

# RENAISSANCE UNITED LIMITED

(Incorporated in the Republic of Singapore)  
(Company Registration No. 199202747M)

---

## ANNOUNCEMENT PURSUANT TO RULE 704(5) OF THE LISTING MANUAL – QUALIFIED OPINION BY THE INDEPENDENT AUDITOR

---

Pursuant to Rule 704(5) of the Listing Manual of the Singapore Exchange Securities Trading Limited (the “SGX-ST”), the Board of Directors (the “**Board**”) of Renaissance United Limited (the “**Company**”) and together with its subsidiaries, (the “**Group**”) wishes to announce that the Company’s independent auditor, Baker Tilly TFW LLP (the “**Independent Auditor**”) has issued a qualified opinion, and included a section on material uncertainty related to going concern, in their independent auditor’s report dated 14 August 2025 (the “**Independent Auditor’s Report**”) on the audited financial statements of the Group for the financial year ended 30 April 2025 (“**FY2025**”) (the “**Audited Financial Statements**”).

An extract from the Independent Auditor’s Report is attached to this announcement for Shareholders’ reference.

Shareholders of the Company are advised to read the Independent Auditor’s Report and the FY2025 Audited Financial Statements in the Company’s Annual Report.

### ***Basis for Qualified Opinion***

#### ***Comparative figures***

The comparative figures disclosed in the FY2025 Audited Financial Statements are based on the consolidated financial statements of the Group for the previous financial year ended 30 April 2024 (“FY2024”), on which the Independent Auditor expressed a qualified opinion in relation to development property (matter 1) and contingent liabilities (matter 2). These matters primarily relate to the possible effects on FY2024 profit or loss and the opening balances as at 1 May 2023.

The Independent Auditor’s opinion on the FY2025 Audited Financial Statements is modified because of the possible effects of the above matters on the comparability of the current year’s figures and the corresponding figures.

Since the matters relate to the comparative figures for FY2024 and opening balances as at 1 May 2023, the Board is in concurrence with the management that these matters have been addressed following the completion of the sale of the development property (matter 1) and settlement of the legal claims (matter 2), respectively, during the year under review.

#### ***Material Uncertainty Related to Going Concern***

The Independent Auditor has included a Material Uncertainty Related to Going Concern section in their Independent Auditor’s Report to draw attention to conditions that may give rise to material uncertainties on the ability of the Group and the Company to continue as going concerns.

Nevertheless, in the preparation of the financial statements, the Board believes that the use of going concern assumption is appropriate after taking into consideration the factors as disclosed in the Audited Financial Statements. The Independent Auditor’s opinion is not modified in respect of this matter.

The Company will continue to provide updates as part of its financial reporting regime.

In the meantime, the Board of Directors wishes to advise shareholders and investors to exercise caution when dealing in the shares of the Company. Persons who are in doubt as to the action they should take should consult their stockbrokers, bank managers, solicitors, accountants or other professional advisers.

**By Order of the Board**

James Moffatt Blythman  
Executive Director and Chief Financial Officer

14 August 2025

# INDEPENDENT AUDITOR'S REPORT

To the members of Renaissance United Limited

## Report on the Audit of the Financial Statements

### ***Qualified Opinion***

We have audited the accompanying financial statements of Renaissance United Limited (the "Company") and its subsidiaries (collectively, the "Group") as set out on pages [ ] to [ ], which comprise the statements of financial position of the Group and the Company as at 30 April 2025, 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 and the statement of changes in equity of the Company for the financial year then ended, and notes to the financial statements, including material accounting policy information.

In our opinion, except for the possible effects of the matters described in the *Basis for Qualified Opinion* section of our report, the accompanying consolidated financial statements of the Group and the statement of financial position and statement of changes in equity 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)") 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 30 April 2025 and of the consolidated financial performance, consolidated changes in equity and consolidated cash flows of the Group and of the changes in equity of the Company for the financial year ended on that date.

### ***Basis for Qualified Opinion***

#### *Comparative figures*

The comparative figures disclosed in these financial statements are based on the consolidated financial statements of the Group for the previous financial year ended 30 April 2024, on which we expressed a qualified opinion. The extract of the basis for qualified opinion on the consolidated financial statements of the Group for the financial year ended 30 April 2024 is disclosed in Note 30 to the financial statements. The basis for qualified opinion relates to the following matters:

#### *(i) Development property*

We were unable to perform audit procedures to obtain sufficient appropriate audit evidence to satisfy ourselves as to whether the net carrying amount of the development property as at 1 May 2017 contained misstatements as management was unable to provide supporting documents for the accumulated brought forward costs of the development property.

During the financial year ended 30 April 2024, the sale of the development property was completed. Consequently, we were unable to determine whether any adjustments might be necessary to the profit or loss for the financial year ended 30 April 2024 and opening accumulated losses as at 1 May 2023.

# INDEPENDENT AUDITOR'S REPORT

To the members of Renaissance United Limited

## Report on the Audit of the Financial Statements (cont'd)

### ***Basis for Qualified Opinion (cont'd)***

#### *Comparative figures (cont'd)*

##### *(ii) Contingent liabilities*

During the previous financial years, various writs of summons were filed against the Company and its subsidiary, Capri Investment L.L.C. ("Capri"). No provision for liabilities was made in the financial statements in respect of these claims as the directors believed the claims were without merits. Based on information available to us, we were unable to obtain sufficient appropriate audit evidence to determine whether any provision for liabilities was necessary in respect of these claims.

