VCPLUS LIMITED

BUILDING TOMORROW'S INTELLIGENCE

ANNUAL REPORT 2021

CORPORATE **PROFILE**

VCPlus Limited (the **"Company"**), incorporated on 30 September 2010 was formerly known as Anchor Resources Limited. It was listed on the Catalist board of the Singapore Exchange Securities Trading Limited ("SGX") in March 2016.

Prior to 2021, the Group was in the gold and granite mining business in Malaysia. The Company disposed of the gold mining business in 2020 and is in the process of disposing the granite dimension stone business.

In April 2021, the Company diversified its business into the provision of custodian services for digital assets and the provision of advisory, consultancy and/or management services relating to financial technology regulation and licencing as well as adoption of FinTech strategies and technology (**"FinTech Business"**), with an accompanying change of name to "VCPlus Limited" to reflect the new business as the engine of future growth for the Company.

Today, we are a Singapore-based and Singapore-listed company focusing on the financial and blockchain technology and its applications. We embarked on this journey with a clear vision in sight.

VISION

To be a leading player in the FinTech and digital assets ecosystem

MISSION

To accelerate the development and adoption of innovations in the FinTech and digital assets space

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CORPORATE **INFORMATION**

BOARD OF DIRECTORS

MR. CHUA SER MIANG
Non-Executive Chairman and Lead Independent Director

MR. LIM CHIAU WOEI
Managing Director

MR. LIM BENG CHEW
Executive Director - (Appointed on 22 February 2021)

MR. GAVIN MARK MCINTYRE
Independent Director

MS. LEE KIM LIAN, JULIANA
Independent Director

AUDIT COMMITTEE

MR. GAVIN MARK MCINTYRE
Chairman

MS. LEE KIM LIAN, JULIANA
MR. CHUA SER MIANG

NOMINATING COMMITTEE

MS. LEE KIM LIAN, JULIANA
Chairman

MR. CHUA SER MIANG
MR. GAVIN MARK MCINTYRE

REMUNERATION COMMITTEE

MR. CHUA SER MIANG
Chairman

MS. LEE KIM LIAN, JULIANA
MR. GAVIN MARK MCINTYRE

REGISTERED OFFICE

138 Robinson Road
#26-03 Oxley Tower
Singapore 068906
Tel: + 65 6243 7067
Company Registration No.
201531549N

PRINCIPAL PLACE OF BUSINESS

223 Mountbatten Road
#03-10 Singapore 398008
Tel: +65 6992 5333

SHARE REGISTRAR

B.A.C.S. Private Limited
77 Robinson Road
#06-03 Robinson 77
Singapore 068896
Tel: +65 6593 4848
Fax: +65 6593 4847
http:/www.bacs.com.sg/

COMPANY SECRETARY

Yang Lin

INDEPENDENT AUDITOR

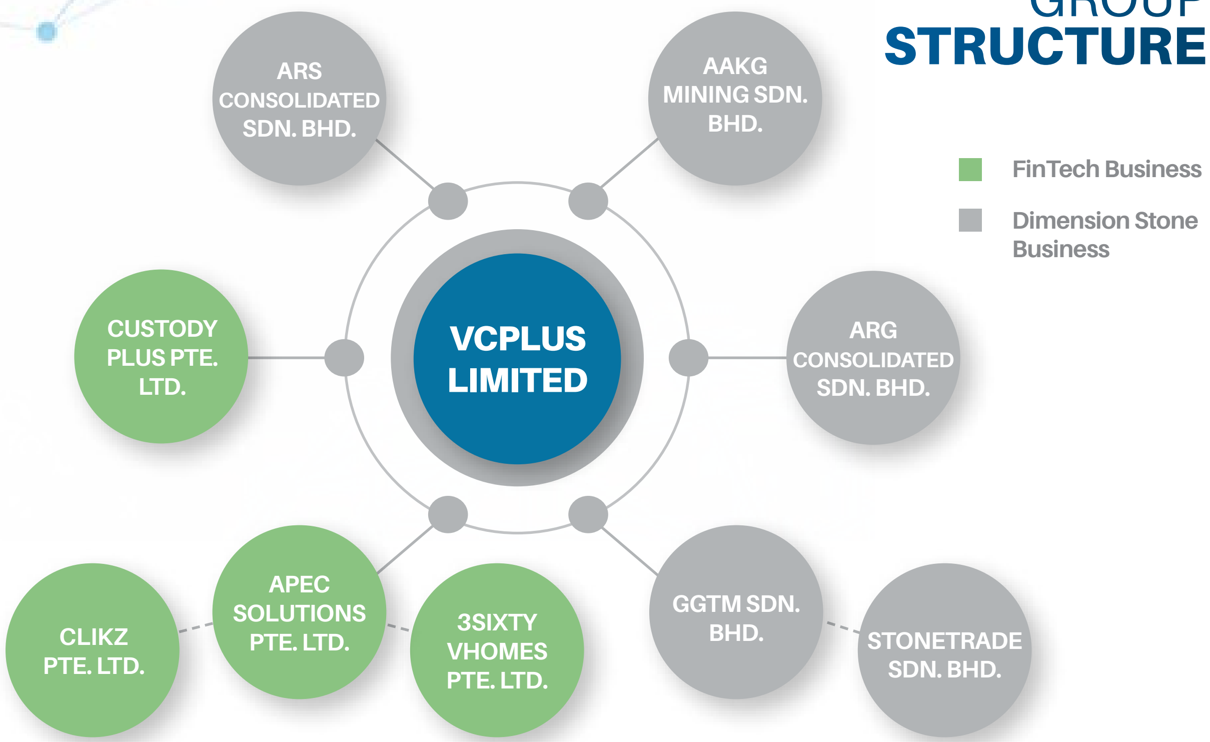
BDO LLP
Public Accountants and Chartered Accountants
600 North Bridge Road
#23-01 Parkview Square
Singapore 188778

Partner in Charge:
MR. ADRIAN LEE YU-MIN
(Appointed since the financial year ended 31 December 2020)

SPONSOR

UOB Kay Hian Private Limited
8 Anthony Road
#01-01
Singapore 229957

GROUP STRUCTURE



Details of our subsidiaries as of the date of this annual report are as follows:

Name of Company	Date and country of incorporation	Principal activities	Principal place of business	Effective equity interest held by our Group
ARG Consolidated Sdn. Bhd. ("ARGSB")	27-Feb-20 Malaysia	General trading, gold producer & sales of gold products etc	Malaysia	100.00%
AAKG Mining Sdn. Bhd. ("AKSB")	27-Feb-20 Malaysia	Gold and related mineral mining, consultant and contractor of natural resources	Malaysia	100.00%
GGTM Sdn. Bhd. ("GGTM")	04-Apr-10 Malaysia	Exploration, mining and production of granite dimension stone for sales as well as architectural stone and interior fit-out	Malaysia	100.00%
Stonetrade Sdn. Bhd. ("STSB")	08-May-18 Malaysia	Exploration, quarrying activities, construction, manufacturing, processing, cutting and polishing of dimension stone, granite stone, marble, aggregates and related products	Malaysia	100.00%
ARS Consolidated Sdn. Bhd. ("ARSSB")	27-Feb-20 Malaysia	General trading, granite producer & sales of granite and related products etc	Malaysia	100.00%
APEC Solutions Pte. Ltd.	18-May-17 Singapore	Provision of IT consultancy, services and solutions and other investments	Singapore	100.00%
Clikz Pte. Ltd.	22-May-19 Singapore	Information technology and computer services	Singapore	100.00%
3Sixty Vhomes Pte. Ltd.	20-Jul-20 Singapore	Development of e-commerce applications	Singapore	100.00%
Custody Plus Pte. Ltd.	15-Sep-21 Singapore	Provision of custodian services for digital assets	Singapore	55.00%

Save as disclosed above, there are no other subsidiaries and associated entities of our Group.
None of our subsidiaries are listed on any stock exchange.

CHAIRMAN'S **STATEMENT**

MR. CHUA SER MIANG

Non-Executive Chairman and Lead Independent Director

DEAR SHAREHOLDERS

On behalf of the Board of Directors (the "Board"), we are pleased to present the 7th Annual Report of VCPlus Limited (formerly known as Anchor Resources Limited) (the "Company") and together with its subsidiaries, (the "Group") for the financial year ended 31 December 2021 ("FY2021").

Since the start of the Coronavirus ("COVID-19") pandemic in early 2020, the global economy has been severely impacted. In 2021, however, governments across the world started making considerable strides in dealing with the pandemic. As vaccination rates around the world have risen, more countries are experimenting with vaccinated travel arrangements. While these developments give us cause for cautious optimism, we are far from the status quo ante.

Countries like China and Japan still impose restrictions on international and intranational movement and activities. These continue to be an impediment to businesses. Moreover, inflationary fears around the world, intensified by the recent flare-up of the longstanding Russia-Ukraine conflict, has cast a pall over the global macroeconomic outlook.

However, amidst these grey clouds lie some silver linings. The rapid pace of digital transformation and high usage of internet and mobile services in our daily activities have led to a tremendous growth in financial technology, or "FinTech". In particular, innovation and investment in blockchains and distributed ledger technologies are accelerating at a rapid pace. According to a 2022 report published in February 2022 by professional services firm KPMG, the FinTech sector in Singapore achieved a five-year high last year, with a total transaction value of US$3.94 billion (S$5.29 billion) across venture capital, private equity, and merger and acquisitions. The report also noted that funding for cryptocurrencies and blockchain technology projects accounted for nearly half of the total value raised by Singapore fintech firms last year. The Company's diversification into the FinTech business positions it to capture new growth opportunities in this fast-growing space.

A REVIEW OF FY2021

The Group recorded revenue of RM0.63 million in FY2021 as compared to revenue of RM0.13 million in FY2020. The higher revenue was mainly due to maiden revenue contribution from the FinTech Business, partially offset by lower revenue contribution from the Granite Dimension Stone Business.

The Group incurred a lower net loss after tax of RM7.64 million in FY2021 as compared to RM18.18 million in FY2020.

In FY2021, the Company's financial position improved significantly. It registered net assets of RM19.28 million as at 31 December 2021 as compared to net liabilities of RM7.08 million as at 31 December 2020. During the same period, cash and cash equivalents increased to RM6.22 million as at 31 December 2021 from RM2.64 million as at 31 December 2020. In addition, the Group had no borrowings as at 31 December 2021 compared to borrowings of RM10.86 million as at 31 December 2020.

KEY DEVELOPMENTS

Granite Dimension Stone Business

The Granite Dimension Stone Business comprises the Company's mining assets in Bukit Chetai granite quarry site and the green field Bukit Machang granite quarry site. The Granite Dimension Stone Business has been halted since COVID-19 was first identified globally at the end of 2019. Since then, the Company had implemented various cost reduction measures to reduce the operating costs of the Granite Dimension Stone Business.

In the Company's continued effort to reduce the operating costs of the Granite Dimension Stone Business, the Company announced on 13 January 2022 that Perbadanan Memajukan Iktisad Negeri Terengganu (Terengganu State Economic Development Corporation) ("PMINT") had agreed, among others, to reduce quit rent payable to PMINT by reducing the mining concession area from 300.9019 hectares to 196.135 hectares. As a result, the Group had returned the mining concession rights of the Bukit Chetai granite quarry site to PMINT and the Group's mining right will be limited to the green field Bukit Machang granite quarry site only, which will require material capital investment to commence production.

On 14 March 2022, the Company announced the proposed disposal of GGTM Sdn. Bhd. which holds the mining rights for Bukit Machang.

FinTech Business

I am pleased to share that the appointment of both Mr. Lim Beng Chew to the Board as an Executive Director, and Mr. Chong Heng Loong as Chief Executive Officer in February and April last year respectively, has positioned the Group well to capture opportunities for future growth in the FinTech industry.

Under their leadership, the Company has obtained shareholders' approval in April 2021 to diversify the Group's business into the provision of custodian services for digital assets and the provision of advisory, consultancy and/or management services relating to financial technology regulation and licencing as well as adoption of FinTech strategies and technology ("FinTech Business"), with an accompanying change of name to VCPlus Limited to reflect the new business' role as an engine of future growth for the Company.

Shortly thereafter, the Company announced a joint venture, Custody Plus Pte. Ltd. ("Custody Plus"), in May 2021 to provide custodial services for digital assets. To fund the new business, the Company raised net proceeds of S$2.61 million in a private placement. In November 2021, Custody Plus applied to the Monetary Authority of Singapore for a capital markets services licence in respect of the regulated activity of providing custodial services, among others, which may take one to two years after application to obtain an outcome from the application.

VCPlus has also been active in growing its technology consultancy services under the FinTech Business. In July 2021, the Company secured a two-year collaboration with Chartwell Compliance, a wholly owned subsidiary of MVB Bank in the United States of America, to provide fintech licensing and compliance consultancy services to businesses in North America and the Asia-Pacific region.

To grow the Company's internal capabilities in the fintech and blockchain services business, we acquired APEC Solutions Pte. Ltd. and its subsidiaries ("APEC Solutions") in October 2021. APEC Solutions is a technology consultancy firm that develops and integrates technology solutions for enterprises. Its suite of solutions includes blockchain and FinTech solutions development, enterprise software solutions, e-commerce, and digital marketing services.

In 2021, VCPlus made some headway in the provision of blockchain advisory services to companies in the media and energy sector. In November 2021, the Company secured an advisory role to a landmark security token offering project with Tree Roots Entertainment Group, a joint venture between Magnolia Quality Development Corporation Limited, one of Thailand's premier property developers and T&B Media Global, one of Thailand's largest private IP management and entertainment investment companies.

The Company was also appointed to advise GENES Group on the development and adoption of blockchain and other technology solutions to help companies reduce their carbon footprint.

November 2021 also saw the appointment of Messrs Esmond Choo and Desmond Tan as the Group's advisors, and Mr. Yuen Keng Yin as Head of Technology and Innovation to further strengthen the Company's ability to tap into growth opportunities in the fintech and blockchain industry. They have over 80 years of combined experience in the securities and futures industry between them, having been former senior executives at the Monetary Authority of Singapore, OCBC Bank and UOB-Kay Hian.

LOOKING AHEAD

Moving forward, the management team is cautiously optimistic for the year to come as we expect the growth in FinTech Business to continue riding on the pace of digital transformation and assimilation of more digital applications in our daily activities.

While the Group develops its new businesses towards revenue generation, it will be vigilant in managing its expenses. In addition, the Group will continue to establish collaboration with strategic partners and explore business opportunity in the financial and blockchain technology sector.

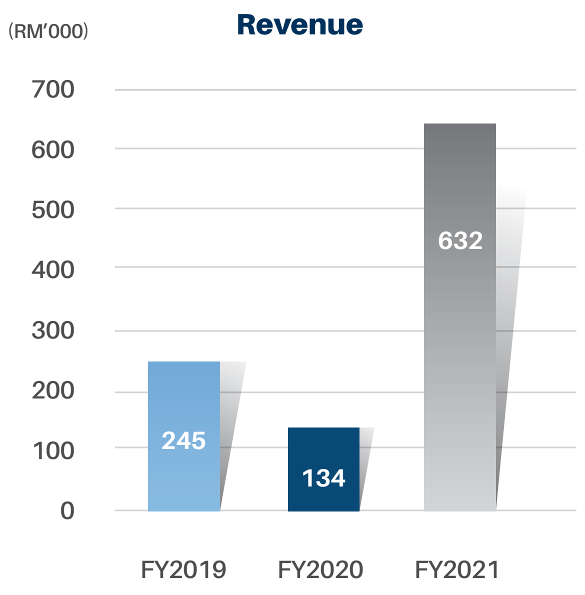
WORDS OF APPRECIATION

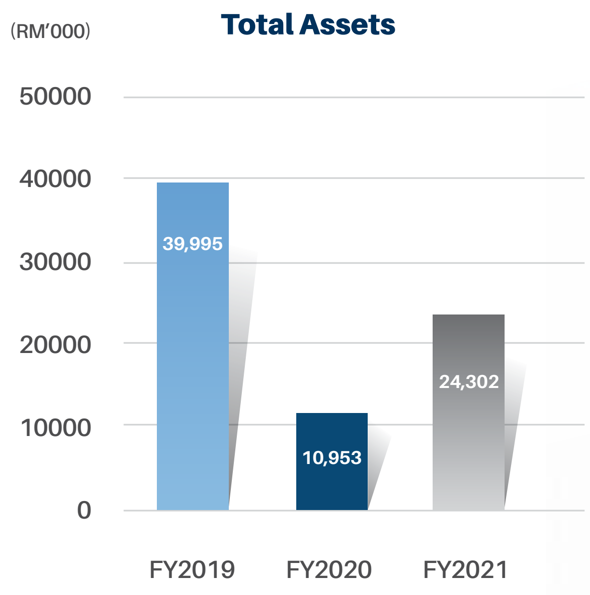
On behalf of the Board, I would like to express my deepest gratitude to our management and staff for their resilience and commitment they showed in the face of a very challenging and difficult business environment. In addition, I would like to thank our shareholders, customers, suppliers, bankers and business associates for their unwavering support.

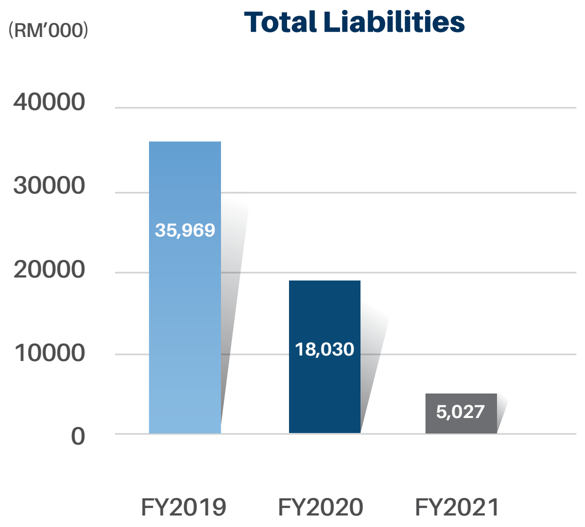
Last but not least, I would like to extend my gratitude to our dedicated Board of Directors for their guidance and advice. As we embark on a challenging journey post COVID-19, we will seize the opportunity on potential new businesses and to deliver greater value to our shareholders.

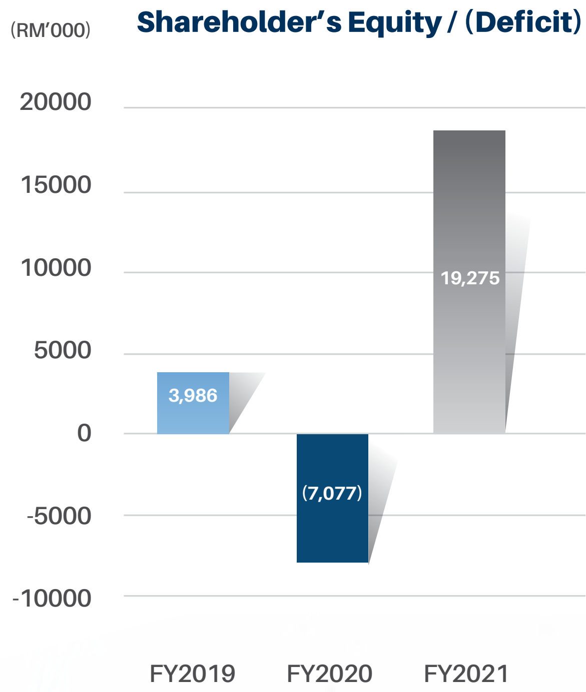
FINANCIAL HIGHLIGHTS

	FY2019	FY2020	FY2021
Results	(re-stated) (RM'000)	(re-stated) (RM'000)	(RM'000)
Revenue	245	134	632
Loss After Tax	(15,818)	(18,182)	(7,638)
Loss per share attributable to owners of the Company (RM sen) - continuing operations	(1.03)	(0.60)	(0.18)
Financial Position			
Total Assets	39,995	10,953	24,302
Total Liabilities	35,969	18,030	5,027
Total Borrowings	23,316	10,863	-
Shareholders' Equity / (Deficit)	3,986	(7,077)	19,275









	FY2019	FY2020	FY2021
Segment Revenue	(RM'000)	(RM'000)	(RM'000)
Gold (Discontinued)	4,453	5,561	-
Granite Dimension Stone	245	134	24
FinTech	-	-	608

FY2021

TOTAL ASSETS
RM 24,302,000

FY2021

SHAREHOLDER'S EQUITY
RM 19,275,000

FINANCIAL AND OPERATION **REVIEW**

REVENUE AND OTHER INCOME

The Group recorded revenue of RM0.63 million in FY2021 as compared to revenue of RM0.13 million in FY2020. The higher revenue was mainly due to maiden revenue contribution from the FinTech Business, partially offset by lower revenue contribution from the Granite Dimension Stone Business.

The Group also recorded other income of RM2.78 million in FY2021, representing an increase of RM2.50 million from RM0.28 million for FY2020. The increase was mainly due to (i) other income recognised of RM1.67 million relating to the final account settlement for PB Hotel project with Eco Group International Sdn Bhd, which arose from over provision of cost for the entire project; (ii) management fee income from Angka Alamjaya Sdn Bhd of RM0.15 million; and (iii) reversal of impairment losses RM0.5 million.

PROFITABILITY

Total operating expenses increased by RM2.61 million to RM11.06 million in FY2021 from RM8.45 million in FY2020. The increase in total operating expenses was mainly due to:

- The Group recorded changes in inventories in FY2021 and FY2020 amounted to RM0.19 million and RM0.10 million, respectively. The changes in inventories of RM0.19 million incurred in FY2021 was due the unsold inventories that were expensed off arising from the return of Bukit Chetai quarry as announced by the Company on 13 January 2022.
- Increase in employee benefits expenses by RM2.26 million from RM1.75 million in FY2020 to RM4.01 million in FY2021 due to an increase of employee headcount arising from the Company's new business diversification to the FinTech Business and acquisition of APEC Solutions.
- Increase in other expenses by RM2.69 million from RM2.97 million in FY2020 to RM5.66 million in FY2021 mainly due to write-offs of fixed assets and mines properties arising from the return of Bukit Chetai quarry as announced by the Company on 13 January 2022 amounting to RM1.43 million, loss on disposal of fixed assets of RM0.21 million and general operating expenses of RM0.71 million arising from the operation in Singapore for the FinTech Business.
- Decrease in finance costs of RM2.11 million from RM2.28 million in FY2021 to RM0.17 million in FY2021 mainly due to the full redemption of bonds in February 2021.

As a result of the above, the Group incurred net loss before tax of RM7.64 million and RM8.04 million in FY2021 and FY2020, respectively excluding loss from discontinued operations of RM10.15 million recorded in FY2020.

FINANCIAL POSITION

In FY2021, the Company's financial position improved significantly. It registered net assets of RM19.28 million as at 31 December 2021 as compared to net liabilities of RM7.08 million as at 31 December 2020. During the same period, cash and cash equivalents increased to RM6.22 million as at 31 December 2021 from RM2.64 million as at 31 December 2020. In addition, the Group had no borrowings as at 31 December 2021 compared to borrowings of RM10.86 million as at 31 December 2020

As at 31 December 2021, total equity attributable to owners of parent amounted to RM18.06 million, comprising mainly of share capital of RM298.60 million, negative other reserve of RM119.16 million and accumulated losses of RM161.37 million. It increased from negative RM7.08 million mainly due to the increase of share capital of RM33.49 million partially offset by the additional losses after tax of RM7.64 million.

The Group's total assets was RM24.30 million as at 31 December 2021 compared to RM10.95 million as at 31 December 2020. The increase was mainly due to the acquisition of APEC Solutions in 2021.

The Group's total liabilities was RM5.03 million as at 31 December 2021 compared to RM18.03 million as at 31 December 2020. The decrease was mainly due to full settlement of borrowings amounted to RM10.86 million.

CASH FLOWS

In FY2021, the Group recorded a net cash outflow for operating activities of RM6.04 million. The net operating cash outflow was mainly due to operating cashflows before working capital changes of RM7.09 million. Working capital outflow was mainly attributable to the increase in trade and other receivables to RM2.82 million and decrease in in trade and other payable by RM1.18 million.

The Group recorded a net cash inflow for investing activities of approximately RM1.53 million in FY2021 mainly due to acquisition of APEC Solutions. This was financed by a net cash inflow from financing activities of RM8.09 million as a result of proceeds from issuance of new ordinary shares in FY2021 which was partially offset by the repayment of lease liabilities.

Cash and cash equivalents increased by RM3.58 million from RM2.64 million as at 31 December 2020 to RM6.22 million as at 31 December 2021 mainly due to completion of the placement exercise in FY2021.

BOARD OF **DIRECTORS**

MR. CHUA SER MIANG

Non-Executive Chairman and Lead Independent Director

Mr. Chua Ser Miang is our Non-Executive Chairman and Lead Independent Director. He was appointed to the Board on 29 December 2020 and was re-elected as Director on 29 April 2021.

Mr. Chua is currently a Director in Crowe Horwath Capital Pte Ltd, a corporate finance advisory firm providing financial advisory for equity and debt fundraising and financial advisory for corporate actions.

He has over 20 years of experience in corporate finance where he was primarily involved in advising local and foreign corporates on financial and equity capital market transactions including public listings, fund raising, and mergers and acquisitions. Mr. Chua had previously held senior positions in other financial institutions including DMG & Partners Securities and Daiwa Securities SMBC Singapore. Mr. Chua started his career as a Senior Review Officer with the Monetary Authority of Singapore in 1993.

Mr. Chua holds a Master's degree in Global Finance & Banking from King's College London, and graduated with a Bachelor's degree in Business Administration from the National University of Singapore. He is also a Chartered Financial Analyst from CFA Institute. Mr. Chua presently serves as an independent director on the Boards of Aoxin Q&M Dental Group Limited and LS 2 Holdings Limited.

MR. LIM CHIAU WOEI

Managing Director

Mr. Lim Chiau Woei is our Managing Director and one of the Founder Shareholders of our Group. He was appointed to our Board on 12 August 2015 and was re-elected as Director on 29 April 2021.

Having identified potential in the Malaysian gold mining industry, he established our Group in 2011, and together with the other founders of our Group, procured, mobilised and organised relevant experienced staff and resources for the setting up of our business and operations.

Since our Group's inception, Mr. Lim has been instrumental in our Group's growth. Through his efforts, our Group was able to secure the Lubuk Mandi Concession Agreement and acquire the granite business. As Managing Director, Mr. Lim oversees the overall strategic directions and expansion plans for the growth and development of our Group, including sourcing for investment opportunities to promote the growth of our Group's business. He is also responsible for maintaining relationships with our customers and suppliers and overseeing our Group's general operations. Mr. Lim has been building up his knowledge and contacts in the mining industry through, inter alia, (i) hands-on management of our Group's mining operations, (ii) business dealings with industry players, (iii) participating in seminars and conferences, and (iv) interactions with relevant government authorities.

After his graduation in 1997, Mr. Lim has spent his career being involved in various businesses, including property development, project management as well as manufacturing and trading of construction material. Mr. Lim has more than 15 years of experience in the mining industry. Since December 2007, he has been a director of the Gabungan Granite Terangganu Sdn Bhd. He was involved in the establishment of Gabungan Granite Terengganu Sdn Bhd and formulated strategies and marketing plans to expand the business globally. Currently he is the non-executive director of Gabungan Granite Terengganu Sdn Bhd.

Mr. Lim graduated from Oklahoma State University with a Bachelor of Science in Electrical Engineering in 1997. He later obtained a Master of Business Administration (Finance) from the University of Leicester in 2009.

BOARD OF DIRECTORS

MR. LIM BENG CHEW

Executive Director

Mr. Ben Lim Beng Chew is our Executive Director. He has been appointed to our Board on 22 February 2021 and was re-elected as Director on 29 April 2021. He is responsible for the overall management and strategic direction of the Company, overseeing marketing and sales acquisition, business growth and development, strategic brand management and the day-to-day operations.

Mr. Ben Lim has been the CEO of Ariki Pte Ltd since 1989. With its humble beginnings as a distributor in the F&B field, Ariki ventured into multiple industries over the years, gaining exclusive distribution rights for major electronic brands across Asia. Under the strategic leadership of Mr. Ben Lim, Ariki has diversified into a holding company that is now engaged in the duty-free products distribution, import and export of various products which operate across gateway cities in Asia and are currently building a retail presence in China. Mr. Ben Lim is also a partner of Sevens Group, where he plays an instrumental role. Sevens Group specialises in property development and investments in both local and regional markets.

Mr. Ben Lim was also a co-founder of ECXX Global Pte Ltd, a leading digital asset exchange that is in the MAS Fintech Sandbox in which he resigned as director in February 2021.

MR. GAVIN MARK MCINTYRE

Independent Director

Mr. Gavin Mark McIntyre is our Independent Director. He was appointed to the Board on 21 February 2017 and was re-elected as Director on 29 April 2021. He is a Singaporean with many years of experience in accounting related sectors.

Mr. McIntyre spent 7 years based in Thailand and Singapore when he was in Deloitte, where he was a project leader to lead restructuring efforts in the aftermath of the Asian Financial Crisis in 1997 and subsequently the Dot Com bust in the early 2000s.

From 2013 till 2015, Mr. McIntyre worked as a practice director with a boutique valuation services firm with a strong regional presence in Asia. Prior to that, he was holding the position of Chief Financial Officer of a listed company in Singapore for 5 years where he worked closely with the Board to review projects in the fields of mineral extraction, telecommunications and general manufacturing & distribution.

Apart from the Company, Mr McIntyre is also an Independent Director in both Nico Steel Holdings Ltd and Biolidics Limited.

Mr. McIntyre graduated from Curtin University, Australia in 1989 with a degree in Accounting and since 1994, holds the status of non-practicing CPA with CPA Australia.

MS. LEE KIM LIAN, JULIANA

Independent Director

Ms. Lee Kim Lian, Juliana was appointed as an Independent Director of the Company on 29 December 2020 and was re-elected as Director on 29 April 2021.

Ms. Juliana Lee is a Director of Aptus Law Corporation. She has more than 25 years of experience in legal practice and currently heads the corporate practice of Aptus Law Corporation. Her main areas of practice are corporate law, corporate finance, mergers and acquisitions and venture capital.

Ms. Juliana Lee holds a Bachelor of Laws (Honours) degree from the National University of Singapore and is a member of the Singapore Institute of Directors. Ms. Juliana Lee also presently serves as an independent director on the Boards of Nordic Group Limited, Dyna-Mac Holdings Ltd and Uni-Asia Group Limited.

KEY **MANAGEMENT**

MR. CHONG HENG LOONG

Chief Executive officer

Mr. Chong Heng Loong was appointed as the Chief Executive Officer of the Group on 1 April 2021. He reports directly to the Board of Director of the Company and holds management responsibilities in relation to the operations of the group. He is also responsible for setting the strategic direction of the group and steering the business of the group for future growth and expansion.

Mr. Chong has over to 20 years of working experience in banking, investment and finance. Prior to joining the Company, he was the Chief Financial Officer of a company listed on the Singapore Stock Exchange. Before leaving banking sector, Mr. Chong was previously the Client Coverage Director at RHB Securities Singapore Pte. Ltd. managing the accounts of various corporates listed in Singapore. Prior to that, he was a Senior Investment Manager at Kuwait Finance House specialising in private equity and real estate investments in ASEAN region and Vice President of Corporate Finance at HL Bank Singapore where he was involved in various investment banking transactions for companies across Asia Pacific region.

Mr. Chong attained a Bachelor of Commerce & Bachelor of Economics from the Australian National University. He subsequently attained a Master of Commerce from the University of New South Wales. He is a Certified Public Accountant of Australia.

MR. CEDRIC YAP

Head, APEC Solutions

Mr. Cedric Yap Kun Hao is the Head of APEC Solutions. He founded APEC Solutions Pte Ltd and led the growth of the business. Under the leadership of Mr. Cedric Yap, APEC Solutions has grown to become a digital management consulting company providing a comprehensive range of services from information technology development to business consultancy across multiple industries.

Mr. Cedric Yap has extensive professional experience in the finance, real estate, information technology and transportation industries. He attained a Bachelor of Science in Hospitality Management from the University of Nevada, Las Vegas and a Diploma in Integrated Events Management from Republic Polytechnic, Singapore.

VCPLUS LIMITED

SUSTAINABILITY REPORT 2021

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BOARD **STATEMENT**

The Board of directors (the "**Board**") is pleased to present VCPlus Limited's (formerly known as Anchor Resources Limited) (the "**Company**" or "**VCPlus**", together with its subsidiaries, the "**Group**") sustainability report for the financial year ended 31 December 2021 ("**FY2021**") ("**Sustainability Report 2021**").

The Sustainability Report 2021 covers data and information for FY2021 and has been prepared with reference to the widely recognised Global Reporting Initiative ("**GRI**") Standards: Core Option as well as on a "Comply and Explain" basis pursuant to Rule 711A, 711B and Practice Note 7F of the Singapore Exchange Securities Trading Limited ("**SGX-ST**") Listing Manual Section B: Rules of Catalist ("**Catalist Rules**"). The data and information provided have not been verified by an independent third party.

With the full support from the Board, the management establishes the policies and practices to address and manage the material environment, social and governance ("**ESG**") factors. The Board has (i) considered sustainability issues as part of its strategic formulation, (ii) determined the material ESG factors, and (iii) overseen the management and monitoring of the material ESG factors. The Company remains committed to further improve and strengthen its engagement with various stakeholders in relation to the material issues.

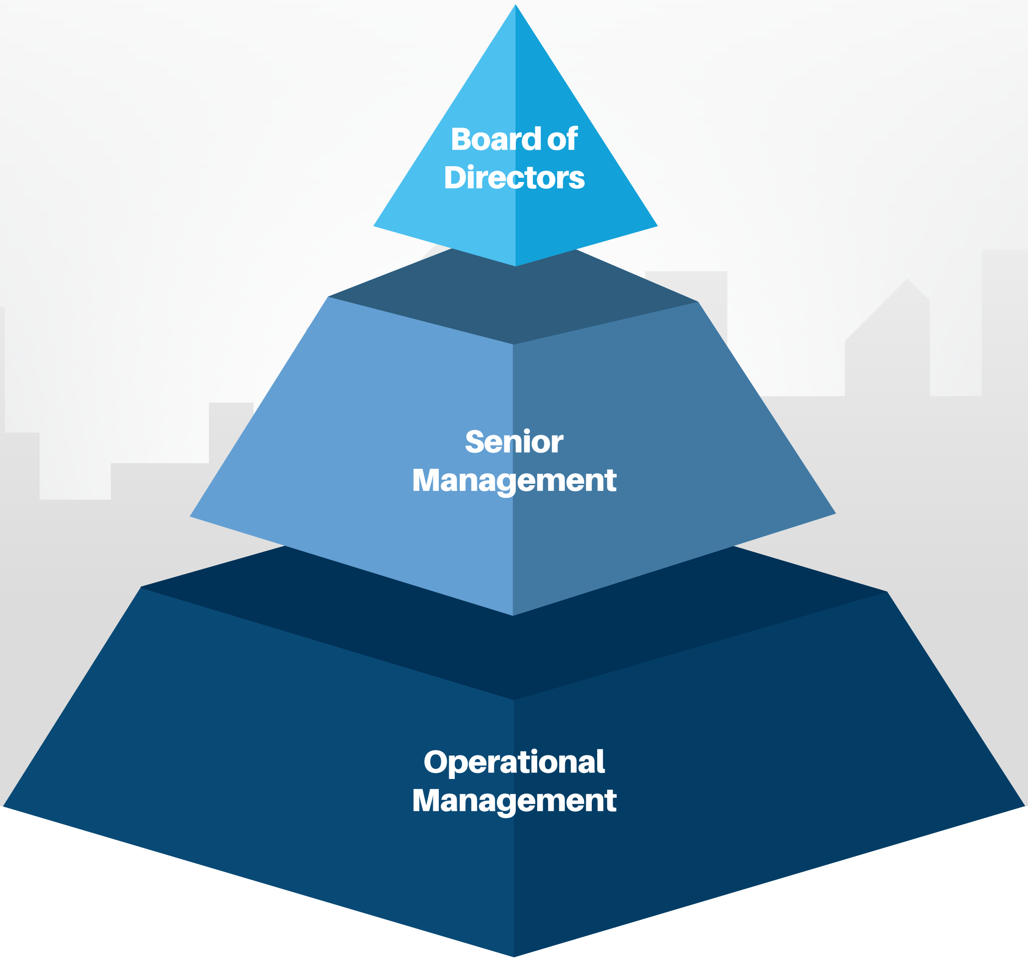
In April 2021, VCPlus obtained shareholders' approval to diversify into the financial technology and blockchain technology (collectively, the "**FinTech**") sector including custodian for digital assets and consultancy businesses (the "**FinTech Business**") from its former core granite dimension stone quarrying and management services (collectively the "**Granite Dimension Stone Business**"). VCPlus joined as a member of Singapore Fintech Association in 2021.

The Company's FinTech Business currently relates to the provision of advisory, consultancy and/or management services related to FinTech regulation and licensing as well as the adoption of FinTech strategies and technology. We intend to expand into the business of providing custodian services for digital assets upon obtaining the relevant licenses from the Monetary Authority of Singapore.

The Company's Granite Dimension Stone Business is engaged in granite mining in Terengganu, Malaysia, which has been halted since November 2019. On 14 March 2022, the Company announced the disposal of its remaining mining asset. Post disposal, the Group does not operate any mining business.

