



SHEN YAO HOLDINGS LIMITED
(Company Registration No. 202042117W)
(Registered in Singapore)

PROPOSED PURCHASE OF UP TO 3,550,000 ORDINARY SHARES IN THE CAPITAL OF REAL ESTATE ANALYTICS PTE. LTD.

1. THE PROPOSED TRANSACTION

1.1. Introduction

The Board of Directors (the “**Board**” or “**Directors**”) of Shen Yao Holdings Limited (the “**Company**” and together with its subsidiaries, the “**Group**”) wishes to announce that the Company has on 29 March 2021 entered into the following agreements:

- (a) a Sale and Purchase Agreement (the “**SPA**”) with Wodabow Pte. Ltd. (the “**Vendor**”) and Dr. Jean-Michel Paul, pursuant to which the Vendor has agreed to sell, and the Company has agreed to purchase, up to 3,550,000 ordinary shares (the “**Sale Shares**”) in Real Estate Analytics Pte. Ltd. (“**REA**”), free from all encumbrances and together with all rights, dividends, benefits and entitlements attaching thereto as from each Closing (as defined below) (the “**Proposed Transaction**”); and
- (b) a Shareholders Agreement with the Vendor and REA (the “**SHA**” and together with the SPA, the “**Agreements**”).

The aggregate consideration for the Sale Shares is S\$8,800,758 (the “**Consideration**”), and will be satisfied by the issuance and allotment of up to 2,933,585,998 new issued and paid-up ordinary shares (“**Shares**”) in the share capital of the Company (“**Consideration Shares**”) to the Vendor, at an issue price of S\$0.003 per Consideration Share (“**Issue Price**”). The Proposed Transaction will be completed in stages and the Consideration will be payable in four tranches upon fulfillment of certain condition precedents as set out in section 3 of this announcement. The Consideration and the Issue Price was arrived at on a willing-buyer willing-seller basis and taking into account, *inter alia*, the factors set out in sections 3.1, 3.2 and 4 of this announcement.

Separately, on 29 March 2021, REA entered into a subscription agreement with the Vendor pursuant to which the Vendor will subscribe for 3,778,174 A (Ordinary) Shares in the capital of REA for an aggregate consideration of S\$5,500,000, based on a valuation of S\$20,000,000 (“**Wodabow Subscription**”). In accordance with the terms of the agreement, the Wodabow Subscription is to be completed by 30 September 2021. The execution of the definitive agreement in relation to the Wodabow Subscription is a condition precedent of the Proposed Transaction.

1.2. Shareholders’ Approval

The Proposed Transaction, including the issue and allotment of the Consideration Shares, will be subject to the approval of the shareholders of the Company (the “**Shareholders**”) at an extraordinary general meeting (the “**EGM**”) to be convened.

A circular to Shareholders setting out more information on the Proposed Transaction and enclosing the notice of EGM of the Company will be despatched by the Company to Shareholders in due course.

1.3. Listing Approval

The Company will make an application through its Sponsor, W Capital Markets Pte. Ltd., to the Singapore Exchange Securities Trading Limited (“**SGX-ST**”) for the listing and quotation of the Consideration Shares on the SGX-ST. The Company will make the necessary announcements upon receipt of the listing and quotation notice from the SGX-ST for the listing and quotation of the Consideration Shares.

2. BACKGROUND TO THE PROPOSED TRANSACTION

2.1. Information on the Vendor

The Vendor, incorporated in Singapore on 7 March 2019, is a private company limited by shares. Dr. Jean-Michel Paul is the sole director of the Vendor. The Vendor is a wholly-owned subsidiary of Tomson Pte. Ltd. (“**Tomson**”), which in turn is wholly-owned by Dr. Jean-Michel Paul.

