



VCPLUS LIMITED

VCPLUS LIMITED

(Company Registration No. 201531549N)
(Incorporated in the Republic of Singapore)

THE PROPOSED ACQUISITION OF THE REMAINING 45% OF THE ISSUED AND PAID-UP SHARE CAPITAL OF CUSTODY PLUS PTE. LTD.

1. INTRODUCTION

- 1.1. The Board of Directors (the "**Board**" or the "**Directors**") of VCPlus Limited (the "**Company**", and together with its subsidiaries, the "**Group**") wishes to announce that it has entered into a share purchase agreement (the "**SPA**") with CapitalX Global Limited, Desmond Tan Ghee Teong, Hong Eng Leong Jeffrey, One Light Holdings Pte. Ltd., Foo Kok Chye and Yip Chee Hoong (collectively, the "**Vendors**"). Pursuant to the terms of SPA, the Company has agreed to acquire, and the Vendors have agreed to sell to the Company, an aggregate of 450,000 shares ("**Sale Shares**") in Custody Plus Pte. Ltd. ("**Custody Plus**") representing approximately 45% of the total issued and paid-up share capital of Custody Plus (the "**Proposed Acquisition**").
- 1.2. As at the date of this announcement, the Company owns the remaining 55% shares of Custody Plus. If completion of the Proposed Acquisition takes place, Custody Plus will become a wholly owned subsidiary of the Company.
- 1.3. The Proposed Acquisition constitute a discloseable transaction pursuant to Chapter 10 of the Singapore Exchange Securities Trading Limited ("**SGX-ST**") Listing Manual Section B: Rules of Catalist ("**Catalist Rules**"). Please refer to paragraph 5 of this announcement for information on the Proposed Acquisition (including, *inter alia*, consideration for the Proposed Acquisition and the manner of satisfaction).

2. INFORMATION ON CUSTODY PLUS

- 2.1. As announced by the Company on 5 May 2021 ("**Custody Plus JV Announcement**"), Custody Plus was incorporated as a joint venture company amongst the Company and the Vendors on 15 September 2021 pursuant to a joint venture agreement dated 5 May 2021 ("**JVA**"). It was intended that upon its incorporation, Custody Plus will conduct the business of provision of custodian services for digital assets and will apply for all necessary licenses for the conduct of the said business, including but not limited to the Capital Markets Services ("**CMS**") license issued by Monetary Authority of Singapore ("**MAS**").
- 2.2. On 18 November 2022, the Company announced that Custody Plus has received in-principle approval from the MAS on its application for a Capital Market Services ("**CMS**") license allowing it to provide custodial services for capital market products, including tokenized securities. Following the in-principle approval, MAS has since granted the CMS license to Custody Plus to conduct custodial services.

- 2.3. As at the date of this announcement, Custody Plus has an issued and paid-up share capital of S\$1,000,001 comprising of 1,000,001 shares and its shareholding structure is as follows:

Shareholder	Number of Shares in Custody Plus	Shareholding Percentage
The Company	550,001	55%
CapitalX Global Limited	350,000	35%
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%
Total	1,000,001	100%

- 2.4. As at the date of this announcement, the directors of Custody Plus are Mr. Chong Heng Loong and Ms. Ng Bee Cheng, both are nominee directors of the Company.
- 2.5. Based on the audited financial statements of Custody Plus for the financial year ended 31 December 2022 ("**FY2022**"), Custody Plus recorded net asset of approximately S\$440,000 and loss after tax of approximately S\$560,000.

3. INFORMATION RELATING TO THE VENDORS

- 3.1. As stated above, the Vendors are joint venture partners of the Company in respect of Custody Plus. In addition, as announced by the Company in the Custody Plus JV Announcement, the Vendors (save for CapitalX Global Limited) had also subscribed for 99,096,269 ordinary shares in the capital of the Company ("**Shares**") at an issue price of S\$0.027 per share amounting to an aggregate cash consideration of S\$2,675,600, which was completed on 28 May 2021.
- 3.2. The background of the Vendors and their shareholding in the Company as at the date of this announcement are set out below:

Name of Vendor	Background of Vendor	Number of Shares in the Company	Percentage of shareholding in the Company¹
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	-	-

