

PROSPERA GLOBAL LIMITED
(Formerly known as Sinjia Land Limited)
(Incorporated in the Republic of Singapore)
(Company Registration No. 200402180C)

MATERIAL UNCERTAINTY RELATED TO GOING CONCERN AND EMPHASIS OF MATTER BY THE INDEPENDENT AUDITOR ON THE AUDITED FINANCIAL STATEMENTS FOR THE FINANCIAL YEAR ENDED 31 DECEMBER 2024

In compliance with Rule 704(4) of the Singapore Exchange Securities Trading Limited Listing Manual – Section B: Rules of Catalist (the “**Catalist Rules**”), the Board of Directors (the “**Board**”) of Prospera Global Limited (the “**Company**”, and together with its subsidiaries, the “**Group**”) wishes to inform that the independent auditor of the Company, PKF-CAP LLP (the “**Auditor**”), has rendered an audit opinion with a Material Uncertainty related to the Group’s ability to continue as a going concern matter, and an Emphasis of Matter in the Independent Auditor’s Report on the audited financial statements of the Company and its subsidiaries (“**Audited Financial Statements**”) for the financial year ended 31 December 2024 (“**FY2024**”).

The opinion of the Auditor is not modified in respect of this matter.

For further details, please refer to the relevant extracts of the Independent Auditor’s Report, and Note 2.25 and 31 to the FY2024 Audited Financial Statements as annexed to this announcement.

Material Uncertainty Relating to Going Concern

The Board believe that the use of the going concern assumption in the preparation and presentation of the financial statements for the financial year ended 31 December 2024 remains appropriate after taking into account the following factors:

- The Group’s substantial shareholder and Chief Executive Officer, Mr Guo Jiahui has given an undertaking to make reasonable efforts to provide continuing financial support to the Group to enable it to continue with its operations as a going concern and to meet its current liabilities as and when these are due for payments for the next 12 months from the date of approval of the financial statements of the Group by the directors for the financial year ended 31 December 2024;
- The Board and the management are currently exploring possible fundraising options to allow the Group to have access to additional working capital;
- The Group on 21 March 2025, obtained additional funding support from the Group’s substantial shareholder and Chief Executive Officer, Mr Guo Jiahui, in the form of a loan of S\$850,000; and
- The Group has incorporated a wholly-owned subsidiary, PGL Capital Limited, in Mauritius. This subsidiary has been granted a Global Business Licence and an Investment Dealer (Full-Service Dealer, excluding underwriting) Licence by the Financial Services Commission of Mauritius on 6 February 2025. The incorporation of PGL Capital Limited is in line with the Group’s expansion plan, diversifying into financial and operational support services. In addition, the Company has appointed a new Chief Operating Officer, Mr. Jin Jixiang, a position introduced as part of its strategic growth initiatives.

The management has assessed the cash flow forecasts of the Group for the next 12 months and concluded that there will be sufficient cash flows and resources to allow the Group to continue its operations and meet its obligations for the foreseeable future. The Board has assessed the ability of the Group to meet its short-term obligations as and when it falls due and is also of the opinion that the Group will be able to raise the necessary funds for its working capital purposes when required.

Emphasis of Matter

On 19 July 2022, the Company received a letter from the CAD and MAS requiring the Company to provide certain information and documents in relation to an investigation into an offence under the Securities and Futures Act (Chapter 289, 2006 Rev Ed) and Securities and Futures Act 2001. Mr. Cheong Weixiong, being the Company's Executive Director and Group Chief Executive Officer at that time, attended an interview on 19 July 2022 with CAD to assist in the investigation.

On 22 July 2022, in response to Singapore Exchange Trading Limit ("SGX") queries, the Company stated that it is not aware that any other board directors, nor any other employees were notified to assist in the investigation. The Company has also informed SGX that the letter from CAD and MAS did not state who is the subject of the investigation and as far as the Company is aware, no charges have been made against any Board members and/or employees (including Mr Cheong) of the Company.