As announced by the Company on 3 December 2020, the Company had on even date entered into a subscription agreement with Tomson, in relation to the issuance of up to S\$10,000,000 in aggregate principal amount of 10% unlisted and redeemable bonds (the “**Bonds**”), comprising of ten (10) tranches with a principal amount of S\$1,000,000 for each tranche of such Bonds to be consolidated to form a single series due 24 months after the date of issuance of the first tranche. Assuming the conversion of all the Bonds, the Company would issue a maximum of 3,333,333,333 new ordinary Shares in the share capital of the Company.

As at the date of the SPA, none of Dr. Jean Michel-Paul, Tomson, the Vendor, the shareholders of REA or their ultimate beneficial shareholders and directors is related to any of the Directors, chief executive officer or controlling shareholder of the Company or any of their associates.

2.2. Information on REA

REA, incorporated in Singapore on 4 March 2019, is a private company limited by shares. As at the date of this announcement, REA has an issued and paid-up share capital of S\$2,112,459.68, comprising 13,748,813 ordinary shares.

REA has two types of ordinary shares:

- (a) A (Ordinary) Shares, carrying one vote per share and expressed to be freely tradable or transferable without being subject to conditions under the terms of its constitution; and
- (b) B (Founders) Shares, carrying ten votes per share and for which transfers are subject to conditions under the terms of its constitution.

Both types of shares have the same economic rights. As at the date of the SPA, the issued share capital of REA comprises 10,000,000 B (Founders) Shares and 3,748,813 A (Ordinary) Shares. The 10,000,000 B (Founders) Shares are held by founders of REA, Dr. Jean Michel-Paul (through the Vendor) and Mr Yan Patrick Bo Hua.

REA’s aim is to research, develop and implement the next generation real estate modelling and analytics tools for global markets. It is in the business of collecting and organising real estate data in order to develop a comprehensive database of information that can be modelled to suit

the needs and requirements of all parties involved along the real estate value chain, with a view to providing a suite of services catering to the public and institutions using a set of analytical tools developed internally backed by such real estate data.

Based on the unaudited management accounts of REA for the financial year ended 31 December 2020, the net tangible assets (“**NTA**”) and net loss of REA are as follows:

	Before the Wodabow Subscription		After the Wodabow Subscription	
	REA	Attributable to the Sale Shares	REA	Attributable to the Sale Shares
NTA (S\$)	962,421	248,501	6,462,421	1,308,930
Net loss (S\$)	927,843	239,573	927,843	187,930

3. PRINCIPAL TERMS OF THE PROPOSED TRANSACTION

3.1. Consideration and Completion under the SPA

The Proposed Transaction will take place in four tranches as follows:

- (a) The sale of 650,000 Sale Shares from the Vendor to the Company, in consideration for the issue and allotment of 315,178,666 Consideration Shares of aggregate value of S\$945,536 from the Company to the Vendor based on a valuation of REA of S\$20,000,000 (the “**First Closing**”);
- (b) The sale of 900,000 Sale Shares from the Vendor to the Company, in consideration for the issue and allotment of 436,401,000 Consideration Shares of aggregate value of S\$1,309,203 from the Company to the Vendor based on a valuation of REA of S\$20,000,000 (the “**Second Closing**”);
- (c) The sale of 1,000,000 Sale Shares from the Vendor to the Company, in consideration for the issue and allotment of 969,780,666 Consideration Shares of aggregate value of S\$2,909,342 from the Company to the Vendor based on a valuation of REA of S\$40,000,000 (the “**Third Closing**”); and
- (d) The sale of 1,000,000 Sale Shares from the Vendor to the Company, in consideration for the issue and allotment of 1,212,225,666 Consideration Shares of aggregate value S\$3,636,677 from the Company to the Vendor based on a valuation of REA of S\$50,000,000 (the “**Fourth Closing**”);

(collectively, the “**Closings**” and each a “**Closing**”).

The Consideration Shares represent approximately 8.97% of the Company’s existing share capital and 8.23% of the Company’s enlarged share capital upon the completion of all four Closings.

