



Pursuant to Rule 705(2C) of the Singapore Exchange Securities Trading Limited (the "SGX-ST") Listing Manual Section B: Rules of Catalist, 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 second quarter and six months ended 30 June 2024

Table of Contents

A.	Condensed Interim Consolidated Statement of Profit or Loss and Other Comprehensive Income	1
B.	Condensed Interim Statements of Financial Position	4
C.	Condensed Interim Consolidated Statement of Cash Flows	5
D.	Condensed Interim Statements of Changes in Equity	6
E.	Notes to the Condensed Interim Financial Statements	12
F.	Other Information Required by Listing Rule Appendix 7C	33

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

Period Ended 30 June 2024

Consolidated statement of profit or loss

	Note	3 months ended			6 months ended		
		30.06.2024	30.06.2023	Change	30.06.2024	30.06.2023	Change
		(2Q 2024)	(2Q 2023)		(1H 2024)	(1H 2023)	
	US\$'000	US\$'000	%	US\$'000	US\$'000	%	
Continuing operations							
Revenue	5	1,635	1,015	61	2,966	1,587	87
Cost of sales		(657)	(391)	68	(1,082)	(789)	37
Gross profit		978	624	57	1,884	798	>100
Other operating income		1,581	180	>100	1,581	1,422	11
Administrative and marketing expenses		(1,162)	(521)	>100	(1,747)	(1,049)	67
Result from operating activities		1,397	283	>100	1,718	1,171	47
Finance income		121	127	(5)	185	245	(24)
Finance cost		(798)	(691)	15	(1,376)	(1,487)	(7)
Net finance cost		(677)	(564)	20	(1,191)	(1,242)	(4)
Share of results of joint ventures, net of tax		–	–	n.m.	–	–	n.m.
Profit/(Loss) before income tax	7	720	(281)	n.m.	527	(71)	n.m.
Income tax expense	8	(743)	(175)	>100	(917)	(216)	>100
Loss from continuing operations		(23)	(456)	(95)	(390)	(287)	36
Discontinued operations							
(Loss)/Profit from discontinued operations, net of tax		(385)	382	n.m.	(703)	203	n.m.
Loss for the period		(408)	(74)	>100	(1,093)	(84)	>100
(Loss)/Profit attributable to:							
Owners of the Company		(331)	(151)	>100	(952)	(125)	>100
Non-controlling interests		(77)	77	n.m.	(141)	41	n.m.
Loss for the period		(408)	(74)	>100	(1,093)	(84)	>100
(Loss)/Profit attributable to owners of the Company related to:							
Loss from continuing operations		(23)	(456)	(95)	(390)	(287)	36
(Loss)/Profit from discontinued operations		(308)	305	n.m.	(562)	162	n.m.
		(331)	(151)	>100	(952)	(125)	>100

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

Period Ended 30 June 2024

Consolidated statement of profit or loss (cont'd)

	3 months ended			6 months ended			
	30.06.2024 (2Q 2024)	30.06.2023 (2Q 2023) (Represented) ¹	Change	30.06.2024 (1H 2024)	30.06.2023 (1H 2023) (Represented) ¹	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:							
Basic (US cents)							
From continuing operations		(0.0002)	(0.003)		(0.003)	(0.003)	
From discontinued operations		(0.002)	0.002		(0.004)	0.001	
Diluted (US cents)							
From continuing operations		(0.0002)	(0.003)		(0.003)	(0.003)	
From discontinued operations		(0.002)	0.002		(0.004)	0.001	
<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

Note

- (1) Discontinued operations arise from Energy and Power business in China which results have been presented in accordance with SFRS(I) 5 Non-Current Assets Held for Sale and Discontinued Operations. Refer to Note 15 for details.

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

Period Ended 30 June 2024

Consolidated statement of comprehensive income

	3 months ended			6 months ended		
	30.06.2024	30.06.2023	Change	30.06.2024	30.06.2023	Change
	(2Q 2024)	(2Q 2023)		(1H 2024)	(1H 2023)	
	US\$'000	US\$'000	%	US\$'000	US\$'000	%
Loss for the period	(408)	(74)	>100	(1,093)	(84)	>100
Other comprehensive income/(loss)						
Items that will not be reclassified to profit or loss:						
Net change in fair value of actuarial gain or loss	(56)	(1)	>100	(26)	(23)	13
Items that are or may be reclassified subsequently to profit or loss:						
Foreign currency translation differences relating to financial statements of foreign operations	99	613	(84)	322	840	(62)
Other comprehensive income for the period	43	612	(93)	296	817	(64)
Total comprehensive (loss)/income for the period	(365)	538	n.m.	(797)	733	n.m.
Total comprehensive (loss)/income attributable to:						
Owners of the Company	(256)	380	n.m.	(662)	970	n.m.
Non-controlling interests	(109)	158	n.m.	(135)	(237)	(43)
Total comprehensive (loss)/income for the period	(365)	538	n.m.	(797)	733	n.m.

n.m. = not meaningful

Condensed Interim Statements of Financial Position

As at 30 June 2024

	Note	----- Group -----		----- Company -----	
		30.06.2024	31.12.2023	30.06.2024	31.12.2023
		US\$'000 (Unaudited)	US\$'000 (Audited)	US\$'000 (Unaudited)	US\$'000 (Audited)
Non-current assets					
Property, plant and equipment	10	5,604	5,748	–	–
Right-of-use assets		81	94	–	–
Subsidiaries		–	–	5,971	5,930
Trade and other receivables	11	9	9	–	–
		5,694	5,851	5,971	5,930
Current assets					
Inventories		485	431	–	–
Trade and other receivables	11	1,943	4,150	336	275
Amounts due from subsidiaries	11	–	–	6,283	6,316
Amounts due from joint ventures	11	129	129	129	129
Cash and cash equivalents		65	25	64	25
Cash and bank balance (restricted)		7,798	2,633	–	28
		10,420	7,368	6,812	6,773
Assets of Disposal Group classified as held for sale	15	18,312	19,181	2,679	2,679
		28,732	26,549	9,491	9,452
Total assets		34,426	32,400	15,462	15,382
Equity					
Share capital	14	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		(13,177)	(13,551)	(1,276)	(1,276)
Accumulated losses		(325,209)	(324,257)	(359,929)	(357,520)
Amounts recognised in other comprehensive income and accumulated in equity relating to Disposal Group classified as held for sale	15	(293)	(209)	–	–
Deficit in equity attributable to owners of the Company		(50,273)	(49,611)	(79,841)	(77,432)
Non-controlling interests		(301)	(166)	–	–
Net deficit in equity		(50,574)	(49,777)	(79,841)	(77,432)
Non-current liabilities					
Trade and other payables	12	178	152	–	–
Financial liabilities	13	–	1	–	–
Deferred tax liabilities		872	882	–	–
		1,050	1,035	–	–
Current liabilities					
Trade and other payables	12	19,769	17,346	18,022	15,816
Amounts due to joint ventures	12	456	470	456	470
Amounts due to related parties	12	29,426	29,426	29,426	29,426
Amounts due to subsidiaries	12	–	–	28,046	27,749
Financial liabilities	13	16,832	16,527	19,353	19,353
Provision for tax		716	507	–	–
		67,199	64,276	95,303	92,814
Liabilities directly associated with Disposal Group classified as held for sale	15	16,751	16,866	–	–
		83,950	81,142	95,303	92,814
Total liabilities		85,000	82,177	95,303	92,814
Total equity and liabilities		34,426	32,400	15,462	15,382

