

**ASX ANNOUNCEMENT**

12 April 2024

**ANNUAL REPORT UPDATE  
(CHAIRMAN'S LETTER REPLACEMENT)**

United Overseas Australia Ltd (**ASX: UOS, Company**) attaches its Annual Report for the year ended 31 December 2023.

The Company has determined to re-release the report as the correct version of the Chairman's Letter was inadvertently omitted during the final stages of compilation of the report prior to its release on 27 March 2024.

The Company notes that this is the only change made in the Annual Report, and no other changes to information or reports contained within the Annual Report have been made.

The Company apologises for the inconvenience caused by the error.

For further enquiries, please contact:

Mr Stuart Third

Company Secretary

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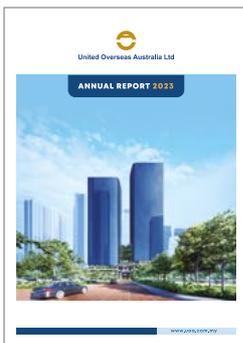
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United Overseas Australia Ltd

**ANNUAL REPORT 2023**



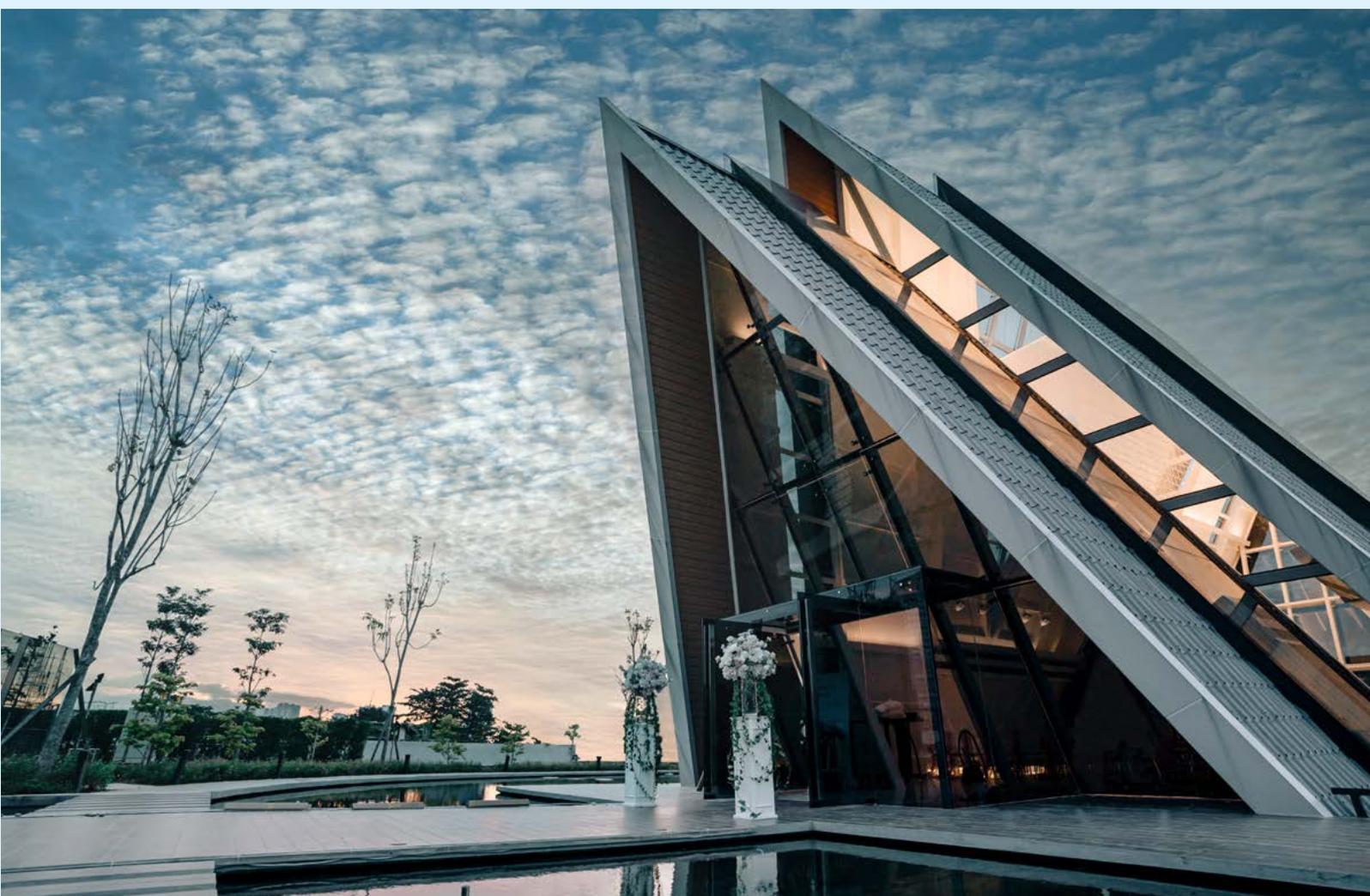


### **ABOUT THE COVER**

Duo Tower - the latest development in Bangsar South - is a contemporary, future-forward office building designed to transcend the traditional office experience with an array of wellness facilities and flexible office spaces.

# CORPORATE

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# CORPORATE DIRECTORY

**A.C.N 009 245 890**  
**A.B.N 81 009 245 890**

## DIRECTORS

Mr. Chong Soon Kong @ Chi Suim (*Managing Director*)  
Mr. Pak Lim Kong (*Executive Director*)  
Mr. Chee Seng Teo (*Independent Non-Executive Director*)  
Mr. Stuart Alexander Third (*Independent Non-Executive Director*)  
Ms. Jeslyn Jacques Wee Kian Leong (*Independent Non-Executive Director*)  
Ms. May Chee Kong (*alternate for Chong Soon Kong @ Chi Suim*)

## COMPANY SECRETARY

Mr. Stuart Alexander Third

## ASX CODE

UOS

## REGISTERED OFFICE

Suite 51  
11 Tanunda Drive  
Rivervale, Western Australia 6103  
Telephone +618 9368 0366  
Email [stuart@downsaccounting.com.au](mailto:stuart@downsaccounting.com.au)

## PRINCIPAL PLACE OF MANAGEMENT

Suite G-1, Vertical Corporate Tower B  
Avenue 10, The Vertical  
Bangsar South City  
No. 8, Jalan Kerinchi  
59200 Kuala Lumpur  
Malaysia

## SHARE REGISTRY

Automic Pty Ltd  
Level 5, 126 Philip Street  
Sydney NSW 2000

## AUDITORS

Grant Thornton Audit Pty Ltd  
Central Park  
Level 43, 152-158 St Georges Terrace  
Perth, Western Australia 6000



# FROM THE OFFICE OF MANAGING DIRECTOR

Dear Valued Shareholders,

The financial year 2023 saw economies around the world stepping out of the pandemic restrictions but entering various levels of inflationary pressures due to a period of high demand built up during the pandemic which supply chains and resources found initially difficult to meet. These pressures began to ease towards the end of the year and continue to improve.

During the year, the Group progressed with the steady recovery of its hospitality segment and carefully timed development launches that aligned with the economic and market conditions. These will provide the Group with a return to pre-pandemic levels in the near future.

Profit after tax and minority interest for the financial year ended 31 December 2023 was \$79.2 million. This is an increase of 18.5% in comparison to the results for the preceding financial year. The Board of Directors has resolved to declare a final dividend of 2.0c (unfranked) for the year ended 31 December 2023.

The Group demonstrated its ability to remain resilient in an uncertain environment as we have been able to maintain operations, albeit at a reduced level during the downturn caused by the pandemic, and seek further investments that will build on the current planned projects for the future.

As is usual, I would like to take this opportunity to express my sincere gratitude to our shareholders, Board of Directors, Management, esteemed customers, business associates and staff, for their unrelenting dedication, support and commitment to United Overseas Australia Ltd. I look forward to your continued support as we continue our growth into 2024.

Thank you.

**C.S. Kong**  
**Managing Director**

# EXECUTIVE DIRECTOR'S REVIEW OF OPERATIONS

The year ended 31 December 2023 has been one of profitable operations for the Group albeit in a very difficult market, allowing it to continue to retain a strong and positive balance sheet.

## REVIEW OF OPERATIONS

### Australia

#### Leederville

The buildings within the Leederville complex are currently 68% occupied after the refurbishment of the buildings and grounds was completed in January 2020. Enquiries for the remaining space are continuing to be received and with renewed interest in the precinct, are expected to result in further spaces rented.

### Vietnam

UOA Vietnam Tower continued its leasing activities amidst a challenging market condition. There have been some gradual improvements in leasing activities albeit the risks posed by global inflation on the economy still exist.

### Malaysia

UOA Development Bhd and its subsidiaries (the "Group") continued to deliver positive results for financial year 2023. As at 31 December 2023, the Group achieved a total revenue of \$132.1 million and profit after tax of \$94.7 million.

#### UOA Development Bhd

A full set of Financial Statements and Reports for year ended 31 December 2023 can be downloaded at [www.uoadev.com.my](http://www.uoadev.com.my). UOA Development Bhd is 69.92% owned.

#### UOA Real Estate Investment Trust

A full set of Financial Statements and Reports for year ended 31 December 2023 can be downloaded at [www.uoareit.com.my](http://www.uoareit.com.my). UOA Real Estate Investment Trust is 33.93% owned.

## SNAPSHOT OF CURRENT DEVELOPMENTS

Laurel Residence is an on-going project located in Bangsar South and it consists of two blocks of 42-storey residential towers, housing a total of 1,260 units. Located in the heart of Bangsar South, the development is supported by ample amenities. This project has a GDV of approximately AUD \$176.0 million and is expected to be completed in FY2026.



■ Artist's Impression - Laurel Residence

Aster Hill is a residential development located adjacent to our completed project, Aster Green Residence within the established township of Sri Petaling and it consists of two 32-storey residential towers with a total of 1,150 units. This project has a GDV of approximately AUD \$153.6 million and it is slated for completion in FY2026.



■ Artist's Impression - Aster Hill



■ Artist's Impression - Lobby Lounge, Duo Tower

## UPCOMING / FUTURE DEVELOPMENTS

Duo Tower is the newest Grade A office building located in Bangsar South, supported by well-established amenities and connectivity. It consists of two blocks of office towers, with a 34-storey Tower A accommodating a total of 239 office units and a 38-storey Tower B with more than 700,000 square feet of lettable area. This project with a GDV of approximately AUD \$415.9 million, commenced construction in FY2023. It is slated for launch in the first half of FY2024 and is expected to be completed in FY2027.

After the completion of Bamboo Hills Phase 1, which comprises unique dining pavilions and extensive outdoor spaces, Bamboo Hills Residences emerges as the latest phase of our Jalan Ipoh development. It consists of three residential blocks, housing a total of 2,517 units with a retail podium. This project, with a GDV of approximately AUD \$447.9 million, is slated for launch in the first half of FY2024, with an expected completion in FY2028.

The Group maintains a cautious outlook on the property sector in FY2024 given prevailing market uncertainties, including elevated inflation, rising interest rates and other external factors. Concerns on



■ Artist's Impression - Bamboo Hills Residences

rising construction costs, soft market sentiments and potential increases in interest rate may further impact market conditions and consumer sentiments. Despite these challenges, the Group remains optimistic on our new launches given their strategic locations. Future launches will be carefully timed in align with the economic and market conditions.

# DIRECTORS' REPORT

The Directors present their report together with the Financial Report of United Overseas Australia Ltd (the Company) and of the Group, being the Company, its subsidiaries and the Group's interest in any jointly controlled entities for the financial year ended 31 December 2023 together with the report of the Company's Auditors.

The names and details of the Company's directors in office during the financial year and until the date of this report are set out below. Directors were in office for this entire period unless otherwise stated.

Name	Current Occupation/Position
Chong Soon Kong @ Chi Suim	Managing Director
Pak Lim Kong	Executive Director
Chee Seng Teo	Independent Non-Executive Director
Stuart Alexander Third	Independent Non-Executive Director
Jeslyn Jacques Wee Kian Leong	Independent Non-Executive Director
May Chee Kong	Alternate Director to Chong Soon Kong @ Chi Suim

*Information on the areas of prime responsibility, the business and working experience of the Directors is set out below.*

## **Chong Soon Kong @ Chi Suim** (Managing Director)

Chong Soon Kong @ Chi Suim, Malaysian, male, aged 83, is responsible for the overall group management and strategy development. He has over 39 years of experience in the construction and property development industries, both in Malaysia and Singapore. He played a key role as Project Advisor to the Harapan group of companies where he was instrumental in overseeing the successful construction of three internationally-rated hotels in Singapore, namely Hotel Meridien, Glass Hotel and Changi Meridien Hotel, valued in excess of SGD \$ 866.0 million, during the 1970s and 1980s.

In 1987, Mr. Kong co-founded United Overseas Australia Ltd ("UOA" or "Parent Group") and spearheaded our Parent Group's rapid growth in Malaysia. Over the last 34 years, our Parent Group together with other Group members have successfully completed numerous residential, industrial and commercial developments in various parts of Kuala Lumpur. He has in the past served in various capacities in several public-listed companies both in Malaysia and Singapore which included Raleigh Bhd, Town and City Properties Ltd and Tuan Sing Holdings Ltd.

Mr. Kong graduated with an Associateship in Civil Engineering from Perth Technical College (now known as Curtin University) in 1964 and is a member of the Chartered Engineers of Australia.

He has no convictions for any offences, and there is no sanction or penalty imposed on him by any regulatory bodies over the past 5 years or any conflict of interest with the Company.

May Chee Kong, Alternate Director for Mr. Kong on United Overseas Australia Ltd Board and Sze Choon Kong, Alternate Director for Mr. Kong on UOA Development Bhd Board and Executive Director of UOA REIT, are both children of Mr. Kong.

Kong Sze Hou, Head of the Group Hospitality Division and Investment Officer for the Group's Vietnam operations is a child of Mr. Kong.

Mr. Kong has also served as a director of the following other listed companies:

UOA Development Bhd

Bursa Malaysia Securities Berhad Listed

## Directors' Report

(Continued)

### Pak Lim Kong (Executive Director)

Pak Lim Kong, Malaysian, male, aged 71, oversees the planning and design of the Group's commercial and residential projects and is also responsible for the identification and negotiation of all new land acquisitions.

Mr. Kong has over 44 years of experience in the construction, mining and property development industries in both Malaysia and Australia. He has worked extensively in various capacities in Australia, among them as Project Engineer in Davis Wemco in charge of mining design, construction and material handling and as a Director of Ferro Engineering Pty Ltd responsible for structural and mechanical fabrication of oil & gas and mining equipment.

He co-founded United Overseas Australia Ltd with Mr. Chong Soon Kong and has played an integral part in spearheading the Group's rapid growth.

Mr. Kong graduated with a Bachelor of Engineering Degree with Honours from University of Western Australia in 1975. He is a member of the Institute of Engineers Malaysia and the Association of Professional Engineers Malaysia.

He does not have any family relationship with any Director and/or major shareholder, nor any conflict of interest with the Company. He has no convictions for any offences, and there is no sanction or penalty imposed on him by any regulatory bodies over the past 5 years.

Stephanie Kong Pei Zen, Alternate Director for Pak Lim Kong on the UOA Development Bhd Board is a daughter of Mr. Kong.

Mr. Kong has also served as a director of the following other listed companies:

UOA Development Bhd

Bursa Malaysia Securities Berhad Listed

### Chee Seng Teo (Independent Non-Executive Director)

Mr. Chee Seng Teo, Singaporean, male, aged 69, is an Independent Non-Executive Director of the Company. He is also a member of the Audit and Risk Management Committee and the Nomination and Remuneration Committee.

He does not have any family relationship with any Director and/or major shareholder, nor any conflict of interest with the Company. He has no convictions for any offences, and there is no sanction or penalty imposed on him by any regulatory bodies over the past 5 years.

Mr. Teo has also served as a director of the following other listed companies:

Lasseters International Holdings Limited

SGX-ST Listed

Envictus International Holdings Limited

SGX-ST Listed

Soilbuild Group Holdings Ltd

SGX-ST Listed

## Directors' Report

*(Continued)*

### **May Chee Kong** (Alternate Director to Chong Soon Kong @ Chi Suim)

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May Chee Kong, Singaporean, female, aged 50, is the Alternate Director for Chong Soon Kong @ Chi Suim.

May Chee Kong is the daughter of Chong Soon Kong @ Chi Suim.

### **Stuart Alexander Third** (Independent Non-Executive Director)

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Stuart Alexander Third, male, aged 53, is also a member of the Audit and Risk Management Committee. He has been involved in professional public practice for over 27 years providing business and taxation advice to clients in various industries. Mr. Third has experience in corporate governance, company secretarial, management and restructuring matters. He was on the Board of, and company secretary of, ASX listed Advanced Share Registry Ltd prior to its delisting in December 2023, and has previously served as company secretary of other ASX listed companies. He also works within the accounting profession as a facilitator for the Chartered Accountants Program.

Mr. Third graduated from University of Tasmania in 1993 with a Bachelor of Business and from University of New South Wales in 2001 with a Master of Taxation as well as having completed a Graduate Diploma in Applied Corporate Governance in 2014. He is a Fellow of Chartered Accountants Australia and New Zealand, a Chartered Tax Adviser and an Associate of both the Governance Institute of Australia and The Chartered Governance Institute.

Mr. Third does not have any family relationship with any director and/or major shareholder, nor any conflict of interest with the Company. He has no convictions for any offences and there has been no sanction or penalty imposed on him by any regulatory authority over the past 5 years.

### **Jeslyn Jacques Wee Kian Leong** (Independent Non-Executive Director)

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Jeslyn Jacques Wee Kian Leong, female, aged 55, is a financial accountant with over 27 years' experience in corporate finance. Her experience includes time within the building and construction industry, including the building materials sector of the market as well as multi-jurisdictional trading companies.

Ms. Leong has experience within corporate governance roles and is currently an Accountant with Orrcon Steel, a wholly-owned subsidiary of BlueScope Steel Limited (listed on ASX), a leading Australian manufacturer and distributor of steel, tubes and pipes.

Ms. Leong was an independent Non-Executive Director of Asian American Medical Group Limited (listed on ASX) from 1 January 2012 until 30 January 2023, and was a member of that company's Audit Committee. She is currently a director of Botanical Services Pty Ltd.

Ms. Leong holds a professional body qualification with the Association of Chartered Certified Accountants (United Kingdom).

**Directors' Report***(Continued)***COMPANY SECRETARY****Stuart Alexander Third**

Director	Director's Meetings		Audit and Risk Management Committee		Nomination and Remuneration Committee	
	Held	Attended	Held	Attended	Held	Attended
C S Kong	5	5	-	-	-	-
P L Kong	5	5	1	1	-	-
C S Teo	5	5	1	1	-	-
S A Third	5	5	1	1	-	-
J J W K Leong	5	5	-	-	-	-

**Corporate Governance Statement**

The Company has established a Corporate Governance framework which is set out in the Company's Corporate Governance Statement which is available on its website ([www.uoa.com.my](http://www.uoa.com.my)) under the section marked "Investor relations UOA Ltd".

Dividends	Cents
Final dividend recommended	
• On ordinary shares	2.0
Dividends paid in the year	
Interim for the year	
• On ordinary shares	2.0
Final for 2022 shown as recommended in the 2022 report	
• On ordinary shares	2.0

**Interests in the Shares of the Company and Related Bodies Corporate**

As at the date of this report, the interests of the directors in the ordinary shares of United Overseas Australia Ltd were:

Director	Number of ordinary shares
C S Kong	1,182,787,286
P L Kong	899,113,904
M C Kong	589,239
C S Teo	201,317
S A Third	9,549
J J W K Leong	-

## Directors' Report

*(Continued)*

### Nature of Operations and Principal Activities of The Group

The principal activities during the year of the members of the consolidated entities were:

- Development and resale of land and buildings
- Investment in the form of rental properties
- Investment in the UOA Real Estate Investment Trust
- Operation of hotels and food and beverages outlets
- Rental of co-sharing office facilities

There have been no significant changes in the nature of activities during the year.

### Employees

The consolidated entity employed 1,372 employees as at 31 December 2023 (2022: 1,164).

### Review and Results of Operations

#### Group Overview

The Company was incorporated in Western Australia in 1987 as United Overseas Securities Limited and a prospectus issued to facilitate a listing on the 'Second Board' of the Australian Securities Exchange-Perth; the Company transferred to the Main Board of the Australian Securities Exchange on 1 January 1992.

#### UOA Development Bhd

On 8 June 2011, the Company's majority owned subsidiary UOA Development Bhd listed on the Malaysian Stock Exchange (Bursa Malaysia).

At the date of this report, United Overseas Australia Ltd has a direct equity interest of 0.18% and an indirect interest of 69.74% (via UOA Holdings Sdn Bhd) in UOA Development Bhd.

#### UOA Real Estate Investment Trust

As at 31 December 2023, the Group has an effective equity holding of 33.93% in the Trust.

