



Pursuant to Rule 705(2C) of the Singapore Exchange Securities Trading Limited (the "SGX-ST") Listing Manual Section B: Rules of Catalyst, Charisma Energy Services Limited is required by SGX-ST to announce its quarterly financial statements.

**Charisma Energy Services Limited
and its Subsidiaries**

Registration Number: 199706776D

Condensed Interim Financial Statements
For the fourth quarter and full year ended 31 December
2024

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Condensed Interim Consolidated Statement of Profit or Loss and Other Comprehensive Income

Year Ended 31 December 2024

Consolidated statement of profit or loss

	Note	3 months ended			12 months ended		
		31.12.2024	31.12.2023	Change	31.12.2024	31.12.2023	Change
		(4Q 2024)	(4Q 2023)		(12M 2024)	(12M 2023)	
US\$'000	US\$'000	%	US\$'000	US\$'000	%		
Continuing operations							
Revenue	5	1,931	3,529	(45)	6,894	5,842	18
Cost of sales		(445)	(406)	10	(1,990)	(1,575)	26
Gross profit		1,486	3,123	(52)	4,904	4,267	15
Other operating income/(expenses), net		47	(313)	n.m.	2,084	1,156	80
Administrative and marketing expenses		(490)	(652)	(25)	(3,878)	(2,130)	82
Result from operating activities		1,043	2,158	(52)	3,110	3,293	(6)
Finance income	7	169	117	44	506	484	5
Finance cost	7	(888)	(516)	72	(3,104)	(2,729)	14
Net finance cost	7	(719)	(399)	80	(2,598)	(2,245)	16
Share of results of joint ventures, net of tax		–	–	n.m.	–	–	n.m.
Profit before income tax	8	324	1,759	(82)	512	1,048	(51)
Income tax expense	9	(369)	(1,137)	(68)	(1,849)	(1,469)	26
(Loss)/Profit from continuing operations		(45)	622	n.m.	(1,337)	(421)	>100
Discontinued operations							
Profit/(Loss) from discontinued operations, net of tax		–	(7,474)	(100)	96	(6,799)	n.m.
Loss for the period/year		(45)	(6,852)	(99)	(1,241)	(7,220)	(83)
(Loss)/Profit attributable to:							
Owners of the Company		(45)	(5,357)	(99)	(1,267)	(5,860)	(78)
Non-controlling interests		–	(1,495)	(100)	26	(1,360)	n.m.
Loss for the period/year		(45)	(6,852)	(99)	(1,241)	(7,220)	(83)
(Loss)/Profit attributable to owners of the Company for the period/year related to:							
(Loss)/Profit from continuing operations		(45)	622	n.m.	(1,337)	(421)	>100
(Loss)/Profit from discontinued operations		–	(5,979)	(100)	70	(5,439)	n.m.
(Loss)/Profit attributable to owners of the Company for the period/year		(45)	(5,357)	(99)	(1,267)	(5,860)	(78)

Condensed Interim Consolidated Statement of Profit or Loss and Other Comprehensive Income (cont'd)

Year Ended 31 December 2024

Consolidated statement of profit or loss (cont'd)

	3 months ended			12 months ended		
	31.12.2024 (4Q 2024)	31.12.2023 (4Q 2023)	Change	31.12.2024 (12M 2024)	31.12.2023 (12M 2023)	Change
Note	US\$'000	US\$'000	%	US\$'000	US\$'000	%
(Loss)/Earnings per share for						
(loss)/profit from continuing and discontinued operations						
attributable to the owners of the Company during the period/year:						
Basic (US cents)						
From continuing operations	(0.0003)	0.005		(0.010)	(0.004)	
From discontinued operations	–	(0.044)		0.001	(0.040)	
Diluted (US cents)						
From continuing operations	(0.0003)	0.005		(0.010)	(0.004)	
From discontinued operations	–	(0.044)		0.001	(0.040)	
<i>Note:</i>						
Weighted average number of ordinary shares (in million):						
Basic	13,659	13,659		13,659	13,659	
Diluted*	13,659	13,659		13,659	13,659	

* The outstanding convertibles (including perpetual securities, share options and redeemable exchangeable preference shares) were excluded in the computation of the diluted earnings per share because these convertibles were anti-dilutive for the respective financial periods.

n.m. = not meaningful

Condensed Interim Consolidated Statement of Profit or Loss and Other Comprehensive Income (cont'd)

Year Ended 31 December 2024

Consolidated statement of comprehensive income

	3 months ended			12 months ended		
	31.12.2024	31.12.2023	Change	31.12.2024	31.12.2023	Change
	(4Q 2024)	(4Q 2023)		(12M 2024)	(12M 2023)	
	US\$'000	US\$'000	%	US\$'000	US\$'000	%
Loss for the period/year	(45)	(6,852)	(99)	(1,241)	(7,220)	(83)
Other comprehensive loss						
Items that will not be reclassified to profit or loss:						
Net change in fair value of actuarial gain or loss	26	(29)	n.m.	–	(52)	(100)
Items that are or may be reclassified subsequently to profit or loss:						
Foreign currency translation differences relating to financial statements of foreign operations	285	26	>100	607	504	20
Other comprehensive income/(loss) for the period/year	311	(3)	n.m.	607	452	34
Total comprehensive income/(loss) for the period/year	266	(6,855)	n.m.	(634)	(6,768)	(91)
Total comprehensive (loss)/income attributable to:						
Owners of the Company	(226)	(5,083)	(96)	(991)	(5,003)	(80)
Non-controlling interests	492	(1,772)	n.m.	357	(1,765)	n.m.
Total comprehensive (loss)/income for the period/year	266	(6,855)	n.m.	(634)	(6,768)	(91)

n.m. = not meaningful

Condensed Interim Statements of Financial Position

As at 31 December 2024

	Note	----- Group -----		----- Company -----	
		31.12.2024 US\$'000 (Unaudited)	31.12.2023 US\$'000 (Audited)	31.12.2024 US\$'000 (Unaudited)	31.12.2023 US\$'000 (Audited)
Non-current assets					
Property, plant and equipment	11	5,397	5,748	1	–
Right-of-use assets		238	94	–	–
Subsidiaries		–	–	5,930	5,930
Trade and other receivables	12	7	9	–	–
Deferred consideration receivables	13	685	–	–	–
		6,327	5,851	5,931	5,930
Current assets					
Inventories		534	431	–	–
Trade and other receivables	12	1,554	4,279	10,120	6,720
Deferred consideration receivables	13	2,055	–	–	–
Cash and cash equivalents	14	230	25	212	21
Cash and bank balance (restricted)	14	10,665	2,633	–	32
		15,038	7,368	10,332	6,773
Assets of Disposal Group classified as held for sale	18	–	19,181	–	2,679
		15,038	26,549	10,332	9,452
Total assets		21,365	32,400	16,263	15,382
Equity					
Share capital	17	274,553	274,553	274,553	274,553
Perpetual securities		6,811	6,811	6,811	6,811
Redeemable exchangeable preference shares		7,042	7,042	–	–
Other reserves		(13,788)	(13,551)	(1,276)	(1,276)
Accumulated losses		(325,524)	(324,257)	(360,305)	(357,520)
Amounts recognised in other comprehensive income and accumulated in equity relating to Disposal Group classified as held for sale	18	–	(209)	–	–
Deficit in equity attributable to owners of the Company		(50,906)	(49,611)	(80,217)	(77,432)
Non-controlling interests		–	(166)	–	–
Net deficit in equity		(50,906)	(49,777)	(80,217)	(77,432)
Non-current liabilities					
Trade and other payables	15	199	152	–	–
Financial liabilities	16	166	1	–	–
Deferred tax liabilities		818	882	–	–
		1,183	1,035	–	–
Current liabilities					
Trade and other payables	15	53,894	47,242	80,177	73,461
Financial liabilities	16	16,325	16,527	16,303	19,353
Provision for tax		869	507	–	–
		71,088	64,276	96,480	92,814
Liabilities directly associated with Disposal Group classified as held for sale	18	–	16,866	–	–
		71,088	81,142	96,480	92,814
Total liabilities		72,271	82,177	96,480	92,814
Total equity and liabilities		21,365	32,400	16,263	15,382

Condensed Interim Consolidated Statement of Cash Flows

Year Ended 31 December 2024

	Note	3 months ended		12 months ended	
		31.12.2024 (4Q 2024) (Unaudited) US\$'000	31.12.2023 (4Q 2023) (Unaudited) US\$'000	31.12.2024 (12M 2024) (Unaudited) US\$'000	31.12.2023 (12M 2023) (Audited) US\$'000
Cash flows from operating activities					
Loss for the period/year		(45)	(6,852)	(1,241)	(7,220)
Adjustments for:					
Depreciation of property, plant and equipment	8	119	147	571	586
Depreciation of right-of-use assets	8	14	158	46	641
Loss on disposal of discontinued operations	8	–	–	35	–
Gain on disposal of assets held for sale	8	–	–	–	(1,130)
Gain on disposal of property, plant and equipment	8	–	–	–	(17)
Other income		–	322	–	–
Loss allowance on trade and other receivables	8,18	246	7,642	1,421	7,642
Loss allowance on amounts due from joint venture	8	–	334	–	334
Finance income	7	(169)	(117)	(506)	(484)
Finance cost	7	888	774	3,725	4,094
Income tax expense	9,18	369	1,171	1,849	1,503
		1,422	3,579	5,900	5,949
Working capital changes:					
- (Increase)/decrease in inventories		(41)	3	(103)	(41)
- Decrease/(increase) in trade and other receivables		60	(1,182) ⁽¹⁾	952	143
- Increase in trade and other payables		39	1,234	3,125	2,160
Cash generated from operations		1,480	3,634	9,874	8,211
Income tax paid		(115)	(1,266)	(1,329)	(1,629)
Net cash from operating activities		1,365	2,368	8,545	6,582
Cash flows from investing activities					
Purchase of property, plant and equipment	11	(22)	(23)	(124)	(54)
Advances received for assets held for sale		–	–	–	1,400
Disposal of discontinued operations, net of cash disposed of	18(vii)	328	–	81	–
Proceeds from disposal of property, plant and equipment		–	–	–	17
Finance income received		169	118	506	485
Net cash from investing activities		475	95	463	1,848
Cash flows from financing activities					
Advances from non-controlling interest of subsidiary corporation		–	80	396	347
Repayment of overdraft facilities by subsidiary/borrowings		(201)	(5,000)	(201)	(6,017)
(Increase)/decrease in restricted cash		(1,530)	2,999 ⁽¹⁾	(8,032)	434
Payment of lease liabilities		(16)	(177)	(251)	(588)
Finance cost paid		–	(353)	(715)	(2,703)
Net cash used in financing activities		(1,747)	(2,451)	(8,803)	(8,527)
Net increase/(decrease) in cash and cash equivalents					
		93	12	205	(97)
Cash and cash equivalents at beginning of period/year		137	13	25	122
Cash and cash equivalents at end of period/year		230	25	230	25

⁽¹⁾ Due to reclassification of balance between “changes in trade and other receivables” from operating activities to “decrease in restricted cash” under financing activities on collection of restricted cash receipts from a customer.

