



VCPLUS LIMITED

**VCPLUS LIMITED**

(Formerly known as Anchor Resources Limited)  
(Company Registration Number 201531549N)  
(Incorporated in the Republic of Singapore)

---

- (A) **ENTRY INTO JOINT VENTURE AGREEMENT; AND**
- (B) **PROPOSED SUBSCRIPTION OF 99,096,296 NEW ORDINARY SHARES IN THE CAPITAL OF THE COMPANY AT AN ISSUE PRICE OF S\$0.0270 PER SHARE**
- 

(A) **ENTRY INTO JOINT VENTURE AGREEMENT**

1. **INTRODUCTION**

The board of directors (the "**Board**" or "**Directors**") of VCPlus Limited (formerly known as Anchor Resources Limited) (the "**Company**", and together with its subsidiaries, the "**Group**") wishes to announce that the Company had on 5 May 2021 entered into a joint venture agreement ("**JVA**") with Desmond Tan Ghee Teong, Hong Eng Leong Jeffrey, One Light Holdings Pte. Ltd. ("**One Light**"), Foo Kok Chye and Yip Chee Hoong (collectively, the "**Investors**") and CapitalX Global Limited ("**CapitalX**"), pursuant to which the parties to the JVA have agreed to incorporate a joint venture company, Custody Plus Pte. Ltd. ("**Custody Plus**") to carry on the business of provision of custodian services for digital assets ("**Business**") (the "**Proposed JV**").

2. **INFORMATION ON THE JOINT VENTURE PARTNERS**

*Shareholders of the Company ("**Shareholders**") should note that information relating to CapitalX and the Investors in this paragraph and elsewhere in this announcement was provided by CapitalX and the Investors. The Company and the Directors have not independently verified the accuracy and correctness of such information herein.*

2.1. CapitalX Global Limited

CapitalX is a company incorporated under the laws of the British Virgin Islands. Its principal business is that of investment holding, with investments in various technology start-ups involved in blockchain, financial technology ("**FinTech**") and augmented reality. Its sole director and shareholder is Mr. Eric Cheng, a Singapore citizen.

Mr. Eric Cheng has extensive business connections in the global FinTech industry and many years of relevant industry experience and knowledge. Mr. Eric Cheng has also been an active investor in the technology, blockchain and start-up space. A recent significant transaction by Mr. Eric Cheng was his investment in BitTrade in 2018, one of the 16 domestic cryptocurrency exchanges then to have successfully

obtained a license from the Financial Services Agency of Japan. In addition, Mr. Eric Cheng also acquired BitTrade's affiliate agency, FX Trade Financial Company, which was one of Japan's leading forex trading platforms. As a result, Mr. Eric Cheng became the first foreigner to fully own and operate a Japanese cryptocurrency exchange, which provided him with valuable insights and connections into the vibrant Japanese FinTech industry.

CapitalX is the principal strategic partner which will be providing Custody Plus with the relevant technology know-how and technical expertise in respect of the Business. As the controlling shareholder of ECXX Global Pte. Ltd., a digital securities exchange which has obtained admission from the Monetary Authority of Singapore ("**MAS**") to the Fintech Sandbox Express under the Recognised Market Operator regime, CapitalX possesses the strong domain knowledge in the FinTech business sector, with specialist knowledge on FinTech regulation, licencing, as well as the adoption of FinTech strategies and technology. With such specialist knowledge, CapitalX will be able to guide and advise Custody Plus on the business and operational processes and requirements of digital asset exchanges, the key customers of businesses providing custodial services for digital assets. Mr. Eric Cheng, as the former owner of BitTrade, will also be able to provide insights on the operations of digital asset exchanges, custodial operations and the licensing requirements in other international financial centres like Japan, giving Custody Plus a competitive edge in securing international digital asset exchanges as future customers.

The Company intends to leverage on CapitalX's domain knowledge to effectively implement the business plans for the Business and to tap on the extended business network of CapitalX to facilitate further strategic partnerships and commercial opportunities to support and strengthen the Company's investments and ventures in order to grow its FinTech business.