The cut-off date for the First Closing, the Second Closing, the Third Closing and the Fourth Closing is 30 September 2021, 31 December 2021, 31 March 2022 and 30 June 2022, respectively, or such other date as may be agreed in writing between the parties to the SPA.

Each Closing shall be conditional upon the fulfilment or waiver of the respective conditions precedent applicable for such Closing, as well as the completion of the Closing preceding it.

Each Closing will take place on the fifth (5th) business day (being a day, excluding Saturdays, Sundays and public holidays in Singapore, on which banks are open for normal banking

business in Singapore) following the fulfilment or waiver of the conditions precedent for such Closing.

The Consideration and the terms at which the Proposed Transaction is to be completed was arrived at on a willing-buyer willing-seller basis and taking into account the following:

- (a) the valuation of REA with reference to the Wodabow Subscription;
- (b) the prospects of REA;
- (c) the rationale for the Proposed Transaction (set out in section 4); and
- (d) valuations of other entities whose business models are similar to that of REA.

There was no independent valuation conducted on REA.

3.2. Issue Price

The Issue Price for each Consideration Share of S\$0.003 represents a discount of approximately 30.23% to the volume weighted average price of S\$0.0043 of the Shares for trades done on the SGX-ST on 26 March 2021, being the market preceding the date on which the SPA was signed.

The Issue Price was determined on a willing-buyer willing-seller basis, after taking into consideration, *inter alia*,

- (a) the historical trading price of the Company; and
- (b) the conversion price of the Bonds of S\$0.003.

3.3. Conditions Precedent

The First Closing shall be conditional upon, among others:

- (a) the results of the legal, financial and technical due diligence investigations on REA, conducted by the Company and its advisors, being satisfactory to the Company, and all necessary rectification steps being completed on terms satisfactory to the Company, in respect of issues identified in the course of due diligence;
- (b) REA confirming in writing, among others, that it has adequate working capital for the period of 18 months after the date of the First Closing;
- (c) there are no arrangements entered into with the shareholders of REA that contravenes the terms of the SPA;
- (d) the resolutions of the Board of the Company having been passed, and the approval of Shareholders having been obtained at a general meeting, for the entry into and completion of the transactions contemplated under and in connection with the SPA and the issue and allotment of the Consideration Shares to the Vendor, on the terms and conditions as contemplated under the SPA; and
- (e) all necessary or desirable third party consents having been obtained and remaining in full force and effect, not suspended, cancelled, revoked or varied before the First Closing, including, in particular, the listing and quotation notice from the SGX-ST in relation to the listing and quotation of the Consideration Shares, and if any such third

party consents are subject to conditions, such conditions being acceptable to the Company in its sole discretion.

The Second Closing shall be conditional upon, among others:

- (a) completion of the First Closing; and
- (b) the Company obtaining documentary evidence to its satisfaction that REA launches the provision of property listings and at least one (1) commercial product on its website for Singapore and has achieved certain data collection targets as determined by the Company.

The Third Closing shall be conditional upon, among others:

- (a) completion of the First Closing and Second Closing; and
- (b) the Company obtaining documentary evidence to its satisfaction that REA rolls out its property website in one additional country (with the content quality being at least equivalent to <https://8prop.com/> as at the date of the SPA, as shall be determined at the sole discretion of the Company), launches a second commercial product on its website in Singapore, and has achieved certain data collection targets as determined by the Company.

The Fourth Closing shall be conditional upon, among others:

- (a) completion of the First Closing, Second Closing and Third Closing; and
- (b) the Company obtaining documentary evidence to its satisfaction that REA rolls out its property website in a third country (with the content quality being at least equivalent to <https://8prop.com/> as at the date of the SPA, as shall be determined at the sole discretion of the Company).

Each of the Closings shall also be conditional upon the aggregate direct and indirect interests of Dr. Jean-Michel Paul, the Vendor, Tomson and their respective associates in the share capital of the Company not being, when aggregated with the Consideration Shares to be issued and allotted for the relevant Closing, 15.0% or more of the issued share capital of the Company.