	<p>("FinTech") and augmented reality. Its sole director and shareholder is Mr. Eric Cheng, a Singapore citizen.</p> <p>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.</p>		
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 ("OCBC"). 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.	40,099,998	0.85%
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.	27,774,074	0.59%
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	24,774,074	0.52%

	<p>announcement, Novryati Sumojoki holds the entire issued and paid-up share capital of One Light and is the sole director of One Light.</p> <p>Novryati Sumojoki is an Indonesian citizen. She is an entrepreneur who is involved in various businesses and investments in startup companies.</p>		
Foo Kok Chye	Foo Kok Chye is a Singapore citizen. He is a businessman dealing in trading and distribution of kitchen appliances.	12,387,037	0.26%
Yip Chee Hoong	Yip Chee Hoong is a Singapore citizen. He is an entrepreneur with investments in property, private equity and start-ups.	12,387,037	0.26%

Note:

1. Based on the issued and paid-up share capital of the Company of 4,728,832,101 as at the date of this announcement.

3.3. The Vendors have confirmed that they are not:

- (i) a director or substantial shareholder of the Company;
- (ii) immediate family members of the directors or substantial shareholders of the Company;
- (iii) substantial shareholders, related companies (as defined under Section 6 of the Companies Act 1967 of Singapore), associated companies and sister companies of the Company's substantial shareholders;
- (iv) corporations in whose shares any of the Company's directors or substantial shareholders has/have an aggregate interest of at least 10%;
- (v) a person falling within Rule 812 of the Catalist Rules;
- (vi) associates (as from time to time defined in the Catalist Rules) of any of the foregoing; and
- (vii) a person acting in concert with, or associated or related to, any of the other Vendors or any director or substantial of the Company.

- 3.4. The Vendors are not interested persons as defined under Chapter 9 of the Catalist Rules. To the best of the knowledge of the Directors and save as disclosed above, the Vendors do not have any other connections (including business relationships) with the Company, the Group, the Directors and substantial shareholders of the Company.

4. PRINCIPAL TERMS OF THE PROPOSED ACQUISITION

The principal terms of the Proposed Acquisition are set as follows:

4.1. Valuation and Purchase Consideration

In connection with the Proposed Acquisition, the Group had engaged Navi Corporate Advisory Pte Ltd ("**Valuer**") as an independent valuer to provide valuation of the License and the market multiple as at 31 March 2023. The market multiple is to allow the Company to estimate the potential valuation of the Sale Shares in order to negotiate the terms with the Vendor.

Based on the valuation report dated 12 May 2023, the Valuer provided the following key metrics:

- (i) the valuation of the CMS license based on cost approach ranges from S\$1,300,000 to S\$1,500,000 with a median of S\$1,400,000. This represents the Market Value of the CMS license; and
- (ii) the enterprise value to sales multiple of comparable companies ranges from 0.59 times to 3.06 times with a median of 2.32 times.

Based on the above key metrics, the Company shall pay to the Vendors:

- (i) a base consideration of S\$630,000, being 45% of the valuation of the CMS license based on cost approach of S\$1,400,000 ("**Base Consideration**"); and
- (ii) an incentive consideration ("**Incentive Consideration**" and together with the Base Consideration, the "**Purchase Consideration**") determined in accordance with the following formula:

$$\text{Incentive Consideration} = (\text{Upside Valuation} - \text{Base Valuation}) \times 45\%$$

Where:

Base Valuation : S\$1,400,000

Upside Valuation : 2.32 times of Relevant Average Audited Revenue (capped at S\$3,000,000)

Relevant Average Audited Revenue : Average audited revenue of Custody Plus for the financial year ending 31 December 2024 ("**FY2024**") and 31 December 2025 ("**FY2025**"), based on the audited financial statement of Custody Plus for FY2024 and FY2025.

For illustration purposes only, assuming that Custody Plus achieves audited revenue of S\$1,000,000 in FY2024 and S\$2,500,000 in FY2025:

Relevant Average Revenue shall be:

$$(S\$1,000,000 + S\$2,500,000) \div 2 = S\$1,750,000;$$

Upside Valuation shall be:

$2.32 \times S\$1,750,000 = S\$4,060,000$. However, as Upside Valuation is capped at S\$3,000,000, the Upside Valuation shall be S\$3,000,000; and

Incentive Consideration shall be:

$$(S\$3,000,000 - S\$1,400,000) \times 45\% = S\$720,000.$$

The Purchase Consideration was arrived at after arm's length negotiations between the Company and the Vendors on a willing-buyer willing-seller basis, taking into account, *inter alia*, the valuation of the License and the market multiple as at 31 March 2023.

