



**VENA  
ENERGY**

# 1H 2022 **FINANCIAL REPORT**



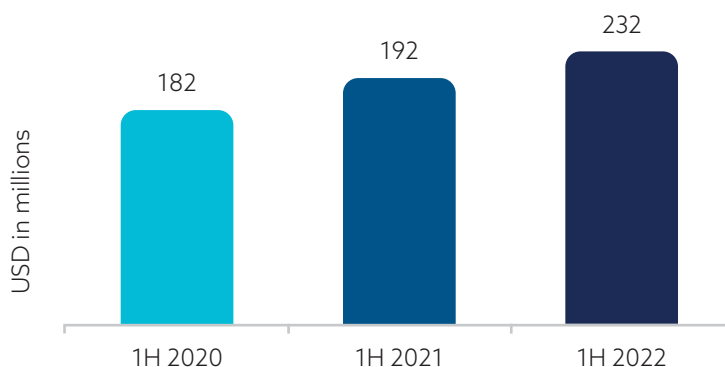
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# 1. FINANCIALS

## 1.1. FINANCIAL HIGHLIGHTS

### Revenue

**\$232** million  **21%** P-on-P



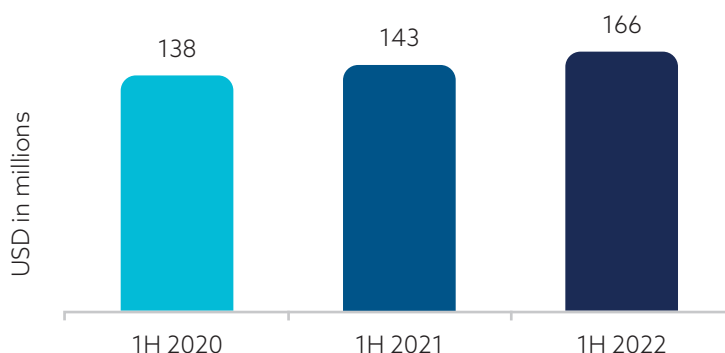
Revenue for the six-month period ended 30 June 2022 increased by \$40 million, demonstrating a 21% growth period-on-period.

The largest contribution to the revenue growth derived from a larger operational portfolio, which grew by 561MW since 30 June 2021 and generated 20% more renewable energy.

Other items contributing to the 1H 2022 revenue included: (1) \$6 million positive additions from Wandoan South Energy BESS, our first utility-scale battery project in Queensland and one of the largest in Australia, (2) the curtailment of one of our assets in the Philippines deriving from external grid outages due to damage to a subsea cable, which negatively contributed to \$6 million less revenue from this asset compared to the previous period, and (3) unfavourable foreign exchange effects due to broad USD strengthening which decreased USD-denominated revenue by \$14 million.

### EBITDA

**\$166** million  **16%** P-on-P



EBITDA for the six-month period ended 30 June 2022 was US\$166 million, an increase of \$24 million or 16% from 1H 2021. The increase in EBITDA was driven by higher revenue net of operating costs. The broad strengthening of USD across most major currencies had a negative impact on the USD-denominated EBITDA of \$11 million.

## 1.2. PROPORTIONATE<sup>1</sup> FINANCIAL RESULTS

Operating Performance		
(USD in millions except margin data)	For six-month period ended	
	30 Jun 2022	30 Jun 2021
<b>Total Revenue</b>	<b>231.9</b>	<b>191.6</b>
Operating expenses	(65.8)	(49.0)
<b>EBITDA</b>	<b>166.1</b>	<b>142.6</b>
Depreciation and amortisation	(92.7)	(80.8)
<b>EBIT</b>	<b>73.4</b>	<b>61.8</b>
Net interest costs	(49.3)	(44.0)
Other finance gain (charge)	(43.3)	(7.7)
Other gain (expenses)	1.1	(3.3)
Development expenses	(1.3)	(1.8)
Tax	(5.5)	(11.7)
<b>Net Income</b>	<b>(24.9)</b>	<b>(6.7)</b>
EBITDA margin (%)	72%	74%

Capitalisation		
(USD in millions)	As at	
	30 Jun 2022	31 Dec 2021
Euro Medium Term Note	500.0	500.0
Foreign currency effect of cross currency swaps <sup>2</sup> ("CCS FX")	(84.1)	(9.7)
<b>Euro Medium Term Note (including CCS FX)</b>	<b>415.9</b>	<b>490.3</b>
Corporate RCF	29.6	-
<b>Corporate debt financing</b>	<b>445.5</b>	<b>490.3</b>
Project finance debt	2,158.2	2,101.6
Working capital loan	22.4	15.0
<b>Total bank borrowings</b>	<b>2,626.1</b>	<b>2,606.9</b>
Equity	3,222.7	3,576.3
<b>Total capitalisation</b>	<b>5,848.8</b>	<b>6,183.2</b>

Other Financial Data		
	For last twelve months ended	
	30 Jun 2022	31 Dec 2021
Funds from Operational Assets <sup>3</sup>	155.0	140.0
Corporate interest coverage ratio <sup>4</sup>	19.4x	16.7x
	For six-month period ended	
	30 Jun 2022	30 Jun 2021
Capital expenditures	340.5	377.6

<sup>1</sup> Financial results are prepared based on the proportionate accounting method where like items of assets, liabilities, income and expenses of subsidiaries and equity-accounted investees are proportionally aggregated based on Vena Energy's economic share. Reconciliation of key items between the Interim Condensed Combined Financial Statements and Proportionate financial results are included in Appendix A.

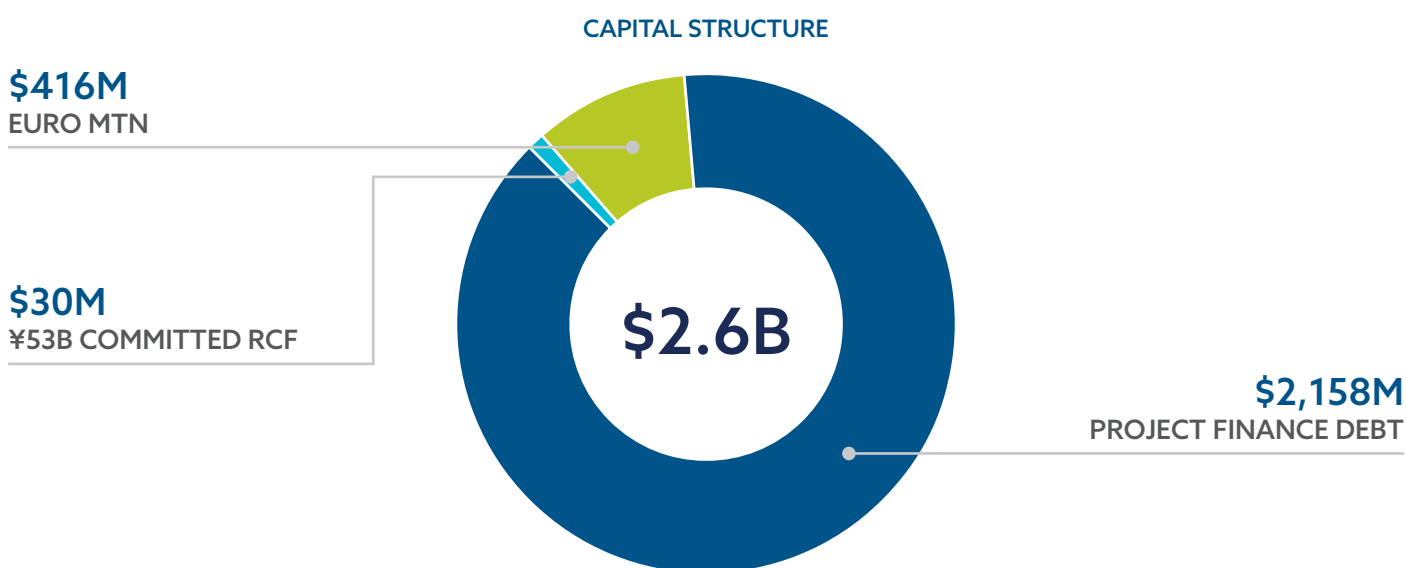
<sup>2</sup> The \$500 million EMTN were fully swapped to JPY via cross currency swaps. Foreign currency effect of cross currency swaps ("CCS") is determined using the difference of the JPY notional of the CCS translated to USD at the prevailing FX rate as of the reporting date and the USD notional of the EMTN.

<sup>3</sup> Refer to Appendix A for the definition of Funds from Operational Assets ("FFOA") and breakdown of FFOA by markets.

<sup>4</sup> Corporate interest coverage ratio is a non-IFRS financial measure and represents the FFOA for the relevant period divided by the interest expense of the corporate debt financing for the same relevant period.

## 1.3. DEBT AND LIQUIDITY POSITION

### DEBT OUTSTANDING AS OF 30 JUNE 2022



Vena Energy's overall debt position at \$2.6 billion as of 30 Jun 2022 is broadly stable compared to 31 Dec 2021. During 1H 2022, there were drawdowns from project finance debt totalling \$291 million across assets in North Asia & Australia, Japan, and Southeast Asia markets, and a net drawdown of \$30 million from the committed RCF which was used for capital expenditure and working capital. Scheduled project finance debt repayments of \$43 million and foreign exchange movements of \$150m decreased the total debt position (expressed in USD) by \$193 million over the same period.

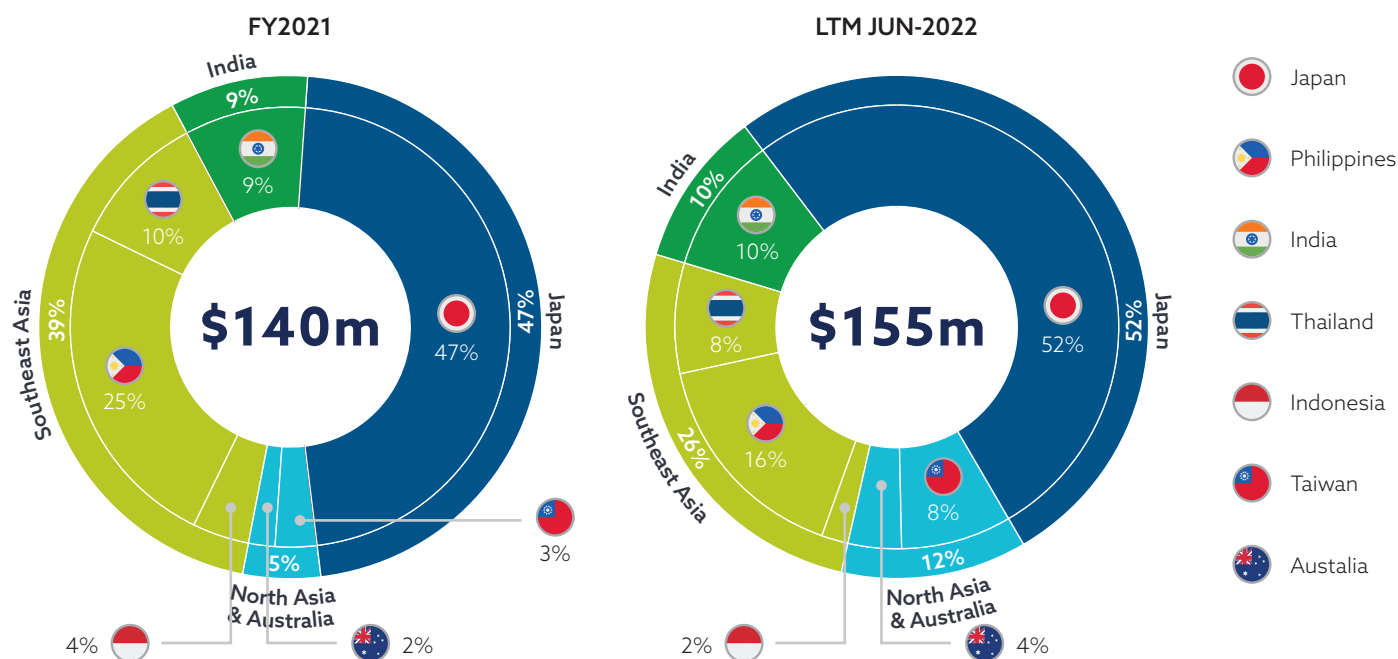
Project finance debt of \$2.2 billion predominantly comprises non-recourse project financing facilities with long-term maturities and sculpted repayment profiles, which are based on projected cash flows contracted under long-term offtake arrangements.

#### Leverage Ratio

<i>(USD in millions except margin data)</i>	30 Jun 2022	31 Dec 2021
<b>Funds from Operational Assets ("FFOA")<sup>5</sup></b>	<b>155.0</b>	<b>140.0</b>
Euro Medium Term Note	500.0	500.0
Foreign currency effect of cross currency swaps <sup>2</sup> ("CCS FX")	(84.1)	(9.7)
<b>Euro Medium Term Note (including CCS FX)</b>	<b>415.9</b>	<b>490.3</b>
Corporate RCF	29.6	-
<b>Corporate Gross Debt</b>	<b>445.5</b>	<b>490.3</b>
Less: Corporate Cash & Cash Equivalents	(57.6)	(213.6)
<b>Corporate Net Debt</b>	<b>387.9</b>	<b>276.7</b>
<b>Corporate Net Debt to FFOA</b>	<b>2.5x</b>	<b>2.0x</b>

<sup>5</sup> FFOA is presented as last twelve months ended the relevant period.

## Diversified Funds from Operational Assets



For the last twelve months ("LTM") ended 30 June 2022, Vena Energy generated FFOA of \$155 million, an increase of \$15 million or 11% compared to FY2021. This was diversified across 4 sub-markets and 74 individual operating assets.

The \$15 million increase in FFOA was a result of a larger operational portfolio which grew by 561MW since 30 June 2021 and the additional revenue contribution from Wandoan BESS. The FFOA demonstrated strong growth despite curtailment resulting from a damaged subsea cable in one of our assets in the Philippines (which impacted FFOA by \$6 million), and the scheduled debt amortization of certain operational assets commissioned in prior years which increased by \$6 million and contributed to a lower FFOA. Foreign currency effects due to the broad USD strengthening also contributed to \$7 million lower USD-denominated FFOA. Approximately 50% of the FX impact relates to JPY depreciation against the USD, and such impact is mitigated by our strategy to swap the existing corporate USD bond to JPY via cross currency swaps.

### Liquidity Position

(USD in millions)	As at	
	30 Jun 2022	31 Dec 2021
Available Corporate RCF	230.4	431.2
Corporate Cash & Cash Equivalents	57.6	213.6
<b>Liquidity</b>	<b>288.0</b>	<b>644.8</b>

Our liquidity position remains robust, with \$288 million of total available liquidity, including the committed RCF.

## 2. LEGAL STATEMENTS

This report does not constitute or form part of and should not be construed as, an offer to sell or issue or the solicitation of an offer to buy or acquire securities of Vena Energy Capital Pte. Ltd., Vena Energy Holdings Ltd., Vena Energy (Taiwan) Holdings Ltd., Zenith Japan Holdings Ltd. (together, "Vena Energy") or any of their respective subsidiaries or affiliates in any jurisdiction or an inducement to enter into investment activity. Any decision to purchase securities in the context of a proposed offering to be undertaken in the future by Vena Energy, if any, should be made on the basis of information contained in the offering document published in relation to such an offering. No part of this document, nor the fact of its distribution, should form the basis of, or be relied on in connection with, any contract or commitment or investment decision whatsoever. No representation, warranty or undertaking, express or implied, is made as to, and no reliance should be placed on, the fairness, accuracy, completeness or correctness of the information or the opinions contained herein. None of Vena Energy or any of their affiliates, advisers or representatives shall have any liability whatsoever (in negligence or otherwise) for any loss howsoever arising from any use of this document or its contents or otherwise arising in connection with the document. This report contains "forward-looking statements", which include all statements other than statements of historical facts, including, without limitation, any statements preceded by, followed by or that include forward-looking terms such as "targets", "believes", "expects", "plans", "intends", "anticipates", "projects", "aims", "seeks", "may", "will", "would", "should", "could" or similar expressions or the negative thereof. However, these words are not exclusive means of identifying forward-looking statements. Such forward-looking statements involve known and unknown risks, uncertainties and other important factors beyond Vena Energy's control that could cause the actual results, performance or achievements of Vena Energy to be materially different from any future results, performance or achievements expressed or implied by such forward-looking statements, including, among others, financial forecasts, profit projections, the achievement of anticipated levels of profitability, growth, cost and synergy of recent acquisitions, the impact of competitive pricing, the ability to obtain necessary regulatory approvals and licenses, the impact of developments in the economic, political and legal environment of Singapore and other jurisdictions in which Vena Energy operates, volatility in stock markets or in the price of Vena Energy's securities, financial risk management and the impact of general business and global economic conditions. You are cautioned not to place any reliance on these forward-looking statements.

Such forward-looking statements are based on numerous assumptions regarding Vena Energy's present and future business strategies and the environment in which Vena Energy will operate in the future. Any opinions expressed in this report are subject to change without notice and may differ, or be contrary to, opinions expressed by other business areas or groups of Vena Energy as a result of using different assumptions and criterion.

By their nature, forward-looking statements involve risks and uncertainties because they relate to events and depend on circumstances that may or may not occur in the future. These forward-looking statements speak only as at the date as of which they are made, and Vena Energy expressly disclaims any responsibility, and undertakes no obligation, to update or revise any forward-looking statements contained herein to reflect any change in Vena Energy's expectations with regard thereto or any change in events, conditions or circumstances on which any such statements are based. Forward-looking statements contained in this report regarding past trends or activities should not be taken as a representation that such trends or activities will continue in the future.

Neither Vena Energy, nor any of their respective agents, employees or advisers intends or has any responsibility, duty or obligation to supplement, amend, update or revise any of the forward-looking statements contained in this report.

This report includes measures of financial performance which are not a measure of financial performance under International Financial Reporting Standards ("IFRS"), such as "EBITDA", "LCOE", "Proportionate EBITDA", "Proportionate EBITDA Margins", "Net Debt" and "Funds from Operational Assets" (together, the "Non-IFRS Measures"). These Non-IFRS Measures are presented because Vena Energy believes they are useful measures to reflect its financial condition and historical ability to provide investment returns. The Non-IFRS Measures and other measures of financial performance presented in this report are supplemental financial measures, and should not be considered as an alternative to cash flows from operating activities, a measure of liquidity or an alternative to net profit or indicators of Vena Energy's operating performance on any other measure of performance derived in accordance with IFRS. Because the Non-IFRS Measures are not IFRS measures they may not be comparable to similarly titled measures presented by other companies.

The information contained in this report is provided as at the date of this document and is subject to change without notice.

This report is for information purposes only and may contain data sourced from and the views of independent third parties. In replicating such data in this report, Vena Energy has not independently verified any of such data and there can be no assurance as to the accuracy or completeness of such data. Accordingly, Vena Energy makes no representation (whether express or implied) as to, and no reliance should be placed on, the accuracy or completeness of such data, information or opinions contained in this report. The replication of any views in this report should be not treated as an indication that Vena Energy agrees with or concurs with such views. It is not Vena Energy's intention to provide, and you may not rely on these materials as providing, a complete or comprehensive analysis of Vena Energy's financial or trading position or prospects.

# 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 Interim Condensed Combined Financial Statements and the Interim Financial Statements<sup>1</sup> of Vena Energy Holdings Ltd, Vena Energy (Taiwan) Holdings Ltd and Zenith Japan Holdings Trust (each a “**Vena Entity**” and together, the “**Vena Entities**”), 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 Energy, 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 Energy believes they are

useful supplements to its financial data presented under IFRS, as measures of Vena Energy’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 these renewable energy generation assets and project finance debt 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 Interim Condensed Combined Financial Statements. Accordingly, the Interim Condensed 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 Interim Condensed Combined Financial Statements and the Interim Financial Statements included in Appendix B.

<sup>1</sup> “**Interim Financial Statements**” is defined as the interim condensed financial statements of Vena Energy Holdings Ltd and its subsidiaries, the interim condensed financial statements of Vena Energy (Taiwan) Holdings Ltd and its subsidiaries and the interim condensed financial statements of Zenith Japan Holdings Trust and its subsidiaries for the six months period ended 30 June 2022. The Interim Financial Statements for the six months period ended 30 June 2022 were prepared in accordance with International Accounting Standard 34 *Interim Financial Reporting* issued by the International Accounting Standards Board and reviewed by an independent auditor in accordance with the Singapore Standards on Review Engagements.

## Key Non-IFRS Financial Data

(USD in millions except margin data)	Six Months Ended	
	30 Jun 2022	30 Jun 2021
Proportionate Revenue <sup>(a)</sup>	231.9	191.6
Proportionate EBITDA <sup>(b)</sup>	166.1	142.6
Proportionate EBITDA Margin <sup>(c)</sup>	72%	74%
	As of	
	30 Jun 2022	31 Dec 2021
Corporate Net Debt <sup>(d)</sup>	387.9	276.7
Funds from Operational Assets ("FFOA") <sup>(e)</sup>	155.0	140.0
Corporate Net Debt to FFOA <sup>(f)</sup>	2.5x	2.0x

<sup>(a)</sup> 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.

<sup>(b)</sup> 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/(Loss) for the Period to Adjusted EBITDA and Proportionate EBITDA' table).

<sup>(c)</sup> Proportionate EBITDA Margin is a non-IFRS financial measure and represents Proportionate EBITDA for the relevant period divided by Proportionate Revenue for the same relevant period.

<sup>(d)</sup> Corporate Net Debt is a non-IFRS financial measure and represents the aggregate third party debt of Vena Entities on a consolidated or standalone basis less the aggregated cash & cash equivalents of Vena Entities on a consolidated or standalone basis.

<sup>(e)</sup> FFOA is presented as last twelve months ended the relevant period.

<sup>(f)</sup> 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)	Six Months Ended	
	30 Jun 2022	30 Jun 2021
Revenue	198.9	157.4
Other income	8.1	1.4
<b>Total income</b>	<b>207.0</b>	<b>158.8</b>
Less: Total income attributable to non-controlling interest	(6.6)	(7.1)
Add: Total income of equity-accounted investees	31.5	39.9
<b>Proportionate Revenue</b>	<b>231.9</b>	<b>191.6</b>

Reconciliation of Profit/(Loss) for the Period to Adjusted EBITDA and Proportionate EBITDA		
(USD in millions)	Six Months Ended	
	30 Jun 2022	30 Jun 2021
<b>Profit/(Loss) for the Period</b>	<b>(14.0)</b>	<b>(1.2)</b>
Add: Development costs	0.9	1.4
Add: Depreciation and amortisation expense	75.1	64.6
Add: Net finance costs	90.5	45.8
Add: Acquisition costs	-	1.1
Add: Write-off/impairment of assets	-	2.2
Less: Write back of other payables	(1.2)	-
Less: Share of net profit of equity-accounted investees, net of tax	(10.4)	(11.3)
Add: Tax expense	4.1	11.6
<b>Adjusted EBITDA</b>	<b>145.0</b>	<b>114.2</b>
Less: Adjusted EBITDA attributable to non-controlling interest	(6.2)	(6.8)
Add: Adjusted EBITDA of equity-accounted investees	27.3	35.2
<b>Proportionate EBITDA</b>	<b>166.1</b>	<b>142.6</b>

## Funds from Operational Assets

The following tables present the Funds from Operational Assets for the last twelve months ended 30 June 2022 and 31 December 2021.

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 Energy which holds the legal and economic interest in a renewable generation 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 Energy 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 geography were aggregated and presented in the following tables:

<i>(USD in millions)</i>	Australia	India	Indonesia	Japan	Philippines	Taiwan	Thailand	Total
<b>LAST TWELVE MONTHS ENDED 30 JUNE 2022</b>								
Revenue	20.5	99.4	28.0	142.4	61.1	38.8	42.9	433.1
<b>Less: Operating Expenses</b>								
- Operation and maintenance costs	(1.2)	(9.9)	(2.5)	(12.1)	(3.4)	(2.0)	(1.2)	(32.3)
- Asset management & shared service fees	(0.3)	(3.2)	(1.8)	(4.4)	(2.1)	(3.2)	(0.2)	(15.2)
- Business related taxes	-	(0.1)	(0.1)	(8.4)	(3.5)	(0.7)	-	(12.8)
- Land rent and occupancy costs	-	(0.1)	(0.2)	(0.4)	(0.2)	(0.4)	-	(1.3)
- Other costs of operations	(2.2)	-	-	-	-	(5.1)	-	(7.3)
- General and administrative expenses	(0.6)	(5.5)	(3.1)	(5.4)	(5.1)	(2.0)	(1.3)	(23.0)
<b>Results from Operational Assets<sup>(a)</sup></b>	<b>16.2</b>	<b>80.6</b>	<b>20.3</b>	<b>111.7</b>	<b>46.8</b>	<b>25.4</b>	<b>40.2</b>	<b>341.2</b>
Less: Share of economic interest attributable to other shareholder <sup>(b)</sup>	-	-	-	(1.6)	(0.8)	-	(12.1)	(14.5)
<b>Proportionate results from Operational Assets</b>	<b>16.2</b>	<b>80.6</b>	<b>20.3</b>	<b>110.1</b>	<b>46.0</b>	<b>25.4</b>	<b>28.1</b>	<b>326.7</b>
Add: Interest income received <sup>(c)</sup>	-	1.3	-	-	0.1	-	-	1.4
Less: Debt service and tax payments <sup>(d)</sup>	(9.8)	(66.2)	(17.8)	(30.5)	(20.3)	(12.9)	(15.6)	(173.1)
<b>Funds from Operational Assets<sup>(e)</sup></b>	<b>6.4</b>	<b>15.7</b>	<b>2.5</b>	<b>79.6</b>	<b>25.8</b>	<b>12.5</b>	<b>12.5</b>	<b>155.0</b>

<i>(USD in millions)</i>	Australia	India	Indonesia	Japan	Philippines	Taiwan	Thailand	Total
<b>YEAR ENDED 31 DECEMBER 2021</b>								
<b>Revenue</b>	<b>14.6</b>	<b>96.4</b>	<b>31.1</b>	<b>113.5</b>	<b>71.6</b>	<b>18.4</b>	<b>45.1</b>	<b>390.7</b>
<b>Less: Operating Expenses</b>								
- Operation and maintenance costs	(1.3)	(10.1)	(2.5)	(9.2)	(3.4)	(1.2)	(1.2)	<b>(28.9)</b>
- Asset management & shared service fees	(0.3)	(3.6)	(2.4)	(4.2)	(2.0)	(3.0)	(0.4)	<b>(15.9)</b>
- Business related taxes	-	(0.1)	(0.1)	(7.1)	(3.6)	-	-	<b>(10.9)</b>
- Land rent and occupancy costs	-	(0.1)	(0.3)	(0.5)	(0.2)	-	-	<b>(1.1)</b>
- General and administrative expenses	(0.6)	(6.1)	(3.2)	(3.8)	(5.6)	(1.1)	(1.4)	<b>(21.8)</b>
<b>Results from Operational Assets<sup>(a)</sup></b>	<b>12.4</b>	<b>76.4</b>	<b>22.6</b>	<b>88.7</b>	<b>56.8</b>	<b>13.1</b>	<b>42.1</b>	<b>312.1</b>
Less: Share of economic interest attributable to other shareholder <sup>(b)</sup>	-	-	-	-	(0.9)	-	(12.6)	<b>(13.5)</b>
<b>Proportionate results from Operational Assets</b>	<b>12.4</b>	<b>76.4</b>	<b>22.6</b>	<b>88.7</b>	<b>55.9</b>	<b>13.1</b>	<b>29.5</b>	<b>298.6</b>
Add: Interest income received <sup>(c)</sup>	-	1.8	-	-	0.1	-	-	<b>1.9</b>
Less: Debt service and tax payments <sup>(d)</sup>	(9.9)	(66.1)	(17.7)	(21.9)	(20.6)	(9.1)	(15.2)	<b>(160.5)</b>
<b>Funds from Operational Assets<sup>(e)</sup></b>	<b>2.5</b>	<b>12.1</b>	<b>4.9</b>	<b>66.8</b>	<b>35.4</b>	<b>4.0</b>	<b>14.3</b>	<b>140.0</b>

<sup>(a)</sup> "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, foreign exchange gain or loss, impairment loss, loss on disposal of property plant and equipment and tax expense of all Operational Assets. Results from Operational Assets excludes the major income statement items: (1) depreciation and amortisation expense, (2) finance income and finance costs, (3) change in fair value of financial derivatives, (4) foreign exchange gain/(loss) and (5) tax expense.

<sup>(b)</sup> 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 Energy based on its effective economic interest in the relevant subsidiaries or associates of Vena Energy.

<sup>(c)</sup> 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 and/or mutual funds placements.

<sup>(d)</sup> 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.

<sup>(e)</sup> 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.

# APPENDIX B: 1H 2022 INTERIM FINANCIAL STATEMENTS



The Interim Condensed Combined Financial Statements (as defined herein) included in this document has been prepared in order to present the (a) combined statement of financial position of Vena Entities as at 30 June 2022, (b) combined statement of profit or loss of Vena Entities for the six-month period ended 30 June 2022, (c) combined statement of comprehensive income of Vena Entities for the six-month period ended 30 June 2022, and (d) combined statement of cash flows of Vena Entities for the six-month period ended 30 June 2022 (together with the notes comprising a summary of significant accounting policies and other explanatory notes, the "Interim Condensed Combined Financial Statements").

The Interim Condensed 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 Interim Condensed Combined Financial Statements is intended to supplement, and should be read in conjunction with, the Interim Financial Statements of Vena Energy Holdings Ltd and its subsidiaries, Vena Energy (Taiwan) Holdings Ltd and its subsidiaries, and Zenith Japan Holdings Trust and its subsidiaries, for the six-month period ended 30 June 2022, which were prepared in accordance with International Accounting Standard 34 *Interim*

*Financial Reporting* issued by the International Accounting Standards Board and included in this document. Readers of the Interim Condensed Combined Financial Statements who are not familiar with International Financial Reporting Standards are urged to consult with their own professional advisers. The Interim Condensed Combined Financial Statements reflects certain estimates, assumptions and judgements made by Vena Energy. 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 Interim Condensed Combined Financial Statements is not necessarily indicative of what Vena Energy'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 Energy's results of operations, financial position or cash flows for any future period or date.

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

Vena Energy Holdings Ltd and its Subsidiaries  
Vena Energy (Taiwan) Holdings Ltd and its Subsidiaries  
Zenith Japan Holdings Trust and its Subsidiaries

Interim Condensed Combined Financial Statements  
For the six months ended 30 June 2022



**Vena Energy Holdings Ltd and its Subsidiaries**  
**Vena Energy (Taiwan) Holdings Ltd and its Subsidiaries**  
**Zenith Japan Holdings Trust and its Subsidiaries**

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**Vena Energy Holdings Ltd and its Subsidiaries  
Vena Energy (Taiwan) Holdings Ltd and its Subsidiaries  
Zenith Japan Holdings Trust and its Subsidiaries**

**Independent auditor's report  
For the six months ended 30 June 2022**

**Board of Directors  
Vena Energy Pte Ltd**

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**Report on the review of the interim condensed combined financial statements**

*Introduction*

We have reviewed the accompanying interim condensed combined financial statements of Vena Energy Holdings Ltd, Vena Energy (Taiwan) Holdings Ltd and Zenith Japan Holdings Trust and their subsidiaries (collectively, the "Vena Energy Group"), which comprise the condensed statement of financial position as at 30 June 2022, the condensed statement of profit or loss, comprehensive income, changes in equity and cash flows for the six months period then ended, and significant accounting policies and other explanatory notes. Management of Vena Energy Pte Ltd is responsible for the preparation and presentation of the interim condensed combined financial statements in accordance with the basis of preparation set out in Note 3 of the interim condensed combined financial statements. Our responsibility is to express a conclusion on the interim condensed combined financial statements based on our review.

*Scope of review*

We conducted our review in accordance with Singapore Standard on Review Engagements 2410 *Review of Interim Financial Information Performed by the Independent Auditor of the Entity*. A review of interim financial statements consists of making inquiries, primarily of persons responsible for financial and accounting matters, and applying analytical and other review procedures. A review is substantially less in scope than an audit conducted in accordance with International Standards on Auditing and consequently does not enable us to obtain assurance that we would become aware of all significant matters that might be identified in an audit. Accordingly, we do not express an audit opinion.

*Conclusion*

Based on our review, nothing has come to our attention that causes us to believe that the accompanying interim condensed combined financial statements as at and for the six months ended 30 June 2022 are not prepared, in all material respects, in accordance with the basis of preparation set out in Note 3.

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

We draw attention to Notes 2 and 3 of the interim condensed combined financial statements, which describe the basis of combination and 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 interim condensed combined financial statements for the purpose of reporting to external counterparties for existing bonds issued and for no other purpose. Our report will be made available by Vena Energy Group to the existing bond holders and potential bond investors for their information only. We do not assume responsibility to anyone other than the Vena Energy Group for our work, for our report, or for the conclusions we have reached in our report. Our conclusion is not modified in respect of this matter.

**Vena Energy Holdings Ltd and its Subsidiaries  
Vena Energy (Taiwan) Holdings Ltd and its Subsidiaries  
Zenith Japan Holdings Trust and its Subsidiaries**

**Independent auditor's report  
For the six months ended 30 June 2022**

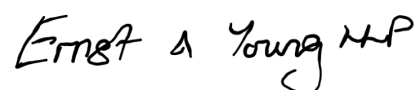
**Board of Directors  
Vena Energy Pte Ltd**

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*Other matter*

The financial statements of the Vena Energy Group for the year ended 31 December 2021 were audited by another auditor who expressed an unmodified opinion on those statements on 13 May 2022.

The interim condensed financial statements of the Vena Energy Group for the six months ended 30 June 2021 were reviewed by another auditor who expressed an unqualified conclusion on those statements on 8 September 2021.



Ernst & Young LLP

Public Accountants and  
Chartered Accountants  
Singapore

8 September 2022

**Vena Energy Holdings Ltd and its Subsidiaries**  
**Vena Energy (Taiwan) Holdings Ltd and its Subsidiaries**  
**Zenith Japan Holdings Trust and its Subsidiaries**

**Interim condensed combined statement of profit or loss**  
**For the six months ended 30 June 2022**

	Note	30 June 2022 US\$'000	30 June 2021 US\$'000
Sale of energy		194,500	153,468
Fee income		4,397	3,937
<b>Total revenue</b>	7	198,897	157,405
Other income	8	8,083	1,399
Operating costs	9	(33,766)	(25,843)
Other costs of operations	9	(7,279)	–
Shared services costs	10	(20,912)	(18,761)
Development costs	11	(899)	(1,440)
Depreciation expense	15,16	(43,894)	(36,968)
Amortisation expense	17	(31,179)	(27,576)
<b>Results from operating activities</b>		69,051	48,216
Finance income	12	5,724	4,659
Finance costs	12	(48,632)	(42,889)
Change in fair value of financial instruments at fair value through profit or loss (“FVTPL”)	13	(1,722)	(16,063)
Net foreign exchange (loss)/gain		(45,911)	8,461
<b>Net finance costs</b>		(90,541)	(45,832)
Acquisition costs		–	(1,131)
Write-off of project costs previously capitalised		(17)	(1,992)
Gain on disposal of property, plant and equipment		3	5
Impairment loss reversed/(recognised) on financial assets		2	(181)
Write back of other payables		1,185	–
Share of results of equity-accounted investees, net of tax	18	10,371	11,342
<b>(Loss)/profit before tax</b>	14	(9,946)	10,427
Tax expense		(4,092)	(11,616)
<b>Loss for the period</b>		(14,038)	(1,189)
<b>Loss attributable to:</b>			
Owners of the Holding Companies		(18,675)	(6,684)
Non-controlling interests		4,637	5,495
		(14,038)	(1,189)

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

**Vena Energy Holdings Ltd and its Subsidiaries**  
**Vena Energy (Taiwan) Holdings Ltd and its Subsidiaries**  
**Zenith Japan Holdings Trust and its Subsidiaries**

**Interim condensed combined statement of comprehensive income**  
**For the six months ended 30 June 2022**

	<b>Note</b>	<b>30 June 2022 US\$'000</b>	<b>30 June 2021 US\$'000</b>
<b>Loss for the period</b>		(14,038)	(1,189)
<b>Other comprehensive income ("OCI")</b>			
<i>Items that will not be reclassified to profit or loss</i>			
Remeasurement of defined benefit plan		229	(19)
Related tax		(18)	–
		<hr/> 211	<hr/> (19)
<i>Items that are or may be reclassified subsequently to profit or loss</i>			
Foreign currency translation differences		(325,553)	(151,871)
Effective portion of changes in fair value of cash flow hedge		(47,730)	–
Effective portion of hedge of net investment in foreign operation		74,502	23,780
Foreign currency translation differences of equity-accounted investees	18	(32,913)	(7,757)
<b>Other comprehensive income for the period</b>		<hr/> (331,483)	<hr/> (135,867)
<b>Total comprehensive income for the period</b>		<hr/> <hr/> (345,521)	<hr/> <hr/> (137,056)
<b>Total comprehensive income attributable to:</b>			
Owners of the Holding Companies		(347,480)	(139,678)
Non-controlling interests		1,959	2,622
		<hr/> (345,521)	<hr/> (137,056)

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

**Vena Energy Holdings Ltd and its Subsidiaries**  
**Vena Energy (Taiwan) Holdings Ltd and its Subsidiaries**  
**Zenith Japan Holdings Trust and its Subsidiaries**

**Interim condensed combined statement of financial position**  
**As at 30 June 2022**

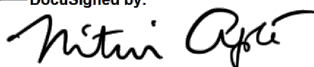
	Note	30 June 2022 US\$'000	31 December 2021 US\$'000
<b>Assets</b>			
Property, plant and equipment	15	2,456,287	2,482,961
Right-of-use assets	16	305,835	347,827
Intangible assets	17	2,015,708	2,263,364
Equity-accounted investees	18	513,075	490,837
Other investments		902	1,851
Deferred tax assets		10,567	6,680
Loans receivables	19	18,607	10,696
Derivative assets	21	155,876	162,640
Prepayments and other assets	22	14,115	17,083
Trade and other receivables	23	29,589	37,388
<b>Non-current assets</b>		5,520,561	5,821,327
Loans receivables	19	6,781	13,649
Derivative assets	21	10,977	6,531
Prepayments and other assets	22	16,903	17,611
Trade and other receivables	23	260,696	211,465
Cash and bank balances	20	383,185	493,651
<b>Current assets</b>		678,542	742,907
<b>Total assets</b>		6,199,103	6,564,234
<b>Equity</b>			
Share capital and units in issue		3,554,399	3,554,399
Accumulated profits		22,202	47,213
Reserves	29	(353,945)	(25,264)
<b>Equity attributable to owners of the Holding Companies</b>		3,222,656	3,576,348
Non-controlling interests		76,790	82,196
<b>Total equity</b>		3,299,446	3,658,544

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

**Vena Energy Holdings Ltd and its Subsidiaries**  
**Vena Energy (Taiwan) Holdings Ltd and its Subsidiaries**  
**Zenith Japan Holdings Trust and its Subsidiaries**

**Interim condensed combined statement of financial position (cont'd)**  
**As at 30 June 2022**

	Note	30 June 2022 US\$'000	31 December 2021 US\$'000
<b>Liabilities</b>			
Loans and borrowings	24	2,056,725	2,071,280
Lease liabilities	24	300,801	338,741
Employee benefits		766	784
Trade and other payables	26	5,127	5,776
Derivative liabilities	21	97	18,417
Asset retirement obligation	25	52,399	49,583
Deferred tax liabilities		15,262	14,056
		2,431,177	2,498,637
<b>Non-current liabilities</b>			
Loans and borrowings	24	314,257	252,750
Lease liabilities	24	12,969	13,483
Trade and other payables	26	136,451	135,639
Derivative liabilities	21	1,074	2,747
Current tax liabilities		3,729	2,434
		468,480	407,053
<b>Current liabilities</b>			
		2,899,657	2,905,690
<b>Total liabilities</b>			
		6,199,103	6,564,234
<b>Total equity and liabilities</b>			

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Nitin Srinivas Apte  
Director, Vena Energy Pte Ltd  
8 September 2022

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Rupert Charles Collinson Hall  
Director, Vena Energy Pte Ltd  
8 September 2022

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

**Vena Energy Holdings Ltd and its Subsidiaries**  
**Vena Energy (Taiwan) Holdings Ltd and its Subsidiaries**  
**Zenith Japan Holdings Trust and its Subsidiaries**

