Independent Auditors' Report

Members of the Company
TT International Limited

Report on the audit of the financial statements

Disclaimer of opinion

We were engaged to audit the financial statements of TT International Limited ('the Company') and its subsidiaries ('the Group'), which comprise the consolidated balance sheet of the Group and the balance sheet of the Company as at 31 March 2017, and the consolidated income statement, consolidated statement of 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 44 to 122.

We do not express an opinion on the accompanying consolidated financial statements of the Group or the balance sheet 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

The Company is placed under a Scheme of Arrangement (the "Scheme") sanctioned by the Court of Appeal in Singapore on 13 October 2010. The Company's ability to continue as a going concern is dependent on the successful implementation of the Scheme, the profitability of future operations, the ability to secure financing as and when required, and the continuing support of bank and other creditors, suppliers and other parties. The Group has incurred a net loss of $90,987,000 (2016: $59,729,000) for the year ended 31 March 2017 as set out on page 45. In addition, as at 31 March 2017, the Group and the Company are in a net current liabilities position of $387,291,000 (2016: $353,206,000) and $238,488,000 (2016: $202,511,000), respectively. As at 31 March 2017, a subsidiary is in default of its loan repayment obligation which was due on 31 March 2017 and a subsidiary is in breach of certain loan financial covenants. These factors indicate the existence of material uncertainties which may cast significant doubt about the Company's ability to continue as a going concern.

The directors consider that different possibilities regarding the future exist and that the differing outcomes can cause the financial statements as at 31 March 2017 to be very different from what is currently presented in these financial statements. The directors also consider that there are no practical means available to resolve such difficulties in the preparation of these financial statements for the financial year under review. In this respect, the directors are of the opinion that, notwithstanding these difficulties, the preparation of these financial statements on a going concern basis provides sufficient information to serve the interests of all stakeholders who may read these financial statements.

These matters are explained in greater detail in note 2 (and other notes) to these financial statements.

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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 FRSs, 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.

Auditors' responsibilities for the audit of the financial statements

Our responsibility is to conduct an audit of the financial statements in accordance with Singapore Standards on Auditing and to issue an auditors' 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 *Code of Professional Conduct and Ethics for Public Accountants and Accounting Entities* ('ACRA Code') together with the ethical requirement 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, except for the effect of the matters described in the '*Basis for disclaimer of 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 auditors' report is Ronald Tay Ser Teck.

KPMG LLP
Public Accountants and
Chartered Accountants

Singapore
14 July 2017