



VCPLUS LIMITED

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

CONDENSED INTERIM FINANCIAL STATEMENTS FOR THE FINANCIAL PERIOD ENDED 30 JUNE 2022

*This announcement has been prepared by VCPlus Limited (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 Mr Lance Tan, Senior Vice President, at 8 Anthony Road, #01-01, Singapore 229957, telephone (65) 6590 6881.

Contents

Condensed interim consolidated statement of comprehensive income	3
Condensed interim statements of financial position	5
Condensed interim consolidated statement of changes in equity	7
Condensed interim consolidated statement of cash flows	9
Notes to the condensed interim consolidated financial statements	10
Other information required by Listing Rule Appendix 7C	23

**CONDENSED INTERIM CONSOLIDATED STATEMENT OF COMPREHENSIVE INCOME
FOR THE FINANCIAL PERIOD ENDED 30 JUNE 2022**

The board (the “Board”) of directors (the “Directors”) of VCPlus Limited (the “Company”) hereby announces the condensed interim consolidated results of the Company and its subsidiaries (collectively referred to as the “Group”) for the financial period ended 30 June 2022, together with the comparative figures for the financial period ended 30 June 2021. The Group’s Interim financial results for the financial period ended 30 June 2022 and 30 June 2021 are unaudited.

	Note	6 months ended		Increase/ (Decrease) %
		30.06.2022	30.06.2021	
		S\$'000 (Unaudited)	S\$'000 (Unaudited) (Restated)	
Revenue	3	404	-	NM
Other income	4	121	15	NM
Raw materials and consumables used		(67)	-	NM
Depreciation and amortisation expense		(140)	(4)	NM
Employee benefits expenses		(886)	(256)	NM
Operating lease expenses		(9)	(8)	13
Other expenses		(295)	(234)	26
Finance costs	5	(10)	(29)	(66)
Loss before income tax from continuing operations	6	(882)	(516)	71
Income tax expense		(7)	-	NM
Loss from continuing operations	6	(889)	(516)	72
Profit / (Loss) from discontinued operation, net of tax	7	(104)	437	NM
Loss for the financial period		(993)	(79)	NM
Other comprehensive income:				
Item that may be reclassified: subsequently to profit and loss				
- Exchange differences on translating foreign operations		(198)	-	NM
Total comprehensive income for the financial period		(1,191)	(79)	NM
(Loss)/Profit for the financial period attributable to owners of the parent:				
(Loss)/Profit from continuing operations, net of tax		(793)	(516)	54
(Loss)/Profit from discontinued operations, net of tax		(104)	437	NM
		(897)	(79)	NM
Non-controlling interest		(96)	-	NM
		(993)	(79)	NM
Total comprehensive income attributed to owners of the parent:				
(Loss)/Profit from continuing operations, net of tax		(991)	(516)	92
(Loss)/Profit from discontinued operations, net of tax		(104)	437	NM
		(1,095)	(79)	NM
Non-controlling interest		(96)	-	NM
		(1,191)	(79)	NM

**CONDENSED INTERIM CONSOLIDATED STATEMENT OF COMPREHENSIVE INCOME
FOR THE FINANCIAL PERIOD ENDED 30 JUNE 2022 (CONTINUED)**

	Note	6 months ended	
		30.06.2022	30.06.2021
		S\$'000 (Unaudited)	(Restated) S\$'000 (Unaudited)
Loss per share attributable to owners of the Company (S\$ cents)			
- Basic and diluted, continuing operation	15	(0.01743)	(0.01391)
- Basic and diluted, discontinuing operation	15	(0.00229)	0.01178

NM – Not meaningful

**CONDENSED INTERIM STATEMENTS OF FINANCIAL POSITION
AS AT 30 JUNE 2022**

	Notes	Group			Company		
		30.06.2022	31.12.2021	1.1.2021	30.06.2022	31.12.2021	01.01.2021
		S\$'000	(Restated) S\$'000	(Restated) S\$'000	S\$'000	(Restated) S\$'000	(Restated) S\$'000
		(Unaudited)	(Unaudited)	(Unaudited)	(Unaudited)	(Unaudited)	(Unaudited)
Non-current assets							
Property, plant and equipment	8	39	571	1,065	122	11	-
Mine properties	9	-	38	418	-	-	-
Intangible Assets	11	3,592	3,725	-	-	-	-
Investments in subsidiaries	10	-	-	-	5,309	5,812	23,032
Right-of-use Assets		311	416	-	312	374	-
		3,942	4,750	1,483	5,743	6,197	23,032
Current assets							
Inventories		-	49	104	-	-	-
Trade and other receivables	12	377	542	1,122	506	49	613
Prepayments		411	516	31	40	84	4
Cash and cash equivalents		1,103	2,012	868	674	1,213	414
		1,891	3,119	2,125	1,220	1,346	1,031
Total Assets		5,833	7,869	3,608	6,963	7,543	24,063
Less:							
Current liabilities							
Trade and other payables	13	376	1,100	2,112	852	930	166
Lease liabilities		131	159	88	129	126	-
Borrowings		-	-	3,578	-	-	3,578
		507	1,259	5,778	981	1,056	3,744
Net current assets/(liabilities)		1,384	1,860	(3,653)	239	290	(2,713)
Less:							
Non-current liabilities							
Lease liabilities		207	298	161	207	273	-
Deferred Tax Liabilities		69	71	-	-	-	-
		276	369	161	207	273	-
Net assets/(liabilities)		5,050	6,241	(2,331)	5,775	6,214	20,319
Equity							
Share capital	14	96,713	96,713	85,548	96,713	96,713	85,548
Other reserves		(281)	(39,247)	(38,966)	-	-	-
Currency translation reserve		1,287	1,476	1,763	-	-	-
Accumulated losses		(92,956)	(53,093)	(50,676)	(90,938)	(90,499)	(65,229)

