

**VGX LIMITED** ARBN 612 834 572**Corporate office**
C-706 Kelana Square, 17 Jalan SS7/26
Kelana Jaya, 47301 Petaling Jaya
Selangor Darul Ehsan, Malaysia**Registered office in Australia**
Level 1 Office F
1139 Hay Street
West Perth WA 6005

Telephone: +603 5892 2666

Facsimile: +603 7490 5333

Email: ir@vgxlimited.com**NSX Announcement****18 September 2024****Additional Annual Financial Report Disclosure**

VGX Limited ("VGX" or "the Company") provides the following additional disclosure in relation to the Company's recent Annual Financial Report released for the year ended 30 June 2024 pursuant to NSX Listing Rules.

5 Year Financial Comparative Summary

Below is a summary of the information in the form of a comparative table of the results and of the assets and liabilities of the group for the last five financial years:

	30-Jun 2024 AUD	30-Jun 2023 AUD	30-Jun 2022 AUD	30-Jun 2021 AUD	30-Jun 2020 AUD
ASSETS					
Current Assets					
Cash and Cash Equivalents	1,646	5,461	34,749	7,354	551
Trade Receivables	7,495	43,326	18,694	20,004	28,760
Other receivables and prepayments	4,122	385,915	384,007	365,057	394,225
Inventories	5,589	4,839	14,267	8,095	11,770
Total Current Assets	18,852	439,541	451,717	400,510	435,306
Non-Current Assets					
Property, Plant and Equipment	363	780	1,576	4,732	15,549
Intangible Assets	3	120,505	153,160	178,552	221,019
Goodwill	-	69,972	71,147	69,119	73,335
Total Non-Current Assets	366	191,257	225,883	252,403	309,903
Total Assets	19,218	630,798	677,600	652,913	745,209
LIABILITIES					
Current Liabilities					
Trade and other payables	98,023	24,732	22,721	35,609	45,101
Other payables	-	105,412	105,239	82,007	101,093
Financial Liabilities	-	4,866	5,716	5,291	4,028
Owing to Directors	-	789,708	669,455	514,237	490,123
Total Current Liabilities	98,023	924,718	803,131	637,144	640,345
Non-Current Liabilities					
Finance lease payables	-	-	4,948	10,360	16,606
Other Non-Current Liabilities	589,828	-	-	-	-
Total Non-Current Liabilities	589,828	-	4,948	10,360	16,606
Total Liabilities	687,851	924,718	808,079	647,504	656,951
NET ASSETS	(668,633)	(293,920)	(130,479)	5,409	88,258
EQUITY					
Issued Capital	338,781	338,781	338,781	338,781	338,781
Retained Earnings	(946,210)	(650,201)	(530,276)	(424,261)	(345,558)
Foreign currency translation reserve	10,782	(584)	(6,184)	(4,874)	(911)
Minority interest	(71,986)	18,084	67,200	95,763	95,946
Total Equity	(668,633)	(293,920)	(130,479)	5,409	88,258



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	30-Jun 2024 AUD	30-Jun 2023 AUD	30-Jun 2022 AUD	30-Jun 2021 AUD	30-Jun 2020 AUD
REVENUE					
Revenue from activities/operations	90,027	149,377	211,645	388,904	441,912
Other operating income	212	8	20,586	8,269	18,210
Total Revenue	90,239	149,385	232,231	397,173	460,122
Cost of sales					
Cost of sales	23,883	51,874	77,383	151,540	165,469
Total Cost of Sales	23,883	51,874	77,383	151,540	165,469
Gross Profit	66,356	97,511	154,848	245,633	294,653
EXPENSES					
Administration Expenses	(189,570)	(182,263)	(182,601)	(161,905)	(260,050)
Financing costs	(102)	(372)	(633)	(648)	(996)
Other Expenses	(262,763)	(83,917)	(106,192)	(161,966)	(188,996)
Total Expenses	(452,435)	(266,552)	(289,426)	(324,519)	(450,042)
PROFIT/(LOSS)					
Profit/Loss before income tax	(386,079)	(169,041)	(134,578)	(78,886)	(155,389)
Income tax/benefit expense					
Profit/Loss after income tax	(386,079)	(169,041)	(134,578)	(78,886)	(155,389)
Other Comprehensive income				4,851	20,906
Foreign Exchange Gain/(Loss) on					
Translation of Foreign Ops	11,366	5,600	(1,310)	(3,963)	(48,364)
Total Comprehensive Income	(374,713)	(163,441)	(135,888)	(77,998)	(182,847)