Mr. Cheong Weixiong tendered his resignation as Executive Director and Chief Executive Officer of the Company, effective 1 October 2024. Mr Cheong Weixiong's last day of employment with the Company was on 30 November 2024.

There has been no update on this matter as at the date of these financial statements.

The directors of the Company are of the view that the investigation should not have any material impact on the Group's and the Company's financial statements.

This announcement is to be read in conjunction with the attached Independent Auditors' Report and the Financial Statements.

Shareholders of the Company are advised to refer to the entire Financial Statements included in the Company's annual report for FY2024 which will be released on SGXNet in due course.

BY ORDER OF THE BOARD

Guo Jiahui
Executive Director and Chief Executive Officer
04 April 2025

This document has been reviewed by the Company's Sponsor, Evolve Capital Advisory Private Limited. It has not been examined or approved by the Singapore Exchange Securities Trading Limited and the Exchange assumes no responsibility for the contents of this document, 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. Jerry Chua (Tel: (65) 6241 6626), at 160 Robinson Road, #20-01/02, SBF Center, Singapore 068914.

A COPY OF THE INDEPENDENT AUDITOR'S REPORT TO THE AUDITED FINANCIAL STATEMENTS OF THE GROUP FOR THE FINANCIAL YEAR ENDED 31 DECEMBER 2024

Independent Auditor's Report to the Members of Prospera Global Limited (formerly known as Sinjia Land Limited)

Report on the Audit of the Financial Statements

Opinion

We have audited the accompanying consolidated financial statements of Prospera Global Limited (the "Company") and its subsidiary corporations (the "Group"), which comprise the consolidated balance sheet of the Group and the balance sheet of the Company as at 31 December 2024, 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 material accounting policies, as set out on pages 50 to 91.

In our opinion, the accompanying consolidated financial statements of the Group and the balance sheet of the Company are properly drawn up in accordance with the provisions of the Companies Act 1967 (the "Act") and Singapore Financial Reporting Standards (International) ("SFRS(I)s") so as to give a true and fair view of the consolidated financial position of the Group and the financial position of the Company as at 31 December 2024 and of the consolidated financial performance, consolidated changes in equity and consolidated cash flows of the Group for the financial year ended on that date.

Basis for Opinion

We conducted our audit in accordance with Singapore Standards on Auditing ("SSAs"). Our responsibilities under those standards are further described in the *Auditor's Responsibilities for the Audit of the Financial Statements* section of our report. 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. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

Material Uncertainty Related to Going Concern

We draw attention to Note 2.25 in the financial statements, which indicates that the Group incurred a net loss of \$3.07 million (2023: \$1.50 million) for the financial year ended 31 December 2024. As at 31 December 2024, the Group's net assets have declined to \$1.43 million (2023: \$1.81 million) and the Group continues to experience net cash outflows from operating activities amounting to \$1.74 million (2023: \$0.99 million). As stated in Note 2.25, these events or conditions indicate that a material uncertainty exists that may cast significant doubt on the Group's ability to continue as a going concern. Our opinion is not modified in respect of this matter.

Key Audit Matter

Key audit matters are those matters that, in our professional judgement, were of most significance in our audit of the financial statements for the financial year ended 31 December 2024. These matters were addressed in the context of our audit of the financial statements as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters. In addition to the matter described in the *Material Uncertainty Related to Going Concern* section, we have determined the matter described below to be the key audit matter to be communicated in our report.

**Independent Auditor's Report to the Members of
Prospera Global Limited (formerly known as Sinjia Land Limited)**
(continued)

Key Audit Matter (continued)

Key Audit Matter	How our audit addressed the Key Audit Matters
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Valuation of investment property (Refer to Note 2.9 and Note 18)

We focused on this area given the significance of its carrying amount as at 31 December 2024 and the involvement of significant judgement on the determination of fair value of investment property and application of valuation methodology.

