PROSPERCAP CORPORATION LIMITED
(Company Registration No. 197300314D)
(Incorporated in the Republic of Singapore)

MATERIAL UNCERTAINTY RELATED TO GOING CONCERN IN RESPECT OF CERTAIN SUBSIDIARIES OF THE COMPANY ON THE AUDITED FINANCIAL STATEMENTS FOR THE FINANCIAL YEAR ENDED 31 DECEMBER 2025

Pursuant to Rule 704(4)(b) of the Listing Manual Section B: Rules of Catalist of the Singapore Exchange Securities Trading Limited (the "**SGX-ST**"), the Board of Directors (the "**Board**") of ProsperCap Corporation Limited (the "**Company**", and together with its subsidiaries, the "**Group**") wishes to announce that the independent auditors, Deloitte LLP (the "**Independent Auditors**") of certain subsidiaries of the Company ("**Relevant Subsidiaries**") in the United Kingdom and Cayman Islands, have included a material uncertainty related to going concern ("**Material Uncertainty Related to Going Concern**") section in their respective auditors' reports (the "**Independent Auditors' Report**") for the financial year ended 31 December 2025 ("**FY2025**") dated 4 August 2026. The list of subsidiaries of the Group which received the Material Uncertainty Related to Going Concern in their audited financial statements for FY2025 is set out in the **Annexure I**. The opinion of the Independent Auditors is not modified in respect of this matter.

The relevant extract of the Material Uncertainty Related to Going Concern disclosure, which is substantially similar to the corresponding disclosure as provided in the FY2025 audited financial statements of each of the Relevant Subsidiaries to which the Material Uncertainty Related to Going Concern applies, together with the Relevant Subsidiaries' directors' considerations supporting the going concern basis of each of the Relevant Subsidiaries is reproduced below:

Set out below is Note 1.3 of the FY2025 Financial statements of DTP Infinities Corporation Limited, a subsidiary of the Company.

For clarity, capitalised terms used in the extract below have the following meanings:

Group	:	The Relevant Subsidiary concerned and its subsidiaries
Company	:	The Relevant Subsidiary concerned
Board of directors	:	The board of directors of the Relevant Subsidiary
PPC	:	Refers to the Company

1.3 Going concern

For the financial year ended 31 December 2025, the Group recognised a net loss of £10,754k (2024 Restated: £15,569k) and as at 31 December 2025, the Group has net current liabilities of £213,364k (2024 Restated: £214,549k) and net liabilities of £68,410k (2024 Restated: £64,202k). As at 31 December 2025, the Group has current assets of £14,356k (2024: £16,417k), comprising of derivative financial assets of £927k (2024: £nil), inventories of £1,569k (2024: £1,454k), trade and other receivables of £8,170k (2024: £12,677k) and cash and cash equivalents of £3,690k (2024: £2,286k) and current liabilities of £227,720k (2024 Restated: £230,966k), comprising of trade and other payables of £227,594k (2024: £230,911k), and lease liabilities of £126k (2024: £55k). Included in the trade and other payables are amounts due to intermediate holding companies and immediate holding company of £58k (2024 Restated: £2,328k) and £202,049k (2024: £202,049k) respectively as at 31 December 2025.

Notwithstanding this, the Board of directors of the Company have prepared the financial statements on a going concern basis, having considered that:

i. on 10 April 2025, DTP Inter Holdings Corporation Pte. Ltd. ("DTP Inter Holdings"), the immediate holding company of PPC, has provided a signed letter of support to PPC and its subsidiaries ("PPC Group"), confirming its commitment to providing sufficient liquidity support for the PPC Group to pay its financial indebtedness;

ii. on 25 September 2025, PPC entered into a credit facility agreement (the "Credit Facility Agreement") with DTP Inter Holdings, pursuant to which DTP Inter Holdings agreed to provide facilities in an aggregate principal amount of GBP22.4 million or its Singapore dollar ("SGD") equivalent to PPC under the terms and conditions in the Credit Facility Agreement. The facilities under the Credit Facility Agreement are meant to fund the PPC Group's operating expenditures, capital expenditures and working capital requirement. The credit facilities under the Credit Facility Agreement bear an interest rate of 11.71% per annum and carry a maturity date of 18 months from the initial utilisation date, being 26 September 2025, which is extendable to a date no longer than 36 months from the initial utilisation date. As at the date of issue of these financial statements, S$15.9 million (GBP 9.3 million) remains undrawn. On 30 September 2025, £5,000k was injected into the Company as equity. This equity injection was provided to support the Group's working capital requirements and to strengthen the PPC Group's liquidity position;

