



Coolan Group Limited

**COOLAN GROUP LIMITED
AND ITS SUBSIDIARIES
Registration Number: 199400571K**

Condensed Interim Financial Statements
For the six months
Ended 31 December 2024

COOLAN GROUP LIMITED AND ITS SUBSIDIARIES

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COOLAN GROUP LIMITED AND ITS SUBSIDIARIES

**CONDENSED INTERIM CONSOLIDATED STATEMENT OF PROFIT OR LOSS AND
OTHER COMPREHENSIVE INCOME**

		3 months ended 31 December 2024	3 months ended 31 December 2023		6 months ended 31 December 2024	6 months ended 31 December 2023	
	Note	Unaudited S\$'000	Unaudited S\$'000	%	Unaudited S\$'000	Unaudited S\$'000	%
Revenue	4	-	3,479	(100)	-	5,970	(100)
Other income		70	211	(67)	370	524	(29)
Purchases of finished goods		-	(2,305)	(100)	-	(5,415)	(100)
Changes in inventories of finished goods		-	(647)	(100)	-	183	(100)
Employee benefits expense		(431)	(635)	(32)	(824)	(1,440)	(43)
Depreciation of property, plant and equipment		(427)	(81)	427	(832)	(164)	407
Depreciation of right-of-use assets		(100)	(244)	(59)	(200)	(478)	(58)
Other operating expenses		(412)	(1,422)	(71)	(1,016)	(2,223)	(54)
Finance costs		(58)	(68)	(15)	(118)	(323)	(64)
Loss before taxation	6	(1,358)	(1,712)	(21)	(2,620)	(3,366)	(22)
Taxation	7	3	-	N.M.	11	-	N.M.
Loss for the period		(1,355)	(1,712)	(21)	(2,609)	(3,366)	(23)

N.M.: Not Meaningful

See accompanying notes to condensed interim financial statements.

COOLAN GROUP LIMITED AND ITS SUBSIDIARIES

**CONDENSED INTERIM CONSOLIDATED STATEMENT OF PROFIT OR LOSS AND
OTHER COMPREHENSIVE INCOME (CONT'D)**

	3 months ended 31 December 2024 Unaudited S\$'000	3 months ended 31 December 2023 Unaudited S\$'000	%	6 months ended 31 December 2024 Unaudited S\$'000	6 months ended 31 December 2023 Unaudited S\$'000	%
Other comprehensive income/(loss):						
Item that may be reclassified subsequently to profit of loss:						
Foreign currency translation gain/(loss) on consolidation	24	(21)	N.M.	(12)	(187)	(94)
Other comprehensive income/(loss) for the financial period, net of tax	24	(21)	N.M.	(12)	(187)	(94)
Total comprehensive loss for the financial period	(1,331)	(1,733)	(23)	(2,621)	(3,553)	(26)
Loss attributable to:						
Owners of the Company	(1,034)	(1,650)	(37)	(2,062)	(3,264)	(37)
Non-controlling interests	(321)	(62)	418	(547)	(102)	436
	(1,355)	(1,712)	(21)	(2,609)	(3,366)	(23)
Total comprehensive loss attributable to:						
Owners of the Company	(1,027)	(1,671)	(39)	(2,064)	(3,451)	(40)
Non-controlling interests	(304)	(62)	390	(555)	(102)	444
	(1,331)	(1,733)	(23)	(2,619)	(3,553)	(26)
Loss per share attributable to owners of the Company (cent)						
- Basic and diluted	(0.50)	(0.79)		(0.99)	(1.57)	

N.M.: Not Meaningful

See accompanying notes to condensed interim financial statements.

COOLAN GROUP LIMITED AND ITS SUBSIDIARIES

CONDENSED INTERIM STATEMENTS OF FINANCIAL POSITION

		Group		Company	
		31 December 2024 Unaudited S\$'000	30 June 2024 Unaudited S\$'000	31 December 2024 Unaudited S\$'000	30 June 2024 Unaudited S\$'000
Note					
ASSETS					
Non-current assets					
Property, plant and equipment	9	25,068	25,758	88	115
Intangible assets	10	-	-	-	-
Right-of-use assets		1,656	1,860	136	243
Subsidiaries		-	-	7,309	7,309
Long-term receivables		1,051	1,054	-	-
Total non-current assets		27,775	28,672	7,533	7,667
Current assets					
Inventories		-	36	-	-
Trade and other receivables		1,931	1,958	2,856	2,869
Prepayments		575	45	30	9
Cash and bank balances		6,370	7,972	32	204
Total current assets		8,876	10,011	2,918	3,082
Total assets		36,651	38,683	10,451	10,749
EQUITY AND LIABILITIES					
EQUITY					
Share capital	11	120,784	120,784	120,784	120,784
Treasury shares	12	(1,182)	(1,182)	(1,182)	(1,182)
Other reserves		1,241	1,245	62	62
Accumulated losses		(154,425)	(152,363)	(160,546)	(159,492)
Equity attributable to equity holder of the Company		(33,582)	(31,516)	(40,882)	(39,828)
Non-controlling interests		(1,023)	(468)	-	-
Total equity		(34,605)	(31,984)	(40,882)	(39,828)

See accompanying notes to condensed interim financial statements.

