

## **LERENO BIO-CHEM LTD.**

(Company Registration No. 197401961C)  
(Incorporated in the Republic of Singapore)

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### **EXTENSION OF TIME UNTIL 31 AUGUST 2018 TO COMPLETE THE PROPOSED ACQUISITION OF THE ENTIRE ISSUED AND PAID-UP SHARE CAPITAL OF KNIT TEXTILE AND APPAREL PTE. LTD.**

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#### **1. INTRODUCTION**

- 1.1 The Board of Directors (the “**Board**”) of Lereno Bio-Chem Ltd. (the “**Company**”), refers to the announcements of the Company dated 27 June 2016, 16 August 2016, 16 February 2017, 27 March 2017, 29 September 2017 and 13 November 2017 (collectively the “**Announcements**”) relating to:
- 1.1.1 the extension of time granted by the Singapore Exchange Securities Trading Limited (the “**SGX-ST**”) for the Company, as a cash company, to complete the acquisition of the entire issued and paid-up share capital of Kenyalang Property (S) Pte. Ltd. (the “**Kenyalang Acquisition**”) and meet the requirements for a new listing by 15 February 2018 (the “**Time Extension**”);
  - 1.1.2 the termination of the sale and purchase agreement dated 23 June 2016 in relation to the Kenyalang Acquisition; and
  - 1.1.3 the entering into a conditional put and call option agreement (the “**Agreement**”) dated 27 September 2017 for the proposed acquisition of the entire issued and paid-up share capital of Knit Textile and Apparel Pte. Ltd. (the “**Target**”) (the “**Proposed Acquisition**”)
  - 1.1.4 the continued validity and applicability to meet the requirements for a new listing by 15 February 2018 previously granted to the Company to satisfy the requirements of a new listing under the SGX-ST Listing Manual Section B: Rule of Catalist.
- 1.2 Unless otherwise defined, capitalised terms used in this announcement shall have the same meanings as defined in the Announcements.

#### **2 EXTENSION OF TIME FOR THE COMPANY, AS A CASH COMPANY, TO MEET THE REQUIREMENTS FOR A NEW LISTING**

- 2.1 Further to the Announcements, the Board is pleased to announce that the SGX-ST had, by way of a letter dated 6 February 2018, granted the Company, in its capacity as a cash company, a 6.5 months extension of time to meet the requirements for a new listing, i.e. by 31 August 2018 (the “**Further Extension**”). The Further Extension is subject to the following:
- (a) the Company making an announcement of the Further Extension granted and disclosing the reasons for seeking the Further Extension;
  - (b) submission of a written confirmation from the Company that the Further Extension does not contravene any laws and regulations governing the Company and the Constitution of the Company;
  - (c) regular updates via SGXNET on its progress in meeting key milestones of the New Proposed Acquisition to the SGX-ST and its investors; and
  - (d) the Further Extension shall apply only towards the Proposed Acquisition undertaken by the Company. In the event the Proposed Acquisition is terminated, the Further Extension will automatically lapse.

- 2.2 In relation to the conditions set out in paragraph 2.1((b) above, as at the date of this announcement, the Company is currently in the process of obtaining the Confirmation. The Company will update shareholders once the Confirmation has been duly approved and executed by the members of the Board.
- 2.2 The SGX-ST reserves the right to:
- (a) suspend trading of securities should the Company fail to comply with Catalist Rule 1017(2) as it deems fit;
  - (b) remove the Company from the Official List of the SGX-ST pursuant to Catalist Rule 1017(2) and / or Catalist Rule 1305(2) as it deems fit; and
  - (c) amend / vary the above confirmation as it deems fit and the above confirmation is subject to changes in the SGXST's policies.

### **3 REASONS FOR SEEKING THE 6.5 MONTHS EXTENSION**

- 3.1 The Company had, on 16 January 2018, applied to the SGX-ST through its sponsor for a Further Extension for the purpose to meet the requirements for a new listing due to the following reasons:
- (a) on 29 September 2017, the Company had entered into the Agreement for the Proposed Acquisition;
  - (b) the Company has appointed the relevant professionals, including the legal advisors for Singapore law, foreign legal advisers to the Company in relation to Malaysian law and Cambodia law and internal auditor for the Target and its subsidiaries (the **"Relevant Professionals"**);
  - (c) the Relevant Professionals have commenced the necessary due diligence work and the further time extension will allow the Relevant Professionals to have sufficient time to perform necessary work for the Proposed Acquisition;
  - (d) the Further Extension will enable the Company to complete the acquisition of a business which meets the requirements for a new listing, thereby allowing the Company to remain listed on the Catalist;
  - (e) the Board is of the view that a delisting of the Company may not be in the best interests of the Company and its Shareholders in view that the completion of the Proposed Acquisition will provide the Company with operational and income generating assets with growth prospects that will in turn enhance shareholder value for the Company; and
  - (f) the Board is of the view that shareholders will not be prejudiced by the Further Extension and should be given the realistic opportunity to consider and decide on the merits of the Proposed Acquisition.

### **4 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 Acquisition, the Company and the Directors are not aware of any facts the omission of which would make this announcement misleading. Where information in this 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 this announcement in its proper form and context.

## 5 CAUTION IN TRADING

- 5.1 Shareholders and potential investors should exercise caution when trading in the Shares of the Company. The Proposed Acquisition is subject to the Conditions Precedent being fulfilled and there is no certainty or assurance that Completion will take place. The Company will make the necessary announcements as and when there are further developments on the Proposed Acquisition and other matters contemplated by this announcement and/or the Announcement.
- 5.2 Shareholders should note that in the event the Company is unable to complete the Proposed Acquisition despite the grant of the Further Extension, no further extension may be granted wherein the Company would be required to delist and a cash exit offer in accordance with Rule 1308 of the Catalist Rules be made to its shareholders within six and half (6.5) months of the expiry of the Time Extension being 31 August 2018.
- 5.3 Shareholders are advised to read this announcement and any further announcements by the Company carefully. Shareholders and potential investors should consult their stockbroker, bank managers, solicitor or other professional advisers if they have any doubt about the actions that they should take.

By Order of the Board of Directors  
Lereno Bio-Chem Ltd

Ong Puay Koon  
Managing Director and Chief Executive Officer  
6 February 2018

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*This announcement has been prepared by the Company and its contents have been reviewed by the Company's Sponsor, SAC Capital Private Limited (the "**Sponsor**"), for compliance with the relevant rules of the Singapore Exchange Securities Trading Limited (the "**Exchange**"). The Company's Sponsor has not independently verified the contents of this announcement.*

*This announcement has not been examined or approved by the Exchange and the Exchange 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. Ong Hwee Li (Telephone: 65-6532 3829) at 1 Robinson Road, #21- 02 AIA Tower, Singapore 048542.*