Investment property represents 42% of the Group's total assets. Management engaged an independent valuer to perform the valuation and determine the indicative value of the investment property held as at financial year-end. Management has adopted the indicative value determined by the independent valuer as the fair value of the Group's investment property as at 31 December 2024 which amounted to \$0.84 million.

Our procedures included the following:

We assessed the competency and capabilities of the independent professional valuer and noted that the valuer has good standing in the industry and has relevant expertise and experience in property valuation. We also considered whether there were any matters that might have affected the objectivity or may have imposed scope limitations upon their work.

We considered the appropriateness of the valuation methods used. We assessed the reasonableness of the key assumptions used in the valuation which included price per square foot against available market data, taking into consideration comparability and market factors. We also considered the adequacy of the disclosures in the financial statements.

Emphasis of Matter

Assistance in investigation by the Commercial Affairs Department ("CAD") and the Monetary Authority of Singapore ("MAS")

We draw your attention to Note 31 to the financial statements which describes the Company providing assistance in investigation by the Commercial Affairs Department ("CAD") and the Monetary Authority of Singapore ("MAS").

Our opinion is not modified in respect of the above matter.

Other Information

Management is responsible for the other information. The other information comprises the information included in the annual report but does not include the financial statements and our auditor's report thereon.

Our opinion on the financial statements does not cover the other information and we do not express any form of assurance conclusion thereon.

In connection with our audit of the financial statements, our responsibility is to read the other information and, in doing so, consider whether the other information is materially inconsistent with the financial statements or our knowledge obtained in the audit or otherwise appears to be materially misstated. If, based on the work we have performed, we conclude that there is a material misstatement of this other information, we are required to report that fact. We have nothing to report in this regard.

**Independent Auditor's Report to the Members of
Prospera Global Limited (formerly known as Sinjia Land Limited)**
(continued)

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 Act and 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.

Auditor's Responsibilities for the Audit of the Financial Statements

Our objectives are to obtain reasonable assurance about whether the financial statements as a whole are free from material misstatement, whether due to fraud or error and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance but is not a guarantee that an audit conducted in accordance with SSAs will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these financial statements.

As part of an audit in accordance with SSAs, we exercise professional judgement and maintain professional scepticism throughout the audit. We also:

- Identify and assess the risks of material misstatement of the financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
- Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the Group's internal control.
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management.
- Conclude on the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Group's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Group to cease to continue as a going concern.
- Evaluate the overall presentation, structure and content of the financial statements, including the disclosures, and whether the financial statements represent the underlying transactions and events in a manner that achieves fair presentation.

**Independent Auditor's Report to the Members of
Prospera Global Limited (formerly known as Sinjia Land Limited)**
(continued)

Auditor's Responsibilities for the Audit of the Financial Statements (continued)

- Plan and perform the group audit to obtain sufficient appropriate audit evidence regarding the financial information of the entities or business units within the Group as a basis for forming an opinion on the Group financial statements. We are responsible for the direction, supervision and review of the audit work performed for the purposes of the Group audit. We remain solely responsible for our audit opinion.

We communicate with the directors regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit.

We also provide the directors with a statement that we have complied with relevant ethical requirements regarding independence, and to communicate with them all relationships and other matters that may reasonably be thought to bear on our independence, and where applicable, actions taken to eliminate threats or safeguards applied.

From the matters communicated with the directors, we determine those matters that were of most significance in the audit of the financial statements of the current year and are therefore the key audit matters. We describe these matters in our auditor's report unless law or regulation precludes public disclosure about the matter or when, in extremely rare circumstances, we determine that a matter should not be communicated in our report because the adverse consequences of doing so would reasonably be expected to outweigh the public interest benefits of such communication.

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 subsidiary corporations incorporated in Singapore of which we are the auditor 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 Sia Boon Tiong.