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**LIST OF TOP 10 SHAREHOLDERS AS OF
30 JUNE 2024 (END OF REPORTING PERIOD)
AND
18 SEPTEMBER 2024 (LATEST PRACTICABLE DATE)**

S/No.	Name of holder	<u>30 June 2024</u>	<u>30 June 2024</u>	<u>18 September 2024</u>	<u>18 September 2024</u>
		Number of Shares	% of issued	Number of Shares	% of issued
1	Stemawe Holdings Limited	11,908,330	22.75%	11,908,330	22.75%
2	Fee Hiang LEE	9,375,000	17.91%	9,375,000	17.91%
3	Kwok Chuen Augustine CHAN	8,685,940	16.59%	8,685,940	16.59%
4	Eric Chi Kong CHUNG	7,874,000	15.04%	7,874,000	15.04%
5	Simon Ka Yau CHAN	2,880,000	5.50%	2,880,000	5.50%
6	Teck Chin KONG	2,640,000	5.04%	2,640,000	5.04%
7	Poh Yee YAP	2,484,000	4.75%	2,484,000	4.75%
8	Oi Lan LEE	1,100,000	2.10%	1,100,000	2.10%
9	Yat Shu CHIU	489,000	0.93%	489,000	0.93%
9	Chi Ping CHUNG	489,000	0.93%	489,000	0.93%
10	Yoke Tong GUN	455,000	0.87%	455,000	0.87%
	Total	48,380,270	92.43%	48,380,270	92.43%

Holding Ranges	Holders	Total Units	% Issued Share Capital
1 - 1,000	0	0	-
1,001 - 5,000	2	10,000	0.02%
5,001 - 10,000	2	20,000	0.04%
10,001 - 100,000	49	2,143,000	4.09%
100,001 - 9,999,999,999	17	50,170,270	95.85%
Totals	70	52,343,270	100.00%

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ANNUAL CORPORATE GOVERNANCE STATEMENT

Name of entity: VGX Limited, (the **Company**)ACN / ARBN: 612 834 572Reporting period: 1 July 2023 to 30 June 2024, (the **Reporting Period**)

Principle No.	Recommendation	Compliance or Reason for Non-compliance
1.1	A listed entity should disclose: (a) the respective roles and responsibilities of its board and management; and (b) those matters expressly reserved to the board and those delegated to management.	The Company does not comply in full with this Recommendation. The board is in the process of formalising a board charter setting out the responsibilities of the board.
1.2	A listed entity should: (a) undertake appropriate checks before appointing a person, or putting forward to security holders a candidate for election, as a director; and (b) provide security holders with all material information in its possession relevant to a decision on whether or not to elect or re-elect a director.	The Company complies in full with this Recommendation The entire board will carry out appropriate checks before appointing a person, or putting forward to security holders a candidate for election, as a director. All material information in the board's possession will be set out in explanatory notes accompanying notices of general meetings where appointments of directors will be voted on by security holders.
1.3	A listed entity should have a written agreement with each director and senior executive setting out the terms of their appointment.	The Company complies in full with this Recommendation Each director is required to sign a letter of appointment setting out the terms of his or her appointment. Senior executives are employed on full-time basis and have signed employment contracts under relevant labour laws of Malaysia.
1.4	The company secretary of a listed entity should be accountable directly to the board, through the chair, on all matters	The Company complies in full with this Recommendation.