Condensed Interim Consolidated Statement of Cash Flows

Period Ended 30 June 2024

	Note	3 months ended		6 months ended	
		30.06.2024 (2Q 2024) (Unaudited) US\$'000	30.06.2023 (2Q 2023) (Unaudited) US\$'000	30.06.2024 (1H 2024) (Unaudited) US\$'000	30.06.2023 (1H 2023) (Unaudited) US\$'000
Cash flows from operating activities					
Loss for the period		(408)	(74)	(1,093)	(84)
Adjustments for:					
Depreciation of property, plant and equipment	7	156	137	319	289
Depreciation of right-of-use assets	7	177	160	335	326
Gain on disposal of assets held for sale	7	–	–	–	(1,130)
Other income	7	–	(180)	–	(292)
Impairment loss on trade and other receivables	15	623	–	1,073	–
Interest income	7	(121)	(127)	(185)	(245)
Interest expense	7	991	955	1,824	2,338
Income tax expense	8,15	743	175	917	216
		2,161	1,046	3,190	1,418
Changes in:					
- Inventories		(16)	(46)	(53)	(57)
- Trade and other receivables		(1,033)	58	1,550	290
- Trade and other payables		804	189	1,544	1,105
Cash generated from operations		1,916	1,247	6,231	2,756
Income tax paid		(437)	(154)	(736)	(200)
Net cash from operating activities		1,479	1,093	5,495	2,556
Cash flows from investing activities					
Purchase of property, plant and equipment	10	(10)	(10)	(96)	(11)
Proceeds from disposal/Advances received for assets held for sale		–	–	–	1,400
Interest income received		122	128	186	246
Net cash from investing activities		112	118	90	1,635
Cash flows from financing activities					
(Repayment to)/Advances from non-controlling interest of subsidiary corporation		(71)	88	348	153
Repayment of borrowings		–	(94)	–	(969)
Increase in restricted cash		(1,259)	(93)	(5,166)	(1,138)
Payment of lease liabilities		(9)	(130)	(217)	(276)
Interest expense paid		(202)	(1,039)	(510)	(2,005)
Net cash used in financing activities		(1,541)	(1,268)	(5,545)	(4,235)
Net decrease in cash and cash equivalents		50	(57)	40	(44)
Cash and cash equivalents at beginning of period		15	135	25	122
Cash and cash equivalents at end of period		65	78	65	78
Cash and cash equivalents comprise:					
Cash and cash equivalents at per statement of financial position		7,863	4,782	7,863	4,782
Less: Restricted cash		(7,798)	(4,704)	(7,798)	(4,704)
Cash and cash equivalents as per consolidated statement of cash flows		65	78	65	78

Condensed Interim Statements of Changes in Equity

Period Ended 30 June 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	Total	Non-controlling interests	Total
											US\$'000	US\$'000	US\$'000
Balance as at 1 April 2024		274,553	6,811	7,042	36	(9,327)	(3,938)	(10)	(324,878)	(306)	(50,017)	(192)	(50,209)
Total comprehensive (loss)/income for the period		–	–	–	–	118	(56)	–	(331)	13	(256)	(109)	(365)
Transactions with owners of the Company, recognised directly in equity													
Contributions by and distributions to owners													
Accrued perpetual securities distributions		–	–	–	–	–	–	–	–	–	–	–	–
Total transactions with owners		–	–	–	–	–	–	–	–	–	–	–	–
Balance as at 30 June 2024		274,553	6,811	7,042	36	(9,209)	(3,994)	(10)	(325,209)	(293)	(50,273)	(301)	(50,574)

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

Period Ended 30 June 2024

Group	Attributable to owners of the Company										
	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	Total US\$'000	Non-controlling interests US\$'000	Total US\$'000
Balance as at 1 April 2023	274,553	6,811	7,042	36	(10,141)	(3,938)	(10)	(318,385)	(44,032)	1,204	(42,828)
Total comprehensive (loss)/income for the period	–	–	–	–	532	(1)	–	(151)	380	158	538
Transactions with owners of the Company, recognised directly in equity											
Contributions by and distributions to owners											
Accrued perpetual securities distributions	–	–	–	–	–	–	–	11	11	–	11
Total transactions with owners	–	–	–	–	–	–	–	11	11	–	11
Balance as at 30 June 2023	274,553	6,811	7,042	36	(9,609)	(3,939)	(10)	(318,525)	(43,641)	1,362	(42,279)

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

Period Ended 30 June 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 period		–	–	–	–	400	(26)	–	(952)	(84)	(662)	(135)	(797)
Transactions with owners of the Company, recognised directly in equity													
Contributions by and distributions to owners													
Accrued perpetual securities distributions		–	–	–	–	–	–	–	–	–	–	–	–
Total transactions with owners		–	–	–	–	–	–	–	–	–	–	–	–
Balance as at 30 June 2024		274,553	6,811	7,042	36	(9,209)	(3,994)	(10)	(325,209)	(293)	(50,273)	(301)	(50,574)

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

Period Ended 30 June 2024

Group	Attributable to owners of the Company										
	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	Total US\$'000	Non-controlling interests 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 loss for the period	–	–	–	–	1,118	(23)	–	(125)	970	(237)	733
Transactions with owners of the Company, recognised directly in equity											
Contributions by and distributions to owners											
Accrued perpetual securities distributions	–	–	–	–	–	–	–	(108)	(108)	–	(108)
Total transactions with owners	–	–	–	–	–	–	–	(108)	(108)	–	(108)
Balance as at 30 June 2023	274,553	6,811	7,042	36	(9,609)	(3,939)	(10)	(318,525)	(43,641)	1,362	(42,279)

Condensed Interim Statements of Changes in Equity

Period Ended 30 June 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 April 2024		274,553	6,811	(1,276)	(358,140)	(78,052)
Total comprehensive loss for the period		–	–	–	(1,789)	(1,789)
Transactions with owners of the Company, recognised directly in equity						
Contributions by and distributions to owners						
Accrued perpetual securities distributions		–	–	–	–	–
Total transactions with owners		–	–	–	–	–
Balance as at 30 June 2024		274,553	6,811	(1,276)	(359,929)	(79,841)

Company	Share capital US\$'000	Perpetual securities US\$'000	Fair value reserve US\$'000	Accumulated losses US\$'000	Total US\$'000
Balance as at 1 April 2023	274,553	6,811	(1,276)	(356,340)	(76,252)
Total comprehensive loss for the period	–	–	–	569	569
Transactions with owners of the Company, recognised directly in equity					
Contributions by and distributions to owners					
Accrued perpetual securities distributions	–	–	–	11	11
Total transactions with owners	–	–	–	11	11
Balance as at 30 June 2023	274,553	6,811	(1,276)	(355,760)	(75,672)

Condensed Interim Statements of Changes in Equity

Period Ended 30 June 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 period		–	–	–	(2,409)	(2,409)
Transactions with owners of the Company, recognised directly in equity						
Contributions by and distributions to owners						
Accrued perpetual securities distributions		–	–	–	–	–
Total transactions with owners		–	–	–	–	–
Balance as at 30 June 2024		274,553	6,811	(1,276)	(359,929)	(79,841)

Company		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 period		–	–	–	124	124
Transactions with owners of the Company, recognised directly in equity						
Contributions by and distributions to owners						
Accrued perpetual securities distributions		–	–	–	(108)	(108)
Total transactions with owners		–	–	–	(108)	(108)
Balance as at 30 June 2023		274,553	6,811	(1,276)	(355,760)	(75,672)

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 period ended 30 June 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

The Group incurred a net loss of US\$1,093,000 (30 June 2023: US\$84,000) for the financial period ended 30 June 2024. As at 30 June 2024, the Group was in a net liability position of US\$50,574,000 (2023: US\$49,777,000) and in a net current liability position of US\$56,779,000 (2023: US\$56,908,000) respectively. The net current liability position was 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.