Condensed Interim Statements of Changes in Equity

Period Ended 31 December 2024

Attributable to owners of the Company													
Group	Note	Share capital US\$'000	Perpetual securities US\$'000	Redeemable exchangeable preference shares US\$'000	Other reserve US\$'000	Foreign currency translation reserves US\$'000	Fair value reserve US\$'000	Hedging reserve US\$'000	Accumulated losses US\$'000	Amount recognised in other comprehensive income and accumulated in equity relating to Disposal Group classified as held for sale US\$'000	Non-controlling interests		
											Total US\$'000	Total US\$'000	
Balance as at 1 October 2024		274,553	6,811	7,042	36	(10,214)	(3,994)	(10)	(325,479)	–	(51,255)	–	(51,255)
Total comprehensive (loss)/income for the period		–	–	–	–	368	26	–	(45)	–	349	–	349
Balance as at 31 December 2024		<u>274,553</u>	<u>6,811</u>	<u>7,042</u>	<u>36</u>	<u>(9,846)</u>	<u>(3,968)</u>	<u>(10)</u>	<u>(325,524)</u>	<u>–</u>	<u>(50,906)</u>	<u>–</u>	<u>(50,906)</u>

Condensed Interim Statements of Changes in Equity (cont'd)

Period Ended 31 December 2024

Group	Attributable to owners of the Company										Non-controlling interests	Total	
	Note	Share capital US\$'000	Perpetual securities US\$'000	Redeemable exchangeable preference shares US\$'000	Other reserve US\$'000	Foreign currency translation reserves US\$'000	Fair value reserve US\$'000	Hedging reserve US\$'000	Accumulated losses US\$'000	Amount recognised in other comprehensive income and accumulated in equity relating to Disposal Group classified as held for sale US\$'000			Total US\$'000
Balance as at 1 October 2023		274,553	6,811	7,042	36	(10,121)	(3,939)	(10)	(318,952)	–	(44,580)	1,606	(42,974)
Total comprehensive income/(loss) for the period		–	–	–	–	512	(29)	–	(5,357)	(209)	(5,083)	(1,772)	(6,855)
Transactions with owners of the Company, recognised directly in equity													
Contributions by and distributions to owners													
Accrued perpetual securities distributions		–	–	–	–	–	–	–	52	–	52	–	52
Total transactions with owners		–	–	–	–	–	–	–	52	–	52	–	52
Balance as at 31 December 2023		274,553	6,811	7,042	36	(9,609)	(3,968)	(10)	(324,257)	(209)	(49,611)	(166)	(49,777)

Condensed Interim Statements of Changes in Equity (cont'd)

Year Ended 31 December 2024

Group	Attributable to owners of the Company										Non-controlling interests	Total	
	Note	Share capital	Perpetual securities	Redeemable exchangeable preference shares	Other reserve	Foreign currency translation reserves	Fair value reserve	Hedging reserve	Accumulated losses	Amount recognised in other comprehensive income and accumulated in equity relating to Disposal Group classified as held for sale			Total
	US\$'000	US\$'000	US\$'000	US\$'000	US\$'000	US\$'000	US\$'000	US\$'000	US\$'000	US\$'000	US\$'000	US\$'000	US\$'000
Balance as at 1 January 2024		274,553	6,811	7,042	36	(9,609)	(3,968)	(10)	(324,257)	(209)	(49,611)	(166)	(49,777)
Total comprehensive (loss)/income for the year		–	–	–	–	(237)	–	–	(1,267)	513	(991)	357	(634)
Transactions with owners of the Company, recognised directly in equity													
Contributions by and distributions to owners													
Disposal of subsidiary corporation	18	–	–	–	–	–	–	–	–	(304)	(304)	(191)	(495)
Total transactions with owners		–	–	–	–	–	–	–	–	(304)	(304)	(191)	(495)
Balance as at 31 December 2024		274,553	6,811	7,042	36	(9,846)	(3,968)	(10)	(325,524)	–	(50,906)	–	(50,906)

Condensed Interim Statements of Changes in Equity (cont'd)

Year Ended 31 December 2024

Group	Attributable to owners of the Company										Non-controlling interests	Total	
	Note	Share capital US\$'000	Perpetual securities US\$'000	Redeemable exchangeable preference shares US\$'000	Other reserve US\$'000	Foreign currency translation reserves US\$'000	Fair value reserve US\$'000	Hedging reserve US\$'000	Accumulated losses US\$'000	Amount recognised in other comprehensive income and accumulated in equity relating to Disposal Group classified as held for sale US\$'000			Total US\$'000
Balance as at 1 January 2023		274,553	6,811	7,042	36	(10,727)	(3,916)	(10)	(318,292)	–	(44,503)	1,599	(42,904)
Total comprehensive income/(loss) for the year		–	–	–	–	1,118	(52)	–	(5,860)	(209)	(5,003)	(1,765)	(6,768)
Transactions with owners of the Company, recognised directly in equity													
Contributions by and distributions to owners													
Accrued perpetual securities distributions		–	–	–	–	–	–	–	(105)	–	(105)	–	(105)
Total transactions with owners		–	–	–	–	–	–	–	(105)	–	(105)	–	(105)
Balance as at 31 December 2023		274,553	6,811	7,042	36	(9,609)	(3,968)	(10)	(324,257)	(209)	(49,611)	(166)	(49,777)

Condensed Interim Statements of Changes in Equity

Period Ended 31 December 2024

Company	Note	Share capital US\$'000	Perpetual securities US\$'000	Fair value reserve US\$'000	Accumulated losses US\$'000	Total US\$'000
Balance as at 1 October 2024		274,553	6,811	(1,276)	(360,502)	(80,414)
Total comprehensive profit for the period		–	–	–	197	197
Balance as at 31 December 2024		<u>274,553</u>	<u>6,811</u>	<u>(1,276)</u>	<u>(360,305)</u>	<u>(80,217)</u>

Company	Note	Share capital US\$'000	Perpetual securities US\$'000	Fair value reserve US\$'000	Accumulated losses US\$'000	Total US\$'000
Balance as at 1 October 2023		274,553	6,811	(1,276)	(356,105)	(76,017)
Total comprehensive loss for the period		–	–	–	(1,467)	(1,467)
Transactions with owners of the Company, recognised directly in equity						
Contributions by and distributions to owners						
Accrued perpetual securities distributions		–	–	–	52	52
Total transactions with owners		–	–	–	52	52
Balance as at 31 December 2023		<u>274,553</u>	<u>6,811</u>	<u>(1,276)</u>	<u>(357,520)</u>	<u>(77,432)</u>

Condensed Interim Statements of Changes in Equity Year Ended 31 December 2024

Company	Note	Share capital US\$'000	Perpetual securities US\$'000	Fair value reserve US\$'000	Accumulated losses US\$'000	Total US\$'000
Balance as at 1 January 2024		274,553	6,811	(1,276)	(357,520)	(77,432)
Total comprehensive loss for the year		–	–	–	(2,785)	(2,785)
Balance as at 31 December 2024		<u>274,553</u>	<u>6,811</u>	<u>(1,276)</u>	<u>(360,305)</u>	<u>(80,217)</u>

Company	Note	Share capital US\$'000	Perpetual securities US\$'000	Fair value reserve US\$'000	Accumulated losses US\$'000	Total US\$'000
Balance as at 1 January 2023		274,553	6,811	(1,276)	(355,776)	(75,688)
Total comprehensive loss for the year		–	–	–	(1,639)	(1,639)
Transactions with owners of the Company, recognised directly in equity						
Contributions by and distributions to owners						
Accrued perpetual securities distributions		–	–	–	(105)	(105)
Total transactions with owners		–	–	–	(105)	(105)
Balance as at 31 December 2023		<u>274,553</u>	<u>6,811</u>	<u>(1,276)</u>	<u>(357,520)</u>	<u>(77,432)</u>

Notes to the Condensed Interim Financial Statements

1 Corporate information

Charisma Energy Services Limited (the “**Company**”) is incorporated in Singapore and whose shares are publicly traded on the Catalist of the Singapore Exchange.

These condensed interim consolidated financial statements of the Group as at and for the year ended 31 December 2024 comprise the Company and its subsidiaries (together referred to as the “**Group**” and individually as “**Group Entities**”) and the Group’s interest in joint ventures.

The principal activities of the Company are those of investment holding and the provision of management services to its subsidiaries. The principal activities of the Group are mainly generating and sale of energy and power generation services.

2 Going concern

Assessment of Going Concern

Background

The Group incurred a net loss of US\$1,241,000 (2023: US\$7,220,000) for the financial year ended 31 December 2024. As at 31 December 2024, the Group and the Company were in a net liability position of US\$50,906,000 and US\$80,217,000 (2023: US\$49,777,000 and US\$77,432,000) respectively; and in net current liability positions of US\$56,050,000 and US\$86,148,000 (2023: US\$56,908,000 and US\$86,041,000) respectively. The net current liability positions were a result of certain liabilities being reclassified from non-current to current as the Group did not meet the repayment schedule, financial covenants and the general undertaking imposed by the lenders.

In the assessment of the appropriateness of going concern assumption used in the preparation of the financial statements, the directors of the Company have considered the developments set out below, which includes, *inter alia*, future inflows of fresh investment funds from the New CSA (as defined below) with the Subscriber (as defined below), restructuring plans to be agreed with creditors and lenders subject to fulfilling all conditions pursuant to the Scheme and the New CSA, support from shareholders, as well as the expected cash flows from the Group’s continuing operations.

Subsequent to the lapse of the conditional subscription agreement dated 10 January 2022 (the “**CSA**”) on 9 July 2022, on 18 January 2023, the Company entered into a new conditional subscription agreement (the “**New CSA**”) with the same subscriber (the “**Subscriber**”) for the subscription of new ordinary shares amounting to S\$13,576,000 and share options amounting to S\$16,291,200.