COOLAN GROUP LIMITED AND ITS SUBSIDIARIES

CONDENSED INTERIM STATEMENTS OF FINANCIAL POSITION (CONT'D)

	Note	Group		Company	
		31 December 2024	30 June 2024	31 December 2024	30 June 2024
		Unaudited S\$'000	Unaudited S\$'000	Unaudited S\$'000	Unaudited S\$'000
LIABILITIES					
Non-current liabilities					
Lease liabilities	13	1,394	1,479	-	46
Provision for dismantling costs		25	25	25	25
Trade payables		199	83	-	-
Total non-current liabilities		1,618	1,587	25	71
Current liabilities					
Trade and other payables		67,384	66,807	51,166	50,296
Contract liabilities		19	19	-	-
Borrowings	13	1,865	1,865	-	-
Lease liabilities	13	367	386	142	210
Current income tax payable		3	3	-	-
Total current liabilities		69,638	69,080	51,308	50,506
Total liabilities		71,256	70,667	51,333	50,577
Total equity and liabilities		36,651	38,683	10,451	10,749

See accompanying notes to condensed interim financial statements.

COOLAN GROUP LIMITED AND ITS SUBSIDIARIES

CONDENSED INTERIM STATEMENTS OF CHANGES IN EQUITY

	<----- Attributable to owners of the Company ----->							Non-controlling interests	Total equity
	Share capital	Treasury shares	Foreign currency translation reserve	Capital reserve	Other reserves	Merger reserves	Accumulated losses		
	S\$'000	S\$'000	S\$'000	S\$'000	S\$'000	S\$'000	S\$'000	S\$'000	S\$'000
Group									
Balance as at 1 July 2024	120,784	(1,182)	214	62	33	936	(152,363)	(31,516)	(31,984)
Loss for the financial period	-	-	-	-	-	-	(2,062)	(2,062)	(2,609)
Other comprehensive loss									
- Foreign currency translation differences	-	-	(2)	-	-	(2)	-	(4)	(12)
Total comprehensive loss for the financial period	-	-	(2)	-	-	(2)	(2,062)	(2,066)	(2,621)
Balance as at 31 December 2024	120,784	(1,182)	212	62	33	934	(154,425)	(33,582)	(34,605)

See accompanying notes to condensed interim financial statements.

COOLAN GROUP LIMITED AND ITS SUBSIDIARIES

CONDENSED INTERIM STATEMENTS OF CHANGES IN EQUITY (CONT'D)

	<----- Attributable to owners of the Company ----->							Non-controlling interests	Total equity
	Share capital	Treasury shares	Foreign currency translation reserve	Capital reserve	Other reserves	Reserve of disposal group classified as held for sale	Accumulated losses		
Group	S\$'000	S\$'000	S\$'000	S\$'000	S\$'000	S\$'000	S\$'000	S\$'000	S\$'000
Balance as at 1 July 2023	120,784	(1,182)	201	-	33	1,016	(152,819)	(31,967)	(33,480)
Loss for the financial period	-	-	-	-	-	-	(3,264)	(3,264)	(3,366)
Other comprehensive loss									
- Foreign currency translation differences	-	-	13	-	-	(200)	-	(187)	(187)
Total comprehensive loss for the financial period	-	-	13	-	-	(200)	(3,264)	(3,451)	(3,553)
Balance as at 31 December 2023	120,784	(1,182)	214	-	33	816	(156,083)	(35,418)	(37,033)

See accompanying notes to condensed interim financial statements.

COOLAN GROUP LIMITED AND ITS SUBSIDIARIES

CONDENSED INTERIM STATEMENTS OF CHANGES IN EQUITY (CONT'D)

Company	Share capital S\$'000	Treasury shares S\$'000	Capital reserve S\$'000	Accumulated losses S\$'000	Total equity S\$'000
Balance as at 1 July 2024	120,784	(1,182)	62	(159,492)	(39,828)
Profit for the year, representing total comprehensive loss for the financial period	-	-	-	(1,054)	(1,054)
Balance as at 31 December 2024	<u>120,784</u>	<u>(1,182)</u>	<u>62</u>	<u>(160,546)</u>	<u>(40,882)</u>
Balance as at 1 July 2023	120,784	(1,182)	62	(153,146)	(33,482)
Profit for the year, representing total comprehensive loss for the financial period	-	-	-	(1,853)	(1,853)
Balance as at 31 December 2023	<u>120,784</u>	<u>(1,182)</u>	<u>62</u>	<u>(154,999)</u>	<u>(35,335)</u>

See accompanying notes to condensed interim financial statements.

COOLAN GROUP LIMITED AND ITS SUBSIDIARIES

CONDENSED INTERIM CONSOLIDATED STATEMENT OF CASH FLOWS

	Group	
	6 months ended 31 December 2024 Unaudited S\$'000	6 months ended 31 December 2023 Unaudited S\$'000
Cash flows from operating activities		
Loss before taxation:	(2,620)	(3,366)
Adjustments for:		
Depreciation of property, plant and equipment	832	164
Depreciation of right-of-use assets	200	478
Interest expense	118	323
Unrealised foreign exchange differences	-	486
Operating cash flows before working capital changes:	(1,915)	(1,915)
Changes in inventories	36	(183)
Changes in trade and other receivables	34	(273)
Changes in prepayments	(530)	(709)
Changes in trade and other payables	522	6,006
Cash generated from operations	(1,408)	2,926
Income tax rebate	11	-
Net cash (used in)/generated from operating activities	(1,397)	2,926
Cash flows from investing activities		
Advance received from disposal of subsidiary	-	5,589
Advance for the acquisition of subsidiary	-	(747)
Purchase of property, plant and equipment	(217)	(276)
Net cash (used in)/ generated from investing activities	(217)	4,566

See accompanying notes to condensed interim financial statements.

