
MATERIAL UNCERTAINTY RELATED TO GOING CONCERN IN RELATION TO THE FINANCIAL STATEMENTS FOR THE FINANCIAL YEAR ENDED 31 DECEMBER 2025

Pursuant to Rule 704(4) of the Listing Manual Section B: Rules of Catalyst of the Singapore Exchange Securities Trading Limited (the “SGX-ST”), the Board of Directors (the “**Board**” or “**Directors**”) of ProsperCap Corporation Limited (the “**Company**”, and together with its subsidiaries, the “**Group**”) wishes to announce that the Company’s independent auditors, Deloitte & Touche LLP (the “**Auditors**”) has rendered an audit opinion with a material uncertainty related to going concern (“**Material Uncertainty Related to Going Concern**”) section (the “**Independent Auditors’ Report**”) on the audited financial statements of the Group and the Company for the financial year ended 31 December 2025 (“**FY2025 Financial Statements**”).

The relevant extract of the FY2025 Financial Statements, namely Note 1.1, is reproduced below for your information. The Independent Auditors’ Report and the Audited Financial Statements form part of the Company’s Annual Report for FY2025 (the “**FY2025 Annual Report**”) which will be circulated to the shareholders of the Company (the “**Shareholders**”) via publication on the SGXNet in due course. Shareholders and potential investors are advised to read and consider the Independent Auditors’ Report and the Audited Financial Statements in their entirety, which will be issued as part of the FY2025 Annual Report.

Set out below is Note 1.1 of the FY2025 Financial Statements:

Note 1.1: Going Concern

For the financial year ended 31 December 2025, the Group recognised a net loss of S\$29,865,000 (2024 (Restated) : S\$47,137,000) and as at 31 December 2025, the Group has net current liabilities of S\$25,377,000 (2024 (Restated) : S\$52,145,000). As at 31 December 2025, the Group has current assets of S\$20,018,000 (2024 : S\$25,703,000), comprising of derivative financial assets of S\$1,602,000 (2024 : S\$Nil), inventories of S\$2,712,000 (2024 : S\$2,480,000), trade and other receivables of S\$9,284,000 (2024 : S\$16,854,000) and cash and cash equivalents of S\$6,420,000 (2024 : S\$6,369,000) and current liabilities of S\$45,395,000 (2024 (Restated) : S\$77,848,000), comprising of trade and other payables of S\$44,964,000 (2024 (Restated) : S\$77,546,000), provision for reinstatement cost of S\$80,000 (2024 : S\$80,000) and lease liabilities of S\$351,000 (2024 : S\$222,000).

Notwithstanding this, the Board of Directors of the Company (the “**Directors**”) have prepared the financial statements on a going concern basis, having considered that:

- (i) on 10 April 2025, DTP Inter Holdings Corporation Pte. Ltd. (“**DTP Inter Holdings**”), the intermediate holding company of the Company, has provided a signed letter of support to the Company to ensure that the Group has sufficient liquidity to pay its financial indebtedness;
- (ii) on 25 September 2025, the Company has entered into a credit facility agreement (the “**Credit Facility Agreement**”) with DTP Inter Holdings, pursuant to which DTP Inter Holdings has agreed to provide facilities in an aggregate principal amount of GBP22.4 million or its Singapore dollar (“SGD”) equivalent, to the Company under the terms and conditions in the Credit Facility Agreement. The facilities under the Credit Facility Agreement are meant to fund the Group’s operating expenditures, capital expenditures and working capital requirement. The credit facilities under the Credit Facility Agreement bear an interest rate of 11.71% per annum and carry a maturity date of 18 months from the initial utilisation date, being 26 September 2025, which is extendable to a date no longer than 36 months from the initial utilisation date. As at the date of issue of these financial statements, S\$15.9 million (GBP 9.3 million) remains undrawn;

- (iii) on 27 February 2026, the immediate holding company of DTP Inter Holdings, DTGO Prosperous Limited (“DTP”) issued a formal and irrevocable signed letter of financial support to the Company. This letter affirms that DTP Inter Holdings has set-aside liquidity to satisfy the GBP22.4 million commitment under Credit Facility Agreement dated 25 September 2025 (Note 1.1(ii)). DTP’s commitment was provided through its direct subsidiary DTP Inter Holdings by way of a GBP22.4 million credit facility entered into with the Company on 25 September 2025, as amended and supplemented;
- (iv) the Group has complied with the financial covenants under the secured Senior and the Mezzanine loan facilities (collectively, the “**Loan Facilities**”) throughout the period and expects to comply with these financial covenants for the next 12 months after the reporting date of these financial statements. Subject to any decision to refinance, the Group intends to exercise its option under the Loan Facilities to extend the maturity of the respective loans for 12 months upon their maturity in September 2026. Accordingly, the loans under the Loan Facilities are classified as non-current liabilities as at 31 December 2025. In the event that the financial covenants are not met, the loans may become payable on demand;
- (v) to the extent necessary, the Group has the flexibility to re-schedule certain of its capital expenditure in order to manage its cashflows;
- (vi) the Group will continue to manage discretionary operational expenditure prudently; and
- (vii) the Group has a positive statement of financial position, with net assets of S\$183,705,000 (2024 (Restated) : S\$208,267,000) as at 31 December 2025.

Accordingly, the Directors are of the opinion that, as of the date of issue of these financial statements, there are reasonable grounds to believe that the Company and the Group will be able to pay their debts as and when they fall due.

Notwithstanding the Board’s opinion, the Board wishes to caution that the Group’s liquidity position may be adversely affected if (i) management’s forecasts do not materialise as actual performance, (ii) the Loan Facilities are called for payment or the Loan Facilities are not extended upon their maturity in September 2026 and (iii) DTP Inter Holdings does not meet its commitments under the Credit Facility Agreement.

Save for the above, the Directors are not aware of any other adverse circumstances or reasons which would likely affect the Group’s ability to continue as a going concern. In consideration of the foregoing, the Directors opined that it is appropriate to prepare the financial statements on a going concern basis.

Shareholders and investors are reminded to exercise caution when dealing or trading in the securities of the Company and should consult their stockbrokers, bank managers, solicitors, accountants or other professional advisers if they are in doubt about the actions that they should take.

By order of the Board of Directors of
PROSPERCAP CORPORATION LIMITED

Weerachai Amornrat-Tana
Acting Chief Executive Officer
and Vice Chairman of the Board
7 April 2026

This announcement has been reviewed by the Company’s sponsor, PrimePartners Corporate Finance Pte. Ltd. (the “Sponsor”). This announcement has not been examined or approved by the Singapore Exchange Securities Trading Limited (the “SGX-ST”) and the SGX-ST assumes no responsibility for the contents of this announcement, including the correctness of any of the statements or opinions made or reports contained in this announcement.

The contact person for the Sponsor is Ms Foo Jien Jieng, 16 Collyer Quay, #10-00 Collyer Quay Centre, Singapore 049318, sponsorship@ppcf.com.sg