NUTRYFARM INTERNATIONAL LIMITED
(Under Judicial Management)
(Company Registration Number: 32308)
(Incorporated in the Bermuda)

DISCLAIMER OF OPINION BY THE INDEPENDENT AUDITORS ON THE AUDITED FINANCIAL STATEMENTS FOR THE FINANCIAL YEAR ENDED 30 SEPTEMBER 2022

In compliance with Rule 705(2)(d) of the Listing Manual of the Singapore Exchange Securities Trading Limited, the judicial manager (the "**Judicial Manager**") of NutryFarm International Limited (Under Judicial Management) (the "**Company**", together with its subsidiaries, the "**Group**") wishes to inform shareholders that the independent auditor of the Company, Nexia Singapore PAC (the "**Independent Auditor**"), has issued a disclaimer of opinion in its Independent Auditor's Report dated 27 October 2025 (the "**Independent Auditor's Report**") in relation to the Group's financial statements for the financial year ended 30 September 2022 ("**FY2022**") (the "**Audited Financial Statements**").

The basis for the disclaimer of opinion is set out in the Independent Auditor's Report, an extract of which is annexed hereto for further details. An extract of Note 1, Note 29, Note 30 and the relevant portions of Note 3 to the FY2022 Audited Financial Statements are also annexed to this announcement.

Shareholders of the Company are advised to read this announcement in conjunction with the Independent Auditor's Report, the Audited Financial Statements and the Company's annual report for FY2022, which will be announced on SGXNET in due course.

The Judicial Manager highlights that the consolidated financial statements of the Group and the balance sheet and statement of changes in equity of the Company for FY2022 were prepared by the management of the Company based on records and financial information available. The Judicial Manager is not in a position to provide representations, warranties, or assurances regarding the accuracy, completeness, or compliance of these financial statements with International Financial Reporting Standards.

The Judicial Manager does not make or purport to make any statement in the consolidated financial statements of the Group and the balance sheet and statement of changes in equity of the Company for FY2022, or any statement upon which a statement in the consolidated financial statements of the Group and the balance sheet and statement of changes in equity of the Company for FY2022 is based, and makes no representation regarding any statement in the consolidated financial statements of the Group and the balance sheet and statement of changes in equity of the Company for FY2022.

The Judicial Manager expressly disclaims and takes no responsibility for any liability to any person which is based on, or arises out of, any statement, information or opinions in, or omission from, in the consolidated financial statements of the Group and the balance sheet and statement of changes in equity of the Company for FY2022. For the avoidance of doubt, and as further described below, the Judicial Manager is not in a position to, and does not opine on, the ability of the Group and the Company to continue in operations as a going concern and to meet their financial obligations as and when they fall due.

Trading in the Company's securities on the SGX-ST had been voluntarily suspended by the Company since 11 April 2022. Although the Company's shares are under suspension, shareholders and investors are advised to exercise caution when dealing in the Company's shares and to refrain from taking any action in respect of their shares and/or investment in the Company which may be prejudicial to their interest. Persons, who are in doubt, as to the action they should take, should consult their stockbroker, bank manager, solicitor, accountant or other professional advisers.

Submitted by the Judicial Manager
For and on behalf of the Company

Ellyn Tan Huixian

5 November 2025

Extracted from the Independent Auditor's Report to the Audited Financial Statements of NutryFarm International Limited (Under Judicial Management) for FY2022

INDEPENDENT AUDITOR'S REPORT TO THE MEMBERS OF NUTRYFARM INTERNATIONAL LIMITED (UNDER JUDICIAL MANAGEMENT)

Report on the Audit of the Financial Statements

Disclaimer of Opinion

We were engaged to audit the financial statements of NutryFarm International Limited (Under Judicial Management) (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 30 September 2022, 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 a summary of significant accounting policies.

We do not express an opinion on the consolidated financial statements of the Group and the balance sheet and statement of changes in equity 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

1. Opening balances

The financial statements for the financial year ended 30 September 2021 were audited by another firm of auditors, who expressed a disclaimer of opinion in their report dated 25 February 2025. An extract of their basis for disclaimer of opinion is disclosed in Note 29 to the financial statements.

In view of the matters described in the *Basis for Disclaimer of Opinion* on the financial statements for the financial year ended 30 September 2021, we were unable to determine whether the opening balances as at 1 October 2021 are fairly stated. As these opening balances as at 1 October 2021 affect the determination of the financial performance, balance sheet, changes in equity and cash flows of the Group and the Company for the financial year ended 30 September 2022, we were unable to determine whether any adjustments might have been necessary in respect to the financial performance, balance sheet, changes in equity and cash flows of the Group and the Company for the financial year ended 30 September 2022.