PKF-CAP LLP

Public Accountants and
Chartered Accountants

**Singapore
3 April 2025**

EXTRACT OF NOTE 2.25 TO THE AUDITED FINANCIAL STATEMENTS OF THE GROUP FOR THE FINANCIAL YEAR ENDED 31 DECEMBER 2024

2.25 Going concern

The Group incurred a net loss of \$3.07 million (2023: \$1.50 million) for the financial year ended 31 December 2024. As at 31 December 2024, the Group's net assets have declined to \$1.43 million (2023: \$1.81 million) and the Group continues to experience net cash outflows from operating activities amounting to \$1.74 million (2023: \$0.99 million). This indicates the existence of events or conditions which may cast significant doubt on the Group's ability to continue as a going concern. Nevertheless, the directors of the Group believe that the use of the going concern assumption in the preparation and presentation of the financial statements for the financial year ended 31 December 2024 remains appropriate after taking into account the following factors:

- The Group's substantial shareholder and Chief Executive Officer, Mr Guo Jiahui has given an undertaking to make reasonable efforts to provide continuing financial support to the Group to enable it to continue with its operations as a going concern and to meet its current liabilities as and when these are due for payments for the next 12 months from the date of approval of the financial statements of the Group by the directors for the financial year ended 31 December 2024.
- The Board and the management are currently exploring possible fundraising options to allow the Group to have access to additional working capital.
- As disclosed in Note 29;
 - a. the Group on 21 March 2025, obtained additional funding support from the Group's substantial shareholder and Chief Executive Officer, Mr Guo Jiahui, in the form of a loan of S\$850,000.
 - b. the Group has incorporated a wholly-owned subsidiary, PGL Capital Limited, in Mauritius. This subsidiary has been granted a Global Business Licence and an Investment Dealer (Full-Service Dealer, excluding underwriting) Licence by the Financial Services Commission of Mauritius on 6 February 2025. The incorporation of PGL Capital Limited is in line with the Group's expansion plan, diversifying into financial and operational support services. In addition, the Company has appointed a new Chief Operating Officer, Mr. Jin Jixiang, a position introduced as part of its strategic growth initiatives.

Management has assessed the cash flow forecasts of the Group for the next 12 months and concluded that there will be sufficient cash flows and resources to allow the Group to continue its operations and meet its obligations for the foreseeable future. The Board has assessed the ability of the Group to meet its short-term obligations as and when it falls due and is also of the opinion that the Group will be able to raise the necessary funds for its working capital purposes when required.

If the Group is unable to continue in operational existence for the foreseeable future, the Group may be unable to discharge its 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 statement of financial position. In addition, the Group may have to reclassify non-current assets and liabilities as current assets and liabilities. No such adjustments have been made to these financial statements.

EXTRACT OF NOTE 31 TO THE AUDITED FINANCIAL STATEMENTS OF THE GROUP FOR THE FINANCIAL YEAR ENDED 31 DECEMBER 2024

31. Assistance in investigation by the Commercial Affairs Department (“CAD”) and the Monetary Authority of Singapore (“MAS”)

On 19 July 2022, the Company received a letter from the CAD and MAS requiring the Company to provide certain information and documents in relation to an investigation into an offence under the Securities and Futures Act (Chapter 289, 2006 Rev Ed) and Securities and Futures Act 2001. Mr. Cheong Weixiong, being the Company’s Executive Director and Group Chief Executive Officer at that time, attended an interview on 19 July 2022 with CAD to assist in the Investigation.

On 22 July 2022, in response to Singapore Exchange Trading Limit (“SGX”) queries, the Company stated that it is not aware that any other board directors, nor any other employees were notified to assist in the investigation. The Company has also informed SGX that the letter from CAD and MAS did not state who is the subject of the investigation and as far as the Company is aware, no charges have been made against any Board members and/or employees (including Mr Cheong) of the Company.

Mr. Cheong Weixiong tendered his resignation as Executive Director and Chief Executive Officer of the Company, effective 1 October 2024. Mr Cheong Weixiong’s last day of employment with the Company was on 30 November 2024.

There has been no update on this matter as at the date of these financial statements.

The directors of the Company are of the view that the investigation should not have any material financial impact on the Group’s and the Company’s financial statements.