Taiwan) Holdings Pte. Ltd. have identical director through the periods presented in these financial statements. Zenith Japan Holdings Ltd (as trustee of Zenith Japan Holdings Trust) is the beneficiary of Zenith Japan Trust acting by its trustee of Zenith Japan Ltd, which has entered into numerous tokumei kumiai arrangements that gives Zenith Japan Trust an economic interest in its subsidiaries' assets in Japan (the "Japanese Assets"). The Japanese Assets have entered into asset management agreements with certain Japanese companies owned by Vena Global Group Pte. Ltd.

As such, the Group has determined Vena Energy (Taiwan) Holdings Pte. Ltd. and its subsidiaries ("VETHPL Group"), Zenith Japan Holdings Trust and its subsidiaries ("ZJHT Group") as related parties in accordance with IAS 24. Accordingly, all mentions of related parties in the financial statements, except as otherwise defined, refer to entities within VETHPL Group and ZJHT Group.

During the year, other than those disclosed elsewhere in the financial statements, there were no other significant transactions with related parties.

35. Non-controlling interests

As at 31 December 2024, the Group's non-controlling interests are attributable to:

a) Prime Energy Capital Co., Ltd. ("PEC") holding fully paid up equity shares in all Thailand-domiciled subsidiaries.

35. Non-controlling interests (cont'd)

b) In 2023, 95% of TK interest were transferred to APAC, a wholly-owned subsidiary of the Company (Note 17).

As a result of the transfer, the following entities were accounted for as subsidiaries of the Group. The Group's economic interests include:

- 37% interest in NRE Hikari Investment Limited Partnership and its subsidiaries, GK NRE-04 Investment, GK NRE-06 Investment and GK NRE-18 Investment (collectively known as "Project Hikari"), with non-controlling interests representing 63%.
- 50% interest in GK Hayabusa and its subsidiaries, GK NRE-05 Investment and GK NRE-19 Investment (collectively known as "Project Hayabusa"), with non-controlling interests representing 50%.
- 96% interest in other Japanese subsidiaries, with non-controlling interests representing 4%.

The following table summarises the financial information relating to the Group's subsidiaries that has material NCI, before any intra-group eliminations.

	2024			
	Project Hayabusa US$'000	**Project Hikari** US$'000	**Japan-others** US$'000	**Thailand** US$'000
Non-current assets	182,701	281,661	2,317,730	305,163
Current assets	8,305	10,672	266,120	26,100
Non-current liabilities	(144,237)	(215,654)	(1,328,259)	(40,298)
Current liabilities	(10,407)	(18,150)	(119,416)	(11,491)
Net assets	36,362	58,529	1,136,175	279,474
Dividends paid by subsidiaries during the year	(1,689)	(11,536)	(43,850)	(9,572)
NCI percentage	49%-51%	63%-64%	4.3%-5.1%	30%
Net assets attributable to NCI	18,433	37,210	48,813	83,843
Revenue	(21,398)	(30,725)	(146,300)	(19,474)
Profit	(5,129)	(5,291)	(30,372)	(6,126)
OCI	4,405	6,416	94,821	(2,077)
Total comprehensive income	(724)	1,125	64,449	(8,203)
Profit allocated to NCI	2,581	3,354	1,368	1,838
OCI allocated to NCI	(2,170)	(4,113)	(4,091)	623

35. Non-controlling interests (cont'd)

	2023			
	Project Hayabusa US$'000	**Project Hikari** US$'000	**Japan-others** US$'000	**Thailand** US$'000
Non-current assets	214,487	324,336	2,419,222	307,277
Current assets	30,581	33,270	396,565	51,741
Non-current liabilities	(169,920)	(254,321)	(1,327,958)	(44,751)
Current liabilities	(11,788)	(26,190)	(108,110)	(13,664)
Net assets	63,360	77,095	1,379,719	300,603
Dividends paid by subsidiaries during the year	(14,435)	(9,245)	(107,683)	(18,835)
NCI percentage	49%-51%	63%-64%	4.3%-5.1%	30%
Net assets attributable to NCI	24,800	43,136	54,654	84,531
Revenue	10,426	20,486	63,725	43,363
Profit	4,468	3,945	16,476	26,433
OCI	403	484	13,642	55
Total comprehensive income	4,871	4,429	30,118	26,488
Profit allocated to NCI	2,265	2,507	708	7,930
OCI allocated to NCI	204	308	586	17

Dividends

The following exempt (one-tier) dividends were declared and paid by subsidiaries to NCI by the Group:

	2024			
	Project Hayabusa US$'000	**Project Hikari**	**Japan-others**	**Thailand** US$'000
Paid by subsidiaries to NCI	845	7,308	1,797	2,874

35. Non-controlling interests (cont'd)

Dividends (cont'd)

	2023			
	Project Hayabusa US$'000	**Project Hikari**	**Japan-others**	**Thailand** US$'000
Paid by subsidiaries to NCI	7,317	5,878	4,627	5,651

36. Contingent liability

Tax dispute

Certain subsidiaries of the Group are involved in a tax dispute, with exposure amounting to approximately US$3.4 million (INR 287 million). An Assessing Officer ("AO") has made the following adjustments to the tax returns of the subsidiary:

- Disallowed interest differential between 9.5%/11% and 15%/10.9% for or non-convertible debentures/rupee denominated bonds ("NCD/RDB"), respectively; and
- Disallowed certain Capex/Opex based expenditure.

These adjustments were deleted by an appellate tribunal. However during the current financial year, the Revenue authorities has submitted an appeal to the Indian High Court, and as at 31 December 2024, the tax litigation remains in progress. Based on external tax and legal advice, management anticipates a favorable outcome for the Group and expects its current tax treatment to be accepted.

37. Subsequent events

Debt refinance and hedge transition

As at 31 December 2024, the Group's Euro Medium Term Note stood at US$480 million, which was used to fund the development of its Japanese assets. The Group hedged its currency exposure using JPY/USD cross currency interest rate swaps ("CCIRS") with a total notional amount of JPY 53.9 billion, effectively converting the USD-denominated Euro Medium Term Note into a synthetic JPY loan.

Upon the Euro Medium Term Note's maturity in February 2025, the associated CCIRS were settled. To replace the matured USD funding and maintain JPY-denominated liabilities, the Group secured a JPY 55 billion Green Term Loan Facility in January 2025, with a two-year tenor and an option to extend for an additional year. The full JPY 55 billion was drawn down to settle mainly the Euro Medium Term Note in February 2025, ensuring continued JPY funding for its Japanese investments.

As part of its risk management strategy, the Group continues applying a net investment hedge to its Japanese subsidiaries. The new JPY Green Term Loan has replaced the matured CCIRS as the designated hedging instrument, ensuring ongoing foreign exchange risk mitigation.

37. Subsequent events (cont'd)

Investment in a subsidiary

From January 2025 to April 2025, the Company subscribed to 59.5 million ordinary shares of US$1.00 each amounting to US$59.5 million in Vena Energy Group Pte. Ltd., a wholly owned subsidiary of the Company.

From January 2025 to April 2025, Vena Energy Group Pte. Ltd., a wholly owned subsidiary of the Company, repurchased a total of 46.1 million ordinary shares of US$1.00 each at a consideration of US$46.1 million from the Company.

38. Authorisation of financial statements

The financial statements for the financial year ended 31 December 2024 were authorised for issue in accordance with a resolution of the Director on 15 May 2025.

Vena Energy Taiwan Holdings Pte. Ltd. and its subsidiaries

Annual Report
For the year ended 31 December 2024

Building a better working world

Vena Energy Taiwan Holdings Pte. Ltd. and its subsidiaries

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Statement by Directors

The directors hereby present their statement to the member together with the audited consolidated financial statements of Vena Energy Taiwan Holdings Pte. Ltd. (the "Company") and its subsidiaries (collectively, the "Group"), and the statement of financial position, statement of profit or loss, statement of comprehensive income, statement of changes in equity and the statement of cash flows of the Company for the financial year ended 31 December 2024.

Opinion of the directors

In the opinion of the directors,

(i) the financial statements comprising the consolidated statement of financial position of the Group and the statement of financial position of the Company as at 31 December 2024, the consolidated statements of profit or loss and comprehensive income, changes in equity and cash flows of the Group, and the statements of profit or loss and comprehensive income, changes in equity and cash flows of the Company for the year then ended, and notes to the financial statements, including material accounting policy information, are drawn up so as to present fairly, in all material respects, the consolidated financial position of the Group and the financial position of the Company as at 31 December 2024, and the consolidated financial performance, changes in equity and cash flows of the Group and the financial performance, changes in equity and cash flows of the Company for the year ended on that date in accordance with the Singapore Financial Reporting Standards (International) ("SFRS(I)") and IFRS Accounting Standards ("IFRS"); and

(ii) at the date of this statement, there are reasonable grounds to believe that the Company will be able to pay its debts as and when they fall due.

Directors

The directors in office at the date of this statement are as follows:

Juan Mas Valor
Nitin Srinivas Apte
Rupert Charles Collinson Hall
Simone Grasso

Arrangements to enable directors to acquire shares or debentures

Neither at the end of, nor at any time during the financial year, was the Company a party to any arrangement whose objects are, or one of whose objects is, to enable the directors of the Company to acquire benefits by means of the acquisition of shares in or debentures of the Company or any other body corporate.

Vena Energy Taiwan Holdings Pte. Ltd. and its subsidiaries

Statement by Directors

Directors' interests

According to the register kept by the Company for the purposes of Section 164 of the Companies Act 1967 (the "Act"), no director who held office at the end of the financial year had interests in shares, debentures, warrants or share options of the Company, or of related corporations, either at the beginning or at the end of the financial year.

Share options

During the financial year, there were:

(i) no options granted by the Company to any person to take up unissued shares in the Company; and

(ii) no shares issued by virtue of any exercise of option to take up unissued shares of the Company.

As at the end of the financial year, there were no unissued shares of the Company under options.

Auditor

Ernst & Young LLP have expressed their willingness to accept re-appointment as auditor.

DocuSigned by:

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Nitin Srinivas Apte
Director

DocuSigned by:

DB4BBC4FD4B94FC...

Rupert Charles Collinson Hall
Director

15 May 2025

To the Member of Vena Energy Taiwan Holdings Pte. Ltd.

Report on the Audit of the Financial Statements

Opinion

We have audited the accompanying financial statements of Vena Energy Taiwan Holdings Pte. Ltd. (the "Company") and its subsidiaries (collectively, the "Group"), which comprise the consolidated statement of financial position of the Group and the statement of financial position of the Company as at 31 December 2024, the consolidated statements of profit or loss and comprehensive income, changes in equity and cash flows of the Group and the statements of profit or loss and comprehensive income, changes in equity and cash flows of the Company for the year then ended, and notes to the financial statements, including material accounting policy information and other explanatory information.

In our opinion, the accompanying financial statements are properly drawn up in accordance with the provisions of the Companies Act, 1967 (the "Act"), Singapore Financial Reporting Standards (International) ("SFRS(I)") and IFRS Accounting Standards ("IFRS") so as to give a true and fair view of the consolidated financial position of the Group and the financial position of the Company as at 31 December 2024, and of the consolidated financial performance, consolidated changes in equity and consolidated cash flows of the Group and the Company's financial performance, changes in equity and cash flows for the year ended on that date.

Basis for opinion

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

Other information

Management is responsible for the other information. The other information comprises the statement by directors set out on page 1 and 2, but does not include the financial statements and our auditor's report thereon.

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

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

Responsibilities of management and the Directors for the financial statements

Management is responsible for the preparation of financial statements in accordance with SFRS(I) and IFRS, and for such internal controls as management determines 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, management is responsible for assessing the Group's ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless management either intends to liquidate the Group or to cease operations, or has no realistic alternative but to do so.

The Directors are responsible for overseeing the Group's and the Company's financial reporting process.

Auditors' responsibilities for the audit of the financial statements

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

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

- Identify and assess the risks of material misstatement of the financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations or the override of internal control.

- Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the Group's internal control.

- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management.

Auditors' responsibilities for the audit of the financial statements (cont'd)

- Conclude on the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Group's ability to continue as a going concern. If we conclude that a material uncertainty exists, then we are required to draw attention in our auditors' report to the related disclosures in the financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditors' report. However, future events or conditions may cause the Group to cease to continue as a going concern.

- Evaluate the overall presentation, structure and content of the financial statements, including the disclosures, and whether the financial statements represent the underlying transactions and events in a manner that achieves fair presentation.

- Plan and perform the group audit to obtain sufficient appropriate audit evidence regarding the financial information of the entities or business units within the group as a basis for forming opinion on the financial statements. We are responsible for the direction, supervision and review of the audit work performed for purposes of the group audit. We remain solely responsible for our audit opinion.

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

Report on other legal and regulatory requirements

In our opinion, the accounting and other records required by the Act to be kept by the Company and by the subsidiary corporations incorporated in Singapore of which we are the auditors have been properly kept in accordance with the provisions of the Act.

Ernst & Young LLP

Public Accountants and
Chartered Accountants
Singapore

15 May 2025

Vena Energy Taiwan Holdings Pte. Ltd. and its subsidiaries

Statements of Profit or Loss
For the year ended 31 December 2024

	Note	Group 2024 US$'000	Group 2023 US$'000	Company 2024 US$'000	Company 2023 US$'000
Revenue	4	86,585	93,092	–	–
Dividend income		–	–	24,703	–
Other income	5	5,853	1,052	–	–
Operating costs	6	(8,839)	(10,365)	(348)	(524)
Other costs of operations	7	(11,521)	(16,191)	–	–
Shared services costs	8	(11,201)	(10,969)	(2,989)	(763)
Management fee		–	(166)	–	–
Development costs	9	(18)	(36)	–	–
Depreciation expense	14, 15	(24,665)	(23,302)	–	–
Amortisation expense	16	(866)	(894)	–	–
Results from operating activities		35,328	32,221	21,366	(1,287)
Finance income	10	2,394	1,625	15	12
Finance costs	10	(15,973)	(16,685)	(1,285)	(1,692)
Change in fair value of financial instruments at fair value through profit or loss ("FVTPL")	11	5,636	687	–	–
Net foreign exchange gain		8,929	7,904	9,411	9,283
Net finance income/(expense)		986	(6,469)	8,141	7,603
Write-off of project costs		–	(85)	–	–
Write-off of property, plant and equipment	14	(1,512)	–	–	–
Share of results of equity-accounted investees, net of tax	18	(842)	(13,592)	–	–
Profit before tax	12	33,960	12,075	29,507	6,316
Tax expense	13	(9,917)	(3,859)	(1)	–
Profit for the year		24,043	8,216	29,506	6,316

The accompanying accounting policies and explanatory notes form an integral part of the financial statements.

Vena Energy Taiwan Holdings Pte. Ltd. and its subsidiaries

Statements of Comprehensive Income
For the year ended 31 December 2024

	Note	Group 2024 US$'000	Group 2023 US$'000	Company 2024 US$'000	Company 2023 US$'000
Profit for the year		24,043	8,216	29,506	6,316
Other comprehensive income ("OCI")					
Items that will not be reclassified subsequently to profit or loss					
Remeasurement of defined benefit plan of equity-accounted investees	18	–	(5)	–	–
		–	(5)	–	–
Items that may be reclassified subsequently to profit or loss					
Foreign currency translation differences		(7,726)	(2,874)	–	–
Foreign currency translation differences of equity-accounted investees	18	(2,027)	(455)	–	–
Other comprehensive income for the year		(9,753)	(3,334)	–	–
Total comprehensive income for the year		14,290	4,882	29,506	6,316

The accompanying accounting policies and explanatory notes form an integral part of the financial statements.

Vena Energy Taiwan Holdings Pte. Ltd. and its subsidiaries

Statements of Financial Position
As at 31 December 2024

	Note	Group		Company	
		2024	**2023**	**2024**	**2023**
		US$'000	US$'000	US$'000	US$'000
ASSETS					
Non-current assets					
Property, plant and equipment	14	384,412	403,285	–	–
Right-of-use assets	15	72,767	76,373	–	–
Intangible assets	16	42,145	44,916	–	–
Investment in subsidiaries	17	–	–	255,827	303,565
Equity-accounted investees	18	32,896	38,022	–	–
Deferred tax assets	19	–	748	–	–
Derivative assets	20	10,016	4,489	–	–
		542,236	567,833	255,827	303,565
Current assets					
Trade and other receivables	21	15,822	23,037	–	9
Prepayments and other assets	22	2,427	5,447	–	–
Cash and bank balances	23	103,398	144,882	89	448
Loan receivables	24	–	5,986	–	–
		121,647	179,352	89	457
Total assets		663,883	747,185	255,916	304,022
Equity					
Equity contribution	25	125,497	125,497	125,497	125,497
Accumulated profits		49,276	31,839	66,870	37,364
Reserves	26	(23,316)	(20,169)	–	–
Total equity		151,457	137,167	192,367	162,861

The accompanying accounting policies and explanatory notes form an integral part of the financial statements.

Vena Energy Taiwan Holdings Pte. Ltd. and its subsidiaries

Statements of Financial Position (cont'd)
As at 31 December 2024

	Note	Group		Company	
		2024	**2023**	**2024**	**2023**
		US$'000	US$'000	US$'000	US$'000
LIABILITIES					
Non-current liabilities					
Loans and borrowings	27	352,067	451,621	50,605	114,113
Lease liabilities	27	81,563	83,556	–	–
Deferred tax liabilities	19	654	–	–	–
Asset retirement obligation	28	7,005	7,002	–	–
Trade and other payables	29	396	271	–	–
		441,685	542,450	50,605	114,113
Current liabilities					
Loans and borrowings	27	37,983	30,039	12,282	3,535
Lease liabilities	27	4,538	4,257	–	–
Trade and other payables	29	25,521	30,470	661	23,513
Current tax liabilities		2,699	2,802	1	–
		70,741	67,568	12,944	27,048
Total liabilities		512,426	610,018	63,549	141,161
Total equity and liabilities		663,883	747,185	255,916	304,022

The accompanying accounting policies and explanatory notes form an integral part of the financial statements.

Vena Energy Taiwan Holdings Pte. Ltd. and its subsidiaries

Consolidated Statement of Changes in Equity
For the year ended 31 December 2024

Group	**Note**	**Equity contribution** US$'000	**Accumulated profits** US$'000	**Reserves** US$'000	**Total equity** US$'000
At 1 January 2024		125,497	31,839	(20,169)	137,167
Profit for the year		–	24,043	–	24,043
Other comprehensive income					
Remeasurement of defined benefit plan of equity-accounted investees	18	–	–	–	–
Foreign currency translation differences		–	–	(7,726)	(7,726)
Foreign currency translation differences of equity-accounted investees	18	–	–	(2,027)	(2,027)
Total comprehensive income for the year		–	24,043	(9,753)	14,290
Others					
Reallocation of profits to legal reserve		–	(6,606)	6,606	–
At 31 December 2024		125,497	49,276	(23,316)	151,457
At 1 January 2023		125,497	25,801	(19,013)	132,285
Profit for the year		–	8,216	–	8,216
Other comprehensive income					
Remeasurement of defined benefit plan of equity-accounted investees	18	–	–	(5)	(5)
Foreign currency translation differences		–	–	(2,874)	(2,874)
Foreign currency translation differences of equity-accounted investees	18	–	–	(455)	(455)
Total comprehensive income for the year		–	8,216	(3,334)	4,882
Others					
Reallocation of profits to legal reserve		–	(2,178)	2,178	–
At 31 December 2023		125,497	31,839	(20,169)	137,167

The accompanying accounting policies and explanatory notes form an integral part of the financial statements.

Vena Energy Taiwan Holdings Pte. Ltd. and its subsidiaries

Statement of Changes in Equity
For the year ended 31 December 2024

Company	**Equity contribution** US$'000	**Accumulated profits** US$'000	**Total** US$'000
At 1 January 2024	125,497	37,364	162,861
Profit for the year representing total comprehensive income	–	29,506	29,506
At 31 December 2024	125,497	66,870	192,367
At 1 January 2023	125,497	31,048	156,545
Profit for the year representing total comprehensive income	–	6,316	6,316
At 31 December 2023	125,497	37,364	162,861

The accompanying accounting policies and explanatory notes form an integral part of the financial statements.

Vena Energy Taiwan Holdings Pte. Ltd. and its subsidiaries

Consolidated Statement of Cash Flows
For the year ended 31 December 2024

Group	**Note**	**2024** US$'000	**2023** US$'000
Cash flows from operating activities			
Profit before tax		33,960	12,075
Adjustments for:			
Depreciation expense	14,15	24,665	23,302
Amortisation expense	16	866	894
Finance costs	10	15,973	16,685
Finance income	10	(2,394)	(1,625)
Write-off of project costs		–	85
Write-off of property, plant and equipment	14	1,512	–
Change in fair value of financial instruments at FVTPL	11	(5,636)	(687)
Unrealised foreign exchange gain		(9,970)	(8,976)
Share of results of equity-accounted investees, net of tax	18	842	13,592
		59,818	55,345
Changes in:			
- Trade and other receivables		6,442	49,488
- Prepayments and other assets		(5,529)	(3,953)
- Trade and other payables		(4,114)	(12,804)
Cash generated from operating activities		56,617	88,076
Tax paid		(8,407)	(4,827)
Net cash generated from operating activities		48,210	83,249
Cash flows from investing activities			
Purchase of property, plant and equipment	(a)	(10,514)	(5,875)
Distribution from equity-accounted investees	18	2,257	1,732
Disbursement of loan to a related party		5,973	(5,972)
Interest received		1,151	654
Net cash generated from/(used in) investing activities		(1,133)	(9,461)

The accompanying accounting policies and explanatory notes form an integral part of the financial statements.

Consolidated Statement of Cash Flows (cont'd)
For the year ended 31 December 2024

Group	**Note**	**2024** US$'000	**2023** US$'000
Cash flows from financing activities			
Proceeds from drawdown of loans and borrowings:			
- Project finance debts	27	–	52,164
- Loan from related parties	27	5,667	31,057
Repayment of loans and borrowings			
- Project finance debts	27	(21,781)	(15,587)
- Loan from related parties	27	(47,340)	(23,226)
Principal repayment of lease liabilities	27	(3,603)	(3,101)
Transaction costs related to loans and borrowings	27	(448)	(54)
Interest paid on:			
- Project finance debts	27	(12,496)	(9,393)
- Loan from Euro Medium Term Note Issuer	27	(165)	(356)
- Lease liabilities	27	(2,518)	(2,546)
Net interest received from derivatives		1,257	958
Deposits unpledged	23	6,809	1,000
Net cash (used in)/generated from financing activities		(74,618)	30,916
Net (decrease)/increase in cash and cash equivalents		(27,541)	104,704
Cash and cash equivalents at 1 January		134,851	27,097
Effect of exchange rate fluctuations on cash held		(7,134)	3,050
Cash and cash equivalents at 31 December	23	100,176	134,851

(a) During the financial year, the Group's addition to property, plant and equipment (Note 14) amounted to US$10.6 million (2023: US$5.9 million), which included the provision for asset retirement obligation of US$0.1 million (2023: US$ Nil).

The accompanying accounting policies and explanatory notes form an integral part of the financial statements.

Statement of Cash Flows
For the year ended 31 December 2024

Company	**Note**	**2024** US$'000	**2023** US$'000
Cash flows from operating activities			
Profit before tax		29,507	6,316
Adjustments for:			
Finance costs	10	1,285	1,692
Finance income	10	(15)	(12)
Unrealised foreign exchange gain		(9,948)	(8,970)
		20,829	(974)
Changes in:			
- Trade and other receivables		9	4
- Prepayments and other assets		–	4
- Trade and other payables		(403)	977
Cash generated from operating activities		20,435	11
Withholding tax paid		–	–
Net cash generated from operating activities		20,435	11
Cash flows from investing activities			
Capital contribution to a subsidiary	17	(5,199)	(23,974)
Return of capital from a subsidiary	17, (a)	30,489	16,574
Interest received		15	12
Net cash generated from/(used in) from investing activities		25,305	(7,388)
Cash flows from financing activities			
Proceeds from drawdown of loans and borrowings:			
- Loan from a related party	27	5,667	31,057
Repayment of loans from Euro Medium Term Note Issuer			–
Repayment of loans from a related party	27	(47,340)	(23,226)
Payment of transaction costs related to loans and borrowings		–	(21)
Interest paid on:			
- Loan from related party		(4,238)	–
- Loan from Euro Medium Term Note Issuer	27	(165)	(356)
Net cash generated (used in)/from financing activities		(46,076)	7,454
Net (decrease)/increase in cash and cash equivalents		(336)	77
Cash and cash equivalents at 1 January		448	375
Effect of exchange rate fluctuations on cash held		(23)	(4)
Cash and cash equivalents at 31 December	23	89	448

Significant non-cash transactions of the Company

(a) On 19 June 2024, the Company entered into an offsetting arrangement with Vena Energy Solar (Taiwan) Pte. Ltd. ("VESTPL"), a wholly-owned subsidiary. Under this arrangement, the Company offset an outstanding payable to VESTPL totaling US$22.4 million. The payable was settled through a reduction in the Company's investment in VESTPL by US$22.4 million, executed via a share buyback.

The accompanying accounting policies and explanatory notes form an integral part of the financial statements.

1. Domicile and activities

Vena Energy Taiwan Holdings Pte. Ltd. (the “Company”) was registered in Singapore by transfer of registration of Vena Energy (Taiwan) Holdings Ltd from Cayman Islands on 15 November 2023. The registered office of the Company is located at 1 George Street, #14-07 One George Street, Singapore 049145.

The financial statements of the Group as at and for the year ended 31 December 2024 comprise the Company and its subsidiaries (together referred to as the “Group” and individually as “Group entities”) and the Group’s interest in equity-accounted investees.

The principal activity of the Group is that of developer, owner and operator of renewable energy assets in Taiwan and Philippines.

The immediate holding company and ultimate controlling company of the Group as at 31 December 2024 are GIP Zenith (Taiwan) Ltd and Global Infrastructure Investors III, LLC respectively of which the former is incorporated in the Cayman Islands and the latter is incorporated in Delaware, U.S.A.