Equity attributable to owners of the parent	4,763	5,849	(2,331)	5,775	6,214	20,319
Non-Controlling Interest	287	392	-	-	-	-
	5,050	6,241	(2,331)	5,775	6,214	20,319

**CONDENSED INTERIM CONSOLIDATED STATEMENT OF CHANGES IN EQUITY
FOR THE FINANCIAL PERIOD 30 JUNE 2022**

	Share Capital	Foreign Currency Translation Reserve	Other reserve	Accumulated Losses	Non-controlling Interest	Total equity
	S\$'000	S\$'000	S\$'000	S\$'000	S\$'000	S\$'000
The Group						
Balance at 1 January 2022	96,713	8	(39,247)	(53,093)	392	4,773
Effect of change in presentation currency	-	1,468	-	-	-	1,468
At 1 January 2022, as restated	96,713	1,476	(39,247)	(53,093)	392	6,241
Loss for the financial period	-	-	-	(897)	(96)	(993)
Other comprehensive income for the financial period						
Exchange differences	-	(189)	-	-	(9)	(198)
Transfer of merger reserve due to disposal of subsidiary ⁽¹⁾	-	-	38,966	(38,966)	-	-
Total comprehensive income for the financial period	-	(189)	38,966	(39,863)	(105)	(1,191)
Balance at 30 June 2022	96,713	1,287	(281)	(92,956)	287	5,050
Balance at 1 January 2021	85,548	9	(38,966)	(50,676)	-	(4,085)
Effect of change in presentation currency	-	1,754	-	-	-	1,754
At 1 January 2021, as restated	85,548	1,763	(38,966)	(50,676)	-	(2,331)
Loss for the financial period	-	-	-	(79)	-	(79)
Total comprehensive income for the financial period	-	-	-	(79)	-	(79)
Transaction with owners:						
Issuance of new ordinary shares pursuant to bonds extension	6,555	-	-	-	-	6,555
Total transactions with owners	6,555	-	-	-	-	6,555
Balance at 30 June 2021	92,103	1,763	(38,966)	(50,755)	-	4,145

Note: (1) Upon the completion of the disposal of GGTM, the associated merger reserves of S\$38.97 million has been transferred to accumulated losses. Refer to Note 7 for details.

**CONDENSED INTERIM CONSOLIDATED STATEMENT OF CHANGES IN EQUITY
FOR THE FINANCIAL PERIOD ENDED 30 JUNE 2022 (CONTINUED)**

	Share Capital S\$'000	Accumulated Losses S\$'000	Total equity S\$'000
<u>The Company</u>			
Balance at 1 January 2022	96,713	(90,499)	6,214
Loss for the financial period	-	(439)	(439)
Total comprehensive income for the financial period	96,713	(90,938)	5,775
Balance at 30 June 2022	96,713	(90,938)	5,775
Balance at 1 January 2021	85,548	(65,229)	20,319
Loss for the financial period	-	(3,049)	(3,049)
Total comprehensive income for the financial period	85,548	(68,278)	17,270
Transaction with owners:			
Issuance of new ordinary shares done	6,555	-	6,555
Balance at 30 June 2021	92,103	(68,278)	23,825

**CONDENSED INTERIM CONSOLIDATED STATEMENT OF CASH FLOWS
FOR THE FINANCIAL PERIOD ENDED 30 JUNE 2022**

	30 June 2022 S\$'000 (Unaudited)	30 June 2021 S\$'000 (Restated) (Unaudited)
Operating activities		
Loss before income tax from continuing operations	(882)	(516)
Loss before income tax from discontinued operations	(104)	437
Loss before income tax, total	(986)	(79)
Adjustments for:		
Amortisation of Intangible Asset	43	-
Depreciation of property, plant and equipment	64	104
Interest expenses	11	39
Depreciation of ROU asset	72	-
Loss on disposal of property, plant and equipment	-	36
Gain on disposal of subsidiary	(34)	-
Settlement of Eco JV liabilities	-	(795)
Unrealised foreign exchange difference	-	(9)
Operating cash flows before working capital changes	(830)	(704)
Working capital changes:		
Inventories	9	3
Trade and other receivables	165	1,216
Prepayments	92	25
Trade and other payables	(724)	(874)
Cash used in operations	(1,288)	(334)
Income tax paid	1	-
Net cash used in operating activities	(1,287)	(334)
Investing activities		
Proceeds from disposal of property, plant and equipment	-	99
Net proceeds from disposal of subsidiary	322	-
Advance to related company	-	(79)
Interest received	-	1
Purchase of property, plant and equipment	-	(4)
Net cash generated from investing activities	322	17
Financing activities		
Proceeds from issuance of new ordinary shares	-	2,817
Lease liability repayment	(80)	(189)
Net cash used in/generated from financing activities	(80)	2,628
Net change in cash and cash equivalents	(1,045)	2,311
Exchange difference on cash and cash equivalents	136	(18)
Cash and cash equivalents at beginning of financial period	2,012	868
Cash and cash equivalents at end of financial period	1,103	3,161

NOTES TO THE CONDENSED INTERIM FINANCIAL STATEMENTS FOR THE FINANCIAL PERIOD ENDED 30 JUNE 2022

1. General corporate information

VCPlus Limited (the "Company") is a public limited company incorporated and domiciled in Singapore with its registered office at 138 Robinson Road #26-03 Oxley Tower Singapore 068906. The Company is listed on the Catalist Board of the Singapore Exchange Securities Trading Limited (the "SGX-ST"). The Company's registration number is 201531549N.

These condensed interim consolidated financial statements as at and for the financial period ended 30 June 2022 comprise the Company and its subsidiaries (the "Group").

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

The principal activities of the Group currently comprise the 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 ("FinTech Business"). In May 2022, the Company exited the business of exploration, mining and production of dimension stone granites for sales as well as architectural stone and interior fit-out ("Dimension Stone Business") after the completion of the disposal of its wholly owned subsidiary GGTM Sdn. Bhd.