3.4. Closing

At each of the Closings, the following shall occur:

- (a) The Vendor shall deliver to the Company the following, among others:
 - (i) the original duly executed transfer forms in respect of the Sale Shares to be sold at such Closing (each as set out in section 3.1 above) in favour of the Company accompanied by the relevant original share certificates thereof;
 - (ii) a copy of the duly passed resolution(s) of the board of directors of REA approving among others, the transfer of such relevant tranche of Sale Shares; and
 - (iii) a copy of the duly passed resolution(s) of the board of directors of REA approving the appointment of one (1) person as the Company may nominate as a non-executive director of REA, with effect from and including the date of the First Closing, subject to the appointee's consent to so act; and

- (b) the Company shall, against receipt of the above, allot and issue such number of Consideration Shares as set out in section 3.1 above to the Vendor either in scrip or scripless form.

Further, under the terms of the SPA, in the event that the Vendor does not have sufficient A (Ordinary) Shares to constitute the Sale Shares for that intended round of Closing, such number of the Vendor's B (Founders) Shares shall be automatically converted into A (Ordinary) Shares so as to ensure that as at the relevant Closing, the requisite number and class of Sale Shares shall be transferred to the Company under the terms of the SPA so as to give the Company the full benefit of the SPA. If the Vendor fails to execute any documents or perform any acts or things necessary, desirable or required by the Company to achieve the foregoing, the Company shall be deemed to have been appointed attorney of the Vendor with full power to effect the same.

3.5. Other Salient Terms of the Agreements

- (a) Appointment of Non-executive Director to the board of REA

With effect from the date on which the First Closing takes place, and for as long as the Second Closing is completed by 31 December 2021 or such other date as may be agreed between the parties, and the Company being a shareholder of at least 10% of the issued shares in REA, the Company shall be entitled to nominate any one person as non-executive director to the board of REA from time to time.

- (b) Right of First Refusal

For as long as the Company remains a shareholder of REA, it will be granted the right of first refusal to participate in all fundraising exercises to maintain its shareholding in REA based on the same terms as (and no worse than) that offered to other investors and/or subscribers.

The Company is also required to extend a right of first refusal to the Vendor should it intend to sell all or part of its shares in REA.

- (c) Drag-along and Tag-along Rights

In the event that the Vendor elects to sell all or part of its shares in REA to such extent that it ceases to be the largest shareholder of REA, the Vendor will give notice of such sale to the Company not less than thirty (30) days prior to the closing or completion of such sale and, in connection with such sale: (i) the Vendor will have the option to compel the Company to sell all or part of its shares in REA in such sale at the same price and on the same terms and conditions as the Vendor; and (ii) the Company will have the option to compel the Vendor to include all or part of its shares in REA in such sale at the same price and on the same terms and conditions as the Vendor.

- (d) Restriction on REA's Corporate Activities

For a period of twelve (12) months from the date of completion of each Closing, REA shall not be entitled to undertake any fundraising based on a valuation lower than S\$20,000,000 for the First Closing and Second Closing, \$40,000,000 for the Third Closing and S\$50,000,000 for the Fourth Closing respectively.

The Vendor undertakes to not support or partake in any corporate exercise of REA or dispose of its stake in REA such that it ceases to be the single largest shareholder of REA or that its shareholding in REA falls below 30% without the prior consent of the Company.

(e) Maintenance of Shareholding

For a period of 24 months from the date of the Fourth Closing, Dr. Jean-Michel Paul shall hold no less than 100% of the shares of Tomson, and Tomson shall in turn hold no less than 100% of the Vendor.