## Directors' Report

(Continued)

	2023 Revenue (\$000)	2023 Results (\$000)	2022 Revenue (\$000)	2022 Results (\$000)
<b>Summarised Operating Results are as follows:</b>				
<b>Operating Segments</b>				
Land Development and Sale	282,566	72,675	263,553	65,974
Investment	741,244	35,143	246,675	25,820
Other	28,615	10,030	18,571	8,821
	1,052,425	117,848	528,799	100,615
Consolidated adjustments	(733,015)	-	(246,816)	-
Non-segment unallocated revenue	-	-	-	-
	319,410	117,848	281,983	100,615

### Shareholder Returns

After consideration of the final profit for the year ended 31 December 2023, the Board proposed the payment of the final dividend of 2.0 cents, making a total for the year of 4.0 cents. The final dividend will be eligible for participation in the Company's Dividend Reinvestment Plan.

	2023	2022	2021	2020
Basic earnings per share (cents)	5.00	4.34	5.33	6.56
Return on assets (%)	5.54	5.94	7.43	12.75
Return on equity (%)	9.11	7.71	9.01	11.87
Net debt/equity ratio (%)	14.12	14.37	15.32	16.49

### Cash Flows from Operations

The cash flow from operations of the Group has decreased over the prior year. It is expected that the Group's future cash flow from operations will be sufficient to meet its funding requirements. It is the Group's intention to repay debt with any cash surpluses that may be generated from operations. Cash surpluses will also be used to internally fund the construction of on-going development projects as the Group does not intend to increase its levels of gearing.

### Liquidity and Funding

The Group relies in part on its bankers to support some acquisitions of property. There are adequate facilities and securities available to meet any unforeseen expenditure. However, it is the Group's policy to use internally generated funds wherever possible.

### Risk Management

The Directors of the parent Company and members of the Board of Group Companies are actively committed to risk management criteria as outlined in the Company's Corporate Governance Statement.

## Directors' Report

*(Continued)*

### Dividends

In respect of the current year, a final dividend for year ended 31 December 2022 of \$31,083,807 (2.0 cents per share) was paid on 6 June 2023. The interim dividend for year ended 31 December 2023 of \$32,103,038 (2.0 cents per share) was paid on 6 November 2023.

After the reporting date, the Board has proposed the payment of a final dividend of \$32,330,048 (2.0 cents per share) to be paid on 6 June 2024 (2022: \$31,083,807).

### Significant Events during the Financial Year and after the Reporting Date

Significant events during the financial year and after the reporting date are disclosed in Note 36 to the Financial Statements.

### Likely Development and Results

The Directors believe that the likely developments in the operations of the consolidated entity and the expected results of these operations have been adequately disclosed in the review of the Group's activities.

### Share Capital

During the year, 62,312,034 shares were issued under the Company's Dividend Re-investment Plan, refer Note 25.

### Indemnification and Insurance of Officers and Auditors

#### Indemnification

Since the end of the previous financial year, the Company has not indemnified or made a relevant agreement for indemnifying against a liability any person who is or has been an officer or auditor of the Group.

#### Insurance Premium

Since the end of the previous financial year, insurance premiums of \$6,051 have been paid in respect of directors' and officers' liability and legal expenses' insurance contracts for current and former directors and officers, including senior executives, of UOA Development Bhd and its controlled entities.

The insurance premiums relate to costs and expenses incurred by the relevant officers in defending proceedings, whether civil or criminal whatever their outcome, and other liabilities that may arise from their position, with the exception of actions consisting of a wilful breach of duty or improper use of information or position to gain a personal advantage.

#### Indemnities given to, and Insurance Premiums paid for, Auditors and Officers

The Group has agreed to indemnify its auditors, Grant Thornton Audit Pty Ltd, to the extent permitted by law, against any claim by a third party arising from the Group's breach of its agreement. The indemnity requires the Group to meet the full amount of any such liabilities including a reasonable amount of legal costs.

### Environmental Legislation

The Group is subject to environmental issues arising from Malaysian and Vietnam regulations and at all times the Companies and their Officers act in the best code of conduct in respect of environmental issues. The Group is not subject to any particular or significant environmental regulation under a law of the Commonwealth or of a State or Territory in Australia.

There has been no breach of regulations.

## Directors' Report

(Continued)

### Remuneration Report (Audited)

The Remuneration Report outlines the Director and Executive Remuneration Agreements of the Company and the Group in accordance with the requirements of the Corporations Act 2001 and Corporations Regulations 2001. For the purposes of this report, the Key Management Personnel (KMP) are those persons identified as having authority and responsibility for planning, directing and controlling the activities of the Company and the Group, directly or indirectly, including its Directors, whether executive or not.

The Remuneration Report is set out under the following main headings:

- a. Principles used to determine the nature and amount of remuneration
- b. Details of remuneration
- c. Service agreements
- d. Bonuses included in remuneration; and
- e. Other information

#### (a) Principles Used to Determine the Nature and Amount of Remuneration

The principles of the Group's executive strategy and supporting incentive programs and frameworks are:

- to align rewards to business outcomes that deliver value to shareholders;
- to drive a high-performance culture by setting challenging objectives and rewarding high performing individuals; and
- to ensure remuneration is competitive in the relevant employment marketplace to support the attraction, motivation and retention of executive talent.

The Company has structured a remuneration framework that is market competitive and complementary to the reward strategy of the Group.

The Board has established a Nomination and Remuneration Committee which operates in accordance with its charter as approved by the Board and is responsible for determining and reviewing compensation arrangements for the Director and the Executive Team.

The remuneration structure that has been adopted by the Group consists of the following components:

- fixed remuneration being annual salary; and
- short term incentives, being employee share schemes and bonuses.

The Nomination and Remuneration Committee assesses the appropriateness of the nature and amount of remuneration on a periodic basis by reference to recent employment market conditions with the overall objective of ensuring maximum stakeholder benefit from the retention of a high-quality Board and Executive Team.

The payment of bonuses, share options and other incentive payments are reviewed by the Nomination and Remuneration Committee as part of the review of executive remuneration and a recommendation is put to the Board for approval. All bonuses, options and incentives must be linked to pre-determined performance criteria.

## Directors' Report

(Continued)

### Short Term Incentive (STI)

The Group performance measures involve the use of annual performance objectives, metrics, performance appraisals and continuing emphasis on living the Company values.

The performance measures are set annually after consultation with the Directors and Executives and are specifically tailored to the areas where each executive has a level of control. The measures target areas the Board believes hold the greatest potential for expansion and profit and cover financial and non-financial measures.

The Key Performance Indicators (KPI's) for the Executive Team are summarised as follows:

Performance areas

- financial – operating profit and earnings per share; and
- non-financial – strategic goals set by each individual business unit based on job descriptions.

The STI Program incorporates both cash and share-based components for the Executive Team and other employees.

The Board may, at its discretion, award bonuses for exceptional performance in relation to each person's pre-agreed KPIs.

### Voting and Comments made at the Company's Last Annual General Meeting

The Company received 99.78% of 'yes' votes on its Remuneration Report for the financial year ended 31 December 2022. The Company received no specific feedback on its Remuneration Report at the Annual General Meeting.

### Consequences of Performance on Shareholder Wealth

In considering the Group's performance and benefits for shareholder wealth, the Board has regard to the following indices in respect of the current financial year and the previous four (4) financial years:

	2023	2022	2021	2020	2019
EPS (cents)	5.00	4.34	5.33	6.56	6.32
Dividends (cents per share)	4.0	2.0	1.35	2.0	2.5
Net profit (\$'000)	119,003	100,961	111,056	145,171	140,029
Share price (\$)	0.52	0.55	0.68	0.77	0.88

## Directors' Report

(Continued)

### (b) Details of Remuneration

Details of the nature and amount of each element of the remuneration of each Key Management Personnel (KMP) of United Overseas Australia Ltd are shown in the table below:

Year Ended	Date of Appointment	Base Fee	Bonus	Superannuation Fund	Equivalent Monetary Benefits#	Non-Monetary Allowance	Other Allowance	Total	Performance Related (%)
31 December 2023		\$	\$	\$	\$	\$	\$	\$	\$
SA Third Independent	29/07/2021	19,843	-	-	-	-	-	19,843	-
CS Teo Independent	11/06/2008	29,103	-	-	-	-	-	29,103	-
J J W K Leong Independent	14/04/2022	19,843	-	-	-	-	-	19,843	-
M C Kong Alternate/Non-Independent	01/08/2000	44,212	-	7,526	-	-	-	51,738	-
<b>Sub Total Non-Executive Directors</b>		113,001	-	7,526	-	-	-	120,527	
<b>Executive Directors</b>									
CS Kong Managing Director	01/07/1989	642,079	496,081	97,356	4,618	33,423	-	1,273,557	39
P L Kong Executive Director	17/06/1987	642,079	496,081	134,691	5,347	44,895	-	1,323,093	37
<b>Other Key Management Personnel ("KMP")</b>									
E P Tong COO* (Construction)	01/01/1988	181,313	20,151	8,316	16,313	59,877	-	285,970	7
C Chan Property Director	01/09/1992	169,195	41,803	246	7,521	992	-	219,757	19
K I Ang Chief Financial Officer	16/03/1994	337,335	125,674	55,944	4,129	3,787	-	523,082	24
S C Kong CEO (UOA REIT)	09/10/2006	287,773	87,202	47,727	6,788	-	-	433,277	20
S H Kong Head, Investment	01/01/2016	283,758	85,987	246	-	17,620	-	387,611	22
S P Z Kong General Manager, Project	01/01/2016	119,178	36,115	19,020	10,302	-	-	184,615	14
<b>Sub Total Executive KMP</b>		2,662,710	1,389,094	363,546	55,018	160,594	-	4,630,962	
<b>TOTAL</b>		2,775,711	1,389,094	371,072	55,018	160,594	-	4,751,489	

\* Chief Operating Officer (COO)

# Non-monetary benefits comprise motor vehicle petrol, car and driver

## Directors' Report

(Continued)

### (b) Details of Remuneration (continued)

Year Ended	Date of Appointment	Base Fee	Bonus	Equivalent Superannuation Fund	Non-Monetary Benefits#	Other Allowance	Total	Performance Related (%)
31 December 2022		\$	\$	\$	\$	\$	\$	\$
S A Third <i>Independent</i>	29/07/2021	19,685	-	-	-	-	19,685	-
C S Teo <i>Independent</i>	11/06/2008	27,887	-	-	-	1,640	29,527	-
J J W K Leong <i>Independent</i>	14/04/2022	14,764	-	-	-	-	14,764	-
M C Kong <i>Alternate/Non-Independent</i>	01/08/2000	41,224	-	7,017	-	-	48,241	-
<b>Sub Total Non-Executive Directors</b>		103,560	-	7,017	-	1,640	112,217	
<b>Executive Directors</b>								
C S Kong <i>Managing Director</i>	01/07/1989	636,961	492,126	133,552	4,789	32,967	1,300,395	38
P L Kong <i>Executive Director</i>	17/06/1987	636,961	492,126	133,552	5,263	-	1,267,902	39
<b>Other Key Management Personnel ("KMP")</b>								
E P Tong <i>COO* (Construction)</i>	01/01/1988	153,136	24,252	39,409	16,183	15,363	248,343	10
C Chan <i>Property Director</i>	01/09/1992	165,878	41,469	211	7,436	984	215,978	19
K I Ang <i>Chief Financial Officer</i>	16/03/1994	318,898	124,672	53,557	5,137	66,343	568,607	22
S C Kong <i>CEO (UOA REIT)</i>	09/10/2006	257,458	49,511	39,007	6,734	4,655	357,365	14
S H Kong <i>Head, Investment</i>	01/01/2016	255,906	44,291	211	1,624	114	302,146	15
S P Z Kong <i>General Manager, Project</i>	01/01/2016	107,480	20,669	15,707	8,372	-	152,228	14
<b>Sub Total Executive KMP</b>		2,532,678	1,289,116	415,206	55,538	120,426	4,412,964	
<b>TOTAL</b>		2,636,238	1,289,116	422,223	55,538	122,066	4,525,181	

\* Chief Operating Officer (COO)

# Non-monetary benefits comprise motor vehicle petrol, car and driver

**Directors' Report***(Continued)*

The relative proportions of remuneration that are linked to performance and those that are fixed are as follows:

<b>Name</b>	<b>Fixed Remuneration</b> \$	<b>At Risk - STI</b> \$	<b>At Risk - Options</b> \$
<i>Executive Directors</i>			
C S Kong	642,079	496,081	-
P L Kong	642,079	496,081	-
<i>Other Key Management Personnel</i>			
E P Tong	181,313	20,151	-
C Chan	169,195	41,803	-
K I Ang	337,335	125,674	-
S C Kong	287,773	87,202	-
S H Kong	283,758	85,987	-
S P Z Kong	119,178	36,115	-

**(c) Service Agreements**

Remuneration and other terms of employment for the Executive Directors and other Key Management Personnel are formalised in a Service Agreement. The major provisions of the agreements relating to remuneration are set out below:

<b>Name</b>	<b>Base Salary</b> \$	<b>Term of Agreement</b>	<b>Notice Period</b>
<i>Executive Directors</i>			
C S Kong	642,079	Unspecified	Unspecified
P L Kong	642,079	Unspecified	Unspecified
<i>Other Key Management Personnel</i>			
E P Tong	181,313	Unspecified	6 months
C Chan	169,195	Unspecified	6 months
K I Ang	337,335	Unspecified	6 months
S C Kong	287,773	Unspecified	6 months
S H Kong	283,758	Unspecified	6 months
S P Z Kong	119,178	Unspecified	6 months

**Directors' Report***(Continued)***(d) Bonuses Included in Remuneration**

Details of the short-term incentive cash bonuses awarded as remuneration to each Key Management Personnel, the percentage of the available bonus that was paid in the financial year, and the percentage that was forfeited because the person did not meet the service and performance criteria are set out below. No part of the bonus is payable in future years.

Name	Included in Remuneration \$	Percentage Vested during the Year %	Percentage Forfeited during the Year %
<i>Executive Directors</i>			
C S Kong	496,081	100	-
P L Kong	496,081	100	-
<i>Other Key Management Personnel</i>			
E P Tong	20,151	100	-
C Chan	41,803	100	-
K I Ang	125,674	100	-
S C Kong	87,202	100	-
S H Kong	85,987	100	-
S P Z Kong	36,115	100	-

The bonuses received by Other Key Management Personnel are based on current market norms for personnel of a similar role as determined by the Group's Human Resource team to foster and retain talented and engaged people and achieve the overall strategic goals of the Group. Market norms are based on market surveys performed by the Group taking into account remuneration amounts and job roles and responsibilities.

The performance criteria for bonuses to Other Key Management Personnel is determined at each financial year and the performance of the Key Management Personnel is assessed on a quarterly basis with payment made in the following year in three tranches.

**Directors' Report***(Continued)***(e) Other Information****Shares Held by Other Key Management Personnel**

The number of ordinary shares in the Company during the 2023 reporting period held by each of the Group's key management personnel, including their related parties, is set out below.

Parent Entity Directors	Balance at start of year	Granted as remuneration	Received on exercise	Acquisition/ (Disposal)	Held at the end of reporting period
<b>Direct interest</b>					
Mr. C S Kong	2,943,082	-	-	228,300	3,171,382
Ms. M C Kong	526,634	-	-	62,605	589,239
Mr. C S Teo	186,824	-	-	14,493	201,317
	3,656,540	-	-	305,398	3,961,938
<b>Indirect interest</b>					
Mr. C S Kong	1,132,336,048	-	-	47,279,856	1,179,615,904
Mr. P L Kong	869,230,110	-	-	29,883,794	899,113,904
Ms. M C Kong	97,791,477	-	-	(97,791,477)	-
Mr. S A Third	-	-	-	9,549	9,549
	2,099,357,635	-	-	(20,618,278)	2,078,739,357

**Other Key Management Personnel**

<b>Direct interest</b>					
Mr. E P Tong	15,502	-	-	1,203	16,705
Ms. K I Ang	471,686	-	-	163,000	634,686
Mr. S C Kong	680,187	-	-	-	680,187
	1,167,375	-	-	164,203	1,331,578
<b>Indirect interest</b>					
Mr. E P Tong	6,514,596	-	-	-	6,514,596
Ms. K I Ang	23,714	-	-	1,840	25,554
	6,538,310	-	-	1,840	6,540,150

**Other Transactions with Key Management Personnel**

The parent entity received registry services from Advanced Share Registry. During the year, the fees paid to Advanced Share Registry totalled \$34,645 (2022: \$31,849). Advanced Share Registry ceased to be related on 19 December 2023. Mr. S A Third was a Director of, and company secretary of Advanced Share Registry prior to its delisting.

*End of Remuneration Report*

## Directors' Report

(Continued)

### Non-Audit Services

The Board of Directors, in accordance with advice from the Audit Committee, is satisfied the provision of non-audit services during the year is compatible with the general standard of independence for auditors imposed by the Corporations Act 2001. The Directors are satisfied that the services disclosed below did not compromise the external auditor's independence for the following reason:

- All non-audit services are reviewed and approved by the Audit Committee prior to the commencement to ensure they do not adversely affect the integrity and objectivity of the auditors.
- The nature of the services provided does not compromise the general principles relating to the auditor independence as set out in the Chartered Accountants Australia and New Zealand and CPA Australia Professional Statement APES 110: Professional and Independence.

### Auditors Independence Declaration

The Lead Auditor's Independence Declaration for the year ended 31 December 2023 has been received and can be found on page 21 of the Annual Report.

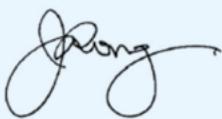
### Proceedings on Behalf of the Company

No person has applied to the Court under section 237 of the Corporation Act 2001 for leave to bring proceedings on behalf of the Company, or to intervene in any proceedings to which the Company is a party, for the purpose of taking responsibility on behalf of the Company for all or part of those proceedings.

### Rounding of Amounts

United Overseas Australia Ltd is a type of Company referred to in ASIC Corporations (Rounding in Financial/Directors' Reports) Instrument 2016/191 and therefore the amounts contained in this report and in the financial report have been rounded to nearest \$1,000, or in certain cases, to the nearest dollar.

Signed in accordance with a Resolution of the Directors



**Kong Pak Lim**  
Director

**Kuala Lumpur, March 27 2024**




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**Grant Thornton Audit Pty Ltd**

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## Auditor's Independence Declaration

### To the Directors of United Overseas Australia Ltd

In accordance with the requirements of section 307C of the *Corporations Act 2001*, as lead auditor for the audit of United Overseas Australia Ltd for the year ended 31 December 2023, I declare that, to the best of my knowledge and belief, there have been:

- a no contraventions of the auditor independence requirements of the *Corporations Act 2001* in relation to the audit; and
- b no contraventions of any applicable code of professional conduct in relation to the audit.

Grant Thornton

GRANT THORNTON AUDIT PTY LTD  
 Chartered Accountants

L A Stella  
 Partner – Audit & Assurance

Perth, 27 March 2024

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Exterior Facade, Komune Living & Wellness

## FINANCIAL STATEMENTS

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# STATEMENT OF PROFIT OR LOSS AND OTHER COMPREHENSIVE INCOME

for the Year Ended 31 December 2023

	Notes	CONSOLIDATED	
		2023 \$'000	2022 \$'000
Property and construction revenue	5	138,909	151,265
Cost of sales	6	(81,134)	(80,789)
<b>Gross profit</b>		57,775	70,476
Other revenues	6	156,697	125,310
Other income	6	11,158	74
Fair value adjustment on investment properties		12,646	5,334
Reversal of impairment loss on financial assets		1,643	778
Reversal of impairment loss on non-financial assets		7,501	1,317
Inventories written down		(835)	(1,280)
General and administrative expenses	6	(108,710)	(79,992)
Foreign exchange (loss) / gain		(830)	330
Share of profit of associate companies		172	272
Finance income		18,289	11,050
Finance costs	6	(9,217)	(8,056)
<b>Profit before income tax</b>		146,289	125,613
Income tax expense	7	(27,286)	(24,652)
<b>Profit for the year</b>		119,003	100,961
<b>Other comprehensive income, net of tax</b>			
<i>Items that may be subsequently reclassified to the profit or loss</i>			
Exchange differences on translating foreign operations		(61,989)	18,103
<i>Items that will not be reclassified to profit or loss</i>			
Changes in the fair value of equity investments at fair value through other comprehensive income		3,858	(2,495)
<b>Other comprehensive (loss) / income for the year</b>		(58,131)	15,608
<b>TOTAL COMPREHENSIVE INCOME FOR THE YEAR</b>		60,872	116,569
Profit attributable to:			
Owners of the parent		79,216	66,845
Non-controlling interest		39,787	34,116
		119,003	100,961
Total comprehensive income attributable to:			
Owners of the parent		19,676	83,181
Non-controlling interest		41,196	33,388
		60,872	116,569
Earnings per share (cents per share)			
- basic for profit for the year	8	5.00	4.34
- diluted for profit for the year	8	5.00	4.34
Unfranked dividends per share (cents per share)	9	4.00	2.00

The accompanying notes form part of these financial statements.