## 2.2. The Investors

Details of the Investors are as follows:

Name of Investor	Background of Investor
Desmond Tan Ghee Teong	Desmond Tan Ghee Teong is a Singapore citizen. He is the Managing Director and Head of Group Lifestyle, Finance and Digital Ecosystems & Payments at Oversea-Chinese Banking Corporation (" <b>OCBC</b> "). Prior to joining OCBC, he was Executive Vice President at Ta Chong Bank Ltd based in Taiwan, and has held several past managerial roles in Citibank Singapore, DBS Bank Ltd and Thai Military Bank PLC.
Hong Eng Leong Jeffrey	Hong Eng Leong Jeffrey is a Singapore citizen. He is a businessman who is involved in various businesses such as real estate, hospitality, wellness and investment.
One Light Holdings Pte. Ltd.	One Light is a private company incorporated under the laws of Singapore on 3 January 2018. Its principal business activity is that of investment holding. As at the date of this announcement, Novryati Sumojoki holds the entire issued and paid-up share capital of One Light and is

	the sole director of One Light.  Novryati Sumojoki is an Indonesian citizen. She is an entrepreneur who is involved in various businesses and investments in startup companies.
Foo Kok Chye	Foo Kok Chye is a Singapore citizen. He is a businessman dealing in trading and distribution of kitchen appliances.
Yip Chee Hoong	Yip Chee Hoong is a Singapore citizen. He is an entrepreneur with investments in property, private equity and start-ups.

Hailing from diverse industries and backgrounds, the Company is able to tap on the business contacts and networks of each of the Investors through the Proposed JV. To demonstrate their support for the Business, the Investors will also be contributing to the share capital of Custody Plus as well as subscribing for new shares in the Company (please refer to Section B of this announcement) which will align their interests with that of Custody Plus and the Company.

### 3. INFORMATION ON THE JOINT VENTURE COMPANY

- 3.1. Pursuant to the JVA, a new joint venture company will be incorporated under the name "Custody Plus Pte Ltd" to carry on the Business. An application was made to the Accounting and Corporate Regulatory Authority ("**ACRA**") to reserve the name "Custody Plus Pte. Ltd." on 22 April 2021. ACRA has given approval for the use of the name "Custody Plus Pte. Ltd." until 20 August 2021.
- 3.2. Custody Plus is intended to be incorporated under the laws of Singapore with an issued and paid-up share capital of S\$1,000,001. The shareholding structure of Custody Plus will be as follows:

Shareholder	Subscription consideration (S\$)	Percentage interest in Custody Plus
The Company	900,000	55.0%
CapitalX	1	35.0%
Desmond Tan Ghee Teong	25,000	2.5%
Hong Eng Leong Jeffrey	25,000	2.5%
One Light Holdings Pte. Ltd.	25,000	2.5%
Foo Kok Chye	12,500	1.25%
Yip Chee Hoong	12,500	1.25%

<b>TOTAL</b>	<b>1,000,001</b>	<b>100%</b>
--------------	------------------	-------------

On incorporation, Custody Plus will become a direct 55%-owned subsidiary of the Company. The management is of the view that in consideration of the technical expertise, know-how and business network that CapitalX is contributing to Custody Plus, allotment and issuance of the shares in Custody Plus to CapitalX at a nominal price is in the best interests of the Company and will contribute to the growth and development of the Business as well as the FinTech business. The management notes that the Investors have also agreed to this.

- 3.3. As soon as practicable after incorporation of Custody Plus, Custody Plus shall apply for all necessary licences for the conduct of the Business, including but not limited to the Capital Markets Services ("**CMS**") licence issued by MAS. The board of directors of Custody Plus shall manage the licensing process and CapitalX shall use its technology expertise and all reasonable efforts to assist Custody Plus and its board with the licensing process. Custody Plus will bear all costs and expenses incurred in the licensing process, which is estimated to be S\$1,000,000. The expected timeline for Custody Plus to obtain all necessary licences for the conduct of the Business is within one (1) to two (2) years. The Company will make the necessary announcements as and when appropriate.
- 3.4. The management notes that the base capital requirement for a CMS licence holder in respect of the provision of custodian services is S\$1,000,000 and proposed issued and paid-up share capital of S\$1,000,001 of Custody Plus will satisfy this requirement.