We also do not express an opinion on the current financial year's financial statements because of the possible effects of these matters on the comparability of the current financial year's figures and the corresponding figures.

2. Limitation of scope

We were unable to, and have not, performed an audit in accordance with the Singapore Standards on Auditing on the consolidated financial statements of the Group, and the balance sheet and statement of changes in equity of the Company for the financial year ended 30 September 2022, as the accounting records and supporting documentation necessary for the audit were not made available since the Company was placed under judicial management order from 28 June 2022, as disclosed in Note 1 to the financial statements.

As a result, we were unable to perform audit procedures to determine whether the Group and the Company have rights to, and obligations for, the assets and liabilities; and to verify the occurrences, cut-off, completeness, accuracy, validity, valuation, classification, and disclosure of the transactions and balances presented in the financial statements of the Group and the Company, including the balances and transactions as disclosed in Note 30 to the financial statements. We were also unable to carry out the necessary audit procedures to verify the completeness of the review of subsequent events from 30 September 2022 up to the date of this audit report. Consequently, we were unable to obtain sufficient appropriate audit evidence to provide a basis for an audit opinion on the consolidated financial statements of the Group and the balance sheet and changes in equity of the Company for the financial year ended 30 September 2022.

Report on the Audit of the Financial Statements (continued)

Basis for Disclaimer of Opinion (continued)

3. Notice of compliance

As disclosed in Note 30 to the financial statements, as required by Singapore Exchange Securities Trading Limited, an independent reviewer, FTI Consulting Pte Ltd has been appointed to conduct an investigation on events which began prior to year 2019. As of the date of this report, the investigation findings report has not yet been issued. Consequently, we were unable to determine if any adjustments to and additional disclosures in the accompanying financial statements of the Group and the Company might be necessary arising from the findings of the investigation.

4. Contingent liabilities

As disclosed in Note 32 to the financial statements, the Company received Settlement Agreements relating to potential customers compensation. As of the date of this report, no compensation claims have been filed against the Company, and no provision for any liability has been made in these financial statements.

We were unable to obtain sufficient appropriate audit evidence regarding the status and outcome of these potential claims. Consequently, we were unable to determine whether any adjustments might be necessary in respect of these claims, and we do not express an opinion on this matter in the financial statements.

5. Appropriateness of the going concern assumption

As disclosed in Note 3 to the financial statements, the Group incurred a net loss of HK$81,454,000 (2021: HK$111,453,000) and recorded net cash outflow from operating activities amounting to HK$27,340,000 (2021: HK$3,404,000) for the financial year ended 30 September 2022. As at that date, the Group's total liabilities and current liabilities exceeded its total assets and current assets by HK$133,478,000 and HK$148,536,000 respectively (2021: HK$60,720,000 and HK$34,262,000). The Company's total liabilities and current liabilities exceeded its total assets and current assets by HK$166,001,000 and HK$226,847,000 respectively (2021: current liabilities exceeded the current assets by HK$10,596,000).

As disclosed in Note 1, the High Court of Singapore granted an order placing the Company under judicial management on 28 June 2022. The Judicial Manager is not in a position to, and does not opine on, the Group's and the Company's ability to continue as going concern. As further disclosed in Note 3, the Group and the Company are currently undergoing restructuring activities, which remain ongoing as at the date of this report. The ability of the Group and the Company to continue as going concerns depends on the successful completion of these restructuring activities, including securing financing from investors and financial institutions to meet their operational and development needs. However, the outcome of the restructuring activities in inherently uncertain, and the actual results of these plans may differ materially from management's assumptions and projections. Due to these material uncertainties and the lack of sufficient appropriate audit evidence to support the feasibility and execution of the restructuring plans, we were unable to conclude on the appropriateness of the use of the going concern basis of accounting.

The financial statements have been prepared on a going concern basis and do not include any adjustments that might be necessary should the Group and the Company be unable to continue as going concerns. If the going concern basis is no longer appropriate, adjustments may be required to reduce the carrying amounts of assets to their recoverable amounts, to provide for further liabilities, and to reclassify non-current assets and liabilities as current. No such adjustments have been made.

