REENOVA INVESTMENT HOLDING LIMITED

(Incorporated in the Republic of Singapore | Company Reg. No.: 200104762G)

Website: **www.reenovagroup.com**

SGX Stock Code: **5EC**

DISCLAIMER OF OPINION BY INDEPENDENT AUDITOR ON THE GROUP'S FINANCIAL STATEMENTS FOR THE FINANCIAL YEAR ENDED 31 DECEMBER 2021

Pursuant to Rule 704(5) of the Listing Rules of Singapore Exchange Securities Trading Limited (the "**SGX-ST**"), the Board of Directors (the "**Board**") of Reenova Investment Holding Limited (the "**Company**" and collectively with its subsidiaries, the "**Group**") wishes to inform that the Company's independent auditor, RT LLP (the "**Independent Auditor**") has in their Independent Auditor's Report dated 13 June 2022 (the "**Report**") issued a "disclaimer of opinion" (the "**Disclaimer Opinion**") in relation to the financial statements of the Group for the financial year ended 31 December 2021 (the "**Audited Financial Statements**").

The Report is set out in the Company's Annual Report for the financial year ended 31 December 2021 ("**Annual Report 2021**") to be released on SGXNET and the Company's website at https://reenovagroup.com/ on 13 June 2022. An extract of the Report to the Audited Financial Statements is annexed to this announcement.

On Behalf of the Board
Reenova Investment Holding Limited

Kwok Kai Ming
Group Financial Controller and Company Secretary

13 June 2022

INDEPENDENT AUDITOR'S REPORT

TO THE MEMBERS OF REENOVA INVESTMENT HOLDING LIMITED
FOR THE FINANCIAL YEAR ENDED 31 DECEMBER 2021

Report on the Audit of the Financial Statements

Disclaimer of Opinion

We were engaged to audit the financial statements of Reenova Investment Holding 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 2021, 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 significant accounting policies as set out on pages 58 to 117.

We do not express an opinion on the accompanying financial statements of the Group and the statement of financial position of the Company. Because of the significance of the matters described in the *Basis for Disclaimer of Opinion* section of our report, we have not been able to obtain sufficient appropriate audit evidence to provide a basis for an audit opinion on these financial statements.

Basis for Disclaimer of Opinion

1. Going Concern

During the financial year ended 31 December 2021, the Group incurred a net loss of S$25.7 million (2020: S$7.7 million), recorded net operating cash outflows of S$1.7 million (2020: S$3.1 million) and net current liabilities of S$6.1 million (2020: S$3.5 million). The cash and cash equivalents in the Group as at 31 December 2021 was S$15,160 (2020: S$1.7 million). These conditions indicate that a material uncertainty exists with a pervasive impact that may cast significant doubt on the Group's ability to continue as a going concern.

As elaborated in Note 2.1, the financial statements have been prepared on a going concern basis as the Directors are of the view that:

(a) The proposed acquisition of 3DOM (Singapore) Pte. Ltd., which is expected to result in a reverse takeover (the "**RTO**") of the Company will allow the Company to be in a position to expand into new business sectors and grow revenues, thereby, rebuilding shareholder value. In addition, the RTO is expected to facilitate the Group's attempts to build a profitable business and operate as a going concern in the long run, positioning the Group into a significantly stronger financial position and capital base, and

(b) The Board and Management have been exploring possible fundraising options to secure financing to allow the Group to have access to additional working capital. On 16 March 2022, 30 March 2022, and 11 May 2022, the Company had obtained loans of S$350,000, S$150,000 and S$454,545 respectively. The Company continues to explore and source for such forms of financing, where possible.

INDEPENDENT
AUDITOR'S REPORT

TO THE MEMBERS OF REENOVA INVESTMENT HOLDING LIMITED
FOR THE FINANCIAL YEAR ENDED 31 DECEMBER 2021

Report on the Audit of the Financial Statements (Continued)

Basis for Disclaimer of Opinion (Continued)

1. Going Concern (Continued)

The validity of the going concern basis on which the financial statements are prepared depends on the Directors' assessment of the Group's ability to operate as a going concern as set forth above. The assumptions are premised on future events, the outcome of which are inherently uncertain.

Accordingly, we were unable to assess the appropriateness of the management's use of the going concern assumption in the preparation of the financial statements. The financial statements of the Group and the Company have been prepared on a going concern basis, which assumes that the Group and the Company will continue in operation at least for a period of twelve months from the reporting date. This means that the financial statements do not include any adjustments relating to the recoverability and classification of recorded asset amounts or to the amounts and classification of liabilities that may be necessary if the Group and the Company are unable to continue in operation in the foreseeable future. Should the going concern assumption be inappropriate, adjustments would have to be made to reflect the situation that assets may need to be realised other than in the normal course of business and at amounts which could differ significantly from the amounts at which they are recorded in the statement of financial position. In addition, the Group and the Company may have to provide for further liabilities that may arise, and to reclassify non-current assets and non-current liabilities as current assets and current liabilities, respectively.

2. Intangible assets – mining rights

As at 31 December 2021, the carrying amount of the Group's intangible asset (Note 17), with reference to Mining Rights amounted to S$8,113,500, after adjustment for accumulated impairment loss of S$27,914,132.

A subsidiary had held the exploration license for the greenfield rare earth mine located in north-western Madagascar, Africa, which was renewed in November 2018 and was valid for a three-year term from 6 November 2018 till 5 November 2021. As of the date of balance sheet, the license has expired. The Group had made a formal application for a full mining license (Permis de Exploitation) on 18 September 2020 to the Madagascar Mining Cadastral Office (Bureau du Cadastre Minier de Madagascar) in relation to the Rare Earth Project and the outcome of this application is pending as at the date of this report.

The Directors are of the view that the lapsed exploration license and the application for a full mining license hold an intrinsic value in the market place. They have, after adjustment for impairment, decided to carry the mining rights at their perceived fair value of S$8,113,500 on the consolidated statement of financial position.

In view of the above, we were unable to obtain sufficient appropriate audit evidence to determine the right of ownership on account of the fact that, as at date of our report, the Group has no legal title to the license. Consequently, the existence of a valid exploration or full mining license, and appropriateness of carrying amount of the mining rights recorded in the consolidated statement of financial position as at 31 December 2021 cannot be substantiated. Therefore, to the extent the Group has recognized mining rights at S$8,113,500, the assets on the consolidated statement of financial position may have been overstated.

We were also unable to assess whether the impairment loss of S$27,914,132 recognised during the current financial year is in compliance with the requirements of SFRS(I) 1-36 *Impairment of Assets*.

INDEPENDENT AUDITOR'S REPORT

TO THE MEMBERS OF REENOVA INVESTMENT HOLDING LIMITED
FOR THE FINANCIAL YEAR ENDED 31 DECEMBER 2021

Report on the Audit of the Financial Statements (Continued)

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 Companies Act, Chapter 50 (the "**Act**") and Singapore Financial Reporting Standards (International), 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.

Auditor's Responsibilities for the Audit of the Financial Statements

Our responsibility is to conduct an audit of the Group's financial statements in accordance with Singapore Standards on Auditing and to issue an auditor's report. However, because of the matters described in the *Basis for Disclaimer of Opinion* section of our report, we were not able to obtain sufficient appropriate audit evidence to provide a basis for an audit opinion on these financial statements.

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.

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 auditor's report is Mr. Ravinthran Arumugam.

RT LLP
Public Accountants and
Chartered Accountants

Singapore
13 June 2022