



Prosper Cap Corporation Limited (Formerly known as 3Energy Limited)
Company Registration No.: 197300314D
(Incorporated in the Republic of Singapore)

MATERIAL UNCERTAINTY RELATED TO GOING CONCERN IN RELATION TO THE FINANCIAL STATEMENTS FOR THE FINANCIAL YEAR ENDED 31 DECEMBER 2023

Pursuant to Rule 704(4) of the Listing Manual Section B: Rules of Catalist of the Singapore Exchange Securities Trading Limited (the "**SGX-ST**"), the Board of Directors (the "**Board**" or "**Directors**") of Prosper Cap Corporation Limited (formerly known as 3Energy Limited) (the "**Company**", and together with its subsidiaries, the "**Group**") wishes to announce that the Company's independent auditors, KPMG LLP (the "**Independent Auditors**") has included a Material Uncertainty Related to Going Concern section in its Independent Auditors' Report (the "**Independent Auditors' Report**") on the audited financial statements of the Group for the financial year ended 31 December 2023 (the "**FY2023 Audited Financial Statements**"). The opinion of the Independent Auditor is not modified in respect of this matter.

A copy of the Independent Auditors' Report and an extract of Note 3 and Note 24(d) to the FY2023 Audited Financial Statements are attached to this announcement for information purposes. The Independent Auditors' Report and the FY2023 Audited Financial Statements will form part of the Company's Annual Report for FY2023 (the "**FY2023 Annual Report**") which will be released to the shareholders of the Company (the "**Shareholders**") by 15 April 2024.

The opinion of the Directors regarding the Material Uncertainty Related to Going Concern section in the Independent Auditors' Report is set out in Note 3 to the FY2023 Audited Financial Statements, and the Directors are not aware of any other circumstances or reasons which would likely affect the Enlarged Group's (as defined in the Independent Auditors' Report and Note 3 to the FY2023 Audited Financial Statements) ability to continue as a going concern. In consideration of the foregoing, the Directors opined that it is appropriate to prepare the FY2023 Audited Financial Statements on a going concern basis.

The Board is also of the opinion that sufficient information has been disclosed for trading of the Company's securities to continue in an orderly manner and confirms that all material disclosures have been provided for trading of the Company's shares to continue.

Shareholders are advised to read the FY2023 Audited Financial Statements and the FY2023 Annual Report in their entirety when they are made available to Shareholders. Shareholders should consult their stockbrokers, bank managers, solicitors, accountants or other professional advisers in the event of any doubt about the action they should take.

By order of the Board of Directors of

PROSPER CAP CORPORATION LIMITED

Iqbal Jumabhoy
Chief Executive Officer and Executive Director
12 April 2024

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

The contact person for the Sponsor is Ms Foo Jien Jieng, 16 Collyer Quay, #10-00 Collyer Quay Centre, Singapore 049318, sponsorship@ppcf.com.sg

PROSPER CAP CORPORATION LIMITED (FORMERLY KNOWN AS 3ENERGY LIMITED) AND ITS SUBSIDIARIES

INDEPENDENT AUDITORS' REPORT

Members of the Company

Prosper Cap Corporation Limited (Formerly known as 3Energy Limited)

Report on the Audit of the Financial Statements

Opinion

We have audited the financial statements of Prosper Cap Corporation Limited (formerly known as 3Energy Limited) (the "Company") and its subsidiaries (the "Group") which comprise the consolidated statement of financial position of the Group and the statement of financial position of the Company as at 31 December 2023, and the consolidated statement of profit or loss and other comprehensive income, consolidated statement of changes in equity and consolidated statement of cash flows of the Group for the year then ended, and notes to the financial statements, including a summary of material accounting policy information, as set out on pages 9 to 58.

In our opinion, the accompanying consolidated financial statements of the Group and the statement of financial position of the Company are properly drawn up in accordance with the provisions of the Companies Act 1967 (the "Act") and Singapore Financial Reporting Standards (International) ("SFRS(I)s") so as to give a true and fair view of the consolidated financial position of the Group and the financial position of the Company as at 31 December 2023 and of the consolidated financial performance, consolidated changes in equity and consolidated cash flows of the Group for the year ended on that date.