2. Basis of preparation

The condensed interim financial statements for the six months financial period ended 30 June 2022 ("HY2022") have been prepared in accordance with SFRS(I) 1-34 *Interim Financial Reporting* issued by the Accounting Standards Council Singapore. The condensed interim financial statements do not include all the information required for a complete set of financial statements. However, selected explanatory notes are included to explain events and transactions that are significant to an understanding of the changes in the Group's financial position and performance of the Group since the last annual financial statements for the financial year ended 31 December 2021.

The accounting policies adopted are consistent with those of the previous financial year which were prepared in accordance with SFRS(I)s, except for the adoption of new and amended standards as set out in Note 2.1.

The condensed interim financial statements are expressed in Singapore Dollar, which is the functional currency of the Company and the presentation currency for the condensed interim financial statements and rounded to the nearest thousand ("S\$'000"), unless otherwise stated.

Taking into account the Group's exit from the Dimension Stone Business in Malaysia after the completion of the disposal of the GGTM Sdn. Bhd. on 19 May 2022, the Company's business comprises the FinTech Business and the Group's business and operating environment will be denominated in Singapore dollars (S\$).

As a result of this change, the Company changed its functional currency from Malaysian Ringgit (MYR) to S\$. In line with the change in the functional currency, the presentation currency of the Group was also changed to S\$. The comparative financial information has been restated to S\$ to conform to current year's presentation.

2.1 New and amended standards adopted by the Group

Save as disclosed above, the HY2022 financial results had been prepared using the same accounting policies and methods of computation as presented in the Group's most recently audited financial statements for the FY2021.

A number of amendments to Standards have become applicable for the current reporting period. The Group did not have to change its accounting policies or make retrospective adjustments as a result of adopting those standards. Adoption of new standards applicable for the financial year do not have material effect on the amount reported for the current or prior period. The group has not yet early adopted any standard, interpretation or amendment that has been issued but is not yet effective.

2.2 Use of judgements and estimates

In preparing the condensed interim financial statements, management has made judgements, estimates and assumptions that affect the application of accounting policies and the reported amounts of assets and liabilities, income and expense. Actual results may differ from these estimates.

The significant judgements made by management in applying the Group's accounting policies and the key sources of estimation uncertainty were the same as those that applied to the consolidated financial statements as at and for the financial year ended 31 December 2021.

Estimates and underlying assumptions are reviewed on an ongoing basis. Revisions to accounting estimates are recognised in the period in which the estimates are revised and in any future periods affected.

3. Revenue

The Group's businesses 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 to the financial statements.

	Continuing operations		Discontinued operations		Total	
	30.06.2022	30.06.2021 (Restated)	30.06.2022	30.06.2021 (Restated)	30.06.2022	30.06.2021 (Restated)
	S\$'000	S\$'000	S\$'000	S\$'000	S\$'000	S\$'000
Primary geographical markets						
- Singapore	404	-	-	-	404	-
- South East Asia	-	-	38	-	38	-
	<u>404</u>	<u>-</u>	<u>38</u>	<u>-</u>	<u>442</u>	<u>-</u>
Timing of transfer of goods and services						
- Over time	332	-	-	-	332	-
- Point in time	72	-	38	-	110	-
	<u>404</u>	<u>-</u>	<u>38</u>	<u>-</u>	<u>442</u>	<u>-</u>
Type of goods and services						
- Advisory, consultancy and management services	404	-	-	-	404	-
- Sale of goods	-	-	38	-	38	-
	<u>404</u>	<u>-</u>	<u>38</u>	<u>-</u>	<u>442</u>	<u>-</u>

4. Other income

	Continuing operations		Discontinued operations		Total	
	30.06.2022	30.06.2021 (Restated)	30.06.2022	30.06.2021 (Restated)	30.06.2022	30.06.2021 (Restated)
	S\$'000	S\$'000	S\$'000	S\$'000	S\$'000	S\$'000
Gains on settlement of claims and disputes	-	-	-	795	-	795
Management fee	-	15	-	-	-	15
Gain on disposal of subsidiary	34	-	-	-	34	-
Government grant	84	-	-	-	84	-
Rental Income	3	-	-	-	3	-
	121	15	-	795	121	810

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 was involved in a contractor's progress claim dispute with EGI.

In FY2021, 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 (S\$551,081 converted at S\$0.3292 : MYR1) and a reversal of provision of approximately RM496,000 (S\$163,283) made previously of related receivables.

On 19 May 2022, the Company completed the disposal of GGTM as the Group exited the Dimension Stone Business to focus on the FinTech Business. This disposal of GGTM resulted in a gain from disposal of S\$34,000.

5. Finance costs

	Continuing Operations		Discontinued operations		Total	
	30.06.2022	30.06.2021 (Restated)	30.06.2022	30.06.2021 (Restated)	30.06.2022	30.06.2021 (Restated)
	S\$'000	S\$'000	S\$'000	S\$'000	S\$'000	S\$'000
Interest Expense						
- lease liabilities	10	-	1	10	11	10
- Other interest expense	-	29	-	-	-	29
	10	29	1	10	11	39

6. Loss before income tax

6.1 Significant items

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

	Continued operations		Discontinued operations		Total	
	30.06.2022	30.06.2021 (Restated)	30.06.2022	30.06.2021 (Restated)	30.06.2022	30.06.2021 (Restated)
	S\$'000	S\$'000	S\$'000	S\$'000	S\$'000	S\$'000
Other(Income)/ expenses						
Foreign exchange loss, net	3	5	-	-	3	5
Gain on disposal of subsidiary	-	-	(34)	-	(34)	-
Depreciation and amortisation	140	4	39	100	179	104
Professional fees	117	179	19	9	136	188
Repair and maintenance	2	-	9	31	11	31
Travelling and accommodation	4	-	1	1	5	1
Security charges	-	-	-	5	-	5
Utilities	4	-	-	1	4	1

7. Discontinued operations

On 14 March 2022, the Company announced the proposed disposal of its wholly owned subsidiary GGTM Sdn. Bhd and its subsidiary, to the Company's executive director Mr Lim Chiau Woei. More information is available in the circular in connection to the disposal dated on 14 April 2022.