On 10 January 2022, the Company entered into a conditional subscription agreement (the “**CSA**”) with an investor (the “**Investor**”) for the subscription of new ordinary shares amounting and share options. The Company, the creditors and the Investor were not able to reach an agreement in relation to the terms and conditions of the Proposed Debt Restructuring under the CSA, pursuant to which, the Longstop Date of the CSA had lapsed on 9 July 2022. Notwithstanding the lapse of the Longstop Date of the CSA, the Company remained engaged in discussions with all of its creditors and the Investor, to evaluate and assess all available options.

On 18 January 2023, the Company entered into a new conditional subscription agreement (the “**New CSA**”) with the same Investor 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 will undertake the following:

- (a) divestments of its existing assets and quoted securities (the “**Proposed Divestments**”) such that pursuant to the Proposed Divestments, the Company will 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 will 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**”);
- (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;

2 Going Concern (cont'd)

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

- (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 Investor;
- (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.

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 future inflows of fresh investment funds from the New CSA with the investor, restructuring plans to be agreed with creditors and lenders, continuous support from shareholders, as well as the expected cash flows from the Group's continuing operations in the financial year ending 31 December 2024.

Developments for the financial year ended 31 December 2023 and financial year ending 31 December 2024

In 2023, the Group has made significant progress in its holistic plan to recapitalise and restructure the Group.

The Group had entered into the New CSA as mentioned above. Pursuant to the New CSA and the binding termsheet entered into with the Subscriber, half of the loan owing in respect of the Sri Lanka Hydro assets would be capitalised pursuant to the New CSA while the terms of the remaining loan would also be restructured into a 5-year convertible loan with no principal repayment obligations during the tenure.

In relation to the Bilateral Settlement, the Company, together with its wholly-owned subsidiary, CES Hydro Power Group Pte. Ltd. (“**CES Hydro**”), had 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.

In relation to the Scheme of Arrangement, the Company had convened a meeting with class(es) of certain of its creditors (the “**Scheme Creditors**”) on 7 June 2023 (the “**Scheme Meeting**”) and at this Scheme Meeting, the Scheme Creditors have, 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 had 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.

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

2 Going Concern (cont'd)

On 13 October 2023, the Company has entered into a supplemental agreement with the Investor to extend the Longstop Date of the New CSA from 17 October 2023 to 31 March 2024 and in view of the above developments, the Company has on 10 November 2023, submitted an application to the Singapore Exchange Securities Trading Limited (“**SGX-ST**”) on the lifting of suspension of trading of the ordinary shares of the Company on the SGX-ST in accordance with Chapter 13 of the Listing Manual Section B: Rules of Catalist of the SGX-ST.

Due to the extension of the longstop date mentioned above, the Company had 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 (which was remitted to the Company’s account maintained with the secured lender and earmarked for repayment to the secured lender). The Company complied with the OCBC’s instruction and arranged for the partial repayment of US\$5 million on 4 December 2023. As announced by the Company on 16 January 2024, the Company has completed the assignment of the rights and securities under the loan from the secured lender to Cosmic Marvel International Limited, a wholly owned subsidiary of the Subscriber and the loan remains in default. With the completion of the loan purchase from the secured lender, the Company is working with the Subscriber to regularise the loan via entry into a loan agreement on the terms and conditions as agreed in the Term Sheet (which was entered into between the Company and the Subscriber together with the New CSA).

The Company has on 4 April 2024, entered into a second supplemental agreement with the Investor to extend the Longstop Date of the New CSA from 31 March 2024 to 30 April 2024 and on 19 July 2024, the Company had entered into a third supplemental agreement with the Investor to extend the Longstop Date of the New CSA from 30 April 2024 to 31 August 2024.

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 80.0% equity interest in Yichang Smartpower Green Electricity Co., Ltd. (“**Yichang**” or the “**Disposal Group**”), a 80.0% owned subsidiary corporation, for a total consideration of RMB23.08 million. Yichang is a company incorporated in China which owns the solar photovoltaic power plant. The transaction is expected to complete in the third quarter of 2024. The Company had convened an extraordinary general meeting on 28 June 2024 and had obtained the approval of its shareholders in relation to the disposal as contemplated under the equity transfer agreement. 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. (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.

3 Basis of preparation

The condensed interim financial statements for the six months ended 30 June 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 Basis of preparation (cont'd)

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)

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:

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.

3 Basis of preparation (cont'd)

3.2 Use of estimates and judgements (cont'd)

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 30 June 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.

The Group had used simplified approach (lifetime ECL) for its accrued trade receivables. In determining the ECL, the Group uses the relevant historical information to determine the probability of default of the instruments and reassess the impact of external events on future economic conditions and consider a longer time horizon. In view that the current economy of China with projected slower economic growth may significantly alter the historical collection patterns for the accrued trade receivables associated with the outstanding government subsidies for China photovoltaic power plant, the Group has recognised loss allowance of US\$1,073,000 (2023: US\$7,642,000) for accrued trade receivables during the financial period ended 30 June 2024 which has been included in the loss from discontinued operation.

4 Seasonal operations

The Group's businesses are dependent on the weather conditions in Sri Lanka and China during the financial period where the mini hydro power plants and solar photovoltaic power plant are located respectively.

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). 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 30 June 2024	Energy and power services	Others	Total
	US\$'000	US\$'000	US\$'000
REVENUE			
External revenue	1,635	–	1,635
RESULT			
Reportable segment results from operating activities	978	–	978
Finance cost	(466)	–	(466)
Other income	1,580	–	1,580
Share of results of joint ventures	–	–	–
Reportable segment income/(loss) before income tax	2,092	–	2,092
Tax expense	(743)	–	(743)
Reportable segment income/(loss) for the period	1,349	–	1,349
Unallocated finance cost			(332)
Unallocated finance income			121
Unallocated expenses			(1,161)
Loss for the period			(23)
OTHER SEGMENTAL INFORMATION			
Reportable segment assets	12,322	3,118	15,440
Unallocated assets			674
Assets of Disposal Group classified as held for sale			18,312
Total assets			34,426
Reportable segment liabilities	10,619	55,197	65,816
Unallocated liabilities			2,433
Liabilities directly associated with Disposal Group classified as held for sale			16,751
Total liabilities			85,000
Capital expenditure	10	–	10
Depreciation expenses	174	–	174
Unallocated depreciation expenses			–
Total depreciation expenses			174