Under the New CSA, the Company is to undertake the following:

- (a) divestments of its existing assets and quoted securities (the “**Proposed Divestments**”) such that pursuant to the Proposed Divestments, the Company would retain its ownership in the holding entities of its operations in Sri Lanka and the operating companies in Sri Lanka (the “**Sri Lanka Sub-Group**”) (being the owners of the 13 units of mini-hydroelectric power plants in Sri Lanka with a combined capacity of 43.46 megawatt (the “**Hydro-Power Plants**”), together with their receivables, cash and inventories (including the Hydro-Power Plants) (the “**Remaining Assets**”);
- (b) propose a scheme of arrangement which would be a compromise or arrangement between the Company and class(es) of certain of its unsecured creditors, in accordance with Section 210 of the Companies Act 1967 of Singapore or the Insolvency, Restructuring and Dissolution Act 2018 of Singapore or under any applicable law(s) of Singapore, to settle certain of the Company’s debt (the “**Past Liabilities**”) with a combination of cash and issue of new Shares (the “**Scheme of Arrangement**”);

2 Going Concern (cont'd)

Under the New CSA, the Company is to undertake the following (cont'd):

- (c) the creation of a fresh debt obligation to the Subscriber and/or its nominee, in consideration for the Subscriber procuring (a) full discharge of all liabilities and debts owing by the Sri Lanka Sub-Group to a secured lender; and (b) the secured lender's consent to discharge any and all mortgage, charge, pledge, lien or other security interest securing any obligation of the Sri Lanka Sub-Group for the benefit of the secured lender;
- (d) settlement agreement with holders of the redeemable exchangeable preference shares, which is envisaged to comprise a combination of cash and issue of new Shares to such creditors, with such new Shares to be issued under the Scheme of Arrangement and the Bilateral Settlement (the "**Settlement Shares**") (the "**Bilateral Settlement**", together with the Scheme of Arrangement, the "**Proposed Debt Restructuring**"); and
- (e) a share consolidation of all of the issued Shares pursuant to the above transactions (the "**Proposed Share Consolidation**").

The completion of the New CSA and Proposed Debt Restructuring is contingent upon the following:

- (a) completion of the New CSA with the Subscriber;
- (b) realisation of the forecasted operating cashflow from the Group's continuing businesses; and
- (c) the successful divestment planned for some of the Group's assets, other than the Remaining Assets.

These conditions may affect the Group's ability to meet its debts obligations as and when they fall due, at least in the next 12 months from the reporting date. If for any reason the Group and Company are unable to continue as a going concern, it could have an impact on the Group's and Company's classification of assets and liabilities and the ability to realise assets at their recognised values and to extinguish liabilities in the normal course of business at the amounts stated in the financial statements.

Developments up to 31 December 2024

In 2023 and 2024, the Group made significant progress in its holistic plan to recapitalise and restructure the Group, as described below.

Divestment of AHTS

The Group successfully divested the two remaining anchor handling tug supply ("**AHTS**"), the proceeds of which were applied towards reducing the respective secured loans.

New CSA, extension of longstop date of the New CSA and assignment of loan from secured lender

On 13 October 2023, the Company entered into a supplemental agreement with the Subscriber to extend the longstop date of the New CSA from 17 October 2023 to 31 March 2024. Due to the extension of the longstop date, the Company received instructions from a secured lender in December 2023 to make a partial repayment of US\$5 million towards the outstanding secured bank loan, using the remitted funds from the Sri Lanka operations. The Company complied with the secured lender's instruction and arranged for the partial repayment of US\$5 million on 4 December 2023. Further, as announced by the Company on 16 January 2024, the Company completed the assignment of the rights and securities under the loan from the secured lender to Cosmic Marvel International Limited ("**CMIL**") (a wholly-owned subsidiary of the Subscriber) and the loan remains in default, notwithstanding the partial payment.

The Company subsequently entered into six (6) supplemental agreements with the Subscriber to further extend the longstop date of the New CSA from 31 March 2024 to the current 31 March 2025.

2 Going Concern (cont'd)

Scheme of Arrangement 2023

In relation to the Scheme of Arrangement, the Company convened a meeting with class(es) of certain of its creditors (the “**Scheme Creditors**”) on 7 June 2023 (the “**Scheme Meeting**”) and at the Scheme Meeting, the Scheme Creditors had, by a majority in number of each class of Scheme Creditors voting, either in person or by proxy on the resolution, representing three-fourths in value of each class of Creditors present and voting, either in person or by proxy on the resolution, approved the Scheme of Arrangement dated 12 April 2023 between the Company and its Scheme Creditors pursuant to Section 210 of the Companies Act.

The Singapore High Court (the “**Court**”) had on 6 July 2023 granted an order of Court sanctioning the Scheme of Arrangement pursuant to Section 210(4) of the Act. The Company lodged a copy of the sealed order of the Court with the Registrar of Companies on 7 July 2023 and with the lodgement, the Scheme is binding on the Company and the Scheme Creditors.

Deed of Settlement

In relation to the Bilateral Settlement, the Company, together with its wholly-owned subsidiary, CES Hydro Power Group Pte. Ltd. (“**CES Hydro**”), entered into a deed of settlement on 6 June 2023 with holders of the non-voting, redeemable and exchangeable preference shares issued by CES Hydro, Venstar Investments III Ltd (In Members’ Voluntary Liquidation) (“**Venstar**”) and Evia Growth Opportunities III Ltd (In Members’ Voluntary Liquidation) (“**Evia**”) in relation to the settlement of outstanding arrangements and to terminate the deed of charge under a subscription agreement dated 3 August 2015 signed between CES Hydro, Venstar and Evia.

Submission of Trading Resumption Proposal

In view of the above developments, on 10 November 2023 the Company submitted an application to the Singapore Exchange Regulation Pte Ltd (“**SGX RegCo**”) on the lifting of suspension of trading of the ordinary shares of the Company on the Singapore Exchange Securities Trading Limited (“**SGX-ST**”) in accordance with Chapter 13 of the Listing Manual Section B: Rules of Catalist of the SGX-ST. Following the submission of the Company’s Trading Resumption Proposal, on 1 October 2024 the Company submitted through its sponsor an update application to the SGX RegCo. On 9 December 2024, the Company through its sponsor, received a letter from SGX RegCo (the “**Letter**”) confirming that SGX RegCo had no objection to the Company’s updated resumption proposal submitted in the update application, subject to the several conditions listed in the Letter. The decision of the SGX RegCo will not be effective if any of the conditions is not fulfilled. Please refer to the Company’s announcement dated 10 December 2024 for more information on the Letter.

Yichang Divestment

On 7 April 2024, an equity transfer agreement was entered into by the Company and Smartpower Technology (Shanghai) Co., Ltd. (the “**Purchaser**”) to dispose the Company’s entire 80.0% equity interest in Yichang Smartpower Green Electricity Co., Ltd. (“**Yichang**” or the “**Disposal Group**”) (the “**Equity Transfer Agreement**”), for a total consideration of RMB23.08 million. Yichang is a company incorporated in China which owns the solar photovoltaic power plant. The Company had convened an extraordinary general meeting on 28 June 2024 and obtained the approval of its shareholders in relation to the disposal of Yichang as contemplated under the Equity Transfer Agreement. The transaction was completed on 19 September 2024 (the “**Disposal Date**”).

2 Going Concern (cont'd)

Supplementary Scheme of Arrangement

Due to the terms of the Equity Transfer Agreement, the Company had proposed for a Pre-packaged Supplementary Scheme of Arrangement (“**Supplementary Scheme**”) to be entered between the Company, CES Yichang Pte. Ltd. (“**CES Yichang**”) (as described in the Supplementary Scheme documents) (a wholly-owned subsidiary of the Company) and the Category A Participating Creditors of the Scheme of Arrangement to agree on certain modifications to the Scheme of Arrangement. The Supplementary Scheme document was sent to the Category A Scheme Creditors by electronic means on 26 July 2024. Based on the votes received through the ballot forms at the cut-off timing of the submission of the ballot forms, the Supplementary Scheme has been approved by the Category A Participating Creditors with the requisite majority in number (92.9% - being over 50%) and in value (99.9% - being at least 75%) of the Category A Participating Creditors. The Company filed an application with the High Court of Singapore on 29 August 2024 for the sanction of the Supplementary Scheme. On 26 September 2024 the Court granted the orders sought by the Company in the Supplementary Scheme Court Application (the “**Order of Court**”) approving the Supplementary Scheme proposed between the Company, CES Yichang and the Category A Participating Creditors. The Company lodged a copy of the extracted Order of Court with the Registrar of Companies on 26 September 2024. The Order of Court took effect on and from the date of lodgement.

Amended and Restated Deed of Settlement

Due to the terms of the Equity Transfer Agreement, on 13 August 2024 the Company entered into an amended and restated deed of settlement with CES Hydro, CES Yichang and the REPS Holders to amend the Deed to provide for the new distribution arrangements of the net proceeds from the disposal of Yichang.

Entry into Convertible Loan Agreement

Further to the entry into the New CSA and pursuant to the loan restructuring mentioned in paragraph 2(c) above, the Group entered into a binding termsheet with the Subscriber in January 2023. With the completion of assignment of the secured loan from a secured lender as mentioned above, the termsheet was effected into a convertible loan agreement which the Group entered with the Subscriber and CMIL on 20 December 2024 (the “**Convertible Loan Agreement**”). The Convertible Loan Agreement governs the terms and conditions related to the outstanding principal amounts of the loan CMIL purchased from the secured lender on the Group’s Sri Lanka Hydro-Power Plants (the “**Outstanding Loan**”). Pursuant to the Convertible Loan Agreement, the parties have agreed to capitalise an outstanding principal amount of S\$10,860,000 under the Outstanding Loan pursuant to the New CSA and for the remaining principal amount of up to S\$10,255,000 under the Outstanding Loan which is convertible into new ordinary shares of the Company. For the avoidance of doubt, the existing loan agreements continue to be in force and remain in default until the Convertible Loan Agreement becomes effective.

Submission of whitewash waiver application

On 23 December 2024, the Company submitted an application letter to the Securities Industry Council of Singapore seeking a waiver of the obligation of the Subscriber to make a mandatory general offer under Rule 14 of the Singapore Code on Take-overs and Mergers for the Shares not held by the Subscriber following the allotment and issue of the Subscription Shares under the New CSA, the Option Shares pursuant to the exercise of the options under the terms and conditions of the Options under the New CSA and the Conversion Shares pursuant to any conversion under the Convertible Loan Agreement, subject to certain conditions.

3 Basis of preparation

The condensed interim financial statements for the full year ended 31 December 2024 have been prepared in accordance with Singapore Financial Reporting Standards (International) (“SFRS(I)”) 1-34 *Interim Financial Reporting* issued by the Accounting Standards Council Singapore. The condensed interim financial statements do not include all the information required for a complete set of financial statements. However, selected explanatory notes are included to explain events and transactions that are significant to an understanding of the changes in the Group’s financial position and performance of the Group since the last annual financial statements for the year ended 31 December 2023.

The accounting policies adopted are consistent with those of the previous financial year which were prepared in accordance with SFRS(I), except for the adoption of new and amended standards as set out in Note 3.1.

The condensed interim financial statements are presented in United States dollar (“US\$”), which is the Company’s functional currency. All financial information presented in United States dollars have been rounded to the nearest thousand, unless otherwise stated.

3.1 New standards and interpretations not yet adopted

A number of new standards, interpretations and amendments to standards that have been published, and are relevant for the Group’s annual periods beginning on or after 1 January 2025 and which the Group has not early adopted the new or amended standards and interpretations in preparing these financial statements.