An extraordinary general meeting was held on 29 April 2022 pursuant to which approval for this disposal was obtained from independent shareholders. On 19 May 2022, the Company completed the disposal of GGTM and exited the Dimension Stone Business.

In accordance with SFRS(I) 5 Non-Current Assets Held for Sale and Discontinued Operations, the results from GGTM which were of the Dimension Stone Business was presented separately on the consolidated statement of comprehensive income as discontinued operations. Comparative figures have been restated to reflect the discontinued operations in the consolidated statement of comprehensive income. The operations were part of the Group's Dimension Stone Business.

The results of the discontinued operations are as follows:

	6 months ended	
	30.06.2022	30.06.2021 (Restated)
	S\$'000	S\$'000
Revenue	38	-
Other income	-	795
Raw materials and consumables used	(9)	(3)
Contractor expenses	-	(20)
Royalty fees	-	(16)

Depreciation and amortisation expense	(39)	(100)
Employee benefits expenses	(43)	(91)
Operating lease expenses	(2)	(5)
Other expenses	(48)	(113)
Finance costs	(1)	(10)
(Loss)/Profit before income tax from discontinuing operations	(104)	437
Income tax expense	-	-
(Loss)/Profit from discontinued operation, net of tax	(104)	437

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

	2022	Group	2021
	S\$'000		(Restated)
			S\$'000
Operating cash inflows	(98)		61
Investing cash outflows	(1)		25
Financing cash outflows	-		(104)
Total cash outflows	(99)		(18)

Disposal of net identified assets of GGTM:

	Group
	S\$'000
Property, plant and equipment	530
Trade and other receivables	220
Mine properties	36
Inventories	39
Right-of-use assets	6
Cash and cash equivalents	319
	<u>1,150</u>
Trade and other payables	(598)
Lease liabilities	(7)
Other financial liabilities, current	(34)
	<u>(639)</u>
Net identifiable assets	511
Gain on disposal	34
Cost of disposal	87
Sale consideration	632
Currency translation reserve	10
Cash balance from discontinued operations	(320)
Net proceeds from disposal of subsidiary	<u>322</u>

Upon completion of the disposal of GGTM, the associated merger reserves of S\$38.97 million has been transferred to accumulated losses.

8. Property, plant and equipment

As at 30 June 2022, the Group's property, plant and equipment amounted to S\$39,000 (31 December 2021: S\$571,000). The decline was due to the disposal of GGTM.

9. Mine properties

As at 30 June 2022, the Group did not own any mine properties after the disposal of GGTM (31 December 2021: S\$38,000).

10. Investments in subsidiaries

	Company	
	30.06.2022	31.12.2021 (Restated)
	S\$'000	S\$'000
Unquoted equity investments, at cost	5,309	45,830
Acquisition of subsidiaries	-	4,328
Additional investment in subsidiary	-	618
Liquidation of subsidiary	-	903
Less: Accumulated impairment losses	-	(45,867)
	5,309	5,812
Accumulated impairment losses		
Balance at beginning of financial year	45,867	22,798
Impairment loss for financial year	-	23,080
Write off of impairment on liquidation of a subsidiary		(11)
Write off of impairment loss due to disposal of subsidiary	(45,867)	-
Balance at end of financial year	-	45,867

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		Principal activities
	30.06.2022	31.12.2021	
APEC Solutions Pte Ltd (Singapore)	100	100	Provision of IT consultancy, services and solutions and other investments
Custody Plus Pte Ltd (Singapore)	55	55	Provision of custodian services for digital assets
GGTM Sdn. Bhd. (Malaysia)	-	100	Exploration, mining and production of dimension stone granites for sales as well as architectural stone and interior fit-out

11. Intangible assets

As at 30 June 2022, the Group's intangible assets amounted to S\$3.59 million (31 December 2021: S\$3.73 million). The decline was due to amortisation in HY2022.

Impairment tests for goodwill

Goodwill is tested annually for impairment. The Group will perform impairment test of goodwill at the end of the financial year by comparing the carrying value of the cash-generating unit ("CGU") against the fair value less cost of disposal.

12. Trade and other receivables

	Group		Company	
	30.06.2022	31.12.2021 (Restated)	30.06.2022	31.12.2021 (Restated)
	S\$'000	S\$'000	S\$'000	S\$'000
Trade receivables - third parties	265	471	506	-
Less: Loss allowance	-	(213)	-	-
Sub-total	265	258	506	-
Other receivables				
- related party	-	118	-	-
Unbilled receivables	64	64	-	-
Deposits	48	102	-	49
	112	284	-	49
	377	542	506	49

Unbilled receivables represent the Group's unconditional rights to consideration for services performed but not yet billed as at reporting date.

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

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

	Current	More than 30 days past due	More than 60 days past due	More than 120 days past due	Total
	S\$'000	S\$'000	S\$'000	S\$'000	S\$'000
30 June 2022					
Expected loss rate	0%	0%	0%	0%	
Gross carrying amount					
- Trade receivables	72	60	17	116	265
Loss allowance	-	-	-	-	-
31 December 2021, restated					
Expected loss rate	0%	0%	0%	68%	
Gross carrying amount					
- Trade receivables	19	70	68	314	471
Loss allowance	-	-	-	(213)	(213)

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

	Group	
	30.06.2022	31.12.2021
	S\$'000	(Restated) S\$'000
Balance at beginning of financial period/year	213	374
Loss allowance (written back)	-	(161)
Disposal of subsidiaries	(213)	-
Balance at end of financial year	<u>-</u>	<u>213</u>

The Group applies the simplified approach to measure the expected credit losses for trade receivables and contract assets. To measure expected credit losses on a collective basis, trade receivables and contract assets 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.