4.2. Basis for the Valuation based on the Key Metrics

Custody Plus is preparing to commence business (expected to be in the 2nd half of 2023) following its receipt of the CMS license from MAS. The CMS license has potential to generate revenue in the future and it is a barrier for new entrants, and hence, the license has value. However, Custody Plus has yet to generate any revenue currently and Custody Plus' valuation, which entails estimation of future cashflow of Custody Plus which is dependent on a myriad of assumptions, is not easy to determine.

As the Proposed Acquisition brings significant benefits to the Company as described in paragraph 5 of this announcement, the key metrics provided by the Valuer allows the Company to derive the benefits as a wholly owned subsidiary while capping the purchase consideration payable to gain full control of Custody Plus.

The rationale for the proposed key metrics is as follows:-

- (i) the Upside Valuation is an estimation of the valuation of Custody Plus based on its financial performance in the future. The Upside Valuation takes into account:-
 - (a) the future financial performance of Custody Plus in terms of its audited revenue in FY2024 and FY2025; and
 - (b) enterprise value to sales multiple of comparable companies of 2.32 times as estimated by the Valuer.

Depending on Custody Plus' future financial performance, the Purchase Consideration will be adjusted accordingly while capping Custody Plus' valuation at S\$3,000,000 to allow the Company to enjoy future upside. Hence, the maximum Purchase Consideration for the Sale Shares is capped at the Purchase Consideration of S\$1,350,000.

- (ii) The Purchase Consideration is payable to the Vendors in two tranches namely:

- (a) the Base Consideration which represents the valuation of the CMS license based on cost approach. In other words, it is a reimbursement of license cost to the Vendors. The Base Consideration payment is based on the cost of the license instead of an independent valuation of Custody Plus as an entity because such valuation would entail estimation of future cashflow of Custody Plus which is dependent on a myriad of assumptions at this point in time; and
- (b) the Incentive Consideration which represents the balance of the Purchase Consideration after deducting the Base Consideration.

4.3. Method of payment

The Purchase Consideration shall be satisfied by the Company in the following manner:

- (i) the Base Consideration shall be satisfied by way of the issue of an aggregate of 63,000,000 new Shares (the "**Base Consideration Shares**") at an issue price of S\$0.01 ("**Issue Price**") per Base Consideration Share, which shall be allotted to the Vendors in the number set out adjacent to their names in **Appendix 1** of this announcement, at completion of the Proposed Acquisition (the "**Completion**"); and
- (ii) the Incentive Consideration shall be satisfied by the Company, at its sole option:
 - (a) either, by way of the issue of such new Shares at the Issue Price corresponding to the Incentive Consideration (the "**Incentive Consideration Shares**" and together with the Base Consideration Shares, the "**Consideration Shares**") subject always to a cap of 72,000,000 Incentive Consideration Shares, which shall be allotted to the Vendors in the proportion set out adjacent to their names in **Appendix 1**; or
 - (b) up to 50% of the Incentive Consideration by way of cash (which the Company intends to fund through internal resources and/or external borrowings) and the remaining Incentive Consideration by way of issue of Incentive Consideration Shares at the Issue Price, which shall be paid and allotted to the Vendors (as the case may be) in the proportion set out adjacent to their names in **Appendix 1**,

in each case, within fourteen (14) calendar days after date on which the audited financial statement of Custody Plus for FY2025 is approved by its shareholders ("**Payment Date**").

At least 7 (seven) calendar days prior to the Payment Date, the Company shall, by way of a written notice, inform the Vendors of the manner by which it intends to pay the Incentive Consideration.

4.4. Conditions Precedent

Pursuant to the terms of the SPA, the completion of the Proposed Acquisition is conditional upon the following conditions being satisfied:

- (i) the approval of the SGX-ST for the listing and quotation of the Consideration Shares on the Catalist having been obtained and not having been revoked or amended and, where approval is subject to conditions, such conditions being acceptable to the Company and, to the extent that any conditions for the listing and quotation of the Consideration Shares on the Catalist are required to be fulfilled on or before the Completion, they are so fulfilled; and
- (ii) all necessary third party, governmental and regulatory consents, approvals and waivers where required for the transactions contemplated hereunder having been obtained, and such consents, approvals and waivers not having been amended or revoked before Completion Date (as defined herein).