#### **4. SALIENT TERMS OF THE JVA**

##### 4.1. Business Plan

The board of Custody Plus will develop a business plan for the operation of the Business ("**Business Plan**"). The Business Plan as approved by the Board of the Company shall be adopted by Custody Plus and the Business will be conducted in accordance with such Business Plan.

##### 4.2. Board of Directors

The board of directors of Custody Plus shall consist of up to three (3) directors, comprising:

- (a) two (2) directors nominated by the Company; and
- (b) one (1) director nominated by CapitalX.

The board of directors of Custody Plus will be responsible for the development of the Business Plan and the management of Custody Plus and its operations.

##### 4.3. Additional Financing

Custody Plus is intended to be self-financing and should obtain additional funds without recourse to its shareholders. No shareholder is obliged to contribute further funds or participate in any guarantee or similar undertaking for Custody Plus's benefit,

or enter into any financing arrangement with any bank or financial institution, whether as guarantor or otherwise.

If the board of Custody Plus considers at any time that the Business requires further financing, the board of Custody Plus will consider whether or not to approach banks or other financial institutions or, in appropriate circumstances, to seek such further financing from other sources.

#### 4.4. Reserved Matters

The JVA sets out certain customary board and shareholder reserved matters which require (i) prior written consent of the Company and CapitalX; or (ii) prior written consent of at least one (1) director nominated by the Company and one (1) director nominated by CapitalX, prior to them being carried out by Custody Plus.

#### 4.5. Pre-Emptive Rights

If Custody Plus proposes to allot or issue any new shares, those new shares shall not be allotted or issued to any person unless Custody Plus has in the first instance offered them to all its shareholders on the same terms and at the same price as those new shares are being offered to other persons on a *pari passu* and *pro rata* basis.

#### 4.6. Right of First Refusal

A shareholder of Custody Plus who wishes to transfer shares of Custody Plus ("**Seller**") shall, before transferring or agreeing to transfer any shares, give a notice in writing to Custody Plus specifying, *inter alia*, the number of shares to be transferred and the transfer price of the shares. The board of Custody Plus shall then offer the shares to all shareholders other than the Seller ("**Continuing Shareholders**"), inviting them to apply in writing for the number of shares they wish to buy. The board shall then allocate the sale shares to the Continuing Shareholders in accordance with their applications and the balance may be disposed of by the Shareholder.

#### 4.7. Co-Sale Right

If at any time a shareholder of Custody Plus intends to sell or transfer or otherwise dispose of all or any part of its interest in shares of Custody Plus comprising twenty per cent. (20%) or more of Custody Plus's issued share capital (the "**Selling Shareholder**"), the Selling Shareholder shall give to each other shareholder (each, a "**Co-sale Shareholder**") a written notice in advance of the proposed sale, specifying the details of the sales including the price and number of shares to be sold. Each Co-sale Shareholder shall be entitled to notify the Selling Shareholder that it too wishes to sell a certain number of shares held by them at terms no less favourable than those obtained by the Selling Shareholder from such third-party purchaser. The Selling Shareholder will then be entitled to sell to such third-party purchaser its shares, provided that at the same time the third-party purchaser purchases from the Co-sale Shareholders such number of shares that they have indicated they wish to sell, on the same terms.

#### 4.8. Drag-Along Right

If at any time one or more shareholder(s) of Custody Plus holding seventy per cent

(70%) or more of Custody Plus's issued share capital (the "**Drag Majority**") desires to sell, transfer or dispose of all its shares in Custody Plus to a third party, after compliance with the pre-emption processes under the JVA, the Drag Majority may (but is not required to) prior to completing any sale or transfer of its shares to such third party, give written notice to the other shareholders informing of the details of such sale, requiring the other shareholders to also sell their shares to the third party purchaser on the same terms and at the same price as that applicable to the shares of the Drag Majority.