Other Matters

The financial statements for the financial year ended 30 September 2021 were audited by another firm of auditors who expressed a disclaimer of opinion on those financial statements in their report dated 25 February 2025.

Report on the Audit of the Financial Statements (continued)

Basis for Disclaimer of Opinion (continued)

Other Matters (continued)

In our opinion, in view of the significance of the matters referred to in the *Basis for Disclaimer of Opinion* section of our report, we do not express an opinion on whether the accounting and other records required by the Companies Act 1981 of Bermuda (the "**Act**") to be kept by the Company have been properly kept in accordance with the provisions of the Act.

Responsibilities of Management and Directors for the Financial Statements

Management is responsible for the preparation and fair presentation of these financial statements in accordance with International Financial Reporting Standards, and for such internal control as management determines is necessary to enable the preparation of financial statements that are free from material misstatement, whether due to fraud or error.

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 responsibility is to conduct an audit of the consolidated financial statements of the Group and the balance sheet and statement of changes in equity of the Company in accordance with Singapore Standards on Auditing and to issue an auditor's 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 Company 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.

The engagement partner on the audit resulting in this independent auditor's report is Chan Rouh Ting.

Nexia Singapore PAC
Public Accountants and
Chartered Accountants
Singapore

Date: 27 October 2025

Extracted from Note 1, Note 29, Note 30 and the relevant portions of Note 3 to the FY2022 Audited Financial Statements

NUTRYFARM INTERNATIONAL LIMITED (UNDER JUDICIAL MANAGEMENT)
AND ITS SUBSIDIARIES

NOTES TO THE FINANCIAL STATEMENTS
For the financial year ended 30 September 2022

1. Corporate Information

NutryFarm International Limited (Under Judicial Management) (the "**Company**") and its subsidiaries (the "**Group**") is a company incorporated in Bermuda with limited liability under the Bermuda Companies Act 1981 and has its registered office at Victoria Place, 5th floor, 31 Victoria Street, Hamilton HM 10, Bermuda. The Company's principal office in Hong Kong is located at Room 1916, 19/F, Star House, 3 Salisbury Road, Tsim Sha Tsui, Kowloon, Hong Kong.

The principal activity of the Company is that of investment holding. The principal activities of its subsidiaries are disclosed in Note 11.

Judicial management

On 19 May 2022 the Company was served with an originating summons by one of its major creditors, Corpbond IV Ltd ("**Corpbond**") in the High Court of Singapore, which sought for the Company to be placed under judicial management. The High Court of Singapore granted an interim judicial management order on 10 June 2022, followed by a formal judicial management order on 28 June 2022.

Subsequently extensions of the judicial management order were granted as follows:

- First extension: until 24 June 2023
- Second extension: until 10 August 2023
- Third extension: until 10 November 2023
- Fourth extension: until 10 March 2024
- Fifth extension: until 10 September 2024
- Sixth extension: interim extensions of till 21 October 2024, till 22 October 2024, 28 October 2024, 25 November 2024, 20 January 2025, 3 March 2025, 17 March 2025, 1 April 2025, 2 April 2025 and until 2 July 2025.
- Seventh extension: until 2 November 2025

During the period of the Company under Judicial Management, all powers conferred and duties imposed on the directors of the Company by the Insolvency, Restructuring and Dissolution Act 2018 or the Companies Act 1967 or by the constitution of the Company, must be exercised and performed by the Judicial Manager and not by the directors of the Company, but nothing requires the Judicial Manager to call any meetings of the Company.

3. Critical accounting judgements and key sources of estimation uncertainty

(a) Critical judgements in applying the Group's accounting policies

The preparation of the Group's financial statements requires management to make judgements, estimates and assumptions that affect the reported amounts of revenues, expenses, assets and liabilities, and the disclosure of contingent liabilities at the balance sheet date.

In the process of applying the Group's accounting policies, which are described in Note 2, management has made the following judgements that have the most significant effect on the amounts recognised in the financial statements.

3. Critical accounting judgements and key sources of estimation uncertainty (continued)

i. Going concern assumption

During the financial year ended 30 September 2022, the Group incurred a net loss of HK$81,454,000 (2021: HK$111,453,000) and net cash outflow from operating activities amounting to HK$27,340,000 (2021: HK$3,404,000). As at 30 September 2022, the Group's total liabilities and current liabilities exceeded the total assets and current assets by HK$133,478,000 and HK$148,536,000 (2021: HK$60,720,000 and HK$34,262,000) and the Company's total liabilities and current liabilities exceeded the total assets and current assets by HK$166,001,000 and HK$226,847,000 (2021: current liabilities exceeded the current assets by HK$10,596,000) respectively.

