ORIGO PARTNERS PLC

REPORT AND FINANCIAL STATEMENTS

YEAR ENDED 31 DECEMBER 2021

CONTENTS

		Page
I.	**DIRECTORS' REPORT**	
	Chairman's letter	1
	Directors' report	3
II.	**INDEPENDENT AUDITOR'S REPORT**	5
III.	**AUDITED FINANCIAL STATEMENTS**	
	Statement of comprehensive income	9
	Statement of financial position	10
	Statement of changes in equity	11
	Statement of cash flows	12
	Notes to the financial statements	13

Chairman's Letter

Dear Shareholders,

Over the last year, the Company has sold its remaining legacy assets and has made a cash distribution to shareholders. In January, the Company sold its investment in Six Waves, a Hong Kong based gaming company, for about USD 2.2 million and in March distributed USD 1.7 million to shareholders. Following an auction with a single bid, that of the controlling shareholder, Origo sold its Moly World investment for USD 200,000. This past October, the Company sold its entire investment in Celadon to the controlling shareholder for USD 50,000 following an auction in which no bids were received. Earlier this year, the Company announced a delay in its plan to wind up the Company and return any remaining capital to shareholders and alluded to a pending class action lawsuit that could benefit the Company. I would like now to report on what we know about that lawsuit.

Well before this board's involvement with the Company, about thirteen years ago, in 2009, the Company invested in R. M. Williams ("RMW"), an Australian company with livestock and other farming operations in northern Australia. The Company invested about $20 million in RMW's equity and about $3.1 million in RMW's debt. The primary business objective of RMW was to raise cattle and other agricultural products in Australia and ship the cattle to Asia for sale. Beginning in June 2011 and in response to a television program that raised concerns about animal welfare, the Australian Minister of Agriculture issued several orders that effectively barred the export of live cattle to Indonesia. In 2013 RMW went insolvent. When RMW went insolvent, RMW owed the Company about $8 million for the loans including accrued interest, and the Company owned about 24% of RMW's equity. RMW's total debt at around that time included secured debt held by one of Australia's large banks which may or may not have been compromised in a settlement, the unsecured Origo debt and a small amount of other third-party debt, and RMW had shareholder equity of about AUD $85 million. There were legal proceedings involving RMW and in or about 2019 RMW's liquidation was completed and RMW was stricken from the Companies' Register.

In 2014, Brett Cattle, an Australian cattle company, brought a claim against the Australian Minister of Agriculture, effectively the Commonwealth of Australia, that essentially alleged that the Minister had exceeded his authority in issuing the order barring live cattle exports to Indonesia and seeking damages. This claim was financed by an organization representing farmers in Australia's Northern Territory, "the Northern Farmers Fighting Fund" or the "NFFF" and prosecuted by one of Australia's leading law firms, the Minter Ellison firm. In June 2020, the Federal Court for Australia issued a long and complex judgment ruling that the Minister in exceeding his authority had committed the tort of misfeasance in public office and that the Commonwealth was liable for the damages that flowed from his wrongful conduct both to the plaintiff that brought the action and to other businesses that were similarly situated and also suffered losses flowing from the Minister's tortious conduct. In October 2020 the Court ordered that the judgment be publicized to alert other possible class members. This past May, the Company learned of this lawsuit from a locally based former shareholder in RMW.

The composition of the class has not yet been determined, but the class when constituted will be represented by Minter Ellison, and the class action is being financed by the NFFF in return for 10 per cent of the gross recovery. The Commonwealth has no appeals and has essentially conceded liability. So the issues appear to be whether RMW's damages are the kinds of damages that qualify it for class membership and what is the quantum of those damages that properly flow from the Minister's tortious conduct. If the lawyers determine that RMW is eligible for membership in the class, RMW would join in excess of 200 other class members eligible to share in total damages Minter Ellison has estimated at around AUD $1 billion. Given that the NFFF is financing the litigation, there is not the usual issue of the costs of litigation. In terms of the timing of any payment, the judgment is accruing interest at 8% per annum so for this reason and, we are told, local political considerations, the Commonwealth is incentivized to wind the matter up sooner rather than later. That said, Minter Ellison have indicated that the whole process could take up to three years (or even longer).

We had hoped that by now we would be able to quantify any possible recovery to determine whether it is worth Origo's while to participate in the lawsuit, i.e., whether the probable amount and timing of an award can be reasonably expected to offset the Company's running costs. Unfortunately we are still not in a position to do that but have been informed that a mediation with the Commonwealth of Australia scheduled for 9 December will produce some clarity. Shareholders should note that there is a wide range of possible outcomes both in terms of the amount of any recovery and the timing of its receipt. That range is between zero and a large number that could reflect the amount Origo invested plus accrued interest. There are other administrative issues as well including that RMW was liquidated and struck from the Australian Companies' Register several years ago (and so needs to be restored to the register with directors or liquidators appointed to run it and to determine distributions to creditors and shareholders) and that the Company subsidiary that held this investment has also been liquidated. Based on our review of the facts and various discussions we have had, we believe that nonetheless the claim is worth pursuing because it could result in a substantial monetary recovery – at little or no out of pocket cost to the Company. Shareholders should note that given the Company's expense structure, it is unlikely that there will be further distributions without a recovery from RMW.

We will provide further information as we acquire it.

Very truly yours,
Origo Partners Plc
John D. Chapman
Chairman

Directors' Report

The Directors present their report together with the audited financial statements for the year ended 31 December 2021.

Results and dividends

The result of the Group for the year is set out on page 10 and shows a profit for the year of US$1,146,000 (2020: loss US$1,257,000). No distributions were made during the current reporting period. During 2020, the Directors approved a capital distribution of US$0.02947 to the holders of the Company's redeemable preference and US$0.00117 to the holders of the Company's ordinary shares at US$0.00117 per ordinary share. The retained profit for the year of US$1,146,000 (2020: loss US$1,257,000) has been transferred to reserves. Prior to the period end a distribution of US$1,700.000 was made as disclosed in note 24.

Principal activities, review of business and future developments

On 20 November 2014, the Company's Investing Policy changed from that of a closed-ended, permanent capital vehicle to that of a realisation company with the mandate to return the net proceeds of realisations to shareholders over a four-year period. However, investments will only be realised when the Independent Directors believe the terms are appropriate. A review of the business of the Company is covered in the Chairman's Letter.

Directors

At 31 December 2021:

Mr John Chapman
Mr Peter Philip Scales
Mr Hiroshi Funaki

Directors' responsibilities in respect of the financial statements

The Directors are responsible for the preparation of the financial statements. The Directors have elected to prepare the financial statements in accordance with applicable law and International Financial Reporting Standards as adopted by the European Union. In preparing these financial statements, the Directors are required to:

(I) select suitable accounting policies and then apply them on a consistent basis;

(II) make judgments and estimates that are reasonable and prudent;

(III) state whether International Financial Reporting Standards have been followed, subject to any material departures disclosed and explained in the financial statements; and

(IV) prepare the financial statements on the going concern basis unless it is inappropriate to presume that the company will continue in business.

Directors' Report

The Directors are responsible for keeping reliable accounting records which correctly explain the transactions of the Company, and which enable the financial position of the Company to be determined with reasonable accuracy. They are also responsible for safeguarding the assets of the Company and hence for taking reasonable steps for the prevention and detection of fraud and other irregularities.

Going concern

The Board has concluded that the Company is not considered to be a going concern and as a result of this the financial statements for the year ended 31 December 2021 have been prepared on an orderly realisation basis. The share capital of the Company has been reorganised so that the redemption of the Redeemable Preference Shares (previously Convertible Preference Shares) will be settled with the proceeds of realisations as and when they occur.

Auditor and disclosure of information to auditor

As far as each Director is aware, there is no relevant audit information of which the Company's auditor is unaware.

Financial statements are published on the Company's website in accordance with legislation in the Isle of Man governing the preparation and dissemination of financial statements, which may vary from legislation in other jurisdictions. The maintenance and integrity of the Company's website is the responsibility of the Directors. The Directors' responsibility also extends to the ongoing integrity of the financial statements contained therein.