COOLAN GROUP LIMITED AND ITS SUBSIDIARIES

CONDENSED INTERIM CONSOLIDATED STATEMENT OF CASH FLOWS (CONT'D)

	Group	
	6 months ended 31 December 2024 Unaudited S\$'000	6 months ended 31 December 2023 Unaudited S\$'000
Cash flows from financing activities		
Interest paid	(9)	(323)
Proceeds from loans	-	1,900
Repayment of loans	-	(2,503)
Repayment of lease liabilities	(175)	(99)
Pledged fixed deposits	-	32
Advance from a creditor	200	-
Repayment to a creditor	-	(2,818)
Net cash generated from/(used in) financing activities	16	(3,811)
Net (decrease)/increase in cash and cash equivalents	(1,598)	3,681
Cash and cash equivalents at beginning of financial period	7,877	4,467
Exchange differences on translation of cash and cash equivalents	(17)	(133)
Cash and cash equivalents at end of financial period	6,262	8,015
Cash and cash equivalents comprise the following:		
Cash and bank balances and fixed deposits	6,370	7,673
Disposal groups classified as held for sale	-	343
Less: Cash restricted in use	(108)	(1)
Cash and cash equivalents at end of financial period	6,262	8,015

See accompanying notes to condensed interim financial statements.

COOLAN GROUP LIMITED AND ITS SUBSIDIARIES

NOTES TO THE CONDENSED INTERIM CONSOLIDATED FINANCIAL STATEMENTS

1 Corporate information

Coolan Group Limited (the “**Company**”) (Co. Reg. No. 199400571K) is a limited liability company incorporated and domiciled in Singapore. The address of its registered office and principal place of business is at 456 Alexandra Road, #24-01 Fragrance Empire Building, Singapore 119962. The Company is listed on the Singapore Exchange Securities Trading Limited. These condensed interim consolidated financial statements as at and for the six months ended 31 December 2024 comprise the Company and its subsidiaries (collectively, the “**Group**”).

The principal activities of the Company are that of an investment holding Company. The principal activities of the Group as at 31 December 2024 were:

- (a) Coal storage and sales and general cargo loading and unloading;
- (b) Management services and investment holding.

Proposed Restructuring Exercise

The Company on 9 January 2023 applied to the High Court of the Republic Singapore (the “**Court**”) for moratorium protection pursuant to Section 64 of the Insolvency, Restructuring, and Dissolution Act 2018 (“**IRDA**”). On 6 February 2023, the Court granted the moratorium protection sought until 9 July 2023, which was subsequently extended to 9 October 2023, and further extended to 9 December 2023. The purpose of the moratorium is to facilitate the reorganisation of the liabilities and business of the Company and the Group, to preserve the value of the Group’s core business and maintain a sustainable capital structure. During the moratorium, the Company worked with its advisors to formulate a “pre-packaged” scheme of arrangement pursuant to Section 71 of the IRDA which would benefit all its creditors at large (the “**Scheme**”).

Following the proposal of the Scheme to its creditors, the Company applied to the Court for an order approving the Scheme and on 1 December 2023, the Court granted the orders sought, thereby approving the Scheme. The Ontario Whitewash Waiver (as defined in the announcement dated 24 October 2023) has also been granted by the Securities Industry Council subject to the conditions disclosed in the announcement.

The restructuring exercise is still ongoing as at the date of these financial statements.

2 Basis of preparation

The condensed interim financial statements are for the six months ended 31 December 2024 have been prepared in accordance with 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 audited financial statements for the year ended 30 June 2023.

The accounting policies adopted are consistent with those of the previous financial year which were prepared in accordance with SFRS(I)s, except for the adoption of new and amended standards as set out in Note 2.1.

The condensed interim financial statements are presented in SGD or S\$, which is the Company’s functional currency and all values in the tables are rounded to the nearest thousand (S\$’000), except when otherwise indicated.

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2 Basis of preparation (cont'd)

2.1 New and amended standards adopted by the Group

A number of amendments to Standards has become applicable for the current reporting period. The Group did not have to change its accounting policies or make retrospective adjustments as a result of adopting those standards.

2.2 Use of judgements and estimates

Critical judgements in applying the entity's accounting policies

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 financial year ended 30 June 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.

Going concern assumptions

During the financial period ended 31 December 2024, the Group reported net loss of S\$ 2,609,000 (31 December 2023: 3,366,000) and the Company reported a net loss of S\$1,054,000 (31 December 2023: S\$1,367,000). The Group's and the Company's current liabilities exceeded the current assets by S\$60,762,000 (30 June 2024: S\$59,069,000) and S\$48,390,000 (30 June 2024: S\$47,424,000) respectively. These conditions indicate the existence of material uncertainties that may cast significant doubts about the Group's and the Company's abilities to continue as going concerns.

The Directors of the Company are of the view that the going concern assumption is appropriate for the preparation of these financial statements based on the following assessments:

- (i) On 9 January 2023, the Company applied to the Court for moratorium protection pursuant to Section 64 of the IRDA. On 6 February 2023, the Court granted a moratorium until 9 July 2023, which was subsequently extended to 9 October 2023, and thereafter until 9 December 2023. The purpose of the moratorium was to facilitate the reorganisation of the liabilities and the business of the Company and the Group, and to maintain a sustainable capital structure.

During the moratorium, the Company worked with its advisors to formulate the Scheme. The scheme document, comprising, among other things, the Scheme and the Explanatory Statement, was sent to the creditors on 6 September 2023. Under the Scheme, each creditor (save for 3 creditors that are related to the Company) ("**Class A Scheme Creditor**") was given the option to elect between (a) converting approximately 1% of its debt into equity in the Company ("**Equity Option**"), or (b) receiving a cash payment equivalent to up to 6% of its debt ("**Cash Option**"), in full and final settlement of its debt. In addition, any surplus cash that the Company receives from the disposal of Shanghai Fengwei Garment Accessory Co., Ltd. ("**Shanghai Fengwei**") would be distributed *pari passu* to the Class A Scheme Creditors. The objective of the Scheme is to restructure the liabilities of the Company by reducing the Company's debt to a sustainable level, and thereby allow the Company to continue as a going concern.

