



VCPLUS LIMITED

**VCPLUS LIMITED**

(Company Registration Number 201531549N)

(Incorporated in the Republic of Singapore)

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**RESPONSE TO QUESTIONS RECEIVED AHEAD OF ANNUAL GENERAL MEETING TO BE HELD ON  
30 APRIL 2026**

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*Unless otherwise defined, capitalised terms used in this announcement shall have the same meaning as ascribed to them in the Annual Report.*

The Board of Directors (the “**Board**”) of VCPlus Limited (the “**Company**”, together with its subsidiaries, the “**Group**”) wishes to inform that the Company has not received any questions from shareholders in relation to the Company’s annual report for the financial year ended 31 December 2025 (“**FY2025**”) (“**Annual Report**”). The Board has received questions from the Securities Investors Association (Singapore) (“**SIAS**”) in relation to the Annual Report and wishes to announce its responses to the questions from SIAS as set out in the Appendix below.

**BY ORDER OF THE BOARD**

Tang Zhengming  
Executive Chairperson and CEO  
24 April 2026

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*This announcement has been reviewed by the Company's sponsor, UOB Kay Hian Private Limited (the “**Sponsor**”).*

*This announcement has not been examined or approved by the Singapore Exchange Securities Trading Limited (“**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 Mr. Lance Tan, Senior Vice President, at 83 Clemenceau Avenue, #10-01 UE Square, Singapore 239920, telephone (65) 6590 6881.*

## Appendix

### Question 1

For FY2025, the group reported a net loss of approximately \$2.5 million. Revenue performance declined, driven by the non-renewal of a white label digital asset wallet infrastructure contract following its expiry in March 2025, as well as continued competitive pressure in the digital marketing segment.

Over the past three years, the group has generated cumulative revenue of approximately \$1.36 million, with only \$191,000 recorded in FY2025.

- (i) What were the key reasons for the non-renewal of the white label digital asset wallet infrastructure contract? To what extent were these due to product limitations, pricing, service quality, competitive dynamics or client-specific factors?
- (ii) Can management clearly articulate the group's current business model and strategy, including its target markets, revenue drivers and competitive positioning within the fintech ecosystem? What specific capabilities differentiate the group from competitors, and who does management consider its key competitors?
- (iii) Can management provide a detailed breakdown of its service offerings, including what is encompassed under "advisory, consultancy, management and IT management services" and "design, development and maintenance of software"? In addition, what specific goods are being sold? Can management provide concrete examples of projects delivered and client use cases?
- (iv) Can management provide shareholders with an overview of the group's operating footprint, including its physical outlets and offices, customer-facing digital/social media platforms, and the identity and background of the key technical personnel whose expertise is central to the business model?

### Response

- (i) The broader digital asset custody and wallet infrastructure market has experienced structural competitive compression since 2023, which has also negatively impacted our client. We were informed by the client that they did not wish to renew the subscription after the contract expired in March 2025. The client did not provide exact reasons for their decision and based on our understanding from related discussions, it seems they no longer require this custody services anymore.

We are not aware of any specific factors contributing to the non-renewal. The system delivered met all contracted specifications throughout the engagement, and the client did not raise any concerns or complaints relating to the product and pricing during the contract term.

- (ii) FY2025 was a year of transition and strategic repositioning, in which the Group initiated business transformation, including real-world asset ("**RWA**") tokenization. To date, RWA tokenization is widely recognized as a relatively nascent but rapidly growing industry, and the Company's efforts in this area is expected to require a longer gestation period. The management remain optimistic about achieving tangible progress in this area. Due to confidentiality and competitive considerations, it is not in our best interest to name our key competitors publicly.

In 2026, the Group is also focusing on artificial intelligence ("**AI**"), and its application in areas such as digital marketing, as a core strategic pillar, with the ambition of positioning the Group as a technology-driven AI company by leveraging on our subsidiary, APEC Solutions Pte. Ltd. ("**APEC Solutions**"), to drive digital transformation solutions, create new and scalable revenue streams, and pursue new growth opportunities, including strategic collaborations and joint ventures. On 2 March 2026, APEC Solutions signed a joint venture agreement ("**JVA**") with Monet Verse Pte. Ltd. ("**Monet**") to use the existing subsidiary of APEC Solutions, Clickz Pte. Ltd. ("**Clickz**") as a

designated joint venture company to carry on the business of provision of artificial intelligence digital marketing (“**Joint Venture**”).

- (iii) The revenue for FY2025 was mainly derived from the provision of design, development and maintenance of software and advisory, consultancy and IT management services. We have not disclosed further details on the projects and client use case due to confidentiality and competition considerations.
- (iv) We are currently operating on Business-to-Business business model with our operation at our registered office where we hold meetings with corporate customers. Mr. Weida Cao, head of APEC Solutions, joined the Group to lead its digital transformation strategy from May 2025, focusing on the integration of Web3 and AI to drive industrial optimization. He is responsible for building compliant Web3 infrastructure and overseeing the development of decentralized frameworks designed to enhance operational efficiency within the global digital economy. Please refer to the Annual Report for his profile.

## **Question 2**

The independent auditors have included a material uncertainty relating to going concern in their report. They highlighted that the group recorded a net loss for the year of \$2.5 million and net cash outflows from operating activities of \$1.4 million. As at 31 December 2025, the group and the company have net current liabilities of \$375,000 and \$490,000 respectively.