13. Trade and other payables

	Group		Company	
	30.06.2022	31.12.2021	30.06.2022	31.12.2021
	S\$'000	(Restated) S\$'000	S\$'000	(Restated) S\$'000
Trade payables				
- third parties	98	51	76	-
Non-trade payables				
- third parties	21	266	21	29
- subsidiaries	-	-	593	542
Amount owing to director	-	242	-	-
Accrued expenses	216	477	162	359
Deferred Revenue	41	64	-	-
	<u>376</u>	<u>1,100</u>	<u>852</u>	<u>930</u>

Trade payables are unsecured, non-interest bearing and are normally settled between 30 to 60 days' (2021: 30 to 60 days') terms.

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

14. Share capital

	Group and Company			
	30.06.2022	31.12.2021	30.06.2022	31.12.2021
	Number of ordinary shares		S\$'000	
Issued and fully-paid:				
At beginning of financial year	4,550,082,101	1,663,993,116	96,713	85,548
Issuance of new shares	-	2,886,088,985	-	11,165
At end of financial period/year	4,550,082,101	4,550,082,101	96,713	96,713

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.

There was no change in the Company's share capital since 31 December 2021.

15. Loss per share

The calculations of basic loss per share for the relevant periods are based on loss attributable to owners of the Company for financial period ended 30 June 2022 and 30 June 2021 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 Company does not have any dilutive options for the relevant periods.

	30 June 2022 (Unaudited)			30 June 2021 (Unaudited) (Restated)		
	Continuing operations	Discontinued operations	Total	Continuing operations (Restated)	Discontinued operations (Restated)	Total (Restated)
	S\$'000	S\$'000	S'000	S\$'000	S\$'000	S\$'000
<i>Numerator</i>						
Loss attributable to owners of the parent	(793)	(104)	(897)	(516)	437	(79)
<i>Denominator</i>						
Weighted average number of ordinary shares in issue during the financial year	4,550,082,101	4,550,082,101	4,550,082,101	3,710,176,185	3,710,176,185	3,710,176,185
Basic / diluted (loss)/profit per share (S\$ cents)	(0.01743)	(0.00229)	(0.01972)	(0.01391)	0.01178	(0.00213)

16. 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.

The following were related party transactions at rates and terms agreed between the Group and the Company with their related parties during the financial period.

	30.06.2022	Group 30.06.2021 (Restated)
	S\$'000	S\$'000
With a related party		
Advances to AASB	-	79
Receipt of management fees from AASB	-	14

On 19 May 2022, the Company completed the disposal of GGTM to the Company's executive director Mr Lim Chiau Woei. This disposal was approved by independent shareholders in the extraordinary general meeting held on 29 April 2022. More information is available in the circular in connection to the disposal dated on 14 April 2022.

There are no material related party transactions apart from those disclosed elsewhere in the financial statements.

17. Segment information

Business segments

For management purposes, the Group is organized 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;
- (ii) Dimension Stone Business - exploration, mining, quarry extraction, processing and sales of granite products and dimension stone granites as well as architectural stone and interior fit-out. On 19 May 2022, the Company completed the disposal of its wholly owned subsidiary GGTM and the Group exited from the Dimension Stone Business; and
- (iii) Corporate & others – investment holding 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 period ended 30 June 2022 and 2021, the Group's Dimension Stone Business operated in Malaysia while the FinTech Business operated in Singapore. On 19 May 2022, the Company completed the disposal of its wholly owned subsidiary GGTM and the Group exited from the Dimension Stone Business. Following the disposal, the Group does not have any material assets in Malaysia.

17. **Segment information** (Continued)

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

	30 June 2022 (Unaudited)				30 June 2021 (Unaudited) (Restated)			
	FinTech business S\$'000	Granite business S\$'000	Corporate & others S\$'000	Total S\$'000	FinTech Business S\$'000	Granite business S\$'000	Corporate & others S\$'000	Total S\$'000
Revenue								
Continuing operations	332	-	72	404	-	-	-	-
Discontinued operations	-	38	-	38	-	-	-	-
Discontinued operations-other income	-	-	-	-	-	795	-	795
Results								
Operating loss	(88)	-	(784)	(872)	-	-	(487)	(487)
Interest income	-	-	-	-	-	-	-	-
Interest expense	-	-	(10)	(10)	-	-	(29)	(29)
Loss before income tax	(88)	-	(794)	(882)	-	-	(516)	(516)
Income tax	(7)	-	-	(7)	-	-	-	-
Loss after income tax from continuing operations	(95)	-	(794)	(889)	-	-	(516)	(516)
(Loss)/Profit from discontinued operations	-	(104)	-	(104)	-	437	-	437
(Loss)/Profit for the financial period	(95)	(104)	(794)	(993)	-	437	(516)	(79)

17. **Segment information** (Continued)

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

	30 June 2022 (Unaudited)				31 December 2021 (Unaudited) (Restated)			
	FinTech business S\$'000	Granite Business S\$'000	Corporate & others S\$'000	Total S\$'000	FinTech Business S\$'000	Granite Business S\$'000	Corporate & others S\$'000	Total S\$'000
Segment total assets	4,208	-	1,625	5,833	2,167	1,316	4,386	7,869
Segment total liabilities	186	-	597	783	128	700	800	1,628
Other segment information								
Additions to non-current assets								
- Additions to Intangible assets	-	-	-	-	3,725	-	-	3,725
- Property, plant and equipment	4	-	345	349	20	1	417	438
Depreciation and amortisation expenses	(49)	(39)	(91)	(179)	(9)	(188)	(35)	(232)
Written off - property, plant and equipment	-	-	-	-	-	(135)	-	(135)
Gain on disposal of subsidiary	-	34	-	34	-	-	-	-