#### 4.9. Completion Timeline

The Board expects that completion of the incorporation of Custody Plus will be done by 31 May 2021.

### **(B) PROPOSED SUBSCRIPTION OF 99,096,296 NEW ORDINARY SHARES IN THE CAPITAL OF THE COMPANY AT AN ISSUE PRICE OF S\$0.0270 PER SHARE**

#### **5. OVERVIEW OF PROPOSED SUBSCRIPTION**

5.1. The Board further wishes to announce that on 5 May 2021, the Company had entered into five (5) separate subscription agreements (the "**Subscription Agreements**") with the Investors.

5.2. Pursuant to the Subscription Agreements, the Investors have agreed to subscribe for an aggregate of 99,096,296 new ordinary shares ("**Shares**") in the capital of the Company (the "**Subscription Shares**") at an issue price of S\$0.0270 (the "**Issue Price**") per Subscription Share amounting to an aggregate cash consideration of S\$2,675,600 (the "**Aggregate Consideration**"), subject to and upon the terms and conditions of the Subscription Agreements (the "**Proposed Subscriptions**" and collectively with the Proposed JV, the "**Proposed Transactions**"). Please refer to paragraph 7 of this announcement for more information on the Proposed Subscriptions.

#### 5.3. Additional Listing Application

The Company will apply to the Singapore Exchange Securities Trading Limited ("**SGX-ST**") through its sponsor, UOB Kay Hian Private Limited ("**Sponsor**") for, *inter alia*, the dealing in, listing of and quotation for the Subscription Shares on the Catalist board of the SGX-ST (the "**Catalist**"). The Company will make the necessary announcements upon receipt of the listing and quotation notice ("**LQN**") from the SGX-ST.

#### 5.4. Exemption from Prospectus Requirement

The Proposed Subscriptions are not underwritten and there is no placement agent appointed for the purposes of the Proposed Subscriptions. The offer, allotment and issue of the Subscription Shares is made pursuant to the exemption under Section 272B of the Securities and Futures Act, Chapter 289 of Singapore (the "**SFA**"). As such, no prospectus or offer information statement will be issued by the Company in connection with the Proposed Subscriptions.

## 6. DISCLOSURES RELATING TO THE INVESTORS

- 6.1. Details of the Investors are as set out in paragraph 2.2 of this announcement above. Each of the Investors are subscribing for the Subscription Shares for investment purposes.
- 6.2. Each of the Investors and CapitalX were introduced to the Company by the Company's Chief Executive Officer, Mr. Clarence Chong (the "**Introducer**") through his extended business network. For the avoidance of doubt, no introducer fee or commission was paid or payable to the Introducer in connection with the Proposed JV and/or the Proposed Subscriptions.
- 6.3. As at the date of this announcement:
- (a) Desmond Tan Ghee Teong currently holds 4,200,000 Shares representing 0.10% of the total issued and paid-up share capital of the Company;
  - (b) Hong Eng Leong Jeffrey currently holds 1,000,000 Shares representing 0.02% of the total issued and paid-up share capital of the Company;
  - (c) Foo Kok Chye currently holds 2,620,000 Shares representing 0.06% of the total issued and paid-up share capital of the Company. He is deemed to have an interest in the 2,750,000 Shares held by his spouse representing 0.06% of the total issued and paid-up share capital of the Company; and
  - (d) Yip Chee Hoong currently holds 700,000 Shares representing 0.02% of the total issued and paid-up share capital of the Company.

Save as disclosed herein, as at the date of this announcement, the remaining Investors do not hold, directly or indirectly, any shares in the Company.

