

RICH CAPITAL HOLDINGS LIMITED
(Incorporated in the Republic of Singapore)
(Registration No. 199801660M)

**QUALIFIED OPINION BY INDEPENDENT AUDITOR ON THE FINANCIAL STATEMENTS
FOR THE FINANCIAL YEAR ENDED 31 MARCH 2019**

Pursuant to Rule 704(4) of the Listing Manual (Section B: Rules of Catalist) of the Singapore Exchange Securities Trading Limited, the board of directors (the “Board” or “Directors”) of Rich Capital Holdings Limited (the “Company” and together with its subsidiaries, the “Group”) wishes to announce that the Company’s Independent Auditors, Foo Kon Tan LLP (“FKT”) have issued a qualified Auditor’s Report on the consolidated financial statements of the Company and its subsidiaries for the financial year ended 31 March 2019 (“FY2019”) (the “Qualified Opinion”) raising the two (2) issues below:

1. Goodwill on acquisition of Oxley Batam Pte. Ltd. and its joint venture (“Goodwill”); and
2. Valuation of mining rights / recoverable amount of the cost of investment in subsidiary

In respect of the Goodwill included in the Group’s carrying amount of the investment in a joint venture, FKT was unable to determine if the Goodwill of \$1.66 million on acquisition of the joint venture was fairly stated as FKT was unable to obtain sufficient appropriate audit evidence to ascertain the appropriateness of the fair value adjustment of the land development parcel due to the ongoing disputes with the joint venture partner. On the valuation of mining rights and the recoverable amount of the cost of investment in a subsidiary which was recorded at \$nil, respectively, FKT was not able to obtain sufficient appropriate or new audit evidence to support the fair value of the mining rights and the recoverable amount of the cost of investment in subsidiary that were measured appropriately in accordance with SFRS(I) 1-36 as at the reporting date.

Except for the possible effects of the matters described in the Basis of Qualified Opinion section in the Independent Auditor’s report, the Board is of the view that the accompanying financial statements of the Group and the Company are drawn up so as to give a true and fair view of the financial position of the Group and of the Company as at 31 March 2019 and the financial performance, changes in equity and cash flows of the Group for the year ended on that date in accordance with the provisions of the Singapore Companies Act, Chapter 50 (the “Act”) and Singapore Financial Reporting Standards (International).

The basis for the Qualified Opinion is contained in the Independent Auditors’ Report for FY2019 (“Independent Auditor’s Report”), a copy of which is attached as an Appendix to this announcement. The Independent Auditor’s Report will be part of the annual report of the Company for FY2019 (“Annual Report FY2019”), which will be released on the SGXNET and dispatched to shareholders in due course.

Shareholders of the Company are advised to read this announcement in conjunction with the Independent Auditor’s Report and the Annual Report FY2019 in their entirety.

BY ORDER OF THE BOARD
RICH CAPITAL HOLDINGS LIMITED

Giang Sovann
Independent Non-Executive Director
11 September 2019

This announcement has been prepared by the Company and its contents have been reviewed by the Company's sponsor, PrimePartners Corporate Finance Pte. Ltd. (the "Sponsor") in accordance with Rules 226(2)(b) and 753(2) of the Singapore Exchange Securities Trading Limited (the "SGX-ST") Listing Manual Section B: Rules of Catalist.

This announcement has not been examined or approved by the SGX-ST. 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 Mr Joseph Au, Associate Director, Continuing Sponsorship (Mailing Address: 16 Collyer Quay, #10-00 Income at Raffles, Singapore 049318 and E-mail: sponsorship@ppcf.com.sg).