3.6. Economic Rights and Voting Rights of the Sale Shares

The economic rights and voting rights (taking into account the different classes of shares, details of which are set out in section 2.2) represented by the Sale Shares to be acquired at each Closing based on the existing share capital of REA and after completion of the Wodabow Subscription are set out below:

	After the First Closing	After the Second Closing	After the Third Closing	After the Fourth Closing
Cumulative number of Sale Shares owned by the Company	650,000	1,550,000	2,550,000	3,550,000
Cumulative economic rights represented by Sale Shares ⁽¹⁾	3.71%	8.84%	14.55%	20.25%
Cumulative voting rights represented by Sale Shares ⁽²⁾	0.60%	1.44%	2.37%	3.30%

Notes:

- (1) Based on REA's enlarged share capital of 17,526,987 ordinary shares following the completion of the Wodabow Subscription.
- (2) Based on REA's enlarged share capital of 17,526,987 ordinary shares comprising 7,526,987 A (Ordinary) Shares and 10,000,000 B (Founders) Shares following the completion of the Wodabow Subscription.

4. RATIONALE OF THE PROPOSED TRANSACTION

The Board is of the view that the Proposed Transaction presents an attractive investment opportunity for the Company for the following reasons:

(a) Management is familiar with the business and operations of REA

Prior to joining the Company, Ms Yao Jiajia, Head of Corporate Investments of the Company, was a co-founder of REA and was employed as REA's lead data scientist for a period of approximately 1 year. Though Ms Yao Jiajia is no longer a director or shareholder of REA nor is she involved in the operations of REA in any way since she resigned from REA in March 2020 to join the Company, she is familiar with the operations and plans of REA and was heavily involved in formulating the concept, direction and strategy of REA at the point of its start-up.

Ms Yao Jiajia confirms that as at the date of this announcement, she does not have any interest, direct or indirect, in the share capital of REA.

(b) Opportunity to invest in a data analytics start-up

On 30 September 2020, Shareholders approved the expansion of the Company's business to include engaging in financial investment activities as principal and undertaking the business of fund management, details of which are set out in the circular to Shareholders dated 7 September 2020.

Since then, the Company's investment department has been investing mainly in equities and futures. The Proposed Transaction, as an investment into a data analytics start-up, will enable the Company to diversify its investment portfolio and risk-return profile.

(c) Structure of the Proposed Transaction

As the Proposed Transaction is structured in tranches, the Company need only increase its stake in REA when REA achieves certain business milestones determined by the Company (please refer to sections 3.1 and 3.3) which demonstrates the commercial viability of REA's solutions. Further, as the terms of the Proposed Transaction allow for the Company to nominate a representative to the board of REA, the Company would be able to monitor its investment in REA. This will enable the Company to mitigate some of the risks inherently involved in investing into start-ups, while preserving the opportunity of generating returns for the Company.

In addition, the settlement of the Consideration by way of the allotment and issue of Consideration Shares is advantageous to the Company given that it enables the Company to conserve its cash and align the interests of the Vendor with the Company.

Having assessed the business model and plans of REA and taking into consideration the valuations of other entities whose business models are similar to that of REA and the factors set out above, the Board is thus of the view that the Proposed Transaction is in the best interests of the Company and its Shareholders.

5. FINANCIAL EFFECTS OF THE PROPOSED TRANSACTION

The financial effects of the Proposed Transaction on the Group set out below are purely for illustrative purposes only, and do not reflect the actual financial performance or position of the Group after each Closing.

5.1. Assumptions

The following tables illustrate the financial effects of the Proposed Transaction prepared based on (i) the audited financial statements of the Group for the financial year ended 30 June 2020 ("FY2020") and (ii) the unaudited financial statements of REA for the 12 months ended 31 December 2020, subject to the following assumptions:

- (a) the financial effect on the NTA per share of the Group is computed based on the assumption that all four Closings were completed and all the Consideration Shares were issued at the end of the financial year;
- (b) the financial effect on the earnings per share ("EPS") of the Group is computed based on the assumption that all four Closings were completed and all the Consideration Shares were issued at the beginning of the financial year; and
- (c) the Wodabow Subscription was completed on 31 December 2020 and prior to the First Closing.