Each of the Directors has taken all the steps they ought to have taken individually as a Director in order to make themselves aware of any relevant audit information and to establish that the Company's auditors are aware of that information.

Lubbock Fine LLP, who, being eligible, have expressed their willingness to continue in office in accordance with the Isle of Man Companies Act 2006.

By Order of the Board

Philip Peter Scales

Date: 07 December 2022

INDEPENDENT AUDITOR'S REPORT

TO THE MEMBERS OF ORIGO PARTNERS PLC

(incorporated in the Isle of Man with limited liability)

OPINION

We have audited the financial statements of Origo Partners Plc (the 'Company') for the year ended 31 December 2021, which comprise the Statement of Comprehensive Income, the Statement of Financial Position, the Statement of Changes in Equity, the Statement of Cash Flows, and the related notes, including a summary of significant accounting policies. The financial reporting framework that has been applied in their preparation is applicable law and International Financial Reporting Standards as adopted by the European Union.

In our opinion, the accompanying financial statements present fairly, in all material respects, the financial position of the as at 31 December 2021 and of its financial performance and its cash flows for the year then ended in accordance with International Financial Reporting Standards as adopted by the European Union

BASIS FOR OPINION

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

EMPHASIS OF MATTER – BASIS OF PREPARATION

As explained in Note 1.2, the directors do not consider the Company to be a Going Concern, and so consider that the financial statements should be prepared on a basis other than that of going concern. As explained in note 1.2, no adjustments are required to the financial statements as a result of preparing the financial statements on this basis.

OTHER INFORMATION

The other information comprises the information included in the annual report, other than the financial statements and our auditor's report thereon. The directors are responsible for the other information.

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

In connection with our audit of the financial statements, our responsibility is to read the other information and, in doing so, consider whether the other information is materially inconsistent with the financial statements or our knowledge obtained in the audit or otherwise appears to be materially misstated. If we identify such material inconsistencies or apparent material misstatements, we are required to determine whether there is a material misstatement in the financial statements or a material misstatement of the other information. 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.

INDEPENDENT AUDITOR'S REPORT

TO THE MEMBERS OF ORIGO PARTNERS PLC

(incorporated in the Isle of Man with limited liability)

MATTERS ON WHICH WE ARE REQUIRED TO REPORT BY EXCEPTION

In the light of the knowledge and understanding of the Company and its environment obtained in the course of the audit, we have not identified material misstatements in the Strategic Report or the Director's Report. We have nothing to report in respect of the following matters in relation to which section 6(2) of the Isle of Man Audit Act 2006 requires us to report to you if, in our opinion:

- adequate accounting records have not been kept, or returns adequate for our audit have not been received from branches not visited by us; or
- the financial statements are not in agreement with the accounting records and returns; or
- certain disclosures of director's remuneration specified by law are not made; or
- we have not received all the information and explanations we require for our audit.

RESPONSIBILITIES OF DIRECTORS

As explained more fully in the directors' responsibilities statement, the directors are responsible for the preparation and fair presentation of the consolidated financial statements in accordance with International Financial Reporting Standards as adopted by the European Union, and for such internal control as the directors determine is necessary to enable the preparation of financial statements that are free from material misstatement, whether due to fraud or error.

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

The directors are also responsible for overseeing the Company's financial reporting process. The audit committee of the Company (the "Audit Committee") assists the directors in discharging their responsibility in this regard.

AUDITORS' RESPONSIBILITIES FOR THE AUDIT OF THE FINANCIAL STATEMENTS

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

In identifying and assessing risks of material misstatement in respect of irregularities, including fraud and noncompliance with laws and regulations, we considered the following:

- Enquires of management, including obtaining and reviewing supporting documentation, concerning the Company's policies and procedures relating to:
    - Identifying, evaluating and complying with laws and regulations and whether they were aware of any instances of non-compliance
    - detecting and responding to the risks of fraud and whether they have knowledge of any actual, suspected or alleged fraud; and
    - the internal controls established to mitigate risks related to fraud or non-compliance of laws and regulations; and
- Discussions among the engagement team regarding how and where fraud might occur in the consolidated financial statements and any potential indicators of fraud.

We also obtained an understanding of the legal and regulatory framework that the Company operates in, focusing on provisions of those laws and regulations that had direct effect on the determination of material amounts and disclosures in the consolidated financial statements. The key laws and regulations we considered in this context included the Isle of Man Companies Act 2006 and International Financial Reporting Standards as adopted by the European Union.

INDEPENDENT AUDITOR'S REPORT

TO THE MEMBERS OF ORIGO PARTNERS PLC

(incorporated in the Isle of Man with limited liability)

AUDITORS' RESPONSIBILITIES FOR THE AUDIT OF THE FINANCIAL STATEMENTS

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

In identifying and assessing risks of material misstatement in respect of irregularities, including fraud and noncompliance with laws and regulations, we considered the following:

- Enquires of management, including obtaining and reviewing supporting documentation, concerning the Company's policies and procedures relating to:
  - Identifying, evaluating and complying with laws and regulations and whether they were aware of any instances of non-compliance
  - detecting and responding to the risks of fraud and whether they have knowledge of any actual, suspected or alleged fraud; and
  - the internal controls established to mitigate risks related to fraud or non-compliance of laws and regulations; and
- Discussions among the engagement team regarding how and where fraud might occur in the consolidated financial statements and any potential indicators of fraud.

We also obtained an understanding of the legal and regulatory framework that the Company operates in, focusing on provisions of those laws and regulations that had direct effect on the determination of material amounts and disclosures in the consolidated financial statements. The key laws and regulations we considered in this context included the Isle of Man Companies Act 2006 and International Financial Reporting Standards as adopted by the European Union.

In addition, we considered provisions of other laws and regulations that do not have a direct effect on the financial statements but compliance with which may be fundamental to the Company's ability to operate or to avoid a material penalty. These included employment law and health and safety regulations.

As a result of these procedures, we considered the opportunities and incentives that may exist within the Group for fraud. In common with all audits under ISAs (UK), we are also required to perform specific procedures to respond to the risk of management override.

Our procedures to respond to risks identified included the following:

- reviewing the financial statement disclosures and testing to supporting documentation to assess compliance with provisions of relevant laws and regulations described as having a direct effect on the financial statements;
- enquiring of management concerning actual and potential litigation and claims;
- performing analytical procedures to identify any unusual or unexpected relationships that may indicate risks of material misstatement due to fraud;
- reading minutes of meetings of the directors' meetings;
- reviewing the investment valuation approach taken by the directors;
- in addressing the risk of fraud through management override of controls, testing the appropriateness of journal entries and other adjustments; assessing whether the judgments made in making accounting estimates are indicative of a potential bias; and evaluating the rationale of any significant transactions that are unusual or outside the normal course of the Group's operations.

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

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

INDEPENDENT AUDITOR'S REPORT
TO THE MEMBERS OF ORIGO PARTNERS PLC
(incorporated in the Isle of Man with limited liability)

USE OF OUR REPORT

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

Lubbock Fine LLP

Lubbock Fine LLP

Chartered Accountants & Statutory Auditors

3rd Floor Paternoster House

65 St Paul's Churchyard

London

08 December 2022

Origo Partners Plc

Statement of comprehensive income
For the year ended 31 December 2021

	Notes	2021 US$'000	2020 US$'000
Investment gain/loss:	2		
Realised gains/losses on disposal of investments		3	22
Unrealised gains/losses on investments		1,868	(565)
		1,871	**(543)**
Other income		-	20
Other administrative expenses	3	(722)	(725)
Share based payment	18	-	-
Foreign exchange loss		(3)	(7)
Net profit/(loss) before finance costs and taxation		**1,146**	**(1,255)**
Finance costs	5	-	(2)
Profit/(loss) before tax		**1,146**	**(1,257)**
Profit/(loss) after tax		**1,146**	**(1,257)**
Other comprehensive income			
Other comprehensive income to be reclassified to profit or loss in subsequent periods:			
Exchange differences on translating foreign operations		-	-
Net other comprehensive income to be reclassified to profit or loss in subsequent periods		**-**	**-**
Tax on other comprehensive income		-	-
Other comprehensive income net of tax		**-**	**-**
Total comprehensive profit/(loss) after tax		**1,146**	**(1,257)**
Basic gain/(loss) per ordinary share	7	0.08 cents	**(0.07) cents**
Diluted gain/(loss) per ordinary share	7	**0.08 cents**	**(0.07) cents**
Basic gain/(loss) per redeemable zero dividend preference share	7	6.12 cents	**(6.71) cents**
Diluted gain/(loss) per redeemable zero dividend preference share	7	**6.12 cents**	**(6.71) cents**

The accompanying notes form an integral part of these financial statements.