- 6.4. The Investors are not interested persons as defined under Chapter 9 of the Listing Manual Section B: Rules of Catalist ("**Catalist Rules**") of the Singapore Exchange Securities Trading Limited and do not fall under the class of restricted persons as specified in Rule 812 (1) of the Catalist Rules.
- 6.5. Each of the Investors has confirmed that it is subscribing for the Subscription Shares as principal and for its own benefit and is not acting in concert with any other person or company, and have not entered into any agreement, arrangement or understanding (whether oral or in writing) with any person or company to act as parties in concert in relation to the Company's shares, within the definition of the Singapore Code on Take-overs and Mergers ("**Take-over Code**").
- 6.6. To the best of the knowledge of the Directors and save as disclosed above, the Investors do not have any other connections (including business relationships) with the Company, the Group, the Directors and substantial shareholders of the Company.

## 7. SALIENT TERMS OF THE SUBSCRIPTION AGREEMENTS

### 7.1. Subscription Shares

Pursuant to the terms of the Subscription Agreement, the Investors shall subscribe for 99,096,296 Subscription Shares at the Issue Price per Subscription Share in the

following proportions:

Investor	Number of Subscription Shares	Proportion of Aggregate Consideration	Percentage shareholding in the Company before the Proposed Subscriptions <sup>(1)</sup>	Percentage shareholding in the Company after the Proposed Subscriptions <sup>(2)</sup>
Desmond Tan Ghee Teong	24,774,074	S\$668,900	0.10%	0.66%
Hong Eng Leong Jeffrey	24,774,074	S\$668,900	0.02%	0.59%
One Light Holdings Pte. Ltd.	24,774,074	S\$668,900	-	0.57%
Foo Kok Chye	12,387,037	S\$334,450	0.13% <sup>(3)</sup>	0.41% <sup>(3)</sup>
Yip Chee Hoong	12,387,037	S\$334,450	0.02%	0.30%
<b>TOTAL</b>	<b>99,096,296</b>	<b>S\$2,675,600</b>		

**Notes:**

- (1) The percentage shareholding interest is computed based on the existing issued and paid-up share capital (excluding treasury shares and subsidiary holdings) of the Company of 4,267,460,901 Shares as at the date of this announcement.
- (2) The percentage shareholding interest is computed based on the enlarged share capital (excluding treasury shares and subsidiary holdings) of the Company of 4,366,557,197 following the Proposed Subscriptions, assuming there are no changes to the number of Shares (excluding treasury shares and subsidiary holdings) of the Company before the completion of the Proposed Subscriptions.
- (3) Foo Kok Chye is deemed to have an interest in the 2,750,000 Shares held by his spouse.

The Subscription Shares shall be issued free from any and all claims, charges, liens, mortgages, securities, pledges, equities, encumbrances or other interests whatsoever and shall rank *pari passu* with and shall carry all rights similar to the existing Shares except that the Subscription Shares will not rank for any dividends, rights, allotments, or other distributions, the record date for which falls on or before the date of the allotment and issue of the Subscription Shares.

The Subscription Shares represent approximately 2.32% of the existing issued and paid-up share capital (excluding treasury shares and subsidiary holdings) of the Company as at the date of this announcement and approximately 2.27% of the enlarged share capital (excluding treasury shares and subsidiary holdings) of the Company following the completion of the Proposed Subscriptions, assuming there are no changes to the number of Shares (excluding treasury shares and subsidiary holdings) of the Company before the completion of the Proposed Subscriptions.



7.2. Issue Price

The Issue Price of S\$0.0270 per Subscription Share represents a discount of approximately 4.26% to the volume weighted average price ("**VWAP**") of S\$0.0282 per Share for trades done on the SGX-ST on 5 May 2021, being the full market day on which the Shares were traded up to the entry into the Subscription Agreements.

The Issue Price was commercially agreed between the Company and the Investors after arm's length negotiations and taking into account historical trading performance of the Company, prevailing market conditions and future prospects of the Group.