Basis for opinion

We conducted our audit in accordance with Singapore Standards on Auditing ("SSAs"). Our responsibilities under those standards are further described in the *Auditor's Responsibilities for the Audit of the Financial Statements* section of our report. We are independent of the Group in accordance with the Accounting and Corporate Regulatory Authority ("ACRA") *Code of Professional Conduct and Ethics for Public Accountants and Accounting Entities* ("ACRA Code") together with the ethical requirements that are relevant to our audit of the financial statements in Singapore, and we have fulfilled our other ethical responsibilities in accordance with these requirements and the ACRA Code. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

Material Uncertainty Related to Going Concern

We draw attention to Note 3 of the consolidated financial statements, which indicates that the Group incurred a loss for the year of \$6,101,000, and as at 31 December 2023, the Group has net current liabilities and net liabilities of \$5,650,000 and \$5,651,000 respectively.

As stated in Note 1 to the financial statements, on 23 January 2024, DTP Inter Holdings Corporation Pte. Ltd. completed the reverse takeover of the Company via the acquisition of the entire issued share capital of DTP Infinities Limited (together with its subsidiaries, the "DTP Infinities Group"). In assessing the appropriateness of the going concern assumption of the Group, the Directors have assessed the ability of the Group and DTP Infinities Group (collectively, the "Enlarged Group") to operate and meet their obligations for the next 12 months from the date of this report. At 31 December 2023, the Enlarged Group is in a net current liability position, which is mainly attributed to loans and borrowings of GBP290,800,000 (equivalent to approximately \$488,500,000) maturing in December 2024. These conditions indicate that a material uncertainty exists that may cast significant doubt on the ability of the Enlarged Group to continue as a going concern. Our opinion is not modified in respect of this matter.

PROSPER CAP CORPORATION LIMITED (FORMERLY KNOWN AS 3CENERGY LIMITED) AND ITS SUBSIDIARIES

INDEPENDENT AUDITORS' REPORT

Report on the Audit of the Financial Statements (Continued)

Key audit matters

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

Except for the matter described in the Material Uncertainty Related to Going Concern section, we have determined that there are other no key audit matters to communicate in our report.

Other matter

The consolidated financial statements of the Group and the statement of financial position of the Company for the year ended 31 December 2022, were audited by another auditor who expressed an unmodified opinion on 5 April 2023.

Other information

Management is responsible for the other information contained in the annual report. Other information is defined as all information in the annual report other than the financial statements and our auditors' report thereon.

We have obtained all other information prior to the date of this auditors' report.

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

In connection with our audit of the financial statements, our responsibility is to read the other information and, in doing so, consider whether the other information is materially inconsistent with the financial statements or our knowledge obtained in the audit, or otherwise appears to be materially misstated. If, based on the work we have performed, we conclude that there is a material misstatement of this other information, we are required to report that fact. We have nothing to report in this regard.

Responsibilities of Management and Directors for the Financial Statements

Management is responsible for the preparation of financial statements that give a true and fair view in accordance with the provisions of the Act and SFRS(I)s, and for devising and maintaining a system of internal accounting controls sufficient to provide a reasonable assurance that assets are safeguarded against loss from unauthorised use or disposition; and transactions are properly authorised and that they are recorded as necessary to permit the preparation of true and fair financial statements and to maintain accountability of assets.

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

The directors' responsibilities include overseeing the Group's financial reporting process.

PROSPER CAP CORPORATION LIMITED (FORMERLY KNOWN AS 3CENERGY LIMITED) AND ITS SUBSIDIARIES

INDEPENDENT AUDITORS' REPORT

Report on the Audit of the Financial Statements (Continued)

Auditors' Responsibility for the Audit of the Financial Statements

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

As part of an audit in accordance with SSAs, we exercise professional judgement and maintain professional scepticism throughout the audit. We also:

- Identify and assess the risks of material misstatement of the financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal controls.
- Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the Group's internal controls.
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management.
- Conclude on the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Group's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditors' report to the related disclosures in the financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditors' report. However, future events or conditions may cause the Group to cease to continue as a going concern.
- Evaluate the overall presentation, structure and content of the financial statements, including the disclosures, and whether the financial statements represent the underlying transactions and events in a manner that achieves fair presentation.
- Obtain sufficient appropriate audit evidence regarding the financial information of the entities or business activities within the Group to express an opinion on the consolidated financial statements. We are responsible for the direction, supervision and performance of the group audit. We remain solely responsible for our audit opinion.

We communicate with the directors regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal controls that we identify during our audit.

We also provide the directors with a statement that we have complied with relevant ethical requirements regarding independence, and to communicate with them all relationships and other matters that may reasonably be thought to bear on our independence, and where applicable, related safeguards.