iii. on 27 February 2026, the immediate holding company of DTP Inter Holdings, DTGO Prosperous Limited ("DTP") issued a formal and irrevocable signed letter of financial support to PPC. This letter affirms that DTP Inter Holdings has set-aside liquidity to satisfy the GBP22.4 million commitment under Credit Facility Agreement dated 25 September 2025. DTP's commitment was provided through its direct subsidiary DTP Inter Holdings by way of a GBP22.4 million credit facility entered with PPC on 25 September 2025, as amended and supplemented;

iv. On 27 April 2026, £2,000k was injected into the Group, via a £5,000k unsecured term loan facility made available to the Group, to support working capital, capital expenditure and strengthen the Group's liquidity position. The facility bears fixed interest rate of 13.88% per annum. As at the date of issue of these financial statements, £3,000k remains undrawn;

v. to the extent necessary, the Group has the flexibility to re-schedule certain of its capital expenditure in order to manage its cashflows;

vi. the Group will continue to manage discretionary operational expenditure prudently;

vii. the directors of the intermediate holding companies and immediate holding company have confirmed not to recall the amounts owed to intermediate holding companies and immediate holding company of £58k and £202,049k respectively as at 31 December 2025, to the extent to which such call for payment would put the Group into such a financial position that they are no longer able to discharge their liabilities as they fall due in the normal course of business; and

viii. the Group has complied with the financial covenants under the secured Senior and the Mezzanine loan facilities (collectively, the "Loan Facilities") throughout the period and expects to comply with these financial covenants for the next 12 months after the reporting date of these financial statements.

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

The Group's ability to continue as a going concern relies on the ongoing ability of the holding companies mentioned above to provide financial support and the extension of the maturity of the £301,460k Loan Facilities.

The Board of Directors of PPC approved the 12-month extension option on 24 July 2026, and has now served notice of exercising these rights to the lenders, in relation to the Loan Facilities which currently mature on 19 September 2026. Accordingly, the loans under the Loan Facilities are classified as non-current liabilities as at 31 December 2025.

The option to extend the Loan Facilities is subject to the satisfaction of certain conditions under the Loan Facilities, including, among others, procuring the required hedging arrangements and the absence of any continuing event of default. If the Group is unable to satisfy these conditions, which depends on the agreement of relevant counterparties and which are required to exercise the extension option, the Loan Facilities would become repayable.

The events and conditions outlined above indicate the existence of a material uncertainty which may cast significant doubt on the Company's and the Group's ability to continue as a going concern and that the Group and Company may be unable to realise its assets and discharge its liabilities in the normal course of business. Having carefully considered these matters, including the material uncertainty described above, the directors have a reasonable expectation that the Group and the Company will be able to continue in operational existence for the foreseeable future. Accordingly, the directors consider it appropriate to continue to adopt the going concern basis of accounting in preparing the financial statements.

Shareholders and potential investors are advised to exercise caution before making any decision in respect of their dealings in the Company's shares. Shareholders and potential investors should consult their stockbrokers, bank managers, solicitors, accountants or other professional advisers in the event of any doubt about this announcement or the action they should take.

BY ORDER OF THE BOARD
PROSPERCAP CORPORATION LIMITED

Weerachai Amornrat-Tana
Acting Chief Executive Officer

5 August 2026

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

ANNEXURE I

RELEVANT SUBSIDIARIES OF PROSPERCAP CORPORATION LIMITED WHICH RECEIVED MATERIAL UNCERTAINTY RELATED TO GOING CONCERN IN THEIR AUDITED FINANCIAL STATEMENTS FOR FINANCIAL YEAR ENDED 31 DECEMBER 2025

<u>Subsidiaries incorporated in the United Kingdom</u>

1. Chapel Street Food and Beverage Limited
2. Chapel Street Hotel Limited
3. Chapel Street Services Limited
4. Chester International Hotel Limited
5. DTP Infinities Corporation Limited
6. Echo Hotel Limited
7. Five Star Inns Limited
8. Hoole Hall Country Club Limited
9. PPC Acquisition 2 Mailbox (UK) Limited
10. PPC Holdco Limited
11. PPC Hospitality (UK) Company Limited
12. PPC Inter-Finance Number 1 Limited
13. PPC Regional Hospitality Group Company Limited
14. ProsperCap Subholdco Limited
15. The Harrogate International Hotel Limited
16. The Solihull Hotel Company Limited

<u>Subsidiaries incorporated in the Cayman Islands</u>

1. DTP Hospitality Ltd
2. DTP Acquisition 1 Limited
3. DTP Acquisition 2 Limited
4. DTP Acquisition 1 Bristol Limited
5. DTP Acquisition 1 Leeds Limited
6. DTP Acquisition 1 Glasgow Limited
7. DTP Acquisition 1 Manchester Limited
8. DTP Acquisition 1 Birmingham Limited
9. DTP Acquisition 2 Salford Limited
10. DTP Hoole Chester Limited