# STATEMENT OF FINANCIAL POSITION

as at 31 December 2023

	Notes	CONSOLIDATED	
		2023 \$'000	2022 \$'000
<b>ASSETS</b>			
<b>Current assets</b>			
Cash and cash equivalents	12	743,652	802,715
Trade and other receivables	13	135,533	147,424
Contract assets	14	21,046	8,151
Amount owing by associate companies	15	102,518	1,180
Inventories	16	454,286	478,817
Current tax assets		16,995	16,135
<b>Total current assets</b>		<b>1,474,030</b>	<b>1,454,422</b>
<b>Non-current assets</b>			
Property, plant and equipment	18	126,596	126,221
Investment properties	19	1,229,042	1,265,477
Inventories	16	138,737	140,381
Investment in associates	20	1,505	1,392
Equity investments	21	9,109	9,204
Other receivables	13	320	344
Goodwill		-	133
Deferred tax assets	22	11,050	11,811
<b>Total non-current assets</b>		<b>1,516,359</b>	<b>1,554,963</b>
<b>TOTAL ASSETS</b>		<b>2,990,389</b>	<b>3,009,385</b>
<b>LIABILITIES</b>			
<b>Current liabilities</b>			
Trade and other payables	23	211,547	180,671
Amount owing to associate companies		239	280
Other financial liabilities	24	227,152	248,509
Current tax liabilities		2,460	3,506
<b>Total current liabilities</b>		<b>441,398</b>	<b>432,966</b>
<b>Non-current liabilities</b>			
Other payables	23	4,621	3,823
Other financial liabilities	24	13,614	214
Deferred tax liabilities	22	23,958	23,746
<b>Total non-current liabilities</b>		<b>42,193</b>	<b>27,783</b>
<b>TOTAL LIABILITIES</b>		<b>483,591</b>	<b>460,749</b>
<b>NET ASSETS</b>		<b>2,506,798</b>	<b>2,548,636</b>
<b>EQUITY</b>			
Parent entity interest			
Share capital	25	340,187	306,614
Reserves	26	(36,033)	24,550
Retained earnings		1,401,480	1,399,106
Total attributable to owners of parent		1,705,634	1,730,270
Total non-controlling interest		801,164	818,366
<b>TOTAL EQUITY</b>		<b>2,506,798</b>	<b>2,548,636</b>

The accompanying notes form part of these financial statements.

# STATEMENT OF CASH FLOWS

for the Year Ended 31 December 2023

	Notes	CONSOLIDATED	
		2023 \$'000	2022 \$'000
<b>Cash flows from operating activities</b>			
Profit before income tax		146,289	125,613
Adjustments for :			
Reversal of impairment loss on financial assets		(1,643)	(778)
Bad debts written off		2,208	77
Depreciation of property, plant and equipment		6,363	5,795
Impairment loss on goodwill		133	-
Dividend income		(265)	(546)
Fair value adjustment on investment properties		(12,646)	(5,334)
Finance costs		9,217	8,056
Foreign currency loss/(gain)		1,177	(330)
Reversal of impairment loss on property, plant and equipment		(7,634)	(1,317)
Inventories written down		835	1,280
Inventories written off		5	-
Gain on disposal of property, plant and equipment		(983)	(74)
Interest income		(18,289)	(11,050)
Gain on disposal of investment properties		(198)	-
Property, plant and equipment written off		191	436
Share of profit of associate companies		(172)	(272)
<b>Operating profit before working capital changes</b>		<b>124,588</b>	<b>121,556</b>
Decrease in inventories		6,922	21,506
Decrease in receivables		10,901	16,504
(Increase)/Decrease in contract assets		(13,652)	32,652
Increase/(Decrease) in payables		36,530	(21,271)
<b>Cash from operations</b>		<b>165,289</b>	<b>170,947</b>
Interest paid		(9,217)	(7,859)
Interest received		18,289	10,781
Income taxes paid		(28,245)	(23,614)
<b>Net cash generated from operating activities</b>		<b>146,116</b>	<b>150,255</b>

**Statement of Cash Flows**

for the Year Ended 31 December 2023

*(Continued)*

	Notes	CONSOLIDATED	
		2023 \$'000	2022 \$'000
<b>Cash flows from investing activities</b>			
Acquisition of shares in new subsidiary companies, net of cash	34	45	-
Dividend received		265	546
Payment for purchase of equity investments		(347)	(1,282)
Payment for purchase of investment properties		(4,580)	(7,004)
Payment for purchase of property, plant and equipment		(7,519)	(7,495)
Proceeds from sale of equity investments		4,039	-
Proceeds from sale of investment properties		4,818	-
Proceeds from sale of property, plant and equipment		1,760	85
Advances to an associate company		(102,313)	(39)
<b>Net cash used in investing activities</b>		<b>(103,832)</b>	<b>(15,189)</b>
<b>Cash flows from financing activities</b>			
Advances from other entities		32	84
(Repayment to)/advances from associated companies		(637)	152
Dividends paid to non-controlling shareholders of subsidiary companies		(80,407)	(34,808)
Dividends paid to owners of the Company		(29,614)	(2,160)
Issue of shares of a subsidiary to non-controlling shareholders		38,978	13,006
Payment of lease liabilities		(94)	(215)
Drawdown of borrowings		68,360	75,131
Repayment of borrowings		(67,155)	(80,777)
<b>Net cash used in financing activities</b>		<b>(70,537)</b>	<b>(29,587)</b>
Net (decrease)/increase in cash and cash equivalents		(28,253)	105,479
Cash and cash equivalents at beginning of year		802,715	688,041
Net foreign exchange differences		(30,810)	9,195
<b>Cash and cash equivalents at end of year</b>		<b>743,652</b>	<b>802,715</b>

The accompanying notes form part of these financial statements.

# STATEMENT OF CHANGES IN EQUITY

for the Year Ended 31 December 2023

	Attributable to Owners of Parent					Non-Controlling Interests \$'000	Total Equity \$'000
	Share Capital \$'000	Retained Earnings \$'000	Foreign Exchange Reserves \$'000	Other Reserve \$'000	Total \$'000		
<b>Balance at 1 January 2022</b>	288,214	1,348,427	5,627	2,587	1,644,855	805,108	2,449,963
Dividends paid	-	(20,560)	-	-	(20,560)	(34,808)	(55,368)
Shares issued during the year	18,400	-	-	-	18,400	-	18,400
- dividend re-investment plan	-	-	-	-	-	6,066	6,066
Other changes in non-controlling interests	-	-	-	-	-	8,612	8,612
Acquisition of shares in subsidiary companies	-	4,394	-	-	4,394	-	4,394
<b>Transaction with owners</b>	<b>306,614</b>	<b>1,332,261</b>	<b>5,627</b>	<b>2,587</b>	<b>1,647,089</b>	<b>784,978</b>	<b>2,432,067</b>
Profit for the year	-	66,845	-	-	66,845	34,116	100,961
<b>Other comprehensive income:</b>							
Changes in the fair value of equity investments at fair value through other comprehensive income	-	-	-	(1,767)	(1,767)	(728)	(2,495)
Exchange differences on translation of foreign operations	-	-	18,103	-	18,103	-	18,103
<b>Total comprehensive income for the year</b>	<b>-</b>	<b>66,845</b>	<b>18,103</b>	<b>(1,767)</b>	<b>83,181</b>	<b>33,388</b>	<b>116,569</b>
<b>Balance at 31 December 2022</b>	<b>306,614</b>	<b>1,399,106</b>	<b>23,730</b>	<b>820</b>	<b>1,730,270</b>	<b>818,366</b>	<b>2,548,636</b>

The accompanying notes form part of these financial statements.

**Statement of Changes in Equity**  
for the Year Ended 31 December 2023  
(Continued)

	Attributable to Owners of Parent						Non-Controlling Interests \$'000	Total Equity \$'000
	Share Capital \$'000	Retained Earnings \$'000	Foreign Exchange Reserves \$'000	Other Reserve \$'000	Total \$'000			
<b>Balance at 1 January 2023</b>	306,614	1,399,106	23,730	820	1,730,270	818,366	2,548,636	
Dividends paid	-	(63,187)	-	-	(63,187)	(80,407)	(143,594)	
Shares issued during the year	33,573	-	-	-	33,573	-	33,573	
- dividend re-investment plan	-	-	-	-	-	(31,206)	(31,206)	
Other changes in non-controlling interests	-	(14,698)	-	-	(14,698)	53,612	38,914	
Dilution in stake in an existing subsidiary company	-	-	-	-	-	(397)	(397)	
Acquisition of shares in a new subsidiary company	-	1,043	-	(1,043)	-	-	-	
Derecognition upon disposal	-	-	-	-	-	-	-	
<b>Transaction with owners</b>	<b>340,187</b>	<b>1,322,264</b>	<b>23,730</b>	<b>(223)</b>	<b>1,685,958</b>	<b>759,968</b>	<b>2,445,926</b>	
Profit for the year	-	79,216	-	-	79,216	39,787	119,003	
<b>Other comprehensive income:</b>								
Changes in the fair value of equity investments at fair value through other comprehensive income	-	-	-	2,449	2,449	1,409	3,858	
Exchange differences on translation of foreign operations	-	-	(61,989)	-	(61,989)	-	(61,989)	
<b>Total comprehensive income for the year</b>	<b>-</b>	<b>79,216</b>	<b>(61,989)</b>	<b>2,449</b>	<b>19,676</b>	<b>41,196</b>	<b>60,872</b>	
<b>Balance at 31 December 2023</b>	<b>340,187</b>	<b>1,401,480</b>	<b>(38,259)</b>	<b>2,226</b>	<b>1,705,634</b>	<b>801,164</b>	<b>2,506,798</b>	

The accompanying notes form part of these financial statements.

# NOTES TO THE FINANCIAL STATEMENTS

for the Year Ended 31 December 2023

## 1. NATURE OF OPERATIONS

The principal activities of United Overseas Australia Ltd and subsidiaries (the Group) include land development and resale, holding of investment properties to generate rental income, operations of hotel and food and beverage outlets, provision of facilities support services and carpark operations and provision of management services.

## 2. GENERAL INFORMATION AND BASIS OF PREPARATION

The financial statements of the Group have been prepared in accordance with the requirements of the *Corporations Act 2001*, Australian Accounting Standards and other authoritative pronouncements of the Australian Accounting Standards Board (AASB). Compliance with Australian Accounting Standards results in full compliance with the International Financial Reporting Standards (IFRS) as issued by the International Accounting Standards Board (IASB). United Overseas Australia Ltd is a for-profit entity for the purpose of preparing the financial statements.

United Overseas Australia Ltd is the Group's ultimate parent company. United Overseas Australia Ltd is a Public Company incorporated and domiciled in Australia. The address of its registered office and its principal place of business are disclosed on Page 2.

The consolidated financial statements for the year ended 31 December 2023 were approved and authorised for issue by the Board of Directors on 27 March 2024.

The accounting policies adopted are consistent with those of the previous financial year. The Group has adopted new accounting pronouncement which have become effective from 1 January 2023. The adoption of these pronouncements does not have a significant impact on the Group's financial results or position.

## 3. NEW OR REVISED STANDARDS OR INTERPRETATIONS

### 3.1 New standard adopted as at 1 January 2023

At the beginning of the current financial year, the Group adopted new standards, amendments and Interpretations which are mandatory for the financial periods beginning on or after 1 January 2023.

Initial application of the new standards, amendments and Interpretations did not have material impact on the financial statements.

### 3.2 Standards, Amendments and Interpretations to existing standards that are not yet effective and have not been adopted early by the Group

#### ***AASB 2014-10 Amendments to Australian Accounting Standards – Sale or Contribution of Assets between an Investor and its Associate or Joint Venture***

The amendments address a current inconsistency between AASB 10 *Consolidated Financial Statements* and AASB 128 *Investments in Associates and Joint Ventures*.

The amendments clarify that, on a sale or contribution of assets to a joint venture or associate or on a loss of control when joint control or significant influence is retained in a transaction involving an associate or a joint venture, any gain or loss recognised will depend on whether the assets or subsidiary constitute a business, as defined in AASB 3 *Business Combinations*. Full gain or loss is recognised when the assets or subsidiary constitute a business, whereas gain or loss attributable to other investors' interests is recognised when the assets or subsidiary do not constitute a business.

**Notes to the Financial Statements**  
for the Year Ended 31 December 2023  
(Continued)

**3. NEW OR REVISED STANDARDS OR INTERPRETATIONS (CONTINUED)**

**3.2 Standards, Amendments and Interpretations to existing standards that are not yet effective and have not been adopted early by the Group (continued)**

***AASB 2014-10 Amendments to Australian Accounting Standards – Sale or Contribution of Assets between an Investor and its Associate or Joint Venture (continued)***

This amendment effectively introduces an exception to the general requirement in AASB 10 to recognise full gain or loss on the loss of control over a subsidiary. The exception only applies to the loss of control over a subsidiary that does not contain a business, if the loss of control is the result of a transaction involving an associate or a joint venture that is accounted for using the equity method. Corresponding amendments have also been made to AASB 128.

The mandatory effective date of AASB 2014-10 which was being deferred to 1 January 2022 by AASB 2017-5 has been now been deferred to 1 January 2025 by AASB 2021-7c.

When these amendments are first adopted for the year ending 31 December 2025, there will be no material impact on the financial statements.

***AASB 2020-1 Amendments to Australian Accounting Standards – Classification of Liabilities as Current or Non-current***

In March 2020, the AASB issued AASB 2020-1 which makes amendments to AASB 101 Presentation of Financial Statements to clarify requirements for the presentation of liabilities in the statement of financial position as current or non-current.

The mandatory effective date of AASB 2020-1 has been deferred to 1 January 2024 by AASB 2022-6.

When these amendments are first adopted for the year ending 31 December 2024, there will be no material impact on the financial statements.

***AASB 2022-6 Amendments to Australian Accounting Standards - Non-current Liabilities with Covenants***

In December 2022, the AASB issued AASB 2022-6 which amends AASB 101 to improve the information an entity provides in its financial statements about liabilities arising from loan arrangements for which the entity's right to defer settlement of those liabilities for at least twelve months after the reporting period is subject to the entity complying with conditions specified in the loan arrangement. It also amends an example in Practice Statement 2 regarding assessing whether information about covenants is material for disclosure.

The mandatory effective date of AASB 2022-6 has been now deferred to 1 January 2024.

When these amendments are first adopted for the year ending 31 December 2024, there will be no material impact on the financial statements.

***AASB 2022-5 Amendments to Australian Accounting Standards – Lease Liability in a Sale and Leaseback***

AASB 2022-5 amends AASB 16 Leases to add subsequent requirements for sale and leaseback transactions that satisfy the requirements in AASB 15 Revenue from Contracts with Customers to be accounted for as a sale.

Effective 1 January 2024.

When these amendments are first adopted for the year ending 31 December 2024, there will be no material impact on the financial statements.

**Notes to the Financial Statements**  
for the Year Ended 31 December 2023  
(Continued)

**4. MATERIAL ACCOUNTING POLICIES**

**(a) Basis of preparation**

The Group's financial statements have been prepared on an accrual basis and under the historical cost convention except for certain land, buildings and investments that are measured at fair values at the reporting date. All amounts in the financial statements are rounded to the nearest thousand, unless otherwise indicated.

**(b) Consolidation**

*Basis of consolidation*

The Group's financial statements consolidate those of the parent company and all of its subsidiaries as of 31 December 2023. The parent controls a subsidiary if it is exposed, or has rights, to variable returns from its involvement with the subsidiary and has the ability to affect those returns through its power over the subsidiary. All subsidiaries have a reporting date of 31 December.

All transactions and balances between Group companies are eliminated on consolidation, including unrealised gains and losses on transactions between Group companies. Where unrealised losses on intra-group asset sales are reversed on consolidation, the underlying asset is also tested for impairment from a Group perspective. Amounts reported in the financial statements of subsidiaries have been adjusted where necessary to ensure consistency with the accounting policies adopted by the Group.

Profit or loss and other comprehensive income of subsidiaries acquired or disposed of during the year are recognised from the effective date of acquisition, or up to the effective date of disposal, as applicable.

The Group attributes total comprehensive income or loss of subsidiaries between the owners of the parent and the non-controlling interests based on their respective ownership interests.

*Business combination*

The Group applies the acquisition method in accounting for business combinations. The consideration transferred by the Group to obtain control of a subsidiary is calculated as the sum of the acquisition-date fair values of assets transferred, liabilities incurred and the equity interests issued by the Group, which includes the fair value of any asset or liability arising from a contingent consideration arrangement. Acquisition costs are expensed as incurred.

Assets acquired and liabilities assumed are generally measured at their acquisition-date fair values.

Goodwill is stated after separate recognition of identifiable intangible assets. It is calculated as the excess of the sum of: (a) fair value of consideration transferred, (b) the recognised amount of any non-controlling interest in the acquiree, and (c) acquisition-date fair value of any existing equity interest in the acquiree, over the acquisition-date fair values of identifiable net assets. If the fair values of identifiable net assets exceed the sum calculated above, the excess amount (i.e. gain on a bargain purchase) is recognised in profit or loss immediately.

**Notes to the Financial Statements**  
for the Year Ended 31 December 2023  
(Continued)

**4. MATERIAL ACCOUNTING POLICIES (CONTINUED)**

**(b) Consolidation (continued)**

*Investment in associates*

Associates are those entities over which the Group is able to exert significant influence and that is neither a subsidiary company nor an interest in a joint arrangement.

Investment in associates are accounted for using the equity method.

The carrying amount of the investment in associates is increased or decreased to recognise the Group's share of the profit or loss and other comprehensive income of the associate, adjusted where necessary to ensure consistency with the accounting policies of the Group.

Unrealised gains and losses on transactions between the Group and its associates are eliminated to the extent of the Group's interest in those entities. Where unrealised losses are eliminated, the underlying asset is also tested for impairment.

**(c) Foreign currency translation**

*Functional and presentation currency*

Items included in the financial statements of each of the Group's entities are measured using the currency of the primary economic environment in which the entity operates (the 'functional currency'). The consolidated financial statements are presented in Australian Dollars (A\$), which is also the functional currency of the parent company.

*Foreign currency transactions and balances*

Foreign currency transactions are translated into the functional currency of the respective Group entity, using the exchange rates prevailing at the dates of the transactions. Foreign exchange gains or losses resulting from the settlement of such transactions and from the remeasurement of monetary items denominated in foreign currency at year end exchange rates are recognised in profit or loss.

Non-monetary items are not retranslated at year end and are measured at historical cost, except for non-monetary items measured at fair value which are translated using exchange rates at the date when fair value was determined.

*Foreign operations*

In the Group's financial statements, all assets, liabilities and transactions of Group entities with a functional currency other than the A\$ are translated into A\$ upon consolidation. The functional currencies of entities within the Group have remained unchanged during the reporting date. The functional currencies of the foreign subsidiaries are Ringgit Malaysia (RM), Singapore Dollar (SGD) and Vietnamese Dong (VND).

On consolidation, assets and liabilities have been translated into A\$ at the closing rate at the reporting date. Income and expenses have been translated into A\$ at the average rate over the reporting period. Exchange differences charged or credited to other comprehensive income and recognised in the foreign currency translation reserve in equity are reclassified to profit or loss and are recognised as part of the gain or loss on disposal.

**Notes to the Financial Statements**  
for the Year Ended 31 December 2023  
(Continued)

**4. MATERIAL ACCOUNTING POLICIES (CONTINUED)**

**(d) Property, plant and equipment**

Property, plant and equipment are initially stated at cost. The cost of an item of property, plant and equipment is recognised as an asset if, and only if, it is probable that future economic benefits associated with the item will flow to the Group and the cost of the item can be measured reliably. Cost includes expenditures that are directly attributable to the acquisition of the assets and any other costs directly attributable to bring the assets to working condition for its intended use. All other repair and maintenance costs are recognised in profit or loss as incurred. All property, plant and equipment are subsequently stated at cost less accumulated depreciation and less any impairment losses.

Restoration costs relating to an item of property, plant and equipment are capitalised only if such expenditure is expected to increase the future benefits from the existing asset beyond its previously assessed standard of performance.

Property, plant and equipment are derecognised upon disposal or when no future economic benefits are expected from its use or disposal. Gains or losses arising on the disposal of property, plant and equipment are determined as the difference between the disposal proceeds and the carrying amounts of the assets and are recognised in profit or loss in the financial year in which such assets are derecognised.

Depreciation is recognised on the straight-line basis to write down the cost of each asset over its estimated useful life. Freehold land with an infinite life is not depreciated.

The principal annual rates used are as follows:

Plant and equipment	5 – 10 years
Furniture, fittings and equipment	10 years
Motor vehicles	5 years
Leasehold land	Over the period of the lease
Leasehold buildings	50 years
Freehold buildings	50 years

The residual values, useful lives and depreciation method are reviewed for impairment when events or changes in circumstances indicate that the carrying amount may not be recoverable, or at least annually to ensure that the amount, method and rate of depreciation are consistent with previous estimates and the expected pattern of consumption of the future economic benefits embodied in the items of property, plant and equipment.

**(e) Borrowing costs**

Borrowing costs directly attributable to the acquisition, construction or production of a qualifying asset are capitalised during the period of time that is necessary to complete and prepare the asset for its intended use or sale. Other borrowings costs are expensed in the period in which they are incurred and reported in finance costs (see Note 6).