5.2. NTA per Share

	Before the Proposed Transaction^{(1) (2)}	After the First Closing	After the Second Closing	After the Third Closing	After the Fourth Closing
NTA (S\$'000) ⁽³⁾	38,549	39,460	40,722	43,578	47,162
Number of Shares ('000)	32,706,206	33,021,385	33,457,786	34,427,566	35,639,792
NTA per Share (cents)	0.118	0.119	0.122	0.127	0.132

Notes:

- (1) Assuming completion of the issuance of 500,000,000 Shares to Mr Tan Soo Khoon Raymond following the conversion of S\$1 million in debt that was owing from the Company to him, details of which are set out in an announcement released by the Company on 14 July 2020 ("**Debt Conversion**").
- (2) Assuming completion of the issuance of 500,000,000 Shares to Premier Equity Fund Sub Fund E following the exercise of options, details of which are set out in an announcement released by the Company on 8 December 2020 ("**Exercise of Options by Premier Equity Fund Sub Fund E**").
- (3) Means equity attributable to equity holders of the Company.

5.3. EPS

	Before the Proposed Transaction^{(1) (2)}	After the First Closing	After the Second Closing	After the Third Closing	After the Fourth Closing
Profit after tax attributable to Shareholders (S\$'000)	520	486	438	385	332
Weighted average number of Shares ('000)	21,982,544	22,297,723	22,734,124	23,703,904	24,916,130
EPS (cents)	0.002	0.002	0.002	0.002	0.001

Notes:

- (1) Assuming completion of the Debt Conversion.
- (2) Assuming completion of the Exercise of Options by Premier Equity Fund Sub Fund E.

6. RELATIVE FIGURES UNDER RULE 1006 OF THE LISTING MANUAL

The relative figures for the Proposed Transaction as computed on the bases set out in Rule 1006 of the SGX-ST Listing Manual Section B: Rules of Catalist ("**Catalist Rules**") are as follows:

	Relative Figures (%)
Rule 1006 (a) The net asset value of the assets to be disposed of, compared with the Group's net asset value.	Not applicable

Rule 1006 (b) The net profits attributable to the assets acquired or disposed of, compared with the Group's net profits ⁽¹⁾ .	(10.36)% ⁽²⁾
Rule 1006 (c) Aggregate value of consideration given or received, compared with the market capitalisation of the Company based on the total number of issued shares excluding treasury shares.	6.26% ⁽³⁾
Rule 1006 (d) The number of equity securities issued by the Company as consideration for an acquisition, compared with the number of equity securities previously in issue.	8.97% ⁽⁴⁾
Rule 1006 (e) The aggregate volume of amount of proven and probable reserves to be disposed of, compared with the aggregate of the Group's proven and probable reserves. This basis is only applicable to a disposal of mineral, oil and gas assets by a mineral, oil and gas company, but not to an acquisition of such assets.	Not applicable

Notes:

- (1) Pursuant to Rule 1002(3)(b) of the Catalist Rules, "net profits" means profit or loss including discontinued operations that have not been disposed and before income tax and non-controlling interests.
- (2) The net loss attributable to the Sale Shares for the twelve months ended 31 December 2020 is approximately S\$301,195 whereas the Group recorded a net profit of approximately S\$2,906,000 for the six-month financial period ended 31 December 2020.
- (3) Based on the Consideration of S\$8,800,758 and the market capitalisation of the Company of approximately S\$140,636,686 as at 26 March 2021 (being the market day immediately preceding the date of the signing of the SPA). Under Rule 1002(5) of the Catalist Rules, the market capitalisation of the Company is determined by multiplying the number of Shares in issue (excluding treasury shares), being 32,706,206,055 Shares, by the weighted average price of S\$0.0043 of such Shares transacted on 26 March 2021 (being the market day preceding the date of the signing of the SPA).
- (4) The number of Consideration Shares to be issued is 2,933,585,998. The number of Shares of the Company in issue as at the date of the SPA is 32,706,206,055.