Judicial management

On 28 June 2022, the Company was placed under judicial management.

The objectives of the judicial management order are to achieve one or more of the following purposes:

(a) survival of the Company, or the whole or part of its undertaking as a going concern;

(b) the approval under Section 210 of the Companies Act 1967 or Section 71 of the Insolvency, Restructuring and Dissolution Act 2018 of a compromise or arrangement between the Company and any such persons as mentioned in those sections; and/or

(c) a more advantageous realisation of the Company's assets than on winding up.

During the judicial management period, there was a stay on all suits, proceedings, claims etc. against the Company, except with the consent of the Judicial Manager or with the leave of the Court. The unsecured debts and liabilities owing to the principal lender and unsecured claims from creditors (collectively, the "**Creditors**") prior to 28 June 2022 would be addressed/restructured as part of the judicial management of the Company.

On 30 January 2023, Corpbond had entered into a loan agreement with the Company and will extend a loan of up to a principal amount of S$1,000,000 to the Company for the purposes of asset recovery. Corpbond is the single largest creditor of the Company as of the date of authorisation of these financial statements.

On 14 November 2023, a revised Statement of Proposal ("**Revised SOP**") was unanimously approved by the creditors present and voting. Upon successful implementation of the Revised SOP, it is contemplated that the Company's debts (excluding Corpbond's debt) will be restructured. The completion of the restructuring exercise is subject to a number of conditions precedent to be fulfilled, including relevant regulatory and shareholders' approval.

On 15 July 2024, the Company and the Judicial Manager entered into a restructuring agreement with Corpbond, which outlines the terms for restructuring the claims of the Company's creditors (referred to as the "**Restructuring Agreement**"). According to the terms and conditions set out in the Restructuring Agreement, each creditor shall receive a lump sum payment of 20% of each Creditor's Approved Claim (as defined in the Restructuring Agreement) in cash paid out by Corpbond. Subsequently each creditor shall assign, novate and/or otherwise transfer its claim in full and unconditionally to Corpbond, and shall have no further claims against the Company.

On 29 August 2024, payment was made to the participating creditors. The Judicial Manager is currently working alongside the Company to rehabilitate its operations by exploring new business ventures through the Company's wholly-owned subsidiary, AI Nova Pte. Ltd. ("**AI Nova**"). As part of this effort, AI Nova has recently changed its principal operations to include technical testing and analysis services (including certification of products and services) and wholesale trade of a variety of goods without a dominant product. The Company has submitted the proposal for the resumption of trading (the "**ROTP**") and the Forecast Memorandum (the "**Forecast Memorandum**") to the Singapore Exchange Securities Trading Limited ("**SGX-ST**") on 30 June 2025. On 7 October 2025, an updated Forecast Memorandum was submitted to the SGX-ST pursuant to changes in the business model of AI Nova.

3. Critical accounting judgements and key sources of estimation uncertainty (continued)

(a) Critical judgements in applying the Group's accounting policies (continued)

i. Going concern assumption (continued)

Judicial management (continued)

On 10 October 2024, the Company entered into an interest-free loan agreement with Alpha Hill Pte. Ltd. (the "**Investor**") for a sum of Singapore Dollar ("**S$**") 5,000,000 repayable on the date falling five (5) years from the disbursement date and may be extended for a further period, The loan shall be immediately due and payable by the Company when due and may be repaid by the Company in either of the following manner, at the election of the Company: (a) in cash in a single payment on the due date; or (b) full repayment by way of the issue and allotment of Loan Conversion Shares at an issue price of S$0.015 per Loan Conversion Share.

Subsequent to obtaining the loan from the Investor, the Company and Corpbond entered into a supplementary deed on 14 October 2024 to record Corpbond's consent and waiver to the Company's entry into the loan agreement and to obtain the loan from the Investor, as well as Corpbond's agreement to bear the costs and expenses associated with the resumption of trading of the Company's shares on the Mainboard of the SGX-ST up to an aggregate sum of S$1,000,000 and provide for the agreed use of proceeds of the loan from the Investor.