**Notes to the Financial Statements**  
for the Year Ended 31 December 2023  
(Continued)

**4. MATERIAL ACCOUNTING POLICIES (CONTINUED)**

**(f) Investment properties**

Investment properties are properties which are owned to earn rental income or for capital appreciation or for both, but not for sale in the ordinary course of business, use in the production or supply of goods and services or for administrative purposes.

Investment properties are initially measured at cost including transaction costs. Cost includes expenditures that are directly attributable to the acquisition of the investment property.

Subsequent to initial recognition, investment properties are measured at fair value and are included in the statements of financial position. Fair value is determined by independent valuation performed by an independent valuer at least once every three years. The directors assess the valuation of each investment property at each reporting date to ensure that the carrying amount reflects the market conditions at the reporting date. Gains or losses resulting from either a change in the fair values or the sale of an investment property is immediately recognised in profit or loss in the year in which they arise.

Investment properties are derecognised when either they are disposed of or when they are permanently withdrawn from use and no future benefit is expected from the disposal. Any gain or loss on the retirement or disposal of an investment property is recognised in the profit or loss in the financial year of retirement or disposal.

Transfers are made to or from investment property only when there is a change in use. For a transfer from investment property to owner-occupied property, the deemed cost for subsequent accounting is the fair value at the date of change. If owner-occupied property becomes an investment property, the Company accounts for such property in accordance with the policy stated under property, plant and equipment up to the date of change.

**(g) Leases**

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

*The Group as a lessee*

The Group applies a single recognition and measurement approach for all leases, except for short-term leases and leases of low-value assets. The Group recognises lease liabilities to make lease payments and right-of-use assets representing the right to use the underlying assets.

*Right-of-use assets*

The Group recognises right-of-use assets at the commencement date of the lease (i.e. the date the underlying asset is available for use). Right-of-use assets are measured at cost, less any accumulated depreciation and impairment losses, and adjusted for any remeasurement of lease liabilities. The cost of right-of-use assets includes the amount of lease liabilities recognised, initial direct costs incurred and lease payments made at or before the commencement date less any lease incentives received. Right-of-use assets are depreciated on a straight-line basis over the shorter of the lease term and the estimated useful lives of the assets. Details of the estimated useful lives of right-of-use assets are set out in Note 4(d) to the Financial Statements.

**Notes to the Financial Statements**  
for the Year Ended 31 December 2023  
(Continued)

**4. MATERIAL ACCOUNTING POLICIES (CONTINUED)**

**(g) Leases (continued)**

If ownership of the leased asset transfers to the Group at the end of the lease term or the cost reflects the exercise of a purchase option, depreciation is calculated using the estimated useful life of the asset.

The right-of-use assets are also subject to an impairment test as set out in Note 4(i) to the Financial Statements.

On the statement of financial position, right-of-use assets have been included in property, plant and equipment.

*Lease liabilities*

At the commencement date of the lease, the Group recognises lease liabilities measured at the present value of lease payments to be made over the lease term. The lease payments include fixed payments (including in-substance fixed payments) less any lease incentives receivable, variable lease payments that depend on an index or a rate, and amounts expected to be paid under residual value guarantees. The lease payments also include the exercise price of a purchase option reasonably certain to be exercised by the Group and payments of penalties for terminating the lease, if the lease term reflects the Group exercising the option to terminate. Variable lease payments that do not depend on an index or a rate are recognised as expenses (unless they are incurred to produce inventories) in the period in which the event or condition that triggers the payment occurs.

In calculating the present value of lease payments, the Group uses its incremental borrowing rate at the lease commencement date because the interest rate implicit in the lease is not readily determinable. After the commencement date, the amount of lease liabilities is increased to reflect the accretion of interest and reduced for the lease payments made. In addition, the carrying amount of lease liabilities is remeasured if there is a modification, a change in the lease term, a change in the lease payments (e.g. changes to future payments resulting from a change in an index or rate used to determine such lease payments) or a change in the assessment of an option to purchase the underlying asset.

On the statement of financial position, lease liabilities have been included in other financial liabilities.

*Short-term leases*

The Group applies the short-term lease recognition exemption to its short-term leases (i.e. those leases that have a lease term of 12 months or less from the commencement date and do not contain a purchase option). Lease payments on short-term leases are recognised as expense on a straight-line basis over the lease term.

*Group as a lessor*

Leases in which the Group does not transfer substantially all the risks and rewards incidental to ownership of an asset are classified as operating leases. Rental income arising is accounted for on a straight-line basis over the lease terms and is included in revenue in the statement of profit or loss due to its operating nature. Initial direct costs incurred in negotiating and arranging an operating lease are added to the carrying amount of the leased asset and recognised over the lease term on the same basis as rental income. Contingent rents are recognised as revenue in the period in which they are earned.

**Notes to the Financial Statements**  
for the Year Ended 31 December 2023  
(Continued)

**4. MATERIAL ACCOUNTING POLICIES (CONTINUED)**

**(h) Inventories**

Inventories comprise of land held for property for development, completed properties held for sale, properties held for development and resale, consumables and medicinal products.

Inventories are valued at the lower of cost and net realisable value.

Net realisable value is the estimated selling price in the ordinary course of business, less the estimated costs necessary to make the sale.

Cost of consumables and medicinal products are determined on first in first out method. The cost of inventories comprises the original cost of purchase plus the cost of bringing the inventories to their present location and condition.

*Land held for property development and properties held for development and resale*

Land held for property development is defined as land on which development is not expected to be completed within the normal operating cycle. Usually, no significant development work would have been undertaken on these lands. Accordingly, land held for property development is classified as non-current assets on the statement of financial position and are stated at cost plus incidental expenditure incurred to put the land in a condition ready for development.

Land on which development has commenced and is expected to be completed within the normal operating cycle is included in property held for development and resale. Properties held for development and resale comprise all costs that are directly attributable to development activities or that can be allocated on a reasonable basis to such activities.

**(i) Impairment of non-financial assets**

For impairment assessment purposes, assets are grouped at the lowest levels for which there are largely independent cash inflows (cash-generating units). Goodwill is allocated to those cash-generating units that are expected to benefit from synergies of the business combination.

An impairment loss is recognised when the carrying amount of the non-financial assets exceeds the recoverable amount, which is the higher of fair value less costs to sell and its value-in-use. In assessing the value-in-use, the estimated future cash flows are discounted to their present value using a pre-tax discount rate that reflects current market assessment of the time value of money and the risks specific to the asset.

Impairment losses for cash-generating units are allocated first to reduce the carrying amount of any goodwill allocated to that cash-generating unit. Any remaining impairment loss is charged pro-rata to the other assets in the cash-generating unit.

With the exception of goodwill, all assets are subsequently reassessed for indications that an impairment loss previously recognised may no longer exist. An impairment loss is reversed if the asset's or cash-generating unit's recoverable amount exceeds its carrying amount.

**Notes to the Financial Statements**  
for the Year Ended 31 December 2023  
(Continued)

**4. MATERIAL ACCOUNTING POLICIES (CONTINUED)**

**(j) Financial instruments**

***Recognition and derecognition***

Financial assets and financial liabilities are recognised when the Group becomes a party to the contractual provisions of the financial instrument.

Financial assets are derecognised when the contractual rights to the cash flows from the financial asset expire, or when the financial asset and substantially all the risks and rewards are transferred. A financial liability is derecognised when it is extinguished, discharged, cancelled or expired.

***Classification and initial measurement of financial assets***

Except for those trade receivables that do not contain a significant financing component and are measured at the transaction price in accordance with AASB 15, all financial assets are initially measured at fair value adjusted for transaction costs (where applicable).

Financial assets, other than those designated and effective as hedging instruments, are classified into the following categories:

- amortised cost
- fair value through profit or loss ("FVTPL")
- equity instruments at fair value through other comprehensive income ("Equity FVOCI")
- debt instruments at fair value through other comprehensive income ("Debt FVOCI")

The classification is determined by both:

- the Company's business model for managing the financial asset
- the contractual cash flow characteristics of the financial asset

In the years presented, the Group does not have any financial assets categorised as FVTPL.

All income and expenses relating to financial assets that are recognised in profit or loss are presented within finance costs, finance income or other financial items, except for impairment of trade receivables which is presented within other expenses.

***Financial assets – subsequent measurement***

**Financial assets at amortised cost**

Financial assets are measured at amortised cost if the assets meet the following conditions (and are not designated as FVTPL):

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

After initial recognition, these are measured at amortised cost using the effective interest method. Discounting is omitted where the effect of discounting is immaterial. The Group's trade and other receivables, amount owing by associate companies and cash and cash equivalents fall into this category of financial instruments.

**Notes to the Financial Statements**  
for the Year Ended 31 December 2023  
(Continued)

**4. MATERIAL ACCOUNTING POLICIES (CONTINUED)**

**(j) Financial instruments (continued)**

Financial assets at FVOCI (Equity instrument)

Upon initial recognition, the Group can elect to classify irrevocably their equity investments as equity instruments designated at fair value through OCI. The classification is determined on an instrument-by-instrument basis.

Gains and losses on these financial assets are never recycled to profit or loss. Dividends are recognised as other income in the statements of profit or loss when the right of payment has been established, except when the Group benefits from such proceeds as a recovery of part of the cost of the financial asset, in which case, such gains are recorded in OCI. Equity instruments designated at fair value through OCI are not subject to impairment assessment.

The Group elected to classify irrevocably their equity investments under this category.

***Financial assets – impairment***

The Group recognises an allowance for expected credit losses (“ECLs”) for all debt instruments not held at FVTPL. ECLs are based on the difference between the contractual cash flows due in accordance with the contract and all the cash flows that the Group expects to receive, discounted at an approximation of the original effective interest rate. The expected cash flows will include cash flows from the sale of collateral held or other credit enhancements that are integral to the contractual terms.

ECLs are recognised in two stages. For credit exposures for which there has not been a significant increase in credit risk since initial recognition, ECLs are provided for credit losses that result from default events that are possible within the next 12-months (a 12-month ECL). For those credit exposures for which there has been a significant increase in credit risk since initial recognition, a loss allowance is required for credit losses expected over the remaining life of the exposure, irrespective of the timing of the default (a lifetime ECL).

For trade receivables and contract assets, the Group applies a simplified approach in calculating ECLs. Therefore, the Group does not track changes in credit risk, but instead recognises a loss allowance based on lifetime ECLs at each reporting date. The Group has established a provision matrix that is based on its historical credit loss experience, adjusted for forward-looking factors specific to the debtors and the economic environment.

The Group considers a financial asset in default when contractual payments are 90 days past due. However, in certain cases, the Group may also consider a financial asset to be in default when internal or external information indicates that the Group is unlikely to receive the outstanding contractual amounts in full before taking into account any credit enhancements held by the Group. A financial asset is written off when there is no reasonable expectation of recovering the contractual cash flows.

***Financial liabilities - classification and measurement***

The Group’s financial liabilities comprise trade and other payables and amount owing to subsidiary companies and associate companies, amount owing to non-controlling shareholders of subsidiary companies, borrowings and lease liabilities.

**Notes to the Financial Statements**  
for the Year Ended 31 December 2023  
(Continued)

**4. MATERIAL ACCOUNTING POLICIES (CONTINUED)**

**(j) Financial instruments (continued)**

Financial liabilities are initially recognised at fair value, and, where applicable, adjusted for transaction costs unless the Group designated a financial liability at fair value through profit or loss.

Subsequently, financial liabilities are measured at amortised cost using the effective interest method except for derivatives and financial liabilities designated at FVTPL, which are carried subsequently at fair value with gains or losses recognised in profit or loss (other than derivative financial instruments that are designated and effective as hedging instruments).

All interest-related charges and, if applicable, changes in an instrument's fair value that are reported in profit or loss are included within finance costs or finance income.

At the reporting date, the Group carries only financial liabilities measured at amortised cost on statements of financial position.

**(k) Cash and cash equivalents**

Cash and cash equivalents comprise cash at bank and in hand together with other short term, highly liquid investments that are readily convertible into known amounts of cash and subject to an insignificant risk of changes in value.

**(l) Equity instruments**

Ordinary shares are classified as equity instruments.

Gains and losses on certain financial instruments are included in fair value reserves.

Foreign currency translation differences arising from the translation of financial statements of the Group's foreign entities in A\$ are included in translation reserve (see Note 4(c)).

Dividend distributions payable to equity shareholders are included in other liabilities when the dividends have been approved prior to the reporting date.

**(m) Revenue from contracts with customers**

*Revenue recognition*

Revenue is recognised when or as a performance obligation in the contract with the customer is satisfied, i.e. when the "control" of the goods or services underlying the particular performance obligation is transferred to the customer.

A performance obligation is a promise to transfer distinct goods or services (or a series of distinct goods or services that are substantially the same and that have the same pattern of transfer) to the customer that is explicitly stated in the contract and implied in the Group's customary business practices.

Revenue is measured at the amount of consideration to which the Group expects to be entitled in exchange for transferring the promised goods or services to the customers, excluding amounts collected on behalf of third parties such as sales taxes or goods and services taxes.

**Notes to the Financial Statements**  
for the Year Ended 31 December 2023  
(Continued)

**4. MATERIAL ACCOUNTING POLICIES (CONTINUED)**

**(m) Revenue from contracts with customers (continued)**

If the amount of consideration varies due to discounts, rebates, refunds, credits, incentives, penalties or other similar items, the Group estimates the amount of consideration to which it will be entitled based on the expected value or the most likely outcome. If the contract with customer contains more than one performance obligation, the amount of consideration is allocated to each performance obligation based on the relative stand-alone selling prices of the goods or services promised in the contract.

The Group recognises revenue from property development over time if it creates an asset with no alternative use to the Group and the Group has an enforceable right to payment for performance completed to date. Revenue is recognised over the period of the contract by reference to the progress towards complete satisfaction of that performance obligation. The progress towards complete satisfaction of the performance obligation is measured based on the Group's efforts or inputs to the satisfaction of the performance obligation (e.g. by reference to the property development or contract costs incurred to date as a percentage of the estimated total development or contract costs of the contract, i.e. the stage of completion).

Revenue from sales of completed properties is recognised upon delivery of properties where the control of the properties has been passed to the buyers.

Other revenue earned by the Group are recognised on the following bases:

- Distribution from short term investments is recognised when the right to receive payment is established.
- Dividend income is recognised when the right to receive payment is established.
- Interest income is recognised on a time proportion basis.
- Rental income is recognised as described in Note 4(g).
- Hotel room income is recognised when services are rendered.
- Food and beverage and other related income are recognised when services are rendered.
- Sale of medicinal, pharmaceuticals, healthcare and beauty care products income are recognised when the goods are delivered.
- Healthcare, medicinal, physiotherapy and acupuncture, dental consultancy and treatment and other healthcare related services income are recognised when services are rendered.
- Course fees from provision of education, training services and consultancy services income is recognised when services are rendered.

*Contract assets*

A contract asset is the right to consideration in exchange for goods or services transferred to the customer. If the Group performs by transferring goods or services to a customer before the customer pays consideration or before payment is due, a contract asset is recognised for the earned consideration that is conditional.

*Contract liabilities*

A contract liability is the obligation to transfer goods or services to a customer for which the Group has received consideration (or an amount of consideration is due) from the customer. If a customer pays consideration before the Group transfers goods or services to the customer, a contract liability is recognised when the payment is made or the payment is due (whichever is earlier). Contract liabilities are recognised as revenue when the Group performs under the contract.

**Notes to the Financial Statements**  
for the Year Ended 31 December 2023  
(Continued)

**4. MATERIAL ACCOUNTING POLICIES (CONTINUED)**

**(m) Revenue from contracts with customers (continued)**

*Contract costs*

The incremental costs of obtaining a contract are those costs that the Group incurs to obtain a contract with a customer that it would not have incurred if the contract had not been obtained (for example, a sales commission). These costs are amortised to cost of sales when related revenues are recognised.

**(n) Income taxes**

Tax expenses comprise current tax and deferred tax. Current tax and deferred tax are recognised in profit or loss.

Current tax is the expected amount of income taxes payable in respect of the taxable profit for the financial year and measured using tax rates that have been enacted by the end of the reporting year and any adjustment to tax payable in respect of previous years.

Current tax is recognised in the statement of financial position as a liability (or an asset) to the extent that it is unpaid (or refundable).

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

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

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

**(o) Employee benefits**

*Short-term employee benefits*

Wages, salaries, paid annual leave, paid sick leave and bonuses are recognised as expenses in the year in which the associated services are rendered by employees other than those that are attributable to property development activities or construction contracts in which case such expenses are recognised in property development costs.

**Notes to the Financial Statements**  
for the Year Ended 31 December 2023  
(Continued)

**4. MATERIAL ACCOUNTING POLICIES (CONTINUED)**

**(o) Employee benefits (continued)**

*Post-employment benefits*

The Group pays monthly contributions into an independent entity which is a defined contribution plan. The Group has no legal or constructive obligation to pay contributions in addition to its fixed contributions, which are recognised as an expense in the year to which they relate.

**(p) Significant accounting judgements, estimates and assumptions**

Estimates, assumptions concerning the future and judgements are made in the preparation of the financial statements. They affect the application of the Group's accounting policies and reported amounts of assets, liabilities, income and expenses, and disclosures made. Estimates and underlying assumptions are assessed on an on-going basis and are based on experience and relevant factors, including expectations of future events that are believed to be reasonable under the circumstances. The actual result may differ from the judgements, estimates and assumptions made by management, and will seldom equal the estimated results.

**Estimation uncertainty**

Information about significant judgements, estimates and assumptions that have the most significant effect on recognition and measurement of assets, liabilities, income and expenses are discussed below:

*Useful lives of depreciable assets*

Property, plant and equipment and right-of-use assets are depreciated on a straight-line basis to write off their costs to their residual values over their estimated useful lives. Management estimates the useful lives of property, plant and equipment to be between 5 and 50 years.

At the reporting date, management assesses that the useful lives represent the expected utility of the assets to the Group. However, changes in the expected level of usage, physical wear and tear and technological development could impact the economic useful lives and residual values of these assets, and therefore future depreciation charges could be revised.

*Deferred tax assets*

Deferred tax assets are recognised for deductible temporary differences and unutilised tax losses to the extent that it is probable that taxable profit will be available in future against which the deductible temporary differences and tax losses can be utilised.

Significant management judgement is required to determine the amount of deferred tax assets that can be recognised, based on the likely timing and level of future taxable profits together with future tax planning strategies.

*Inventories*

Inventories are measured at the lower of cost and net realisable value. In estimating net realisable values, management takes into account the most reliable evidence available at the time the estimates are made. The Group's core business is subject to economical changes which may cause selling prices to change rapidly and the Company's net profit to change.

**Notes to the Financial Statements**  
for the Year Ended 31 December 2023  
(Continued)

**4. MATERIAL ACCOUNTING POLICIES (CONTINUED)**

**(p) Significant accounting judgements, estimates and assumptions (continued)**

*Fair value of investment properties*

The Group measures its investment properties at fair value with any change in fair value recognised in the profit or loss. Significant judgement is required in the determination of fair value which may be derived based on different valuation methods. In making the judgement, the Group evaluates based on past experience and reliance on the work of specialists. The Group engages an independent professional valuer to determine fair value.

Information regarding the valuation techniques and inputs used in determining the fair value is disclosed in Note 19 to the Financial Statements.

*Property development activities and construction contracts*

As revenue from ongoing property development activities and construction contracts are recognised over time, the amount of revenue recognised at the reporting date depends on the extent to which the performance obligation has been satisfied. This is done by determining the stage of completion. The stage of completion is determined by the proportion that property development or contract costs incurred for work performed to date bear to the estimated total property development or contract costs.

Significant judgement is required in determining the percentage of completion, the extent of the development and contract costs incurred, the estimated total revenue and total costs and the recoverability of the development project and contract cost. In making these judgements, management relies on past experience and, if necessary, the work of specialists.

*Provision for expected credit losses ("ECLs") of trade receivables and contract assets*

The Group uses a provision matrix to calculate ECLs for trade receivables and contract assets. The provision rates are based on days past due for groupings of various customer segments that have similar loss patterns (i.e. by geography, product type, customer type and rating, and coverage by letters of credit and other forms of credit insurance).

The provision matrix is initially based on the Group's historical observed default rates. The Group will calibrate the matrix to adjust the historical credit loss experience with forward-looking information. For instance, if forecast economic conditions (i.e. gross domestic product) are expected to deteriorate over the next year which can lead to an increased number of defaults in the real estate sector, the historical default rates are adjusted. At every reporting date, the historical observed default rates are updated and changes in the forward-looking estimates are analysed.

The assessment of the correlation between historical observed default rates, forecast economic conditions and ECLs is a significant estimate. The amount of ECLs is sensitive to changes in circumstances and to forecast economic conditions. The Group's historical credit loss experience and forecast of economic conditions may also not be representative of customer's actual default in the future.

**Notes to the Financial Statements**  
for the Year Ended 31 December 2023  
(Continued)

**4. MATERIAL ACCOUNTING POLICIES (CONTINUED)**

**(p) Significant accounting judgements, estimates and assumptions (continued)**

*Impairment of non-financial assets*

An impairment loss is recognised for the amount by which the asset's or cash-generating unit's carrying amount exceeds its recoverable amount. To determine the recoverable amount, management estimates expected future cash flows from each asset or cash-generating unit and determines a suitable interest rate in order to calculate the present value of those cash flows. In the process of measuring expected future cash flows, management makes assumptions about future operating results. The actual results may vary, and may cause significant adjustments to the Group's assets within the next financial year.