Rule 1010 of the Catalist Rules states, *inter alia*, that where any of the relative figures as computed on the bases set out in Rule 1006 of the Catalist Rules exceeds, for an acquisition, 5%, the transaction would be a discloseable transaction and the Company must immediately announce the information required under Chapter 10 of the Catalist Rules, where applicable.

With regards to the absolute relative figure pursuant to Rule 1006(b) being negative, as the net loss attributable to the Sale Shares exceeds 10% of the net profit of the Group (based on its latest announced consolidated financial statements of the Group for the six-month financial period ended 31 December 2020), the Proposed Transaction shall be deemed a "major transaction" and Rule 1014 of the Catalist Rules shall apply.

7. OTHER MATTERS IN RELATION TO THE PROPOSED TRANSACTION

7.1. Interests of Directors and Substantial Shareholders

Other than through their respective shareholdings in the Company, none of the Directors and/or controlling shareholders of the Company has any interest (direct or indirect) in the Proposed Transaction.

7.2. Service Contracts with Directors

No person is proposed to be appointed as a Director of the Company or any of its subsidiaries in connection with the Proposed Transaction. Accordingly, no service contract is proposed to be entered into in connection with the Proposed Transaction.

However, as disclosed above, the Company shall be entitled to appoint one non-executive director to the board of REA based on the terms of the Agreements. The Company will discuss with REA on the entry into of service agreements by the appointee where necessary.

8. FURTHER INFORMATION

The Company will be seeking specific approval of Shareholders at the EGM for the Proposed Transaction and the allotment and issuance of the Consideration Shares to the Vendor pursuant to the terms of the Proposed Transaction.

The Circular containing, *inter alia*, the notice of EGM and the details of the Proposed Transaction will be despatched to the Shareholders in due course.

9. DOCUMENTS AVAILABLE FOR INSPECTION

Copies of the following documents are available for inspection during normal business hours at the registered office of the Company for a period of three (3) months from the date of this announcement. Shareholders who wish to inspect the following documents should contact the Company at +65 6690 6860 to make an appointment so that the relevant arrangements can be made in view of the current COVID-19 situation and related safe distancing measures:

- (a) the Constitution of the Company;
- (b) the SPA;
- (c) the SHA; and
- (d) the annual report of the Company for FY2020.

10. DIRECTORS' RESPONSIBILITY STATEMENT

The Directors collectively and individually accept full responsibility for the accuracy of the information given in this announcement and confirm after making all reasonable enquiries, that to the best of their knowledge and belief, this announcement constitutes full and true disclosure of all material facts about the Proposed Transaction, the Company and its subsidiaries, and the Directors are not aware of any facts the omission of which would make any statement in this announcement misleading.

Where information in the announcement has been extracted from published or otherwise publicly available sources or obtained from a named source, the sole responsibility of the Directors has been to ensure that such information has been accurately and correctly extracted from those sources and/or reproduced in its proper form and context.

11. TRADING CAUTION

Shareholders are advised to exercise caution in trading their Shares. Completion of the Proposed Transaction is subject to certain conditions. As at the date of this announcement, there is no certainty or assurance that the Proposed Transaction will be completed or that no changes will be made to the terms thereof. The Company will make the necessary announcements when there are further developments. Shareholders are advised to read this

announcement and any further announcements by the Company carefully. Shareholders should consult their stockbrokers, bank managers, solicitors, accountants or other professional advisors (as appropriate) if they have any doubt about the actions they should take.

BY ORDER OF THE BOARD

Yao Liang
Executive Director
29 March 2021

*This announcement has been prepared by the Company and its contents have been reviewed by the Company's sponsor, W Capital Markets Pte. Ltd. (the "**Sponsor**").*

*This announcement has not been examined or approved by the Singapore Exchange Securities Trading Limited (the "**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 Chia Beng Kwan, Registered Professional, W Capital Markets Pte Ltd, 65 Chulia Street, #43-01 OCBC Centre, Singapore 049513, Telephone (65) 65133541.