Principle No.	Recommendation	Compliance or Reason for Non-compliance
	to do with the proper functioning of the board.	The chair and each member of the board has free and unfettered access to the company secretary. The company secretary is also authorized to communicate any issue or raise any concern directly with the chair and/or any member of the board as he consider necessary.
1.5	<p>A listed entity should:</p> <p>(a) have a diversity policy which includes requirements for the board or a relevant committee of the board to set measurable objectives for achieving gender diversity and to assess annually both the objectives and the entity's progress in achieving them;</p> <p>(b) disclose that policy or a summary of it; and</p> <p>(c) disclose as at the end of each reporting period the measurable objectives for achieving gender diversity set by the board or a relevant committee of the board in accordance with the entity's diversity policy,</p> <p>and its progress towards achieving them and either:</p> <p>(1) the respective proportions of men and women on the board, in senior executive positions and across the whole organisation (including how the entity has defined "senior executive" for these purposes); or</p> <p>(2) if the entity is a "relevant employer" under the Workplace Gender Equality Act, the entity's most recent "Gender Equality Indicators", as defined in and published under that Act.</p>	<p>The Company does not comply in full with this Recommendation.</p> <p>The board supports workplace diversity, including gender diversity but considers that the Company is not of a size or maturity to justify a formal diversity policy. The board's priority has been to ensure that its members have the appropriate level of experience and skills to manage the Company at its early stages of operations rather than focusing on gender and other diversity factors.</p>



Principle No.	Recommendation	Compliance or Reason for Non-compliance
1.6	<p>A listed entity should:</p> <p>(a) have and disclose a process for periodically evaluating the performance of the board, its committees and individual directors; and</p> <p>(b) disclose, in relation to each reporting period, whether a performance evaluation was undertaken in the reporting period in accordance with that process.</p>	<p>The Company does not comply in full with this Recommendation.</p> <p>The Company is in the process of adopting a practice and a process of periodically evaluating the performance of the board (collective self appraisal) and individual directors (peer review by other members of the board). This review will be done at the end of each financial year at the same time the board meets to approve its financial statements for that financial year.</p>
1.7	<p>A listed entity should:</p> <p>(a) have and disclose a process for periodically evaluating the performance of its senior executives; and</p> <p>(b) disclose, in relation to each reporting period, whether a performance evaluation was undertaken in the reporting period in accordance with that process.</p>	<p>The Company complies in full with this Recommendation.</p> <p>The board will meet at least annually to review the performance of executives. The senior executives' performance is assessed against the performance of the Group as a whole.</p> <p>The Company has carried out a performance evaluation in accordance with this process for the financial period ended 30 June 2024.</p>
2.1	<p>The board of a listed entity should:</p> <p>(a) have a nomination committee which:</p> <p>(1) has at least three members, a majority of whom are independent directors; and</p>	<p>The Company does not comply in full with this Recommendation.</p> <p>The board considers that the Company is not currently of a size to justify the formation of a nomination committee. The board as a whole undertakes the process of reviewing the skill base and experience of existing directors to enable identification or attributes required in new</p>



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	(2) is chaired by an independent director, and disclose: (3) the charter of the committee; (4) the members of the committee; and (5) as at the end of each reporting period, the number of times the committee met throughout the period and the individual attendances of the members at those meetings; or (b) if it does not have a nomination committee, disclose that fact and the processes it employs to address board succession issues and to ensure that the board has the appropriate balance of skills, knowledge, experience, independence and diversity to enable it to discharge its duties and responsibilities effectively.	directors. Where appropriate, independent consultants will be engaged to identify possible new candidates for the board either as addition to the board to supplement its current skills and experience or as part of succession planning for the board.
2.2	A listed entity should have and disclose a board skills matrix setting out the mix of skills and diversity that the board currently has or is looking to achieve in its membership	The Company does not comply in full with this Recommendation. The skills matrix setting out the mix of skills and diversity that the board currently has is set out below:

	Eric Chi Kong CHUNG	Poh Yee YAP	Teck Chin KONG	Ying Choy CHONG	Teddy CHUA
Corporate governance			✓	✓	✓
General & administrative management		✓			



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	Risk management	✓		✓	✓	✓
	Sales and marketing	✓	✓			
	Financial management	✓	✓			
	Entrepreneurship	✓	✓			

2.3 A listed entity should disclose:

(a) the names of the directors considered by the board to be independent directors;

(b) if a director has an interest, position, association or relationship of the type described in Box 2.3 but the board is of the opinion that it does not compromise the independence of the director, the nature of the interest, position, association or relationship in question and an explanation of why the board is of that opinion; and

(c) the length of service of each director.

The Company complies in full with this Recommendation.

