

**INDEPENDENT AUDITOR'S REPORT
TO THE MEMBERS OF ISR CAPITAL LIMITED
For the financial year ended 31 December 2014**

Report on the Financial Statements

We have audited the accompanying financial statements of ISR Capital Limited (the "Company") and its subsidiaries (collectively the "Group"), which comprise the balance sheets of the Group and the Company as at 31 December 2014, 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 financial year then ended, and a summary of significant accounting policies and other explanatory information.

Management's Responsibility 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 Singapore Companies Act, Chapter 50 (the "Act") and Singapore Financial Reporting Standards, 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 profit and loss accounts and balance sheets and to maintain accountability of assets.

Auditor's Responsibility

Our responsibility is to express an opinion on these financial statements based on our audit. We conducted our audit in accordance with Singapore Standards on Auditing. Those standards require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether the financial statements are free from material misstatement.

An audit involves performing procedures to obtain audit evidence about the amounts and disclosures in the financial statements. The procedures selected depend on the auditor's judgement, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error. In making those risk assessments, the auditor considers internal control relevant to the entity's preparation of financial statements that give a true and fair view in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an audit opinion on the effectiveness of the entity's internal control. An audit also includes evaluating the appropriateness of accounting policies used and the reasonableness of accounting estimates made by management, as well as evaluating the overall presentation of the financial statements.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion.

Opinion

In our opinion, the consolidated financial statements of the Group and the balance sheet of the Company are properly drawn up in accordance with the provisions of the Act and Singapore Financial Reporting Standards so as to give a true and fair view of the state of affairs of the Group and of the Company as at 31 December 2014, and of the results, changes in equity and cash flows of the Group for the financial year ended on that date.

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For the financial year ended 31 December 2014 (Continued)**

Emphasis of Matter

We draw your attention to the following:

(a) Ongoing investigation by Commercial Affairs Department ("CAD")

We refer to Note 32 to the financial statements, which states that in April 2014, the Company, five of its wholly owned subsidiaries, and two funds (including two subsidiaries of one of the funds) managed by one of the subsidiaries of the Company were served notices by the CAD of the Singapore Police Force for an investigation into an offence under the Securities and Futures Act, Chapter 289 ("SFA"). In the notices, the Company and those entities were asked to provide certain information pursuant to an investigation to be conducted by the CAD.

On 4 February 2015, the CAD confirmed to us that their investigation is still ongoing. As informed by the Board, apart from certain key personnel being requested to attend further interviews by the CAD in late January 2015, there have been no further new developments in the ongoing investigation.

In view of the above, there exists a material uncertainty - whether the ongoing investigation, the outcome of which is unknown, may have an impact on the Group's ongoing business operations. Accordingly, the extent of adjustments, if any, that may arise from the ongoing investigation, may have an effect on the financial statements of the Group and the Company for the financial year ended 31 December 2014 and preceding years, if any.

Our opinion is not qualified in respect of this matter.

(b) Going concern assumption

As disclosed in Note 1.2, the Group incurred a net loss of S\$8,766,997 (2013: S\$43,182,559) and reported a net cash outflows from operating activities of S\$1,638,826 (2013: net cash inflows from operating activities of S\$713,681) for the financial year ended 31 December 2014. In addition, as disclosed in Note 31, the Group had disposed of its 100% owned subsidiary, Infiniti Asset Management Pte Ltd on 6 March 2015, which is a fund management company registered with the Monetary Authority of Singapore, that can operate fund management business. These factors indicate the existence of a material uncertainty which may cast significant doubt about the Group and the Company's ability to continue as a going concern.

The directors have prepared these financial statements on the going concern basis premised on, inter alia, the success of the proposed issuance of convertible redeemable bonds of up to S\$35 million, which is subject to clearance from SGX-ST and shareholders' approval at the Extraordinary General Meeting to be convened at a later date.

Our opinion is not qualified in respect of this matter.

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For the financial year ended 31 December 2014 (Continued)**

Other Matters

The financial statements of the Group and of the Company for the financial year ended 31 December 2013 were audited by another firm of auditors whose report dated 21 May 2014 expressed a disclaimer of opinion as detailed in Note 34.

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 subsidiaries incorporated in Singapore of which we are the auditors have been properly kept in accordance with the provisions of the Act.

RT LLP
Public Accountants and
Chartered Accountants

Singapore
6 April 2015