4.5. Long-Stop Date

If all of the conditions precedent under the SPA have not been fulfilled on or before 31 July 2023 ("**Long-Stop Date**"), the SPA shall lapse and no party shall have any claim against any other party under it, save for any claim arising from antecedent breaches of the SPA.

4.6. Completion

Subject to the SPA, Completion shall take place at the office of the Company and within fourteen (14) calendar days after all the conditions precedent are fulfilled or waived, as the case may be, or such other date as the Parties may agree, but in any event such date shall not later than the Long-Stop Date.

4.7. Termination of the JVA

Upon Completion, the JVA shall automatically terminate without any liabilities on any parties (save for liabilities arising from any antecedent breach and obligations expressed to survive the termination of the JVA).

5. RATIONALE FOR THE PROPOSED ACQUISITION

5.1. The Company believes that the Proposed Acquisition can allow the Company to lead the business development of Custody Plus without interference from minority shareholders.

5.2. In addition, the Vendors have agreed to the Issue Price (as defined below) of S\$0.01 per Consideration Share (as defined below), which represents a premium of approximately 92.3% to the current Share price of the Company. For illustration purposes only, if the Company issues its Shares to the Vendors at the Issue Price of S\$0.0052 (being the volume weighted average price ("**VWAP**") for trades done on the SGX-ST on 30 June 2023, being the full market day on which the Shares were traded up to the entry into the SPA), the Company would have to issue up to 259,615,385 Shares to pay for the Purchase Consideration. Accordingly, the terms offered by the Vendors under the SPA will save the Company from having to issue and allot an additional 124,615,385 Shares currently worth S\$648,000.

- 5.3. The formula for Incentive Consideration as set out in paragraph 4.1 of the announcement, caps the valuation of Custody Plus at S\$3,000,000. This will provide the Company with a cap to the consideration payable for the Sale Shares at S\$1,350,000. As the Company is putting all the efforts and capital to grow Custody Plus, through the Proposed Acquisition, it can derive all the financial performance and uplift potential from these efforts, while sharing downsides with the Vendors.
- 5.4. Taking into account all of the above factors, the Directors are of the view that the Proposed Acquisition is in the best interests of the Company and the shareholders of the Company ("**Shareholders**").

6. ISSUE PRICE AND CONSIDERATION SHARES

- 6.1. As stated above, the Issue Price of S\$0.01 represents a premium of approximately 92.3% to the VWAP of S\$0.0052 per Share for trades done on the SGX-ST on 30 June 2023, being the full market day on which the Shares were traded up to the entry into the SPA. The Issue Price was commercially agreed between the Company and the Vendors after arm's length negotiations and taking into account historical trading performance of the Company, prevailing market conditions, latest placement exercise of the Company completed in December 2022 and future prospects of the Group.
- 6.2. Assuming that the entire Purchase Consideration is satisfied by way of issuance of Consideration Shares, up to 135,000,000 Consideration Shares ("**Maximum Consideration Shares**") shall be issued. The Maximum Consideration Shares represent approximately 2.85% 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 2.78% of the enlarged share capital (excluding treasury shares and subsidiary holdings) of the Company following the completion of the allotment and issuance of Maximum Consideration Shares.
- 6.3. The Consideration Shares shall, when issued and allotted, rank *pari passu* in all respects with the other Shares of the Company then in issue, save for any rights, benefits and entitlements the record date for which is before the date of issuance of the Consideration Shares.
- 6.4. The Company will apply to the SGX-ST through its sponsor, UOB Kay Hian Private Limited ("**Sponsor**") for, *inter alia*, the dealing in, listing of and quotation for the Consideration 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.