7.3. General Mandate

The Subscription Shares will be allotted and issued pursuant to the general share issue mandate granted by the shareholders of the Company ("**Shareholders**") by way of an ordinary resolution ("**General Mandate**") at the annual general meeting of the Company held on 29 April 2021 ("**2021 AGM**"). The General Mandate authorises the Directors to allot and issue new Shares not exceeding 100% of the total number of issued Shares (excluding treasury shares and subsidiary holdings) as at the date of the 2021 AGM, of which the aggregate number of new Shares of the Company to be issued other than on a *pro-rata* basis to all existing Shareholders shall not exceed 50% of the total number of issued Shares (excluding treasury shares and subsidiary holdings). As at the date of the 2021 AGM, the Company had 4,267,460,901 Shares in issue and accordingly, the Company had 2,133,730,450 Shares available for issuance under the General Mandate on a non-*pro-rata* basis. Accordingly, the proposed allotment and issue of the Subscription Shares falls within the limit of the General Mandate.

7.4. Compliance with Catalist Rules

The Subscription Shares (i) will not be placed to any person who is a director or a substantial shareholder of the Company or any other person in the categories set out in Rule 812(1) of the Catalist Rules, and (ii) will not result in any transfer of controlling interest in the Company.

7.5. Conditions Precedent

Under the Subscription Agreement, the completion of the Proposed Subscriptions is conditional upon the satisfaction or waiver of, *inter alia*, the following conditions ("**Conditions Precedent**"):

- (a) the LQN being obtained from the SGX-ST and not having been revoked or amended and, where the LQN is subject to conditions, to the extent that any conditions of the LQN are required to be fulfilled on or before the Completion Date (as defined below), they are so fulfilled;
- (b) the exemption under Section 272B of the SFA being applicable to the allotment and issue of Subscription Shares under the Subscription Agreements;
- (c) the allotment and issue of Subscription Shares to the Investors not being

prohibited by any statute, order, rule, regulation or directive promulgated or issued after the date of the Subscription Agreement by any legislative, executive or regulatory body or authority of Singapore or elsewhere which is applicable to the Company or the Investor;

- (d) there not having occurred, in the opinion of the Investors, any material adverse change, or any development reasonably likely to involve a prospective material adverse change, whether or not arising from transactions in the ordinary course of business, subsequent to the date of the Subscription Agreements which, in the opinion of the Investors, is or is reasonably likely to be materially adverse in the context of the Proposed Subscriptions or is reasonably likely to prejudice materially the success of the Proposed Subscriptions or dealings in the Subscription Shares; and
- (e) the warranties and undertakings set out in the Subscription Agreements remaining true and correct in all material respects as at the Completion Date and the Company having performed all of its obligations under the Subscription Agreements to be performed on or before the Completion Date.

#### 7.6. Long-Stop Date

Under the Subscription Agreements, if the Conditions Precedent are not satisfied on the date falling eight (8) weeks after the date of the Subscription Agreement (i.e. on or before 30 June 2021 (or such later date as the parties may mutually agree) (the "**Long-Stop Date**"), the Subscription Agreements shall terminate and be of no further effect and no party shall be under any liability to the other in respect of the Subscription Agreements save for any antecedent breach thereof.

#### 7.7. Completion

Completion of the Proposed Subscriptions under the Subscription Agreements shall take place on the date falling three (3) business days after the date on which the SGX-ST issues the LQN (or other such date as the Company and the Investors may agree) ("**Completion Date**").

#### 7.8. Moratorium

The Investors shall not sell, transfer or otherwise dispose of the Subscription Shares, any other shareholding they have in the Company or any interest thereof, or attempt or propose to do any of the foregoing for a period of twelve (12) months from the Completion Date ("**Moratorium Period**") without the prior written approval of the Company.

The Investors shall also not, during the Moratorium Period, mortgage, pledge, charge, grant an option over or otherwise encumber any Subscription Shares, any other shareholding they have in the Company or an interest thereof, or attempt or propose to do any of the foregoing unless prior written consent of the Company is obtained.

### 8. **RATIONALE AND USE OF PROCEEDS**

As disclosed in the Company's circular to Shareholders dated 7 April 2021 ("**Circular**"), the Company intends to diversify the Group's core business to include,

*inter alia*, the Business, and the provision of advisory, consultancy and/or management services related to fintech regulation and licencing, as well as adoption of fintech strategies and technology (collectively, the "**Proposed New Business**"). In furtherance of the diversification into the Proposed New Business, it was disclosed that the Company has been in discussions with various third parties to explore a collaboration through joint ventures with potential business partners, so as to leverage on the expertise and resources of the business partner(s) for such joint venture company to assist it in undertaking the Business more effectively and efficiently.