While the FinTech Business operations currently do not have material impact on the environment, VCPlus remains committed to reducing the environmental impact of its operations. VCPlus strives to enhance shareholder value and maintain cordial relationships with the local communities in the areas that VCPlus operates in. With its continuous efforts in sustainable operating model, VCPlus looks forward to sustainable growth for its businesses in the coming years.

SUSTAINABILITY **GOVERNANCE STRUCTURE**



VCPlus supports ethical and sustainable business practices leading to a healthy corporate culture. We recognise the importance of a strong sustainability governance structure. Our sustainability governance structure is as depicted below.

The roles of each level of the structure are as follows:

Board:

The Board oversees the formation of strategies and their implementation.

Senior Management:

VCPlus' senior management comprises of the Managing Director, the Executive Director, the Chief Executive Officer, and the Head of APEC Solutions Pte. Ltd.. They set the strategies and action plans relating to sustainability topics to be presented to the Board for approval.

Operational management:

The operational management team consists of the various heads of department. The team implements and executes the approved strategies and the day-to-day operations and meets on a monthly basis where sustainability topics are discussed alongside other operational matters. The team also reports to Senior Management, the results of operational activities and sustainability topics.

KEY STAKEHOLDERS' ENGAGEMENT

VCPlus noted that different stakeholders are important to the Company to varying degrees. While some stakeholders can influence the actions of the Company, there are also others that have less or little influence on the Company and yet are impacted by the actions of the Company. VCPlus considers it to be important that the Company actively engage all stakeholders and to receive feedback of the impacts or potential impacts of the Company's actions.

Having assessed the stakeholders in terms of their impacts on the Company as well as the impact or potential impacts upon the stakeholders by the actions of the Company, VCPlus identified the key stakeholders, the methods of engagement and addressed their concerns as tabulated below.

Stakeholder	Method of Engagement	Key Concerns	Key Concerns addressed in the following sections
Government / Authorities / Regulators / Municipals & other Government Linked Bodies	• Third party consultants • Meetings when necessary • Correspondences • Company's Announcements • Website	• Compliance with regulations • Anti-corruption • Governance • Environmental impact	• Governance • Environmental Responsibility
Shareholders	• General Meeting, using electronic means • Annual Reports, using electronic means • Company's Announcements • Website	• Financial performance • Economic performance • Business sustainability • Governance	• Annual Report 2021
Employees	• Meetings, hybrid of physical and online meetings • Health and Safety Activities • Correspondence	• Professional development • Employee benefits and compensation • Work-life balance and company culture • Workplace health and safety • Employee diversity	• Our People • Occupational Health & Safety • Covid-19
Customers /Business Partners / Contractors	• Meetings, hybrid of physical and online meetings • Communications through emails, phone calls • Events • Website	• Pricing and quality of products and services • Compliance with regulations • Increased market presence • Local & oversea procurement with quotation requests • Environmental impact	• Cyber Security • Procurement practices • Occupational Health & Safety
Local Communities	• Corporate Social Responsibility ("CSR") Activities	• Employment • Financial support	• Corporate Social Responsibility Management

MATERIAL TOPICS AND **BOUNDARIES**

VCPlus, in the study and identification of the material topics, is guided by the GRI Reporting framework and reflects the Group's commitments. The interests of the stakeholders were considered along with the overall operations of the Company.

In this reporting period, VCPlus has performed a materiality review by analysing its business context, operating environment and the feedback received from the stakeholders to assess matters that have a material impact on the business. VCPlus determined the materiality of its sustainability topics based on the level of its impact on the environmental, social and governance of its area of operation and surroundings.

Following the Company's diversification into the FinTech Business in April 2021, the material topics are expanded upon in the various sections. Moving forward, the Company will enhance its reporting to include the remaining material matters progressively.

The materiality assessment process is outlined below:

Identification

- The key stakeholder groups were identified and prioritised to ensure their interests and concerns are reflected in the relevant material matters.
- An inventory of matters was created based on internal and external sources of information to determine the sustainability context and common definitions were agreed on across stakeholders.

Rating and Prioritisation

- Material sustainability matters were shortlisted and prioritised according to the importance of each matter to key stakeholders and the Group.

Validation

- The material matters were presented to the management for their endorsement and was thereafter validated by the Board of Directors.

VCPlus' Dimension Stone Business operations have potential impacts on the land, air, water and ecosystems of the surrounding areas as well as significant economic, social and cultural impacts on the local communities in the areas that it operates in.

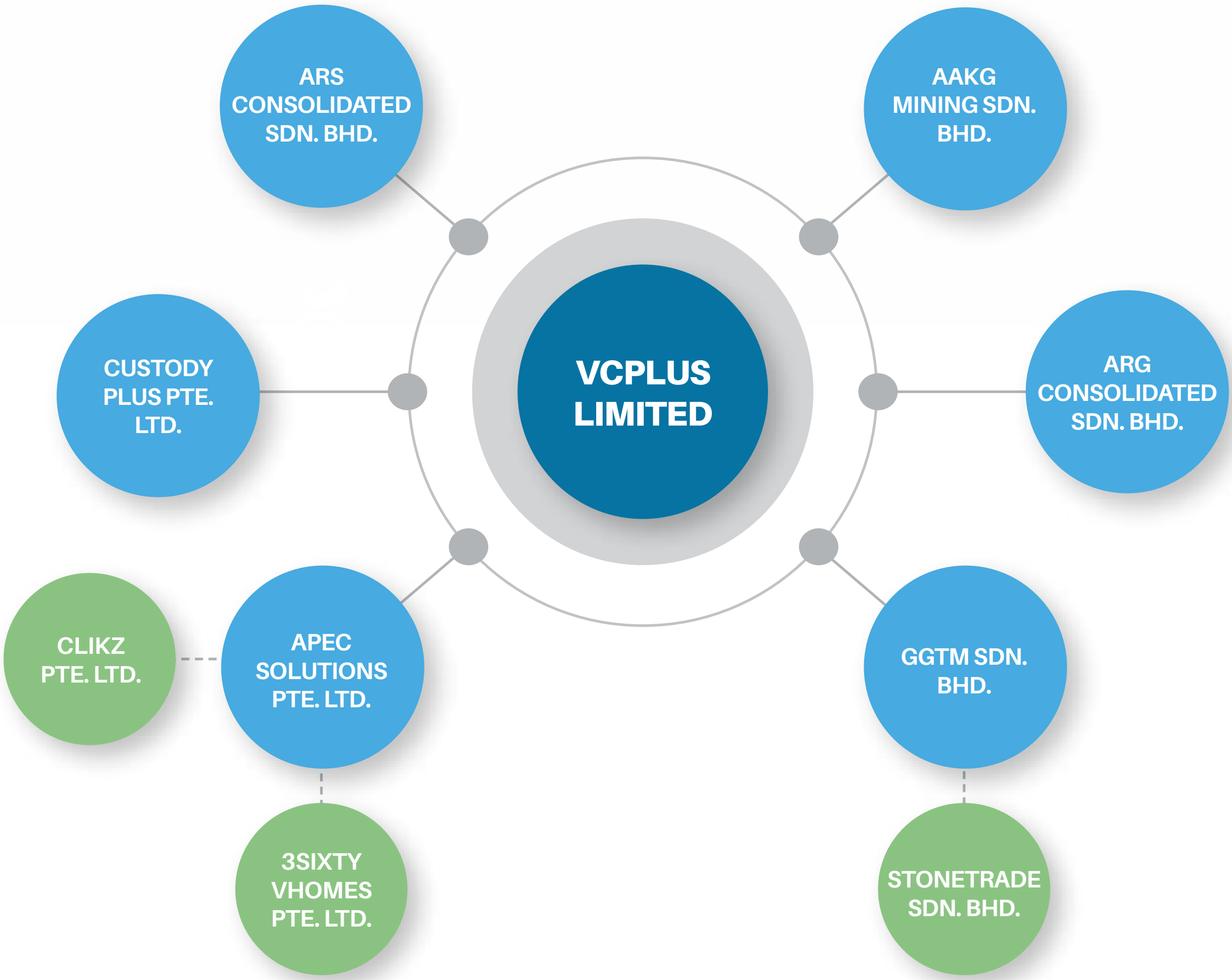
However, the Dimension Stone Business has been halted since November 2019 and hence, its economic, social and cultural impacts would have become less material.

Due to the nature of Company's FinTech Business as a provider of advisory, consultancy and/or management services related to FinTech regulation and licensing as well as the adoption of FinTech strategies and technology, this report may cover aspects beyond the GRI reporting scope, and important materiality issues covered by GRI may not be entirely relevant to the Company, including scope relating to the Environment.

Based on the above, the Group has identified its Key Material Topics as below

Key Material Topics	Boundaries (Country or Entity)
Environmental	
GRI 302: Energy	Malaysian Entities
GRI 305: Emissions	
Social	
GRI 401: Employment	Group-wide
GRI 403: Occupational Health & Safety	
GRI 404: Training and Education	
GRI 405: Diversity and Equal Opportunity	
GRI 406: Non-discrimination	
GRI 413: Local Communities	
GRI 204: Procurement Practices	Malaysian Entities
Governance	
GRI 205: Anti-corruption	Group-wide
Cyber Security	
GRI 418: Data Privacy	Group-wide

VCPLUS' GROUP STRUCTURE



This report focuses on the entities engaged in the FinTech Business comprising Custody Plus Pte. Ltd. ("**Custody Plus**") and APEC Solutions Pte. Ltd. ("**APEC Solutions**") and Granite Dimension Stone Business comprising GGTM Sdn. Bhd. ("**GGTM**"). The other entities are dormant.

1. ENVIRONMENTAL RESPONSIBILITY

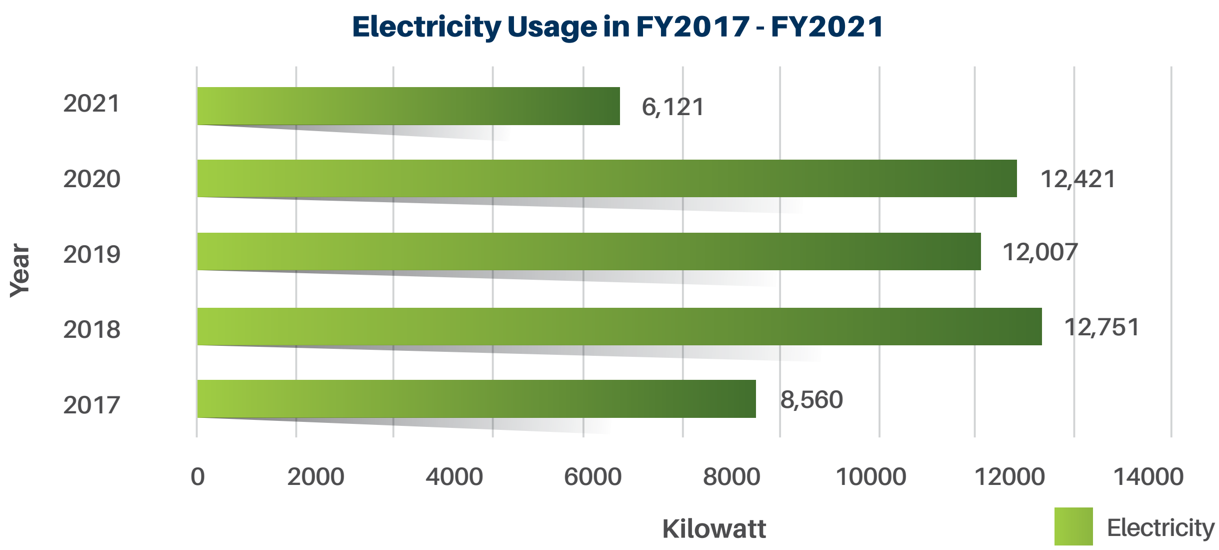
Our operations are subject to extensive laws and regulations governing environmental protection. All of our operations require a variety of permits and licenses approvals from the government agencies. Key laws and regulations are related to air emissions, noise level, river water quality, waste management and chemicals storage.

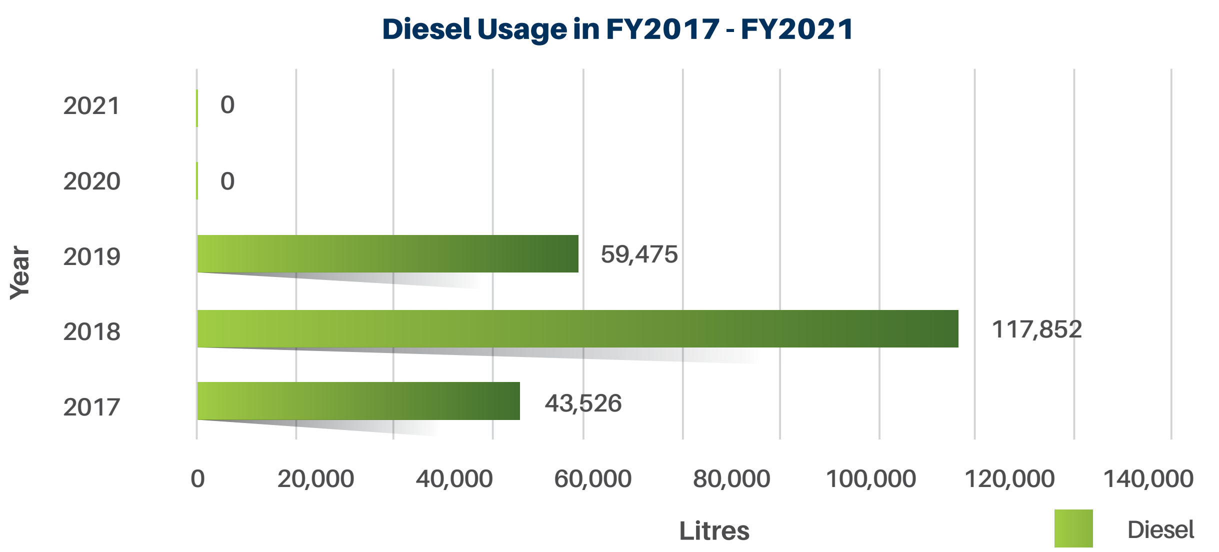
The Granite Dimension Stone Business has a fundamental responsibility to manage the impact of its operations on the environment. To accomplish VCPlus' environmental policy, we conducted environmental impact assessment and environmental management plan for Bukit Chetai Granite Dimension Stone.

Energy - Diesel and Electricity

At Bukit Chetai Granite Dimension Stone, there was no diesel usage in FY2021 as the operation has been halted since November 2019.

Overall, GGTM's usage of electricity recorded for the reporting period are 6,121 kwh (FY2020: 12,421 kwh) and no diesel consumption was recorded in both FY2021 and FY2020. The decrease in energy consumption in FY2021 was due to the minimal activities carried out at GGTM during FY2021 amid COVID-19 pandemic. There has been no production for granite mine since operation was halted in November 2019.



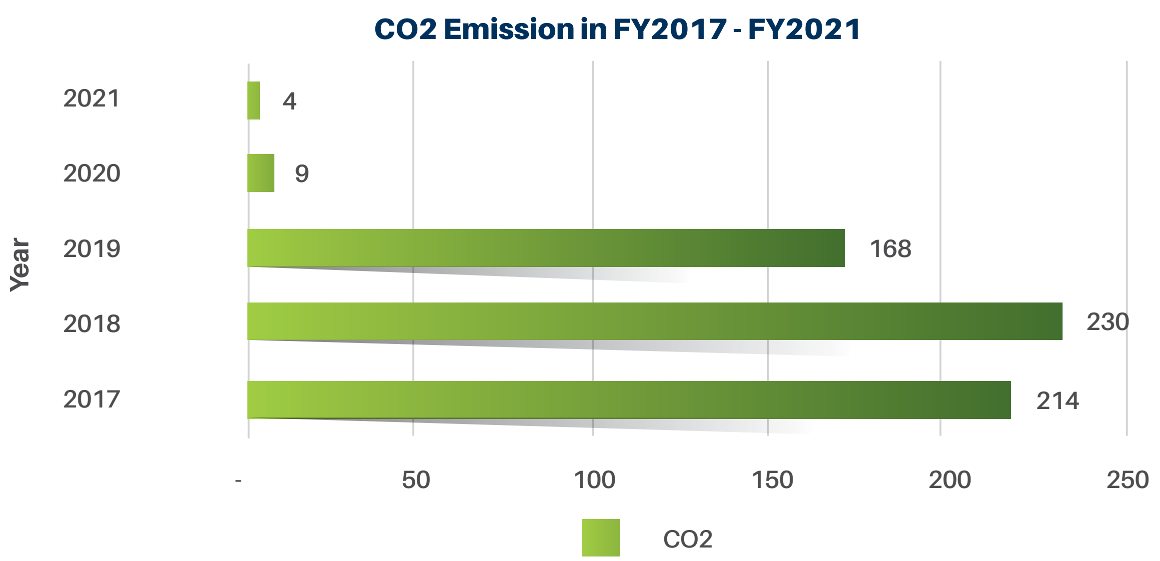


Greenhouse Gas Emissions

GGTM's operations require certain energy inputs, which result in a variety of emissions, including Greenhouse Gas ("**GHG**") emissions. In turn, GHGs are integrally linked to climate change, which is one of the world's most pressing challenges.

We commit to being part of the global solution to this challenge. By effectively managing our energy needs, we may contribute to the reduction in GHG emissions across the mining sector and collectively help achieve global reduction targets.

The carbon dioxide emission in Bukit Chetai Granite Mine decreased as the operation was halted since November 2019.



Environmental Targets and Compliance

In FY2021, there was no incident of non-compliance with environmental laws and regulations. VCPlus has not implemented Environmental Quality Management "EQM" as there were no mining operations in FY2021.

Environmental Performance in FY2021	
FY2021 Target	**Performance Updates**
Zero discharge of waste water or effluents into the surrounding waterways	Achieved zero waste water or effluents discharge in FY2021.
Reduce fuel and electricity consumption	Achieved the target due mainly to no production for granite mine as operation was halted since November 2019 as a result of COVID-19 pandemic.

Environmental Performance in FY2021	
FY2022 Target	**Action Plan**
Reduce water and electricity consumption	Bring awareness in the work place to ensure the water and electricity is used efficiently

2. SOCIAL RESPONSIBILITY

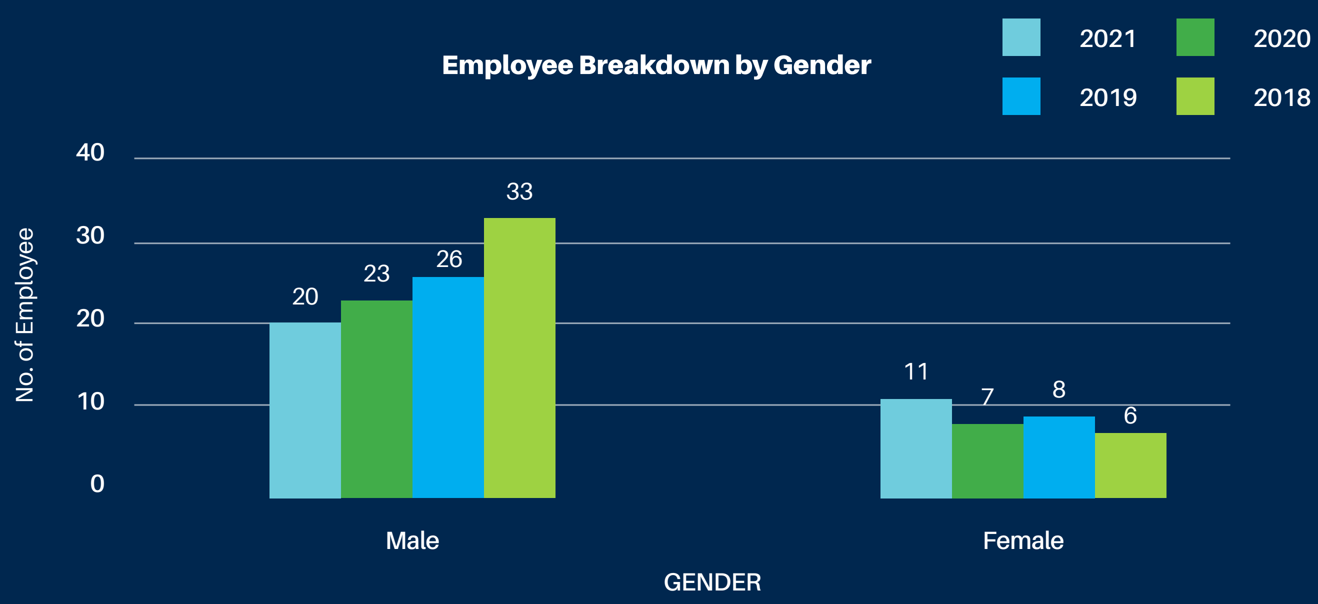
Our People

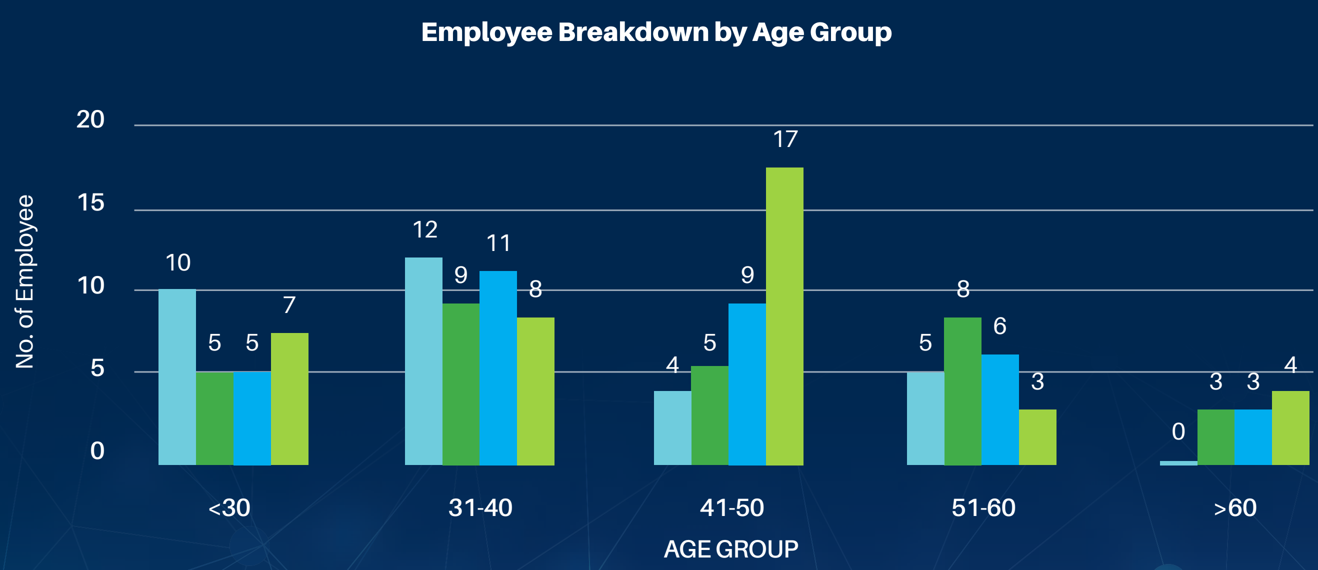
Employment

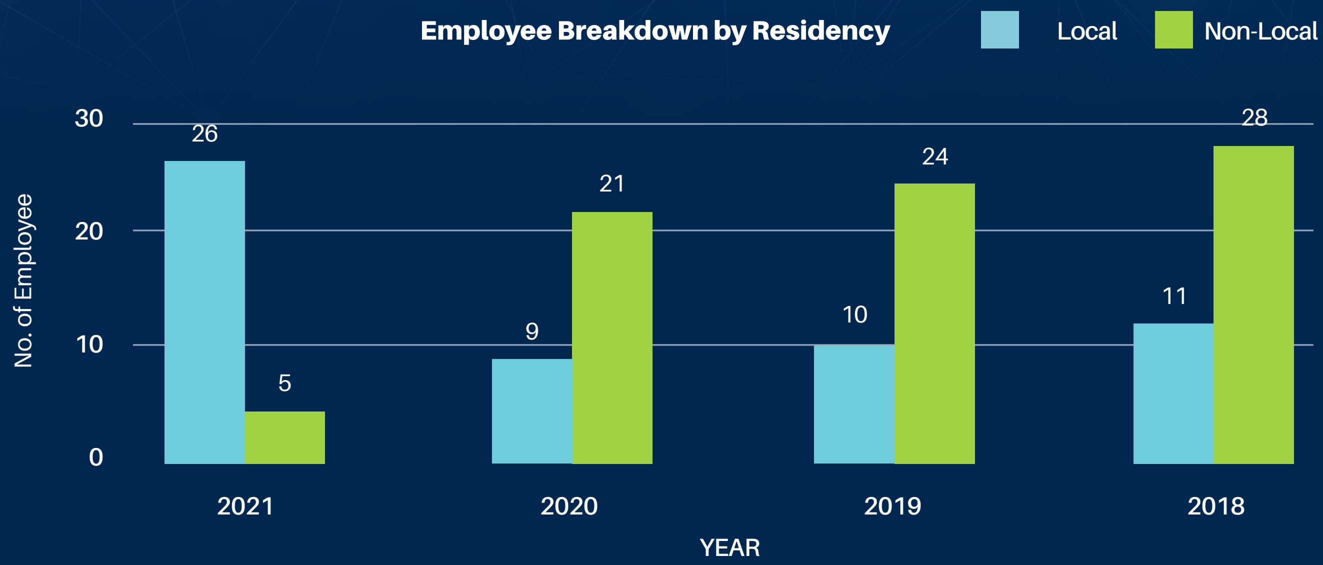
VCPlus provides equal employment opportunities without discriminating gender, ethnicity, colour, religion, age and nationality. This includes hiring and employment practices such as wages, promotions, rewards and access to training. We are fully committed to maintaining a safe and healthy work environment for our staff.

We seek to continuously improve our safety policies and procedures as well as the implementation of our safety measures and we will provide regular safety education and training to achieve it.

Below graphs are showing the employee profiles by gender, age group and residency.







Note: Local is defined as Singaporean and Singapore permanent resident.

Employee Benefits And Development

VCPlus is committed to a policy of equal opportunity for all potential and current employees. The Company hires, promotes, develops and compensates employees based on meritocracy and without discrimination against age, gender, disability, marital status, race or colour, national origin, religion, sexual orientation or any other legally protected class or status. The Company believes in the merits of a diverse work force, where a wide range of varying expertise and perspectives can be brought together to bring the Company to the next level.

The Company will continue to adopt equal employment opportunity policy, and is committed to complying with all applicable government regulations pertaining to safety, health and environmental aspects, and establishing systems which provide a safe and healthy workplace for employees. Grievance-handling channels are also available to employees who believe that they have been subjected to discriminatory behaviour to raise their concerns, and such complaints will be looked into, with the Human Resource department determining the appropriate actions to be taken.

VCPlus aspires to create a work environment where employees remain engaged thus providing employees growth and learning opportunities and drive worker retention. We implement and adhere to best practices regarding employee engagement, including fair remuneration, employee benefits, training and development programs. We comply with local labour regulations and our employees are remunerated above minimum wage.

In addition, VCPlus recognises that timely and effective performance evaluation empowers employees to give their best. As such, manager & their team members meet at least once a year to review their performance.

We take responsibility for the well-being of our employees and provide them with adequate healthcare benefits such as hospitalisation, surgical insurance and medical benefits.

In FY2021, our employee turnover rate was 16.13 % as compared to 12.60% in FY2020 mainly due to the Company's business diversification into the FinTech Business in April 2021. As at 31 December 2021, total staff headcount was 31, an increase from 30 as at 31 December 2020. Moreover, as at 31 December 2021, the Group had greater diversity of staff with a higher proportion of female staffs and a younger average age with more than 70% below age of 40.

Board Diversity

The Board recognises that board diversity is an important element which will better support the Company's achievement of its strategic objectives for sustainable development by enhancing the decision-making process of the Board through varied perspectives, skills, experience, gender, age, knowledge and professional qualifications.

A breakdown on the diversity of our Board of Directors as at 31 December 2021 is set out on the side.

Age Group	Male	Female	Total
30 to 50 years old	1	0	1
Over 50 years old	3	1	4
Sub-total	4	1	5
Percentage (%)	80	20	100

Occupational Health And Safety

The health and safety of our people is the highest priority at all our operations and across our entire company.

There are a variety of safety and health hazards and risks associated with mining operations. If not managed effectively, such risks can have significant consequences for our employees, contractors, communities and our business as a whole. Our commitments are based on a belief that all workers should go home safely after every shift. All new workers, visitors and suppliers' workers are given a safety briefing by either the certified safety officer or safety supervisors before they are allowed into the mining areas and/or the processing plants. Refresher briefings for the employees are also carried out on, at least, an annual basis. Appropriate personal protective equipment ("PPE") are provided to both our employees and our visitors. Suppliers' workers are required to be equipped with the appropriate PPE. VCPlus employs safety officers or safety supervisors to maintain safety measures, including putting up safety signage to remind the workers of the safety matters. On an annual basis, the Company reports the Safety and Health status of the mines to the Department of Occupational Safety and Health.

VCPlus achieved zero fatality and zero loss time injury for both FY2021 and FY2020.

Covid-19

The impact of COVID-19 has affected every individual, function, business, industry and country. The Group started putting in place guidelines according to advisory notes from the Governments and stepped-up communications with employees since COVID-19 cases happened.

During the period of various restrictions on travel and working environment, VCPlus staff members continued to carry out their duties remotely; when the restrictions were eased, steps were similarly taken to stagger attendance at the office and we have implemented safe distancing measures at our workplace premises, which include reducing the need for and duration of physical interactions. The staff were also encouraged to use the time spent working at home to upgrade their IT and other skills to prepare for the new work conditions arising from the pandemic such as using electronic means to communicate and hold meetings. Other measures taken include constantly updating employees on the Government's guidelines, introducing work from home arrangement, stepping up the cleaning efforts of high-touch surfaces and personal hygiene and provided surgical masks and sanitisers throughout the office for employees. The Company also encourage staffs to maintain an active and healthy lifestyle during this challenging period by incorporating routine exercise regime in daily activities.

In addition, in compliant with strict Covid-19 guidelines, these procedures were in place during the period under review:

1) *Procedure before / after entering workplace or premises:-*

   a) *Employees / visitor having a temperature more than 37.5°C or possess symptoms of COVID-19 are not allow to enter the workplace.*

   b) *Before entering the workplace, all employee or visitors have to check the temperature.*

   c) *Record the temperature in the record book at the office main door.*

   d) *Utilise hand sanitizer and ensure the wearing of face mask before entering the workplace.*

2) *Ensure all employee /visitor/vendor wear face mask when entering the workplace and conduct digital check-ins and check-outs by using digital application prescribed by the Governments such as the SafeEntry or TraceTogether applications.*

3) *Make sure there is a social distance at least one meter apart.*

4) *When employees have symptom of COVID-19 (such as fever, cough, shortness of breath, sore throat, headache), the following immediate action shall be taken:*

   a) *Inform the employer immediately and contact the health coordinator or a nearby health officer directly.*

   b) *Isolate workers with COVID-19 symptoms by complying with the Government's advisory notes on such matters.*

   c) *Employees who have direct contact with employees with COVID-19 must also be screened and monitored.*

   d) *Carry out disinfection work in workplaces and places identified as having contact with employees with COVID-19 symptoms with health agencies.*

Board of Directors' meetings, Annual General Meeting and Extraordinary General Meetings were conducted by electronic means.

These precautions actions and planning can make a big difference and our employee's safety and health are our utmost priority.

Education And Training

VCPlus encourages continuous self-development and aim to provide all employees with equal opportunities for training and upgrading. We believe that learning and training opportunities are important, and that self-development is a continuous and life-long process so that employees are equipped with the competencies needed to meet current and future business needs. This includes workshops, seminars, conferences, in-house company trainings and on-the-job training.

In FY2021, internal review sessions has been conducted by the Company to ensure proper work processes are adhered to by its employees.

Marketing And Labelling

VCPlus recognises that fair marketing practices and being transparent in the way we communicate can build trust and loyalty among our customers/business partners and suppliers. We have put in place strict marketing codes to ensure that all marketing activities comply with the various laws and guidelines such as the Singapore Code of Advertising Practice, the Info-communications Media Development Authority's Codes of Practice and Guidelines, and the Personal Data Protection Act 2012 ("PDPA").

In FY2021, we have not identified any non-compliance with regulations and/or voluntary codes concerning information and labelling, or marketing communications including advertising, promotion and sponsorships in relation to products and services that we offer.

Moving forward, we strive to maintain the quality of our products and services by choosing the right type of products and services to fit our business model. Quality checks will also be continuously deployed by our staff to ensure compliance with applicable regulations relating to marketing and labelling in the markets we operate.

Procurement Practices

The Company has established stringent procedures and policies for the onboarding of suppliers, encompassing aspects such as evaluation and background checks. The due diligence process consists of initial independent research analysis conducted by the Company as well as regular communications with suppliers to review if the products and services are suitable to be provided to the Company in terms of quality, pricing and after sales support.

In addition, VCPlus recognize that one of the primary benefits of our operations is the substantial local business opportunities available for local stakeholders. By maximizing local procurement expenditure, we can play an even greater role as a catalyst for social and economic development in our host communities.

VCPlus is supportive of local businesses and strive to obtain supplies and services from local merchants, contractors and consultants provided that local merchants are able to offer competitive prices and commercial terms; and that the local contractors and consultants are able to provide competent services or consultancy.

The Company is guided by the Group's "Policies and Procedures for Procurement" document to ensure that cost effective, efficient and sustainable procurement is attained.

Corporate Social Responsibility Management

We recognize the importance of establishing sound relationships with our communities.

VCPlus places importance in maintaining good relations with the local communities. Whenever possible, VCPlus will assist the local communities through provision of financial or other form of supports.

Social Performance in FY2021	
FY2021 Target	**Performance Updates**
To continue the current procurement practices	Procurement mainly from approved suppliers / vendors, with preference extended to local suppliers / vendors.
To maintain the zero Fatality and zero Lost Time Injury records in FY2021	Zero occupational health and safety incidents was reported.
To continue engaging with the local communities	VCPlus suspended events to local communities due to ongoing restrictions amid Covid-19 pandemic.

Social Target in FY2022	
FY2022 Target	**Action Plans**
Average of 8 hours of training for each staff continuous professional development	Conduct training internally and engage external training providers.
Engage with the local communities	Organise events to engage the local communities.
Zero non-compliance concerning marketing and labelling	All information and marketing material to be approved by compliance department.

3. GOVERNANCE

Business Ethics and Anti-Corruption

VCPlus adheres to a zero-tolerance policy on fraud and unethical conduct including corruption and bribery. Our Board of Directors mandates a high standard of integrity for all its members and the company. We are devoted to operate our business in line with the highest ethical standards and in compliance with all applicable anti-corruption legal requirements.

The Group's Code of Conduct sets out, inter alia, the guidelines for acceptable codes of ethics in a workplace and for dealings with suppliers and customers. This policy applies across our entire organization as well as to any individual or entity authorized to do work on our behalf. All directors, officers, and employees are required to acknowledge that they have read and understand this policy. This value has been communicated during formal and informal communications to all employees. Where there is any non-compliance with the Code of Conduct, employees will be required to disclose the details of such noncompliance.

In addition, the Group has a whistleblowing policy ("Whistleblowing Policy") in place to promote good ethical standards, integrity and governance in the corporate conduct and business practices of the Group. The Whistleblowing Policy provides an avenue for our employees to raise in confidence, concerns about actual or suspected improprieties about, amongst others, financial reporting, internal controls, corruption, bribery and fraud, and offer assurance that employees raising such concerns in good faith will be protected from reprisals for whistleblowing. The independent Directors of the Company are responsible for oversight and monitoring of whistleblowing, including investigation of whistleblowing reports which are made in good faith. Whistleblowing concerns received will be handled in accordance with the procedures set out in the Whistleblowing Policy and will be reported to Mr. Gavin Mark McIntyre, the Chairman of the Audit Committee, via email to whistleblowing@vcplus.sg or by mail at 223 Mountbatten Road, #03-10 Singapore 398008. Please refer to our Whistleblowing Policy as described in the Corporate Governance section on page.

There were no reported incidents in the reporting period.

Governance Performance in FY2021	
FY2021 Target	**Performance Updates**
Zero fraudulent activities in FY2021	Zero fraudulent activities were reported during FY2021.

Governance Target in FY2022	
FY2022 Target	**Action Plans**
VCPlus aims for zero fraudulent activities in FY2022	Promote awareness of anti-corruption and whistle-blowing policy in the Group.
To set Board Diversity Policy in FY2022	The Nominating Committee is tasked to review the structure, size and composition of the Board and to assist the Board on setting the Board Diversity Policy.

4. CYBERSECURITY

As a service provider in the FinTech sector, VCPlus is committed to upholding a high degree of Cybersecurity to protect and safeguard its stakeholders' interests, including customers, employees, business partners and the Company and also committed to promote a culture of security.

The Company has established IT security policies to detect unauthorized information processing activities, the systems in place are also regularly monitored, while information security events are logged to facilitate prompt detection of unauthorised or malicious activities by internal and external parties.

In FY2021, there were no incidents of cybersecurity breaches. The Company will continue to strengthen its cybersecurity system to protect its customers from cybersecurity risks and threats.