- 6.5. The Consideration Shares shall be allotted and issued pursuant to the general share issue mandate granted by Shareholders, by way of an ordinary resolution ("**General Mandate**") at the annual general meeting of the Company held on 27 April 2023 ("**2023 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 2023 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 2023 AGM, the Company had 4,728,832,101 Shares in issue and accordingly, the Company had 2,364,416,050 Shares available for issuance under the General Mandate on a *non-pro-rata* basis. As at the date of this announcement, the Company has not utilised the General Mandate in any way. As such, the issuance of Consideration Share pursuant to the Proposed Acquisition falls within the limit of the General Mandate.
- 6.6. The Consideration 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.
- 6.7. Each of the Vendors has confirmed that it is subscribing for the Consideration 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 Takeovers and Mergers.

7. CHAPTER 10 OF THE CATALIST RULES

- 7.1. The relative figures of the Proposed Acquisition computed on the bases set out in Catalist Rules 1006(a) to 1006(e) are set out below for Shareholders' reference:

Catalist Rule	Basis of Calculation	Relative figure (%)
1006(a)	The net asset value of the assets to be disposed of, compared with the Group's net asset value. This basis is not applicable to an acquisition of assets.	Not applicable ⁽¹⁾
1006(b)	The net profits ⁽²⁾ attributable to the assets acquired or disposed of, compared with the Group's net profits.	(8.54) ⁽³⁾
1006(c)	The aggregate value of the consideration given or received, compared with the Company's market capitalisation based on the total number of issued shares (excluding treasury shares).	3.56 ⁽⁴⁾⁽⁵⁾
1006(d)	The number of equity securities issued by the Company as consideration for an acquisition, compared with the number of equity securities previously in issue.	2.85 ⁽⁶⁾
1006(e)	The aggregate volume or amount of proved and probable reserves to be disposed of, compared with the aggregate of the Group's proved and probable reserves. This basis is applicable to a disposal of mineral, oil or gas assets by a mineral, oil and gas company, but not to an acquisition	Not applicable ⁽⁷⁾

	of such assets. If the reserves are not directly comparable, the Exchange may permit valuations to be used instead of volume or amount.	
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Notes:

- (1) Rule 1006(a) of the Catalist Rules is not applicable to the Proposed Acquisition, being an acquisition of assets.
- (2) Under Rule 1002(3) of Catalist Rules, "net profits" means profit or loss including discontinued operations that have not been disposed and before income tax and non-controlling interests.
- (3) Computed based on the audited consolidated financial statement of the Group for FY2022 for the Company and Custody Plus. The Company recorded loss before tax of approximately S\$2,936,000. Custody Plus recorded loss before tax of S\$557,139, 45% amounted to approximately S\$250,713.
- (4) Under Rule 1002(5) of the Catalist Rules, "market capitalisation" is determined by multiplying the number of shares in issue by the weighted average price of such shares transacted on the market day preceding the date of the SPA. Accordingly, the market capitalisation of the Company is based on the weighted average price of such shares transacted on the market day preceding the date of the SPA (i.e. 30 June 2023 of S\$0.0052) and 4,728,832,101 Shares in issue. The market capitalisation of the Company for the purposes of the Proposed Acquisition is approximately S\$24,589,927.
- (5) Pursuant to Rule 1003(3) of the Catalist Rules, where the value of the consideration is in the form of shares, the value of the consideration shall be determined by reference either to the market value of such shares or the net asset value represented by such shares, whichever is higher. In this instance,
 - (a) the market value of the Maximum Consideration Shares is S\$702,000, based on the VWAP of S\$0.0052 on 30 June 2023, being the last full day of trading of the Shares on the Catalist up to the entry in the SPA;
 - (b) the net asset value of the Maximum Consideration Shares is S\$135,000, based on the audited net asset value per share of S\$0.001 as at 31 December 2022.
 - (c) the sum of 50% cash consideration of S\$360,000 and the market value of the remaining Incentive Consideration Shares of S\$187,200 as well as the Base Consideration Shares of S\$327,600 based on VWAP of S\$0.0052 on 30 June 2023, being the full day of trading of the Shares on the Catalist prior to the date of the entry of SPA is S\$874,800; and
 - (d) the sum of 50% cash consideration of S\$360,000 and the NAV of the remaining Incentive Consideration Shares of S\$36,000 as well as the NAV of the Base Consideration Shares of S\$63,000 as at 31 December 2022 is S\$459,000.

Based on the above, the relative figure have been computed based on (c) of S\$874,800, being the highest of the four.
- (6) Based on the Maximum Consideration Shares and the 4,728,832,101 Shares in issue.
- (7) Rule 1006(e) of the Catalist Rules is not applicable as the Company is not a mineral, oil and gas company.