The new SFRS(I)s, interpretations and amendments to SFRS(I)s are as follows:

- *Sale or Contribution of Assets between an Investor and its Associate or Joint Venture* (Amendments to SFRS(I) 10 and SFRS(I) 1-28)
- *Classification of Liabilities as Current or Non-current – Deferral of Effective Date* (Amendments to SFRS(I) 1-1)
- *Lack of Exchangeability* (Amendments to SFRS(I) 1-21)
- *Presentation and Disclosure in Financial Statements* (SFRS(I) 18)
- *Amendments to the Classification and Measurement of Financial Instruments* (Amendments to SFRS(I) 9, SFRS(I) 7)
- *Annual Improvements to SFRS(I)s – Volume 11* (Various)
- *Subsidiaries without Public Accountability: Disclosure* (SFRS(I) 19)
- *Contracts Referencing Nature-dependent Electricity* (Amendments to SFRS(I) 9 and SFRS(I) 7)

The Group is currently assessing the impact of the new SFRS(I)s, interpretations and amendments to SFRS(I)s and plans to adopt the new standards on the recognised effective date.

3.2 Use of estimates and judgements

In preparing the condensed interim financial statements, management has made judgements, estimates and assumptions that affect the application of accounting policies and the reported amounts of assets and liabilities, income and expense. Actual results may differ from these estimates.

The significant judgements made by management in applying the Group’s accounting policies and the key sources of estimation uncertainty were the same as those that applied to the consolidated financial statements as at and for the year ended 31 December 2023.

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

Information about assumptions and estimation uncertainties that have a significant risk of resulting in a material adjustment to the carrying amounts of assets and liabilities within the next financial interim period are discussed as follows:

3 Basis of preparation (cont'd)

3.2 Use of estimates and judgements (cont'd)

Cash flow forecast

The Group reviews its forecasts of future cash flows in the foreseeable future and the availability of positive cash flows to repay its lenders in the next 12 months. Such an assessment requires the Group to review its operations, including future market demand for its services and its cash deployment in different locations. Significant judgement is required in deriving the Group's forecasts.

Valuation of non-financial assets

The Group assesses the impairment of non-financial assets, including property, plant and equipment, right-of-use assets and intangible assets, whenever events or changes in circumstances indicate that the carrying value may not be recoverable. Factors considered important that could trigger an impairment review include (but are not limited) to the following:

- Extended periods of idle capacity;
- Significant decline in market prices;
- Inability to renew contracts upon expiry; and
- Significant adverse industry, regulatory or economic trends.

The complexity of the estimation process and issues related to the assumptions, risks and uncertainties inherent in the application of the Group's accounting estimates in relation to the non-financial assets could affect the amounts reported in the financial statements. If business conditions were different, or if different assumptions were used in the application of this and other accounting estimates, it is likely that materially different amounts could be reported in the Group's financial statements.

Valuation of investments in subsidiaries

The Company determines whether there is impairment on the investments in subsidiaries where events or changes in circumstances indicate that the carrying amount of the investments may be impaired. If any such indications exist, the recoverable amount is estimated. The level of allowance is evaluated by the Company on the basis of factors that affect the recoverability of the investments. These factors include, but are not limited to, the activities and financial position of the entities, and market estimates in order to calculate the present value of the future cash flows. The valuation of the investments in subsidiaries are dependent on the outcome of these factors affecting management's forecasts of future cash flows. Actual events that result in deviations from management's estimation may result in higher impairment losses on the investments.

Impairment of trade and other receivables

Based on the Group's historical credit loss experience, trade receivables exhibited significantly different loss patterns for each revenue segment. The Group has applied credit evaluations by customer within each revenue segment. Accordingly, management has determined the expected loss rates by grouping the receivables in each revenue stream. In relation to the Group's operation in Sri Lanka, no loss allowance for trade receivables of the Group was recognised as at 31 December 2024 and 31 December 2023.

Notwithstanding the above, the Group evaluates the expected credit loss ("ECL") on customers in financial difficulties separately.

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

ECL on trade and other receivables are probability weighted estimates of credit losses which are determined by evaluating a range of possible outcomes and taking into account past events, current conditions and assessment of future economic conditions.

4 Seasonal operations

The Group's businesses are dependent on the weather conditions in Sri Lanka during the financial year where the mini hydro power plants are located.

5 Segment and revenue information

The Group's revenue, capital expenditure, assets and liabilities were mainly derived from one single business segment in the business of generating and sale of energy and power generation services.

Other operations include management services, which are not individually material reportable segments.

Information regarding the results of the reportable segment is included below. Performance is measured based on segment profit before tax, as included in the internal management reports that are reviewed by the Group's Chief Executive Officer (the Chief Operating Decision Maker). However, following the resignation of the Group's Chief Executive Officer, the internal management reports are now being reviewed by the Company's Financial Controller during this transition period. Segment profit is used to measure performance as management believes that such information is the most relevant in evaluating the results of certain segments relative to other entities that operate within these industries.

5.1 Reportable segments

3 months ended 31 December 2024	Energy and power services	Others	Total
	US\$'000	US\$'000	US\$'000
REVENUE			
External revenue	1,931	–	1,931
RESULT			
Reportable segment results from operating activities	1,486	–	1,486
Finance cost	(514)	–	(514)
Other income	43	–	43
Loss allowance on trade and other receivables – write back	2	–	2
Reportable segment income before income tax	1,017	–	1,017
Tax expense	(369)	–	(369)
Reportable segment income for the period	648	–	648
Unallocated finance cost			(374)
Unallocated finance income			169
Unallocated expenses			(488)
Loss for the period			(45)
OTHER SEGMENTAL INFORMATION			
Reportable segment assets	16,988	3,706	20,694
Unallocated assets			671
Total assets			21,365
Reportable segment liabilities	14,697	46,286	60,983
Unallocated liabilities			11,288
Total liabilities			72,271
Capital expenditure	22	–	22
Depreciation expenses	133	–	133

5.1 Reportable segments (cont'd)

3 months ended 31 December 2023	Energy and power services	Others	Total
	US\$'000	US\$'000	US\$'000
REVENUE			
External revenue	3,218	311	3,529
RESULT			
Reportable segment results from operating activities	2,812	311	3,123
Finance cost	(388)	144	(244)
Loss allowance of trade and other receivables	–	(334)	(334)
Reportable segment profit before income tax	2,424	121	2,545
Tax expense	(1,137)	–	(1,137)
Reportable segment profit for the period	1,287	121	1,408
Unallocated finance cost			(272)
Unallocated finance income			117
Unallocated expenses			(631)
Profit for the period			622
OTHER SEGMENTAL INFORMATION			
Reportable segment assets	9,501	3,042	12,543
Unallocated assets			676
Assets of disposal group classified as held for sale			19,181
Total assets			32,400
Reportable segment liabilities	9,085	54,432	63,517
Unallocated liabilities			1,794
Liabilities directly associated with disposal group classified as held for sale			16,866
Total liabilities			82,177
Capital expenditure	23	–	23
Depreciation expenses	144	–	144

5.1 Reportable segments (cont'd)

12 months ended 31 December 2024	Energy and power services US\$'000	Others US\$'000	Total US\$'000
REVENUE			
External revenue	6,894	–	6,894
RESULT			
Reportable segment results from operating activities	4,904	–	4,904
Finance cost	(1,754)	–	(1,754)
Other income	2,174	–	2,174
Loss allowance on trade and other receivables – write back	6	–	6
Reportable segment profit before income tax	5,330	–	5,330
Tax expenses	(1,829)	(20)	(1,849)
Reportable segment profit/(loss) for the year	3,501	(20)	3,481
Unallocated finance cost			(1,350)
Unallocated finance income			506
Unallocated expenses			(3,974)
Loss for the year			(1,337)
OTHER SEGMENTAL INFORMATION			
Reportable segment assets	16,988	3,706	20,694
Unallocated assets			671
Total assets			21,365
Reportable segment liabilities	14,697	46,286	60,983
Unallocated liabilities			11,288
Total liabilities			72,271
Capital expenditure	124	–	124
Depreciation expenses	617	–	617

5.1 Reportable segments (cont'd)

12 months ended 31 December 2023 (Audited)	Energy and power services US\$'000	Others US\$'000	Total US\$'000
REVENUE			
External revenue	5,531	311	5,842
RESULT			
Reportable segment results from operating activities	3,956	311	4,267
Finance cost	(1,559)	(164)	(1,723)
Loss allowance of trade and other receivables	–	(334)	(334)
Gain on disposal of property, plant and equipment	17	–	17
Reportable segment profit/(loss) before income tax	2,414	(187)	2,227
Tax expenses	(1,469)	–	(1,469)
Reportable segment profit/(loss) for the year	945	(187)	758
Unallocated finance cost			(1,006)
Unallocated finance income			484
Unallocated expenses			(657)
Loss for the year			(421)
OTHER SEGMENTAL INFORMATION			
Reportable segment assets	9,501	3,042	12,543
Unallocated assets			676
Assets of disposal group classified as held for sale			19,181
Total assets			32,400
Reportable segment liabilities	9,085	54,432	63,517
Unallocated liabilities			1,794
Liabilities directly associated with disposal group classified as held for sale			16,866
Total liabilities			82,177
Capital expenditure	54	–	54
Depreciation expenses	564	–	564
Unallocated depreciation expenses			6
Total depreciation expenses			570

5.2 Disaggregation of revenue from contracts with customers

In the following table, revenue from contracts with customers is disaggregated by primary geographical markets, major products and service lines and timing of revenue recognition. The table also includes a reconciliation of the disaggregated revenue with the Group's reportable segments.

