

INDEPENDENT AUDITOR'S REPORT

TO THE MEMBERS OF JASPER INVESTMENTS LIMITED

Report on the Audit of the Financial Statements

Disclaimer of Opinion

We were engaged to audit the financial statements of Jasper Investments Limited (the “**Company**”) and its subsidiary (the “**Group**”), which comprise the consolidated statement of financial position of the Group and the statement of financial position of the Company as at 31 March 2022, and the 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.

We do not express an opinion on the accompanying financial statements. 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

Going concern

The Group incurred a net loss after tax for the year of US\$550,000 and reported net operating cash outflows of US\$622,000 for the financial year ended 31 March 2022. As at 31 March 2022, the Group and the Company had a deficit in equity of US\$1,061,000 and US\$1,049,000 and net current liabilities of US\$199,000 and US\$187,000, respectively. These factors indicate the existence of a material uncertainty which may cast a significant doubt on the Group's and Company's ability to continue as a going concern.

The directors have prepared the financial statements on a going concern basis based on the assumptions as disclosed in Note 2(a) to the financial statements. The assumptions are premised on future events the outcomes of which are inherently uncertain. Based on the information available to us, we have not been able to obtain sufficient audit evidence to satisfy ourselves as to the appropriateness of the use of the going concern assumption in the preparation of the financial statements.

If the Group and the Company are unable to continue as a going concern, the Group and the Company may be unable to discharge their liabilities in the normal 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 normal course of business and at amounts which could differ significantly from the amounts at which they are currently recorded in the statements of financial position. In addition, the Group and the Company may have to provide for further liabilities that might arise, and may need to reclassify non-current assets as current assets, respectively. No such adjustments have been made to the financial statements.

Recoverable amount of right-of-use assets (Note 5)

The recoverable amount is the higher of value-in-use and fair value less costs of disposal. The Group did not determine value-in-use nor fair value less costs of disposal of right-of-use asset as at 31 March 2022.

In the absence of a management's assessment of the recoverable amount at the reporting date, we were unable to determine whether any adjustment to the carrying amount of right-of-use asset as at 31 March 2022 was necessary. Any adjustment necessary to the carrying amount of right-of-use asset as at 31 March 2022 would have a consequential effect on profit or loss for the year ended 31 March 2022, and accumulated losses and total equity as at 31 March 2022.

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TO THE MEMBERS OF JASPER INVESTMENTS LIMITED

Report on the Audit of the Financial Statements (Cont'd)

Basis for Disclaimer of Opinion (Cont'd)

Convertible loan note (Note 10)

The Group did not assess the classification of the convertible loan note, issued during the financial year ended 31 March 2022, as to whether it contains a liability component with an equity component (Convertible bond contains equity component) or a liability component with a derivative liability component (Convertible bond contains liability and derivative components), and did not account for subsequent measurement of the derivative liability component related to a convertible instrument with embedded derivative, as applicable, pursuant to SFRS(I) 1-32 Financial Instruments: Presentation and SFRS(I) 9 Financial Instruments.

We were unable to determine what the classification of the convertible loan note and the carrying amount of the components (a liability component with an equity component or a liability component with a derivative liability component) contained therein as at 31 March 2022, and the effect of subsequent measurement, as applicable, on profit or loss for the year ended 31 March 2022 should have been had the convertible loan note been properly classified since inception.

Functional Currency

The functional currency of an entity reflects the underlying transactions, events and conditions relevant to the Company and the subsidiary. In prior years, management determined the United States Dollar (the "US Dollar") to be the functional currency of the Company and the subsidiary as the US Dollar was the currency that mainly influenced the Group's revenue derived from provision of vessels management services and the associated cost of sales.

The Group did not derive revenue from operations since the financial year ended 31 March 2019. During the financial year ended 31 March 2022, the Company completed a funding from issuance of a convertible loan notes (Note 10) denominated in the Singapore Dollar.

Management did not reassess whether changes in the Group's operations, and the currency in which the debt funding obtained by the Company and the Group's operating expenses were denominated warranted a change in the functional currency of the Company and the subsidiary.

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 Companies Act, Chapter 50 (the "Act") and Singapore Financial Reporting Standards (International) ("SFRS(I)s"), 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.

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TO THE MEMBERS OF JASPER INVESTMENTS LIMITED

Auditor's Responsibilities for the Audit of the Financial Statements

Our responsibility is to conduct an audit of these financial statements 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 Group 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.

Report on Other Legal and Regulatory Requirements

In our opinion, in view of the significance of the matters referred to 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 Act to be kept by the Company and by its subsidiary corporation 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 auditor's report is Toh Kim Teck.

Foo Kon Tan LLP
Public Accountants and
Chartered Accountants
Singapore, 28 September 2023