2. Basis of preparation

2.1 Statement of compliance

The financial statements have been prepared in accordance with Singapore Financial Reporting Standards (International) (“SFRS(I)”) and IFRS Accounting Standards (“IFRS”). The changes in material accounting policies are described in Note 2.6. SFRS(I) are issued by the Accounting Standards Council and comprise standards and interpretations that are equivalent to IFRS as issued by the International Accounting Standard Board. All references to SFRS(I) and IFRS are subsequently referred to as IFRS in these financial statements unless otherwise stated.

2.2 Basis of measurement

The financial statements have been prepared on the historical cost basis except as otherwise described in the notes below.

2.3 Functional and presentation currency

Items included in the financial statements of each of the Group entities are measured using the currency of the primary economic environment in which the entity operates (the “functional currency”). The consolidated financial statements are presented in United States dollars (“US$” or “USD”) which is the Company’s functional currency and have been rounded to the nearest thousand, unless otherwise stated.

2. Basis of preparation (cont'd)

2.4 Use of estimates and judgements

The preparation of the 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.

Management applied critical judgement in assessing if costs incurred in developing renewable assets qualify for capitalisation. In applying the judgement, the Combined Group considers the technological feasibility and the commercial feasibility of the projects, amongst other factors that support that the projects will result in probable (i.e. more than 50% likelihood) future economic benefits. Management judgment is also required to ascertain the nature of expenses that qualify for capitalisation.

Information about assumptions and estimation uncertainties that have a significant risk of resulting in a material adjustment to the carrying amounts of assets and liabilities within the next financial year are included in the following notes:

- Note 16 – impairment test of goodwill, intangible assets and property, plant and equipment: key assumptions underlying recoverable amounts; and
- Note 30 – measurement of expected credit loss ("ECL") allowance for trade receivables and contract assets: key assumptions in determining the weighted-average loss rate.

Measurement of fair values

A number of the Group's accounting policies and disclosures require the measurement of fair values, for both financial and non-financial assets and liabilities.

When measuring the fair value of an asset or a liability, the Group uses observable market data as far as possible. Fair values are categorised into different levels in a fair value hierarchy based on the inputs used in the valuation techniques as follows:

Level 1: Inputs that are quoted prices (unadjusted) in active markets for identical instruments.

Level 2: Inputs other than quoted prices included in Level 1 that are observable either directly (i.e. as prices) or indirectly (i.e. derived from prices). This category includes instruments valued using: quoted market prices in active markets for similar instruments; quoted prices for identical or similar instruments in markets that are considered less than active; or other valuation techniques in which all significant inputs are directly or indirectly observable from market data.

Level 3: Inputs that are unobservable. This category includes all instruments for which the valuation technique includes inputs not based on observable data and the unobservable inputs have a significant effect on the instrument's valuation. This category includes instruments that are valued based on quoted prices for similar instruments but for which significant unobservable adjustments or assumptions are required to reflect differences between the instruments.

2. Basis of preparation (cont'd)

2.4 Use of estimates and judgements (cont'd)

Measurement of fair values (cont'd)

If the inputs used to measure the fair value of an asset or a liability fall into different levels of the fair value hierarchy, then the fair value measurement is categorised in its entirety in the same level of the fair value hierarchy as the lowest level input that is significant to the entire measurement (with Level 3 being the lowest).

The Group recognises transfers between levels of the fair value hierarchy as of the end of the reporting period during which the change has occurred.

Further information about the assumptions made in measuring fair values is included in Note 31.

2.5 Changes in accounting policies

New standards and amendments

The accounting policies adopted are consistent with those of the previous financial year except that in the current financial year, the Group has adopted all the new and amended standards which are effective for annual periods beginning on or after 1 January 2024. The adoption of these standards did not have any material effect on the financial statements of the Group.

2.6 Standards issued but not yet effective

The Group has not adopted the following amendments applicable to the Group that have been issued but not yet effective:

Description	**Effective for annual periods beginning on or after**
Amendments to IAS 21 *The Effects of Changes in Foreign Exchange Rates*: Lack of Exchangeability	1 January 2025
Amendments to IFRS 9 *Financial Instruments* and IFRS 7 *Financial Instruments*: Disclosures: Amendments to the Classification and Measurement of Financial Instruments	1 January 2026
Annual Improvements to IFRS Accounting Standards—Volume 11	1 January 2026
Amendments IFRS 9 and IFRS 7 *Contracts referencing Nature-dependent Electricity*	1 January 2026
Amendments to IFRS 18 *Presentation and Disclosure in Financial Statements*	1 January 2027
Amendments to IFRS 19 *Subsidiaries without Public Accountability*: Disclosures	1 January 2027

The Directors expect that the adoption of the amendments above will have no material impact on the financial statements in the period of initial application.

3. Material accounting policy information

The accounting policies set out below have been consistently applied by the Group ("Group accounting policies").

3.1 Basis of consolidation

(i) Business combinations

The Group accounts for business combinations using the acquisition method when control is transferred to the Group.

In determining whether a particular set of activities and assets is a business, the Group assesses whether the set of assets and activities acquired includes, at a minimum, an input and substantive process and whether the acquired set has the ability to produce outputs.

The Group has an option to apply a 'concentration test' that permits a simplified assessment of whether an acquired set of activities and assets is not a business. The optional concentration test is met if substantially all of the fair value of the gross assets acquired is concentrated in a single identifiable asset or group of similar identifiable assets.

In applying the acquisition method, the consideration transferred in the acquisition is generally measured at fair value, as are the identifiable net assets acquired. The consideration transferred does not include amounts related to the settlement of pre-existing relationships. Such amounts are generally recognised in profit or loss.

Any contingent consideration is measured at fair value at the date of acquisition. If an obligation to pay contingent consideration that meets the definition of a financial instrument is classified as equity, then it is not remeasured and settlement is accounted for within equity. Otherwise, other contingent consideration is remeasured at fair value at each reporting date and subsequent changes in the fair value of the contingent consideration is recognised in profit or loss.

Non-controlling interests ("NCI") that are present ownership interests and entitle their holders to a proportionate share of the acquiree's net assets in the event of liquidation are measured either at fair value or at the NCI's proportionate share of the recognised amounts of the acquiree's identifiable net assets, at the date of acquisition. The measurement basis taken is elected on a transaction-by-transaction basis. All other NCI are measured at acquisition-date fair value, unless another measurement basis is required by the Group accounting policies.

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

3. Material accounting policy information (cont'd)

3.1 Basis of consolidation (cont'd)

(i) Business combinations (cont'd)

The Group measures goodwill at the date of acquisition as:

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

Any goodwill that arises is tested annually for impairment. Any gain on a bargain purchase is recognised in profit or loss immediately.

The Group recognises goodwill on a provisional basis if the initial accounting for a business combination is incomplete by the end of the reporting period in which the combination occurs. During the measurement period, such provisional amounts are retrospectively adjusted from the acquisition date to reflect new information obtained about facts and circumstances that existed as of the acquisition date. The measurement period shall not exceed one year from the acquisition date.

Changes in the Group's interest in a subsidiary that do not result in a loss of control are accounted for as transactions with owner in their capacity as owner and therefore no adjustments are made to goodwill and no gain or loss is recognised in profit or loss. Adjustments to NCI arising from transactions that do not involve the loss of control are based on a proportionate amount of the net assets of the subsidiary.

(ii) Subsidiaries

Subsidiaries are entities controlled by the Group. The Group controls an entity when it is exposed to, 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. The financial statements of subsidiaries are included in the 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. Losses applicable to NCI in a subsidiary are allocated to the NCI even if doing so causes the NCI to have a deficit balance.

The Group accounts for indirectly held interests in subsidiaries through equity accounted investees by excluding such interests in the parent's share when determining the percentage of interest attributable to NCI.

Loss of control

When the Group loses control over a subsidiary, it derecognises the assets and liabilities of the subsidiary and any related NCI and other components of equity. Any resulting gain or loss is recognised in profit or loss. Any interest retained in the former subsidiary is measured at fair value when control is lost.

3. Material accounting policy information (cont'd)

3.1 Basis of consolidation (cont'd)

(iii) Interest in associates (equity-accounted investees)

Associates are those entities in which the Group has significant influence, but not control or joint control, over the financial and operating policies of these entities. Significant influence is presumed to exist when the Group holds 20% or more of the voting power of another entity.

Investments in associates are accounted for using the equity method. They are recognised initially at cost, which includes transaction costs. Subsequent to initial recognition, the consolidated financial statements include the Group's share of the profit or loss and other comprehensive income ("OCI") of associates, after adjustments to align the accounting policies with those of the Group, from the date that significant influence commence until the date that significant influence ceases.

When the Group's share of losses exceeds its interest in an associate, the carrying amount of the investment, together with any long-term interests that form part thereof, is reduced to zero, and the recognition of further losses is discontinued except to the extent that the Group has an obligation to fund the investee's operations or has made payments on behalf of the investee.

Investments in associates are derecognised when the Group loses significant influence. If the retained interest in the former equity-accounted associate is a financial asset, the retained equity interest is measured at fair value. The difference between the carrying amount of the retained interest at the date when significant influence is lost, and its fair value and any proceeds on partial disposal, is recognised in the profit or loss.

(iv) 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 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 only to the extent that there is no evidence of impairment.

(v) Subsidiaries and associates in the separate financial statements

Investment in subsidiaries and associates are stated in the Company's statement of financial position at cost less accumulated impairment losses.

3. Material accounting policy information (cont'd)

3.2 Foreign currency

(i) Foreign currency transactions

Transactions in foreign currencies are translated to the respective functional currencies of Group entities at exchange rates at the dates of the transactions.

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

Non-monetary assets and liabilities denominated in foreign currencies that are measured at fair value are translated to the functional currency at the exchange rate at the date that the fair value was determined. Non-monetary items in a foreign currency that are measured in terms of historical cost are translated using the exchange rate at the date of the transaction.

Foreign currency differences arising on translation are recognised in profit or loss.

(ii) Foreign operations

The assets and liabilities of foreign operations, excluding goodwill and fair value adjustments arising on acquisition, are translated to USD at exchange rates at the reporting date. The income and expenses of foreign operations are translated to USD at monthly average exchange rate. Goodwill and fair value adjustments arising on the acquisition of a foreign operation are treated as assets and liabilities of the foreign operation and are translated at the exchange rates at the reporting date.

Foreign currency differences are recognised in OCI 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 NCI. 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 NCI. When the Group disposes of only part of its investment in an associate or joint venture 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 to occur in the foreseeable future, foreign exchange gains and losses arising from such a monetary item that are considered to form part of a net investment in a foreign operation are recognised in OCI and are presented in the translation reserve in equity.

3. Material accounting policy information (cont'd)

3.3 Property, plant and equipment

(i) Recognition and measurement

Items of property, plant and equipment are measured at cost, which includes capitalised borrowing costs, less accumulated depreciation and accumulated impairment losses.

Cost includes expenditure that is directly attributable to the acquisition of the asset. The cost of self-constructed assets includes:

- the cost of materials and direct labour;
- any other costs directly attributable to bringing the assets to a working condition for their intended use;
- when the Group has an obligation to remove the asset or restore the site, an estimate of the costs of dismantling and removing items and restoring the site on which they are located; and
- capitalised borrowing costs.

General and specific borrowing costs directly attributable to the acquisition, construction or production of qualifying assets, which are assets that necessarily take a substantial period of time to get ready for their intended use or sale, are added to the cost of those assets, until such time as the assets are substantially ready for their intended use or sale. 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.

When parts of an item of property, plant and equipment have different useful lives, they are accounted for as separate items (major components) of property, plant and equipment.

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 in profit or loss.

(ii) Subsequent costs

The cost of replacing a component of an item of property, plant and equipment is recognised in the carrying amount of the item if it is probable that the future economic benefits embodied within the component will flow to the Group, and its cost can be measured reliably. The carrying amount of the replaced component is derecognised. The costs of the day-to-day servicing of property, plant and equipment are recognised in profit or loss as incurred.

(iii) Depreciation

Depreciation is recognised as an expense in profit or loss on a straight-line basis over the estimated useful lives of each component of an item of property, plant and equipment. Leased assets are depreciated over the shorter of the lease term and their useful lives unless it is reasonably certain that the Group will obtain ownership by the end of the lease term.

3. Material accounting policy information (cont'd)

3.3 Property, plant and equipment (cont'd)

(iii) Depreciation (cont'd)

Depreciation is recognised from the date that the property, plant and equipment are installed and are ready for use, or in respect of internally constructed assets, from the date that the asset is completed and ready for use.

The estimated useful lives of property, plant and equipment are as follows:

Building and leasehold improvements	2 - 10 years
Electric generator equipment	1 - 28 years
Vehicles	5 years
Computers, fittings and fixture and office equipment	2 - 5 years

Depreciation methods, useful lives and residual values are reviewed at the end of each reporting period and adjusted if appropriate.

No depreciation is provided for freehold land and assets under construction.

3.4 Intangible assets and goodwill

(i) Goodwill

Goodwill represents the excess of the cost of acquisition over the fair value of the Group's share of the net identifiable assets, liabilities and contingent liabilities acquired at the date of acquisition. Goodwill acquired in business combinations is not amortised but tested for impairment annually and whenever there is an indication that the goodwill may be impaired. Any impairment is recognised immediately in profit or loss and is not subsequently reversed. Goodwill on acquisitions of subsidiaries is included in intangible assets.

Goodwill is allocated to the cash-generating unit ("CGU") for the purpose of impairment testing.

(ii) Project-related agreements and licences

Project-related agreements and licences include the following items:

- licences, permits and approvals to develop and operate an energy project, including governmental authorisations; land rights and environmental consents;
- connection rights; and
- power purchase agreements.

Project-related agreements and licences are carried at cost less accumulated amortisation and impairment expenses.

3. Material accounting policy information (cont'd)

3.4 Intangible assets and goodwill (cont'd)

(iii) Amortisation

Amortisation is calculated based on the cost of the asset, less its residual value.

Amortisation is recognised in profit or loss on a straight-line basis over the estimated useful lives of intangible assets, other than goodwill, from the date that they are available for use. The estimated useful lives for the current and comparative years are as follows:

- Power purchase agreements and licenses 20 years

Amortisation methods, useful lives and residual values are reviewed at the end of each reporting period and adjusted prospectively, if appropriate.

3.5 Financial instruments

(i) Recognition and initial measurement

Non-derivative financial assets and financial liabilities

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

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

(ii) Classification and subsequent measurement

Non-derivative financial assets

On initial recognition, a financial asset is classified as measured at: amortised cost; FVOCI – debt investment; FVOCI – equity investment; or FVTPL.

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

3. Material accounting policy information (cont'd)

3.5 Financial instruments (cont'd)

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

Financial assets at amortised cost

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

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

Financial assets at FVTPL

All financial assets not classified as measured at amortised cost or FVOCI as described above are measured at FVTPL. This includes all derivative financial assets.

In addition, on initial recognition, the Group may irrevocably designate a financial asset that otherwise meets the requirements to be measured at amortised cost of at FVOCI or at FVTPL if doing so eliminates or significantly reduces an accounting mismatch that would otherwise arise.

Financial assets – Business model assessment

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

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

3. Material accounting policy information (cont'd)

3.5 Financial instruments (cont'd)

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

Financial assets – Business model assessment (cont'd)

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

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

Financial assets – Assessment whether contractual cashflows are solely payments of principal and interest

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

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

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

A prepayment feature is consistent with the solely payments of principal and interest criterion if the prepayment amount substantially represents unpaid amounts of principal and interest on the principal amount outstanding, which may include reasonable compensation for early termination of the contract.

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

3. Material accounting policy information (cont'd)

3.5 Financial instruments (cont'd)

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

Financial assets – Assessment whether contractual cashflows are solely payments of principal and interest (cont'd)

The following accounting policies apply to the subsequent measurement of financial assets:

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

Financial liabilities

The Group classifies its financial liabilities, other than financial guarantees and loan commitments, as measured at amortised cost or FVTPL. A financial liability is classified as at FVTPL if it is classified as held-for-trading or it is designated as such on initial recognition. Financial liabilities at FVTPL are measured at fair value and net gains and losses, including any interest expense, are recognised in profit or loss. Directly attributable transaction costs are recognised in profit or loss as incurred.

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

(iii) Derecognition

Financial assets

The Group derecognises a financial asset when the contractual rights to the cash flows from the asset expire, or it transfers the rights to receive the contractual cash flows on the financial asset in a transaction in which substantially all the risks and rewards of ownership of the financial asset are transferred or in which the Group neither transfers nor retains substantially all of the risks and rewards of ownership and it does not retain control over the transferred asset.

On derecognition of a financial asset, the difference between the carrying amount of the asset (or the carrying amount allocated to the portion of the asset derecognised) and the sum of (i) the consideration received (including any new asset obtained less any new liability assumed) and (ii) any cumulative gain or loss that had been recognised in OCI is recognised in profit or loss.

3. Material accounting policy information (cont'd)

3.5 Financial instruments (cont'd)

(iii) Derecognition (cont'd)

Financial liabilities

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

(iv) Derivative financial instruments

Derivatives are initially measured at fair value and any directly attributable transaction costs are recognised in profit or loss as incurred. Subsequent to initial recognition, derivatives are measured at fair value, and changes therein are generally recognised in profit or loss.

3.6 Cash and cash equivalents

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

3.7 Share capital

Ordinary shares

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

Share premium

Share premium represents the excess amounts over the par value of each ordinary share issued and are classified as "equity contribution".

Share repurchase

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.

3.8 Impairment

(i) Non-derivative financial assets

The Group recognises loss allowances for expected credit losses ("ECLs") on:

- financial assets measured at amortised costs; and
- contract assets.

3. Material accounting policy information (cont'd)

3.8 Impairment (cont'd)

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

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

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

Simplified approach

The Group applies the simplified approach to provide for ECLs for all trade receivables and contract assets. The simplified approach requires the loss allowance to be measured at an amount equal to lifetime ECLs.

General approach

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

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

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

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

The Group considers the counterparty to be in default if the counterparty is unlikely to pay its contractual obligations to the Group in full, without recourse by the Group to actions such as realising security (if any is held).

3. Material accounting policy information (cont'd)

3.8 Impairment (cont'd)

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

Measurement of ECLs

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

Credit-impaired financial assets

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

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

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

Presentation of allowance for ECLs in the statement of financial position

Loss allowances for financial assets measured at amortised cost and contract assets are deducted from the gross carrying amount of the assets.

Write-off

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

3. Material accounting policy information (cont'd)

3.8 Impairment (cont'd)

(ii) Non-financial assets

The carrying amounts of the Group's non-financial assets, other than deferred tax assets, are reviewed at each reporting date to determine whether there is any indication of impairment. If any such indication exists, then the asset's recoverable amount is estimated. For goodwill, and intangible assets that have indefinite useful lives or that are not yet available for use, the recoverable amount is estimated each year at the same time. An impairment loss is recognised if the carrying amount of an asset or its related CGU exceeds its estimated recoverable amount.

The recoverable amount of an asset or CGU is the greater of its value in use and its fair value less costs of disposal. In assessing value in use, the estimated future cash flows are discounted to their present value using discount rate that reflects current market assessments of the time value of money and the risks specific to the asset or CGU. For the purpose of impairment testing, assets that cannot be tested individually are grouped together into the smallest group of assets that generates cash inflows from continuing use that are largely independent of the cash inflows of other assets or CGUs. Subject to an operating segment ceiling test, for the purposes of goodwill impairment testing, CGUs to which goodwill has been allocated are aggregated so that the level at which impairment testing is performed reflects the lowest level at which goodwill is monitored for internal reporting purposes. Goodwill acquired in a business combination is allocated to groups of CGUs that are expected to benefit from the synergies of the combination.

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

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

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

Goodwill that forms part of the carrying amount of an investment in an associate is not recognised separately, and therefore is not tested for impairment separately. Instead, the entire amount of the investment in an associate is tested for impairment as a single asset when there is objective evidence that the investment in an associate may be impaired.

3. Material accounting policy information (cont'd)

3.9 Provisions

A provision is recognised if, as a result of a past event, the Group has a present legal or constructive obligation that can be estimated reliably, and it is probable that an outflow of economic benefits will be required to settle the obligation. Provisions are determined by discounting the expected future cash flows at a pre-tax rate that reflects current market assessments of the time value of money and the risks specific to the liability. The unwinding of the discount is recognised as finance cost.

Asset retirement obligation

Provisions for environmental restoration and restructuring are recognised when the Group has a present legal or constructive obligation as a result of past events; it is probable that an outflow of resources will be required to settle the obligation; and the amount can be reliably estimated. Restructuring provisions are comprised of lease termination penalties and employee termination payments. Provisions are not recognised for future operating losses. Where there are a number of similar obligations, the likelihood that an outflow will be required in settlement is determined by considering the class of obligations as a whole. A provision is recognised even if the likelihood of an outflow with respect to any one item included in the same class of obligations may be small. Provisions are measured at the present value of the expenditures expected to be required to settle the obligation using a pre-tax rate that reflects current market assessments of the time value of money and the risks specific to the obligation.

3.10 Revenue

Sale of energy

Revenue from sale of energy in the ordinary course of business is recognised in profit or loss when the Group satisfies a performance obligation ("PO") by transferring control of the electricity generated to the customer. The amount of revenue recognition is the amount of the transaction price allocated to the satisfied PO.

The transaction price is determined based on the applicable tariff rates. Transaction price is the amount of consideration in the contract to which the Group expects to be entitled in exchange for transferring the promised service. Consideration payable to a customer is deducted from the transaction price if the Group does not receive a separate identifiable benefit from the customer.

Revenue from sale of energy is recognised in profit or loss when the electricity generated is dispatched to the customer over time.

Revenue is determined based on the unit of sales delivered at the applicable tariff rates.

An element of significant financing component is deemed present for the Group's sale of electricity for contracts whereby the period between the satisfaction of PO and when the customer pays the transaction price exceeds one year. For these contracts, the Group adjusts the promised consideration for the effects of the significant financing component using a discount rate that would be reflected in a separate financing transaction between the Group and its customer at the contract inception, such that it reflects the credit characteristics of the party receiving the benefit of financing in the contract.

3. Material accounting policy information (cont'd)

3.10 Revenue (cont'd)

Dividend income

Dividend income is recognised in profit or loss when the right to receive income is established. For unquoted equity securities, dividend income is recognised when the shareholders have approved the payment of a dividend.

3.11 Shared services fee income

Shared services fee income are recognised in profit or loss as the related services are performed.

3.12 Employee benefits

(i) Short-term employee benefits

Short-term employee benefits are expensed as the related service is provided. A liability is recognised for the amount expected to be paid under short-term cash bonus 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.

(ii) Defined contribution plans

A defined contribution plan is a post-employment benefit plan under which an entity pays fixed contributions into a separate entity and will have no legal or constructive obligation to pay further amounts. Obligations for contributions to defined contribution pension plans are recognised as an employee benefit expense in profit or loss in the periods during which related services are rendered by employees.

(iii) Other long-term employee benefits

The Group's net obligation in respect of long-term employee benefits other than pension plans is the amount of future benefit that employees have earned in return for their service in the current and prior periods. That benefit is discounted to determine its present value, and the fair value of any related assets is deducted. The calculation is performed using the projected unit credit method. Remeasurement are recognised in profit or loss in the period in which they arise.

3.13 Operating costs

Operating costs include expenditure that are incurred by the Group's renewable energy assets after these assets becomes operationally ready, as determined by management.

3.14 Shared services costs

Shared services costs include expenditure that are incurred by the Group's service entities in providing shared services and asset management services to renewable energy assets of the Group's affiliates.

3. Material accounting policy information (cont'd)

3.15 Development costs

Development costs include expenditure that are incurred by the Group's renewable energy assets before these assets becomes operationally ready, as determined by management. Such costs are recognised in the profit or loss, unless they meet the capitalisation requirements.

3.16 Finance income and finance costs

Finance income comprises of interest income. Finance costs are comprised of interest expense on borrowings and other finance costs.

Interest income or expense is recognised using the effective interest method.

The 'effective interest rate' is the rate that discounts estimated future cash payments or receipts through the expected life of the financial instrument to:

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

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

Fees paid on the establishment of loan facilities are recognised as transaction costs of the loan to the extent that it is probable that some or all of the facility will be drawn down. In this case, the fee is deferred until the draw-down occurs. To the extent there is no evidence that it is probable that some or all of the facility will be drawn down, the fee is capitalised as a pre-payment for liquidity services and amortised over the period of the facility to which it relates.

3.17 Tax

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

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

3. Material accounting policy information (cont'd)

3.17 Tax (cont'd)

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

- temporary differences on the initial recognition of assets or liabilities in a transaction that is not a business combination and that affects neither accounting nor taxable profit or loss and does not give rise to equal taxable and deductible temporary differences;
- temporary differences related to investments in subsidiaries and associates to the extent that the Group is able to control the timing of the reversal of the temporary difference and it is probable that they will not reverse in the foreseeable future; and
- taxable temporary differences arising on the initial recognition of goodwill.

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

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

Deferred tax is measured at tax rates that are expected to be applied to temporary differences when they reverse, using tax rates enacted or substantively enacted at the reporting date.

The measurement of deferred taxes reflects the tax consequences that would follow the manner in which the Group expects, at the reporting date, to recover or settle the carrying amount of its assets and liabilities.

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.

Sales tax

Revenues, expenses and assets are recognised net of the amount of sales tax, except:

- When the sales tax incurred on a purchase of assets or services is not recoverable from the taxation authority, in which case, the sales tax is recognised as part of the cost of acquisition of the asset or as part of the expense item, as applicable; and
- When receivables and payables are stated with the amount of sales tax included. The net amount of sales tax recoverable from, or payable to, the taxation authority is included as part of receivables or payables in the statement of financial position.

3. Material accounting policy information (cont'd)

3.18 Leases

At inception of a contract, the Group assesses whether a contract is, or contains, a lease. A contract is, or contains, a lease if the contract conveys the right to control the use of an identified asset for a period of time in exchange for consideration.

As a lessee

At commencement or on modification of a contract that contains a lease component, the Group allocates the consideration in the contract to each lease component on the basis of its relative stand-alone prices. However, for the leases of property, the Group has elected not to separate non-lease components and account for the lease and non-lease components as a single lease component.

The Group recognises a right-of-use asset and a lease liability at the lease commencement date.

The right-of-use asset is initially measured at cost, which comprises the initial amount of the lease liability adjusted for any lease payments made at or before the commencement date, plus any initial direct costs incurred and an estimate of costs to dismantle and remove the underlying asset or to restore the underlying asset or the site on which it is located, less any lease incentives received.