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2 Basis of preparation (cont'd)

2.2 Use of judgements and estimates (cont'd)

Critical judgements in applying the entity's accounting policies (cont'd)

Going concern assumption (cont'd)

The Scheme was approved by all the Class A Scheme Creditors that voted on the Scheme. On 20 October 2023, the Company consequently applied to the Court to approve the Scheme pursuant to Section 71(1) of the IRDA. On 1 December 2023, the Court sanctioned the Scheme.

- (ii) The Scheme is subject to several conditions precedent being met prior to 1 December 2024, including obtaining the approval of the SGX-ST for the resumption of trading of the Company's shares on the Mainboard of the SGX-ST. The Company has made an application to the SGX-ST for the resumption of trading of its shares. SGX-ST is currently reviewing the Company's application and has made several queries, which the Company is addressing.
- (iii) 2810198 Ontario ("**Ontario**"), the largest creditor of the Group, has elected for the Equity Option. In the event that the Scheme is implemented, Ontario is expected to hold 70% of the shares of the Company. Ontario has plans to use the Company as a vehicle to hold various businesses. The future value of the Company will be underpinned by the value of the businesses and investments that Ontario injects into the Company.
- (iv) In the meantime, Ontario has provided the Company with rescue financing. On 14 September 2023, the Company and Ontario executed an agreement for Ontario to provide rescue financing of up to S\$5.9 million to the Company, to fund (i) the Company's working capital requirements, (ii) the Company's restructuring costs, and (iii) the implementation of the Cash Option under the Scheme. Following the Company's application to the Court pursuant to Section 67(1) of the IRDA, the debt arising from Ontario's rescue financing has been conferred priority over all the preferential debts specified in Section 203(1)(a) to (i) of the IRDA and all other unsecured debts.
- (v) On 22 November 2024, the Company convened a Creditors' Meeting to pass Special Resolutions relating to the approval of (i) the expansion of the DIP Facility and (ii) modifications to the Scheme, including, *inter alia*, extension of the Drop Dead Date to 1 March 2025. The Special Resolutions were passed unanimously.
- (vi) HYI is currently under stoppage order from government. The management have completed all the requirements except for Quick Loading System which the management believes is optional. Management believes that HYI will be able to resume operations in April 2025 and will take about a month to return to its pre-stoppage shipment volume. Due to shut-down of the HYI operation is temporary in nature, the Management believe the group is still able to operate as a going concern.

The Directors are of the opinion that the above would allow the Group to restructure its operations and enable the Group and the Company to pay their debts as and when they fall due.

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2 Basis of preparation (cont'd)

2.2 Use of judgements and estimates (cont'd)

Critical judgements in applying the entity's accounting policies (cont'd)

Going concern assumption (cont'd)

For these reasons, the financial statements have been prepared on the assumptions that the Group and Company will continue as going concerns. The financial statements did not include any adjustments that may result in the event that the Group and Company are unable to continue as going concerns. In the event that the Group and Company are unable to continue in operational existence for the foreseeable future, the Group and Company may be unable to realise its assets and discharge its liabilities in the normal course of business and adjustments may have to be made to reflect the situation that assets may need to be realised other than in the normal course of business and at amounts which could differ significantly from the amounts at which they are currently recorded in the statements of financial position. In addition, the Group and Company may have to provide for further liabilities that might arise, and to reclassify non-current assets and liabilities as current assets and liabilities. No such adjustments have been made in the financial statements.

Key sources of estimation uncertainty

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 period are included in the following notes:

Impairment of trade and other receivables

The Group has applied the simplified approach within SFRS(I) 9, based on lifetime ECL, in determining the loss allowance on trade receivables at the end of each reporting period.

The Group determined the ECL of trade receivables by categorising them based on days past due for groupings of various customer segments that have similar loss patterns. The ECL rates for each category of the debtors are estimated based on historical credit loss experience adjusted as appropriate to reflect current condition and forward-looking information which is based on assumptions and forecasts of future economic conditions.

As the calculation of loss allowance on trade receivables and contract assets is subject to assumptions and forecasts, any changes to these estimations will affect the amounts of loss allowance recognised and the carrying amounts of trade receivables and contract assets.

Impairment test for cash-generating unit containing goodwill and intangibles

A cash-generating unit ("CGU") to which goodwill has been allocated shall be tested for impairment annually, and whenever there is an indication that the unit may be impaired, by comparing the carrying amount of the CGU, including the goodwill, with the recoverable amount of the CGU. The recoverable amount is the higher of the CGU's fair value less costs of disposal and its value in use. Where the recoverable amount of the CGU is less than its carrying amount, such impairment loss is recognised in profit or loss.

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2 Basis of preparation (cont'd)

2.2 Use of judgements and estimates (cont'd)

Key sources of estimation uncertainty (cont'd)

Significant judgement and estimates by management are required in assessing: (i) whether the carrying amount of the CGU can be supported by its market value based on comparable assets or the net present value of future cash flows which are estimated based upon the continued use of the assets in the business; and (ii) the appropriate key assumptions to be applied in preparing cash flow projections including whether these cash flow projections are extrapolated using a suitable growth rate and then discounted using an appropriate discount rate. Changing the assumptions selected by management to determine the level of impairment, including the growth rate and discount rate assumptions in the cash flow projections, could materially affect the net present value used in the impairment test and as a result may potentially affect the Group's results. The carrying amounts of the Group's intangible assets, including goodwill, at the end of the reporting period, and the basis and assumptions used to determine the recoverable amount of the CGU, are disclosed in Note 9.