The Company's entry into the JVA represents the crystallisation of said discussions and will allow the Company to leverage the extensive FinTech and information technology expertise of CapitalX, complementing the financial and operational expertise of the Company's existing management team. In addition, the Company can tap on the extended business network of the Investors and CapitalX to facilitate further strategic partnerships and commercial opportunities to support and strengthen the Company's investments and ventures in the Proposed New Business.

In addition to the Proposed JV, the Investors had separately expressed interest in investing in the Company in support of the potential business growth pursuant to the diversification into the Proposed New Business. The management is of the view that the Proposed Subscriptions will help align the interests of the Investors with that of the Company.

The Directors are of the view that the Proposed Subscriptions are beneficial to the Group as it will allow the Group to strengthen its financial position, improve the Group's cash flow and increase working capital available to the Group. The Proposed Subscriptions will also be used to fund the set-up, working capital and other operational expenses of the Proposed New Business.

The Proposed Subscriptions will allow the Company to strengthen its financial position by raising net cash proceeds (after deducting estimates expenses of approximately S\$66,000) of approximately S\$2,609,600 ("**Net Proceeds**"), which is intended to be utilised by the Company in the following manner:

<b>Use of Net Proceeds</b>	<b>Proportion (%)</b>	<b>Amount of Net Proceeds</b>
Expenses for incorporation, set-up, working capital etc. of Custody Plus	34.5%	S\$900,000
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	32.6%	S\$850,000
Working capital including, <i>inter alia</i> , professional fees, staff salaries and general overheads	32.9%	S\$859,600
<b>Total</b>	<b>100.0%</b>	<b>S\$2,609,600</b>

Pending the deployment of the Net Proceeds, the Net Proceeds may be deposited with banks and/or financial institutions and/or invested in short-term money market instruments and/or marketable securities, and/or used for any other purposes on a short-term basis, as the Directors may, in their absolute discretion, deem fit in the interests of the Company.

The Company will make periodic announcements on the utilisation of the Net Proceeds as and when such proceeds are materially disbursed and whether such use is in accordance with the stated use and in accordance with the percentage allocated. As the Net Proceeds will be used for working capital purposes, the Company will disclose a breakdown with specific details on how the Net Proceeds have been applied. Where there is any material deviation from the stated use of the Net Proceeds, the Company will announce the reasons for such deviation. The Company will also provide a status report on the use of Net Proceeds in the Company's periodic financial statements issued under Rule 705 of the Catalyst Rules and its annual reports.

Taking into account all of the above factors, the Board is of the view that the Proposed Transactions are in the best interests of the Company and its Shareholders.

## **9. DIRECTORS' CONFIRMATION**

9.1. The Directors are of the opinion that, as at the date of this announcement:

- (a) after taking into consideration the Group's present internal resources and present bank facilities available to the Group, the Group has sufficient working capital to meet its present requirements. Notwithstanding the above, the purpose of the Proposed Subscriptions is to raise funds for the Proposed New Business and general working capital purposes as disclosed in Section 8 of this announcement; and
- (b) after taking into consideration the Group's present internal resources, present bank facilities available to the Group, and the Net Proceeds, the working capital available to the Group is sufficient to meet its present requirements.

## **10. FINANCIAL EFFECTS**

### **10.1. Bases and assumptions**

The financial effects of the Proposed Subscriptions on the consolidated net tangible assets ("**NTA**") per Share have been prepared based on the audited financial statements of the Group for the full year ended 31 December 2020. The *pro forma* financial effects of the Proposed Subscriptions are for illustration only and do not reflect the actual financial effects or the future financial performance and condition of the Group after the Proposed Subscriptions.