Pursuant to the terms of the supplementary deed, the loan of S$5,000,000 would be allocated as follows: (i) S$1,500,000 will be allocated for capital injection into AI Nova for working capital purposes; (ii) S$300,000 will be allocated for expenses related to the Company's resumption of trading of its shares on the Mainboard of the SGX-ST; and (iii) the remaining balance of S$3,200,000 will be used for the Company's general working capital needs. AI Nova has received S$1,500,000 on 25 October 2024, for capital injection through issuance and allotment of 1,500,000 ordinary shares in AI Nova at an issue price of S$1.00 per ordinary share.

On 9 April 2025, the Judicial Manager and the Company entered into an implementation agreement (the "**Implementation Agreement**") with Corpbond to restructure the debts owing by the Company to Corpbond which includes *inter alia*, the issue and allotment of Conversion Shares to Corpbond. Upon completion of the Implementation Agreement, Corpbond shall forever discharge the Company any and all obligations in respect of the amounts owed by the Company to Corpbond prior to the judicial management of the Company. The allotment of shares to Corpbond is subject to shareholders' approval at an extraordinary general meeting which has yet to be convened.

On 31 July 2025, AI Nova entered into a loan agreement with a third party for a sum of United States dollar ("**US$**") 500,000 for the purpose of working capital, bearing interest at 7% per annum, repayable on the date falling two (2) years from the disbursement date and may be extended for a further period. The loan shall be immediately due and payable by AI Nova on the expiry when due and may be repaid by AI Nova in either of the following manner, at the election of AI Nova: (a) in cash in a single payment on the due date; or (b) full repayment of the loan by way of the issue and allotment of Loan Conversion Shares at an issue price of S$0.045 per Loan Conversion Share.

On 8 August 2025, AI Nova entered into a loan agreement with a third party for a sum of US$5,000,000 for the purpose of working capital, bearing interest at 7% per annum, repayable on the date falling two (2) years from the disbursement date and may be extended for a further period. The loan shall be immediately due and payable by AI Nova on the expiry when due and may be repaid by AI Nova in either of the following manner, at the election of AI Nova: (a) in cash in a single payment on the repayment date; or (b) full repayment of the Loan by way of the issue and allotment of Loan Conversion Shares at an issue price of S$0.045 per Loan Conversion Share.

3. Critical accounting judgements and key sources of estimation uncertainty (continued)

(a) Critical judgements in applying the Group's accounting policies (continued)

i. Going concern assumption (continued)

Judicial management (continued)

On 1 September 2025, AI Nova entered into a loan agreement with a third party for a sum of US$5,000,000 for the purpose of working capital, bearing interest at 7% per annum, repayable on the date falling one (1) year from the disbursement date and may be extended for a further period. The loan shall be immediately due and payable by AI Nova on due date and may be repaid by AI Nova in either of the following manner, at the election of AI Nova: (a) in cash in a single payment on the repayment date; or (b) full repayment of the Loan by way of the issue and allotment of Loan Conversion Shares at an issue price of not more than S$0.045 per Loan Conversion Share.

The various loans agreements with conversion terms are subject always to, amongst other things: (i) the resumption of trading of the Shares on the Mainboard of the SGX-ST and trading of such Shares not being halted or suspended on or before the respective repayment dates, the approval in principle from the SGX-ST, independent shareholders and the Securities Industry Council of Singapore and/or any other approval from all relevant governmental authorities being obtained for the listing and quotation of the Loan Conversion Shares on or before the expiry of the repayment date; and (ii) the parties entering and executing a subscription agreement setting out the definitive terms for the issuance and allotment of the Loan Conversion Shares to the Investor or Lender and/or the Investor's or Lender's nominee.

The ability of the Group and the Company to continue as going concerns depends on the successful completion of these restructuring activities, including securing financing from investors and financial institutions to meet their operational and development needs. However, the outcome of the restructuring activities in inherently uncertain, and the actual results of these plans may differ materially from management's assumptions and projections.

The financial statements have been prepared on a going concern basis, which assumes that the Group and the Company will be able to meet their obligations as and when they fall due in the next twelve (12) months from the date of authorisation of these financial statements.

The financial statements did not include any adjustments that might be necessary should the Group and the Company be unable to continue as going concerns. If the going concern basis is no longer appropriate, adjustments may be required to reduce the carrying amounts of assets to their recoverable amounts, to provide for further liabilities, and to reclassify non-current assets and liabilities as current. No such adjustments have been made.

ii. Functional currency

The Group measures foreign currency transactions in the respective functional currencies of the Company and its subsidiaries. In determining the functional currencies of the entities in the Group, judgement is required by management to determine the primary economic environment in which the entities operate, the entities' process of determining sales prices and the currency of the country whose competitive forces and regulations mainly influences the prices of its goods and services. Management has assessed that prices of the significant subsidiaries are mainly denominated and settled in Renminbi ("**RMB**"). In addition, the Company's functional currency is determined to be Renminbi due to its financial reliance on the operation of its subsidiaries in the People's Republic of China. Therefore, management concluded that the functional currency of the Company is Renminbi.