Impairment of investment in subsidiaries

At the end of each reporting period, the Company assesses whether there are any indications of impairment for investment in subsidiaries. The Company also assesses whether there is any indication that an impairment loss recognised in prior periods for investment in subsidiaries may no longer exist or may have decreased.

If any such indication exists, the Company estimates the recoverable amount of that asset. An impairment loss exists when the carrying value of an asset exceeds its recoverable amount, which is the higher of its fair value less costs to sell and its value in use. An impairment loss recognised in prior periods shall be reversed if there has been a change in the estimates used to determine the asset's recoverable amount since the last impairment loss was recognised.

Estimation of financial guarantee liabilities

Financial guarantees are financial instruments issued by the Company that requires the issuer to make specified payments to reimburse the holder for a loss it incurs because a specified debtor fails to make payments when due in accordance with the terms of a debt instrument.

Financial guarantee contract liabilities are initially measured at their fair values. Subsequently, they are measured at the higher of the loss allowance determined in accordance with SFRS (I) 9 and the amount initially recognised less, when appropriate, the cumulative amount of income recognised in accordance with the principles of SFRS (I) 15.

3 Seasonal operations

The Group's businesses are not affected significantly by seasonal or cyclical factors during the financial period.

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4 Segment and revenue information

For management purposes, the Group is organised into business units based on their products and services, and has three reportable operating segments as follows:

- Healthcare - owns and operates clinics in Singapore providing complementary integrative therapies, runs employee healthcare benefits programmes, offers systems integration services to hospitals and healthcare facilities, owns and operates clinics in Singapore providing dental services, and distributes dental and medical supplies, and manufacturing of healthcare consumables.
- Others - general corporate activities and others

The Group's executive directors monitor the operating results of its operating segments for the purpose of making decisions about resource allocation and performance assessment.

Information regarding the results of each reportable segment is included in the following table. Performance is measured based on segment profit/(loss) before taxation, as included in the internal management reports that are regularly reviewed by the Group's executive directors. Segment profit/(loss) 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.

4.1 Reportable segments

	Healthcare Unaudited S\$'000	Others Unaudited	Elimination Unaudited	Per consolidated financial statements Unaudited S\$'000
1 July 2024 to 31 December 2024				
Segment revenue				
- Sales to external customers	-	-	-	-
Segment results				
- Other income	-	370	-	370
- Depreciation of property, plant and equipment	-	(832)	-	(832)
- Depreciation of rights-of-use assets	-	(200)	-	(200)
- Finance costs	-	(118)	-	(118)
Segment loss	6	(2,615)	-	(2,609)
Segment assets and liabilities				
- Segment assets	2,034	57,730	(23,113)	36,651
- Segment liabilities	2,317	87,538	(18,599)	71,256

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4 Segment and revenue information (cont'd)

4.1 Reportable segments (cont'd)

	Healthcare Unaudited S\$'000	Others Unaudited	Elimination Unaudited	Per consolidated financial statements Unaudited S\$'000
1 July 2023 to 31 December 2023				
Segment revenue				
- Sales to external customers	5,824	146	-	5,970
Segment results				
- Other income	417	107	-	524
- Depreciation of property, plant and equipment	(125)	(39)	-	(164)
- Depreciation of rights-of-use assets	(391)	(87)	-	(478)
- Finance costs	(87)	(236)	-	(323)
Segment loss	(1,501)	(1,865)	-	(3,366)
Segment assets and liabilities				
- Segment assets	15,403	54,336	(37,525)	32,214
- Segment liabilities	9,700	77,329	(17,782)	69,247

4.2 Disaggregation of revenue

	6 months ended 31 December 2024 Unaudited S\$'000	6 months ended 31 December 2023 Unaudited S\$'000
Healthcare products	-	5,824
Others	-	146
	-	5,970

Geographical information:

	6 months ended 31 December 2024 Unaudited S\$'000	6 months ended 31 December 2022 Unaudited S\$'000
China	-	5,970
Singapore	-	-
	-	5,970

COOLAN GROUP LIMITED AND ITS SUBSIDIARIES

5 Financial assets and financial liabilities

5.1 Categories of financial instruments

Set out below is an overview of the financial assets and financial liabilities of the Group as at 31 December 2024 and 30 June 2024:

	Group		Company	
	31 December 2024	30 June 2024	31 December 2024	30 June 2024
	Unaudited S\$'000	Unaudited S\$'000	Unaudited S\$'000	Unaudited S\$'000
Financial assets				
Financial assets at amortised cost	9,352	10,984	2,888	3,073
Financial liabilities				
Lease liabilities	1,761	1,865	142	242
Financial liabilities at amortised cost	69,473	68,755	51,191	50,296

6 Loss before taxation

6.1 Related party transactions

Other than as disclosed elsewhere in the interim financial statements, the following related party transactions took place between the Group and related parties during the financial period on terms agreed by the parties concerned:

	6 months ended 31 December 2024 Unaudited S\$'000	6 months ended 31 December 2023 Unaudited S\$'000
<u>Group</u>		
Interest expense	34	220

COOLAN GROUP LIMITED AND ITS SUBSIDIARIES

7 Taxation

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:

	6 months ended 31 December 2024 Unaudited S\$'000	6 months ended 31 December 2023 Unaudited S\$'000
<u>Group</u>		
Current taxation:		
- Current period	(11)	-
	<u>(11)</u>	<u>-</u>

8 Net asset value

	Group		Company	
	31 December 2024 Unaudited	30 June 2024 Unaudited	31 December 2024 Unaudited	30 June 2024 Unaudited
Net asset value per ordinary share (cent)	(16.11)	(15.12)	(19.61)	(19.11)

9 Property, plant and equipment

During the six months ended 31 December 2024, the Group acquired assets amounting to S\$217,000 (31 December 2023: S\$276,000) and disposed of assets amounting to S\$NIL (31 December 2023: S\$NIL).