The *pro forma* financial effects are based on the following assumptions:

- (a) the financial effects of the Proposed Subscriptions on the NTA per Share of the Group are computed based on the assumption that the Proposed Subscriptions completed on 31 December 2020;

- (b) the expenses incurred in connection with the Proposed Subscriptions amount to approximately S\$66,000; and
- (c) an exchange rate of S\$1.00 to RM0.3246.

## 10.2. Share Capital

	Before the Proposed Subscriptions	After the Proposed Subscriptions
Total number of issued Shares	4,267,460,901	4,366,557,197

## 10.3. NTA per Share

The illustrative effects of the Proposed Subscriptions on the NTA per Share of the Group as at 31 December 2020 are as follows:

	Before the Proposed Subscriptions <sup>(2)</sup>	After the Proposed Subscriptions
NTA <sup>(1)</sup> of the Group (RM)	6,259,176	14,095,282
Number of Shares	4,267,460,901	4,366,557,197
NTA per Share (Malaysian Sen)	0.15	0.32

### Notes:-

- (1) NTA means total assets less the sum of total liabilities and intangible assets.
- (2) Assuming that the (i) Company has issued an aggregate of 2,427,293,288 new Shares at an issue price of S\$0.00149 to Lim Beng Chew, Tang Yao Zhi, Tan Soo Kia and Lee Teck (collectively, the "**Lenders**") for the settlement of a S\$3,500,000 loan extended to the Lenders and all accrued interest thereon of S\$116,667; and (ii) the Company has issued an aggregate of 176,174,497 new Shares at an issue price of S\$0.00149 to Cedric Yap Kun Hao for the payment of an introducer fee of S\$262,500 as detailed in the Company's circular to shareholders dated 25 January 2021. NTA before the Proposed Subscriptions as at 31 December 2020 has been adjusted accordingly.

## 11. INTERESTS OF DIRECTORS AND SUBSTANTIAL SHAREHOLDERS

None of the Directors or substantial shareholders of the Company or their respective associates have any interest, direct or indirect in the Proposed Transactions, other than in their capacity as Director or Shareholder.

## 12. DOCUMENTS AVAILABLE FOR INSPECTION

Subject to prevailing regulations, orders, advisories and guidelines relating to safe distancing which may be issued by the relevant authorities, copies of each Subscription Agreement, as well as the JVA are available for inspection by the Shareholders at the registered office of the Company at 80 Robinson Road #17-02

Singapore 068898 during normal office hours for three (3) months from the date of this announcement.

### 13. DIRECTORS' RESPONSIBILITY STATEMENT

The Directors collectively and individually accept full responsibility for the accuracy of the information given in this announcement and confirm after making all reasonable enquiries, that to the best of their knowledge and belief, this announcement constitutes full and true disclosure of all material facts about the Proposed Transactions, and the Company and its subsidiaries, and the Directors are not aware of any facts the omission of which would make any statement in this announcement misleading. Where information in this announcement has been extracted from published or otherwise publicly available sources or obtained from a named source, the sole responsibility of the Directors has been to ensure that such information has been accurately and correctly extracted from those sources and/or reproduced in this announcement in its proper form and context.

### 14. TRADING CAUTION

Shareholders are advised to exercise caution in trading their Shares as there is no certainty or assurance as at the date of this announcement that the Proposed Transactions will proceed to completion, as completion is subject to, *inter alia*, fulfilment of certain conditions precedent. Shareholders are advised to read this announcement, and any further announcements by the Company carefully. Shareholders should consult their stockbrokers, solicitors or other professional advisors if they have any doubts about the action they should take.

#### By Order of the Board

Mr. Chua Ser Miang  
Non-Executive Chairman and Lead Independent Director  
5 May 2021

---

*This announcement has been prepared by the Company and its contents have been reviewed by the Company's sponsor, UOB Kay Hian Private Limited (the "Sponsor") for compliance with the relevant rules of the Singapore Exchange Securities Trading Limited ("SGX-ST") Listing Manual Section B: Rules of Catalist.*

*This announcement has not been examined or approved by 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 Lance Tan, Senior Vice President, at 8 Anthony Road, #01-01, Singapore 229957, telephone (65) 6590 6881.*