



TRANSCORP HOLDINGS LIMITED
(Company Registration No.: 199502905Z)
(Incorporated in the Republic of Singapore)

NOTIFICATION OF DELISTING – THIRD UPDATE ON EXIT OFFER PROPOSAL

The Board of Directors (the “**Board**”) of Transcorp Holdings Limited (the “**Company**”) refer to the announcements made on 16 November 2020, 13 October 2020 and 16 September 2020 on the Notification of Delisting from the Singapore Exchange Regulation Pte Ltd (“SGX RegCo” or “Exchange”) and would like to further update shareholders on the Exit Offer Proposal.

Controlling Shareholders’ Exit Offer

As at the date of this announcement, one of the two Controlling Shareholders has declined to provide an Exit Offer, and the other has not responded to the Company’s direct communication on the Exit Offer. The deadline for the Exit Offer stipulated by the Exchange (i.e. no later than one month from the date of the Delisting Notification) has passed.

In view of the above, it appears that the Controlling Shareholders will not be making an Exit Offer to shareholders of the Company.

The Company’s Exit Offer

Based on the Company’s current financial position and status, the Company is not able to make any Exit Offer to its shareholders. As previously announced on 16 November 2020, the Company attempted to monetize certain assets of the Group and the status update on the efforts towards the respective assets are as follows:

Inventories (Unaudited carrying value of S\$782,334 as of 31 October 2019)

There were no further offers from potential buyers of the vehicles in the bonded warehouse. Further efforts and discussions with the bonded warehouse have not generated any new offers.

Even if Regal Motors can monetize all 11 vehicles in its inventory at 45% (based on indicative offers for two vehicles in the inventory) of the carrying value, the amount raised would be approximately S\$250,000 after offsetting the amount due to the bonded warehouse. This amount would also be insufficient to settle amounts owing to creditors of Regal Motors.

Hence, it is not feasible to monetize the inventory for the purpose of an Exit Offer by the Company.

Other investment (Unaudited carrying value of S\$1,500,000 as of 31 October 2019)

This pertains to a 10% equity interest in Motor Megamall Pte Ltd (“MMM”), which is majority-owned by a shareholder of the Company, Oh Chee Tat (“Mr Oh”). The Company has reached out to Mr Oh to discuss with him buying back the 10% equity interest in MMM. Mr Oh has not responded to the Company’s email to him on this matter.

Based on this outcome, it is unlikely that Mr Oh will buy-back the 10% equity interest in MMM and the Company does not expect to be able to recover cash from this asset for the purpose of an Exit Offer.

Due to the inability to monetize the aforementioned assets, the Company will not be able to generate sufficient funds to make a meaningful Exit Offer to its shareholders, despite the Company’s best endeavor. The Board is currently exploring every possible option on the next steps, which includes liquidation of the Company. However, at the present moment, there is no feasible solution.

The Board is in discussions with professional firms, including approved liquidators, lawyers and litigation fund managers, to initiate the process towards winding up the Company, given its circumstances.

The Company will make further announcements as and when there are material developments in relation to the Delisting Notification.

CAUTION IN TRADING

Shareholders are advised to read this announcement and any further announcements by the Company carefully. Shareholders should consult their stockbrokers, solicitors or other professional advisors if they have any doubts as to the actions they should take.

By Order of the Board

Chia Siak Yan Vincent
Non-Executive Chairman and Independent Director
7 December 2020