The right-of-use asset is subsequently depreciated using the straight-line method from the commencement date to the end of the lease term, unless the lease transfers ownership of the underlying asset to the Group by the end of the lease term or the cost of the right-of-use asset reflects that the Group will exercise a purchase option. In that case the right-of-use asset will be depreciated over the useful life of the underlying asset, which is determined on the same basis as those of property and equipment. In addition, the right-of-use asset is periodically reduced by impairment losses, if any, and adjusted for certain remeasurements of the lease liability.

Right-of-use assets are depreciated over their estimated useful lives as follows:

Land	25 – 28 years
Office	2 – 5 years

The lease liability is initially measured at the present value of the lease payments that are not paid at the commencement date, discounted using the interest rate implicit in the lease or, if that rate cannot be readily determined, the lessee's incremental borrowing rate. Generally, the Group uses the lessee's incremental borrowing rate as the discount rate.

The Group determines the lessee's incremental borrowing rate by obtaining interest rates from various external financing sources and makes certain adjustments to reflect the terms of the lease and type of the asset leased.

3. Material accounting policy information (cont'd)

3.18 Leases (cont'd)

As a lessee (cont'd)

Lease payments included in the measurement of the lease liability comprise the following:

- fixed payments, including in-substance fixed payments;
- variable lease payments that depend on an index or a rate, initially measured using the index or rate as at the commencement date;
- amounts expected to be payable under a residual value guarantee; and
- the exercise price under a purchase option that the Group is reasonably certain to exercise, lease payments in an optional renewal period if the Group is reasonably certain to exercise an extension option, and penalties for early termination of a lease unless the Group is reasonably certain not to terminate early.

The lease liability is measured at amortised cost using the effective interest method. It is remeasured when there is a change in future lease payments arising from a change in an index or rate, if there is a change in the Group's estimate of the amount expected to be payable under a residual value guarantee, if the Group changes its assessment of whether it will exercise a purchase, extension or termination option or if there is a revised in-substance fixed lease payment.

When the lease liability is remeasured in this way, a corresponding adjustment is made to the carrying amount of the right-of-use asset, or is recorded in profit or loss if the carrying amount of the right-of-use asset has been reduced to zero.

The Group presents right-of-use assets that do not meet the definition of investment property in 'property, plant and equipment' and lease liabilities in 'loans and borrowings' in the statement of financial position.

Short-term leases and leases of low-value assets

The Group has elected not to recognise right-of-use assets and lease liabilities for leases of low-value assets and short-term leases, including IT equipment. The Group recognises the lease payments associated with these leases as an expense on a straight-line basis over the lease term.

4. Revenue

The Group's revenue comprises:

	Group	
	2024	**2023**
	US$'000	US$'000
Sale of energy	86,585	93,092

4. Revenue (cont'd)

Disaggregation of revenue from contracts with customers

In the following table, revenue from contracts with customers is disaggregated by primary geographical markets and major products.

	Group	
	2024	**2023**
	US$'000	US$'000
Taiwan Solar recognised over time	86,585	93,092

Contract balances

Please refer to Note 21 for contract assets primarily relating to the Group's right to consideration for sale of renewable energy but not billed at the reporting date. The contract assets are transferred to trade receivables when the rights become unconditional. This usually occurs when the Group invoices the customer.

5. Other income

The Group's other income comprises:

	Group	
	2024	**2023**
	US$'000	US$'000
Shared services fee income	3,818	–
Development service fee income	–	870
Insurance claims	1,961	155
Other income	74	27
	5,853	1,052

6. Operating costs

	Group		Company	
	2024	**2023**	**2024**	**2023**
	US$'000	US$'000	US$'000	US$'000
Operations and maintenance costs	3,127	3,338	–	–
Utilities and transmission costs	819	931	–	–
Professional fees	741	1,051	102	34
Insurance	2,616	1,586	–	–
Occupancy cost	108	277	–	–
Asset related taxes and levies	1,012	1,595	–	–
Other general and administrative costs	416	1,587	246	490
	8,839	10,365	348	524

Staff costs of US$1.4 million (2023: US$1.5 million) is included within operations and maintenance costs.

7. Other costs of operations

	Group	
	2024	**2023**
	US$'000	US$'000
Revenue sharing	11,521	16,191

Revenue sharing of US$11.5 million (2023: US$16.2 million) relates to the amount payable to a local government agency based on a percentage of the gross revenue derived from certain of the Group's operational solar assets.

8. Shared services costs

	Group		Company	
	2024	**2023**	**2024**	**2023**
	US$'000	US$'000	US$'000	US$'000
Staff costs	6,769	4,657	–	–
Shared services charges	3,290	5,989	2,989	763
Travel and entertainment expenses	334	112	–	–
Occupancy cost	170	109	–	–
Professional fees	291	–	–	–
IT expenses	4	–	–	–
Asset related taxes and levies	1	–	–	–
Secondment fee	–	102	–	–
General and administrative cost	380	–	–	–
	11,239	10,969	2,989	763
Less: share service cost capitalised	(38)	–	–	–
	11,201	10,969	2,989	763

In accordance with the agreement dated 20 December 2023 entered into by the Company with a related party, Vena Energy Pte. Ltd. (the "Service Agreement"), the Company shall, in consideration for the Services (as defined in the Service Agreements), pay to Vena Energy Pte. Ltd, fees being the amount of costs incurred by Vena Energy Pte. Ltd. in each Financial Year (as defined in the Services Agreement) in providing the Services to the Company, plus a 10% mark-up with effect from 1 September 2023.

9. Development costs

	Group	
	2024	**2023**
	US$'000	US$'000
Professional fees	11	21
Other general and administrative costs	7	15
	18	36

10. Finance income and finance costs

	Group		Company	
	2024	**2023**	**2024**	**2023**
	US$'000	US$'000	US$'000	US$'000
Finance income				
Interest income from:				
- Bank balances	990	653	15	12
- Other finance income	4	1	–	–
- Loan to a related party	143	13	–	–
- Interest rate swaps	1,257	958	–	–
Total finance income	2,394	1,625	15	12
Finance costs				
Interest expenses on:				
- Loan from a related party	(1,061)	(1,319)	(1,033)	(1,291)
- Loan from Euro Medium Term Note Issuer	(161)	(290)	(161)	(290)
- Project finance debts	(11,355)	(11,507)	–	–
- Lease liabilities	(2,524)	(2,562)	–	–
Other finance costs	(872)	(1,007)	(91)	(111)
Total finance costs	(15,973)	(16,685)	(1,285)	(1,692)

Included in other finance costs are deferred financing costs of US$0.2 million (2023: US$0.2 million) and the unwinding of discount pertaining to asset retirement obligation of US$0.2 million (2023: US$0.2 million).

11. Change in fair value of financial instruments at FVTPL

	Group	
	2024	**2023**
	US$'000	US$'000
Gain on change in fair value:		
- Interest rate swaps	5,636	687

12. Profit before tax

The following items have been included in arriving at profit before tax:

	Group	
	2024	**2023**
	US$'000	US$'000
Staff costs		
Salaries	5,259	3,148
Staff benefits, allowances and others	1,684	1,278
Bonus	1,022	1,170
Contributions to defined contribution plans	179	263
Employee insurance	52	36
Recruitment fees	–	276
	8,196	6,171

13. Tax expense

	Group		Company	
	2024	**2023**	**2024**	**2023**
	US$'000	US$'000	US$'000	US$'000
Current tax expense				
Withholding tax	3,586	494	–	–
Corporate income tax	4,955	4,587	1	–
	8,541	5,081	1	–
Deferred tax expense				
Origination and reversal of temporary difference (Note 19)	1,376	(1,222)	–	–
	1,376	(1,222)	–	–
Tax expense	9,917	3,859	1	–

13. Tax expense (cont'd)

	Group		Company	
	2024	2023	2024	2023
	US$'000	US$'000	US$'000	US$'000
Reconciliation of effective tax rate				
Profit before tax	33,960	12,075	29,507	6,316
Tax at domestic rates applicable to profits in the countries where the Group operates	11,561	6,578	5,016	–
Expenses non-deductible for tax purposes	517	1,627	790	–
Tax-exempt income/non-taxable income	(5,738)	(3,284)	(5,805)	–
Withholding tax	3,586	494	–	–
Effects of results of equity-accounted investees presented net of tax	(356)	(461)	–	–
Recognition of tax effect of previously unrecognised tax losses	(29)	(1,126)	–	–
Current year losses for which no deferred tax assets are recognised	329	28	–	–
Others	47	3	–	–
	9,917	3,859	1	–

14. Property, plant and equipment

	Building and leasehold improvements US$'000	Electric generator equipment US$'000	Computers, fittings and fixture and office equipment US$'000	Assets under construction US$'000	Vehicles US$'000	Total US$'000
Group						
Cost						
At 1 January 2023	50	447,037	207	1,583	290	449,167
Additions	19	1,738	200	3,568	350	5,875
Reclassification	265	1,349	–	(1,614)	–	–
Effect of exchange rate changes	(2)	(10,422)	(17)	(5)	(8)	(10,454)
At 31 December 2023	332	439,702	390	3,532	632	444,588
Additions	466	7,701	261	2,209	10	10,647
Write-off	–	(1,512)	–	–	–	(1,512)
Reclassification	2,152	–	–	(2,152)	–	–
Transfer from other assets	–	–	–	8,516	–	8,516
Effect of exchange rate changes	(57)	(19,413)	(17)	(480)	(28)	(19,995)
At 31 December 2024	2,893	426,478	634	11,625	614	442,244

14. Property, plant and equipment (cont'd)

Group	Building and leasehold improvements US$'000	Electric generator equipment US$'000	Computers, fittings and fixture and office equipment US$'000	Assets under construction US$'000	Vehicles US$'000	Total US$'000
Accumulated depreciation						
At 1 January 2023	47	23,995	93	–	73	24,208
Depreciation charge for the year	25	17,513	49	–	95	17,682
Effect of exchange rate changes	(2)	(561)	(23)	–	(1)	(587)
At 31 December 2023	70	40,947	119	–	167	41,303
Depreciation charge for the year	560	17,765	152	–	127	18,604
Effect of exchange rate changes	(8)	(2,052)	(6)	–	(9)	(2,075)
At 31 December 2024	622	56,660	265	–	285	57,832
Carrying amounts						
At 31 December 2023	262	398,755	271	3,532	465	403,285
At 31 December 2024	2,271	369,818	369	11,625	329	384,412

14. Property, plant and equipment (cont'd)

As at the reporting date, property, plant and equipment of the Group with carrying amounts of US$369.8 million (2023: US$398.8 million) were pledged as collateral to secure project finance debts.

During the financial year, shared services cost charged by a related party, Vena Energy Pte. Ltd., amounting to US$1.1 million (2023: US$0.4 million) has been capitalised for projects that have yet to reach their commercial operation dates.

The Group assessed the impairment of property, plant and equipment together with its related intangible assets as described in Note 16.

15. Right-of-use assets

	Note	Land and office US$'000
Group		
Cost		
At 1 January 2023		81,943
Additions		12,784
Effect of exchange rate changes		(1,712)
At 31 December 3		93,015
Additions		5,676
Effect of exchange rate changes		(4,022)
At 31 December 2024		94,669
Accumulated depreciation		
At 1 January 2023		11,259
Depreciation expense		5,620
Effect of exchange rate changes		(237)
At 31 December 2023		16,642
Depreciation expense		6,061
Effect of exchange rate changes		(801)
At 31 December 2024		21,902
Carrying amounts		
At 31 December 2023		76,373
At 31 December 2024		72,767

16. Intangible assets

	Goodwill	Project-related agreements and licenses	Total
	US$'000	US$'000	US$'000
Group			
Cost			
At 1 January 2023	32,277	18,173	50,450
Effect of exchange rate changes	(651)	(366)	(1,017)
At 31 December 2023	31,626	17,807	49,433
Effect of exchange rate changes	(1,351)	(760)	(2,111)
At 31 December 2024	30,275	17,047	47,322
Accumulated depreciation			
At 1 January 2023	–	3,703	3,703
Amortisation expense	–	894	894
Effect of exchange rate changes	–	(80)	(80)
At 31 December 2023	–	4,517	4,517
Amortisation expense	–	866	866
Effect of exchange rate changes	–	(206)	(206)
At 31 December 2024	–	5,177	5,177
Carrying amounts			
At 31 December 2023	31,626	13,290	44,916
At 31 December 2024	30,275	11,870	42,145

Amortisation of project related agreements and licences will begin on the commercial operation date of the solar photovoltaic plants as defined in the respective power purchase agreements.

Impairment testing for CGUs containing goodwill

For the purposes of impairment testing, goodwill has been allocated to the Group's group of CGUs (operating division) as follows:

	Group	
	2024	**2023**
	US$'000	US$'000
Taiwan	30,275	31,626

16. Intangible assets (cont'd)

Impairment testing for CGUs containing goodwill (cont'd)

Operations in Taiwan

The recoverable amount of the group of CGUs was based on fair value less costs of disposal, estimated using discounted cash flows method. The fair value measurement was categorised as a Level 3 fair value based on the inputs in the valuation technique used.

The discounted cash flows valuation is based on management's cash flow projections assuming up to 40 years (2023: up to 40 years) of operating life, with no terminal value assumed. The post-tax discount rate of 6.7% to 9.7% (2023: 6.7% to 9.7%) are estimated based on the cost of equity for the Group's operational assets and applying additional risk premium for under construction, contracted and development assets.

As at 31 December 2024, for the discounted cash flows valuation, a rise in the post-tax discount rates by 0.3%, holding other inputs constant, would not result in impairment. As at 31 December 2023, any reasonably possible change to the key assumptions applied are not likely to cause the recoverable amount to be materially below the carrying amount of the group of CGUs.

17. Investment in subsidiaries

	Company	
	2024	**2023**
	US$'000	US$'000
Equity investment, at cost	255,827	303,565

The table below provides a reconciliation of the movement in investment in subsidiaries:

	Company	
	2024	**2023**
	US$'000	US$'000
Balance as at 1 January	303,565	296,165
Capital injection during the year	5,199	23,974
Reduction of interest in a subsidiary	(52,937)	(16,574)
Balance as at 31 December	255,827	303,565

17. Investment in subsidiaries (cont'd)

The table below provides details of the significant subsidiaries of the Group:

Name of subsidiaries	Sector	Project name	Status	Principal place of business	Ownership interest 2024 %	Ownership interest 2023 %
Soleq Taiwan Solar Energy Ltd	Solar	1. Davis 2. Coltrane	Operating	Taiwan	100	100
Soleq Taiwan Two Energy Ltd	Solar	Brubeck	Operating	Taiwan	100	100
Vena Energy Taiwan Solar Energy Ltd	Solar	Mingus	Operating	Taiwan	100	100
Soleq Taiwan Renewables Ltd	Solar	Hancock	Operating	Taiwan	100	100
Shuo Li PV Energy Co. Ltd	Solar	Yunlin E2	Operating	Taiwan	100	100
Vena Energy Taiwan Renewables Ltd	Solar	Cole	Operating	Taiwan	100	100

18. Equity-accounted investees

Interest in associates

	Group 2024 US$'000	Group 2023 US$'000
Interests in associates		
As at 31 December	32,896	38,022

The Group has a material associate, RA Solar Energy Holdings Inc. and its subsidiaries ("RSEHI"), and an immaterial associate which are equity accounted. RSEHI is based in Philippines, principally engaged in investment holding and owns 100% of Mirae Asia Energy Corporation ("Project Garcia") which has a 20.1MW solar plant. The Group has one out of five representations in the board of directors of RSEHI. The Group has 99.91% economic interest in RSEHI which consist of 40% of voting shares and 99.91% of redeemable preferred shares ("RPS"). The RPS are non-convertible, non-voting and are redeemable at the sole option of RSEHI.

The Group has an effective economic interest of 99.97% in Project Garcia through its holdings in RSEHI and the immaterial associate.

18. Equity-accounted investees (cont'd)

Interest in associates (cont'd)

The following summarises the financial information of the Group's material associate based on the financial statements prepared in accordance with IFRS:

	RSEHI	
	2024	**2023**
	US$'000	US$'000
Statement of financial position		
Non-current assets		
Property, plant and equipment	17,898	20,189
Deferred tax assets	40	–
Other non-current receivables	405	388
Non-current prepayment and other assets	58	31
Right-of-use assets	410	958
	18,811	21,566
Current assets		
Trade and other receivables	4,169	4,346
Prepayment and other assets	116	211
Cash and bank balances	1,337	1,347
	5,622	5,904
Total assets	24,433	27,470
Non-current liabilities		
Loans and borrowings	6,605	8,316
Employee benefits	23	18
Asset retirement obligation	161	165
Deferred tax liabilities	–	9
	6,789	8,508
Current liabilities		
Loans and borrowings	892	898
Trade and other payables	1,029	863
Current tax liabilities	17	39
	1,938	1,800
Total liabilities	8,727	10,308
Net assets	15,706	17,162

18. Equity-accounted investees (cont'd)

Interest in associates (cont'd)

	RSEHI	
	2024	**2023**
	US$'000	US$'000
Statement of comprehensive income		
Sale of energy	5,487	5,820
Other income	51	64
	5,538	5,884
Operating costs	(1,526)	(1,238)
Shared services costs	(211)	(217)
Depreciation expenses	(1,382)	(1,416)
Results from operating activities	2,419	3,013
Finance income	99	129
Finance costs	(522)	(599)
Net foreign exchange (loss)/gain	13	3
Net finance costs	(410)	(467)
Profit before tax	2,009	2,546
Tax expense	(201)	(235)
Profit after tax, representing total comprehensive income for the year	1,808	2,311

18. Equity-accounted investees (cont'd)

Interest in associates (cont'd)

	Group 2024 US$'000	Group 2023 US$'000
Carrying amount of interest in associates at beginning of the year	38,022	53,806
Share of results of associates	1,805	2,317
Distribution	(2,257)	(1,732)
Amortisation expenses & impairment of intangibles allocated to associates	(2,647)	(15,909)
Foreign currency translation difference on intangibles allocated to associates	(1,027)	(311)
Foreign currency translation differences	(1,000)	(144)
Remeasurement of defined benefit plan	–	(5)
Carrying amount of interest in associates at end of the year[1]	32,896	38,022

[1] Included in carrying amount of interest in associates at end of year is project related agreements and licenses amounting to US$16.4 million (2023: US$20.0 million).

19. Deferred tax

Deferred tax assets and liabilities are attributable to the following:

	Assets 2024 US$'000	Assets 2023 US$'000	Liabilities 2024 US$'000	Liabilities 2023 US$'000
Group				
Derivatives	–	–	(1,848)	(736)
Provision	25	20	–	–
Employee benefits	79	–	–	–
Other items	227	17	–	(9)
Tax loss carry-forwards	863	1,456	–	–
Deferred tax assets/(liabilities)	1,194	1,493	(1,848)	(745)
Set off of deferred tax	(1,194)	(745)	1,194	745
Net deferred tax assets/(liabilities)	–	748	(654)	–

Unrecognised deferred tax assets

Deferred tax assets on tax losses of US$0.2 million (2023: US$4.4 million) have not been recognised in respect of tax losses which are expected to expire or be utilised during such tax holiday period because it is not probable that future taxable profits will be available which the Group can utilise the benefits therefrom during such period.

19. Deferred tax (cont'd)

Movement in deferred tax balances

Group	Balance as at 1 January US$'000	Recognised in profit or loss (Note 13) US$'000	Exchange differences US$'000	Balance as at 31 December US$'000
2024				
Derivatives	(736)	(1,144)	32	(1,848)
Employee benefits	–	79	–	79
Provision	20	5	–	25
Tax loss carry-forward	1,456	(531)	(62)	863
Other items	8	215	4	227
	748	(1,376)	(26)	(654)
2023				
Derivatives	(115)	(624)	3	(736)
Provision	4	15	1	20
Tax loss carry-forward	144	1,318	(6)	1,456
Other items	(516)	513	11	8
	(483)	1,222	9	748

20. Derivative assets

	Group	
	2024 US$'000	**2023** US$'000
Non-current		
Interest rate swaps	10,016	4,489

21. Trade and other receivables

	Note	Group 2024 US$'000	Group 2023 US$'000	Company 2024 US$'000	Company 2023 US$'000
Trade receivables		123	5,701	–	–
Accrued revenue		5,429	5,495	–	–
Total current trade receivables and contract assets		5,552	11,196	–	–
Amounts due from:					
- Subsidiaries	(a)	–	–	–	9
- Related parties	(b)	3,843	330	–	–
- Third parties		2,135	1,246	–	–
Deposits and advances		3,982	7,682	–	–
VAT receivable		310	2,583	–	–
Total current other receivables		10,270	11,841	–	9
		15,822	23,037	–	9

(a) The amounts due from subsidiaries are non-trade, unsecured, non-interest bearing and repayable on demand.

(b) The amounts due from related parties are non-trade, unsecured, non-interest bearing and repayable on demand.

22. Prepayments and other assets

	Group 2024 US$'000	Group 2023 US$'000
Prepaid expenses	155	518
Other assets	2,272	4,929
	2,427	5,447

23. Cash and bank balances

	Group		Company	
	2024	**2023**	**2024**	**2023**
	US$'000	US$'000	US$'000	US$'000
Bank balances	103,398	144,882	89	448
Cash and bank balances in the statement of financial position	103,398	144,882	89	448
Restricted bank balances and deposits (a)	(3,222)	(10,031)	–	–
Cash and cash equivalents in the statement of cash flows	100,176	134,851	89	448

(a) As at 31 December 2024, US$3.2 million (2023: US$10.0 million) of the Group's cash and bank balances were restricted and held under Debt Service Reserve Accounts ("DSRA"), which represent reserve accounts used to service project finance debts.

24. Loan receivables

	Group	
	2024	**2023**
	US$'000	US$'000
Current		
Loan receivables from a related party	–	5,973
Interest on loans receivables from a related party	–	13
	–	5,986

In 2023, the Group extended a loan to Vena Global Group Pte. Ltd. (formerly known as Vena Energy Holdings Pte. Ltd.) at an annual interest rate of 7.2%. The loan is unsecured, denominated in USD and has been repaid in May 2024.

25. Equity contribution

	Group and Company	
	2024	**2023**
	US$'000	US$'000
Equity contribution		
Share capital (2023:US$0.01 per share)	125,497	125,497
	No. of ordinary shares	
Issued and fully paid		
At beginning and end of the year	125,497,349	125,497,349

25. Equity contribution (cont'd)

On 16 August 2023, the following transactions took place:

(a) The Company consolidated its 125,497,349 issued ordinary shares each with a par value of US$0.01 at a ratio of 100:1, effectively reducing the number of issued shares to 1,254,973 each with a par value of US$1.00; and

(b) The Company issued 124,242,376 shares from the share premium of US$124.2 million to its shareholder.

Ordinary shares

The holder of ordinary shares is entitled to receive dividend declared by the Company and is entitled to one vote per share at general meetings of the Company. Prior to the domiciliation from Cayman Islands to Singapore, the Company had fully reclassified the share premium to share capital through the issuance of new shares, as described above. Pursuant to the Act, there is no par value concept in Singapore and accordingly ordinary shares issued as at 31 December 2024 have no par value.

26. Reserves

The reserves of the Group comprise the following balances:

	Group	
	2024	**2023**
	US$'000	US$'000
Translation reserve	(32,787)	(23,034)
Legal reserve	9,476	2,870
Defined benefit reserve	(5)	(5)
	(23,316)	(20,169)

Translation reserve

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

Legal reserve

The Taiwan Companies Act requires that for profit-making Taiwan registered companies, 10% of the profits shall be kept as a reserve which is non distributable. The legal reserve will be capped at amount equivalent to authorised share capital.

Defined benefit reserve

The defined benefit reserve comprises actuarial gains and losses and the return on plan assets (excluding interest).

27. Loans and borrowings and lease liabilities

	Note	Group 2024 US$'000	Group 2023 US$'000	Company 2024 US$'000	Company 2023 US$'000
Non-current					
Project finance debts		301,462	337,508	–	–
Loan from a related party		50,605	100,268	50,605	100,268
Loan from Euro Medium Term Note Issuer	(a)	–	13,845	–	13,845
		352,067	451,621	50,605	114,113
Lease liabilities		81,563	83,556	–	–
Current					
Project finance debts		20,783	21,512	–	–
Loan from a related party		4,645	4,670	–	–
Loan from Euro Medium Term Note Issuer	(a)	12,170	–	12,170	–
Interest payables on:					
- Project finance debts		247	310	–	–
- Loan from related parties		88	3,490	62	3,478
- Loan from Euro Medium Term Note Issuer		50	57	50	57
		37,983	30,039	12,282	3,535
Lease liabilities		4,538	4,257	–	–

(a) On 27 February 2020, a related company, Vena Energy Capital Pte. Ltd. ("Euro Medium Term Note Issuer"), issued US$325,000,000 3.133% per annum notes (the "US$325 million Notes") due in 2025 listed on Singapore Exchange Securities Trading Limited ("SGX-ST") under a US$1 billion Global Medium Term Note Programme (the "Notes Programme"). The US$325 million Notes bear interest at the rate of 3.133% per annum from and including 26 February 2020, and interest will be payable semi-annually in arrears on 26 February and 26 August in each year, commencing on 26 August 2020.

On 8 July 2021, the Euro Medium Term Note Issuer issued US$175,000,000 3.133% per annum notes ("the "US$175 million Notes") due in 2025 listed on the SGX-ST under the Notes Programme. The US$175 million Notes were issued at a premium for a total consideration of US$178,638,250. The US$175 million Notes are to be consolidated and form a single series with the US$325 million Notes (collectively, the "Notes"). The Notes bear interest at the rate of 3.133% per annum from and including 26 February 2021, and interest will be payable semi-annually in arrears on 26 February and 26 August in each year, commencing on 26 August 2021. The Notes will mature on 26 February 2025.

27. Loans and borrowings and lease liabilities (cont'd)

(a) (cont'd)

The Euro Medium Term Notes proceeds were allocated to the Company, Vena Global Group Pte. Ltd. and Zenith Japan Holdings Ltd (as trustee for Zenith Japan Holdings Trust) through intercompany loans.