3. Critical accounting judgements and key sources of estimation uncertainty (continued)

(b) Key sources of estimation uncertainty

The key assumptions concerning the future, and other key sources of estimation uncertainty at the balance sheet date, that have a significant risk of causing a material adjustment to the carrying amounts of assets and liabilities within the next financial year, are discussed below:

i. Impairment of non-financial assets

The Group assesses whether there are any indicators of impairment for all non-financial assets at each balance sheet date. Goodwill and other indefinite life intangibles are tested for impairment annually and at other times when such indicators exist. Other non-financial assets are tested for impairment when there are indicators that the carrying amounts may not be recoverable. An impairment exists when the carrying value of an asset or cash generating unit exceeds its recoverable amount, which is the higher of its fair value less costs of disposal and its value in use.

The net carrying values of the Group's property, plant and equipment and intangible assets are disclosed in Note 12 and Note 13 respectively.

ii. Calculation of loss allowance

When measuring ECL, the Group uses reasonable and supportable forward-looking information, which is based on assumptions and forecasts of future economic conditions and how these conditions will affect the Group's ECL assessment. Loss given default is an estimate of the loss arising on default. It is based on the difference between the contractual cash flows due and those that the lender would expect to receive, taking into account cash flows from collateral and integral credit enhancements.

Probability of default constitutes a key input in measuring ECL. Probability of default is an estimate of the likelihood of default over a given time horizon, the calculation of which includes historical data, assumptions and expectations of future conditions.

As the calculation of loss allowance on trade receivables, other receivables and amounts due from subsidiaries are subject to assumptions and forecasts, any changes to these estimations will affect the amounts of loss allowance recognised and the carrying amounts of trade receivables, other receivables and amounts due from subsidiaries.

Details of ECL measurement and the carrying amounts of trade receivables, other receivables and amounts due from subsidiaries at balance sheet date are disclosed in Notes 15, 16, 11 and 25(b) respectively.

29. Basis for disclaimer of opinion on the financial statements for the financial year ended 30 September 2021

The preceding auditor's report, audited by another firm of auditors, dated 25 February 2025 contained a disclaimer of opinion on the financial statements for the financial year ended 30 September 2021. The extract of the basis of the disclaimer of opinion is set out as follows:

Basis for Disclaimer of Opinion

1. Limitation of scope

We were not able to and have not performed an audit in accordance with Singapore Standards on Auditing on the consolidated financial statements of the Group and the balance sheet and statement of changes in equity of the Company for the financial year ended 30 September 2021 due to non-availability of required documents, information and accounting records. We were also unable to carry out the necessary audit procedures to complete the review of subsequent events from 30 September 2021 up to the date of this report. In addition, we were unable to ascertain whether disclosures in these financial statements are complete and fairly stated. Consequently, we were unable to obtain sufficient appropriate audit evidence to provide a basis for an audit opinion on the accompanying consolidated financial statements of the Group and the balance sheet and statement of changes in equity of the Company for the financial year ended 30 September 2021.

2. Appropriateness of the going concern assumption

As disclosed in Note 3 to the financial statements, the Group and the Company incurred a net loss of HK$111,453,000 and HK$16,388,000 respectively and the Group incurred net cash outflow from operating activities amounting to HK$3,404,000 during the financial year ended 30 September 2021. As at 30 September 2021, the Group's total liabilities and current liabilities exceeded the total assets and current assets by HK$60,720,000 and HK$34,262,000 and respectively and the Company's current liabilities exceeded the current assets by HK$10,596,000.

As disclosed in Note 1 to the financial statements, the High Court of Singapore has granted the order to place the Company under judicial management on 28 June 2022.

These factors indicate the existence of material uncertainties which may cast significant doubt about the ability of the Group and the Company to continue as going concerns.

During the course of audit, we were not provided with sufficient appropriate audit evidence to assess the future plans of the Group and the Company and also whether the Group and the Company are able to continue in operational existence for the foreseeable future. Consequently, we were unable to obtain sufficient appropriate audit evidence to conclude on the appropriateness of the use of the going concern basis of accounting in the preparation of these accompanying financial statements and the adequacy of the disclosure about material uncertainty relating to going concern as made in these accompanying financial statements.