Origo Partners Plc

Statement of financial position
At 31 December 2021

Assets	Notes	2021 US$'000	2020 US$'000
Current assets			
Investments at fair value through profit or loss	8	2,432	842
Trade and other receivables	11	23	20
Cash and cash equivalents	12	1,194	1,651
		3,649	2,513
Total assets		**3,649**	**2,513**
Current liabilities			
Trade and other payables	13	160	170
Current tax liabilities		-	-
		160	170
Non-current liabilities			
Deferred income tax liability	6	-	-
		-	-
Total liabilities		**160**	**170**
Net assets		**3,489**	**2,343**
Equity attributable to the owner			
Issued capital	15	56	56
Share premium		149,994	149,994
Share-based payment reserve		5,048	5,048
Accumulated losses		(200,617)	(198,200)
Translation reserve		-	(1,457)
Other reserve	16	49,008	46,902
Total equity		**3,489**	**2,343**

The financial statements were approved by the Board of Directors and authorised for issue. They were signed on its behalf by:

Philip Peter Scales
Director
07 December 2022

The accompanying notes form an integral part of these financial statements.

Origo Partners Plc

Statement of changes in equity
For the year ended 31 December 2021

	Attributable to equity holders of the Company						
	Issued capital US$'000	**Share premium US$'000**	**Share-based payment reserve US$'000**	**Accumulated losses US$'000**	**Translation reserve US$'000**	**Other reserve US$'000**	**Total US$'000**
At 31 December 2019	56	150,027	5,048	(200,216)	(1,379)	50,064	3,600
Adjustment	-	(33)	-	48	(15)	-	-
Loss for the year	-	-	-	(1,257)	-	-	-
Total comprehensive income/(loss)	-	-	-	(1,257)	-	-	(1,257)
Reclassification on disposal of subsidiaries	-	-	-	3,225	(63)	(3,162)	-
At 31 December 2020	56	149,994	5,048	(198,200)	(1,457)	46,902	2,343
Reserve transfer	-	-	-	(3,563)	1,457	2,106	-
Profit for the year	-	-	-	1,146	-	-	-
Total comprehensive income/(loss)	-	-	-	1,146	-	-	1,146
At 31 December 2021	56	149,994	5,048	(200,617)	-	49,008	3,489

The following describes the nature and purpose of each reserve within equity:

Reserve	**Description and purpose**
Share premium	Amounts subscribed for share capital in excess of nominal value.
Share-based payment reserve	Equity created to recognise share-based payment expense.
Accumulated losses	Cumulative net gains and losses recognised in profit or loss.
Translation reserve	Equity created to recognise foreign currency translation differences.
Other reserve	Own shares acquired, EBT (as defined in Note 19) shares and capital redemption and capitalisation of redeemable zero dividend preference shares ("RZDP").

The accompanying notes form an integral part of these financial statements.

Origo Partners Plc
Statement of cash flows
For the year ended 31 December 2021

	Notes	2021 US$'000	2020 US$'000
Profit / (Loss) before tax		**1,146**	**(1,257)**
Adjustments for:			
Realised gains/losses on disposal of investments	2	(278)	(22)
Unrealised gains/losses on investments at FVTPL*	2	(1,593)	565
Foreign exchange gains		3	7
Operating loss before changes in working capital and provisions		**(722)**	**(707)**
Proceeds from disposals of investments at FVTPL*	8	282	24
Increase in trade and other receivables		(2)	14
Decrease in trade and other payables		(10)	(126)
Net cash inflow / (outflow) from operations		**270**	**(795)**
Investing activities			
Cash removed on disposal of subsidiary		-	(2)
Net cash outflow from investing activities		**-**	**(2)**
Financing activities			
Capital distribution		-	-
Net cash outflow from financing activities		**-**	**-**
Net decrease in cash and cash equivalents		**(452)**	**(797)**
Effect of exchange rate changes on cash and cash equivalents		(5)	(7)
Cash and cash equivalents at beginning of year		1,651	2,455
Cash and cash equivalents at end of year	12	**1,194**	**1,651**

* FVTPL refers to fair value through profit or loss

The accompanying notes form an integral part of these financial statements.

Notes to the financial statements

1 Accounting policies

1.1 Corporate information

The Company is a limited liability company incorporated and domiciled in the Isle of Man whose shares were previously publicly traded on the Alternative Investment Market ("AIM") of the London Stock Exchange. The registered office is located at 55 Athol Street, Douglas, Isle of Man IM1 1LA**.** The principal activity of the Company is that of an Investment vehicle. The Company currently holds investments in companies including unquoted interests, and illiquid publicly traded equity interests, based or principally active in China and Mongolia. On 20 November 2014, the Company's shareholders voted to amend the Company's investing policy to that of a realisation vehicle.

1.2 Basis of preparation

The Financial Statements have been prepared in accordance with International Financial Reporting Standards as adopted by the United Kingdom ("IFRS"). These comprise standards and interpretations approved by the International Accounting Standards Board ("IASB"), together with interpretations of the International Accounting Standards and Standing Interpretations Committee approved by the International Accounting Standards Committee that remain in effect, to the extent that IFRS have been adopted by the United Kingdom.

Due to the company not being a parent at the year end, these are the single entity financial statements of Origo Partners plc as prepared under IAS27.

Going concern

The Board has concluded that the Company is not considered to be a going concern and as a result of this the financial statements for the year ended 31 December 2021 have been prepared on a basis other than that of going concern as the Company is in the process of realising its final investments and the Board intends to wind up the Company once this has taken place. There was no impact to the financial information as result of changing to this basis.

It is believed that the current carrying value of assets is equal to their recoverable amount and all liabilities have been provided for.

The financial statements do not include any provision for the future costs of except to the extent that such costs were committed at the end of the reporting period.

The comparative information is for the year from 1 January 2020 to 31 December 2020.

1.3 Functional and presentation currency

The financial statements are presented in United States dollars, which is also the company's functional currency.

1.4 Use of judgments and estimates

In preparing these financial statements, management has made judgments and estimates that affect the application of the Company's accounting policies and the reported amounts of assets, liabilities, income and expenses. Actual results may differ from these estimates.

Estimates and underlying assumptions are reviewed on an ongoing basis. Revisions to estimates are recognised prospectively.

The following is a list of accounting policies which cover areas that the Directors consider require estimates and judgments which have a significant risk of causing a material adjustment to the carrying amount of assets and liabilities within the next financial year:

1 Accounting policies (continued)

1.4 Use of judgments and estimates (continued)

(a) Fair value of unquoted equity instruments

The Directors have estimated the value of each of its unquoted equity instruments by using their judgment to select the most appropriate valuation methodology for each investment based on the recommendations of the International Private Equity and Venture Capital Valuation Guidelines (the "Guidelines"). For more information on estimation, refer to Note 9. Valuation methodologies mainly include multiples, discounted cash flow, industry valuation benchmarks, available market prices and so on, which may apply individually or in combination. Key assumptions and judgments of each methodology concerning the future and other key sources of estimation uncertainty will have a significant risk of causing a material adjustment to the fair value of the instruments within the next financial year.

(b) Assessment of the Company as investment entity

Entities that meet the definition of an investment entity within IFRS 10 are required to account for most investments in controlled entities as held at fair value through profit or loss. Subsidiaries that provide investment related services or engage in permitted investment related activities with investees continue to be consolidated unless they are also investment entities. The directors have concluded that the Company meets the definition of an investment entity.