The due and punctual payment of all sums payable by Vena Energy Capital Pte. Ltd. from time to time in respect of the Notes will be unconditionally and irrevocably guaranteed on a joint and several basis by the Company together with Vena Global Group Pte. Ltd. and Zenith Japan Holdings Ltd (as trustee for Zenith Japan Holdings Trust).

The below table shows the notional amount of the outstanding loans and borrowings not including transaction costs.

	Group		Company	
	2024	**2023**	**2024**	**2023**
	US$'000	US$'000	US$'000	US$'000
Non-current				
Project finance debts	305,273	341,817	–	–
Loan from a related party	50,605	100,268	50,605	100,268
Loan from Euro Medium Term Note Issuer	–	13,950	–	13,950
	355,878	456,035	50,605	114,218
Current				
Project finance debts	21,950	22,752	–	–
Loan from a related party	4,645	4,670	–	–
Loan from Euro Medium Term Note Issuer	12,185	–	12,185	–
	38,780	27,422	12,185	–
	394,658	483,457	62,790	114,218

27. Loans and borrowings and lease liabilities (cont'd)

	Currency	Nominal interest rate %	Year of maturity	Principal amount US$'000
2024				
Project finance debts	NTD	TAIBOR+1.5 to 1.7	2033 to 2040	327,223
Loan from a related party	JPY	1.4	2026	50,605
Loan from a related party	USD	1.0	2025	4,645
Loan from Euro Medium Term Note Issuer	JPY	1.4	2025	9,795
Loan from Euro Medium Term Note Issuer	JPY	0.6	2025	2,390
				394,658
2023				
Project finance debts	NTD	TAIBOR+1.5 to 1.7	2033 to 2040	364,569
Loan from a related party	JPY	1.4	2025	100,268
Loan from a related party	USD	1.0	2025	4,670
Loan from Euro Medium Term Note Issuer	JPY	1.4	2025	11,322
Loan from Euro Medium Term Note Issuer	JPY	0.6	2025	2,628
				483,457

The loans and borrowings contain debt covenants which are tested on a regular basis. A future breach of these covenants may require the Group to repay the loans and borrowings earlier than indicated in the table above. The Group has not breached any debt covenants in the financial years ended 31 December 2024 and 2023, and does not anticipate any difficulty complying with terms under the relevant loans and borrowings in the next 12 months.

As at 31 December 2024, project finance debts amounting to US$327.2 million (2023: US364.6 million) has been taken up by the subsidiaries of the Company where these debt obligations have no recourse to the Company.

27. Loans and borrowings and lease liabilities (cont'd)

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

	Liabilities				
	Loan from related parties	**Loan from Euro Medium Term Note Issuer**	**Project finance debts[2]**	**Lease liabilities[2]**	**Total**
	US$'000	US$'000	US$'000	US$'000	US$'000
Balance at 1 January 2024	108,428	13,902	359,330	87,813	569,473
Changes from financing cash flows					
Proceeds	5,667	–	–	–	5,667
Repayment	(47,340)	–	(21,781)	–	(69,121)
Payment for financial lease liabilities	–	–	–	(3,603)	(3,603)
Transaction costs related to loans and borrowings	–	–	(448)	–	(448)
Interest paid	–	(165)	(12,496)	(2,518)	(15,179)
Total changes after financing cash flows	66,755	13,737	324,605	81,692	486,789
Effect of change in foreign exchange rate	(13,025)	(1,131)	(13,468)	(3,791)	(31,415)
Other changes					
New leases	–	–	–	5,676	5,676
Transfer of loan[1]	547	(547)	–	–	–
Interest expense	1,061	161	11,355	2,524	15,101
Total liability-related other changes	1,608	(386)	11,355	8,200	20,777
Balance at 31 December 2024	55,338	12,220	322,492	86,101	476,151

1 The amount previously due from the Company to the Euro Medium Term Note Issuer, Vena Energy Capital Pte. Ltd. ("VECPL"), of US$0.5 million (2023: US$13.2 million) was transferred to Vena Global Group Pte. Ltd. ("VGGPL") as a result of an offsetting agreement between VECPL and VGGPL with no cash impact.

2 Relates to Group level only

27. Loans and borrowings and lease liabilities (cont'd)

Reconciliation of movements of liabilities to cash flows arising from financing activities (cont'd)

	Liabilities				
	Loan from related parties	**Loan from Euro Medium Term Note Issuer**	**Project finance debts**	**Lease liabilities**	**Total**
	US$'000	US$'000	US$'000	US$'000	US$'000
Balance at 1 January 2023	87,758	29,717	329,818	79,751	527,044
Changes from financing cash flows					
Proceeds	31,057	–	52,164	–	83,221
Repayment	(23,226)	–	(15,587)	–	(38,813)
Payment for financial lease liabilities	–	–	–	(3,101)	(3,101)
Transaction costs related to loans and borrowings	–	–	(54)	–	(54)
Interest paid	–	(356)	(9,393)	(2,546)	(12,295)
Total changes after financing cash flows	95,589	29,361	356,948	74,104	556,002
Effect of change in foreign exchange rate	(1,692)	(2,537)	(9,125)	(1,637)	(14,991)
Other changes					
New leases	–	–	–	12,784	12,784
Transfer of loan[1]	13,212	(13,212)	–	–	–
Interest expense	1,319	290	11,507	2,562	15,678
Total liability-related other changes	14,531	(12,922)	11,507	15,346	28,462
Balance at 31 December 2023	108,428	13,902	359,330	87,813	569,473

Pledges for facility agreements

The Group has entered into several facilities agreements with various financial institutions. Under these agreements, these financial institutions provide project finance debts of US$327.2 million (2023: US$364.6 million) to the Group on floating rates.

The obligations of the Group to the banks are collateralised by the pledges of all the shares of the project entities and liens on and security interests in substantially all of the project entities' assets, its rights under various agreements, all of the project entities' revenues and all insurance proceeds payable to the project entities and require the project entities to comply with various administrative requirements.

27. Loans and borrowings and lease liabilities (cont'd)

The Group's assets directly pledged in relation to the facilities agreements are as disclosed in Note 14. The indirect pledge over the Group's consolidated net assets as at reporting date, as a result of the shares of the project entities being pledged, are as follows:

	2024 US$'000	**2023** US$'000
Project entities' contribution to the net assets of the Group	151,416	137,167

28. Asset retirement obligation

	Group	
	2024 US$'000	**2023** US$'000
At 1 January	7,002	6,971
Provision made during the year	133	–
Unwinding of discount	174	172
Effect of exchange rate changes	(304)	(141)
At 31 December	7,005	7,002

The Group has recorded asset retirement obligation primarily associated with the estimated cost to reinstate sites involved in power generation.

Due to the long-term nature of the liability, the greatest uncertainty in estimating the provision is the costs that will be incurred. In particular, the Group has assumed that the sites will be restored using technology and materials that are available currently. The provision has been calculated using a discount rate of 2.5% (2023: 2.5%), which is the risk-free rate in the jurisdiction of the liability. The management expects cash outflows between 25 to 28 years (2023: 25 to 28 years) after the commissioning of the power plants.

29. Trade and other payables

		Group		Company	
	Note	**2024** US$'000	**2023** US$'000	**2024** US$'000	**2023** US$'000
Non-current					
Accrued staff cost		396	271	–	–
Current					
Trade payables to Engineering, Procurement, Construction ("EPC") contractors		120	26	–	–
Amounts due to:					
- Subsidiaries	(a)	–	–	–	22,670
- Related parties	(b)	3,355	4,428	15	706
- Third parties		485	988	–	–
Other tax payables		333	461	–	–
Accrued staff costs		132	101	–	–
Accrued operating expenses		21,096	24,466	646	137
		25,521	30,470	661	23,513
Total trade and other payable		25,917	30,741	661	23,513

Trade payables are non-interest bearing and are generally settled on standard credit terms ranging from 30 to 60 days (2023: 30 to 60 days).

(a) The amounts due to subsidiaries are non-trade, unsecured, non-interest bearing and repayable on demand.

(b) The amounts due to related parties are non-trade, unsecured, non-interest bearing and repayable on demand.

30. Financial instruments

Financial risk management

Overview

The Group has exposure to the following risks arising from financial instruments:

- credit risk
- liquidity risk
- market risk

This note presents information about the Group’s exposure to each of the above risks, the Group’s objectives, policies and processes for measuring and managing risk, and the Group’s management of capital.

Risk management framework

The Directors have overall responsibility for the establishment and oversight of the Group’s risk management framework. Management is responsible for developing and monitoring the Group’s risk management policies. Management reports regularly to the Directors on its activities.

The Group’s risk management policies are established to identify and analyse the risks faced by the Group, to set appropriate risk limits and controls, and to monitor risks and adherence to limits. Risk management policies and systems are reviewed regularly to reflect changes in market conditions and the Group’s activities. The Group, through its training and management standards and procedures, aims to develop a disciplined and constructive control environment in which all employees understand their roles and obligations.

Credit risk

Credit risk is the risk of financial loss to the Group if a customer or counterparty to a financial instrument fails to meet its contractual obligations and arises principally from the Group’s receivables from customers and other receivables.

The carrying amount of financial assets in the statement of financial position represents the Group and the Company’s maximum exposures to credit risk, before taking into account any collateral held. The Group and the Company does not hold any collateral in respect of its financial assets.

The Company has adopted a policy of only dealing with creditworthy counterparties as a means of mitigating the risk of financial loss from defaults. The Company's credit exposures are continuously monitored.

30. Financial instruments (cont'd)

Financial risk management (cont'd)

Trade receivables and contract assets

The Group's customers comprise mainly government or quasi-government offtakers of electricity, and a small number of private offtakers. Exposure to credit risk is influenced mainly by the individual characteristics of the offtaker and/or the government entity supporting the offtaker.

Most of the Group's customers have been transacting with the respective Group Entities for over 1 year, and no impairment loss has been recognised against these customers.

Exposure to credit risk

The maximum exposure to credit risk for trade receivables and contract assets at the reporting date by geographic region was as follows:

	Carrying amount	
	2024	**2023**
	US$'000	US$'000
Taiwan	5,552	11,196

The Group has determined its trade receivables and contract assets to be not credit impaired and ECL is insignificant at the end of the reporting period. Accordingly, no loss allowance was recorded as at 31 December 2024 and 2023.

At 31 December 2024, the Group's outstanding trade receivables and contract assets comprise of 2 customers which account for 100% (2023: 100%) of the balance.

Expected credit loss assessment for trade receivables and contract assets

The Group allocates each exposure to a credit risk grade based on data that is determined to be predictive of the risk of loss and applying experienced credit judgement. Credit risk grades are defined using qualitative and quantitative factors that are indicative of the risk of default. Credit risk grades include "Low", "Medium" and "High" and loss rate up to 0.42% (2023: up to 0.42%).

Exposures within each credit risk grade are segmented by geographic region and an ECL rate is calculated for each segment.

There was no significant movement in the allowance for impairment in respect of trade receivables and contract assets during the year.

Other receivables

Other receivables comprise mainly balances due from affiliates and external parties of the Group to which the Group has provided short term liquidity for strategic purposes.

Most of the Group's counterparties have been transacting with the respective Group entities for over 1 year, and no impairment loss has been recognised against these counterparties.

30. Financial instruments (cont'd)

Financial risk management (cont'd)

Credit risk (cont'd)

Expected credit loss assessment for other receivables

The Group allocates each exposure to a credit risk grade based on data that is determined to be predictive of the risk of loss and applying experienced credit judgement. Credit risk grades are defined using qualitative and quantitative factors that are indicative of the risk of default. Credit risk grades include "Low", "Medium" and "High" and loss rate up to 0.42% (2023: up to 0.42%).

Exposures within each credit risk grade are segmented by geographic region and an ECL rate is calculated for each segment.

The maximum exposure to credit risk at the reporting date is the carrying value of other receivables disclosed in Note 21. As of 31 December 2024 and 2023, there were no balance assessed to be credit-impaired. The Group does not require collateral in respect of other receivables.

There was no significant movement in the allowance for impairment in respect of other receivables during the year.

Cash and bank balances

The Group and the Company held cash and bank balances of US$103.4 million and US$0.1 million respectively at 31 December 2024 (2023: US$144.9 million and US$0.4 million). The balances represent the Group and Company's maximum credit exposures on these assets. The cash and bank balances are held with bank and financial institution counterparties which are rated BBB+ to AA+ (2023: BBB+ to AA-), based on S&P Global ratings and B3 to Aa3 (2023: B3 to Aa3), based on Moody Corporation ratings.

Impairment on cash and bank balances has been measured on the 12-month ECL basis and reflects the short maturities of the exposures. The Group considers that its cash and bank balances have low credit risk based on the external credit ratings of the counterparties and subject to an ECL that is immaterial.

Liquidity risk

Risk management policy

Liquidity risk is the risk that the Group will encounter difficulty in meeting the obligations associated with its financial liabilities that are settled by delivering cash or another financial asset. The Group's approach to managing liquidity is to ensure, as far as possible, that it will always have sufficient liquidity to meet its liabilities when due, under both normal and stressed conditions, without incurring unacceptable losses or risking damage to the Group's reputation.

The Group monitors its liquidity risk and maintains a level of cash and bank balances deemed adequate by management to finance the Group's operations and to mitigate the effects of fluctuations in cash flows.

30. Financial instruments (cont'd)

Financial risk management (cont'd)

Liquidity risk (cont'd)

Exposure to liquidity risk

The following are the remaining contractual maturities of financial liabilities. The amounts are gross and undiscounted, include contractual interest payments.

	Contractual cash flows US$'000	12 months or less US$'000	1-2 years US$'000	2-5 years US$'000	More than 5 years US$'000
Group					
31 December 2024					
Non-derivative financial liabilities					
Project finance debts	(388,005)	(29,171)	(22,150)	(64,139)	(272,545)
Loan from related parties	(57,387)	(5,416)	(51,971)	–	–
Loan from Euro Medium Term Note Issuer	(12,235)	(12,235)	–	–	–
Lease liabilities	(101,700)	(4,264)	(6,499)	(18,469)	(72,468)
Trade and other payables*	(25,188)	(25,188)	–	–	–
	(584,515)	(76,274)	(80,620)	(82,608)	(345,013)
31 December 2023					
Non-derivative financial liabilities					
Project finance debts	(365,981)	(30,859)	(1,102)	(24,010)	(310,010)
Loan from related parties	(107,819)	(4,844)	(102,975)	–	–
Loan from Euro Medium Term Note Issuer	(14,552)	(228)	(187)	(14,137)	–
Lease liabilities	(109,682)	(8,728)	(6,243)	(18,587)	(76,124)
Trade and other payables*	(30,280)	(30,280)	–	–	–
	(628,314)	(74,939)	(110,507)	(56,734)	(386,134)

* Excludes non-financial liabilities

30. Financial instruments (cont'd)

Financial risk management (cont'd)

Liquidity risk (cont'd)

Exposure to liquidity risk (cont'd)

	Contractual cash flows US$'000	12 months or less US$'000	1-2 years US$'000	2-5 years US$'000
Company				
31 December 2024				
Non-derivative financial liabilities				
Loan from a related party	(52,716)	(745)	(51,971)	–
Loan from Euro Medium Term Note Issuer	(12,255)	(12,255)	–	–
Trade and other payables*	(662)	(662)	–	–
	(65,633)	(13,662)	(51,971)	–
31 December 2023				
Non-derivative financial liabilities				
Loan from a related party	(107,807)	(4,832)	(102,975)	–
Loan from Euro Medium Term Note Issuer	(14,552)	(228)	(187)	(14,137)
Trade and other payables*	(23,513)	(23,513)	–	–
	(145,872)	(28,573)	(103,162)	(14,137)

* Excludes non-financial liabilities

Market risk

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

30. Financial instruments (cont'd)

Financial risk management (cont'd)

Currency risk

The Group is exposed to foreign currency risk on transactions that are denominated in currencies other than the respective functional currency of Group entities. The Group ensures that the net exposure to foreign currency risk is monitored on an ongoing basis and the Company endeavors to keep the net exposure at an acceptable level.

Exposure to currency risk

The summary of quantitative data about the Group's exposure to currency risk as reported to the management of the Group is as follows:

	JPY US$'000	**SGD** US$'000	**USD** US$'000	**Others** US$'000
Group				
31 December 2024				
Trade and other receivables	–	348	–	–
Cash and bank balances	–	–	2,432	–
Loan from a related party	(50,667)	–	(4,671)	–
Loan from Euro Medium Term Note Issuer	(12,220)	–	–	–
Trade and other payables	–	(28)	(1,012)	(50)
Net exposure	(62,887)	320	(3,251)	(50)
31 December 2023				
Trade and other receivables	–	387	–	–
Cash and bank balances	–	–	11,432	–
Loan from a related party	(103,746)	–	–	–
Loan from Euro Medium Term Note Issuer	(13,902)	–	–	–
Trade and other payables	–	(354)	(754)	(8)
Net exposure	(117,648)	33	10,678	(8)

30. Financial instruments (cont'd)

Financial risk management (cont'd)

Currency risk (cont'd)

Exposure to currency risk (cont'd)

	JPY US$'000	**SGD** US$'000
Company		
31 December 2024		
Loan from a related party	(50,667)	–
Loan from Euro Medium Term Note Issuer	(12,220)	–
Trade and other payables	–	(3)
Net exposure	(62,887)	(3)
31 December 2023		
Loan from a related party	(103,746)	–
Loan from Euro Medium Term Note Issuer	(13,902)	–
Trade and other payables	–	(1)
Net exposure	(117,648)	(1)

Sensitivity analysis

A 5% strengthening of the USD against the respective currencies at the reporting date would increase/(decrease) profit before tax by the amounts shown below. This analysis assumes that all other variables, in particular interest rates, remain constant.

	Group		**Company**	
	2024 US$'000	**2023** US$'000	**2024** US$'000	**2023** US$'000
31 December 2024				
JPY (5% strengthening)	3,114	5,882	3,114	5,882
SGD (5% strengthening)	(16)	(2)	–	–
USD (5% strengthening)	163	(534)	–	–
Others (5% strengthening)	3	–*	–	–

* Amount less than US$1,000

In the case of a 5% weakening of the dollar against the respective currencies, the effects are equal but with an opposite effect.

30. Financial instruments (cont'd)

Financial risk management (cont'd)

Interest rate risk

Interest rate risk refers to the risk faced by the Group as a result of fluctuations in interest rates. The Group manages some of its cash flow interest rate risk by using floating-to-fixed interest rate swaps. Such interest rate swaps have the economic effect of converting borrowings from floating rates to fixed rates. Generally, the Group raises long-term borrowings at floating rates and swaps them into fixed rates that are lower than those available if the Group borrowed at fixed rates directly.

Managing interest rate benchmark reform and associated risks

A fundamental reform of major interest rate benchmarks is being undertaken globally, including the replacement of some interbank offered rates ("IBORs") with alternative nearly risk-free rates (referred to as "interest rate benchmark reform"). The Group has exposures to IBORs on its financial instruments that may be replaced or reformed as part of these market-wide initiatives. The Group's main IBOR exposure at 31 December 2024 was indexed to the Taipei IBOR ("TAIBOR").

The Directors monitor and manage the Group's transition to alternative rates. The Board evaluates the extent to which contracts reference IBOR cash flows, whether such contracts will need to be amended as a result of interest rate benchmark reform and how to manage communication about interest rate benchmark reform with counterparties.

There have been no announcements on TAIBOR reform, and the Group expects TAIBOR will continue to exist as a benchmark rate for the foreseeable future. The total notional amounts of the TAIBOR indexed loans and borrowings as at 31 December 2024 is US$327.2 million (2023: US$364.6 million) (Note 27).

Exposure to interest rate risk

At the reporting date, the notional amounts of variable rate interest-bearing financial assets and liabilities that are subject to interest rate risk were as follows:

	Group Notional amount		Company Notional amount	
	2024	**2023**	**2024**	**2023**
	US$'000	US$'000	US$'000	US$'000
Financial liabilities	(327,223)	(364,569)	–	–
Interest rate swaps	208,733	231,622	–	–
	(118,490)	(132,947)	–	–

30. Financial instruments (cont'd)

Financial risk management (cont'd)

Interest rate risk (cont'd)

Fair value sensitivity analysis for fixed rate instruments

The Group does not account for any fixed rate financial assets and liabilities at fair value through profit or loss. Therefore, in respect of the fixed rate instrument, a change in interest rates at the reporting date would not affect profit or loss.

Cash flow sensitivity analysis for variable rate instruments

A change of 100 basis points in interest rates at the reporting date would have increased/(decreased) profit before tax by the amounts shown below. This analysis assumes that all other variables, in particular foreign currency exchange rates, remain constant.

	Profit before tax	
	100 bp increase	**100 bp decrease**
	US$'000	US$'000
Group		
31 December 2024		
Variable rate instruments	(3,272)	3,272
Interest rate swaps	2,087	(2,087)
Cash flow sensitivity (net)	(1,185)	1,185
31 December 2023		
Variable rate instruments	(3,646)	3,646
Interest rate swaps	2,316	(2,316)
Cash flow sensitivity (net)	(1,330)	1,330

Capital management

The Group's objective in managing capital is to ensure a stable and strong capital base to maximise returns for its shareholders.

The Group defines capital as including all components of equity. The Group's capital structure is regularly reviewed and managed in accordance with the capital management practices of the Group. Adjustments are made to the capital structure in light of changes in economic conditions affecting the Group, to the extent that these do not conflict with the Directors' fiduciary duties towards the Group.

The Group is not subject to externally imposed capital requirements.

31. Fair value of financial instruments

Fair value measurement

Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date in the principal or, in its absence, the most advantageous market to which the Group has access at that date. The fair value of a liability reflects its non-performance risk.

When available, the Group measures the fair value of an instrument using the quoted price in an active market for that instrument. A market is regarded as active if transactions for the asset or liability take place with sufficient frequency and volume to provide pricing information on an ongoing basis. The Group measures instruments quoted in an active market at mid-price.

If there is no quoted price in an active market, then the Group uses valuation techniques that maximise the use of relevant observable inputs and minimise the use of unobservable inputs. The chosen valuation technique incorporates all of the factors that market participants would take into account in pricing a transaction.

The Group recognises transfers between levels of the fair value hierarchy as at the end of the reporting period during which the change has occurred.

The Group measures fair values using the following fair value hierarchy that reflects the significance of the inputs used in making the measurements.

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

31. Fair value of financial instruments (cont'd)

Fair value measurement (cont'd)

Financial instruments measured at fair value

Type	Valuation technique
Group	
Interest rate swaps	*Swap models:* The fair value is calculated as the present value of the estimated future cash flows. Estimates of future floating-rate cash flows are based on quoted swap rates, futures prices and interbank borrowing rates. Estimated cash flows are discounted using a yield curve constructed from similar sources and which reflects the relevant benchmark interbank rate used by market participants for this purpose when pricing interest rate swaps.

Financial instruments not measured at fair value

Type	Valuation technique
Group	
Loans and borrowings	Discounted cash flows: The valuation model considers the present value of expected payment, discounted using a risk-adjusted discount rate.

Accounting classification and fair value

The following table summarises the classification of the financial assets and liabilities of the Group. It does not include fair value information for financial assets and financial liabilities not measured at fair value if the carrying amount is a reasonable approximation of fair value. Additionally, it excludes fair value information for lease liabilities as it is not required.

At the reporting date, the fair values of trade and other receivables, restricted cash, cash and bank balances, loan receivables, prepayment and other assets, and trade and other payables are equivalent to the carrying amounts shown in the statement of financial position due to the short-term maturity of these financial instruments.

31. Fair value of financial instruments (cont'd)

Accounting classification and fair value (cont'd)

	Note	Carrying amount				Fair value			
		Mandatorily at FVTPL	Amortised Cost	Other financial liabilities	Total	Level 1	Level 2	Level 3	Total
		US$'000	US$'000	US$'000	US$'000	US$'000	US$'000	US$'000	US$'000
Group									
31 December 2024									
Trade and other receivables*	21	–	15,509	–	15,509				
Cash and cash balances	23	–	103,398	–	103,398				
Derivatives assets	20	10,016	–	–	10,016	–	10,016	–	10,016
		10,016	118,907	–	128,923				
Loans and borrowings	27	–	–	(390,050)	(390,050)	–	(395,043)	–	(395,043)
Trade and other payables*	29	–	–	(25,584)	(25,584)				
		–	–	(415,634)	(415,634)				

* Excludes non-financial assets and liabilities

31. Fair value of financial instruments (cont'd)

Accounting classification and fair value (cont'd)

		Carrying amount				Fair value			
	Note	**Mandatorily at FVTPL** US$'000	**Amortised Cost** US$'000	**Other financial liabilities** US$'000	**Total** US$'000	**Level 1** US$'000	**Level 2** US$'000	**Level 3** US$'000	**Total** US$'000
Group									
31 December 2023									
Trade and other receivables*	21	–	20,454	–	20,454				
Cash and cash balances	23	–	144,882	–	144,882				
Loan receivables	24	–	5,986	–	5,986				
Derivatives assets	20	4,489	–	–	4,489	–	4,489	–	4,489
		4,489	171,322	–	175,811				
Loans and borrowings	27	–	–	(481,660)	(481,660)	–	(487,314)	–	(487,314)
Trade and other payables*	29	–	–	(30,280)	(30,280)				
		–	–	(511,940)	(511,940)				

* Excludes non-financial assets and liabilities

31. Fair value of financial instruments (cont'd)

Accounting classification and fair value (cont'd)

		Carrying amount				Fair value			
	Note	Mandatorily at FVTPL US$'000	Amortised Cost US$'000	Other financial liabilities US$'000	Total US$'000	Level 1 US$'000	Level 2 US$'000	Level 3 US$'000	Total US$'000
Company									
31 December 2024									
Cash and bank balances	23	–	89	–	89				
		–	89	–	89				
Loans and borrowings	27	–	–	(62,887)	(62,887)	–	(62,902)	–	(62,902)
Trade and other payables*	29	–	–	(662)	(662)				
		–	–	(63,549)	(63,549)				

* Excludes non-financial assets and liabilities

31. Fair value of financial instruments (cont'd)

Accounting classification and fair value (cont'd)

		Carrying amount				Fair value			
	Note	Mandatorily at FVTPL US$'000	Amortised Cost US$'000	Other financial liabilities US$'000	Total US$'000	Level 1 US$'000	Level 2 US$'000	Level 3 US$'000	Total US$'000
Company									
31 December 2023									
Trade and other receivables	21	–	9	–	9				
Cash and bank balances	23	–	448	–	448				
		–	457	–	457				
Loans and borrowings	27	–	–	(117,648)	(117,648)	–	(117,753)	–	(117,753)
Trade and other payables*	29	–	–	(23,513)	(23,513)				
		–	–	(141,161)	(141,161)				

* Excludes non-financial assets and liabilities

32. Commitments

Capital commitment

The commitments for acquisition of property, plant and equipment as at 31 December is as follows:

	Group	
	2024	**2023**
	US$'000	US$'000
Construction of power plant	5,112	6,187

33. Related parties

The Group has determined Vena Global Group Pte. Ltd. and its subsidiaries, Zenith Japan Holdings Trust and its subsidiaries ("ZJHT Group") as related parties in accordance with IAS 24 *Related Party Disclosures*.