	Energy and power Services		Others		Total	
	3 months ended		3 months ended		3 months ended	
	31.12.2024	31.12.2023	31.12.2024	31.12.2023	31.12.2024	31.12.2023
	US\$'000	US\$'000	US\$'000	US\$'000	US\$'000	US\$'000
Primary geographical markets						
Singapore	–	–	–	311	–	311
Sri Lanka	1,931	3,218	–	–	1,931	3,218
	<u>1,931</u>	<u>3,218</u>	<u>–</u>	<u>311</u>	<u>1,931</u>	<u>3,529</u>
Major products/service line						
Sale of energy and power generation services	1,931	3,218	–	–	1,931	3,218
Rendering of services	–	–	–	311	–	311
	<u>1,931</u>	<u>3,218</u>	<u>–</u>	<u>311</u>	<u>1,931</u>	<u>3,529</u>
Timing of revenue recognition						
At a point in time	1,931	3,218	–	–	1,931	3,218
Over time	–	–	–	311	–	311
	<u>1,931</u>	<u>3,218</u>	<u>–</u>	<u>311</u>	<u>1,931</u>	<u>3,529</u>

	Energy and power Services		Others		Total	
	12 months ended		12 months ended		12 months ended	
	31.12.2024	31.12.2023	31.12.2024	31.12.2023	31.12.2024	31.12.2023
	US\$'000	US\$'000	US\$'000	US\$'000	US\$'000	US\$'000
Primary geographical markets						
Singapore	–	–	–	311	–	311
Sri Lanka	6,894	5,531	–	–	6,894	5,531
	<u>6,894</u>	<u>5,531</u>	<u>–</u>	<u>311</u>	<u>6,894</u>	<u>5,842</u>
Major products/service line						
Sale of energy and power generation services	6,894	5,531	–	–	6,894	5,531
Rendering of services	–	–	–	311	–	311
	<u>6,894</u>	<u>5,531</u>	<u>–</u>	<u>311</u>	<u>6,894</u>	<u>5,842</u>
Timing of revenue recognition						
At a point in time	6,894	5,531	–	–	6,894	5,531
Over time	–	–	–	311	–	311
	<u>6,894</u>	<u>5,531</u>	<u>–</u>	<u>311</u>	<u>6,894</u>	<u>5,842</u>

5.2 Disaggregation of revenue from contracts with customers (cont'd)

A breakdown of sales:

	Group		
	12 months ended		
	31.12.2024	31.12.2023	Change
	US\$'000	US\$'000	%
Continuing operations:			
Sales reported for the			
- first half year	2,966	1,587	87
- second half year	3,928	4,255	(8)
	<u>6,894</u>	<u>5,842</u>	18
Operating loss after tax before deducting non-controlling interests reported for			
- first half year	(390)	(287)	36
- second half year	(947)	(134)	>100
	<u>(1,337)</u>	<u>(421)</u>	>100

6 Financial assets and financial liabilities

Set out below is an overview of the financial assets and financial liabilities of the group as at 31 December 2024 and 31 December 2023:

	Amortised cost US\$'000	Other financial liabilities US\$'000	Total carrying amount US\$'000
Group			
31 December 2024			
Financial assets not measured at fair value			
Trade and other receivables ⁽¹⁾	1,374	–	1,374
Deferred consideration receivables	2,740	–	2,740
Cash and cash equivalents	230	–	230
Cash and bank balance (restricted)	10,665	–	10,665
Financial liabilities not measured at fair value			
Trade and other payables	–	(54,093)	(54,093)
Secured loan	–	(7,369)	(7,369)
Secured bank loans	–	(8,934)	(8,934)
31 December 2023 (Audited)			
Financial assets not measured at fair value			
Trade and other receivables ⁽¹⁾	4,132	–	4,132
Cash and cash equivalents	25	–	25
Cash and bank balance (restricted)	2,633	–	2,633
Financial liabilities not measured at fair value			
Trade and other payables	–	(47,394)	(47,394)
Secured loan	–	(7,369)	(7,369)
Secured bank loans	–	(9,119)	(9,119)

⁽¹⁾ Excludes prepayments.

6 Financial assets and financial liabilities (cont'd)

Company	Amortised cost US\$'000	Other financial liabilities US\$'000	Total carrying amount US\$'000
31 December 2024			
Financial assets not measured at fair value			
Trade and other receivables ⁽¹⁾	10,117	–	10,117
Cash and cash equivalents	212	–	212
Cash and bank balance (restricted)	–	–	–
<hr/>			
Financial liabilities not measured at fair value			
Trade and other payables	–	(80,177)	(80,177)
Financial liabilities	–	(16,303)	(16,303)
<hr/>			
31 December 2023 (Audited)			
Financial assets not measured at fair value			
Trade and other receivables ⁽¹⁾	6,716	–	6,716
Cash and cash equivalents	21	–	21
Cash and bank balance (restricted)	32	–	32
<hr/>			
Financial liabilities not measured at fair value			
Trade and other payables	–	(73,461)	(73,461)
Financial liabilities	–	(19,353)	(19,353)
<hr/>			

⁽¹⁾ Excludes prepayments.

7 Net finance cost

	Group			
	3 months ended		12 months ended	
	31.12.2024 (4Q 2024) US\$'000	31.12.2023 (4Q 2023) US\$'000	31.12.2024 (12M 2024) US\$'000	31.12.2023 (12M 2023) US\$'000
Continuing operations:				
Finance income				
Interest income from bank deposits	169	117	506	484
	<u>169</u>	<u>117</u>	<u>506</u>	<u>484</u>
Finance cost				
Interest expense on:				
- Loan from a shareholder	-	-	-	(137)
- Lease liabilities	(7)	(2)	(12)	(7)
- Secured loans	(878)	(514)	(3,057)	(2,562)
Bank charges	(3)	-	(35)	(23)
	<u>(888)</u>	<u>(516)</u>	<u>(3,104)</u>	<u>(2,729)</u>
Net finance cost	<u>(719)</u>	<u>(399)</u>	<u>(2,598)</u>	<u>(2,245)</u>
Discontinued operations:				
Finance cost				
Interest expense on:				
Lease liabilities	-	(258)	(621)	(1,365)
	<u>-</u>	<u>(258)</u>	<u>(621)</u>	<u>(1,365)</u>

8 Profit/(Loss) before income tax

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

	Group			
	3 months ended		12 months ended	
	31.12.2024 (4Q 2024) US\$'000	31.12.2023 (4Q 2023) US\$'000	31.12.2024 (12M 2024) US\$'000	31.12.2023 (12M 2023) US\$'000
Continuing operations:				
Depreciation of property, plant and equipment	119	143	571	567
Depreciation of right-of-use assets	14	1	46	3
Loss allowance on trade and other receivables	246	–	342	–
Gain on disposal of property, plant and equipment	–	–	–	(17)
Gain on disposal of assets held for sale	–	–	–	(1,130)
Other income	–	322	–	(342)
Loss allowance on amounts due from joint ventures	–	334	–	334
Discontinued operations:				
Depreciation of property, plant and equipment	–	4	–	19
Depreciation of right-of-use assets	–	157	–	638
Loss allowance on trade and other receivables	–	7,642	1,079	7,642
Loss on disposal of discontinued operations	–	–	35	–

8.1 Related party transactions

	Group			
	3 months ended		12 months ended	
	31.12.2024 (4Q 2024) US\$'000	31.12.2023 (4Q 2023) US\$'000	31.12.2024 (12M 2024) US\$'000	31.12.2023 (12M 2023) US\$'000
Transactions with shareholders				
Interest paid/payable	–	–	–	138

9 Income tax expense

The Group calculates the period income tax expense using the tax rate that would be applicable to the expected total annual earnings. The major components of income tax expense in the condensed interim consolidated statement of profit or loss are:

	Group			
	3 months ended		12 months ended	
	31.12.2024	31.12.2023	31.12.2024	31.12.2023
	(4Q 2024)	(4Q 2023)	(12M 2024)	(12M 2023)
	US\$'000	US\$'000	US\$'000	US\$'000
Current income tax expense	415	1,167	2,008	1,622
Deferred income tax credit relating to origination and reversal of temporary differences	(46)	(30)	(159)	(153)
	<u>369</u>	<u>1,137</u>	<u>1,849</u>	<u>1,469</u>

10 Net Asset Value

	Group		Company	
	31.12.2024	31.12.2023	31.12.2024	31.12.2023
	US\$ cents	US\$ cents	US\$ cents	US\$ cents
Net asset value per ordinary share based on existing issued share capital excluding treasury shares as at the end of the period reported on	(0.37)	(0.36)	(0.59)	(0.57)

11 Property, plant and equipment

During the full year ended 31 December 2024, the Group acquired plant and equipment amounting to US\$124,000 (2023: US\$54,000) and there was no plant and equipment disposed of during the full year ended 31 December 2024 (2023: US\$17,000).

Impairment Loss

There are no indicators of impairment in the current period. However, in 2023, indicators of impairment were identified for the following cash-generating units that belong to the Energy and Power Services segment:

- Mini hydro power plants (“**Hydro Plants CGUs**”)

The Hydro Plants CGUs belong to the Group Entities operating in Sri Lanka. There are 13 mini hydro power plants (collectively “**Power Generation Equipment**”) in the Hydro Plants CGUs. For the purpose of impairment assessment, each individual hydro power plant is a stand-alone CGU and the non-financial assets (before impairment loss) allocated to the Hydro Plants CGUs are as follows:

	Carrying Value 31.12.2023 US\$'000
Property, plant and equipment	5,748
Rights of use assets – office premises	94
	<u>5,842</u>

Management has estimated the recoverable amounts of the Hydro Plants CGUs based on their value-in-use calculations.

11 Property, plant and equipment (cont'd)

The value in use calculation for the respective CGUs was based on cash flow projections with the following key assumptions:

	Hydro Plants CGUs 31.12.2023
Projection period	21 years
Tariff rates	
- During existing contracted period	Actual FY2023 tariff rates with an average annual upward revision of 5%
- Post-contractual renewal period	Renewal tariff rate recommended by authority
Projected utilisation rate	Average of past 7 years historical plant factor
Post-tax discount rate	27%

The cash flow projections were based on forecasts prepared by the management taking into account past experience, current and expected weather conditions and legislation. The discount rates applied to the cash flow projections were estimated based on weighted average cost of capital with inputs from market comparables.

Based on the derived recoverable amounts, no impairment losses were identified and allocated to the individual assets of the Hydro Plants CGUs for the financial year ended 31 December 2023. The impairment charge is derived using value-in-use computation. With the improving economic situation in Sri Lanka, no impairment indicators on the Group's CGUs were identified by the Company.

In estimating the recoverable amounts of the mini-hydro power plants, the Group assumed the concessions will continue beyond the existing contract periods. However, the assumed tariff rates as well as the plant factor are subject to estimation uncertainties that may result in material adjustments on the mini-hydro power plants' recoverable amounts in future periods.

12 Trade and other receivables

	----- Group -----		----- Company -----	
	31.12.2024 US\$'000	31.12.2023 US\$'000	31.12.2024 US\$'000	31.12.2023 US\$'000
Non-current				
Prepayments	7	9	–	–
	<u>7</u>	<u>9</u>	<u>–</u>	<u>–</u>
Current				
Trade receivables – third parties	3,101	5,697	–	–
Trade receivables – amounts due from subsidiaries	–	–	10,464	10,599
Allowance for impairment loss	(2,306)	(2,306)	(3,996)	(4,283)
Net trade receivables	<u>795</u>	<u>3,391</u>	<u>6,468</u>	<u>6,316</u>
Amounts due from subsidiaries (non-trade)	–	–	3,171	–
Amounts due from joint ventures (non-trade)	129	129	129	129
Prepayments	180	147	3	4
Deposits paid	67	23	67	23
Other receivables	<u>383</u>	<u>589</u>	<u>282</u>	<u>248</u>
	<u>1,554</u>	<u>4,279</u>	<u>10,120</u>	<u>6,720</u>
Total trade and other receivables	<u>1,561</u>	<u>4,288</u>	<u>10,120</u>	<u>6,720</u>

Non-trade amounts due from joint ventures of US\$129,000 (31 December 2023: US\$129,000) are unsecured, interest-free and repayable on demand.

