

EMERGING TOWNS & CITIES SINGAPORE LTD.

(Incorporated in the Republic of Singapore)

(Company Registration No. 198003839Z)

GRANT OF FOURTH EXTENSION OF TIME FOR THE COMPANY TO COMPLY WITH RULE 704(7) OF THE CATALIST RULES

1. GRANT OF EXTENSION OF TIME

The Board of Directors (“**Board**” or “**Directors**”) of Emerging Towns & Cities Singapore Ltd. (the “**Company**”, and together with its subsidiaries, the “**Group**”) refers to:

- (i) its announcement on 6 April 2021 relating to the cessation of the Company’s Independent Director, Mr Lim Jun Xiong Steven (“**Mr Lim**”);
- (ii) its announcement on 22 June 2021 relating to the Company’s application to for an extension of time to 29 October 2021 (the “**First Extension**”) for the Company to comply with Rule 704(7) of the Listing Manual Section B: Rules of Catalist of the SGX-ST (the “**Catalist Rules**”);
- (iii) its announcement on 1 July 2021 relating to the SGX-ST’s grant of the First Extension, subject to the conditions disclosed in the company’s announcement dated 1 July 2021;
- (iv) its announcement on 22 October 2021 relating to its application to the SGX-ST for a further extension of time to 31 January 2022 (the “**Second Extension**”);
- (v) its announcement on 15 November 2021 relating to the SGX-ST’s grant of the Second Extension, subject to the conditions disclosed in the company’s announcement dated 15 November 2021; and
- (vi) its announcement on 10 January 2022 relating to the Company’s application to for a third extension of time to 30 April 2022 (the “**Third Extension**”) for the Company to comply with Rule 704(7) of the Catalist Rules;
- (vii) its announcement on 25 January 2022 relating to the SGX-ST’s grant of the Third Extension, subject to the conditions disclosed in the company’s announcement dated 25 January 2022; and
- (viii) its announcement on 22 April 2022 regarding the Board and Management reshuffle at the close of the Annual General Meeting held on 28 April 2022;
- (ix) its announcement on 28 April 2022 relating to the Company’s application to for a fourth extension of time to 31 July 2022 (the “**Fourth Extension**”) for the Company to comply with Rule 704(7) of the Catalist Rules,

(collectively, the “**Previous Announcements**”).

Capitalised terms in this announcement (unless otherwise defined or the context otherwise requires) have the same meaning ascribed to them in the Previous Announcements.

In view of Provision 10.2 of the Code of Corporate Governance 2018, which requires, *inter alia*, that the Audit Committee (“**AC**”) comprise at least three directors, all of whom are non-executive and the majority

of whom, including the AC Chairman, are independent, and the Company's continued efforts to comply with good corporate governance practices, the Company sought a waiver of Rule 704(7) of the Catalist Rules.

The Board wishes to announce that the Singapore Exchange Securities Trading Limited ("**SGX-ST**") has, on 22 July 2022, granted the Company an extension of time from 30 April 2022 to 31 July 2022 for the Company to comply with Rule 704(7) of the Catalist Rules (the "**Waiver**"), subject to the Company announcing the Waiver granted, the reasons for seeking the Waiver, the conditions as required under Rule 106 of the Catalist Rules and if the Waiver conditions have been satisfied. If the Waiver conditions have not been met on the date of the announcement, the Company must make an update announcement when the conditions have all been met (collectively, the "**Conditions**").

The Waiver will not be effective if any of the Conditions have not been fulfilled.

Following the disclosures in this announcement, the Company has complied with the Conditions of the Waiver.

In addition, the Company is required to make an immediate disclosure via SGXNet if it is or will be in contravention of any laws and regulations governing the Company and the Constitution of the Company arising from the Waiver. To the best of the Board's knowledge and belief, the Company will not be in contravention of any laws and regulations governing the Company or the Constitution of the Company as a result of the Waiver.

2. REASONS FOR SEEKING THE WAIVER

The Company had sought the Waiver for the following reasons:

- (a) As disclosed in the Company's announcement dated 2 March 2021, following its consultation with Singapore Exchange Regulation and the Sponsor in relation to the report published by an activist group on the Company's operations in Myanmar on 25 February 2021, the Company announced that, *inter alia*, it had voluntarily decided to convert the trading halt into a suspension in the trading of its securities (the "**Suspension**").
- (b) As disclosed in the Company's announcement dated 22 September 2021, the independent financial review by the appointed independent reviewer, Nexia TS Advisory Pte Ltd, has been completed. However, as disclosed in the Company's announcements dated 15 June 2021, 19 June 2021, and 22 September 2021, the independent legal review ("**Legal Review**") of the Group's dealings in Myanmar by the appointed independent reviewer, Kelvin Chia Partnership ("**KCP**"), is currently ongoing. Further to comments from the Singapore Exchange Regulation (the "**SGX RegCo**") on 21 October 2021, the Company has engaged KCP to undertake a follow-on engagement (the "**Follow-On Engagement**") to address matters in the current legal review that require further clarification or elaboration and additional issues which were not previously contemplated, including those arising from the issuance of a legal memorandum by Felicity Gerry QC on 20 October 2021. The Company notes that KCP has since provided the revised draft report to the SGX RegCo for their comments on 20 December 2021. Subsequently, the Company provided the SGX RegCo its business plan on 24 December 2021. Since the onset of the prevailing political situation in Myanmar combined with the effects of COVID-19 and additional time required for the Follow-On Engagement, the Company has prioritised its efforts and attention on its operations as well as its existing limited resources and efforts on working with the KCP to complete the Legal Review and the Follow-On Engagement with a goal to resume the trading of its securities.
- (c) Since Mr Lim's cessation on 5 April 2021, the First Extension, the Second Extension and the Third Extension, the Company has identified a couple of candidates for the Independent Director position and to fill the vacancy on the AC. However, such potential candidates have expressed concerns about (a) the Suspension; (b) the ongoing Legal Review; and (c) the outlook of the Company in

light of the prevailing political situation in Myanmar, and therefore they will not be able to commit at this time. Since then, the Company has not been successful in its search for an additional independent director.

In view of the above, the Company is of the opinion that the Fourth Application for the extension of time would allow the Company additional time to complete the abovementioned and address the concerns raised by potential candidates. The Company would be in a better position to appoint an Independent Director thereafter, who will also undertake the role of an AC member. The Company shall make further announcements as and when there are material developments in relation to the aforesaid appointment of an additional Independent Director.

BY ORDER OF THE BOARD

Tan Swee Gek
Company Secretary

25 July 2022

This announcement has been prepared by the Company and its contents have been reviewed by the Company's Sponsor, RHT Capital Pte. Ltd. (the "Sponsor") for compliance with the relevant rules of the Singapore Exchange Securities Trading Limited (the "SGX-ST").

This announcement has not been examined or approved by 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.

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