From the matters communicated with the directors, we determine those matters that were of most significance in the audit of the financial statements of the current period and are therefore the key audit matters. We describe these matters in our auditors' report unless the law or regulations preclude public disclosure about the matter or when, in extremely rare circumstances, we determine that a matter should not be communicated in our report because the adverse consequences of doing so would reasonably be expected to outweigh the public interest benefits of such communication.

**PROSPER CAP CORPORATION LIMITED (FORMERLY KNOWN AS 3CENERGY LIMITED) AND ITS
SUBSIDIARIES**

INDEPENDENT AUDITORS' REPORT

Report on the Audit of the Financial Statements (Continued)

Report on Other Legal and Regulatory Requirements

In our opinion, the accounting and other records required by the Act to be kept by the Company and by those subsidiary corporations incorporated in Singapore of which we are the auditors have been properly kept in accordance with the provisions of the Act.

The engagement partner on the audit resulting in this independent auditors' report is Tan Kar Yee, Linda.

KPMG LLP

Public Accountants and
Chartered Accountants

Singapore

12 April 2024

PROSPER CAP CORPORATION LIMITED (FORMERLY KNOWN AS 3CNERGY LIMITED) AND ITS SUBSIDIARIES

NOTES TO THE FINANCIAL STATEMENTS FOR THE FINANCIAL YEAR ENDED 31 DECEMBER 2023

3 Going concern basis

For the financial year ended 31 December 2023, the Group recognised a loss for the year of \$6,101,000 and as at 31 December 2023, the Group has net current liabilities and net liabilities of \$5,650,000 and \$5,651,000 respectively. As the RTO was completed on 23 January 2024 (Note 2), in assessing the appropriateness of the going concern assumption for the Group, the Directors have assessed the ability of the Group and DTP Infinities Group (collectively, the Enlarged Group") to operate and meet their obligations for the next 12 months from the date of the financial statements.

At 31 December 2023, the Enlarged Group is in a net current liability position, which is mainly attributed to loans and borrowings of GBP290,800,000 (equivalent to approximately \$488,500,000) maturing in December 2024. These conditions indicate that a material uncertainty exists that may cast significant doubt on the ability of the Enlarged Group and the Company to continue as a going concern.

Notwithstanding the above, the Directors have prepared the consolidated financial statements on a going concern basis, having considered that the Enlarged Group has:

- (i) received letters of offers for the refinancing of loans from several financial institutions which are subject to due diligence and credit approval by the financial institutions. Management is in negotiations with the financial institutions on the indicative term sheets received. Management will shortlist and appoint the selected financial institutions for refinancing. Management will work very closely with the financial institutions on the due diligence process and expects to complete the refinancing well before the maturity of the loans; and
- (ii) prepared cash flow projections that indicate it will generate sufficient cash flows from its operations to meet its obligations for the next 12 months from the date of the financial statements.

If the Enlarged Group is unsuccessful in completing the refinancing before the maturity of the loans, it would be unable to meet payment commitments in respect of its existing loans and borrowings. This event and condition indicate that a material uncertainty exists that may cast significant doubt on the Enlarged Group's ability to continue as a going concern.

As at the date of the approval of these financial statements, the Directors are not aware of any other circumstances or reasons which would likely affect the Enlarged Group's ability to continue as a going concern. In consideration of the foregoing, the Directors opined that it is appropriate to prepare the financial statements on a going concern basis.

PROSPER CAP CORPORATION LIMITED (FORMERLY KNOWN AS 3CENERGY LIMITED) AND ITS SUBSIDIARIES

**NOTES TO THE FINANCIAL STATEMENTS
FOR THE FINANCIAL YEAR ENDED 31 DECEMBER 2023**

24. Financial instruments and financial risks (Continued)

(c) Credit risk (Continued)

Cash and cash equivalents

The Group's cash and cash equivalents are placed with financial institutions which are regulated.

Impairment on cash and cash equivalents have been measured on the 12-month expected loss basis and reflects the short maturities of the exposures. The Group considers that its cash and cash equivalents have low credit risk based on the external credit ratings of the counterparties. The amount of allowance on cash and cash equivalents is negligible.

At the end of the reporting year, the Group does not have any significant concentration of credit risk.

(d) Liquidity risk

Liquidity risk is the risk that the Group or the Company will encounter difficulty in meeting financial obligations due to shortage of funds. The Group's and the Company's exposure to liquidity risk arise primarily from mismatches of collections and payments timing. The Group's and the Company's objective is to maintain a balance between continuity of funding and flexibility through the use of stand-by credit facilities.