5.1 Reportable segments (cont'd)

3 months ended 30 June 2023	Energy and power services (Represented) US\$'000	Others US\$'000	Total (Represented) US\$'000
REVENUE			
External revenue	1,015	–	1,015
RESULT			
Reportable segment results from operating activities	624	–	624
Finance cost	(393)	30	(363)
Impairment of property, plant and equipment	–	–	–
Share of results of joint ventures	–	–	–
Reportable segment income/(loss) before income tax	231	30	261
Tax expense	(175)	–	(175)
Reportable segment income/(loss) for the period	56	30	86
Unallocated finance cost			(238)
Unallocated finance income			127
Unallocated expenses			(431)
Loss for the period			(456)
OTHER SEGMENTAL INFORMATION			
Reportable segment assets	41,901	478	42,379
Unallocated assets			323
Total assets			42,702
Reportable segment liabilities	32,928	50,778	83,706
Unallocated liabilities			1,275
Total liabilities			84,981
Capital expenditure	10	–	10
Depreciation expenses	132	–	132
Unallocated depreciation expenses			1
Total depreciation expenses			133

5.1 Reportable segments (cont'd)

6 months ended 30 June 2024	Energy and power services US\$'000	Others US\$'000	Total US\$'000
REVENUE			
External revenue	2,966	–	2,966
RESULT			
Reportable segment results from operating activities	1,884	–	1,884
Finance cost	(757)	–	(757)
Other income	1,580	–	1,580
Share of results of joint ventures	–	–	–
Reportable segment loss before income tax	2,707	–	2,707
Tax expenses	(917)	–	(917)
Reportable segment loss for the period	1,790	–	1,790
Unallocated finance cost			(619)
Unallocated finance income			185
Unallocated other income			(1,746)
Loss for the period			(390)
OTHER SEGMENTAL INFORMATION			
Reportable segment assets	12,322	3,118	15,440
Unallocated assets			674
Assets of Disposal Group classified as held for sale			18,312
Total assets			34,426
Reportable segment liabilities	10,619	55,197	65,816
Unallocated liabilities			2,433
Liabilities directly associated with Disposal Group classified as held for sale			16,751
Total liabilities			85,000
Capital expenditure	96	–	96
Depreciation expenses	332	–	332
Unallocated depreciation expenses			–
Total depreciation expenses			332

5.1 Reportable segments (cont'd)

6 months ended 30 June 2023	Energy and power services (Represented) US\$'000	Others US\$'000	Total (Represented) US\$'000
REVENUE			
External revenue	1,587	–	1,587
RESULT			
Reportable segment results from operating activities	798	–	798
Finance cost	(752)	(164)	(916)
Impairment of property, plant and equipment	–	–	–
Share of results of joint ventures	–	–	–
Reportable segment loss before income tax	46	(164)	(118)
Tax expenses	(216)	–	(216)
Reportable segment loss for the period	(170)	(164)	(334)
Unallocated finance cost			(481)
Unallocated finance income			245
Unallocated expenses			283
Loss for the period			(287)
OTHER SEGMENTAL INFORMATION			
Reportable segment assets	41,901	478	42,379
Unallocated assets			323
Total assets			42,702
Reportable segment liabilities	32,928	50,778	83,706
Unallocated liabilities			1,275
Total liabilities			84,981
Capital expenditure	11	–	11
Depreciation expenses	274	–	274
Unallocated depreciation expenses			6
Total depreciation expenses			280

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	
	30.06.2024	30.06.2023	30.06.2024	30.06.2023	30.06.2024	30.06.2023
	(Represented)				(Represented)	
	US\$'000	US\$'000	US\$'000	US\$'000	US\$'000	US\$'000
Primary geographical markets						
Sri Lanka	1,635	1,015	–	–	1,635	1,015
Major products/service line						
Sale of energy and power generation services	1,635	1,015	–	–	1,635	1,015
Timing of revenue recognition						
At a point in time	1,635	1,015	–	–	1,635	1,015

	Energy and power Services		Others		Total	
	6 months ended		6 months ended		6 months ended	
	30.06.2024	30.06.2023	30.06.2024	30.06.2023	30.06.2024	30.06.2023
	(Represented)				(Represented)	
	US\$'000	US\$'000	US\$'000	US\$'000	US\$'000	US\$'000
Primary geographical markets						
Sri Lanka	2,966	1,587	–	–	2,966	1,587
Major products/service line						
Sale of energy and power generation services	2,966	1,587	–	–	2,966	1,587
Timing of revenue recognition						
At a point in time	2,966	1,587	–	–	2,966	1,587

6 Financial assets and financial liabilities

Set out below is an overview of the financial assets and financial liabilities of the group as at 30 June 2024 and 31 December 2023:

	Amortised cost US\$'000	Other financial liabilities US\$'000	Total carrying amount US\$'000
Group			
30 June 2024			
Financial assets not measured at fair value			
Trade and other receivables ⁽¹⁾	1,869	–	1,869
Cash and cash equivalents	65	–	65
Cash and bank balance (restricted)	7,798	–	7,798
Financial liabilities not measured at fair value			
Trade and other payables	–	(49,829)	(49,829)
Secured loan	–	(7,369)	(7,369)
Secured bank loans	–	(9,437)	(9,437)
Lease liabilities	–	(26)	(26)
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)
Lease liabilities	–	(40)	(40)

⁽¹⁾ Excludes tax recoverable and prepayments.

	Amortised cost US\$'000	Other financial liabilities US\$'000	Total carrying amount US\$'000
Company			
30 June 2024			
Financial assets not measured at fair value			
Trade and other receivables ⁽¹⁾	6,728	–	6,728
Cash and cash equivalents	64	–	64
Financial liabilities not measured at fair value			
Trade and other payables	–	(47,904)	(47,904)
Amounts due to subsidiaries	–	(28,046)	(28,046)
Financial liabilities	–	(19,353)	(19,353)

⁽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 2023 (Audited)			
Financial assets not measured at fair value			
Trade and other receivables ⁽¹⁾	6,716	–	6,716
Cash and cash equivalents	25	–	25
Cash and bank balance (restricted)	28	–	28
Financial liabilities not measured at fair value			
Trade and other payables	–	(45,712)	(45,712)
Amounts due to subsidiaries	–	(27,749)	(27,749)
Financial liabilities	–	(19,353)	(19,353)

⁽¹⁾ Excludes prepayments.

