INDEPENDENT AUDITORS' REPORT TO THE MEMBERS OF

YUUZOO CORPORATION LIMITED AND ITS SUBSIDIARIES

Report on the Financial Statements

We were engaged to audit the accompanying financial statements of YuuZoo Corporation Limited (the "Company") and its subsidiaries (the "Group"), as set out on pages 8 to 74, which comprise the statements of financial position of the Group and of the Company as at 31 December 2015, the consolidated statement of 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 Singapore Financial Reporting Standards, and for such internal control as it determines is necessary to enable the preparation of financial statements that are free from material misstatement, whether due to fraud or error.

Auditors' Responsibility

Our responsibility is to express an opinion on these financial statements based on conducting the audit in accordance with Singapore Standards on Auditing. Because of the matters described in the Basis for Disclaimer of Opinion section, however, we were not able to obtain sufficient appropriate audit evidence to provide a basis for an audit opinion.

Basis for Disclaimer of Opinion

As stated in Notes 3.1(a) to the financial statements, the Group reported revenue of SGD49,126,000 for the financial year ended 31 December 2015, and as of that date, the Group has recognised assets available for sale of SGD50,423,000 from franchise sales based on valuations obtained from independent third parties.

Due to various reasons including the lack of comparable business models, lack of an operating track record, future economic uncertainty, and the sensitivity of the valuation models to underlying parameters, we have been unable to obtain sufficient information to satisfy ourselves as to whether the valuation models, estimates and assumptions used for the fair value estimates meet the revenue recognition criteria in relation to probability of future economic benefits and its reliable measurement. Consequently, we were unable to determine whether any adjustment to the accompanying financial statements was necessary.

Additionally, as disclosed in Note 3.2(ii) to the financial statements, included in trade and other receivables is an amount of SGD17,091,000. The recoverability of this amount is dependent on the value of assets proposed to be provided by the debtor in settlement of the debt. The value of these assets is dependent on certain estimates and assumptions in relation to future performance of these assets. We were unable to obtain sufficient information to ascertain the appropriateness and reliability of such estimates and assumptions, nor were we able to obtain sufficient appropriate audit evidence with respect to the recoverability of such receivables through alternative means. Consequently, we were unable to determine whether any adjustment to the accompanying financial statements was necessary.

INDEPENDENT AUDITORS' REPORT TO THE MEMBERS OF

YUUZOO CORPORATION LIMITED AND ITS SUBSIDIARIES

Disclaimer of Opinion

Because of the significance of the matters described in the Basis for Disclaimer of Opinion section, we have not been able to obtain sufficient appropriate audit evidence to provide a basis for an audit opinion. Accordingly, we do not express an opinion on the financial statements.

Other Matter

The financial statements of the Group and the Company for the year ended 31 December 2014 were audited by another firm of auditors whose report dated 4 May 2015 expressed an unmodified opinion on those financial statements.



Moore Stephens LLP
Public Accountants and
Chartered Accountants

Singapore
11 May 2016