As of the date of this Corporate Governance Statement, the board comprised of the following persons:

CHONG Ying Choy
Chairman of the board
Independent director

Date first appointed: 15 September 2016
Date last elected: Not applicable[#]

[#] Subject to re-election at the next AGM pursuant to Regulation 19.3 of the Constitution.

CHONG Ying Choy, the independent director, has no interest, position, association or relationship of the type described in Box 2.3.

CHUNG Eric Chi Kong
Executive director and Chief Executive Officer

Date first appointed: 27 June 2016
Date last elected: Not applicable[#]

[#] Subject to re-election at the next AGM pursuant to Regulation 19.3 of the Constitution.

YAP Poh Yee
Executive director

Date first appointed: 27 June 2016
Date last elected: Not applicable[#]

[#] Subject to re-election at the next AGM pursuant to Regulation 19.3 of the Constitution.



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KONG Teck Chin
Non-independent non-Executive director
Date first appointed: 27 June 2016
Date last elected: Not applicable#
#Subject to re-election at the next AGM
pursuant to Regulation 19.3 of the Constitution

CHUA Teddy
Independent and non-Executive director
Date first appointed: 19 October 2022
Date last elected: Not applicable#
Subject to re-election at the next AGM
pursuant to Regulation 19.3 of the Constitution.

- 2.4 A majority of the board of a listed entity should be independent directors. **The Company does not comply in full with this Recommendation.**

The board currently comprises two executive directors, one non-independent non-executive director and two independent directors. The board considers the minimum number of executive directors required to function effectively is two, in that one to oversee the research, production and marketing functions of the Group's business and another to oversee the finance, administration, legal and compliance functions. To comply with this Recommendation will require the Company to appoint two additional independent directors which will increase the size of the board to seven members. The board consider that the current size of the Company and the scale of the Group's operations do not justify having such a large board when the functions of the board can be performed adequately by a five-member board. As the Company grows its scope and scale of operations, the board will assess whether there is a need to expand the board by inviting persons with the right



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		skills sets to join the board as independent directors.
2.5	The chair of the board of a listed entity should be an independent director and, in particular, should not be the same person as the CEO of the entity.	<p>The Company complies in full with this Recommendation.</p> <p>Currently, the chairman of the board is CHONG Ying Choy who is an independent director.</p>
2.6	A listed entity should have a program for inducting new directors and provide appropriate professional development opportunities for directors to develop and maintain the skills and knowledge needed to perform their role as directors effectively.	<p>The Company complies in full with this Recommendation.</p> <p>The board has put in place a program where all new directors will be assessed by the Company's nominated adviser as to the extent of his or her awareness of his or her responsibilities as a director of a company which is listed on NSX, and where such awareness is insufficient, to undergo such training or induction as may be recommended by the nominated adviser.</p> <p>The present members of the board are aware of their personal responsibilities to develop and maintain the skills and knowledge needed to perform their role as directors effectively and, if so requested by a director, the Company will bear reasonable costs and expenses of any continuing education program or course which a director may request to attend.</p> <p>Finally, the board intends to appoint only as director a person who has the necessary skills and knowledge to perform his or her intended role and who is aware of his or her personal responsibility for his or her own continuous education.</p>
3.1	<p>A listed entity should:</p> <p>(a) have a code of conduct for its directors, senior executives and employees; and</p> <p>(b) disclose that code or a summary of it.</p>	<p>The Company does not comply in full with this Recommendation.</p> <p>The Company has not formally adopted a Code of Conduct. However, every director, senior executive and employees is aware of his or her responsibility to at all times act ethically and strictly comply with the spirit and letter of all laws and regulations of countries in which the Group carry on business</p>
4.1	<p>The board of a listed entity should:</p> <p>(a) have an audit committee which:</p>	<p>The Company does not comply in full with this Recommendation.</p>