7 Profit/(Loss) before income tax

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

	Group			
	3 months ended		6 months ended	
	30.06.2024 (2Q 2024)	30.06.2023 (2Q 2023) (Represented)	30.06.2024 (1H 2024)	30.06.2023 (1H 2023) (Represented)
	US\$'000	US\$'000	US\$'000	US\$'000
Continuing operations:				
Interest income	(121)	(127)	(185)	(245)
Interest expense	798	691	1,376	1,487
Depreciation of property, plant and equipment	152	132	310	279
Depreciation of right-of-use assets	22	1	22	1
Gain on disposal of assets held for sale	–	–	–	(1,130)
Other income	–	(180)	–	(292)
Discontinued operations:				
Interest expense	193	264	448	851
Depreciation of property, plant and equipment	4	5	9	10
Depreciation of right-of-use assets	155	159	313	325
Impairment loss on trade and other receivables	623	–	1,073	–

7.1 Related party transactions

	Group			
	3 months ended		6 months ended	
	30.06.2024 (2Q 2024) US\$'000	30.06.2023 (2Q 2023) US\$'000	30.06.2024 (1H 2024) US\$'000	30.06.2023 (1H 2023) US\$'000
Transactions with shareholders				
Interest paid/payable	–	–	–	138

8 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		6 months ended	
	30.06.2024 (2Q 2024) US\$'000	30.06.2023 (2Q 2023) US\$'000	30.06.2024 (1H 2024) US\$'000	30.06.2023 (1H 2023) US\$'000
Current income tax expense	800	213	991	301
Deferred income tax expense/(credit) relating to origination and reversal of temporary differences	(57)	(38)	(74)	(85)
	743	175	917	216

9 Net Asset Value

	Group		Company	
	30.06.2024 US\$ cents	31.12.2023 US\$ cents	30.06.2024 US\$ cents	31.12.2023 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)	(0.58)	(0.57)

10 Property, plant and equipment

During the six months ended 30 June 2024, the Group acquired plant and equipment amounting to US\$96,000 (30 June 2023: US\$11,000). There were no plant and equipment disposed of during the six months ended 30 June 2024 (30 June 2023: US\$Nil).

Impairment Loss

The Group continues to face challenging market conditions and uncertain financial performances in the businesses of the respective cash-generating units. In the current period, the identified indicators of impairment on the following cash-generating units that belong to the Energy and Power Services segment:

- Mini hydro power plants (“**Hydro Plants CGUs**”); and
- Solar Photovoltaic power plant (“**Solar Plant CGU**”)

The Hydro Plants CGUs and Solar Plant CGU belong to the Group Entities operating in Sri Lanka and China, respectively. There are 13 mini hydro power plants and 1 solar photovoltaic power plant (collectively “**Power Generation Equipment**”) in the Hydro Plants CGUs and Solar Plant CGU, respectively. 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 and the Solar Plant CGU are as follows:

	Hydro Plants CGUs		Solar Plant CGU	
	30.06.2024	31.12.2023	30.06.2024	31.12.2023
	US\$'000	US\$'000	US\$'000	US\$'000
Property, plant and equipment	5,604	5,748	364	383
Rights of use assets – power generation equipment	–	–	10,217	10,733
Rights of use assets – land use rights	–	–	1,644	1,734
Rights of use assets – office premises	81	94	–	–
	<u>5,685</u>	<u>5,842</u>	<u>12,225</u>	<u>12,850</u>

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

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

	Hydro Plants CGUs		Solar Plant CGU	
	30.06.2024	31.12.2023	30.06.2024	31.12.2023
Projection period	20 years	21 years	19 years	20 years
Tariff rates				
- During existing contracted period	Actual FY2024 tariff rates with an average annual upward revision of 5%	Actual FY2023 tariff rates with an average annual upward revision of 5%	Actual contracted tariff rates	Actual contracted tariff rates
- Post-contractual renewal period	Renewal tariff rate recommended by authority	Renewal tariff rate recommended by authority	Actual industry tariff rates	Actual industry tariff rates

10 Property, plant and equipment (cont'd)

	Hydro Plants CGUs		Solar Plant CGU	
	30.06.2024	31.12.2023	30.06.2024	31.12.2023
Projected utilisation rate	Average of past 7 years historical plant factor	Average of past 7 years historical plant factor	N.A.	N.A.
Timing of receipt of subsidies	N.A.	N.A.	Estimated to receive progressively from 2025	Estimated to receive progressively from 2024
Projected efficiency rate	N.A.	N.A.	Average 19 years projected efficiency rate	Average 20 years projected efficiency rate
Post-tax discount rate	27%	27%	6%	6%

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 and Solar Plant CGU for the financial period ended 30 June 2024 and 30 June 2023 respectively. The impairment charge is derived using value-in-use computation. With the improving economic situation in Sri Lanka, there were 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.

In estimating the recoverable amounts of the solar photovoltaic power plant, the tariff rates include the Group's entitlement to government subsidies which account for a major portion of total tariff. The timing of settlement of tariff premium, and the collection of such subsidies is subject to allocation of funds by the relevant local government authorities that could take a longer time to settle. The assumed tariff rates, timing of receipt of subsidies as well as the efficiency rate are therefore subject to estimation uncertainties that may result in material adjustments on the solar photovoltaic power plant's recoverable amount in future periods.

11 Trade and other receivables

	----- Group -----		----- Company -----	
	30.06.2024 US\$'000	31.12.2023 US\$'000	30.06.2024 US\$'000	31.12.2023 US\$'000
Non-current				
Prepayments	9	9	–	–
	<u>9</u>	<u>9</u>	<u>–</u>	<u>–</u>
Current				
Trade receivables – third parties	3,390	5,697	–	–
Trade receivables – amounts due from subsidiaries	–	–	10,566	10,599
Allowance for impairment loss	(2,306)	(2,306)	(4,283)	(4,283)
Net trade receivables	<u>1,084</u>	<u>3,391</u>	<u>6,283</u>	<u>6,316</u>
Amounts due from joint ventures (non-trade)	129	129	129	129
Prepayments	203	147	20	4
Deposits paid	23	23	23	23
Other receivables	<u>633</u>	<u>689</u>	<u>293</u>	<u>248</u>
	<u>2,072</u>	<u>4,279</u>	<u>6,748</u>	<u>6,720</u>
Total trade and other receivables	<u>2,081</u>	<u>4,288</u>	<u>6,748</u>	<u>6,720</u>

Accrued trade receivables relates to the remaining government subsidies in relation to the China photovoltaic power plant. As at 30 June 2024, the Group had not received the full entitled government subsidies which has accumulated to US\$12,636,000 (31 December 2023: US\$12,106,000). The Group had only received progressively some of the outstanding subsidies till June 2018. The Group recognised loss allowance of US\$1,073,000 (31 December 2023: US\$7,642,000) for accrued trade receivables due to uncertainty of recovery during the financial period ended 30 June 2024 which has been included in the loss from discontinued operations.

As at 30 June 2024, trade and other receivables of the Disposal Group amounted to US\$5,307,000 (2023: US\$5,655,000) were reclassified to assets of Disposal Group classified as held for sale.

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.

12 Trade and other payables

	----- Group -----		----- Company -----	
	30.06.2024	31.12.2023	30.06.2024	31.12.2023
	US\$'000	US\$'000	US\$'000	US\$'000
Non-current				
Staff retirement liabilities	178	152	–	–
	<u>178</u>	<u>152</u>	<u>–</u>	<u>–</u>
Current				
Trade payables	24	24	–	–
Loan from a shareholder	27,841	27,841	27,841	27,841
Non-trade amounts due to:				
- subsidiaries	–	–	28,046	27,749
- a related party	1,585	1,585	1,585	1,585
- joint ventures	456	470	456	470
Accrued operating expenses	3,027	1,998	1,428	617
Accrued interest payable	14,595	13,308	14,595	13,309
Other payables	2,123	2,016	1,999	1,890
	<u>49,651</u>	<u>47,242</u>	<u>75,950</u>	<u>73,461</u>
Total trade and other payables	<u>49,829</u>	<u>47,394</u>	<u>75,950</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.