**Interim condensed combined statement of changes in equity**  
**For the six months ended 30 June 2022**

	Attributable to owners of the Holding Companies								
	Share capital and units in issue	Capital reserve	Accumulated profits	Translation reserve	Cash flow hedge reserve	Other reserve	Total	Non-controlling interests	Total equity
	US\$'000	US\$'000	US\$'000	US\$'000	US\$'000	US\$'000	US\$'000	US\$'000	US\$'000
At 1 January 2022	3,554,399	50,000	47,213	(75,516)	–	252	3,576,348	82,196	3,658,544
<b>Total comprehensive income for the period</b>									
(Loss)/profit for the period	–	–	(18,675)	–	–	–	(18,675)	4,637	(14,038)
<b>Other comprehensive income</b>									
Foreign currency translation differences	–	–	–	(322,875)	–	–	(322,875)	(2,678)	(325,553)
Foreign currency translation differences of equity-accounted investees	–	–	–	(32,913)	–	–	(32,913)	–	(32,913)
Remeasurement of defined benefit plan	–	–	–	–	–	229	229	–	229
Tax on other comprehensive income	–	–	–	–	–	(18)	(18)	–	(18)
Effective portion of changes in fair value of cash flow hedge	–	–	–	–	(47,730)	–	(47,730)	–	(47,730)
Effective portion of hedge of net investment in foreign operation	–	–	–	74,502	–	–	74,502	–	74,502
<b>Total comprehensive income for the period</b>	–	–	(18,675)	(281,286)	(47,730)	211	(347,480)	1,959	(345,521)
<b>Transactions with owners, recognised directly in equity</b>									
Acquisition of non-controlling interests without a change in control	–	–	(6,212)	–	–	–	(6,212)	(5,388)	(11,600)
Reallocation of profits to legal reserve	–	–	(124)	–	–	124	–	–	–
Dividends paid to non-controlling interests	–	–	–	–	–	–	–	(1,977)	(1,977)
<b>Total transactions with owners</b>	–	–	(6,336)	–	–	124	(6,212)	(7,365)	(13,577)
<b>At 30 June 2022</b>	<b>3,554,399</b>	<b>50,000</b>	<b>22,202</b>	<b>(356,802)</b>	<b>(47,730)</b>	<b>587</b>	<b>3,222,656</b>	<b>76,790</b>	<b>3,299,446</b>

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

**Vena Energy Holdings Ltd and its Subsidiaries**  
**Vena Energy (Taiwan) Holdings Ltd and its Subsidiaries**  
**Zenith Japan Holdings Trust and its Subsidiaries**

**Interim condensed combined statement of changes in equity (cont'd)**  
**For the six months ended 30 June 2022**

	Attributable to owners of the Holding Companies					Total US\$'000	Non- controlling interests US\$'000	Total equity US\$'000
	Share capital and units in issue US\$'000	Capital reserve US\$'000	Accumulated profits US\$'000	Translation reserve US\$'000	Other reserve US\$'000			
At 1 January 2021	3,404,399	50,000	65,565	144,845	(27)	3,664,782	84,593	3,749,375
<b>Total comprehensive income for the period</b>								
(Loss)/profit for the period	–	–	(6,684)	–	–	(6,684)	5,495	(1,189)
<b>Other comprehensive income</b>								
Foreign currency translation differences	–	–	–	(148,998)	–	(148,998)	(2,873)	(151,871)
Foreign currency translation differences of equity-accounted investees	–	–	–	(7,757)	–	(7,757)	–	(7,757)
Remeasurement of defined benefit plan	–	–	–	–	(19)	(19)	–	(19)
Effective portion of hedge of net investment in foreign operation	–	–	–	23,780	–	23,780	–	23,780
<b>Total comprehensive income for the period</b>	–	–	(6,684)	(132,975)	(19)	(139,678)	2,622	(137,056)
<b>Transactions with owners, recognised directly in equity</b>								
Repurchase of shares	–	–	–	–	–	–	(4,093)	(4,093)
<b>Total transactions with owners</b>	–	–	–	–	–	–	(4,093)	(4,093)
<b>At 30 June 2021</b>	3,404,399	50,000	58,881	11,870	(46)	3,525,104	83,122	3,608,226

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

**Vena Energy Holdings Ltd and its Subsidiaries**  
**Vena Energy (Taiwan) Holdings Ltd and its Subsidiaries**  
**Zenith Japan Holdings Trust and its Subsidiaries**

**Interim condensed combined statement of cash flows**  
**For the six months ended 30 June 2022**

	Note	30 June 2022 US\$'000	30 June 2021 US\$'000
<b>Cash flows from operating activities</b>			
(Loss)/profit before tax		(9,946)	10,427
Adjustments for:			
Depreciation expense	15,16	43,894	36,968
Amortisation expense	17	31,179	27,576
Gain on disposal of property, plant and equipment		(3)	(5)
Write-off of project costs previously capitalised		17	1,992
Write back of other payables		(1,185)	–
Impairment loss (reversed)/recognised on financial assets		(2)	181
Finance income	12	(5,724)	(6,763)
Finance costs	12	48,632	44,993
Change in fair value of financial instruments at FVTPL	13	1,722	16,063
Unrealised foreign exchange loss/(gain)		29,129	(14,531)
Share of results of equity-accounted investees, net of tax	18	(10,371)	(11,342)
		127,342	105,559
Changes in:			
- Trade and other receivables		(39,310)	(31,729)
- Prepayments and other assets		(273)	(9,905)
- Trade and other payables		11,408	8,944
<b>Cash generated from operating activities</b>		99,167	72,869
Tax paid		(4,887)	(6,705)
<b>Net cash generated from operating activities</b>		94,280	66,164
<b>Cash flows from investing activities</b>			
Acquisition of non-controlling interests	33	(11,600)	–
Acquisition of interest in equity-accounted investees		(53,179)	(16,725)
Proceeds from repayment of loans receivable from equity-accounted investees		4,533	13,770
Disbursement of loans to equity-accounted investees		(8,370)	–
Distributions from equity-accounted investees	18	8,399	4,923
Purchase of property, plant and equipment		(285,171)	(358,691)
Additions of project-related agreements and licences	17	–	(1,962)
Proceeds from disposal of property, plant and equipment		33	5
Settlement of derivatives		1,384	(5,450)
Interest received		595	2,619
<b>Net cash used in investing activities</b>		(343,376)	(361,511)

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

**Vena Energy Holdings Ltd and its Subsidiaries**  
**Vena Energy (Taiwan) Holdings Ltd and its Subsidiaries**  
**Zenith Japan Holdings Trust and its Subsidiaries**

**Interim condensed combined statement of cash flows (cont'd)**  
**For the six months ended 30 June 2022**

	Note	30 June 2022 US\$'000	30 June 2021 US\$'000
<b>Cash flows from financing activities</b>			
Proceeds from issuance of ordinary shares and units		–	350,000
Proceeds from drawdown of loans and borrowings			
- Project finance debts		299,198	185,171
- Revolving credit facility		55,648	161,548
- Working capital loans		10,806	16,493
Repayment of loans and borrowings			
- Project finance debts		(142,371)	(97,385)
- Revolving credit facility		(23,654)	(263,157)
- Working capital loans		(4,891)	(15,899)
- Corporate term loan		–	(7,510)
Payment of lease liabilities		(5,236)	(9,725)
Payment of transaction costs			
- Project finance debts		(3,747)	(6,156)
- Revolving credit facility		(992)	(2,737)
Interest paid			
- Project finance debts		(33,546)	(30,539)
- Term loan and revolving credit facility		(66)	(3,112)
- Working capital loans		(831)	–
- Euro Medium Term Note		(7,833)	(5,091)
- Lease liabilities		(1,975)	(1,225)
Net interest received for derivatives		2,048	2,881
Dividends paid to non-controlling interests		(1,977)	(4,093)
Deposits pledged		(9,494)	(18,012)
<b>Net cash generated from financing activities</b>		<b>131,087</b>	<b>251,452</b>
<b>Net decrease in cash and cash equivalents</b>		<b>(118,009)</b>	<b>(43,895)</b>
Cash and cash equivalents at beginning of period	20	369,819	260,369
Effect of exchange rate fluctuations on cash and cash equivalents		(4,166)	17,978
<b>Cash and cash equivalents at end of period</b>	20	<b>247,644</b>	<b>234,452</b>

**Significant non-cash transaction**

On 21 May 2021, the corporate term loan amounting to US\$129.0 million was deemed repaid and converted to revolving credit facilities of the same amount.

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

**Vena Energy Holdings Ltd and its Subsidiaries**  
**Vena Energy (Taiwan) Holdings Ltd and its Subsidiaries**  
**Zenith Japan Holdings Trust and its Subsidiaries**

**Notes to the interim condensed combined financial statements**  
**For the six months ended 30 June 2022**

**1. Domicile and activities**

<b>Reporting entity</b>	<b>Incorporation/ Establishment date</b>	<b>Place of incorporation/ Establishment</b>	<b>Registered address</b>
Vena Energy Holdings Ltd	13 October 2017	Cayman Islands	Maples Corporate Services Limited, PO Box 309, Ugland House, Grand Cayman, KY1-1104, Cayman Islands
Vena Energy (Taiwan) Holdings Ltd	13 October 2017	Cayman Islands	
Zenith Japan Holdings Trust *	18 October 2017	Island of Guernsey	N/A

\* Zenith Japan Holdings Ltd, a company incorporated under the laws of Guernsey whose registered office is at 1<sup>st</sup> Floor, Les Echelons Court, Les Echelons, St Peter Port, Guernsey GY1 6JB, is appointed as Trustee of the Zenith Japan Holdings Trust.

Vena Energy Holdings Ltd, Vena Energy (Taiwan) Holdings 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 the interim condensed 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 Energy Holdings Ltd together with Vena Energy (Taiwan) Holdings 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 Energy Holdings Ltd.

On 19 January 2018, the Holding Companies acquired a portfolio of renewable energy assets from Equis Pte Ltd and its affiliates 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 Energy Holdings Ltd acquired, economic interests in renewable energy assets in Australia, India, Indonesia, 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 Ltd acquired economic interests in renewable energy assets in the Philippines and Taiwan.

Vena Energy Holdings Ltd and Vena Energy (Taiwan) Holdings Ltd have identical board of directors through the periods presented in the condensed combined interim 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), which has entered into numerous Tokumei Kumiai arrangements that gives Zenith Japan Trust 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 Energy Holdings Ltd.

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**2. Basis of combination**

The interim condensed combined financial statements consist of the interim condensed financial statements of Vena Energy Holdings Ltd and its subsidiaries, Vena Energy (Taiwan) Holdings Ltd and its subsidiaries and Zenith Japan Holdings Trust and its subsidiaries for the six months period then ended 30 June 2022 on a combined basis.

The interim condensed combined financial statements have been derived from the aggregation of the assets, liabilities, income, expenses and cash flows of Vena Energy Holdings Ltd and its subsidiaries, Vena Energy (Taiwan) Holdings Ltd and its subsidiaries and Zenith Japan Holdings Trust and its subsidiaries and prepared in accordance with the Combined Group's accounting policies as set out in Note 5. All balances, income, expenses and unrealised gains and losses arising from transactions between entities of the Combined Group were eliminated when preparing the combined financial statements.

**3. Basis of preparation**

The interim condensed combined financial statements for the six months ended 30 June 2022 have been prepared in accordance with accounting policies of the Combined Group as set out in Note 5 below.

The purpose of the interim condensed combined financial statements is to show the condensed 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 six months period then ended 30 June 2022.

The Combined Group has 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. They have formed a judgement that there is a reasonable expectation that the Combined Group has adequate resources to continue in operational existence for the foreseeable future.

The interim condensed combined financial statements do not include all the information and disclosures required in the annual financial statement, and should be read in conjunction with the last annual financial statements as at and for the year ended 31 December 2021.

**4. Seasonality in operations**

Seasonality in operations for the interim period results are not necessarily indicative of results of operations or cash flows for an annual period. The Combined Group's operating results are impacted by external factors, such as resource availability. For example, the amount of electricity that solar plants produce is dependent on the irradiation of a given project location and wind plants are impacted by wind conditions which vary across seasons.

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**5. Significant accounting policies**

**New standards, interpretations and amendments adopted by the Combined Group**

The accounting policies adopted in the preparation of the interim condensed combined financial statements are consistent with those followed in the preparation of the Combined Group's annual financial statements for the year ended 31 December 2021 including the policies described below.

Several amendments apply for the first time in 2022, but do not have any material impact on the interim condensed combined financial statements of the Combined Group.

**Additional significant accounting policies**

**Financial Instruments**

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.

*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 changes in fair value of the derivative is recognised immediately in the profit or loss.

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**6. Use of judgements and estimates**

The preparation of the combined financial statements in conformity with 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.

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 Power Purchase Agreements ("PPAs") entered into by the Combined Group falls within the scope of the Combined Group's accounting policy on Service Concession Arrangements, including:

- whether the counterparty of the PPA controls or regulates what services the Combined 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.

Information about critical estimates in applying accounting policies that have the most significant effect on the amounts recognised in the financial statements is included in the following notes:

**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.

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.

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**6. Use of judgements and estimates (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 Combined Group recognised 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 27 Fair value of financial instruments.

**7. Revenue**

The Combined Group's revenue comprises:

	<b>30 June 2022 US\$'000</b>	<b>30 June 2021 US\$'000</b>
Sale of energy	194,500	153,468
Fee income		
- Shared services fee income from equity-accounted investees	4,397	3,937
	<b>198,897</b>	<b>157,405</b>

**Sale of energy**

The following table provides information about the nature and timing of the satisfaction of performance obligations in contracts with customers, including significant payment terms, and the related revenue recognition policies.

Nature of goods or services	Sale of renewable energy
When revenue is recognised	Revenue from sale of electricity 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.
Payment terms	15 – 90 days

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**7. 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.

	<b>30 June 2022</b>	<b>30 June 2021</b>
	US\$'000	US\$'000
Japan	75,012	52,394
Taiwan	29,788	8,626
Thailand	22,109	24,334
India	49,314	46,834
Australia	6,803	7,040
Indonesia	11,474	14,240
	<hr/>	<hr/>
Total revenue	194,500	153,468
	<hr/>	<hr/>

**Contract balances**

Please refer to Note 23 for contract assets primarily relating to the Combined 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 Combined Group invoices the customer.

Please refer to Note 26 for contract liabilities primarily relating to advance consideration received from customers for performance of service contracts.

**8. Other income**

	<b>30 June 2022</b>	<b>30 June 2021</b>
	US\$'000	US\$'000
Insurance claim	741	148
Government grants	229	199
Liquidated damages	3,177	-
Pre-commercial operation revenue	2,923	-
Others	1,013	1,052
	<hr/>	<hr/>
	8,083	1,399
	<hr/>	<hr/>

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**9. Operating costs**

	<b>30 June 2022</b>	<b>30 June 2021</b>
	US\$'000	US\$'000
Operations and maintenance costs	18,387	14,034
Utilities and transmission costs	2,456	2,090
Asset related insurance	3,670	2,368
Professional fees	2,531	2,212
Rental – land and site office	211	347
IT expenses	3	4
Asset related tax and levies	5,651	3,614
Other general and administrative costs	857	1,174
	<u>33,766</u>	<u>25,843</u>

Staff costs of US\$3.7 million (2021: US\$2.4 million) is included within operations and maintenance costs.

**Other costs of operations**

	<b>30 June 2022</b>	<b>30 June 2021</b>
	US\$'000	US\$'000
Revenue sharing	5,112	–
Liquidated damages	1,914	–
Others	253	–
	<u>7,279</u>	<u>–</u>

Revenue sharing of US\$5.1 million (2021: Nil) 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.

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**10. Shared services costs**

	<b>30 June 2022</b>	<b>30 June 2021</b>
	US\$'000	US\$'000
Staff costs	28,131	26,204
Directors and Investment Committee members fee	325	351
Occupancy costs	625	536
IT expenses	1,280	1,002
Professional fees	3,326	3,356
Insurance	362	306
Travel and entertainment expenses	1,014	906
Other general and administrative costs	2,198	1,240
	<hr/>	<hr/>
	37,261	33,901
Less: Shared services costs capitalised	(16,349)	(15,140)
	<hr/>	<hr/>
	20,912	18,761
	<hr/>	<hr/>

**11. Development costs**

	<b>30 June 2022</b>	<b>30 June 2021</b>
	US\$'000	US\$'000
Staff costs	16	2
Professional fees	575	693
Travel and entertainment expenses	52	91
Occupancy costs	57	40
Other general and administrative costs	199	614
	<hr/>	<hr/>
	899	1,440
	<hr/>	<hr/>

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**12. Finance income and finance costs**

	<b>30 June 2022</b>	<b>30 June 2021</b>
	US\$'000	US\$'000
<b>Finance income</b>		
Interest income from:		
- Loans to equity-accounted investees	99	–
- Loans to third parties	472	657
- Bank deposits	647	987
- Cross currency swap	4,506	3,015
	<hr/>	<hr/>
<b>Total finance income</b>	<b>5,724</b>	<b>4,659</b>
	<hr/> <hr/>	<hr/> <hr/>
<b>Finance costs</b>		
Interest expense on:		
- Project finance debt	(30,320)	(29,518)
- Term loan and revolving credit facility	(66)	(1,656)
- Lease liabilities	(1,414)	(1,059)
- Euro Medium Term Note	(7,324)	(5,119)
- Interest rate swaps	(2,824)	(2,955)
Other finance costs	(6,684)	(2,582)
	<hr/>	<hr/>
<b>Total finance costs</b>	<b>(48,632)</b>	<b>(42,889)</b>
	<hr/> <hr/>	<hr/> <hr/>

**13. Change in fair value of financial instruments at FVTPL**

	<b>30 June 2022</b>	<b>30 June 2021</b>
	US\$'000	US\$'000
Gain/(loss) on change in fair value:		
- Electricity derivatives	–	(21,250)
- Forward contract	1,269	(191)
- Interest rate swaps	37,490	6,024
- Cross currency interest rate swaps	6,741	–
Hedge ineffectiveness of cross currency interest rate swaps	(21,640)	(646)
Hedge ineffectiveness of electricity derivatives	(25,582)	–
	<hr/>	<hr/>
	<b>(1,722)</b>	<b>(16,063)</b>
	<hr/> <hr/>	<hr/> <hr/>

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**14. (Loss)/profit before tax**

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

	<b>30 June 2022 US\$'000</b>	<b>30 June 2021 US\$'000</b>
<b>Staff costs</b>		
Wages and salaries	20,242	18,799
Ordinary bonus	4,616	4,153
Contributions to defined contribution plans	677	442
Employee insurance	1,422	1,237
Recruitment fee	482	833
Staff benefits, allowances and others	4,364	3,439
	<hr/> 31,803	<hr/> 28,903 <hr/> <hr/>

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**15. Property, plant and equipment**

	Note	Land US\$'000	Building and leasehold improvements US\$'000	Electric generator equipment US\$'000	Vehicles US\$'000	Computer, fitting and office equipment US\$'000	Assets under construction US\$'000	Total US\$'000
<b>Cost</b>								
At 1 January 2021		79,198	22,765	1,559,669	478	5,456	450,188	2,117,754
Additions		3,721	603	28,202	145	564	708,777	742,012
Disposals/write-off		(157)	–	(931)	–	(33)	(5,994)	(7,115)
Reclassification		2,627	67	387,023	–	–	(389,717)	–
Capitalisation of depreciation of right-of-use asset into property, plant and equipment	16	–	–	–	–	–	8,068	8,068
Effect of exchange rate changes		(8,347)	(2,454)	(112,361)	(38)	(270)	(38,896)	(162,366)
At 31 December 2021		77,042	20,981	1,861,602	585	5,717	732,426	2,698,353
Additions		4,920	147	31,019	39	501	248,545	285,171
Disposals/write-off		(16)	(14)	(2)	–	–	–	(32)
Reclassification		–	–	366,665	–	53	(366,718)	–
Capitalisation of depreciation of right-of-use asset into property, plant and equipment	16	–	–	–	–	–	3,635	3,635
Effect of exchange rate changes		(11,169)	(1,372)	(213,560)	(43)	(258)	(75,034)	(301,436)
At 30 June 2022		70,777	19,742	2,045,724	581	6,013	542,854	2,685,691

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

	Land US\$'000	Building and leasehold improvements US\$'000	Electric generator equipment US\$'000	Vehicles US\$'000	Computer, fitting and fixture and office equipment US\$'000	Assets under construction US\$'000	Total US\$'000
<b>Accumulated depreciation and impairment</b>							
At 1 January 2021	–	3,344	157,265	166	2,978	–	163,753
Depreciation charge for the year	–	1,592	66,244	82	1,152	–	69,070
Disposals/write-off	–	–	(208)	–	(33)	–	(241)
Effect of exchange rate changes	–	(614)	(16,257)	(26)	(293)	–	(17,190)
At 31 December 2021	–	4,322	207,044	222	3,804	–	215,392
Depreciation charge for the period	–	661	37,414	61	541	–	38,677
Disposals/write-off	–	–	(2)	–	–	–	(2)
Effect of exchange rate changes	–	(504)	(23,863)	(34)	(262)	–	(24,663)
At 30 June 2022	–	4,479	220,593	249	4,083	–	229,404
<b>Carrying amounts</b>							
At 31 December 2021	77,042	16,659	1,654,558	363	1,913	732,426	2,482,961
At 30 June 2022	70,777	15,263	1,825,131	332	1,930	542,854	2,456,287

As at reporting date, property, plant and equipment of the Combined Group with carrying amounts of US\$1,105.1 million (2021: US\$944.6 million) are pledged as collateral to secure project finance debts.

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**16. Right-of-use assets**

	<b>Land and buildings</b>	<b>Office lease</b>	<b>Others</b>	<b>Total</b>
	US\$'000	US\$'000	US\$'000	US\$'000
<b>Cost</b>				
At 1 January 2021	328,625	17,555	1,806	347,986
Additions	55,194	4,994	2,026	62,214
Effect of exchange rate changes	(24,562)	(1,997)	(825)	(27,384)
At 31 December 2021	359,257	20,552	3,007	382,816
Additions	9,882	1,316	105	11,303
Disposals	–	–	(363)	(363)
Effect of exchange rate changes	(46,729)	(2,312)	(270)	(49,311)
At 30 June 2022	322,410	19,556	2,479	344,445
<b>Accumulated depreciation</b>				
At 1 January 2021	14,981	5,155	1,121	21,257
Depreciation expense	4,720	4,375	907	10,002
Capitalisation of depreciation of right-of-use assets into property, plant and equipment	8,068	–	–	8,068
Effect of exchange rate changes	(1,640)	(2,095)	(603)	(4,338)
At 31 December 2021	26,129	7,435	1,425	34,989
Depreciation expense	2,970	1,946	301	5,217
Disposals	–	–	(297)	(297)
Capitalisation of depreciation of right-of-use assets into property, plant and equipment	3,635	–	–	3,635
Effect of exchange rate changes	(3,877)	(913)	(144)	(4,934)
At 30 June 2022	28,857	8,468	1,285	38,610
<b>Carrying amounts</b>				
At 31 December 2021	333,128	13,117	1,582	347,827
At 30 June 2022	293,553	11,088	1,194	305,835

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**17. Intangible assets**

	<b>Goodwill</b> US\$'000	<b>Project- related agreements and licences</b> US\$'000	<b>Service concession intangible assets</b> US\$'000	<b>Total</b> US\$'000
<b>Cost</b>				
At 1 January 2021	821,103	1,610,747	174,671	2,606,521
Additions	–	7,943	–	7,943
Write off	–	(341)	–	(341)
Effect of exchange rate changes	(41,164)	(133,539)	(992)	(175,695)
At 31 December 2021	779,939	1,484,810	173,679	2,438,428
Effect of exchange rate changes	(59,898)	(173,927)	–	(233,825)
At 30 June 2022	720,041	1,310,883	173,679	2,204,603
<b>Accumulated depreciation</b>				
At 1 January 2021	–	(119,699)	(11,775)	(131,474)
Amortisation expense	–	(48,946)	(6,638)	(55,584)
Effect of exchange rate changes	–	11,965	29	11,994
At 31 December 2021	–	(156,680)	(18,384)	(175,064)
Amortisation expense	–	(27,859)	(3,320)	(31,179)
Effect of exchange rate changes	–	17,348	–	17,348
At 30 June 2022	–	(167,191)	(21,704)	(188,895)
<b>Carrying amounts</b>				
At 31 December 2021	779,939	1,328,130	155,295	2,263,364
At 30 June 2022	720,041	1,143,692	151,975	2,015,708

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 reporting date, service concession intangible assets of the Combined Group with carrying amounts of US\$152.0 million (2021: US\$155.3 million) are pledged as collateral to secure project finance debts.

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**18. Equity-accounted investees**

	<b>30 June 2022</b>	<b>31 December 2021</b>
	US\$'000	US\$'000
Interests in joint ventures	62,788	60,685
Interests in associates	450,287	430,152
	<hr/>	<hr/>
Total interests in equity-accounted investees	513,075	490,837

***Investment in joint ventures***

In 2021, the Combined Group acquired 49% economic interest in Wind Power Energy Co., Ltd. ("WPE"). The remaining economic interest is substantially owned by a third party, Prominet Power K.K. and decisions in relation to key relevant activities of WPE require unanimous consent. The Combined Group has assessed that it has joint control over WPE, and that its investment in WPE meets the definition of a joint venture (as defined by the Combined Group's accounting policy). WPE is based in Japan, and principally engaged in development and operation of renewable energy assets

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

<b>30 June 2022</b>	<b>Nanao Mega Solar GK ("Nanao")</b>	<b>KK Kyudenko Fukuosan Solar ("KK Kyudenko")</b>	<b>WPE</b>
	US\$'000	US\$'000	US\$'000
<b><i>Statement of financial position</i></b>			
Property, plant and equipment	70,087	100,565	42,010
Right-of-use assets	12,356	41,250	7,996
Intangible assets	1,177	29,108	–
Prepayments and other assets	1,472	235	–
	<hr/>	<hr/>	<hr/>
<b>Non-current assets</b>	85,092	171,158	50,006
	<hr/>	<hr/>	<hr/>
Prepayments and other assets	–	2,065	3
Trade and other receivables	–	14,617	1,994
Derivative assets	622	–	–
Cash and bank balances	5,651	12,229	7,261
	<hr/>	<hr/>	<hr/>
<b>Current assets</b>	6,273	28,911	9,258
	<hr/>	<hr/>	<hr/>
<b>Total assets</b>	91,365	200,069	59,264

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18. Equity-accounted investees (cont'd)

*Investment in joint ventures (cont'd)*

30 June 2022	Nanao US\$'000	KK Kyudenko US\$'000	WPE US\$'000
<b><u>Statement of financial position</u></b>			
Loans and borrowings	59,629	108,651	12,904
Lease liabilities	4,776	43,317	7,996
Asset retirement obligation	–	5,115	–
<b>Non-current liabilities</b>	<b>64,405</b>	<b>157,083</b>	<b>20,900</b>
Loans and borrowings	–	249	89
Lease liabilities	317	3,398	271
Trade and other payables	11	4,384	2,045
<b>Current liabilities</b>	<b>328</b>	<b>8,031</b>	<b>2,405</b>
<b>Total liabilities</b>	<b>64,733</b>	<b>165,114</b>	<b>23,305</b>
<b>Net assets</b>	<b>26,632</b>	<b>34,955</b>	<b>35,959</b>
<b><u>Statement of comprehensive income</u></b>			
Revenue	–	5,817	–
Operating costs	–	(329)	–
Development costs	(30)	–	(68)
Depreciation expense	–	(2,913)	–
Amortisation expense	–	(602)	–
<b>Results from operating activities</b>	<b>(30)</b>	<b>(1,973)</b>	<b>(68)</b>
Finance costs	–	(223)	–
Change in fair value of financial instruments at FVTPL	1,942	2,398	–
<b>Profit/(loss) before tax</b>	<b>1,912</b>	<b>4,148</b>	<b>(68)</b>
Tax expense	–	–	–
<b>Profit/(loss) for the period, representing total comprehensive income for the period</b>	<b>1,912</b>	<b>4,148</b>	<b>(68)</b>

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18. Equity-accounted investees (cont'd)

*Investment in joint ventures (cont'd)*

31 December 2021	Nanao US\$'000	KK Kyudenko US\$'000	WPE US\$'000
<b><u>Statement of financial position</u></b>			
Property, plant and equipment	41,600	82,939	48,937
Right-of-use assets	15,321	49,900	10,925
Intangible assets	1,392	31,814	–
Prepayments and other assets	1,751	191	–
<b>Non-current assets</b>	<b>60,064</b>	<b>164,844</b>	<b>59,862</b>
Prepayments and other assets	–	16	1
Trade and other receivables	–	70	229
Cash and bank balances	2,211	5,221	4,626
<b>Current assets</b>	<b>2,211</b>	<b>5,307</b>	<b>4,856</b>
<b>Total assets</b>	<b>62,275</b>	<b>170,151</b>	<b>64,718</b>
Loans and borrowings	36,763	129,448	26,015
Derivative liabilities	1,452	1,932	–
<b>Non-current liabilities</b>	<b>38,215</b>	<b>131,380</b>	<b>26,015</b>
Loans and borrowings	401	2,107	508
Trade and other payables	536	2	2,592
<b>Current liabilities</b>	<b>937</b>	<b>2,109</b>	<b>3,100</b>
<b>Total liabilities</b>	<b>39,152</b>	<b>133,489</b>	<b>29,115</b>
<b>Net assets</b>	<b>23,123</b>	<b>36,662</b>	<b>35,603</b>

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18. Equity-accounted investees (cont'd)

*Investment in joint ventures (cont'd)*

30 June 2021	Nanao US\$'000	KK Kyudenko US\$'000	WPE US\$'000
<b><u>Statement of comprehensive income</u></b>			
Other income	–	1	1
Operating expenses	(10)	(91)	(16)
Change in fair value of financial instruments at FVTPL	1,214	(701)	–
<b>Profit/(loss) before tax</b>	<b>1,204</b>	<b>(791)</b>	<b>(15)</b>
Tax expense	(1)	–	–
<b>Profit/(loss) for the period, representing total comprehensive income for the period</b>	<b>1,203</b>	<b>(791)</b>	<b>(15)</b>

30 June 2022	Nanao US\$'000	KK Kyudenko US\$'000	WPE US\$'000	Total US\$'000
<b>Carrying amount of interest in joint ventures at 1 January 2022</b>	<b>16,170</b>	<b>25,994</b>	<b>18,521</b>	<b>60,685</b>
Combined Group's acquisition of share capital during the period	4,361	–	3,290	7,651
Share of results of joint ventures	1,337	2,902	(34)	4,205
Foreign currency translation differences	(2,749)	(4,098)	(2,906)	(9,753)
<b>Carrying amount of interest in joint ventures at 30 June 2022</b>	<b>19,119</b>	<b>24,798</b>	<b>18,871</b>	<b>62,788</b>

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**18. Equity-accounted investees (cont'd)**

*Investment in joint ventures (cont'd)*

	<b>Nanao</b> US\$'000	<b>KK Kyudenko</b> US\$'000	<b>WPE</b> US\$'000	<b>Total</b> US\$'000
<b>31 December 2021</b>				
<b>Carrying amount of interest in joint ventures at 1 January 2021</b>	17,378	28,769	–	46,147
Combined Group's acquisition of share capital during the year	–	–	9,565	9,565
Combined Group's contribution during the year	247	93	9,622	9,962
Share of results of joint ventures	38	(205)	(20)	(187)
Foreign currency translation differences	(1,493)	(2,663)	(646)	(4,802)
<b>Carrying amount of interest in joint ventures at 31 December 2021</b>	<b>16,170</b>	<b>25,994</b>	<b>18,521</b>	<b>60,685</b>

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**18. Equity-accounted investees (cont'd)**

***Interests in associates***

The Combined Group has 6 (2021: 6) material associates and 12 (2021: 11) immaterial associates which are equity accounted for. The following are the material associates:

<b>Associate entity name</b>	<b>Hangin ng Amihan Holdings, Inc. and its subsidiaries ("HANGIN")</b>	<b>Vena Energy Wind (Phil) Holdings Inc ("VEWPHI")</b>	<b>Helios Solar Energy Holdings Inc. and its subsidiaries ("HSEHI")</b>	<b>First Soleq Holdings Philippines Inc. ("FSHPI")</b>	<b>One Bukidnon Project Holdings Inc. ("OBPHI")</b>	<b>RA Solar Energy Holdings Inc. and its subsidiaries ("RSEHI")</b>
Nature of Associate	Investment holdings entity for Alternergy Wind One Corporation ("Project Piliia")	Investment holdings entity for Alternergy Wind One Corporation ("Project Piliia")	Investment holdings entity for Helios Solar Energy Corp. ("Project Pollo")	Investment holding entity for First Soleq Energy Corp. ("Project Ironman")	Investment holding entity for Asian Green energy Corp. ("Project Zorro")	Investment holding entity for Mirae Asia Energy Corp. ("Project Garcia")
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
Principal place of business/ Country of incorporation	Philippines	Philippines	Philippines	Philippines	Philippines	Philippines
Direct economic interest held in associate by the Combined Group (%)	99.84%	100%	99.56%	99.31%	99.83%	99.91%
Effective economic interest held on the underlying project (%)	54.94%	39.97%	99.65%	99.45%	99.86%	99.97%
Direct Voting rights held in the associate by the Combined Group (%)	38.51%	37.29%	37.73%	31.43%	37.77%	40.00%

HANGIN held 55.2% (2021:55.2%) and VEWPHI held 39.8% (2021:39.8%) direct voting rights in Project Piliia. Through the investment in HANGIN and VEWPHI, the Combined Group's aggregate economic interest in Project Piliia (54.0 MW Wind) is 94.91% (2021: 94.91%).

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**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:

	<b>Pililia HANGIN US\$'000</b>	<b>Pililia VEWPHI US\$'000</b>	<b>Pollo HSEHI US\$'000</b>	<b>Ironman FSHPI US\$'000</b>	<b>Zorro OBPHI US\$'000</b>	<b>Garcia RSEHI US\$'000</b>
<b>30 June 2022</b>						
<b><u>Statement of financial position</u></b>						
Property, plant and equipment	74,420	–	117,405	25,921	10,175	22,528
Intangible assets	651	–	–	–	–	–
Equity-accounted investees	–	17,583	–	–	–	–
Other receivables	2,208	56	202	3,416	128	289
Right-of-use assets	569	–	5,899	612	131	31
Prepayment and other assets	33	–	79	–	–	342
<b>Non-current assets</b>	<b>77,881</b>	<b>17,639</b>	<b>123,585</b>	<b>29,949</b>	<b>10,434</b>	<b>23,190</b>
Trade and other receivables	13,102	–	16,128	5,301	2,807	3,620
Prepayment and other assets	280	–	654	112	21	75
Cash and bank balances	18,569	37	9,777	1,174	747	3,291
<b>Current assets</b>	<b>31,951</b>	<b>37</b>	<b>26,559</b>	<b>6,587</b>	<b>3,575</b>	<b>6,986</b>
<b>Total assets</b>	<b>109,832</b>	<b>17,676</b>	<b>150,144</b>	<b>36,536</b>	<b>14,009</b>	<b>30,176</b>

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18. Equity-accounted investees (cont'd)

*Interests in associates (cont'd)*

30 June 2022

Statement of financial position (cont'd)

	<b>Pililia HANGIN US\$'000</b>	<b>Pililia VEWPHI US\$'000</b>	<b>Pollo HSEHI US\$'000</b>	<b>Ironman FSHPI US\$'000</b>	<b>Zorro OBPHI US\$'000</b>	<b>Garcia RSEHI US\$'000</b>
Loans and borrowings	58,148	–	94,582	18,301	6,977	9,078
Employee benefits	35	–	–	–	–	–
Asset retirement obligation	2,462	–	820	205	76	139
Deferred tax liabilities	135	–	426	24	17	23
<b>Non-current liabilities</b>	<b>60,780</b>	<b>–</b>	<b>95,828</b>	<b>18,530</b>	<b>7,070</b>	<b>9,240</b>
Loans and borrowings	3,809	–	5,537	417	549	180
Trade and other payables	2,321	2	990	995	1,646	624
Current tax liabilities	–	–	–	–	–	1,739
<b>Current liabilities</b>	<b>6,130</b>	<b>2</b>	<b>6,527</b>	<b>1,412</b>	<b>2,195</b>	<b>2,543</b>
<b>Total liabilities</b>	<b>66,910</b>	<b>2</b>	<b>102,355</b>	<b>19,942</b>	<b>9,265</b>	<b>11,783</b>
<b>Net assets</b>	<b>42,922</b>	<b>17,674</b>	<b>47,789</b>	<b>16,594</b>	<b>4,744</b>	<b>18,393</b>

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18. Equity-accounted investees (cont'd)

*Interests in associates (cont'd)*

30 June 2022

Statement of comprehensive income

Sale of energy

**Revenue**

Operating costs

Shared services costs charged by a subsidiary

Depreciation expenses

**Results from operating activities**

Finance income

Finance costs

Net foreign exchange gain/(loss)

Net finance (costs)/income

Gain on disposal of equity-accounted investee

Share of results of associate

**Profit before tax**

Income tax expense

**Profit for the period, representing total comprehensive income**

	<b>Pililia HANGIN US\$'000</b>	<b>Pililia VEWPHI US\$'000</b>	<b>Pollo HSEHI US\$'000</b>	<b>Ironman FSHPI US\$'000</b>	<b>Zorro OBPHI US\$'000</b>	<b>Garcia RSEHI US\$'000</b>
Sale of energy	10,613	–	11,655	3,500	1,329	3,236
<b>Revenue</b>	10,613	–	11,655	3,500	1,329	3,236
Operating costs	(2,053)	(2)	(2,128)	(501)	(324)	(538)
Shared services costs charged by a subsidiary	(545)	–	(264)	(64)	(28)	(51)
Depreciation expenses	(2,167)	–	(3,513)	(881)	(327)	(731)
<b>Results from operating activities</b>	5,848	(2)	5,750	2,054	650	1,916
Finance income	65	–	91	19	8	34
Finance costs	(1,944)	–	(3,911)	(575)	(245)	(401)
Net foreign exchange gain/(loss)	–	1	60	126	2	(273)
Net finance (costs)/income	(1,879)	1	(3,760)	(430)	(235)	(640)
Gain on disposal of equity-accounted investee	–	–	–	–	–	6,212
Share of results of associate	–	1,577	–	–	–	293
<b>Profit before tax</b>	3,969	1,576	1,990	1,624	415	7,781
Income tax expense	(14)	–	–	–	–	(1,739)
<b>Profit for the period, representing total comprehensive income</b>	3,955	1,576	1,990	1,624	415	6,042

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18. Equity-accounted investees (cont'd)

*Interests in associates (cont'd)*

31 December 2021

Statement of financial position

	<b>Pililia HANGIN US\$'000</b>	<b>Pililia VEWPHI US\$'000</b>	<b>Pollo HSEHI US\$'000</b>	<b>Ironman FSHPI US\$'000</b>	<b>Zorro OBPHI US\$'000</b>	<b>Garcia RSEHI US\$'000</b>
Property, plant and equipment	83,285	–	131,470	29,130	11,410	25,277
Intangible assets	709	–	–	–	–	–
Equity-accounted investees	–	16,007	–	–	–	5,471
Other receivables	2,227	61	281	3,706	125	303
Right-of-use assets	627	–	6,446	678	150	34
Prepayment and other assets	35	–	86	–	–	384
<b>Non-current assets</b>	<b>86,883</b>	<b>16,068</b>	<b>138,283</b>	<b>33,514</b>	<b>11,685</b>	<b>31,469</b>
Trade and other receivables	16,447	–	15,435	4,730	2,867	3,691
Prepayment and other assets	680	–	1,332	254	58	132
Cash and bank balances	14,412	40	9,444	731	880	532
<b>Current assets</b>	<b>31,539</b>	<b>40</b>	<b>26,211</b>	<b>5,715</b>	<b>3,805</b>	<b>4,355</b>
<b>Total assets</b>	<b>118,422</b>	<b>16,108</b>	<b>164,494</b>	<b>39,229</b>	<b>15,490</b>	<b>35,824</b>

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**18. Equity-accounted investees (cont'd)**

*Interests in associates (cont'd)*

	<b>Pililia HANGIN</b> US\$'000	<b>Pililia VEWPHI</b> US\$'000	<b>Pollo HSEHI</b> US\$'000	<b>Ironman FSHPI</b> US\$'000	<b>Zorro OBPHI</b> US\$'000	<b>Garcia RSEHI</b> US\$'000
<b>31 December 2021</b>						
Loans and borrowings	65,848	–	106,447	20,041	7,914	13,424
Employee benefits	38	–	–	–	–	–
Asset retirement obligation	2,625	–	893	223	84	151
Deferred tax liabilities	132	–	464	26	19	25
<b>Non-current liabilities</b>	<b>68,643</b>	<b>–</b>	<b>107,804</b>	<b>20,290</b>	<b>8,017</b>	<b>13,600</b>
Loans and borrowings	4,524	–	3,957	413	573	1,831
Trade and other payables	2,601	1	1,031	1,052	1,742	693
Current tax liabilities	–	–	240	–	–	147
<b>Current liabilities</b>	<b>7,125</b>	<b>1</b>	<b>5,228</b>	<b>1,465</b>	<b>2,315</b>	<b>2,671</b>
<b>Total liabilities</b>	<b>75,768</b>	<b>1</b>	<b>113,032</b>	<b>21,755</b>	<b>10,332</b>	<b>16,271</b>
<b>Net assets</b>	<b>42,654</b>	<b>16,107</b>	<b>51,462</b>	<b>17,474</b>	<b>5,158</b>	<b>19,553</b>

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**18. Equity-accounted investees (cont'd)**

*Interests in associates (cont'd)*

**30 June 2021**

**Statement of comprehensive income**

	<b>Pililia HANGIN US\$'000</b>	<b>Pililia VEWPHI US\$'000</b>	<b>Pollo HSEHI US\$'000</b>	<b>Ironman FSHPI US\$'000</b>	<b>Zorro OBPHI US\$'000</b>	<b>Garcia RSEHI US\$'000</b>
Sale of energy	12,676	–	18,606	4,095	1,416	3,733
Other income	–	–	2,044	–	–	145
<b>Revenue</b>	<b>12,676</b>	<b>–</b>	<b>20,650</b>	<b>4,095</b>	<b>1,416</b>	<b>3,878</b>
Operating costs	(2,000)	(3)	(2,385)	(602)	(470)	(569)
Shared services costs charged by a subsidiary	(538)	–	(138)	(34)	(11)	(26)
Depreciation expense	(2,345)	–	(3,770)	(956)	(354)	(793)
<b>Results from operating activities</b>	<b>7,793</b>	<b>(3)</b>	<b>14,357</b>	<b>2,503</b>	<b>581</b>	<b>2,490</b>
Finance income	73	–	104	32	9	16
Finance costs	(2,190)	–	(3,701)	(450)	(283)	(493)
Net foreign exchange (loss)/gain	(9)	–	10	(240)	1	(62)
Net finance costs	(2,126)	–	(3,587)	(658)	(273)	(539)
Share of results of associate	–	2,261	–	–	–	492
<b>Profit before tax</b>	<b>5,667</b>	<b>2,258</b>	<b>10,770</b>	<b>1,845</b>	<b>308</b>	<b>2,443</b>
Income tax expense	–	–	–	–	–	–
<b>Profit for the period, representing total comprehensive income</b>	<b>5,667</b>	<b>2,258</b>	<b>10,770</b>	<b>1,845</b>	<b>308</b>	<b>2,443</b>

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**18. Equity-accounted investees (cont'd)**

*Interests in associates (cont'd)*

<b>30 June 2022</b>	<b>Pililia HANGIN US\$'000</b>	<b>Pililia VEWPHI US\$'000</b>	<b>Pollo HSEHI US\$'000</b>	<b>Ironman FSHPI US\$'000</b>	<b>Zorro OBPHI US\$'000</b>	<b>Garcia RSEHI US\$'000</b>	<b>Immaterial associates US\$'000</b>	<b>Total associates US\$'000</b>
<b>Carrying amount of interest in associates at beginning of period</b>	58,452	42,604	202,178	38,354	11,257	62,663	14,644	430,152
Combined Group's share of amortisation of intangible asset acquired through business combinations	(1,342)	(976)	(4,164)	(789)	(167)	(1,449)	–	(8,887)
Combined Group's share of results from continuing operations, net of tax	2,183	1,576	1,983	1,622	363	6,033	1,293	15,053
Effect of exchange rate changes from project-related agreements and licences	(2,915)	(2,121)	(9,933)	(1,558)	(353)	(3,436)	–	(20,316)
Foreign currency translation differences	(1,183)	(862)	2,452	(1,469)	(425)	(1,132)	(225)	(2,844)
Combined Group's share of total comprehensive income	(3,257)	(2,383)	(9,662)	(2,194)	(582)	16	1,068	(16,994)
Combined Group's contribution during the period	–	–	–	–	–	–	41,957	41,957
Combined Group's acquisition of share capital during the period <sup>1</sup>	–	–	–	–	–	–	3,571	3,571
Distribution during the period	–	–	(1,434)	(850)	(400)	(5,479)	(236)	(8,399)
<b>Carrying amount of interest in associates at end of the period<sup>2</sup></b>	<b>55,195</b>	<b>40,221</b>	<b>191,082</b>	<b>35,310</b>	<b>10,275</b>	<b>57,200</b>	<b>61,004</b>	<b>450,287</b>

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**18. Equity-accounted investees (cont'd)**

***Interests in associates (cont'd)***

- <sup>1</sup> On 17 January 2022, the Combined Group entered into a sale and purchase agreement to acquire 100% of Taeon Wind Power Co., Ltd. ("Taeon") in stages. The total purchase consideration ranges from KRW50 billion to KRW140 billion and is contingent on the final tariff rate granted in the power purchase agreement and construction cost stated in the engineering, procurement and construction ("EPC") contract that have yet to be finalised. On 15 March 2022, the Combined Group acquired 45% of Taeon for KRW4.3 billion (US\$3.6 million). As at 30 June 2022, the transaction has yet to be completed and based on the Combined Group's provisional assessment, it was recognised as an investment in associate.
- <sup>2</sup> Included in the carrying amount of interests in associates at end of period is project related agreements and licences amounting to US\$225,740,000.