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	<p>(1) has at least three members, all of whom are non-executive directors and a majority of whom are independent directors; and</p> <p>(2) is chaired by an independent director, who is not the chair of the board,</p> <p>and disclose:</p> <p>(3) the charter of the committee;</p> <p>(4) the relevant qualifications and experience of the members of the committee; and</p> <p>(5) in relation to each reporting period, the number of times the committee met throughout the period and the individual attendances of the members at those meetings; or</p> <p>(b) if it does not have an audit committee, disclose that fact and the processes it employs that independently verify and safeguard the integrity of its corporate reporting, including the processes for the appointment and removal of the external auditor and the rotation of the audit engagement partner.</p>	<p>The board considers that the Company is not of a size, nor is its financial affairs of such complexity, to justify the formation of an audit committee. The board as a whole, in consultation with the incumbent external auditor, undertakes the selection and proper application of accounting policies, the integrity of financial reporting, the identification and management of risk and review of the operation of the internal control systems. When performing the role of an audit committee or when the board meets as the audit committee it will be chaired by CHONG Ying Choy who has extensive financial management and accounting work experience.</p> <p>The board maintains regular communication with the external auditor and monitors their performance on a yearly basis. Currently, the board considers the Company's financial affairs not to be of such complexity as to justify the rotation of the audit partner.</p>
4.2	<p>The board of a listed entity should, before it approves the entity's financial statements for a financial period, receive from its CEO and CFO a declaration that, in their opinion, the financial records of the entity have</p>	<p>The Company complies in full with this Recommendation.</p> <p>The board will receive an annual assurance in the form of a declaration from the chief executive</p>



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	been properly maintained and that the financial statements comply with the appropriate accounting standards and give a true and fair view of the financial position and performance of the entity and that the opinion has been formed on the basis of a sound system of risk management and internal control which is operating effectively.	officer and the chief financial officer (or equivalent) as required by the <i>Corporations Act</i> 2001.
4.3	A listed entity that has an AGM should ensure that its external auditor attends its AGM and is available to answer questions from security holders relevant to the audit.	<p>The Company complies in full with this Recommendation.</p> <p>It is Company's policy, and will make such policy a term of the auditor's appointment, for the engagement partner or a personnel of sufficient seniority who was involved in the conduct of the audit to be present at the AGM be available to answer questions about the conduct of the audit and the preparation and content of the auditors' report.</p>
5.1	<p>A listed entity should:</p> <p>(a) have a written policy for complying with its continuous disclosure obligations under the Listing Rules; and</p> <p>(b) disclose that policy or a summary of it.</p>	<p>The Company does not comply in full with this Recommendation.</p> <p>The board is in the process of adopting a formal continuous disclosure policy.</p>
6.1	A listed entity should provide information about itself and its governance to investors via its website.	<p>The Company complies in full with this Recommendation.</p> <p>The Company's corporate website is at the following URL: www.vgxlimited.com.</p>
6.2	A listed entity should design and implement an investor relations program to facilitate effective two-way communication with investors.	<p>The Company complies in full with this Recommendation.</p> <p>The Company implements an active investor relations program. YAP Poh Yee, an Executive Director has been tasked as the Head of Investor Relations, attend to all communication with investors and to act as communications liaison for existing and/or potential investors with the Company's preferred broker. The e-mail address of the investor relations officer is ir@vgxlimited.com</p>



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		and investors are encouraged to write to the Company with any queries.
6.3	A listed entity should disclose the policies and processes it has in place to facilitate and encourage participation at meetings of security holders.	<p>The Company does not comply in full with this Recommendation.</p> <p>The Company has not put in place any policy and processes to facilitate and encourage participation at meetings of security holders. However, the Company allows unrestricted reasonable discussions and dialogue with and receive feedback from security holders during the Company's general meetings.</p>
6.4	A listed entity should give security holders the option to receive communications from, and send communications to, the entity and its security registry electronically.	<p>The Company complies in full with this Recommendation.</p> <p>The Company's security registry has in place and has implemented a system where security holders are given the option to receive communications from, and send communications to, the entity and its security registry electronically.</p>
7.1	<p>The board of a listed entity should:</p> <p>(a) have a committee or committees to oversee risk, each of which:</p> <p>(1) has at least three members, a majority of whom are independent directors; and</p> <p>(2) is chaired by an independent director,</p> <p>and disclose:</p> <p>(3) the charter of the committee;</p> <p>(4) the members of the committee; and</p> <p>(5) as at the end of each reporting period, the number of times the committee met throughout the period and the individual attendances of the members at those meetings; or</p>	<p>The Company does not comply in full with this Recommendation.</p> <p>The board considers that the Company is not of a size, nor is its operations of such complexity, to justify the formation of a risk management committee. The board as a whole will oversee the risk management for the Company taking into account key material risks faced by the Company as identified by the board and how these risks or, if the risks materialises, its possible impact can be minimised.</p> <p>The board will ensure that risk management is included on the agenda of meetings of the board.</p>