COOLAN GROUP LIMITED AND ITS SUBSIDIARIES

10 Intangible assets

Group	Goodwill S\$'000
Cost:	
Balance at 30 June 2024, 1 July 2024 and 31 December 2024	2,431
Accumulated amortisation:	
Balance at 30 June 2024, 1 July 2024 and 31 December 2024	2,431
Carrying amount:	
Balance at 31 December 2024	-
Balance at 30 June 2024	-

Impairment testing for a cash-generating unit containing goodwill

Goodwill that has an indefinite useful life are not subject to amortisation and are tested for impairment annually, or more frequently if events or changes in circumstances indicate that it might be impaired. No impairment indicators were identified as at 30 September 2024 based on each CGU's business performance. The Group performed its annual impairment test in June 2024. The key assumptions used to determine the recoverable amount for the CGU were disclosed in the last audited financial statements for the year ended 30 June 2024. The Group tests goodwill annually for impairment or more frequently if there are indicators that goodwill might be impaired.

11 Share capital

	31 December 2024		30 June 2024	
	Number of shares	Amount S\$'000 Unaudited	Number of shares	Amount S\$'000 Unaudited
Group and Company				
<i>Issued and fully paid with no par value</i>				
At beginning and end of interim period	211,908,869	120,784	211,908,869	120,784

The number of issued shares excluding treasury shares as at the end of the interim period was 208,464,669 (30 June 2024: 208,464,669).

The holders of ordinary shares are entitled to receive dividends as declared from time to time and are entitled to one vote per share at shareholders' meetings. All shares rank equally with regard to the Company's residual assets.

The Company's subsidiaries do not hold any shares in the Company as of 31 December 2024 and 30 June 2024.

COOLAN GROUP LIMITED AND ITS SUBSIDIARIES

12 Treasury shares

	31 December 2024		30 June 2024	
	Number of shares	Amount S\$'000 Unaudited	Number of shares	Amount \$'000 Unaudited
Group and Company				
<i>Issued and fully paid with no par value</i>				
At beginning and end of interim period	3,444,200	(1,182)	3,444,200	(1,182)

13 Borrowings

	Group	
	31 December 2024 Unaudited S\$'000	30 June 2024 Unaudited S\$'000
<u>Amount repayable within one year or on demand</u>		
Bank loans, secured	1,865	1,865
Lease liabilities, unsecured	227	386
<u>Amount repayable after one year</u>		
Bank loans, secured	-	-
Lease liabilities, unsecured	122	1,479
	<u>2,214</u>	<u>3,730</u>

Loans from financial institutions are secured by the following:

- i. fixed deposits of the Group;
- ii. corporate guarantees by the Company and related parties;
- iii. charges over shares of certain subsidiaries of the Company;
- iv. personal guarantee(s) from a director of the Company and a former director of the Company and/or directors of subsidiaries;
- v. fixed and floating charge on all assets and undertakings of a subsidiary; and/or
- vi. certain property and equipment.

COOLAN GROUP LIMITED AND ITS SUBSIDIARIES

14 Subsequent events

Proposed Restructuring Exercise

The Company, on 9 January 2023, applied to the Court for moratorium protection pursuant to Section 64 of the IRDA. On 6 February 2023, the Court granted the moratorium protection sought until 9 July 2023, which was subsequently extended to 9 October 2023, and further extended to 9 December 2023. The purpose of the moratorium is to facilitate the reorganisation of the liabilities and business of the Company and the Group, to preserve the value of the Group's core business and maintain a sustainable capital structure. During the moratorium, the Company worked with its advisors to formulate the Scheme.

Following the proposal of the Scheme to its creditors, the Company applied to the Court for an order approving the Scheme and on 1 December 2023, the Court granted the orders sought, thereby approving the Scheme. The Ontario Whitewash Waiver (as defined in the announcement dated 23 October 2023) has also been granted by the Securities Industry Council subject to the conditions disclosed in the announcement.

On 22 November 2024, the Company convened a Creditors' Meeting to pass Special Resolutions relating to the approval of (i) the expansion of the DIP Facility and (ii) modifications to the Scheme, including, *inter alia*, extension of the Drop Dead Date to 1 March 2025. The Special Resolutions were passed unanimously.

The restructuring exercise is still ongoing as at the date of these financial statements.

Voluntary Liquidation of Healthsciences International Pte. Ltd. ("HSI") and HSI Dental Pte. Ltd. ("HSID")

The Company refers to its announcement dated 29 September 2023 in relation to voluntary liquidation of HSI and HSID. HSI and HSID have been placed into creditors' voluntary liquidation on 29 September 2023, which is ongoing.

Lawsuits related to HYI

On 3 July 2024, one of HYI's creditors filed a lawsuit against the company due to a dispute over the loan agreement. Subsequently, on 9 October 2024, HYI initiated a countersuit against the same creditor.

On 26 August 2024, another creditor also filed a lawsuit against HYI over a similar loan agreement dispute.

As of the date of this announcement, both lawsuits remain ongoing.

COOLAN GROUP LIMITED AND ITS SUBSIDIARIES

14 Subsequent events (cont'd)

Cessation of operation in HYI

HYI was unofficially informed in May 2024 that it is on the "Hequ County Industrial Enterprise Classification and Management List" from the local Chinese governments that sets out the enterprises which are subject to compulsory measures mandated by the local Chinese governments.