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**18. Equity-accounted investees (cont'd)**

*Interests in associates (cont'd)*

<b>31 December 2021</b>	<b>Pililia HANGIN US\$'000</b>	<b>Pililia VEWPHI US\$'000</b>	<b>Pollo HSEHI US\$'000</b>	<b>Ironman FSHPI US\$'000</b>	<b>Zorro OBPHI US\$'000</b>	<b>Garcia RSEHI US\$'000</b>	<b>Immaterial associates US\$'000</b>	<b>Total associates US\$'000</b>
<b>Carrying amount of interest in associates at beginning of the year</b>	59,063	42,839	219,109	45,794	11,792	63,975	5,199	447,771
Combined Group's share of amortization of intangible asset acquired through business combinations	(2,857)	(2,060)	(8,824)	(1,542)	(325)	(2,822)	–	(18,430)
Combined Group's share of results from continuing operations, net of tax	4,479	3,436	10,223	2,724	622	4,229	(680)	25,033
Effect of exchange rate changes from project-related agreements and licences	(1,678)	(1,210)	(5,695)	(928)	(209)	(2,212)	–	(11,932)
Foreign currency translation differences	(555)	(401)	1,331	(969)	(222)	(507)	(137)	(1,460)
Combined Group's share of total comprehensive income	(611)	(235)	(2,965)	(715)	(134)	(1,312)	(817)	(6,789)
Combined Group's contribution during the year	–	–	–	–	–	–	10,262	10,262
Distribution during the year	–	–	(13,966)	(6,725)	(401)	–	–	(21,092)
<b>Carrying amount of interest in associates at end of the year<sup>1</sup></b>	<b>58,452</b>	<b>42,604</b>	<b>202,178</b>	<b>38,354</b>	<b>11,257</b>	<b>62,663</b>	<b>14,644</b>	<b>430,152</b>

<sup>1</sup> Included in the carrying amount of interests in associates at end of year is project related agreements and licences amounting to US\$255,020,000.

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<b>19. Loans receivables</b>	<b>30 June 2022 US\$'000</b>	<b>31 December 2021 US\$'000</b>
<b>Non-current</b>		
Loan receivables from:		
- Equity-accounted investees	8,614	289
- Other third parties	3,009	3,140
Promissory note receivables	7,327	7,610
	18,950	11,039
Less: Impairment loss on loans receivables	(343)	(343)
	18,607	10,696
<b>Current</b>		
Interest receivables from:		
- Equity-accounted investees	96	587
- Promissory note	506	493
- Cross currency swap	5,013	3,507
- Other third parties	1,241	1,174
Loan receivables from:		
- Equity-accounted investees	-	4,533
- Other third parties	-	3,430
	6,856	13,724
Less: Impairment loss on loans receivables	(75)	(75)
	6,781	13,649
	25,388	24,345

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**19. Loans receivables (cont'd)**

Terms and conditions of loan receivables are as follows:

	Currency	Maturity date	Principal amount		Interest rate	
			2022 US\$'000	2021 US\$'000	2022 %	2021 %
Equity-accounted investees	USD	2021-2026	–	4,533	–	5
Equity-accounted investees <sup>(a)</sup>	USD	2027	8,370	–	LIBOR +1.5 <sup>1</sup>	–
Equity-accounted investees of related parties <sup>(b)</sup>	JPY	2035	244	289	1.04	1.04
Other third parties	USD	2021	–	3,430	–	17
Other third parties <sup>(b)</sup>	USD	On demand	678	803	0.76	1.5
Other third parties <sup>(b)</sup>	USD	On demand	1,880	1,886	4.62	4.62
Other third parties <sup>(b)</sup>	USD	On demand	451	451	5.5	5.5
Promissory notes receivable <sup>(c)</sup>	THB	2027	7,327	7,610	–	–
			18,950	19,002		

<sup>1</sup> LIBOR+1.5% interest rate will be updated when National Tax office of Korea updates its benchmark interest rate.

(a) Loan receivable from an equity-accounted investee are unsecured, with LIBOR+1.5% (2021: Nil) per annum interest and repayable in 2027 (2021: Nil).

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

(c) Promissory notes receivable are zero coupon, non-transferable and redeemable, with maturity date of 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% per annum.

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**20. Cash and bank balances**

	<b>Note</b>	<b>30 June 2022 US\$'000</b>	<b>31 December 2021 US\$'000</b>
Bank balances		369,405	473,234
Short term deposits		13,784	20,421
Less: Impairment loss		(4)	(4)
<hr/>			
<b>Cash and bank balances in the statement of financial position</b>		<b>383,185</b>	<b>493,651</b>
Restricted bank balances and deposits	(a)	(133,330)	(123,836)
Bank overdrafts used for cash management purposes		(2,215)	–
Add: Impairment loss		4	4
<hr/>			
<b>Cash and cash equivalents in the statement of cash flows</b>		<b>247,644</b>	<b>369,819</b>
<hr/>			

- (a) As at 30 June 2022, US\$133.3 million (2021: US\$123.8 million) of the Combined Group's cash and bank balances were restricted. Out of this, US\$50.7 million (2021: US\$51.6 million) of the Combined Group's cash and bank balances were held under debt service reserve accounts which represents a reserve account used for debt service of project finance debt.

As at the reporting date, cash and bank balances of US\$220.5 million (2021: US\$197.7 million) were pledged as collateral to secure finance project debts.

**21. Derivative assets and liabilities**

	<b>Note</b>	<b>30 June 2022 US\$'000</b>	<b>31 December 2021 US\$'000</b>
<b>Derivative assets</b>			
<b>Non-current</b>			
Electricity derivative	(b)	61,890	141,147
Cross currency swap	(a)	77,495	19,299
Interest rate swaps		16,491	2,194
<hr/>			
		155,876	162,640
<hr/>			
<b>Current</b>			
Electricity derivative	(b)	4,891	5,373
Cross currency swap	(a)	1,680	283
Forward exchange contract		706	875
Interest rate swaps		3,700	–
<hr/>			
		10,977	6,531
<hr/>			
Total derivative assets		166,853	169,171
<hr/>			

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**21. Derivative assets and liabilities (cont'd)**

	Note	30 June 2022 US\$'000	31 December 2021 US\$'000
<b>Derivative liabilities</b>			
<b>Non-current</b>			
Interest rate swaps		97	18,417
<b>Current</b>			
Forward exchange contract		–	53
Interest rate swaps		1,074	2,694
		1,074	2,747
Total derivative liabilities		1,171	21,164

- (a) On 26 February 2022, the Combined Group entered into cross currency swaps which matures in 2025 and 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 0.473% per annum.

In 2020, the Combined Group entered into cross currency 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 1.215% and 1.265% per annum.

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

- (b) Effective 1 January 2022, the Combined Group has designated the electricity derivative in their entirety as cash flow hedges to manage the Combined Group's exposure to fluctuations in electricity prices.

The Combined Group's accounting policy for the above hedges and hedge effectiveness is set out in Note 5 and Note 28 respectively.

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**22. Prepayments and other assets**

	<b>30 June 2022</b>	<b>31 December 2021</b>
	US\$'000	US\$'000
<b>Non-current</b>		
Other prepayments	4,292	4,471
Other assets	9,823	12,612
	<hr/> 14,115	<hr/> 17,083
<b>Current</b>		
Prepaid insurance	724	1,083
Other prepayments	12,244	12,974
Other assets	3,935	3,554
	<hr/> 16,903	<hr/> 17,611
Total prepayments and other assets	<hr/> <hr/> 31,018	<hr/> <hr/> 34,694

**23. Trade and other receivables**

	<b>Note</b>	<b>30 June 2022</b>	<b>31 December 2021</b>
		US\$'000	US\$'000
<b>Non-current</b>			
Deposits		3,037	550
Tax receivables	(a)	26,552	36,838
Total non-current other receivables		<hr/> 29,589	<hr/> 37,388
<b>Current</b>			
Trade receivables		99,081	93,614
Contract assets		62,217	26,751
Total trade receivables and contract assets		<hr/> 161,298	<hr/> 120,365

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<b>23. Trade and other receivables (cont'd)</b>	<b>Note</b>	<b>30 June 2022 US\$'000</b>	<b>31 December 2021 US\$'000</b>
Non-trade amount due from:			
- Equity-accounted investees	(b)	552	1,866
- Other third parties		12,540	12,242
Deposits		28,845	32,171
Tax receivables	(a)	60,421	47,848
Others	(c)	211	355
		102,569	94,482
Less: Impairment loss			
- Trade receivables and contract assets		(2,999)	(3,082)
- Other receivables		(172)	(300)
		260,696	211,465
Total current trade and other receivables		260,696	211,465
Total trade and other receivables		290,285	248,853

Trade receivables are non-interest bearing and are generally on standard credit terms. They are recognised at their original invoice amounts which represents their fair values on initial recognition.

- (a) Non-current other tax receivables of US\$26.6 million (2021: US\$36.9 million) relate to value-added tax receivables which will be refunded upon completion of construction of the projects while current other tax receivables relate to value-added tax receivables that are expected to be refunded within the next one year.
- (b) The amount due from equity-accounted investees of US\$0.6 million (2021: US\$1.9 million) is non-trade, unsecured, non-interest bearing and repayable on demand.
- (c) Included in current other receivables are delay liquidated damages receivable from EPC contractors in Indonesia of US\$0.2 million (2021: US\$0.4 million).

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**23. Trade and other receivables (cont'd)**

**Disaggregation of trade receivables**

A summary of the Combined Group's exposure to credit risk for trade receivables by geographic region is as follows:

	<b>30 June 2022</b>	<b>31 December 2021</b>
	US\$'000	US\$'000
India	93,963	88,258
Indonesia	1,701	543
Thailand	3,403	3,651
Japan	–	1,158
Others	14	4
	<hr/>	<hr/>
	99,081	93,614
	<hr/> <hr/>	<hr/> <hr/>

**24. Loans and borrowings and lease liabilities**

	<b>Note</b>	<b>30 June 2022</b>	<b>31 December 2021</b>
		US\$'000	US\$'000
<b><i>Non-current</i></b>			
Loans and borrowings:			
- Project finance debt		1,529,526	1,572,187
- Revolving credit facility		27,878	–
- Euro Medium Term Note	(a)	499,321	499,093
		<hr/>	<hr/>
		2,056,725	2,071,280
		<hr/>	<hr/>
Lease liabilities		300,801	338,741
		<hr/>	<hr/>
<b><i>Current</i></b>			
Loans and borrowings:			
- Project finance debt		282,103	227,878
- External party loan		2,480	2,480
- Working capital loans		20,204	14,965
- Interest payable		7,255	7,427
- Bank overdraft		2,215	–
		<hr/>	<hr/>
		314,257	252,750
		<hr/>	<hr/>
Lease liabilities		12,969	13,483
		<hr/>	<hr/>
		2,684,752	2,676,254
		<hr/> <hr/>	<hr/> <hr/>

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**24. Loans and borrowings and lease liabilities (cont'd)**

- (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 due in 2025 listed on the Singapore Exchange Securities Trading Limited ("SGX-ST") under the US\$1 billion Global Medium Term Note Programme (the "Notes"). The 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. The Notes will mature on 26 February 2025.

On 8 July 2021, Vena Energy Capital Pte. Ltd., issued US\$175,000,000 3.133% per annum notes due in 2025 listed on the SGX-ST under the Notes Programme. The Notes were issued at a premium for a total consideration of US\$178,638,250. The Notes is to be consolidated and form a single series with the US\$325,000,000 3.133% per annum notes issued on 27 February 2020. 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.

The Euro Medium Term Note proceeds were allocated to Vena Energy Holdings Ltd, Vena Energy (Taiwan) Holdings 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 this bond issuance. The due and punctual payment of all sums payable by Vena Energy Capital Pte. Ltd. from time to time in respect of the bond will be unconditionally and irrevocably guaranteed on a joint and several basis by the guarantors.

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

*Gross debt*

	<b>30 June 2022</b>	<b>31 December 2021</b>
	US\$'000	US\$'000
<b><i>Non-current</i></b>		
Project finance debt	1,553,429	1,599,684
Revolving credit facility	29,641	–
Euro Medium Term Note	500,000	500,000
	<hr/> 2,083,070	<hr/> 2,099,684
<b><i>Current</i></b>		
Project finance debt	287,595	230,742
External party loan	2,480	2,480
Bank overdraft	2,215	–
Working capital loan	20,204	14,965
	<hr/> 312,494	<hr/> 248,187
	<hr/> <hr/> 2,395,565	<hr/> <hr/> 2,347,871

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**24. Loans and borrowings and lease liabilities (cont'd)**

Terms and conditions of loans and borrowings are as follows:

	Currency	Maturity date	Principal amount		Interest rate	
			2022 US\$'000	2021 US\$'000	2022 %	2021 %
Project finance debt	AUD	2023-2044	107,424	115,264	BBSY+ 1.65	BBSY+ 1.65
Project finance debt	AUD	2025	59,925	65,163	BBSY+1.2	BBSY+1.2
Project finance debt	AUD	2027	37,420	–	BBSY+1.4	–
Project finance debt	INR	2035	87,487	93,675	10.25-10.45	10.25-10.45
Project finance debt	INR	2033	16,558	15,718	8.9	9.5-10
Project finance debt	INR	2033	17,602	19,164	9.5	9.5
Project finance debt	INR	2028	10,458	11,585	11.0	10.9
Project finance debt	INR	2033	51,108	54,716	8.55-10.05	8.55-10.05
Project finance debt	INR	2037	54,285	58,157	9.25	9.25
Project finance debt	INR	2035	23,509	25,641	8.15	10.15 -10.95
Project finance debt	INR	2033	70,955	68,536	8.60	10.15 -15.25
Project finance debt	INR	2025	73,768	72,407	3M LIBOR+1.9	3M LIBOR+1.9
Project finance debt	THB	2027	52,355	65,507	4.2 and MLR-2.8	4.2 and MLR-2.8
Project finance debt	USD	2037	98,254	100,802	3.9-5.721	3.9-5.721
Project finance debt	USD	2037	11,391	11,808	3-5.706	3-5.706
Project finance debt	USD	2037	5,821	6,034	1.1-5.706	1.1-5.706
Project finance debt	USD	2037	15,763	16,339	1.5-5.706	1.5-5.706
Project finance debt	NTD	2033-2040	311,054	211,804	TAIBOR+1.5 to 1.7	TAIBOR+1.5 to 1.7
Project finance debt	JPY	2023-2039	490,823	549,193	3M TIBOR+ 0.5 to 0.8	3M TIBOR+ 0.5 to 0.8
Project finance debt	JPY	2023	53,184	54,128	Tonar+0.95	3M LIBOR+0.9
Project finance debt	JPY	2024-2040	191,881	214,785	6M TIBOR+ 0.83 to 1.0	6M TIBOR+ 0.83 to 1.0
External party loan	USD	2022-2023	2,480	2,480	Interest free	Interest free
Revolving credit facility	JPY	2024	29,641	–	Tonar+0.95	–
Euro Medium Term Note	USD	2025	500,000	500,000	3.133	3.133
Bank overdraft	INR	On demand	2,215	–	8.55	–
Working capital loan	INR	2022-2023	20,204	14,965	7.45-16.75	10.9-11.45
			<u>2,395,565</u>	<u>2,347,871</u>		

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**24. Loans and borrowings and lease liabilities (cont'd)**

Debt covenant

The loans and borrowings contain debt covenants which are tested on a regular basis. A future breach of these covenants may require the Combined Group to repay the loans and borrowings earlier than indicated in the table above. Except as disclosed below, the Combined Group has not breached any debt covenants as at 30 June 2022 and 31 December 2021.

On 13 November 2020, Vena Energy (Taiwan) Holdings Ltd, and its subsidiaries ("VETHL Group") has secured a bank loan with a carrying amount of US\$9.4 million as at 30 June 2022 (2021: US\$9.4 million). This loan is repayable in tranches within 16 years. The loan contains a covenant stating that at the end of each half year, the debt to equity ratio shall be less than 4 times and the ratio of the aggregate of all VETHL Group's liabilities to VETHL Group's paid in capital (maximum leverage ratio) does not exceed the ratio of 82:18 at any time throughout the duration of the agreement, otherwise the loan will be repayable on demand.

VETHL Group exceeded the maximum leverage ratio as at 30 June 2022. The above-mentioned bank loan has been reclassified from non-current to current as at 30 June 2022. The lender had not requested early repayment of the loan as of the date when these financial statements were approved by the Board of Directors.

Additionally, some of Vena Energy Holdings Ltd and its subsidiaries' ("VEHL Group") loan agreements are subjected to covenant clauses, whereby VEHL Group is required to maintain certain reserve balance. VEHL Group did not fulfil the debt service reserve account as required in the contract for a credit line of US\$111.7 million (2021: US\$111.7 million), of which VEHL Group has currently drawn an amount of US\$87.5 million (2021: US\$93.7 million).

Due to this breach of the covenant clause, the lender is contractually entitled to request for immediate repayment of the outstanding loan amount of US\$87.5 million (2021: US\$93.7 million). Accordingly, the outstanding balance is presented as a current liability as at 30 June 2022 and 31 December 2021. The lender had not requested early repayment of the loan as of the date when these financial statements were approved by the Board of Directors.

On 29 June 2022, Zenith Japan Holdings Ltd and its subsidiaries ("ZJHT Group") have secured bank loans with total carrying amount of US\$37.9 million as at 30 June 2022 (2021: US\$46.5 million). These loans are repayable in tranches within 16 years and contains a covenant stating that at the end of each half year, the debt service coverage ratio shall not be less than 1.05 times otherwise the loan may be repayable on demand.

ZJHT Group fell below the required debt service coverage ratio as at 30 June 22. The above-mentioned bank loan has been reclassified from non-current to current as at 30 June 2022. On 29 July 2022, ZJHT Group has obtained a letter of waiver from Bank of Fukuoka, Ltd, that it will not recall its debts within the next 3 months.

ZJHT Group has not breached any debt covenants as at 31 December 2021.

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**24. Loans and borrowings and lease liabilities (cont'd)**

Leverage ratio

Pursuant to the amendment and restatement agreement dated 21 May 2021 relating to the existing facilities agreement between VEHL, VETHL, ZJHT and Credit Agricole Corporate and Investment Bank acting as agent and issuing bank (the "RCF Facility Agreement"), the Combined Group has complied with all covenants relating to the Revolving Credit Facility as at 30 June 2022.

Pledges for facility agreements

The Combined Group has entered into several facility agreements with various financial institutions. Under these agreements, these financial institutions provide project financing debts of US\$1,841.0 million (2021: US\$1,830.4 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 facility agreements are as disclosed in Note 15, 17 and 20 of the financial statement. 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:

	<b>30 June 2022</b>	<b>31 December 2021</b>
	US\$'000	US\$'000
Project entities' contribution to the net assets of the Combined Group	968,053	1,111,508

Stand-by letter of credit

As at 30 June 2022, the Combined Group has obtained stand-by letter of credit ("SBLC") which totaled to US\$137.1 million (2021: Nil) and expires over the period from August 2022 to July 2023. The SBLC bears an interest of between 0.8% and 1.25% per annum.

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**25. Asset retirement obligation**

As at 30 June 2022, out of the carrying amount of US\$52.4 million (2021: US\$49.6 million), US\$39.2 million (2021: US\$38.3 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 breakdown of asset retirement obligation in power generation in Japan is as follows:

	<b>30 June 2022</b>	<b>31 December 2021</b>
	US\$'000	US\$'000
Amakusa Wind GK	859	1,013
GK KC-01 Investment	2,265	2,669
GK NRE Sannan	1,554	1,833
GK NRE-05 Investment	3,643	4,293
GK NRE-10 Investment	2,398	2,829
GK NRE-13 Investment	395	465
GK NRE-15 Investment	1,101	1,298
GK NRE-16 Investment	622	734
GK NRE-17 Investment	3,152	3,721
GK NRE-19 Investment	1,937	2,287
GK NRE-20 Investment	2,108	2,486
GK NRE-21 Investment	1,611	1,834
GK NRE-24 Investment	2,397	2,828
GK NRE-36 Investment	1,180	1,394
GK NRE-39 Investment	2,631	3,106
GK NRE-42 Investment	1,106	1,305
GK NWE-02 Investment	1,004	1,184
KP Energy GK	1,956	2,275
SEJ III GK	656	773
GK NRE-37 Investment	1,981	–
Kuni Umi Wind (No, 1) LLC	4,641	–
	<hr/>	<hr/>
Total	39,197	38,327
	<hr/>	<hr/>

**Vena Energy Holdings Ltd and its Subsidiaries**  
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**26. Trade and other payables**

	<b>Note</b>	<b>30 June 2022 US\$'000</b>	<b>31 December 2021 US\$'000</b>
<b>Non-current</b>			
Deferred income	(a)	5,127	5,776
<b>Current</b>			
Trade payables		10,609	11,059
Payables to EPC contractors		28,191	33,500
Accrued operating expenses		64,290	62,083
Accrued staff costs		3,041	2,573
Deferred income	(b)	2,794	2,659
Other tax payable		12,835	10,255
Non-trade amounts due to:			
- Equity-accounted investees	(c)	119	10
- Other third parties	(d)	14,572	13,500
		136,451	135,639

Trade payables are non-interest bearing and are generally settled on standard credit terms.

- (a) Non-current deferred income relates to advanced mobilisation payments received from non-related parties, amortised over the period with regards to operations and maintenance agreements.
- (b) Included in current deferred income is contract liabilities of US\$2.1 million (2021: US\$1.9 million) which relates to advances received from customers for services yet to be fulfilled, US\$0.2 million (2021: US\$0.4 million) which relates to government grants on project, amortised over PPA period of 25 years, US\$0.1 million (2021: US\$0.2 million) which relates to government grants on bond issuance, amortised over the bond life of 5 years.
- (c) The amount due to equity-accounted investees of US\$0.1 million (2021: US\$10,000) is non-trade, unsecured, non-interest bearing and repayable on demand.
- (d) Included in amounts due to other third parties are amounts due to seller of a subsidiary of Zenith Japan Holdings Trust upon acquisition of US\$5.2 million (2021: US\$6.0 million).

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**27. 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.

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**27. 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. At the reporting date, the fair values of trade and other receivables, cash and bank balances 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			
	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
<b>30 June 2022</b>								
Trade and other receivables*	–	203,312	–	203,312				
Cash and bank balances	–	383,185	–	383,185				
Other investments	902	–	–	902	–	–	902	902
Derivative assets	166,853	–	–	166,853	–	100,072	66,781	166,853
Loans receivables	–	25,388	–	25,388	–	25,806	–	25,806
	167,755	611,885	–	779,640				
Loans and borrowings	–	–	(2,370,982)	(2,370,982)	–	(2,402,819)	–	(2,402,819)
Derivative liabilities	(1,171)	–	–	(1,171)	–	(1,171)	–	(1,171)
Trade and other payables*	–	–	(120,822)	(120,822)				
	(1,171)	–	(2,491,804)	(2,492,975)				

\* Excludes non-financial assets and liabilities

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**27. Fair value of financial instruments (cont'd)**

**Accounting classification and fair value (cont'd)**

	<b>Carrying amount</b>				<b>Fair value</b>			
	<b>Mandatorily at FVTPL US\$'000</b>	<b>Amortised cost US\$'000</b>	<b>Other financial liabilities US\$'000</b>	<b>Total US\$'000</b>	<b>Level 1 US\$'000</b>	<b>Level 2 US\$'000</b>	<b>Level 3 US\$'000</b>	<b>Total US\$'000</b>
<b>31 December 2021</b>								
Trade and other receivables*	–	164,167	–	164,167				
Cash and bank balances	–	493,651	–	493,651				
Other investments	1,851	–	–	1,851	–	–	1,851	1,851
Derivative assets	169,171	–	–	169,171	–	22,651	146,520	169,171
Loans receivables	–	24,345	–	24,345	–	24,764	–	24,764
	<b>171,022</b>	<b>682,163</b>	<b>–</b>	<b>853,185</b>				
Loans and borrowings	–	–	(2,324,030)	(2,324,030)	–	(2,355,297)	–	(2,355,297)
Derivative liabilities	(21,164)	–	–	(21,164)	–	(21,164)	–	(21,164)
Trade and other payables*	–	–	(128,502)	(128,502)				
	<b>(21,164)</b>	<b>–</b>	<b>(2,452,532)</b>	<b>(2,473,696)</b>				

\* Excludes non-financial assets and liabilities

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**27. 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**

<b>Type</b>	<b>Valuation technique</b>	<b>Significant unobservable inputs</b>	<b>Inter-relationship between key unobservable inputs and fair value measurement</b>
Other investments: Equity investments – at FVTPL	<i>Discounted cash flows:</i> 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).
Other investments: Debt investments – at FVTPL	<i>Market comparison:</i> The fair value is estimated considering current or recent quoted prices for identical securities in markets that are not active.	Not applicable.	Not applicable.
Electricity derivative	<i>Discounted cash flows:</i> 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: <ul style="list-style-type: none"> <li>• The electricity spot rate was lower (higher);</li> <li>• The discount rate was lower (higher).</li> </ul>
Interest rate swaps	<i>Swap models:</i> 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.

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**Notes to the interim condensed combined financial statements**  
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**27. Fair value of financial instruments (cont'd)**

**Valuation techniques and significant unobservable inputs (cont'd)**

**Financial instruments measured at fair value (cont'd)**

<b>Type</b>	<b>Valuation technique</b>	<b>Significant unobservable inputs</b>	<b>Inter-relationship between key unobservable inputs and fair value measurement</b>
Forward exchange contracts	<i>Forward pricing:</i> 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	<i>Swap models:</i> 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.

**Financial instruments not measured at fair value**

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

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**Notes to the interim condensed combined financial statements**  
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**27. 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:

	30 June 2022		31 December 2021	
	Equity investments – at FVTPL US\$'000	Electricity derivative US\$'000	Equity investments – at FVTPL US\$'000	Electricity derivative US\$'000
Beginning balance	1,851	146,520	2,433	182,382
Total unrealised gains and losses recognised in profit or loss	–	–	(451)	(27,105)
Ineffective portion of changes in fair value of cash flow hedge recognised in profit or loss	–	(25,582)	–	–
Foreign currency translation recognised in OCI	(949)	(6,427)	(131)	(8,757)
Effective portion of changes in fair value of cash flow hedge recognised in OCI	–	(47,730)	–	–
Ending balance	902	66,781	1,851	146,520

**28. 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 swap, 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 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).

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28. Hedge accounting (cont'd)

Net investment hedge (cont'd)

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

	30 June 2022			Line item in the statement of financial position where the hedging instrument is included	During the six months ended 30 June 2022					
	Nominal amount US\$'000	Carrying amount – assets US\$'000	Carrying amount – liabilities US\$'000		Change in value used for calculating hedge ineffectiveness US\$'000	Change in value of hedging instrument recognised in OCI US\$'000	Hedge ineffectiveness recognised in profit or loss US\$'000	Line item in profit or loss that includes hedge ineffectiveness	Amount reclassified from hedging reserve to profit or loss US\$'000	Line item affected in profit or loss because of the reclassification
Cross currency interest rate swap	500,000	70,754	–	Derivative assets	52,862	74,502	(21,640)	Change in fair value of financial instrument at FVTPL	–	Not applicable

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

	30 June 2022	During the six months ended 30 June 2022
	Change in value used for calculating hedge ineffectiveness US\$'000	Foreign currency translation reserve US\$'000
JPY net investment	(74,502)	84,181
		Balances remaining in the foreign currency translation reserve from hedging relationships for which hedge accounting is no longer applied US\$'000
		Not applicable

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28. Hedge accounting (cont'd)

Net investment hedges (cont'd)

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

	31 December 2021			Line item in the statement of financial position where the hedging instrument is included	During the year ended 31 December 2021				Line item affected in profit or loss because of the reclassification	
	Nominal amount US\$'000	Carrying amount – assets US\$'000	Carrying amount – liabilities US\$'000		Change in value used for calculating hedge ineffectiveness US\$'000	Change in value of hedging instrument recognised in OCI US\$'000	Hedge ineffectiveness recognised in profit or loss US\$'000	Line item in profit or loss that includes hedge ineffectiveness		Amount reclassified from hedging reserve to profit or loss US\$'000
Cross currency interest rate swap	325,000	19,299	–	Derivative assets	30,788	32,967	(2,179)	Change in fair value of financial instrument at FVTPL	–	Not applicable

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

	31 December 2021	31 December 2021
	Change in value used for calculating hedge ineffectiveness US\$'000	Balances remaining in the foreign currency translation reserve from hedging relationships for which hedge accounting is no longer applied US\$'000
JPY net investment	(32,967)	9,679

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**28. Hedge accounting (cont'd)**

**Cash flow hedges**

The Combined Group's sale of energy in South Australia has a fixed tariff applied per the offtake agreement signed on October 2017. 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, the Combined Group designated the electricity derivative as a hedging instrument. The Combined Group hedges the cash flow variability on highly probable forecast electricity sales due to 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 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.

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28. Hedge Accounting (cont'd)

Cash flow hedges (cont'd)

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

	30 June 2022			Line item in the statement of financial position where the hedging instrument is included	During the six months ended 30 June 2022					
	Nominal amount US\$'000	Carrying amount – assets US\$'000	Carrying amount – liabilities US\$'000		Change in value used for calculating hedge ineffectiveness US\$'000	Change in value of hedging instrument recognised in OCI US\$'000	Hedge ineffectiveness recognised in profit or loss US\$'000	Line item in profit or loss that includes hedge ineffectiveness	Amount reclassified from hedging reserve to profit or loss US\$'000	Line item affected in profit or loss because of the reclassification
<b>Commodity price risk</b>										
Electricity derivative	316,251	66,781	–	Derivative assets	(73,312)	(47,730)	(25,582)	Change in fair value of financial instruments at FVTPL	2,663	Sale of energy

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

	30 June 2022	During the six months ended 30 June 2022	
	Change in value used for calculating hedge ineffectiveness US\$'000	Cash flow hedge reserve US\$'000	Balances remaining in the cash flow hedge reserve from hedging relationships for which hedge accounting is no longer applied US\$'000
Sale of energy	47,730	(47,730)	Not applicable

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**Notes to the interim condensed combined financial statements**  
**For the six months ended 30 June 2022**

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**29. Reserves**

The reserves of the Combined Group comprises the following balances:

	<b>30 June 2022</b>	<b>31 December 2021</b>
	US\$'000	US\$'000
Capital reserve	50,000	50,000
Translation reserve	(356,802)	(75,516)
Cash flow hedge reserve	(47,730)	–
Legal reserve	387	263
Defined benefit reserve	200	(11)
	<hr/>	<hr/>
	(353,945)	(25,264)
	<hr/>	<hr/>

***Capital reserve***

The capital reserves comprise equity injections by shareholders for which ordinary shares have yet to be issued.

***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.

***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).

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**30. Commitments**

*Construction agreements*

The commitments for acquisition of property, plant and equipment as at 30 June 2022 and 31 December 2021 are as follows:

	<b>30 June 2022</b>	<b>31 December 2021</b>
	US\$'000	US\$'000
<u>Type of contracts</u>		
Supply contract	225,885	89,431
Supply and service contract	45	77
Construction of power plant	434,141	623,237
	<hr/>	<hr/>
At end of period/year	660,071	712,745
	<hr/>	<hr/>

*Acquisitions*

Project Yokji

On April 2020, the Combined Group entered into a share purchase agreement to acquire 100% of Yokji. As part of the purchase consideration, the Combined Group has committed to contingent payments upon achieving of the 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 is recognised 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.

Project Taeon

On 17 January 2022, the Group entered into a share purchase agreement to acquire 100% of Taeon Wind Power Co., Ltd. ("Taeon"). The total purchase consideration ranges from KRW 50 billion to KRW 140 billion and is contingent on the final tariff rate granted in the power purchase agreement and construction cost stated in the EPC construction contract that have yet to be finalised.

**31. Related parties**

During the six months ended 30 June 2022, other than those disclosed elsewhere in the interim condensed combined financial statements, there were no other significant transactions with related parties.

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**Notes to the interim condensed combined financial statements**  
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**32. Contingencies**

*Tax dispute*

A subsidiary is involved in a tax dispute which arose in the ordinary course of business. An Assessing Officer (“AO”) in the Indian tax office has made the following adjustments to the tax returns of the subsidiary:

- Disallowed interest differential between 9.5%/11% and 15%/10.9% for non-convertible debentures (“NCD”) / Rupee denominated bonds (“RDB”), respectively; and
- Disallowed certain Capex/Opex based expenditure.

The subsidiary has filed an appeal with the higher authorities against the claim made by AO and the outcome is still pending as at 30 June 2022. Based on external tax and legal advice, management believes that the outcome will not have a material adverse effect on the financial position of the Combined Group.

**33. Acquisition of non-controlling interests**

On 25 April 2022, the Combined Group acquired an additional 30% interest in the voting shares of Vena Energy Taiwan Solar Energy Ltd, increasing its ownership interest to 100%. Cash consideration of US\$11.6 million was paid to the non-controlling shareholders. Following is a schedule of additional interest acquired in Vena Energy Taiwan Solar Energy Ltd:

	<b>30 June 2022</b>
	US\$'000
Cash consideration paid	11,600
Carrying value of the additional interest	(5,388)
	<hr/>
<b>Difference recognised in equity</b>	<b>6,212</b>
	<hr/>

**34. Authorisation of interim condensed combined financial statements for issue**

The interim financial statements for the period 1 January 2022 to 30 June 2022 were authorised for issue in accordance with a resolution of the directors passed on 8 September 2022.

# Vena Energy Holdings Ltd and its Subsidiaries

Interim Condensed Financial Statements  
For the six months ended 30 June 2022



## Vena Energy Holdings Ltd and its Subsidiaries

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## Vena Energy Holdings Ltd and its Subsidiaries

### Statement by directors

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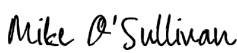
#### Opinion of the directors

In our opinion:

- (a) the accompanying interim condensed financial statements comprising the condensed statements of financial position of Vena Energy Holdings Ltd (the "Company") and its subsidiaries (collectively, the "Group") as at 30 June 2022, the condensed statements of profit or loss, comprehensive income, changes in equity and cash flows of the Group and the Company for the six-month period then ended, and notes to the interim condensed financial statements, including significant accounting policies, are prepared, in all material respects, in accordance with the International Accounting Standard ("IAS") 34 *Interim Financial Reporting*; and
- (b) at the date of this statement, there are reasonable grounds to believe that the Group and the Company will be able to pay its debts as and when they fall due.

