

EMERGING TOWNS & CITIES SINGAPORE LTD.

(Incorporated in the Republic of Singapore)
(Company Registration No. 198003839Z)

ANNUAL GENERAL MEETING TO BE HELD ON 28 APRIL 2022 – RESPONSES TO SUBSTANTIAL AND RELEVANT QUESTIONS

The Board of Directors (the “**Board**”) of Emerging Towns & Cities Singapore Ltd. (the “**Company**” or “**ETC**”, and together with its subsidiaries, the “**Group**”) refers to the announcement dated 6 April 2022 in relation to the forthcoming annual general meeting to be held on 28 April 2022. The Board would like to respond to the substantial and relevant questions received to date. The deadline for shareholders to submit questions that they may have was 9.30 am on 14 April 2022.

No.	Questions and responses
1.	<p><i>Company shares have been suspended for over a year. Updates are few and far between. Can management kindly update shareholders on the real issues facing the company?</i></p> <p>In February 2021, the military in Myanmar seized control from the existing government and declared a year-long state of emergency, which has subsequently been extended to 31 July 2022. In view of the situation and the possible complications, the Group had voluntarily suspended trading of its shares on 3 March 2021.</p> <p>Since last year, the Company has been talking to various investors and professionals to divest its investment in Myanmar via the sale of its entire shareholdings in DAS Pte. Ltd. (“Proposed Divestment”). Following the Proposed Divestment, the Company will cease its activity in and exposure to the Myanmar market. However, given the current animosity from various countries towards investment in Myanmar, interest in such sale is very limited and therefore, pricing is expected to be very low. Nonetheless, given the uncertainty as to when the political situation in Myanmar may improve and when the unilateral sanctions from the United States, the European Union and the United Kingdom would cease, the Board of Directors of the Company will seriously consider any genuine offer and seek shareholders’ approval for the Proposed Divestment when appropriate.</p> <p>The effect of the global pandemic as well as the ongoing political instability in Myanmar has significantly affected the Group’s Golden City project.</p> <p>The challenges which the Group has been facing have been set out in the Annual Report and the Board and shareholders may refer in particular to pages 1 to 11 of the Annual Report for more details.</p>
2.	<p><i>How about giving the option to larger shareholders to exchange their script for the unsold properties in the Golden City project based on their value of shareholdings as determined by the latest results.</i></p> <p>All shareholders of the same class of shares should be treated equally, as such it would not be possible for the Company to provide an option only to larger shareholders which would result in unfair treatment of shareholders based on the size of their shareholdings. The proposal regarding the exchange of the Company’s shares for unsold properties is also not possible for the reasons set out below.</p> <p>The Company has an existing share purchase mandate (the “Share Purchase Mandate”) in force which authorises the Company to purchase or acquire its Shares, however any purchase or acquisition of the Company’s Shares would have to be done in accordance with the authority and limits of the Share Purchase Mandate, details of which are set out in more detail in the letter to shareholders dated 2 September 2021 (for the Share</p>

	<p>Purchase Mandate currently in force) or the letter to shareholders dated 6 April 2022 (for the share purchase mandate being sought at the forthcoming AGM).</p> <p>The sale of properties in the Golden City project is also subject to the various laws and regulations in Myanmar and any sale of the properties would have to be done in strict compliance with such laws and regulations.</p> <p>Accordingly, it would not be possible pursuant to the Share Purchase Mandate for shareholders to exchange their shares for the unsold properties in the Golden City project.</p>
3.	<p><i>Any time line for the resumption of trading of company shares?</i></p> <p>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.</p> <p>In addition, as mentioned above, on 7 March 2022, SGX released the Regulator's Column titled "What SGX expects of issues in respect of sanctions-related risks, subject or activity" which sets out the requirement that "the issuer should remain suspended until it has demonstrated to SGX that it is no longer a Sanctioned Subject or it has ceased the Sanctioned Activity". In this regard, the Company has previously provided the SGX RegCo its business plan on 24 December 2021.</p> <p>As the Legal Review and the Follow-On Engagement have not been completed, pending SGX RegCo's review and comments on the same, and as there is currently no definitive Proposed Divestment, the Company is not able provide any definitive timeline regarding the resumption of trading of its securities.</p>

**FOR AND ON BEHALF OF THE BOARD OF
EMERGING TOWNS & CITIES SINGAPORE LTD.**

Tan Swee Gek
Company Secretary

21 April 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 assume 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 Ms Bao Qing - Registered Professional, 6 Raffles Quay, #24-02, Singapore 048580, sponsor@rhtqoc.com