- 7.2. The relative figure for the Proposed Acquisition as computed on the basis set out in Rule 1006 of the Catalist Rules exceed 5% but are less than 75%. In addition, the relative figure computed on the basis of Rule 1006(b) involves negative figures. Pursuant to Rule 1007(1), Rule 1010 and the guidance provided in Practice Note 10A paragraph 4.4(a) of the Catalist Rules, the Proposed Acquisition would be considered a disclosable transaction and therefore, an immediate announcement in respect of the information required pursuant to Rule 1010, Rule 1011, Rule 1012 and Rule 1013 of the Catalist Rules, where applicable, is required and has been hereby made accordingly.

8. FINANCIAL EFFECTS OF THE PROPOSED ACQUISITION

8.1. Bases and Assumptions

The following are presented for illustration purposes only and are not intended to reflect the actual future financial situation of the Company after Completion. The financial effects of the Proposed Acquisition on the Company as set out below are based on the Group's latest audited financial statements for the financial year ended 31 December 2022 and the following assumptions:

- (i) the Maximum Consideration Shares are issued;
- (ii) the financial effects on the Group's net tangible assets ("**NTA**") attributable to the Shareholders and the NTA per Share have been computed assuming that Completion took place on 31 December 2022;
- (iii) the financial effects on the Group's loss attributable to the Shareholders and the loss per Share ("**LPS**") have been computed assuming that Completion took place on 1 January 2022; and
- (iv) the expenses incurred in connection with the Proposed Acquisition amount to approximately S\$75,000.

8.2. Share Capital

	Before the Proposed Acquisition	After the Proposed Acquisition
Issued and paid-up share capital (S\$'000)	98,386	99,736
Number of Shares	4,728,832,101	4,863,832,101

8.3. NTA per Share

	Before the Proposed Acquisition	After the Proposed Acquisition
NTA attributable to equity holders of the Company (S\$'000)	2,220	3,645
Number of Shares	4,728,832,101	4,863,832,101
NTA per share (S\$ cents)	0.047	0.075

8.4. LPS

	Before the Proposed Acquisition	After the Proposed Acquisition
Net loss attributable to equity holders of the Company (S\$'000)	(2,749)	(3,000)
Weighted average number of Shares	4,556,136,896	4,691,136,896
LPS (S\$ cents)	(0.06034)	(0.06395)

9. INTERESTS OF DIRECTORS AND SUBSTANTIAL SHAREHOLDERS

- 9.1. Save as disclosed in this announcement, none of the Directors or substantial Shareholders of the Company has any interest, direct or indirect, in the Proposed Acquisition (other than in his capacity as a Director or Shareholder of the Company).
- 9.2. The interests of Directors, substantial Shareholders and Vendors in the share capital of the Company are set out in **Appendix 2** of this announcement.

10. DIRECTOR'S SERVICE CONTRACTS

No person is proposed to be appointed as a Director of the Company in connection with the Proposed Acquisition. Accordingly, no service contract is proposed to be entered into between the Company and any such person.

11. CAUTION IN TRADING

Shareholders are advised to exercise caution in trading their Shares. The Proposed Acquisition is subject to the certain conditions (including various condition precedents), and there is no certainty or assurance as at the date of this announcement that the Proposed Acquisition will be completed, or that no changes will be made to the terms thereof. The Company will make the necessary announcements when there are further developments on the Proposed Acquisition and other matters contemplated by this announcement. Accordingly, Shareholders are advised to exercise caution before making any decision in respect of their dealings in the Shares of the Company. Shareholders should consult their stockbrokers, bank managers, solicitors or other professional advisors if they have any doubt about the actions they should take.

12. 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 Acquisition, 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.

13. DOCUMENTS AVAILABLE FOR INSPECTION

Copies of the following documents are available for inspection during normal business hours from 9.00 a.m. to 5.00 p.m. at the registered office of the Company at 223 Mountbatten Road, #03-10, Singapore 398008 for a period of three (3) months from the date of this announcement:

- (i) the annual report of the Company for FY2022;
- (ii) the SPA; and
- (iii) the valuation report prepared by the Valuer.