The board of directors has, on the date of this statement, authorised the interim condensed financial statements for issue.

On behalf of the board of directors,

DocuSigned by:  
  
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Director  
Mike o'sullivan

8 September 2022

## **Vena Energy Holdings Ltd and its Subsidiaries**

### **Independent auditor's report For the six months ended 30 June 2022**

**Member of the Company  
Vena Energy Holdings Ltd**

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## **Report on the review of the interim condensed financial statements**

### *Introduction*

We have reviewed the accompanying interim condensed financial statements of Vena Energy Holdings Ltd (the "Company") and its subsidiaries (collectively the "Group"), which comprise the condensed statements of financial position of the Group and of the Company as at 30 June 2022, the condensed statements of profit or loss, comprehensive income, changes in equity and cash flows of the Group and the Company for the six months period then ended, and significant accounting policies and other explanatory notes. Management is responsible for the preparation and presentation of the interim condensed financial statements in accordance with International Accounting Standard ("IAS") 34 *Interim Financial Reporting*. Our responsibility is to express a conclusion on the interim condensed financial statements based on our review.

### *Scope of review*

We conducted our review in accordance with the Singapore Standard on Review Engagements 2410 *Review of Interim Financial Information Performed by the Independent Auditor of the Entity*. A review of interim financial statements consists of making inquiries, primarily of persons responsible for financial and accounting matters, and applying analytical and other review procedures. A review is substantially less in scope than an audit conducted in accordance with International Standards on Auditing and consequently does not enable us to obtain assurance that we would become aware of all significant matters that might be identified in an audit. Accordingly, we do not express an audit opinion.

### *Conclusion*

Based on our review, nothing has come to our attention that causes us to believe that the accompanying interim condensed financial statements as at and for the six months ended 30 June 2022 are not prepared, in all material respects, in accordance with IAS 34 *Interim Financial Reporting*.

### *Restriction on distribution and use*

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 interim condensed financial statements for the purpose of reporting to external counterparties for existing bonds issued and for no other purpose. Our report will be made available by you to the existing bond holders and the potential bond investors for their information only. We do not assume responsibility to anyone other than the Company for our work, for our report, or for the conclusions we have reached in our report.

**Vena Energy Holdings Ltd and its Subsidiaries**

**Independent auditor's report (cont'd)  
For the six months ended 30 June 2022**

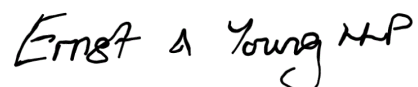
**Member of the Company  
Vena Energy Holdings Ltd**

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*Other matter*

The financial statements of the Group and the Company for the year ended 31 December 2021 were audited by another auditor who expressed an unmodified opinion on those statements on 13 May 2022.

The interim condensed financial statements of the Group and the Company for the six months ended 30 June 2021 were reviewed by another auditor who expressed an unqualified conclusion on those statements on 8 September 2021.



Ernst & Young LLP

Public Accountants and  
Chartered Accountants  
Singapore

8 September 2022

## Vena Energy Holdings Ltd and its Subsidiaries

### Interim condensed statements of profit or loss For the six months ended 30 June 2022

	Note	Group		Company	
		30 June 2022 US\$'000	30 June 2021 US\$'000	30 June 2022 US\$'000	30 June 2021 US\$'000
Dividend income		–	–	4,550	9,214
Sale of energy		89,700	92,448	–	–
Fee income		49,595	27,676	–	–
<b>Total revenue</b>	6	139,295	120,124	4,550	9,214
Other income	7	7,973	1,404	–	–
Operating costs	8	(19,773)	(19,095)	–	–
Other cost of operations	8	(2,167)	–	–	–
Shared services costs	9	(53,505)	(33,131)	(41)	(143)
Development costs	10	(487)	(301)	–	–
Depreciation expense	14,15	(16,924)	(20,819)	–	–
Amortisation expense	16	(13,811)	(14,361)	–	–
<b>Results from operating activities</b>		40,601	33,821	4,509	9,071
Finance income	11	8,528	6,851	927	898
Finance costs	11	(42,193)	(38,224)	(4,106)	(3,783)
Change in fair value of financial instruments at fair value through profit or loss ("FVTPL")	12	52,881	9,627	1,269	(191)
Net foreign exchange (loss)/gain		(83,582)	(11,751)	28,023	20,227
<b>Net finance (costs)/income</b>		(64,366)	(33,497)	26,113	17,151
Writeback of other payables		1,185	–	–	–
Writeback of impairment loss on financial assets		2	77	–	–
Gain on disposal of property, plant and equipment		3	5	–	–
Share of results of equity-accounted investees, net of tax	18	1,582	10,223	–	–
<b>(Loss)/profit before tax</b>	13	(20,993)	10,629	30,622	26,222
Tax expense		76	(7,615)	–	–
<b>(Loss)/profit for the period</b>		(20,917)	3,014	30,622	26,222
<b>(Loss)/profit attributable to:</b>					
Owner of the Company		(25,214)	(1,864)		
Non-controlling interests		4,297	4,878		
		(20,917)	3,014		

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

**Vena Energy Holdings Ltd and its Subsidiaries**
**Interim condensed statements of comprehensive income  
For the six months ended 30 June 2022**

	<b>Group</b>		<b>Company</b>	
	<b>30 June 2022 US\$'000</b>	<b>30 June 2021 US\$'000</b>	<b>30 June 2022 US\$'000</b>	<b>30 June 2021 US\$'000</b>
<b>(Loss)/profit for the period</b>	(20,917)	3,014	30,622	26,222
<b>Other comprehensive income ("OCI")</b>				
<b><i>Items that will not be reclassified to profit or loss</i></b>				
Remeasurement of defined benefit plan	229	(3)	–	–
Related tax	(18)	–	–	–
	211	(3)	–	–
<b><i>Items that are or may be reclassified subsequently to profit or loss</i></b>				
Foreign currency translation differences	(44,664)	(21,473)	–	–
Foreign currency translation differences of equity-accounted investees	(18,589)	(3,503)	–	–
Effective portion of changes in fair value of cash flow hedge	(47,730)	–	–	–
	(110,983)	(24,976)	–	–
<b>Other comprehensive income for the period</b>	(110,772)	(24,979)	–	–
<b>Total comprehensive income for the period</b>	(131,689)	(21,965)	30,622	26,222
<b>Total comprehensive income attributable to:</b>				
Owner of the Company	(133,726)	(23,947)		
Non-controlling interests	2,037	1,982		
	(131,689)	(21,965)		

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

## Vena Energy Holdings Ltd and its Subsidiaries

### Interim condensed statements of financial position As at 30 June 2022

	Note	Group		Company	
		30 June 2022 US\$'000	31 December 2021 US\$'000	30 June 2022 US\$'000	31 December 2021 US\$'000
<b>Assets</b>					
Property, plant and equipment	14	902,417	893,285	–	–
Right-of-use assets	15	45,978	47,712	–	–
Intangible assets	16	981,424	1,027,253	–	–
Investment in subsidiaries	17	–	–	2,018,323	1,894,437
Equity-accounted investees	18	393,098	367,488	–	–
Other investments	19	23,023	23,548	–	–
Deferred tax assets		10,261	6,279	–	–
Loans receivables	20	340,345	387,160	108,665	123,238
Derivative assets	21	149,910	162,640	–	–
Trade and other receivables	22	5,558	6,574	–	–
Prepayments and other assets	23	14,345	17,292	–	–
<b>Non-current assets</b>		<b>2,866,359</b>	<b>2,939,231</b>	<b>2,126,988</b>	<b>2,017,675</b>
Loans receivables	20	9,291	16,264	1,688	1,001
Trade and other receivables	22	212,499	183,139	1,942	1,869
Prepayments and other assets	23	23,179	8,774	–	–
Derivative assets	21	7,753	6,531	706	875
Cash and bank balances	24	192,130	220,934	39,830	93,168
<b>Current assets</b>		<b>444,852</b>	<b>435,642</b>	<b>44,166</b>	<b>96,913</b>
<b>Total assets</b>		<b>3,311,211</b>	<b>3,374,873</b>	<b>2,171,154</b>	<b>2,114,588</b>
<b>Equity</b>					
Equity contribution	25	1,716,719	1,716,719	1,716,719	1,716,719
Accumulated profits		25,920	51,134	68,565	37,943
Reserves	26	(103,430)	5,082	50,000	50,000
<b>Equity attributable to owner of the Company</b>		<b>1,639,209</b>	<b>1,772,935</b>	<b>1,835,284</b>	<b>1,804,662</b>
Non-controlling interests		78,349	78,289	–	–
<b>Total equity</b>		<b>1,717,558</b>	<b>1,851,224</b>	<b>1,835,284</b>	<b>1,804,662</b>

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

**Vena Energy Holdings Ltd and its Subsidiaries****Interim condensed statements of financial position (cont'd)****As at 30 June 2022**

	Note	Group		Company	
		30 June 2022 US\$'000	31 December 2021 US\$'000	30 June 2022 US\$'000	31 December 2021 US\$'000
<b>Liabilities</b>					
Loans and borrowings	27	1,260,643	1,194,114	332,369	300,107
Lease liabilities	27	37,082	36,996	–	–
Employee benefits		766	784	–	–
Derivative liabilities	21	97	6,761	–	–
Asset retirement obligation		8,454	9,427	–	–
Trade and other payables	28	7,458	7,671	–	–
Deferred tax liabilities		14,028	13,772	–	–
<b>Non-current liabilities</b>		<b>1,328,528</b>	<b>1,269,525</b>	<b>332,369</b>	<b>300,107</b>
Loans and borrowings	27	180,286	174,790	1,486	1,975
Lease liabilities	27	4,853	5,754	–	–
Derivative liabilities	21	1,074	2,747	–	53
Trade and other payables	28	76,953	69,605	2,015	7,791
Current tax liabilities		1,959	1,228	–	–
<b>Current liabilities</b>		<b>265,125</b>	<b>254,124</b>	<b>3,501</b>	<b>9,819</b>
<b>Total liabilities</b>		<b>1,593,653</b>	<b>1,523,649</b>	<b>335,870</b>	<b>309,926</b>
<b>Total equity and liabilities</b>		<b>3,311,211</b>	<b>3,374,873</b>	<b>2,171,154</b>	<b>2,114,588</b>

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

## Vena Energy Holdings Ltd and its Subsidiaries

Interim condensed statements of changes in equity  
For the six months ended 30 June 2022

Group	Attributable to owner of the Company						Non-controlling interests US\$'000	Total equity US\$'000
	Equity contribution US\$'000	Accumulated profits US\$'000	Translation reserve US\$'000	Cash flow hedge reserve US\$'000	Other reserves US\$'000	Total US\$'000		
At 1 January 2022	1,716,719	51,134	(44,907)	–	49,989	1,772,935	78,289	1,851,224
<b>Total comprehensive income for the period</b>								
(Loss)/profit for the period	–	(25,214)	–	–	–	(25,214)	4,297	(20,917)
<b>Other comprehensive income</b>								
Foreign currency translation differences	–	–	(42,404)	–	–	(42,404)	(2,260)	(44,664)
Foreign currency translation differences of equity-accounted investees	–	–	(18,589)	–	–	(18,589)	–	(18,589)
Effective portion of changes in fair value of cash flow hedge	–	–	–	(47,730)	–	(47,730)	–	(47,730)
Defined benefit plan remeasurements	–	–	–	–	229	229	–	229
Tax on other comprehensive income	–	–	–	–	(18)	(18)	–	(18)
<b>Total comprehensive income for the period</b>	–	(25,214)	(60,993)	(47,730)	211	(133,726)	2,037	(131,689)
<b>Transactions with owner, recognised directly in equity</b>								
<b>Contributions by and distributions to owner</b>								
Dividends declared	–	–	–	–	–	–	(1,977)	(1,977)
<b>Total contributions by and distributions to owner</b>	–	–	–	–	–	–	(1,977)	(1,977)
<b>At 30 June 2022</b>	<b>1,716,719</b>	<b>25,920</b>	<b>(105,900)</b>	<b>(47,730)</b>	<b>50,200</b>	<b>1,639,209</b>	<b>78,349</b>	<b>1,717,558</b>

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

## Vena Energy Holdings Ltd and its Subsidiaries

Interim condensed statements of changes in equity (cont'd)  
For the six months ended 30 June 2022

Group	Attributable to owner of the Company				Total US\$'000	Non- controlling interests US\$'000	Total equity US\$'000
	Equity contribution US\$'000	Accumulated profits US\$'000	Translation reserve US\$'000	Other reserves US\$'000			
At 1 January 2021	1,566,719	63,718	17,077	49,973	1,697,487	81,020	1,778,507
<b>Total comprehensive income for the period</b> (Loss)/profit for the period	–	(1,864)	–	–	(1,864)	4,878	3,014
<b>Other comprehensive income</b>							
Foreign currency translation differences	–	–	(18,577)	–	(18,577)	(2,896)	(21,473)
Equity-accounted investees – share of OCI	–	–	(3,503)	–	(3,503)	–	(3,503)
Defined benefit plan remeasurements	–	–	–	(3)	(3)	–	(3)
<b>Total comprehensive income for the period</b>	–	(1,864)	(22,080)	(3)	(23,947)	1,982	(21,965)
<b>Transactions with owner, recognised directly in equity</b>							
<b>Contributions by and distributions to owner</b>							
Dividends declared	–	–	–	–	–	(3,948)	(3,948)
<b>Total contributions by and distributions to owner</b>	–	–	–	–	–	(3,948)	(3,948)
<b>At 30 June 2021</b>	1,566,719	61,854	(5,003)	49,970	1,673,540	79,054	1,752,594

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

**Vena Energy Holdings Ltd and its Subsidiaries****Interim condensed statements of changes in equity (cont'd)  
For the six months ended 30 June 2022**

<b>Company</b>	<b>Equity contribution US\$'000</b>	<b>Other reserves US\$'000</b>	<b>Accumulated profits US\$'000</b>	<b>Total US\$'000</b>
At 1 January 2022	1,716,719	50,000	37,943	1,804,662
<b>Total comprehensive income for the period</b>				
Profit for the period	–	–	30,622	30,622
<b>At 30 June 2022</b>	<b>1,716,719</b>	<b>50,000</b>	<b>68,565</b>	<b>1,835,284</b>
At 1 January 2021	1,566,719	50,000	5,358	1,622,077
<b>Total comprehensive income for the period</b>				
Profit for the period	–	–	26,222	26,222
<b>At 30 June 2021</b>	<b>1,566,719</b>	<b>50,000</b>	<b>31,580</b>	<b>1,648,299</b>

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

## Vena Energy Holdings Ltd and its Subsidiaries

### Interim condensed statements of cash flows For the six months ended 30 June 2022

Group	Note	30 June 2022 US\$'000	30 June 2021 US\$'000
<b>Cash flows from operating activities</b>			
(Loss)/profit before tax		(20,993)	10,629
Adjustments for:			
Depreciation expense	14,15	16,924	20,819
Amortisation expense	16	13,811	14,361
Finance income	11	(8,528)	(6,851)
Finance costs	11	42,193	38,224
Change in fair value of financial instruments at FVTPL	12	(52,881)	(9,627)
Unrealised foreign exchange loss		70,654	4,105
Gain on disposal of property, plant and equipment		(3)	(5)
Write back of impairment loss on financial assets		(2)	(77)
Writeback of other payables		(1,185)	–
Share of results of equity-accounted investees, net of tax	18	(1,582)	(10,223)
		58,408	61,355
Changes in:			
- Trade and other receivables		(37,119)	1,152
- Prepayments and other assets		(13,225)	(11,678)
- Trade and other payables		11,613	1,141
		19,677	51,970
<b>Cash generated from operating activities</b>		19,677	51,970
Tax paid		(2,579)	(1,790)
		17,098	50,180
<b>Cash flows from investing activities</b>			
Purchase of property, plant and equipment		(73,608)	(97,931)
Proceeds from sale of property, plant and equipment		3	5
Acquisition of interest in equity-accounted investees	18	(45,528)	(2,820)
Additions of project-related agreements and licences	16	–	(1,952)
Purchase of equity investments		(414)	(4,353)
Settlement of derivatives		1,384	(5,450)
Proceeds from repayment of loans receivables from related parties		34,222	291,011
Disbursement of loans to related parties		(41,102)	(185,415)
Proceeds from repayment of loans receivables from equity-accounted investees		4,533	13,770
Disbursement of loans to equity-accounted investees		(8,370)	–
Distributions from equity-accounted investees	18	2,912	4,923
Interest received		3,261	4,444
		(122,707)	16,232
<b>Net cash (used in)/generated from investing activities</b>			

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

**Vena Energy Holdings Ltd and its Subsidiaries****Interim condensed statement of cash flows (cont'd)  
For the six months ended 30 June 2022**

<b>Group</b>	<b>Note</b>	<b>30 June 2022 US\$'000</b>	<b>30 June 2021 US\$'000</b>
<b>Cash flows from financing activities</b>			
Proceeds from drawdown of loans and borrowings			
- Revolving credit facility		55,648	161,548
- Project finance debt		142,117	84,854
- Working capital loans		10,806	16,493
- Intercompany loans		81,047	38,234
Repayment of loans and borrowings			
- Revolving credit facility		(23,654)	(263,157)
- Corporate term loan		-	(7,510)
- Project finance debt		(126,201)	(34,042)
- Working capital loans		(4,891)	(15,899)
- Intercompany loans		(21,204)	-
Payment of transaction costs			
- Project finance debt		(330)	(3,838)
- Revolving credit facility		(992)	(2,737)
Payment of lease liabilities			
		(2,770)	(7,702)
Interest paid			
- Revolving credit facility		(66)	(846)
- Corporate term loan		-	(1,483)
- Project finance debt		(27,699)	(26,822)
- Working capital loans		(831)	(783)
- Euro Medium Term Note		(7,833)	(5,091)
- Lease liabilities		(736)	(497)
- Loan from a related party		(489)	-
Net interest received for derivatives			
		3,079	2,881
Dividends paid to non-controlling interests			
		(1,977)	(3,948)
Deposits pledged			
	24	(3,460)	(769)
<b>Net cash generated from/(used in) financing activities</b>		<b>69,564</b>	<b>(71,114)</b>
<b>Net decrease in cash and cash equivalents</b>		<b>(36,045)</b>	<b>(4,702)</b>
Cash and cash equivalents at beginning of period			
	24	168,726	146,705
Effect of exchange rate fluctuations on cash and cash equivalents			
		1,566	22,423
<b>Cash and cash equivalents at end of period</b>		<b>134,247</b>	<b>164,426</b>

**Significant non-cash transaction**

On 21 May 2021, the corporate term loan amounted to US\$129.0 million is deemed repaid and converted to revolving credit facilities of the same amount.

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

## Vena Energy Holdings Ltd and its Subsidiaries

### Interim condensed statements of cash flows (cont'd) For the six months ended 30 June 2022

Company	Note	30 June 2022 US\$'000	30 June 2021 US\$'000
<b>Cash flows from operating activities</b>			
Profit before tax		30,622	26,222
Adjustments for:			
Finance income	11	(927)	(898)
Dividend income		(4,550)	(9,214)
Finance costs	11	4,106	3,783
Change in fair value of financial instruments at FVTPL	12	(1,269)	191
Unrealised foreign exchange gain		(33,392)	(19,739)
		(5,410)	345
Changes in:			
- Trade and other receivables		(73)	(1,227)
- Trade and other payables		(6,070)	169
<b>Net cash used in operating activities</b>		(11,553)	(713)
<b>Cash flows from investing activities</b>			
Capital injection to subsidiaries		(169,574)	(35,574)
Distribution from subsidiaries:			
- Dividend received		4,550	9,214
- Return of capital		45,688	20,398
Proceeds from repayment of loans receivables from related parties		32,543	291,011
Disbursement of loans to related parties		(41,102)	(181,015)
Settlement of derivatives		1,384	(3,461)
Interest received		5	1,644
<b>Net cash (used in)/generated from investing activities</b>		(126,506)	102,217
<b>Cash flows from financing activities</b>			
Proceeds from drawdown of loan and borrowings:			
- Revolving credit facility		55,648	161,548
- Loan from a related party		81,047	43,232
Repayment of loan and borrowings:			
- Revolving credit facility		(23,654)	(263,157)
- Corporate term loan		-	(7,510)
- Loan from Euro Medium Term Note Issuer		(1,394)	-
- Loan from a related party		(21,204)	(7,656)
Payment of transaction costs related to loans and borrowings		(992)	(3,305)
Interest paid on:			
- Revolving credit facility		(66)	(846)
- Corporate term loan		-	(1,483)
- Loan from Euro Medium Term Note Issuer		(2,634)	(1,271)
- Loan from a related party		(489)	-
<b>Net cash generated from/(used in) financing activities</b>		86,262	(80,448)
<b>Net (decrease)/increase in cash and cash equivalents</b>		(51,797)	21,056
Cash and cash equivalents at beginning of period	24	93,168	75,603
Effect of exchange rate fluctuations on cash and cash equivalents		(1,541)	1,490
<b>Cash and cash equivalents at end of period</b>	24	39,830	98,149

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

## Vena Energy Holdings Ltd and its Subsidiaries

### Notes to the interim condensed financial statements For the six months ended 30 June 2022

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#### 1. Domicile and activities

Vena Energy Holdings Ltd (the “Company”) is incorporated in the Cayman Islands and has its registered office at Maples Corporate Services Limited, PO Box 309, Ugland House, Grand Cayman, KY1-1104, Cayman Islands.

The interim condensed financial statements of the Group as at and for the six months ended 30 June 2022 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 30 June 2022 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.

#### 2. Basis of preparation

The interim condensed financial statements for the six months ended 30 June 2022 have been prepared in accordance with IAS 34 *Interim Financial Reporting*. The Group has 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. They have formed a judgement that there is a reasonable expectation that the Group has adequate resources to continue in operational existence for the foreseeable future.

The interim condensed financial statements do not include all the information and disclosures required in the annual financial statements, and should be read in conjunction with the Group’s annual financial statements as at 31 December 2021.

#### 3. Seasonality in operations

Seasonality in operations for the interim period results are not necessarily indicative of results of operations or cash flows for an annual period. The Group’s operating results are impacted by external factors, such as resource availability. For example, the amount of electricity that solar plants produce is dependent on the irradiation of a given project location and wind plants are impacted by wind conditions which vary across seasons.

## Vena Energy Holdings Ltd and its Subsidiaries

### Notes to the interim condensed financial statements For the six months ended 30 June 2022

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#### 4. Significant accounting policies

##### **New standards, interpretations and amendments adopted by the Group**

The accounting policies adopted in the preparation of the interim condensed financial statements are consistent with those followed in the preparation of the Group's annual financial statements for the year ended 31 December 2021, except for the adoption of new standards effective as of 1 January 2022. The Group has not early adopted any standard, interpretation or amendment that has been issued but is not yet effective.

Several amendments apply for the first time in 2022, but do not have any material impact on the interim condensed financial statements of the Group.

##### **Additional significant accounting policy**

##### **Financial Instruments**

##### 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 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.

##### *Cash flow hedges*

The Group designates certain derivatives as hedge 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 changes in fair value of the derivative is recognised immediately in the profit or loss.

#### 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 period in which the estimates are revised and in any future periods affected.

## Vena Energy Holdings Ltd and its Subsidiaries

### Notes to the interim condensed financial statements For the six months ended 30 June 2022

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#### 5. Use of judgements and estimates (cont'd)

Management applied critical judgement in assessing if 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.

Information about critical estimates in applying accounting policies that have the most significant effect on the amounts recognised in the financial statements is included in the following notes:

#### 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 30 Fair value of financial instruments.

## Vena Energy Holdings Ltd and its Subsidiaries

### Notes to the interim condensed financial statements For the six months ended 30 June 2022

#### 6. Revenue

The Group's and Company's revenue comprises:

	Group		Company	
	30 June 2022 US\$'000	30 June 2021 US\$'000	30 June 2022 US\$'000	30 June 2021 US\$'000
Dividend income	–	–	4,550	9,214
Sale of energy	89,700	92,448	–	–
Fee income:				
- Shared services fee income	8,515	5,732	–	–
- Operations and maintenance service fees income	5,316	4,145	–	–
- Asset management fee income	15,649	17,799	–	–
- Engineering, procurement and construction ("EPC") income	20,115	–	–	–
	<u>139,295</u>	<u>120,124</u>	<u>4,550</u>	<u>9,214</u>

Included in fee income are shared services fee income from related parties of US\$8.5 million (2021: US\$5.7 million), operations and maintenance service fees income from related parties of US\$4.1 million (2021: US\$2.8 million), asset management fee income from related parties of US\$15.2 million (2021: US\$17.2 million) and EPC income from related parties of US\$20.1 million (2021: Nil).

The following table provides information about the nature and timing of the satisfaction of performance obligations in contracts with customers, including significant payment terms, and the related revenue recognition policies.

#### Sale of energy

Nature of goods or services	Sale of renewable energy
When revenue is recognised	Revenue from sale of electricity is recognised in profit or loss when the electricity generated is distributed to the customer over time. Revenue is determined based on the units of sales delivered at the applicable tariff rates.
Payment terms	30-90 days

## Vena Energy Holdings Ltd and its Subsidiaries

### Notes to the interim condensed financial statements For the six months ended 30 June 2022

#### 6. 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	
	30 June 2022	30 June 2021
	US\$'000	US\$'000
Thailand	22,109	24,333
India	49,314	46,834
Australia	6,803	7,040
Indonesia	11,474	14,241
	<hr/>	<hr/>
Total revenue	89,700	92,448
	<hr/>	<hr/>

##### Contract balances

Please refer to Note 23 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.

Please refer to Note 28 for contract liabilities primarily relating to advance consideration received from customers for performance of service contracts.

#### 7. Other income

The Group's other income comprises:

	Group	
	30 June 2022	30 June 2021
	US\$'000	US\$'000
Insurance claims	257	–
Government grants	229	199
Lease income	677	97
Liquidated damages	3,177	–
Pre-commercial operation revenue	2,923	–
Others	710	1,108
	<hr/>	<hr/>
	7,973	1,404
	<hr/>	<hr/>

## Vena Energy Holdings Ltd and its Subsidiaries

### Notes to the interim condensed financial statements For the six months ended 30 June 2022

#### 8. Operating costs

	Group	
	30 June 2022	30 June 2021
	US\$'000	US\$'000
Operations and maintenance costs	15,226	13,047
Utilities and transmission costs	1,362	1,716
Asset related insurance	1,363	1,428
Professional fees	1,231	1,414
Rental - land and site office	98	124
Asset related tax and levies	173	284
Travel and entertainment expenses	91	81
Other general and administrative costs	229	1,001
	19,773	19,095
	19,773	19,095

Staff costs of US\$3.1 million (2021: US\$2.5 million) is included within operations and maintenance costs.

#### Other cost of operation

	Group	
	30 June 2022	30 June 2021
	US\$'000	US\$'000
Liquidated damages	1,914	-
Others	253	-
	2,167	-
	2,167	-

## Vena Energy Holdings Ltd and its Subsidiaries

### Notes to the interim condensed financial statements For the six months ended 30 June 2022

#### 9. Shared services costs

	Group		Company	
	30 June 2022 US\$'000	30 June 2021 US\$'000	30 June 2022 US\$'000	30 June 2021 US\$'000
Staff costs	28,167	26,103	–	–
Directors and Investment Committee members fee	325	338	–	–
Occupancy costs	625	520	–	–
Professional fees	3,159	2,882	38	140
IT expenses	1,280	1,002	–	–
Insurance	331	265	–	–
Travel and entertainment expenses	1,014	906	–	–
EPC cost	18,001	–	–	–
Other general and administrative costs	2,157	1,229	3	3
	55,059	33,245	41	143
Less: Shared services costs capitalised	(1,554)	(114)	–	–
	53,505	33,131	41	143

#### 10. Development costs

	Group	
	30 June 2022 US\$'000	30 June 2021 US\$'000
Professional fees	321	195
Travel and entertainment expenses	45	3
Occupancy costs	41	15
Other general and administrative costs	80	88
	487	301

## Vena Energy Holdings Ltd and its Subsidiaries

### Notes to the interim condensed financial statements For the six months ended 30 June 2022

#### 11. Finance income and finance costs

	Group		Company	
	30 June 2022	30 June 2021	30 June 2022	30 June 2021
	US\$'000	US\$'000	US\$'000	US\$'000
<b>Finance income</b>				
Interest income from:				
- Loan to related parties	2,482	1,825	923	892
- Loan to equity-accounted investees	101	428	–	–
- Loan to other third parties	459	422	–	–
- Cross currency swaps	4,506	3,015	–	–
- Short term deposits	639	982	–	–
Other finance income	341	179	4	6
<b>Total finance income</b>	<b>8,528</b>	<b>6,851</b>	<b>927</b>	<b>898</b>
<b>Finance costs</b>				
Interest expense on:				
- Project finance debt	(26,097)	(26,822)	–	–
- Term loan and revolving credit facility	(66)	(1,656)	(66)	(1,656)
- Loan from Euro Medium Term Note Issuer	–	–	(1,536)	(1,208)
- Euro Medium Term Note	(7,324)	(5,119)	–	–
- Interest rate swaps	(1,704)	(2,071)	–	–
- Loan from a related party	(775)	–	(775)	–
- Lease liabilities	(736)	(497)	–	–
Other finance costs	(5,491)	(2,059)	(1,729)	(919)
<b>Total finance costs</b>	<b>(42,193)</b>	<b>(38,224)</b>	<b>(4,106)</b>	<b>(3,783)</b>

## Vena Energy Holdings Ltd and its Subsidiaries

### Notes to the interim condensed financial statements For the six months ended 30 June 2022

#### 12. Change in fair value of financial instruments at FVTPL

	Group		Company	
	30 June 2022 US\$'000	30 June 2021 US\$'000	30 June 2022 US\$'000	30 June 2021 US\$'000
Gain/(loss) on change in fair value:				
- Electricity derivatives	–	(21,250)	–	–
- Forward exchange contracts	1,269	(191)	1,269	(191)
- Interest rate swaps	17,591	7,934	–	–
- Cross currency swaps	59,603	23,134	–	–
Hedge ineffectiveness of electricity derivatives	(25,582)	–	–	–
	52,881	9,627	1,269	(191)

#### 13. (Loss)/profit before tax

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

	Group	
	30 June 2022 US\$'000	30 June 2021 US\$'000
<b>Staff costs</b>		
Wages and salaries	19,895	18,597
Ordinary bonus	4,616	4,153
Contributions to defined contribution plans	677	442
Employee insurance	1,422	1,237
Recruitment fee	482	833
Staff benefits, allowances and others	4,150	3,430
	31,242	28,692

## Vena Energy Holdings Ltd and its Subsidiaries

### Notes to the interim condensed consolidated financial statements For the six months ended 30 June 2022

#### 14. Property, plant and equipment

<b>Group</b>	<b>Land</b> US\$'000	<b>Building and leasehold improvements</b> US\$'000	<b>Electric generator equipment</b> US\$'000	<b>Vehicles</b> US\$'000	<b>Computers, fittings and fixture and office equipment</b> US\$'000	<b>Assets under construction</b> US\$'000	<b>Total</b> US\$'000
<b>Cost</b>							
At 1 January 2021	45,602	22,695	810,066	392	5,275	39,485	923,515
Additions	5,290	603	220	19	564	127,763	134,459
Disposals	–	–	(253)	–	(33)	–	(286)
Reclassification	2,627	67	49,466	–	–	(52,160)	–
Capitalisation of depreciation of right-of-use assets into property, plant and equipment	–	–	–	–	–	285	285
Effect of exchange rate changes	(3,706)	(2,454)	(41,475)	(37)	(271)	(311)	(48,254)
At 31 December 2021	49,813	20,911	818,024	374	5,535	115,062	1,009,719
Additions	4,918	146	206	39	495	67,804	73,608
Disposals	–	(14)	(2)	–	–	–	(16)
Reclassification	–	–	476	–	53	(529)	–
Capitalisation of depreciation of right-of-use assets into property, plant and equipment	–	–	–	–	–	250	250
Effect of exchange rate changes	(6,963)	(1,381)	(35,829)	(28)	(258)	(14,248)	(58,707)
At 30 June 2022	47,768	19,662	782,875	385	5,825	168,339	1,024,854

**Vena Energy Holdings Ltd and its Subsidiaries**

**Notes to the interim condensed consolidated financial statements  
For the six months ended 30 June 2022**

**14. Property, plant and equipment (cont'd)**

<b>Group</b>	<b>Land US\$'000</b>	<b>Building and leasehold improvements US\$'000</b>	<b>Electric generator equipment US\$'000</b>	<b>Vehicles US\$'000</b>	<b>Computers, fittings and fixture and office equipment US\$'000</b>	<b>Assets under construction US\$'000</b>	<b>Total US\$'000</b>
<b>Accumulated depreciation</b>							
At 1 January 2021	–	3,307	84,365	163	2,915	–	90,750
Depreciation charge for the year	–	1,582	33,117	54	1,135	–	35,888
Disposals	–	–	(144)	–	(33)	–	(177)
Effect of exchange rate changes	–	(615)	(9,093)	(26)	(293)	–	(10,027)
At 31 December 2021	–	4,274	108,245	191	3,724	–	116,434
Depreciation charge for the period	–	656	12,772	41	516	–	13,985
Disposals	–	(14)	(2)	–	–	–	(16)
Effect of exchange rate changes	–	(502)	(7,189)	(31)	(244)	–	(7,966)
At 30 June 2022	–	4,414	113,826	201	3,996	–	122,437
<b>Carrying amounts</b>							
At 31 December 2021	49,813	16,637	709,779	183	1,811	115,062	893,285
At 30 June 2022	47,768	15,248	669,049	184	1,829	168,339	902,417

As at the reporting date, property, plant and equipment of the Group with carrying amounts of US\$782.8 million (2021: US\$825.8 million) were pledged as collateral to secure project finance debts.

## Vena Energy Holdings Ltd and its Subsidiaries

### Notes to the interim condensed consolidated financial statements For the six months ended 30 June 2022

#### 15. Right-of-use assets

<b>Group</b>	<b>Land and buildings US\$'000</b>	<b>Office lease US\$'000</b>	<b>Others US\$'000</b>	<b>Total US\$'000</b>
<b>Cost</b>				
At 1 January 2021	23,583	17,555	1,806	42,944
Additions	14,981	4,900	2,026	21,907
Effect of exchange rate changes	(2,383)	(2,045)	(825)	(5,253)
At 31 December 2021	36,181	20,410	3,007	59,598
Additions	3,012	1,316	105	4,433
Disposals	–	–	(363)	(363)
Effect of exchange rate changes	(3,454)	(658)	(347)	(4,459)
At 30 June 2022	35,739	21,068	2,402	59,209
<b>Accumulated depreciation</b>				
At 1 January 2021	1,833	5,155	1,122	8,110
Depreciation expense	925	4,375	907	6,207
Capitalisation of depreciation of right-of-use assets into property, plant and equipment	285	–	–	285
Effect of exchange rate changes	(210)	(1,902)	(604)	(2,716)
At 31 December 2021	2,833	7,628	1,425	11,886
Depreciation expense	692	1,946	301	2,939
Capitalisation of depreciation of right-of-use assets into property, plant and equipment	250	–	–	250
Disposals	–	–	(297)	(297)
Effect of exchange rate changes	(124)	(983)	(440)	(1,547)
At 30 June 2022	3,651	8,591	989	13,231
<b>Carrying amounts</b>				
At 31 December 2021	33,348	12,782	1,582	47,712
At 30 June 2022	32,088	12,477	1,413	45,978

## Vena Energy Holdings Ltd and its Subsidiaries

### Notes to the interim condensed consolidated financial statements For the six months ended 30 June 2022

#### 16. Intangible assets

<b>Group</b>	<b>Goodwill</b> US\$'000	<b>Project- related agreements and licences</b> US\$'000	<b>Service concession intangible assets</b> US\$'000	<b>Total</b> US\$'000
<b>Cost</b>				
At 1 January 2021	506,152	482,594	174,671	1,163,417
Additions	–	4,916	–	4,916
Effect of exchange rate changes	(15,379)	(28,787)	(992)	(45,158)
At 31 December 2021	490,773	458,723	173,679	1,123,175
Effect of exchange rate changes	(18,779)	(17,148)	–	(35,927)
At 30 June 2022	471,994	441,575	173,679	1,087,248
<b>Accumulated depreciation and impairment losses</b>				
At 1 January 2021	–	61,807	11,775	73,582
Amortisation expense	–	21,668	6,638	28,306
Effect of exchange rate changes	–	(5,937)	(29)	(5,966)
At 31 December 2021	–	77,538	18,384	95,922
Amortisation expense	–	10,491	3,320	13,811
Effect of exchange rate changes	–	(3,909)	–	(3,909)
At 30 June 2022	–	84,120	21,704	105,824
<b>Carrying amounts</b>				
At 31 December 2021	490,773	381,185	155,295	1,027,253
At 30 June 2022	471,994	357,455	151,975	981,424

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 reporting date, all service concession intangible assets of the Group were pledged as collateral to secure project finance debts.

**Vena Energy Holdings Ltd and its Subsidiaries****Notes to the interim condensed consolidated financial statements  
For the six months ended 30 June 2022****17. Investment in subsidiaries**

	<b>Company</b>	
	<b>30 June 2022</b>	<b>31 December 2021</b>
	US\$'000	US\$'000
Equity investment, at cost	2,018,323	1,894,437

The table below provides a reconciliation of the movement in investment in subsidiaries:

	<b>30 June 2022</b>	<b>31 December 2021</b>
	US\$'000	US\$'000
Balance at beginning of period/year	1,894,437	1,857,956
Reduction in share premium	(36,436)	(58,573)
Reduction in par value	(9,252)	(7,406)
Capital injection into subsidiaries	169,574	102,460
Balance at end of period/year	2,018,323	1,894,437

**18. Equity-accounted investees****Interests in associates**

	<b>Group</b>	
	<b>30 June 2022</b>	<b>31 December 2021</b>
	US\$'000	US\$'000
Interests in associates	393,098	367,488

## Vena Energy Holdings Ltd and its Subsidiaries

### Notes to the interim condensed financial statements For the six months ended 30 June 2022

#### 18. Equity-accounted investees (cont'd)

##### Interests in associates (cont'd)

The Group has 5 (2021: 5) material associates and 12 (2021: 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")
Nature of Associate	Investment holdings entity for Alternergy Wind One Corporation ("Project Pililia")	Investment holdings entity for Alternergy Wind One Corporation ("Project Pililia")	Investment holdings entity for Helios Solar Energy Corp. ("Project Pollo")	Investment holding entity for First Soleq Energy Corp. ("Project Ironman")	Investment holding entity for Asian Green energy Corp. ("Project Zorro")
Sector	54.0 MW wind	54.0 MW wind	132.5 MW solar	30.4 MW solar	10.5 MW solar
Principal place of business/ Country of incorporation	Philippines	Philippines	Philippines	Philippines	Philippines
Direct economic interest held in associate by the Group (%)	99.84%	100%	99.56%	99.31%	99.83%
Effective economic interest held on the underlying project (%)	54.94%	39.97%	99.65%	99.45%	99.86%
Direct Voting rights held in the associate by the Group (%)	38.51%	37.29%	37.73%	31.43%	37.77%

HANGIN held 55.2% (2021: 55.2%) and VEWPHI held 39.8% (2021: 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 94.91% (2021: 94.91%).