The financial statements did not include any adjustments that may result in the event that the Group and the Company are unable to continue as going concerns. In the event that the Group and the Company are unable to continue in operational existence for the foreseeable future, the Group and the Company may be unable to realise their assets and discharge their liabilities in the ordinary course of business and adjustments may have to be made to reflect the situation that assets may need to be realised other than in the ordinary course of business and at amounts which could differ significantly from the amounts at which they are currently recorded in the balance sheets. In addition, the Group and the Company may have to provide for further liabilities that may arise, and to reclassify non-current assets as current assets and non-current liabilities as current liabilities respectively. No such adjustments have been made to the financial statements.

29. Basis for disclaimer of opinion on the financial statements for the financial year ended 30 September 2021 (continued)

3. Notice of compliance

As disclosed in Note 31 to the financial statements, as required by Singapore Exchange Securities Trading Limited, an independent reviewer, FTI Consulting Pte Ltd has been appointed to conduct an investigation on events which began prior to year 2019. As of the date of this report, the investigation findings report has not yet been issued. Consequently, we were unable to determine if any adjustments to and additional disclosures in the accompanying financial statements of the Group and the Company might be necessary arising from the findings of the investigation.

4. Opening balances

The independent auditor's report dated 5 February 2021 expressed a disclaimer of opinion on the financial statements for the financial period from 1 April 2019 to 30 September 2020 ("**financial period ended 30 September 2020**"). The basis for disclaimer of opinion on the financial statements for the financial period ended 30 September 2020 are disclosed in Note 30 to this financial statement for the financial year ended 30 September 2021. These included:

- Refundable advances for proposed acquisition
- Advances to suppliers, third parties and a related party
- Property, plant and equipment
- Investment in subsidiaries
- Amount due from subsidiaries

In view of the matters described in the basis for disclaimer of opinion on the financial statements for the financial period ended 30 September 2020, We were unable to determine whether the opening balances as at 1 October 2020 are fairly stated. Since the opening balances as at 1 October 2020 enter into the determination of the financial performance and cash flows for the financial year ended 30 September 2021, We were unable to determine whether any adjustments might have been found necessary in respect to the financial statements for the financial year ended 30 September 2021.

We also do not express an opinion on the current financial year's financial statements because of the possible effects of these matters on the comparability of the current financial year's figures and the corresponding figures.

30. Notice of compliance

The Company received a notice of compliance from Singapore Exchange Securities Trading Limited pursuant to Rule 1405 of the Listing Manual as announced on 8 September 2021 to appoint a suitable independent reviewer to conduct an investigation on the below events which began prior to 2019:

(a) the facts and circumstances surrounding the proposed acquisition of 45% of the issued and paid-up shares of First Linkage Inc. ("**First Linkage**") (the "**Proposed Acquisition of First Linkage**") for the purchase consideration of RMB90,000,000. This should include an assessment into the:- (i) payment of the refundable deposit by LottVision Internet Management Limited amounting to HK$91.4 million to Mr. Wang Xiaoxin in connection with the Proposed Acquisition of First Linkage; and (ii) recovery of the refundable deposit from Mr. Wang Xiaoxin;

(b) the facts and circumstances surrounding the proposed acquisition of Xinjiang Zhongtong Internet Science and Technology Development Co., Ltd.; and

(c) the facts and circumstances surrounding the advance payments of RMB26,810,000 to Chengdu Meili Tianyuan Agriculture Co. Ltd..

The Company has appointed an independent reviewer, FTI Consulting Pte Ltd to conduct the above investigation. As of the date of authorisation of these financial statements, the investigation findings report has not yet been issued.

30. Notice of compliance (continued)

Proposed acquisition of First Linkage

On 15 March 2018, the Company announced that an indirectly wholly-owned subsidiary of the Company, LottVision Internet Management Limited ("**LottVision Internet Management**") had entered into a deed of sale and purchase and a shareholders' agreement with Mr. Wang Xiaoxin in connection with the proposed acquisition of 45% of the issued and paid-up shares of First Linkage Inc. for the purchase consideration of RMB90,000,000.