During the year, other than those disclosed elsewhere in the financial statements, there were no other significant transactions with related parties.

The following significant transactions between the Group and its related parties took place at terms agreed between the parties during the financial year:

	Group	
	2024	**2023**
	US$'000	US$'000
Related parties		
Development service fee income	–	870
Interest expenses	1,061	1,319
Management fee	–	166
Shared services charges	3,252	5,743
Euro Medium Term Note Issuer		
Interest expenses	161	290

34. Subsequent event

In January 2025, Vena Global Group Pte. Ltd., Vena Energy Taiwan Holdings Pte. Ltd. and Zenith Japan Holdings Trust (collectively known as “Borrowers”) entered into a Green Term Loan Facility Agreement of an aggregate principal amount of JPY55 billion (the “Facilities Agreement”). The Borrowers jointly and severally act as guarantors to this Facilities Agreement.

In February 2025, the Group repaid its loan from Euro Medium term Note Issuer, Vena Energy Capital Pte. Ltd. in full.

Investment in a subsidiary

In April 2025, Vena Energy Renewable Taiwan Pte. Ltd., a wholly owned subsidiary of the Company, repurchased a total of 9.4 million ordinary shares of US$1.00 each at a consideration of US$9.4 million from the Company.

35. Authorisation of financial statements for issue

The financial statements for the financial year ended 31 December 2024 were authorised for issue in accordance with a resolution of the Directors on 15 May 2025.

Zenith Japan Holdings Trust and its Subsidiaries

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Zenith Japan Holdings Trust and its Subsidiaries

Statement by Directors of the Trustee

Opinion of the Directors

In the opinion of the Directors of Zenith Japan Holdings Ltd (the "Trustee"):

(a) the accompanying financial statements of Zenith Japan Holdings Trust (the "Trust") and its subsidiaries (collectively, the "Group"), comprising the consolidated statement of financial position of the Group and the statement of financial position of the Trust as at 31 December 2024, the consolidated statements of profit or loss, comprehensive income, changes in unitholder's fund and cash flows of the Group, and the statements of profit or loss, other comprehensive income, changes in unitholder's fund and cash flows of the Trust for the year then ended, and notes to the financial statements, including material accounting policy information, are drawn up so as to present fairly, in all material respects, the consolidated financial position of the Group and the financial position of the Trust as at 31 December 2024, and the consolidated financial performance, changes in unitholder's fund and cash flows of the Group and the financial performance, changes in unitholder's fund and cash flows of the Trust for the year ended on that date in accordance with the International Financial Reporting Standards ("IFRS"); and

(b) at the date of this statement, there are reasonable grounds to believe that the Group and the Trust will be able to pay its debts as and when they fall due.

On behalf of the Board of Directors of the Trustee,

Signed by:
Gregg Myers
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Gregg Myers
Director
Date: 15 May 2025

Report on the non-statutory financial statements

Opinion

We have audited the accompanying non-statutory financial statements of Zenith Japan Holdings Trust (the "Trust") and its subsidiaries (collectively, the "Group"), which comprise the consolidated statement of financial position of the Group and the statement of financial position of the Trust as at 31 December 2024, the consolidated statements of profit or loss, comprehensive income, changes in unitholder's fund and cash flows of the Group and the statements of profit or loss, comprehensive income, changes in unitholder's fund and cash flows of the Trust for the year then ended, and notes to the non-statutory financial statements, including material accounting policy information and other explanatory information.

In our opinion, the accompanying non-statutory financial statements present fairly, in all material respects, the consolidated financial position of the Group and the financial position of the Trust as at 31 December 2024, the Group's consolidated financial performance, changes in equity and cash flows, and the Trust's financial performance, changes in unitholder's fund and cash flows for the year then ended in accordance with IFRS Accounting Standards ("IFRS").

Basis for opinion

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

Emphasis of matter – basis of accounting and restriction on distribution and use

We draw attention to Note 2 to the non-statutory financial statements, which describes the basis of preparation. Our report is provided in accordance with the terms of our engagement. Our work was undertaken so that we might report to you on the non-statutory financial statements used by the Board of Directors to discharge its fiduciary duties. Our report will be made available by you to the institutional lenders and the potential bond investors for their information only. We do not assume responsibility to anyone other than the Trust for our work, for our report, or for the conclusions we have reached in our report. Our opinion is not modified in respect of this matter.

Other information

The Trustee's management (thereafter "management") is responsible for the other information. The other information obtained at the date of this auditor's report is the statement by the Directors of the Trustee, but does not include the non-statutory financial statements and our auditor's report thereon.

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

In connection with our audit of the non-statutory financial statements, our responsibility is to read the other information and, in doing so, consider whether the other information is materially inconsistent with the non-statutory financial statements or our knowledge obtained in the audit or otherwise appears to be materially misstated.

If, based on the work we have performed on the other information obtained prior to the date of this auditor's report, we conclude that there is a material misstatement of this other information, we are required to report that fact. We have nothing to report in this regard.

Responsibilities of management and the Board of Directors for the non-statutory financial statements

Management is responsible for the preparation and fair presentation of these non-statutory financial statements in accordance with IFRS, and for such internal control as management determines is necessary to enable the preparation of financial statements that are free from material misstatement, whether due to fraud or error.

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

The Board of Directors' responsibilities include overseeing the Group's financial reporting process.

Auditor's responsibilities for the audit of the non-statutory financial statements

Our objectives are to obtain reasonable assurance about whether the non-statutory 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 SSAs will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these non-statutory financial statements.

Auditor's responsibilities for the audit of the non-statutory financial statements (cont'd)

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

- Identify and assess the risks of material misstatement of the non-statutory financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations or the override of internal control.

- Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the Group's internal control.

- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management.

- Conclude on the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Group's ability to continue as a going concern. If we conclude that a material uncertainty exists, then we are required to draw attention in our auditors' report to the related disclosures in the non-statutory financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditors' report. However, future events or conditions may cause the Group to cease to continue as a going concern.

- Evaluate the overall presentation, structure and content of the non-statutory financial statements, including the disclosures, and whether the non-statutory financial statements represent the underlying transactions and events in a manner that achieves fair presentation.

- Plan and perform the group audit to obtain sufficient appropriate audit evidence regarding the financial information of the entities or business units within the group as a basis for forming opinion on the financial statements. We are responsible for the direction, supervision and review of the audit work performed for purposes of the group audit. We remain solely responsible for our audit opinion.

Auditor's responsibilities for the audit of the non-statutory financial statements (cont'd)

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

Ernst & Young LLP

Ernst & Young LLP

Public Accountants and
Chartered Accountants
Singapore

15 May 2025

Zenith Japan Holdings Trust and its Subsidiaries

Statements of Profit or Loss
For the year ended 31 December 2024

	Note	Group		Trust	
		2024 US$'000	**2023** US$'000	**2024** US$'000	**2023** US$'000
Revenue	4	1,797	108,738	3,431	–
Other income	4	20	3,914	–	–
Total revenue		1,817	112,652	3,431	–
Operating costs	5	(409)	(21,173)	(242)	(332)
Asset management fees	6	–	(2,209)	–	–
Development costs	7	(9)	(309)	–	–
Depreciation expense		–	(24,660)	–	–
Amortisation expense		–	(16,474)	–	–
Results from operating activities		1,399	47,827	3,189	(332)
Finance income	8	9	2,045	9	2,003
Finance costs	8	(685)	(11,507)	(685)	(1,858)
Change in fair value of financial instruments at fair value through profit or loss ("FVTPL")		–	(19,956)	–	–
Net foreign exchange gain/(loss)		241	(11,361)	(55)	(12,671)
Net finance loss		(435)	(40,779)	(731)	(12,526)
Reversal of impairment loss on financial assets		2	–	–	–
Gain from transfer of Tokumei Kumiai ("TK") interests		–	1,633	–	–
Gain on disposal of property, plant and equipment		–	73	–	–
Share of results of equity-accounted investees, net of tax	12	(35)	6,173	–	–
Profit/(loss) before tax		931	14,927	2,458	(12,858)
Tax expense	9	(367)	(2,279)	–	–
Profit/(loss) for the year		564	12,648	2,458	(12,858)
Profit attributable to:					
Unitholder of the Trust		564	12,454		
Non-controlling interests		–*	194		
		564	12,648		

* Amount less than US$1,000.

The accompanying accounting policies and explanatory notes form an integral part of the financial statements.

Zenith Japan Holdings Trust and its Subsidiaries

Statements of Comprehensive Income
For the year ended 31 December 2024

	Note	Group 2024 US$'000	Group 2023 US$'000	Trust 2024 US$'000	Trust 2023 US$'000
Profit/(loss) for the year		564	12,648	2,458	(12,858)
Other comprehensive income ("OCI")					
Items that will not be reclassified subsequently to profit or loss					
Net fair value loss on equity investments designated at fair value through other comprehensive income ("FVOCI")		7,967	(1,857)	–	–
		7,967	(1,857)	–	–
Items that are or may be reclassified subsequently to profit or loss					
Foreign currency translation differences		(22)	(112,188)	–	–
Foreign currency translation differences on transfer of TK interests reclassified to profit and loss	11	–	394,807	–	–
Foreign currency translation differences of equity-accounted investees	12	(1,928)	(7,043)	–	–
Foreign currency translation differences on transfer of TK interests in equity-accounted investees reclassified to profit and loss	12	–	13,787	–	–
		(1,950)	289,363	–	–
Other comprehensive income for the year		6,017	300,154	–	–
Total comprehensive income for the year		6,581	300,154	2,458	(12,858)
Total comprehensive income attributable to:					
Unitholders of the Trust		6,581	301,256		
Non-controlling interests		–*	(1,102)		
		6,581	300,154		

* Amount less than US$1,000.

The accompanying accounting policies and explanatory notes form an integral part of the financial statements.

Zenith Japan Holdings Trust and its Subsidiaries

Statements of Financial Position
As at 31 December 2024

	Note	Group		Trust	
		2024	**2023**	**2024**	**2023**
		US$'000	US$'000	US$'000	US$'000
ASSETS					
Non-current assets					
Property, plant and equipment	10	122	134	–	–
Investment in subsidiaries	11	–	–	2,864	2,330
Equity-accounted investees	12	17,126	19,089	–	–
Other investments	13	76,405	69,558	–	–
		93,653	88,781	2,864	2,330
Current assets					
Prepayments		18	21	–	–
Other receivables	14	14	994	1,776	–
Cash and bank balances	15	10,775	9,657	8,687	8,959
		10,807	10,672	10,463	8,959
Total assets		104,460	99,453	13,327	11,289
Unitholder's fund					
Units in issue	16	1,240	1,240	1,240	1,240
Accumulated profits		94,983	94,419	4,257	1,799
Reserves	17	(879)	(6,896)	–	–
Equity attributable to unitholder of the Trust		95,344	88,763	5,497	3,039
Non-controlling interests	23	(2)	(2)	–	–
Total unitholder's fund		95,342	88,761	5,497	3,039

The accompanying accounting policies and explanatory notes form an integral part of the financial statements.

Statements of Financial Position (cont'd)
As at 31 December 2024

	Note	Group		Trust	
		2024 US$'000	**2023** US$'000	**2024** US$'000	**2023** US$'000
LIABILITIES					
Non-current liabilities					
Loans and borrowings	18	–	7,853	–	7,853
		–	7,853	–	7,853
Current liabilities					
Loans and borrowings	18	7,727	34	7,727	34
Other payables	19	1,391	2,804	103	363
Current tax liabilities		–	1	–	–
		9,118	2,839	7,830	397
Total liabilities		9,118	10,692	7,830	8,250
Total equity and liabilities		104,460	99,453	13,327	11,289

The accompanying accounting policies and explanatory notes form an integral part of the financial statements.

Zenith Japan Holdings Trust and its Subsidiaries

Statements of Changes in Unitholder's Fund
For the year ended 31 December 2024

		Attributable to unitholder of the Trust						
Group	**Note**	**Units in issue** US$'000	**Accumulated profits** US$'000	**Fair value reserves** US$'000	**Translation reserves** US$'000	**Total** US$'000	**Non-controlling interests** US$'000	**Total** US$'000
At 1 January 2024		1,240	94,419	(1,857)	(5,039)	88,763	(2)	88,761
Total comprehensive income for the year								
Profit for the year		–	564	–	–	564	–*	564
Other comprehensive income								
Foreign currency translation differences		–	–	–	(22)	(22)	–*	(22)
Foreign currency translation differences of equity-accounted investees	12	–	–	–	(1,928)	(1,928)	–	(1,928)
Net fair value gain on equity investments designated at FVOCI		–	–	7,967	–	7,967	–	7,967
Total comprehensive income for the year		–	564	7,967	(1,950)	6,581	–*	6,581
At 31 December 2024		1,240	94,983	6,110	(6,989)	95,344	(2)	95,342

* Amount less than US$1,000.

The accompanying accounting policies and explanatory notes form an integral part of the financial statements.

Zenith Japan Holdings Trust and its Subsidiaries

Statements of Changes in Unitholder's Fund (cont'd)
For the year ended 31 December 2024

		Attributable to unitholder of the Trust						
Group	**Note**	**Units in issue** US$'000	**Accumulated profits** US$'000	**Fair value reserves** US$'000	**Translation reserves** US$'000	**Total** US$'000	**Non-controlling interests** US$'000	**Total** US$'000
At 1 January 2023		1,712,182	106,965	–	(295,698)	1,523,449	16,433	1,539,882
Total comprehensive income for the year								
Profit for the year		–	12,454	–	–	12,454	194	12,648
Other comprehensive income								
Foreign currency translation differences		–	–	–	(110,892)	(110,892)	(1,296)	(112,188)
Foreign currency translation differences on transfer of TK interests reclassified to profit and loss	11	–	–	–	394,807	394,807	–	394,807
Foreign currency translation differences of equity-accounted investees	12	–	–	–	(7,043)	(7,043)	–	(7,043)
Foreign currency translation differences on transfer of TK interests in equity-accounted investees reclassified to profit and loss	12	–	–	–	13,787	13,787	–	13,787
Net fair value loss on equity investments designated at FVOCI		–	–	(1,857)	–	(1,857)	–	(1,857)
Total comprehensive income for the year		–	12,454	(1,857)	290,659	301,256	(1,102)	300,154

The accompanying accounting policies and explanatory notes form an integral part of the financial statements.

Zenith Japan Holdings Trust and its Subsidiaries

Statements of Changes in Unitholder's Fund (cont'd)
For the year ended 31 December 2024

		Attributable to unitholder of the Trust						
Group	**Note**	**Units in issue** US$'000	**Accumulated profits** US$'000	**Fair value reserves** US$'000	**Translation reserves** US$'000	**Total** US$'000	**Non-controlling interests** US$'000	**Total** US$'000
Transactions with unitholder, recognised directly in equity								
Distributions to unitholder								
Redemption of units		(1,710,942)	(25,000)	–	–	(1,735,942)	–	(1,735,942)
Changes in ownership interests in subsidiaries								
Issue of ordinary shares without a change in control		–	–	–	–	–	464	464
Transfer of TK interests with non-controlling interests	11	–	–	–	–	–	(15,797)	(15,797)
Total transactions with unitholder		(1,710,942)	(25,000)	–	–	(1,735,942)	(15,333)	(1,751,275)
At 31 December 2023		1,240	94,419	(1,857)	(5,039)	88,763	(2)	88,761

The accompanying accounting policies and explanatory notes form an integral part of the financial statements.

Zenith Japan Holdings Trust and its Subsidiaries

Statements of Changes in Unitholder's Fund (cont'd)
For the year ended 31 December 2024

Trust	**Units in issue** US$'000	**Accumulated profits** US$'000	**Total** US$'000
At 1 January 2024	1,240	1,799	3,039
Total comprehensive income for the year	–	2,458	2,458
At 31 December 2024	1,240	4,257	5,497
At 1 January 2023	1,712,182	39,657	1,751,839
Total comprehensive income for the year	–	(12,858)	(12,858)
Transactions with unitholder, recognised directly in equity			
Redemption of units	(1,710,942)	–	(1,710,942)
Dividends	–	(25,000)	(25,000)
Total transactions with unitholder	(1,710,942)	(25,000)	(1,735,942)
At 31 December 2023	1,240	1,799	3,039

The accompanying accounting policies and explanatory notes form an integral part of the financial statements.

Zenith Japan Holdings Trust and its Subsidiaries

Statements of Cash Flows
For the year ended 31 December 2024

Group	**Note**	**2024** US$'000	**2023** US$'000
Cash flows from operating activities			
Profit before tax		931	14,927
Adjustments for:			
Dividend income	4	(1,797)	(1,000)
Depreciation expense		–	24,660
Amortisation expense		–	16,474
Gain on disposal of property, plant and equipment		–	(73)
Net changes in fair value of financial instruments at FVTPL		–	19,956
Gain on transfer of TK interests		–	(1,633)
Finance income	8	(9)	(2,045)
Finance costs	8	685	11,507
Reversal of impairment loss on financial assets		(2)	–
Unrealised foreign exchange loss		50	6,674
Share of results of equity-accounted investees, net of tax	12	35	(6,173)
		(107)	83,274
Changes in:			
- Other receivables		2,715	14,483
- Prepayments and other assets		4	7,347
- Other payables		(1,366)	(29,199)
Cash generated from operating activities		1,246	75,905
Tax paid		(368)	(2,370)
Net cash generated from operating activities		878	73,535
Cash flows from investing activities			
Transfer of TK interests, net	13	–	(70,131)
Investment in equity-accounted investees	12	–	(1,764)
Disbursement from equity-accounted investees	12	–	2,999
Investment in equity investments	21	(1,878)	(28,914)
Capital distribution from equity investment		2,969	8,055
Purchase of property, plant and equipment		–	(83,423)
Disbursement of loan to related party		–	(149,067)
Proceeds from repayment of loans receivable from related party		–	106,717
Proceeds from disposal of property, plant and equipment		–	335
Interest received			
- Loan to related party		–	2,102
- Bank		9	–
Net cash generated from/(used in) investing activities		1,100	(213,091)

The accompanying accounting policies and explanatory notes form an integral part of the financial statements.

Zenith Japan Holdings Trust and its Subsidiaries

Statements of Cash Flows (cont'd)
For the year ended 31 December 2024

Group	**Note**	**2024** US$'000	**2023** US$'000
Cash flows from financing activities			
Subscriptions received from NCI		–	464
Payments on behalf by related party	18	23	–
Proceeds from drawdown of loans and borrowings:			
- Project finance debts	18	–	202,275
- Loan from related parties	18	–	797
Repayment of loans and borrowings:			
- Project finance debts	18	–	(92,755)
- Loan from related parties	18	–	(4,350)
- Loan from Euro Medium Term Note issuer	18	–	–
Principal repayment of lease liabilities	18	–	(1,033)
Transaction costs related to loans and borrowings:			
- Project finance debts	18	–	(2,395)
Interest paid on:			
- Project finance debts	18	–	(5,747)
- Loan from related parties	18	–	(29)
- Loan from Euro Medium Term Note issuer	18	(86)	(1,862)
- Lease liabilities	18	–	(200)
Net interest paid for derivatives	8,23	–	(1,406)
Net cash (used in)/generated from financing activities		(63)	93,759
Net increase/(decrease) in cash and cash equivalents		1,915	(45,797)
Cash and cash equivalents at 1 January	15	9,657	73,401
Effect of exchange rate fluctuations on cash held		(797)	(17,947)
Cash and cash equivalents at 31 December	15	10,775	9,657

The accompanying accounting policies and explanatory notes form an integral part of the financial statements.

Zenith Japan Holdings Trust and its Subsidiaries

Statements of Cash Flows (cont'd)
For the year ended 31 December 2024

Trust	**Note**	**2024** US$'000	**2023** US$'000
Cash flows from operating activities			
Profit/(loss) before tax		2,458	(12,858)
Adjustments for:			
Dividend income	4	(3,431)	–
Finance income	8	(9)	(2,003)
Finance costs	8	685	1,858
Unrealised foreign exchange loss		50	6,264
		(247)	(6,739)
Changes in:			
- Other payables		(260)	296
Net cash used in operating activities		(507)	(6,443)
Cash flows from investing activities			
Distribution from subsidiary:			
- Dividend income	4	1,655	–
- Redemption of units	11	–	166,355
Capital contribution to subsidiary	11	(534)	(132,728)
Disbursement of loan to related party			
- Loan to related parties		–	(149,067)
Proceeds from repayment of loans receivable from related party			
- Loan to related parties		–	106,717
Interest received			
- Loan to related parties		–	2,060
- Bank		9	–
Net cash generated from/(used in) investing activities		1,130	(6,663)
Cash flows from financing activities			
Payments on behalf by related party	18	23	–
Proceeds from drawdown of loans and borrowings:			
- Loan from related parties	18	–	229
Interest paid			
- Loan from Euro Medium Term Note issuer	18	(86)	(1,862)
Net cash used in financing activities		(63)	(1,633)
Net increase/(decrease) in cash and cash equivalents		560	(14,739)
Cash and cash equivalents at 1 January	15	8,959	23,267
Effect of exchange rate fluctuations on cash held		(832)	431
Cash and cash equivalents at 31 December	15	8,687	8,959

The accompanying accounting policies and explanatory notes form an integral part of the financial statements.

Significant non-cash transactions

1) In June 2023 and November 2023 respectively, the Group transferred majority of its TK interests in certain Tokumei Kumiai investments (Note 13) and equity investments (Note 21) to APAC Renewable Investments Pte. Ltd. ("APAC"), a wholly-owned subsidiary of Vena Global Group Pte. Ltd. (formerly known as Vena Energy Holdings Pte. Ltd. ("VGGPL")), for a total purchase consideration of US$1.7 billion. The purchase considerations for these transactions were fulfilled by APAC via the issuance of promissory notes ("Promissory Notes") to the Trust's subsidiary, Zenith Japan Trust ("ZJT").

   Certain transactions in connection with the above were executed, including, without limitation, the following:

   (a) The redemption of 1,609,969,876 units at an average price of US$1.05 per unit by the Trust in ZJT, totaling US$1,693.7 million.

   (b) The redemption of 1,575,229,895 units at an average price of US$1.05 per unit by the unitholder, totaling US$1,693.7 million (Note 21). Out of which, US$25.0 million was paid out of retained earnings to the unitholder.

   (c) The redemption price of the aforesaid redemptions was satisfied by assignment of the Trust's rights and obligations under the Promissory Notes to the unitholder.

2) In September 2023, the Trust and Vena Global Group Pte. Ltd. underwent a loan restructuring. This restructuring aimed to clear the outstanding loans owed by Vena Global Group Pte. Ltd. to the Trust, totaling US$196.9 million, which were offset by loans receivable by the Trust amounting to US$154.7 million. The net loans receivables, totaling US$42.2 million by the Trust, was resolved through certain transactions, including, without limitation, the Trust redeemed 41,765,391 units held by Zenith Trust as unitholder at a price of US$1.01 per unit at an aggregate consideration of US$42.2 million (Note 21).

3) During the year, JPY 50.2 million (approximately of US$0.3 million) of loans from "Euro Medium Term Note Issuer" was repaid by Vena Global Group Pte. Ltd. on behalf of the Trust to Vena Energy Capital Pte. Ltd. ("Euro Medium Term Note Issuer") (Note 18).

The accompanying accounting policies and explanatory notes form an integral part of the financial statements.

1. Domicile and activities

(i) Trust

Zenith Japan Holdings Trust (the “Trust”) is constituted in the island of Guernsey under the trust deed dated 18 October 2017 and has the registered office at Level 3, Mill Court, La Charroterie, St Peter Port, Guernsey, GY1 1EJ.

The financial statements of the Group as at and for the year ended 31 December 2024 comprise the Trust and its subsidiaries (together referred to as the “Group” and individually as “Group entities”).

The principal activity of the Group is to invest in renewable energy assets via Tokumei Kumiai (“TK”) agreements in Japan.

Zenith Japan Ltd in its capacity as trustee of Zenith Trust, is the sole unitholder in the Trust.

(ii) Trustee

Zenith Japan Holdings Ltd is the trustee (the “Trustee”) of Zenith Japan Holdings Trust. The Trustee shall manage and administer the Trust and the Trust Fund in accordance with the trust instrument and shall exercise all powers, duties and discretions exercisable under the Trust or conferred by law.

(iii) Purpose of financial statements

The financial statements were drawn up for the Board of Directors to discharge its fiduciary duties.

2. Basis of preparation

2.1 *Statement of compliance*

The financial statements have been prepared in accordance with IFRS Accounting Standards (“‘IFRS”). The changes in material accounting policies are described in Note 2.5.

2.2 *Basis of measurement*

The financial statements have been prepared on the historical cost basis except as otherwise described in the notes below.

The Group and the Trust has prepared the financial statements on the basis that they will continue to operate as a going concern. The Directors consider that there are no material uncertainties that may cast significant doubt over this assumption. They have formed a judgement that there is a reasonable expectation that the Group and the Trust have adequate resources to continue in operational existence for the foreseeable future.

2. Basis of preparation (cont'd)

2.3 *Functional and presentation currency*

Items included in the financial statements for each of the Group entities are measured using the currency of the primary economic environment in which the entity operates (the "functional currency"). The consolidated financial statements are presented in United States dollars ("US$" or "USD") which is the Trust's functional currency and have been rounded to the nearest thousand, unless otherwise stated.