## Vena Energy Holdings Ltd and its Subsidiaries

### Notes to the interim condensed financial statements For the six months ended 30 June 2022

#### 18. Equity-accounted investees (cont'd)

##### Interests in associates (cont'd)

The following summarises the financial statements of the Group's material associates based on the financial statements prepared in accordance with IFRS:

30 June 2022

##### Statement of financial position

	<b>Pililia HANGIN</b> US\$'000	<b>Pililia VEWPHI</b> US\$'000	<b>Pollo HSEHI</b> US\$'000	<b>Ironman FSHPI</b> US\$'000	<b>Zorro OBPHI</b> US\$'000
Property, plant and equipment	74,420	–	117,405	25,921	10,175
Intangible assets	651	–	–	–	–
Equity-accounted investees	–	17,583	–	–	–
Other receivables	2,208	56	202	3,416	128
Right-of-use assets	569	–	5,899	612	131
Prepayments and other assets	33	–	79	–	–
<b>Non-current assets</b>	<b>77,881</b>	<b>17,639</b>	<b>123,585</b>	<b>29,949</b>	<b>10,434</b>
Trade and other receivables	13,102	–	16,128	5,301	2,807
Prepayments and other assets	280	–	654	112	21
Cash and bank balances	18,569	37	9,777	1,174	747
<b>Current assets</b>	<b>31,951</b>	<b>37</b>	<b>26,559</b>	<b>6,587</b>	<b>3,575</b>
<b>Total assets</b>	<b>109,832</b>	<b>17,676</b>	<b>150,144</b>	<b>36,536</b>	<b>14,009</b>

Vena Energy Holdings Ltd and its Subsidiaries

Notes to the interim condensed financial statements  
For the six months ended 30 June 2022

18. Equity-accounted investees (cont'd)

Interests in associates (cont'd)

30 June 2022

**Statement of financial position (cont'd)**

Loans and borrowings  
Employee benefits  
Asset retirement obligation  
Deferred tax liabilities

**Non-current liabilities**

Loans and borrowings  
Trade and other payables

**Current liabilities**

**Total liabilities**

**Net assets**

	<b>Pililia HANGIN US\$'000</b>	<b>Pililia VEWPHI US\$'000</b>	<b>Pollo HSEHI US\$'000</b>	<b>Ironman FSHPI US\$'000</b>	<b>Zorro OBPHI US\$'000</b>
Loans and borrowings	58,148	–	94,582	18,301	6,977
Employee benefits	35	–	–	–	–
Asset retirement obligation	2,462	–	820	205	76
Deferred tax liabilities	135	–	426	24	17
<b>Non-current liabilities</b>	<b>60,780</b>	<b>–</b>	<b>95,828</b>	<b>18,530</b>	<b>7,070</b>
Loans and borrowings	3,809	–	5,537	417	549
Trade and other payables	2,321	2	990	995	1,646
<b>Current liabilities</b>	<b>6,130</b>	<b>2</b>	<b>6,527</b>	<b>1,412</b>	<b>2,195</b>
<b>Total liabilities</b>	<b>66,910</b>	<b>2</b>	<b>102,355</b>	<b>19,942</b>	<b>9,265</b>
<b>Net assets</b>	<b>42,922</b>	<b>17,674</b>	<b>47,789</b>	<b>16,594</b>	<b>4,744</b>

**Vena Energy Holdings Ltd and its Subsidiaries**

**Notes to the interim condensed financial statements  
For the six months ended 30 June 2022**

**18. Equity-accounted investees (cont'd)**

**Interests in associates (cont'd)**

**30 June 2022**

**Statement of comprehensive income**

	<b>Pillia HANGIN US\$'000</b>	<b>Pillia VEWPHI US\$'000</b>	<b>Pollo HSEHI US\$'000</b>	<b>Ironman FSHPI US\$'000</b>	<b>Zorro OBPHI US\$'000</b>
Sale of energy	10,613	–	11,655	3,500	1,329
<b>Revenue</b>	10,613	–	11,655	3,500	1,329
Operating costs	(2,053)	(2)	(2,128)	(501)	(324)
Shared services costs charged by a subsidiary	(545)	–	(264)	(64)	(28)
Depreciation expense	(2,167)	–	(3,513)	(881)	(327)
<b>Results from operating activities</b>	5,848	(2)	5,750	2,054	650
Finance income	65	–	91	19	8
Finance costs	(1,944)	–	(3,911)	(575)	(245)
Net foreign exchange gain	–	1	60	126	2
Net finance (costs)/income	(1,879)	1	(3,760)	(430)	(235)
Share of results of associate	–	1,577	–	–	–
<b>Profit before tax</b>	3,969	1,576	1,990	1,624	415
Income tax expense	(14)	–	–	–	–
<b>Profit for the period</b>	3,955	1,576	1,990	1,624	415
<b>Total comprehensive income for the period</b>	3,955	1,576	1,990	1,624	415

Vena Energy Holdings Ltd and its Subsidiaries

Notes to the interim condensed financial statements  
For the six months ended 30 June 2022

18. Equity-accounted investees (cont'd)

Interests in associates (cont'd)

31 December 2021

**Statement of financial position**

	<b>Pililia HANGIN</b> US\$'000	<b>Pililia VEWPHI</b> US\$'000	<b>Pollo HSEHI</b> US\$'000	<b>Ironman FSHPI</b> US\$'000	<b>Zorro OBPHI</b> US\$'000
Property, plant and equipment	83,285	–	131,470	29,130	11,410
Intangible assets	709	–	–	–	–
Equity-accounted investees	–	16,007	–	–	–
Other receivables	2,227	61	281	3,706	125
Right-of-use assets	627	–	6,446	678	150
Prepayments and other assets	35	–	86	–	–
<b>Non-current assets</b>	<b>86,883</b>	<b>16,068</b>	<b>138,283</b>	<b>33,514</b>	<b>11,685</b>
Trade and other receivables	16,447	–	15,435	4,730	2,867
Prepayments and other assets	680	–	1,332	254	58
Cash and bank balances	14,412	40	9,444	731	880
<b>Current assets</b>	<b>31,539</b>	<b>40</b>	<b>26,211</b>	<b>5,715</b>	<b>3,805</b>
<b>Total assets</b>	<b>118,422</b>	<b>16,108</b>	<b>164,494</b>	<b>39,229</b>	<b>15,490</b>

Vena Energy Holdings Ltd and its Subsidiaries

Notes to the interim condensed financial statements  
For the six months ended 30 June 2022

18. Equity-accounted investees (cont'd)

Interests in associates (cont'd)

31 December 2021

***Statement of financial position (cont'd)***

Loans and borrowings  
Employee benefits  
Asset retirement obligation  
Deferred tax liabilities

**Non-current liabilities**

Loans and borrowings  
Trade and other payables  
Current tax liabilities

**Current liabilities**

**Total liabilities**

**Net assets**

	<b>Pililia HANGIN</b> US\$'000	<b>Pililia VEWPHI</b> US\$'000	<b>Pollo HSEHI</b> US\$'000	<b>Ironman FSHPI</b> US\$'000	<b>Zorro OBPHI</b> US\$'000
Loans and borrowings	65,848	–	106,447	20,041	7,914
Employee benefits	38	–	–	–	–
Asset retirement obligation	2,625	–	893	223	84
Deferred tax liabilities	132	–	464	26	19
<b>Non-current liabilities</b>	<b>68,643</b>	<b>–</b>	<b>107,804</b>	<b>20,290</b>	<b>8,017</b>
Loans and borrowings	4,524	–	3,957	413	573
Trade and other payables	2,601	1	1,031	1,052	1,742
Current tax liabilities	–	–	240	–	–
<b>Current liabilities</b>	<b>7,125</b>	<b>1</b>	<b>5,228</b>	<b>1,465</b>	<b>2,315</b>
<b>Total liabilities</b>	<b>75,768</b>	<b>1</b>	<b>113,032</b>	<b>21,755</b>	<b>10,332</b>
<b>Net assets</b>	<b>42,654</b>	<b>16,107</b>	<b>51,462</b>	<b>17,474</b>	<b>5,158</b>

## Vena Energy Holdings Ltd and its Subsidiaries

Notes to the interim condensed financial statements  
For the six months ended 30 June 2022

## 18. Equity-accounted investees (cont'd)

## Interests in associates (cont'd)

30 June 2021

Statement of comprehensive income

	<b>Pililia HANGIN</b> US\$'000	<b>Pililia VEWPHI</b> US\$'000	<b>Pollo HSEHI</b> US\$'000	<b>Ironman FSHPI</b> US\$'000	<b>Zorro OBPHI</b> US\$'000
Sale of energy	12,676	–	18,606	4,095	1,416
Other income	–	–	2,044	–	–
<b>Revenue</b>	12,676	–	20,650	4,095	1,416
Operating costs	(2,000)	(3)	(2,385)	(602)	(470)
Shared services costs charged by a subsidiary	(538)	–	(138)	(34)	(11)
Depreciation expense	(2,345)	–	(3,770)	(956)	(354)
<b>Results from operating activities</b>	7,793	(3)	14,357	2,503	581
Finance income	73	–	104	32	9
Finance costs	(2,190)	–	(3,701)	(450)	(283)
Net foreign exchange gain/(loss)	(9)	–	10	(240)	1
<b>Net finance cost</b>	(2,126)	–	(3,587)	(658)	(273)
Share of results of associate	–	2,261	–	–	–
<b>Profit before tax</b>	5,667	2,258	10,770	1,845	308
Income tax expense	–	–	–	–	–
<b>Profit for the period</b>	5,667	2,258	10,770	1,845	308
<b>Total comprehensive income for the period</b>	5,667	2,258	10,770	1,845	308

## Vena Energy Holdings Ltd and its Subsidiaries

### Notes to the interim condensed financial statements For the six months ended 30 June 2022

#### 18. Equity-accounted investees (cont'd)

##### Interests in associates (cont'd)

30 June 2022	Pililia HANGIN US\$'000	Pililia VEWPHI US\$'000	Pollo HSEHI US\$'000	Ironman FSHPI US\$'000	Zorro OBPHI US\$'000	Immaterial associates US\$'000	Total associates US\$'000
<b>Carrying amount of interest in associates at beginning of period</b>	58,452	42,604	202,178	38,354	11,206	14,694	367,488
Group's share of amortisation of intangible asset acquired through business combinations	(1,342)	(976)	(4,164)	(789)	(167)	–	(7,438)
Group's share of results from continuing operations, net of tax	2,183	1,576	1,983	1,622	414	1,242	9,020
Effect of exchange rate changes from project-related agreements and licenses	(2,915)	(2,121)	(9,933)	(1,558)	(353)	–	(16,880)
Foreign currency translation differences	(1,183)	(862)	2,452	(1,469)	(425)	(222)	(1,709)
Group's share of total comprehensive income	(3,257)	(2,383)	(9,662)	(2,194)	(531)	1,020	(17,007)
Group's acquisition of share capital during the period <sup>1</sup>	–	–	–	–	–	3,571	3,571
Group's contribution during the period	–	–	–	–	–	41,957	41,957
Distribution during the period	–	–	(1,434)	(850)	(400)	(228)	(2,912)
<b>Carrying amount of interest in associates at end of the period<sup>2</sup></b>	55,195	40,221	191,082	35,310	10,275	61,015	393,098

<sup>1</sup> On 17 January 2022, the Group entered into a sale and purchase agreement to acquire 100% of Taeon Wind Power Co., Ltd. ("Taeon") in stages. The total purchase consideration ranges from KRW50 billion to KRW140 billion and is contingent on the final tariff rate granted in the power purchase agreement and construction cost stated in the EPC construction contract that have yet to be finalised. On 15 March 2022, the Group acquired 45% of Taeon for KRW4.3 billion (US\$3.6 million). As at 30 June 2022, the transaction has yet to be completed and based on the Group's provisional assessment, it was recognised as an investment in associate.

<sup>2</sup> Included in the carrying amount of interests in associates at end of period is project related agreements and licences amounting to US\$187.8 million.

**Vena Energy Holdings Ltd and its Subsidiaries**

**Notes to the interim condensed financial statements  
For the six months ended 30 June 2022**

**18. Equity-accounted investees (cont'd)**

**Interests in associates (cont'd)**

<b>31 December 2021</b>	<b>Pililia HANGIN US\$'000</b>	<b>Pililia VEWPHI US\$'000</b>	<b>Pollo HSEHI US\$'000</b>	<b>Ironman FSHPI US\$'000</b>	<b>Zorro OBPHI US\$'000</b>	<b>Immaterial associates US\$'000</b>	<b>Total associates US\$'000</b>
<b>Carrying amount of interest in associates at beginning of the year</b>	59,063	42,839	219,109	45,794	11,742	5,249	383,796
Group's share of amortisation of intangible asset acquired through business combinations	(2,857)	(2,060)	(8,824)	(1,542)	(325)	–	(15,608)
Group's share of results from continuing operations	4,479	3,436	10,223	2,724	621	(680)	20,803
Effect of exchange rate changes from project-related agreements and licences	(1,678)	(1,210)	(5,695)	(928)	(209)	–	(9,720)
Foreign currency translation differences	(555)	(401)	1,331	(969)	(222)	(137)	(953)
Group's share of total comprehensive income	(611)	(235)	(2,965)	(715)	(135)	(817)	(5,478)
Group's contribution during the year	–	–	–	–	–	10,262	10,262
Distribution during the year	–	–	(13,966)	(6,725)	(401)	–	(21,092)
<b>Carrying amount of interest in associates at end of the year<sup>1</sup></b>	<b>58,452</b>	<b>42,604</b>	<b>202,178</b>	<b>38,354</b>	<b>11,206</b>	<b>14,694</b>	<b>367,488</b>

<sup>1</sup> Included in the carrying amount of interests in associates at end of year is project related agreements and licences amounting to US\$212.2 million.

## Vena Energy Holdings Ltd and its Subsidiaries

### Notes to the interim condensed consolidated financial statements For the six months ended 30 June 2022

#### 19. Other investments

	Group	
	30 June 2022 US\$'000	31 December 2021 US\$'000
Equity investment – mandatorily at FVTPL	23,023	23,548

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

#### 20. Loans receivables

	Group		Company	
	30 June 2022 US\$'000	31 December 2021 US\$'000	30 June 2022 US\$'000	31 December 2021 US\$'000
<b>Non-current</b>				
Loans receivables from:				
- Related parties	322,566	376,956	108,665	123,238
- Equity-accounted investees	8,614	289	–	–
- Other third parties	3,009	3,429	–	–
Bonds receivables from a subsidiary of related party	259	307	–	–
Promissory note receivables	7,327	7,609	–	–
	341,775	388,590	108,665	123,238
Less: Impairment loss	(1,430)	(1,430)	–	–
Total non-current loans receivables	340,345	387,160	108,665	123,238
<b>Current</b>				
Interest receivables from:				
- Related parties	2,506	2,608	1,688	1,001
- Equity-accounted investees	101	587	–	–
- A subsidiary of related party	11	13	–	–
- Promissory note receivables	488	494	–	–
- Cross currency swaps	5,013	3,507	–	–
- Other third parties	1,254	1,174	–	–
Loan receivables from:				
- Equity-accounted investees	–	4,533	–	–
- Other third parties	–	3,430	–	–
	9,373	16,346	1,688	1,001
Less: Impairment loss	(82)	(82)	–	–
Total current loans receivables	9,291	16,264	1,688	1,001

## Vena Energy Holdings Ltd and its Subsidiaries

### Notes to the interim condensed consolidated financial statements For the six months ended 30 June 2022

#### 20. Loans receivables (cont'd)

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

##### Gross loans receivables

Note	Group		Company	
	30 June 2022 US\$'000	31 December 2021 US\$'000	30 June 2022 US\$'000	31 December 2021 US\$'000
<b>Non-current</b>				
Loans receivables from:				
- Related parties	324,385	379,405	108,665	123,238
- Equity-accounted investees	8,614	289	-	-
- Other third parties	3,009	3,140	-	-
Bonds receivables from a subsidiary of related party	259	307	-	-
Promissory note receivables	7,327	7,610	-	-
	<b>343,594</b>	<b>390,751</b>	<b>108,665</b>	<b>123,238</b>
<b>Current</b>				
Loan receivables from:				
- Equity-accounted investees	-	4,533	-	-
- Other third parties (e)	-	3,430	-	-
	-	7,963	-	-
Total loans receivables	<b>343,594</b>	<b>398,714</b>	<b>108,665</b>	<b>123,238</b>

## Vena Energy Holdings Ltd and its Subsidiaries

### Notes to the interim condensed consolidated financial statements For the six months ended 30 June 2022

#### 20. Loans receivables (cont'd)

Terms and conditions of loan receivables are as follows:

Group	Currency	Maturity date	Principal amount		Interest rate	
			30 June 2022	31 December 2021	30 June 2022	31 December 2021
			US\$'000	US\$'000	%	%
Related parties <sup>(a)</sup>	JPY	2024	108,665	123,238	1.35	1.35
Related parties <sup>(b)</sup>	JPY	2025	208,064	247,111	0.598 and 1.372	1.372 and 2.655
Subsidiaries of related parties <sup>(c)</sup>	JPY	2033 to 2035	1,100	1,301	0.76 - 0.84	0.76
Subsidiaries of related parties <sup>(a)</sup>	JPY	On demand	6,556	7,754	0.587	0.587
Equity-accounted investees of related parties <sup>(a)</sup>	JPY	2035	244	289	1.04	1.04
Equity-accounted investees	USD	2022	–	4,533	–	5
Equity-accounted investees <sup>(d)</sup>	USD	2027	8,370	–	LIBOR+1.5 <sup>1</sup>	–
Other third parties	USD	2021	–	3,430	–	17
Other third parties <sup>(a)</sup>	USD	On demand	678	803	0.76	1.5
Other third parties <sup>(a)</sup>	USD	On demand	1,880	1,886	4.62	4.62
Other third parties <sup>(a)</sup>	USD	On demand	451	451	5.5	5.5
Promissory notes receivable <sup>(e)</sup>	THB	2027	7,327	7,610	–	–
Other loans receivables <sup>(a)</sup>	JPY	On demand	259	307	1.00	1.00
			<b>343,594</b>	<b>398,714</b>		

<sup>1</sup> LIBOR+1.5% interest rate will be updated when National Tax office of Korea updates it's benchmark interest rate

Company	Currency	Maturity date	Principal amount		Interest rate	
			30 June 2022	31 December 2021	30 June 2022	31 December 2021
			US\$'000	US\$'000	%	%
Related parties <sup>(a)</sup>	JPY	2024	108,665	123,238	1.35	1.35

## Vena Energy Holdings Ltd and its Subsidiaries

### Notes to the interim condensed consolidated financial statements For the six months ended 30 June 2022

#### 20. Loans receivables (cont'd)

- (a) The Group and the Company does 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, with 1.372% and 0.598% (2021: 1.372% and 2.655%) per annum interest and repayable biannually.
- (c) Repayable within 20 years in equal and consecutive instalments of 33.33% with the first payment due 17 years from the date of origination and the same amount on the same day every year thereafter, or earlier at the demand of the Group. The Group does not intend to demand for repayment for the loans in the next 12 months.
- (d) Loan receivables from equity-accounted investees are unsecured, with LIBOR+1.5% per annum (2021: nil) interest and repayable on year 2027.
- (e) 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% per annum.

#### 21. Derivative assets and liabilities

	Group		Company	
	30 June 2022 US\$'000	31 December 2021 US\$'000	30 June 2022 US\$'000	31 December 2021 US\$'000
<b>Derivative assets</b>				
<b>Non-current</b>				
Electricity derivative	61,890	141,147	–	–
Interest rate swaps	10,525	2,194	–	–
Cross currency swaps	77,495	19,299	–	–
	149,910	162,640	–	–
<b>Current</b>				
Electricity derivative	4,891	5,373	–	–
Cross currency swaps	1,680	283	–	–
Forward exchange contracts	706	875	706	875
Interest rate swaps	476	–	–	–
	7,753	6,531	706	875
Total derivative assets	157,663	169,171	706	875

## Vena Energy Holdings Ltd and its Subsidiaries

### Notes to the interim condensed consolidated financial statements For the six months ended 30 June 2022

#### 21. Derivative assets and liabilities (cont'd)

	Group		Company	
	30 June 2022 US\$'000	31 December 2021 US\$'000	30 June 2022 US\$'000	31 December 2021 US\$'000
<b>Derivative liabilities</b>				
<b>Non-current</b>				
Interest rate swaps	97	6,761	–	–
<b>Current</b>				
Forward exchange contracts	–	53	–	53
Interest rate swaps	1,074	2,694	–	–
	1,074	2,747	–	53
Total derivative liabilities	1,171	9,508	–	53

On 26 February 2022, the Group entered into cross currency swaps which matures in 2025 and 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 0.473% per annum.

In 2020, the Group entered into cross currency swaps which matures in 2025 and with aggregate notional amount of JPY36.0 billion, whereby the Group is required to make semi-annual interest payments calculated at fixed interest rates between 1.215% to 1.265% per annum.

Effective 1 January 2022, the Group has designated the electricity derivative in their entirety as cash flow hedges to manage the Group's exposure to fluctuations in electricity prices. The Group's accounting policy for this hedge and hedge effectiveness is set out in Note 4 and Note 29 respectively.

## Vena Energy Holdings Ltd and its Subsidiaries

### Notes to the interim condensed consolidated financial statements For the six months ended 30 June 2022

#### 22. Trade and other receivables

	Note	Group		Company	
		30 June 2022 US\$'000	31 December 2021 US\$'000	30 June 2022 US\$'000	31 December 2021 US\$'000
<b>Non-current</b>					
Amounts due from related party	(c)	5,558	6,574	–	–
<b>Current</b>					
Trade receivables		99,081	92,456	–	–
Contract assets		23,785	17,640	–	–
Total trade receivables and contract assets		122,866	110,096	–	–
Non-trade amounts due from:					
- Indirect subsidiaries	(a)	–	–	1,942	1,869
- Equity-accounted investees	(b)	552	1,866	–	–
- Related parties	(c)	47,639	43,361	–	–
- Other third parties		12,164	11,967	–	–
Deposits		22,120	13,114	–	–
Other tax receivables		10,091	5,747	–	–
Other receivables	(d)	210	356	–	–
Total other receivables		92,776	76,411	1,942	1,869
Less: Impairment loss					
- Trade receivables and contract assets		(2,970)	(3,082)	–	–
- Other receivables		(173)	(286)	–	–
Total current trade and other receivables		212,499	183,139	1,942	1,869
Total trade and other receivables		218,057	189,713	1,942	1,869

Trade receivables are non-interest bearing and are generally on standard credit terms. They are recognised at their original invoice amounts which represents their fair values on initial recognition.

- (a) The amount due from indirect subsidiaries of US\$1.9 million (2021: US\$1.9 million) is non-trade, unsecured, non-interest bearing and repayable on demand.
- (b) The amount due from equity-accounted investees of US\$0.6 million (2021: US\$1.9 million) is non-trade, unsecured, non-interest bearing and repayable on demand.
- (c) The amounts due from related parties are intercompany advances, asset management fees and operation and maintenance service charges charged to subsidiaries of Zenith Japan Holdings Trust ("ZJHT"), and shared service charges charged to subsidiaries of Vena Energy (Taiwan) Holdings Ltd ("VETHL").
- (d) Included in current other receivables are delay liquidated damages receivable from EPC contractors in Indonesia of US\$0.2 million (2021: US\$0.4 million).

## Vena Energy Holdings Ltd and its Subsidiaries

### Notes to the interim condensed consolidated financial statements For the six months ended 30 June 2022

#### 22. 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:

	<b>30 June 2022</b>	<b>31 December 2021</b>
	US\$'000	US\$'000
India	93,963	88,258
Indonesia	1,701	543
Thailand	3,403	3,651
Others	14	4
	<hr/>	<hr/>
	99,081	92,456
	<hr/> <hr/>	<hr/> <hr/>

#### 23. Prepayments and other assets

	<b>Note</b>	<b>Group</b>
	<b>30 June 2022</b>	<b>31 December 2021</b>
	US\$'000	US\$'000
<b>Non-current</b>		
Other prepayments		4,414
Other assets		12,878
		<hr/>
		14,345
		<hr/>
<b>Current</b>		
Other prepayments		6,445
Other assets		2,329
Contract assets	(a)	–
		<hr/>
		23,179
		<hr/>
Total prepayments and other assets		26,066
		<hr/> <hr/>

- (a) The contract assets primarily relate to the Group's conditional rights to consideration for EPC work completed but not yet billed at the balance sheet date. If the value of the goods transferred or services rendered for the contract exceeds payments received from customers, a contract asset is recognised. The contract asset is transferred to receivables when the entitlement to payment becomes unconditional.

## Vena Energy Holdings Ltd and its Subsidiaries

### Notes to the interim condensed consolidated financial statements For the six months ended 30 June 2022

#### 24. Cash and bank balances

	Note	Group		Company	
		30 June 2022 US\$'000	31 December 2021 US\$'000	30 June 2022 US\$'000	31 December 2021 US\$'000
Bank balances		178,350	200,517	39,830	93,168
Short term deposits		13,784	20,421	–	–
Less: Impairment loss		(4)	(4)	–	–
<hr/>					
<b>Cash and bank balances in the statements of financial position</b>		192,130	220,934	39,830	93,168
Restricted bank balances and deposits	(a)	(55,672)	(52,212)	–	–
Bank overdrafts used for cash management purposes		(2,215)	–	–	–
Add: Impairment loss		4	4	–	–
<hr/>					
<b>Cash and cash equivalents in the statements of cash flows</b>		134,247	168,726	39,830	93,168

(a) As at 30 June 2022, US\$29.2 million (2021: US\$32.6 million) of the Group's cash and bank balances were held under debt service reserve accounts which represents a reserve account used for debt service of project finance debt.

As at the reporting date, cash and bank balances of US\$105.4 million (2021: US\$100.7 million) were pledged as collateral to secure project finance debts.

#### 25. Equity contribution

	Group and Company	
	30 June 2022 US\$'000	31 December 2021 US\$'000
<b>Equity contribution</b>		
Share capital at US\$0.01 per share	15,667	15,667
Share premium	1,701,052	1,701,052
	<hr/>	<hr/>
	1,716,719	1,716,719

## Vena Energy Holdings Ltd and its Subsidiaries

### Notes to the interim condensed consolidated financial statements For the six months ended 30 June 2022

#### 25. Equity contribution (cont'd)

	Group and Company	
	30 June 2022	31 December 2021
	No. of shares (‘000)	No. of shares (‘000)
<b>Issued and fully paid</b>		
At beginning of the period/year	1,566,734	1,566,719
Issued during the period/year	–	15
At end of the period/year	1,566,734	1,566,734

The holder of ordinary shares is entitled to one vote per share at meetings of the Company.

#### 26. Reserves

The reserves of the Group and the Company comprise the following balances:

	Group		Company	
	30 June 2022	31 December 2021	30 June 2022	31 December 2021
	US\$'000	US\$'000	US\$'000	US\$'000
Capital reserve	50,000	50,000	50,000	50,000
Translation reserve	(105,900)	(44,907)	–	–
Defined benefit reserve	200	(11)	–	–
Cash flow hedge reserve	(47,730)	–	–	–
	(103,430)	5,082	50,000	50,000

#### **Capital reserve**

The capital reserves comprise equity injections by shareholders for which ordinary shares have yet to be issued.

#### **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.

## Vena Energy Holdings Ltd and its Subsidiaries

### Notes to the interim condensed consolidated financial statements For the six months ended 30 June 2022

#### 27. Loans and borrowings and lease liabilities

	Note	Group		Company	
		30 June 2022 US\$'000	31 December 2021 US\$'000	30 June 2022 US\$'000	31 December 2021 US\$'000
<b>Non-current</b>					
Project finance debt		635,199	639,714	–	–
Revolving credit facility		29,640	–	29,640	–
Revolving credit facility – deferred financing cost		(1,762)	(2,162)	(1,762)	(2,162)
Loan from a related party	(c)	98,245	57,469	98,245	57,469
Euro Medium Term Note	(a)	499,321	499,093	–	–
Loan from Euro Medium Term Note Issuer	(b)	–	–	206,246	244,800
		1,260,643	1,194,114	332,369	300,107
Lease liabilities		37,082	36,996	–	–
<b>Current</b>					
Project finance debt		147,665	149,841	–	–
External party loan		2,480	2,480	–	–
Working capital loan		20,204	14,965	–	–
Bank overdraft		2,215	–	–	–
Interest payable		7,722	7,504	1,486	1,975
		180,286	174,790	1,486	1,975
Lease liabilities		4,853	5,754	–	–
Total loans and borrowings and lease liabilities		1,482,864	1,411,654	333,855	302,082

## Vena Energy Holdings Ltd and its Subsidiaries

### Notes to the interim condensed consolidated financial statements For the six months ended 30 June 2022

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#### 27. 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 due in 2025 listed on the Singapore Exchange Securities Trading Limited ("SGX-ST") under a US\$1 billion Global Medium Term Note (the "Notes") Programme. The 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. The Notes will mature on 26 February 2025.

On 8 July 2021, the Euro Medium Term Note Issuer, issued US\$175,000,000 3.133% per annum notes due in 2025 listed on the SGX-ST under the Notes Programme. The Notes were issued at a premium for a total consideration of US\$178,638,250. The Notes is to be consolidated and form a single series with the US\$325,000,000 3.133% per annum notes issued on 27 February 2020. 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.

Proceeds from the Notes issuance were allocated to the Company, VETHL and Zenith Japan Holdings Ltd ("ZJH") (as trustee for ZJHT) through intercompany loans.

The Company together with VETHL and ZJH (as trustee for ZJHT) jointly and severally act as guarantors for Vena Energy Capital Pte. Ltd. for the 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.

- (b) The loan from Euro Medium Term Note issuer is denominated in Japanese Yen ("JPY") with the contractual interest rate of 1.372% and 0.598% (2021: 1.372% and 2.655%) payable on a semi-annual basis. The loan will mature on 26 February 2025.
- (c) The loan from a related party bears an interest rate of 1.375% per annum, unsecured and will mature on 30 December 2024.

Project finance debt are entered with reputable financial institutions by respective Group entities and are repayable on a quarterly basis with maturity date from 2023 to 2044 (2021: 2022 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.

## Vena Energy Holdings Ltd and its Subsidiaries

### Notes to the interim condensed consolidated financial statements For the six months ended 30 June 2022

#### 27. 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	
	30 June 2022 US\$'000	31 December 2021 US\$'000	30 June 2022 US\$'000	31 December 2021 US\$'000
<b>Non-current</b>				
Project finance debt	644,294	649,170	–	–
Revolving credit facility	29,640	–	29,640	–
Loan from a related party	98,245	57,469	98,245	57,469
Euro Medium Term Note	500,000	500,000	–	–
Loan from Euro Medium Term Note Issuer	–	–	208,036	246,925
	<b>1,272,179</b>	<b>1,206,639</b>	<b>335,921</b>	<b>304,394</b>
<b>Current</b>				
Project finance debt	149,789	151,346	–	–
External party loan	2,480	2,480	–	–
Working capital loan	20,204	14,965	–	–
Bank overdraft	2,215	–	–	–
	<b>174,688</b>	<b>168,791</b>	<b>–</b>	<b>–</b>
	<b>1,446,867</b>	<b>1,375,430</b>	<b>335,921</b>	<b>304,394</b>

## Vena Energy Holdings Ltd and its Subsidiaries

### Notes to the interim condensed consolidated financial statements For the six months ended 30 June 2022

#### 27. Loans and borrowings and lease liabilities (cont'd)

##### Gross debt (cont'd)

Terms and conditions of loans and borrowings are as follows:

Group	Currency	Maturity date	Principal amount		Interest rate	
			30 June 2022 US\$'000	31 December 2021 US\$'000	2022 %	2021 %
Project finance debt	AUD	2023-2044	107,424	115,264	BBSY+1.65	BBSY+1.65
Project finance debt	AUD	2025	59,925	65,163	BBSY+1.2	BBSY+1.2
Project finance debt	AUD	2027	37,420	–	BBSY+1.4	–
Project finance debt	INR	2035	87,487	93,675	10.25-10.45	10.25-10.45
Project finance debt	INR	2033	16,558	15,718	8.90	9.5-10
Project finance debt	INR	2033	17,602	19,164	9.50	9.50
Project finance debt	INR	2028	10,458	11,585	11.00	10.90
Project finance debt	INR	2033	51,108	54,716	8.55-10.05	8.55-10.05
Project finance debt	INR	2037	54,285	58,157	9.25	9.25
Project finance debt	INR	2035	23,509	25,641	8.15	10.15-10.95
Project finance debt	INR	2033	70,955	68,536	8.60	10.15-15.25
Project finance debt	INR	2025	73,767	72,407	3M LIBOR+1.9	3M LIBOR+1.9
Project finance debt	THB	2027	52,355	65,507	4.2 and MLR-2.8	4.2 and MLR-2.8
Project finance debt	USD	2037	98,254	100,802	3.9 - 5.721	3 - 5.721
Project finance debt	USD	2037	11,391	11,808	3 - 5.706	3 - 5.706
Project finance debt	USD	2037	5,821	6,034	1.1 –5.706	1.1 –5.706
Project finance debt	USD	2037	15,763	16,339	1.5 –5.706	1.5 –5.706
External party loan	USD	2022-2023	2,480	2,480	Interest free	Interest free
Revolving credit facility	JPY	2024	29,641	–	Tonar+0.95	–
Working capital loan	INR	2022-2023	20,204	14,965	7.45-16.75	10.9-11.45
Loan from a related party	JPY	2024	98,245	57,469	1.375	1.375
Euro Medium Term Note	USD	2025	500,000	500,000	3.133	3.133
Bank overdraft	INR	On demand	2,215	–	8.55	–
			1,446,867	1,375,430		

## Vena Energy Holdings Ltd and its Subsidiaries

### Notes to the interim condensed consolidated financial statements For the six months ended 30 June 2022

#### 27. Loans and borrowings and lease liabilities (cont'd)

##### Gross debt (cont'd)

Company	Currency	Maturity date	Principal amount		Interest rate	
			30 June 2022 US\$'000	31 December 2021 US\$'000	2022 %	2021 %
Revolving credit facility	JPY	2023	29,640	–	Tonar+0 .95	–
Loan from a related party	JPY	2024	98,245	57,469	1.375	1.375
Loan from Euro Medium Term Note Issuer	JPY	2025	208,036	246,925	1.372 and 2.655	1.372 and 2.655
			335,921	304,394		

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. Except as disclosed below, the Group has not breached any debt covenants in the financial period/year ended 30 June 2022 and 31 December 2021 respectively.

Some of the Group's loan agreements are subject to covenant clauses, whereby the Group is required to maintain certain reserve balance. The Group did not fulfil the debt service reserve account as required in the contract for a credit line of US\$111.7 million (2021: US\$111.7 million), of which the Group has currently drawn an amount of US\$87.5 million (2021: US\$93.7 million).

Due to this breach of the covenant clause, the lender is contractually entitled to request for immediate repayment of the outstanding loan amount of US\$87.5 million (2021: US\$93.7 million). Accordingly, the outstanding balance is presented as a current liability as at 30 June 2022. The lender had not requested early repayment of the loan as of the date when these financial statements were approved by the Board of Directors.

US\$794.1 million (2021: US\$800.5 million) of project finance debts are taken up by the subsidiaries of the Group where these debt obligations have no recourse to the Group.

##### Leverage ratio

Pursuant to the amendment and restatement agreement dated 21 May 2021 relating to the existing facilities agreement between the Company, VETHL, ZJHT and Credit Agricole Corporate and Investment Bank acting as agent and issuing bank (the "RCF Facility Agreement"), the Company has complied with all covenants relating to the Revolving Credit Facility as at 30 June 2022.

##### Pledges for facility agreements

The Group has entered into several Facilities agreements with various financial institutions. Under these agreements, these financial institutions provide project financing debts of US\$788.9 million (2021: US\$800.5 million) to the Group on a combination of fixed and floating rates.

## Vena Energy Holdings Ltd and its Subsidiaries

### Notes to the interim condensed consolidated financial statements For the six months ended 30 June 2022

#### 27. Loans and borrowings and lease liabilities (cont'd)

##### Pledges for facility agreements (cont'd)

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.

The Group's assets directly pledged in relation to the facilities agreements are as disclosed in Note 14, 16, 22 and 24 to 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:

	30 June 2022 US\$'000	31 December 2021 US\$'000
Project entities' contribution to the net assets of the Group	185,623	225,027

##### Stand-by letter of credit

As at 30 June 2022, the Group obtained stand-by letter of credit ("SBLC") which totaled to US\$105.1 million (2021: Nil) and expires over the period from August 2022 to July 2023. The SBLC bears an interest of 0.8% to 0.95% per annum.

#### 28. Trade and other payables

	Note	Group		Company	
		30 June 2022 US\$'000	31 December 2021 US\$'000	30 June 2022 US\$'000	31 December 2021 US\$'000
<b>Non-current</b>					
Deferred income	(a)	7,458	7,671	–	–
<b>Current</b>					
Non-trade amounts due to:					
- Direct subsidiary	(b)	–	–	1,579	3,482
- Indirect subsidiaries	(b)	–	–	380	4,109
- Related parties	(c)	4,156	5,003	–	–
- Other third parties	(d)	9,884	10,716	17	–
Trade payables		8,234	12,331	–	–
Payables to EPC contractors		13,325	398	–	–
Other tax payable		7,355	5,706	–	–
Accrued operating expenses		28,169	30,229	39	200
Accrued staff costs		3,041	2,576	–	–
Deferred income	(e)	2,789	2,646	–	–
		76,953	69,605	2,015	7,791
Total trade and other payables		84,411	77,276	2,015	7,791

## Vena Energy Holdings Ltd and its Subsidiaries

### Notes to the interim condensed consolidated financial statements For the six months ended 30 June 2022

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#### 28. Trade and other payables (cont'd)

Trade payables are non-interest bearing and are generally settled on standard credit terms.

- (a) Non-current deferred income is contract liabilities which relates to advanced mobilisation payments received from subsidiaries of ZJHT of US\$2.9 million (2021: US\$2.5 million), amortised over the contractual period with regards to operations and maintenance agreements.
- (b) The amount due to subsidiaries of US\$2.0 million (2021: US\$7.6 million) is non-trade, unsecured, non-interest bearing and repayable on demand.
- (c) Amounts due to related parties include US\$2.0 million (2021:US\$2.2 million) of advances received from subsidiaries of ZJHT for asset management fees and operational and maintenance fees. It also includes US\$2.1 million (2021: US\$1.8 million) payables to subsidiaries of ZJHT for purchase of land which was subsequently leased back to the same subsidiaries of the ZJHT.
- (d) Included in amounts due to other third parties are amounts due to seller of a subsidiary of ZJHT upon acquisition of US\$5.2 million (2021: US\$6.0 million).
- (e) Included in current deferred income is contract liabilities of US\$2.1 million (2021: US\$1.9 million) which relates to advances received from customers for services yet to be fulfilled, US\$0.2 million (2021: US\$0.4 million) which relates to government grants on project, amortised over PPA period of 25 years, US\$0.1 million (2021: US\$0.2 million) which relates to government grants on bond issuance, amortised over the bond life of 5 years.

#### 29. Hedge accounting

The Group's sale of energy in South Australia has a fixed tariff applied per the offtake agreement signed on October 2017. 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, the Group designated the electricity derivative as a hedging instrument. The Group hedges the cash flow variability on highly probable forecast electricity sales due to 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 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.

## Vena Energy Holdings Ltd and its Subsidiaries

Notes to the interim condensed consolidated financial statements  
For the six months ended 30 June 2022

## 29. Hedge accounting (cont'd)

The amounts related to items designated as hedging instruments are as follows (cont'd).

	30 June 2022			Line item in the statement of financial position where the hedging instrument is included	During the six months ended 30 June 2022					
	Nominal amount US\$'000	Carrying amount – assets US\$'000	Carrying amount – liabilities US\$'000		Change in value used for calculating hedge ineffectiveness US\$'000	Change in value of hedging instrument recognised in OCI US\$'000	Hedge ineffectiveness recognised in profit or loss US\$'000	Line item in profit or loss that includes hedge ineffectiveness	Amount reclassified from hedging reserve to profit or loss US\$'000	Line item affected in profit or loss because of the reclassification
<b>Commodity price risk</b>										
Electricity derivative	316,251	66,781	–	Derivative assets	(73,312)	(47,730)	(25,582)	Change in fair value of financial instruments at FVTPL	2,663	Sale of energy

	30 June 2022	During the six months ended 30 June 2022	
	Change in value used for calculating hedge ineffectiveness US\$'000	Cash flow hedge reserve US\$'000	Balances remaining in the cash flow hedge reserve from hedging relationships for which hedge accounting is no longer applied US\$'000
Sale of energy	47,730	(47,730)	Not applicable

## Vena Energy Holdings Ltd and its Subsidiaries

### Notes to the interim condensed consolidated financial statements For the six months ended 30 June 2022

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#### 30. 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.