(c) Assessment of the subsidiaries as investment entities

The Company has disposed or liquidated the remaining subsidiaries during the current year. Prior to derecognition, the Company controlled the voting rights and ownership interests in its subsidiaries as stated in Note 9 for which the countries of incorporation for those subsidiaries are included in the same note.

Per IFRS 10, there is a requirement for the Board to assess whether each subsidiary is itself an investment entity. The Board has performed the assessments and has concluded that the subsidiaries stated in Note 9 are not operating subsidiaries of the Group for the reasons below:

(I) The subsidiaries do not provide services to the Company (including administrative services to the Board of the Company, buying / selling securities as well as managing the portfolios on a fair value basis); and

(II) The subsidiaries are not remunerated for these services.

(III) Each subsidiary is itself not deemed to be an investment entity investing solely for capital appreciation and investment income.

(d) Share-based payments

The Company has applied the requirements of IFRS 2 "Share-based payments" in these consolidated financial statements.

The Company issued share options, which are equity-settled share-based payments, to an ex-director, certain ex-employees and to its advisors for services provided in respect of the admission of the Company to trading on the AIM of the London Stock Exchange. Equity-settled share-based payments to directors and employees are measured at the fair value of equity instruments awarded at the date of grant. Equity-settled share-based payments to non-employees are measured at the fair value of goods or services rendered at the date when the goods or services are received. Where equity investments are granted subject to vesting conditions, equity-settled share-based payments are expensed to the profit or loss on a straight-line basis over the vesting period, based on the Company's estimate of the number of shares that will eventually vest. Fair value is measured by use of the Binominal option pricing model.

1 Accounting policies (continued)

1.4 Use of judgments and estimates (continued)

When estimating the value of the share options, the upper share rights and contingent share awards, significant assumptions such as the expected life of the share options and the upper share rights, and expected volatility of the shares have been applied based on management's best estimates.

1.5 Summary of significant accounting policies

The accounting policies which follow set out those policies which apply in preparing the Financial Statements for the period 1 January 2021 to 31 December 2021.

Standards and amendments effective for the period beginning 1 January 2021 or later

There were no new standards or interpretations effective and adopted for the first time for the year beginning on or after 1 January 2021 that had a significant effect on the Company's financial statements.

Standards, interpretations and amendments to published standards not yet effective

The Company has not early applied the following new and amendments to IFRSs that have been issued but are not yet effective

i) Amendments to IAS 1: Presentation of Financial Statements: Classification of Liabilities as Current or Non-current and Amendments to IAS 1: Classification of Liabilities as Current or Non-current –Deferral of Effective Date – effective 1 January 2023
ii) Amendments to IFRS 3: Business Combinations – Reference to the Conceptual Framework – effective 1 January 2022
iii) Amendments to IAS 16: Property, Plant and Equipment – effective 1 January 2022
iv) Amendments to IAS 37: Provisions, Contingent Liabilities and Contingent Assets – effective 1 January 2022
v) Annual Improvements to IFRS Standards 2018-2020 Cycle – 1 January 2022
vi) The Directors anticipate that the application of all new and amendments to IFRSs will have no material impact on the future results of the Company in the foreseeable future.

Financial instruments

Recognition and initial measurement

The Company initially recognises financial assets and financial liabilities at fair value through profit or loss ("FVTPL") on the trade date, which is the date on which the Company becomes a party to the contractual provisions of the instrument. Other financial assets and financial liabilities are recognised on the date on which they are originated.

A financial asset or financial liability is measured initially at fair value plus, for an item not at FVTPL, transaction costs that are directly attributable to its acquisition or issue.

Classification and subsequent measurement

Classification of financial assets

On initial recognition, the Company classifies financial assets as measured at amortised cost or FVTPL.

A financial asset is measured at amortised cost if it meets both the following conditions and is not designated as at FVTPL.
- it is held within a business model whose objective is to hold assets to collect contractual cash flows; and
- its contractual terms give rise on specified dates to cash flows that are solely payment of principal and interest ("SPPI").

All other financial assets of the Fund are measured at FVTPL.

1 Accounting policies (continued)

1.5 Summary of significant accounting policies (continued)

Financial instruments (continued)

Reclassifications

Financial assets are not reclassified subsequent to their initial recognition unless the Company were to change its business model for managing financial assets, in which case all affected financial assets would be reclassified on the first day of the first reporting period following the change in the business model. All assets and liabilities have been reclassified to current as the business model of the Company has changed to that of realisation of its assets.

Subsequent measurement of financial assets

Financial assets at FVTPL

These assets are subsequently measured at fair value. Net gains and losses, including foreign exchange gains and losses, are recognised in the statement of comprehensive income.

Equity investments and derivative financial instruments are included in this category.

Financial assets at amortised cost

These assets are subsequently measured at amortised cost using the effective interest method. Interest income is recognised in 'interest income calculated using the effective interest method', foreign exchange gains and losses are recognised in 'net foreign exchange loss' and impairment is recognised in 'impairment losses on financial instruments' in the statement of comprehensive income. Any gain or loss on derecognition is also recognised in profit or loss.

Cash and cash equivalents, receivables and balances due from brokers are included in this category.

Financial liabilities – Classification, subsequent measurement and gains and losses

Financial liabilities are classified as measured at amortised cost or FVTPL.

A financial liability is classified as at FVTPL if it is classified as held-for-trading, it is a derivative or it is designated as such on initial recognition. Financial liabilities at FVTPL are measured at fair value and net gains and losses, including any interest expense, are recognised in profit or loss.

1 **Accounting policies (continued)**

1.5 **Summary of significant accounting policies (continued)**

Financial instruments (continued)

Other financial liabilities are subsequently measured at amortised cost using the effective interest method. Interest expense and foreign exchange gains and losses are recognised in profit or loss. Any gain or loss on derecognition is also recognised in profit or loss.

Financial liabilities at amortised cost:

(b) This includes trade and other payables.

Redeemable zero dividend preference shares:

On initial recognition, redeemable zero dividend preference shares are recognised at the fair value, which are determined using the prevailing market interest of similar non-convertible debts, net of issue costs incurred. In subsequent periods, redeemable zero dividend preference shares are carried at amortised cost using the effective interest method.

Amortised cost measurement

The 'amortised cost' of a financial asset or financial liability is the amount at which the financial asset or financial liability is measured on initial recognition minus the principal repayments, plus or minus the cumulative amortisation using the effective interest method of any difference between that initial amount and the maturity amount and, for financial assets, adjusted for any loss allowance.

Equity instrument

Financial instruments shall reclassify a financial liability as equity from the date when there is no existence of a contractual obligation to deliver cash or another financial asset by the issuer. The equity instruments are recorded at the fair value of the equity instruments issued. The difference between the carrying amount of the financial liability extinguished and the fair value of the equity instruments issued shall be recognised in profit or loss. The equity instruments issued shall be recognised initially and measured at the date the financial liability is extinguished.

Foreign currencies

Transactions and balances

Foreign currency transactions are translated into the functional currency using the exchange rates prevailing at the dates of the transactions. Foreign exchange gains and losses resulting from the settlement of such transactions and from the translation at year-end exchange rates of monetary assets and liabilities denominated in foreign currencies are recognised in the statement of comprehensive income.

Non-monetary financial assets and liabilities that are carried at historic cost are translated using the exchange rate as at the date of initial transactions and are not re-measured. Translation differences on non-monetary financial assets and liabilities, such as equities held at fair value through profit or loss, are recognised in profit or loss as part of the fair value gain or loss.

Cash and bank and borrowings

Cash and bank is defined as cash in hand, demand deposits, time deposit and short-term, highly liquid investments that are readily convertible into known amounts of cash. They are subject to an insignificant risk of changes in value, and have a short maturity, generally less than three months, less bank overdrafts which are repayable on demand and form an integral part of the Company's cash management. For the purpose of the statement of financial position, cash and bank balances comprise cash on hand and at banks, including term deposits, which are not restricted as to use.