2.4 *Use of judgements and estimates*

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

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

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

Measurement of fair values

A number of the Group's accounting policies and disclosures require the measurement of fair values, for both financial and non-financial assets and liabilities.

When measuring the fair value of an asset or a liability, the Group uses observable market data as far as possible. Fair values are categorised into different levels in a fair value hierarchy based on the inputs used in the valuation techniques as follows:

Level 1: Inputs that are quoted market prices (unadjusted) in active markets for identical instruments.

Level 2: Inputs other than quoted prices included within Level 1 that are observable either directly (i.e. as prices) or indirectly (i.e. derived from prices). This category includes instruments valued using: quoted market prices in active markets for similar instruments; quoted prices for identical or similar instruments in markets that are considered less than active; or other valuation techniques in which all significant inputs are directly or indirectly observable from market data.

Level 3: Inputs that are unobservable. This category includes all instruments for which the valuation technique includes inputs not based on observable data and the unobservable inputs have a significant effect on the instrument's valuation. This category includes instruments that are valued based on quoted prices for similar instruments but for which significant unobservable adjustments or assumptions are required to reflect differences between the instruments.

2. Basis of preparation (cont'd)

2.4 *Use of estimates and judgements (cont'd)*

Measurement of fair values (cont'd)

If the inputs used to measure the fair value of an asset or a liability fall into different levels of the fair value hierarchy, then the fair value measurement is categorised in its entirety in the same level of the fair value hierarchy as the lowest level input that is significant to the entire measurement (with Level 3 being the lowest).

The Group recognises transfers between levels of the fair value hierarchy as of the end of the reporting period during which the change has occurred. There were no transfers as of the end of the reporting period.

Further information about the assumptions made in measuring fair values is included in Note 21.

2.5 *Changes in accounting policies*

New standards and amendments

The accounting policies adopted are consistent with those of the previous financial year except that in the current financial year, the Group has adopted all the new and amended standards which are effective for annual periods beginning on or after 1 January 2024. The adoption of these standards did not have any material effect on the financial statements of the Group.

2.6 *Standards issued but not yet effective*

The Group has not adopted the following amendments applicable to the Group that have been issued but not yet effective:

Description	Effective for annual periods beginning on or after
Amendments to IAS 21 *The Effects of Changes in Foreign Exchange Rates*: Lack of Exchangeability	1 January 2025
Amendments to IFRS 9 *Financial Instruments* and IFRS 7 *Financial Instruments*: Disclosures: Amendments to the Classification and Measurement of Financial Instruments	1 January 2026
Annual Improvements to IFRS Accounting Standards—Volume 11	1 January 2026
Amendments IFRS 9 and IFRS 7 *Contracts referencing Nature-dependent Electricity*	1 January 2026
Amendments to IFRS 18 *Presentation and Disclosure in Financial Statements*	1 January 2027
Amendments to IFRS 19 *Subsidiaries without Public Accountability*: Disclosures	1 January 2027

The directors expect that the adoption of the amendments above will have no material impact on the financial statements in the period of initial application.

3. Material accounting policy information

The accounting policies set out below have been consistently applied by the Group ("Group accounting policies").

3.1 ***Basis of consolidation***

(i) Business combinations

The Group accounts for business combinations using the acquisition method when control is transferred to the Group.

In determining whether a particular set of activities and assets is a business, the Group assesses whether the set of assets and activities acquired includes, at a minimum, an input and substantive process and whether the acquired set has the ability to produce outputs.

The Group has an option to apply a 'concentration test' that permits a simplified assessment of whether an acquired set of activities and assets is not a business. The optional concentration test is met if substantially all of the fair value of the gross assets acquired is concentrated in a single identifiable asset or group of similar identifiable assets.

In applying the acquisition method, the consideration transferred in the acquisition is generally measured at fair value, as are the identifiable net assets acquired. The consideration transferred does not include amounts related to the settlement of pre-existing relationships. Such amounts are generally recognised in profit or loss.

Any contingent consideration is measured at fair value at the date of acquisition. If an obligation to pay contingent consideration that meets the definition of a financial instrument is classified as equity, then it is not remeasured and settlement is accounted for within equity. Otherwise, other contingent consideration is remeasured at fair value at each reporting date and subsequent changes in the fair value of the contingent consideration is recognised in profit or loss.

Non-controlling interests ("NCI") that are present ownership interests and entitle their holders to a proportionate share of the acquiree's net assets in the event of liquidation are measured either at fair value or at the NCI's proportionate share of the recognised amounts of the acquiree's identifiable net assets, at the date of acquisition. The measurement basis taken is elected on a transaction-by-transaction basis. All other NCI are measured at acquisition-date fair value, unless another measurement basis is required by IFRS.

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

3. Material accounting policy information (cont'd)

3.1 *Basis of consolidation (cont'd)*

(i) Business combinations (cont'd)

The Group measures goodwill at the date of acquisition as:

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

Any goodwill that arises is tested annually for impairment. Any gain on a bargain purchase is recognised in profit or loss immediately.

The Group recognises goodwill on a provisional basis if the initial accounting for a business combination is incomplete by the end of the reporting period in which the combination occurs. During the measurement period, such provisional amounts are retrospectively adjusted from the acquisition date to reflect new information obtained about facts and circumstances that existed as of the acquisition date. The measurement period shall not exceed one year from the acquisition date.

Changes in the Group's interest in a subsidiary that do not result in a loss of control are accounted for as transactions with owner in their capacity as owner and therefore no adjustments are made to goodwill and no gain or loss is recognised in profit or loss. Adjustments to NCI arising from transactions that do not involve the loss of control are based on a proportionate amount of the net assets of the subsidiary.

(ii) Asset acquisitions

Acquisitions that do not constitute as businesses are accounted for as asset acquisitions. Asset acquisitions are accounted for at cost. The cost of an asset acquisition includes the purchase consideration and transaction costs directly attributable to the asset acquisition.

The Group accounts for the difference between the cost of an asset acquisition and the fair value of the net assets acquired by first deducting from the cost, net assets initially measured at an amount other than cost in accordance with applicable standards, and then allocating the residual cost to the remaining net assets based on their relative fair values at the date of acquisition.

(iii) Subsidiaries

Subsidiaries are entities controlled by the Group. The Group controls an entity when it is exposed to, 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. The financial statements of subsidiaries are included in the 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. Losses applicable to NCI in a subsidiary are allocated to the NCI even if doing so causes the NCI to have a deficit balance.

3. Material accounting policy information (cont'd)

3.1 *Basis of consolidation (cont'd)*

(iii) Subsidiaries (cont'd)

The Group accounts for indirectly held interests in subsidiaries through equity accounted investees by including such interests in the parent's share when determining the percentage of interest attributable to NCI.

Loss of control

When the Group loses control over a subsidiary, it derecognises the assets and liabilities of the subsidiary and any related NCI and other components of equity. Any resulting gain or loss is recognised in profit or loss. Any interest retained in the former subsidiary is measured at fair value when control is lost.

(iv) Interest in equity accounted investees

The Group's interests in equity accounted investees comprise interests in joint ventures.

A joint venture is an arrangement in which the Group has joint control, whereby the Group has the rights to the net assets of the arrangement, rather than rights to its assets and obligations for its liabilities.

Investments in equity accounted investees are accounted for using the equity method. They are recognised initially at cost, which includes transaction costs. Subsequent to initial recognition, the consolidated financial statements include the Group's share of the profit or loss and OCI of equity accounted investees, after adjustments to align the accounting policies with those of the Group, from the date that joint control commences until the date that joint control ceases.

When the Group's share of losses exceeds its interest in an equity accounted investee, the carrying amount of the investment, together with any long-term interests that form part thereof, is reduced to zero, and the recognition of further losses is discontinued except to the extent that the Group has an obligation to fund the investee's operations or has made payments on behalf of the investee.

Investments in equity accounted investees are derecognised when the Group loses significant influence or joint control. If the retained interest in the former equity accounted investee is a financial asset, the retained equity interest is measured at fair value. The difference between the carrying amount of the retained interest at the date when significant influence or joint control is lost, and its fair value and any proceeds on partial disposal, is recognised in the profit or loss.

(v) 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 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 only to the extent that there is no evidence of impairment.

3. Material accounting policy information (cont'd)

3.1 *Basis of consolidation (cont'd)*

(vi) Subsidiaries and equity accounted investees in the separate financial statements

Investments in subsidiaries and equity accounted investees are stated in the Trust's statement of financial position at cost less accumulated impairment losses. On disposal of such investments, the difference between disposal proceeds and the carrying amounts of the investments are recognised in profit or loss.

Dividend income from investments in subsidiaries and equity accounted investees is recognised when the right to receive payment is established, it is probable that the economic benefits associated with the dividend will flow to the Group, and the amount of the dividend can be reliably measured. Dividend income is recognised in the profit or loss, unless the distribution represents a return of capital, in which case, it is recorded as a reduction of the cost of investment of the parent.

3.2 *Foreign currency*

(i) Foreign currency transactions

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 end of the reporting period are translated to the functional currency at the exchange rate at that date. The foreign currency gain or loss on monetary items is the difference between the amortised cost in the functional currency at the beginning of the year, adjusted for effective interest and payments during the year, and the amortised cost in foreign currency translated at the exchange rate at the end of the year.

Non-monetary assets and liabilities denominated in foreign currencies that are measured at fair value are translated to the functional currency at the exchange rate at the date that the fair value was determined. Non-monetary items in a foreign currency that are measured in terms of historical cost are translated using the exchange rate at the date of the transaction.

Foreign currency differences arising on translation are recognised in profit or loss, except for differences arising on translation of a financial liability designated as a hedge of the net investment in foreign operation that is effective, an equity instrument at fair value through other comprehensive income, or qualifying cash flow hedges which are recognised in other comprehensive income.

(ii) Foreign operations

The assets and liabilities of foreign operations, excluding 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 monthly exchange rate. Goodwill and fair value adjustments arising on the acquisition of a foreign operation are treated as assets and liabilities of the foreign operation and are translated at the exchange rates at the reporting date.

3. Material accounting policy information (cont'd)

3.2 *Foreign currency (cont'd)*

(ii) Foreign operations (cont'd)

Foreign currency differences are recognised in OCI, 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 NCI. 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 NCI. When the Group disposes of only part of its investment in an associate or joint venture 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 to occur in the foreseeable future, foreign exchange gains and losses arising from such a monetary item that are considered to form part of a net investment in a foreign operation are recognised in OCI, and are presented in the translation reserve in equity.

3.3 *Property, plant and equipment*

(i) Recognition and measurement

Items of property, plant and equipment are measured at cost, which includes capitalised borrowing costs, less accumulated depreciation and accumulated impairment losses.

Cost includes expenditure that is directly attributable to the acquisition of the asset. The cost of self-constructed assets includes:

- the cost of materials and direct labour;
- any other costs directly attributable to bringing the assets to a working condition for their intended use;
- when the Group has an obligation to remove the asset or restore the site, an estimate of the costs of dismantling and removing items and restoring the site on which they are located; and
- capitalised borrowing costs.

3. Material accounting policy information (cont'd)

3.3 *Property, plant and equipment (cont'd)*

(i) Recognition and measurement (cont'd)

General and specific borrowing costs directly attributable to the acquisition, construction or production of qualifying assets, which are assets that necessarily take a substantial period of time to get ready for their intended use or sale, are added to the cost of those assets, until such time as the assets are substantially ready for their intended use or sale. 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.

When parts of an item of property, plant and equipment have different useful lives, they are accounted for as separate items (major components) of property, plant and equipment.

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 in profit or loss.

(ii) Subsequent costs

The cost of replacing a component of an item of property, plant and equipment is recognised in the carrying amount of the item if it is probable that the future economic benefits embodied within the component will flow to the Group, and its cost can be measured reliably. The carrying amount of the replaced component is derecognised.

(iii) Depreciation

Depreciation is recognised as an expense in profit or loss on a straight-line basis over the estimated useful lives of each component of an item of property, plant and equipment. Leased assets are depreciated over the shorter of the lease term and their useful lives unless it is reasonably certain that the Group will obtain ownership by the end of the lease term.

Depreciation is recognised from the date that the property, plant and equipment are installed and are ready for use, or in respect of internally constructed assets, from the date that the asset is completed and ready for use.

The estimated useful lives of property, plant and equipment are as follows:

Building and leasehold improvements	25 years
Electric generator equipment	25 years
Computer	3 years

Depreciation methods, useful lives and residual values are reviewed at the end of each reporting period and adjusted prospectively, if appropriate.

No depreciation is provided for freehold land and assets under construction.

3. Material accounting policy information (cont'd)

3.4 *Intangible assets and goodwill*

(i) Goodwill

Goodwill represents the excess of the cost of acquisition over the fair value of the Group's share of the net identifiable assets, liabilities and contingent liabilities acquired at the date of acquisition. Goodwill acquired in business combinations is not amortised but tested for impairment annually and whenever there is an indication that the goodwill may be impaired. Any impairment is recognised immediately in profit or loss and is not subsequently reversed. Goodwill on acquisitions of subsidiaries is included in intangible assets.

Goodwill is allocated to the cash-generating unit ("CGU") for the purpose of impairment testing.

(ii) Project-related agreements and licences

Project-related agreements and licences include the following items:

- licences, permits and approvals to develop and operate an energy project, including governmental authorisations; land rights and environmental consents;
- connection rights; and
- power purchase agreements.

Project-related agreements and licences are carried at cost less accumulated amortisation and impairment expenses.

(iii) Amortisation

Amortisation is calculated based on the cost of the asset, less its residual value.

Amortisation is recognised in profit or loss on a straight-line basis over the estimated useful lives of intangible assets, other than goodwill, from the date that they are available for use. This is done to allocate the cost over their estimated useful lives, which are based on the useful life of the related wind or solar assets. The estimated useful lives for the current and comparative years are as follows:

- Project-related agreements and licences 20 years

Amortisation methods, useful lives and residual values are reviewed at the end of each reporting period and adjusted prospectively, if appropriate.

3. Material accounting policy information (cont'd)

3.5 *Financial instruments*

(i) Recognition and initial measurement

Non-derivative financial assets and financial liabilities

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

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

(ii) Classification and subsequent measurement

Non-derivative financial assets

On initial recognition, a financial asset is classified as measured at: amortised cost; fair value through other comprehensive income ("FVOCI") – debt investment; FVOCI – equity investment; or FVTPL.

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

Financial assets at amortised cost

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

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

Debt investments at FVOCI

A debt investment is measured at FVOCI if it meets both the following conditions and is not designated as at FVTPL:

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

3. Material accounting policy information (cont'd)

3.5 *Financial instruments (cont'd)*

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

Equity investments at FVOCI

On initial recognition of an equity investment that is not held for trading, the Group may irrevocably elect to present subsequent changes in the investment's fair value in OCI. This election is made on an investment-by-investment basis.

Financial assets at FVTPL

All financial assets not classified as measured at amortised cost or FVOCI as described above are measured at FVTPL. This includes all derivative financial assets.

In addition, on initial recognition, the Group may irrevocably designate a financial asset that otherwise meets the requirements to be measured at amortised cost of at FVOCI or at FVTPL if doing so eliminates or significantly reduces an accounting mismatch that would otherwise arise.

Financial assets – Business model assessment

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

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

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

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

3. Material accounting policy information (cont'd)

3.5 *Financial instruments (cont'd)*

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

Financial assets – Assessment whether contractual cashflows are solely payments of principal and interest

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

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

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

A prepayment feature is consistent with the solely payments of principal and interest criterion if the prepayment amount substantially represents unpaid amounts of principal and interest on the principal amount outstanding, which may include reasonable compensation for early termination of the contract.

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

3. Material accounting policy information (cont'd)

3.5 *Financial instruments (cont'd)*

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

Financial assets – Assessment whether contractual cashflows are solely payments of principal and interest (cont'd)

The following accounting policies apply to the subsequent measurement of financial assets:

Financial assets at FVTPL	These assets are subsequently measured at fair value. Net gains and losses, including any interest or dividend income, are recognised in profit or loss.
Financial assets at amortised cost	These assets are subsequently measure at amortised cost using the effective interest method. The amortised cost is reduced by impairment losses. Interest income, foreign exchange gains and losses and impairment are recognised in profit or loss. Any gain or loss on derecognition is recognised in profit or loss.
Debt investment at FVOCI	These assets are subsequently measured at fair value. Interest income calculated using the effective interest method, foreign exchange gains and losses and impairment are recognised in profit or loss. Other net gains and losses are recognised in OCI. On derecognition, gain and losses accumulated in OCI are reclassified to profit or loss.
Equity investments at FVOCI	These assets are subsequently measured at fair value. Dividends are recognised as income in profit or loss unless the dividend clearly represents a recovery of part of the cost of the investment. Other net gains and losses are recognised in OCI and are never reclassified to profit or loss.

Financial liabilities

The Group classifies its financial liabilities, other than financial guarantees and loan commitments, as measured at amortised cost or FVTPL. A financial liability is classified as at FVTPL if it is classified as held-for-trading or it is designated as such on initial recognition. Financial liabilities at FVTPL are measured at fair value and net gains and losses, including any interest expense, are recognised in profit or loss. Directly attributable transaction costs are recognised in profit or loss as incurred.

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

3. Material accounting policy information (cont'd)

3.5 *Financial instruments (cont'd)*

(iii) *Derecognition*

Financial assets

The Group derecognises a financial asset when the contractual rights to the cash flows from the asset expire, or it transfers the rights to receive the contractual cash flows on the financial asset in a transaction in which substantially all the risks and rewards of ownership of the financial asset are transferred or in which the Group neither transfers nor retains substantially all of the risks and rewards of ownership and it does not retain control over the transferred asset.

On derecognition of a financial asset, the difference between the carrying amount of the asset (or the carrying amount allocated to the portion of the asset derecognised) and the sum of (i) the consideration received (including any new asset obtained less any new liability assumed) and (ii) any cumulative gain or loss that had been recognised in OCI is recognised in profit or loss.

Financial liabilities

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

(iv) *Offsetting*

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

(v) *Derivative financial instruments*

Derivatives are initially measured at fair value and any directly attributable transaction costs are recognised in profit or loss as incurred. Subsequent to initial recognition, derivatives are measured at fair value, and changes therein are generally recognised in profit or loss.

3.6 *Cash and cash equivalents*

Cash and cash equivalents comprise cash balances and from the date of acquisition that are subject to an insignificant risk of changes in their fair value, and are used by the Group in the management of its short-term commitments.

3. Material accounting policy information (cont'd)

3.7 *Unitholder's Fund*

Units in issue

Units in issue are classified as equity. Incremental costs directly attributable to the issuance of units are recognised as a deduction from equity, net of any tax effects. For unpaid units, the equity and corresponding receivable is recognised if the receivables meet the definition of a financial asset.

Redemption of units

When units recognised as equity are redeemed, the amount of the consideration paid, which includes directly attributable costs, is recognised as a deduction from equity. Redeemed units are presented under "units in issue". When redeemed units 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 equity.

3.8 *Impairment*

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

The Group recognises loss allowances for expected credit losses ("ECLs") on:

- financial assets measured at amortised costs; and
- contract assets.

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

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

Simplified approach

The Group applies the simplified approach to provide for ECLs for all trade receivables and contract assets. The simplified approach requires the loss allowance to be measured at an amount equal to lifetime ECLs.

3. Material accounting policy information (cont'd)

3.8 *Impairment (cont'd)*

(i) ***Non-derivative financial assets (cont'd)***

General approach

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

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

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

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

The Group considers the counterparty to be in default if the counterparty is unlikely to pay its contractual obligations to the Group in full, without recourse by the Group to actions such as realising security (if any is held).

Measurement of ECLs

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

Credit-impaired financial assets

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

3. Material accounting policy information (cont'd)

3.8 *Impairment (cont'd)*

(i) ***Non-derivative financial assets (cont'd)***

Credit-impaired financial assets (cont'd)

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

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

Presentation of allowance for ECLs in the statement of financial position

Loss allowances for financial assets measured at amortised cost and contract assets are deducted from the gross carrying amount of the related assets.

Write-off

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

(ii) ***Non-financial assets***

The carrying amounts of the Group's non-financial assets, other than deferred tax assets, are reviewed at each reporting date to determine whether there is any indication of impairment. If any such indication exists, then the asset's recoverable amount is estimated. For goodwill, and intangible assets that have indefinite useful lives or that are not yet available for use, the Group performs an impairment assessment on an annual basis and the recoverable amount is estimated each year at the same time. An impairment loss is recognised if the carrying amount of an asset or its related CGU exceeds its estimated recoverable amount.

3. Material accounting policy information (cont'd)

3.8 *Impairment (cont'd)*

(ii) Non-financial assets (cont'd)

The recoverable amount of an asset or CGU is the greater of its value in use and its fair value less costs of disposal. In assessing value in use, the estimated future cash flows are discounted to their present value using discount rate that reflects current market assessments of the time value of money and the risks specific to the asset or CGU. For the purpose of impairment testing, assets that cannot be tested individually are grouped together into the smallest group of assets that generates cash inflows from continuing use that are largely independent of the cash inflows of other assets or CGUs. For the purposes of goodwill impairment testing, CGUs to which goodwill has been allocated are aggregated so that the level at which impairment testing is performed reflects the lowest level at which goodwill is monitored for internal reporting purposes. Goodwill acquired in a business combination is allocated to groups of CGUs that are expected to benefit from the synergies of the combination.

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

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

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

Goodwill that forms part of the carrying amount of an investment in an equity accounted investee is not recognised separately, and therefore is not tested for impairment separately. Instead, the entire amount of the investment in equity accounted investee is tested for impairment as a single asset when there is objective evidence that the investment in an equity-accounted investee may be impaired.

3. Material accounting policy information (cont'd)

3.9 *Provisions*

A provision is recognised if, as a result of a past event, the Group has a present legal or constructive obligation that can be estimated reliably, and it is probable that an outflow of economic benefits will be required to settle the obligation. Provisions are determined by discounting the expected future cash flows at a pre-tax rate that reflects current market assessments of the time value of money and the risks specific to the liability. The unwinding of the discount is recognised as finance cost.

Asset retirement obligation

Provisions for environmental restoration and restructuring are recognised when the Group has a present legal or constructive obligation as a result of past events; it is probable that an outflow of resources will be required to settle the obligation; and the amount can be reliably estimated. Restructuring provisions are comprised of lease termination penalties and employee termination payments. Provisions are not recognised for future operating losses. Where there are a number of similar obligations, the likelihood that an outflow will be required in settlement is determined by considering the class of obligations as a whole. A provision is recognised even if the likelihood of an outflow with respect to any one item included in the same class of obligations may be small. Provisions are measured at the present value of the expenditures expected to be required to settle the obligation using a pre-tax rate that reflects current market assessments of the time value of money and the risks specific to the obligation.

3.10 *Revenue*

Sale of energy

Revenue from sale of energy in the ordinary course of business is recognised in profit or loss when the Group satisfies a performance obligation ("PO") by transferring control of the electricity generated to the customer. The amount of revenue recognition is the amount of the transaction price allocated to the satisfied PO.

The transaction price is determined based on the applicable tariff rates. Transaction price is the amount of consideration in the contract to which the Group expects to be entitled in exchange for transferring the promised service. Consideration payable to a customer is deducted from the transaction price if the Group does not receive a separate identifiable benefit from the customer.

Revenue from sale of energy is recognised in profit or loss when the electricity generated is dispatched to the customer over time.

Revenue is determined based on the units of sales delivered at the applicable tariff rates. An element of significant financing component is deemed present for the Group's sale of electricity for contracts whereby the period between the satisfaction of PO and when the customer pays the transaction price exceeds one year. For these contracts, the Group adjusts the promised consideration for the effects of the significant financing component using a discount rate that would be reflected in a separate financing transaction between the Group and its customer at the contract inception, such that it reflects the credit characteristics of the party receiving the benefit of financing in the contract.

3. Material accounting policy information (cont'd)

3.10 *Revenue (cont'd)*

Dividend income

Dividend income is recognised in profit or loss when the right to receive income is established. For unquoted equity securities, dividend income is recognised when the shareholders have approved the payment of a dividend.

3.11 *Operating costs*

Operating costs include expenditure that are incurred by the Group's renewable energy assets after these assets becomes operationally ready, as determined by management.

3.12 *Asset management fees*

Asset management fees are fees paid to the Asset Managers for the performance of the services as defined in the Asset Management Agreement.

3.13 *Development costs*

Development costs include expenditure that are incurred by the Group's renewable energy assets before these assets becomes operationally ready, as determined by management.

3.14 *Finance income and finance costs*

Finance income comprises of interest income. Finance costs comprises of interest expense on borrowings, unwinding of the discount on provisions, impairment losses recognised on financial assets (other than trade receivables).

Interest income or expense is recognised using the effective interest method.

The 'effective interest rate' is the rate that exactly discounts estimated future cash payments or receipts through the expected life of the financial instrument to:

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

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

Fees paid on the establishment of loan facilities are recognised as transaction costs of the loan to the extent that it is probable that some or all of the facility will be drawn down. In this case, the fee is deferred until the draw-down occurs. To the extent there is no evidence that it is probable that some or all of the facility will be drawn down, the fee is capitalised as a pre-payment for liquidity services and amortised over the period of the facility to which it relates.

3. Material accounting policy information (cont'd)

3.15 *Tax*

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

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

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

- temporary differences on the initial recognition of assets or liabilities in a transaction that is not a business combination and that affects neither accounting nor taxable profit or loss and does not give rise to equal taxable and deductible temporary differences;
- temporary differences related to investments in subsidiaries, associates and joint arrangements to the extent that the Group is able to control the timing of the reversal of the temporary difference and it is probable that they will not reverse in the foreseeable future; and
- taxable temporary differences arising on the initial recognition of goodwill.

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

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

Deferred tax is measured at tax rates that are expected to be applied to temporary differences when they reverse, using tax rates enacted or substantively enacted at the reporting date.

The measurement of deferred taxes reflects the tax consequences that would follow the manner in which the Group expects, at the reporting date, to recover or settle the carrying amount of its assets and liabilities.

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.