As disclosed in Note 3 to the financial statements, the Group has:

- (i) received letters of offers for the refinancing of loans from several financial institutions which are subject to due diligence and credit approval by the financial institutions. Management is in negotiations with the financial institutions on the indicative term sheets received. Management will shortlist and appoint the selected financial institutions for refinancing. Management will work very closely with the financial institutions on the due diligence process and expects to complete the refinancing well before the maturity of the loans; and
- (ii) prepared cash flow projections that indicate it will generate sufficient cash flows from its operations to meet its obligations for the next 12 months from the date of the financial statements.

The Group's and the Company's liquidity risk management policy is to maintain sufficient liquid financial assets to pay for liabilities that are due in the next six months.

PROSPER CAP CORPORATION LIMITED (FORMERLY KNOWN AS 3CENERGY LIMITED) AND ITS SUBSIDIARIES

NOTES TO THE FINANCIAL STATEMENTS
FOR THE FINANCIAL YEAR ENDED 31 DECEMBER 2023

24. Financial instruments and financial risks (Continued)

(d) *Liquidity risk (Continued)*

Analysis of financial instruments by remaining contractual maturities

The following are the remaining contractual maturities of financial liabilities. The amounts are gross and undiscounted and include contractual interest payments and exclude the impact of netting arrangements.

<u>Group</u>	<u>2023</u>				<u>2022</u>			
	<u>Carrying amount</u>	<u>Contractual cash flows</u>			<u>Carrying amount</u>	<u>Contractual cash flows</u>		
		<u>After 1 year</u>	<u>Within one</u>	<u>but within 5</u>		<u>After 1 year</u>	<u>Within one</u>	<u>but within 5</u>
<u>\$'000</u>	<u>year</u>	<u>years</u>	<u>Total</u>	<u>year</u>	<u>years</u>	<u>years</u>	<u>Total</u>	
	<u>\$'000</u>	<u>\$'000</u>	<u>\$'000</u>	<u>\$'000</u>	<u>\$'000</u>	<u>\$'000</u>	<u>\$'000</u>	<u>\$'000</u>
<u>Financial assets</u>								
Trade and other receivables	1	1	-	1	17	17	-	17
Cash and cash equivalents	795	795	-	795	379	379	-	379
	796	796	-	796	396	396	-	396
<u>Financial liabilities</u>								
Other payables and accruals	2,106	(2,106)	-	(2,106)	95	(95)	-	(95)
Convertible loans	4,417	(4,549)	-	(4,549)	-	-	-	-
Lease liabilities	-	-	-	-	2	(1)	(1)	(2)
	6,523	(6,655)	-	(6,655)	97	(96)	(1)	(97)
Total net financial (liabilities)/assets	(5,727)	(5,859)	-	(5,859)	299	300	(1)	299

PROSPER CAP CORPORATION LIMITED (FORMERLY KNOWN AS 3CENERGY LIMITED) AND ITS SUBSIDIARIES

NOTES TO THE FINANCIAL STATEMENTS
FOR THE FINANCIAL YEAR ENDED 31 DECEMBER 2023

24. Financial instruments and financial risks (Continued)

(d) Liquidity risk (Continued)

<u>Company</u>	2023				2022			
	<u>Carrying amount</u>	<u>Contractual cash flows</u>			<u>Carrying amount</u>	<u>Contractual cash flows</u>		
		<u>After 1 year</u>	<u>but within 5</u>	<u>Total</u>		<u>After 1 year</u>	<u>but within 5</u>	<u>Total</u>
<u>\$'000</u>	<u>year</u>	<u>years</u>	<u>\$'000</u>	<u>\$'000</u>	<u>year</u>	<u>years</u>	<u>\$'000</u>	
<u>Financial assets</u>								
Other receivables	1	1	-	1	-	-	-	-
Amounts due from subsidiaries	-	-	-	-	12	12	-	12
Cash and cash equivalents	795	795	-	795	214	214	-	214
	796	796	-	796	226	226	-	226
<u>Financial liabilities</u>								
Other payables and accruals	2,106	(2,106)	-	(2,106)	78	(78)	-	(78)
Amount due to a subsidiary	35	(35)	-	(35)	-	-	-	-
Convertible loans	4,417	(4,549)	-	(4,549)	-	-	-	-
Lease liabilities	-	-	-	-	2	(1)	(1)	(2)
	6,558	(6,690)	-	(6,690)	80	(79)	(1)	(80)
Total net financial (liabilities)/assets	(5,762)	(5,894)	-	(5,894)	146	147	(1)	146