1 Accounting policies (continued)

1.5 Summary of significant accounting policies (continued)

Share-based payments

Ex employees (including former senior executives) of the Company received remuneration in the form of share-based payment transactions (i.e. share options), whereby employees render services as consideration for equity instruments ("equity-settled transactions"). Certain ex director, executives and key employees of the Company were granted share appreciation rights (including upper share rights and contingent share awards), which can only be settled in cash ("cash-settled transactions"). Advisors received equity-settled options in relation to the Company's admission to trading on the AIM of the London Stock Exchange.

The cost of these options with ex employees are measured by reference to the fair value of the equity instruments awarded at the date of grant, whereas those with non-employees are measured at the fair value of goods or services received at the date when the goods or services have been received. The fair value is determined by using binominal tree model, further details of which are given in Note 18.

Equity-settled transactions

The cost of equity-settled transactions (share options) is recognised, together with a corresponding increase in equity, over the period in which the performance and/or service conditions are fulfilled, ending on the date on which the relevant ex employees become fully entitled to the award (the "vesting date"). The cumulative expense recognised for equity-settled transactions at each reporting date until the vesting date reflects the extent to which the vesting period has expired and the Group's best estimate of the number of equity instruments that will ultimately vest. Movements in the liability (other than cash payments) are recognised in profit or loss.

No expense is recognised for awards that do not ultimately vest, except for awards where vesting is conditional upon a market or non-vesting condition, which are treated as vesting irrespective of whether or not the market condition is satisfied, provided that all other performance and/or service conditions are satisfied.

The dilutive effect of outstanding options is reflected as additional share dilution in the computation of earnings per share.

Cash-settled transactions

The cost of cash-settled transactions (upper share rights and contingent share awards) is measured initially at fair value at the grant date using binominal tree model, further details of which are given in Note 17. This fair value is expensed over the period until the vesting date with recognition of a corresponding liability. The liability is remeasured to fair value at each reporting date up to and including the settlement date, with changes in fair value recognised in expense.

Taxes

Current Income Tax
Current tax assets and liabilities for the current and prior periods are measured at the amount expected to be recovered from or paid to the taxation authorities. The tax rates and tax laws used to compute the amount are those that are enacted or substantively enacted at the reporting date.

Current income tax relating to items recognised directly in equity is recognised in equity and not in the statement of comprehensive income. Management periodically evaluates positions taken in the tax returns with respect to situations in which applicable tax regulations are subject to interpretation and establishes provisions where appropriate.

Deferred Tax
Deferred tax is provided using the liability method on temporary differences at the reporting date between the tax bases of assets and liabilities and their carrying amounts for financial reporting purposes.

1 Accounting policies (continued)

1.5 Summary of significant accounting policies (continued)

Taxes (continued)

Deferred tax liabilities are recognised for all taxable temporary differences, except:

i. where the deferred tax liability arises from goodwill or the initial recognition of an asset or liability in a transaction that is not a business combination and, at the time of the transaction, affects neither the accounting profit nor taxable profit or loss; and
ii. in respect of taxable temporary differences associated with investments in subsidiaries and associates where the timing of the reversal of the temporary differences can be controlled and it is probable that the temporary differences will not reverse in the foreseeable future.

Deferred tax assets are recognised for all deductible temporary differences, carry forward of unused tax credits and unused tax losses, to the extent that it is probable that taxable profit will be available against which the deductible temporary differences, and the carry forward of unused tax credits and unused tax losses can be utilised, except:

(a) where the deferred tax asset relating to the deductible temporary difference arises from the initial recognition of an asset or liability in a transaction that is not a business combination and, at the time of the transaction, affects neither the accounting profit nor taxable profit or loss; and
(b) in respect of deductible temporary differences associated with investments in subsidiaries and associates, deferred tax assets are recognised only to the extent that it is probable that the temporary differences will reverse in the foreseeable future and taxable profit will be available against which the temporary differences can be utilised.

The carrying amount of deferred tax assets is reviewed at each reporting date and reduced to the extent that it is no longer probable that sufficient taxable profit will be available to allow all or part of the deferred tax asset to be utilised. Unrecognised deferred tax assets are reassessed at each reporting date and are recognised to the extent that it has become probable that future taxable profit will allow the deferred tax asset to be recovered.

Deferred tax assets and liabilities are measured at the tax rates that are expected to apply to the period when the asset is realised or the liability is settled, based on tax rates (and tax laws) that have been enacted or substantively enacted at the reporting date.

Deferred tax assets and deferred tax liabilities are offset if a legally enforceable right exists to set off current tax assets against current tax liabilities and the deferred taxes relate to the same taxable entity and the same taxation authority.

Income taxes are recognised in the profit or loss or directly in equity except when a tax exemption has been granted.

Investment income/loss

Investment income/loss derived from the investment activities is equivalent to “revenue” for the purposes of IAS 1. Investment income/loss is analysed into the following components:

(c) Realised gains/losses on the disposal of investments are the difference between the fair value of the consideration received less any directly attributable costs, on the sale of equity and the repayment of loans and receivables, and its carrying value at the start of the accounting period.
(d) Unrealised gains/losses on the revaluation of investments are the movement in the carrying value of investments measured at fair value between the start and end of the accounting period and the impairment of amortised cost loans.

1 Accounting policies (continued)

1.5 Summary of significant accounting policies (continued)

Provisions and contingent liabilities

Provisions are recognised for liabilities of uncertain timing or amount when the Group has a legal or constructive obligation arising as a result of a past event, which will probably result in an outflow of economic benefits that can be reasonably estimated.

Where it is not probable that an outflow of economic benefits will be required, or the amount cannot be estimated reliably, the obligation is disclosed as a contingent liability, unless the probability of an outflow of economic benefits is remote. Possible obligations, the existence of which will only be confirmed by the occurrence or non-occurrence of one or more future events, are also disclosed as contingent liabilities unless the probability of an outflow of economic benefits is remote.

2 Investment loss

	2021 US$'000	2020 US$'000
Realised gains/losses on disposal of investments	278	22
- Investments at FVTPL	278	24
- Subsidiary	-	(2)
Unrealised gains/losses on investments		-
- Investments at FVTPL	1,593	(565)
Total	**1,871**	**(543)**

3 Other administrative expenses

	2021 US$'000	2020 US$'000
Recurring expenses:		
- Directors fees	*(215)*	*(210)*
- Audit fees	*(26)*	*(35)*
- Other	*(481)*	*(532)*
Non-recurring expenses*	-	52
Total	**(722)**	**(725)**

* Non-recurring expenses include professional fees of an ad-hoc nature and previous advisor fees. In 2020 expenses totalling US$52k previously recognised have been written back.

4 Directors' remuneration

	2021 US$'000	2020 US$'000
Directors' emoluments	215	210
	215	210

Directors' remuneration for the year 2021 is as follows:

Name	2021 US$'000	2020 US$'000
Mr. Hiroshi Funaki	75	75
Mr. Philip Peter Scales	60	55
Mr. John Chapman	80	80
	215	210

5 Finance costs

	2021 US$'000	2020 US$'000
Bank charges	(-)	(2)
	(-)	**(2)**

6 Income tax

As the Company is not in receipt of income from Manx land, certain related business or property and does not hold a Manx banking licence, it is taxed at the standard rate of 0% on the Isle of Man. The Company is resident for tax purposes in the Isle of Man and subject to corporate income tax at the standard rate of 0% and as such no provision for tax in the Isle of Man has been made.