By Order of the Board

VCPlus Limited

Chua Ser Miang

Non-Executive Chairman and Lead Independent Director

30 June 2023

*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 accuracy, completeness or correctness of any of the information, 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.

APPENDIX 1

Name of Vendor	Number of shares held in Custody Plus	Number of Base Consideration Shares / Base Consideration	Proportion of Incentive Consideration Shares	Number of Maximum Consideration Shares
CapitalX Global Limited	350,000	49,000,000/ S\$490,000	77.78%	105,000,000
Desmond Tan Ghee Teong	25,000	3,500,000/ S\$35,000	5.56%	7,500,000
Hong Eng Leong Jeffrey	25,000	3,500,000/ S\$35,000	5.56%	7,500,000
One Light Holdings Pte. Ltd.	25,000	3,500,000/ S\$35,000	5.56%	7,500,000
Foo Kok Chye	12,500	1,750,000/ S\$17,500	2.78%	3,750,000
Yip Chee Hoong	12,500	1,750,000/ S\$17,500	2.78%	3,750,000
Total	450,000	63,000,000/ S\$630,000	100.0%	135,000,000

APPENDIX 2

The breakdown of shareholding interests of the Directors, the substantial Shareholders of the Company and the Vendors to the Proposed Acquisition:

- (i) prior to the completion of the Proposed Acquisition;
- (ii) after the completion of the Proposed Acquisition, assuming that the Maximum Consideration Shares are issued; and
- (iii) after completion of the Proposed Acquisition, assuming that 50% of the Incentive Consideration is satisfied by way of cash and the remaining 50% Incentive Consideration is fulfilled by way of issue of Incentive Consideration Shares at the Issue Price (in the proportion set out set out in **Appendix 1**).

	Prior to the Proposed Acquisition		After the Proposed Acquisition assuming that the Maximum Consideration Shares are issued		After the Proposed Acquisition assuming that 50% of the Incentive Consideration is satisfied by way of issue of Incentive Consideration Shares	
	Number of Shares	% ⁽¹⁾	Number of Shares	% ⁽²⁾	Number of Shares	% ⁽³⁾
Directors						
Lim Beng Chew	1,234,452,015	26.10	1,234,452,015	25.38	1,234,452,015	25.57
Chua Ser Miang	-	-	-	-	-	-
Gavin Mark McIntyre	-	-	-	-	-	-
Lee Kim Lian, Juliana	-	-	-	-	-	-
Substantial Shareholders (other than Directors)						
Tang Yao Zhi (Chen Yaozhi)	617,226,008	13.05	617,226,008	12.69	617,226,008	12.78
Tan Soo Kia	365,472,206	7.73	365,472,206	7.51	365,472,206	7.57
Vendors						
CapitalX Global Limited	-	-	105,000,000	2.16	77,000,000	1.59%
Desmond Tan Ghee Teong	40,099,998	0.85%	47,599,998	0.98%	45,599,998	0.94%
Hong Eng Leong Jeffrey	27,774,074	0.59%	35,274,074	0.73%	33,274,074	0.69%

	Prior to the Proposed Acquisition		After the Proposed Acquisition assuming that the Maximum Consideration Shares are issued		After the Proposed Acquisition assuming that 50% of the Incentive Consideration is satisfied by way of issue of Incentive Consideration Shares	
	Number of Shares	% ⁽¹⁾	Number of Shares	% ⁽²⁾	Number of Shares	% ⁽³⁾
One Light Holdings Pte. Ltd.	24,774,074	0.52%	32,274,074	0.66%	30,274,074	0.63%
Foo Kok Chye	12,387,037	0.26%	16,137,037	0.33%	15,137,037	0.31%
Yip Chee Hoong	12,387,037	0.26%	16,137,037	0.33%	15,137,037	0.31%

Notes:-

- (1) Based on the issued and paid-up share capital of the Company of 4,728,832,101 Shares as at the date of this announcement.
- (2) Based on the issued and paid-up share capital of the Company of 4,863,832,101 Shares assuming that the Proposed Acquisition is completed at the date of this announcement and that the Maximum Consideration Shares are issued.
- (3) Based on the issued and paid-up share capital of the Company of 4,827,832,101 Shares assuming that the Proposed Acquisition is completed at the date of this announcement and that 50% of the Incentive Consideration is satisfied by way of issue of Incentive Consideration Shares.