In most cases, determining the applicable discount rate involves estimating the appropriate adjustments to market risk and the appropriate adjustment to asset-specific risk factors.

*Income taxes*

Significant judgement is involved in determining the capital allowances and deductibility of expenses during the estimation of the provision for income tax. There are certain transactions and computations for which the ultimate tax determination is uncertain during the ordinary course of business.

The Group recognises liabilities for expected tax issues based on estimates of whether additional taxes will be due. Where the final tax outcome of these matters is different from the amounts that were initially recognised, such differences will impact the income tax and deferred tax provisions in the year in which such determination is made.

**Significant management judgements**

The following are significant judgements made by management in the process of applying the Group's accounting policies that have the most significant effect on the financial statements.

*Classification between investment properties and owner-occupied properties*

The Group determines whether a property qualifies as an investment property and has developed the criteria in making that judgement. Investment property is a property held to earn rentals or capital appreciation or both.

Certain properties comprise a portion that is held to earn rentals or for capital appreciation and another portion that is held for use in the production or supply of goods or services or for administrative purposes. The Group accounts for the portions separately if the portions could be sold separately (or leased out separately under a finance lease). If the portions could not be sold separately, the property is an investment property only if an insignificant portion is held for use in the production or supply of goods or services or for administrative purposes.

Judgement is made on an individual property basis to determine whether ancillary services are so significant that a property does not qualify as an investment property.

**Notes to the Financial Statements**  
for the Year Ended 31 December 2023  
(Continued)

**4. MATERIAL ACCOUNTING POLICIES (CONTINUED)**

**(p) Significant accounting judgements, estimates and assumptions (continued)**

*Deferred tax on investment properties*

For the purposes of measuring deferred tax liabilities arising from investment properties that are measured using the fair value model, the management of the Group reviews the investment properties and concluded that the Group's investment properties are held under a business model whose objective is to recover the carrying amount of the investment properties through sale.

Accordingly, the Group recognises deferred taxes in respect of the changes in fair value of investment properties based on Real Property Gains Tax ("RPGT"). The final tax outcome could be different from the deferred tax liabilities recognised in the financial statements should the economic benefits embodied in the investment properties be subsequently substantially consumed over time rather than through sale.

**(q) Operating Segments**

Operating segments are identified and segment information disclosed on the basis of internal reports that are regularly provided to, or reviewed by, the Group's chief operating decision maker which, for the Group, is the Board of Directors. In this regard, such information is provided using different measures to those used in preparing the Statement of Profit or Loss and Other Comprehensive Income and Statement of Financial Position. Reconciliations of such management information to the statutory information contained in the financial report have been included.

**(r) Comparative figures**

When required by Accounting Standards, comparative figures have been adjusted to conform to changes in presentation for the current financial year.

**5. REVENUE**

**(i) Disaggregated revenue information**

	CONSOLIDATED	
	2023 \$'000	2022 \$'000
<b>Types of revenue</b>		
<b>Property and construction revenue</b>		
Sales of inventories	63,700	33,929
Sales of development properties	75,209	117,336
	138,909	151,265
<b>Timing of recognition</b>		
Performance obligation satisfied at a point in time	63,700	33,929
Performance obligation satisfied over time	75,209	117,336
	138,909	151,265

**Notes to the Financial Statements**  
for the Year Ended 31 December 2023  
(Continued)

**5. REVENUE (CONTINUED)**

**(ii) Contract balances**

	CONSOLIDATED	
	2023 \$'000	2022 \$'000
Trade receivables	36,058	69,623
Contract assets	21,046	8,151

The significant decrease of trade receivables was due to receipts collected.

Significant increase in contract assets is the result of the significant progress in development properties where the actual progress was higher than the amount billed to customers.

There were no contract liabilities at the reporting date.

**(iii) Performance obligations**

**Sale of properties**

For sale of development properties under construction, the performance obligation is satisfied over time as the Group's performance does not create an asset with an alternative use to the entity and the Group has an enforceable right to payment for performance completed to date.

For the sale of completed properties, the performance obligation is satisfied upon delivery of the properties.

The payment terms for progress billings made to purchasers are disclosed in Note 13 to the Financial Statements.

The nature of the properties that the Group has promised to transfer to purchasers are residential houses and commercial units/buildings.

The Group's properties are subject to a Defects Liability Period of generally twenty-four (24) months from delivery of a vacant possession. This requires the Group to rectify any defects which may appear and which are due to design, materials, goods, workmanship or equipment that are not in accordance with the sale and purchase agreements.

The transaction price allocated to the remaining performance obligations (unsatisfied or partially unsatisfied) as at the reporting date are as follows:

	CONSOLIDATED	
	2023 \$'000	2022 \$'000
Sale of development properties under construction	99,116	64,934

The remaining performance obligations are expected to be recognised within 1-3 years which are in accordance with the agreed time frames stated in the sale and purchase agreements signed with purchasers.

**Notes to the Financial Statements**  
for the Year Ended 31 December 2023  
(Continued)

**6. PROFIT FROM ORDINARY ACTIVITIES**

	CONSOLIDATED	
	2023 \$'000	2022 \$'000
<b>(i) Other revenues</b>		
Rental revenue	88,917	77,737
Parking fee revenue	15,685	12,782
Management fee received	-	30
Hotel operations revenue	39,056	23,452
Dividends received from investments – other corporations	265	546
Other services	12,774	10,763
	156,697	125,310
<b>(ii) Other income</b>		
Gain on disposal of property, plant and equipment	983	74
Gain on disposal of investment properties	198	-
Gain on re-measurement of short term investments	9,977	-
	11,158	74
	167,855	125,384
<b>(iii) Cost of sales</b>		
Development expenses	81,134	80,789
<b>(iv) Expenses</b>		
Depreciation		
Leasehold stratified properties	2,383	2,388
Plant and equipment	3,961	3,374
Lease equipment	19	33
	6,363	5,795
Employee benefit expenses	27,812	22,291
Property, plant and equipment written off	191	436
Property maintenance expenses	36,744	27,949
Marketing expenses	3,571	2,356
Professional fees	4,337	3,082
Other expenses	29,692	18,083
	102,347	74,197
Total general and administrative expenses	108,710	79,992
<b>(v) Finance costs</b>		
Interest expense	9,217	8,056
Finance costs capitalised	-	-
	9,217	8,056

**Notes to the Financial Statements**  
for the Year Ended 31 December 2023  
(Continued)

**6. PROFIT FROM ORDINARY ACTIVITIES (CONTINUED)**

	CONSOLIDATED	
	2023 \$'000	2022 \$'000
<b>(vi) Significant revenue and expenses</b>		
The following significant revenue and expense items are relevant in explaining the financial performance:		
- Reversal of impairment loss on property, plant and equipment	(7,634)	(1,317)
- Fair value gain on investment properties	(12,646)	(5,334)
- Gain on disposal of investment properties	(198)	-

**7. INCOME TAX EXPENSE**

	CONSOLIDATED	
	2023 \$'000	2022 \$'000
<b>(i) The components of tax expense comprise:</b>		
- Current tax	22,514	25,548
- Deferred tax	1,318	1,182
	23,832	26,730
Under/(over) provision in prior years		
- Current tax	3,294	(2,366)
- Deferred tax	160	288
	3,454	(2,078)
	27,286	24,652
<b>(ii) The numerical reconciliation of tax expense on profit before tax with the statutory tax rate is as follows:</b>		
Tax at statutory rate	35,109	30,147
Effect of difference in tax rate	227	(734)
Tax effect of		
Income not subject to tax	(13,656)	(10,352)
Non-deductible expenses	5,333	9,356
Utilisation of capital allowances	(2,248)	(904)
Utilisation of deferred tax assets previously not recognised	(898)	(1,424)
Deferred tax assets not recognised	1,057	1,410
Effect of share of results of associates	(41)	(65)
Effect of change in RPGT tax rate	(570)	17
Difference between income tax and RPGT rate applicable on fair value adjustments on investment properties	(481)	(721)
Under/(over) provision in prior years	3,454	(2,078)
Income tax expense attributable to ordinary activities	27,286	24,652
The effective tax rate	16%	21%

**Notes to the Financial Statements**  
for the Year Ended 31 December 2023  
(Continued)

**7. INCOME TAX EXPENSE (CONTINUED)**

Real Property Gains Tax ("RPGT") is a tax levied by the Inland Revenue Board on chargeable gains derived from the disposal of real property.

The decrease in the effective tax rate from 21% in 2022 to 16% in 2023 is mainly due to certain income not subjected to tax.

**8. EARNING PER SHARE**

**(a) Basic**

Basic earnings per share is calculated by dividing the Group's profit attributable to owners of the parent company by the weighted average number of ordinary shares outstanding during the financial year held by the parent.

	CONSOLIDATED	
	2023 \$'000	2022 \$'000
Profit attributable to owners of the parent company (\$'000)	79,216	66,845
Weighted average number of ordinary shares ('000)	1,585,113	1,541,089
Net earnings per ordinary share (cents)	5.00	4.34

**(b) Diluted**

Diluted earnings per share equals basic earnings per share because there are no potential dilutive instruments in existence at the reporting date.

**9. DIVIDENDS PAID AND PROPOSED**

	COMPANY	
	2023 \$'000	2022 \$'000
<b>(a) Dividends paid during the year</b>		
Dividends paid or satisfied by the issue of shares under the dividend re-investment plan during the year ended 31 December 2023 and 2022 were as follows:		
(i) Paid in cash		
Final 2022 (2022 – Final 2021)	3,259	2,160
Interim 2023 (2022 – Interim 2022)	26,355	-
(ii) Satisfied by issue of shares		
Final 2022 (2022 – Final 2021)	27,825	18,400
Interim 2023 (2022 – Interim 2022)	5,748	-
	63,187	20,560

**Notes to the Financial Statements**  
for the Year Ended 31 December 2023  
(Continued)

**9. DIVIDENDS PAID AND PROPOSED (CONTINUED)**

	COMPANY	
	2023 \$'000	2022 \$'000
<b>(b) Dividends proposed and not recognised as a liability</b>		
- unfranked dividends (2.0 cents per share) (2022: 2.0 cents per share)	32,330	31,084

After the reporting date, the directors proposed a dividend of 2.0 cents per ordinary share. No liability in this respect has been recognised in the 2023 consolidated financial statements.

**(c) Franking credit balance**

There is no franking credit balance for United Overseas Australia Ltd during the year ended 31 December 2023.

**10. PARENT COMPANY INFORMATION**

	COMPANY	
	2023 \$'000	2022 \$'000
<b>Statement of financial position</b>		
Current assets	7,543	43,672
Total assets	383,980	359,569
Current liabilities	2,879	2,959
Total liabilities	2,879	2,959
<b>Equity</b>		
Issued capital	340,187	306,614
Fair value reserve	689	634
Retained earnings	40,225	49,362
	381,101	356,610
<b>Financial performance</b>		
Profit for the year	54,009	29,749
Total comprehensive income	54,014	29,730

**Notes to the Financial Statements**  
for the Year Ended 31 December 2023  
(Continued)

**11. AUDITOR'S REMUNERATION**

	CONSOLIDATED	
	2023 \$	2022 \$
Audit and review of financial statements		
- Grant Thornton Australia	229,098	217,979
- overseas Grant Thornton network firms	291,603	244,754
- other auditors	24,737	20,509
	545,438	483,242

**12. CASH AND CASH EQUIVALENTS**

	CONSOLIDATED	
	2023 \$'000	2022 \$'000
Cash at bank and in hand	78,400	219,778
Short term funds	580,099	451,761
Short term bank deposits	85,153	131,176
	743,652	802,715

The effective interest rate on short-term bank deposits was 2.79% (2022: 3.17%) per annum. All funds are readily available and refundable to the Group at the discretion of the Group.

Included in the cash at banks of the Group is \$34,508,203 (2022: \$138,999,486) maintained in the Housing Development Accounts ("HDA"). Withdrawals from the HDA are restricted in accordance with the Housing Development (Housing Development Account) Regulations 1991. The HDA safeguards the interests of buyers of primary market residential properties against developers for a specific period of time. These balances can still be used to pay for expenses related to the projects and usage is confined to the development projects they are linked to.

The short-term funds are managed and invested into fixed income securities and money market instruments by fund management companies. The short-term funds are readily convertible to cash.

Included in cash and cash equivalents of the Group are amounts denominated in foreign currencies (currencies other than the respective functional currencies of the Group entities) as follows:

	CONSOLIDATED	
	2023 \$'000	2022 \$'000
Singapore Dollar ("SGD")	250	82
US Dollar ("USD")	8,380	51,372
Ringgit Malaysia ("RM")	741	345
	9,371	51,799

**Notes to the Financial Statements**  
for the Year Ended 31 December 2023  
(Continued)

**13. TRADE AND OTHER RECEIVABLES**

	CONSOLIDATED	
	2023 \$'000	2022 \$'000
<b>CURRENT</b>		
Trade receivables	41,308	76,666
Less: Impairment loss	(5,250)	(7,043)
	36,058	69,623
Loan receivables	1,219	1,176
Sundry receivables	94,055	72,422
Deposits	7,117	7,304
	102,391	80,902
Less: Impairment loss	(2,916)	(3,101)
	99,475	77,801
	135,533	147,424
<b>NON-CURRENT</b>		
Loan receivables	320	344

Terms and conditions relating to the above financial instruments:

- (i) Trade receivables are interest bearing and generally on 14 - 30 days term.
- (ii) Sundry receivables are non-interest bearing.
- (iii) Debts that are known to be not collectible are written off.

The movement of impairment loss during the financial year is as follows:

	CONSOLIDATED	
	2023 \$'000	2022 \$'000
At 1 January	10,144	10,857
Charge for the year	557	743
Foreign exchange translation	(335)	65
Reversal as no longer required	(2,200)	(1,521)
At 31 December	8,166	10,144

**Notes to the Financial Statements**  
for the Year Ended 31 December 2023  
(Continued)

**14. CONTRACT ASSETS**

	CONSOLIDATED	
	2023 \$'000	2022 \$'000
<b>Contract assets</b>		
Revenue recognised to date	92,630	254,071
Progress billings issued to date	(74,501)	(247,089)
	18,129	6,982
<b>Contract costs</b>		
Costs to obtain contracts	2,917	1,169
	21,046	8,151

Costs to obtain contracts comprise the following costs which resulted from obtaining contracts:

- sales commission paid to intermediaries; and
- expenses borne on behalf of customers (i.e. legal fees and other expenses).

Sales commission paid to intermediaries are amortised to cost of sales when the related revenues are recognised.

Expenses borne on behalf of customers are considered as consideration payable to customers and are amortised against revenue when the related revenues are recognised.

During the financial year, \$1,310,000 was amortised to cost of sales and \$1,089,000 was amortised against revenue.

**15. AMOUNT RECEIVABLE FROM ASSOCIATED COMPANIES**

	CONSOLIDATED	
	2023 \$'000	2022 \$'000
BD New City Pte Ltd	101,388	-
Other associates	1,130	1,180
	102,518	1,180

The amounts represent advances made to associated entities outlined in Note 20 which are accounted for under equity method of accounting.

In accordance with the Joint Venture Agreement entered into with CapitalLand (Vietnam) Holdings Pte Ltd (CLV). BD New City Pte Ltd (BDNC) was created. \$101,388,000 has been advanced to BDNC. This advance is expected to be converted to equities in BDNC within the twelve months subsequent to year-end, however the mechanism has not yet been agreed. It is classified as a financial asset measured at fair value through profit or loss.

Amounts owed by other associates have been grouped as no individual amount is material. These amounts represent unsecured interest free advances and receivable on demand.

**Notes to the Financial Statements**  
for the Year Ended 31 December 2023  
(Continued)

**16. INVENTORIES**

Name of the subsidiary companies	CONSOLIDATED	
	2023 \$'000	2022 \$'000
<b>CURRENT</b>		
<i>At cost</i>		
Stock of properties	320,720	365,347
Property held for development and resale	133,126	113,166
Consumables	440	304
	454,286	478,817
<b>NON-CURRENT</b>		
<i>At cost</i>		
Land held for property development	138,737	140,381

**17. INVESTMENT IN SUBSIDIARY COMPANIES**

(a) Details of subsidiary companies are as follows:

	Country of incorporation and principal place of business	Notes	Ownership interest held by Group	
			2023 %	2022 %
United Overseas Land Pty Ltd	Australia		100	100
UOA Investments Pty Ltd	Australia		100	100
UOA International Pty Ltd	Australia		100	100
- East Parade Pty Ltd	Australia		100	100
- UOA Leederville Pty Ltd	Australia		100	100
- UOA Leederville A Pty Ltd	Australia		100	100
- UOA Leederville B Pty Ltd	Australia		100	100
- UOA Leederville C Pty Ltd	Australia		100	100
- UOA Leederville D Pty Ltd	Australia		100	100
- UOA Leederville E Pty Ltd	Australia		100	100
- UOA Leederville F Pty Ltd	Australia		100	100
UOA Vietnam Pte Ltd ^	Singapore		100	100
- UOA PMH Investments Pte Ltd ^	Singapore		100	100
- UOA Tower TTS Limited Liability Company ^	Vietnam		100	100
- UOA Investments Pte Ltd ^	Singapore		100	100
- UOA Tower Limited Liability Company ^	Vietnam		100	100
- UOA Vietnam BDC Pte Ltd ^	Singapore		76.77	76.77
- UTM Vietnam Pte Ltd ^	Singapore	17(b)	100	-
- MGT Consultancy Services JSC ^	Vietnam	17(b)	100	-
- Paramount Property JSC ^	Vietnam	17(b)	100	-
UOA Holdings Sdn Bhd*	Malaysia		100	100
UOA Capital Sdn Bhd*	Malaysia		100	100

**Notes to the Financial Statements**  
for the Year Ended 31 December 2023  
(Continued)

**17. INVESTMENT IN SUBSIDIARY COMPANIES (CONTINUED)**

**(a) Details of subsidiary companies are as follows: (continued)**

Name of the subsidiary companies	Country of incorporation and principal place of business	Notes	Ownership interest held by Group	
			2023 %	2022 %
Midah Heights Sdn Bhd*	Malaysia		100	100
Multiplex Strategy Sdn Bhd*	Malaysia		100	100
UOA (Singapore) Pte Ltd ^	Singapore		100	100
United Carparks Sdn Bhd*	Malaysia		100	100
Citicrest (M) Sdn Bhd*	Malaysia		60	60
Desa Bangsar Ria Sdn Bhd*	Malaysia		60	60
LTG Development Sdn Bhd*	Malaysia		60	60
UOA Corporation Bhd*	Malaysia		60	60
Rich Accomplishment Sdn Bhd*	Malaysia		60	60
Desa Bukit Pantai Sdn Bhd*	Malaysia		60	60
Wisma UOA Sdn Bhd*	Malaysia		60	60
Julung Perdana Sdn Bhd*	Malaysia		60	60
UOA Asset Management Sdn Bhd*	Malaysia	17(c)	42	42
UOA Real Estate Investment Trust (UOA REIT)*	Malaysia	17(c)	33.93	34.16
- Ankara Restu Sdn Bhd*	Malaysia	17(c)	33.93	34.16
Gerak Perdana Sdn Bhd*	Malaysia		60	60
Damai Positif Sdn Bhd*	Malaysia		60	60
UOA Development Bhd*	Malaysia		69.92	72.33
- Allied Engineering Construction Sdn Bhd*	Malaysia		69.92	72.33
- URC Engineering Sdn Bhd*	Malaysia		69.92	72.33
- Federaya Development Sdn Bhd*	Malaysia		69.92	72.33
- Resodex Construction Sdn Bhd*	Malaysia		69.92	72.33
- Tiarawoods Sdn Bhd*	Malaysia		69.92	72.33
- Kumpulan Sejahtera Sdn Bhd*	Malaysia		69.92	72.33
- Windsor Triumph Sdn Bhd*	Malaysia		69.92	72.33
- Saujanis Sdn Bhd*	Malaysia		69.92	72.33
- Magna Tiara Development Sdn Bhd*	Malaysia		69.92	72.33
- Paramount Properties Sdn Bhd*	Malaysia		69.92	72.33
- Paramount Hills Sdn Bhd*	Malaysia		69.92	72.33
- Sagaharta Sdn Bhd*	Malaysia		69.92	72.33
- Sunny Uptown Sdn Bhd*	Malaysia		69.92	72.33
- IDP Industrial Development Sdn Bhd*	Malaysia		69.92	72.33
- UOA Properties Sdn Bhd*	Malaysia		69.92	72.33
- Lencana Harapan Sdn Bhd*	Malaysia		69.92	72.33
- Dynasty Portfolio Sdn Bhd*	Malaysia		69.92	72.33
- Bangsar South City Sdn Bhd*	Malaysia		69.92	72.33
- Nasib Unggul Sdn Bhd*	Malaysia		69.92	72.33
- Tunjang Idaman Sdn Bhd*	Malaysia		69.92	72.33
- UOA Hospitality Sdn Bhd*	Malaysia		69.92	72.33