During the financial year ended 31 December 2024, the Company did not recognise a loss allowance on trade receivables from subsidiary corporations, as the Company intends to offset them with amounts due to subsidiaries (2023: US\$572,000). No loss allowance was recognised by the Group for amounts due from joint ventures, as the Group intends to offset them with amounts due to joint ventures (2023: US\$334,000).

13 Deferred consideration receivables

	----- Group -----		----- Company -----	
	31.12.2024 US\$'000	31.12.2023 US\$'000	31.12.2024 US\$'000	31.12.2023 US\$'000
Non-current				
Deferred consideration receivables	685	–	–	–
	<u>685</u>	<u>–</u>	<u>–</u>	<u>–</u>
Current				
Deferred consideration receivables	2,055	–	–	–
	<u>2,055</u>	<u>–</u>	<u>–</u>	<u>–</u>
Total deferred consideration receivables	<u>2,740</u>	<u>–</u>	<u>–</u>	<u>–</u>

Deferred consideration receivables relates to the balance purchase consideration due from the Purchaser of Yichang from the Yichang Divestment which are to be distributed in accordance with the terms of (i) the Supplementary Scheme of Arrangement entered into with the Category A Participating Creditors under the April 2023 Scheme; and (ii) the Amended and Restated Deed of Settlement entered with the REPS holders, upon meeting the condition precedent set out therein.

As at 31 December 2024, the Group received the first instalment of the purchase consideration in December 2024, and the second instalment is due from the Purchaser of Yichang. The remaining 3 instalments are presented as non-current deferred consideration receivables and current deferred consideration receivables based on their respective due dates.

The Group did not recognise a loss allowance on deferred consideration receivables for the financial year ended 31 December 2024 because the Company has a high probability of completing the New CSA and Proposed Debt Restructuring within the next 12 months since (i) most of the conditions precedent of the New CSA and Supplementary Scheme were met by 31 December 2024 and (ii) with the implementation of the Scheme, the Company will transfer its shareholding in CES Yichang (which was set up to hold the deferred consideration receivables) to a nominee shareholder who shall hold the shares on trust for the Scheme Managers.

14 Cash and cash equivalents

	----- Group -----		----- Company -----	
	31.12.2024 US\$'000	31.12.2023 US\$'000	31.12.2024 US\$'000	31.12.2023 US\$'000
Cash and bank balance (restricted)	10,665	2,633	–	32
Cash at bank	230	25	212	21
	<u>10,895</u>	<u>2,658</u>	<u>212</u>	<u>53</u>

Included in cash and bank balance (restricted) is an amount of US\$10,243,000 (31 December 2023: US\$2,633,000) being restricted or earmarked by the secured lenders for various facilities granted. The Group is obliged to seek approval for disbursement of payments made from the secured lenders of the Group.

An amount of US\$422,000 (31 December 2023: US\$ Nil) which is also included in cash and bank balance (restricted) relates to the first instalment of the purchase consideration of Yichang received by the Group (Note 13). This amount is to be distributed in accordance with the terms of (i) the Supplementary Scheme of Arrangement entered into with the Category A Participating Creditors under the April 2023 Scheme; and (ii) the Amended and Restated Deed of Settlement entered with the REPS holders, upon meeting the condition precedent set out therein.

15 Trade and other payables

	----- Group -----		----- Company -----	
	31.12.2024	31.12.2023	31.12.2024	31.12.2023
	US\$'000	US\$'000	US\$'000	US\$'000
Non-current				
Staff retirement liabilities	199	152	–	–
	<u>199</u>	<u>152</u>	<u>–</u>	<u>–</u>
Current				
Trade payables	23	24	–	–
Loan from a shareholder	27,841	27,841	27,841	27,841
Non-trade amounts due to:				
- subsidiaries	–	–	28,220	27,749
- a related party	1,585	1,585	1,585	1,585
- joint ventures	455	470	455	470
Accrued operating expenses	5,560	1,998	3,745	617
Accrued interest payable	16,299	13,308	16,299	13,309
Other payables	2,131	2,016	2,032	1,890
	<u>53,894</u>	<u>47,242</u>	<u>80,177</u>	<u>73,461</u>
Total trade and other payables	<u>54,093</u>	<u>47,394</u>	<u>80,177</u>	<u>73,461</u>

Loan from a shareholder of the Group, amounting to US\$27,841,000 (31 December 2023: US\$27,841,000), is unsecured and bears principal interest at a fixed rate of 5.0% (31 December 2023: 5.0%) per annum. As disclosed in Note 2, the loan from a shareholder is included in the Scheme of Arrangement which was sanctioned by the Court. The interest accrual on loan from a shareholder had ceased upon the sanction of the Scheme of Arrangement.

The Group classified the entire loan obligations as “current liabilities” having breached covenants imposed by the shareholders.

Non-trade amounts due to a related party and joint ventures are unsecured, interest-free and are repayable on demand.

16 Financial liabilities

	----- Group -----		----- Company -----	
	31.12.2024 US\$'000	31.12.2023 US\$'000	31.12.2024 US\$'000	31.12.2023 US\$'000
Non-current				
Lease liabilities	166	1	–	–
	<u>166</u>	<u>1</u>	<u>–</u>	<u>–</u>
Current				
Secured loan	7,369	7,369	7,369	7,369
Secured loans from financial institutions	8,934	9,119	8,934	8,934
Lease liabilities	22	39	–	–
Intra-group financial guarantees	–	–	–	3,050
	<u>16,325</u>	<u>16,527</u>	<u>16,303</u>	<u>19,353</u>
Total financial liabilities	<u>16,491</u>	<u>16,528</u>	<u>16,303</u>	<u>19,353</u>

As at 31 December 2024, secured loan of US\$7,369,000 (31 December 2023: US\$7,369,000) relates to the loan assigned by a secured lender to CMIL. The loan is secured by first legal charge on the Group's assets with carrying amounts of US\$5,396,000 (31 December 2023: US\$5,748,000), legal assignment of the rental proceeds from the Group's assets, assignments of insurances in respect of the Group's assets in the lender's favour and all monies standing to the credit of the Group's receiving operating accounts in respect of the assets maintained by the Group with the lender.

During the financial year ended 31 December 2023, secured bank loan from a financial institution has been transferred to a secured loan following the completion of the loan purchase by the Subscriber from the financial institution as part of the New CSA. As at 31 December 2024 and 31 December 2023, the remaining bank loans are secured by corporate guarantees from the Company.

Discharge of secured lease liabilities and contingent liabilities

Following the completion of the disposal of Yichang, all liabilities and contingent liabilities of the Group relating to Yichang have ceased on the Disposal Date.

Default of secured bank loans and financial guarantees and breach of loan covenants

In prior years, the Group had not met its loan obligations and/or breached its loan covenants for certain secured term loans. As the affected loans can be called for repayment upon notification by the banks, those term loans were classified to current liabilities. As at 31 December 2024, the Group remained in default for these secured term loans. As at the date of this condensed interim financial statements, other than the notices received by the Group as announced on 3 February 2023, there were no notifications from banks for the affected loans to be settled on demand basis.

The secured loan from financial institutions of US\$8,934,000 (31 December 2023: US\$9,119,000) includes a financial guarantee obligation amounting to US\$2,086,000 (31 December 2023: US\$2,165,000) issued by a financial institution. This guarantee was related to the standstill agreement that expired on 31 October 2020 and remains unpaid. The financial institution did not extend the standstill agreement after its expiration. As a result, the financial guarantee obligation is classified as current liabilities as at 31 December 2024 and 31 December 2023. As disclosed in Note 2, the financial guarantee obligation is included in the Scheme of Arrangement which was sanctioned by the Court.

17 Share capital

	Group and Company			
	31.12.2024		31.12.2023	
	No. of shares '000	Amount US\$'000	No. of shares '000	Amount US\$'000
Issued and fully paid, with no par value				
At 1 January and 31 December	13,659,329	274,553	13,659,329	274,553

There was no change in the Company's share capital from 1 October 2024 to 31 December 2024.

As at 31 December 2024 and 31 December 2023, the Company had 13,659,328,535 ordinary shares in issue and 1,007,424,863 outstanding convertibles (include Employee Share Options Scheme, convertible perpetual capital securities and redeemable exchangeable preference shares) convertible into one ordinary share each.

Out of the above-said, as at 31 December 2024 and 31 December 2023, there were 7,299,270 redeemable exchangeable preference shares in a subsidiary available for exchange into 523,620,516 ordinary shares of the Company.

The Company did not hold any treasury shares and subsidiary holdings as at 31 December 2024 and 31 December 2023.

As at 31 December 2024, the issued and paid-up share capital excluding treasury shares of the Company comprised 13,659,328,535 (31 December 2023: 13,659,328,535) ordinary shares.

18 Disposal Group held for sale and discontinued operations

Under the New CSA, the Company undertook to divest its 80% shareholding interests in Yichang which owned China photovoltaic power plant ("**Yichang Divestment**") and utilise the proceeds from the Yichang Divestment to pare down the existing loans, payment of related transaction costs for the Yichang Divestment and/or as partial cash settlement of the Proposed Debt Restructuring.

The Company had on 7 April 2024, executed the equity transfer agreement for the sale of Yichang and subsequently completed the disposal of Yichang on the Disposal Date. Please refer to the circular dated 13 June 2024 and Company's announcement dated 23 September 2024 for more information.

As at 31 December 2023, following the Group's decision to sell Yichang (known as the "**Disposal Group**"), and in compliance with SFRS(I) 5 *Non-current Assets Held for Sale and Discontinued Operations*, the corresponding assets and liabilities of Yichang were classified as "Assets of Disposal Group classified as held for sale" and "Liabilities directly associated with Disposal Group classified as held for sale" respectively on the Statements of Financial Position. Its financial results have been reclassified and presented separately as "Discontinued operation" for the financial year ended 31 December 2023.

18 Disposal Group held for sale and discontinued operations (cont'd)

- (i) The results of the discontinued operations and re-measurement of the Disposal Group are as follow:

	Group			
	3 months ended		12 months ended	
	31.12.2024 (4Q 2024) US\$'000	31.12.2023 (4Q 2023) US\$'000	31.12.2024 (12M 2024) US\$'000	31.12.2023 (12M 2023) US\$'000
Revenue	–	634	1,983	3,093
Cost of sales	–	(198)	(149)	(859)
Administrative and marketing expenses	–	24	(3)	8
Other operating expenses	–	(7,642)	(1,079)	(7,642)
Finance cost	–	(258)	(621)	(1,365)
(Loss)/Profit before tax from discontinued operations	–	(7,440)	131	(6,765)
Income tax expense	–	(34)	–	(34)
Loss on disposal of discontinued operations	–	–	(35)	–
Net (loss)/profit for the period/year from discontinued operations	–	(7,474)	96	(6,799)

- (ii) The impact of the discontinued operations of the Disposal Group on the cash flows of the Group was as follows:

	Group	
	31.12.2024 US\$'000	31.12.2023 US\$'000
Operating cash inflows	866	1,508
Financing cash outflows	(529)	(1,588)
Total cash inflows/(outflows)	337	(80)

- (iii) Details of the assets of Disposal Group classified as held for sale were as follows:

	Group	
	31.12.2024 US\$'000	31.12.2023 US\$'000
Plant and equipment	–	383
Right of use assets	–	12,467
Deferred tax assets	–	673
Trade and other receivables (non-current)	–	528
Trade and other receivables (current) ⁽¹⁾	–	5,127
Cash and bank balance (restricted)	–	3
Total	–	19,181

- ⁽¹⁾ Included in trade and other receivables of the Disposal Group is an amount of accrued trade receivables of US\$4,469,000 as at 31 December 2023 which relates to the outstanding government subsidies in relation to the China photovoltaic power plant.