	2021 US$'000	2020 US$'000
Current tax		
Current year	-	-
Deferred tax		
Deferred income tax	-	-
Total income tax credit in the consolidated statement of comprehensive income	**-**	**-**

The income tax for the year can be reconciled per the consolidated statement of comprehensive income as follows:

	2021 US$'000	2020 US$'000
Profit/(loss) before tax	**1,146**	**(1,257)**
Loss before tax multiplied by rate of corporate income tax in the Isle of Man of 0% (2020: 0%)	-	-
Deferred tax		
Effects of:		
Release of deferred tax provision	-	-
Release of current taxation provision	-	-
Total income tax credit in the consolidated statement of comprehensive income	**-**	**-**

6 **Income tax (continued)**

Deferred income tax liability:

	2021 US$'000	2020 US$'000
Deferred income tax liability	-	-
Total deferred income tax liability	**-**	**-**

7 **Loss per share ("LPS")**

Numerator	2021 US$'000	2020 US$'000
Profit/(loss) for the year attributable to ordinary shareholders of the company as used in the calculation of basic loss per share	229	(251)
Profit/(loss) for the year attributable to redeemable zero dividend preference shareholders of the company as used in the calculation of basic loss per share	917	(1,006)
Profit/(loss) for the year attributable to ordinary shareholders of the company as used in the calculation of diluted loss per share	229	(251)
Profit/(loss) for the year attributable to redeemable zero dividend preference shareholders of the company as used in the calculation of diluted profit/(loss) per share	917	(1,006)

Denominator	2021 Number of Shares	2020 Number of shares
Weighted average number of ordinary shares for basic LPS	351,035,389	351,035,389
Effect of dilution*:		
Share options	-	-
Weighted average number of ordinary shares adjusted for the effect of dilution	351,035,389	351,035,389
Weighted average number of redeemable zero dividend preference shares for basic EPS before and after adjusted for the effect of dilution	14,991,781	14,991,781
Basic EPS of ordinary shares	0.08 cents	(0.07) cents
Diluted EPS of ordinary shares	0.08 cents	(0.07) cents
Basic EPS of redeemable zero dividend preference shares	6.12 cents	(6.71) cents
Diluted EPS of redeemable zero dividend preference shares	6.12 cents	(6.71) cents

* Diluted profit/(loss) per share for the years ended 31 December 2021 and 31 December 2020 is the same as the basic loss per share, as the Company's outstanding share options and convertible zero dividend preference shares had an anti-dilutive effect on the basic loss per share for the years ended 31 December 2021 and 31 December 2020.

8 Investments at fair value through profit or loss

As at 31 December 2021

Name	Country of incorporation	Fair value hierarchy level	Proportion of ownership interest	Cost US$'000	Fair value US$'000
Celadon Mining Ltd	British Virgin Islands	3	8.9%	13,069	50
Six Waves Inc	British Virgin Islands	3	1.1%	240	2,182
Unipower (Note a)	Cayman Islands	3	16.5%	4,301	-
China Rice (Note a)	British Virgin Islands	3	32.1%	13,000	-
Moly World Ltd (Note a)	British Virgin Islands	3	20.0%	10,000	200
					2,432

The shares held in China Rice and Unipower are all convertible preference shares whilst the remaining investments held in the other entities are all ordinary equity shares. The 'proportion of ownership interest' represents the percentage of the shares held by the Company in all share classes.

As at 31 December 2020

Name	Country of incorporation	Fair value hierarchy level	Proportion of ownership interest	Cost US$'000	Fair value US$'000
Celadon Mining Ltd	British Virgin Islands	3	8.9%	13,069	564
Six Waves Inc	British Virgin Islands	3	1.1%	240	-
Gobi Coal & Energy Ltd	British Virgin Islands	3	7.5%	14,960	275
Fram Exploration AS	Norway	3	0.6%	1,223	-
Staur Aqua AS	Norway	3	9.2%	719	-
Unipower (Note a)	Cayman Islands	3	16.5%	4,301	-
China Rice (Note a)	British Virgin Islands	3	32.1%	13,000	-
Moly World Ltd (Note a)	British Virgin Islands	3	20.0%	10,000	-
Other quoted investments		1		593	3
					842

The shares held in China Rice and Unipower are all convertible preference shares whilst the remaining investments held in the other entities are all ordinary equity shares. The 'proportion of ownership interest' represents the percentage of the shares held by the Company in all share classes.

Notes

a. These investments are associates of the Company measured at fair value through profit or loss.

In accordance with IFRS 13 "Fair Value Measurement", investments recognised at fair value are required to be analysed between those whose fair value is based on:

(I) Quoted prices in active markets for identical assets or liabilities (Level 1);
(II) Those involving inputs other than quoted prices included in level 1 that are observable for the asset or liability, either directly (as prices) or indirectly (derived from prices) (Level 2); and
(III) Those with inputs for the asset or liability that are not based on observable market data (unobservable inputs) (Level 3).

For assets and liabilities that are recognised in the financial statements on a recurring basis, the Company determines whether transfers have occurred between levels in the hierarchy by re-assessing categorisation (based on the lowest level input that is significant to the fair value measurement as a whole) at the end of each reporting period. There have been no transfers between levels during the year of 2021.

8 Investments at fair value through profit or loss (continued)

The following table provides an analysis of investments carried at fair value by level of fair value hierarchy:

31 December 2021		**2021**		
	Level 1	**Level 2**	**Level 3**	**Total**
	US$'000	**US$'000**	**US$'000**	**US$'000**
Investments at fair value through profit or loss				
• Listed equity investments	-	-	-	-
• Unlisted equity investments	-	-	2,432	2,432
	-	**-**	**2,432**	**2,432**

31 December 2020		**2020**		
	Level 1	**Level 2**	**Level 3**	**Total**
	US$'000	**US$'000**	**US$'000**	**US$'000**
Investments at fair value through profit or loss				
• Listed equity investments	3	-	-	3
• Unlisted equity investments	-	-	839	839
	3	**-**	**839**	**842**

Changes in investments at fair value through profit or loss based on Level 3:

	2021 **US$'000**	**2020** **US$'000**
Opening balance	839	1,404
Proceeds from disposals of investments	(275)	(24)
Realised gain/(losses) on disposals of investments	275	24
Movement in unrealised losses on investments		
- In profit or loss	1,593	(565)
Closing balance	**2,432**	**839**

Description of significant unobservable inputs to valuation:

As at 31 December 2021

	Valuation technique	**Significant unobservable inputs**	**Range**
Six Waves Inc	Consensus pricing method	Offered quote and post year end sale	Nil
Moly World Ltd	Consensus pricing method	Offered quote and post year end sale	Nil
Celadon Mining Ltd	Multiples method	Discount for lack of marketability	4%

Six Waves Inc and Moly World Ltd have been valued in the financial statements at the sales proceeds agreed in their sale shortly after the end of the period as disclosed in note 23.

Celadon Mining Limited was previously valued at US$1,132,000 as at 31 December 2019 using a multiples based approach which was supported by a sale agreement. When the sale agreement failed to materialise the Directors have chosen to write the value of the asset down. It is currently held at 4% of this latest NAV (2019) at US$50,000.

8 Investments at fair value through profit or loss (continued)

As at 31 December 2020

	Valuation technique	Significant unobservable inputs	Range
Celadon Mining Ltd	Multiples method	Discount for lack of marketability	80%
Gobi Coal & Energy Ltd	Consensus pricing method	Offered quote	US$275,348

9 Investments in subsidiaries

The Company liquidated its remaining subsidiary, Origo Resource Partners Ltd, during the year. Prior to derecognition the Company controlled 100% of the voting and ownership rights of Origo Resource Partners Ltd, a company incorporated in Guernsey.

10 Loans

The Group has entered into convertible credit agreements and has the right to convert the outstanding principal balance of relevant loans into borrower's shares according to certain conversion conditions, and loan agreements with certain investee companies as set forth in the table below.

As at 31 December 2021:

Borrower	Loan rates %	Loan principal US$'000	Loans due within one year US$'000	Loans due after one year US$'000	Fair value US$'000
Convertible credit agreements*					
Staur Aqua AS	0-15	3,848	-	-	-
			-	**-**	**-**

The convertible loan issued to Staur Aqua was fully impaired in 2018.

As at 31 December 2020:

Borrower	Loan rates %	Loan principal US$'000	Loans due within one year US$'000	Loans due after one year US$'000	Fair value US$'000
Convertible credit agreements*					
Staur Aqua AS	0-15	3,848	-	-	-
			-	**-**	**-**

* Loans in relation to convertible credit agreements are measured at fair value. Loans in relation to loan agreements are measured at amortised cost using the effective interest rate method less any identified impairment losses.