Internal Access Control and IT Security Policies

To ensure that data access is only provided on a need to-know basis, and to protect the Company's system from unauthorised access, stringent internal access controls have been established where employees are only granted access to specific information based on their assigned duties, and a strict approval process including proper authorisation to grant access control has been enacted. The IT department reviews internal access control at regular intervals, providing assistance to the different departments to determine their data sensitivity while advising them on the controls available. The IT department also advises other departments within the Group pertaining to information security.

The Company has established IT security policies to detect unauthorised information processing activities, the systems in place are also regularly monitored, while information security events are logged to facilitate prompt detection of unauthorised or malicious activities by internal and external parties. The IT department uses various monitoring tools to perform checks on various devices and systems in the Company. Investigations will be conducted immediately should suspicious or malicious threats be identified and reported by the monitoring tools.

Data Protection

It is our duty to protect private data and uphold a high standard of data privacy in our day-to-day operations. We are committed to maintaining trust between our businesses and stakeholders including our employees, customers and business partners. To reinforce our commitment to customer data protection and privacy, we are in the process of planning virtual trainings for all employees on the importance of cybersecurity as well as a phishing simulation to ensure our employees are familiar with the fundamentals of the PDPA, in line with our Privacy Policy.

VCPlus has appointed a Data Protection Officer ("DPO") who is responsible for ensuring its compliance with the PDPA in respect of protecting the personal data in the Company's possession or control. The roles of DPO include developing policies for handling personal data in electronic and non-electronic forms, communicating internal personal data policies to customers and handling any queries or complaints related to the protection of personal data. The DPO also engages all employees to communicate the data protection policies and their roles in safeguarding its customers' personal data as well as to understand the internal processes in place to protect personal data. The DPO will also be the overall in-charge for remedial measures in the event of a breach.

Cybersecurity Target in FY2022	
FY2022 Target	**Action Plans**
VCPlus aims for zero breach on cybersecurity in FY2022	Implementation of IT security measures and perform regular checks.

GRI CONTENT INDEX – **CORE OPTION**

GRI Standard	Disclosure Number and Title		Section Reference
GRI 102: General Disclosures 2016	102-1:	Name of the organisation	Note 1 to the Financial Statements
	102-2:	Activities, brands, products and services	Financial and Operation Review, Group Structure
	102-3:	Location of headquarters	Note 1 to the Financial Statements
	102-4:	Location of operations	Note 1 to the Financial Statements
	102-5:	Ownership and legal form	Note 1 to the Financial Statements
	102-6:	Markets served	Note 30 to the Financial Statements
	102-7:	Scale of the organization	Financial and Operation Review, Our People
	102-8:	Information on employees and other workers	Our People
	102-9:	Supply chain	Procurement Practices
	102-10:	Significant changes to the organisation and its supply chain	Group Structure and Chairman's Statement
	102-11:	Precautionary principal or approach	Corporate Governance Report
	102-12:	External initiatives	Board Statement
	102-13:	Membership of associations	Board Statement
	102-14:	Statement from senior decision maker	Board Statement
	102-16:	Values, principles, standards and norms of behaviour	Corporate Governance Report and Board Statement
	102-18:	Governance structure	Corporate Governance Report
	102-40:	List of stakeholder groups	Key Stakeholders' Engagement
	102-41:	Collective bargaining agreements	N.A.
	102-42:	Identifying and selecting stakeholders	Key Stakeholders' Engagement
	102-43:	Approach to stakeholder engagement	Key Stakeholders' Engagement
	102-44:	Key topics and concerns raised	Key Material Topics
	102-45:	Entities included in the consolidated financial statements	Group Structure
	102-46:	Defining report content and topic boundaries	Board Statement
	102-47:	List of material topics	Material Topics and Boundaries
	102-48:	Restatements of information	Note 32 to the Financial Statements

GRI CONTENT INDEX – **CORE OPTION**

GRI Standard	Disclosure Number and Title		Section Reference
	102-49:	Changes in reporting	No Changes in Reporting
	102-50:	Reporting period	1 January 2021 to 31 December 2021
	102-51:	Date of most recent report	7 April 2021
	102-52:	Reporting cycle	Annually
	102-53:	Contact point for questions regarding this report	enquiry@VCPlus.sg
	102-54:	Claims of reporting in accordance with the GRI Standards	Board Statement
	102-55:	GRI content index	GRI Content Index – Core Option
	102-56:	External assurance	No external assurance
GRI 204: Procurement Practices 2016	204-1:	Proportion of Spending on Local Suppliers	Procurement Practices
GRI 205: Anti-Corruption 2016	205-2:	Communication and Training about Anti-Corruption Policies and Procedures	Governance
	205-3:	Confirmed incidents of corruption and actions taken	
GRI 302: Energy 2016	DMA	Disclosure of Management Approach	Energy – Diesel and Electricity
	302-1:	Energy consumption within the organization	
GRI 305: Emissions 2016	305-	Direct (scope 1) GHG emissions	Greenhouse Gas Emissions
GRI 401: Employment 2016	401-1:	New Employee hires and employee turnover	Our People
	401-2:	Benefits provided to full-time employees that are not provided to temporary or part-time employees	
GRI 403: Occupational Health and Safety 2016	403-1:	Occupational health and safety management system	Occupational Health & Safety
GRI 404: Training and Education 2016	404-1:	Average hours of training per year per employee	Education and Training
	404-2:	Programs for upgrading employee skills and transition assistance Programs	
	404-3:	Percentage of employees receiving regular performance and career development reviews	

GRI CONTENT INDEX – **CORE OPTION**

GRI Standard	Disclosure Number and Title		Section Reference
GRI 405: Diversity and Equal Opportunity 2016	405-1:	Diversity of governance bodies and employees	Board Diversity
GRI 406: Discrimination 2016	406-1:	Incidents of discrimination and corrective action taken	Governance
GRI 413: Local Communities 2016	413-1:	Operation with local community engagement, impact assessment, and development programs	Corporate Social Responsibility Management
GRI 417: Marketing and Labelling 2016	417-1:	Requirements for product and service information and labelling	Marketing and Labelling
GRI 418: Customer Privacy 2016	418-1:	Substantiated complaints concerning breaches of customer privacy and losses of customer data	Data Protection

POLICY STATEMENT

1. Social Responsibility Policy

The Group is committed to being a responsible corporate citizen and consider the physical and human environment when making our business decisions. We endeavor to have a positive impact on the communities in the areas where we operate both socially and economically.

We uphold the following principles and responsibilities of good corporate citizenship in realizing our commitments:

- Provide our staff with comfortable and responsible working conditions and treat them with dignity and respects.
- Strive to achieve high degree of trust with all stakeholders by conducting our business honestly and ethically. This includes to comply with all applicable laws in places we conduct our businesses.
- Strive to protect human health and preservation of environment in each phase of our operating activity by implementing high standard of environment, health and safety policy.
- Contribute to local community by providing working opportunities, donating to the less fortunate local residents and participating in local community projects.
- Provide sufficient resources to train and develop our staff.

2.Environment, Health and Safety Policy

The Group intends to achieve high standard of compliance with regard to environment, health and safety matters. In achieving this we are committed to the followings:

- Apply safety management in design, planning and development of all project's developments and operations.
- Develop and implement safe working procedures.
- Ensure compliance to all applicable laws related to environment, health and safety.
- Provide continuous training to all staff to elevate their alertness to issues related to environment, health and safety.
- Ensure installation of appropriate system and all chemical are discharged in safe manner and will not bring harm to the environment.
- Conduct audit to ensure that policies and procedures related to environment, health and safety are being adhered to by both internal staff and external contractors.

DISCLOSURE TABLE FOR ANNUAL REPORT IN COMPLIANCE TO THE CODE OF CORPORATE GOVERNANCE 2018 AND THE SINGAPORE EXCHANGE SECURITIES TRADING LIMITED LISTING MANUAL SECTION B: RULES OF CATALIST

The Board of Directors (the "**Board**") of VCPlus Limited (formerly known as Anchor Resources Limited), (the "**Company**" and together with its subsidiaries, the "**Group**") is committed to maintaining high standards of corporate governance and places importance on maintaining sound internal controls and systems so as to ensure greater transparency, accountability and protect and enhance shareholders' interests.

This report outlines the Company's corporate governance practices for financial year ended 31 December 2021 ("**FY2021**"), with specific reference to principles of the Code of Corporate Governance 2018 (the "**Code**") and the Singapore Exchange Securities Trading Limited ("**SGX-ST**") Listing Manual Section B: Rules of Catalist ("**Catalist Rules**"), where applicable. The Board and Management are pleased to confirm that the Company has adhered to the Code and Catalist Rules except where otherwise stated and explained.

Principle/ Provision	**Code Description**	**Company's compliance or explanation**

BOARD MATTERS

The Board's Conduct of Affairs

Principle 1

Provision 1.4

The company is headed by an effective Board which is collectively responsible and works with Management for the long-term success of the company.

As at the date of this Annual Report, the Board members are as follows:

Composition of the Board			
Name of Directors	**Designation**	**Date of first appointment**	**Date of last re-election**
Mr. Lim Chiau Woei	Managing Director	12 August 2015	29 April 2021
Mr. Lim Beng Chew	Executive Director	22 February 2021	29 April 2021
Mr. Chua Ser Miang	Non-Executive Chairman and Lead Independent Director	29 December 2020	29 April 2021
Mr. Gavin Mark McIntyre	Independent Non-Executive Director	21 February 2017	29 April 2021
Ms. Lee Kim Lian, Juliana	Independent Non-Executive Director	29 December 2020	29 April 2021

Provision 1.1

All Directors are fiduciaries who exercise due diligence and independent judgement in dealing with the business affairs of the Group, hold Management accountable for performance and are obliged to act in good faith and to take objective decisions in the interest of the Group.

Principle/ Provision	Code Description	Company's compliance or explanation
		The Board puts in place a code of conduct and ethics, sets appropriate tone-from-the-top and desired organisational culture, and ensures proper accountability within the Company. Directors facing conflicts of interest recuse themselves from discussions and decisions involving the issues of conflict. The Board is entrusted to lead and oversee the Company, with the fundamental principle to act in the best interests of the Company. In addition to its statutory duties, the Board's principal functions include: ● providing leadership, and set strategic objectives, which should include appropriate focus on value creation, innovation and sustainability; ● ensuring that the necessary resources are in place for the company to meet its strategic objectives; ● establishing and maintaining a sound risk management framework to effectively monitor and manage risks, and to achieve an appropriate balance between risks and company performance; ● constructively challenging Management and reviewing its performance; ● instilling an ethical corporate culture and ensuring that the Company's values, standards, policies and practices are consistent with the culture; and ● ensuring transparency and accountability to key stakeholder groups.
Provision 1.2		All newly appointed Directors will undergo an orientation programme where the Director would be briefed on the Group's strategic direction, governance practices, business and organisation structure as well as the expected duties of director of a listed company. To obtain a better understanding of the Group's business, the Director will also be given the opportunity to visit the Group's operational offices and facilities and meet with key management personnel. The Directors are updated, from time to time, when new laws or regulations affecting the Group are introduced. New releases issued by the SGX-ST which are applicable to the Directors are circulated to the Board. The Directors are encouraged to attend seminars, conferences and training courses, at the Company's expense, that will assist them in executing their obligations and responsibilities as directors of the Company. Examples of some training attended by our Directors are listed in the table below. In addition, the members of Audit Committee were briefed by the external auditors on changes or amendments to accounting standards.

Principle/ Provision	Code Description	Company's compliance or explanation

Director	Training attended
Mr. Gavin Mark McIntyre	• Audit Committee Seminar 2021 • An Insider Guide to Cryptocurrency and Blockchain
Ms. Lee Kim Lian, Juliana	• Audit Committee Seminar 2021 • Crypto Assets and Payment Regulations • AML/CFT 2021 • ASEAN Corporate Governance Scorecard • Economic and Legal Treads in ASEAN • Sustainability and Trust: Taking Centre-Stage in a New Era of Business • Singapore Mediation Lecture 2021 • Negligence and Autonomy
Mr. Lim Beng Chew	• Listed Entity Director (LED) Programme • LED 2 – Board Dynamics
Mr. Chua Ser Miang	• AML Regulations • Ethics and Conflicts of Interests • Securities Related Regulations • Fit and Proper Requirements for Appointed SFA/FAA Representatives • Accountability and Professional Conduct • Fair Dealing • Blockchain: Embarking on the Journey

Formal letters of appointment will be furnished to the newly-appointed Directors, upon their appointments stating among other matters, the roles, obligations, duties and responsibilities as a member of the Board.

Provision 1.3

The Board decides on matters that require its approval and clearly communicates this to Management in writing. Matters that require the Board's approval include, amongst others, the following:

- significant acquisitions and disposals of assets;
- material borrowings and fund-raising exercises;
- share issuance and proposal of dividends;
- financial results announcements, annual report and audited financial statements; and
- material interested person transactions.

Principle/ Provision	Code Description	Company's compliance or explanation
Provision 1.4		The Board has delegated certain responsibilities to the Audit Committee (the "**AC**"), the Remuneration Committee (the "**RC**") and the Nominating Committee (the "**NC**") (collectively, the "**Board Committees**") with clearly defined terms of reference. As at the date of this Annual Report, the respective compositions of the Board Committees are follows:

Composition of the Board Committees

	AC	NC	RC
Chairman	Mr. Gavin Mark McIntyre	Ms. Lee Kim Lian, Juliana	Mr. Chua Ser Miang
Member	Ms. Lee Kim Lian, Juliana	Mr. Chua Ser Miang	Ms. Lee Kim Lian, Juliana
Member	Mr. Chua Ser Miang	Mr. Gavin Mark McIntyre	Mr. Gavin Mark McIntyre

Principle/ Provision	Code Description	Company's compliance or explanation
Provision 1.5		The Board meets at least twice a year and ad-hoc Board meetings and meetings of the Board Committees are convened as and when necessary. The Company's Constitution (the "**Constitution**") allows for meetings to be held through telephone and/or video-conference. During the financial year under review, the number of meetings held and attended by each Director and CEO is as follows:

	Board	AC	NC	RC
No. of meetings held	6	3	1	1
Directors and the CEO	Number of Meetings attended			
Mr. Lim Chiau Woei	6	3[(1)]	1[(1)]	1[(1)]
Mr. Lim Beng Chew [(2)]	6	3[(1)]	1[(1)]	1[(1)]
Mr. Chua Ser Miang	6	3	1	1
Mr. Gavin Mark McIntyre	6	3	1	–
Ms. Lee Kim Lian, Juliana	6	3	1	1
Mr. Chong Heng Loong [(3)]	4[(1)]	2[(1)]	–	–

Notes:

(1) Attendance by invitation.

(2) Mr. Lim Beng Chew was appointed as a Director of the Company on 22 February 2021.

(3) Mr. Chong Heng Loong was appointed as the CEO of the Company on 1 April 2021.

Principle/ Provision	Code Description	Company's compliance or explanation
Provision 1.6		Management provides the Board with complete, adequate and timely information prior to meetings and on an on-going basis to enable them to make informed decisions and discharge their duties and responsibilities:

Types of Information Provided by Key Management Personnel to Directors

	Information	Frequency
1.	Board papers (with background or explanatory information relating to the matters brought before the Board, where necessary)	As and when, relevant
2.	Updates to the Group's operations and the markets in which the Group operates in	Quarterly
3.	Half-yearly and full year financial results	Half-yearly
4.	Reports on on-going or planned corporate actions	As and when, relevant
5.	Internal audit ("**IA**") report(s)	Yearly
6.	Research report(s)	As and when, requested
7.	Shareholding statistics	As and when, requested

Key management personnel will also provide any additional material or information that is requested by Directors or that is necessary to enable the Board to make a balanced and informed assessment of the Group's performance, position and prospects.

Provision 1.7

Directors have separate and independent access to Management, the Company Secretary, and external advisers (where necessary) at the company's expense. The role of the Company Secretary is as follows:

- ensuring the Board procedures are observed and that the Constitution, relevant rules and regulations, including requirements of the Securities and Futures Act (Chapter 289) of Singapore, the Companies Act 1967 of Singapore (the "**Act**") and the Catalist Rules, are complied with;
- assisting the Chairman and the Board to implement and strengthen corporate governance practices, with a view to enhancing long-term shareholder value;
- assisting the Chairman to ensure good information flows within the Board and its committees and key management personnel;

Principle/ Provision	Code Description	Company's compliance or explanation
		● designing and implementing a framework for key management personnel's compliance with the Catalist Rules, including timely disclosure of material information; ● attending and preparing minutes for all Board and Board Committees meetings; ● coordination and liaison between the Board, the Board Committees and key management personnel; and ● assisting the Chairman, the Chairman of each Board Committee and key management personnel in the development of the agendas for the various Board and Board Committee meetings. The appointment and the removal of the Company Secretary are subject to the approval of the Board. Where the Directors, whether individually or collectively, require independent professional advice in furtherance of their duties, the Company Secretary will assist in appointing a professional advisor to render the advice and keep the Board informed of such advice. The cost of obtaining such professional advice will be borne by the Company.
Board Composition and Guidance		
Principle 2 Provision 2.1	The Board has an appropriate level of independence and diversity of thought and background in its composition to enable it to make decisions in the best interests of the company.	An "independent" director is one who is independent in conduct, character and judgement, and has no relationship with the company, its related corporations, its substantial shareholders, or its officers that could interfere, or be reasonably perceived to interfere, with the exercise of the director's independent business judgement in the best interests of the company.
Provision 2.2; 2.3; 2.4		As at the date of this Annual Report, the Board comprises of five (5) Directors, of whom three (3) are Independent Directors, namely, Mr. Chua Ser Miang, Ms. Lee Kim Lian, Juliana and Mr. Gavin Mark McIntyre. Mr. Lim Chiau Woei is the Managing Director while Mr. Lim Beng Chew is an Executive Director. Non-Executive Directors make up majority of the Board. As at the date of this Annual Report, Mr. Chua Ser Miang is the Non-Executive Chairman and Lead Independent Director. He is available to shareholders at **chuasm@outlook.com**, where they have concerns and for which contact through the normal channels of communication with the Management are inappropriate or inadequate. The primary consideration in identifying director nominees is to have an appropriate mix of members with complementary skills, core competencies and experience for the Group, regardless of gender.

Principle/ Provision	Code Description	Company's compliance or explanation

The current Board composition provides a diversity of skills, experience and knowledge to the Company as follows:

Balance and Diversity of the Board		
	Number of Directors	**Proportion of Board**
Core Competencies		
- Accounting or finance	3	60%
- Business management	5	100%
- Legal or corporate governance	3	60%
- Relevant industry knowledge or experience	5	100%
- Strategic planning experience	5	100%
- Customer based experience or knowledge	4	80%

Accordingly, the NC and Board are of the view that the Board has the appropriate mix of expertise and experience, and collectively possesses the necessary core competencies for effective functioning and informed decision-making.

Provision 2.4

The Company is in the process of developing a formal Board Diversity Policy. Notwithstanding the absence of a formal Board diversity policy, the NC is tasked to review the structure, size and composition (including the gender, age, culture, skills, knowledge and experience of the Board) at least annually and to assist the Board to review the required mix of skills, experience and other qualities which Non-Executive Directors should bring to the Board on an annual basis.

The Board has taken the following steps to maintain or enhance its balance and diversity:

- reviews by the NC at least once a year to assess if the existing attributes and core competencies of the Board are complementary and enhance the efficacy of the Board; and
- evaluations by the Directors at least once a year of the skill sets the other Directors possess, with a view to understanding the range of expertise which is lacking by the Board.

The NC will consider the results of these exercises in its recommendation for the appointment of new Directors and/or the re-appointment of incumbent Directors.

Principle/ Provision	Code Description	Company's compliance or explanation
		The Non-Executive Directors are kept well informed of the Group's business and are knowledgeable about the industry the Group operates in. To ensure that the Non-Executive Directors are well supported by accurate, complete and timely information, they have unrestricted access to the Management, and have sufficient time and resources to discharge their oversight functions effectively. During Board meetings, the Management also updates the Non-Executive Directors on the latest developments of the Group and its future plans. Forecast financials against budget are also presented to enable the Non-Executive Directors to assess the performance of the Group.
Provision 2.5		The Non-Executive Directors had met and discussed in the absence of key management personnel as required in FY2021.
<u>Chairman and Chief Executive Officer</u>		
Principle 3 Provision 3.1, 3.2 and 3.3	There is a clear division of responsibilities between the leadership of the Board and Management, and no one individual has unfettered powers of decision-making.	As at the date of this Annual Report, Mr. Chua Ser Miang is the Non-Executive Chairman of the Board, Mr. Lim Chiau Woei is the Managing Director ("**MD**"), while Mr. Chong Heng Loong is the Chief Executive Officer ("**CEO**"). The roles of the Non-Executive Chairman and the CEO as well as the MD are separate to ensure a clear division of their responsibilities, increased accountability and greater capacity of the Board for independent decision-making. The Non-Executive Chairman is not related to the CEO or the MD.
Provision 3.1; 3.3		The Non-Executive Chairman oversees the business and ensures the effectiveness of the Board. He leads the Board discussions and ensures that Board meetings are convened when necessary. He sets the Board's meeting agenda in consultation with the CEO and the MD, and where necessary, other members of the Board as well as the Company Secretary and ensures the quality, quantity and timeliness of the flow of information between the Board and key management personnel to facilitate efficient decision-making. The CEO takes a leading role in managing the business of the Group and manages the day-to- day operations, together with the other Executive Directors, with the assistance of the key management personnel. He is also responsible for setting the strategic direction of the Group together with the Board and steering the business of the Group for future growth and expansion, while the MD focuses on managing the mining business. In view of the above, the Board is of the view that power is not unduly concentrated in the hands of any one individual nor is there any compromised accountability and independent decision-making as all major decisions and policy changes are conducted through the respective Board Committees, all of which are chaired by the Independent Directors.

Principle/ Provision	Code Description	Company's compliance or explanation
		As mentioned in Principle 2, Mr. Chua Ser Miang is the Lead Independent Director and Non-Executive Chairman, who is available to shareholders at chuasm@outlook.com, where they have concerns and for which contact through the normal channels of communication with the Management are inappropriate or inadequate.
Board Membership		
Principle 4 Provision 4.2 Provision 4.4	The Board has a formal and transparent process for the appointment and re- appointment of directors, taking into account the need for progressive renewal of the Board.	Please refer to the table in Principle 1 on the names of the members and the composition of the NC. The NC comprises three (3) Directors, all of whom are independent, and also includes the Lead Independent Director. The NC is responsible for examining the size and composition of the Board and Board Committees. The composition of the Board and Board Committees is reviewed on an annual basis by the NC and the Board. Having considered the scope and nature of the Group's businesses and the requirements of the business, the Board, in concurrence with the NC, believes that its current board size and the existing composition of the Board Committees effectively serves the Group. It provides sufficient diversity without interfering with efficient decision-making.
Provision 4.1		The terms of reference of the NC include, inter alia, the following: ● to review the succession plans for directors, in particular the appointment and/or replacement of the Chairman, the CEO, the MD, and key management personnel; ● to review the training and professional development programmes for the Board and its directors; ● to review and approve the appointment and re-appointment of directors (including alternate directors, if any); ● to review and approve any new employment of related persons and proposed terms of their employment; ● to re-nominate directors for re-election in accordance with the Company's Constitution at each annual general meeting having regard to the Director's contribution and performance; ● to determine on an annual basis whether a Director is independent; ● to decide whether or not a director is able to and has been adequately carrying out his duties as a Director; and ● to decide how the Board's performance may be evaluated and propose objective performance criteria, as approved by the Board, that allows comparison with its industry peers, and address how the Board has enhanced long-term shareholders' value.

Principle/ Provision	Code Description	Company's compliance or explanation
Provision 4.5		The Board has not capped the maximum number of listed company board representations each Director may hold. The NC is of the view that the effectiveness of each of the Directors is best assessed by a qualitative assessment of the Director's competencies, commitment, contributions and performance, after taking into account his or her other listed company board directorships and other principal commitments. The NC also believes that it is for each Director to assess his or her own capacity and ability to undertake other obligations or commitments together with serving on the Board effectively. The NC does not wish to omit from consideration outstanding individuals who, despite the demands on their time, have the capacity to participate and contribute as members of the Board. The factors considered in assessing the capacity of Directors include the following: ● expected and/or competing time commitments of Directors; ● geographical location of Directors; ● size and composition of the Board; and ● nature and scope of the Group's operations and size. The NC reviews the performance of the Directors as well as their contributions to the Board on an annual basis. After conducting reviews, the NC is satisfied that the Directors have been able to devote adequate time and attention to the affairs of the Company and they were able to fulfil their duties as directors of the Company in FY2021. As at the date of the report, the Company does not have any alternate Director.

Principle/ Provision	Code Description	Company's compliance or explanation
Provision 4.3		The process for the selection, appointment and re-appointment of Directors to the Board, including the criteria used to identify and evaluate potential new Directors and channels used in searching for appropriate candidates is disclosed in the following table:

Process for the Selection and Appointment of New Directors		
1.	Determination of selection criteria	The NC, in consultation with the Board, would identify the current needs of the Board in terms of skills/experience/knowledge/gender to complement and strengthen the Board and increase its diversity.
2.	Search for suitable candidates	The NC would consider candidates proposed by the Directors, key management personnel or substantial shareholders, and may engage external search consultants where necessary.
3.	Assessment of shortlisted candidates	The NC would meet and interview the shortlisted candidates to assess their suitability.
4.	Appointment of director	The NC would recommend the selected candidate to the Board for consideration and approval.

The Board is also advised by the Sponsor on appointment of suitable directors as required under Catalist Rule 226(2)(d).

The process for the re-election of incumbent Directors is disclosed in the following table

Process for the Re-electing Incumbent Directors		
1.	Assessment of director	The NC, would assess the performance of the Director in accordance with the performance criteria set by the Board; and The NC would also consider the curent needs of the board.
2.	Re-appointment of director	Subject to the NC's satisfactory assessment, the NC would recommend the proposed re-appointment of the director to the Board for its consideration and approval.

Principle/ Provision	Code Description	Company's compliance or explanation
Provision 4.4		The NC reviews the independence of each Independent Director annually. As part of the review process, the NC requires the Independent Directors to complete and execute declaration forms in relation to their independence. These declaration forms are drawn up based on the guidelines in the Code. The NC has reviewed the declaration form executed by each of the Independent Directors, and, pursuant to its review, the NC is of the view that Mr. Chua Ser Miang, Ms. Lee Kim Lian, Juliana and Mr. Gavin Mark McIntyre are independent in accordance with the Code. Accordingly, the Board has identified each of the Independent Directors to be independent, after determining, taking into account the views of the NC, whether the Director is independent in character and judgement and whether there are any relationships or circumstances which are likely to affect, or could appear to affect, the Independent Director's judgement. There are no Directors who are deemed independent by the Board, notwithstanding the existence of a relationship as stated in the Code that would otherwise deem him not to be independent. As at the date of this Annual Report, there is no Independent Director who has served beyond nine years since the date of his/her first appointment. Pursuant to the Constitution, at each Annual General Meeting ("**AGM**"), at least one-third of the Directors for the time being (or, if their number is not a multiple of three, the number nearest to but not less than one-third) shall retire from office by rotation. The Directors to retire in every year shall be those subject to retirement by rotation who have been longest in office since their last re-election or appointment and so that as between persons who became or were last re-elected Directors on the same day, those to retire shall (unless they otherwise agree among themselves) be determined by lot. A retiring Director shall be eligible for re-election. The Directors who are standing for re-election at the forthcoming AGM pursuant to Article 114 of the Constitution are Mr. Chua Ser Miang and Ms. Lee Kim Lian, Juliana. After assessing each of their contributions and performance, the Board and NC is recommending Mr. Chua Ser Miang and Ms. Lee Kim Lian, Juliana for re-election at the forthcoming AGM. The key information of the Directors, including their profiles and directorships held in the past 3 years, are set out on pages 9 to 11 of this Annual Report under the section entitled "Board of Directors". The shareholdings of the individual Directors of the Company are set out on page 72 of this Annual Report. None of the Directors hold shares in the subsidiaries of the Company.

Principle/ Provision	Code Description	Company's compliance or explanation
		Key information on such Directors seeking re-election at the forthcoming AGM to be held on 29 April 2022 are stated in the Notice of AGM set out on pages 151 to 156 of this Annual Report.
Board Performance		
Principle 5 Provision 5.1 Provision 5.2	The Board undertakes a formal annual assessment of its effectiveness as a whole, and that of each of its board committees and individual directors.	The NC has established a process for assessing the effectiveness of the Board as a whole, each Board Committee and for assessing the contributions of each individual Director to the effectiveness of the Board. This assessment is conducted by the NC at least once a year by way of a Board evaluation where the Directors complete a questionnaire seeking their views on various aspects of Board performance, such as Board composition, information and process. Each member of the NC shall abstain from voting on any resolutions in respect of the assessment of his/her performance or re-nomination as a Director. The Board will act on the results of the performance evaluation, and in consultation with the NC, propose, where appropriate, that new members be appointed to the Board or seek the resignation of Directors. To assess the effectiveness of the Board as a whole, the factors evaluated by the NC include but are not limited to: ● the size and composition of the Board; ● the discussion and decision-making processes of the Board (including the conduct of meetings by the Board); ● the Board's access to information; ● the accountability of the Board to the shareholders; ● the observation of risk management and internal control policies by the Board's access to information; and ● the performance of the Board (including the Board's performance in relation to the discharge of its principal responsibilities in term of the quantitative and qualitative performance criteria). To assess the contribution of each individual Director, the factors evaluated by the NC include but are not limited to: ● his/her participation at the meetings of the Board; ● his/her ability to constructively challenge and contribute effectively to the discussion conducted by the Board; ● his/her ability to evaluate the Company's strength and weaknesses and make informed business decisions;

Principle/ Provision	Code Description	Company's compliance or explanation
		● his/her ability to interpret the Company's financial reports and contribute to the formulation of strategies, budgets and business plans that are compatible with the Group's vision and existing business strategy; ● his/her compliance with the policies and procedures of the Group; ● his/her performance of specific tasks delegated to him/her; ● his/her disclosure of any related person transactions or conflicts of interest; and ● for independent Directors, his/her independence from the Group and the Management. To assess the contribution of each Board Committee, the factors evaluated by the NC are adapted from and in line with the terms of reference of the various Board Committees. No external facilitator was used in the evaluation process. The Board and the NC have endeavoured to ensure that the Directors possess the experience, knowledge and expertise critical to the Group's business. The NC is of the view that the Board has met its performance objectives for FY2021.

REMUNERATION MATTERS

Procedures for Developing Remuneration Policies

Principle 6 Provision 6.1; 6.2;6.3	The Board has a formal and transparent procedure for developing policies on director and executive remuneration, and for fixing the remuneration packages of individual directors and key management personnel. No director is involved in deciding his or her own remuneration.	Please refer to the table in Principle 1 for the names of the members and the composition of the RC. The RC comprises three Directors, all of whom are independent. The terms of reference of the RC include, inter alia, the following: ● to review and recommend to the Board a general framework of remuneration and specific remuneration packages for each Director and key management personnel; ● to review and approve the remuneration of the non-executive directors of our subsidiaries; ● to review and recommend to the Board the service contracts of Executive Directors and key management personnel and ensure that such services contracts are fair and not excessively long or with onerous renewal/termination clauses; and ● to review and recommend on the compensation arrangements for the loss or termination of office, or dismissal or removal of the Executive Directors and key management personnel.
Provision 6.4		No remuneration consultants were engaged by the Company in FY2021.

Principle/ Provision	Code Description	Company's compliance or explanation
Level and Mix of Remuneration		
Principle 7 Provision 7.1	The level and structure of remuneration of the Board and key management personnel are appropriate and proportionate to the sustained performance and value creation of the company, taking into account the strategic objectives of the company.	The annual review of the compensation is carried out by the RC to ensure that the remuneration of the Executive Directors and key management personnel are commensurate with their performance, contribution, giving due regard to the financial and commercial health and business needs of the Group. The performance of the Executive Directors (together with other key management personnel) is reviewed periodically by the RC and the Board.
Provision 7.3		The remuneration of the Executive Directors and the key management personnel consists of fixed salary and allowances. There was no variable compensation paid based on the level of achievement of corporate and individual performance objectives in FY2021. In addition, the Company has put in place the Anchor Resources Performance Share Plan ("**Performance Share Plan**" or "**PSP**") to reward key management for meeting their key performance indicators to promote higher performance goals and recognise exceptional achievements by individuals who have contributed to the Group's growth. The Company does not have long-term incentive schemes. The approval for the allotment and issue of new shares on the vesting of awards under the Performance Share Plan was last obtained at the AGM of the Company on 29 April 2021.
Provision 7.2		The Board concurred with the RC that the proposed Directors' fees for the year ended 31 December 2021 is appropriate and that the Non-Executive Directors receive Directors' fees in accordance with their level of contributions, taking into account factors such as effort and time spent for serving on the Board and Board Committees, as well as the responsibilities and obligations of the Directors. The Company also recognises the need to pay competitive fees to attract, motivate and retain directors without being excessive to the extent that their independence might be compromised. Directors' fees are recommended by the Board for approval by the shareholders at the AGM of the Company. Having reviewed and considered there was no variable compensation paid to the Executive Directors and the key management personnel, the RC is of the view that there is no requirement to institute contractual provisions to allow the Company to reclaim incentive components of their remuneration paid in prior years in exceptional circumstances of misstatement of financial results, or of misconduct resulting in financial loss. In addition, the Executive Directors owe a fiduciary duty to the Company. The Company should be able to avail itself to remedies against the Executive Directors in the event of such breach of fiduciary duties.

Principle/ Provision	Code Description	Company's compliance or explanation
Principle 8 Provision 8.1; 8.2	The company is transparent on its remuneration policies, level and mix of remuneration, the procedure for setting remuneration, and the relationships between remuneration, performance and value creation.	The Company's remuneration policy is one that seeks to attract, retain and motivate talent to achieve the Company's business vision and create sustainable value for its stakeholders. The policy articulates to staff the link on total compensation has to achievement of organisational and individual performance objective, and benchmarked against relevant and comparative compensation in the market. The breakdown for the remuneration of the Directors and the CEO in FY2021 is as follows:

Name	Salary (%) [1]	Director's Fees (%)	Total (%)
Below S$250,000			
Mr. Lim Chiau Woei	86.6	13.4	100
Mr. Gavin Mark McIntyre	–	100	100
Mr. Chua Ser Miang	–	100	100
Ms. Lee Kim Lian, Juliana	–	100	100
Mr. Lim Beng Chew [2]	100	–	100
Mr. Chong Heng Loong [3]	100	–	100

Notes:

(1) Salary comprises basic salary, payment for leave not taken, annual wage supplement and the Company's contribution towards the Singapore Central Provident Fund ("CPF") and Malaysia Employees Provident Fund, Malaysia Social Security Organisation, where applicable.

(2) Mr. Lim Beng Chew was appointed as a Director of the Company on 22 February 2021.

(3) Mr. Chong Heng Loong was appointed as the CEO of the Company on 1 April 2021.

There were no termination, retirement and post-employment benefits that was granted to Directors and key management personnel in FY2021.

After reviewing the industry practice and analysing the advantages and disadvantages in relation to the disclosure of remuneration amount of each Director and key management personnel, the Company is of the view that such disclosure would be prejudicial to its business interest given the highly competitive environment the Group operates in.

Principle/ Provision	Code Description	Company's compliance or explanation
		During FY2021, the Company had one key management personnel (who is not Director, the MD or the CEO). The breakdown for the remuneration of the Company's key management personnel (who is not Directors, the MD or the CEO) in FY2021 is as follows:

Name	Salary (%) [1]	Total (%)
Below S$250,000		
Cedric Yap	100	100

Note:

(1) Salary comprises basic salary, payment for leave not taken, annual wage supplement and the Company's contribution towards the Singapore Central Provident Fund ("CPF").

The total remuneration paid to the key management personnel in FY2021 was approximately RM148,000.

There was no employee of the Group who was an immediate family member of a Director, the MD or the CEO in FY2021.

Provision 8.3

The Company currently has in place a Performance Share Plan as a compensation scheme to promote higher performance goals and recognise exceptional achievement by individuals who have contributed to the Group's growth.

The approval for the allotment and issue of new shares on the vesting of awards under the Performance Share Plan was last obtained at the AGM of the Company on 29 April 2021.

Further information on the Performance Share Plan is set out on pages 72 to 75 of this Annual Report.

The remuneration received by the Executive Directors and key management personnel takes into consideration his or her individual performance and contribution toward the overall performance of the Group during the financial year under review. Their remuneration is made up of fixed compensations. The fixed compensation consists of an annual base salary and allowances. Any variable compensation is determined based on the level of achievement of corporate and individual performance objectives.