3. Material accounting policy information (cont'd)

3.15 *Tax (cont'd)*

Sales tax

Revenues, expenses and assets are recognised net of the amount of sales tax except:

- Where the sales tax incurred on a purchase of assets or services is not recoverable from the taxation authority, in which case the sales tax is recognised as part of the cost of acquisition of the asset or as part of the expense item as applicable; and

- Receivables and payables that are stated with the amount of sales tax included. The net amount of sales tax recoverable from, or payable to, the taxation authority is included as part of receivables or payables in the statement of financial position.

3.16 *Leases*

At inception of a contract, the Group assesses whether a contract is, or contains, a lease. A contract is, or contains, a lease if the contract conveys the right to control the use of an identified asset for a period of time in exchange for consideration.

As a lessee

At commencement or on modification of a contract that contains a lease component, the Group allocates the consideration in the contract to each lease component on the basis of its relative stand-alone prices. However, for the leases of property, the Group has elected not to separate non-lease components and account for the lease and non-lease components as a single lease component.

The Group recognises a right-of-use asset and a lease liability at the lease commencement date. The right-of-use asset is initially measured at cost, which comprises the initial amount of the lease liability adjusted for any lease payments made at or before the commencement date, plus any initial direct costs incurred and an estimate of costs to dismantle and remove the underlying asset or to restore the underlying asset or the site on which it is located, less any lease incentives received.

The right-of-use asset is subsequently depreciated using the straight-line method from the commencement date to the end of the lease term, unless the lease transfers ownership of the underlying asset to the Group by the end of the lease term or the cost of the right-of-use asset reflects that the Group will exercise a purchase option. In that case the right-of-use asset will be depreciated over the useful life of the underlying asset, which is determined on the same basis as those of property, plant and equipment as follows:

Land and buildings	2 - 39 years
Office	20 years

Right-of-use asset is periodically reduced by impairment losses, if any, and adjusted for certain remeasurements of the lease liability.

3. Material accounting policy information (cont'd)

3.16 *Leases (cont'd)*

As a lessee (cont'd)

The right-of-use asset is subsequently stated at cost less accumulated depreciation and impairment losses, except for right-of-use assets that meet the definition of investment property and are carried at fair value.

The lease liability is initially measured at the present value of the lease payments that are not paid at the commencement date, discounted using the interest rate implicit in the lease or, if that rate cannot be readily determined, the lessee's incremental borrowing rate. Generally, the Group uses the lessee's incremental borrowing rate as the discount rate.

The Group determines the lessee's incremental borrowing rate by obtaining interest rates from various external financing sources and makes certain adjustments to reflect the terms of the lease and type of the asset leased.

Lease payments included in the measurement of the lease liability comprise the following:

- fixed payments, including in-substance fixed payments;
- variable lease payments that depend on an index or a rate, initially measured using the index or rate as at the commencement date;
- amounts expected to be payable under a residual value guarantee; and
- the exercise price under a purchase option that the Group is reasonably certain to exercise, lease payments in an optional renewal period if the Group is reasonably certain to exercise an extension option, and penalties for early termination of a lease unless the Group is reasonably certain not to terminate early.

The lease liability is measured at amortised cost using the effective interest method. It is remeasured when there is a change in future lease payments arising from a change in an index or rate, if there is a change in the Group's estimate of the amount expected to be payable under a residual value guarantee, if the Group changes its assessment of whether it will exercise a purchase, extension or termination option or if there is a revised in-substance fixed lease payment.

When the lease liability is remeasured in this way, a corresponding adjustment is made to the carrying amount of the right-of-use asset, or is recorded in profit or loss if the carrying amount of the right-of-use asset has been reduced to zero.

The Group presents right-of-use assets that do not meet the definition of investment property as separate line item and lease liabilities in 'loans and borrowings' in the statement of financial position.

3. Material accounting policy information (cont'd)

3.16 *Leases (cont'd)*

Sale and leaseback transactions

A sale and leaseback transaction is one where the Group sells an asset and immediately leases that asset back from the buyer.

For sale and leaseback transactions, the Group first determines whether the transfer is accounted for as a sale by assessing whether the control of the asset has transferred to the buyer.

Where the transfer is accounted for as a sale, the Group measures the right-of-use asset arising from the leaseback at the proportion of the previous carrying amount of the asset that relates to the right of use retained by the Group. Any gain or loss arising relates to the rights transferred to the buyer. If the fair value of the consideration for the sale of the asset does not equal to the fair value of the asset, or if the lease payments are not at market rates, the Group measures the sale proceeds at fair value by adjusting any below-market terms as a prepayment of lease payments and any above-market terms as additional financing provided by buyer-lessor to the seller-lessee.

Where the transfer is not accounted for as a sale, the Group continues to recognise the transferred asset and recognises a financial liability equal to the transfer proceeds. The financial liability is accounted for as a financial liability at amortised cost.

Short-term leases and leases of low-value assets

The Group has elected not to recognise right-of-use assets and lease liabilities for leases of low-value assets and short-term leases, including IT equipment. The Group recognises the lease payments associated with these leases as an expense on a straight-line basis over the lease term.

As a lessor

At inception or on modification of a contract that contains a lease component, the Group allocates the consideration in the contract to each lease component on the basis of their relative stand-alone prices.

When the Group acts as a lessor, it determines at lease inception whether each lease is a finance lease or an operating lease.

To classify each lease, the Group makes an overall assessment of whether the lease transfers substantially all of the risks and rewards incidental to ownership of the underlying asset. If this is the case, then the lease is a finance lease; if not, then it is an operating lease. As part of this assessment, the Group considers certain indicators such as whether the lease is for the major part of the economic life of the asset.

When the Group is an intermediate lessor, it accounts for its interests in the head lease and the sub-lease separately. It assesses the lease classification of a sub-lease with reference to the right-of-use asset arising from the head lease, not with reference to the underlying asset. If a head lease is a short-term lease to which the Group applies the exemption described above, then it classifies the sub-lease as an operating lease.

3. Material accounting policy information (cont'd)

3.16 *Leases (cont'd)*

As a lessor (cont'd)

If an arrangement contains lease and non-lease components, then the Group applies IFRS 15 to allocate the consideration in the contract.

Sale and leaseback transactions as a buyer-lessor

A sale and leaseback transaction is one where the Group buys an asset and immediately leases that asset back to the seller.

For sale and leaseback transactions, the Group first determines whether the transfer is accounted for as a sale by assessing whether the control of the asset has been acquired by the Group.

Where the transfer is accounted for as a sale, the Group recognises the underlying asset at the fair value and determines at lease inception whether each lease is a finance lease or an operating lease. If the fair value of the consideration for the sale of the asset does not equal to the fair value of the asset, or if the lease payments are not at market rates, the Group recognises the underlying asset at fair value by adjusting any below-market terms as a prepayment of lease payments and any above-market terms as additional financing provided by buyer-lessor to the seller-lessee.

Where the transfer is not accounted for as a sale, the Group does not recognise the underlying asset and recognises a financial asset under IFRS 9 for the amount transferred to the seller. The financial asset is accounted for as a financial asset at amortised cost.

3.17 *Non-current assets held for sale or distribution*

Non-current assets, or disposal groups comprising assets and liabilities, that are highly probably to be recovered primarily through sale or distribution rather than through continuing use, are classified as held for sale or distribution. Immediately before classification as held for sale or distribution, the assets, or components of a disposal group, are remeasured in accordance with the Group's accounting policies. Thereafter, the assets, or disposal group, classified as held for sale (held for distribution) are generally measured at the lower of their carrying amount and fair value less costs to sell (fair value less costs to distribute).

Any impairment loss on a disposal group is first allocated to goodwill, and then to remaining assets and liabilities on pro-rata basis, except that no loss is allocated to financial assets, deferred tax assets, employee benefit assets, investment property and biological assets, which continue to be measured in accordance with the Group's accounting policies. Impairment losses on initial classification as held for sale or distribution and subsequent gains or losses on remeasurement are recognised in profit or loss. Gains are not recognised in excess of any cumulative impairment loss.

Intangible assets and property, plant and equipment once classified as held for sale or distribution are not amortised or depreciated. In addition, equity accounting of associates and joint venture cases once classified as held for sale or distribution.

4. Revenue and other income

The Group's and the Trust's revenue and other income comprises:

	Group		Trust	
	2024 US$'000	**2023** US$'000	**2024** US$'000	**2023** US$'000
Revenue:				
Sale of energy (over time)	–	107,738	–	–
Dividend income (point in time)	1,797	1,000	3,431	–
	1,797	108,738	3,431	–
Other income:				
Insurance claims	–	2,392	–	–
Liquidated damages	–	1,522	–	–
Others	20	–	–	–
	20	3,914	–	–
	1,817	112,652	3,431	–

Disaggregation of revenue from contracts with customers

In the following table, revenue from contracts with customers is disaggregated by primary geographical markets and major products.

	Group	
	2024 US$'000	**2023** US$'000
Japan Solar	–	95,891
Japan Wind	–	11,847
	–	107,738

5. Operating costs

	Group		Trust	
	2024	**2023**	**2024**	**2023**
	US$'000	US$'000	US$'000	US$'000
Operations and maintenance costs	–	8,207	–	–
Asset related tax and levies	–	7,232	–	–
Site office maintenance costs	–	3	–	–
Professional fees	129	1,183	122	212
Insurance	38	3,207	–	–
Utilities and transmission costs	–	884	–	–
Outsourced accounting fees	240	240	120	120
Other general and administrative costs	2	217	–	–
	409	21,173	242	332

6. Asset management fees

	Group	
	2024	**2023**
	US$'000	US$'000
Asset management fees	–	2,209

In accordance with the Asset Management Agreements, for each accounting period the Asset Managers who are related parties of the Group, shall be entitled to receive an annual fee equal to the sum of:

(i) The actual reasonable expenses incurred by the Asset Managers on their own accounts for the performance of the Services (as opposed to expenses incurred on behalf of the Godo Kaishas (“GKs”)) to the extent falling within the Operating Budget; and

(ii) 10% of the amount in (i) or the maximum asset management fees, as agreed.

Services are defined in the Asset Management Agreements as general duties performed by the Asset Managers within reasonable requirements of GK in connection with the management of the Assets and the Business and the performance of the services as are customarily provided by managers of properties of comparable class and standing; and do all such other things as may reasonably and properly be required to be within the scope of the Asset Managers' duties to GKs relating to the management of the Assets and the Business and the performance of the Services.

7. Development costs

	Group 2024 US$'000	Group 2023 US$'000
Professional fees	8	150
Business related taxes	1	76
Insurance	–	1
Other general and administrative costs	–	82
	9	309

8. Finance income and finance costs

	Note	Group 2024 US$'000	Group 2023 US$'000	Trust 2024 US$'000	Trust 2023 US$'000
Finance income					
Interest income on:					
- Loan to related party		–	2,003	–	2,003
- Others		9	42	9	–
Total finance income		9	2,045	9	2,003
Finance costs					
Interest expense on:					
- Loan from related parties	23	(6)	(22)	(6)	–
- Loan from Euro Medium Term Note Issuer	23	(82)	(1,255)	(82)	(1,255)
- Bond with O&M Provider	23	–	(1)	–	–
- Project finance debts	23	–	(5,274)	–	–
- Lease liabilities	23	–	(500)	–	–
- Interest rate swaps	23	–	(1,406)	–	–
Other finance costs		(597)	(3,049)	(597)	(603)
Total finance costs		(685)	(11,507)	(685)	(1,858)

Included in other finance costs are deferred financing costs of US$0.6 million (2023: US$1.9 million) and unwinding of discount of asset retirement obligation of US$Nil million (2023: US$0.5 million).

9. Tax expense

	Group		Trust	
	2024	**2023**	**2024**	**2023**
	US$'000	US$'000	US$'000	US$'000
Current tax expense/(credit)				
Withholding tax	367	2,293	–	–
Current year	–*	(14)	–	–
	367	2,279	–	–
Reconciliation of effective tax rate				
Profit/(loss) before tax	931	14,927	2,458	(12,858)
Tax using Guernsey Island tax rate of 0% (2023: 0%)	–	–	–	–
Effect of Japan tax rates in foreign jurisdiction 20.38% (2023: 20.43%)	190	3,050	–	–
Tax-exempt income	(2)	(204)	–	–
Tax incentives	(188)	(2,860)	–	–
Withholding tax expense	367	2,293	–	–
	367	2,279	–	–

The Guernsey Islands tax rate of 0% is used in the table above as this is the country in which the Trust is domiciled. The effect of tax rates in foreign jurisdictions mainly results from differentiated tax rates applicable in Japan where the Group's operations are primarily based.

Tax incentives refers to tax deductions allowed under the Group's Tokumei Kumiai arrangements.

10. Property, plant and equipment

Group	Note	Freehold land US$'000	Building and leasehold improvements US$'000	Electric generator equipment US$'000	Computer US$'000	Assets under construction US$'000	Total US$'000
Cost							
At 1 January 2023		13,738	12	1,175,422	45	323,204	1,512,421
Additions		52	17	15,910	5	67,439	83,423
Reclassification		–	–	30,135	–	(30,135)	–
Capitalisation of depreciation of right-of-use assets into property, plant and equipment	11	–	–	–	–	2,292	2,292
Disposal		(14)	–	(291)	–	–	(305)
Transfer of TK interests	13	(12,485)	(27)	(1,122,892)	(46)	(337,003)	(1,472,453)
Effect of exchange rate changes		(1,157)	(2)	(98,284)	(4)	(25,797)	(125,244)
At 31 December 2023		134	–	–	–	–	134
Effect of exchange rate changes		(12)	–	–	–	–	(12)
At 31 December 2024		122	–	–	–	–	122

10. Property, plant and equipment (cont'd)

Group	**Note**	**Freehold land** US$'000	**Building and leasehold improvements** US$'000	**Electric generator equipment** US$'000	**Computer** US$'000	**Assets under construction** US$'000	**Total** US$'000
Accumulated depreciation							
At 1 January 2023		–	2	113,030	–*	–	113,032
Depreciation expense		–	–	22,813	–*	–	22,813
Disposal		–	–	(43)	–	–	(43)
Write-off		–	(2)	(125,076)	–*	–	(125,078)
Effect of exchange rate changes		–	–	(10,724)	–*	–	(10,724)
At 31 December 2023 / 31 December 2024		–	–	–	–	–	–
Carrying amounts							
At 31 December 2023		134	–	–	–	–	134
At 31 December 2024		122	–	–	–	–	122

* Amount less than US$1,000.

10. Property, plant and equipment (cont'd)

As at the reporting date, no amounts of property, plant and equipment were pledged.

During the financial year, US$Nil million (2023: US$49.9 million) asset management fee expenses and engineering, procurement and construction ("EPC") expenses charged by related parties of the Group were capitalised for projects that have yet to reach their commercial operation dates.

11. Investment in subsidiaries

	Trust	
	2024 US$'000	**2023** US$'000
Equity investments, at cost	2,864	2,330

The table below provides a reconciliation of the movement in investment in the subsidiaries:

	Trust	
	2024 US$'000	**2023** US$'000
Balance as at 1 January	2,330	1,729,716
Capital injection during the year	534	132,728
Redemption during the year	–	(1,860,114)
Balance as at 31 December	2,864	2,330

In 2024, the Trust increased its investment in subsidiaries by US$0.5 million at an average price of US$1.04 per unit.

In 2023, the Trust increased its investment in subsidiaries by US$132.7 million and redeemed 1,771.3 million units at an average price of US$1.05 per unit for the aggregate consideration of US$1,860.1 million.

11. Investment in subsidiaries (cont'd)

The table below provides details of the significant subsidiaries of the Group:

Name of subsidiaries	Sector	Project Name	Status	Principal place of business	Effective interest 2024 %	2023 %
Zenith Japan Trust	Investment holding company	–	Operating	Guernsey	100	100
Kawazu Solar GK	Solar	–	Dormant	Japan	99	99

The Group acquired Tokumei Kumiai interest ("TK Interests") of the special purpose vehicles ("GKs" or "TK Operators") on 19 January 2018. The relationship between the Trust and the TK Operators is governed by the TK Agreements. The Trust, as the investor, will provide funds to the TK Operator in return for the right to receive a distribution of profit generated from the operation of the GK. Under the TK Agreement, the net income of the TK business, comprising principally the income generated from solar and wind assets, will be passed up to the Trust. The Trust is entitled up to 99% of the profits and losses of such business, while the Asset Manager is entitled to 1% of the allocated profits and losses respectively. The Trust is, therefore, entitled to receive substantially all of the economic interest from the TK Operator.

The Trust has assessed the economic reality of the Group and its investment activities through the TK Operators and concluded that the TK Operators meet the definition of subsidiaries of the Group (as defined by IFRS).

Transfer of TK interests

In May 2023, the Group transferred 49% of TK interests in GK Hayabusa to a third party for a total cash purchase consideration of US$31.1 million (JPY4.35 billion).

Following the transfer of TK interests, GK Hayabusa and its subsidiaries, GK NRE-05 Investment and GK NRE-19 Investment (collectively known as "Project Hayabusa") ceased to be subsidiaries to the Group.

In June 2023, the Group further divested approximately 48% of its economic interests in Project Hayabusa to APAC Renewable Investments Pte. Ltd. ("APAC"), a wholly-owned subsidiary of VGGPL for a total purchase consideration of US$30.7 million. The purchase consideration for this transaction was fulfilled by APAC via the issuance of a promissory note to the Trust's subsidiary, Zenith Japan Trust ("ZJT").

The retained approximately 2% TK interests in GK Hayabusa is recognised as other investments at FVOCI (Note 13).

11. Investment in subsidiaries (cont'd)

Transfer of TK interests (cont'd)

In 2023, the Group transferred majority of the TK interests in a number of special purpose vehicles ("GKs") to APAC for a total consideration of US$1,617.1 million. The payment for these transactions was fulfilled by APAC via the issuance of a promissory note ("Promissory Note") to ZJT.

The retained TK interests in these GKs are recognised as other investments at FVOCI (Note 13). These investments were irrevocably designated at FVOCI as the Group considers these investments to be strategic in nature.

Through a series of redemptions which were satisfied in kind by the assignment of the rights to receive payment under the Promissory Note, the benefits of the Promissory Note were up streamed to the unitholder of the Trust. This led to the redemption of units by the unitholder as disclosed in Note 16, thereby amounting to the total purchase consideration of US$1,617.1 million.

The net assets on transfer of TK interests as mentioned above are provided as below:

	Note	2023 US$'000
Assets		
Property, plant and equipment	10	1,347,375
Right-of-use assets		199,287
Intangible assets		893,547
Other investments		59,618
Prepayments and other assets		5,865
Trade and other receivables		72,781
Derivative assets		5,289
Cash and bank balances		205,130
		2,788,892
Liabilities		
Loans and borrowings	18	(1,087,012)
Lease liabilities		(206,329)
Asset retirement obligation		(52,376)
Trade and other payables		(43,258)
Derivative liabilities		(7,109)
		(1,396,084)
Net assets derecognised		1,392,808

11. Investment in subsidiaries (cont'd)

Transfer of TK interests (cont'd)

The cash flows and net assets on transfer of TK interests as mentioned above are provided as below:

	Note	2023 US$'000
Net assets derecognised		1,392,808
Less: Non-controlling interests		(15,797)
Net assets on transfer of TK interests		1,377,011
Reclassification of foreign currency translation reserve		394,807
Adjusted net assets on transfer of TK interests		1,771,818
Loss on transfer of TK interests		(17,915)
Fair value on initial recognition of TK interests retained		(105,698)
Total sales consideration		1,648,205
Less: Sale proceeds via issuance of a Promissory Note		(1,617,147)
Less: Cash and bank balances of the transferred TK interests		(205,130)
Net cash outflow on transfer of TK interests		(174,072)
Less: Restricted bank balances and deposits		103,941
Cash outflow on transfer of TK interests, net of transfer of deposits pledged		(70,131)

12. Equity-accounted investees

	Group	
	2024 US$'000	2023 US$'000
Interests in joint ventures	17,126	19,089

In November 2023, the Group transferred part of the TK interests in Nanao Mega Solar GK ("Nanao") and KK Kyudenko Fukuosan Solar ("KK Fukuosan") to APAC for a total consideration of US$76.6 million and recognised a gain on transfer of TK interests of US$19.5 million, which resulted a gain on TK transfer of US$19.5 million. The payment for these transactions was fulfilled by APAC via the issuance of a promissory note ("Promissory Note") to ZJT.

The retained TK interests of US$3.5 million are recognised as other investments at FVOCI (Note 15). These investments were irrevocably designated at FVOCI as the Group considers these investments to be strategic in nature.

12. Equity-accounted investees (cont'd)

Through a series of redemptions which were satisfied in kind by the assignment of the rights to receive payment under the Promissory Note, the benefits of the Promissory Note were up streamed to the unitholder of the Trust. This led to the redemption of units by the unitholder as per disclosed in Note 16, thereby amounting to the total purchase consideration of US$76.6 million.

The following summarises the financial information of the Group's joint ventures based on the financial statements prepared in accordance with IFRS:

The principal place of business of WPE located in Japan with 49% economic interests held on the underlying project.

2024	**Wind Power Energy Co., Ltd. ("WPE")** US$'000
Statement of financial position	
Non-current assets	
Property, plant and equipment	52,046
Right-of-use assets	6,193
	58,239
Current assets	
Prepayments and other assets	1
Other receivables	7
Cash and bank balances	1,088
	1,096
Total assets	59,335
Non-current liabilities	
Loans and borrowings	11,141
Lease liabilities	6,245
	17,386
Current liabilities	
Loans and borrowings	12
Lease liabilities	244
Other payables	1,892
Current tax liabilities	9
	2,157
Total liabilities	19,543
Net assets	39,792

12. Equity-accounted investees (cont'd)

2024	**WPE** US$'000
Statement of comprehensive income	
Operating costs	(1)
Development costs	(70)
Loss before tax	(71)
Tax expense	(2)
Loss for the year, representing total comprehensive income for the year	(73)

2023	**Wind Power Energy Co., Ltd. ("WPE")** US$'000
Statement of financial position	
Non-current assets	
Property, plant and equipment	56,158
Right-of-use assets	7,114
	63,272
Current assets	
Prepayments and other assets	1
Other receivables	776
Cash and bank balances	1,551
	2,328
Total assets	65,600
Non-current liabilities	
Loans and borrowings	12,253
Lease liabilities	7,137
	19,390
Current liabilities	
Loans and borrowings	13
Lease liabilities	264
Other payables	2,081
Current tax liabilities	10
	2,368
Total liabilities	21,758
Net assets	43,842

12. Equity-accounted investees (cont'd)

2023	**WPE** US$'000
Statement of comprehensive income	
Other income	1
Development costs	(112)
Loss before tax	(111)
Tax expense	(4)
Loss for the year, representing total comprehensive income for the year	(115)

	Nanao US$'000	**KK Fukuosan** US$'000	**WPE** US$'000	**Total** US$'000
2024				
Carrying amount of interests in joint ventures at 1 January 2023	–	–	19,089	19,089
Share of results of joint ventures	–	–	(35)	(35)
Foreign currency translation differences	–	–	(1,928)	(1,928)
Carrying amount of interests in joint ventures at 31 December 2024	–	–	17,126	17,126
2023				
Carrying amount of interests in joint ventures at 1 January 2023	22,283	26,842	18,820	67,945
Group's contribution during the year	–	–	1,764	1,764
Redemption during the year	–	(2,999)	–	(2,999)
Share of results of joint ventures	5,320	909	(56)	6,173
Foreign currency translation differences	3,576	4,607	(1,439)	6,744
Transfer of TK interests	(31,179)	(29,359)	–	(60,538)
Carrying amount of interests in joint ventures at 31 December 2023	–	–	19,089	19,089

13. Other investments

	Group	
	2024	**2023**
	US$'000	US$'000
Equity investments – held at FVOCI	76,405	69,558

The Group's equity investments at FVOCI consist of its interests in Tokumei Kumiai investments associated with renewable energy assets in Japan. These interests arise from:

(a) Retained TK interests in certain Tokumei Kumiai investments as disclosed in Note 13 and

(b) Acquisition of 38% economic interests in certain Tokumei Kumiai investments in April 2023. Subsequently, in June 2023, the Group divested 36% of these investments to APAC, for which the payment was to be settled through APAC issuing a Promissory Note to ZJT.

The table below provides the details of the equity investments of the Group:

	Group	
Name of investment	**2024**	**2023**
	US$'000	US$'000
Amateras Solar G.K.	4,879	4,167
GK Asama	2,233	2,339
GK Energy Forest	3,905	3,551
GK KC-01 Investment	1,209	1,156
GK NRE Sannan	664	672
GK NRE-13 Investment	177	174
GK NRE-15 Investment	317	213
GK NRE-16 Investment	221	240
GK NRE-17 Investment	2,274	3,423
GK NRE-20 Investment	1,625	1,462
GK NRE-21 Investment	1,019	948
GK NRE-23 Investment	1,261	1,394
GK NRE-25 Investment	522	472
GK NRE-29 Investment	184	152
GK NRE-30 Investment	390	109
GK NRE-32 Investment	3,220	3,202
GK NRE-36 Investment	719	774
GK NRE-37 Investment	2,084	2,220
GK NRE-39 Investment	1,833	1,867
GK NRE-41 Investment	5,076	5,476
GK NRE-42 Investment	575	561
GK NRE-44 Investment	934	1,212
GK NRE-46 Investment	1,263	670
GK NRE-47 Investment	31	–
Hayabusa GK	1,591	1,712
KK Kyudenko Fukuousan Solar Power Plant	1,238	1,475
KP Energy GK	1,220	1,214
Nanao Mega Solar GK	1,403	1,527
NRELP GK	1,331	1,835

13. Other investments (cont'd)

Name of investment	Group 2024 US$'000	Group 2023 US$'000
SEJ 111 GK	459	438
Amakusa Wind GK	146	251
Clean Energy GK	508	267
GK NWE-02 Investment	256	342
GK NWE-03 Investment	1,113	998
GK NWE-09 Investment	6,049	4,725
GK NWE-10 Investment	1,386	576
GK NWE-12 Investment	945	757
Kagoshima Koriyama Wind G.K.	2,779	2,348
Kami Miyazaki Wind GK	2,108	933
Karatsu Wind GK	1,174	1,154
Nakasato Wind GK	2,448	2,029
Nishiyama Wind GK	2,259	1,452
Tottori Seibu Wind GK	2,258	938
Tottori Wind GK	5,370	4,328
GK Thunderbird	3,749	–
Nakaura Wind GK	–	721
Nimaida Wind GK	–	3,084
	76,405	69,558

14. Other receivables

	Note	Group 2024 US$'000	Group 2023 US$'000	Trust 2024 US$'000
Current				
VAT receivables		1	400	–
Other deposits		14	597	–
Other receivables		–	–	1,776
		15	997	1,776
Less: Impairment loss	26	–	(3)	–
		15	994	1,776

15. Cash and bank balances

	Note	Group 2024 US$'000	Group 2023 US$'000	Trust 2024 US$'000	Trust 2023 US$'000
Bank balances		10,775	9,657	8,687	8,959

Bank balances earn interest at floating rates based on daily bank deposit rates.