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

As disclosed in Note 2, the loan from a shareholder is included in the Scheme of Arrangement which was approved at the Scheme Meeting.

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

As at 30 June 2024, VAT payables of US\$1,043,000 (31 December 2023: US\$988,000) were reclassified to liabilities directly associated with Disposal Group classified as held for sale.

As at 30 June 2024, trade and other payables of Disposal Group amounting to US\$3,451,000 (31 December 2023: US\$3,042,000) were reclassified to liabilities directly associated with Disposal Group classified as held for sale.

13 Financial liabilities

	----- Group -----		----- Company -----	
	30.06.2024 US\$'000	31.12.2023 US\$'000	30.06.2024 US\$'000	31.12.2023 US\$'000
Non-current				
Lease liabilities	–	1	–	–
	–	1	–	–
Current				
Secured loan	7,369	7,369	7,369	7,369
Secured bank loans	9,437	9,119	8,934	8,934
Lease liabilities	26	39	–	–
Intra-group financial guarantees	–	–	3,050	3,050
	16,832	16,527	19,353	19,353
Total financial liabilities	16,832	16,528	19,353	19,353

As at 30 June 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 Cosmic Marvel International Limited, a wholly owned subsidiary of the Subscriber. The loan is secured by first legal charge on the Group's assets with carrying amounts of US\$5,604,000 (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 secured loan. As at 30 June 2024 and 31 December 2023, the remaining bank loans are secured by corporate guarantees from the Company.

Included in cash and bank balance (restricted) is an amount of US\$7,798,000 (31 December 2023: US\$2,633,000) being restricted or earmarked by the banks for various facilities granted.

Default of secured lease liabilities

As at 30 June 2024 and 31 December 2022, the Group had not met its obligation to maintain sufficient fund for the next instalment payments. As the lease liabilities can be called for repayment upon notification by the lessor, the lease liabilities are classified to current liabilities. As at the date of this condensed interim financial statements, there were no notifications from the lessor for the lease to be settled on demand basis.

The lease liabilities held by the Disposal Group are secured by the Group's assets with carrying amounts of US\$10,217,000 (31 December 2023: US\$10,733,000).

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 30 June 2022, the Group remains 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 14 October 2021 and 3 February 2023, there were no notifications from banks for the affected loans to be settled on demand basis.

On 31 October 2020, a standstill agreement in relation to the obligations for a financial guarantee amounting to US\$2,086,000 (31 December 2023: US\$2,086,000) issued by a financial institution expired and remained unpaid. The financial institution did not extend the standstill agreement which expired on 31 October 2020. Accordingly, the financial guarantee obligation remains classified as current liabilities as at 30 June 2024 and 31 December 2023.

14 Share capital

	Group and Company			
	30.06.2024		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	13,659,329	274,553	13,659,329	274,553
Conversion of warrants to ordinary shares	–	–	–	–
At 30 June / 31 December	13,659,329	274,553	13,659,329	274,553

There was no change in the Company's share capital from 1 April 2024 to 30 June 2024.

As at 30 June 2024 and 30 June 2023, the Company had 13,659,328,535 ordinary shares in issue and 1,044,324,863 outstanding convertibles (include Employee Share Options Scheme and convertible perpetual capital securities) convertible into one ordinary share each.

Out of the above-said, as at 30 June 2024 and 30 June 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 30 June 2024 and 30 June 2023.

As at 30 June 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.

15 Non-current assets (and Disposal Group) held for sale and discontinued operations

(a) Discontinued operation and Disposal Group classified as held for sale

Under the New CSA, the Company undertakes to divest its 80% shareholding interests in Yichang Smartpower Green Electricity Co., Ltd. (the "**China Subsidiary**") which owns 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 Divestments 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 China Subsidiary and the transaction is expected to complete in the third quarter of 2024.

With the above development and in compliance with SFRS(I) 5 *Non-current Assets Held for Sale and Discontinued Operations*, the corresponding assets and liabilities of the China Subsidiary 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 as at 31 March 2024 and 31 December 2023. The presentation requirements for assets (or Disposal Group) classified as held for sale at the end of the reporting period do not apply retrospectively. The comparative Statements of Financial Position for any previous period are therefore not re-presented. Its financial results have been reclassified and presented separately as "Discontinued operation" for the current financial year, and comparative Statement of Profit or Loss is re-presented as if the operation had been discontinued from the start of the comparative year.

15 Non-current assets (and 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		6 months ended	
	30.06.2024 (2Q 2024)	30.06.2023 (2Q 2023) (Represented)	30.06.2024 (1H 2024)	30.06.2023 (1H 2023) (Represented)
	US\$'000	US\$'000	US\$'000	US\$'000
Revenue	640	866	1,242	1,509
Cost of sales	(208)	(215)	(421)	(443)
Administrative and marketing expenses	(1)	(5)	(3)	(12)
Other operating expenses	(623)	–	(1,073)	–
Interest income	–	–	–	–
Interest expense	(193)	(264)	(448)	(851)
(Loss)/Profit before tax from discontinued operations	(385)	382	(703)	203
Income tax expense	–	–	–	–
Net (loss)/profit for the period from discontinued operations	(385)	382	(703)	203

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

	Group 30.06.2024 US\$'000
Operating cash inflows	482
Financing cash outflows	(362)
Total cash inflows	120

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

	Group	
	30.06.2024 US\$'000	31.12.2023 US\$'000
Plant and equipment	364	383
Right of use assets	11,861	12,467
Deferred tax assets	657	673
Trade and other receivables (non-current)	516	528
Trade and other receivables (current)	4,791	5,127
Cash and bank balance (restricted)	123	3
Total	18,312	19,181

15 Non-current assets (and 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	
	30.06.2024	31.12.2023
	US\$'000	US\$'000
Trade and other payables (current)	3,451	3,042
Financial liabilities	13,300	13,824
Total ⁽¹⁾	16,751	16,866

⁽¹⁾ Excludes amount due to holding company of US\$3,245,000 (31 December 2023: US\$3,324,000).

- (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	
	30.06.2024	31.12.2023
	US\$'000	US\$'000
Foreign currency translation reserves	293	209
Total	293	209

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

	Company	
	30.06.2024	31.12.2023
	US\$'000	US\$'000
Investment in subsidiary corporation	2,679	2,679
Total	2,679	2,679

16 Subsequent events

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

- (a) The Company has on 19 July 2024, entered into a third supplemental agreement with the Investor to extend the Longstop Date of the New CSA from 30 April 2024 to 31 August 2024.
- (b) The Company had circulated the Supplementary Scheme Document, which comprises the Explanatory Statement, the Supplementary Scheme of Arrangement and the ballot form, to the Category A Scheme Creditors by electronic means on 26 July 2024. The Category A Scheme Creditors will revert with the ballot form by 12 August 2024 to indicate their support on the Supplementary Scheme of Arrangement.
- (c) The Company has on 13 August 2024, entered into an amended and restated deed of settlement with CES Hydro Power Group Pte Ltd, CES Yichang Pte Ltd and the REPS Holders to amend the Deed to provide for the new distribution arrangements of the net proceeds from the Proposed Disposal of Yichang.