Principle/ Provision	Code Description	Company's compliance or explanation
Provision 8.3		The following performance conditions were chosen for the Group to remain competitive and to motivate the Executive Directors and key management personnel to work in alignment with the goals of all stakeholders:

Performance Conditions	**Short-term Incentives** (Such as performance bonus)	**Long-term Incentives**
Executive Directors		
Qualitative	1. Leadership 2. People development 3. Commitment 4. Teamwork 5. Current market and industry practices.	1. Commitment 2. Current market and industry practices
Quantitative	1. Relative financial performance of the Group in terms of profit to its industry peers 2. Performance of the Group in terms of meeting production targets	1. Relative financial performance of the Group in terms of profit to its industry peers 2. Performance of the Group in terms of meeting production targets
Management Personnel		
Qualitative	1. Leadership 2. People development 3. Commitment 4. Teamwork 5. Current market and industry practices.	1. Commitment 2. Current market and industry practices
Quantitative	1. Relative financial performance of the Group in terms of profit to its industry peers 2. Performance of the Group in terms of meeting production targets	1. Relative financial performance of the Group in terms of profit to its industry peers 2. Performance of the Group in terms of meeting production targets

Principle/ Provision	Code Description	Company's compliance or explanation
Principle 9 Provision 9.1	The Board is responsible for the governance of risk and ensures that Management maintains a sound system of risk management and internal controls, to safeguard the interests of the company and its shareholders.	The Board acknowledges that it is responsible for the governance of risks and the overall internal control framework but recognises that no cost effective internal control system will preclude all errors and irregularities, as a system is designed to manage rather that eliminate the risk of failure to achieve business objective and can provide only reasonable and not absolute assurance against material misstatements or loss. Risk assessment and evaluation has become an essential part of the business planning and monitoring process. Having identified the risks to the achievement of the Group's strategic objectives, each business unit is required to document the mitigating actions in place and/or proposed in respect of each significant risk. Risk awareness and ownership of risk treatments are also continuously fostered across the organisation. The Group has formed a Risk Management Steering Committee which is led by the MD, the CEO and the Finance Manager ("**FM**") who would review the Group's operating and business activities to identify new areas of significant business risk as well as appropriate measures to control and mitigate these risks. Similarly, they will identify any risks that may no longer be relevant and remove such risks accordingly. The management continuously reviews all the significant control policies and procedures and proposes an appropriate risk action plan for each identified risk. The Risk Management Steering Committee highlights all significant findings and matters to Directors and AC. The Board is ultimately responsible for the Group's risk management. The Company has engaged Tricor Axcelasia (SG) Pte Ltd ("**IA**" or "**Tricor Axcelasia**") as its internal auditors in 2021, to assist the AC to independently evaluate and improve the effectiveness of the system of internal controls using a risk-based approach. The role of the outsourced internal audit function is to provide independent and objective reports on the organisation's key internal controls to the AC. The outsourced internal auditor performed its work in accordance with the International Professional Practices Framework, an internationally recognised framework. The outsourced internal auditor reports directly to the AC on a regular basis during the AC meeting. Internal audits include evaluation of controls relating to significant risks. Such audits also ensure that instituted controls are appropriate, effectively applied and achieve acceptable risk exposures consistent with the Company's risk management and internal control framework. The outsourced internal auditor would advise Management on areas for improvement and would subsequently carry out follow-up review on the status to which its recommendations have been implemented. The internal audit reports which contained the relevant audit finding and recommendations are submitted to the AC for deliberation. The AC meets with the outsourced internal auditor at least once a year to review the outsourced internal audit function and to assure itself on the soundness of internal control system.

Principle/ Provision	Code Description	Company's compliance or explanation
		The IA prepares the internal audit plan taking into consideration the risks identified which is approved by the AC, on an annual basis.
Provision 9.2		During FY2021, the AC reviewed the reports submitted by the IA relating to the audits conducted to assess the adequacy and the effectiveness of the Group's risk management and the internal control systems put in place, including financial, operational, compliance and information technology controls. Any material non-compliance or lapses in internal controls together with recommendation for improvement are reported to the AC. A copy of the report is also issued to the relevant department for its follow-up action. The timely and proper implementation of all required corrective, preventive or improvement measures are closely monitored. The Board, with the concurrence of the AC, is of the view that the Company's internal controls (including financial, operational, compliance and information technology controls) and risk management systems were adequate and effective in FY2021. The bases for the Board's view are as follows: ● assurance had been received from the CEO, the MD and the FM that the financial records have been properly maintained and the financial statements give a true and fair view of the company's operations and finances; ● based on the internal controls established and maintained by the Group, work performed by the internal and external auditors, and reviews performed by the key management personnel and the Board; ● the risk management plan was deliberated in detail by the Risk Management Steering Committee, to include any new risk identified and to remove any risks that are no longer relevant, and the risk action plan in relation to each risk was also robustly discussed; and ● discussion held between the AC and external auditor in the absence of the key management personnel to review and address any potential concerns. The Board has obtained assurance from the CEO, the MD and the FM that the financial records have been properly maintained and the financial statements give a true and fair view of the company's operations and finance in respect of FY2021. The Board has also obtained assurance from the CEO and the FM regarding the adequacy and effectiveness of the company's risk management and internal control systems. In addition, the IA had discussed via electronic means with the AC on 25 November 2021 to brief the AC on the internal controls matters and highlighted to the AC the issues identified and Management responses.

Principle/ Provision	Code Description	Company's compliance or explanation
		The Board has additionally relied on the IA's report in respect of issues to the Company as assurances that the Company's risk management and internal control systems are effective and adequate.
Audit Committee		
Principle 10	The Board has an AC which discharges its duties objectively.	Please refer to the table in Principle 1 on the names of the members and the composition of the AC. The AC comprises three (3) Directors, all of whom are independent.
Provision 10.2		The Board considers that Mr. Gavin Mark McIntyre, who has extensive and practical accounting and auditing knowledge and experience, is well qualified to chair the AC. The members of the AC, collectively, have expertise or experience in accounting and related financial management and are qualified to discharge the AC's responsibilities.
Provision 10.3		None of the members of the AC (i) is a former partner or director of the Company's existing auditing firm or audit corporation within the previous 2 years and (ii) holds any financial interest in the auditing firm or auditing corporation.
Provision 10.1		The terms of reference of the AC include, inter alia, the following: ● to assist the Board in the discharge of its responsibilities on financial reporting matters; ● to review, with the internal and external auditors, the audit plans, scope of work, their evaluation of the system of internal accounting controls, their management letter and our Management's response and results of our audits compiled by our internal and external auditors; ● to review the half-yearly and annual financial statements and results announcements before submission to our Board for approval, focusing in particular, on changes in accounting policies and practices, major risk areas, significant adjustments resulting from the audit, the going concern statement, compliance with financial reporting standards as well as compliance with the Catalist Rules and other statutory/ regulatory requirements; ● to review the effectiveness, adequacy, independence, scope and results of the external audit and internal audit function, the Group's internal controls and procedures including accounting and financial controls and procedures and ensure coordination between the internal and external auditors, and the Management, reviewing the assistance given by the Management to the auditors, and discuss problems and concern, if any, arising from the interim and final audits, and any matters which the auditors may wish to discuss (in the absence of our management where necessary);

Principle/ Provision	Code Description	Company's compliance or explanation
		● to make recommendation to the Board on the proposals to the Shareholders on the appointment, re-appointment (taking into consideration the Audit Quality Indicators Disclosure Framework published by the Accounting and Corporate Regulatory Authority ("**ACRA**") and removal of the external auditors, and approving the remuneration and terms of engagement of the external auditors; ● to review significant financial reporting issues and judgements with the MD, the CEO, the FM and the external auditors so as to ensure the integrity of the financial statements of our Group and any formal announcements relating to our Group's financial performance before their submission to our Board of Directors; ● to review and report to the Board at least annually the adequacy and effectiveness of the Group's material internal controls and risk management systems with the MD, the CEO, the FM and the internal and external auditor, including financial, operation, compliance and information technology controls via reviews carried out by the internal auditors; ● to review and approve transactions falling within the scope of Chapter 9 (Interested Person Transactions) and Chapter 10 (Significant Transactions) of the Catalist Rules (if any); ● to review any potential conflict of interest; ● to review and approve all hedging policies and instruments (if any) to be implemented to our Group; ● to review and establish procedures for receipt, retention and treatment of complaints received by our Group, inter alia, criminal offences involving our Group or its employees, questionable accounting, auditing, business, safety or other matters that impact negatively on our Group; ● to review the assurance from the CEO, the MD and the FM on the financial records and financial statements; ● to undertake such other functions and duties as may be required by statute or the Catalist Rules, and by such amendments made thereto from time to time; and ● to review the policy and arrangements for concerns about possible improprieties in financial reporting or other matters to be safely raised, independently investigated and appropriately followed up on.

Principle/ Provision	Code Description	Company's compliance or explanation
		The Company has put into place whistle-blowing framework endorsed by the AC, where employees of the Company may, in confidence, raise concerns about possible corporate improprieties in matters of financial reporting or other matters by submitting a whistle blowing report via email to whistleblowing@vcplus.sg or by mail to the Chairman of the AC at 223 Mountbatten Road, #03-10 Singapore 398008. Details of the whistle-blowing policy and arrangements have been made available to all employees. It has a well-defined process which ensures independent investigation of issues/concerns raised and appropriate follow up action to be taken. The AC will assess whether action or review is required and it is responsible for investigating and coordinating corrective action. All reports shall be handled with confidentiality, except where necessary or appropriate for the purpose to conduct investigation and to take remedial action, in accordance with the applicable laws and regulations. The identity of all whistle-blowers will be kept confidential so long as it does not hinder the investigation. Anonymous reports are difficult to investigate and to act upon effectively and will only be investigated subject to severity, credibility and verification from other sources. The Company will not retaliate against a whistle-blower. No person should suffer reprisal as a result of reporting a genuine concern. No whistle-blowing report or complaint was received in FY2021.
Provision 10.5		The AC has explicit authority to investigate any matter within its terms of reference. It has full access to, and the co-operation of the Management and full discretion to invite any Executive Director or key management personnel to attend its meetings. The AC has adequate resources, including access to external consultants and auditors, to enable it to discharge its responsibilities properly. The AC had met and discussed with the external auditor ("EA") in the absence of key management personnel in FY2021. Post FY2021, the AC had also discussed via electronic means with the EA and IA in the absence of key management personnel. The non-audit services rendered during FY2021 related to fees as independent reporting auditors in connection with tax compilation service fees. The tax compilation service fees were not substantial.

Principle/ Provision	Code Description	Company's compliance or explanation
		The AC had reviewed the non-audit services provided by the EA and is satisfied that the nature and extent of such services would not prejudice the independence of the external auditor and has recommended the re-appointment of the external auditor at the forthcoming AGM. The fees paid/payable to the EA for FY2021 are as follows:

Fees Paid/Payable to the external auditor for FY2021		
	RM	**% of total**
Audit fees	330,000	95
Non-Audit Fees - Tax Compilation Service fees	19,000	5
Total	**349,000**	**100**

Provision 10.4		During the financial year under review, Tricor Axcelasia conducted an internal control review. The IA has submitted a report dated 17 November 2021 to the AC on the findings and the Management responses on the findings. The AC is satisfied that IA is adequately qualified (given, *inter alia*, its adherence to standards set by internationally recognised professional bodies) and resourced and has the appropriate standing in the Company to discharge its duties effectively. The internal audit function has unfettered access to all the Company's documents, records, properties and personnel, including the AC.

SHAREHOLDER RIGHTS AND ENGAGEMENT

Shareholder Rights and Conduct of General Meetings

Principle 11 Provision 11.1	The company treats all shareholders fairly and equitably in order to enable them to exercise shareholders' rights and have the opportunity to communicate their views on matters affecting the company. The company gives shareholders a balanced and understandable assessment of its performance, position and prospects.	The Company is committed to providing shareholders with adequate, timely and sufficient information pertaining to changes in the Company's business which could have a material impact on the Company's share price. Shareholders are entitled to attend the general meetings of shareholders and given the opportunity to participate effectively in and vote at general meetings of shareholders and are informed of the rules governing general meetings of shareholders. In compliance with Rule 730A (2) of the Catalist Rules, resolutions tabled at general meetings of shareholders will be put to vote by poll. The detailed voting results, including the total number of votes cast for or against each resolution tabled, will be announced immediately at the general meeting of shareholders and via SGXNET.

Principle/ Provision	Code Description	Company's compliance or explanation
Provision 11.2		The Company tables separate resolutions at general meetings of shareholders on each substantially separate issue unless the issues are interdependent and linked so as to form one significant proposal. Where the resolutions are "bundled", the Company explains the reasons and material implications in the notice of meeting.
Provision 11.3		The Company requires all Directors (including the respective chairman of the Board Committees) to be present at all general meetings of shareholders, unless of exigencies. The external auditor is also required to be present to address shareholders' queries about the conduct of audit and the preparation and content of the independent auditor's report. The attendance of the Directors of the Company at the Company's general meeting(s) held during FY2021 are reflected in the table below:

Name of Director	General Meeting(s)
Number of meetings held:	3
Number of meetings attended:	
Mr. Lim Chiau Woei	3
Mr. Gavin Mark McIntyre	3
Mr. Chua Ser Miang	3
Ms. Lee Kim Lian, Juliana	3
Mr. Lim Beng Chew (1)	2

Note:

(1) Mr. Lim Beng Chew was appointed as a Director of the Company on 22 February 2021.

Principle/ Provision	Code Description	Company's compliance or explanation
Provision 11.4		The Company's Constitution allows for absentia voting. The Company does not implement absentia voting methods such as voting via mail, email or fax until security, integrity and other pertinent issues are satisfactory resolved.
Provision 11.5		The Company publishes minutes of all general meetings of shareholders on its corporate website within one (1) month from the date of the general meetings. The minutes record substantial and relevant comments or queries from shareholders relating to the agenda of the general meeting, and responses from the Board and Management.

Principle/ Provision	Code Description	Company's compliance or explanation
Provision 11.6		The Company does not have a fixed dividend policy. The form, frequency and amount of dividends that the Director may recommend or declare in respect of any particular financial year or period will be subject to, inter alia, the Group's level of cash and retained earnings, actual and projected financial performance, projected levels of capital expenditure and expansion plans, working capital requirements and general financing condition, and any restrictions on payment of dividends imposed by the Group's financing arrangements. The Board has not declared or recommended any dividend for FY2021, as the Group does not have profits available for the declaration of a dividend.
Engagement with Shareholders		
Principle 12 Provision 12.1	The company communicates regularly with its shareholders and facilitates the participation of shareholders during general meetings and other dialogues to allow shareholders to communicate their views on various matters affecting the company.	The Company recognises the importance of maintaining transparency and accountability to its shareholders. The Board ensures that all the Company's shareholders are treated equitably and the rights of all investors, including non-controlling shareholders are protected. The Company is committed to providing shareholders with adequate, timely and sufficient information pertaining to changes in the Company's business which could have a material impact on the Company's share price. Shareholders are entitled to attend the general meetings of shareholders and given the opportunity to participate effectively in and vote at general meetings of shareholders and are informed of the rules governing general meetings of shareholders.
Provision 12.2; 12.3		The Company does not have an investor relation policy. However, the Company is committed to good corporate governance and transparency by disclosing to its stakeholders, including its shareholders, in a timely, fair and transparent manner. All material information on the performance and development of the Group and of the Company is disclosed in an accurate and comprehensive manner through SGXNET. Apart from the SGXNET announcements and its annual report, the Company updates shareholders on its corporate developments through its corporate website at www.vcplus.sg. Mr. Chua Ser Miang is the Lead Independent Director and Non-Executive Chairman and is available to shareholders at chuasm@outlook.com, where they have concerns and for which contact through the normal channels of communication with management are inappropriate or inadequate.

Principle/ Provision	Code Description	Company's compliance or explanation

MANAGING STAKEHOLDER RELATIONSHIPS

Engagement with Stakeholders

Principle 13 Provision 13.1; 13.2	The Board adopts an inclusive approach by considering and balancing the needs and interests of material stakeholders, as part of its overall responsibility to ensure that the best interests of the company are served.	The Company notes that different stakeholders are important to the Company to varying degrees. While some stakeholders can influence the actions of the Company, there are also others that have less or little influence on the Company and yet are impacted by the actions of the Company. The Company considers it to be important to actively engage all its stakeholders and to receive feedback of the impacts or potential impacts of the Company's actions. Having assessed the stakeholders in terms of their impacts on the Company as well as the impact or potential impacts upon the stakeholders by the actions of the Company, it has identified the key stakeholders, the methods of engagement and addressed their concerns accordingly. Further details can be found in the Company's sustainability report in this Annual Report FY2021.
Provision 13.3		As mentioned above, the Company maintains a website (www.vcplus.sg) which allows stakeholders to communicate and engage with the Company. Mr. Chua Ser Miang, our Lead Independent Director and Non-Executive Chairman is available to shareholders at chuasm@outlook.com, where they have concerns and for which contact through the normal channels of communication with Management are inappropriate or inadequate.

COMPLIANCE WITH APPLICABLE CATALIST RULES

Catalist Rule	Rule Description	Company's Compliance or Explanation
711A and 711B	Sustainability Reporting	Under Practice Note 7F (Sustainability Reporting Guide) issued by the SGX-ST, the Board should determine the environmental, social and governance factors ("**ESG Factors**") identified as material to the Group's business and ensure that they are monitored and managed. The Board has ultimate responsibility for the Company's sustainability reporting. The Group has continued its ESG Factors assessment during FY2021. The assessment process takes reference from Global Reporting Initiative Standards ("**GRI Standards**") reporting guidelines. Disclosure on the material ESG Factors identified and assessed during FY2021 has made with reference to the GRI Standards framework. The sustainability report has been incorporated in this Annual Report FY2021.
712, 715 or 716	Appointment of Auditors	The Company confirms its compliance with the Catalist Rules 712 and 715.
1204(8)	Material Contracts	The Company had on 14 March 2022 entered into a sale and purchase agreement for the sale of 2,999,076 ordinary shares in GGTM Sdn. Bhd. (the "Target"), constituting the entire issued and paid-up share capital of the Target, to Mr Lim Chiau Woei, who is the Managing Director of the Board and a substantial shareholder of Company, for a consideration of RM2,022,000.

		Save as previously announced by the Company via SGXNET, and for the service agreement entered into between the MD, the Executive Director, the CEO, and the Company, there are no material contracts entered into by the Group involving the interest of any Director or controlling shareholder, which are either still subsisting at the end of FY2021 or if not then subsisting, entered into since the end of the previous financial year.
1204(10)	Confirmation of Adequacy of Internal Controls	The Board and the AC are of the opinion that the internal controls are adequate to address the financial, operational, compliance and information technology risks in FY2021 based on the following: ● internal controls procedures established by the Company; ● works performed by the IA and EA during FY2021; ● assurance from the CEO, the MD and the FM; and ● reviews done by the various Board Committees and key management personnel.
1204(10C)	AC's comment on internal audit function	The AC reviews on the adequacy of the scope, functions, competency and resources of the outsourced internal audit function. The AC also review the internal audit plan of the Group with clear scope of audit and request the outsourced internal auditor to carry out internal audits based on the internal audit plan. The number of staff deployed for the internal audit assessment ranges from 3 to 4 staff per visit, including the Engagement Partner. Tricor Axcelasia is led by Mr Ranjit Singh a/l Taram Singh ("**Mr Singh**"). Mr Singh has been a Chartered Member of the Institute of Internal Auditors ("**IIA**") Malaysia since 2004 and was the President of the IIA Malaysia for the term 2013/2014. He was a member of the Board of Directors of Global IIA for the term 2017 to 2011. Mr. Singh was a member of the Audit Committee of Global IIA for the term 2017 to 2019, a member of the IIA's International Internal Audit Standards Board for the term 2016 to 2019 and the President of Asian Confederation of the Institute of Internal Auditors ("**ACIIA**") for the term 2016/2017. He obtained a Master of Business Administration from Heriot-Watt University, Edinburgh, UK and was awarded a Certified Internal Auditor (United States) in December 2013 and a Certification in Risk Management Assurance (United States) in April 2012.
1204(17)	Interested Person Transaction ("**IPT**")	The Group has procedures governing all IPTs to ensure that they are properly documented and reported in a timely manner to the AC and they are carried out on normal commercial terms and are not prejudicial to the interests of the Company and its minority shareholders. Save as previously announced by the Company via SGXNET for an agreement entered between the Company and Angka Alamjaya Sdn Bhd ("**AASB**") for a transition period of twelve (12) months to provide management services to AASB in respect of AASB's mining licenses, local government approvals and appointed contractors, for which the service fee amounted to RM149,219 for FY2021, there were no discloseable IPTs entered by the Group during FY2021. The Company does not have a general mandate from its shareholders for IPTs.

1204(19)	Dealing in Securities	The Company has adopted an internal policy which prohibits the Company, its Directors and officers from dealing in the securities of the Company while in possession of price-sensitive information. The Company, its Directors and employees are also expected to observe insider trading laws at all times even when dealing in securities within the permitted trading period. In addition, the Company, its Directors and employees are expected not to deal in the Company's securities on short term considerations and they are also prohibited from dealing in the Company's securities during the period commencing one month before the announcement of the Company's half-year and full-year financial statements respectively and ending on the date of the announcement of the relevant results.
1204(21)	Non-sponsor Fees	The Company is currently under the SGX-ST Catalist sponsor-supervised regime. The Continuing Sponsor of the Company is UOB Kay Hian Private Limited ("**UOBKH**"). For FY2021, there are no non-sponsor fees paid to UOBKH.
1204(22)	Use of Proceeds	The Company had on 28 May 2021 issued 99,096,296 new ordinary shares in respect of the subscription of the Company's shares by the investors in accordance with the subscription agreements dated 5 May 2021. The Company has raised net proceeds of approximately S$2.61 million from the allotment and issuance of 99,096,296 new ordinary shares. As at the date of this Annual Report, the proceeds have been utilised as follows:

Purpose	Amount allocated S$'000	Amount utilised S$'000	Balance S$'000
Expenses for incorporation, set-up, working capital etc. of Custody Plus	900	644	256
Expenses for set-up, working capital etc. for the provision of advisory, consultancy and/or management services related to FinTech regulation, licencing, as well as the adoption of FinTech strategies and technology	850	486	364
Working capital including, inter alia, professional fees, staff salaries and general overheads	860	703	157
Total	**2,610**	**1,833**	**777**

The proceeds were utilised in accordance with its intended use.

ADDITIONAL INFORMATION ON DIRECTORS **SEEKING RE-ELECTION**

Mr. Chua Ser Miang and Ms. Lee Kim Lian, Juliana are the Directors seeking re-election at the forthcoming annual general meeting of the Company to be convened on Friday, 29 April 2022 at 10.00 a.m., ("**AGM**") (collectively, the "**Retiring Directors**" and each a "**Retiring Director**").

Pursuant to Rule 720(5) of the Catalist Rules of the SGX-ST, the information relating to the Retiring Directors as set out in Appendix 7F to the Catalist Rules of the SGX-ST is set out below:

Name of Person	**Chua Ser Miang**	**Lee Kim Lian, Juliana**
Date of Appointment	29 December 2020	29 December 2020
Date of Last Re-Appointment	29 April 2021	29 April 2021
Age	53	55
Country of principal residence	Singapore	Singapore
The Board's comments on this appointment (including rationale, selection criteria, and the search and nomination process)	The Board of Directors of the Company has considered, among others, the recommendation of the Nominating Committee ("**NC**") and has reviewed and considered the qualification, work experience and suitability of Mr. Chua Ser Miang for re-appointment as Non-Executive Chairman and Lead Independent Director of the Company. The Board has reviewed and concluded that Mr. Chua Ser Miang possesses the experience, expertise, knowledge and skills to contribute towards the core competencies of the Board	The Board of Directors of the Company has considered, among others, the recommendation of the Nominating Committee ("**NC**") and has reviewed and considered the qualification, work experience and suitability of Ms. Lee Kim Lian, Juliana for re-appointment as Independent Director of the Company. The Board has reviewed and concluded that Ms. Lee Kim Lian, Juliana possesses the experience, expertise, knowledge and skills to contribute towards the core competencies of the Board
Whether appointment is executive, and if so, the area of responsibility	Non-Executive	Non-Executive
Job Title (e.g. Lead ID, AC Chairman, AC Member etc.)	Lead Independent Director, Chairman of the Remuneration Committee, member of the Nominating Committee and member of the Audit Committee.	Independent Director, Chairman of the Nominating Committee, member of the Remuneration Committee and member of the Audit Committee.
Academic qualifications	Bachelor's degree in Business Administration, National University of Singapore; Chartered Financial Analyst Master's degree in Global Finance and Banking, King's College London	Bachelor of Laws (Honours), National University of Singapore

Name of Person	Chua Ser Miang	Lee Kim Lian, Juliana
Working experience and occupation(s) during the past 10 years	From September 2006 – December 2012, Director of Corporate Finance Department / Corporate Finance advisory of DMG & Partners Securities Pte Ltd From October 2013 – July 2014, Principal Consultant / Business Consultancy of Stamford Management Pte Ltd From January 2013 to December 2021, Director / Corporate advisory of Eastwin Capital Pte Ltd From November 2020 to present, Director / Corporate finance advisory of Crowe Horwath Capital Pte Ltd	From June 2006 to present, Director of Aptus Law Corporation
Shareholding interest in the listed issuer and its subsidiaries	No	No
Any relationship (including immediate family relationships) with any existing director, existing executive director, the issuer and/or substantial shareholder of the listed issuer or of any of its principal subsidiaries	No	No
Conflict of interest (including any competing business)	No	No
Undertaking (in the format set out in Appendix 7H) under Rule 720(1) has been submitted to the listed issuer	Yes	Yes

** "Principal Commitments" has the same meaning as defined in the Code.*
 # These fields are not applicable for announcements of appointments pursuant to Listing Rule 704(8)

Name of Person	Chua Ser Miang	Lee Kim Lian, Juliana
Past (for the last 5 years)	Deskera Holdings Limited (Non-Executive and Independent Director, December 2015 – May 2018) Eastwin Capital Pte Ltd (Executive Director, January 2013 – December 2020) Yamada Green Resources Ltd (Non-Executive and Lead Independent Director, September 2013 – March 2021)	Lee Metal Group Pte Ltd ((formerly Lee Metal Group Ltd), Independent Director, August 2005 – July 2018) Forise International Limited (Independent Director, June 2009 – December 2018) Ardmore Medical Group Limited (now known as "Livingstone Health Holdings Limited" Independent Director, July 2019 – September 2019)
Present	Aoxin Q&M Dental Group Limited (Non-Executive Chairman and Independent Director) China Knowledge Data Technology Pte. Ltd. (Non-Executive Director) LS 2 Holdings Limited (Independent Director) Acumen Diagnostics Pte. Ltd. Acumen Research Laboratories Pte. Ltd. Principal Commitment: Crowe Horwath Capital Pte Ltd	Corporate House Pte. Ltd. (Executive Director) Aptus Law Corporation (Executive Director) Nordic Group Limited (Independent Director) Dyna-Mac Holdings Ltd (Independent Director) Uni-Asia Group Limited (Independent Director)
(a) Whether at any time during the last 10 years, an application or a petition under any bankruptcy law of any jurisdiction was filed against him or against a partnership of which he was a partner at the time when he was a partner or at any time within 2 years from the date he ceased to be a partner?	No	No

ADDITIONAL INFORMATION ON DIRECTORS **SEEKING RE-ELECTION**

Name of Person	Chua Ser Miang	Lee Kim Lian, Juliana
(b) Whether at any time during the last 10 years, an application or a petition under any law of any jurisdiction was filed against an entity (not being a partnership) of which he was a director or an equivalent person or a key executive, at the time when he was a director or an equivalent person or a key executive of that entity or at any time within 2 years from the date he ceased to be a director or an equivalent person or a key executive of that entity, for the winding up or dissolution of that entity or, where that entity is the trustee of a business trust, that business trust, on the ground of insolvency?	No	No
(c) Whether there is any unsatisfied judgment against him?	No	No
(d) Whether he has ever been convicted of any offence, in Singapore or elsewhere, involving fraud or dishonesty which is punishable with imprisonment, or has been the subject of any criminal proceedings (including any pending criminal proceedings of which he is aware) for such purpose?	No	No
(e) Whether he has ever been convicted of any offence, in Singapore or elsewhere, involving a breach of any law or regulatory requirement that relates to the securities or futures industry in Singapore or elsewhere, or has been the subject of any criminal proceedings (including any pending criminal proceedings of which he is aware) for such breach?	No	No

Name of Person	Chua Ser Miang	Lee Kim Lian, Juliana
(f) Whether at any time during the last 10 years, judgment has been entered against him in any civil proceedings in Singapore or elsewhere involving a breach of any law or regulatory requirement that relates to the securities or futures industry in Singapore or elsewhere, or a finding of fraud, misrepresentation or dishonesty on his part, or he has been the subject of any civil proceedings (including any pending civil proceedings of which he is aware) involving an allegation of fraud, misrepresentation or dishonesty on his part?	No	No
(g) Whether he has ever been convicted in Singapore or elsewhere of any offence in connection with the formation or management of any entity or business trust?	No	No
(h) Whether he has ever been disqualified from acting as a director or an equivalent person of any entity (including the trustee of a business trust), or from taking part directly or indirectly in the management of any entity or business trust?	No	No
(i) Whether he has ever been the subject of any order, judgment or ruling of any court, tribunal or governmental body, permanently or temporarily enjoining him from engaging in any type of business practice or activity?	No	No

Name of Person	Chua Ser Miang	Lee Kim Lian, Juliana
(j) Whether he has ever, to his knowledge, been concerned with the management of conduct, in Singapore or elsewhere, of the affairs of:- (i) any corporation which has been investigated for a breach of any law or regulatory requirement governing corporations in Singapore or elsewhere; or (ii) any entity (not being a corporation) which has been investigated for a breach of any law or regulatory requirement governing such entities in Singapore or elsewhere; or (iii) any business trust which has been investigated for a breach of any law or regulatory requirement governing business trusts in Singapore or elsewhere; or (iv) any entity or business trust which has been investigated for a breach of any law or regulatory requirement that relates to the securities or futures industry in Singapore or elsewhere, in connection with any matter occurring or arising during that period when he was so concerned with the entity or business trust?	Yes, in relation to (j)(i). Mr. Chua Ser Miang has served as an independent director of Yamada Green Resources Ltd from September 2013 to March 2021. In September 2017, the then auditors, BDO LLP, made a report to the Ministry of Finance of Singapore relating to the group's financial records for FY2017. Deloitte & Touche Financial Advisory Services Pte Ltd was appointed to perform a review of the bank statements, and the key findings were announced on 1 April 2018. On 21 August 2018, Yamada Green Resources Ltd announced that its bamboo plantations had been disposed of in August 2017, without bringing to the Board's attention and approval. The AC engaged Foo Kon Tan LLP to conduct an investigation into the matter, and the key findings were announced on 28 January 2019. As an independent director, Mr Chua is not involved in the management or the operations of Yamada Green Resources Ltd and he is not a subject of the abovementioned investigations. No, in relation to (j)(ii), (iii) and (iv).	No
(k) Whether he has been the subject of any current or past investigation or disciplinary proceedings, or has been reprimanded or issued any warning, by the Monetary Authority of Singapore or any other regulatory authority, exchange, professional body or government agency, whether in Singapore or elsewhere?	No	No

Name of Person	**Chua Ser Miang**	**Lee Kim Lian, Juliana**
Any prior experience as a director of a listed company?		
If yes, please provide details of prior experience. If no, please state if the director has attended or will be attending training on the roles and responsibilities of a director of a listed issuer as prescribed by the Exchange. Please provide details of relevant experience and the Nominating Committee's reasons for not requiring the director to undergo training as prescribed by the Exchange (if applicable).	Not applicable. Mr. Chua Ser Miang is nominated for re-election to the Board.	Not applicable. Ms. Lee Kim Lian, Juliana is nominated for re-election to the Board.

FINANCIAL **CONTENT**

The Directors of VCPlus Limited (formerly known as Anchor Resources Limited) (the "Company") present their statement to the members together with the audited consolidated financial statements of the Company and its subsidiaries (the "Group") for the financial year ended 31 December 2021 and the statement of financial position of the Company as at 31 December 2021.

1. Opinion of the Directors

In the opinion of the Board of Directors,

(a) the consolidated financial statements of the Group and the statement of financial position of the Company together with the notes thereon are drawn up so as to give a true and fair view of the financial position of the Group and of the Company as at 31 December 2021, and of the financial performance, changes in equity and cash flows of the Group for the financial year then ended; and

(b) at the date of this statement, and with reference to Note 4 to the financial statements, there are reasonable grounds to believe that the Company will be able to pay its debts as and when they fall due.

2. Directors

The Directors of the Company in office at the date of this statement are as follows:

Lim Chiau Woei
Gavin Mark McIntyre
Chua Ser Miang
Juliana Lee Kim Lian
Lim Beng Chew (Appointed on 22 February 2021)

3. Arrangements to enable Directors to acquire shares or debentures

Neither at the end of nor at any time during the financial year was the Company a party to any arrangement whose object was to enable the Directors of the Company to acquire benefits by means of the acquisition of shares in, or debentures of, the Company or any other body corporate.

4. Directors' interests in shares or debentures

According to the Register of Directors' Shareholdings kept by the Company for the purposes of Section 164 of the Companies Act 1967 (the "Act"), none of the Directors of the Company who held office at the end of the financial year had any interests in the shares or debentures of the Company or its related corporations except as follows:

Name of directors	Shareholdings registered in name of Director or nominee		Shareholdings in which Director is deemed to have an interest	
	Balance at 1 January 2021 or date of appointment, if later	Balance at 31 December 2021	Balance at 1 January 2021 or date of appointment, if later	Balance at 31 December 2021
Company				
Ordinary shares				
Lim Beng Chew (Appointed on 22 February 2022)	1,234,452,015	1,234,452,015	–	–
Lim Chiau Woei	306,263,319	272,263,319	115,415,862	–
Chan Koon Mong (Resigned on 19 January 2021)	3,496,625	3,496,625	1,597,222	–
Foo Fatt Kah (Resigned on 23 January 2021)	–	–	207,666,667	–

In accordance with the continuing listing requirements of the Singapore Exchange Securities Trading Limited ("SGX-ST"), the Directors of the Company state that, according to the Register of Directors' Shareholdings, the Directors' interest as at 21 January 2022 in the shares of the Company have not changed from those disclosed as at 31 December 2021.

5. Share plans

There were no share options granted by the Company or its subsidiary corporations during the financial year.

There were no shares issued during the financial year by virtue of the exercise of options to take up unissued shares of the Company or its subsidiary corporations.

There were no unissued shares of the Company or its subsidiary corporations under option as at the end of the financial year.

Performance Share Plan ("PSP")

Pursuant to an Extraordinary General Meeting of the Company held on 22 September 2015, the Anchor Resources Performance Share Plan ("PSP") was established.

The PSP is administered by the Remuneration Committee ("RC") with such powers and duties conferred to it by the Board. The members of the Remuneration Committee as at the date of the report are Chua Ser Miang, Juliana Lee Kim Lian and Gavin Mark McIntyre. A member of the Remuneration Committee who is also a participant of the PSP must not be involved in its deliberation in respect of the Awards granted or to be granted to him.

5. **Share plans** (Continued)

Performance Share Plan ("PSP") (Continued)

The salient features of the PSP is as follows:

(a) to foster an ownership culture within our Group which aligns the interests of our employees with the interests of shareholders;

(b) motivate participants of the PSP to achieve our key financial and operational goals; and

(c) make total employee remuneration sufficiently competitive to recruit and retain staff having skills that are commensurate with our ambition to become a world-class company.

A summary of the Rules of the PSP is set out as follows:

Participants

Group Executives who have attained the age of 21 years and hold such rank as may be designated by the Remuneration Committee from time to time shall be eligible to participate in the PSP.

Controlling shareholders of the Company or associates of such controlling shareholders who meet the criteria above are also eligible to participate in the PSP if their participation and awards are approved by independent shareholders in separate resolutions for each such person and for each such award.

The selection of a participant and the number of Shares which are the subject of each Award to be granted to a participant in accordance with the PSP shall be determined at the absolute discretion of the Remuneration Committee, which shall take into account criteria such as his rank, job performance and potential for future development, his contribution to the success and development of the Group and, if applicable, the extent of effort to achieve the performance target(s) within the performance period.

Size of PSP

The aggregate number of Shares which may be issued or transferred pursuant to Awards granted under the PSP, when aggregated with the aggregate number of Shares over which options are granted under any other share option schemes of the Company, shall not exceed 15.0% of the total number issued Shares (excluding Shares held by the Company as treasury shares) from time to time.

Maximum entitlements

Subject to the following, the aggregate number of Shares which may be issued or transferred pursuant to awards granted under the PSP shall be determined by the Remuneration Committee:

(a) the aggregate number of shares which may be issued or transferred pursuant to Awards under the PSP to participants who are controlling shareholders and their associates shall not exceed 25.0% of the Shares available under the PSP; and

(b) the number of Shares which may be issued or transferred pursuant to Awards under the PSP to each participant who is a Controlling Shareholder or his associate shall not exceed 10.0% of the Shares available under the PSP.

5. Share plans (Continued)

Performance Share Plan ("PSP") (Continued)

Awards

Awards represent the right of a participant to receive fully paid Shares free of charge, provided that certain prescribed performance targets (if any) are met and upon expiry of the prescribed performance period.

Shares which are allotted and issued or transferred to a participant pursuant to the release of an Award shall not be transferred, charged, assigned, pledged or otherwise disposed of, in whole or in part, during a specified period (as prescribed by the Remuneration Committee in the award letter), except to the extent approved by the Remuneration Committee.