**Notes to the Financial Statements**  
for the Year Ended 31 December 2023  
(Continued)

**17. INVESTMENT IN SUBSIDIARY COMPANIES (CONTINUED)**

**(a) Details of subsidiary companies are as follows: (continued)**

Name of the subsidiary companies	Country of incorporation and principal place of business	Notes	Ownership interest held by Group	
			2023 %	2022 %
- Peninsular Home Sdn Bhd*	Malaysia	17(c)	41.95	43.40
- Everise Tiara (M) Sdn Bhd*	Malaysia	17(c)	41.95	43.40
- Seri Tiara Development Sdn Bhd*	Malaysia		59.43	61.48
- Enchant Heritage Sdn Bhd*	Malaysia		69.92	72.33
- Magna Kelana Development Sdn Bhd*	Malaysia		51.57	53.34
- Scenic Point Development Sdn Bhd*	Malaysia	17(c)	41.95	43.40
- Ceylon Hills Sdn Bhd*	Malaysia	17(c)	37.76	39.06
- Maxim Development Sdn Bhd*	Malaysia		69.92	72.33
- Infinite Accomplishment Sdn Bhd*	Malaysia		69.92	72.33
- Regenta Development Sdn Bhd*	Malaysia		69.92	72.33
- Seri Prima Development Sdn Bhd*	Malaysia		69.92	72.33
- Orient Housing Development Sdn Bhd*	Malaysia		69.92	72.33
- Eureka Equity Sdn Bhd*	Malaysia	17(c)	41.95	43.40
- Distinctive Acres Sdn Bhd*	Malaysia		69.92	72.33
- Full Marks Property Sdn Bhd*	Malaysia		69.92	72.33
- Concord Housing Development Sdn Bhd*	Malaysia		69.92	72.33
- Fabullane Development Sdn Bhd*	Malaysia		69.92	72.33
- Nova Metro Development Sdn Bhd*	Malaysia		59.43	61.48
- Topview Housing Sdn Bhd *	Malaysia		69.92	72.33
- Nova Lagenda Sdn Bhd *	Malaysia		69.92	72.33
- UOA Komune Sdn Bhd*	Malaysia		69.92	72.33
- Citra Jaya Sejahtera Sdn Bhd*	Malaysia		69.92	72.33
- Everise Project Sdn Bhd*	Malaysia	17(c)	41.95	43.40
- Jendela Dinamik Sdn Bhd*	Malaysia	17(c)	21.40	22.13
- Cosmo Housing Development Sdn Bhd*	Malaysia		69.92	72.33
- HSB Green Solutions Sdn Bhd*	Malaysia		69.92	72.33
- UOA Academy Sdn Bhd*	Malaysia		69.92	72.33
- UOA Southlink Sdn Bhd *	Malaysia		69.92	72.33
- UOA Southview Sdn Bhd *	Malaysia		69.92	72.33
- UOA Golden Pines Sdn Bhd *	Malaysia		69.92	72.33
- Pertiwi Sinarjuta Sdn Bhd*	Malaysia		69.92	72.33
- Tong Xin Tang Healthcare International Sdn Bhd *	Malaysia	17(c)	35.66	36.89
- Tong Xin Tang Wellness Centre Sdn Bhd *	Malaysia	17(c)	35.66	36.89
- Komune Care Centre Sdn Bhd *	Malaysia	17(c)	41.95	43.40
- UMH NK Sdn Bhd *	Malaysia	17(c)	41.95	43.40
- UMH NK Wellness Sdn Bhd *	Malaysia	17(c)	41.95	43.40
- UMH NK Aesthetics Sdn Bhd *	Malaysia	17(c)	41.95	43.40
- UMH NK Dental Sdn Bhd *	Malaysia	17(c)	41.95	43.40
- UMH Rehabilitation Medicine Sdn Bhd *	Malaysia		69.92	72.33
- Armada Hartasegar Sdn Bhd *	Malaysia		69.92	72.33

**Notes to the Financial Statements**  
for the Year Ended 31 December 2023  
(Continued)

**17. INVESTMENT IN SUBSIDIARY COMPANIES (CONTINUED)**

**(a) Details of subsidiary companies are as follows: (continued)**

Name of the subsidiary companies	Country of incorporation and principal place of business	Notes	Ownership interest held by Group	
			2023 %	2022 %
- JDIN Media Sdn Bhd *	Malaysia	17(c)	35.66	36.89
- Hoteland Sdn Bhd *	Malaysia	17(c)	35.66	-
- Good Fortune Foods Sdn Bhd *	Malaysia	17(c)	35.66	-
- Bamboo Circle Sdn Bhd *	Malaysia	17(c)	35.66	-
- Bamboo Estate Sdn Bhd *	Malaysia	17(c)	35.66	-

\* Audited by a member firm of Grant Thornton.

^ Audited by firms other than Grant Thornton.

**(b) Incorporation of subsidiary companies during the financial year**

Name of the subsidiary companies	Paid up capital \$	Group's effective interest %	Date of incorporation
UTM Vietnam Pte Ltd	111	100	1 June 2023
MGT Consultancy Services JSC	4,217	100	12 July 2023
Paramount Property JSC	4,217	100	25 July 2023

**(c) Controlled entities with less than 50% ownership**

The financial statements of UOA Asset Management Sdn Bhd, UOA REIT and Ankara Restu Sdn Bhd were consolidated because the parent entity can exercise control and influence over the Board of Directors of UOA Asset Management Sdn Bhd, which in turn is the asset manager of UOA REIT.

Under the Trust Deed signed between UOA Asset Management Sdn Bhd and RHB Trustees Berhad (the trustee), UOA Asset Management Sdn Bhd is responsible for the 'day to day' management of the assets held by UOA REIT, investment strategies, policy setting and compliance with all relevant Acts, Legislation, Regulations and Guidelines.

The financial statements of Peninsular Home Sdn Bhd, Everise Tiara (M) Sdn Bhd, Scenic Point Development Sdn Bhd, Ceylon Hills Sdn Bhd, Eureka Equity Sdn Bhd, Everise Project Sdn Bhd, Jendela Dinamik Sdn Bhd, Tong Xin Tang Healthcare International Sdn Bhd, Tong Xin Tang Wellness Centre Sdn Bhd, Komune Care Centre Sdn Bhd, UMH NK Sdn Bhd, UMH NK Wellness Sdn Bhd, UMH NK Aesthetics Sdn Bhd, UMH NK Dental Sdn Bhd, JDIN Media Sdn Bhd, Hoteland Sdn Bhd, Good Fortune Foods Sdn Bhd, Bamboo Circle Sdn Bhd and Bamboo Estate Sdn Bhd were consolidated because the parent entity can exercise control and influence over the Board of Directors of the subsidiary companies.

**Notes to the Financial Statements**  
for the Year Ended 31 December 2023  
(Continued)

**17. INVESTMENT IN SUBSIDIARY COMPANIES (CONTINUED)**

**(d) Subsidiaries with material non-controlling interests**

Details of the Group's subsidiaries that have material non-controlling interests at the end of the reporting year are as follows:

Name of the subsidiary companies	Proportion of ownership interests held by non-controlling interests		Profit allocated to non-controlling interests		Carrying amount of non-controlling interests	
	2023 %	2022 %	2023 \$'000	2022 \$'000	2023 \$'000	2022 \$'000
LTG Development Sdn Bhd	40%	40%	2,000	3,192	48,154	49,070
UOA Development Bhd	30%	28%	26,936	20,154	521,119	528,407

The summary of financial information before intra-group elimination for the Group's subsidiaries that have material non-controlling interests is as below:

2023	LTG Development Sdn Bhd Group \$'000	UOA Development Bhd Group \$'000
<b>Financial position at reporting date</b>		
Non-current assets	568,673	825,929
Current assets	17,006	1,119,747
Non-current liabilities	(236,746)	(73,248)
Current liabilities	(228,553)	(140,476)
Net assets	120,380	1,731,952
<b>Summary of financial performance for the financial year</b>		
Profit for the year	16,974	94,720
Other comprehensive income	2,316	451
Total comprehensive income	19,290	95,171
<b>Included in the total comprehensive income is:</b>		
Revenue	37,937	132,087
<b>Summary of cash flows for the financial year</b>		
Net cash inflows/(outflows) from operating activities	50,391	87,949
Net cash inflows/(outflows) from investing activities	2,893	10,359
Net cash inflows/(outflows) from financing activities	(48,625)	(203,231)
Net cash inflows/(outflows)	4,659	(104,923)
<b>Other information</b>		
Dividends paid to non-controlling interests	12,196	1,651

**Notes to the Financial Statements**  
for the Year Ended 31 December 2023  
(Continued)

**17. INVESTMENT IN SUBSIDIARY COMPANIES (CONTINUED)**

**(d) Subsidiaries with material non-controlling interests (continued)**

2022	LTG Development Sdn Bhd Group \$'000	UOA Development Bhd Group \$'000
<b>Financial position at reporting date</b>		
Non-current assets	592,080	840,524
Current assets	11,152	1,306,578
Non-current liabilities	(245,869)	(74,564)
Current liabilities	(234,693)	(162,372)
Net assets	122,670	1,910,166
<b>Summary of financial performance for the financial year</b>		
Profit for the year	22,370	73,084
Other comprehensive loss	(136)	(2,330)
Total comprehensive income	22,234	70,754
<b>Included in the total comprehensive income is:</b>		
Revenue	37,971	148,180
<b>Summary of cash flows for the financial year</b>		
Net cash inflows/(outflows) from operating activities	26,078	160,496
Net cash inflows/(outflows) from investing activities	256	(5,296)
Net cash inflows/(outflows) from financing activities	(28,180)	(34,114)
Net cash inflows/(outflows)	(1,846)	121,086
<b>Other information</b>		
Dividends paid to non-controlling interests	12,881	983

**Notes to the Financial Statements**  
for the Year Ended 31 December 2023  
(Continued)

**18. PROPERTY, PLANT AND EQUIPMENT**

	Notes	CONSOLIDATED	
		2023 \$'000	2022 \$'000
<i>Freehold and leasehold stratified properties</i>			
At cost		134,374	144,107
Accumulated depreciation		(18,455)	(18,475)
Accumulated impairment loss		(8,658)	(17,140)
	18(a)	107,261	108,492
<i>Plant and equipment</i>			
At cost		61,123	62,526
Accumulated depreciation		(41,370)	(44,855)
Accumulated impairment loss		(440)	-
	18(a)	19,313	17,671
<i>Leased plant and equipment</i>			
At cost		92	165
Accumulated depreciation		(70)	(107)
	18(a)	22	58
<i>Total property, plant and equipment</i>			
At cost		195,589	206,798
Accumulated depreciation		(59,895)	(63,437)
Accumulated impairment loss		(9,098)	(17,140)
Total written down amount		126,596	126,221

**Notes to the Financial Statements**  
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(Continued)

**18. PROPERTY, PLANT AND EQUIPMENT (CONTINUED)**

**(a) Movements in carrying amounts**

Movements in the carrying amounts for each class of property, plant and equipment between the beginning and the end of the current financial year:

2023 Consolidated	Freehold and leasehold stratified properties \$'000	Plant and equipment \$'000	Leased plant and equipment \$'000	Total \$'000
Balance at the beginning of the year	108,492	17,671	58	126,221
Additions	149	7,515	-	7,664
Reversals	(145)	-	-	(145)
Disposals	-	(777)	-	(777)
Depreciation	(2,383)	(3,961)	(19)	(6,363)
Written off	-	(191)	-	(191)
Reversal of impairment loss/(impairment loss)	8,088	(454)	-	7,634
Acquisition of a subsidiary company	-	4	-	4
Transferred to investment properties	(2,873)	-	-	(2,873)
Reclassification	-	16	(16)	-
Net foreign currency movements	(4,067)	(510)	(1)	(4,578)
Carrying amount at the end of the year	107,261	19,313	22	126,596

2022 Consolidated	Freehold and leasehold stratified properties \$'000	Plant and equipment \$'000	Leased plant and equipment \$'000	Total \$'000
Balance at the beginning of the year	109,082	13,125	245	122,452
Additions	154	8,215	-	8,369
Reversals	(717)	(41)	-	(758)
Disposals	-	(11)	-	(11)
Depreciation	(2,388)	(3,374)	(33)	(5,795)
Written off	-	(436)	-	(436)
Reversal of impairment loss	1,317	-	-	1,317
Reclassification	-	155	(155)	-
Net foreign currency movements	1,044	38	1	1,083
Carrying amount at the end of the year	108,492	17,671	58	126,221

**Notes to the Financial Statements**  
for the Year Ended 31 December 2023  
(Continued)

**18. PROPERTY, PLANT AND EQUIPMENT (CONTINUED)**

(b) Additional information on the right-of-use assets by classes of assets is as follows:

2023	Carrying amount \$'000	Depreciation \$'000	Additions \$'000
Leasehold buildings	60,825	1,516	10
Motor vehicles	100	62	-
Plant and machineries	22	19	-
<b>Total right-of-use assets</b>	<b>60,947</b>	<b>1,597</b>	<b>10</b>

2022	Carrying amount \$'000	Depreciation \$'000	Additions \$'000
Leasehold land	640	7	-
Leasehold buildings	72,032	1,774	-
Motor vehicles	182	86	116
Plant and machineries	58	33	-
<b>Total right-of-use assets</b>	<b>72,912</b>	<b>1,900</b>	<b>116</b>

The right-of-use assets are included in the same items as where the corresponding underlying assets would be presented if they were owned.

**19. INVESTMENT PROPERTIES**

	CONSOLIDATED	
	2023 \$'000	2022 \$'000
Balance at beginning of the year	1,265,477	1,241,183
Transferred from property, plant and equipment	2,873	-
Transferred from inventories - land held for property development	3,228	-
Transferred (to)/from inventories - property held for development and resale	(8,255)	680
Net foreign currency movements	(46,887)	11,276
Additions	4,580	7,004
Disposals	(4,620)	-
Fair value adjustments	12,646	5,334
<b>Balance at end of the year</b>	<b>1,229,042</b>	<b>1,265,477</b>

The Group's investment properties comprise freehold condominium and apartment, freehold commercial properties, leasehold commercial properties and property under construction.

**Notes to the Financial Statements**  
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**19. INVESTMENT PROPERTIES (CONTINUED)**

The fair value model is applied to all investment properties. Investment properties are independently revalued, which represent the amounts at which the properties could be exchanged on an open market basis between a knowledgeable willing buyer and a knowledgeable willing seller in an arm's length transaction at the reporting date. The fair value should also reflect market conditions at the reporting date.

The fair values of the investment properties held by the UOA Real Estate Investment Trust ("UOA REIT") were assessed by the Board of Directors of UOA Asset Management Sdn Bhd, the Manager of UOA REIT based on valuations conducted by an independent firm of professional valuers registered with Board of Valuers, Appraisers & Estate Agents Malaysia using investment method of valuation.

Some investment properties as at 31 December 2023 are stated at fair value by reference to a full valuation conducted by a registered independent valuer having appropriate recognised professional qualifications for certain investment properties and some based on an assessment by the directors by obtaining update valuations for investment properties that did not have a full valuation conducted.

Whilst a full valuation has not been conducted for certain investment properties, the directors have obtained updated market values of the investment properties as at 31 December 2023 carried out by a firm of independent professional valuers who has appropriate professional qualification and recent experience in the relevant location and assets being valued. The directors reviewed the update valuations of all other commercial properties and opined that the carrying values reflect the fair value of the investment properties.

A loan of \$169,161,000 (2022: \$172,804,000) was secured by legal charges over UOA II Parcels, Wisma UOA Damansara II and UOA Corporate Tower. The fair value of assets pledged, as security was \$391,466,000 (2022: \$407,009,000).

A loan of \$49,913,000 (2022: \$51,901,000) was secured by Loan Agreements cum Assignment, Deeds of Extension of Deed of Assignment, Deeds of Assignment of Rental Proceeds ("DARP"), Deeds of Extension of DARP and four (4) Powers of Attorney, and legal charges over UOA Damansara Parcels and Parcel B - Menara UOA Bangsar (excluding Petak 9 and 14). The fair value of assets pledged, as security was \$130,574,000 (2022: \$135,708,000).

A loan of \$21,486,000 (2022: \$23,695,000) was secured by Moveable Asset and Contractual Mortgage Agreement, Building and Fixtures Mortgage Agreement, and legal charge over UOA Tower. The fair value of assets pledged, as security was \$83,326,000 (2022: \$85,551,000).

The management has applied the following assumptions in the valuation:

- (i) The comparison method entails comparing the property with comparable properties which have been sold or are being offered for sale and making adjustments for factors which affect value such as location and accessibility, size, building construction and finishes, building services, management and maintenance, age and state of repair, market conditions and other relevant characteristics.
- (ii) Under the cost method, the value of the land is added to the replacement cost of the buildings and other site improvements. The replacement cost of the buildings is derived from estimation of reproduction cost of similar new buildings based on current market prices for materials, labour and present construction techniques and deducting therefrom the accrued depreciation due to use and disrepair, age and obsolescence through technology and market changes.
- (iii) The investment method entails the determination of the probable gross annual rental the property is capable of producing and deducting therefrom the outgoings to arrive at the annual net income.

**Notes to the Financial Statements**  
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**19. INVESTMENT PROPERTIES (CONTINUED)**

The fair value hierarchy of the Group's investment properties as at the reporting date is as follows:

	Level 1 \$'000	Level 2 \$'000	Level 3 \$'000
Freehold condominium	-	1,051	-
Freehold bungalows	-	17,678	-
Freehold commercial properties	-	257,043	250,302
Leasehold commercial properties	-	93,043	564,091

The fair values of the investment properties included in Level 2 were determined using the comparison method and Level 3 was determined using the cost and investment methods. The most significant input into this valuation approach is price per square metre.

There has been no change in valuation methods used during the year.

There is no transfer between the fair value hierarchies during the year except for the transfer from Level 3 to Level 2.

*Reconciliation of Level 3*

	\$'000
At 1 January 2023	916,894
Additions	1,110
Fair value adjustments	10,541
Transferred to inventories - property held for development and resale	(8,255)
Transferred from property, plant and equipment	2,873
Reclassified to Level 2	(74,360)
Net foreign currency movements	(34,410)
At 31 December 2023	814,393

**Notes to the Financial Statements**  
for the Year Ended 31 December 2023  
(Continued)

**19. INVESTMENT PROPERTIES (CONTINUED)**

Details of Level 3 fair value measurements are as follows:

Valuation method and key inputs	Significant unobservable inputs	Relationship of unobservable inputs and fair value
Cost method which estimates the amount of reconstruction cost of the building based on current market prices	Estimated replacement costs	The higher the estimated replacement costs, the higher the fair value
Investment method which involves capitalisation of net annual income with allowance for voids by using a suitable rate of return consistent with the type and quality of investment to arrive at the market value	<ul style="list-style-type: none"> <li>• Term yield rate of 6.00% to 12.50%</li> <li>• Reversionary yield rate of 6.25% to 8.00%</li> <li>• Occupancy rates of 60.89% to 97.90%</li> </ul>	<p>The estimated fair value would increase (decrease) if:</p> <ul style="list-style-type: none"> <li>• Term yield rate is lower (higher)</li> <li>• Reversionary yield rate is lower (higher)</li> <li>• Occupancy rate is higher (lower)</li> </ul>

The commercial buildings currently under construction are measured at cost because the fair value is not yet determinable as of 31 December 2023. The fair value of the property is expected to be reliably determinable when construction is complete. This judgment is revisited at each reporting period until completion of the investment property. The value of investment properties under construction at 31 December 2023 is \$45,834,000.

**20. INVESTMENT IN ASSOCIATES**

	CONSOLIDATED	
	2023 \$'000	2022 \$'000
Unquoted shares, at cost	265	275
Share of post-acquisition reserves	1,288	1,155
	1,553	1,430
Exchange differences	(48)	(38)
	1,505	1,392
Less: Accumulated impairment losses	-	-
Aggregate carrying amount of the Group's interest in associates	1,505	1,392

**Notes to the Financial Statements**  
for the Year Ended 31 December 2023  
(Continued)

**20. INVESTMENT IN ASSOCIATES (CONTINUED)**

Name of entities	Country of incorporation	Principal activities	Ownership interest	
			2023 %	2022 %
Advanced Informatics & Management Centre Sdn Bhd (AIMAC) <sup>^</sup>	Malaysia	Providing telehealth or e-health facilities	30	30
Asli Security Services Sdn Bhd *	Malaysia	Provision of security services	30	30
Dats Property Management Sdn Bhd *	Malaysia	Provision of facilities support services	49	49
BD New City Pte Ltd <sup>^</sup>	Singapore	Other holding companies	30	-

<sup>^</sup> Audited by firms of auditors other than Grant Thornton.

\* Audited by a member firm of Grant Thornton.

The reporting date of AIMAC is 30 September 2023. For the purposes of applying the equity method of accounting, the financial statements of AIMAC for period ended 31 December 2023 have been used.