HYI was unofficially informed on a government notice in May 2024 on the titled "Coal Enterprise Rectification and Acceptance Standards and Coal Washing and Selection Enterprise Rectification and Acceptance Standards" from the Xinzhou Municipal Central Ecological and Environmental Protection Supervision Rectification Work Leading Group Office. The notice addressed the following key matters:-

- 1) To obtain land titles for all land used in operation, environmental impact assessment report, environmental completion acceptance report, pollutant discharge permit, and business license that compliance with fire protection and security policy
- 2) Improvement of the coal loading railway to China's Shenhua Railway
- 3) Construction of a new pulverised coal field

HYI was unofficially informed on a further notice in July 2024 on the titled "Environmental Inspection and Rectification Acceptance Standards for Coal and Mining Enterprise in Xinzhou City" from the same government office. The notice further addressed the standard operation procedure for compliance with environmental rules and regulations.

Due to the above government mandate, HYI's operations have been temporarily shut down. During the shutdown and rectification period, HYI is required to undertake corrective measures, carry out technological transformation, and meet stricter environmental protection standards. As of the date of this announcement, HYI has not yet resumed operations.

Unauthorised transfer of China entities without the proper approval of the board of directors of the Company

On 6 April 2025, it was noted that 100% equity interest in Beijing Xiefei Business Management Co., Ltd. (the "BJXF") held by the wholly-owned subsidiary of the Company has been transferred to external parties — Shanghai Qiancheng Sijin Enterprise Management Co., Ltd. (the "SQSEM") and Harbin Qinggonglin Pump Industry Co., Ltd. (the "HQPI") without the prior notification to, and approval from, the Board of directors (the "Board") and the Company. Transactions involving the Company's wholly owned subsidiary, FS Xiangshan Pte Ltd (the "FS Xiangshan") and a 25% equity stake in HQPI transfers were executed without the prior notification to, and approval from, the Board and the Company.

The Board suspended Mr. Han Binke, who spend most of his time in China, from all executive roles, including his positions as Executive Director and Chief Executive Officer of the Company and its subsidiaries, effective immediately. Mr Han Binke will be redesignated as Non-Executive Director of the Company. The Board appointed Mr Calvin Wong Ka, then Deputy Chief Executive Officer, as Executive Director and Interim Chief Executive Officer of the Company; and appointed Mr Winston Chen, Chief Financial Officer, as Executive Director of the Company.

As of the date of this announcement, the Company is conducting further investigation into the above matters and will make further announcements as and when appropriate or necessary to update shareholders on this matter.

COOLAN GROUP LIMITED AND ITS SUBSIDIARIES

OTHER INFORMATION REQUIRED BY LISTING RULE APPENDIX 7.2

1. Review

The condensed consolidated statement of financial position of Coolan Group Limited and its subsidiaries as of 31 December 2024 and the related condensed consolidated statement of comprehensive income, condensed consolidated statement of changes in equity and condensed consolidated statement of cash flows for the six-month period ended and certain explanatory notes have not been audited or reviewed.

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

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

The auditors have issued a disclaimer of opinion on the Group's financial statements for the financial year ended 30 June 2023 due to:

- i. Going concern assumptions
- ii. Opening balances as at 1 July 2022 for the financial year ended 30 June 2022 whose report dated 31 August 2023 contained a disclaimer of opinion.
- iii. Financial impact related to independent review report and notice of compliance issued by Singapore Exchange Regulation ("SGX RegCo")
- iv. Financial guarantees and provisions in respect of banking facilities extended to its subsidiaries.
- v. Classification and appropriateness of the disposal group classified as held for sale and discontinued operation
- vi. Appropriateness of accounting for disposals of subsidiaries
- vii. Appropriateness of accounting for disposal of businesses
- viii. Appropriateness of accounting for acquisition of Hidderton Limited and its subsidiaries
- ix. Appropriateness of the impairment loss recognised for the investments in subsidiaries

Please refer to page 44 - 49 of the Company's Annual Report for the financial year ended 30 June 2023 for more information on these outstanding audit issues.

The Company will follow up with the appropriate accounting treatment on these outstanding audit issues.

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

The Board confirms that the impact of all outstanding audit issues on the financial statements have been adequately disclosed.

COOLAN GROUP LIMITED AND ITS SUBSIDIARIES

2. Review of performance of the Group

Income Statement Review

Second Quarter Ended 31 December 2024 (“2Q25”) against Second Quarter Ended 31 December 2023 (“2Q24”)

Group revenue decreased to S\$NIL in 2Q25 compared to S\$3.48 million in 2Q24. This is due to 1) the disposal of medical business in last financial year and 2) new acquired subsidiaries have not yet generated revenue.

Other income decreased to S\$0.07 million in 1H25 when compared to S\$0.21 million in 1H24 mainly due to lower interest income from a China subsidiary in 1H25.

Purchases of finished goods decreased to S\$NIL in 2Q25 from S\$2.31 million in 2Q24. The decrease is in line with the decrease in revenue.

Employee benefits expense decreased to S\$0.43 million in 2Q25 when compared to S\$0.64 million in 2Q24 mainly due to disposal of medical business in last financial year.

Other operating expenses decreased to S\$0.41 million in 2Q25 from S\$1.42 million in 2Q24 mainly due to the absence of exchange loss incurred in the last financial period.

Half Year Ended 31 December 2024 (“1H25”) against Half Year Ended 31 December 2023 (“1H24”)

Group revenue decreased to S\$NIL in 1H25 compared to S\$5.97 million in 1H24. This is due to 1) the disposal of medical business in last financial year and 2) new acquired subsidiaries have not yet generated revenue.