The following table provides an analysis of the Group's revenue and assets by geographical segments:

	Continued operations		Discontinued operations	
	30.06.2022 (Unaudited)	30.06.2021 (Unaudited) (Restated)	30.06.2022 (Unaudited)	30.06.2021 (Unaudited) (Restated)
	S\$'000	S\$'000	S\$'000	S\$'000
Revenue				
Singapore	404	-	-	-
South East Asia	-	-	38	-
Total Assets				
Singapore	5,833	6,553	-	-
South East Asia	-	-	-	1,316

Revenues are attributed to countries on the basis of the customer's location, irrespective of the origin of the goods and services. The total assets are analysed by the geographical area in which the assets are located.

OTHER INFORMATION REQUIRED BY LISTING RULE APPENDIX 7C

OTHER INFORMATION

- 1(a)(i) Details of any changes in the company's share capital arising from right issue, bonus issue, subdivision, consolidation, share buy-backs, exercise of share options or warrants, conversion of other issues of equity securities, issue of shares for cash or as consideration for acquisition or for any other purpose since the end of the previous period reported on. State the number of shares that may be issued on conversion of all the outstanding convertibles, if any, against the total number of issued shares excluding treasury shares and subsidiary holdings of the issuer, as at the end of the current financial period reported on and as at the end of the corresponding period of the immediately preceding financial year. State also the number of shares held as treasury shares and the number of subsidiary holdings, if any, and the percentage of the aggregate number of treasury shares and subsidiary holdings held against the total number of shares outstanding in a class that is listed as at the end of the current financial period reported on and as at the end of the corresponding period of the immediately preceding financial year.**

	Number of shares	Share capital (S\$'000)
As at 31 December 2021	4,550,082,101	96,713
Issuance of new shares	-	-
As at 30 June 2022	4,550,082,101	96,713

The Company does not have any outstanding options or convertibles as at 30 June 2022 and 30 June 2021.

The Company does not have any treasury shares and subsidiary holdings at 30 June 2022 and 30 June 2021.

- 1(a)(ii) To show the number of issued shares excluding treasury shares as at the end of the current financial period and as at the end of the immediately preceding year.**

	Company As at 30 June 2022 (Unaudited)	Company As at 31 December 2021 (Unaudited)
Total number of issued shares	4,550,082,101	4,550,082,101
Treasury shares	-	-
Total number of issued shares, excluding treasury shares	4,550,082,101	4,550,082,101

The Company does not have any treasury shares as at 30 June 2022 and 31 December 2021.

1(a)(iii) A statement showing all sales, transfers, cancellation and/or use of treasury shares as at the end of the current financial period reported on.

Not applicable. The Company does not have any treasury shares during and as at the end of the current financial period reported on.

1(a)(iv) A statement showing all sales, transfers, cancellation and/or use of subsidiary holdings as at the end of the current financial period reported on.

Not applicable. The Company does not have any subsidiary holdings during and as at the end of the current financial period reported on.

2. Whether the figures have been audited or reviewed, and in accordance with which auditing standard or practice.

The figures have not been audited or reviewed by the Company's auditors.

3. Where the figures have been audited or reviewed, the auditors' report (including any qualifications or emphasis of a matter).

Not applicable.

3A. Where the latest financial statements are subject to an adverse opinion, qualified opinion or disclaimer of opinion: —

(a) Updates on the efforts taken to resolve each outstanding audit issue.

(b) Confirmation from the Board that the impact of all outstanding audit issues on the financial statements have been adequately disclosed.

Not applicable.

4. Whether the same accounting policies and methods of computation as in the Issuer's most recently audited annual financial statements have been applied.

Taking into account the Group's exit from the Dimension Stone Business in Malaysia after the completion of the disposal of the GGTM Sdn. Bhd. on 19 May 2022, the Company's business comprises the FinTech Business and the Group's business and operating environment will be denominated in Singapore dollars (S\$). As a result of this change, the Company changed its functional currency from Malaysian Ringgit (MYR) to S\$. In line with the change in the functional currency, the presentation currency of the Group was also changed to S\$. The comparative information has been restated to S\$ to conform to current year's presentation.

Save as disclosed above, the HY2022 financial results had been prepared using the same accounting policies and methods of computation as presented in the Group's most recently audited financial statements for the FY2021.

5. If there are any changes in the accounting policies and methods of computation, including any required by an accounting standard, what has changed, as well as the reasons for, and the effect of, the change.

The Group has adopted the new Singapore Financial Reporting Standards (International) ("SFRS(I)") and amendments and interpretations of SFRS(I)s that are relevant to its operations and effective from 1 January 2022.

The adoption of these pronouncements did not have any significant impact on the financial performance or position of the Group.

6. Loss per ordinary share of the group for the current period reported on and the corresponding period of the immediately preceding financial year, after deducting any provision for preference dividends.