Summarised financial information in respect of the Group's associates is set out below:

	CONSOLIDATED	
	2023 \$'000	2022 \$'000
<b>Financial position:</b>		
Total assets	339,802	10,249
Total liabilities	(343,523)	(3,280)
Net (liabilities)/assets	(3,721)	6,969
<b>Financial performance:</b>		
Profit from continuing operations	302	561
Other comprehensive income	-	-
Total comprehensive income	302	561

**Notes to the Financial Statements**  
for the Year Ended 31 December 2023  
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**21. EQUITY INVESTMENTS**

	CONSOLIDATED	
	2023 \$'000	2022 \$'000
At fair value		
- shares in listed corporations	6,958	7,317
- shares in unlisted corporation	2,151	1,887
	9,109	9,204

The fair value hierarchies of the Group's investments in listed corporations and unlisted corporation are at Level 1 and Level 3 respectively.

There is no transfer between the fair value hierarchy during the financial year.

**22. DEFERRED TAX LIABILITIES/(ASSETS)**

	CONSOLIDATED	
	2023 \$'000	2022 \$'000
Deferred tax liabilities		
- tax allowance relating to property, plant and equipment	1,182	464
- real property gains tax	22,066	22,602
- other deductible temporary differences	710	680
	23,958	23,746
Deferred tax assets		
- property development and construction profits	(11,045)	(11,807)
- tax allowance relating to property, plant and equipment	(5)	(4)
	(11,050)	(11,811)
	12,908	11,935

**Notes to the Financial Statements**  
for the Year Ended 31 December 2023  
(Continued)

**22. DEFERRED TAX LIABILITIES/(ASSETS) (CONTINUED)**

	Notes	CONSOLIDATED	
		2023 \$'000	2022 \$'000
(a) Reconciliation			
The overall movement in the deferred tax account is as follows:			
Opening balance		11,935	10,371
Charge to profit or loss	7	1,478	1,470
Charge to equity		(505)	94
Closing balance		12,908	11,935
(b) Deferred tax assets not brought to account, the benefits of which will only be realised if the conditions for deductibility set out in Note 4(n) occur			
- Unabsorbed tax losses		14,663	16,560
- Unutilised capital allowances		15,283	21,143
- Unutilised investment tax allowances		77,412	46,067
- Inventories written down		4,643	3,989

**23. TRADE AND OTHER PAYABLES**

	CONSOLIDATED	
	2023 \$'000	2022 \$'000
<b>CURRENT</b>		
Trade payables	58,303	72,721
Sundry payables	78,528	24,497
Deposits	23,657	24,924
Accruals	36,410	43,391
Amount payable to non-controlling shareholders of subsidiary companies	14,649	15,138
	211,547	180,671
<b>NON-CURRENT</b>		
Deposits	4,058	3,175
Amount payable to non-controlling shareholders of subsidiary companies	563	648
	4,621	3,823

Terms and conditions relating to the above financial instruments:

- (i) Trade payables are non-interest bearing and are normally on a 30 – 40 days term.
- (ii) Other payables are non-interest bearing.
- (iii) The amount payable to non-controlling shareholders of subsidiary companies represents non-trade interest free advances which is payable on demand.

**Notes to the Financial Statements**  
for the Year Ended 31 December 2023  
(Continued)

**24. OTHER FINANCIAL LIABILITIES**

	CONSOLIDATED	
	2023 \$'000	2022 \$'000
<b>CURRENT</b>		
<i>Secured liabilities</i>		
Lease liabilities	50	95
Term loans	227,102	248,414
	227,152	248,509
<b>NON-CURRENT</b>		
<i>Secured liabilities</i>		
Lease liabilities	88	143
Long term loans	13,526	71
	13,614	214
(a) Lease liabilities		
Payable – minimum lease payments		
- not later than one year	54	103
- later than one year but not later than five years	95	154
Minimum lease payments	149	257
Less: future finance charges	(11)	(19)
Present value of minimum lease payments	138	238
Current liabilities	50	95
Non-current liabilities	88	143
	138	238

In the prior year, some of the Group's loan agreements (classified as current during the year) are subject to covenant clauses where the Group is, or particular entities within the Group are, required to meet certain key financial ratios. One of these ratios which was set to be measured on the results of one of the Group's subsidiaries was not met. The outstanding balance is presented as a non-current liability as at 31 December 2023 due to these key financial ratios having been met.

Included in term loan is an amount denominated in USD amounting to \$6,739,000 (2022: \$7,247,000).

Terms and conditions relating to the above financial instruments:

- (i) The revolving credit facility is secured by legal charges over the Group's strata-titled properties, a floating charge over leasehold strata properties and corporate guarantees by certain controlled entities. The interest rates range from 2.75% to 4.14% (2022: 1.07% to 3.76%).
- (ii) The term loan is secured by a legal charge over a leasehold commercial property and corporate guarantees by the Company. The interest rates range from 4.74% to 9.62% (2022: 1.50% to 9.71%).

**Notes to the Financial Statements**  
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(Continued)

**24. OTHER FINANCIAL LIABILITIES (CONTINUED)**

**Assets pledged as security**

The carrying amounts of assets pledged as security for current and non-current interest-bearing liabilities are:

	CONSOLIDATED	
	2023 \$'000	2022 \$'000
<b>Non-current</b>		
<i>Fixed charge</i>		
Investment properties	605,366	628,268
Property, plant and equipment	-	4,840
<i>Finance leases</i>		
Leased plant and equipment	22	58
<b>Total assets pledged as security</b>	<b>605,388</b>	<b>633,166</b>

The terms and conditions relating to the financial assets are as follows:

Investment properties and property, plant and equipment are pledged against secured bank loans on a fixed charge for the terms of the various secured loans. During the year, property, plant and equipment has been discharged from the financial obligation.

**25. SHARE CAPITAL**

	COMPANY			
	2023		2022	
	Number of shares	\$'000	Number of shares	\$'000
Shares issued and fully paid				
Balance at beginning of the year	1,554,190,341	306,614	1,522,935,135	288,214
Issued during the year				
- dividend re-investment plan	62,312,034	33,573	31,255,206	18,400
<b>Balance at end of the year</b>	<b>1,616,502,375</b>	<b>340,187</b>	<b>1,554,190,341</b>	<b>306,614</b>

The ordinary shares of the Company are shares with no par value.

The final dividend for year ended 31 December 2022 was paid on 6 June 2023. Some shareholders elected to take ordinary shares in lieu of cash, totaling 50,961,566 shares.

The interim dividend for year ended 31 December 2023 was paid on 6 November 2023. Some shareholders elected to take ordinary shares in lieu of cash, totaling 11,350,468 shares.

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(Continued)

**25. SHARE CAPITAL (CONTINUED)**

Terms and conditions of issued capital:

- Ordinary shareholders have the right to receive dividends as declared and in the event of winding up the company, to participate in the proceeds from the sale of all surplus assets in proportion to the number of and amounts paid up on shares held.
- Ordinary shares entitle their holder to one vote, either in person or by proxy, at a meeting of the Company.

**26. RESERVES**

The details of reserves are as follows:

2023	CONSOLIDATED		
	Translation reserve \$'000	Fair value reserves \$'000	Total \$'000
Balance at beginning of the year	23,730	820	24,550
Exchange differences on translating foreign operations	(61,989)	-	(61,989)
Changes in fair value of equity investments at fair value through other comprehensive income	-	2,449	2,449
Derecognition upon disposals	-	(1,043)	(1,043)
Balance at end of the year	(38,259)	2,226	(36,033)

2022	CONSOLIDATED		
	Translation reserve \$'000	Fair value reserves \$'000	Total \$'000
Balance at beginning of the year	5,627	2,587	8,214
Exchange differences on translating foreign operations	18,103	-	18,103
Changes in fair value of equity investments at fair value through other comprehensive income	-	(1,767)	(1,767)
Balance at end of the year	23,730	820	24,550

**27. CAPITAL COMMITMENT**

	CONSOLIDATED	
	2023 \$'000	2022 \$'000
The Group has the following capital commitments:		
Property, plant and equipment	-	888
Construction of investment properties	79,834	78,920

**Notes to the Financial Statements**  
for the Year Ended 31 December 2023  
(Continued)

**28. EMPLOYEE BENEFITS EXPENSE**

	CONSOLIDATED	
	2023 \$'000	2022 \$'000
Employee benefits expense	27,812	22,291

Included in the employee benefits expense are contributions to superannuation funds on behalf of employees amounting \$2,214,178 (2022: \$1,914,063).

**29. OPERATING SEGMENTS**

The Group has three (3) operating segments: Investment, Land development and resale and Others.

The activities undertaken by the investment segment includes the holding of investment properties to generate rental income, capital appreciation or both.

The activities undertaken by the land development and resale segment includes development, construction and sale of residential and commercial properties.

The activities undertaken under the Others segment includes Operations of hotel and food and beverage outlets, provision of facilities support services and carpark operations, revenue from money lending services and provision of management services.

Each of these operating segments is managed separately as each segment requires different technologies and other resources as well as marketing approaches. All inter-segment transfers are carried out at arm's length prices.

The measurement policies the Group uses for segment reporting under AASB 8 are the same as those used in its financial statements, except that:

- Gain or loss on disposal of property, plant and equipment,
- Gain or loss on disposal of interests in subsidiaries, and
- Share of results of equity accounted investments.

are not included in arriving at the operating profit of the operating segments.

There have been no changes from prior periods in the measurement methods used to determine reported segment profit or loss.

The consolidated entity operates predominantly in two businesses; investment and land development and resale, and within four geographical segments; Australia, Malaysia, Singapore and Vietnam. The Australian, Singapore and Vietnam operations predominantly relate to the investment segment, with the remainder of the segments being related to the Malaysian operations.

The land development and resale business is predominantly focused on residential and commercial developments in Malaysia, whilst the investment business is made up of both property and share portfolios in Malaysian assets.

Inter-segment pricing is based on normal terms and conditions.

**Notes to the Financial Statements**  
for the Year Ended 31 December 2023  
(Continued)

**29. OPERATING SEGMENTS (CONTINUED)**

	Investment		Land development and resale		Others		Elimination		Consolidated	
	2023	2022	2023	2022	2023	2022	2023	2022	2023	2022
	\$'000	\$'000	\$'000	\$'000	\$'000	\$'000	\$'000	\$'000	\$'000	\$'000
Segment revenue										
Sales to customers outside the group	-	-	138,909	151,265	-	-	-	-	138,909	151,265
Other revenues from customers outside the group	91,046	78,540	63,228	35,080	26,227	17,098	-	-	180,501	130,718
Inter segment revenue	650,198	168,135	80,429	77,208	2,388	1,473	(733,015)	(246,816)	-	-
Total revenue	741,244	246,675	282,566	263,553	28,615	18,571	(733,015)	(246,816)	319,410	281,983
Finance income	8,716	3,871	9,305	6,947	268	232	-	-	18,289	11,050
Finance costs	(9,179)	(8,014)	(29)	(32)	(9)	(10)	-	-	(9,217)	(8,056)
Depreciation and amortisation	(4,140)	(3,867)	(859)	(1,101)	(1,364)	(827)	-	-	(6,363)	(5,795)
Write off of assets	(32)	(353)	(155)	(18)	(4)	(65)	-	-	(191)	(436)
Increase/(Decrease) in fair value of investment properties	8,678	9,042	3,968	(3,708)	-	-	-	-	12,646	5,334
Other non-cash income/(expenses)	2,361	910	(438)	(76)	2,671	(222)	-	-	4,594	612
Income tax expense	(4,631)	(2,719)	(21,793)	(21,672)	(862)	(261)	-	-	(27,286)	(24,652)
Segment net operating profit after tax	35,143	25,820	72,675	65,974	10,030	8,821	-	-	117,848	100,615
Segment assets	1,698,456	1,518,230	1,229,060	1,435,457	25,719	18,415	-	-	2,953,235	2,972,102
Segment liabilities	331,867	294,068	115,742	132,528	9,564	6,901	-	-	457,173	433,497
Investment in associates	1,505	1,392	-	-	-	-	-	-	1,505	1,392
Capital expenditure	6,721	5,452	436	2,764	507	153	-	-	7,664	8,369

**Notes to the Financial Statements**  
for the Year Ended 31 December 2023  
(Continued)

**29. OPERATING SEGMENTS (CONTINUED)**

	CONSOLIDATED	
	2023 \$'000	2022 \$'000
<b>Reconciliation of segment net operating profit after tax to net profit before tax</b>		
Segment net operating profit after tax	117,848	100,615
Gain or loss on disposal of property, plant and equipment	983	74
Result from equity accounted investments	172	272
<b>Total net profit before tax per profit or loss</b>	<b>119,003</b>	<b>100,961</b>
<b>Reconciliation of segment operating assets to total assets</b>		
Segment operating assets	2,953,235	2,972,102
Goodwill	-	133
Equity investments	9,109	9,204
Deferred tax assets	11,050	11,811
Current tax assets	16,995	16,135
<b>Total assets as per the statement of financial position</b>	<b>2,990,389</b>	<b>3,009,385</b>
<b>Reconciliation of segment operating liabilities to total liabilities</b>		
Segment operating liabilities	457,173	433,497
Deferred tax liabilities	23,958	23,746
Current tax liabilities	2,460	3,506
<b>Total liabilities per the statement of financial position</b>	<b>483,591</b>	<b>460,749</b>
<b>Geographic information</b>		
Revenue from external customers		
Malaysia	310,007	270,303
Singapore	723	666
Vietnam	7,826	6,839
Australia	854	4,175
<b>Total</b>	<b>319,410</b>	<b>281,983</b>

The revenue information above is based on the locations of the customers.

**Notes to the Financial Statements**  
for the Year Ended 31 December 2023  
(Continued)

**30. RECONCILIATION OF LIABILITIES ARISING FROM FINANCING ACTIVITIES**

The changes in the Group's liabilities arising from financing activities can be classified as follows:

	Long-term borrowings \$'000	Short-term borrowings \$'000	Lease liabilities \$'000	Total \$'000
1 January 2023	71	248,414	238	248,723
Cash flows:				
- Proceeds	-	68,360	-	68,360
- Repayment	(15)	(67,140)	(94)	(67,249)
Non-cash:				
- Foreign exchange	(2)	(9,060)	(6)	(9,068)
- Reclassification	13,472	(13,472)	-	-
31 December 2023	13,526	227,102	138	240,766

	Long-term borrowings \$'000	Short-term borrowings \$'000	Lease liabilities \$'000	Total \$'000
1 January 2022	84	251,494	337	251,915
Cash flows:				
- Proceeds	-	75,131	-	75,131
- Repayment	(14)	(80,763)	(215)	(80,992)
Non-cash:				
- Foreign exchange	1	2,552	-	2,553
- New leases	-	-	116	116
31 December 2022	71	248,414	238	248,723

**Notes to the Financial Statements**  
for the Year Ended 31 December 2023  
(Continued)

**31. RELATED PARTY TRANSACTIONS**

The Group's related parties include its associates, key management, post-employment benefit plans for the Group's employees and others as described below.

Unless otherwise stated, none of the transactions incorporate special terms and conditions and no guarantees were given or received. Outstanding balances are usually in cash.

*Transactions with associated companies*

	Transaction value		Balance outstanding	
	2023 \$'000	2022 \$'000	2023 \$'000	2022 \$'000
Security services payable	1,562	911	157	96
Rental receivable	92	91	-	-
Administrative fee payable	219	179	4	25
Management fee payable	1,064	1,120	32	102
Landscaping fee payable	142	144	28	26

*Transactions with key management personnel*

Key management of the Group are the executive members of United Overseas Australia Ltd's Board of Directors and members of the executive council. Key management personnel remuneration includes the following expenses:

	CONSOLIDATED	
	2023 \$'000	2022 \$'000
Short-term employee benefits		
• salaries including bonuses	4,164,805	3,920,433
• non-monetary benefits	55,018	55,538
• others	160,594	122,066
Post-employment benefits:		
• defined benefit pension plans	371,072	422,223
<b>Total remuneration</b>	<b>4,751,489</b>	<b>4,520,260</b>

**Notes to the Financial Statements**  
for the Year Ended 31 December 2023  
(Continued)

**31. RELATED PARTY TRANSACTIONS (CONTINUED)**

*Entity with significant influence over the Group – Griyajaya Sdn Bhd*

Griyajaya Sdn Bhd owns 31.20% (2022: 31.31%) of the ordinary shares in United Overseas Australia Ltd. There was no related party transaction with Griyajaya Sdn Bhd during the financial year.

*Terms and conditions of transactions with related parties*

Sales to and purchases from related parties are made in arm's length transactions both at normal market prices and normal commercial terms. There were no related party transactions during the financial year.

*Impairment for credit loss on trade receivables*

For the year ended 31 December 2023, the Group has not made any impairment loss relating to amounts owed by related parties as the payment history has been excellent (2022: Nil). The Group makes use of a simplified approach in accounting for trade receivables as well as contract assets and records the loss allowance as lifetime expected credit losses. These are the expected shortfalls in contractual cash flows, considering the potential for default at any point during the life of the financial instrument.

**32. FINANCIAL RISK MANAGEMENT OBJECTIVES AND POLICIES**

The Group is exposed to financial risks arising from their operations and the use of financial instruments. Financial risk management policies are established to ensure that adequate resources are available for the development of the Group's businesses whilst managing its credit risk, liquidity risk, interest rate risk, market risk and foreign currency risk. The Group operates within clearly defined policies and procedures that are approved by the Board of Directors to ensure the effectiveness of the risk management process.

The main areas of financial risks faced by the Group and the policies in respect of the major areas of treasury activity are set out as follows:

*Interest rate risk*

Interest rate risk is the risk that the fair value or future cash flows of the Group's financial instruments will fluctuate because of changes in market interest rates.

The Group's investments in fixed rate debt securities and fixed rate borrowings are exposed to a risk of change in their fair values due to changes in interest rates. The Group's variable rate borrowings are exposed to a risk of change in cash flows due to changes in interest rates. Short-term receivables and payables are not significantly exposed to interest rate risk.

The Group's interest rate management objective is to manage the interest expenses consistent with maintaining an acceptable level of exposure to interest rate fluctuation. In order to achieve this objective, the Group targets a mix of fixed and floating debt based on assessment of its existing exposure and desired interest rate profile.

**Notes to the Financial Statements**  
for the Year Ended 31 December 2023  
(Continued)

**32. FINANCIAL RISK MANAGEMENT OBJECTIVES AND POLICIES (CONTINUED)**

*Interest rate risk (continued)*

The interest rate profile of the Group's significant interest-bearing financial instruments, based on carrying amounts as at the end of the reporting year is as follows:

	CONSOLIDATED	
	2023 \$'000	2022 \$'000
Fixed rate instruments:		
Financial assets	85,153	131,176
Financial liabilities	135,159	140,637
Floating rate instruments:		
Financial liabilities	105,607	108,086

The Group does not account for any fixed rate financial assets and liabilities at fair value through profit or loss, and the Group does not designate derivatives as hedging instruments under a fair value hedge accounting model. Therefore, a change in interest rates at the end of the reporting year would not affect the profit or loss.

A sensitivity analysis has been performed based on the outstanding floating rate borrowings of the Group as at the reporting date. If interest rates increase or decrease by 50 basis points, with all other variables held constant, the Group's post-tax profit or loss would decrease or increase by approximately \$528,000 (2022: \$540,000), as a result of higher or lower interest expense on these borrowings.

*Foreign currency risk*

The Group is exposed to currency risk as a result of the foreign currency transactions entered into by subsidiaries in currencies other than their functional currencies. The Group is also exposed to currency risk in respect of its foreign investments in subsidiaries and associates. The Group ensures that the net exposure to currency fluctuation is kept to an acceptable level.

Foreign currency denominated financial assets and liabilities which expose the Group to currency risk are disclosed below.

	CONSOLIDATED		
	SGD \$'000	USD \$'000	RM \$'000
2023			
Net exposure	250	1,642	741
2022			
Net exposure	82	44,126	345

**Notes to the Financial Statements**  
for the Year Ended 31 December 2023  
(Continued)

**32. FINANCIAL RISK MANAGEMENT OBJECTIVES AND POLICIES (CONTINUED)**

*Foreign currency risk (continued)*

The following sensitivity is based on the foreign currency risk exposures in existence at the end of reporting period.

A 10% strengthening of the foreign currencies below against the functional currencies of the Group at the end of reporting period would increase or decrease post-tax profit or loss as shown in the table below, this analysis assumes that all other variables held constant:

	Post-tax profit or loss		
	SGD \$'000	USD \$'000	RM \$'000
2023	25	164	74
2022	8	4,413	35

A 10% weakening of the foreign currencies above against the functional currencies of the Group at the end of reporting period would have an equal but opposite effect to the amounts shown above, on the basis that all other variables held constant.

*Market risk*

The Group's principal exposure to market risk arises from changes in value caused by movements in market prices of its quoted investments. The risk of loss is minimised via thorough analysis before investing and continuous monitoring of the performance of the investments. The Group optimises returns by disposing of investments after thorough analysis.

Common to all businesses, the overall performance of the Group's investments is also driven externally by global and domestic economies that are largely unpredictable and uncontrollable.

*Credit risk*

Credit risk is the risk of a financial loss to the Group if a customer or counterparty to a financial instrument fails to meet its contractual obligations. It is the Group's policy to enter into financial instruments with a diversity of creditworthy counterparties. The Group does not expect to incur material credit losses on its financial assets or other financial instruments.