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 30 June 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 six-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 issued 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

2Q 2024 vs 2Q 2023

The Group's revenue for the three months ended 30 June 2024 ("2Q 2024") increased by US\$620,000 from US\$1,015,000 to US\$1,635,000 as compared to the corresponding three months ended 30 June 2023 ("2Q 2023") mainly due to increase in generation output for the Sri Lanka Mini Hydro Power Plants ("MHPPs") as a result of higher rainfall as compared to 2Q 2023.

The Group's cost of sales for 2Q 2024 increased by US\$266,000 to US\$657,000 as compared to 2Q 2023. The increase in cost of sales was mainly due to increase in maintenance and upkeep cost 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 2Q 2024 increased by US\$354,000 to US\$978,000 as compared to 2Q 2023.

Other operating income in 2Q 2024 increased by US\$1,401,000 mainly attributed to the receipt of late payment interest on overdue invoices from the customer.

Administrative and marketing expenses in 2Q 2024 increased by US\$641,000 to US\$1,162,000 as compared to 2Q 2023 mainly due to an increase in professional fees incurred for the Group's corporate actions in respect of Yichang Divestment and Supplementary Scheme of Arrangement.

Finance income in 2Q 2024 decreased by US\$6,000 to US\$121,000 as compared to 2Q 2023 mainly due to the decrease in interest income as a result of lower interest rate on the fixed deposits and cash balance held by the Group in Sri Lanka.

Finance costs in 2Q 2024 increased by US\$107,000 to US\$798,000 as compared to 2Q 2023 mainly due to higher interest rate charged on the Group's borrowings.

Income tax expense in 2Q 2024 increased by US\$568,000 to US\$743,000 as compared to 2Q 2023 largely due to higher profit before tax recorded by the Group in 2Q 2024.

1H 2024 vs 1H 2023

The Group's revenue for the six months ended 30 June 2024 ("1H 2024") increased by US\$1,379,000 from US\$1,587,000 to US\$2,966,000 as compared to the corresponding six months ended 30 June 2023 ("1H 2023") mainly due to the increase in generation output for the MHPPs as a result of higher rainfall coupled with higher tariff rate as compared to 1H 2023.

The Group's cost of sales for 1H 2024 increased by US\$293,000 to US\$1,082,000 as compared to 1H 2023. The increase in cost of sales was mainly due to increase in maintenance and upkeep 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 1H 2024 increased by US\$1,086,000 to US\$1,884,000 as compared to 1H 2023.

Other operating income in 1H 2024 was largely due to the receipt of late payment interest on overdue invoices from the customer whereas other operating income in 1H 2023 was largely due to gain from disposal of AHTS vessels.

Administrative and marketing expenses in 1H 2024 increased by US\$698,000 to US\$1,747,000 as compared to 1H 2023 mainly due to increase in professional fees incurred for the Group's corporate actions in respect of Yichang Divestment and Supplementary Scheme of Arrangement as part of the Company's corporate restructuring exercise.

Finance income in 1H 2024 decreased by US\$60,000 to US\$185,000 as compared to 1H 2023 mainly due to decrease in interest income as a result of lower interest rate on the fixed deposits and cash balance held by the Group in Sri Lanka.

Finance costs in 1H 2024 decreased by US\$111,000 to US\$1,376,000 as compared to 1H 2023 mainly due to the cessation of interest charge by a related company of US\$138,000 upon Scheme of Arrangement being approved partially offset by late payment increase accrued and higher interest rate during the period.

Income tax expense in 1H 2024 increased by US\$701,000 to US\$917,000 as compared to 1H 2023 mainly due to higher profit before tax recorded by the Group in 1H 2024 coupled with higher dividend taxes amounted to US\$102,000 incurred by subsidiary corporations in Sri Lanka for dividend payment to its holding company.

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 2Q 2024 and 2Q 2023 are presented as a single line item in the Consolidated Statement of Profit or Loss – "Discontinued Operations". Refer to Note 15 for details.

2Q 2024 vs 2Q 2023

As compared to 2Q 2023, the loss from discontinued operations of US\$385,000 in 2Q 2024 mainly arising from the impairment loss of US\$623,000 recognised for the accrued trade receivables in relation to the China photovoltaic power plant. Coupled with the decrease in revenue by US\$226,000 from US\$866,000 in 2Q 2023 to US\$640,000 in 2Q 2024 mainly due to cessation of recognition on certain subsidy revenue offset by the decrease in finance costs by US\$71,000 from US\$264,000 in 2Q 2023 to US\$193,000 in 2Q 2024 due to the refinancing exercise in June 2024.

1H 2024 vs 1H 2023

As compared to 1H 2023, the loss from discontinued operations of US\$703,000 in 1H 2024 mainly arose from the impairment loss of US\$1,073,000 recognised for the accrued trade receivables in relation to the China photovoltaic power plant. The impairment loss was coupled with the decrease in revenue by US\$267,000 from US\$1,509,000 in 1H 2023 to US\$1,242,000 in 1H 2024 mainly due to cessation of recognition on certain subsidy revenue partly offset by the decrease in finance costs by US\$403,000 from US\$851,000 in 1H 2023 to US\$448,000 in 1H 2024. The lower finance costs was due to refinancing exercise in June 2024 to extend the maturity terms of outstanding principal to September 2038 in view of the persistent outstanding collections in subsidies receivable from the Chinese government.

Statement of Financial Position Review

Non-current Assets

The Group's Non-current Assets amounted to US\$5,694,000 as at 30 June 2024. The decrease of US\$157,000 as compared to 31 December 2023 was mainly due to depreciation charge of US\$331,000 reducing both the carrying amounts of plant and equipment and right-of-use assets values during 1H 2024, offset by additions of plant and equipment of US\$96,000 coupled with translation gain of US\$77,000 on Sri Lankan Rupee denominated assets.

Current Assets

The Group's Current Assets amounted to US\$28,732,000 as at 30 June 2024. The increase of US\$3,052,000 as compared to 31 December 2023 was mainly due to positive operating results resulted from higher revenue in 1H 2024. Within the Current Assets, the increase in cash and bank balance (restricted) was due to better collection from a customer of the Group's operation in Sri Lanka, which resulted in the decrease in trade receivables of US\$2,207,000.

The decrease of US\$869,000 in Assets of Disposal Group classified as held for sale was mainly due to impairment charge on accrued trade receivables amounted to US\$1,073,000 during 1H 2024.

Total Liabilities

The Group's Total Liabilities amounted to US\$85,000,000 as at 30 June 2024. The increase of US\$2,823,000 as compared to 31 December 2023 was mainly due to the increase in trade and other payables because of accrual on interest payable on loans as well as professional services from the Company's restructuring exercise largely attributed to Yichang Divestment and Supplementary Scheme of Arrangement.

Statement of Cash Flows Review

2Q 2024 vs 2Q 2023

Cash Flow from Operating Activities

The Group's net cash from operating activities of US\$1,479,000 in 2Q 2024 was largely attributable to the receipt of other income from a customer of the Group's operations in Sri Lanka coupled with higher trade and other payables due to higher costs incurred for the Company's corporate actions in 2Q 2024, partially offset by higher trade receivables as a result of higher generation in 2Q 2024.

Cash Flow from Investing Activities

The Group's net cash from investing activities was minimal in 2Q 2024 and primarily relates to interest income received during the period.