## Vena Energy Holdings Ltd and its Subsidiaries

### Notes to the interim condensed consolidated financial statements For the six months ended 30 June 2022

#### 30. 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.

Group	Note	Carrying amount			Fair value				
		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
<b>30 June 2022</b>									
Loans receivables	20	–	349,636	–	349,636	–	352,967	–	352,967
Trade and other receivables*	22	–	207,966	–	207,966	–	–	–	–
Other investments	19	23,023	–	–	23,023	–	–	23,023	23,023
Electricity derivative	21	66,781	–	–	66,781	–	–	66,781	66,781
Forward exchange contracts	21	706	–	–	706	–	706	–	706
Cross currency swaps	21	79,175	–	–	79,175	–	79,175	–	79,175
Interest rate swaps	21	11,001	–	–	11,001	–	11,001	–	11,001
Cash and bank balances	24	–	192,130	–	192,130	–	–	–	–
		180,686	749,732	–	930,418	–	–	–	–
Loans and borrowings	27	–	–	(1,440,929)	(1,440,929)	–	(1,454,589)	–	(1,454,589)
Interest rate swaps	21	(1,171)	–	–	(1,171)	–	(1,171)	–	(1,171)
Trade and other payables*	28	–	–	(66,809)	(66,809)	–	–	–	–
		(1,171)	–	(1,507,738)	(1,508,909)	–	–	–	–

\* Excludes non-financial assets and liabilities

## Vena Energy Holdings Ltd and its Subsidiaries

### Notes to the interim condensed consolidated financial statements For the six months ended 30 June 2022

#### 30. Fair value of financial instruments (cont'd)

##### Accounting classification and fair value (cont'd)

Group	Note	Carrying amount				Fair value			
		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
<b>31 December 2021</b>									
Loans receivables	20	–	403,424	–	403,424	–	407,097	–	407,097
Trade and other receivables*	22	–	183,966	–	183,966	–	–	–	–
Other investments	19	23,548	–	–	23,548	–	–	23,548	23,548
Electricity derivative	21	146,520	–	–	146,520	–	–	146,520	146,520
Forward exchange contracts	21	875	–	–	875	–	875	–	875
Cross currency swaps	21	19,582	–	–	19,582	–	19,582	–	19,582
Interest rate swaps	21	2,194	–	–	2,194	–	2,194	–	2,194
Cash and bank balances	24	–	220,934	–	220,934	–	–	–	–
		192,719	808,324	–	1,001,043	–	–	–	–
Loans and borrowings	27	–	–	(1,368,904)	(1,368,904)	–	(1,382,934)	–	(1,382,934)
Interest rate swaps	21	(9,455)	–	–	(9,455)	–	(9,455)	–	(9,455)
Forward exchange contracts	21	(53)	–	–	(53)	–	(53)	–	(53)
Trade and other payables*	28	–	–	(61,253)	(61,253)	–	–	–	–
		(9,508)	–	(1,430,157)	(1,439,665)	–	–	–	–

\* Excludes non-financial assets and liabilities

## Vena Energy Holdings Ltd and its Subsidiaries

### Notes to the interim condensed consolidated financial statements For the six months ended 30 June 2022

#### 30. Fair value of financial instruments (cont'd)

##### Accounting classification and fair value (cont'd)

Company	Note	Carrying amount				Fair value			
		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
<b>30 June 2022</b>									
Loans receivables	20	–	110,353	–	110,353	–	110,353	–	110,353
Trade and other receivables*	22	–	1,942	–	1,942	–	–	–	–
Forward exchange contracts	21	706	–	–	706	–	706	–	706
Cash and bank balances	24	–	39,830	–	39,830				
		706	152,125	–	152,831				
Loans and borrowings	27	–	–	(333,855)	(333,855)	–	(333,855)	–	(333,855)
Trade and other payables*	28	–	–	(2,015)	(2,015)	–	(2,015)	–	(2,015)
		–	–	335,870	335,870				

\* Excludes non-financial assets and liabilities

## Vena Energy Holdings Ltd and its Subsidiaries

### Notes to the interim condensed consolidated financial statements For the six months ended 30 June 2022

#### 30. Fair value of financial instruments (cont'd)

##### Accounting classification and fair value (cont'd)

Company	Note	Carrying amount				Fair value			
		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
<b>31 December 2021</b>									
Loans receivables	20	–	124,239	–	124,239	–	124,239	–	124,239
Trade and other receivables*	22	–	1,869	–	1,869	–	–	–	–
Forward exchange contracts	21	875	–	–	875	–	875	–	875
Cash and bank balances	24	–	93,168	–	93,168	–	–	–	–
		875	219,276	–	220,151	–	–	–	–
Loans and borrowings	27	–	–	(302,082)	(302,082)	–	(306,369)	–	(306,369)
Forward exchange contract	21	(53)	–	–	(53)	–	(53)	–	(53)
Trade and other payables*	28	–	–	(7,791)	(7,791)	–	–	–	–
		(53)	–	(309,873)	(309,926)	–	–	–	–

\* Excludes non-financial assets and liabilities

## Vena Energy Holdings Ltd and its Subsidiaries

### Notes to the Condensed Interim Financial Statements For the six months ended 30 June 2022

#### 30. 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	<i>Discounted cash flows:</i> 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: <ul style="list-style-type: none"> <li>the discount rate was lower (higher)</li> </ul>
Electricity derivative	<i>Discounted cash flows:</i> 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 rate Discount rate	The estimated fair value would increase (decrease) if: <ul style="list-style-type: none"> <li>The electricity spot rate was lower (higher);</li> <li>The discount rate was lower (higher).</li> </ul>
Interest rate swaps	<i>Swap models:</i> 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

## Vena Energy Holdings Ltd and its Subsidiaries

### Notes to the Condensed Interim Financial Statements For the six months ended 30 June 2022

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#### 30. Fair value of financial instruments (cont'd)

##### Valuation techniques and significant unobservable inputs (cont'd)

##### Financial instruments measured at fair value (cont'd)

<b>Type</b>	<b>Valuation technique</b>	<b>Significant unobservable inputs</b>	<b>Inter-relationship between key unobservable inputs and fair value measurement</b>
Forward exchange contracts	<i>Forward pricing:</i> 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	<i>Swap models:</i> 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

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##### Financial instruments not measured at fair value

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

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## Vena Energy Holdings Ltd and its Subsidiaries

### Notes to the Condensed Interim Financial Statements For the six months ended 30 June 2022

#### 30. Fair value of financial instruments (cont'd)

##### Financial instruments not measured at fair value (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:

	Group			
	30 June 2022		31 December 2021	
	Equity investments – at FVTPL US\$'000	Electricity derivative US\$'000	Equity investments – at FVTPL US\$'000	Electricity derivative US\$'000
Beginning balance	23,548	146,520	26,340	182,382
Acquisitions	414	–	5,393	–
Ineffective portion of changes in fair value of cash flow hedge recognised in profit or loss	–	(25,582)	(7,694)	(27,105)
Effective portion of changes in fair value of cash flow hedge recognised in OCI	–	(47,730)	–	–
Foreign currency translation recognised in OCI	(939)	(6,427)	(491)	(8,757)
Ending balance	23,023	66,781	23,548	146,520

#### 31. Commitments

##### Construction agreements

The commitments for construction of property, plant and equipment as at 30 June 2022 and 31 December 2021 are as follows:

	Group	
	30 June 2022	31 December 2021
<u>Type of contracts</u>		
Supply contract	225,885	89,431
Supply and service contract	45	77
At end of the period/year	225,930	89,508

**Vena Energy Holdings Ltd and its Subsidiaries****Notes to the Condensed Interim Financial Statements  
For the six months ended 30 June 2022**

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**31. Commitments (cont'd)***Acquisitions*Project Yokji

On April 2020, the Group entered into a share purchase agreement to acquire 100% of Yokji. As part of the purchase consideration, the Group has committed to contingent payments upon achieving of the project milestones.

In May 2021, the Group made the contingent payment amounting to KRW2,200 million upon the execution of the grid connection agreement, and is recognised as part of the Group's project-related agreements and licenses in Note 16 Intangible assets.

The Group commits to pay the remaining contingent payment, amounting to KRW5,000 million, upon the submission of final and effective notice of the commencement of construction work to the Governmental Authority in relation to the project.

Project Taeon

On 17 January 2022, the Group entered into a share purchase agreement to acquire 100% of Taeon Wind Power Co., Ltd. ("Taeon"). The total purchase consideration ranges from KRW 50 billion to KRW 140 billion and is contingent on the final tariff rate granted in the power purchase agreement and construction cost stated in the EPC construction contract that have yet to be finalized.

**32. Contingent liability***Tax dispute*

A subsidiary is involved in a tax dispute which arose in the ordinary course of business. An Assessing Officer ("AO") in the Indian tax office has made the following adjustments to the tax returns of the subsidiary:

- Disallowed interest differential between 9.5%/11% and 15%/10.9% for non-convertible debentures/ Rupee denominated bonds ("NCD/RDB"), respectively; and
- Disallowed certain Capex/Opex based expenditure.

The subsidiary has filed an appeal with the higher authorities against the claim made by AO and the outcome is still pending as at 30 June 2022. Based on external tax and legal advice, management believes that the outcome will not have a material adverse effect on the financial position of the Group.

## **Vena Energy Holdings Ltd and its Subsidiaries**

### **Notes to the Condensed Interim Financial Statements For the six months ended 30 June 2022**

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#### **33. Related parties**

During the six months ended 30 June 2022, other than those disclosed elsewhere in the financial statements, there were no other significant transactions with related parties.

The Group has determined VETHL and its subsidiaries, ZJHT and its subsidiaries as related parties in accordance with IAS 24.

#### **34. Subsequent events**

Investment in a subsidiary

From July 2022 to August 2022, the Company subscribed to 68,347,775 ordinary shares of US\$1.00 each amounting to US\$68,347,775 in Vena Energy Ltd, a wholly owned subsidiary of the Company.

From July 2022 to August 2022, the Company reduced its investment in Vena Energy Ltd by US\$40,287,291 by way of share buyback.

#### **35. Authorisation of interim financial statements for issue**

The interim financial statements for the period 1 January 2022 to 30 June 2022 were authorised for issue in accordance with a resolution of the directors passed on 8 September 2022.

# Zenith Japan Holdings Trust and its Subsidiaries

Interim Condensed Financial Statements  
For the six months ended 30 June 2022



## Zenith Japan Holdings Trust and its Subsidiaries

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## Zenith Japan Holdings Trust and its Subsidiaries

### Statement by directors of the trustee

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#### Opinion of the directors

In the opinion of the directors of Zenith Japan Holdings Ltd (the "Trustee"):

- (a) the accompanying interim condensed financial statements comprising the condensed statements of financial position of Zenith Japan Holdings Trust (the "Trust") and its subsidiaries (collectively the "Group") as at 30 June 2022, the condensed statements of profit or loss, comprehensive income, changes in unitholder's fund and cash flows of the Group and for the Trust for the six months period then ended, and notes to the interim condensed financial statements, including significant accounting policies, are prepared, in all material respects, in accordance with the International Accounting Standard ("IAS") 34 *Interim Financial Reporting*; and
- (b) at the date of this statement, there are reasonable grounds to believe that the Trust will be able to pay its debts as and when they fall due.

The board of directors of the Trustee has, on the date of this statement, authorised the interim condensed financial statements for issue.

On behalf of the board of directors of the Trustee,

DocuSigned by:  
  
54143219ADB2446...

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Director  
Gregg Myers

8 September 2022

## **Zenith Japan Holdings Trust and its Subsidiaries**

### **Independent auditor's report For the six months ended 30 June 2022**

**The Trustee  
Zenith Japan Holdings Trust**

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## **Report on the review of the interim condensed financial statements**

### *Introduction*

We have reviewed the accompanying interim condensed financial statements of Zenith Japan Holdings Trust (the "Trust") and its subsidiaries (collectively the "Group") which comprise the condensed statements of financial position of the Group and of the Trust as at 30 June 2022, the condensed statements of profit or loss, comprehensive income, changes in unitholder's fund and cash flows of the Group and the Trust for the six months period then ended, and significant accounting policies and other explanatory notes. Management is responsible for the preparation and presentation of the interim condensed financial statements in accordance with International Accounting Standard ("IAS") 34 *Interim Financial Reporting*. Our responsibility is to express a conclusion on the interim condensed financial statements based on our review.

### *Scope of review*

We conducted our review in accordance with Singapore Standard on Review Engagements 2410 *Review of Interim Financial Information Performed by the Independent Auditor of the Entity*. A review of interim financial statements consists of making inquiries, primarily of persons responsible for financial and accounting matters, and applying analytical and other review procedures. A review is substantially less in scope than an audit conducted in accordance with International Standards on Auditing and consequently does not enable us to obtain assurance that we would become aware of all significant matters that might be identified in an audit. Accordingly, we do not express an audit opinion.

### *Conclusion*

Based on our review, nothing has come to our attention that causes us to believe that the accompanying interim condensed financial statements as at and for the six months ended 30 June 2022 are not prepared, in all material respects, in accordance with IAS 34 *Interim Financial Reporting*.

### *Restriction on distribution and use*

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 interim condensed financial statements for the purpose of reporting to external counterparties for existing bonds issued and for no other purpose. Our report will be made available by you to the existing bond holders 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.

**Zenith Japan Holdings Trust and its Subsidiaries**

**Independent auditor's report  
For the six months ended 30 June 2022**

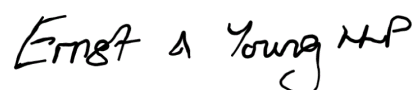
**The Trustee  
Zenith Japan Holdings Trust**

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*Other matter*

The financial statements of the Group and the Trust for the year ended 31 December 2021 were audited by another auditor who expressed an unmodified opinion on those statements on 13 May 2022.

The interim condensed financial statements of the Group and the Trust for the six months ended 30 June 2021 were reviewed by another auditor who expressed an unqualified conclusion on those statements on 8 September 2021.



Ernst & Young LLP

Public Accountants and  
Chartered Accountants  
Singapore

8 September 2022

**Zenith Japan Holdings Trust and its Subsidiaries****Interim condensed statements of profit or loss  
For the six months ended 30 June 2022**

	Note	Group		Trust	
		30 June 2022 US\$'000	30 June 2021 US\$'000	30 June 2022 US\$'000	30 June 2021 US\$'000
Revenue	6	75,012	52,394	4,866	27,257
Other income	6	489	51	–	–
<b>Total revenue</b>		<b>75,501</b>	<b>52,445</b>	<b>4,866</b>	<b>27,257</b>
Operating costs	7	(14,350)	(9,353)	(74)	(122)
Asset management fees	8	(2,004)	(1,792)	–	–
Development costs	9	(384)	(773)	–	–
Depreciation expense	11,12	(21,095)	(13,835)	–	–
Amortisation expense	13	(16,884)	(12,718)	–	–
<b>Results from operating activities</b>		<b>20,784</b>	<b>13,974</b>	<b>4,792</b>	<b>27,135</b>
Finance income	10	788	4	788	3
Finance costs	10	(6,749)	(4,630)	(1,669)	(1,360)
Net foreign exchange gain		11,041	11,973	8,021	7,719
Change in fair value of financial instruments at fair value through profit or loss (“FVTPL”)		13,721	(1,965)	–	–
<b>Net finance income</b>		<b>18,801</b>	<b>5,382</b>	<b>7,140</b>	<b>6,362</b>
Impairment loss on financial assets		–	(149)	–	–
Write-off of plant, property and equipment	11	–	(1,282)	–	–
Loss on disposal of property, plant and equipment		–	(223)	–	–
Acquisition-related costs		(5)	(1,126)	–	–
Share of results of equity-accounted investees, net of tax	15	4,147	285	–	–
<b>Profit before tax</b>		<b>43,727</b>	<b>16,861</b>	<b>11,932</b>	<b>33,497</b>
Tax expense		(1,143)	(3,122)	–	–
<b>Profit for the period</b>		<b>42,584</b>	<b>13,739</b>	<b>11,932</b>	<b>33,497</b>
<b>Profit attributable to:</b>					
Unitholder of the Trust		42,283	13,651	11,932	33,497
Non-controlling interests		301	88	–	–
		<b>42,584</b>	<b>13,739</b>	<b>11,932</b>	<b>33,497</b>

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

**Zenith Japan Holdings Trust and its Subsidiaries****Interim condensed statements of comprehensive income or loss  
For the six months ended 30 June 2022**

	Note	Group		Trust	
		30 June 2022 US\$'000	30 June 2021 US\$'000	30 June 2022 US\$'000	30 June 2021 US\$'000
<b>Profit for the period</b>		42,584	13,739	11,932	33,497
<b>Other comprehensive income ("OCI")</b>					
<i>Items that are or may be reclassified subsequently to profit or loss</i>					
Foreign currency translation differences		(268,925)	(132,252)	–	–
Foreign currency translation differences of equity-accounted investees	15	(9,582)	(2,911)	–	–
<b>Other comprehensive income for the period</b>		(278,507)	(135,163)	–	–
<b>Total comprehensive income for the period</b>		(235,923)	(121,424)	11,932	33,497
<b>Total comprehensive income attributable to:</b>					
Unitholder of the Trust		(233,730)	(120,294)	11,932	33,497
Non-controlling interests		(2,193)	(1,130)	–	–
		(235,923)	(121,424)	11,932	33,497

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

**Zenith Japan Holdings Trust and its Subsidiaries****Interim condensed statements of financial position****As at 30 June 2022**

	Note	Group		Trust	
		30 June 2022 US\$'000	31 December 2021 US\$'000	30 June 2022 US\$'000	31 December 2021 US\$'000
<b>Assets</b>					
Property, plant and equipment	11	1,154,876	1,260,778	–	–
Right-of-use assets	12	197,896	233,283	–	–
Intangible assets	13	982,843	1,180,681	–	–
Investment in subsidiaries	14	–	–	1,824,322	1,764,623
Equity-accounted investees	15	58,955	56,801	–	–
Loan receivables	16	98,953	–	98,953	–
Prepayments and other assets	17	4,604	4,559	–	–
Trade and other receivables	18	29,514	37,256	–	–
<b>Non-current assets</b>		<b>2,527,641</b>	<b>2,773,358</b>	<b>1,923,275</b>	<b>1,764,623</b>
Loan receivables	16	–	57,958	–	57,958
Prepayments and other assets	17	4,807	6,501	–	–
Trade and other receivables	18	57,995	52,494	–	–
Derivatives assets	22	3,224	–	–	–
Cash and bank balances	19	131,157	224,696	594	119,048
<b>Current assets</b>		<b>197,183</b>	<b>341,649</b>	<b>594</b>	<b>177,006</b>
<b>Total assets</b>		<b>2,724,824</b>	<b>3,115,007</b>	<b>1,923,869</b>	<b>1,941,629</b>
<b>Unitholder's funds</b>					
Units in issue	20	1,712,182	1,712,182	1,712,182	1,712,182
Accumulated profits		81,487	39,204	29,242	17,310
Reserves		(322,006)	(45,993)	–	–
<b>Equity attributable to unitholder of the Trust</b>		<b>1,471,663</b>	<b>1,705,393</b>	<b>1,741,424</b>	<b>1,729,492</b>
Non-controlling interests	28	14,052	15,884	–	–
<b>Total unitholder's fund</b>		<b>1,485,715</b>	<b>1,721,277</b>	<b>1,741,424</b>	<b>1,729,492</b>
<b>Liabilities</b>					
Loans and borrowings	21	788,188	991,626	177,248	210,590
Lease liabilities	21	196,691	227,986	–	–
Derivative liabilities	22	–	11,429	–	–
Asset retirement obligation	23	39,197	38,327	–	–
Trade and other payables	24	524	642	–	–
<b>Non-current liabilities</b>		<b>1,024,600</b>	<b>1,270,010</b>	<b>177,248</b>	<b>210,590</b>
Loans and borrowings	21	121,275	34,925	629	1,370
Lease liabilities	21	4,172	5,396	–	–
Trade and other payables	24	89,061	82,800	4,568	177
Current tax liabilities		1	599	–	–
<b>Current liabilities</b>		<b>214,509</b>	<b>123,720</b>	<b>5,197</b>	<b>1,547</b>
<b>Total liabilities</b>		<b>1,239,109</b>	<b>1,393,730</b>	<b>182,445</b>	<b>212,137</b>
<b>Total equity and liabilities</b>		<b>2,724,824</b>	<b>3,115,007</b>	<b>1,923,869</b>	<b>1,941,629</b>

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

**Zenith Japan Holdings Trust and its Subsidiaries****Interim condensed statements of changes in unitholder's fund  
For the six months ended 30 June 2022**

Group	Note	Attributable to unitholder of the Trust			Non-controlling interests US\$'000	Total US\$'000	
		Units in issue US\$'000	Accumulated profits US\$'000	Translation reserves US\$'000			Total US\$'000
At 1 January 2022		1,712,182	39,204	(45,993)	1,705,393	15,884	1,721,277
<b>Total comprehensive income for the period</b>							
Profit for the period		–	42,283	–	42,283	301	42,584
<b>Other comprehensive income</b>							
Foreign currency translation differences		–	–	(266,431)	(266,431)	(2,494)	(268,925)
Foreign currency translation differences of equity-accounted investees	15	–	–	(9,582)	(9,582)	–	(9,582)
<b>Total comprehensive income for the period</b>		–	42,283	(276,013)	(233,730)	(2,193)	(235,923)
<b>Transactions with unitholder, recognised directly in equity</b>							
<b>Changes in ownership interests in subsidiaries</b>							
Issue of ordinary shares without a change in control		–	–	–	–	361	361
<b>Total transactions with unitholder</b>		–	–	–	–	361	361
<b>At 30 June 2022</b>		1,712,182	81,487	(322,006)	1,471,663	14,052	1,485,715

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

**Zenith Japan Holdings Trust and its Subsidiaries****Interim condensed statements of changes in unitholder's fund (cont'd)****For the six months ended 30 June 2022**

<b>Group</b>	<b>Attributable to unitholder of the Trust</b>				<b>Non-controlling interests</b> US\$'000	<b>Total</b> US\$'000
	<b>Units in issue</b> US\$'000	<b>Accumulated profits</b> US\$'000	<b>Translation reserves</b> US\$'000	<b>Total</b> US\$'000		
At 1 January 2021	1,712,182	16,266	142,330	1,870,778	16,255	1,887,033
<b>Total comprehensive income for the period</b>						
Profit for the period	–	13,651	–	13,651	88	13,739
<b>Other comprehensive income</b>						
Foreign currency translation differences	–	–	(131,034)	(131,034)	(1,218)	(132,252)
Foreign currency translation differences of equity-accounted investees	–	–	(2,911)	(2,911)	–	(2,911)
<b>Total comprehensive income for the period</b>	–	13,651	(133,945)	(120,294)	(1,130)	(121,424)
<b>Transactions with unitholder, recognised directly in equity</b>						
<b>Changes in ownership interests in subsidiaries</b>						
Issue of ordinary shares without a change in control	–	–	–	–	560	560
<b>Total transactions with unitholder</b>	–	–	–	–	560	560
<b>At 30 June 2021</b>	1,712,182	29,917	8,385	1,750,484	15,685	1,766,169

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

**Zenith Japan Holdings Trust and its Subsidiaries****Interim condensed statements of changes in unitholder's fund (cont'd)  
For the six months ended 30 June 2022**

<b>Trust</b>	<b>Units in issue</b> US\$'000	<b>Accumulated profit/(losses)</b> US\$'000	<b>Total</b> US\$'000
At 1 January 2022	1,712,182	17,310	1,729,492
<b>Total comprehensive income for the period</b>	–	11,932	11,932
<b>At 30 June 2022</b>	1,712,182	29,242	1,741,424
At 1 January 2021	1,712,182	(14,060)	1,698,122
<b>Total comprehensive income for the period</b>	–	33,497	33,497
<b>At 30 June 2021</b>	1,712,182	19,437	1,731,619

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

**Zenith Japan Holdings Trust and its Subsidiaries****Interim condensed statements of cash flows  
For the six months ended 30 June 2022**

<b>Group</b>	<b>Note</b>	<b>30 June 2022 US\$'000</b>	<b>30 June 2021 US\$'000</b>
<b>Cash flows from operating activities</b>			
Profit before tax		43,727	16,861
Adjustments for:			
Depreciation expense	11,12	21,095	13,835
Amortisation expense	13	16,884	12,718
Write-off of property, plant and equipment	11	–	1,282
Loss on disposal of property, plant and equipment		–	223
Net changes in fair value of financial instruments at FVTPL		(13,721)	1,965
Impairment loss on financial assets		–	149
Finance income	10	(788)	(4)
Finance costs	10	6,749	4,630
Share of results of equity-accounted investees, net of tax	15	(4,147)	(285)
Unrealised foreign exchange gain		(12,520)	(10,750)
		<hr/> 57,279	<hr/> 40,624
Changes in:			
- Trade and other receivables		2,988	(16,111)
- Prepayments and other assets		2,199	(279)
- Trade and other payables		8,192	5,045
		<hr/> 70,658	<hr/> 29,279
<b>Cash generated from operating activities</b>			
Tax paid		(1,741)	(4,052)
		<hr/> 68,917	<hr/> 25,227
<b>Cash flows from investing activities</b>			
Investment in equity-accounted investees	15	(7,589)	(9,565)
Purchase of property, plant and equipment		(105,429)	(200,769)
Disbursement of loan to related party		(81,047)	(38,979)
Proceeds from repayment of loan receivable from related party		21,204	–
Proceeds from sale of property, plant and equipment		16	3,434
Interest received		490	1
		<hr/> (172,355)	<hr/> (245,878)

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

**Zenith Japan Holdings Trust and its Subsidiaries****Interim condensed statements of cash flows (cont'd)  
For the six months ended 30 June 2022**

<b>Group</b>	<b>Note</b>	<b>30 June 2022 US\$'000</b>	<b>30 June 2021 US\$'000</b>
<b>Cash flows from financing activities</b>			
Proceeds from the issuance of unit		–	350,000
Subscriptions received from NCI		361	560
Proceeds from drawdown of loans and borrowings			
- Project finance debts		36,234	93,568
- Loan from related parties		–	105,289
Repayment of loans and borrowings			
- Project finance debts		(13,636)	(60,683)
- Loan from related parties		–	(291,137)
Payment of lease liabilities		(1,414)	(1,389)
Transaction costs related to loans and borrowings			
- Project finance debts		(1,137)	(2,091)
- Loan from Euro Medium Term Note Issuer		(1,827)	–
Interest paid			
- Project finance debts		(4,395)	(1,842)
- Loan from related party		–	(1,660)
- Loan from Euro Medium Term Note Issuer		(2,258)	(946)
- Lease liabilities		(247)	(383)
- Net interest paid for derivatives		(1,031)	(812)
Deposits pledged		(6,072)	(17,286)
<b>Net cash generated from financing activities</b>		<b>4,578</b>	<b>171,188</b>
<b>Net decrease in cash and cash equivalents</b>		<b>(98,860)</b>	<b>(49,463)</b>
Cash and cash equivalents at beginning of period		157,936	96,386
Effect of exchange rate fluctuations on cash held		(750)	(4,920)
<b>Cash and cash equivalents at end of period</b>	<b>19</b>	<b>58,326</b>	<b>42,003</b>

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

**Zenith Japan Holdings Trust and its Subsidiaries****Interim condensed statements of cash flows (cont'd)  
For the six months ended 30 June 2022**

Trust	Note	30 June 2022 US\$'000	30 June 2021 US\$'000
<b>Cash flows from operating activities</b>			
Profit before tax		11,932	33,497
Adjustments for:			
Dividend income	6	(4,866)	(27,257)
Finance income	10	(788)	(3)
Finance costs	10	1,669	1,360
Unrealised foreign exchange gain		(10,962)	(5,937)
		(3,015)	1,660
Changes in:			
- Trade and other payables		(186)	556
<b>Net cash (used in)/generated from operating activities</b>		(3,201)	2,216
<b>Cash flows from investing activities</b>			
Distribution from subsidiary:			
- Dividend income received		4,866	27,257
- Redemption of units	14	22,549	63,879
Capital contribution to subsidiary	14	(82,248)	(218,773)
Disbursement of loan to related party	16	(81,047)	(38,979)
Proceeds from repayment of loan receivable from related party	16	21,204	-
Interest received from loan to related party		489	-
<b>Net cash used in investing activities</b>		(114,187)	(166,616)
<b>Cash flows from financing activities</b>			
Advances from subsidiary		4,409	-
Proceeds from issuance of units	20	-	350,000
Proceeds of loan from related party		-	100,783
Repayment of loan from related party		-	(290,311)
Interest paid to loans and borrowings:			
- Loan from related party		-	(1,645)
- Loan from Euro Medium Term Note Issuer		(2,258)	(946)
Payment of transaction costs related to loan from Euro Medium Term Note Issuer		(1,827)	-
<b>Net cash generated from financing activities</b>		324	157,881
<b>Net decrease in cash and cash equivalents</b>		(117,064)	(6,519)
Cash and cash equivalents at beginning of period		119,048	6,808
Effect of exchange rate fluctuations on cash held		(1,390)	986
<b>Cash and cash equivalents at end of period</b>	19	594	1,275

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

## Zenith Japan Holdings Trust and its Subsidiaries

### Notes to the interim condensed financial statements For the six months ended 30 June 2022

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#### 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 1st Floor, Les Echelons Court, Les Echelons, South Esplanade, St Peter Port, GY1 1AR, Guernsey.

The interim condensed financial statements of the Group as at and for the six months ended 30 June 2022 comprised 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) Asset Management Agreement

Nippon Renewable Energy K.K., Nippon Wind Energy K.K. and SPC Asset Management Inc. (each, the "Asset Manager") enters into the asset management agreements with the Group entities to manage the asset and business of the Group entities and in return to receive the asset management fees.

##### (iv) Operations & Maintenance ("O&M") Agreement

NRE Operations K.K. (the "O&M Provider") enters into the O&M agreements with the Group entities to provide the relevant operation and maintenance services to the Group entities.

#### 2. Basis of preparation

The interim condensed financial statements for the six months ended 30 June 2022 have been prepared in accordance with IAS 34 *Interim Financial Reporting*. For the six months ended 30 June 2022, the Group and Trust were in a net current liabilities position of US\$17,326,000 (2021: Net current assets of US\$217,929,000) and US\$4,603,000 (2021: Net current assets of US\$175,459,000) respectively. The Group has 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. They have formed a judgement that there is a reasonable expectation that the Group has adequate resources to continue in operational existence for the foreseeable future.

The interim condensed financial statements do not include all the information and disclosures required in the annual financial statements, and should be read in conjunction with the Group's annual financial statements as at 31 December 2021.

## Zenith Japan Holdings Trust and its Subsidiaries

### Notes to the interim condensed financial statements For the six months ended 30 June 2022

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#### 3. Seasonality in operations

Seasonality in operations for the interim period results are not necessarily indicative of results of operations or cash flows for an annual period. The Group's operating results are impacted by external factors, such as resource availability. For example, the power production at the solar plants is directly impacted by seasonal changes in solar irradiance which is normally at its highest during the summer months in Japan.

#### 4. Significant accounting policies

The accounting policies adopted in the preparation of the interim condensed financial statements are consistent with those followed in the preparation of the Group's annual financial statements for the year ended 31 December 2021, except for the adoption of new standards effective as of 1 January 2022. The Group has not early adopted any standard, interpretation or amendment that has been issued but is not yet effective.

Several amendments apply for the first time in 2022, but do not have an impact on the interim condensed financial statements of the Group.

#### 5. Use of judgements and estimates

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

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

Information about critical estimates in applying accounting policies that have the most significant effect on the amounts recognised in the financial statements is included in the following notes:

##### 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.

## Zenith Japan Holdings Trust and its Subsidiaries

### Notes to the interim condensed financial statements For the six months ended 30 June 2022

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#### 5. 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 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 25 Fair value of financial instruments.

**Zenith Japan Holdings Trust and its Subsidiaries****Notes to the interim condensed financial statements  
For the six months ended 30 June 2022****6. Revenue and other income**

The Group's and Trust's revenue and other income comprises:

	<b>Group</b>		<b>Trust</b>	
	<b>30 June 2022</b>	<b>30 June 2021</b>	<b>30 June 2022</b>	<b>30 June 2021</b>
	US\$'000	US\$'000	US\$'000	US\$'000
Revenue:				
Dividend income	–	–	4,866	27,257
Sale of energy	75,012	52,394	–	–
	<u>75,012</u>	<u>52,394</u>	<u>4,866</u>	<u>27,257</u>
Other income:				
Insurance claims	484	46	–	–
Others	5	5	–	–
	<u>489</u>	<u>51</u>	<u>–</u>	<u>–</u>
	<u>75,501</u>	<u>52,445</u>	<u>4,866</u>	<u>27,257</u>

The following table provides information about the nature and timing of the satisfaction of performance obligations in contracts with customers, including significant payment terms, and the related revenue recognition policies.

Nature of goods or services	Sale of renewable energy
When revenue is recognised	Revenue from sale of electricity is recognised in profit or loss when the electricity generated is distributed to the customer over time.  Revenue is determined based on the units of sales delivered at the applicable tariff rates.
Payment terms	15 to 30 days

**Zenith Japan Holdings Trust and its Subsidiaries****Notes to the interim condensed financial statements  
For the six months ended 30 June 2022****6. Revenue and other income (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.

	<b>Group</b>	
	<b>30 June 2022</b>	<b>30 June 2021</b>
	US\$'000	US\$'000
Japan Solar	70,216	52,379
Japan Wind	4,796	15
	75,012	52,394

**Contract balances**

Please refer to Note 18 for contract assets primarily relating to the Group's right to consideration upon fulfilment of performance obligations for sale of renewable energy but not billed as at reporting date. The contract assets are transferred to trade receivables when the rights become unconditional. This usually occurs when the Group invoices the customer.

**7. Operating costs**

	<b>Group</b>		<b>Trust</b>	
	<b>30 June 2022</b>	<b>30 June 2021</b>	<b>30 June 2022</b>	<b>30 June 2021</b>
	US\$'000	US\$'000	US\$'000	US\$'000
Operations and maintenance costs	6,261	3,688	–	–
Asset related tax and levies	4,744	3,373	–	–
Site office maintenance costs	9	157	–	–
Professional fees	788	822	14	62
Asset related insurance	1,746	836	–	–
Utilities and transmission costs	551	236	–	–
Outsourced accounting fees	120	120	60	60
Other general and administrative costs	131	121	–*	–*
	14,350	9,353	74	122

\* Amount less than US\$1,000

## Zenith Japan Holdings Trust and its Subsidiaries

### Notes to the interim condensed financial statements For the six months ended 30 June 2022

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#### 8. Asset management fees

	<b>Group</b>	
	<b>30 June 2022</b>	<b>30 June 2021</b>
	US\$'000	US\$'000
Asset management fees	2,004	1,792

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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 within the Asset Management Agreement 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.

#### 9. Development costs

	<b>Group</b>	
	<b>30 June 2022</b>	<b>30 June 2021</b>
	US\$'000	US\$'000
Professional fees	228	420
Business related taxes	37	109
Other general and administrative costs	119	244
	<hr/> 384	<hr/> 773

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**Zenith Japan Holdings Trust and its Subsidiaries****Notes to the interim condensed financial statements  
For the six months ended 30 June 2022****10. Finance income and finance costs**

	<b>Group</b>		<b>Trust</b>	
	<b>30 June 2022</b>	<b>30 June 2021</b>	<b>30 June 2022</b>	<b>30 June 2021</b>
	US\$'000	US\$'000	US\$'000	US\$'000
<b>Finance income</b>				
Interest income on:				
- Loan to related party	775	3	775	3
- Others	13	1	13	-
<b>Total finance income</b>	<b>788</b>	<b>4</b>	<b>788</b>	<b>3</b>
<b>Finance costs</b>				
Interest expense on:				
- Loan from related parties	(28)	(320)	-	(310)
- Loan from Euro Medium Term Note Issuer	(1,669)	(1,050)	(1,669)	(1,050)
- Bond with O&M Provider	(1)	(2)	-	-
- Project finance debts	(2,847)	(1,724)	-	-
- Interest rate swaps	(1,031)	(812)	-	-
- Lease liabilities	(422)	(383)	-	-
- Other finance costs	(751)	(339)	-	-
<b>Total finance costs</b>	<b>(6,749)</b>	<b>(4,630)</b>	<b>(1,669)</b>	<b>(1,360)</b>

## Zenith Japan Holdings Trust and its Subsidiaries

### Notes to the interim condensed financial statements For the six months ended 30 June 2022

#### 11. Property, plant and equipment

Group	Note	Freehold land US\$'000	Building and leasehold improvements US\$'000	Electric generator equipment US\$'000	Assets under construction US\$'000	Total US\$'000
<b>Cost</b>						
At 1 January 2021		33,367	15	631,857	402,205	1,067,444
Additions		103	–	29,463	368,094	397,660
Reclassifications		–	–	325,794	(325,794)	–
Capitalisation of depreciation of right-of-use asset into property, plant and equipment	12	–	–	–	4,479	4,479
Disposal		(3,819)	–	(571)	–	(4,390)
Write-off		–	–	(107)	(2,564)	(2,671)
Effect of exchange rate changes		(3,027)	(2)	(72,349)	(39,633)	(115,011)
<hr/>						
At 31 December 2021		26,624	13	914,087	406,787	1,347,511
Additions		2	–	21,053	92,493	113,548
Reclassifications		–	–	171,096	(171,096)	–
Capitalisation of depreciation of right-of-use asset into property, plant and equipment	12	–	–	–	1,923	1,923
Disposal		(16)	–	–	–	(16)
Effect of exchange rate changes		(4,112)	(2)	(157,374)	(56,407)	(217,895)
<hr/>						
At 30 June 2022		22,498	11	948,862	273,700	1,245,071

## Zenith Japan Holdings Trust and its Subsidiaries

Notes to the interim condensed financial statements  
For the six months ended 30 June 2022

## 11. Property, plant and equipment (cont'd)

Group	Freehold land US\$'000	Building and leasehold improvements US\$'000	Electric generator equipment US\$'000	Assets under construction US\$'000	Total US\$'000
<b>Accumulated depreciation</b>					
At 1 January 2021	–	1	65,735	–	65,736
Depreciation charge for the year	–	–	28,345	–	28,345
Disposal	–	–	(55)	–	(55)
Write-off	–	–	(9)	–	(9)
Effect of exchange rate changes	–	–	(7,284)	–	(7,284)
At 31 December 2021	–	1	86,732	–	86,733
Depreciation charge for the period	–	–*	19,420	–	19,420
Effect of exchange rate changes	–	–*	(15,958)	–	(15,958)
At 30 June 2022	–	1	90,194	–	90,195
<b>Carrying amounts</b>					
At 31 December 2021	26,624	12	827,355	406,787	1,260,778
At 30 June 2022	22,498	10	858,668	273,700	1,154,876

\* Amount less than US\$1,000

## Zenith Japan Holdings Trust and its Subsidiaries

### Notes to the interim condensed financial statements For the six months ended 30 June 2022

#### 11. Property, plant and equipment (cont'd)

As at the reporting date, property, plant and equipment of the Group with carrying amounts of US\$22.5 million (2021: US\$26.6 million) were pledged as collateral to secure project finance debts.

During the six month period ended 30 June 2022, asset management fee expenses and engineering, procurement and construction ("EPC") expenses charged by related parties of the Group, Nippon Renewable Energy K.K and Nippon Wind Energy K.K amounting to US\$14 million (2021: US\$29 million) have been capitalised for projects that have yet to reach their commercial operation dates.

#### 12. Right-of-use assets

Group	Note	Land US\$'000	Office US\$'000	Total US\$'000
<b>Cost</b>				
At 1 January 2021		228,541	–	228,541
Additions		43,877	94	43,971
Effect of exchange rate changes		(23,184)	(3)	(23,187)
At 31 December 2021		249,234	91	249,325
Additions		4,452	–	4,452
Effect of exchange rate changes		(38,881)	(14)	(38,895)
At 30 June 2022		214,805	77	214,882
<b>Accumulated depreciation</b>				
At 1 January 2021		9,454	–	9,454
Depreciation expense		3,257	–	3,257
Capitalisation of depreciation of right-of-use asset into property, plant and equipment	11	4,479	–	4,479
Effect of exchange rate changes		(1,148)	–	(1,148)
At 31 December 2021		16,042	–	16,042
Depreciation expense		1,675	–	1,675
Capitalisation of depreciation of right-of-use asset into property, plant and equipment	11	1,923	–	1,923
Effect of exchange rate changes		(2,654)	–	(2,654)
At 30 June 2022		16,986	–	16,986
<b>Carrying amounts</b>				
At 31 December 2021		233,192	91	233,283
At 30 June 2022		197,819	77	197,896

## Zenith Japan Holdings Trust and its Subsidiaries

### Notes to the interim condensed financial statements For the six months ended 30 June 2022

#### 13. Intangible assets

Group	Goodwill US\$'000	Project- related agreements and licences US\$'000	Total US\$'000
<b>Cost</b>			
At 1 January 2021	276,897	1,108,010	1,384,907
Additions	–	3,027	3,027
Effect of exchange rate changes	(26,209)	(104,984)	(131,193)
At 31 December 2021	250,688	1,006,053	1,256,741
Effect of exchange rate changes	(38,732)	(155,437)	(194,169)
At 30 June 2022	211,956	850,616	1,062,572
<b>Accumulated amortisation</b>			
At 1 January 2021	–	55,836	55,836
Amortisation expense	–	26,282	26,282
Effect of exchange rate changes	–	(6,058)	(6,058)
At 31 December 2021	–	76,060	76,060
Amortisation expense	–	16,884	16,884
Effect of exchange rate changes	–	(13,215)	(13,215)
At 30 June 2022	–	79,729	79,729
<b>Carrying amounts</b>			
At 31 December 2021	250,688	929,993	1,180,681
At 30 June 2022	211,956	770,887	982,843

Amortisation of the intangible assets will begin on the commercial operation date of the renewable assets as defined in the respective power purchase agreements.

