



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

ISSUE OF 10% REDEEMABLE CONVERTIBLE BONDS DUE 2022 OF AN AGGREGATE PRINCIPAL AMOUNT OF UP TO S\$10,000,000, COMPRISING TEN (10) TRANCHES WITH A PRINCIPAL AMOUNT OF S\$1,000,000 FOR EACH TRANCHE OF SUCH BONDS (“PROPOSED ISSUANCE”)

- ISSUE OF CONVERSION SHARES AND CANCELLATION OF BONDS PURSUANT TO CONVERSION

Unless otherwise defined, all capitalised terms used in this announcement shall bear the same meanings as ascribed to them in the announcements of Shen Yao Holdings Limited (formerly known as LionGold Corp Ltd.) (the “Company”) on 3 December 2020, 31 December 2020 and 7 July 2021.

The board of Directors (the “**Board**”) of the Company wishes to announce the following:

1. Conversion and Cancellation of Bonds, and Issue of Conversion Shares

The Bondholder has on 16 August 2021 opted to exercise its right to convert, and the Company has accordingly cancelled, S\$3,000,000 in aggregate principal amount of the Bonds, in accordance with the terms and conditions of the Bonds (“**First Conversion**”).

Pursuant to the First Conversion, the Company has on 16 August 2021 issued and allotted 1,000,000,000 Conversion Shares to the Bondholder at a Conversion Price of S\$0.003 per Share.

The Conversion Shares will rank *pari passu* in all respects with the existing Shares of the Company.

The Conversion Shares are expected to be listed and quoted on the Catalist Board of the SGX-ST on or about 18 August 2021.

2. Principal Amount of Bonds Outstanding and Resultant Share Capital of the Company

Immediately before the First Conversion, an aggregate of S\$7,000,000 in principal amount of the Bonds had been issued to the Subscriber raising net proceeds of approximately S\$6,950,000. Please refer to the Company’s announcement dated 7 July 2021 for information on the use of proceeds.

Following the allotment and issue of the Conversion Shares, the aggregate principal amount of Bonds that remains outstanding as of 16 August 2021 is S\$4,000,000, and the issued and paid-up share capital of the Company has increased from

S\$3,270,620.61 comprising 32,706,206,055 Shares to S\$6,270,620.61 comprising 33,706,206,055 Shares.

Shareholders should note that the AIP granted by the SGX-ST is not to be taken as an indication of the merits of the Proposed Issuance, the Bonds, the Conversion Shares, the Company and/or its subsidiaries.

BY ORDER OF THE BOARD

Yao Liang
Executive Director
16 August 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.

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