Details of Awards

The Remuneration Committee shall decide, in relation to each Award to be granted to a participant:

(a) the date on which the Award is to be granted;

(b) the number of Shares which are the subject of the Award;

(c) the performance target(s) and the performance period during which such performance target(s) are to be satisfied, if any;

(d) the extent to which Shares, which are the subject of that Award, shall be released on each prescribed performance target(s) being satisfied (whether fully or partially) or exceeded or not being satisfied, as the case may be, at the end of the performance period; and

(e) any other condition which the Remuneration Committee may determine in relation to that Award.

Timing of Awards

While the Remuneration Committee has the discretion to grant Awards at any time in the year, it is currently anticipated that Awards would in general be made once a year. An Award letter confirming the Award and specifying, inter alia, the number of shares which are the subject of the Award, the prescribed performance target(s), the performance period during which the prescribed performance target(s) are to be attained or fulfilled and the schedule setting out the extent to which Shares will be released on satisfaction of the prescribed performance target(s), will be sent to each participant as soon as reasonably practicable after the making of an Award.

Vesting of Awards

Subject to the applicable laws, the Company will deliver Shares to participants upon vesting of their Awards by way of either an issue of new Shares; or a transfer of Shares then held by the Company in treasury.

In determining whether to issue new Shares to participants upon vesting of their Awards, the Company will take into account factors such as, but not limited to, the number of Shares to be delivered, the prevailing market price of the Shares and the cost to the Company of issuing new Shares or delivering existing Shares.

5. Share plans (Continued)

Performance Share Plan ("PSP") (Continued)

Termination of Awards

Special provisions in the rules of the PSP dealing with the lapse or earlier vesting of Awards apply in circumstances which include the termination of the participant's employment, the bankruptcy of the participant and the winding-up of the Company.

Rights of shares arising

New Shares allotted and issued and existing Shares procured by the Company for transfer on the release of an Award shall be eligible for all entitlements, including dividends or other distributions declared or recommended in respect of the then existing Shares, the record date for which is on or after the relevant date of issue or, as the case may be, delivery, and shall in all other respects rank pari passu with other existing Shares then in issue.

Duration of PSP

The PSP shall continue in force at the discretion of the Remuneration Committee, subject to a maximum period of 10 years commencing on the date on which the PSP is adopted by the Company in general meeting, provided always that the PSP may continue beyond the above stipulated period with the approval of shareholders in general meeting and of any relevant authorities which may then be required.

Notwithstanding the expiry or termination of the PSP, any Awards made to participants prior to such expiry or termination will continue to remain valid.

Abstention from voting

Shareholders who are eligible to participate in the PSP are to abstain from voting on any shareholders' resolution relating to the PSP and should not accept nominations as proxy or otherwise for voting unless specific instructions have been given in the proxy form on how the vote is to be cast.

At the end of the financial year, none of the Directors of the Company had any interests pursuant to the PSP.

6. Audit committee

The Audit Committee comprises the following members, who are all non-Executive and Independent Directors. The members of the Audit Committee at the date of this statement are:

Gavin Mark McIntyre (Chairman)
Chua Ser Miang
Juliana Lee Kim Lian

The Audit Committee performed the functions specified in Section 201B(5) of the Act and the Singapore Code of Corporate Governance, including the following:

(i) reviewing the audit plans and results of the external audits;

(ii) reviewing the audit plans and results of the internal auditors' examination and evaluation of the Group's system of internal controls;

(iii) reviewing the Group's financial and operating results and accounting policies;

(iv) reviewing the half yearly and full year results announcements;

(v) reviewing the consolidated financial statements of the Group, the statement of financial position of the Company and the external auditor's report on those financial statements before their submission to the Directors of the Company;

(vi) ensuring the co-operation and assistance given by the management to the Group's internal and external auditors;

(vii) making recommendation to the Board of Directors on the re-appointment of the Group's internal and external auditors; and

(viii) reviewing the Interested Person Transactions as required and defined in Chapter 9 of the Rules of Catalist of SGX-ST and ensuring that the transactions were on normal commercial terms and not prejudicial to the interests of the members of the Company.

The Audit Committee confirmed that it has undertaken a review of all non-audit services provided by the external auditor to the Group and is satisfied that the nature and extent of such services would not affect the independence of the external auditor.

The Audit Committee has full access to and has the co-operation of the management and has been given the resources required for it to discharge its function properly. It also has full discretion to invite any director and executive officer to attend its meetings. The external and internal auditors have unrestricted access to the Audit Committee.

The Audit Committee has recommended to the Board of Directors the nomination of BDO LLP, for re-appointment as external auditor of the Company at the forthcoming Annual General Meeting of the Company.

7. Independent auditor

The independent auditor, BDO LLP, has expressed its willingness to accept re-appointment.

On behalf of the Board of Directors

Lim Chiau Woei	**Lim Beng Chew**
Director	Director

14 April 2022

INDEPENDENT **AUDITOR'S REPORT**

To the Members of VCPlus Limited

Report on the Audit of the Financial Statements

Opinion

We have audited the financial statements of VCPlus Limited (formerly known as Anchor Resources Limited) (the "Company") and its subsidiaries (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 December 2021;
- 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
- notes to the financial statements, including a summary of significant accounting policies.

In our opinion, the accompanying consolidated financial statements of the Group and the statement of financial position 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 2021, 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 *Auditors' 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.

Key Audit Matters

Key audit matters are those matters that, in our professional judgement, were of most significance in our audit of the financial statements of the current period. 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.

Key Audit Matters	Audit Response
1 Acquisition of APEC Solutions Pte. Ltd. and its subsidiaries ("APEC Solutions Group")	
On 15 October 2021, the Group completed the acquisition of 100% equity interest in APEC Solutions Group for a consideration of RM13,138,000. The consideration was satisfied by the issuance of 172,413,793 new ordinary shares of the Company at S$0.025 per ordinary share. The acquisition was accounted for using the acquisition method in accordance with SFRS(I) 3 *Business Combinations* and a resultant goodwill of RM10,202,000 was recognised. The Group has engaged an external valuer to perform the purchase price allocation ("PPA") to determine the fair value of the identifiable assets acquired and liabilities assumed as at date of acquisition, including the intangible assets identified for this acquisition. In accordance with SFRS(I) 1-36 *Impairment of Assets*, the Group is required to test its goodwill for impairment annually, or more frequently if there are indicators that the asset may be impaired. Other intangible assets are tested for impairment when there is an indication that the assets may be impaired. For the purpose of impairment assessment of these intangible assets and cost of investment in APEC Solutions Group as at end of the financial year, management has prepared discounted cash flow forecasts for APEC Solutions Group to determine if any impairment is required. We have determined the business combination of the APEC Solutions Group and the impairment assessment of these intangible assets and cost of investment in APEC Solutions Group to be a key audit matter as the assessment involved significant management judgements and estimates with regard to the valuation process and key assumptions on the future market conditions, revenue and terminal growth rates and discount rates used in the discounted cash flow forecasts prepared by management. Refer to Notes 3.2(i), 3.2(ii), 7 and 8 of the accompanying financial statements.	We performed the following audit procedures, amongst others: • Discussed and reviewed management's assessment of the acquisition which was accounted for as business combination, including the review of key terms of the sale and purchase agreement, fair value measurement of identifiable assets and liabilities, and the calculation of goodwill; • Assessed the independence and competency of the external valuer which included considering their experiences and qualification in performing valuations for such business combinations; • Discussed with the external valuer on the valuation methodologies used in the PPA and the results of their work; • Engaged our internal valuation specialists to evaluate the valuation methodologies used in the PPA and the reasonableness of the discount rate applied; • Evaluated the reasonableness of the key assumptions made by management in preparing the discounted cash flows forecasts by checking against relevant underlying data; • Performed sensitivity analysis around the key assumptions used in management's impairment assessment of intangible assets and cost of investment in APEC Solutions Group, including the discount rate, revenue and terminal growth rates, used in cash flow forecasts; and • Evaluated the adequacy of the related disclosures in the financial statements.

Key Audit Matters	Audit Response
2 Reduction of mining concession area for granite quarry site	
The Group operates mining and production of granite at Bukit Chetai Mine located in Terengganu, Malaysia. As at 31 December 2021, the assets related to mining operations ("Mining Assets") mainly comprise the following: ● Mine properties ● Property, plant and equipment ● Inventories During the financial year, GGTM Sdn. Bhd. ("GGTM") entered into negotiations with relevant authorities to reduce concession-related expenses and operating costs of the granite mining business in view of the current economic conditions in Malaysia and continuing uncertainty surrounding the COVID-19 pandemic. Subsequent to financial year end, GGTM entered into a supplemental agreement with the relevant authorities to amend certain provisions of the concession agreement to reduce the concession-related expenses and mining concession area which resulted in GGTM returning the mining concession rights of the Bukit Chetai granite quarry site to the relevant authorities. In connection with the reduction of mining concession area, the Group wrote off approximately RM1,021,000 of related mine properties, RM417,000 of property, plant and equipment and RM185,000 of inventories. In addition, management also recognised impairment loss on the cost of investment in GGTM of approximately RM70,068,000 in the Company's profit or loss. We focused on this area as a key audit matter as significant judgements and estimates are involved in determining the impairment amounts of these Mining Assets and cost of investment in GGTM. Refer to Notes 3.2(i), 5, 6, 8 and 9 of the accompanying financial statements.	We performed the following audit procedures, amongst others: ● Read the agreement to obtain an understanding on the reduction of the concession area and related expenses; ● Evaluated management's impairment assessment on the Mining assets and the recoverable amount of the investment in GGTM; and ● Evaluated the adequacy of the related disclosures in the financial statements.

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.

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.

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

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.
- Obtain sufficient appropriate audit evidence regarding the financial information of the entities or business activities within the Group to express an opinion on the consolidated financial statements. We are responsible for the direction, supervision and performance 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, related safeguards.

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 period 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 the subsidiary corporation 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 Adrian Lee Yu-Min.

BDO LLP
Public Accountants and
Chartered Accountants

Singapore

14 April 2022

STATEMENTS OF **FINANCIAL POSITION**

As at 31 December 2021

	Note	Group 31.12.21 RM'000	Group 31.12.20 RM'000 (Restated)	Group 01.01.20 RM'000 (Restated)	Company 31.12.21 RM'000	Company 31.12.20 RM'000
ASSETS						
Non-current assets						
Property, plant and equipment	5	3,047	3,232	15,982	1,190	–
Mine properties	6	116	1,269	14,963	–	–
Intangible assets	7	11,507	–	–	–	–
Investments in subsidiaries	8	–	–	–	17,733	69,921
		14,670	4,501	30,945	18,923	69,921
Current assets						
Inventories	9	151	317	651	–	–
Trade and other receivables	10	1,673	3,407	6,472	152	1,860
Prepayments		1,593	93	152	259	11
Cash and cash equivalents	11	6,215	2,635	1,735	3,743	1,258
		9,632	6,452	9,010	4,154	3,129
Total assets		24,302	10,953	39,955	23,077	73,050
EQUITY AND LIABILITIES						
Equity						
Share capital	12	298,595	265,102	257,987	298,595	265,102
Other reserves	13	(119,161)	(118,294)	(102,649)	–	–
Currency translation reserve	14	3	26	22	–	–
Accumulated losses		(161,374)	(153,911)	(151,374)	(279,623)	(203,420)
Equity/(Deficit) attributable to owners of the parent		18,063	(7,077)	3,986	18,972	61,682
Non-controlling interest	8	1,212	–			–
Total equity/(deficit)		19,275	(7,077)	3,986	18,972	61,682
Non-current liabilities						
Lease liabilities	15	920	488	1,021	842	–
Borrowings	16	–	–	4,458	–	–
Deferred tax liabilities	17	218	–	–	–	–
		1,138	488	5,479	842	–
Current liabilities						
Trade and other payables	18	3,398	6,413	11,147	2,874	505
Lease liabilities	15	491	266	485	389	–
Borrowings	16	–	10,863	18,858	–	10,863
		3,889	17,542	30,490	3,263	11,368
Total liabilities		5,027	18,030	35,969	4,105	11,368
Total equity and liabilities		24,302	10,953	39,955	23,077	73,050

The accompanying notes form an integral part of these financial statements.

CONSOLIDATED STATEMENT OF
COMPREHENSIVE INCOME

For the financial year ended 31 December 2021

	Note	2021 RM'000	2020 RM'000 (Restated)
Revenue	19	632	134
Other income	20	2,784	281
Raw materials and consumables used		(10)	–
Changes in inventories		(185)	(100)
Contractors expenses		(62)	–
Royalty fees		(110)	(126)
Depreciation and amortisation expenses	21	(713)	(679)
Employee benefits expense	22	(4,012)	(1,751)
Lease expenses	23	(126)	(31)
Other expenses		(5,663)	(2,969)
Loss allowance on third party trade receivables		–	(513)
Finance costs	24	(176)	(2,282)
Loss before income tax from continuing operations	25	(7,641)	(8,036)
Income tax expense	26	3	–
Loss from continuing operations		(7,638)	(8,036)
Loss from discontinued operations, net of tax	27	–	(10,146)
Loss for the financial year		(7,638)	(18,182)
Other comprehensive income			
Items that may be reclassified subsequently to profit or loss:			
Exchange differences on translation of foreign operations		(23)	4
Other comprehensive income for the financial year, net of tax		(23)	4
Total comprehensive income for the financial year		(7,661)	(18,178)
Loss attributable to owners of the parent			
Loss from continuing operations, net of tax		(7,463)	(8,036)
Loss from discontinued operations, net of tax	27	–	(10,146)
		(7,463)	(18,182)
Non-controlling interests	8	(175)	–
		(7,638)	(18,182)
Total comprehensive income attributable to owners of the parent			
Loss from continuing operations, net of tax		(7,486)	(8,032)
Loss from discontinued operations, net of tax		–	(10,146)
		(7,486)	(18,178)
Non-controlling interests	8	(175)	–
		(7,661)	(18,178)
Loss per share attributable to owners of the Company (RM sen)			
- Basic and diluted, continuing operations	28	(0.18)	(0.60)
- Basic and diluted, discontinued operations	28	–	(0.77)

The accompanying notes form an integral part of these financial statements.

CONSOLIDATED STATEMENT OF **CHANGES IN EQUITY**

For the financial year ended 31 December 2021

	Note	Share capital RM'000	Other reserves RM'000	Currency translation reserve RM'000	Accumulated losses RM'000	Equity attributable to owners of the parent RM'000	Non–controlling Interest RM'000	Total RM'000
As previously stated		265,102	(118,294)	26	(152,517)	(5,683)	–	(5,683)
Prior year adjustment	32	–	–	–	(1,394)	(1,394)	–	(1,394)
Balance at 1 January 2021 (As restated)		265,102	(118,294)	26	(153,911)	(7,077)	–	(7,077)
Loss for the financial year		–	–	–	(7,463)	(7,463)	(175)	(7,638)
Other comprehensive income for the financial year:								
Foreign currency translation differences		–	–	(23)	–	(23)	–	(23)
Total comprehensive income for the financial year		–	–	(23)	(7,463)	(7,486)	(175)	(7,661)
Contribution by owners of the parent:								
Issuance of new ordinary shares	12	33,493	–	–	–	33,493	–	33,493
Total transactions with owners		33,493	–	–	–	33,493	–	33,493
Excess of consideration paid recognised in equity	8	–	(867)	–	–	(867)	1,387	520
Balance at 31 December 2021		298,595	(119,161)	3	(161,374)	18,063	1,212	19,275

The accompanying notes form an integral part of these financial statements.

CONSOLIDATED STATEMENT OF **CHANGES IN EQUITY**

For the financial year ended 31 December 2021

	Note	Share capital RM'000	Merger reserve RM'000	Currency translation reserve RM'000	Accumulated losses RM'000	Total RM'000
As previously stated		257,987	(102,649)	22	(150,192)	5,168
Prior year adjustment	32	–	–	–	(1,182)	(1,182)
Balance at 1 January 2020 (As restated)		257,987	(102,649)	22	(151,374)	3,986
Loss for the financial year (restated)		–	–	–	(18,182)	(18,182)
Other comprehensive income for the financial year:						
Foreign currency translation differences		–	–	4	–	4
Total comprehensive income for the financial year		–	–	4	(18,182)	(18,178)
Contribution by owners of the parent:						
Issuance of new ordinary shares	12	7,115	–	–	–	7,115
Merger reserve transferred on disposal of subsidiaries		–	(15,645)	–	15,645	–
Total transactions with owners		7,115	(15,645)	–	15,645	7,115
Balance at 31 December 2020 (restated)		265,102	(118,294)	26	(153,911)	(7,077)

The accompanying notes form an integral part of these financial statements.

CONSOLIDATED STATEMENT OF **CASH FLOWS**

For the financial year ended 31 December 2021

	Note	2021 RM'000	2020 RM'000 (Restated)
Operating activities			
Loss before income tax from continuing operations		(7,641)	(8,036)
Loss before income tax from discontinued operations		–	(10,146)
Loss before income tax, total		(7,641)	(18,182)
Adjustments for:			
Depreciation and amortisation expenses	21	713	2,775
Interest expenses	24	176	2,308
Interest income	20	–	(8)
Gain on settlement of claims and disputes	20	(1,674)	–
Reversal of impairment losses third party trade receivables	20	(496)	–
Loss allowance on third party trade receivables	25	–	5,081
Inventories written-off	25	185	–
Mining properties written-off	25	1,021	–
Loss/(Gain) on disposal of property, plant and equipment	25	211	(3)
Loss on disposal of subsidiaries	27	–	4,325
Plant and equipment written-off	25	417	19
Unrealised foreign exchange differences		(5)	362
Operating cash flows before working capital changes		(7,093)	(3,323)
Working capital changes:			
Inventories		(19)	195
Trade and other receivables		2,821	(2,904)
Prepayments		(569)	13
Trade and other payables		(1,183)	911
Cash used in operations, representing net cash used in operating activities		(6,043)	(5,108)
Investing activities			
Purchase of property, plant and equipment	5	(67)	(361)
Proceeds from disposal of property, plant and equipment		47	3
Proceeds from disposal of subsidiaries	27	–	1,943
Acquisition of subsidiary	8	1,548	–
Interest received		–	8
Net cash generated from investing activities		1,528	1,593
Financing activities			
Interest paid		(35)	(91)
Proceeds from issuance of new ordinary shares	B	8,434	–
Proceeds from unsecured loan	A	–	10,689
Repayment of lease obligations	15	(304)	(354)
Repayment of guaranteed bond	A	–	(5,812)
Net cash generated from financing activities		8,095	4,432
Net changes in cash and cash equivalents		3,580	917
Exchange difference on cash and cash equivalents		–	(17)
Cash and cash equivalents at beginning of financial year		2,635	1,735
Cash and cash equivalents at end of financial year	11	6,215	2,635

The accompanying notes form an integral part of these financial statements.

Note A: Reconciliation of liabilities arising from financing activities

	1 January 2021 RM'000	Proceeds from drawdown of loan RM'000	Principal repayment RM'000	Interest paid RM'000	Non-cash changes: Interest expense RM'000	Non-cash changes: Extension fee RM'000	Non-cash changes: Settlement via issuance of shares RM'000	Non-cash changes: Disposal of subsidiaries RM'000	Non-cash changes: Foreign exchange differences RM'000	31 December 2021 RM'000
Unsecured term loan	10,863	–	–	–	130	–	(10,993)	–	–	–
Total	10,863	–	–	–	130	–	(10,993)	–	–	–

	1 January 2020 RM'000	Proceeds from drawdown of loan RM'000	Principal repayment RM'000	Interest paid RM'000	Non-cash changes: Interest expense RM'000	Non-cash changes: Extension fee RM'000	Non-cash changes: Settlement via issuance of shares RM'000	Non-cash changes: Disposal of subsidiaries RM'000	Non-cash changes: Foreign exchange differences RM'000	31 December 2020 RM'000
Guaranteed bonds	7,647	–	(5,812)	(31)	855	647	(3,338)	–	32	–
Exchangeable bond	8,382	–	–	–	661	–	(3,777)	(5,268)	2	–
Non-guaranteed bonds	7,287	–	–	–	507	–	–	(7,816)	22	–
Unsecured term loan	–	10,689	–	–	225	–	–	–	(51)	10,863
Total	23,316	10,689	(5,812)	(31)	2,248	647	(7,115)	(13,084)	5	10,863

Note B: Reconciliation of liabilities arising from financing activities

	1 January 2021 RM'000	Proceeds from issuance of share capital RM'000	Non-cash changes: Settlement of unsecured term loan RM'000	Non-cash changes: Acquisition of a subsidiary RM'000	Non-cash changes: Prepayments RM'000	Non-cash changes: Foreign exchange differences RM'000	31 December 2021 RM'000
Share capital	265,102	8,434	10,993	13,138	892	36	298,595

The accompanying notes form an integral part of these financial statements.

These notes form an integral part of and should be read in conjunction with the accompanying financial statements.

1. General corporate information

VCPlus Limited (formerly known as Anchor Resources Limited) (the "Company") is a public limited liability company, incorporated and domiciled in Singapore and its registered office and principal place of business are 138 Robinson Road, #26-03 Oxley Tower, Singapore 068906 and 223 Mountbatten Road, #03-09/10, Singapore 398008 respectively. The Company is listed on the Catalist Board of the Singapore Exchange Securities Trading Limited ("SGX-ST"). The registration number of the Company is 201531549N.

The principal activity of the Company is that of an investment holding company.

The principal activities of the subsidiaries are set out in Note 8 to the financial statements.

The Company's ultimate controlling party is Lim Beng Chew, who is a Director of the Company as at 31 December 2021. In the previous financial year ended 31 December 2020, the Company's ultimate controlling party is Lim Chiau Woei, who is a Director of the Company.

The consolidated financial statements of the Group and the statement of financial position of the Company for the financial year ended 31 December 2021 were authorised for issue in accordance with a Directors' resolution dated 14 April 2022.

2. Significant accounting policies

2.1 Basis of preparation

The financial statements have been prepared in accordance with Singapore Financial Reporting Standards (International) ("SFRS(I)"). The financial statements are prepared under the historical cost convention, except as disclosed in the accounting policies below and on a going concern basis as referred to in Note 4 to the financial statements.

The individual financial statements of each entity within the Group are measured and presented in the currency of the primary economic environment in which the entity operates (its functional currency). The consolidated financial statements of the Group and the statement of financial position of the Company are presented in Ringgit Malaysia ("RM") which is the functional currency of the Company and the presentation currency for the consolidated financial statements and all values presented are rounded to the nearest thousand ("RM'000") as indicated.

The preparation of financial statements in compliance with SFRS(I)s requires management to make judgements, estimates and assumptions that affect the Group's application of accounting policies and reported amounts of assets, liabilities, revenue and expenses. Although these estimates are based on management's best knowledge of current events and actions, actual results may differ from those estimates. The areas where such judgements or estimates have significant effect on the financial statements are disclosed in Note 3 to the financial statements.

2. Significant accounting policies (Continued)

2.1 Basis of preparation (Continued)

Changes in accounting policies

New standards, amendments and interpretations effective from 1 January 2021

The standards, amendments to standards, and interpretations, issued by Accounting Standards Council Singapore ("ASC") that will apply for the first time by the Group are not expected to impact the Group as they are either not relevant to the Group's business activities or require accounting which is consistent with the Group's current accounting policies.

SFRS(I)s issued but not yet effective

There are a number of standards, amendments to standards, and interpretations, which have been issued by the ASC that are effective in future accounting periods and the Group has not decided to early adopt. The Group does not expect any of these standards upon adoption will have a material impact to the Group.

			Effective date (annual periods beginning on or after)
SFRS(I) 3 (Amendments)	:	Reference to the Conceptual Framework	1 January 2022
SFRS(I) 10 and SFRS(I) 1-28 (Amendments)	:	Sale or Contribution of Assets between an Investor and its Associate or Joint Venture	To be determined
SFRS(I) 16 (Amendments)	:	Covid-19-Related Rent Concessions beyond 30 June 2021	1 April 2021
SFRS(I) 17	:	Insurance Contracts	1 January 2023
SFRS(I) 1-1 (Amendments)	:	Classification of Liabilities as Current or Non-current	1 January 2023
SFRS(I) 1-8	:	Amendments to SFRS(I) 1-8 Definition of Accounting Estimates	1 January 2023
SFRS(I) 1-16 (Amendments)	:	Property, Plant and Equipment - Proceeds before Intended Use	1 January 2022
SFRS(I) 1-37 (Amendments)	:	Onerous Contract – Costs of Fulfilling a Contract	1 January 2022
Various	:	Annual Improvements to SFRS(I)s 2018-2020	1 January 2022
Various	:	Amendments to SFRS(I) 1-1 and SFRS(I) Practice Statement 2 Disclosure of Accounting Policies	1 January 2023
SFRS(I) 1-12 (Amendments)	:	Deferred Tax related to Assets and Liabilities arising from a Single Transaction	1 January 2023
Various	:	Amendments to SFRS(I) 17	1 January 2023

2. Significant accounting policies (Continued)

2.2 Basis of consolidation

The consolidated financial statements comprise the financial statements of the Company and its subsidiaries made up to the end of the reporting period.

Subsidiaries are consolidated from the date on which the Group obtains control over the investee and cease from consolidation when the control is lost. Control is reassessed whenever the facts and circumstances indicate that there may be a change in the elements of control. All intra-group balances and transactions and any unrealised income and expenses arising from intra-group transactions are eliminated on consolidation. Unrealised losses are also eliminated unless the transaction provides an impairment indicator of the transferred asset.

The financial statements of the subsidiaries are prepared for the same reporting period as that of the Company, using consistent accounting policies. Where necessary, accounting policies of subsidiaries are changed to ensure consistency with the policies adopted by the Group.

Non-controlling interests

Non-controlling interests represents the equity in subsidiaries which is not attributable directly or indirectly to the equity owners of the parent. They are shown separately in the consolidated statements of comprehensive income, consolidated statement of changes in equity and consolidated statement of financial position. Total comprehensive income is attributed to non-controlling interests even if this results in the non-controlling interests having a deficit balance.

Changes in the Group's interest in a subsidiary that do not result in a loss of control are accounted for as equity transactions (i.e. transactions with owners). The carrying amounts of the Group's interests and the non-controlling interests are adjusted to reflect the changes in their relative interests in the subsidiary. Any difference between the amount by which the non-controlling interests are adjusted and the fair value of the consideration paid or received is recognised directly in equity and attributed to owners of the parent.

When the Group loses control of a subsidiary, it derecognises the assets and liabilities of the subsidiary and any non-controlling interest. The profit or loss on disposal is calculated as the difference between (i) the aggregate of the fair value of the consideration received and the fair value of any retained interest and (ii) the previous carrying amount of the assets (including goodwill), and liabilities of the subsidiary and any non-controlling interests. Amounts previously recognised in other comprehensive income in relation to the subsidiary are accounted for (i.e. reclassified to profit or loss or transferred directly to retained earnings) in the same manner as would be required if the relevant assets or liabilities were disposed of. The fair value of any investments retained in the former subsidiary at the date when control is lost is regarded as the fair value on initial recognition for subsequent accounting under SFRS(I) 9 or, when applicable, the cost on initial recognition of an investment in an associate or joint venture.

2. Significant accounting policies (Continued)

2.2 Basis of consolidation (Continued)

Acquisitions under common control

Business combination arising from transfers of interest in entities that are under common control are accounted for as if the acquisition had occurred at the beginning of the earliest comparative period presented or, if later, at the date that common control was established. For this purpose, comparatives are restated. The assets and liabilities acquired are recognised at the carrying amounts recognised previously and no adjustments are made to reflect the fair values or to recognise any new assets or liabilities, including no goodwill is recognised as a result of the combination. The components of equity of the acquired entities are added to the same components within the Group's equity. Any difference between the consideration paid for the acquisition and share capital of acquirees is recognised directly to equity as merger reserve.

2.3 Subsidiaries

Subsidiaries are entities over which the Group has control. The Group controls an investee if the Group has power over the investee, exposure to variable returns from its involvement with the investee, and the ability to use its power to affect those variable returns. Control is reassessed whenever facts and circumstances indicate that there may be a change in any of these elements of control.

Investments in subsidiaries are accounted for at cost, less any impairment loss, in the Company's statement of financial position.

The acquisition of subsidiaries is accounted for using the acquisition method. The consideration transferred for the acquisition is measured at the aggregate of the fair values, at the date of exchange, of assets given, liabilities incurred or assumed, and equity instruments issued by the Group in exchange for control of the acquiree. Acquisition-related costs are recognised in profit or loss as incurred. Consideration transferred also includes any contingent consideration measured at the fair value at the acquisition date. Subsequent changes in fair value of contingent consideration which is deemed to be an asset or liability, will be recognised in profit or loss.

The acquiree's identifiable assets, liabilities and contingent liabilities that meet the conditions for recognition under SFRS(I) 3 are recognised at their fair values at the acquisition date.

Where a business combination is achieved in stages, the Group's previously held interests in the acquired entity are remeasured to fair value at the acquisition date (i.e. the date the Group attains control) and the resulting gain or loss, if any, is recognised in profit or loss. Amounts arising from interests in the acquiree prior to the acquisition date that have previously been recognised in other comprehensive income are reclassified to profit or loss, where such treatment would be appropriate if that interest were disposed of.

Goodwill arising on acquisition is recognised as an asset at the acquisition date and initially measured at the excess of the sum of the consideration transferred, the amount of any non-controlling interest in the acquiree and the fair value of the acquirer's previously held equity interest (if any) in the entity over net acquisition-date fair value amounts of the identifiable assets acquired and the liabilities and contingent liabilities assumed.

2. Significant accounting policies (Continued)

2.3 Subsidiaries (Continued)

Goodwill on subsidiary is recognised separately as intangible assets (Note 7). Goodwill is initially recognised at cost and subsequently measured at cost less any accumulated impairment losses.

2.4 Property, plant and equipment

All items of property, plant and equipment are initially recognised at cost. The cost includes its purchase price and any costs directly attributable to bringing the asset to the location and condition necessary for it to be capable of operating in the manner intended by management. Dismantlement, removal or restoration costs are included as part of the cost if the obligation for dismantlement, removal or restoration is incurred as a consequence of acquiring or using the property, plant and equipment.

Subsequent expenditure on an item of property, plant and equipment is added to the carrying amount of the item if it is probable that future economic benefits associated with the item will flow to the Group and the cost can be measured reliably. All other repair and maintenance expenses are recognised in profit or loss when incurred.

Other items of property, plant and equipment are subsequently carried at cost less accumulated depreciation and any accumulated impairment losses.

Depreciation is calculated using the straight-line method to allocate the depreciable amounts of the property, plant and equipment over their estimated useful lives as follows:

	Years
Buildings	20
Furniture and fittings	5
Office equipment	5
Motor vehicles	5
Renovation	5
Plant and machinery	10
Road and infrastructure	20
Electrical installation works	5
Tools and equipment	5

The carrying values of property, plant and equipment are reviewed for impairment when events or changes in circumstances indicate that the carrying value may not be recoverable.

The estimated useful lives, residual values and depreciation methods are reviewed, and adjusted as appropriate, at the end of each reporting period.

An item of property, plant and equipment is derecognised upon disposal or when no future economic benefits are expected from its use or disposal.

The gain or loss arising on disposal or retirement of an item of property, plant and equipment is determined as the difference between the sales proceeds and the carrying amount of the asset and is recognised in profit or loss.

2. Significant accounting policies (Continued)

2.5 Mine properties

When production commences, carried forward development assets are transferred to mine properties and the accumulated costs for the relevant area of interest will then be amortised over the life of the area.

(i) Granite mine

Amortisation for granite mine properties is based on straight-line method over the concession period of the mine properties of 16 years (2020: 17 years).

(ii) Gold mine (Discontinued operation Note 27)

Amortisation for gold mine properties is according to the rate of depletion, on a unit-of-production basis over the economically recoverable reserves of the mine concerned, except in the case of assets whose useful life is shorter than the life of the mine, in which case the straight-line method is applied. The unit of account for run of mines costs are recoverable ounces of gold for gold mine.

The unit-of-production rate and straight-line method for the amortisation of mine properties takes into account expenditure incurred to date, together with sanctioned future development expenditure.

2.6 Intangible assets acquired in a business combination

Intangible assets acquired in a business combination are identified and recognised separately from goodwill if the assets and their fair values can be measured reliably. The cost of such intangible assets is their fair value as at the acquisition date.

Subsequent to initial recognition, intangible assets acquired in a business combination are reported at cost less accumulated amortisation and any accumulated impairment losses, on the same basis as intangible assets acquired separately (Note 2.10).

2.7 Impairment of non-financial assets

Assets other than goodwill

At the end of each reporting period, the Group reviews the carrying amounts of its non-financial assets to determine whether there is any indication that those assets have suffered an impairment loss. If any such indication exists, the recoverable amount of the asset is estimated in order to determine the extent of the impairment loss (if any). Where it is not possible to estimate the recoverable amount of an individual asset, the Group estimates the recoverable amount of the cash-generating unit to which the asset belongs.

The recoverable amount of an asset or cash-generating unit is the higher of its fair value less costs to sell and its value in use. In assessing value in use, the estimated future cash flows are discounted to their present value using a pre-tax discount rate that reflects current market assessments of the time value of money and the risks specific to the asset.

If the recoverable amount of an asset (or cash-generating unit) is estimated to be less than its carrying amount, the carrying amount of the asset (cash-generating unit) is reduced to its recoverable amount. An impairment loss is recognised immediately in profit or loss.

2. Significant accounting policies (Continued)

2.7 Impairment of non-financial assets (Continued)

Assets other than goodwill (Continued)

Where an impairment loss subsequently reverses, the carrying amount of the asset (cash-generating unit) is increased to the revised estimate of its recoverable amount, but so that the increased carrying amount does not exceed the carrying amount that would have been determined had no impairment loss been recognised for the asset (cash-generating unit) in prior years. A reversal of an impairment loss is recognised immediately in profit or loss.

Goodwill

Goodwill is recognised separately as intangible assets and is tested for impairment annually, or more frequently when there is an indication that the unit may be impaired.

Goodwill is allocated on initial recognition to each of the Group's cash-generating units expected to benefit from the synergies of the combination. If the recoverable amount of the cash-generating unit is less than the carrying amount of the unit, the impairment loss is allocated first to reduce the carrying amount of any goodwill allocated to the unit and then to the other assets of the unit pro-rata on the basis of the carrying amount of each asset in the unit. An impairment loss recognised for goodwill is not reversed in a subsequent period.

On disposal of a subsidiary, the attributable amount of goodwill is included in the determination of the gain or loss on disposal.

2.8 Inventories

Inventories are stated at the lower of cost and net realisable value.

Cost is determined on a weighted average basis and includes all costs of purchase, cost of conversion and other costs incurred in bringing the inventories to their present location and condition.

Net realisable value is the estimated selling price at which inventories can be realised in the ordinary course of business, less estimated costs incurred in marketing and distribution. Where necessary, allowance is made for obsolete, slow-moving and defective inventories to adjust the carrying value of those inventories to the lower of cost and net realisable value.

2.9 Financial instruments

The Group recognises a financial asset or a financial liability in its statements of financial position when, and only when, the Group becomes party to the contractual provisions of the instrument.

Financial assets

The Group classifies its financial assets into one of the categories below, depending on the Group's business model for managing the financial assets as well as the contractual terms of the cash flows of the financial asset. The Group shall reclassify its affected financial assets when and only when the Group changes its business model for managing these financial assets. The Group's accounting policy for each category is as follows:

2. Significant accounting policies (Continued)

2.9 Financial instruments (Continued)

Financial assets (Continued)

Amortised cost

These assets arise principally from the provision of goods and services to customers (e.g. trade receivables), but also incorporate other types of financial assets where the objective is to hold these assets in order to collect contractual cash flows and the contractual cash flows are solely payments of principal and interest. They are initially recognised at fair value plus transaction costs that are directly attributable to their acquisition or issue, and are subsequently carried at amortised cost using the effective interest rate method, less provision for impairment. Interest income from these financial assets is included in interest income using the effective interest rate method.

Loss allowances for trade receivables are recognised based on the simplified approach within SFRS(I) 9 using the lifetime expected credit losses. During this process, the probability of the non-payment of the trade receivables is assessed. This probability is then multiplied by the amount of the expected loss arising from default to determine the lifetime expected credit loss for the trade receivables. For trade receivables, which are reported net, such allowances are recorded in a separate allowance account with the loss being recognised in the consolidated statement of comprehensive income. On confirmation that the trade receivables will not be collectable, the gross carrying value of the asset is written off against the associated allowance.

Loss allowances for receivables from other financial assets are recognised based on a forward looking expected credit loss model. The methodology used to determine the amount of the allowance is based on whether at each reporting date, there has been a significant increase in credit risk since initial recognition of the financial asset. For those where the credit risk has not increased significantly since initial recognition of the financial asset, twelve month expected credit losses along with gross interest income are recognised. For those for which credit risk has increased significantly, lifetime expected credit losses along with the gross interest income are recognised. For those that are determined to be credit impaired, lifetime expected credit losses along with interest income on a net basis are recognised.

The Group's and the Company's financial assets measured at amortised cost comprise trade and other receivables (excluding prepayments, advance payments to suppliers and goods and services tax ("GST")) and cash and cash equivalents in the statements of financial position.

Derecognition of financial assets

The Group and the Company derecognise a financial asset only when the contractual rights to the cash flows from the asset expire, or it transfers the financial asset and substantially all the risks and rewards of ownership of the asset to another entity.