11 Trade and other receivables

	2021 US$'000	2020 US$'000
Other debtors	-	-
Prepayments	23	20
Total	**23**	**20**

12 Cash and cash equivalents

	2021 US$'000	2020 US$'000
Current account	1,194	1,651
Total cash and cash equivalents	**1,194**	**1,651**

13 Trade and other payables

	2021 US$'000	2020 US$'000
Trade payables	-	-
Other payables	160	170
Total	**160**	**170**

14 Redeemable / convertible zero dividend preference shares

	Number of shares	Liability component US$'000	Equity component US$'000	Other reserve US$'000
Balance at 1 January 2020	**57,000,000**	**-**	**-**	**49,008**
	-	-	-	
Balance at 31 December 2020	**57,000,000**	**-**	**-**	**49,008**
Balance at 31 December 2021	**57,000,000**	**-**	**-**	**49,008**

In September 2017, the Company restructured the terms of its existing convertible zero dividend preference shares, where the conversion feature has been removed, which were revised as redeemable zero dividend preference shares. The principal terms of restructure includes: i) removal of redemption of at least 12 million convertible zero dividend preference shares and/or maturity date; ii) reset of the accreted principal amount per preference shares to US$1.0526 each; iii) no rate of return on the outstanding amount will begin to accrete until 1 January 2018 and, iv) in respect of each preference share still in issue on 1 January 2018, its principal amount of US$1.0526 shall be subject to the accretion of a rate of return equal to 4 per cent per annum from (and including) 1 January 2018 to (and including) the date on which such amount is redeemed, with such return accruing on a simple and not compound basis. Due to the revised terms, the convertible zero dividend preference shares were regarded as an extinguishment and redeemable zero dividend preference shares were therefore recognised.

On 27 September 2017, the rights attaching to the redeemable zero dividend preference shares and the ordinary shares changed so that they rank alongside each other, and the redeemable zero dividend preference shareholders receive distributions when ordinary shareholders do. Post 27 September 2017, the redeemable zero dividend preference shares are accounted for as an equity instrument in accordance with the accounting policies disclosed in Note 1.5.

All future distributions to ordinary and redeemable zero dividend preference shareholders are on the following basis (pro rata within the respective classes of shares):

•in respect of the first US$15 million of distributions, 80 percent (i.e. US$12 million) to the redeemable zero dividend preference shareholders and 20 percent (i.e. US$3 million) to the ordinary shareholders;

14 Redeemable / convertible zero dividend preference shares (continued)

• in respect of distributions in excess of the first US$15 million: until such time as all redeemable zero dividend preference shares have been redeemed in full, 44 percent to the redeemable zero dividend preference shareholders and 56 percent to the ordinary shareholders; thereafter, 100 percent to the ordinary shareholders.

The redeemable zero dividend preference shares are now subject to the distribution in accordance with articles 4.10 to 4.12 of the Articles. In summary, the distributions will be made, at such reasonable time as the Board shall decide, when:

a) the Company has available funds, which is the aggregate amount of the Company's net cash less working capital requirements for the following 12 months and;
b) the Company would be able to comply with the solvency test under the Companies Act 2006 ("Solvency Test") immediately after distribution.

15 Issued capital

	2021		2020	
Authorised	**Number of shares**	**£'000**	**Number of shares**	**£'000**
Ordinary shares of £ 0.0001 each	500,000,000	50	500,000,000	50

Issued and fully paid	**Number of shares**	**US$'000**	**Number of shares**	**US$'000**
Ordinary shares of £ 0.0001 each				
At beginning and end of the year	**358,746,814**	**56**	**358,746,814**	**56**
Redeemable zero dividend preference shares of no par value (note 16)				
At 1 January	**57,000,000**	-	57,000,000	-
	-	-	-	-
At 31 December	**57,000,000**	**-**	**57,000,000**	**-**

16 Other reserve

This mainly comprised 57,000,000 (US$49,008,000) redeemable zero dividend preference shares at no par value capitalised in September 2017 (see note 14).

17 Financial instruments - Risk management

The Company are exposed through their operations to one or more of the following risks:

- Fair value risk
- Cash flow interest rate risk
- Currency risk
- Liquidity risk
- Concentration risk
- Price risk

The policy for managing these risks is set by the board. The policy for each of the above risks is described in more detail below:

Fair value risk

The Group's financial assets are predominantly investments in unquoted companies, and the fair value of each investment depends upon a combination of market factors and the performance of the underlying asset. The Company does not hedge the market risk inherent in the portfolio but manages asset performance risk on an asset-specific basis by continuously monitoring each asset's performance and charging the change of each asset's fair value to the statement of comprehensive income as necessary.

17 Financial instruments - Risk management (continued)

Cash flow interest rate risk

Interest rate risk is the risk that the fair value or future cash flows of a financial instrument will fluctuate because of changes in market interest rates. The Company's exposure to the risk of changes in market interest rates is relatively small as the Company's outstanding debt is fixed rate. Meanwhile, the interest income is not material in the context of the total portfolio return as a whole.

Currency risk

Some of the Company's assets, liabilities, income and expenses are effectively denominated in currencies other than US Dollars (the Company's presentation and functional currency). Fluctuations in the exchanges rates between these currencies and US Dollars will have an effect on the reported value of those items.

The following table demonstrates the sensitivity of the Company's profit before tax due to a change in the fair value of monetary assets and liabilities resulting from a reasonably possible change in the US dollar, with all other variables held constant.

	Appreciation/ (depreciation) in US$	Effect on loss before tax US$'000	Effect on net asset value US$'000
2021	+10%	9	9
	-10%	(9)	(9)
2020	+10%	-	-
	-10%	-	-

The assumed movement for currency rate sensitivity analysis is based on the currently observable market environment. The Company's assets and liabilities that are effectively denominated in currencies other than the functional currency, US Dollars, are:

2021	**GBP US$'000**	**NOK US$'000**	**RMB US$'000**	**HKD US$'000**	**CAD US$'000**	**ZAR US$'000**	**Total US$'000**
Cash and bank balances	3	-	-	-	-	-	3
Investments at FVTPL*	-	-	-	-	-	-	-
Loans	-	-	-	-	-	-	-
Trade and other receivables	-	-	-	-	-	-	-
Total Assets	3	-	-	-	-	-	3
Trade and other payables	-	-	-	-	-	-	-
Financial guarantee contracts	-	-	-	-	-	-	-
Provision	-	-	-	-	-	-	-
Total Liabilities	-	-	-	-	-	-	-

2020	**GBP US$'000**	**NOK US$'000**	**RMB US$'000**	**HKD US$'000**	**CAD US$'000**	**ZAR US$'000**	**Total US$'000**
Cash and bank balances	93	-	-	-	-	-	93
Investments at FVTPL*	-	-	-	-	-	-	-
Loans	-	-	-	-	-	-	-
Trade and other receivables	-	-	-	-	-	-	-
Total Assets	93	-	-	-	-	-	93
Trade and other payables	-	-	-	-	-	-	-
Financial guarantee contracts	-	-	-	-	-	-	-
Provision	-	-	-	-	-	-	-
Total Liabilities	-	-	-	-	-	-	-

17 Financial instruments - Risk management (continued)

Liquidity risk

The table below analyses the Company's financial liabilities into relevant maturity groupings based on the remaining period at the end of reporting period to the contractual maturity date or, if earlier, the expected date on which the financial liabilities will be settled. The amounts in the table are the contractual undiscounted cash flows.

Liabilities

31 December 2021	Carrying amount	Less than 1 month	1-3 months	3-12 months	over 12 months	Total
	US$'000	US$'000	US$'000	US$'000	US$'000	US$'000
Other payables	160	160	-	-	-	160
Upper share rights /contingent share awards	-	-	-	-	-	-
Short-term borrowing	-	-	-	-	-	-
Total	160	160	-	-	-	160

Liquidity risk (continued)

Liabilities

31 December 2020	Carrying amount	Less than 1 month	1-3 months	3-12 months	over 12 months	Total
	US$'000	US$'000	US$'000	US$'000	US$'000	US$'000
Other payables	170	170	-	-	-	170
Upper share rights /contingent share awards	-	-	-	-	-	-
Short-term borrowing	-	-	-	-	-	-
Total	170	170	-	-	-	170

Concentration risk

The main concentration risk for Origo is that the largest investments are concentrated in China for the amount of US$2,232,000 (2020: US$567,000), 92% (2020: 67%) out of the total portfolio value of US$2,432,000 (2020: US$842,000).