## Zenith Japan Holdings Trust and its Subsidiaries

### Notes to the interim condensed financial statements For the six months ended 30 June 2022

#### 14. Investment in subsidiaries

	Trust	
	30 June 2022 US\$'000	31 December 2021 US\$'000
Equity investments, at cost	1,824,322	1,764,623

The table below provides a reconciliation of the movement in investment in the subsidiaries:

	Trust	
	30 June 2022 US\$'000	31 December 2021 US\$'000
Balance as at beginning of period/year	1,764,623	1,668,500
Capital injection during the period/year	82,248	369,205
Redemption during the period/year	(22,549)	(273,082)
Balance as at end of period/year	1,824,322	1,764,623

During the six months period ended 30 June 2022, the Trust increased its investment in subsidiaries by US\$82,249,000 (2021: US\$369,205,000) and redeemed 21,273,462 (2021: 257,339,343) units as a price of US\$1.060 (2021: US\$ 1.069) per unit for the aggregate consideration of US\$22,550,000 (2021: US\$273,082,000).

#### 15. Equity-accounted investees

##### *Interest in joint venture*

	Group	
	30 June 2022 US\$'000	31 December 2021 US\$'000
Interests in joint venture	58,955	56,801

In 2021, the Group acquired 49% economic interest in Wind Power Energy Co., Ltd. ("WPE"). The remaining economic interest is substantially owned by a third party, Prominet Power K.K. and decisions in relation to key relevant activities of WPE require unanimous consent. The Group has assessed that it has joint control over WPE, and that its investment in WPE meets the definition of a joint venture (as defined by the Group's accounting policy). WPE is based in Japan, and principally engaged in development and operation of renewable energy assets.

## Zenith Japan Holdings Trust and its Subsidiaries

### Notes to the interim condensed financial statements For the six months ended 30 June 2022

#### 15. Equity-accounted investees (cont'd)

##### *Interest in joint venture (cont'd)*

The following summarises the financial information of the Group's joint ventures based on the financial statements prepared in accordance with IFRS:

##### 30 June 2022

	Nanao US\$'000	KK Kyudenko US\$'000	WPE US\$'000
<b><u>Statement of financial position</u></b>			
Property, plant and equipment	70,087	100,565	42,010
Right-of-use assets	12,356	41,250	7,996
Intangible assets	1,177	29,108	–
Prepayments and other assets	1,472	235	–
<b>Non-current assets</b>	<b>85,092</b>	<b>171,158</b>	<b>50,006</b>
Prepayments and other assets	–	2,065	3
Trade and other receivables	–	14,617	1,994
Derivative assets	622	–	–
Cash and cash equivalents	5,651	12,229	7,261
<b>Current assets</b>	<b>6,273</b>	<b>28,911</b>	<b>9,258</b>
<b>Total assets</b>	<b>91,365</b>	<b>200,069</b>	<b>59,264</b>
Loans and borrowings	59,629	108,651	12,904
Lease liabilities	4,776	43,317	7,996
Asset retirement obligation	–	5,115	–
<b>Non-current liabilities</b>	<b>64,405</b>	<b>157,083</b>	<b>20,900</b>
Loans and borrowings	–	249	89
Lease liabilities	317	3,398	271
Trade and other payables	11	4,384	2,045
<b>Current liabilities</b>	<b>328</b>	<b>8,031</b>	<b>2,405</b>
<b>Total liabilities</b>	<b>64,733</b>	<b>165,114</b>	<b>23,305</b>
<b>Net assets</b>	<b>26,632</b>	<b>34,955</b>	<b>35,959</b>

**Zenith Japan Holdings Trust and its Subsidiaries**

**Notes to the interim condensed financial statements  
For the six months ended 30 June 2022**

**15. Equity-accounted investees (cont'd)**

*Interest in joint venture (cont'd)*

**30 June 2022**

	<b>Nanao</b> US\$'000	<b>KK Kyudenko</b> US\$'000	<b>WPE</b> US\$'000
<b><u>Statement of comprehensive income</u></b>			
Revenue	–	5,817	–
Operating costs	–	(329)	–
Development costs	(30)	–	(68)
Depreciation expense	–	(2,913)	–
Amortisation expense	–	(602)	–
<b>Results from operating activities</b>	<b>(30)</b>	<b>1,973</b>	<b>(68)</b>
Finance costs	–	(223)	–
Change in fair value of investments at FVTPL	1,942	2,398	–
<b>Profit/(loss) before tax</b>	<b>1,912</b>	<b>4,148</b>	<b>(68)</b>
Tax expense	–	–	–
<b>Profit/(loss) for the period</b>	<b>1,912</b>	<b>4,148</b>	<b>(68)</b>
<b>Total comprehensive income for the period</b>	<b>1,912</b>	<b>4,148</b>	<b>(68)</b>

**Zenith Japan Holdings Trust and its Subsidiaries****Notes to the interim condensed financial statements  
For the six months ended 30 June 2022****15. Equity-accounted investees (cont'd)*****Interest in joint venture (cont'd)*****31 December 2021**

	<b>Nanao</b> US\$'000	<b>KK Kyudenko</b> US\$'000	<b>WPE</b> US\$'000
<b><u>Statement of financial position</u></b>			
Property, plant and equipment	41,600	82,939	48,937
Right-of-use assets	15,321	49,900	10,925
Intangible assets	1,392	31,814	–
Prepayments and other assets	1,751	191	–
<b>Non-current assets</b>	<b>60,064</b>	<b>164,844</b>	<b>59,862</b>
Prepayments and other assets	–	16	1
Trade and other receivables	–	70	229
Cash and cash equivalents	2,211	5,221	4,626
<b>Current assets</b>	<b>2,211</b>	<b>5,307</b>	<b>4,856</b>
<b>Total assets</b>	<b>62,275</b>	<b>170,151</b>	<b>64,718</b>
Loans and borrowings	36,763	129,448	26,015
Derivative liabilities	1,452	1,932	–
<b>Non-current liabilities</b>	<b>38,215</b>	<b>131,380</b>	<b>26,015</b>
Loans and borrowings	401	2,107	508
Trade and other payables	536	2	2,592
<b>Current liabilities</b>	<b>937</b>	<b>2,109</b>	<b>3,100</b>
<b>Total liabilities</b>	<b>39,152</b>	<b>133,489</b>	<b>29,115</b>
<b>Net assets</b>	<b>23,123</b>	<b>36,662</b>	<b>35,603</b>

## Zenith Japan Holdings Trust and its Subsidiaries

### Notes to the interim condensed financial statements For the six months ended 30 June 2022

#### 15. Equity-accounted investees (cont'd)

##### *Interest in joint venture (cont'd)*

30 June 2021

	Nanao US\$'000	KK Kyudenko US\$'000	WPE US\$'000
<b><u>Statement of comprehensive income</u></b>			
Other income	–	1	1
Operating expenses	(10)	(91)	(16)
Change in fair value of investments at FVTPL	1,214	(701)	–
<b>Profit/(loss) before tax</b>	<b>1,204</b>	<b>(791)</b>	<b>(15)</b>
Tax expense	(1)	–	–
<b>Profit/(loss) for the period</b>	<b>1,203</b>	<b>(791)</b>	<b>(15)</b>
<b>Total comprehensive income for the period</b>	<b>1,203</b>	<b>(791)</b>	<b>(15)</b>

30 June 2022

	Nanao US\$'000	KK Kyudenko US\$'000	WPE US\$'000	Total US\$'000
<b>Carrying amount of interest in joint ventures at 1 January 2022</b>	15,956	25,934	14,911	56,801
Group's acquisition of share capital during the period	4,299	–	3,290	7,589
Share of results of joint ventures	1,318	2,862	(33)	4,147
Foreign currency translation differences	(2,710)	(4,039)	(2,833)	(9,582)
<b>Carrying amount of interest in joint ventures at 30 June 2022</b>	<b>18,863</b>	<b>24,757</b>	<b>15,335</b>	<b>58,955</b>

**Zenith Japan Holdings Trust and its Subsidiaries****Notes to the interim condensed financial statements  
For the six months ended 30 June 2022****15. Equity-accounted investees (cont'd)*****Interest in joint venture (cont'd)*****31 December 2021**

	<b>Nanao</b> US\$'000	<b>KK Kyudenko</b> US\$'000	<b>WPE</b> US\$'000	<b>Total</b> US\$'000
<b>Carrying amount of interest in joint venture at 1 January 2021</b>	17,378	28,769	–	46,147
Group's acquisition of share capital during the period	–	–	9,565	9,565
Group's contribution during the year	–	–	6,003	6,003
Share of results of joint venture	55	(188)	(29)	(162)
Foreign currency translation differences	(1,477)	(2,647)	(628)	(4,752)
<b>Carrying amount of interest in joint venture at 31 December 2021</b>	<b>15,956</b>	<b>25,934</b>	<b>14,911</b>	<b>56,801</b>

**16. Loan receivable**

	<b>Group and Trust</b>	
	<b>30 June 2022</b>	<b>31 December 2021</b>
	US\$'000	US\$'000
<b>Non-current</b>		
Loan receivable from related party	98,246	–
Interest on loan receivable from related party	707	–
	<b>98,953</b>	<b>–</b>
<b>Current</b>		
Loan receivable from related party	–	57,469
Interest on loan receivable from related party	–	489
	<b>–</b>	<b>57,958</b>
	<b>98,953</b>	<b>57,958</b>

The Group and the Trust has a loan receivable from Vena Energy Holdings Ltd with an annual interest rate of 1.375%. The loan is, unsecured, denominated in JPY and will mature on 30 December 2024 (2021: repayable on demand).

## Zenith Japan Holdings Trust and its Subsidiaries

### Notes to the interim condensed financial statements For the six months ended 30 June 2022

#### 17. Prepayments and other assets

	Group	
	30 June 2022 US\$'000	31 December 2021 US\$'000
<b>Non-current</b>		
Prepaid asset management fees	1,644	1,946
Prepaid O&M mobilisation fees	2,960	2,613
	4,604	4,559
<b>Current</b>		
Prepaid insurance	724	1,083
Advance payments for construction costs	3,005	4,275
Other assets	1,078	1,143
	4,807	6,501
	9,411	11,060

#### 18. Trade and other receivables

	Group	
Note	30 June 2022 US\$'000	31 December 2021 US\$'000
<b>Non-current</b>		
VAT receivables	26,477	36,706
Deposits	3,037	550
	29,514	37,256
<b>Current</b>		
Non-trade amounts due from:		
- Related parties	(a) 1,739	588
- Asset Managers	-	131
- O&M Provider	-	89
Contract assets	15,557	7,910
VAT receivables	37,933	30,353
EPC contractors	-	9,165
Other deposits	2,927	4,405
	58,156	52,641
Less: Impairment loss	(161)	(147)
	57,995	52,494
	87,509	89,750

## Zenith Japan Holdings Trust and its Subsidiaries

### Notes to the interim condensed financial statements For the six months ended 30 June 2022

#### 18. Trade and other receivables (cont'd)

Trade receivables are non-interest bearing and are generally on standard credit terms. They are recognised at their original invoice amounts which represents their fair values on initial recognition.

- (a) Amount due from related parties (as defined in Note 28) are unsecured, non-trade in nature, non-interest bearing and repayable on demand.

#### 19. Cash and bank balances

	Note	Group		Trust	
		30 June 2022 US\$'000	31 December 2021 US\$'000	30 June 2022 US\$'000	31 December 2021 US\$'000
Bank balances		131,158	224,697	594	119,048
Less: Impairment loss		(1)	(1)	–	–
<b>Cash and bank balances in the statement of financial position</b>		131,157	224,696	594	119,048
Restricted bank balances and deposits	(a)	(72,832)	(66,761)	–	–
Add: impairment loss		1	1	–	–
<b>Cash and cash equivalents in the statement of cash flows</b>		58,326	157,936	594	119,048

As at the reporting date, cash and bank balances of the Group amounting to US\$115.1 million (2021: US\$97.0 million) were pledged as collateral to secure project finance debts.

- (a) As at 30 June 2022, US\$72.8 million (2021: US\$66.8 million) of the Group's cash and bank balances were restricted. Out of this, US\$17.0 million (2021: US\$15.1 million) were held under debt service reserve accounts, which represents a reserve account used for debt service of project finance debt.

#### 20. Units in issue

	Group and Trust	
	30 June 2022 No. of units ( '000)	31 December 2021 No. of units ( '000)
<b>Issued</b>		
At beginning and end of the reporting period/year	1,712,872	1,712,872

#### *Units*

Each unit in the Trust represents an equal undivided interest in the Trust. As at 30 June 2022 and 31 December 2021, all units were issued and fully paid.

## Zenith Japan Holdings Trust and its Subsidiaries

### Notes to the interim condensed financial statements For the six months ended 30 June 2022

#### 21. Loans and borrowings and lease liabilities

	Note	Group		Trust	
		30 June 2022 US\$'000	31 December 2021 US\$'000	30 June 2022 US\$'000	31 December 2021 US\$'000
<b>Non-current</b>					
Project finance debts	(a)	604,995	774,005	–	–
Bond issued by O&M Provider		259	307	–	–
Loan from:					
- Related parties	(b)	5,686	6,724	–	–
- Euro Medium Term Note Issuer	(c)	177,248	210,590	177,248	210,590
		788,188	991,626	177,248	210,590
Lease liabilities		196,691	227,986	–	–
<b>Current</b>					
Project finance debts	(a)	118,595	31,147	–	–
Loan from:					
- Related parties	(b)	1,970	2,329	–	–
Interest payable on:					
- Project finance debts	(a)	–	12	–	–
- Euro Medium Term Note Issuer	(c)	629	1,370	629	1,370
- Bond issued by O&M Provider		12	13	–	–
- Loan from related parties	(b)	69	54	–	–
		121,275	34,925	629	1,370
Lease liabilities		4,172	5,396	–	–
		1,110,326	1,259,933	177,877	211,960

#### (a) Project finance debt

The project finance debt contains 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 its year of maturity.

**Zenith Japan Holdings Trust and its Subsidiaries****Notes to the interim condensed financial statements  
For the six months ended 30 June 2022**

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**21. Loans and borrowings and lease liabilities (cont'd)****(a) Project finance debt (cont'd)**

These loans are repayable in tranches within 16 years and contains a covenant stating that at the end of each half year, the debt service coverage ratio "DSCR" shall not be less than 1.05 times otherwise the loan may be repayable on demand. During the six month period ended 30 June 2022, bank loans with a carrying amount of US\$37.9 million as at 30 June 2022 (2021: US\$46.5 million) fell below the required DSCR ratio. These bank loans have been reclassified from non-current to current as at 30 June 2022. On 29 July 2022, the Group has obtained a letter of waiver from Bank of Fukuoka, Ltd that it will not recall its debts within the next 3 months.

The Group has not breached any debt covenants as at 31 December 2021.

Project finance debts are secured over the assets of the Group as disclosed in Note 21(d).

**(b) Loan from related parties**

In 2021, the Group obtained a loan from Nippon Wind Energy K.K. with an annual interest of 0.5% on the principal outstanding. The loan is repayable within 3 years with maturity date in 2024.

The Group has another loan from Vena Energy Solar (Japan) Pte. Ltd. with an annual interest of 0.8% (2021: 0.8%) on the principal outstanding and will be paid within 13 years (2021: 14 years) in equal and consecutive instalments of 33.33% (2021: 33.33%) with a first payment 10 years (2021: 11 years) from the date signed and the same amount on the same day every year thereafter, or earlier upon demand.

**(c) 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 3.133% 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 3.133% 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 3.133% per annum notes issued on 27 February 2020.

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.

The Notes proceeds were allocated to the Trust, Vena Energy Holdings Ltd and Vena Energy (Taiwan) Holdings Ltd through intercompany loans.

## Zenith Japan Holdings Trust and its Subsidiaries

### Notes to the interim condensed financial statements For the six months ended 30 June 2022

#### 21. Loans and borrowings and lease liabilities (cont'd)

##### (c) Loan from Euro Medium Term Note Issuer (cont'd)

The Trust together with Vena Energy Holdings Ltd and Vena Energy (Taiwan) Holdings 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 1.372% and 0.598% (2021: 1.372% and 2.655%) per annum payable on a semi-annual basis.

The below table shows the notional amount of the outstanding loans and borrowings excluding transaction costs.

<b>Gross debt</b>	<b>Group</b>		<b>Trust</b>	
	<b>30 June 2022</b>	<b>31 December 2021</b>	<b>30 June 2022</b>	<b>31 December 2021</b>
	US\$'000	US\$'000	US\$'000	US\$'000
<b>Non-current</b>				
Project finance debts	615,277	785,613	–	–
Bond issued by O&M Provider	259	307	–	–
Loan from:				
- Related parties	5,686	6,724	–	–
- Euro Medium Term Note Issuer	178,847	212,485	178,847	212,485
	800,069	1,005,129	178,847	212,485
<b>Current</b>				
Project finance debts	120,610	32,493	–	–
Loan from: - Related parties	1,970	2,329	–	–
	122,580	34,822	–	–
	922,649	1,039,951	178,847	212,485

## Zenith Japan Holdings Trust and its Subsidiaries

### Notes to the interim condensed financial statements For the six months ended 30 June 2022

#### 21. Loans and borrowings and lease liabilities (cont'd)

##### (c) Loan from Euro Medium Term Note Issuer (cont'd)

Terms and conditions of loans and borrowings are as follows:

Group	Currency	Nominal interest rate %	Year of maturity	Principal amount US\$'000
<b>2022</b>				
Project finance debt	JPY	3M TIBOR+0.5 to 0.8	2023 to 2039	490,823
Project finance debt	JPY	6M TIBOR+0.83 to 1.0	2024 to 2040	191,881
Project finance debt	JPY	TONAR+0.95	2023	53,183
Bond issued by O&M Provider	JPY	1.0	–	259
Loan from related parties	JPY	0.60 to 0.81	2024 to 2035	7,656
Loan from Euro Medium Term Note Issuer	JPY	1.372	2025	103,742
Loan from Euro Medium Term Note Issuer	JPY	0.598	2025	75,105
<b>2021</b>				
Project finance debt	JPY	3M TIBOR+0.5 to 0.8	2023 to 2039	549,193
Project finance debt	JPY	6M TIBOR+0.83 to 1.0	2024 to 2040	214,785
Project finance debt	JPY	3M LIBOR+0.9	2023	54,128
Bond issued by O&M Provider	JPY	1.0	–	307
Loan from related parties	JPY	0.60 to 0.84	2024 to 2035	9,053
Loan from Euro Medium Term Note Issuer	JPY	1.372	2025	122,700
Loan from Euro Medium Term Note Issuer	USD	2.655	2025	89,785
<b>Trust</b>				
<b>2022</b>				
Loan from Euro Medium Term Note Issuer	JPY	1.372	2025	103,742
Loan from Euro Medium Term Note Issuer	JPY	0.598	2025	75,105
<b>2021</b>				
Loan from Euro Medium Term Note Issuer	JPY	1.372	2025	122,700
Loan from Euro Medium Term Note Issuer	USD	2.655	2025	89,785

**Zenith Japan Holdings Trust and its Subsidiaries****Notes to the interim condensed financial statements  
For the six months ended 30 June 2022****21. Loans and borrowings and lease liabilities (cont'd)****(d) Pledges for facilities agreements**

The Group has entered into several facilities agreements with various financial institutions. Under these agreements, these financial institutions provide project financing debts of US\$736 million (2021: US\$818 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.

The Group's assets directly pledged in relation to the facilities agreements are as disclosed in Note 11 and 19, of the financial statement. The indirect pledge over the consolidated Group's net assets as at reporting date, as a result of the shares of the project entities being pledged, are as follows:

	<b>30 June 2022</b>	<b>31 December 2021</b>
	US\$'000	US\$'000
Project entities' contribution to the net assets of the Group	660,976	768,424

**22. Derivative assets/(liabilities)**

	<b>Group</b>	
	<b>30 June 2022</b>	<b>31 December 2021</b>
	US\$'000	US\$'000
<b>Derivative assets:</b>		
Interest rate swaps	3,224	-
<b>Derivative liabilities:</b>		
Interest rate swaps	-	(11,429)

**Zenith Japan Holdings Trust and its Subsidiaries****Notes to the interim condensed financial statements  
For the six months ended 30 June 2022****23. Assets retirement obligation**

The carrying amount of the Group's asset retirement obligation ("ARO") which is primarily associated with the estimated cost to reinstate property involved in power generation as follows:

	<b>Group</b>	
	<b>30 June 2022</b>	<b>31 December 2021</b>
	US\$'000	US\$'000
Amakusa Wind GK	859	1,013
GK KC-01 Investment	2,265	2,669
GK NRE Sannan	1,554	1,833
GK NRE-05 Investment	3,643	4,293
GK NRE-10 Investment	2,398	2,829
GK NRE-13 Investment	395	465
GK NRE-15 Investment	1,101	1,298
GK NRE-16 Investment	622	734
GK NRE-17 Investment	3,152	3,721
GK NRE-19 Investment	1,937	2,287
GK NRE-20 Investment	2,108	2,486
GK NRE-21 Investment	1,611	1,834
GK NRE-24 Investment	2,397	2,828
GK NRE-36 Investment	1,180	1,394
GK NRE-39 Investment	2,631	3,106
GK NRE-42 Investment	1,106	1,305
GK NWE-02 Investment	1,004	1,184
KP Energy GK	1,956	2,275
SEJ III GK	656	773
GK NRE-37 Investment	1,981	-
Kuni Umi Wind (No. 1) LLC	4,641	-
	39,197	38,327
	39,197	38,327

## Zenith Japan Holdings Trust and its Subsidiaries

### Notes to the interim condensed financial statements For the six months ended 30 June 2022

#### 24. Trade and other payables

	Note	Group		Trust	
		30 June 2022 US\$'000	31 December 2021 US\$'000	30 June 2022 US\$'000	31 December 2021 US\$'000
<b>Non-current</b>					
Deferred income		524	642	–	–
		524	642	–	–
<b>Current</b>					
Trade payables		5,543	5,637	–	–
Other tax payables		4,608	3,608	–	–
Advances received		43	51	–	–
Accrued expenses		30,140	29,942	26	91
Non-trade amounts due to:					
- Asset Managers		34,972	28,771	–	–
- O&M Provider		816	1,316	–	–
- Subsidiary		–	–	4,409	–
- Related parties	(a)	7,870	10,312	133	86
- Other third parties		5,069	3,163	–	–
		89,061	82,800	4,568	177
		89,585	83,442	4,568	177

Trade payables are non-interest bearing and are generally settled on standard credit terms.

(a) Amount due to related parties (as defined in Note 27) are unsecured, non-trade in nature, non-interest bearing and repayable on demand.

#### 25. 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.

## Zenith Japan Holdings Trust and its Subsidiaries

### Notes to the interim condensed financial statements For the six months ended 30 June 2022

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#### 25. Fair value of financial instruments (cont'd)

##### Fair value measurement (cont'd)

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.

## Zenith Japan Holdings Trust and its Subsidiaries

### Notes to the interim condensed financial statements For the six months ended 30 June 2022

#### 25. 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 for lease liabilities as it is not required.

	Note	Carrying amount			Fair value			
		Mandatorily at FVTPL US\$'000	Amortised cost US\$'000	Total US\$'000	Level 1 US\$'000	Level 2 US\$'000	Level 3 US\$'000	Total US\$'000
<b>Group</b>								
<b>30 June 2022</b>								
Loan receivable	16	–	98,953	98,953	–	98,953	–	98,953
Trade and other receivables*	18	–	23,260	23,260	–	–	–	–
Derivative assets	22	3,224	–	3,224	–	3,224	–	3,224
Cash and bank balances	19	–	131,157	131,157	–	–	–	–
		3,224	253,370	256,594	–	–	–	–
Loans and borrowings	21	–	909,463	909,463	–	923,359	–	923,359
Lease liabilities	21	–	200,863	200,863	–	–	–	–
Other financial liabilities (net of advances)*	24	–	84,411	84,411	–	–	–	–
		–	1,194,737	1,194,737	–	–	–	–

\* Excludes non-financial assets and liabilities

## Zenith Japan Holdings Trust and its Subsidiaries

### Notes to the interim condensed financial statements For the six months ended 30 June 2022

#### 25. Fair value of financial instruments (cont'd)

##### Accounting classification and fair value (cont'd)

	Note	Carrying amount			Fair value			
		Mandatorily at FVTPL US\$'000	Amortised cost US\$'000	Total US\$'000	Level 1 US\$'000	Level 2 US\$'000	Level 3 US\$'000	Total US\$'000
<b>Group</b>								
<b>31 December 2021</b>								
Loan receivable	16	–	57,958	57,958	–	57,958	–	57,958
Trade and other receivables*	18	–	22,838	22,838				
Cash and bank balances	19	–	224,696	224,696				
		–	305,492	305,492				
Loans and borrowings	21	–	1,026,551	1,026,551	–	1,041,400	–	1,041,400
Lease liabilities	21	–	233,382	233,382				
Derivative liabilities	22	11,429	–	11,429	–	11,429	–	11,429
Other financial liabilities (net of advances)*	24	–	79,141	79,141				
		11,429	1,339,074	1,350,503				

\* Excludes non-financial assets and liabilities

**Zenith Japan Holdings Trust and its Subsidiaries**

**Notes to the interim condensed financial statements  
For the six months ended 30 June 2022**

**25. Fair value of financial instruments (cont'd)**

**Accounting classification and fair value (cont'd)**

	Note	Carrying amount			Fair value			
		Mandatorily at FVTPL US\$'000	Amortised cost US\$'000	Total US\$'000	Level 1 US\$'000	Level 2 US\$'000	Level 3 US\$'000	Total US\$'000
<b>Trust</b>								
<b>30 June 2022</b>								
Loan receivable	16	–	98,953	98,953	–	98,953	–	98,953
Cash and bank balances	19	–	594	594				
		–	99,547	99,547				
Loans and borrowings	21	–	177,877	177,877	–	179,477	–	179,477
Other financial liabilities	24	–	4,568	4,568				
		–	182,445	182,445				

## Zenith Japan Holdings Trust and its Subsidiaries

Notes to the interim condensed financial statements  
For the six months ended 30 June 2022

## 25. Fair value of financial instruments (cont'd)

## Accounting classification and fair value (cont'd)

	Note	Carrying amount			Fair value			
		Mandatorily at FVTPL US\$'000	Amortised cost US\$'000	Total US\$'000	Level 1 US\$'000	Level 2 US\$'000	Level 3 US\$'000	Total US\$'000
<b>Trust</b>								
<b>31 December 2021</b>								
Loan receivable	16	–	57,958	57,958	–	57,958	–	57,958
Cash and cash equivalents	19	–	119,048	119,048				
		–	177,006	177,006				
Loans and borrowings	21	–	211,960	211,960	–	213,855	–	213,855
Other financial liabilities	24	–	177	177				
		–	212,137	212,137				

## Zenith Japan Holdings Trust and its Subsidiaries

### Notes to the interim condensed financial statements For the six months ended 30 June 2022

#### 25. 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 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
Interest rate swaps	<i>Swap models</i> : 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.

##### Financial instruments not measured at fair value

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

#### 26. Commitments

##### Capital commitments

The Group entered into various contracts to construct renewable energy power plants. The total and remaining construction costs as at reporting date were:

	30 June 2022 US\$'000	31 December 2021 US\$'000
<u>Type of contracts</u>		
Property, plant and equipment	386,368	494,080

## Zenith Japan Holdings Trust and its Subsidiaries

### Notes to the interim condensed financial statements For the six months ended 30 June 2022

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#### 27. Related parties

During the six months period ended 30 June 2022, in addition to those disclosed elsewhere in the financial statements, the following were significant transactions with related parties.

The Group has determined Vena Energy (Taiwan) Holdings Ltd and its subsidiaries and Vena Energy Holdings Limited and its subsidiaries as related parties in accordance with IAS 24.

The following significant transactions between the Group and its related parties took place at terms agreed between the parties during the financial period:

	<b>Group</b>	
	<b>30 June 2022</b>	<b>30 June 2021</b>
	US\$'000	US\$'000
Asset management fees	2,004	1,792
Operations and maintenance costs	6,261	3,688
Outsourced accounting fees	120	120
	<hr/>	<hr/>

#### *Sale and leaseback*

During the six months period ended 30 June 2022, the Group entered into sale and leaseback transactions with a related party of the Group, NRE Land Management GK, in respect of several freehold land parcels in Japan to transfer ownership and associated obligations relating to the land parcels to its related party. The freehold land parcels were sold at fair value and leased back over 20 to 35 years at market rentals.

The total consideration for the sale of the land parcels amounted to US\$16,000 (2021: US\$3,411,000). During the six month period ended 30 June 2022, right-of-use assets and lease liabilities relating to sale and leaseback transactions with related party amounted to US\$29,000 (2021: US\$4,536,000) and US\$29,000 (2021: US\$4,342,000) respectively.

As at 30 June 2022, the carrying amount of lease liabilities (Note 21) included US\$10,232,000 (2021: US\$12,096,000) arising from sales and leaseback transactions with related party.

#### 28. Non-controlling interests

Non-controlling interest denotes Nippon Renewable Energy K.K, Nippon Wind Energy K.K and Zeini Solar (S) Pte Ltd in fully paid up equity shares of all group entities domiciled in Japan.

#### 29. Authorisation of financial statements for issue

The interim condensed financial statements for the period 1 January 2022 to 30 June 2022 were authorised for issue in accordance with a resolution of the directors passed on 8 September 2022.

Vena Energy (Taiwan) Holdings Ltd  
and its Subsidiaries

Interim Condensed Financial Statements  
For the six months ended 30 June 2022



## Vena Energy (Taiwan) Holdings Ltd and its Subsidiaries

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## Vena Energy (Taiwan) Holdings Ltd and its Subsidiaries

### Statement by directors

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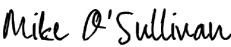
#### Opinion of the directors

In our opinion:

- (a) the accompanying interim condensed financial statements comprising the condensed statements of financial position of Vena Energy (Taiwan) Holdings Ltd (the "Company") and its subsidiaries (collectively, the "Group") as at 30 June 2022, the condensed statements of profit or loss, comprehensive income, changes in equity and cash flows of the Group and the Company for the six months period then ended, and notes to the interim condensed financial statements, including significant accounting policies, are prepared, in all material respects, in accordance with the International Accounting Standard ("IAS") 34 *Interim Financial Reporting*; and
- (b) at the date of this statement, there are reasonable grounds to believe that the Group and the Company will be able to pay its debts as and when they fall due.

The board of directors has, on the date of this statement, authorised the condensed interim financial statements for issue.

On behalf of the Board of Directors

DocuSigned by:  
  
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Director

Mike O'Sullivan

8 September 2022

## **Vena Energy (Taiwan) Holdings Ltd and its Subsidiaries**

### **Independent auditor's report For the six months ended 30 June 2022**

#### **Member of the Company Vena Energy (Taiwan) Holdings Ltd**

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### **Report on the review of the interim condensed financial statements**

#### *Introduction*

We have reviewed the accompanying interim condensed financial statements of Vena Energy (Taiwan) Holdings Ltd (the "Company") and its subsidiaries (collectively the "Group"), which comprise the condensed statements of financial position of the Group and the Company as at 30 June 2022, the condensed statements of profit or loss, comprehensive income, changes in equity and cash flows of the Group and the Company for the six month period then ended, and significant accounting policies and other explanatory notes. Management is responsible for the preparation and presentation of the interim condensed financial statements in accordance with International Accounting Standard ("IAS") 34 *Interim Financial Reporting*. Our responsibility is to express a conclusion on the interim condensed financial statements based on our review.

#### *Scope of review*

We conducted our review in accordance with Singapore Standard on Review Engagements 2410 *Review of Interim Financial Information Performed by the Independent Auditor of the Entity*. A review of interim financial statements consists of making inquiries, primarily of persons responsible for financial and accounting matters, and applying analytical and other review procedures. A review is substantially less in scope than an audit conducted in accordance with International Standards on Auditing and consequently does not enable us to obtain assurance that we would become aware of all significant matters that might be identified in an audit. Accordingly, we do not express an audit opinion.

#### *Conclusion*

Based on our review, nothing has come to our attention that causes us to believe that the accompanying interim condensed financial statements as at and for the six months ended 30 June 2022 are not prepared, in all material respects, in accordance with IAS 34 *Interim Financial Reporting*.

#### *Restriction on distribution and use*

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 interim condensed financial statements for the purpose of reporting to external counterparties for existing bonds issued and for no other purpose. Our report will be made available by you to the existing bond holders and the potential bond investors for their information only. We do not assume responsibility to anyone other than the Company for our work, for our report, or for the conclusions we have reached in our report.

**Vena Energy (Taiwan) Holdings Ltd and its Subsidiaries**

**Independent auditor's report  
For the six months ended 30 June 2022**

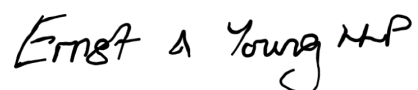
**Member of the Company  
Vena Energy (Taiwan) Holdings Ltd**

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*Other matter*

The financial statements of the Group and the Company for the year ended 31 December 2021 were audited by another auditor who expressed an unmodified opinion on those statements on 13 May 2022.

The interim condensed financial statements of the Group and the Company for the six months ended 30 June 2021 were reviewed by another auditor who expressed an unqualified conclusion on those statements on 8 September 2021.