During the financial year ended 30 April 2024, the Group reached a settlement with the plaintiff and an amount of \$4,847,000 was recognised in the profit or loss to settle the legal claims. We were unable to determine how much of the settlement sum of \$4,847,000, if any, pertained to the profit or loss in the previous financial years. Consequently, we were unable to determine whether any adjustments might be necessary to the profit or loss for the financial year ended 30 April 2024 and opening accumulated losses as at 1 May 2023.

Our opinion on the current year's consolidated financial statements is modified because of the possible effects of the above matters on the comparability of the current year's figures and the corresponding figures.

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 qualified opinion.

### ***Material Uncertainty Related to Going Concern***

We draw attention to Note 3.1 to the financial statements with respect to the Group's and the Company's ability to continue as going concerns. During the financial year ended 30 April 2025, the Group and the Company incurred a net loss of \$13,930,000 (2024: \$9,871,000) and \$9,685,000 (2024: \$11,885,000) respectively. As at 30 April 2025, the Group's and the Company's current liabilities exceeded the current assets by \$21,122,000 (2024: \$13,215,000) and \$4,484,000 (2024: \$2,774,000) respectively. In addition, the Group recorded net cash outflows from operating activities of \$1,563,000 (2024: net cash inflows of \$2,715,000) during the financial year ended 30 April 2025. These conditions give rise to material uncertainties on the ability of the Group and the Company to continue as going concerns.

Nevertheless, in the preparation of the financial statements, the Board of Directors of the Company believes that the use of going concern assumption is appropriate after taking into consideration the factors as disclosed in Note 3.1 to the financial statements. Our opinion is not further modified in respect of this matter.

# INDEPENDENT AUDITOR'S REPORT

To the members of Renaissance United Limited

## Report on the Audit of the Financial Statements (cont'd)

### **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 financial year. 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. In addition to the matters described in the *Basis for Qualified Opinion and Material Uncertainty Related to Going Concern* sections, we have determined the matter described below to be the key audit matter to be communicated in our report.

#### *Impairment assessment on intangible assets*

As disclosed in Note 11 to the financial statements, the carrying amounts of intangible assets held by Hubei Zonglianhuan Energy Investment Group Inc. and its subsidiaries ("HZLH group") in relation to service concession arrangements amounted to \$39,461,000 (2024: \$49,975,000) as at 30 April 2025, which represent 54.0% (2024: 55.5%) of total assets of the Group's consolidated statement of financial position. During the financial year ended 30 April 2025, the Group recognised an impairment loss on service concession arrangements of \$6,430,000 (2024: \$7,896,000).

The impairment assessment on intangible assets in relation to service concession arrangements is considered a key audit matter as HZLH group's intangible assets form a material portion of the Group's assets and any impairment of the intangible assets will have a significant impact on the Group's financial performance.

The assessment of the carrying amount of these assets requires management to exercise judgement in identifying existence of any indicators of impairment. Recoverable amount is the higher of fair value less costs of disposal and value-in-use. The recoverable amount of these assets is based on fair value less costs of disposal, determined based on valuation performed by an independent firm of professional valuers using a market-based approach. The estimation is based on the enterprise value divided by earnings before interest, tax, depreciation and amortisation ("EV/EBITDA") multiple as disclosed in Note 11 to the financial statements.

Our audit procedures included (a) engaging our internal valuation specialists to assist us in assessing the methodology adopted for the fair value less costs of disposal; corroborating EV/EBITDA multiple used in the valuation; recalculating the earnings before interest, tax, depreciation and amortisation used in the model; and checking the mathematical accuracy of the model; (b) assessing the objectivity, competency and capability of the independent firm of professional valuers; and (c) assessing the adequacy of disclosures made in the financial statements.

# INDEPENDENT AUDITOR'S REPORT

To the members of Renaissance United Limited

## **Report on the Audit of the Financial Statements (cont'd)**

### ***Other Information***

Management is responsible for the other information. The other information comprises the information included in the directors' statement and the Annual Report, but does not include the financial statements and our auditor's report thereon.

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. Because of the possible effects of the matters described in the *Basis for Qualified Opinion* section of our report, we are unable to conclude whether or not the other information is materially misstated with respect to the matters.

### ***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), 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 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 auditor's 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.

# INDEPENDENT AUDITOR'S REPORT

To the members of Renaissance United Limited

## Report on the Audit of the Financial Statements (cont'd)

### *Auditor's Responsibilities for the Audit of the Financial Statements (cont'd)*

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 control.
- 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 control.
- 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 auditor's 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 auditor's 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.
- Plan and perform the group audit to obtain sufficient appropriate audit evidence regarding the financial information of the entities or business activities within the Group as a basis for forming an opinion on the group financial statements. We are responsible for the direction, supervision and review of the audit work performed for purposes of 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 control 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 auditor's report unless law or regulation precludes 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.

# INDEPENDENT AUDITOR'S REPORT

To the members of Renaissance United Limited

## **Report on Other Legal and Regulatory Requirements**

In our opinion, except for the possible effects of the matters described in the *Basis for Qualified Opinion* section of our report, 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 Heng Bao Sheng.

Baker Tilly TFW LLP  
Public Accountants and  
Chartered Accountants  
Singapore

14 August 2025