Financial liabilities and equity instruments

Classification as debt or equity

Financial liabilities and equity instruments issued by the Group and the Company are classified according to the substance of the contractual arrangements entered into and the definitions of a financial liability and an equity instrument.

2. Significant accounting policies (Continued)

2.9 Financial instruments (Continued)

Financial liabilities and equity instruments (Continued)

Equity instruments

An equity instrument is any contract that evidences a residual interest in the assets of an entity after deducting all of its liabilities. Equity instruments are recorded at the proceeds received, net of direct issue costs. The Company classifies ordinary shares as equity instruments.

Financial liabilities

The Group classifies all financial liabilities as subsequently measured at amortised cost, and financial liabilities at fair value through profit or loss.

Trade and other payables

Trade and other payables are recognised initially at cost which represents the fair value of the consideration to be paid in the future, less transaction cost, for goods received or services rendered, whether or not billed to the Group and the Company, and are subsequently measured at amortised cost using the effective interest method.

Derecognition of financial liabilities

The Group derecognises financial liabilities when, and only when, the Group's obligations are discharged, cancelled or they expire. The difference between the carrying amount and the consideration paid is recognised in profit or loss.

2.10 Intangible assets and goodwill

(a) Goodwill

Goodwill is recognised separately as intangible assets and is tested for impairment annually, or more frequently when there is an indication that the unit may be impaired.

Goodwill is allocated on initial recognition to each of the Group's cash-generating units expected to benefit from the synergies of the combination. If the recoverable amount of the cash-generating unit is less than the carrying amount of the unit, the impairment loss is allocated first to reduce the carrying amount of any goodwill allocated to the unit and then to the other assets of the unit pro-rata on the basis of the carrying amount of each asset in the unit. An impairment loss recognised for goodwill is not reversed in a subsequent period.

On disposal of a subsidiary, the attributable amount of goodwill is included in the determination of the gain or loss on disposal.

2. Significant accounting policies (Continued)

2.10 Intangible assets and goodwill (Continued)

(b) Intellectual property and unfinished contracts

Intellectual property and unfinished contracts are stated at cost less accumulated amortisation and any accumulated impairment losses. Intellectual property is amortised to profit or loss using the straight-line method over 10 years. Unfinished contracts are amortised to profit and loss over the contractual periods.

2.11 Cash and bank balances

Cash and bank balances in the consolidated statement of financial position comprise cash on hand, demand deposits and other short-term highly liquid investments which are readily convertible to known amounts of cash and are subject to insignificant risk of changes in value.

2.12 Revenue recognition

Revenue is recognised when a performance obligation is satisfied. Revenue is measured based on consideration of which the Group expects to be entitled in exchange for transferring promised goods or services to a customer, excluding amounts collected on behalf of third parties (i.e. sales related taxes). The consideration promised in the contracts with customers is based on fixed amounts. The Group's revenue is derived from the fixed price contracts and therefore, the amount of revenue earned for each contract is determined by reference to those fixed prices.

Advisory, consultancy and management services

Revenue is recognised when a performance obligation is satisfied. Revenue is measured progressively based on the work performed during the contract period. The Group bills the customer in accordance with the terms of the contract. Unbilled receivables represent the Group's unconditional rights to consideration for services performed but not yet billed as at reporting date. Deferred revenue is recognised when the Group has yet to satisfy its performance obligation under the contract but have received advanced payments from the customer.

Sale of goods

Revenue from sale of semi-processed gold concentrate ore, processed gold ore, granite and aggregate are recognised at a point in time when the Group satisfies a performance obligation by transferring control of a promised good to the customer. The amount of revenue recognised is the amount of the transaction price allocated to the satisfied performance obligation. There is limited judgement needed to identify when the point of control passes to customers. There is no element of significant financing component in the Group's revenue transactions as customers are required to pay within a credit term of 30 to 90 days.

2. Significant accounting policies (Continued)

2.13 Employee benefits

Defined contribution plans

Contributions to defined contribution plans are recognised as expenses in profit or loss in the same financial year as the employment that gives rise to the contributions.

Employee leave entitlement

Employee entitlements to annual leave are recognised when they accrue to employees. An accrual is made for estimated liability for unutilised annual leave as a result of services rendered by employees up to the end of the reporting period.

2.14 Leases

As lessee

All leases are accounted for by recognising a right-of-use asset and a lease liability except for:

- leases of low value assets; and
- leases with a duration of twelve months or less.

The payments for leases of low value assets and short-term leases are recognised as an expense on a straight-line basis over the lease term.

<u>Initial measurement</u>

Lease liabilities are measured at the present value of the contractual payments due to the lessor over the lease term, with the discount rate determined by reference to the rate inherent in the lease unless this is not readily determinable, in which case the Group's incremental borrowing rate on commencement of the lease is used.

On initial recognition, the carrying amount of lease liabilities also includes:

- amounts expected to be payable under any residual value guarantee;
- the exercise price of any purchase option granted in favour of the Group if it is reasonably certain to assess that option; and
- any penalties payables for terminating the lease, if the term of the lease has been estimated on the basis of termination option being exercised.

Right-of-use assets are initially measured at the amount of lease liabilities, reduced by any lease incentives received and increased for:

- lease payments made at or before commencement of the lease;
- initial direct costs incurred; and
- the amount of any provision recognised where the Group is contractually required to dismantle, remove or restore the leased asset.

The Group presents the right-of-use assets in "Property, plant and equipment" and lease liabilities separately from other liabilities in the consolidated statement of financial position.

2. Significant accounting policies (Continued)

2.14 Leases (Continued)

As lessee (Continued)

Subsequent measurement

Right-of-use assets are subsequently measured at cost less any accumulated depreciation, any accumulated impairment loss and, if applicable, adjusted for any remeasurement of the lease liabilities. The right-of-use assets under cost model are depreciated on a straight-line basis over the shorter of either the remaining lease term or the remaining useful life of the right-of-use assets. If the lease transfers ownership of the underlying asset by the end of the lease term or if the cost of the right-of-use asset reflects that the Group will exercise the purchase option, the right-of-use assets are depreciated over the useful life of the underlying asset.

	Years
Buildings	4
Motor vehicles	5
Plant and machinery	10

The carrying amount of right-of-use assets are reviewed for impairment when events or changes in circumstances indicate that the right-of-use asset may be impaired. The accounting policy on impairment is as described in Note 2.7 to the financial statements.

Subsequent to initial measurement, lease liabilities are adjusted to reflect interest charged at a constant periodic rate over the remaining lease liabilities, lease payment made and if applicable, account for any remeasurement due to reassessment or lease modifications.

After the commencement date, interest on the lease liabilities are recognised in profit or loss, unless the costs are eligible for capitalisation in accordance with other applicable standards.

When the Group revises its estimate of any lease term (i.e. probability of extension or termination option being exercised), it adjusts the carrying amount of the lease liability to reflect the payments over the revised term. The carrying amount of lease liabilities is similarly revised when the variable element of the future lease payment dependent on a rate or index is revised. In both cases, an equivalent adjustment is made to the carrying amount of the right-of-use assets. If the carrying amount of the right-of-use assets is reduced to zero and there is a further reduction in the measurement of lease liabilities, the remaining amount of the remeasurement is recognised directly in profit or loss.

When the Group renegotiates the contractual terms of a lease with the lessor, the accounting treatment depends on the nature of the modification:

- If the renegotiation results in one or more additional assets being leased for an amount commensurate with the standalone price for the additional right-of-use obtained, the modification is accounted for as a separate lease in accordance with the above policy;

- In all other cases where the renegotiation increases the scope of the lease (i.e. extension to the lease term, or one or more additional assets being leased), the lease liability is remeasured using the discount rate applicable on the modification date, with the right-of-use asset being adjusted by the same amount;

2. Significant accounting policies (Continued)

2.14 Leases (Continued)

Subsequent measurement (Continued)

When the Group renegotiates the contractual terms of a lease with the lessor, the accounting treatment depends on the nature of the modification: (Continued)

- If the renegotiation results in a decrease in scope of the lease, both the carrying amount of the lease liability and right-of-use asset are reduced by the same proportion to reflect the partial or full termination of the lease with any difference being recognised in profit or loss. The lease liability is then further adjusted to ensure its carrying amount reflects the amount of the renegotiated payments over the renegotiated term, with the modified lease payments discounted at the rate applicable on the modification date. The right-of-use asset is adjusted by the same amount.

For lease contracts that convey a right to use an identified asset and require services to be provided by the lessor, the Group has elected to account for the entire contract as a lease. The Group does not allocate any amount of contractual payments to, and account separately for, any services provided by the lessor as part of the contract.

2.15 Borrowing costs

Borrowing costs directly attributable to the acquisition, construction or production of qualifying assets, which are assets that necessarily take a substantial period of time to get ready for their intended use or sale, are added to the cost of those assets, until such time as the assets are substantially ready for their intended use or sale. Borrowing costs on general borrowings are capitalised by applying a capitalisation rate to construction or development expenditures that are financed by general borrowings. Investment income earned on the temporary investment of specific borrowings pending their expenditure on qualifying assets is deducted from the borrowing costs eligible for capitalisation.

All other borrowing costs are recognised in profit or loss in the period in which they are incurred using the effective interest method.

2.16 Taxes

Income tax expense comprise current tax expense and deferred tax expense.

Current income tax

Current income tax expense is the amount of income tax payable in respect of the taxable profit for a period. Current income tax liabilities for the current and prior periods shall be measured at the amount expected to be paid to the taxation authorities, using the tax rates and interpretation to applicable tax laws in the countries where the Group operates, that have been enacted or substantively enacted by the end of the reporting period. Management evaluates its income tax provisions on periodical basis.

Current income tax expenses are recognised in profit or loss, except to the extent that the tax relates to items recognised outside profit or loss, either in other comprehensive income or directly in equity.

2. Significant accounting policies (Continued)

2.16 Taxes (Continued)

Deferred tax

Deferred tax is recognised on all temporary differences between the carrying amounts of assets and liabilities in the financial statements and the corresponding tax bases of asset and liabilities, except when the temporary difference arises from the initial recognition of goodwill or other assets and liabilities that is not a business combination and affects neither the accounting profit nor taxable profit.

Deferred tax liabilities are recognised for all taxable temporary differences associated with investments in subsidiaries and associates, and interests in joint ventures, except where the Group is able to control the timing of reversal of the temporary difference and it is probable that the temporary difference will not reverse in the foreseeable future. Deferred tax assets are recognised for all deductible temporary differences to the extent that it is probable that taxable profit will be available against which the temporary difference can be utilised.

The carrying amount of deferred tax assets is reviewed at the end of each reporting period and reduced to the extent that it is no longer probable that sufficient taxable profits will be available to allow all or part of the deferred tax asset to be utilised.

Deferred tax assets and liabilities are measured using the tax rates expected to apply for the period when the asset is realised or the liability is settled, based on tax rate and tax law that have been enacted or substantially enacted by the end of reporting period. The measurement of deferred tax reflects the tax consequences that would follow from the manner in which the Group expects to recover or settle its assets and liabilities.

Deferred tax assets and liabilities are offset when there is a legally enforceable right to set off current tax assets against current tax liabilities and when they relate to income taxes levied by the same taxation authority and the Group intends to settle its current tax assets and liabilities on a net basis.

Deferred tax is recognised in profit or loss, except when it relates to items recognised outside profit or loss, in which case the tax is also recognised either in other comprehensive income or directly in equity.

Sales tax

Revenue, expenses and assets are recognised net of the amount of sales tax except:

- when the sales taxation that is incurred on purchase of assets or services is not recoverable from the taxation authorities, in which case the sales tax is recognised as part of cost of acquisition of the asset or as part of the expense item as applicable; and
- receivables and payables that are stated with the amount of sales tax included.

The net amount of sales tax recoverable from, or payable to, the taxation authority is included as part of receivables or payables in the statement of financial position.

2. Significant accounting policies (Continued)

2.17 Foreign currency transactions and translation

In preparing the financial statements of the individual entities, transactions in currencies other than the entity's functional currency ("foreign currencies") are recorded at the rates of exchange prevailing on the date of the transactions. At the end of each reporting period, monetary items denominated in foreign currencies are re-translated at the rates prevailing at the end of the reporting period. Non-monetary items carried at fair value that are denominated in foreign currencies are re-translated at the rates prevailing on the date when the fair value was determined. Non-monetary items that are measured in terms of historical cost in a foreign currency are not re-translated.

Exchange differences arising on the settlement of monetary items, and on re-translation of monetary items are included in profit or loss for the financial year. Exchange differences arising on the re-translation of non-monetary items carried at fair value are included in profit or loss for the financial year except for differences arising on the re-translation of non-monetary items in respect of which gains and losses are recognised directly in equity. For such non-monetary items, any exchange component of that gain or loss is also recognised directly in equity.

For the purpose of presenting consolidated financial statements, the assets and liabilities of the Group's foreign operations (including comparatives) are expressed in Ringgit Malaysia using exchange rates prevailing at the end of the reporting period. Income and expense items (including comparatives) are translated at the average exchange rates for the financial year, unless exchange rates fluctuated significantly during that financial year, in which case the exchange rates at the dates of the transactions are used. Exchange differences arising, are recognised initially in other comprehensive income and accumulated in the Group's currency translation reserve.

On consolidation, exchange differences arising from the translation of the net investment in foreign entities (including monetary items that, in substance, form part of the net investment in foreign entities), and of borrowings and other currency instruments designated as hedges of such investments, are taken to the currency translation reserve.

On disposal of a foreign operation, the accumulated currency translation reserve relating to that operation is reclassified to profit or loss.

2.18 Segment reporting

Operating segments are reported in a manner consistent with the internal reporting provided to the chief operating decision-maker. The chief operating decision-maker, who is responsible for allocating resources and assessing performance of the operating segments, has been identified as the Group Chief Executive Officer who make strategic decisions.

2.19 Government grants

Government grants are recognised at their fair value where there is reasonable assurance that the grant will be received and all attaching conditions will be complied with. Government grants related to asset are deducted against the carrying amount of the asset.

Government grants related to expenses are accounted for in the year where the related costs it intends to compensate is incurred and recognised in the profit or loss. Such government grants are presented under "Other income".

2. Significant accounting policies (Continued)

2.20 Provisions

Provisions are recognised when the Group has a present legal or constructive obligation as a result of a past event, it is probable that the Group will be required to settle the obligation, and a reliable estimate can be made of the amount of the obligation.

The amount recognised as a provision is the best estimate of the consideration required to settle the present obligation at the end of the reporting period, taking into account the risks and uncertainties surrounding the obligation. Where a provision is measured using the cash flows estimated to settle the present obligation, its carrying amount is the present value of those cash flows.

When some or all of the economic benefits required to settle a provision are expected to be recovered from a third party, the receivable is recognised as an asset if it is virtually certain that reimbursement will be received and the amount of the receivable can be measured reliably. The increase in the provision due to the passage of time is recognised as finance expense.

Changes in the estimated timing or amount of the expenditure or discount rate are recognised in profit or loss when the changes arise.

2.21 Non-current assets (or disposal groups) held for sale and discontinued operations

Non-current assets (or disposal groups) are classified as held for sale if their carrying amount will be recovered through a sale transaction rather than through continuing use. This condition is regarded as met only when the sale is highly probable and the asset (or disposal group) is available for immediate sale in its present condition. Management must be committed to the sale, which should be expected to qualify for recognition as a completed sale within one year from the date of classification.

Non-current assets (and disposal groups) classified as held for sale are measured at the lower of the asset's previous carrying amount and fair value less costs to sell. The assets are not depreciated or amortised while classified as held for sale. Any impairment loss on initial classification and subsequent measurement is recognised as an expense. Any subsequent increase in fair value less costs to sell (not exceeding the accumulated impairment loss that has been previously recognised) is recognised in profit or loss.

A discontinued operation is a component of an entity that either has been disposed of, or is classified as held for sale, and

(a) represents a separate major line of business or geographical area of operations;

(b) is part of a single co-ordinated plan to dispose of a separate major line or geographical area of operations; or

(c) is a subsidiary acquired exclusively with a view to resale.

3. Critical accounting judgements and key sources of estimation uncertainty

In the application of the Group's accounting policies, which are described in Note 2 to the financial statements, management made judgements, estimates and assumptions about the carrying amounts of assets and liabilities that were not readily apparent from other sources. The estimates and associated assumptions were based on historical experience and other factors that were considered to be reasonable under the circumstances. Actual results may differ from these estimates.

These estimates and underlying assumptions are reviewed on an ongoing basis. Revisions to accounting estimates are recognised in the period in which the estimate is revised if the revision affects only that period, or in the period of the revision and future periods if the revision affects both current and future periods.

3.1 Critical judgements made in applying the accounting policies

Management is of the opinion that there are no significant judgements made in applying accounting policies and estimates that have a significant risk of causing a material adjustment to the carrying amounts of assets and liabilities within the next financial year.

3.2 Key sources of estimation uncertainty

The key assumptions concerning the future and other key sources of estimation uncertainty at the end of the financial year that have a significant risk of causing a material adjustment to the carrying amounts of assets and liabilities and the reported amounts of revenue and expenses within the next financial year are discussed below.

(i) Impairment of investments in subsidiaries

At the end of each financial year, an assessment is made on whether there are indications of impairment in the investments in subsidiaries. The management's assessment of indicators is based on the expected future cash flows for the subsidiaries. The Company's carrying amount of investments in subsidiaries as at 31 December 2021 is as disclosed in Note 8 to the financial statements.

(ii) Impairment of goodwill, intellectual property and unfinished contracts

Management performs impairment test on goodwill on an annual basis and whenever there is indication that they may be impaired. Intellectual property and unfinished contracts are assessed for impairment when there is indication that they may be impaired. The process of evaluating the potential impairment of goodwill, intellectual property and unfinished contracts is subjective and requires significant judgement and estimates. Management estimates the recoverable amount based on the expected future cash flows from the cash generating units to which the goodwill, intellectual property and unfinished contracts belong. The carrying values of the cash generating units are then compared against the recoverable amounts. Any excess of the carrying values over the discounted future cash flows are recognised as impairment loss in profit or loss. The carrying amounts of goodwill, intellectual property and unfinished contracts of the Group as at 31 December 2021 are disclosed in Note 7 to the financial statements.

4. Going concern

The Group incurred a net loss of approximately RM7,638,000 and had negative cash flows from operating activities of approximately RM6,043,000 for the financial year ended 31 December 2021.

The Directors of the Company are of the opinion that the going concern basis is appropriate in the preparation of the financial statements based on the following:

(a) Management has prepared a cash flow forecast which shows that the Company and the Group will have adequate funds for its operational requirements and to meet their debt obligations as and when they fall due for at least 12 months from the end of the financial year, having taken account of the funds available and cash flows to be generated from the operations and the potential effects of COVID-19 pandemic;

(b) Continued financial support from two Directors, Mr. Lim Chiau Woei and Mr. Lim Beng Chew, who have undertaken to provide adequate funds to enable the Group to meet its payment obligations as and when they fall due.

5. Property, plant and equipment

2021	Buildings RM'000	Furniture and fittings RM'000	Office equipment RM'000	Motor vehicles RM'000	Renovation RM'000	Plant and machinery RM'000	Road and infrastructure RM'000	Electrical installation works RM'000	Tools and equipment RM'000	Total RM'000
Group										
Cost										
Balance at 1 January 2021	1,052	52	47	403	86	3,436	20	54	23	5,173
Additions	1,223	–	67	–	–	–	–	–	–	1,290
Acquisition of subsidiary (Note 8)	32	–	30	–	–	–	–	–	–	62
Written off (Note 8)	(450)	(47)	–	–	(69)	–	(20)	(54)	(23)	(663)
Disposal	–	–	–	–	–	(911)	–	–	–	(911)
Balance at 31 December 2021	1,857	5	144	403	17	2,525	–	–	–	4,951
Accumulated depreciation and impairment losses										
Balance at 1 January 2021	133	48	42	243	69	1,358	3	29	16	1,941
Depreciation for the financial year (Note 21)	142	3	39	71	11	284	1	8	2	561
Written off (Note 8)	(75)	(46)	–	–	(66)	–	(4)	(37)	(18)	(246)
Disposal	–	–	–	–	–	(352)	–	–	–	(352)
Balance at 31 December 2021	200	5	81	314	14	1,290	–	–	–	1,904
Carrying amount										
Balance at 31 December 2021	1,657	–	63	89	3	1,235	–	–	–	3,047

5. Property, plant and equipment (Continued)

2020	Buildings RM'000	Furniture and fittings RM'000	Office equipment RM'000	Motor vehicles RM'000	Renovation RM'000	Plant and machinery RM'000	Road and infrastructure RM'000	Electrical installation works RM'000	Tools and equipment RM'000	Total RM'000
Group										
Cost										
Balance at 1 January 2020	6,955	123	677	1,424	560	13,747	1,372	54	23	24,935
Additions	–	1	24	–	–	544	–	–	–	569
Written off	–	–	(27)	–	–	–	–	–	–	(27)
Disposal	–	–	–	(56)	–	–	–	–	–	(56)
Disposal of subsidiaries	(5,903)	(72)	(627)	(965)	(474)	(10,855)	(1,352)	–	–	(20,248)
Balance at 31 December 2020	1,052	52	47	403	86	3,436	20	54	23	5,173
Accumulated depreciation and impairment losses										
Balance at 1 January 2020	1,521	108	563	760	438	5,243	288	19	13	8,953
Depreciation for the financial year (Note 21)	441	10	61	251	57	1,344	68	10	3	2,245
Written off	–	–	(8)	–	–	–	–	–	–	(8)
Disposal	–	–	–	(56)	–	–	–	–	–	(56)
Disposal of subsidiaries	(1,829)	(70)	(574)	(712)	(426)	(5,229)	(353)	–	–	(9,193)
Balance at 31 December 2020	133	48	42	243	69	1,358	3	29	16	1,941
Carrying amount										
Balance at 31 December 2020	919	4	5	160	17	2,078	17	25	7	3,232

5. Property, plant and equipment (Continued)

	Buildings RM'000	Office equipment RM'000	Total RM'000
Company			
Cost			
Balance at 1 January 2021	–	–	–
Additions	1,223	64	1,287
Balance at 31 December 2021	1,223	64	1,287
Accumulated depreciation			
Balance at 1 January 2021	–	–	–
Depreciation charged	67	30	97
Balance at 31 December 2021	67	30	97
Carrying amount			
Balance at 31 December 2021	1,156	34	1,190

Right-of-use of assets under leasing arrangements are presented together with the owned assets of the same class. Details of such leased assets are disclosed below and disclosures relating to lease arrangements are included under Note 15 to the financial statements.

Right-of-use assets classified within property, plant and equipment

	Buildings RM'000	Motor vehicles RM'000	Plant and machinery RM'000	Total RM'000
Group				
Cost				
Balance at 1 January 2021	151	395	963	1,509
Additions	1,223	–	–	1,223
Acquisition of subsidiary (Note 8)	32	–	–	32
Reclassification*	–	–	(963)	(963)
Balance at 31 December 2021	1,406	395	–	1,801
Accumulated depreciation				
Balance at 1 January 2021	78	239	295	612
Depreciation charged	122	70	11	203
Reclassification*	–	–	(306)	(306)
Balance at 31 December 2021	200	309	–	509
Carrying amount				
Balance at 31 December 2021	1,206	86	–	1,292

* Reclassification relates to right-of-use assets being transferred to property, plant and equipment owned by the Group due to full settlement of the related lease liabilities.

5. Property, plant and equipment (Continued)

Right-of-use assets classified within property, plant and equipment (Continued)

	Buildings RM'000	Motor vehicles RM'000	Plant and machinery RM'000	Total RM'000
Group				
Cost				
Balance at 1 January 2020	538	1,243	963	2,744
Additions	–	–	208	208
Disposal of subsidiaries	(387)	(848)	(208)	(1,443)
Balance at 31 December 2020	151	395	963	1,509
Accumulated depreciation				
Balance at 1 January 2020	138	584	199	921
Depreciation charged	143	248	98	489
Disposal of subsidiaries	(203)	(593)	(2)	(798)
Balance at 31 December 2020	78	239	295	612
Carrying amount				
Balance at 31 December 2020	73	156	668	897

	31.12.21 Buildings RM'000
Company	
Cost	
Balance at beginning of financial year	–
Additions	1,223
Balance at end of financial year	1,223
Accumulated depreciation	
Balance at beginning of financial year	–
Depreciation for the financial year	67
Balance at end of financial year	67
Carrying amount	
Balance at end of financial year	1,156

5. Property, plant and equipment (Continued)

Right-of-use assets classified within property, plant and equipment (Continued)

The Group leases a number of buildings (i.e. office premises), motor vehicles and plant and machinery with fixed payments over the lease terms.

For the purpose of consolidated statement of cash flows, the Group's additions to property, plant and equipment were financed as follows:

	Group	
	31.12.21	31.12.20
	RM'000	RM'000
Additions to property, plant and equipment	1,290	569
Acquired under lease arrangements (Note 15)	(1,223)	(208)
Cash payments for acquisition of property, plant and equipment	67	361

6. Mine properties

	Group	
	31.12.21	31.12.20
	RM'000	RM'000
Cost		
Balance at beginning of financial year	1,908	17,001
Written off (Note 8)	(1,712)	–
Disposal of subsidiaries	–	(15,093)
Balance at end of financial year	196	1,908
Accumulated amortisation		
Balance at beginning of financial year	639	2,038
Amortisation for financial year (Note 21)	132	530
Written off (Note 8)	(691)	–
Disposal of subsidiaries	–	(1,929)
Balance at end of financial year	80	639
Carrying amount		
Balance at end of financial year	116	1,269

7. Intangible assets

	Group			
	Goodwill RM'000	Intellectual property RM'000	Unfinished contracts RM'000	Total RM'000
2021				
Cost				
At 1 January 2021	–	–	–	–
Acquisition of subsidiaries (Note 8)	10,202	956	345	11,503
Currency translation	24	–	–	24
At 31 December 2021	10,226	956	345	11,527
Accumulated amortisation and impairment				
At 1 January 2021	–	–	–	–
Amortisation charged (Note 21)	–	14	6	20
At 31 December 2021	–	14	6	20
Carrying amount				
At 31 December 2021	10,226	942	339	11,507

The remaining useful life of the intellectual property is 10 years and unfinished contracts is over 1 to 2 years as at the end of the financial year.

Goodwill and impairment

Upon the completion of acquisition of APEC Solutions Group as disclosed in Note 8 to the financial statements, the Group engaged an external valuer to perform the purchase price allocation ("PPA") to determine the fair value of the identifiable assets and liabilities assumed as at date of acquisition, including the intangible assets identified for this acquisition.

Based on the PPA report, goodwill, intellectual property and unfinished contracts were recognised in relation to the acquisition. The goodwill represents an excess on the cost of the acquisition over the estimated fair value of the net identifiable assets of APEC Solutions Group at date of acquisition. The intellectual property represents a decentralised business operating system that could be implemented in the automobile, logistic and courier industries for both service operators, retail customers and any mobility stakeholders. The unfinished contracts represents a series of service contracts that are expected to continue to generate future potential economic benefits.

The Group is required to test, on an annual basis, whether goodwill has suffered any impairment. The use of this method requires the estimation of future cash flows and determination of a discount rate in order to calculate the present value of the cash flows.

The recoverable amounts of the CGU are determined from value in use calculations based on cash flow forecasts based on financial budgets approved by management for the next 4 years and projection to terminal year.

7. Intangible assets (Continued)

Key assumptions used in the cash flow projections are discount rate, revenue and terminal growth rates as follow:

	31.12.21
Discount rate	34.9%
Revenue growth rate	16.5%
Terminal growth rate	1.5%

Management estimates discount rate using pre-tax rate that reflect current market assessments of the time value of money and risk specific to the CGU. Revenue and terminal growth rates were projected based on historical growth, past experience and management's best estimation of future business outlook. The terminal growth rate is used to extrapolate budgeted cash flows to terminal year.

As at the end of the reporting period, no impairment loss was recognised as the recoverable amount of the CGU was determined to be higher than its carrying amount.

Based on the sensitivity analysis performed on the key assumptions in the impairment testing, no reasonably possible change in any of the key assumptions would cause the carrying amounts of the CGU and the related goodwill to exceed their recoverable amount.

8. Investments in subsidiaries

	Company	
	31.12.21 RM'000	31.12.20 RM'000
Unquoted equity investments, at cost	139,132	139,132
Acquisition of a subsidiary	13,138	–
Additional investment in a subsidiary	1,999	–
Incorporation of a subsidiary	2,743	–
Liquidation of a subsidiary	(32)	–
Less: Accumulated impairment losses	(139,247)	(69,211)
	17,733	69,921
Accumulated impairment losses		
Balance at beginning of financial year	69,211	76,029
Impairment loss for financial year	70,068	31,880
Write off of impairment loss due to disposal of a subsidiary	–	(38,698)
Write off of impairment on liquidation of a subsidiary	(32)	–
Balance at end of financial year	139,247	69,211

During the financial year, GGTM Sdn. Bhd. ("GGTM") entered into negotiations with relevant authorities to reduce concession-related expenses and operating costs of the granite mining business in view of the current economic conditions in Malaysia and continuing uncertainty surrounding the COVID-19 pandemic. Subsequent to financial year end, GGTM entered into a supplemental agreement with the relevant authorities to amend certain provisions of the concession agreement to reduce the concession-related expenses and mining concession area which resulted in GGTM returning the mining concession rights of the Bukit Chetai granite quarry site to the relevant authorities.

8. Investments in subsidiaries (Continued)

In connection with the reduction of mining concession area, the Group wrote off approximately RM1,021,000 of related mine properties (Note 6), RM409,000 of property, plant and equipment (Note 5) and RM185,000 of inventories (Note 9). In addition, management also recognised impairment loss on the cost of investment in GGTM of approximately RM70,068,000 in the Company's profit or loss.

The recoverable amount of investment in GGTM (granite business) of approximately RM1,552,000 was determined based on the subsidiary's net tangible assets which approximates fair value less costs of disposal at level 3 of the fair value hierarchy.

In the previous financial year;

The Company carried out a review of the investment in subsidiaries, having regards for indicators of impairment on investment in GGTM Sdn. Bhd. ("GGTM") and Angka Marketing Pte. Ltd. ("AMPL") due to the losses reported by both subsidiaries.

The review of the recoverable amount of these subsidiaries for the financial year ended 31 December 2020 resulted in the following:

(a) Additional impairment loss of RM31,848,000 in the investment in GGTM, (granite business segment);

(b) Full impairment loss of RM32,000 in the investment in AMPL in the previous financial year as the subsidiary in the process of striking off; and

(c) Impairment loss of RM38,698,000 in the investment in AASB in the previous financial year was written off following the disposal of AASB and discontinuation of operations in the gold mining segment.

In the previous financial year, the recoverable amount of investment in GGTM of approximately RM69,621,000 was determined based on its value-in-use.

The particulars of the significant subsidiaries are as follows:

Name of company (Country of incorporation and principal place of business)	Proportion of ownership interest held 31.12.21 %	31.12.20 %	Principal activities
GGTM Sdn. Bhd.[1] (Malaysia)	100	100	Exploration, mining and production of dimension stone granites for sales as well as architectural stone and interior fit-out
APEC Solutions Pte Ltd[2] (Singapore)	100	–	Provision of IT consultancy, services and solutions and other investments
Custody Pte Ltd[3] (Singapore)	55	–	Provision of custodian services for digital assets

(1) Audited by BDO PLT, Malaysia, a member firm of BDO International Limited

(2) Audited by BDO LLP, Singapore

(3) Newly incorporated subsidiary on 15 September 2021, audited for the purpose of consolidation

8. Investments in subsidiaries (Continued)

Acquisition of APEC Solutions Pte Ltd and its subsidiaries ("APEC Solutions Group")

On 15 October 2021, the Company acquired 100% equity interest in APEC Solutions Group for a consideration of RM13,138,000 as part of the Group's diversification into the FinTech business. Upon the acquisition, APEC Solutions Pte Ltd and its subsidiaries became subsidiaries of the Group. The purchase consideration was satisfied by the issuance and allotment of an aggregate of 172,413,793 new ordinary shares of the Company.

The fair values of assets and liabilities from the acquisition had been determined based on fair value as at the date of acquisition as follows:

	Fair value recognised on date of acquisition RM'000
Property, plant and equipment	62
Trade and other receivables	584
Intangible assets	1,301
Prepayment	3
Cash and cash equivalents	1,548
	3,498
Trade and other payables	166
Lease liabilities	32
Deferred revenue	143
Deferred tax liabilities	221
	562
Net identifiable assets at fair value	2,936
Total consideration transferred	13,138
Goodwill (Note 7)	10,202

From the date of acquisition, APEC Solutions Group has contributed approximately RM608,000 and RM51,000 to the revenue and loss net of tax of the Group respectively. If the combination had taken place at the beginning of the financial year, the Group's revenue and loss, net of tax would have been RM1,795,000 and RM7,712,000 respectively.

Goodwill of RM10,202,000 arising from the acquisition is attributable to the FinTech segment in Singapore and the expected synergies from combining the FinTech operations of the Group with those of APEC Solutions group.

None of the goodwill is expected to be deductible for tax purposes.

Transaction costs related to the acquisition of approximately RM186,000 have been recognised in the "Other expenses" line item in the Group's profit or loss for the year ended 31 December 2021.

8. Investments in subsidiaries (Continued)

Effects on cash flows of the Group

	RM'000
Consideration for acquisition of 100% equity interest	13,138
- Non-cash consideration[1]	(13,138)
Consideration settled in cash	–
Add: Cash and cash equivalent of subsidiaries acquired	1,548
Net cash inflow on acquisition	1,548

(1) The non-cash consideration for the acquisition consists of the issuance of 172,413,793 new ordinary shares of the Company of SGD0.025 per share (equivalent to approximately RM0.076 per share), representing the market share price at the date of acquisition on 15 October 2021.

During the financial year, the Company increased its investment in GGTM by way of capitalising the amount due RM1,999,000 by GGTM to the Company.

Transactions with non-controlling interests

On 15 September 2021, the Company incorporated Custody Plus Pte. Ltd. (Note 12) and subscribed for a 55% equity interest for a consideration of S$900,001 (approximately RM2,743,000) in accordance to the shareholders' agreement. The excess of the consideration paid of RM867,000 over the carrying amount of this subsidiary is recognised in equity.

Non-controlling interest

Summarised financial information in relation to the subsidiary that has non-controlling interest ("NCI") that is material to the Group, before intra-group eliminations and together with amounts attributed to NCI, is presented below:

	Custody Plus Pte. Ltd. 2021 RM'000
Revenue	–
Loss for the financial year	(389)
Total comprehensive income allocated to NCI	(175)
Assets:	
Other receivables	2,692
Accumulated non-controlling interests	1,212

The cash flow information of the subsidiary has not been presented as the subsidiary is in the process of setting up its bank account as at 31 December 2021.

9. Inventories

	Group	
	31.12.21	31.12.20
	RM'000	RM'000
Raw materials	29	185
Consumables	122	132
	151	317

During the financial year, the Group carried out a review of realisable values of its inventories has made allowance for written down of inventories of approximately RM185,000 (2020: NIL) as an expense and included in "Changes in inventories" line item in profit or loss for the financial year.

10. Trade and other receivables

	Group		Company	
	31.12.21	31.12.20	31.12.21	31.12.20
	RM'000	RM'000	RM'000	RM'000
		(Restated)		
Trade receivables				
- third parties	1,455	4,170	–	–
Less: Loss allowance	(658)	(1,154)	–	–
Sub-total	797	3,016	–	–
Other receivables				
- third parties	–	269	–	–
- subsidiaries	–	–	–	5,600
- related party	365	–		
Less: Loss allowance	–	–	–	(3,740)
Unbilled receivables	197	–	–	–
GST recoverable, net	–	3	–	–
Deposits	314	119	152	–
	876	391	152	1,860
	1,673	3,407	152	1,860

Included in trade receivables at 31 December 2020 are retention sum of RM1,455,000 relating to contract works. Retention sums were fully collected during the current financial year.

The non-trade amounts due from subsidiaries and related party are unsecured, non-interest bearing and repayable on demand. During the financial year, the non-trade amounts due from subsidiaries were fully settled.

10. Trade and other receivables (Continued)

Deposits mainly relate to refundable rental deposits for office premises and equipment and mining concession rights.

The lifetime expected loss allowance for the Group's trade receivables is as follows:

	Current RM'000	More than 30 days past due RM'000	More than 60 days past due RM'000	More than 120 days past due RM'000	Total RM'000
2021					
Expected loss rate	0%	0%	0%	68%	
Gross carrying amount					
- Trade receivables	58	215	211	971	1,455
Loss allowance	–	–	–	658	658
2020					
Expected loss rate	0%	0%	0%	20%	
Gross carrying amount					
- Trade receivables	3	–	–	4,167	4,170
Loss allowance	–	–	–	1,154	1,154

Movement in the loss allowance for trade receivables is as follows:

	Group 2021 RM'000	Group 2020 RM'000
Balance at beginning of financial year	1,154	1,301
Loss allowance (reversed)/recognised (Note 20 and Note 25)	(496)	513
Disposal of subsidiaries	–	(660)
Balance at end of financial year	658	1,154

The Group applies the simplified approach to measure the expected credit losses for trade receivables. To measure expected credit losses on a collective basis, trade receivables excluding those determined to be credit-impaired are grouped based on similar credit risk and ageing.