Ernst & Young LLP  
Public Accountants and  
Chartered Accountants  
Singapore  
8 September 2022

**Vena Energy (Taiwan) Holdings Ltd and its Subsidiaries****Interim condensed statements of profit or loss  
For the six months ended 30 June 2022**

	Note	Group		Company	
		30 June 2022 US\$'000	30 June 2021 US\$'000	30 June 2022 US\$'000	30 June 2021 US\$'000
<b>Revenue</b>	6	29,788	8,626	–	–
Other income		1	29	–	–
Operating costs	7	(3,591)	(1,239)	(33)	(51)
Other costs of operations	7	(5,112)	–	–	–
Shared services costs	8	(2,866)	(2,059)	–	–
Management fee		(100)	(150)	–	–
Development costs	9	(38)	(545)	–	–
Depreciation expense	13,14	(6,020)	(2,453)	–	–
Amortisation expense	15	(484)	(497)	–	–
<b>Results from operating activities</b>		<b>11,578</b>	<b>1,712</b>	<b>(33)</b>	<b>(51)</b>
Finance income	10	8	4	3	–
Finance costs	10	(3,322)	(2,257)	(1,331)	(900)
Change in fair value of financial instruments at fair value through profit or loss ("FVTPL")	11	6,178	56	–	–
Net foreign exchange gain	12	26,752	8,783	28,658	8,637
<b>Net finance income</b>		<b>29,616</b>	<b>6,586</b>	<b>27,330</b>	<b>7,737</b>
Write-off of project costs previously capitalised	12	–	(1,226)	–	–
Share of results of equity- accounted investees, net of tax	17	4,584	875	–	–
<b>Profit before tax</b>	12	<b>45,778</b>	<b>7,947</b>	<b>27,297</b>	<b>7,686</b>
Tax expense		(3,024)	(877)	–	–
<b>Profit for the period</b>		<b>42,754</b>	<b>7,070</b>	<b>27,297</b>	<b>7,686</b>
<b>Profit attributable to:</b>					
Owner of the Company		42,462	6,453	27,297	7,686
Non-controlling interests ("NCI")		292	617	–	–
		<b>42,754</b>	<b>7,070</b>	<b>27,297</b>	<b>7,686</b>

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

**Vena Energy (Taiwan) Holdings Ltd and its Subsidiaries**
**Interim condensed statements of comprehensive income  
For the six months ended 30 June 2022**

	Note	Group		Company	
		30 June 2022 US\$'000	30 June 2021 US\$'000	30 June 2022 US\$'000	30 June 2021 US\$'000
<b>Profit for the period</b>		42,754	7,070	27,297	7,686
<b>Other comprehensive income ("OCI")</b>					
<i>Items that are or may be reclassified subsequently to profit or loss</i>					
Foreign currency translation differences		(11,830)	634	–	–
Equity-accounted investees – share of other comprehensive income	17	(4,568)	(806)	–	–
<b>Other comprehensive income for the period</b>		(16,398)	(172)	–	–
<b>Total comprehensive income for the period</b>		26,356	6,898	27,297	7,686
<b>Total comprehensive income attributable to:</b>					
Owner of the Company		26,469	6,250	27,297	7,686
Non-controlling interests		(113)	648	–	–
		26,356	6,898	27,297	7,686

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

## Vena Energy (Taiwan) Holdings Ltd and its Subsidiaries

### Interim condensed statements of financial position

As at 30 June 2022

	Note	Group		Company	
		30 June 2022 US\$'000	31 December 2021 US\$'000	30 June 2022 US\$'000	31 December 2021 US\$'000
<b>Assets</b>					
Property, plant and equipment	13	413,607	352,141	–	–
Right-of-use assets	14	74,631	81,674	–	–
Derivative assets	25	5,966	–	–	–
Intangible assets	15	48,561	52,552	–	–
Investment in subsidiaries	16	–	–	297,326	289,388
Equity-accounted investees	17	57,200	62,663	–	–
Deferred tax assets		307	118	–	–
<b>Non-current assets</b>		<b>600,272</b>	<b>549,148</b>	<b>297,326</b>	<b>289,388</b>
Trade and other receivables	18	39,339	19,550	–	–
Prepayments and other assets	19	1,383	2,342	–	–
Cash and bank balances	20	59,897	48,022	17,203	1,391
<b>Current assets</b>		<b>100,619</b>	<b>69,914</b>	<b>17,203</b>	<b>1,391</b>
<b>Total assets</b>		<b>700,891</b>	<b>619,062</b>	<b>314,529</b>	<b>290,779</b>
<b>Equity</b>					
Equity contribution	21	125,497	125,497	125,497	125,497
Retained earnings/(accumulated losses)		21,290	(14,836)	33,749	6,452
Reserves	22	(10,032)	5,837	–	–
<b>Equity attributable to owner of the Company</b>		<b>136,755</b>	<b>116,498</b>	<b>159,246</b>	<b>131,949</b>
Non-controlling interests		–	5,501	–	–
<b>Total equity</b>		<b>136,755</b>	<b>121,999</b>	<b>159,246</b>	<b>131,949</b>
<b>Liabilities</b>					
Asset retirement obligation		4,747	1,829	–	–
Derivative liabilities	25	–	227	–	–
Deferred tax liabilities		1,236	–	–	–
Loans and borrowings	23	426,994	318,230	137,637	157,563
Lease liabilities	23	80,057	87,739	–	–
<b>Non-current liabilities</b>		<b>513,034</b>	<b>408,025</b>	<b>137,637</b>	<b>157,563</b>
Loans and borrowings	23	17,889	48,476	1,807	1,185
Lease liabilities	23	3,483	2,664	–	–
Trade and other payables	24	27,962	37,290	15,839	82
Current tax liabilities		1,768	608	–	–
<b>Current liabilities</b>		<b>51,102</b>	<b>89,038</b>	<b>17,646</b>	<b>1,267</b>
<b>Total liabilities</b>		<b>564,136</b>	<b>497,063</b>	<b>155,283</b>	<b>158,830</b>
<b>Total equity and liabilities</b>		<b>700,891</b>	<b>619,062</b>	<b>314,529</b>	<b>290,779</b>

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

## Vena Energy (Taiwan) Holdings Ltd and its Subsidiaries

Interim condensed statements of changes in equity  
For the six months ended 30 June 2022

Group	Note	Attributable to owner of the Company			Non-controlling interests US\$'000	Total equity US\$'000
		Equity contribution US\$'000	Retained earnings/ (accumulated losses) US\$'000	Reserves US\$'000		
At 1 January 2022		125,497	(14,836)	5,837	5,501	121,999
Profit for the period		–	42,462	–	292	42,754
<b>Other comprehensive income</b>						
Foreign currency translation differences		–	–	(11,425)	(405)	(11,830)
Equity-accounted investees – share of OCI		–	–	(4,568)	–	(4,568)
<b>Total comprehensive income for the period</b>		–	42,462	(15,993)	(113)	26,356
Reallocation of profits to legal reserve		–	(124)	124	–	–
Acquisition of non-controlling interests without a change in control	28	–	(6,212)	–	(5,388)	(11,600)
<b>Total contributions by and distributions to owners</b>		–	(6,336)	124	(5,388)	(11,600)
<b>At 30 June 2022</b>		125,497	21,290	(10,032)	–	136,755

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

## Vena Energy (Taiwan) Holdings Ltd and its Subsidiaries

Interim condensed statements of changes in equity (cont'd)  
For the six months ended 30 June 2022

Group	Attributable to owner of the Company				Non-controlling interests US\$'000	Total equity US\$'000
	Equity contribution US\$'000	Retained earnings/ (accumulated losses) US\$'000	Reserves US\$'000	Total US\$'000		
At 1 January 2021	125,497	(19,359)	6,888	113,026	5,164	118,190
Profit for the period	–	6,453	–	6,453	617	7,070
<b>Other comprehensive income</b>						
Foreign currency translation differences	–	–	603	603	31	634
Equity-accounted investees – share of OCI	–	–	(806)	(806)	–	(806)
<b>Total comprehensive income for the period</b>	–	6,453	(203)	6,250	648	6,898
Dividend declared	–	–	–	–	(145)	(145)
Reallocation of profits to legal reserve	–	(38)	38	–	–	–
<b>Total contributions by and distributions to owners</b>	–	(38)	38	–	(145)	(145)
<b>At 30 June 2021</b>	125,497	(12,944)	6,723	119,276	5,667	124,943

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

**Vena Energy (Taiwan) Holdings Ltd and its Subsidiaries****Interim condensed statements of changes in equity (cont'd)  
For the six months ended 30 June 2022**

<b>Company</b>	<b>Equity contribution US\$'000</b>	<b>Retained earnings/ (accumulated losses) US\$'000</b>	<b>Total US\$'000</b>
At 1 January 2022	125,497	6,452	131,949
<b>Total comprehensive income for the period</b>			
Profit for the period	–	27,297	27,297
<b>At 30 June 2022</b>	125,497	33,749	159,246
At 1 January 2021	125,497	(6,755)	118,742
<b>Total comprehensive income for the period</b>			
Profit for the period	–	7,686	7,686
<b>At 30 June 2021</b>	125,497	931	126,428

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

**Vena Energy (Taiwan) Holdings Ltd and its Subsidiaries****Interim condensed statements of cash flows  
For the six months ended 30 June 2022**

<b>Group</b>	<b>Note</b>	<b>30 June 2022 US\$'000</b>	<b>30 June 2021 US\$'000</b>
<b>Cash flows from operating activities</b>			
Profit before tax		45,778	7,947
Adjustments for:			
Depreciation expense	13,14	6,020	2,453
Amortisation expense	15	484	497
Finance costs	10	3,322	2,257
Finance income	10	(8)	(4)
Write-off of project costs previously capitalised	12	–	1,226
Change in fair value of financial instruments at FVTPL	11	(6,178)	(56)
Net foreign exchange gain		(29,550)	(7,894)
Share of results of equity-accounted investees, net of tax	17	(4,584)	(875)
		<hr/>	<hr/>
<b>Operating cash flows before changes in working capital</b>		15,284	5,551
Changes in working capital:			
- Trade and other receivables		(21,555)	(10,888)
- Prepayments and other assets		849	(1,552)
- Trade and other payables		(6,200)	5,189
		<hr/>	<hr/>
<b>Cash used in operating activities</b>		(11,622)	(1,700)
Tax paid		(568)	(468)
		<hr/>	<hr/>
<b>Net cash used in operating activities</b>		(12,190)	(2,168)
<b>Cash flows from investing activities</b>			
Purchase of property, plant and equipment		(85,400)	(67,667)
Distribution from equity-accounted investees	17	5,479	–
Acquisition of NCI	28	(11,600)	–
Interest received		8	4
		<hr/>	<hr/>
<b>Net cash used in investing activities</b>		(91,513)	(67,663)

**Vena Energy (Taiwan) Holdings Ltd and its Subsidiaries****Interim condensed statements of cash flows (cont'd)  
For the six months ended 30 June 2022**

<b>Group</b>	<b>Note</b>	<b>30 June 2022 US\$'000</b>	<b>30 June 2021 US\$'000</b>
<b>Cash flows from financing activities</b>			
Proceeds from drawdown of loans and borrowings:			
- Project finance debts		120,847	6,749
- Loan from a related party		41,103	79,274
Repayment of loans and borrowings:			
- Project finance debts		(2,534)	(2,660)
- Loan from a related party		(32,544)	(700)
- Loan from Euro Medium Term Note Issuer		(129)	-
Principal repayment of lease liabilities		(1,052)	(634)
Interest paid on:			
- Project finance debts		(1,452)	(1,063)
- Euro Medium Term Note Issuer		(276)	(216)
- Lease liabilities		(992)	(345)
Payment of transaction cost related to loans and borrowings		(2,414)	(227)
Deposits unpledged		37	43
Dividend paid to non-controlling interests		-	(145)
<b>Net cash generated from financing activities</b>		<b>120,594</b>	<b>80,076</b>
<b>Net increase in cash and cash equivalents</b>		<b>16,891</b>	<b>10,245</b>
Cash and cash equivalents at beginning of period	20	43,163	17,315
Effect of exchange rate fluctuations on cash held		(4,980)	475
<b>Cash and cash equivalents at end of period</b>	<b>20</b>	<b>55,074</b>	<b>28,035</b>

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

**Vena Energy (Taiwan) Holdings Ltd and its Subsidiaries****Interim condensed statements of cash flows (cont'd)  
For the six months ended 30 June 2022**

Company	Note	30 June 2022 US\$'000	30 June 2021 US\$'000
<b>Cash flows from operating activities</b>			
Profit before tax		27,297	7,686
Adjustments for:			
Finance income	10	(3)	–
Finance costs	10	1,331	900
Net foreign exchange gain		(28,658)	(8,637)
		(33)	(51)
<b>Operating cash flows before changes in working capital</b>			
Changes in working capital:			
- Trade and other receivables		–	(95)
- Trade and other payables		15,758	(19)
		15,725	(165)
<b>Net cash generated from/(used in) operating activities</b>			
<b>Cash flows from investing activities</b>			
Capital contribution to a subsidiary		(7,986)	(83,826)
Return of capital from a subsidiary		48	5,538
Interest received		3	–
		(7,935)	(78,288)
<b>Net cash used in investing activities</b>			
<b>Cash flows from financing activities</b>			
Proceeds from drawdown of loans and borrowings:			
- Loan from a related party		41,103	79,274
Repayment of loans and borrowings:			
- Loan from a related party		(32,544)	(700)
- Loan from Euro Medium Term Note Issuer		(129)	–
Interest paid on:			
- Euro Medium Term Note Issuer		(276)	(217)
Payment of transaction cost related to loans and borrowings		(132)	(55)
		8,022	78,302
<b>Net cash generated from financing activities</b>			
<b>Net increase/(decrease) in cash and cash equivalents</b>			
Cash and cash equivalents at beginning of period	20	1,391	798
<b>Cash and cash equivalents at end of period</b>	20	17,203	647

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

## **Vena Energy (Taiwan) Holdings Ltd and its Subsidiaries**

### **Notes to the interim condensed financial statements For the six months ended 30 June 2022**

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#### **1. Domicile and activities**

Vena Energy (Taiwan) Holdings Ltd (the “Company”) is incorporated in the Cayman Islands and has its registered office at Maples Corporate Services Limited, PO Box 309, Ugland House, Grand Cayman, KY1-1104, Cayman Islands.

The interim condensed financial statements of the Group as at and for the six months ended 30 June 2022 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 Taiwan and Philippines.

The immediate holding company and ultimate controlling company of the Group as at 30 June 2022 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**

The interim condensed financial statements for the six months ended 30 June 2022 have been prepared in accordance with IAS 34 Interim Financial Reporting. The Group has 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. They have formed a judgement that there is a reasonable expectation that the Group has adequate resources to continue in operational existence for the foreseeable future.

The interim condensed financial statements do not include all the information and disclosures required in the annual financial statements, and should be read in conjunction with the Group’s annual financial statements as at 31 December 2021.

#### **3. Seasonality in operations**

Seasonality in operations for the interim period results are not necessarily indicative of results of operations or cash flows for an annual period. The Group’s operating results are impacted by external factors, such as resource availability. For example, the power production at the solar plants is directly impacted by seasonal changes in solar irradiance which is normally at its highest during the summer months.

#### **4. New standards, interpretations and amendments adopted by the Group**

The accounting policies adopted in the preparation of the interim condensed financial statements are consistent with those followed in the preparation of the Group’s annual financial statements for the year ended 31 December 2021, except for the adoption of new standards effective as of 1 January 2022. The Group has not early adopted any standard, interpretation or amendment that has been issued but is not yet effective.

Several amendments apply for the first time in 2022, but do not have any material impact on the interim condensed financial statements of the Group.

## Vena Energy (Taiwan) Holdings Ltd and its Subsidiaries

### Notes to the interim condensed financial statements For the six months ended 30 June 2022

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#### 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 period in which the estimates are revised and in any future periods affected.

Information about critical estimates in applying accounting policies that have the most significant effect on the amounts recognised in the financial statements is included in the following notes:

#### 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 26 financial instruments.

## Vena Energy (Taiwan) Holdings Ltd and its Subsidiaries

### Notes to the interim condensed financial statements For the six months ended 30 June 2022

#### 6. Revenue

The Group's revenue comprises:

	<b>Group</b>	
	<b>30 June 2022</b>	<b>30 June 2021</b>
	US\$'000	US\$'000
Sale of energy	29,788	8,626

The following table provides information about the nature and timing of the satisfaction of performance obligations in contracts with customers, including significant payment terms, and the related revenue recognition policies.

#### Sale of Energy

Nature of goods or services	Sale of renewable energy
When revenue is recognised	Revenue from sale of electricity 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.
Payment terms	15 to 30 days

#### 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.

	<b>Group</b>	
	<b>30 June 2022</b>	<b>30 June 2021</b>
	US\$'000	US\$'000
Taiwan Solar	29,788	8,626

#### Contract balances

Please refer to Note 18 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.

## Vena Energy (Taiwan) Holdings Ltd and its Subsidiaries

### Notes to the interim condensed financial statements For the six months ended 30 June 2022

#### 7. Operating costs

	<b>Group</b>	
	<b>30 June 2022</b>	<b>30 June 2021</b>
	US\$'000	US\$'000
Operations and maintenance costs	666	521
Utilities and transmission costs	543	139
Directors fee	23	13
Professional fees	535	262
IT expenses	–	3
Insurance	593	144
Occupancy costs	105	64
Travel and entertainment expenses	91	47
Asset related taxes and levies	734	–
Other general and administrative costs	301	46
	3,591	1,239

Staff costs of US\$0.56 million (2021: US\$0.31 million) is included within operations and maintenance costs.

#### Other costs of operations

	<b>Group</b>	
	<b>30 June 2022</b>	<b>30 June 2021</b>
	US\$'000	US\$'000
Revenue sharing	5,112	–

Revenue sharing of US\$5.1 million (2021: Nil) 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

Shared services costs have been incurred in respect of transactions with Vena Energy Pte. Ltd., Vena Energy Pte. Ltd., Taiwan branch and Vena Energy (Thailand) Co., Ltd.

## Vena Energy (Taiwan) Holdings Ltd and its Subsidiaries

### Notes to the interim condensed financial statements For the six months ended 30 June 2022

#### 9. Development costs

	Group	
	30 June 2022 US\$'000	30 June 2021 US\$'000
Other employee benefits	–	2
Professional fees	23	250
Travel and entertainment expenses	2	86
Occupancy costs	4	23
Other general and administrative costs	9	184
	38	545

#### 10. Finance income and finance costs

	Group		Company	
	30 June 2022 US\$'000	30 June 2021 US\$'000	30 June 2022 US\$'000	30 June 2021 US\$'000
<b>Finance income</b>				
Interest income from:				
- Short term deposit	3	–	3	–
- Bank balances	4	4	–	–
- Other finance income	1	–	–	–
<b>Total finance income</b>	8	4	3	–
<b>Finance costs</b>				
Interest expense on:				
- Loan from related parties	(924)	(587)	(924)	(587)
- Loan from Euro Medium Term Note Issuer	(217)	(205)	(217)	(205)
- Project finance debts	(1,377)	(972)	–	–
- Lease liabilities	(286)	(200)	–	–
- Other finance costs	(518)	(293)	(190)	(108)
<b>Total finance costs</b>	(3,322)	(2,257)	(1,331)	(900)

**Vena Energy (Taiwan) Holdings Ltd and its Subsidiaries**
**Notes to the interim condensed financial statements  
For the six months ended 30 June 2022**
**11. Change in fair value of financial instruments at FVTPL**

	<b>Group</b>	
	<b>30 June 2022 US\$'000</b>	<b>30 June 2021 US\$'000</b>
Gain on change in fair value:		
- Interest rate swaps	6,178	56

**12. Profit before tax**

The following items have been included in arriving at profit before tax:

	<b>Group</b>		<b>Company</b>	
	<b>30 June 2022 US\$'000</b>	<b>30 June 2021 US\$'000</b>	<b>30 June 2022 US\$'000</b>	<b>30 June 2021 US\$'000</b>
<b>Staff costs</b>				
Salaries	347	202	-	-
Bonus	142	52	-	-
Other staff benefits	70	54	-	-
	559	308	-	-

		<b>Group</b>		<b>Company</b>	
	<b>Note</b>	<b>30 June 2022 US\$'000</b>	<b>30 June 2021 US\$'000</b>	<b>30 June 2022 US\$'000</b>	<b>30 June 2021 US\$'000</b>
<b>Project costs written off</b>					
Property, plant and equipment	13	-	369	-	-
Intangible assets	15	-	341	-	-
Other assets	19	-	516	-	-
		-	1,226	-	-
Net foreign exchange gain		26,752	8,783	28,658	8,637

Foreign exchange gain recognised during the financial period is attributable to favourable foreign exchange movement of loans and borrowings, which comprises foreign currency intragroup loans denominated in Japanese Yen ("JPY").

## Vena Energy (Taiwan) Holdings Ltd and its Subsidiaries

Notes to the interim condensed financial statements  
For the six months ended 30 June 2022

## 13. Property, plant and equipment

Group	Note	Building and leasehold improvements US\$'000	Electric generator equipment US\$'000	Computer, fitting and fixture and office equipment US\$'000	Assets under construction US\$'000	Vehicles US\$'000	Total US\$'000
<b>Cost</b>							
At 1 January 2021		55	117,746	181	23,059	86	141,127
Additions		–	684	–	220,038	126	220,848
Reclassification		–	11,763	–	(11,763)	–	–
Capitalisation of depreciation of right-of-use asset	14	–	–	–	3,304	–	3,304
Write-off	12	–	–	–	(3,430)	–	(3,430)
Effect of exchange rate changes		1	1,464	1	1,047	1	2,514
At 31 December 2021		56	131,657	182	232,255	213	364,363
Additions		1	9,979	6	78,763	–	88,749
Reclassification		–	195,093	–	(195,093)	–	–
Capitalisation of depreciation of right-of-use asset	14	–	–	–	1,462	–	1,462
Effect of exchange rate changes		11	(20,357)	–	(3,832)	(15)	(24,193)
At 30 June 2022		68	316,372	188	113,555	198	430,381

Vena Energy (Taiwan) Holdings Ltd and its Subsidiaries

Notes to the interim condensed financial statements  
For the six months ended 30 June 2022

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

Group	Building and leasehold improvements US\$'000	Electric generator equipment US\$'000	Computer, fitting and fixture and office equipment US\$'000	Assets under construction US\$'000	Vehicles US\$'000	Total US\$'000
<b>Accumulated depreciation</b>						
At 1 January 2021	36	7,163	63	–	3	7,265
Depreciation charge for the year	10	4,782	16	–	28	4,836
Effect of exchange rate changes	1	120	–*	–	–*	121
At 31 December 2021	47	12,065	79	–	31	12,222
Depreciation charge for the period	5	5,462	25	–	20	5,512
Effect of exchange rate changes	11	(952)	(17)	–	(2)	(960)
At 30 June 2022	63	16,575	87	–	49	16,774
<b>Carrying amounts</b>						
At 31 December 2021	9	119,592	103	232,255	182	352,141
At 30 June 2022	5	299,797	101	113,555	149	413,607

\* Less than US\$1,000

As at the reporting date, property, plant and equipment of the Group with carrying amounts of US\$299.8 million (2021: US\$119.6 million) were pledged as collateral to secure project finance debts.

During the financial period, shared services cost charged by a related party, Vena Energy Pte. Ltd., amounting to US\$1.6 million (2021: US\$2.9 million) has been capitalised for projects that are yet to reach its commercial operation date.

## Vena Energy (Taiwan) Holdings Ltd and its Subsidiaries

### Notes to the interim condensed financial statements For the six months ended 30 June 2022

#### 14. Right-of-use assets

Group	Note	Land US\$'000
<b>Cost</b>		
At 1 January 2021		88,681
Additions		257
Effect of exchange rate changes		1,059
		<hr/>
At 31 December 2021		89,997
Additions		341
Effect of exchange rate changes		(6,034)
		<hr/>
At 30 June 2022		84,304
		<hr/>
<b>Accumulated depreciation</b>		
At 1 January 2021		4,207
Depreciation expense		741
Capitalisation to property, plant and equipment	13	3,304
Effect of exchange rate changes		71
		<hr/>
At 31 December 2021		8,323
Depreciation expense		508
Capitalisation to property, plant and equipment	13	1,462
Effect of exchange rate changes		(620)
		<hr/>
At 30 June 2022		9,673
		<hr/>
<b>Carrying amounts</b>		
At 31 December 2021		81,674
		<hr/> <hr/>
At 30 June 2022		74,631
		<hr/> <hr/>

## Vena Energy (Taiwan) Holdings Ltd and its Subsidiaries

### Notes to the interim condensed financial statements For the six months ended 30 June 2022

#### 15. Intangible assets

Group	Note	Goodwill US\$'000	Project- related agreements and licences US\$'000	Total US\$'000
<b>Cost</b>				
At 1 January 2021		35,175	20,143	55,318
Write-off	12	–	(341)	(341)
Effect of exchange rate changes		420	238	658
		35,595	20,040	55,635
At 31 December 2021		(2,387)	(1,344)	(3,731)
		33,208	18,696	51,904
		–	2,056	2,056
<b>Accumulated amortisation</b>				
At 1 January 2021		–	2,056	2,056
Amortisation expense		–	997	997
Effect of exchange rate changes		–	30	30
		–	3,083	3,083
At 31 December 2021		–	484	484
Amortisation expense		–	(224)	(224)
Effect of exchange rate changes		–	–	–
		–	3,343	3,343
		35,595	16,957	52,552
<b>Carrying amounts</b>				
At 31 December 2021		35,595	16,957	52,552
		33,208	15,353	48,561
At 30 June 2022		33,208	15,353	48,561

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.

## Vena Energy (Taiwan) Holdings Ltd and its Subsidiaries

### Notes to the interim condensed financial statements For the six months ended 30 June 2022

#### 16. Investment in subsidiaries

	Company	
	30 June 2022 US\$'000	31 December 2021 US\$'000
Equity investment, at cost	297,326	289,388

The table below provides a reconciliation of the movement in investment in subsidiaries:

	Company	
	30 June 2022 US\$'000	31 December 2021 US\$'000
Balance at beginning of the period/year	289,388	170,413
Capital injection during the period/year	7,986	199,425
Reduction in interest in subsidiary	(48)	(80,450)
Balance at end of the period/year	297,326	289,388

#### 17. Equity-accounted investees

##### *Interest in associates*

	Group	
	30 June 2022 US\$'000	31 December 2021 US\$'000
Interest in associates As at 30 June/31 December	57,200	62,663

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 and is principally engaged as an investment holding entity for Mirae Asia Energy Corporation ("Project Garcia"). Project Garcia is wholly owned by RSEHI. 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"). 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.

## Vena Energy (Taiwan) Holdings Ltd and its Subsidiaries

### Notes to the interim condensed financial statements For the six months ended 30 June 2022

#### 17. Equity-accounted investees (cont'd)

The following summarises the financial information of the Group's material associates based on the financial statements prepared in accordance with IFRS:

	<b>RSEHI Group</b>	
	<b>30 June 2022</b>	<b>31 December 2021</b>
	US\$'000	US\$'000
<b><u>Statement of financial position</u></b>		
Property, plant and equipment	22,528	25,277
Equity-accounted investees	–	5,471
Other receivables	289	303
Prepayments and other assets	31	34
Right-of-use assets	342	384
	<hr/>	<hr/>
<b>Non-current assets</b>	<b>23,190</b>	<b>31,469</b>
	<hr/>	<hr/>
Trade and other receivables	3,620	3,691
Prepayments and other assets	75	132
Cash and cash equivalents	3,291	532
	<hr/>	<hr/>
<b>Current assets</b>	<b>6,986</b>	<b>4,355</b>
	<hr/>	<hr/>
<b>Total assets</b>	<b>30,176</b>	<b>35,824</b>
	<hr/>	<hr/>
Loans and borrowings	9,078	13,424
Asset retirement obligation	139	151
Deferred tax liabilities	23	25
	<hr/>	<hr/>
<b>Non-current liabilities</b>	<b>9,240</b>	<b>13,600</b>
	<hr/>	<hr/>
Loans and borrowings	180	1,831
Trade and other payables	624	693
Current tax liabilities	1,739	147
	<hr/>	<hr/>
<b>Current liabilities</b>	<b>2,543</b>	<b>2,671</b>
	<hr/>	<hr/>
<b>Total liabilities</b>	<b>11,783</b>	<b>16,271</b>
	<hr/>	<hr/>
<b>Net assets</b>	<b>18,393</b>	<b>19,553</b>
	<hr/> <hr/>	<hr/> <hr/>

## Vena Energy (Taiwan) Holdings Ltd and its Subsidiaries

### Notes to the interim condensed financial statements For the six months ended 30 June 2022

#### 17. Equity-accounted investees (cont'd)

	<b>RSEHI Group</b>	
	<b>30 June 2022</b>	<b>30 June 2021</b>
	US\$'000	US\$'000
<b><u>Statement of comprehensive income</u></b>		
Sale of energy	3,236	3,733
Other income	–	145
Revenue	3,236	3,878
Operating costs	(538)	(569)
Shared services costs	(51)	(26)
Depreciation expense	(731)	(793)
Results from operating activities	1,916	2,490
Finance income	34	16
Finance costs	(401)	(493)
Net foreign exchange loss	(273)	(62)
Net finance costs	(640)	(539)
Gain on disposal of equity-accounted investee	6,212	–
Share of results of associate	293	492
<b>Profit before tax</b>	<b>7,781</b>	<b>2,443</b>
Tax expense	(1,739)	–
<b>Profit for the period</b>	<b>6,042</b>	<b>2,443</b>
<b>Total comprehensive income for the period</b>	<b>6,042</b>	<b>2,443</b>

## Vena Energy (Taiwan) Holdings Ltd and its Subsidiaries

### Notes to the interim condensed financial statements For the six months ended 30 June 2022

#### 17. Equity-accounted investees (cont'd)

The following summarises the financial information of the Group's associates based on the financial statements prepared in accordance with IFRS. The balances relating to the immaterial associate is not significant.

	<b>30 June 2022</b>	<b>31 December 2021</b>
	US\$'000	US\$'000
<b>Group's interest in net assets of associates</b>		
Share of results of associates	6,033	4,229
Amortisation expenses of intangibles allocated to associates	(1,449)	(2,822)
Foreign currency translation difference on intangibles allocated to associates	(3,436)	(2,212)
Foreign currency translation differences	(1,132)	(507)
	<hr/>	<hr/>
Group's share of total comprehensive income	16	(1,312)
Distribution during the period/year	(5,479)	–
<b>Carrying amount of interest in associates at beginning of the period/year</b>	<hr/>	<hr/>
	62,663	63,975
<b>Carrying amount of interest in associates at end of the period/year<sup>1</sup></b>	<hr/>	<hr/>
	57,200	62,663

<sup>1</sup> Included in carrying amount of interest in associate at end of period/year is project-related agreements and licences amounting of US\$37,958,000 (2021: US\$42,844,000).

#### 18. Trade and other receivables

	<b>Note</b>	<b>30 June 2022</b>	<b>31 December 2021</b>
		US\$'000	US\$'000
Trade receivables		–	1,158
Contract assets		22,873	1,201
Non-trade amounts due from:			
- A subsidiary	(a)	–	–
- Related parties		3	–
- Other third parties		260	288
Deposits and advance		3,804	5,310
VAT receivable		12,399	11,593
		<hr/>	<hr/>
		39,339	19,550

Trade receivables are non-interest bearing and are generally on standard credit terms. They are recognised at their original invoice amounts which represents their fair values on initial recognition.

## Vena Energy (Taiwan) Holdings Ltd and its Subsidiaries

### Notes to the interim condensed financial statements For the six months ended 30 June 2022

#### 18. Trade and other receivables (cont'd)

- (a) The amounts due from subsidiaries is non-trade, unsecured, non-interest bearing and repayable on demand. As at 30 June 2022, the movement of amount due from subsidiaries are as follows:

	Note	Company	
		30 June 2022 US\$'000	31 December 2021 US\$'000
<b>Amount due from/(to) subsidiaries</b>			
At beginning of period/year		–	1,700
Advances to subsidiaries		33,708	–
Advance from a subsidiary		(22,474)	–
Repayment of advances from a subsidiary		(27,019)	(1,700)
At end of period/year	24	(15,785)	–

#### 19. Prepayments and other assets

	Group	
	30 June 2022 US\$'000	31 December 2021 US\$'000
Other assets	158	139
Prepaid expenses	1,225	2,203
	1,383	2,342

#### 20. Cash and bank balances

	Note	Group		Company	
		30 June 2022 US\$'000	31 December 2021 US\$'000	30 June 2022 US\$'000	31 December 2021 US\$'000
Bank balances		59,897	48,022	17,203	1,391
<b>Cash and bank balances in the statements of financial position</b>		59,897	48,022	17,203	1,391
Restricted bank balances and deposits	(a)	(4,823)	(4,859)	–	–
<b>Cash and cash equivalents in the statements of cash flows</b>		55,074	43,163	17,203	1,391

**Vena Energy (Taiwan) Holdings Ltd and its Subsidiaries****Notes to the interim condensed financial statements  
For the six months ended 30 June 2022****20. Cash and bank balances (cont'd)**

- (a) As at 30 June 2022, the Group's cash and bank balances of US\$4,529,000 (2021: US\$4,859,000) were held under Debt Service Reserve Accounts ("DSRA"), a reserve account for servicing of project finance debt and US\$294,000 (2021: Nil) fixed deposit pledged in relation to banker's guarantees.

**21. Equity contribution**

	<b>Group and Company</b>	
	<b>30 June 2022</b>	<b>31 December 2021</b>
	US\$'000	US\$'000
<b>Equity contribution</b>		
Share capital at US\$0.01 per share	1,254	1,254
Share premium	124,243	124,243
	125,497	125,497

	<b>Group and Company</b>	
	<b>30 June 2022</b>	<b>31 December 2021</b>
	No. of shares (‘000)	No. of shares (‘000)
<b>Issued and fully paid</b>		
At beginning and end of the period/year	125,497	125,497

**22. Reserves**

The reserves of the Group comprise the following balances:

	<b>Group</b>	
	<b>30 June 2022</b>	<b>31 December 2021</b>
	US\$'000	US\$'000
Translation reserve	(10,419)	5,574
Legal reserve	387	263
	(10,032)	5,837

## Vena Energy (Taiwan) Holdings Ltd and its Subsidiaries

### Notes to the interim condensed financial statements For the six months ended 30 June 2022

#### 22. Reserves (cont'd)

##### *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.

#### 23. Loans and borrowings and lease liabilities

	Note	Group		Company	
		30 June 2022 US\$'000	31 December 2021 US\$'000	30 June 2022 US\$'000	31 December 2021 US\$'000
<b>Non-current</b>					
Project finance debts		289,357	160,667	–	–
Loan from a related party		108,661	123,223	108,661	123,223
Loan from Euro Medium Term Note Issuer	(a)	28,976	34,340	28,976	34,340
		426,994	318,230	137,637	157,563
Lease liabilities		80,057	87,739	–	–
<b>Current</b>					
Project finance debts		15,842	46,891	–	–
Interest payables on:					
- Project finance debts		240	400	–	–
- Loan from a related party		1,687	1,001	1,687	1,001
- Loan from Euro Medium Term Note Issuer	(a)	120	184	120	184
		17,889	48,476	1,807	1,185
Lease liabilities		3,483	2,664	–	–

## Vena Energy (Taiwan) Holdings Ltd and its Subsidiaries

### Notes to the interim condensed financial statements For the six months ended 30 June 2022

#### 23. 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 due in 2025 listed the Singapore Exchange Securities Trading Limited ("SGX-ST") under a US\$1 billion Global Medium Term Note Programme (the "Notes"). The 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. The Notes will mature on 26 February 2025.

On 8 July 2021, the Euro Medium Term Note Issuer issued US\$175,000,000 3.133% per annum notes due in 2025 listed on the 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 3.133% per annum notes issued on 26 February 2020. 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.

The Euro Medium Term Note ("EMTN") proceeds were allocated to the Company, Vena Energy Holdings Ltd and Zenith Japan Holdings Ltd (as trustee for Zenith Japan Holdings Trust) through intercompany loans.

The Company together with Vena Energy Holdings Ltd and Zenith Japan Holdings Ltd (as trustee for Zenith Japan Holdings Trust) jointly and severally act as guarantors for Vena Energy Capital Pte. Ltd. for this EMTN issuance. The due and punctual payment of all sums payable by Vena Energy Capital Pte. Ltd. from time to time in respect of the EMTN will be unconditionally and irrevocably guaranteed on a joint and several basis by the guarantors.

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

	Group		Company	
	30 June	31	30 June	31
	2022	December	2022	December
	US\$'000	2021	US\$'000	2021
		US\$'000		US\$'000
<b>Non-current</b>				
Project finance debts	293,857	164,900	–	–
Loan from a related party	108,665	123,238	108,665	123,238
Loan from Euro Medium Term Note Issuer	29,217	34,627	29,217	34,627
	431,739	322,765	137,882	157,865
<b>Current</b>				
Project finance debts	17,197	46,904	–	–
	448,936	369,669	137,882	157,865

## Vena Energy (Taiwan) Holdings Ltd and its Subsidiaries

### Notes to the interim condensed financial statements For the six months ended 30 June 2022

#### 23. Loans and borrowings and lease liabilities (cont'd)

	Currency	Nominal interest rate %	Year of maturity	Principal amount US\$'000
<b>30 June 2022</b>				
Project finance debts	NTD	TAIBOR+1.5 to 1.7	2033 to 2040	311,054
Loan from a related party	JPY	1.35	2024	108,665
Loan from Euro Medium Term Note Issuer	JPY	1.372	2025	23,712
Loan from Euro Medium Term Note Issuer	JPY	0.598	2025	5,505
<b>31 December 2021</b>				
Project finance debts	NTD	TAIBOR+1.5 to 1.7	2033 to 2040	211,804
Loan from a related party	JPY	1.35	2024	123,238
Loan from Euro Medium Term Note Issuer	JPY	1.372	2025	28,046
Loan from Euro Medium Term Note Issuer	USD	2.655	2025	6,581

#### Debt covenant

The project finance debts contain debt covenants which are tested on a regular basis. A breach of these covenants may require the Group to repay the project finance debts earlier than indicated in the table above. The Group has not breached any debt covenants in the financial period/year ended 30 June 2022 and 31 December 2021 respectively, except for as disclosed below.

On 13 November 2020, the Group has secured the bank loan with a carrying amount of US\$9,348,000 as at 30 June 2022 (2021: US\$9,445,000), this loan is repayable in tranches within 16 years. The loan contains a covenant stating that at the end of each half year, the debt-to-equity ratio shall be less than 4 times and the ratio of the aggregate of all of the Group's liabilities to the Group's liabilities paid in capital (maximum leverage ratio) does not exceed the ratio of 82:18 at any time throughout the duration of the agreement, otherwise the loan will be repayable on demand. The Group exceeded the maximum leverage ratio as at 30 June 2022. The above-mentioned bank loan has been reclassified from non-current to current as at 30 June 2022. The lender had not requested early repayment of the loan as of the date when these financial statements were approved by the Board of Directors.

Project finance debts amounting to US\$311,054,000 (2021: US\$211,804,000) are taken up by the subsidiaries of the Company where these debt obligations have no recourse to the Company.

**Vena Energy (Taiwan) Holdings Ltd and its Subsidiaries****Notes to the interim condensed financial statements  
For the six months ended 30 June 2022**

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**23. Loans and borrowings and lease liabilities (cont'd)**Pledges for facility agreements

The Group has entered into several facility agreements with various financial institutions. Under these agreements, these financial institutions provide project financing debts of US\$311,054,000 (2021: US\$211,804,000) 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.

The Group's assets directly pledged in relation to the facility agreements are as disclosed in Note 13 and 20, of the interim condensed financial statement. 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:

	<b>30 June 2022</b>	<b>31 December 2021</b>
	US\$'000	US\$'000
Project entities' contribution to the net assets of the Group	121,454	118,057

Stand-by letter of credit

As at 30 June 2022, the Group has obtained stand-by letters of credit ("SBLC") totaled to US\$32.0 million (2021: Nil) and expires over the period from August 2022 to October 2022. The SBLC bears an interest of between 0.8% and 1.25% per annum.

## Vena Energy (Taiwan) Holdings Ltd and its Subsidiaries

### Notes to the interim condensed financial statements For the six months ended 30 June 2022

#### 24. Trade and other payables

	Note	Group		Company	
		30 June 2022 US\$'000	31 December 2021 US\$'000	30 June 2022 US\$'000	31 December 2021 US\$'000
Non-trade amounts due to:					
- Subsidiaries	18(a)	–	–	15,785	–
- Related parties	(a)	1,585	1,257	–	–
- Other third parties		212	194	–	–
Trade payable to Engineering, Procurement and Construction (“EPC”) contractors		11,104	25,738	–	–
Shared services fees payables (non-trade)		7,525	6,589	–	–
Other tax payables		873	798	–	–
Accrued staff costs		21	24	–	–
Accrued operating expenses		6,642	2,690	54	82
		<u>27,962</u>	<u>37,290</u>	<u>15,839</u>	<u>82</u>

Trade payables are non-interest bearing and are generally settled on standard credit terms.

- (a) The amounts due to subsidiaries and related parties are non-trade, unsecured, non-interest bearing and repayable on demand.

#### 25. Derivative assets and liabilities

	Group	
	30 June 2022 US\$'000	31 December 2021 US\$'000
<b>Derivatives assets</b>		
<b>Non-current</b>		
Interest rate swaps	5,966	–
<b>Derivatives liabilities</b>		
<b>Non-current</b>		
Interest rate swaps	–	227

## Vena Energy (Taiwan) Holdings Ltd and its Subsidiaries

### Notes to the interim condensed financial statements For the six months ended 30 June 2022

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#### 26. 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.

## Vena Energy (Taiwan) Holdings Ltd and its Subsidiaries

### Notes to the interim condensed financial statements For the six months ended 30 June 2022

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#### 26. Fair value of financial instruments (cont'd)

##### Financial instruments measured at fair value

Type	Valuation technique	Significant unobservable inputs	Inter-relationship between key unobservable inputs and fair value measurement
<b>Group</b>			
Interest rate swaps	<i>Swap models</i> : 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.

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##### Financial instruments not measured at fair value

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

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**Vena Energy (Taiwan) Holdings Ltd and its Subsidiaries**
**Notes to the interim condensed financial statements  
For the six months ended 30 June 2022**
**26. 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.

	Note	Carrying amount			Fair value				
		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
<b>Group</b>									
<b>30 June 2022</b>									
Trade and other receivables*	18	–	26,940	–	26,940				
Cash and bank balances	20	–	59,897	–	59,897				
Derivative assets	25	5,966	–	–	5,966	–	5,966	–	5,966
		5,966	86,837	–	92,803				
Loans and borrowings	23	–	–	(444,883)	(444,883)	–	(450,983)	–	(450,983)
Trade and other payables*	24	–	–	(27,089)	(27,089)				
		–	–	(471,972)	(471,972)				

\* Excludes non-financial assets and liabilities

**Vena Energy (Taiwan) Holdings Ltd and its Subsidiaries**

**Notes to the interim condensed financial statements  
For the six months ended 30 June 2022**

**26. Fair value of financial instruments (cont'd)**

**Accounting classification and fair value (cont'd)**

Group	Note	Carrying amount				Fair value			
		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
<b>31 December 2021</b>									
Trade and other receivables*	18	–	2,647	–	2,647				
Cash and bank balances	20	–	48,022	–	48,022				
		–	50,669	–	50,669				
Loans and borrowings	23	–	–	(366,706)	(366,706)	–	(371,254)	–	(371,254)
Trade and other payables*	24	–	–	(36,492)	(36,492)				
Derivative liabilities	25	(227)	–	–	(227)	–	(227)	–	(227)
		(227)	–	(403,198)	(403,425)				

\* Excludes non-financial assets and liabilities

At the reporting date, the fair values of other assets and liabilities are equivalent to the carrying amounts shown in the statement of financial position due to the short-term maturity of these financial instruments.

The fair value of loans and borrowings which are determined by discounting estimated future cash flows based on market interest rates approximates its carrying amounts.

## Vena Energy (Taiwan) Holdings Ltd and its Subsidiaries

### Notes to the interim condensed financial statements For the six months ended 30 June 2022

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#### 27. Related parties

The Group has determined Vena Energy Holdings Ltd and its subsidiaries and Zenith Japan Holdings Trust and its subsidiaries as related parties in accordance with IAS 24 *Related Party Disclosures*.

#### Related parties transactions

During the period, other than those disclosed elsewhere in the interim condensed financial statements, the following significant transactions between the Group and its related parties took place at terms agreed between the parties during the financial period:

	<b>30 June 2022</b>	<b>30 June 2021</b>
	US\$'000	US\$'000
<b>Related parties</b>		
Shared services costs	2,866	2,059
Management fee expense	100	150
Interest expense	924	587
	<hr/>	<hr/>
<b>Euro Medium Term Note Issuer</b>		
Interest expense	217	240
	<hr/>	<hr/>

#### 28. Acquisition of non-controlling interests

On 25 April 2022, the Group acquired an additional 30% interest in the voting shares of Vena Energy Taiwan Solar Energy Ltd, increasing its ownership interest to 100%. Cash consideration of US\$11.6 million was paid to the non-controlling shareholders. Following is a schedule of additional interest acquired in Vena Energy Taiwan Solar Energy Ltd:

	<b>30 June 2022</b>
	US\$'000
Cash consideration paid	11,600
Carrying value of the additional interest	(5,388)
	<hr/>
<b>Difference recognised in equity</b>	<b>6,212</b>
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**Vena Energy (Taiwan) Holdings Ltd and its Subsidiaries****Notes to the interim condensed financial statements  
For the six months ended 30 June 2022**

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**29. Commitments****Capital commitment**

The commitments for acquisition of property, plant and equipment are as follows:

	<b>30 June 2022</b>	<b>31 December 2021</b>
	US\$'000	US\$'000
<u>Type of contracts</u>		
Construction of power plant	47,773	135,894

**.30. Authorisation of financial statements for issue**

The interim condensed financial statements for the period 1 January 2022 to 30 June 2022 were authorised for issue in accordance with a resolution of the directors passed on 8 September 2022.