The board has nevertheless concluded that it remains appropriate to prepare the financial statements on a going concern basis. This assessment is supported by, among other factors, the preparation of cash flow forecasts, a letter of financial support from the executive director, the absence of bank borrowings, and the group’s ability to raise funds as evidenced by equity fundraisings totalling \$2.13 million in February and June 2025.

- (i) Can the board clarify the nature of the undertaking provided by the executive director? Is the letter of financial support legally binding, what are its key terms and conditions, and what is the quantum and duration of support committed?
- (ii) How has the board assessed the reliability and sufficiency of the executive director’s financial support in forming its going concern conclusion? What due diligence has been conducted on the provider’s financial capacity to honour this support if required?
- (iii) How does the board assess the sustainability of relying on repeated equity fundraisings to support operations, particularly in light of continued operating losses?
- (iv) Can the board provide an overview of the key assumptions underlying its cash flow projections, including revenue growth, cost structure and funding requirements?

## **Response**

- (i) As disclosed in the Annual Report, the Executive Director has provided a formal letter of financial support for the Group and the Company to meet the Company financial obligations as they fall due. The support is provided for a period of 1 year starting from 27 February 2026.
- (ii) The Company has assessed its reliability and sufficiency of the Executive Director’s financial support through the consideration of the Executive Director’s current shareholdings in the Company, the past financial support provided by the Executive Director and that the Group and the Company did not have any bank borrowing as at reporting date.

- (iii) Each round of fund raising has been kept to the minimum level to mitigate excessive dilution at the current market price until the Group's strategy can be sustainably executed. The current round of fundraising is also focused on funding the AI digital marketing business which is underpin by the JVA with Monet as announced on 2 March 2026.
- (iv) The key assumptions on the cash flow projections are primarily based on anticipated revenue contribution from the Joint Venture and potential fundraising while maintaining cost discipline on operating expenses. The Board also wishes to update that the Company has entered into a subscription agreement on 14 April 2026, for an aggregate cash consideration of S\$1,190,000, the successful completion of which was also taken in consideration for the cash flow projections and the other concerns as raised in questions (i) to (iii) above.

### **Question 3**

The company has outsourced its internal audit function to Yang Lee & Associates.

- (i) What was the scope and coverage of the internal audit plan for 2025?
- (ii) Did the internal audit cover all operating subsidiaries and business units?
- (iii) What were the key findings and recommendations from the FY2025 internal audit, and have any material control deficiencies been identified?

In addition, the company disclosed that the newly appointed financial controller, who has been in the role for only a short period and remains under probation, declined to provide assurance that (a) the financial records have been properly maintained and the financial statements give a true and fair view of the group's operations and finances, and (b) the group's risk management and internal control systems are adequate and effective.

- (iv) How does the audit committee interpret the financial controller's decision not to provide such assurances? To what extent is this attributable solely to tenure, and were there any underlying concerns identified in relation to the group's financial reporting or internal control environment?

### **Response**

- (i) The internal audit scope for FY2025 covered an eight-month period and focused on the key operating cycles of sales and credit management and human resources of APEC Solutions, the key revenue contributing entity of the Group.
- (ii) The internal audit for FY2025 covered the key revenue contributing entity of the Group, APEC Solutions. The internal audit coverage was determined based on a risk-based approach, taking into consideration factors such as the significance of operations and risk exposure.
- (iii) Nine (9) internal control issues were identified in the FY2025 internal audit, of which five (5) were assigned a moderate level priority whilst the remaining issues were assigned a low priority level. There were no high priority level issues identified.
- (iv) The candidate intended for the financial controller position (the "**Candidate**") had joined the Group in January 2026. The Audit Committee had communicated with the Candidate on the expectation on the Candidate to provide the said assurance.

However, despite the AC speaking to the Candidate on multiple occasions, the Candidate had declined to provide the assurance confirmation in the annual report on the basis that he had joined after the end of FY2025. The Candidate did not at any point highlight any underlying concerns identified in relation to the group's financial reporting or internal control environment which may have led to him declining to provide the assurance confirmation.

Given the tight deadlines involved, the AC noted the Candidate's position and took a position to rely on alternative methods to ascertain whether the Company's internal controls (including

financial, operational, compliance and information technology controls) and risk management systems were adequate and effective in FY2025.

The AC and Board notes that the role of the FC has been in constant transition in FY2025 and the work normally expected of the FC has been largely assumed by the Executive Chairperson and CEO with the support of the finance team. In the absence of a stable FC, the finance team is currently supported by the Company's former FC, Mr Wong Yew Cheok who is working on a consultancy basis. The Board has also installed one of the independent directors as a bank signatory as an additional control measure.

The AC does not wish to comment on the candidates decision, including consideration of his tenure, but wishes to assure shareholders that it had taken steps to understand whether there were any underlying concerns, including discussions with the Candidate, external auditors (Nexia Singapore PAC) and internal auditors (Yang Lee & Associates), and have noted no material concerns in relation to the group's financial reporting or internal control for FY2025.

The Board acknowledges that the role of an FC is integral to the overall system of internal controls and seeks to finalise the appointment of a suitable FC in a timely manner.