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	(b) if it does not have a risk committee or committees that satisfy (a) above, disclose that fact and the processes it employs for overseeing the entity's risk management framework.	
7.2	The board or a committee of the board should:	The Company complies in full with this Recommendation.
	(a) review the entity's risk management framework at least annually to satisfy itself that it continues to be sound; and	The board will review the entity's risk management framework at least annually to satisfy itself that it continues to be sound. A review in accordance with this risk management framework was carried out for the financial period ended 30 June 2024.
	(b) disclose, in relation to each reporting period, whether such a review has taken place.	
7.3	A listed entity should disclose:	The Company complies in full with this Recommendation.
	(a) if it has an internal audit function, how the function is structured and what role it performs; or	The Company does not have an internal audit function.
	(b) if it does not have an internal audit function, that fact and the processes it employs for evaluating and continually improving the effectiveness of its risk management and internal control processes.	The primary responsibility for risk management and internal controls on a day-to-day basis at the operations level vests with the CEO. The board will ensure that risk management is included on the agenda of meetings of the board for discussion.
7.4	A listed entity should disclose whether it has any material exposure to economic, environmental and social sustainability risks and, if it does, how it manages or intends to manage those risks.	The Company complies in full with this Recommendation.
		Material risks which the Company is exposed to and how it manages or intend to manage these risks are disclosed in the information memorandum. The board will continue to monitor the Company's exposure to these risks (or for any other risks the Company may become expose to in the future) and disclose them in the Company's annual report.
8.1	The board of a listed entity should:	The Company does not comply in full with this Recommendation.
	(a) have a remuneration committee which:	



Principle No.	Recommendation	Compliance or Reason for Non-compliance
	<p>(1) has at least three members, a majority of whom are independent directors; and</p> <p>(2) is chaired by an independent director,</p> <p>and disclose:</p> <p>(3) the charter of the committee;</p> <p>(4) the members of the committee; and</p> <p>(5) as at the end of each reporting period, the number of times the committee met throughout the period and the individual attendances of the members at those meetings; or</p> <p>(b) if it does not have a remuneration committee, disclose that fact and the processes it employs for setting the level and composition of remuneration for directors and senior executives and ensuring that such remuneration is appropriate and not excessive.</p>	<p>The board considers that the Company is not of a size to justify the formation of a remuneration committee. The board as a whole will perform the function of the remuneration committee.</p> <p>The remuneration of executive directors are set out in their employment contracts. The board will seek shareholders' approval at general meetings on directors' fees.</p> <p>The CEO sets and determines the remuneration for senior executives and he does so having regard to prevailing levels paid to executives performing similar roles at comparable companies. Where the remuneration intended to be offered to any senior executive is materially more than such comparable levels, the CEO is required to obtain prior approval from the board before making such an offer.</p>
8.2	A listed entity should separately disclose its policies and practices regarding the remuneration of non-executive directors and the remuneration of executive directors and other senior executives.	<p>The Company does not comply in full with this Recommendation.</p> <p>The Company does not have a formal policy regarding the remuneration of non-executive directors and the remuneration of executive directors and other senior executives. The current practice in relation to this is set out in the explanation to the Company's adoption of Principal 8.1 above.</p>
8.3	A listed entity which has an equity-based remuneration scheme should:	<p>This Recommendation is not applicable as the Company does not have an equity-based remuneration scheme.</p>



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Principle No.	Recommendation	Compliance or Reason for Non-compliance
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(a) have a policy on whether participants are permitted to enter into transactions (whether through the use of derivatives or otherwise) which limit the economic risk of participating in the scheme; and

(b) disclose that policy or a summary of it.

Signed:

Date: 18 September
2024

Name of signatory in block letters: CHUNG Eric Chi Kong

Director, for and on behalf of **VGX Limited**

Released for and on behalf of the Board:

Poh Yee YAP
Company Secretary
VGX Limited