	30 June 2022 (Unaudited)			30 June 2021 (Unaudited) (Restated)		
	Continuing operations S\$'000	Discontinued operations S\$'000	Total S'000	Continuing operations S\$'000	Discontinued operations S\$'000	Total S\$'000
<i>Numerator</i> Loss attributable to owners of the parent	(793)	(104)	(897)	(516)	437	(79)
<i>Denominator</i> Weighted average number of ordinary shares in issue during the financial year	4,550,082,101	4,550,082,101	4,550,082,101	3,710,176,185	3,710,176,185	3,710,176,185
Basic / diluted (loss)/profit per share (S\$ cents)	(0.01743)	(0.00229)	(0.01972)	(0.01391)	0.01178	(0.00213)

7. Net asset value (for the issuer and group) per ordinary share based on the total number of issued shares excluding treasury shares of the issuer at the end of the current period reported on; and immediate preceding financial year

	Group		Company	
	30 June 2022 (Unaudited)	31 December 2021 (Unaudited) (Restated)	30 June 2022 (Unaudited)	31 December 2021 (Unaudited) (Restated)
Net asset value (S\$'000)	5,050	6,241	5,775	6,214
Number of shares at the end of the period	4,550,082,101	4,550,082,101	4,550,082,101	4,550,082,101
Net asset value per share: - S\$ cent	0.11	0.14	0.13	0.14

8. A review of the performance of the group, to the extent necessary for a reasonable understanding of the group's business. The review must discuss:-

- (a) any significant factors that affected the turnover, costs, and earnings of the group for the current financial period reported on, including (where applicable) seasonal or cyclical factors;**

The following review of the Group's performance is in relation to HY2022 as compared to HY2021.

In May 2022, the Company completed the disposal of GGTM and exited the Dimension Stone Business. The financial performance of Dimension Stone Business has been classified under discontinued operations. Therefore, the financial analysis below relates solely to the FinTech Business.

Revenue

The Group recorded S\$0.40 million in HY2022 as compared to zero revenue in HY2021. The higher revenue was due to revenue generated from the Fintech Business.

Other income

Other income comprised of government wages subsidy, gains on disposal of subsidiary and rental income. The Group recorded other income of S\$0.12 million for HY2022, representing an increase of S\$0.10 million from S\$0.02 million for HY2021. The increase was mainly due to non-recurring gains on disposal of subsidiary in HY2022 of S\$34,000 and government grant of S\$84,000.

Operating expenses

Operating expenses comprised raw materials and consumables used, depreciation and amortisation expenses, employee benefits expenses, operating lease expenses, other expenses and finance costs.

Total operating expenses increase by S\$0.88 million to S\$1.41 million in HY2022 from S\$0.53 million in HY2021. The increase in total operating expenses was mainly due to:

- Increase in raw materials and consumable used to S\$67,000 in HY2022 from zero in HY2021 in line with increase in revenue generated by the Fintech Business in HY2022.
- Increase in depreciation and amortisation expenses to S\$0.14 million in HY2022 as compared to S\$4,000 in HY2021 mainly due to maiden charge of amortisation of intangibles and depreciation of Right-of-use assets.
- Increase in employee benefits expenses by S\$0.63 million from S\$0.26 million in HY2021 to S\$0.89 million in HY2022 due to the increase in employee headcount arising from the Company's new business diversification into the Fintech sector and acquisition of APEC Solutions, partially offset by the disposal of GGTM.
- Increase in other expenses by S\$0.07 million from S\$0.23 million in HY2021 to S\$0.30 million in HY2022 mainly due to higher general operating expenses arising from APEC Solutions and the FinTech Business and increase in professional fees.
- Decrease in finance costs from S\$19,000 in HY2021 to S\$10,000 in HY2022 mainly due to disposal of GGTM in HY2022

The Group incurred net loss from continuing operation of S\$0.89 million and S\$0.52 million in HY2022 and HY2021, respectively.

(b) any material factors that affected the cash flow, working capital, assets or liabilities of the group during the current financial period reported on.

The following review of the Group's financial position is in relation to 30 June 2022 as compared to 31 December 2021.

Assets

Property, plant and equipment decreased by S\$0.53 million from S\$0.57 million as at 31 December 2021 to S\$39,000 as at 30 June 2022 mainly due to the disposal of GGTM.

Mine properties decreased from S\$38,000 as at 31 December 2021 to zero as at 30 June 2022 after the return of Bukit Chetai mine to the Malaysia authority on 13 January 2022 and the resulting disposal of GGTM that owns the mine properties.

Intangible assets decreased by S\$0.13 million from S\$3.72 million as at 31 December 2021 to S\$3.59 million as at 30 June 2022 mainly due to amortisation in HY2022.

Right-of-use assets decreased by S\$0.11 million from S\$0.42 million as at 31 December 2021 to S\$0.31 million as at 30 June 2022 mainly due to amortisation in HY2022.

Inventories decreased from S\$49,000 as at 31 December 2021 to zero as at 30 June 2022 after the disposal of GGTM. Following the disposal, the Company exited the Dimension Stone Business.

Trade and other receivables decrease by S\$0.16 million from S\$0.54 million as at 31 December 2021 to S\$0.38 million as at 30 June 2022 mainly due to collection and disposal of GGTM.

Prepayments decreased by S\$0.10 million from S\$0.52 million as at 31 December 2021 to S\$0.41 million as at 30 June 2022 mainly due to completion of services of which prepayment was made.

Cash and cash equivalents decreased by S\$0.91 million from S\$2.01 million as at 31 December 2021 to S\$1.10 million as at 30 June 2022 mainly due to usage of funds for operations.

Liabilities

Total liabilities of the Group decreased by S\$0.85 million from S\$1.63 million as at 31 December 2021 to S\$0.78 million as at 30 June 2022. The decrease in total liabilities was mainly due to the following:

- Decrease in lease liabilities of S\$0.12 million due to repayment of lease liabilities and the disposal of GGTM, and;
- Decrease in trade and other payables of S\$0.72 million mainly due to payment made for payables and the disposal of GGTM.

Equity

As at 30 June 2022, total equity attributable to owners of the parent amounted to S\$4.76 million, comprising share capital of S\$96.71 million, accumulated losses of S\$92.96 million and reserves of S\$1.01 million.

Cash flows

Net cash generated used in operating activities

In HY2022, the Group recorded a net cash outflow for operating activities of S\$1.29 million. The net operating cash outflow was mainly due to operating cashflows before working capital changes of S\$0.83 million. Working capital outflow was mainly attributable to the decrease in trade and other receivables by S\$0.17 million and decrease in trade and other payable by S\$0.72 million.