Price risk

Price risk may affect the value of listed and unlisted investments as a result of changes in market prices (other than arising from interest rate risk or currency risk), whether caused by factors specific to an individual investment, its issuer or factors affecting all instruments traded in the market.

As the majority of financial instruments are carried at fair value, with fair value changes recognised in the consolidated statement of comprehensive income, all changes in market conditions will directly affect reported portfolio returns.

Price risk is managed by constructing a diversified portfolio of instruments traded on various markets and hedging where appropriate.

17 Financial instruments - Risk management (continued)

The following table details the sensitivity to a 10% variation in equity prices. The sensitivity analysis includes all equity investments held at fair value through profit or loss and adjusts their valuation at the year-end for a 10% change in value.

	2021 US$'000	2020 US$'000
Increase in price	243	84
Decrease in price	(243)	(84)

The sensitivity to equity and fund investments has not increased during the year due to net investments and investment portfolio loss in the year.

18 Share-based payments

The Group has a number of share schemes that allow an ex-director, certain ex-employees and its advisors to acquire shares in the Company, as detailed in Note 1.4(d).

The total cost recognised in the consolidated statement of comprehensive income is shown below:

	2021 US$'000	2020 US$'000
Equity-settled option	-	-
Upper share rights/contingent share awards	-	-
Total	**-**	**-**

The following table illustrates the number ("No.") and weighted average exercise prices ("WAEP") of, and movements in, share options during the years ended 31 December 2021 and 31 December 2020.

	2021 No.	2021 WAEP	2020 No.	2020 WAEP
Outstanding at 1 January	**9,500,000**	**31.00p**	**9,500,000**	**31.00p**
Granted during the year	-	-	-	-
Forfeited during the year	-	-	-	-
Exercised during the year	-	-	-	-
Expired during the year	-	-	-	-
Outstanding at 31 December	**9,500,000**	**31.00p**	**9,500,000**	**31.00p**
Exercisable at 31 December	**9,500,000**	**31.00p**	**9,500,000**	**31.00p**

The weighted average remaining contractual life for the share options outstanding as at 31 December 2021 was 0.09 years (31 December 2020: 1.08 years).

Outstanding options include 9,500,000 equity-settled options granted on 2 February 2012 respectively to certain directors and employees of the Company. The Company did not enter into any share-based transactions with parties other than employees during the years from 2007 to 2018, except as described above.

During the years 2020 and 2021, there were no options granted, forfeited or exercised.

18 Share-based payments (continued)

The following table illustrates the number ("No.") and weighted average exercise prices ("WAEP") of, and movements in upper share rights and contingent share awards during the years ended 31 December 2021 and 31 December 2020.

	2021 No.	2021 WAEP	2020 No.	2020 WAEP
Outstanding at 1 January	**2,993,358**	**9.48p**	**2,993,358**	**9.48p**
Granted during the year	-	-	-	-
Forfeited during the year	-	-	-	-
Exercised during the year	-	-	-	-
Expired during the year	-	-	-	-
Outstanding at the end of the year	**2,993,358**	**9.48p**	**2,993,358**	**9.48p**
Exercisable at the end of the year	**2,993,358**	**9.48p**	**2,993,358**	**9.48p**

On 20 July 2012, 870,000 of contingent share awards were granted to certain directors, executives and key employees under the Company's JSOS, which vested 197 days from the date of grant. The contractual life of each contingent share award granted is 10 years.

On 30 December 2014, 2,123,358 of share awards were granted to certain key employees under the Company's JSOS, which vested immediately at the date of grant. The contractual life of each share offer granted is 10 years.

The carrying amount of the liability relating to the upper share rights and the contingent share award as at 31 December 2021 is US$nil (2020: US$nil) and the credit expense recognised as share-based payments during the year is US$nil (2020: US$nil).

19 Related party transactions

Identification of related parties
The Company has a related party relationship with its subsidiaries, associates and key management personnel. The Company receives and pays certain debtors and creditors on behalf of its subsidiaries and the amounts are recharged to the entities. Transactions between the Company and its subsidiaries have been eliminated on consolidation.

Transactions with key management personnel
The Company's key management personnel are the non-executive directors as identified in the director's report.

The following balances were included in trade and other payables and were outstanding in respect of Directors remuneration at the year end.

	2021 US$'000	2020 US$'000
Amounts due to related parties		
Key management personnel:		
Hiroshi Funaki	-	-
Philip Peter Scales	-	(15)
John Chapman	(80)	(80)

20 Capital management

The primary objectives of the Company's capital management are to safeguard the Company's ability to maintain healthy capital ratios in order to support its business and maximise shareholders' value.

The Company manages and makes appropriate adjustments to its capital structure on an ongoing basis in light of changes in economic conditions and the risk characteristic of the underlying assets. To maintain or adjust the capital structure, the Company may adjust dividend payments to shareholders, return capital to shareholders and/or issue new shares. The Company is not subject to any externally imposed capital requirements. No changes were made in the processes during the years ended 31 December 2021 and 31 December 2020.

20 Capital management (continued)

The Company monitors capital using a gearing ratio, which is net debt divided by capital plus net debt. Net debt includes total liabilities less cash and bank balances. Capital includes equity attributable to equity holders of the parent company. The gearing ratios as at the reporting dates were as follows:

	2021 US$'000	2020 US$'000
Total liabilities	160	170
Less: Cash and bank balances	(1,194)	(1,651)
Net debt	**(1,034)**	**(1,481)**
Equity attributable to equity holders of the company	3,489	2,343
Capital	**3,489**	**2,343**
Capital and net debt	**2,455**	**862**
Gearing ratio	**(42%)**	**(172%)**

21 Summary of financial assets and financial liabilities by category

	2021 US$'000	2020 US$'000
Financial assets		
Cash	1,194	1,651
Financial assets at amortised cost	23	20
Fair value through profit or loss – designated	2,432	842
	3,649	**2,513**
Financial liabilities		
Financial liabilities measured at amortised cost	160	170
Financial guarantee contracts	-	-
	160	**170**

22 Commitments and contingencies

There were no material contracted commitments or contingent assets or liabilities at 31 December 2021 (31 December 2020: none) that have not been disclosed in the financial statements.

23 Subsequent events

Celadon Mining Limited

On 24 October 2022 Origo sold the Celadon investment for $50,000 to Asia Shipping logistics and payment was received on 25 October 2022.

Six Waves Inc

On 27 January 2022 the Company announced the sale of its entire investment in Six Waves Inc for US$2,182,543. The investment had previously been carried at nil.

Moly World Limited

On 2 February 2022 the Company announced the sale of its entire investment in Moly World Limited for US$200,000. The investment had previously been carried at nil.

Distribution

On 2 February 2022 the Company announced the return of capital of US$1,700,000 with payment made on 22 March 2022. In accordance with the Articles of Association, eighty per cent of the amount was distributed to holders of the Company's redeemable preference shares.

Listing

On 11 April 2022, the Company's Nomad Arden Partners announced that it would no longer be providing Nomad services following a change in ownership at Arden. The implications of this were that on 28 April 2022 Origos's ordinary and redeemable preference shares were suspended from trading on the AIM. Following determination by the Board that the financial implications of appointing a new Nominated advisor were not in the best interest of the company, the admission of Origo's shares to AIM was cancelled on 30 May 2022.

Origo Partners Plc

Directors, Advisors and Other Information

Directors	John Chapman, Non-Executive Chairman Hiroshi Funaki, Non-Executive Director Philip Peter Scales, Non-Executive Director
Country of incorporation	Isle of Man
Company number	005681V
Auditor	Lubbock Fine LLP Paternoster House 65 St Paul's Churchyard London EC4M 8AB
UK legal advisers	Travers Smith LLP 10 Snow Hill, London EC1A 2AL