

ABRDN ASIA-PACIFIC INCOME FUND VCC

Report of the Independent Review Committee to Shareholders for the Year Ended October 31, 2023

The Independent Review Committee (the “**IRC**”) of abrdn Asia-Pacific Income Fund VCC (the “**Company**”) is pleased to submit this annual report to securityholders of the Company under the requirements of National Instrument 81-107 *Independent Review Committee for Investment Funds* (“**National Instrument 81-107**”).

Unless otherwise indicated, the information in this report relates to the financial year ended October 31, 2023 (the “**Period**”).

1. Members of the Independent Review Committee

Name	Length of Service
Radhika Ajmera	Since June 17, 2015
P. Gerald Malone	Since inception (November 1, 2007)
William J. Braithwaite (Chair)	Since March 8, 2019

Each member of the IRC is an independent director on the Board of Directors of the Company.

The IRC meets regularly with representatives of abrdn Canada Limited (formerly known as Aberdeen Standard Investments (Canada) Limited), the investment fund manager and Canadian administrator of the Company (“**abrdn Canada**”) and abrdn Inc. (formerly known as Aberdeen Standard Investments Inc.), the sub-administrator of the Company (“**abrdn Inc.**”), and also holds meetings without representatives of abrdn Canada and abrdn Inc. being present to discuss matters affecting abrdn Canada’s and abrdn Inc.’s policies and procedures, standing instructions and conflict of interest matters referred to the IRC. During the Period, the IRC held two meetings with representatives of abrdn Canada and abrdn Inc. On the occasion of each such meeting the IRC also conducted a portion of the meeting at which representatives of abrdn Canada and abrdn Inc. were not present.

2. Holdings of Securities

(a) Company

As at October 31, 2023, the percentage of ordinary shares of the Company beneficially owned, directly or indirectly, in aggregate, by all members of the IRC did not exceed 1%.

(b) Manager

As at October 31, 2023, no member of the IRC beneficially owned, directly or indirectly, any class or series of voting or equity securities of abrdn Canada.

(c) Service providers

As at October 31, 2023, no member of the IRC beneficially owned, directly or indirectly, any class or series of voting or equity securities of the Company’s custodian or its registrar and transfer agent.

3. Compensation and Indemnities

The members of the IRC are entitled to be compensated by the Company and to be indemnified in appropriate circumstances. The aggregate compensation to which the IRC was entitled for the Period was US\$18,000. No indemnities were paid to the IRC by the Company during the Period.

At least annually, the IRC reviews and determines its own compensation giving consideration to the following:

- (a) abrdn Canada's recommendation, if any;
- (b) the nature and complexity of the Company;
- (c) the nature and extent of the workload of each member of the IRC and his workload as a director, including the commitment of time and energy that is expected; and
- (d) such other factors deemed to be necessary or appropriate.

4. Conflict of Interest Matters

National Instrument 81-107 requires the IRC to review all conflict of interest matters identified and referred to it by abrdn Canada and to give its approval or recommendation, depending on the nature of the conflict of interest matter. In certain cases, the IRC may also issue standing instructions to abrdn Canada in conjunction with the approval or recommendation that allows abrdn Canada to act in the particular conflict of interest matter on a continuing basis. Where standing instructions have been issued, abrdn Canada must request the IRC to review and renew the standing instructions on an annual basis.

(a) abrdn Canada acting without positive recommendation or approval

The IRC is not aware of any instance in which abrdn Canada acted in a conflict of interest matter referred to the IRC for which the IRC did not give a positive recommendation, or where abrdn Canada acted in a conflict of interest matter but did not meet a condition imposed by the IRC in its recommendation or approval. abrdn Canada has an obligation to notify the IRC of any such instances.

(b) IRC recommendation or approval with standing instructions

During the Period, abrdn Canada followed the recommendations and standing instructions made by the IRC with respect to conflict of interest matters addressed by the following policies and procedures of abrdn Canada:

- Valuation and Liquidity Procedures;
- Conflict of Interest Policy;
- Order Execution Policy; and
- Proxy Voting Guidelines.

In each of the above cases, the recommendations and standing instructions made by the IRC require abrdn Canada to comply with the related policies and procedures as they relate to the relevant conflict of interest and report to the IRC.

(c) IRC recommendations and approvals without standing instructions

During the Period, the IRC reviewed amendments to three policies of abrdn Canada upon which standing instructions are based, namely (i) the Amended Global Order Aggregation and Allocation Governance Policy (ii) the Order Execution Policy and (iii) Valuation and Liquidity Procedures.

Dated this 26th day of January, 2024.

Additional information about the Company is available in the Company's management report of fund performance and financial statements. Both of these documents are available at www.sedarplus.ca under the Company's profile. You may request a copy of these documents, and this annual report to securityholders, at no cost, by calling toll free 1-800-992-6341 in Canada, from your dealer or by email at Investor.Relations@abrdn.com.