Net cash generated from investing activities

In HY2022, the Group recorded a net cash inflow for investing activities of approximately S\$0.32 million due to disposal of GGTM. More details are available in Note 7.

Net cash generated from in financing activities

In HY2022, the Group recorded a net cash outflow from financing activities of S\$80,000 as a result of the repayment of lease liabilities.

9. Where a forecast, or a prospect statement, has been previously disclosed to shareholders, any variance between it and the actual results.

No forecast, or a prospect statement has been previously disclosed.

10. A commentary at the date of the announcement of the significant trends and competitive conditions of the industry in which the group operates and any known factors or events that may affect the group in the next reporting period and the next 12 months.

Granite Dimension Stone Business

Following the completion of disposal of GGTM Sdn Bhd on 19 May 2022, the Group exited from the Granite Dimension Stone Business and is no longer a mineral, oil and gas company. In connection with this, the Company struck off two dormant subsidiaries in the Dimension Stone Business namely AAKG Mining Sdn. Bhd. and ARG Consolidated Sdn. Bhd. in July 2022 and it is in the process of striking off another dormant subsidiary in the Dimension Stone Business namely ARS Consolidated Sdn. Bhd

FinTech and Blockchain Consultancy Business

In April 2021, the Company obtained shareholders' approval to diversify into the new business of custodian for digital assets and consultancy in the financial and blockchain technology sector.

Following such shareholders' approval, the Company's subsidiary, Custody Plus Pte. Ltd. had on 26 November 2021, submitted an application to the Monetary Authority of Singapore ("MAS") for capital markets services licence in respect of the regulated activity of providing custodial services, among others. The Group is presently in active engagement with MAS over its application.

In October 2021, the Company completed the acquisition of APEC Solutions with a view to better positioning the Group to capitalise on the growth of the fintech industry in Singapore by tapping on the expertise, resources and network of APEC Solutions for quicker time to market. Since May 2022, APEC Solutions is accorded pre-approved vendor status by Inforcomm Media Development Authority which allows customers of APEC Solutions to obtain subsidy for the services. We believe this will enhance the competitive position of APEC Solutions in the market.

General Market Sentiments

Concerns over weaker-than-expected global growth, further escalation of geopolitical conflicts, worsening supply chain disruptions that cause rising energy and commodity prices which give rise to inflation, are factors that have directly or indirectly pushed up the Group's business operating costs.

In view of the above, and coupled with the developmental stage of our new business which requires continuous technology and platform investment as well as talent recruitment and retention, the Group expects the business environment in which it operates to remain challenging and anticipates to be in a loss position for the financial year 2022. The Group will be vigilant in managing its expenses and continue to strategise, adapt and navigate through the business environment changes.

11. Dividend

If a decision regarding dividend has been made:-

(a) Whether an interim (final) dividend has been declared (recommended); and

No dividend has been declared or recommended for HY2022.

(b) Amount per share (cents) and previous corresponding period (cents).

Not applicable. No dividend was declared or recommended for HY2021.

(c) Whether the dividend is before tax, net of tax or tax exempt. If before tax or net of tax, state the tax rate and the country where the dividend is derived. (If the dividend is not taxable in the hands of shareholders, this must be stated).

Not applicable.

(d) The date the dividend is payable.

Not applicable.

(e) The date on which Registrable Transfer receive by the Company (up to 5.00pm) will be registered before entitlements to the dividend are determined.

Not applicable.

12. If no dividend has been declared/recommended, a statement to that effect and reason(s) for the decision.

No dividend has been declared or recommended for HY2022 as the Group currently does not have profits available for the declaration of a dividend.

13. If the group has obtained a general mandate from shareholders for interested person transactions ("IPT"), the aggregate value of such transactions as required under Rule 920(1)(a)(ii). If no IPT mandate has been obtained, a statement to that effect.

The Group does not have a general mandate from shareholders for interested person transactions.

On 19 May 2022, the Company completed the disposal of GGTM to the Company's executive director Mr Lim Chiau Woei. This disposal was approved by independent shareholders in the extraordinary general meeting held on 29 April 2022. More information is available in the circular in connection to the disposal dated on 14 April 2022.

14. 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 Shares.

As at the date of this announcement, 12 August 2022, with the cut-off date as at 30 June 2022, 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	788	112
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	589	261
Working capital including, inter alia, professional fees, staff salaries and general overheads	860	755	105
Total	2,610	2,132	478

The proceeds were utilised in accordance with its intended use.

15. Confirmation pursuant to Rule 720(1) of the Catalist Listing Manual.

The Company confirms that it has procured undertakings from all its Directors and Executive Officers (in the format set out in Appendix 7H) pursuant to Rule 720(1) of the Catalist Listing Manual.

16. Disclosure pursuant to Rule 706A of the Catalist Listing Manual

The Company had on 19 May 2022 disposed its wholly-owned subsidiary company GGTM together with its wholly owned subsidiary Stonetrade Sdn. Bhd. and exited the Dimension Stone Business. In connection with this, the Company struck off two dormant subsidiaries in the Dimension Stone Business namely AAKG Mining Sdn. Bhd. and ARG Consolidated Sdn. Bhd. in July 2022 and it is in the process of striking off another dormant subsidiary in the Dimension Stone Business namely ARS Consolidated Sdn. Bhd.

Please refer to the circular dated 14 April 2022 for further details on the disposal.

Save as disclosed above, there were no other changes in the composition of the Group during the current financial period under review.

17. Confirmation pursuant to Rule 705(5) of the Catalist Listing Manual

The Board of Directors of the Company hereby confirm that to the best of their knowledge, nothing has come to their attention which may render the unaudited financial statements of the Company and the Group for HY2022 to be false or misleading in any material aspect.

By Order of the Board

VCPLUS LIMITED

Lim Chiau Woei
Managing Director

Lim Beng Chew
Executive Director

12 August 2022