18 Disposal Group held for sale and discontinued operations (cont'd)

- (iv) Details of the liabilities of Disposal Group classified as held for sale were as follows:

	Group	
	31.12.2024	31.12.2023
	US\$'000	US\$'000
Trade and other payables (current)	–	3,042
Financial liabilities	–	13,824
Total ⁽¹⁾	<u>–</u>	<u>16,866</u>

- ⁽¹⁾ Excludes amount due to holding company of US\$3,324,000 as at 31 December 2023.

- (v) Details of the amounts recognised in other comprehensive income and accumulated in equity relating to Disposal Group classified as held for sale were as follows:

	Group	
	31.12.2024	31.12.2023
	US\$'000	US\$'000
Foreign currency translation reserves	–	209
Total	<u>–</u>	<u>209</u>

- (vi) Details of assets in non-current asset classified as held for sale of the Company were as follows:

	Company	
	31.12.2024	31.12.2023
	US\$'000	US\$'000
Investment in subsidiary corporation	–	2,679
Total	<u>–</u>	<u>2,679</u>

- (vii) The effects of the disposal on the cash flows of the Group were as follows:

	Group
	At the Disposal
	Date
	US\$'000
Plant and equipment	387
Right of use assets	11,231
Deferred tax assets	681
Trade and other receivables (non-current)	535
Trade and other receivables (current)	5,567
Cash and bank balance (restricted)	341
Trade and other payables (current)	(3,860)
Financial liabilities	<u>(12,406)</u>
Net assets derecognised	2,476
Non-controlling interests derecognised	(191)
Cumulative exchange differences reclassified from foreign exchange translation reserve on loss of control of subsidiary	<u>(304)</u>
Net assets disposed of	<u>1,981</u>

18 Disposal Group held for sale and discontinued operations (cont'd)

(vii) The effects of the disposal on the cash flows of the Group were as follows (cont'd):

Consideration receivable

	At the Disposal Date US\$'000
Cash	–
Deferred consideration receivables	3,210
Total consideration	<u>3,210</u>
Less: Transaction costs payable	<u>(1,264)</u>
Net consideration receivable	<u>1,946</u>

The deferred consideration receivables consist of five instalments of the purchase consideration, which will be settled in cash by the Purchaser. Subsequent to the Disposal Date, the first instalment equivalent to US\$422,000 was received in December 2024.

Loss on disposal

	At the Disposal Date US\$'000
Net consideration receivable	1,946
Less: Net assets disposed of (as above)	<u>(1,981)</u>
Loss on disposal	<u>(35)</u>

The loss on disposal is included in the profit for the period from discontinued operations (Note 18(i)).

Net cash outflow arising from disposal

	Group 31.12.2024 US\$'000
Cash consideration received (First instalment)	422
Less: Cash and cash equivalents disposed of	<u>(341)</u>
Effect of disposal of cash flow	<u>81</u>

19 Subsequent events

There are no known subsequent events which have led to adjustments to this set of interim financial statements.

Other Information Required by Listing Rule Appendix 7C

1 Whether the figures have been audited or reviewed, and in accordance with which auditing standard or practice

The condensed consolidated statement of financial position of Charisma Energy Services Limited and its subsidiaries as at 31 December 2024 and the related condensed consolidated profit or loss and other comprehensive income, condensed consolidated statement of changes in equity and condensed consolidated statement of cash flows for the fourth quarter and twelve-month period then ended and certain explanatory notes have not been audited or reviewed.

2 Where the figures have been audited or reviewed, the auditors' report (including any modifications or emphasis of a matter).

Not applicable.

3 Where the latest financial statements are subject to an adverse opinion, qualified opinion or disclaimer of opinion:-

3(a) Updates on the efforts taken to resolve each outstanding audit issue

Not applicable, as the Group's audit issue for the financial year ended 31 December 2023 ("FY2023") was with respect to material uncertainties related to going concern.

3(b) Confirmation from the Board that the impact of all outstanding audit issues on the financial statements have been adequately disclosed.

Not applicable, as the Group's audit issue for the financial year ended 31 December 2023 ("FY2023") was with respect to material uncertainties related to going concern.

4 A review of the performance of the group, to the extent necessary for a reasonable understanding of the group's business. It must include a discussion of the following:

- (a) any significant factors that affected the turnover, costs, and earnings of the group for the current financial period reported on, including (where applicable) seasonal or cyclical factors; and**
- (b) any material factors that affected the cash flow, working capital, assets or liabilities of the group during the current financial period reported on.**

Income Statement Review

Continuing operations

4Q 2024 vs 4Q 2023

The Group's revenue for the three months ended 31 December 2024 ("4Q 2024") decreased by US\$1,598,000 from US\$3,529,000 to US\$1,931,000 as compared to the corresponding three months ended 31 December 2023 ("4Q 2023") mainly due to decrease in generation output for the Sri Lanka mini hydro power plants ("MHPPs") as a result of less rainfall compared to 4Q 2023, with a lower average tariff rate¹. The decrease was partially offset by the strengthening of the Sri Lankan Rupee against the United States Dollar between 4Q 2024 and 4Q 2023.

The Group's cost of sales for 4Q 2024 increased by US\$39,000 to US\$445,000 as compared to 4Q 2023. The increase in cost of sales was mainly due to higher maintenance and operation costs incurred on the MHPPs as a

¹ Tariff rate refers to the agreed price per unit of energy exported to the grid.

result of replacement parts to enhance the performance and efficiency of machinery and equipment in MHPPs facilities.

As a result of the above, the Group's gross profit for 4Q 2024 decreased by US\$1,637,000 to US\$1,486,000 as compared to 4Q 2023.

Other operating income in 4Q 2024 was mainly attributed to the receipt of late payment interest on overdue invoices from the customer.

Administrative and marketing expenses in 4Q 2024 decreased by US\$162,000 to US\$490,000 as compared to 4Q 2023 mainly due to higher professional fees in 4Q 2023 for Company's application of trading resumption proposal.

Finance income in 4Q 2024 increased by US\$52,000 to US\$169,000 as compared to 4Q 2023 mainly due to the increase in interest income on the restricted cash as fixed deposits held by the Group in Sri Lanka.

Finance costs in 4Q 2024 increased by US\$372,000 to US\$888,000 as compared to 4Q 2023 mainly due to higher interest rate charged on the Group's borrowings which remains in default. The interest rate charged on the Group's borrowings will reduce when the Convertible Loan Agreement comes into effect.

Income tax expense in 4Q 2024 decreased by US\$768,000 to US\$369,000 as compared to 4Q 2023 largely due to lower dividend taxes incurred by the Group in Sri Lanka as lesser dividend income was received by the Group from its subsidiary corporations in Sri Lanka.

12M 2024 vs 12M 2023

The Group's revenue for the twelve months ended 31 December 2024 ("**12M 2024**") increased by US\$1,052,000 from US\$5,842,000 to US\$6,894,000 as compared to the corresponding twelve months ended 31 December 2023 ("**12M 2023**") mainly due to higher generation coupled with higher average tariff rates for the MHPPs, recognition of revenue for plants with PPA renewed during the period as well as strengthening of the Sri Lankan Rupee against United States Dollar between 12M 2024 and 12M 2023.

The Group's cost of sales for 12M 2024 increased by US\$415,000 to US\$1,990,000 as compared to 12M 2023. The increase in cost of sales was mainly due to increase in maintenance and replacement costs as a result of turbine runners breakdown for a plant in Sri Lanka.

As a result of the above, the Group's gross profit for 12M 2024 increased by US\$637,000 to US\$4,904,000 as compared to 12M 2023.

Other operating income in 12M 2024 of US\$2,084,000 was largely due to a one-off receipt of late payment interest on overdue invoices from the customer, which was received in 12M 2024. In contrast, other operating income in 12M 2023 was largely due to gain from disposal of AHTS vessels.

Administrative and marketing expenses in 12M 2024 increased by US\$1,748,000 to US\$3,878,000 as compared to 12M 2023 mainly due to increase in professional fees incurred for the Group's corporate actions in respect of Supplementary Scheme, extraordinary general meeting in relation to Yichang Divestment and accrual of transaction costs relating to the Company's corporate restructuring exercise.

Finance income in 12M 2024 increased by US\$22,000 to US\$506,000 as compared to 12M 2023 mainly due to increase in interest income on the restricted cash held as fixed deposits and cash balance held by the Group in Sri Lanka.

Finance costs in 12M 2024 increased by US\$375,000 to US\$3,104,000 as compared to 12M 2023 mainly due to higher interest of US\$495,000 due to higher interest rate and higher overdraft interest of US\$11,000 during the period, partially offset by the cessation of interest charge by a related company of US\$138,000 upon Scheme of Arrangement being sanctioned.

Income tax expense in 12M 2024 increased by US\$380,000 to US\$1,849,000 as compared to 12M 2023 mainly due to higher profit before tax recorded by the Group in 12M 2024, partially offset by the lower dividend tax paid due to lower dividend received from its subsidiary corporations in Sri Lanka in 12M 2024.

Discontinued operations

The Group's operation in China meets the criteria to be classified as held for sale. Accordingly, financial results of the Disposal Group for the 4Q 2024 versus 4Q 2023 as well as the 12M 2024 versus 12M 2023 are presented as a single line item in the Consolidated Statement of Profit or Loss – "Discontinued Operations". Refer to Note 15 for details.

4Q 2024 vs 4Q 2023

There was no revenue, cost of sales and expenses recorded during the 4Q 2024 as compared to 4Q2023 following the completion of Yichang Divestment in 3Q 2024.

12M 2024 vs 12M 2023

Net profit from discontinued operations in 12M 2024 mainly arose from the absence of revenue, cost of sales and expenses for discontinued operations in 4Q 2024 following the completion of the Yichang Divestment. As compared to 12M 2023, the decrease in other operating expenses of US\$6,563,000 was mainly due to: (i) cessation of impairment loss charge on the accrued trade receivables in relation to the China photovoltaic power plant since the third quarter of 2024; (ii) coupled with the decrease in finance cost by US\$744,000 due to the refinancing exercise in June 2024; and (iii) the decrease in costs of sales by US\$710,000 due to cessation of depreciation charge on the plant and equipment and right-of-use assets of the Disposal Group. This was partially offset by the decrease in revenue by US\$1,110,000 mainly due to cessation of recognition on certain subsidy revenue from the Disposal Group.