The expected loss rates are based on the Group's historical credit losses experienced. The historical loss rates are then adjusted for current and forward-looking information on macroeconomic factors affecting the Group's customers.

Other receivables from third parties are considered to be a low credit risk and subject to immaterial credit loss. Credit risk for these assets has not increased significantly since their initial recognition.

10. Trade and other receivables (Continued)

The currency profiles of trade and other receivables as at the end of the reporting period are as follows:

	Group		Company	
	31.12.21	31.12.20	31.12.21	31.12.20
	RM'000	RM'000	RM'000	RM'000
		(Restated)		
Ringgit Malaysia	480	3,407	–	1,860
United States dollar	–	–	–	–
Singapore dollar	1,193	–	152	–
	1,673	3,407	152	1,860

11. Cash and cash equivalents

	Group		Company	
	31.12.21	31.12.20	31.12.21	31.12.20
	RM'000	RM'000	RM'000	RM'000
Fixed deposits	–	322	–	–
Bank balances	6,215	2,313	3,743	1,258
	6,215	2,635	3,743	1,258

Fixed deposits bear an effective interest rate of 2.65% (2020: 2.65%) per annum with maturity of one (2020: one) month during the financial year.

The currency profiles of cash and cash equivalents as at the end of the reporting period are as follows:

	Group		Company	
	31.12.21	31.12.20	31.12.21	31.12.20
	RM'000	RM'000	RM'000	RM'000
Ringgit Malaysia	1,321	1,375	–	–
Singapore dollar	4,894	1,260	3,743	1,258
	6,215	2,635	3,743	1,258

12. Share capital

	Group and Company			
	31.12.21	31.12.20	31.12.21	31.12.20
	Number of ordinary shares		RM'000	
Issued and fully-paid:				
At beginning of financial year	1,663,993,116	1,244,282,813	265,102	257,987
Issuance of new shares	2,886,088,985	419,710,303	33,493	7,115
At end of financial year	4,550,082,101	1,663,993,116	298,595	265,102

The holders of ordinary shares are entitled to receive dividends as and when declared by the Company. All ordinary shares have no par value and carry one vote per share without restriction.

During the financial year ended 31 December 2021, 2,886,088,985 new ordinary shares amounting to approximately RM33,493,000 were issued for the activities as below:

(a) On 9 Feb 2021, the Company issued 2,427,293,288 new ordinary shares in the Company for an aggregate consideration of approximately RM10,740,000 for settlement of loan and interest accrued, extended by Lim Beng Chew, Tang Yao Zhi, Tan Soo Kia and Lee Teck to the Company (collectively the "Lenders") (Note 16).

(b) On 9 Feb 2021, the Company issued 176,174,497 new ordinary shares in the Company for an aggregate consideration of approximately RM780,000 as payment for introducer fee for introducing the Lenders to the Company.

(c) On 28 May 2021, the Company issued 99,096,296 new ordinary shares in the Company for an aggregate consideration of approximately RM7,943,000 pursuant to an agreement entered into with a group of investors for the purpose of acquiring 55% equity interest in Custody Plus Pte. Ltd. (Note 8).

(d) On 15 October 2021, the Company issued 172,413,793 new ordinary shares in the Company for an aggregate consideration of approximately RM13,138,000 for acquisition of 100% paid-up share capital of APEC Solutions Pte. Ltd. (Note 8).

(e) On 26 November 2021, the Company issued first tranche of 11,111,111 new ordinary shares in the Company amounting to approximately RM892,000 as prepayment to a third party in relation to a licensing agreement of a software platform.

13. Other reserves

	Group	
	31.12.21	31.12.20
Merger reserve (1)	(118,294)	(118,294)
Other reserves (2)	(867)	–
Total	(119,161)	(118,294)

(1) Merger reserve represents the differences between the consideration paid and the issued share capital of subsidiaries acquired under common control that are accounted for by applying the "pooling-of-interest" method. Upon disposal of a subsidiary acquired under common control, the related merger reserve will be transferred to accumulated losses.

(2) Other reserve represents the excess of consideration paid over the Group's equity interest in a subsidiary (Note 8).

14. Currency translation reserve

The currency translation reserve of the Group represents foreign exchange differences arising from the translation of the financial statements of foreign operations whose functional currencies are different from that of the Group's presentation currency. This is non-distributable and the movements in this account are set out in the statements of changes in equity.

15. Lease liabilities

	Group		Company	
	31.12.21	**31.12.20**	**31.12.21**	**31.12.20**
	RM'000	**RM'000**	**RM'000**	**RM'000**
At 1 January	754	1,506	–	–
Additions (Note 5)	1,223	208	1,223	–
Acquisition of subsidiary (Note 8)	32	–	–	–
Interest expenses	46	60	11	–
Lease payments				
- Principal portion	(304)	(354)	–	–
- Interest portion	(35)	(60)	–	–
Exchange difference	(3)	–	(3)	–
Termination of lease	(302)	–	–	–
Disposal of subsidiaries	–	(606)	–	–
At 31 December	1,411	754	1,231	–

The maturity analysis of lease liabilities of the Group at each reporting date are as follows:

	Group		Company	
	31.12.21	**31.12.20**	**31.12.21**	**31.12.20**
	RM'000	**RM'000**	**RM'000**	**RM'000**
Minimum lease payments due				
- Not later than one financial year	553	312	444	–
- Between one financial year and five financial years	971	520	889	–
- Later than five financial years	–	5	–	–
	1,524	837	1,333	–
Less: Future interest expense	(113)	(83)	(102)	–
Present value of lease liabilities	1,411	754	1,231	–
Presented in consolidated statement of financial position:				
- Non-current	920	488	842	–
- Current	491	266	389	–
	1,411	754	1,231	–

The lease term ranges from 1 to 5 (2020: 1 to 6) years for the financial year ended 31 December 2021. The effective interest rates for the lease liabilities ranges from 2.78% to 5.3% (2020: 5.14% to 9.29%) per annum for the financial year ended 31 December 2021.

15. Lease liabilities (Continued)

Interest rates are fixed at the contract date and thus do not expose the Group to fair value interest rate risk. All finance lease is on a fixed repayment basis and no arrangements have been entered into for contingent rental payments.

Certain leases of the Group are secured over the right-of-use assets. The right-of-use assets with a carrying amount of RM86,000 (2020: RM824,000) (Note 5) are secured over the lease liabilities of RM163,000 (2020: RM678,000).

The total cash outflow at Group level from continuing operations in respect of leases amounted to RM304,000 (2020: RM133,000). In the previous financial year, the total cash outflow at Group level from discontinuing operations in respect of leases amounted to RM245,000.

The currency profile of lease liabilities as at the end of the reporting period are as followed:

	Group		Company	
	31.12.21 RM'000	**31.12.20 RM'000**	**31.12.21 RM'000**	**31.12.20 RM'000**
Ringgit Malaysia	163	–	–	–
Singapore dollar	1,248	754	1,231	–
	1,411	754	1.231	–

16. Borrowings

	Group		Company	
	31.12.21 RM'000	**31.12.20 RM'000**	**31.12.21 RM'000**	**31.12.20 RM'000**
Current liabilities				
Unsecured term loan	–	10,863	–	10,863

Unsecured term loan

The Company had on 16 October 2020 entered into a loan agreement with Lim Beng Chew, Tang Yao Zhi, Tan Soo Kia and Lee Teck (collectively, the "Lenders") for an unsecured term loan of S$3,500,000 which bears interest at 10% per annum and is repayable within 4 months from date of agreement 16 October 2020.

On 16 October 2020, the Company had drawn down the unsecured term loan of S$3,500,000 (approximately RM10,689,000).

On 30 December 2020, the Company entered into deeds of settlement with the Lenders to repay the unsecured term loan.

On 9 February 2021, the Company issued 2,427,293,288 new ordinary shares in the Company for settlement of unsecured term loan and accrued interest of RM10,740,000 extended by the Lenders (Note 12).

17. Deferred tax liabilities

	Group		Company	
	31.12.21	31.12.20	31.12.21	31.12.20
	RM'000	RM'000	RM'000	RM'000
Balance as at the beginning of the financial year	–	–	–	–
Arising from acquisition of a subsidiary (Note 8)	221	–	–	–
Credited to profit or loss	(3)	–	–	–
Balances as at the end of financial year	218	–	–	–

Deferred tax liabilities arise as a result of temporary differences between the tax written down values and carrying amounts of the following computed at domestic income tax rate:

	Intangible asset RM'000	Total RM'000
Group		
Balance as at 1 January 2021	–	–
Arising from acquisition of a subsidiary (Note 8)	221	221
Credited to profit or loss	(3)	(3)
Balance as at 31 December 2021	218	218

18. Trade and other payables

	Group		Company	
	31.12.21	31.12.20	31.12.21	31.12.20
	RM'000	RM'000	RM'000	RM'000
		(Restated)		
Trade payables				
- third parties	155	3,037	–	–
Non-trade payables				
- third parties	822	2,057	91	20
- subsidiaries	–	–	1,674	300
Amount owing to director	747	–	–	–
Accrued expenses	1,477	1,319	1,109	185
Deferred revenue	197	–	–	–
	3,398	6,413	2,874	505

Trade payables are unsecured, non-interest bearing and are normally settled between 30 to 60 days' (2020: 30 to 60 days') terms.

The non-trade amounts due to third parties, subsidiaries and amount owing to director are unsecured, non-interest bearing and repayable on demand.

The currency profiles of trade and other payables as at the end of the reporting period are as follows:

	Group		Company	
	31.12.21	31.12.20	31.12.21	31.12.20
	RM'000	RM'000	RM'000	RM'000
		(Restated)		
Ringgit Malaysia	444	6,246	300	353
Singapore dollar	2,954	167	2,574	152
	3,398	6,413	2,874	505

19. Revenue

The Group's business are not affected significantly by seasonal or cyclical factors during the financial period.

Disaggregation of revenue

The Group has disaggregated revenue into various categories in the following table which is intended to:

- depict how the nature, amount, timing and uncertainty of revenue and cash flows are affected by economic data; and
- enable users to understand the relationship with revenue segment information provided in Note 30 to the financial statements.

	Group					
	Continuing operations		Discontinued operations		Total	
	2021 RM'000	2020 RM'000	2021 RM'000	2020 RM'000	2021 RM'000	2020 RM'000
Primary geographical markets						
Singapore	608	–	–	–	608	–
Malaysia	24	85	–	–	24	85
Indonesia	–	49	–	–	–	49
China	–	–	–	5,561	–	5,561
	632	134	–	5,561	632	5,695
Timing of transfer of goods and services						
Over time	608	–	–	–	608	–
Point in time	24	134	–	5,561	24	5,695
	632	134	–	5,561	632	5,695
Type of goods or services						
Advisory, consultancy and management services	608	–	–	–	608	–
Sale of goods	24	134	–	5,561	24	5,695
	632	134	–	5,561	632	5,695

20. Other income

	Group					
	Continuing operations		Discontinued operations		Total	
	2021 RM'000	2020 RM'000	2021 RM'000	2020 RM'000	2021 RM'000	2020 RM'000
Interest income	–	8	–	–	–	8
Royalty	–	–	–	880	–	880
Rental	–	43	–	9	–	52
Government grant	205	79	–	76	205	155
Insurance claim	–	96	–	–	–	96
Reversal of impairment losses on:						
- Trade receivable (Note 10)	496	–	–	–	496	–
Management fee	149	–	–	–	149	–
Gain on settlement of claims and disputes	1,674	–	–	–	1,674	–
Others	260	55	–	53	260	108
	2,784	281	–	1,018	2,784	1,299

The Company's wholly-owned subsidiary, GGTM had on 22 July 2016 entered into a joint venture consortium agreement with Eco Interiors International Sdn. Bhd. to form an unincorporated joint venture consortium, GGT Manufacturing Eco JV ("Consortium") to carry out the interior fit out business. The Consortium had appointed Eco Group International Sdn Bhd ("EGI") as contractor in relation to the interior design, construction work and services for a particular hotel project. Consortium is involved in a contractor's progress claim dispute with EGI.

During the financial year, the Group's subsidiary, GGTM, entered into a settlement agreement with EGI for the settlement of all claims and disputes and recognised a gain on settlement of approximately RM1,674,000 and a reversal of provision of approximately RM496,000 made previously of related receivables.

21. Depreciation and amortisation expenses

	Group					
	Continuing operations		Discontinued operations		Total	
	2021 RM'000	2020 RM'000	2021 RM'000	2020 RM'000	2021 RM'000	2020 RM'000
Depreciation of property, plant and equipment (Note 5)	561	535	–	1,710	561	2,245
Amortisation of mine properties (Note 6)	132	144	–	386	132	530
Amortisation of intangible assets (Note 7)	20	–	–	–	20	–
	713	679	–	2,096	713	2,775

22. Employee benefits expense

	Group					
	Continuing operations		Discontinued operations		Total	
	2021	2020	2021	2020	2021	2020
	RM'000	RM'000	RM'000	RM'000	RM'000	RM'000
Salaries, wages, bonuses and other benefits	3,623	1,698	–	1,344	3,623	3,042
Contributions to defined contribution plans	389	53	–	168	389	221
	4,012	1,751	–	1,512	4,012	3,263

Included in employee benefits expense are the remuneration of Directors of the Company and a subsidiary and key management personnel of the Group as set out in Note 29 to the financial statements.

23. Lease expenses

	Group					
	Continuing operations		Discontinued operations		Total	
	2021	2020	2021	2020	2021	2020
	RM'000	RM'000	RM'000	RM'000	RM'000	RM'000
Lease expenses						
– short term leases	126	30	–	20	126	50
– low asset value	–	1	–	4	–	5
	126	31	–	24	126	55

24. Finance costs

	Group					
	Continuing operations		Discontinued operations		Total	
	2021	2020	2021	2020	2021	2020
	RM'000	RM'000	RM'000	RM'000	RM'000	RM'000
Interest expense						
- lease liabilities	46	34	–	26	46	60
- guaranteed bonds	–	855	–	–	–	855
- exchangeable bonds	–	661	–	–	–	661
- non-guaranteed bonds	–	507	–	–	–	507
- unsecured term loan	130	225	–	–	130	225
	176	2,282	–	26	176	2,308

25. Loss before income tax

In addition to the charges and credits disclosed elsewhere in the notes to the financial statements, the above includes the following charges:

	Group					
	Continuing operations		Discontinued operations		Total	
	2021 RM'000	2020 RM'000	2021 RM'000	2020 RM'000	2021 RM'000	2020 RM'000
Other expenses						
Audit fees paid/payable to:						
- auditors of the Company	313	147	–	–	313	147
- other auditors	17	16	–	24	17	40
Non-audit fees paid/payable to:						
- auditors of the Company	10	13	–	–	10	13
- other auditors	9	9	–	7	9	16
Foreign exchange loss/(gain), net	210	58	–	(1)	210	57
Inventories written off	185	–	–	–	185	–
Plant and equipment written off	417	19	–	–	417	19
Professional fees	1,728	1,742	–	145	1,728	1,887
Repair and maintenance	104	115	–	26	104	141
Security charges	31	26	–	97	31	123
Travelling and accommodation	7	19	–	41	7	60
Utilities	7	10	–	834	7	844
Loss/(Gain) on disposal of property, plant and equipment	211	(3)	–	–	211	(3)
Loss allowance on third party trade receivables	–	513	–	4,568	–	5,081
Mines properties written off	1,021	–	–	–	1,021	–

26. Income tax

	Group					
	Continuing operations		Discontinued operations		Total	
	2021 RM'000	2020 RM'000	2021 RM'000	2020 RM'000	2021 RM'000	2020 RM'000
Current income tax	–	–	–	–	–	–
Deferred tax						
– Current financial year	3	–	–	–	3	–
	3	–	–	–	3	–

The Group has significant operations in Malaysia, for which the corporate income tax rate applicable is 24% (2020: 24%). The Company's corporate income tax rate in Singapore is 17% (2020: 17%).

26. Income tax (Continued)

The income tax expense varied from the amount of income tax expense determined by applying the applicable income tax rate of 17% (2020: 17%) to loss before income tax as a result of the following differences:

	Group	
	2021	2020
	RM'000	RM'000
		(Restated)
Loss before income tax from continuing operations	(7,641)	(8,036)
Loss before income tax from discontinued operations	–	(10,146)
	(7,641)	(18,182)
Income tax calculated at Singapore's statutory income tax rate of 17% (2020: 17%)	(1,299)	(3,091)
Effect of different tax rate in other countries	(73)	(548)
Effect of income not subject to tax	(31)	–
Tax effect of non-deductible expenses for income tax purposes	1,438	3,377
Utilisation of previously unrecognised tax losses	(32)	–
Deferred tax assets not recognised	–	262
	3	–

Unrecognised deferred tax assets

	Group	
	2021	2020
	RM'000	RM'000
Balance at beginning of financial year	1,888	9,164
Disposal of subsidiaries	–	(7,538)
Utilisation of previously unrecognised tax losses	(32)	–
Amount not recognised during the financial year	–	262
Balance at end of financial year	1,856	1,888

Unrecognised deferred tax assets are attributable to the following:

	Group	
	2021	2020
	RM'000	RM'000
Accelerated tax depreciation	(264)	(329)
Unutilised tax losses	1,575	1,575
Unabsorbed capital allowances	545	642
	1,856	1,888

26. Income tax (Continued)

As at 31 December 2021, the Group has unutilised tax losses and unabsorbed capital allowances of approximately RM6,563,000 (2020: RM6,563,000) and RM2,270,000 (2020: RM2,644,000) respectively available for offset against future taxable profits and subject to the agreement by the tax authorities and provisions of the tax legislations of the respective countries in which the Group operates.

These deferred tax assets have not been recognised as it is not certain whether future taxable profits will be available against which the Group can utilise these benefits. Accordingly, these deferred tax assets have not been recognised in the financial statements in accordance with the accounting policy in Note 2.16 to the financial statements.

The unutilised tax losses of Malaysian subsidiaries may be carried forward for a maximum period of 10 years in accordance with the provision in Malaysian's Finance Act 2021 and the unutilised tax losses of Singapore subsidiaries may be carried indefinitely subject to the conditions imposed by the law.

The expiry dates of the unutilised tax losses of the Malaysian subsidiaries are as follows:

	Group	
	2021	**2020**
	RM'000	**RM'000**
Expiring on 31 December 2028	3,330	3,330
Expiring on 31 December 2029	2,486	2,486
Expiring on 31 December 2030	747	747
	6,563	6,563

27. Discontinued operations

On 28 December 2020, the Company completed the settlement of bonds by way of transfer of the entire issued and paid up share capital of a wholly-owned subsidiary of the Company, Angka Alamjaya Sdn. Bhd. ("AASB") to the bond holders. AASB and its wholly-owned subsidiary, Angka Mining Sdn. Bhd., have therefore ceased to be subsidiaries of the Company as at that date.

In accordance with SFRS(I) 5 Non-current Assets Held for Sale and Discontinued Operations, the results from AASB and its subsidiary were presented separately on the consolidated statement of comprehensive income as "Discontinued operations". The operations were part of the Group's gold mining segment.

27. Discontinued operations (Continued)

The results of the discontinued operations are as follows:

	Group 2020 RM'000
Revenue	5,561
Other income	1,018
Raw materials and consumables used	(310)
Changes in inventories	–
Contractors expenses	(1,112)
Royalty fees	(1,142)
Depreciation and amortisation expenses	(2,096)
Employee benefits expenses	(1,512)
Lease expenses	(24)
Other expenses	(1,610)
Loss allowance on third party trade receivables	(4,568)
Finance costs	(26)
Loss before income tax from discontinued operations	(5,821)
Income tax expense	–
Loss after income tax from discontinued operations	(5,821)
Loss on disposal of subsidiaries	(4,325)
Loss from discontinued operations, net of tax	(10,146)

The impact of the discontinued operations on the cash flows of the Group is as follows:

	Group 2020 RM'000
Operating cash inflows	543
Investing cash outflows	(343)
Financing cash outflows	(221)
Total cash outflows	(21)

27. Discontinued operations (Continued)

Disposal of net identifiable assets of subsidiaries:

	Group 2020 RM'000
Property, plant and equipment	11,055
Mine properties	13,164
Inventories	139
Trade and other receivables	905
Prepayments	46
Cash and cash equivalents	24
Lease liabilities	(606)
Trade and other payables	(5,351)
Net identifiable assets derecognised	19,376
Loss on disposal of subsidiaries (Note 8)	(4,325)
Net cashflows on disposal of subsidiaries	
Total disposal consideration	15,051
Less: Settlement of bonds	(13,084)
Less: Cash and cash equivalents of subsidiaries	(24)
Net cash inflows on disposal of subsidiaries	1,943

28. Loss per share

The calculation for loss per share is based on:

	2021			2020		
	Continuing operations RM'000	Discontinued operations RM'000	Total RM'000	Continuing operations RM'000 (Restated)	Discontinued operations RM'000	Total RM'000 (Restated)
Numerator						
Loss attributable to owners of the parent	(7,463)	–	(7,463)	(8,036)	(10,146)	(18,182)
Denominator						
Weighted average number of ordinary shares in issue during the financial year	4,078,501,821	–	4,078,501,821	1,324,213,477	1,324,213,477	1,324,213,477
Loss per share (RM sen)						
Basic/diluted loss per share	(0.18)	–	(0.18)	(0.60)	(0.77)	(1.37)

The calculations of basic loss per share for the relevant periods are based on loss attributable to owners of the Company for the financial years ended 31 December 2021 and 31 December 2020 divided by the weighted average number of ordinary shares in the relevant periods.

Diluted loss per share is the same as the basic loss per share because the potential ordinary shares to be converted are anti-dilutive as the effect of the shares conversion would be to decrease the loss per share.

29. Significant related party transactions

For the purpose of these financial statements, parties are considered to be related to the Group and the Company if the Group and the Company have the ability, directly or indirectly, to control the party or exercise significant influence over the party in making financial and operating decisions, or vice versa, or where the Group and the Company and the party are subject to common control or common significant influence. Related parties may be individuals or other entities.

In addition to the related party information disclosed elsewhere in the financial statements, the following were significant related party transactions at rates and terms agreed between the Group and the Company with their related parties during the financial year:

	Group		Company	
	2021 RM'000	2020 RM'000	2021 RM'000	2020 RM'000
With a Director of the Company				
Payments of lease liabilities	44	140	44	–
With subsidiaries				
Payment on behalf of	–	–	1,321	479
Payment on behalf by	–	–	92	318
Advances to subsidiaries	–	–	294	1,244
Repayment from subsidiaries	–	–	63	–
Subscription of share of a subsidiary	–	–	3,092	–
Management fee	–	–	396	–
Capitalisation of amount owing from a subsidiary as equity	–	–	1,999	14,560
With related parties				
Management fees charged to	149	–	–	–

As at 31 December 2021 and 31 December 2020, the outstanding balances in respect of the above transactions are disclosed in Notes 10 and 18 to the financial statements.

Compensation of key management personnel

Key management personnel are directors of the Company and subsidiaries and those persons having authority and responsibility for planning, directing and controlling the activities of the Group, directly, or indirectly.

The remuneration of Directors and other members of the key management personnel of the Group and the Company during the financial year was as follows:

	Group		Company	
	2021 RM'000	2020 RM'000	2021 RM'000	2020 RM'000
Directors of the Company				
- short-term employee benefits	978	1,023	978	987
- post-employment benefits	20	24	20	19
- Directors' fees	411	511	324	293
	1,409	1,558	1,322	1,299
Directors of the subsidiaries				
- short-term employee benefits	127	–	–	–
- post-employment benefits	21	–	–	–
- Director's fees	72	126	–	–
	220	126	–	–

29. Significant related party transactions (Continued)

Compensation of key management personnel (Continued)

	Group 2021 RM'000	Group 2020 RM'000
Key management personnel		
- short-term employee benefits	542	513
- post-employment benefits	28	63
	570	576

30. Segment information

Business segments

For management purposes, the Group is organised into business units based on their products and services. The Group's reportable segments are as follows:

(i) FinTech Business – provision of advisory, consultancy and/or management services related to financial technology regulation and licensing as well as the adoption of financial technology strategies and technology; and

(ii) Granite business – exploration, mining, quarry extraction, processing and sales of granite products and dimension stone granites as well as architectural stone and interior fit-out.

(iii) Corporate & others – investment holding company as well as business and management consulting services.

Except as indicated above, no operating segments has been aggregated to form the above reportable segment. Management monitors the operating results of its business units separately for the purpose of making decisions about resource allocation and performance assessment. Segment results, assets and liabilities include items directly attributable to a segment as well as those that can be allocated on a reasonable basis. Unallocated items comprise corporate assets, liabilities and expenses.

Segment revenue and expenses include transfers between business segments that are eliminated on consolidation.

Geographical information

During the financial year ended 31 December 2021, the Group acquired APEC Solutions Group that provide software development, FinTech and IT services in Singapore, whilst the granite business is operated in Malaysia. In the previous financial year ended 31 December 2020, the Group operated mainly in Malaysia for the dimension stone business. Accordingly, an analysis of assets of the Group by geographical distribution has not been presented. Disaggregation of revenue based on primary geographical markets has been disclosed in Note 19 to the financial statements.

30. Segment information (Continued)

Major customers

During the financial year ended 31 December 2021, the revenue from a group of three customers in the FinTech segment business amounting to approximately RM452,000, representing approximately 72% of the Group's total revenue. In the financial year ended 31 December 2020, one customer of the Group's dimension stone segment amounting to approximately RM85,000 representing approximately 63% of the Group's total revenue arising from continuing operations.

The following table provides an analysis of the Group's revenue, results, assets, liabilities and other information by business segments:

	Gold mining 2021 RM'000	Granite business 2021 RM'000	FinTech 2021 RM'000	Corporate & others 2021 RM'000	Total 2021 RM'000	Gold mining 2020 RM'000	Granite business 2020 RM'000 (Restated)	Corporate & others 2020 RM'000	Total 2020 RM'000
Revenue									
Continuing operations	–	24	608	–	632	–	134	–	134
Discontinued operations	–	–	–	–	–	5,561	–	–	5,561
	–	24	608	–	632	5,561	134	–	5,695
Results									
Operating loss	–	(997)	(440)	(6,028)	(7,465)	–	(2,174)	(3,588)	(5,762)
Interest income	–	–	–	–	–	–	8	–	8
Interest expenses	–	(35)	–	(141)	(176)	–	(34)	(2,248)	(2,282)
Loss before income tax	–	(1,032)	(440)	(6,169)	(7,641)	–	(2,200)	(5,836)	(8,036)
Income tax credit	–	–	–	3	3	–	–	–	–
Loss after income tax from continuing operations	–	(1,032)	(440)	(6,166)	(7,638)	–	(2,200)	(5,836)	(8,036)
Loss from discontinued operations, net of tax (Note 27)	–	–	–	–	–	(10,146)	–	–	(10,146)
Loss for the financial year	–	(1,032)	(440)	(6,166)	(7,638)	(10,146)	(2,200)	(5,836)	(18,182)

30. Segment information (Continued)

The following table provides an analysis of the Group's revenue, results, assets, liabilities and other information by business segments: (Continued)

	Gold mining 31.12.2021 RM'000	Granite business 31.12.2021 RM'000	Fintech 31.12.2021 RM'000	Corporate & others 31.12.2021 RM'000	Total 31.12.2021 RM'000	Gold mining 31.12.2020 RM'000	Granite business 31.12.2020 RM'000	Corporate & others 31.12.2020 RM'000	Total 31.12.2020 RM'000
							(Restated)		
Segment assets	–	4,086	6,694	13,522	24,302	–	9,640	1,313	10,953
Segment liabilities	–	2,164	395	2,468	5,027	–	6,924	11,106	18,030
Other segment information									
Additions to non-current assets									
- Additions to intangible assets	–	–	11,503	–	11,503	–	–	–	–
- Property, plant and equipment	–	3	62	1,287	1,352	554	–	15	569
- Mine properties	–	–	–	–	–	–	–	–	–
Depreciation and amortisation expenses	–	(579)	(27)	(107)	(713)	(2,096)	(677)	(2)	(2,775)
Loss allowance for trade receivables	–	–	–	–	–	(4,568)	(513)	–	(5,081)
Loss on disposal of subsidiaries	–	–	–	–	–	(4,325)	–	–	(4,325)
Written off – property, plant and equipment	–	(417)	–	–	(417)	–	(2)	(17)	(19)

31. Financial instruments, financial risks and capital management

The Group's and the Company's activities expose them to credit risks, market risks (including foreign currency risks) and liquidity risks arising in the ordinary course of business. The Group's and the Company's overall risk management strategy seeks to minimise adverse effects from the volatility of financial markets on the Group's and the Company's financial performance.

The Board of Directors is responsible for setting the objectives and underlying principles of financial risk management for the Group and the Company. The management then establishes the detailed policies such as risk identification and measurement, exposure limits and hedging strategies, in accordance with the objectives and underlying principles approved by the Board of Directors.

The Group and the Company do not hold or issue derivative financial instruments for trading purposes or to hedge against fluctuations, if any, in interest rates and foreign exchange rates.

There has been no change to the Group's and the Company's exposure to these financial risks or the manner in which it manages and measures the risk. If necessary, market risk exposures are measured using sensitivity analysis indicated below.

31.1 Credit risks

Credit risks refer to the risk that counterparty will default on its contractual obligations resulting in a loss to the Group and the Company. The Group and the Company have adopted a policy of only dealing with creditworthy counterparties as a means of mitigating the risk of financial loss from defaults. The Group and the Company perform ongoing credit evaluation of its counterparties' financial condition and generally does not require collaterals.

The Group and the Company do not have any significant credit exposure to any single counterparty or any group of counterparties having similar characteristics except the Group and the Company have trade receivables from a third party and non-trade receivables from its subsidiaries amounting to approximately RM Nil (2020: RM2,973,000) and RM Nil (2020: RM1,860,000), respectively. Further disclosures regarding trade and other receivables are provided in Note 9 to the financial statements.

The carrying amounts of financial assets recorded in the financial statements, grossed up for any allowances for impairment losses, represents the Group's and the Company's maximum exposure to credit risks.

As the Group and the Company do not hold any collateral, the carrying amount of financial assets represents the maximum exposure to credit risk, except as follows:

	Company	
	31.12.21	**31.12.20**
	RM'000	**RM'000**
Corporate guarantee provided to banks for banking facilities of subsidiary which were utilised at end of reporting period (Note 16)	–	876

The Group's and the Company's major classes of financial assets are trade and other receivables and cash and cash equivalents.

31. Financial instruments, financial risks and capital management (Continued)

31.1 Credit risks (Continued)

Credit risk also arises from bank balances and deposits with banks and financial institutions. For banks and financial institutions, only independently rated parties with minimum rating "BBB+" are accepted.

Cash and cash equivalents

The cash and cash equivalents as at the end of the reporting period are held with the financial institutions with the following credit ratings:

	Group			Company	
	Rating	Bank balances RM'000	Short-term deposits RM'000	Rating	Bank balances RM'000
31.12.21					
International banks	BBB+	1,319	–	BBB+	–
Local banks	AA–	4,896	–	AA–	3,743
		6,215	–		3,743
31.12.20					
International banks	BBB+	1,053	322	BBB+	–
Local banks	AA–	1,260	–	AA–	1,258
		2,313	322		1,258

The credit ratings above are derived from Fitch Ratings. The Board of Directors monitors the credit ratings of counterparties regularly. Impairment of cash and cash equivalents has been measured based on 12-month expected credit loss model. At the reporting date, the Group and Company did not expect any credit losses from non-performance by the counterparties.

For the corporate guarantee issued, the Company has assessed that this subsidiary has sufficient financial capabilities to meet its contractual cash flows obligation in the near future hence, does not expect any material loss allowance under 12-month expected credit loss model.

31.2 Market risks

Foreign currency risks

The Group incurs foreign currency risk on transactions and balances that are denominated in currencies other than the functional currency of entities within the Group. The Group transacts business in various foreign currencies and therefore is exposed to foreign exchange risk mainly from Singapore dollar and United States dollar transactions.

31. Financial instruments, financial risks and capital management (Continued)

31.2 Market risks (Continued)

Foreign currency risks (Continued)

As at the end of the reporting period, the carrying amounts of monetary assets and monetary liabilities denominated in currencies other than the respective entities' functional currency are as follows:

	Group		Company	
	31.12.21	**31.12.20**	**31.12.21**	**31.12.20**
	RM'000	**RM'000**	**RM'000**	**RM'000**
Singapore dollars				
Total financial assets	6,087	1,260	3,895	1,258
Total financial liabilities	(4,005)	(11,784)	(3,805)	(11,015)
Intragroup financial liabilities	(1,374)	–	–	–
Currency exposure of financial (liabilities)/ assets net of those denominated in the respective entities' functional currencies	708	(10,524)	90	(9,757)

The Group has investments in foreign subsidiaries, whose net assets are exposed to currency translation risk. The Group does not currently designate its foreign currency denominated debt as a hedging instrument for the purpose of hedging the translation of its foreign operations.

Exposure to foreign currency risk is monitored on an ongoing basis in accordance with the Group's risk management policies to ensure that the net exposure is at an acceptable level.

Foreign currency sensitivity analysis

The following table details the sensitivity to a 2% change in Singapore dollar (2020: a 1% change in Singapore dollar) respectively against the functional currency of entities within the Group. The sensitivity rates above were used when reporting foreign currency risk internally to key management personnel and represents the management's assessment of the possible change in foreign exchange rates.

The sensitivity analysis includes only outstanding foreign currency denominated monetary items and adjusts their translation as at the end of the reporting period for 2% (2020: 1%) respectively, change in foreign currency rates.

The sensitivity analysis assumes an instantaneous change in the foreign currency exchange rates from the end of the reporting period, with all other variables held constant. The results of the model are also constrained by the fact that only monetary items, which is denominated in Singapore dollar is included in the analysis. Consequentially, reported changes in the values of some of the financial instruments impacting the results of the sensitivity analysis are not matched with the offsetting changes in the values of certain excluded items that those instruments are designed to finance or hedge.

31. Financial instruments, financial risks and capital management (Continued)

31.2 Market risks (Continued)

Foreign currency sensitivity analysis (Continued)

	Profit or loss			
	Group		Company	
	2021 RM'000	2020 RM'000	2021 RM'000	2020 RM'000
Singapore dollar				
Strengthens against Ringgit Malaysia	14	(105)	2	(98)
Weakens against Ringgit Malaysia	(14)	105	(2)	98

31.3 Liquidity risks

Liquidity risks refer to the risks in which the Group and the Company encounter difficulties in meeting short-term obligations. Liquidity risks are managed by matching the payment and receipt cycle.

The Group and the Company actively manage their operating cash flows so as to ensure that all payment needs are met. As part of overall prudent liquidity management, the Group and the Company minimise liquidity risk by ensuring the availability of funding through equity and maintain sufficient levels of cash to meet working capital requirements. The Company obtained a letter of financial support from the Director of the Company as disclosed in Note 4 to the financial statements.

Contractual maturity analysis

The following table details the Group's remaining contractual maturity for its non-derivative financial liabilities. The table has been drawn up based on undiscounted cash flows of financial liabilities based on the earlier of the contractual date or when the Group is expected to pay. The table includes both expected interest and principal cash flows.

	Within one financial year RM'000	After one financial year but within five financial years RM'000	More than five financial years RM'000	Total RM'000
Group				
31.12.21				
Financial liabilities				
Trade and other payables	3,201	–	–	3,201
Lease liabilities	553	971	–	1,524
	3,754	971	–	4,725

31. Financial instruments, financial risks and capital management (Continued)

31.3 Liquidity risks (Continued)

Contractual maturity analysis (Continued)

	Within one financial year RM'000 (Restated)	After one financial year but within five financial years RM'000 (Restated)	More than five financial years RM'000 (Restated)	Total RM'000 (Restated)
Group				
31.12.20				
Financial liabilities				
Trade and other payables	6,413	–	–	6,413
Lease liabilities	312	520	5	837
Unsecured term loan	11,035	–	–	11,035
	17,760	520	5	18,285

	Within one financial year RM'000	After one financial year but within five financial years RM'000	Total RM'000
Company			
31.12.21			
Financial liabilities			
Non-trade payables	2,874	–	2,874
Lease liabilities	444	889	1,333
	3,318	889	4,207

31. Financial instruments, financial risks and capital management (Continued)

31.3 Liquidity risks (Continued)

Contractual maturity analysis (Continued)

	Within one financial year RM'000	After one financial year but within five financial years RM'000	Total RM'000
Company			
31.12.20			
Financial liabilities			
Non-trade payables	505	–	505
Unsecured term loan	11,035	–	11,035
	11,540	–	11,540
Financial guarantee contracts	876	–	876

The disclosed amounts for the financial corporate guarantee represent the maximum amount of issued financial guarantees in the earliest period for which the guarantee could be called upon in the contracted maturity analysis.

31.4 Capital management policies and objectives

The Group and the Company manage capital to ensure that the Group and the Company are able to continue as a going concern and maintain an optimal capital structure so as to maximise shareholders' value. As mentioned in Note 4 to the financial statements, the Group is dependent on continued financial support from its two directors, Mr. Lim Chiau Woei and Mr. Lim Beng Chew.

The management reviews the capital structure to ensure that the Group and the Company are able to service any debt obligations (including principal repayment and interest) based on their operating cash flows. Upon review, the Group and the Company will balance their overall capital structure through new share issues and the issue of new debt or the redemption of existing debt, if necessary. The Group's and the Company's overall strategy remains unchanged from 31 December 2020.