*Proposed acquisition of Xinjiang Zhongtong Internet Science and Technology Development Co., Ltd. ("**XJZT**")*

On 21 June 2019, the Company announced that it has entered through LottVision Internet Management, into a sale and purchase agreement with First Linkage in connection with the acquisition of 100% of the equity interests of XJZT for the aggregate consideration of RMB50,000,000 (the "**Proposed Acquisition of XJZT**").

Set-off of consideration for the Proposed Acquisition of XJZT, against the remaining deposit for the Proposed Acquisition of First Linkage which was terminated

On 3 December 2019, in relation to the Proposed Acquisition of XJZT, the Company announced that LottVision Internet Management, First Linkage and Mr. Wang Xiaoxin, the sole shareholder of First Linkage have entered into a deed of amendment and set-off (the "**Deed**") to further set out the parties' intentions in respect of, inter alia, the payment of the purchase consideration for XJZT of RMB50,000,000.

In connection with the Proposed Acquisition of First Linkage, the parties thereto had agreed for LottVision Internet Management, to provide a refundable deposit of an aggregate amount of HK$91.4 million to Mr. Wang Xiaoxin.

On 3 December 2019, the parties terminated the Proposed Acquisition of First Linkage and thereby agreed that Mr. Wang Xiaoxin shall refund the deposit in full to LottVision Internet Management, without any interest thereon. The balance of the deposit then to date which remained to be refunded by Mr. Wang Xiaoxin was HK$66.8 million. Pursuant to the Deed, the remaining deposit shall be applied towards the payment of the purchase consideration for XJZT. However, it is noted that the Proposed Acquisition of XJZT was subsequently terminated.

Proposed settlement with Mr. Wang Xiaoxin

On 9 March 2021, in response to queries from Singapore Exchange Regulation ("**SGX RegCo**"), the Company said it had reached an in-principle agreement with Mr. Wang Xiaoxin whereby he will repay the outstanding refundable deposit over four (4) years ("**Proposed Settlement**"). On 3 August 2021, in response to follow-up queries from SGX RegCo, the Company said that it targets to execute a definitive agreement relating to the Proposed Settlement before the end of the financial year ended 30 September 2021.

On 4 October 2021, the Company announced that (i) LottVision Internet Management has on 30 September 2021 entered into a repayment agreement with Mr. Wang Xiaoxin ("**Repayment Agreement**"); and (ii) WiVision Network Digital Video Technology (Beijing) Co, Ltd. ("**WiVision**"), an indirectly wholly-owned subsidiary of the Company, has on 30 September 2021 entered into an equipment refund agreement with Beijing Zhonglian Shengtong Internet Technology Co, Ltd. ("**ZLST**") ("**Equipment Refund Agreement**", and collectively with the Repayment Agreement, the "**Agreements**").

30. Notice of compliance (continued)

Under the Repayment Agreement, the parties noted that as at 30 June 2021, the outstanding due from Mr. Wang Xiaoxin for the refundable deposit paid to Mr. Wang Xiaoxin and his affiliated persons in connection with the terminated acquisition of First Linkage was HK$59.2 million. The parties agreed that Mr. Wang Xiaoxin shall refund the sum of RMB60.0 million to LottVision Internet Management over a 3.5-year period running from 1 October 2021 as full and final settlement of the outstanding amounts. The first payment of RMB7.5 million will be made within thirty (30) days from the date of Repayment Agreement. Mr. Wang Xiaoxin will then pay to LottVision Internet Management a sum of RMB7.5 million on or before 31 March 2022 and every six (6) months henceforth until the final payment on 31 March 2025. Under the Equipment Refund Agreement, the parties agreed that ZLST shall refund to Wivision the total sum of RMB33,500,000 over a 3.5-year period running from 1 October 2021 for the return of the internet hardware and software equipment acquired from ZLST in April 2019. ZLST shall pay to WiVision (i) the sum of RMB1.5 million within five (5) working days from the date of the Equipment Refund Agreement; and (ii) the sum of RMB8 million on 31 March 2022. ZLST will then pay a sum of RMB8 million on 31 March of each year until the final payment on 31 March 2025.

The advance payments of RMB26,810,000 to Chengdu Meili Tianyuan Agriculture Co. Ltd. ("**MLTY**")

On 11 August 2021 in response to SGX RegCo's queries, the Company submitted that the HK$31,961,000 advances to third parties and suppliers mainly represented RMB26,810,000 advances to MLTY since 2018. MLTY is an associate of the customers of Nutryfarm (Chengdu) Biomedicine Ltd and maintains influence over the two (2) customers.