Statement of Financial Position Review

Non-current Assets

The Group's Non-current Assets amounted to US\$6,327,000 as at 31 December 2024. The increase of US\$476,000 as compared to 31 December 2023 was mainly due to the deferred consideration receivable in relation to Yichang Divestment, coupled with the recognition of US\$178,000 additional right-of-use assets from Sri Lanka operations' lease renewal, partially offset by the net decrease in the carrying value of the plant and equipment of US\$351,000 primarily due to depreciation expense charge during the year.

Current Assets

The Group's Current Assets amounted to US\$15,038,000 as at 31 December 2024. The increase of US\$7,670,000 as compared to 31 December 2023 was mainly due to the increase in cash and bank balance (restricted) of US\$8,032,000, recognition of deferred consideration receivable of US\$2,055,000 in relation to Yichang Divestment, partially offset by decrease in trade receivables of US\$2,596,000. The higher cash and bank balance (restricted) was attributable to the collection of late payment interest of US\$2,182,000 on overdue invoices from the customer and the higher revenue during the 12M 2024 as described above, coupled with lower trade receivables due to better collection of outstanding trade receivables in 12M 2024.

Assets of Disposal Group classified as held for sale

The cessation of recognition of Assets of Disposal Group classified as held for sale was due to the completion of Yichang Divestment as announced by the Company on 23 September 2024.

Total Liabilities

The Group's Total Liabilities amounted to US\$72,271,000 as at 31 December 2024. Within the Current Liabilities, the increase of US\$6,812,000 as compared to 31 December 2023 was mainly due to higher in trade and other payables because of (i) accrual of interest payable on loans of US\$2,991,000; (ii) provision for transaction costs attributed to Yichang Divestment and restructuring exercise of US\$2,555,000; and (iii) other accrued operating expenses of US\$923,000.

Liabilities directly associated with Disposal Group classified as held for sale

The cessation of recognition of Liabilities directly associated with Disposal Group classified as held for sale was due to completion of Yichang Divestment as announced by the Company on 23 September 2024.

Statement of Cash Flows Review

4Q 2024 vs 4Q 2023

Cash Flow from Operating Activities

The Group's net cash from operating activities of US\$1,365,000 in 4Q 2024 was largely attributable to the lower revenue as a result of lower generation in 4Q 2024 compared to 4Q 2023.

Cash Flow from Investing Activities

The Group's net cash from investing activities in 4Q 2024 primarily due to receipt of first instalment proceeds from disposal of Yichang coupled with interest income received during the period.

Cash Flow from Financing Activities

The Group's net cash used in financing activities in 4Q 2024 was US\$1,747,000. This was mainly due to the increase in restricted cash of US\$1,530,000 attributed to the collection from customer which had been restricted or earmarked by the lender for various facilities granted. This was partially alleviated by the decrease in repayment of overdraft facilities by subsidiary (as compared to 4Q 2023).

12M 2024 vs 12M 2023

Cash Flow from Operating Activities

The Group's net cash from operating activities in 12M 2024 was US\$8,545,000. As compared to the previous corresponding year, the increase in net cash from operating activities was largely due to higher revenue coupled with the group's collection efforts from trade and other receivables in 12M 2024.

Cash Flow from Investing Activities

The Group's net cash from investing activities in 12M 2024 was US\$463,000. As compared to the previous corresponding year, the decrease in net cash from investing activities was largely due to the non-recurring of proceeds from disposal of AHTS vessels amounting to US\$1,400,000 in 12M 2023.

Cash Flow from Financing Activities

The Group's net cash used in financing activities in 12M 2024 was US\$8,803,000. Higher cash used in financing activities was mainly due to the increase in restricted cash attributed to the collection from customer which had been restricted or earmarked by the lender for various facilities granted, which was partially offset by the decrease in finance cost paid in 12M 2024 as compared to 12M 2023 as well as utilisation of the proceeds from disposal of AHTS towards the repayment of borrowings (which did not recur in 12M 2024) and finance cost in 12M 2023.

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

Not applicable. No forecast or prospect statement had been previously disclosed to shareholders.

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

As at the date of this announcement, the Group would like to update that:

- (a) In relation to the Sri Lanka mini hydro power plants operations, the plants continue to operate smoothly and generate a positive operating cashflow as evidenced by Consolidated Statement of Cash Flows. The operations in Sri Lanka are subject to vagaries of changing weather pattern and the effects of climate change. In addition, any unforeseen or unscheduled maintenance may also affect the operations and hence cash flow from the Sri Lanka mini hydro power plants ("MHPPs").

The recent change in government in Sri Lanka after the presidential election in November 2024 may lead to policy changes which affect the electricity market and energy prices for new renewable projects. Notwithstanding this, the macro economic factors affecting the Company seem to be stabilizing: the Sri Lankan Rupee is averaging 297.61 Rupees to 1 United States Dollar in January 2025 (versus 316.98 in January 2024)

and average weighted prime lending rates are decreasing (11.93% in December 2024 versus 14.21% in December 2023)².

- (b) On 23 December 2024, the Company submitted an application letter to the Securities Industry Council of Singapore seeking a waiver of the obligation of the Subscriber to make a mandatory general offer under Rule 14 of the Singapore Code on Take-overs and Mergers for the Shares not held by the Subscriber following the allotment and issue of the Subscription Shares under the New CSA, the Option Shares pursuant to the exercise of the options under the terms and conditions of the Options under the New CSA and the Conversion Shares pursuant to any conversion under the Convertible Loan Agreement, subject to certain conditions. The Company will keep shareholders informed of any developments in relation thereto.
- (c) The Company is seeking approval from CMIL under the Original Loan Agreements for operational expenses of the Group on a monthly basis to be funded from the cashflows generated from the operations of the Sri Lanka Hydro-Power Plants. As the restructuring of the Group is still in progress, there have been some payment delays to the service providers. The Company is working closely with CMIL and the Subscriber to settle the payment arrears.
- (d) In relation to the sale of the Company's 80.0% equity interest in Yichang, the proceeds from the disposal of Yichang are to be distributed in accordance with the terms of (i) the Supplementary Scheme of Arrangement entered into with the Category A Participating Creditors under the April 2023 Scheme; and (ii) the Amended and Restated Deed of Settlement entered with the REPS Holders, upon meeting the conditions precedent set out therein. The Company is actively engaging with the Purchaser on the payment of the Second Transfer Price which was due on 5 November 2024.
- (e) Upon the receipt of the whitewash waiver from the Securities Industry Council of Singapore, the Company will be seeking shareholders' approval for, inter alia, the following corporate actions in due course:
 - (1) The proposed allotment and issue of subscription shares, grant of unlisted and freely transferable share options, issue of conversion shares pursuant to the CLA and transfer of controlling interest to the Subscriber;
 - (2) The proposed allotment and issue of settlement shares to creditors of the Company pursuant to the Proposed Debt Restructuring;
 - (3) The proposed share consolidation of all of the issued shares of the Company; and
 - (4) The proposed whitewash resolution for the waiver by independent shareholders of their right to receive a mandatory general offer from the Subscriber for all the issued shares in the capital of the Company not already owned or controlled by the Subscriber and its concert parties.

The Company will make necessary announcements as and when there are further material developments on the above matter.

7 Dividend

(a) Current Financial Period Reported on

No dividend was declared for the current financial period reported on.

(b) Corresponding Period of the Immediately Preceding Financial Year

No dividend was declared for the corresponding period of the immediately preceding financial year.

(c) Date payable

Not applicable.

² https://www.cbsl.gov.lk/sites/default/files/cbslweb_documents/statistics/wei/WEI_20250131_e.pdf

(d) Books closure date

Not applicable.

8 If no dividend has been declared/recommended, a statement to that effect and the reason(s) for the decision

As the Company incurred losses for 4Q 2024 and 12M 2024, no dividend has been declared or recommended for the financial period.

9 A breakdown of the total annual dividend (in dollar value) for the issuer's latest full year and its previous full year

Not applicable. No dividend has been declared or recommended for 12M 2024 and 12M 2023.

10 A breakdown of sales

Please refer to Note 5.2 of the condensed interim financial statements for details.

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

Please refer to Note 5.1 of the condensed interim financial statements for details.

12 In the review of performance, the factors leading to any material changes in contribution to turnover and earnings by the business or geographical segments

Please refer to paragraph 4 under Other Information Required by Listing Rule Appendix 7C.

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

The Group had not obtained a general and specific mandate from shareholders for interested person transactions ("IPTs") since it has lapsed on 31 July 2023. However, there was no IPTs during the period from 1 January 2024 to 31 December 2024.

14 Additional information required pursuant to Rule 706A

Incorporation of CES Yichang Pte Ltd

The Company had on 4 April 2024, incorporated a subsidiary corporation, CES Yichang Pte Ltd which has a total issued and paid-up share capital of S\$1.00 comprising 1 ordinary share.

Sale of equity interests in Yichang Smartpower Green Electricity Co., Ltd

The Company had on 7 April 2024 entered into the equity transfer agreement with the Purchaser to dispose 80% of the issued and fully-paid shares in the capital of Yichang Smartpower Green Electricity Co., Ltd. The disposal was completed on 19 September 2024.

Please refer to the circular dated 13 June 2024 and announcement released on 23 September 2024 for more information.

Save as disclosed above, the Company did not acquire and dispose any shares in any companies during 4Q 2024.

15 Confirmation of undertakings from Directors and Executive Officers

The Company has procured undertakings from all its directors and executive officers (in the format set out in Appendix 7H) under Catalist Rule 720(1).

16 Disclosure of person occupying a managerial position in the issuer or any of its principal subsidiaries who is relative of a director or chief executive officer or substantial shareholder of the issuer pursuant to Rule 704(10) in the format below. If there are no such persons, the issuer must make an appropriate negative statement.

Pursuant to Rule 704(10) of the Catalist Rules, the Company confirms that there is no person occupying a managerial position in the Company or in any of its subsidiaries who is a relative of a director, chief executive officer or substantial shareholder of the Company.

On behalf of the Board of Directors

.....
Chew Thiam Keng
Non-Executive Chairman

.....
Tan Tiong Huat Alex
Independent Non-Executive Director

BY ORDER OF THE BOARD

Cho Form Po
Company Secretary
1 March 2025

This announcement has been reviewed by the Company's sponsor, PrimePartners Corporate Finance Pte. Ltd. (the "Sponsor"). It has not been examined or approved by the Singapore Exchange Securities Trading Limited (the "Exchange") and the Exchange assumes no responsibility for the contents of this document, including the correctness of any of the statements or opinions made or reports contained in this document.

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