Concentration of credit risk exists when changes in economic, industrial and geographical factors similarly affect the group of counterparties whose aggregate credit exposure is significant in relation to the Group's total credit exposure. The Group's portfolio of financial instruments is broadly diversified and transactions are entered into with diverse creditworthy counterparties, thereby mitigating any significant concentration of credit risk.

The Group's objective is to seek continual revenue growth while minimising losses incurred due to increased credit risk exposure. The Group extends credit only to recognised and creditworthy third parties. It is the Group's policy that all customers are subject to credit verification procedures. In addition, receivables balances are monitored on an ongoing basis with the result that the Group's exposure to bad debts is not significant.

**Notes to the Financial Statements**  
for the Year Ended 31 December 2023  
(Continued)

**32. FINANCIAL RISK MANAGEMENT OBJECTIVES AND POLICIES (CONTINUED)**

*Credit risk (continued)*

**i. Trade receivables and contract assets**

In respect of the Group's development properties, most of the end-buyers obtain end-financing to fund their purchases of the Group's properties. In such cases, the Group mitigates any credit risk it may have by maintaining its name as the registered owner of the development until full settlement by the purchasers of the self-financed portion of the purchase consideration and upon undertaking of end-financing by the purchaser's end-financier.

In respect of the Group's investment properties, the Group customarily obtains three months' rental deposit from tenants as security for the performance of their obligations under the tenancy agreements to mitigate the risk of non-collectability of monthly rentals.

An impairment analysis is performed at each reporting date using a provision matrix to measure expected credit losses. The provision rates are based on days past due for groupings of various customer segments with similar loss patterns (i.e. customer type and rating, and coverage by collateral). The calculation reflects the probability-weighted outcome, the time value of money and reasonable and supportable information that is available at the reporting date about past events, current conditions and forecasts of future economic conditions. Generally, trade receivables are written-off if the Directors deem them uncollectable. The maximum exposure to credit risk at the reporting date is the carrying value of each class of financial assets. Collateral is considered an integral part of trade receivables and considered in the calculation of impairment. At the reporting date, all of the Group's trade receivables are covered by collateral. These collaterals resulted in a decrease in the expected credit losses/impairment losses as at the reporting date.

The Group evaluates the concentration of risk with respect to trade receivables and contract assets as low, as trade receivables consist of a large number of customers from various backgrounds.

Consolidated 2023	Total gross carrying amount \$'000
Not past due	29,149
Between 31 and 60 days past due	1,388
Between 61 and 90 days past due	1,557
More than 90 days past due	3,964
More than 91 days after set off with deposits paid	5,250
	41,308
Contract assets	21,046

**Notes to the Financial Statements**  
for the Year Ended 31 December 2023  
(Continued)

**32. FINANCIAL RISK MANAGEMENT OBJECTIVES AND POLICIES (CONTINUED)**

*Credit risk (continued)*

**i. Trade receivables and contract assets (continued)**

Consolidated 2022	Total gross carrying amount \$'000
Not past due	56,098
Between 31 and 60 days past due	1,030
Between 61 and 90 days past due	1,108
More than 90 days past due	11,387
More than 91 days after set off with deposits paid	7,043
	76,666
Contract assets	8,151

The expected credit loss with respect to trade receivables is \$5,250,000 (2022: \$7,043,000).

**ii. Financial institutions and cash deposits**

Credit risk from balances with banks and financial institutions is managed by the Group's treasury department in accordance with the Group's policy. Investments of surplus funds are made only with approved counterparties.

**iii. Financial guarantees**

The maximum exposure to credit risk amounted to \$21,486,000 (2022: \$23,695,000), represented by the outstanding banking facilities of a subsidiary company at the end of the reporting year.

The Company provides unsecured financial guarantees to banks in respect of banking facilities granted to certain subsidiaries. The Company monitors these subsidiaries. As at the end of the reporting year, there was no indication that any subsidiary would default on repayment.

Financial guarantees have not been recognised since the fair value on initial recognition was not material.

**iv. Investments and other financial assets**

At the end of the reporting year, the Group has investments in foreign and domestic securities. The maximum exposure to credit risk is represented by the carrying amounts in the statements of financial position.

Investments are allowed only in liquid securities and only with counterparties that have good credit ratings.

The Group's maximum exposure to credit risk for the components of the statements of financial position at the reporting date are their carrying amounts.

**Notes to the Financial Statements**  
for the Year Ended 31 December 2023  
(Continued)

**32. FINANCIAL RISK MANAGEMENT OBJECTIVES AND POLICIES (CONTINUED)**

Liquidity and cash flow risk

Liquidity risk is the risk that the Group will not be able to meet its financial obligations as they fall due, due to shortage of funds.

The Group seeks to ensure all business units maintain optimum levels of liquidity at all times, sufficient for their operating, investing and financing activities.

Therefore, the policy seeks to ensure that each business unit, through efficient working capital management (i.e. inventory, accounts receivable and accounts payable management), must be able to convert its current assets into cash to meet all demands for payment as and when they fall due.

Owing to the nature of the businesses, the Group seeks to maintain sufficient credit lines available to meet the liquidity requirements while ensuring an effective working capital management within the Group.

The table below summarises the maturity profile of the Group's financial liabilities at the reporting date based on contractual undiscounted repayment obligations.

Consolidated 2023	< 1 year \$'000	1 - 5 years \$'000	> 5 years \$'000	Total \$'000
Trade and other payables	211,547	592	-	212,139
Amount owing to associate companies	239	-	-	239
Lease liabilities	54	95	-	149
Borrowings	234,758	15,307	-	250,065
	446,598	15,994	-	462,592

Consolidated 2022	< 1 year \$'000	1 - 5 years \$'000	> 5 years \$'000	Total \$'000
Trade and other payables	180,671	710	-	181,381
Amount owing to associate companies	280	-	-	280
Lease liabilities	103	154	-	257
Borrowings	257,692	76	-	257,768
	438,746	940	-	439,686

## Notes to the Financial Statements

for the Year Ended 31 December 2023

(Continued)

### 33. CAPITAL MANAGEMENT

The Group's objectives when managing capital is to maintain a strong capital base and safeguard the Group's ability to continue as a going concern, so as to maintain investor, creditor and market confidence and to sustain future development of the business. The Directors monitor and determine an optimal debt-to-equity ratio that complies with debt covenants and regulatory requirements.

Management assesses the Group's capital requirements in order to maintain an efficient overall financing structure while avoiding excessive leverage. As the market is constantly changing, management may adjust the amount of dividends paid to shareholders, return of capital to shareholders, issue new shares or sell assets to reduce debt.

During 2023, management paid dividends of \$63,187,000 (2022: \$20,560,000). Management's objective for dividend payments for 2024 to 2027 is to maintain the current level of dividends, assuming business and economic conditions allow.

Management monitors capital through the gearing ratio (net debt/total capital). The target for the Group's gearing ratio (excluding UOA REIT) is between 10% to 25%. The gearing ratio at the reporting date is as follows:

	CONSOLIDATED	
	2023 \$'000	2022 \$'000
Total borrowings*	456,934	433,217
Less: Cash and cash equivalents	(743,652)	(802,715)
Net cash	(286,718)	(369,498)
Total equity	1,705,634	1,730,270
Total capital	1,418,916	1,360,772
Gearing ratio (%)	26.79	25.04

\* Includes interest bearing loans and borrowings and trade and other payables.

The Group is not subject to any externally imposed capital requirements.

### 34. ACQUISITION OF SHARES IN NEW SUBSIDIARY COMPANIES

The details of the business combination are as follows:

Name of subsidiary companies acquired 2023	Purchase consideration \$'000	Group's effective interest %	Effective acquisition date
Hoteland Sdn Bhd	14	51	2 August 2023

**Notes to the Financial Statements**  
for the Year Ended 31 December 2023  
(Continued)

**34. ACQUISITION OF SHARES IN NEW SUBSIDIARY COMPANIES (CONTINUED)**

Details of the assets, liabilities and net cash inflow arising from the acquisition of new subsidiary company was as follows:

	2023 \$'000
Property, plant and equipment	203
Inventories	38
Trade and other receivables	672
Current tax assets	37
Cash and cash equivalents	59
Other payables and accruals	(1,921)
Goodwill on consolidation	465
Net assets acquired	(447)
Non-controlling interests	461
Total purchase consideration	14
Less: Cash and cash equivalents acquired	(59)
Net cash inflow on acquisition during the year	(45)

**35. MATURITY ANALYSIS OF LEASE PAYMENTS**

*The Group as lessor*

The Group leases out its investment properties and temporarily leases out its inventories under non-cancellable operating leases arrangement. These leases typically run for a period ranging from 1 to 5 years, with the option to renew. Subsequent renewals are negotiated with the lease on average rental period of 1 to 5 years. None of the leases include contingent rentals.

The future undiscounted lease payments receivable after the reporting date but not recognised as receivables are as follows:

As lessor	CONSOLIDATED	
	2023 \$'000	2022 \$'000
Within 1 year	78,344	63,016
In the second year	52,184	30,019
In the third year	17,199	10,197
In the fourth year	385	694
	148,112	103,926

**36. SIGNIFICANT EVENTS DURING THE FINANCIAL YEAR AND AFTER THE REPORTING DATE**

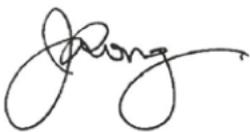
On 28 February 2024, the directors of United Overseas Australia Ltd proposed a final dividend of 2.0 cents per ordinary shares (totalling \$32,330,048) in respect of the financial year ended 31 December 2023. This dividend has not been provided for in the 31 December 2023 financial statements.

# DIRECTOR'S DECLARATION

- (1) In the opinion of the Directors of United Overseas Australia Ltd:
- (a) The consolidated financial statements and notes of United Overseas Australia Ltd are in accordance with the *Corporations Act 2001*, including:
    - (i) Giving a true and fair view of its financial position as at 31 December 2023 and of its performance for the financial year ended on that date; and
    - (ii) Complying with Australian Accounting Standards (including the Australian Accounting interpretations) and the *Corporations Regulations 2001*; and
  - (b) There are reasonable grounds to believe that United Overseas Australia Ltd will be able to pay its debts as and when they become due and payable.
- (2) The Directors have been given the declarations required by Section 295A of the *Corporations Act 2001* from the Chief Executive Officer and Chief Financial Officer for the financial year ended 31 December 2023.
- (3) Note 2 confirms that the consolidated financial statements also comply with International Financial Reporting Standards.

Signed in accordance with a resolution of the Directors.

On behalf of the Board



**Director**  
**Kong Pak Lim**

Kuala Lumpur, Malaysia  
27 March 2024




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# Independent Auditor's Report

To the Members of United Overseas Australia Ltd

## Report on the audit of the financial report

### Opinion

We have audited the financial report of United Overseas Australia Ltd (the Company) and its subsidiaries (the Group), which comprises the consolidated statement of financial position as at 31 December 2023, the consolidated statement of profit or loss and other comprehensive income, consolidated statement of changes in equity and consolidated statement of cash flows for the year then ended, and notes to the consolidated financial statements, including material accounting policy information, and the Directors' declaration.

In our opinion, the accompanying financial report of the Group is in accordance with the *Corporations Act 2001*, including:

- a giving a true and fair view of the Group's financial position as at 31 December 2023 and of its performance for the year ended on that date; and
- b complying with Australian Accounting Standards and the Corporations Regulations 2001.

### Basis for opinion

We conducted our audit in accordance with Australian Auditing Standards. Our responsibilities under those standards are further described in the *Auditor's Responsibilities for the Audit of the Financial Report* section of our report. We are independent of the Group in accordance with the auditor independence requirements of the *Corporations Act 2001* and the ethical requirements of the Accounting Professional and Ethical Standards Board's APES 110 *Code of Ethics for Professional Accountants (including Independence Standards)* (the Code) that are relevant to our audit of the financial report in Australia. We have also fulfilled our other ethical responsibilities in accordance with the Code.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

### Key audit matters

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

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ACN-130 913 594

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## Independent Auditor's Report

(Continued)

Key audit matter	How our audit addressed the key audit matter
<p><b>Revenue Recognition</b> <b>Refer to Note 4(m) and Note 5</b></p> <p>The Group recorded sales of inventories and property developments of \$63.700 million and \$75.209 million, respectively.</p> <p>The Group recognises revenue from contracts with customers as or when a performance obligation is satisfied. The Group recognises revenue from the sale of completed properties, held as inventories, at a point in time, upon delivery of the property. The Group recognises revenue from property development over time and is measured based on the Group's efforts towards complete satisfaction of the performance obligation.</p> <p>Significant judgement and estimation are required to measure the progress towards complete satisfaction of the performance obligation concerning property development revenue which makes it a key audit matter.</p>	<p>Our procedures included, amongst others:</p> <ul style="list-style-type: none"> <li>• Evaluating the design of internal controls and testing key controls identified for each material revenue stream over revenue recognition;</li> <li>• Reviewing the Group's assessment and application of the requirements of AASB 15 <i>Revenue from Contracts with Customers</i> and conclusions reached;</li> <li>• Testing a sample of sale transactions before and after the balance sheet date to determine whether those transactions were recognised in the correct period;</li> <li>• Evaluating the appropriateness of revenue recognised for a sample of development contracts by assessing management's estimated costs to complete the contract, including assessing the relevancy and reliability of key inputs and assumptions and the source data upon which they are based;</li> <li>• Testing a sample of transactions for each material revenue stream to supporting evidence to evaluate the appropriateness of revenue recognised;</li> <li>• Assessing transition adjustments recorded and evaluating whether these comply with the requirements of AASB 15 and conclusions reached; and</li> <li>• Reviewing the appropriateness of the related disclosures within the financial statements.</li> </ul>
<p><b>Valuation of investment properties</b> <b>(Refer to Note 4 (f) and Note 19)</b></p> <p>The Group holds investment properties in Australia, Malaysia and Vietnam that comprise completed investments and properties under construction amounting to \$1.229 billion.</p> <p>The Group recognises investment properties initially at cost, including transaction costs. Subsequent to initial recognition, investment properties are stated at fair value. Management engages an independent expert to undertake a valuation to estimate the fair value of these properties every three years. In addition, the Directors utilise an independent expert to undertake valuations utilising comparable market data for the intervening periods rather than a review of the asset itself.</p> <p>The valuation relies on the accuracy of the underlying lease and financial information provided to the valuers.</p>	<p>Our procedures included, amongst others:</p> <ul style="list-style-type: none"> <li>• Assessing the Group's policy for the valuation of investment properties against the accounting standard AASB 140 <i>Investment Properties</i> and our understanding of the business;</li> <li>• Obtaining an understanding of the Group's processes regarding valuations of investment properties;</li> <li>• Evaluating the scope, competence, capability and objectivity of the Group's independent external valuer;</li> <li>• Engaging an independent auditor's expert to assist us in understanding the work of the Group's expert, including evaluating the appropriateness of their work as audit evidence in accordance with ASA 620 <i>Using the work of an Auditors Expert</i>;</li> </ul>

## Independent Auditor's Report

(Continued)

Key audit matter	How our audit addressed the key audit matter
<p>This is a key audit matter as the valuation of the Group's property portfolio includes significant judgement areas that include several assumptions and estimates, including estimated replacement costs, rental yields, occupancy rates, future net operating income and discount rates.</p>	<ul style="list-style-type: none"> <li>• Comparing the Group's external valuations using the capitalisation income technique to alternative discounted cashflow method of valuation that was prepared by the Group's external valuer;</li> <li>• Comparing external valuations using a market based approach to market evidence of recent sales and published industry reports;</li> <li>• Testing on a sample basis the following key inputs to valuations prepared by the Group's external valuer to existing leases; and</li> <li>• Reviewing the appropriateness of the related disclosures within the financial statements.</li> </ul>

### Information other than the financial report and auditor's report thereon

The Directors are responsible for the other information. The other information comprises the information included in the Group's annual report for the year ended 31 December 2023, but does not include the financial report and our auditor's report thereon.

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

In connection with our audit of the financial report, our responsibility is to read the other information and, in doing so, consider whether the other information is materially inconsistent with the financial report or our knowledge obtained in the audit or otherwise appears to be materially misstated.

If, based on the work we have performed, we conclude that there is a material misstatement of this other information, we are required to report that fact. We have nothing to report in this regard.

### Responsibilities of the Directors for the financial report

The Directors of the Company are responsible for the preparation of the financial report that gives a true and fair view in accordance with Australian Accounting Standards and the Corporations Act 2001 and for such internal control as the Directors determine is necessary to enable the preparation of the financial report that gives a true and fair view and is free from material misstatement, whether due to fraud or error.

In preparing the financial report, the Directors are responsible for assessing the Group's ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless the Directors either intend to liquidate the Group or to cease operations, or have no realistic alternative but to do so.

### Auditor's responsibilities for the audit of the financial report

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

A further description of our responsibilities for the audit of the financial report is located at the Auditing and Assurance Standards Board website at: [http://www.auasb.gov.au/auditors\\_responsibilities/ar1\\_2020.pdf](http://www.auasb.gov.au/auditors_responsibilities/ar1_2020.pdf). This description forms part of our auditor's report.

## Independent Auditor's Report

(Continued)

### Report on the remuneration report

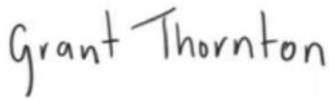
#### Opinion on the remuneration report

We have audited the Remuneration Report included in pages 13 to 19 of the Directors' report for the year ended 31 December 2023.

In our opinion, the Remuneration Report of United Overseas Australia Ltd, for the year ended 31 December 2023 complies with section 300A of the *Corporations Act 2001*.

#### Responsibilities

The Directors of the Company are responsible for the preparation and presentation of the Remuneration Report in accordance with section 300A of the *Corporations Act 2001*. Our responsibility is to express an opinion on the Remuneration Report, based on our audit conducted in accordance with Australian Auditing Standards.



GRANT THORNTON AUDIT PTY LTD  
Chartered Accountants



L A Stella  
Partner – Audit & Assurance

Perth, 27 March 2024

# ASX ADDITIONAL INFORMATION

Additional information required by the Australian Securities Exchange Ltd and not shown elsewhere in this report is as follows. The information is current as at 19 March 2024.

## (a) Distribution of equity securities

The number of shareholders, by size of holding, in each class of share are:

	Ordinary shares	
	Number of holders	Number of units
1 – 1,000	176	36,062
1,001 – 5,000	178	499,610
5,001 – 10,000	126	994,615
10,001 – 100,000	324	11,099,528
100,001 – and over*	124	1,603,872,560
	928	1,616,502,375

The number of shareholders holding less than a marketable parcel of shares are:

	Ordinary shares	
	Number of holders	Number of units
1 – 902	164	24,160
903 and over*	764	1,616,478,215
	928	1,616,502,375

\* Included in this figure is 1,292,370,606 shares in respect of the Company's secondary listing in Singapore

## (b) Twenty largest shareholders

The names of the twenty largest holders of quoted shares are:

	Listed ordinary shares	
	Number of shares	Percentage of ordinary shares
1 The Central Depository (Pte) Limited	1,292,370,606	79.95%
2 Transmetro Corporation Sdn Bhd	105,377,280	6.52%
3 Wismara Sdn Bhd	70,300,134	4.35%
4 Amerena Sdn Bhd	43,745,806	2.70%
5 JP Morgan Nominees Australia Pty Limited	14,190,942	0.88%
6 Tan Sri Dato' Seri Alwi Jantan	9,168,723	0.57%
7 National Nominees Limited	7,322,760	0.45%
8 Lay Hoon Koh	6,514,596	0.40%
9 Chow Fong Wong	4,647,029	0.29%
10 Hegford Pty Ltd	3,023,046	0.19%

**ASX Additional Information***(Continued)***(b) Twenty largest shareholders** (continued)

		Listed ordinary shares	
		Number of shares	Percentage of ordinary shares
11	Colin Robert Macewan & Bronwyn Beder	3,016,970	0.19%
12	Citicorp Nominees Pty Limited	2,326,378	0.14%
13	Reviresco Nominees Pty Ltd	1,698,881	0.10%
14	Ju Lip Chew	1,559,010	0.10%
15	Jenny Hao Le Callagher	1,514,653	0.09%
16	Mimi Miu-Kuen Ferguson	1,304,872	0.08%
17	Gang-Gang Pty Ltd	1,150,000	0.07%
18	Chartreuse Nominees Pty Ltd	1,103,396	0.07%
19	Ga Pease Holdings Pty Ltd	1,083,685	0.07%
20	Beng Hock Lim	987,568	0.06%
		1,572,406,335	97.27%

**(c) Substantial shareholders**

The names of substantial shareholders who have notified the Company in accordance with section 671B of the Corporations Act 2001 are:

	Number of shares held	% of issued shares
Chong Song Kong	1,182,787,286	73.17%
Pak Lim Kong	899,113,905	55.62%

In calculating the number of shares, entities holding 704,512,074 shares as declared in the substantial shareholders are considered to be associates of both the substantial shareholders and have been included in the total for each shareholder above.

**(d) Voting rights**

All ordinary shares (whether fully paid or not) carry one vote per share without restriction.

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