Cash Flow from Financing Activities

The Group's net cash used in financing activities in 2Q 2024 was US\$1,541,000. This was mainly due to the increase in restricted cash of US\$1,259,000 attributed to the collection from customer which has been restricted or earmarked by the lender for various facilities granted. This was partially alleviated by the decrease in interest expense paid (as compared to 2Q 2023) as well as utilisation of the proceeds from disposal of anchor handling tug supply ("AHTS") towards repayment of borrowings and interest expense in 2Q 2023.

1H 2024 vs 1H 2023

Cash Flow from Operating Activities

The Group's net cash from operating activities in 1H 2024 was US\$5,495,000. As compared to the previous corresponding period, the significant increase in net cash from operating activities was largely due to the Group's collection efforts from trade and other receivables as well as higher trade and other payables due to higher costs accrued for the Company's corporate actions in 1H 2024.

Cash Flow from Investing Activities

The Group's net cash from investing activities was minimal in 1H 2024. As compared to the previous corresponding period, the significant decrease in net cash from investing activities was largely due to the absence of proceeds from disposal of assets held for sale amounting to US\$1,400,000 in 1H 2023.

Cash Flow from Financing Activities

The Group's net cash used in financing activities in 1H 2024 was US\$5,545,000. This was mainly due to the increase in restricted cash of US\$5,166,000 attributed to the collection from customer which has been restricted or earmarked by the lender for various facilities granted. This was partially offset by the decrease in interest expense paid in 1H 2024 as compared to 1H 2023 as well as utilisation of the proceeds from disposal of AHTS towards repayment of borrowings and interest expense in 1H 2023 (which did not recur in 1H 2024).

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 demonstrated in the Consolidated Statement of Cash Flows.
- (b) In relation to the China photovoltaic power plant ("PRC Solar"), the Company had on 7 April 2024 entered into an equity transfer agreement with Smartpower Technology (Shanghai) Co., Ltd. (the "Purchaser") and Yichang Smartpower Green Electricity Co., Ltd. ("Yichang") pursuant to which the Purchaser shall acquire from the Company (a) 80.0% of the equity interests in Yichang, being the entire equity interests held by the Company in Yichang; and (b) the shareholder's loan of RMB23,588,869 extended by the Company to Yichang. Please refer to the Company's announcement dated 19 April 2024 for further details relating to above proposed disposal of Yichang. Please also refer to the circular dated 13 June 2024 for further details. The Company convened an extraordinary general meeting on 28 June 2024 and obtained the approval of its shareholders in relation to the disposal as contemplated under the equity transfer agreement.
- (c) The Company had previously entered into a scheme of arrangement with certain of its unsecured creditors (the "Scheme Creditors") to compromise certain of the Company's debt with such settlement being a combination of cash and issue of new ordinary shares of the Company (the "April 2023 Scheme"). Pursuant to the terms of the April 2023 Scheme, Category A Participating Creditors (as defined in the April 2023 Scheme) shall be distributed 85.0% of the net proceeds of the Proposed Disposal of Yichang.

Pursuant to the Company's announcement dated 28 July 2024, due to the terms of the Proposed Disposal of Yichang, the Company had proposed for a Pre-packaged Supplementary Scheme of Arrangement (the "Supplementary Scheme") to be entered between the Company, CES Yichang Pte. Ltd. (a wholly-owned

subsidiary of the Company) and the Category A Participating Creditors of the April 2023 Scheme dated 26 July 2024 to modify the April 2023 Scheme. Upon obtaining a majority in number (over 50%) and representing at least three-fourths (that is, 75%) in value of the creditors indicating their support in favour of Supplementary Scheme, the Company will file an application with the Court for the sanction of the Supplementary Scheme.

- (d) The Company had also previously entered into a deed of settlement (“**Deed**”) on 6 June 2023 with two (2) holders of outstanding redeemable exchangeable preference shares (“**REPS**”, and holders of the REPS, the “**REPS Holders**”) issued by a wholly-owned subsidiary of the Company, in relation to the settlement of the outstanding arrangements under the subscription agreement for the REPS. Pursuant to the Deed, the REPS Holders were to be distributed 15.0% of the net proceeds of the Proposed Disposal of Yichang. The Company has on 13 August 2024, entered into an amended and restated deed of settlement with CES Hydro Power Group Pte Ltd, CES Yichang Pte Ltd and the REPS Holders for certain amendments to be made to the Deed arising from the terms of the Proposed Disposal of Yichang.
- (e) On 12 July 2024, the Company entered into a supplemental corporate guarantee contract with Huaneng Tiancheng Financial Leasing Co., Ltd. (“**Huaneng**”), which Huaneng agrees to discharge the corporate guarantee of the Company under the corporate guarantee contract between Huaneng and the Company after the Company’s equity holding in Yichang is transferred to the Purchaser pursuant to the equity transfer agreement.
- (f) On 19 July 2024, the Company entered into a supplemental agreement with the Subscriber to agree to an extended longstop date of the New CSA of 31 August 2024 (or such other date as may be mutually agreed between the parties). Please refer to the Company’s announcement dated 22 July 2024 for more details.
- (g) With the completion of the loan purchase by the Subscriber from the financial institution, the hydro loan has been assigned to Cosmic Marvel International Limited (“**Cosmic Marvel**”), a wholly owned subsidiary of the Subscriber. Accordingly, the Company is seeking approval for operational expenses of the Group on a monthly basis as these need to be funded from the cashflows generated from the Sri Lanka mini hydro power plants operations. Due to the transition from the financial institution to the Subscriber, and the Subscriber’s continued review of the progress of the restructuring, there have been some payment delays to the service providers. The Company is working closely with the Subscriber to settle the Company’s payment arrears.
- (h) The Company is also working with Cosmic Marvel and the Subscriber to enter into a convertible loan agreement on the terms and conditions as agreed in the Termsheet (which was entered into between the Company and the Subscriber together with the New CSA). The hydro loan remains in default and regularising it is part of the Group’s restructuring plan that the Company is working on.
- (i) The Company continues to work with relevant parties towards the trading resumption of its securities on the Catalist Board of the Singapore Exchange. The Company will make further announcements to update shareholders when there are material developments.

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.

(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 1H 2024, no dividend has been declared or recommended for the financial period.

9 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 were no IPTs during the period from 1 January 2024 to 30 June 2024.

10 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 is expected to complete in the third quarter of 2024.

Please refer to the circular dated 13 June 2024 and announcement released on 19 April 2024 for more information.

Save as disclosed above, the Company did not acquire and dispose any shares in any companies during 2Q 2024.

11 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).

12 Confirmation by Directors pursuant to Rule 705(5) of the Listing Manual Section B: Rules of Catalist

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 unaudited interim financial statements of the Group for the period ended 30 June 2024 to be false or misleading in any material aspect.

On behalf of the Board of Directors

.....
Chew Thiam Keng
Non-Executive Director

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

BY ORDER OF THE BOARD

Kevin Cho Form Po
Company Secretary
14 August 2024

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.

The contact person for the Sponsor is Mr Shervyn Essex, 16 Collyer Quay, #10-00 Collyer Quay Centre, Singapore 049318, sponsorship@ppcf.com.sg.