Other income decreased to S\$0.37 million in 1H25 when compared to S\$0.52 million in 1H24 mainly due to lower interest income from a China subsidiary in 1H25.

Purchases of finished goods decreased to S\$NIL in 1H25 from S\$5.42 million in 1H24. The decrease is in line with the decrease in revenue.

Employee benefits expense decreased to S\$0.83 million in 1H25 when compared to S\$1.44 million in 1H24 mainly due to disposal of medical business in last financial year.

Other operating expenses increased to S\$1.01 million in 1H25 from S\$2.22 million in 1H24 mainly due to the absence of exchange loss incurred in the last financial period.

Finance costs decreased to S\$0.12 million in 1H25 from S\$0.32 million in 1H24 mainly due to lower borrowings for the financial period.

COOLAN GROUP LIMITED AND ITS SUBSIDIARIES

2. Review of performance of the Group (cont'd)

Financial Position Review

Property, plant and equipment decreased to S\$25.07 million as at 31 December 2024 compared to S\$25.76 million as at 30 June 2024, mainly due to depreciation of property, plant and equipment.

Right-of-use assets decreased to S\$1.66 million as at 31 December 2024 from S\$1.86 million as at 30 June 2024 due to depreciation of right-of-use assets.

Trade and other payables increased to S\$67.58 million as at 31 December 2024 from S\$66.89 million as at 30 June 2024 mainly due to slower payment to creditors.

Cash Flow Statement Review

Net cash flows used in operating activities of S\$1.40 million in 1H25 mainly due to losses incurred and change in working capital during the financial period.

Net cash flows used in investing activities amounted to S\$0.22 million were due to purchase of plant and equipment.

Net cash flows generated from financing activities of S\$0.02 million were due to advance from a creditor and repayment of lease liabilities.

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

No forecast has been issued for the current financial reporting period.

4. 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 part of the Company's restructuring and corporate strategy pivot, as of the date of these financial statements, the Company has divested its existing businesses which were loss-making or were not in line with the proposed new business strategy, including the Company's medical, dental and traditional Chinese medicine practices, and the manufacturing of healthcare consumables business, in order to optimise their value and mitigate liabilities. The Company has completed the acquisition of Tianjin Zhoushun Logistics Co., Ltd. in FY2024, which indirectly holds 59% of Hequ Yuanyang Industrial Co., Ltd., primarily engaged in the business of coal storage and sales and general cargo loading and unloading. Accordingly, going forward our Group will be mainly in the logistics industry and the Company continues to look for new business opportunities to invest in.

HYI is currently under stoppage order from government. The management have completed all the requirements except for Quick Loading System which the management believes is optional. Management believes that HYI will be able to resume operations in April 2025 and will take about a month to return to its pre-stoppage shipment volume.

For more information on salient details, please refer to our official public announcements for further details.

Please refer to Note 14 (Subsequent Events) and the going concern assumption in Note 2.2 above for further information on further factors and events that may affect the Group.

COOLAN GROUP LIMITED AND ITS SUBSIDIARIES

5. Dividend information

(a) Current financial period reported on

Any dividend recommended for the current financial period reported on?

None.

(b) Corresponding period of the immediate preceding financial year

Any dividend declared for the corresponding period of the immediately preceding financial year?

None.

(c) Date payable

Not applicable.

(d) Book closure date

Not applicable.

(e) If no dividend has been declared/recommend, a statement to the effect and the reasons for the decision

No dividend has been declared or recommend for the period ended 31 December 2024 due to accumulated losses of the Company.

6. Interested person transactions

Name of interested person	Aggregate value of all interested person transactions during the financial year under review (excluding transactions less than \$100,000 and transactions conducted under shareholders' mandate pursuant to Rule 920)	Aggregate value of all interested person transactions conducted under the shareholders' mandate pursuant to Rule 920 (excluding transactions less than \$100,000)
	S\$'000	S\$'000
Interest expense:		
2810198 Ontario Inc*	34	-

*As the Scheme is ongoing and not yet complete, 2810198 Ontario Inc is not yet a controlling shareholder of the Company. However, for the purposes of additional disclosure, the Company has disclosed above the aggregate value of transactions which it has conducted with its future controlling shareholder as an interest person transaction.

The Group does not have a general mandate for interested person transactions during the reporting period.

COOLAN GROUP LIMITED AND ITS SUBSIDIARIES

7. Disclosure on Acquisitions and Realisations of Shares pursuant to Rule 706A of the Listing Manual

During the period ended 31 December 2024, there were no acquisitions or realisations of shares resulting in a company becoming or ceasing to be a subsidiary or associated company of the Company, or resulting in the Company increasing or reducing its shareholding percentage in a subsidiary or associated company.

Please refer to Note 14 (Subsequent Events) above for subsequent acquisitions and disposals of shares carried out by the Group.

8. Negative assurance confirmation on the interim financial results pursuant to Rule 705(5) of the Listing Manual

On behalf of the Board of Directors of the Company, we, the undersigned, hereby confirm to the best of our knowledge that nothing has come to the attention of the Board of Directors of the Company which may render the condensed interim financial statements for the six months ended 31 December 2024 to be false or misleading in any material respect.

On behalf of the Board of Directors

Darrell Lim Chee Lek
Independent Non-Executive Chairman

Chua Siong Kiat
Independent Non-Executive Director

9. Confirmation that the issuer has procured undertaking from all its directors and executive officers (in the format set out in Appendix 7.7) under Rule 720(1)

The Company has received undertaking from all its directors and executive officers in the format as set out in Appendix 7.7 under Rule 720(1) of the Listing Manual of the SGX-ST.

BY ORDER OF THE BOARD

Mr. Calvin Wong
Executive Director and Interim CEO
17 April 2025