16. Units in issue

	Group and Trust 2024 US$'000	Group and Trust 2023 US$'000
Issued		
At 1 January and 31 December	1,240	1,712,182
Redemption of units	–	(1,710,942)
As at 31 December 2024	1,240	1,240

Units

Each unit in the Trust represents an equal undivided interest in the Trust.

As at 31 December 2024 and 2023, all units were issued and fully paid.

Redemption of units

In 2023, 1,616,995,286 units were redeemed at an average price of US$1.07 per unit at an aggregate consideration of US$1,735.9 million which were deemed as non-cash transactions. Out of which, US$25.0 million was paid out of retained earnings to the unitholder.

17. Reserves

The reserves of the Group comprise the following balances:

	2024 US$'000	2023 US$'000
Translation reserve	(6,989)	(5,039)
Fair value reserve	6,110	(1,857)
	(879)	(6,896)

17. Reserves (cont'd)

Translation reserve

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

Fair value reserve

The fair value reserve records the cumulative fair value changes of equity investment measured at FVOCI.

18. Loans and borrowings and lease liabilities

		Group		Trust	
	Note	**2024** US$'000	**2023** US$'000	**2024** US$'000	**2023** US$'000
Non-current					
Loan from:					
- Related parties	(a)	–	239	–	239
- Euro Medium Term Note Issuer	(b)	–	7,614	–	7,614
		–	7,853	–	7,853
Current					
Loan from:					
- Related parties	(a)	539	–	539	–
- Euro Medium Term Note Issuer	(b)	7,157	–	7,157	–
Interest payable on:					
- Loan from related parties	(a)	6	–*	6	–*
- Euro Medium Term Note Issuer	(b)	25	34	25	34
		7,727	34	7,727	34
		7,727	7,887	7,727	7,887

* Amount less than US$1,000.

18. Loans and borrowings and lease liabilities (cont'd)

The below table shows the notional amount of the outstanding loans and borrowings excluding transaction costs.

	Group		Trust	
	2024 US$'000	**2023** US$'000	**2024** US$'000	**2023** US$'000
Gross debt				
Non-current				
Loan from:				
- Related parties	–	239	–	239
- Euro Medium Term Note Issuer	–	8,315	–	8,315
	–	8,554	–	8,554
Current				
Loan from:				
- Related parties	539	–	539	–
- Euro Medium Term Note Issuer	7,262	–	7,262	–
	7,801	–	7,801	–
	7,801	8,554	7,801	8,554

Terms and conditions of loans and borrowings are as follows:

Group & Trust	**Currency**	**Nominal interest rate %**	**Year of maturity**	**Principal amount** US$'000
2024				
Loan from related parties	JPY	1.4	2025	539
Loan from Euro Medium Term Note Issuer	JPY	1.4	2025	4,087
Loan from Euro Medium Term Note Issuer	JPY	0.6	2025	3,175
				7,801
2023				
Loan from related parties	JPY	1.4	2024	239
Loan from Euro Medium Term Note Issuer	JPY	1.4	2025	4,823
Loan from Euro Medium Term Note Issuer	JPY	0.6	2025	3,492
				8,554

18. Loans and borrowings and lease liabilities (cont'd)

(a) ***Loan from related parties***

In 2023, the Group held a loan from Vena Global Group Pte. Ltd. with an annual interest of 1.375% on the principal outstanding. The loan is repayable on demand.

(b) ***Loan from Euro Medium Term Note Issuer***

On 26 February 2020, a related company, Vena Energy Capital Pte. Ltd. ("Euro Medium Term Note Issuer"), issued US$325,000,000 3.1% per annum notes due in 2025 listed on the Singapore Exchange Securities Trading Limited ("SGX-ST") under a US$1 billion Global Medium Term Note Programme (the "Notes").

On 8 July 2021, the Euro Medium Term Note Issuer issued US$175,000,000 3.1% per annum notes due in 2025 listed on SGX-ST under the US$1 billion Notes. The Notes were issued at a premium for a total consideration of US$178,638,250. The Notes are to be consolidated and form a single series with the US$325,000,000 3.1% per annum notes issued on 27 February 2020.

The Notes bear interest at the rate of 3.1% per annum from and including 26 February 2021, and interest will be payable semi-annually in arrears on 26 February and 26 August in each year, commencing on 26 August 2021. The Notes will mature on 26 February 2025.

The Notes proceeds were allocated to the Trust, Vena Global Group Pte. Ltd. and Vena Energy Taiwan Holdings Pte. Ltd. through intercompany loans.

The Trust together with Vena Global Group Pte. Ltd.and Vena Energy Taiwan Holdings Pte Ltd jointly and severally act as guarantors for Vena Energy Capital Pte. Ltd. for this Notes issuance. The due and punctual payment of all sums payable by Vena Energy Capital Pte. Ltd. from time to time in respect of the Notes will be unconditionally and irrevocably guaranteed on a joint and several basis by the guarantors.

The loan from the Euro Medium Term Note Issuer is a 5-year loan maturing on 26 February 2025 denominated in Japanese Yen ("JPY") with the contractual interest rate at 1.4% and 0.6% (2023: 1.4% and 0.6%) per annum payable on a semi-annual basis.

18. Loans and borrowings and lease liabilities (cont'd)

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

		Liabilities		
Group /Trust	**Note**	**Loan from related parties** US$'000	**Loan from Euro Medium Term Note Issuer** US$'000	**Total** US$'000
Balance at 1 January 2024		239	7,648	7,887
Changes from financing cash flows				
Interest paid		–	(86)	(86)
Total changes from financing cash flows		–	(86)	(86)
Effect of changes in foreign exchange rates		(26)	(756)	(782)
Other changes				
Liability-related				
Payment on behalf by related parties[1]		326	(303)	23
Interest expense	8	6	82	88
Other finance costs	8	–	597	597
Total liability-related other changes		332	376	708
Balance at 31 December 2024		545	7,182	7,727

1 During the year, JPY 50.2 million (approximately of US$0.3 million) of loans and interest from "Euro Medium Term Note Issuer" was repaid by Vena Global Group Pte. Ltd. on behalf of the Trust to Vena Energy Capital Pte. Ltd. ("Euro Medium Term Note Issuer").

18. Loans and borrowings and lease liabilities (cont'd)

Reconciliation of movements of liabilities to cash flows arising from financing activities (cont'd)

		Liabilities					
Group	**Note**	**Project finance debts** US$'000	**Bond issued by O&M provider** US$'000	**Loan from related parties** US$'000	**Loan from Euro Medium Term Note Issuer** US$'000	**Lease liabilities** US$'000	**Total** US$'000
Balance at 1 January 2023		1,068,465	278	7,171	181,699	220,367	1,477,980
Changes from financing cash flows							
Proceeds		202,275	–	797	–	–	203,072
Repayment		(92,755)	–	(4,350)	–	–	(97,105)
Payment for lease liabilities		–	–	–	–	(1,033)	(1,033)
Transaction costs		(2,395)	–	–	–	–	(2,395)
Interest paid		(7,153)	–	(29)	(1,862)	(200)	(9,244)
Total changes from financing cash flows		99,972	–	(3,582)	(1,862)	(1,233)	93,295
Effect of changes in foreign exchange rates		(90,832)	(34)	(2,837)	(19,341)	(10,901)	(123,945)
Other changes							
Liability-related							
New leases		–	–	–	–	5,162	5,162
Lease modifications		–	–	–	–	179	179
Lease termination		–	–	–	–	(7,745)	(7,745)
Interest expense	8	6,680	1	22	1,255	500	8,458
Loans settlement[1]		–	–	–	(154,706)	–	(154,706)
Other finance costs	8	1,947	–	–	603	–	2,550
Total liability-related other changes		8,627	1	22	(152,848)	(1,904)	(146,102)
Transfer of TK interests	11	(1,086,232)	(245)	(535)	–	(206,329)	(1,293,341)
Balance at 31 December 2023		–	–	239	7,648	–	7,887

18. Loans and borrowings and lease liabilities (cont'd)

Reconciliation of movements of liabilities to cash flows arising from financing activities (cont'd)

		Liabilities		
Trust	**Note**	**Loan from related parties** US$'000	**Loan from Euro Medium Term Note Issuer** US$'000	**Total** US$'000
Balance at 1 January 2023		–	181,699	181,699
Changes from financing cash flows				
Proceeds from loans and borrowings		229	–	229
Interest paid		–	(1,862)	(1,862)
Total changes from financing cash flows		229	(1,862)	(1,633)
Effect of changes in foreign exchange rates		10	(19,341)	(19,331)
Other changes				
Liability-related				
Interest expense	8	–	1,255	1,255
Loans settlement[1]		–	(154,706)	(154,706)
Other finance costs	8	–	603	603
Total liability-related other changes		–	(152,848)	(152,848)
Balance at 31 December 2023		239	7,648	7,887

[1] In September 2023, JPY 23.0 billion (approximately of US$154.7 million) of loans from "Euro Medium Term Note Issuer" shall be deemed to have been repaid by Vena Global Group Pte. Ltd. via a Deed of Set-off and Amendment agreement entered by the Trust, Vena Global Group Pte. Ltd. and Vena Energy Capital Pte. Ltd. ("Euro Medium Term Note Issuer").

19. Other payables

	Note	Group 2024 US$'000	Group 2023 US$'000	Trust 2024 US$'000	Trust 2023 US$'000
Current					
Accrued expenses		109	207	103	205
Non-trade amounts due to:					
- Asset Managers		–	516	–	–
- Related parties	(a)	–	402	–	158
- Other third parties		1,282	1,679	–	–
		1,391	2,804	103	363

(a) Amount due to related parties are unsecured, non-trade in nature, non-interest bearing and repayable on demand.

20. Financial instruments

Financial risk management

Overview

The Group has exposure to the following risks arising from financial instruments:

- credit risk
- liquidity risk
- market risk

This note presents information about the Group's exposure to each of the above risks, the Group's objectives, policies and processes for measuring and managing risk, and the Group's management of capital.

Risk management framework

The Board of Directors has overall responsibility for the establishment and oversight of the Group's risk management framework. Management is responsible for developing and monitoring the Group's risk management policies. Management reports regularly to the Board of Directors on its activities.

The Group's risk management policies are established to identify and analyse the risks faced by the Group, to set appropriate risk limits and controls, and to monitor risks and adherence to limits. Risk management policies and systems are reviewed regularly to reflect changes in market conditions and the Group's activities. The Group, through its training and management standards and procedures, aims to develop a disciplined and constructive control environment in which all employees understand their roles and obligations.

20. Financial instruments (cont'd)

Financial risk management (cont'd)

Credit risk

Credit risk is the risk of financial loss to the Group if a counterparty to a financial instrument fails to meet its contractual obligations and arises principally from the Group's other receivables.

The carrying amount of financial assets in the statements of financial position represents the Group's and the Trust's maximum exposures to credit risk, before taking into account any collateral held. The Group and the Trust do not hold any collateral in respect of its financial assets.

The Company has adopted a policy of only dealing with creditworthy counterparties as a means of mitigating the risk of financial loss from defaults. The Company's credit exposures are continuously monitored.

As at reporting date, there is no significant concentration risk of credit risk on the financial assets of the Company.

Other receivables

Other receivables comprise mainly balances due from affiliates of the Group to which the Group has provided short term liquidity for strategic purposes.

Most of the Group's counterparties have been transacting with the respective Group entities for over 1 year, and no impairment loss has been recognised against these counterparties.

Expected credit loss assessment for other receivables

The Group allocates each exposure to a credit risk grade based on data that is determined to be predictive of the risk of loss and applying experienced credit judgement. Credit risk grades are defined using qualitative and quantitative factors that are indicative of the risk of default. Credit risk grades include “Low”, “Medium” and “High” and the loss rate ranges up to 0.82% (2023: up to 0.82%)

Exposures within each credit risk grade are segmented by geographic region and an ECL rate is calculated for each segment.

The maximum exposure to credit risk at the reporting date is the carrying value of other receivables disclosed in Note 14. As of 31 December 2024 and 2023, there were no balances assessed to be credit-impaired. The Group does not require collateral in respect of other receivables.

20. Financial instruments (cont'd)

Financial risk management (cont'd)

Credit risk (cont'd)

Expected credit loss assessment for other receivables (cont'd)

The movement in the allowance for impairment in respect of other receivables during the year was as follows:

	2024 US$'000	**2023** US$'000
At 1 January	3	534
Impairment loss allowance recognised	(3)	–
Transfer of TK interests	–	(531)
Effects of exchange rate changes	–	–*
At 31 December	–	3

* Amount less than US$1,000.

Cash and bank balances

The Group and the Trust held cash and bank balances of US$10.8 million and US$8.7 million at 31 December 2024 (2023: US$9.7 million and US$9.0 million). The figure represents the maximum credit exposures on these assets. The cash and bank balances are held with bank and financial institution counterparties which are rated A- to A+ (2023: BBB- to A+), based on S&P Global ratings and nil (2023: A), based on Moody Corporation ratings.

Impairment on cash and bank balances has been measured on the 12-month expected credit loss basis and reflects the short maturities of the exposures. The Group considers that its cash and bank balances have low credit risk based on the external credit ratings of the counterparties and is subject to immaterial loss.

Liquidity risk

Risk management policy

Liquidity risk is the risk that the Group will encounter difficulty in meeting the obligations associated with its financial liabilities that are settled by delivering cash or another financial asset. The Group's approach to managing liquidity is to ensure, as far as possible, that it will always have sufficient liquidity to meet its liabilities when due, under both normal and stressed conditions, without incurring unacceptable losses or risking damage to the Group's reputation.

The Group monitors its liquidity risk and maintains a level of cash and bank balances deemed adequate by the Asset Managers to finance the Group's operations and to mitigate the effects of fluctuations in cash flows.

20. Financial instruments (cont'd)

Financial risk management (cont'd)

Liquidity risk (cont'd)

Exposure to liquidity risk

The following are the remaining contractual maturities of financial liabilities. The amounts are gross and undiscounted, and include contractual interest payments and exclude the impact of netting agreements:

Group **31 December 2024**	**Contractual cash flows** US$'000	**12 months or less** US$'000
Non-derivative financial liabilities		
Loan from related parties	(547)	(547)
Loan from Euro Medium Term Note Issuer	(7,297)	(7,297)
Other payables	(1,391)	(1,391)
	(9,235)	(9,235)

Group **31 December 2023**	**Contractual cash flows** US$'000	**12 months or less** US$'000	**1-2 years** US$'000
Non-derivative financial liabilities			
Loan from related parties	(240)	(240)	–
Loan from Euro Medium Term Note Issuer	(8,684)	(87)	(8,597)
Other payables	(2,804)	(2,804)	–
	(11,728)	(3,131)	(8,597)

Trust **31 December 2024**	**Contractual cash flows** US$'000	**12 months or less** US$'000
Non-derivative financial liabilities		
Loan from related parties	(547)	(547)
Loan from Euro Medium Term Note Issuer	(7,297)	(7,297)
Other payables	(103)	(103)
	(7,947)	(7,947)

20. Financial instruments (cont'd)

Financial risk management (cont'd)

Liquidity risk (cont'd)

Exposure to liquidity risk (cont'd)

	Contractual cash flows US$'000	12 months or less US$'000	1-2 years US$'000
Trust			
31 December 2023			
Non-derivative financial liabilities			
Loan from related parties	(240)	(240)	–
Loan from Euro Medium Term Note Issuer	(8,684)	(87)	(8,597)
Other payables	(363)	(363)	–
	(9,287)	(690)	(8,597)

Market risk

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

Currency risk

The Group is exposed to foreign currency risk on transactions that are denominated in currencies other than the respective functional currencies of Group entities. The Group ensures that the net exposure to foreign currency risk is monitored on an ongoing basis and the Trust endeavours to keep the net exposure at an acceptable level.

20. Financial instruments (cont'd)

Financial risk management (cont'd)

Currency risk (cont'd)

Exposure to currency risk

The summary quantitative data about the Group's exposure to currency risk as reported to the management of the Group is as follows:

	Group	
	2024	**2023**
	JPY	**JPY**
	US$'000	US$'000
Cash and bank balances	10,403	9,645
Loan from related parties	(545)	(240)
Loan from Euro Medium Term Note Issuer	(7,287)	(8,348)
Other payables	(1,281)	(1,681)
Net exposure	1,290	(624)

	Trust	
	2024	**2023**
	JPY	**JPY**
	US$'000	US$'000
Cash and bank balances	8,457	8,959
Loan from related parties	(545)	(240)
Loan from Euro Medium Term Note Issuer	(7,287)	(8,348)
Net exposure	625	371

20. Financial instruments (cont'd)

Financial risk management (cont'd)

Currency risk (cont'd)

Sensitivity analysis

A 5% strengthening of the dollar against the respective currencies at the reporting date would increase/(decrease) profit before tax by the amounts shown below. This analysis assumes that all other variables, in particular interest rates, remain constant.

	Group Profit before tax US$'000	Trust Profit before tax US$'000
31 December 2024		
JPY (5% strengthening)	65	31
JPY (5% weakening)	(65)	(31)
31 December 2023		
JPY (5% strengthening)	(31)	19
JPY (5% weakening)	31	(19)

In the case of a 5% weakening of the dollar against the respective currency, the effects are equal but with an opposite effect.

Interest rate risk

Interest rate risk refers to the risk faced by the Group as a result of fluctuations in interest rates.

Exposure to interest rate risk

At the reporting date, the fixed and variable rate interest-bearing financial instruments that are subject to interest rate risk were as follows:

	Group Notional amount		Trust Notional amount	
	2024 US$'000	**2023** US$'000	**2024** US$'000	**2023** US$'000
Fixed rate instruments				
Financial liabilities				
- Loan from related parties	(539)	(239)	(539)	(239)
- Loan from Euro Medium Term Note Issuer	(7,262)	(8,315)	(7,262)	(8,315)
	(7,801)	(8,554)	(7,801)	(8,554)

20. Financial instruments (cont'd)

Financial risk management (cont'd)

Interest rate risk (cont'd)

Non-derivative financial liabilities (cont'd)

Fair value sensitivity analysis for fixed rate instruments

The Group does not account for any fixed rate financial assets and liabilities at fair value through profit or loss. Therefore, in respect of the fixed rate instrument, a change in interest rates at the reporting date would not affect profit or loss.

Cash flow sensitivity analysis for variable rate instruments

As at 31 December 2024, the Group has no outstanding variable rate instruments and thus, has no resultant interest rate risk.

Capital management

The Group's objective in managing capital is to ensure a stable and strong capital base to maximise returns for its shareholders.

The Group defines capital as including all components of the unitholder's fund. The Group's capital structure is regularly reviewed and managed in accordance with the capital management practices of the Group. Adjustments are made to the capital structure in light of changes in economic conditions affecting the Group, to the extent that these do not conflict with the Board of Directors' fiduciary duties towards the Group.

21. Fair value of financial instruments

Fair value measurement

Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date in the principal or, in its absence, the most advantageous market to which the Group has access at that date. The fair value of a liability reflects its non-performance risk.

When available, the Group measures the fair value of an instrument using the quoted price in an active market for that instrument. A market is regarded as active if transactions for the asset or liability take place with sufficient frequency and volume to provide pricing information on an ongoing basis. The Group measures instruments quoted in an active market at mid-price.

If there is no quoted price in an active market, then the Group uses valuation techniques that maximise the use of relevant observable inputs and minimise the use of unobservable inputs. The chosen valuation technique incorporates all of the factors that market participants would take into account in pricing a transaction.

21. Fair value of financial instruments (cont'd)

Fair value measurement (cont'd)

The Group recognises transfers between levels of the fair value hierarchy as at the end of the reporting period during which the change has occurred.

The Group measures fair values using the following fair value hierarchy that reflects the significance of the inputs used in making the measurements.

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

Accounting classification and fair value

The table below summarises the classification of the financial assets and liabilities of the Group. It does not include fair value information for financial assets and financial liabilities not measured at fair value if the carrying amount is a reasonable approximation of fair value. Additionally, it excludes fair value information for lease liabilities as it is not required.

At the reporting date, the fair values of other receivables, cash and bank balances and other payables are equivalent to the carrying amounts shown in the statement of financial position due to the short-term maturity of these financial instruments.

21. Fair value of financial instruments (cont'd)

Accounting classification and fair value (cont'd)

	Note	Carrying amount				Fair value			
		Designated at FVOCI	Amortised cost	Other financial liabilities	Total	Level 1	Level 2	Level 3	Total
		US$'000	US$'000	US$'000	US$'000	US$'000	US$'000	US$'000	US$'000
Group									
31 December 2024									
Other investments	13	76,405	–	–	76,405	–	–	76,405	76,405
Other receivables*	14	–	14	–	14				
Cash and bank balances	15	–	10,775	–	10,775				
		76,405	10,789	–	87,194				
Loans and borrowings	18	–	–	7,727	7,727	–	7,832	–	7,832
Other payables*	19	–	–	1,391	1,391				
		–	–	9,118	9,118				

* Excludes non-financial assets and liabilities

21. Fair value of financial instruments (cont'd)

Accounting classification and fair value (cont'd)

	Note	Carrying amount: Designated at FVOCI US$'000	Carrying amount: Amortised cost US$'000	Carrying amount: Other financial liabilities US$'000	Carrying amount: Total US$'000	Fair value: Level 1 US$'000	Fair value: Level 2 US$'000	Fair value: Level 3 US$'000	Fair value: Total US$'000
Group									
31 December 2023									
Other investments	13	69,558	–	–	69,558	–	–	69,558	69,558
Other receivables*	14	–	597	–	597				
Cash and bank balances	15	–	9,657	–	9,657				
		69,558	10,254	–	79,812				
Loans and borrowings	18	–	–	7,887	7,887	–	8,588	–	8,588
Other payables*	19	–	–	2,804	2,804				
		–	–	10,691	10,691				

* Excludes non-financial assets and liabilities

21. Fair value of financial instruments (cont'd)

Accounting classification and fair value (cont'd)

		Carrying amount			Fair value			
	Note	**Amortised cost** US$'000	**Other financial liabilities** US$'000	**Total** US$'000	**Level 1** US$'000	**Level 2** US$'000	**Level 3** US$'000	**Total** US$'000
Trust								
31 December 2024								
Cash and bank balances	15	8,687	–	8,687				
Loans and borrowings	18	–	7,727	7,727	–	7,832	–	7,832
Other payables*	19	–	103	103				
		–	7,830	7,830				
Trust								
31 December 2023								
Cash and bank balances	15	8,959	–	8,959				
Loans and borrowings	18	–	7,887	7,887	–	8,588	–	8,588
Other payables*	19	–	363	363				
		–	8,250	8,250				

* Excludes non-financial assets and liabilities

21. Fair value of financial instruments (cont'd)

Level 3 fair values

The following table shows a reconciliation from the opening balances to the ending balances for Level 3 fair values:

	2024 US$'000	**2023** US$'000
Equity investments – at FVOCI		
Beginning balance	69,558	–
Initial recognition of TK interests	–	109,174
Addition	1,878	28,912
Transfer of TK interests	–	(59,618)
Capital distribution from equity investment	(2,969)	(7,053)
Changes in fair value of equity investment through FVOCI	7,938	(1,857)
Ending balance	76,405	69,558

Sensitivity analysis

Equity investments – at FVOCI

At 31 December 2024, if the discount rate increased by 1% or decreased by 1%, the Group's other comprehensive income would have been US$9.5 million (2023: US$6.6 million) lower or US$12.0 million (2023: US$8.1 million) higher respectively.

This analysis assumes that all other inputs remain constant.

22. Related parties

Zenith Japan Holdings Ltd (as Trustee of Zenith Japan Holdings Trust) is the beneficiary of Zenith Japan Trust acting by its trustee of Zenith Japan Ltd, which has entered into numerous Tokumei Kumiai arrangements that gives Zenith Japan Trust an economic interest in its subsidiaries' assets in Japan (the "Japanese Assets"). The Japanese Assets have entered into asset management agreements with certain Japanese companies owned by Vena Global Group Pte. Ltd. As such, Zenith Japan Holdings Trust and its subsidiaries ("ZJHT Group"), Vena Global Group Pte. Ltd. and its subsidiaries ("VGGPL Group") and Vena Energy Taiwan Holdings Pte. Ltd. and its subsidiaries ("VETHPL Group") have been determined as related parties in accordance with IAS 24 *Related Parties*. Accordingly, all mentions of related parties in the financial statements, except as otherwise defined refer to entities within ZJHT Group, VGGPL Group and VETHPL Group.

During the year, other than those disclosed elsewhere in the financial statements, there were no other significant transactions with related parties.

22. Related parties

The following significant transactions between the Group and its related parties took place at terms agreed between the parties during the financial year:

	Group	
	2024	**2023**
	US$'000	US$'000
Asset management fees	–	2,209
Operations and maintenance costs	–	5,347
Outsourced accounting fees	240	240

23. Non-controlling interests

As at 31 December 2024 and 31 December 2023, non-controlling interests denotes Nippon Renewable Energy K.K.'s economic interest in fully paid up equity shares of all group entities domiciled in Japan.

24. Subsequent event

In January 2025, Vena Global Group Pte. Ltd., Vena Energy Taiwan Holdings Pte. Ltd. and Zenith Japan Holdings Trust (collectively known as "Borrowers") entered into a Green Term Loan Facility Agreement of an aggregate principal amount of JPY55 billion (the "Facilities Agreement"). The Borrowers jointly and severally act as guarantors to this Facilities Agreement.

25. Authorisation of financial statements

The financial statements for the financial year ended 31 December 2024 were authorised for issue in accordance with a resolution of the directors on 15 May 2025.

VENA GROUP

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