The Group and the Company monitor capital based on a gearing ratio, which is net debt divided by total equity plus net debt. The Group and the Company include within net debt, trade and other payables, borrowings and lease liabilities less cash and cash equivalents. Total equity comprises of share capital plus reserves.

31. Financial instruments, financial risks and capital management (Continued)

31.4 Capital management policies and objectives (Continued)

	Group		Company	
	31.12.21 RM'000	31.12.20 RM'000 (Restated)	31.12.21 RM'000	31.12.20 RM'000
Trade and other payables	3,201	6,413	2,874	505
Borrowings	–	10,863	–	10,863
Lease liabilities	1,411	754	1,231	–
Less: Cash and cash equivalents	(6,215)	(2,635)	(3,743)	(1,258)
Net debt	(1,603)	15,395	362	10,110
Total equity	19,275	(7,077)	18,972	61,682
Capital and net debt	17,672	8,318	19,334	71,792
Gearing ratio	n.m.	185%	2%	14%

n.m - not meaningful

31.5 Fair values of financial assets and financial liabilities

The carrying amounts of the Group's and the Company's current financial assets and current financial liabilities approximate their respective fair values as at the end of the reporting period due to the relatively short-term maturity of these financial instruments.

The Group and the Company classifies fair value measurements using a fair value hierarchy that reflects the significance of the inputs used in making the measurements. The fair value hierarchy has the following levels:

- Level 1 - the fair values of financial assets and financial liabilities with standard terms and conditions and which trade in active liquid markets are determined with reference to quoted market prices;

- Level 2 - in the absence of quoted market prices, the fair values of the other financial assets and financial liabilities (excluding derivative instruments) are determined using the other observable inputs such as quoted prices for similar assets/liabilities in active markets, quoted prices for identical or similar assets/liabilities in non-active markets or inputs other than quoted prices that are observable for the asset or liability; and

- Level 3 - in the absence of observable inputs, the fair values of the remaining financial assets and financial liabilities (excluding derivatives instruments) are determined in accordance with generally accepted pricing models.

31. Financial instruments, financial risks and capital management (Continued)

31.6 Categories of financial instruments

The following table sets out the financial instruments as at the end of the reporting period:

	Group		Company	
	31.12.21 RM'000	**31.12.20 RM'000 (Restated)**	**31.12.21 RM'000**	**31.12.20 RM'000**
Financial assets at amortised cost				
Trade and other receivables (excluding advance payments and goods and services tax recoverable, net)	1,673	3,404	152	1,860
Cash and cash equivalents	6,215	2,635	3,743	1,258
	7,888	6,039	3,895	3,118
Financial liabilities at amortised cost				
Trade and other payables (excluding deferred revenue, net)	3,201	6,413	2,874	505
Lease liabilities	1,411	754	1.231	–
Borrowings	–	10,863	–	10,863
	4,612	18,030	4,105	11,368

32. Restatements and comparative figure

The prior financial year's comparative figures have been restated to adjust for misstatement in the accounting of mining concession related expenses of the Group's subsidiary company.

As a result of the above, certain line items have been restated in the statement of financial position and statement of comprehensive income as set out below:

The Group	As previously reported RM'000	Restatement RM'000	As restated RM'000
Consolidated statement of financial position as at 1 January 2020			
Current assets			
Trade and other receivables	7,400	(928)	6,472
Current liabilities			
Trade and other payables	(10,893)	(254)	(11,147)
Equity			
Accumulated losses	(150,192)	(1,182)	(151,374)
Consolidated statement of financial position as at 31 December 2020			
Current assets			
Trade and other receivables	4,337	(930)	3,407
Current liabilities			
Trade and other payables	(5,949)	(464)	(6,413)
Equity			
Accumulated losses	(152,517)	(1,394)	(153,911)
Statement of comprehensive income			
Other expenses	(2,757)	(212)	(2,969)
Loss for the financial year	(17,970)	(212)	(18,182)
Loss per share			
Loss per share (RM sen) basic/dilluted loss per share	(1.36)	(0.01)	(1.37)
Statements of cash flows			
Loss before income tax from continuing operations	(7,824)	(212)	(8,036)
Trade and other payables	699	212	911

33. Updates of COVID-19 outbreak on the Group's operations

The Granite Business comprise the Group's mining assets in Bukit Chetai and the greenfield Bukit Machang. The Granite Business has been halted since November 2019 due to COVID-19 pandemic. Since then, the Company had implemented various cost reduction measures to reduce the operating costs of the Granite Business.

In the Group's continued effort to reduce the operating costs of the Granite Business, the Group announced on 13 January 2022 that Perbadanan Memajukan Iktisad Negeri Terengganu (Terengganu State Economic Development Corporation) ("PMINT") had agreed, among others, to reduce quit rent payable to PMINT by reducing the mining concession area. As a result, the Group had returned the mining concession rights of the Bukit Chetai granite quarry site to PMINT and the Group's mining right will be limited to the green field Bukit Machang only, which will require material capital investment to commence production.

34. Events after the reporting period

Termination of concession arrangement in Bukit Chetai

On 13 January 2022, GGTM Sdn. Bhd., a subsidiary of the Company, had entered into Supplementary Concession Agreement with Perbadanan Memajukan Iktisad Negeri Terengganu ("PMINT") that PMINT had agreed to, among others, to reduce quit rent payable to PMINT by reducing the ining concession area from 300.9019 hectares to 196.135 hectares. As the result, GGTM had returned the mining concession rights of the Bukit Chetai granite quarry site to PMINT and the Group's mining right will be limited to the green field Bukit Machang granite quarry site only, which will require material capital investment to commence production.

Proposed disposal of GGTM

On 14 March 2022, the Company announced that it had entered into a sale and purchase agreement (the "SPA") with Lim Chiau Woei (the "Purchaser" and a director of the Company) for the sale of 2,999,076 ordinary shares (the "Sale Shares") in GGTM Sdn. Bhd. (the "Target"), constituting the entire issued and paid-up share capital of the Target, for a consideration of RM2,022,000 to the Purchaser (the "Proposed Disposal"). The net proceeds taking into consideration the cost of disposal is RM1,552,000. Upon completion of the Proposed Disposal ("Completion"), the Target shall cease to be a subsidiary of the Company and the Group, and will exit from the business of exploration, mining, production and processing of granite dimension stone, marble aggregates and related products for sale as well as interior fit-out (the "Granite Dimension Stone Business"). An EGM will be held on 29 April 2022 to seek shareholders' approval on the Proposed Disposal.

Number of shares issued	:	4,550,082,101
Class of Equity Security	:	Ordinary shares
Voting Rights of Ordinary Shareholders	:	1 vote for each ordinary share
Number of treasury shares	:	Nil
Number of subsidiary holdings	:	Nil

DISTRIBUTION OF SHAREHOLDINGS

Size of shareholdings	No. of shareholders	%	No. of shares	%
1 – 99	21	1.68	1,071	0.00
100 – 1,000	62	4.94	43,495	0.00
1,001 – 10,000	50	3.99	361,082	0.01
10,001 – 1,000,000	942	75.12	216,768,495	4.76
1,000,001 and above	179	14.27	4,332,907,958	95.23
Total	1,254	100.00	4,550,082,101	100.00

SHAREHOLDING HELD IN HANDS OF PUBLIC

As at 18 March 2022, approximately 45.29% of the issued ordinary shares of the Company is held in the hands of the public as defined in the Listing Manual Section B: Rules of Catalist of the Singapore Exchange Securities Trading Limited (the “Catalist Rules”). Accordingly, Rule 723 of the Catalist Rules is complied with.

TWENTY LARGEST SHAREHOLDERS

No.	Name	No. of shares	%
1	Lim Beng Chew	1,234,452,015	27.13
2	Tang Yao Zhi (Chen Yaozhi)	617,226,008	13.57
3	Tan Soo Kia	365,472,206	8.03
4	Lim Chiau Woei	272,263,319	5.98
5	Luminor Pacific Fund 1 Ltd (In Members’ Voluntary Liquidation)	217,651,724	4.78
6	Chua Chye Joo Andrew	182,068,967	4.00
7	Cedric Yap Kun Hao	120,165,490	2.64
8	Phillip Securities Pte Ltd	120,014,846	2.64
9	DBS Nominees Pte Ltd	85,747,700	1.89
10	Koh Ah Luan	82,554,886	1.81
11	CGS-CIMB Securities (Singapore) Pte Ltd	43,471,619	0.96
12	iFast Financial Pte Ltd	43,351,200	0.95
13	Koh Kai Jok	39,681,818	0.87
14	OCBC Securities Private Ltd	39,484,000	0.87
15	Desmond Tan Ghee Teong	39,274,074	0.86
16	Maybank Securities Pte. Ltd.	37,520,218	0.83
17	Neo Tian Siah	36,800,000	0.81
18	Citibank Nominees Singapore Pte Ltd	35,897,400	0.79
19	Raffles Nominees (Pte) Limited	33,541,000	0.74
20	UOB Kay Hian Pte Ltd	32,848,208	0.72
	Total	3,679,486,698	80.87

LIST OF SUBSTANTIAL SHAREHOLDERS AS AT 18 MARCH 2022

	Direct Interest		Deemed Interest	
	Number of Shares	**%**	**Number of Shares**	**%**
Lim Beng Chew	1,234,452,015	27.13	–	–
Tang Yao Zhi (Chen Yaozhi)	617,226,008	13.57	–	–
Tan Soo Kia	365,472,206	8.03	–	–
Lim Chiau Woei	272,263,319	5.98	–	–

NOTICE IS HEREBY GIVEN that the Annual General Meeting of the Company will be held by way of electronic means, on Friday, 29 April 2022 at 10.00 a.m., for the following purposes, as set out below.

This Notice has been made available on SGXNet. A printed copy of this Notice will NOT be sent to members.

AS ORDINARY BUSINESS

1. To receive and adopt the Directors' Statement and the Audited Consolidated Financial Statements of the Company and its subsidiaries for the financial year ended 31 December 2021 and the Statement of Financial Position of the Company as at 31 December 2021 together with the Independent Auditors' Report thereon. **(Resolution 1)**

2. To re-elect Mr. Chua Ser Miang, a Director retiring by rotation pursuant to Article 114 of the Company's Constitution. **(Resolution 2)**
(See Explanatory Note (i))

3. To re-elect Ms. Lee Kim Lian, Juliana, a Director retiring by rotation pursuant to Article 114 of the Company's Constitution. **(Resolution 3)**
(See Explanatory Note (ii))

4. To approve the payment of Directors' Fees of S$105,000 for the financial year ending 31 December 2022, to be paid quarterly in arrears (FY2021: S$105,000). **(Resolution 4)**

5. To re-appoint Messrs BDO LLP as the Company's Auditors and to authorise the Directors to fix their remuneration. **(Resolution 5)**

6. To transact any other ordinary business which may properly be transacted at an Annual General Meeting.

AS SPECIAL BUSINESS:

To consider and, if thought fit, to pass the following resolutions as Ordinary Resolutions, with or without modifications:

7. **GENERAL MANDATE TO ISSUE SHARES OR CONVERTIBLE SECURITIES**

"That pursuant to Section 161 of the Companies Act 1967 and Rule 806 of the Listing Manual (Section B: Rules of Catalist) of the Singapore Exchange Securities Trading Limited ("**SGX-ST**") ("**Catalist Rules**") and notwithstanding the provisions of the Constitution of the Company, authority be and is hereby given to the Directors of the Company (the "**Directors**") to:

(a) (i) issue shares in the capital of the Company (whether by way of rights, bonus or otherwise); and/or

(ii) make or grant offers, agreements or options (collectively, "**instruments**") that may or would require shares to be issued, including but not limited to the creation and issue of warrants, debentures or other instruments convertible into shares, at any time and upon such terms and conditions and for such purposes and to such persons as the Directors may in their absolute discretion deem fit; and

(b) (notwithstanding that the authority conferred by this Resolution may have ceased to be in force) issue shares in pursuance of any instrument made or granted by the Directors while this Resolution was in force, provided that: **(Resolution 6)**

(i) the aggregate number of shares to be issued pursuant to this Resolution (including shares to be issued in pursuance of instruments made or granted pursuant to this Resolution) does not exceed one hundred per cent. (100%) of the total number of issued shares excluding treasury shares and subsidiary holdings of the Company (as calculated in accordance with sub-paragraph (ii) below), of which the aggregate number of shares to be granted other than on a pro-rata basis to shareholders of the Company with registered addresses in Singapore (including shares to be issued in pursuance of instruments made or granted pursuant to this Resolution) does not exceed fifty per cent. (50%) of the total number of issued shares excluding treasury shares and subsidiary holdings of the Company (as calculated in accordance with sub-paragraph (ii) below);

(ii) for the purpose of determining the aggregate number of shares that may be issued under sub-paragraph (i) above, the percentage of the total number of issued shares excluding treasury shares and subsidiary holdings of the Company shall be calculated based on the total number of issued shares excluding treasury shares and subsidiary holdings of the Company at the time of the passing of this Resolution, after adjusting for:

(1) new shares arising from the conversion or exercise of any convertible securities;

(2) (where applicable) new shares arising from exercise of share options or vesting of share awards, provided the options or awards were granted in compliance with Part VIII of Chapter 8 of the Catalist Rules; and

(3) any subsequent bonus issue, consolidation or subdivision of shares;

Adjustments in accordance with (b)(ii)(1) or (b)(ii)(2) above are only to be made in respect of new shares arising from convertible securities, share options or Share awards which were issued and outstanding or subsisting at the time this Resolution is passed;

(iii) in exercising the authority conferred by this Resolution, the Company shall comply with the provisions of the Catalist Rules for the time being in force (unless such compliance has been waived by the SGX-ST) and the Constitution for the time being of the Company; and

(iv) unless revoked or varied by the Company in general meeting, the authority conferred by this Resolution shall continue in force until the conclusion of the next Annual General Meeting of the Company or the date by which the next Annual General Meeting of the Company is required by law to be held, whichever is the earlier."
(See Explanatory Note (iii))

8. **AUTHORITY TO ALLOT AND ISSUE SHARES PURSUANT TO THE ANCHOR RESOURCES EMPLOYEE PERFORMANCE SHARE PLAN** **(Resolution 7)**

That pursuant to Section 161 of the Companies Act 1967, approval be and is hereby given to the Directors of the Company to allot and issue from time to time such number of ordinary shares in the capital of the Company as may be required to be issued pursuant to the vesting of awards granted or to be granted under the Anchor Resources Employee Performance Share Plan (the "**Plan**"), provided that the aggregate number of ordinary shares to be issued pursuant to the Plan and any other share-based incentive schemes of the Company shall not exceed fifteen per cent. (15%) of the total number of issued shares excluding treasury shares and subsidiary holdings of the Company from time to time.
(See Explanatory Note (iv))

By Order of the Board

Chua Ser Miang
Non-Executive Chairman and Lead Independent Director

Date: 14 April 2022

Singapore

Explanatory Notes:

(i) Mr. Chua Ser Miang, upon re-election as Director of the Company, will remain as the Non-Executive Chairman of the Board and Lead Independent Director, the Chairman of the Remuneration Committee, and a member of the Nominating Committee and the Audit Committee. The Board considers Mr. Chua Ser Miang to be independent for the purposes of Rule 704(7) of the Catalist Rules. There are no relationships (including immediate family relationships) between Mr. Chua Ser Miang and the other Directors of the Company, the Company, its related corporations, its substantial shareholders or its officers, which may affect his independence.

(ii) Ms. Lee Kim Lian, Juliana, upon re-election as Director of the Company, will remain as an Independent Director of the Company, the Chairman of the Nominating Committee, and a member of the Remuneration Committee and the Audit Committee. The Board considers Ms. Lee Kim Lian, Juliana to be independent for the purposes of Rule 704(7) of the Catalist Rules. There are no relationships (including immediate family relationships) between Ms. Lee Kim Lian, Juliana and the other Directors of the Company, the Company, its related corporations, its substantial shareholders or its officers, which may affect her independence.

Detailed information (including information as required pursuant to Rule 720(5) of the Catalist Rules) on the abovementioned Directors who are proposed to be re-elected at the AGM of the Company can be found in the Company's annual report 2021.

(iii) The Ordinary Resolution 6 proposed in item 7 above, if passed, is to empower the Directors to issue shares in the capital of the Company and/or instruments (as defined above). The aggregate number of shares to be issued pursuant to this Resolution 6 (including shares to be issued in pursuance of instruments made or granted) shall not exceed one hundred per cent. (100%) of the total number of issued shares excluding treasury shares and subsidiary holdings of the Company, with a sub-limit of fifty per cent. (50%) for shares issued other than on a pro-rata basis (including shares to be issued in pursuance of instruments made or granted pursuant to this Resolution) to shareholders with registered addresses in Singapore. For the purpose of determining the aggregate number of shares that may be issued, the percentage of the total number of issued shares excluding treasury shares of the Company will be calculated based on the total number of issued shares excluding treasury shares and subsidiary holdings of the Company at the time of the passing of this Resolution 6, after adjusting for (i) new shares arising from the conversion or exercise of any convertible securities; (ii) new shares arising from exercise of share options or vesting of share awards outstanding or subsisting at the time of the passing of this Resolution 6, provided the options or awards were granted in compliance with Part VIII of Chapter 8 of the Catalist Rules; and (iii) any subsequent bonus issue, consolidation or subdivision of shares.

(iv) The Ordinary Resolution 7 proposed in item 8 above, is to authorise the Directors to allot and issue shares upon the vesting of awards under the Plan.

NOTES:

1. Alternative arrangements relating to, among others, attendance, submission of text-based questions (via real-time electronic communication or in advance) and/or voting (via real-time electronic voting or by proxy) at the AGM of the Company to be held on Friday, 29 April 2022 at 10.00 a.m. (the "**Meeting**" or "**AGM**") are set out in the Company's announcement dated 14 April 2022 entitled "Important Notice to Shareholders Regarding the Company's Annual General Meeting on 29 April 2022 at 10.00 a.m." (the "**Announcement**") which has been uploaded together with this Notice of AGM on SGXNet and the Company's website on the same day. The Announcement and this Notice of AGM may be accessed at the URLs https://www.sgx.com/securities/company-announcements and https://www.vcplus.sg/investor-relations/. For the avoidance of doubt, the Announcement is circulated together with and forms part of this Notice of AGM in respect of the Meeting.

   In particular, as part of the Company's efforts to minimise the risk of community spread of COVID-19, the Meeting will be held by way of electronic means pursuant to the COVID-19 (Temporary Measures) (Alternative Arrangements for Meetings for Companies, Variable Capital Companies, Business Trusts, Unit Trusts and Debenture Holders) Order 2020 released on 7 April 2020. Members **will not** be able to attend the Meeting in person.

   Alternative arrangements have been put in place to allow shareholders to participate at the AGM by:

   (a) observing the proceedings of the AGM via a "live" webcast ("**LIVE WEBCAST**') or listening to these proceedings through a "live" audio feed ("**AUDIO ONLY MEANS**");

   (b) submitting questions relating to the resolutions to be tabled at the AGM in advance of the AGM;

   (c) submitting text-based questions during the LIVE WEBCAST of the AGM;

   (d) appointing a proxy or proxies to attend and vote on their behalf at the AGM; and

   (e) participating in the live voting during the LIVE WEBCAST of the AGM.

2. Registration for the AGM

   In order to do so, a member of the Company who wishes to watch the LIVE WEBCAST or listen via the AUDIO ONLY MEANS must register by **10.30 a.m. on 26 April 2022** (being not less than seventy-two (72) hours before the time appointed for holding the Meeting) ("**Registration Deadline**"), at the URL https://conveneagm.com/sg/VCPlus2022, for the Company to authenticate his/her/its status as member.

   Please note that members of the Company may access the URL for registration from 9.00 p.m. on 14 April 2022 onwards.

   Following successful authentication of his/her/its status as members of the Company, authenticated members of the Company will receive email instructions ("Confirmation Email") on how to access the LIVE WEBCAST and AUDIO ONLY MEANS to observe the proceedings of the Meeting, by **12.00 p.m. on 28 April 2022**. Members who have registered by the Registration Deadline but do not receive the Confirmation Email by **12.00 p.m. on 28 April 2022** may contact the Company for assistance at (65) 6856 7330 or email support@conveneagm.com..

3. Submission of Questions

   Members who have registered and have been authenticated as members of the Company will be able to ask questions relating to the resolution to be tabled for approval at the Meeting during the Meeting by submitting text-based questions by clicking the "Ask a Question" feature and then clicking "Type your Question" to input queries in the questions text box. The Company will endeavour to respond to such queries during the Meeting as far as reasonably practicable

   Members are also encouraged to submit questions relating to the resolution to be tabled for approval at the Meeting in advance of the Meeting. To do so, all questions must be submitted by 10.00 a.m. on 23 April 2022, by post to the Company's office at 223 Mountbatten Road, #03-10 Singapore 398008, attention to VCPlus AGM, or by email to enquiry@vcplus.sg, or via the online process through the registration website which is accessible at the URL https://conveneagm.com/sg/VCPlus2022. After the cut-off time for the submission of questions, any subsequent clarifications sought or follow-up questions will be addressed at the Meeting.

   Members will need to identify themselves when posing questions by email or by post by providing the following details:

   - the Member's full name as it appears on his/her/its CDP/CPF/SRS share records;
   - the Member's NRIC/Passport/UEN number;
   - the Member's contact number and email address; and
   - the manner in which the Member holds his/her/its Shares in the Company (e.g. via CDP, CPF or SRS).

The Company will endeavour to address all substantial and relevant questions submitted in advance of the AGM by publishing the responses to such questions on SGXNet and the Company's website at https://www.vcplus.sg/investor-relations/, by 10.00 a.m. on 25 April 2022 (being not less than forty-eight (48) hours prior to the closing date and time for the lodgment of the proxy forms).

Minutes of the Meeting will be published on SGXNet and the Company's website at https://www.vcplus.sg/investor-relations/, and the minutes would include the responses to the substantial and relevant questions addressed at the Meeting.

4. Voting

As part of the Company's efforts to minimise the risk of community spread of COVID-19, a member of the Company will not be able to attend the Meeting in person. If a member of the Company (whether individual or corporate) wishes to exercise his/her/its voting rights at the Meeting, he/she/it may cast his/her/its votes remotely in real time via the Live Webcast.

As an alternative to the aforesaid real-time electronic voting, members may appoint a proxy or proxies to vote on his/her/its behalf at the Meeting. The proxy or proxies may cast his/her/its votes remotely in real time via the Live Webcast.

A member entitled to attend and vote at the AGM (who is not a relevant intermediary as defined in Section 181 of the Companies Act 1967) is entitled to appoint one or two proxies to attend and vote in his/her/its stead. Where a member appoints more than one proxy, the appointments shall be invalid unless he/she/it specifies the proportion of his/her/its shareholding (expressed as a percentage of the whole) to be represented by each proxy.

A member who is a relevant intermediary entitled to attend and vote at the AGM is entitled to appoint more than one proxy to attend and vote instead of the member, but each proxy must be appointed to exercise the rights attached to a different Share or Shares held by such shareholder. Where such member appoints more than one proxy, it should annex to the Proxy Form the list of proxies, setting out, in respect of each proxy, the name, address, email address, NRIC/Passport Number and proportion of shareholding (number of Shares and percentage) in relation to which each proxy has been appointed. For the avoidance of doubt, a CPF Agent Bank/SRS Operator who intends to appoint CPF/SRS investors as its proxies shall comply with this Note. The appointments shall be invalid unless the member specifies the number of Shares in relation to which each proxy has been appointed in the Proxy Form.

Members may also vote at the AGM by appointing the Chairman of the AGM as his/her/its proxy to vote on his/her/its behalf at the Meeting. In appointing the Chairman of the AGM as proxy, a member of the Company (whether individual or corporate) must give specific instructions as to voting, or abstentions from voting, in the proxy form, failing which the appointment will be treated as invalid.

In addition, CPF/SRS investors who have used their CPF/SRS monies to buy Shares in the Company:

(a) may vote live via electronic means at the AGM if they are appointed as proxies by their respective CPF Agent Banks/SRS Operators, and should contact their respective CPF Agent Banks/SRS Operators if they have questions regarding their appointment as proxies; or

(b) may appoint the Chairman of the AGM as proxy to vote on their behalf at the AGM, in which case they should approach their respective CPF Agent Banks/SRS Operators no later than 10.00 a.m. on 20 April 2022 (being seven (7) working days before the AGM).

The proxy form for the Meeting is made available with this Notice of AGM on SGXNet at the URL https://www.sgx.com/securities/company-announcements on the same day and can be accessed at the Company's website at the URL https://www.vcplus.sg/investor-relations/.

5. A proxy need not be a member of the Company. The Chairman of the AGM, as proxy, need not be a member of the Company.

6. The instrument appointing the Chairman of the AGM as proxy, together with the power of attorney or other authority under which it is signed (if applicable) or a notarial certified copy thereof, must:

a) if sent by post, be lodged at the office of the Company's Share Registrar, B.A.C.S. Private Limited, at 77 Robinson Road, #06-03 Robinson 77, Singapore 068896, attention to VCPlus AGM; or

b) if submitted by email, be received by the Company's Share Registrar, B.A.C.S. Private Limited at main@zicoholdings.com, or via the online process through the registration website which is accessible at the URL https://conveneagm.com/sg/VCPlus2022,

in either case, by **10.00 a.m. on 27 April 2022** (being not less than forty-eight (48) hours before the time appointed for holding the Meeting) (or at any adjournment thereof) and in default the instrument of proxy shall not be treated as valid.

In view of the current COVID-19 situation and the related safe distancing measures which may make it difficult for members of the Company to submit completed proxy forms by post, members of the Company are strongly encouraged to submit completed proxy forms electronically via email.

7. The instrument appointing a proxy or proxies must be under the hand of the appointor or on his/her attorney duly authorised in writing. Where the instrument appointing a proxy or proxies is executed by a corporation, it must be executed either under its common seal or under the hand of its attorney or duly authorised officer, failing which the instrument of proxy may be treated as invalid.

8. The Company shall be entitled to reject the instrument appointing a proxy or proxies if it is incomplete, improperly completed, illegible or where the true intentions of the appointor are not ascertainable from the instructions of the appointor specified in the instrument appointing a proxy or proxies (such as in the case where the appointor submits more than one instrument appointing a proxy or proxies).

Personal Data Privacy:

By (a) submitting an instrument appointing a proxy to vote at the Meeting and/or any adjournment thereof, or (b) submitting details for the registration to observe the proceedings of the Meeting via LIVE WEBCAST or AUDIO ONLY MEANS, or (c) submitting any questions prior to the Meeting or raising any questions during the Meeting in accordance with this Notice of AGM, a member of the Company consents to the collection, use and disclosure of the member's personal data by the Company (or its agents or service providers) for the following purposes:

(i) processing and administration by the Company (or its agents) of proxy forms appointing a proxy for the Meeting (including any adjournment thereof) and the preparation and compilation of the attendance lists, proxy lists, minutes and other documents relating to the Meeting (including any adjournment thereof);

(ii) processing of the registration for purpose of granting access to members (or their corporate representatives in the case of members which are legal entities) to the LIVE WEBCAST or AUDIO ONLY MEANS to observe the proceedings of the Meeting and providing them with any technical assistance where necessary;

(iii) addressing relevant and substantial questions from members received before or during the Meeting and if necessary, following up with the relevant members in relation to such questions;

(iv) preparation and compilation of the attendance list, proxy lists, minutes and other documents relating to the Meeting (including any adjournment thereof); and

(v) enabling the Company (or its agents or service providers) to comply with any applicable laws, listing rules, regulations and/or guidelines by the relevant authorities.

Photographic, sound and/or video recordings of the Meeting may be made by the Company for record keeping and to ensure the accuracy of the minutes to be prepared for the Meeting. Accordingly, the personal data of a member of the Company (such as his name, his presence at the Meeting and any questions he may raise or motions he propose/second) may be recorded by the Company for such purpose.

VCPLUS LIMITED

(formerly known as Anchor Resources Limited)
(Incorporated in Singapore)
(Registration No. 201531549N)

PROXY FORM – ANNUAL GENERAL MEETING
(Please see notes overleaf before completing this Form)

This form of proxy has been made available on SGXNet.
A printed copy of this form of proxy will NOT be despatched to members.

IMPORTANT:

1. *Alternative arrangements relating to, among others, attendance, submission of questions and/or voting at the Annual General Meeting are set out in the Company's announcement dated 14 April 2022 entitled "Important Notice to Shareholders Regarding the Company's Annual General Meeting on 29 April 2022 at 10.00 a.m" which has been uploaded together with the Notice of Annual General Meeting dated 14 April 2022 on SGXNet on the same day. The Announcement, the Notice of AGM and this proxy form may also be accessed at the URLs https://www.sgx.com/securities/company-announcements and https://www.vcplus.sg/investor-relations/. For the avoidance of doubt, the Announcement is circulated together with and forms part of the Notice of AGM dated 14 April 2022 in respect of the AGM.*
2. *As the AGM is held by way of electronic means, a member will not be able to attend the Annual General Meeting in person.*
3. *This Proxy Form is not valid for use by CPF/SRS investors and shall be ineffective for all intents and purposes if used or purported to be used by them.*
4. *CPF/SRS investors who wish to vote should contact their respective CPF Agent Banks or SRS Operators to submit their votes by 10.00 a.m. on 20 April 2022.*

I/We, ____ (Name)

of ____ (Address)

being a *member/members of VCPLUS LIMITED (the "**Company**"), hereby appoint

NAME	ADDRESS	NRIC or Passport No.	Email Address**	Proportion of Shareholdings	
				No. of Shares	%

*and/or

NAME	ADDRESS	NRIC or Passport No.	Email Address**	Proportion of Shareholdings	
				No. of Shares	%

*and/or the Chairman of the Annual General Meeting ("**AGM**") as *my/our *proxy/proxies to vote for *me/us on *my/our behalf at the AGM to be held by way of electronic means (via LIVE WEBCAST and/or AUDIO ONLY MEANS) on Friday, 29 April 2022 at 10.00 a.m. and at any adjournment thereof. *I/We direct the my/our proxy/proxies to vote for or against, or abstain from voting on the resolutions to be proposed at the AGM as indicated hereunder. If no specific direction as to voting is given or in the event of any other matter arising at the AGM and at any adjournment thereof, the proxy/proxies will vote or abstain from voting at his/her/their discretion.

All resolutions put to the vote at the AGM shall be decided by way of poll.

If you wish to exercise all your votes "For" or "Against", or "Abstain" the Resolution, please mark an "X" in the appropriate box provided. Alternatively, please indicate the number of votes "For" or "Against" or "Abstain" each resolution in the boxes provided as appropriate. If you mark an "X" in the abstain box for a particular resolution, you are directing your proxy/proxies not to vote on that resolution.

	Resolutions	For	Against	Abstain
	ORDINARY BUSINESS			
1.	Adoption of the Directors' Statement and the Audited Consolidated Financial Statements of the Company and its subsidiaries for the financial year ended 31 December 2021 and the Statement of Financial Position of the Company as at 31 December 2021 together with the Independent Auditors' Report thereon.			
2.	Re-election of Mr. Chua Ser Miang as a Director of the Company			
3.	Re-election of Ms. Lee Kim Lian, Juliana as a Director of the Company			
4.	Payment of Directors' Fees of S$105,000 for the financial year ending 31 December 2022, to be paid quarterly in arrears			
5.	Re-appointment of Messrs BDO LLP as Auditors of the Company			
	SPECIAL BUSINESS			
6.	Authority for Directors to allot and issue new shares			
7.	Authority for Directors to allot and issue shares on the vesting of awards under the Anchor Resources Employee Performance Share Plan			

Dated this __________ day of ____________________ 2022

Total Number of Shares held:	

____
Signature(s) of member(s)
or Common Seal of Corporate Shareholder

*Delete as appropriate
**Required for registration purposes. The Confirmation Email will be sent to the email addresses disclosed herein.

IMPORTANT: PLEASE READ NOTES OVERLEAF CAREFULLY BEFORE COMPLETING THIS PROXY FORM

NOTES TO PROXY FORM:

1. Please insert the total number of shares in the capital of the Company ("**Shares**") held by you. If you have Shares entered against your name in the Depository Register (as defined in Section 81SF of the Securities and Futures Act 2001), you should insert that number of Shares. If you have Shares registered in your name in the Register of Members of the Company, you should insert that number of Shares. If you have Shares entered against your name in the Depository Register and Shares registered in your name in the Register of Members, you should insert the aggregate number of Shares entered against your name in the Depository Register and registered in your name in the Register of Members. If no number is inserted, the instrument appointing a proxy/proxies shall be deemed to relate to all the Shares held by you.

2. As part of the Company's efforts to minimise the risk of community spread of COVID-19, a member of the Company will not be able to attend the Meeting in person. If a member of the Company (whether individual or corporate) wishes to exercise his/her/its voting rights at the Meeting, he/she/it may cast his/her/its votes remotely in real time via the Live Webcast. He/she/it may appoint a proxy/proxies to vote on his/her/its behalf at the AGM in real time via the Live Webcast. A member may appoint the Chairman of the AGM as to vote on his/her/its behalf at the AGM. In appointing the Chairman of the AGM as proxy, a member of the Company (whether individual or corporate) must give specific instructions as to voting, or abstentions from voting, in the form of proxy, failing which the appointment will be treated as invalid.

3. A member entitled to attend and vote at the AGM, who is not a relevant intermediary (as defined in Section 181 of the Companies Act 1967), is entitled to appoint one or two proxies to attend and vote in his/her stead. Where a member appoints more than one proxy, the appointments shall be invalid unless he/she/it specifies the proportion of his/her/its shareholding (expressed as a percentage of the whole) to be represented by each proxy.

4. A member who is a relevant intermediary entitled to attend and vote at the AGM is entitled to appoint more than one proxy to attend and vote instead of the member, but each proxy must be appointed to exercise the rights attached to a different Share or Shares held by such member. Where such member appoints more than one proxy, it should annex to the instrument appointing a proxy or proxies (the "**Proxy Form**") the list of proxies, setting out, in respect of each proxy, the name, address, email address, NRIC/Passport Number and proportion of shareholding (number of Shares and percentage) in relation to which each proxy has been appointed. For the avoidance of doubt, a CPF Agent Bank/SRS Operator who intends to appoint CPF/SRS investors as its proxies shall comply with this Note. The appointments shall be invalid unless the member specifies the number of Shares in relation to which each proxy has been appointed in the Proxy Form.

5. A proxy need not be a member of the Company. The Chairman of the AGM, as a proxy, need not be a member of the Company.

6. This instrument appointing the Chairman of the AGM as proxy must:

   (a) if sent by post, be lodged at the office of the Company's Share Registrar, B.A.C.S. Private Limited, at 77 Robinson Road, #06-03 Robinson 77, Singapore 068896, attention to VCPlus AGM; or

   (b) if submitted by email, be received by the Company's Share Registrar, B.A.C.S. Private Limited at main@zicoholdings.com,

   in either case, by 10.00 a.m. on 27 April 2022 (being not less than forty-eight (48) hours before the time appointed for holding the AGM) (or at any adjournment thereof) and in default the instrument of proxy shall not be treated as valid.

   In view of the current COVID-19 situation and the related safe distancing measures which may make it difficult for members of the Company to submit completed proxy forms by post, members of the Company are strongly encouraged to submit completed proxy forms electronically via email.

7. This proxy form must be under the hand of the appointor or of his/her/its attorney duly authorised in writing.

   (i) Where this proxy form is executed by a corporation, it must be executed either under its common seal (or otherwise in accordance with its constitution) or under the hand of an officer or attorney duly authorised.

   (ii) Where this proxy form is executed by an attorney on behalf of the appointor, the letter or the power of attorney or a duly certified true copy thereof must be lodged with this proxy form, failing which the instrument of proxy may be treated as invalid.

8. CPF Investors and/or SRS investors: (a) may vote live via electronic means at the AGM, or pre-cast their votes via the URL in the Confirmation Email if they are appointed as proxies by their respective CPF Agent Banks and/or SRS Operators, and should contact their respective CPF Agent Banks and/or SRS Operators if they have any queries regarding their appointment as proxies; or (b) may appoint the Chairman of the AGM as proxy to vote on their behalf at the AGM, in which case they should approach their respective CPF Agent Banks and/or SRS Operators to submit their voting instructions by 10.00 a.m. on 20 April 2022, being seven (7) working days before the AGM.

9. Completion and return of the Proxy Form shall not preclude a member from attending, speaking and voting at the AGM. Any appointment of a proxy or proxies shall be deemed to be revoked if a member attends the live AGM, and in such event, the Company reserves the right to refuse to admit any person or persons appointed under the Proxy Form, to the live AGM.

General:

The Company shall be entitled to reject this proxy form if it is incomplete, improperly completed, illegible or where the true intentions of the appointor are not ascertainable from the instructions of the appointor specified in this proxy form. In addition, in the case of Shares entered in the Depository Register, the Company may reject any proxy form lodged if the member, being the appointor, is not shown to have Shares entered against his/her/its name in the Depository Register as at seventy-two (72) hours before the time appointed for holding the AGM (or at any adjournment thereof), as certified by The Central Depository (Pte) Limited to the Company.

Personal data privacy

By submitting an instrument appointing a proxy, the member accepts and agrees to the personal data privacy terms set out in the Notice of AGM dated 14 April 2022.

VCPLUS LIMITED