



WORLD CLASS GLOBAL
(Incorporated in the Republic of Singapore)
(Company Registration No. 201329185H)

INTERESTED PERSON TRANSACTIONS PURSUANT TO RULE 905(2) OF THE CATALIST RULES

1. INTRODUCTION

The board of directors (the “**Board**” or the “**Directors**”) of World Class Global Limited (the “**Company**”, and together with its subsidiaries, the “**Group**”) wishes to announce the following interested person transactions (“**IPTs**”) that the Group has entered into pursuant to Chapter 9 of the Singapore Exchange Securities Trading Limited (“**SGX-ST**”) Listing Manual Section B: Rules of Catalist (the “**Catalist Rules**”).

Rule 905(2) of the Catalist Rules provides that if the aggregate value of all transactions entered into with the same interested person during the same financial year amounts to 3% or more of the Group’s latest audited net tangible assets, the Company must make an immediate announcement of (i) the latest transaction; and (ii) all future transactions entered into with that same interested person during that financial year.

2. DETAILS OF THE INTERESTED PERSONS

The Group has entered into certain IPTs with the following interested persons as defined under Chapter 9 of the Catalist Rules, respectively:

- (i) Aspial Capital (Ubi) Pte Ltd (“**ACU**”), a subsidiary of Aspial Corporation Limited (“**Aspial**”, and together with its subsidiaries, the “**Aspial Group**”); and
- (ii) WCL (QLD) Margaret St Pty Ltd (“**WCL Margaret**” or “**Joint Venture**”), a 65%-owned subsidiary of the Company,

(collectively, the “**Interested Persons**”).

Aspial, an entity listed on the Mainboard of the SGX-ST, is a controlling shareholder of the Company, holding 81.11% of the issued and paid-up share capital of the Company as at the date of this announcement. The Directors, Mr. Koh Wee Seng (“**Mr. Koh**”, Non-Executive Director and Chairman of the Company), and Ms. Koh Lee Hwee (“**Ms. Koh**”, Non-Executive Director of the Company) are also directors and substantial shareholders of Aspial, each holding, directly and indirectly, more than 50.0% of the issued and paid-up share capital of Aspial as at the date of this announcement.

WCL Margaret is deemed to be an interested person of the Company as the remainder 35% shareholding interest not held by the Company, is held by Mr. Koh, Ms. Ko Lee Meng (sibling of Mr. Koh and Ms. Koh) and DN Property Investments Pte. Ltd. (wholly-owned by Ms. Koh and her spouse, Mr. Ng Sheng Tiong, Chief Executive Officer and Executive Director of the Company) in the proportion 20.0%, 5.0% and 10.0% respectively, as at the date of this announcement.

For the current financial year ending 31 December 2020 (“**FY2020**”), the Group has entered into various transactions with other interested persons. For the purposes of Rules 905 and 906 of the Catalist Rules, the Interested Persons as well as other interested persons who are members of the same group are treated as the same interested person (as defined under the Catalist Rules) and the transactions entered into between the Group and the Interested Persons as well as other interested persons who are members of the same group during the same financial year are aggregated in determining whether the designated financial thresholds under Rules 905 and 906 of the Catalist Rules have been triggered.

3. DETAILS OF AND RATIONALE FOR THE IPTS

3.1 IPT with ACU

The Company has agreed to lease office premises from ACU for one (1) year commencing from 1 January 2020 to 31 December 2020 (“**Office Lease**”), which constitutes an IPT.

The rationale for the Office Lease is that (i) the new office premises offers better facilities; and (ii) the agreed rental rate for the Office Lease is in line with the prevailing market rate which is supported by an independent valuation.

3.2 IPTs with WCL Margaret

WCL Margaret has entered into a loan agreement with a financial institution for a loan amounting to S\$10,000,000 (“**Bank Loan**”). WCL Margaret’s obligations under the Bank Loan is secured by, *inter alia*, a legal mortgage over its property located at 240 Margaret Street, Australia, as well as corporate guarantees by the Company (“**Corporate Guarantee**”) and the minority shareholders of WCL Margaret (who are deemed to be interested persons of the Company) in their respective shareholding interests’ proportion.

Upon successful drawdown of the Bank Loan, the funds (up to S\$10,000,000) (“**WCL Margaret Loan**”) will be extended by WCL Margaret to the Group for its working capital purpose. The Group will incur legal fees and interest amounting to approximately up to S\$350,000 per annum (“**Finance Charges**”).

The rationale for the Corporate Guarantee and the WCL Margaret Loan is to provide working capital for the Group.

4 TOTAL VALUE OF ALL IPTS WITH THE SAME INTERESTED PERSON FOR FY2020

Information of the IPTs entered into between the Group and the same interested person as described in section 3 above, for FY2020 are set out below:

Name of Interested Person	Nature of IPTs	Aggregate value of the IPTs for FY2020 (S\$'000)
Aspial Group	Loan interest	8,673*
	Corporate charges	468*
ACU	Office Lease	528
WCL Margaret	Corporate Guarantee	6,500**
WCL Margaret	Finance Charges to be incurred by the Group for the WCL Margaret Loan	350
Total		16,519

* Previously approved by shareholders of the Company

** Proportionate based on the Company’s 65% shareholding interests in WCL Margaret

As at 23 July 2020, the aggregate value of all transactions (excluding transactions that are less than S\$100,000) entered into between the Group and the same interested person for FY2020 amounted to approximately S\$16.5 million. This represents 13.4% of the Group’s latest audited net tangible assets as at 31 December 2019 of S\$123.2 million (“**NTA**”), which exceeded the relevant threshold of 3.0% under Rule 905(2) of the Catalist Rules. Accordingly, each of the Office Lease, the Corporate Guarantee and the WCL Margaret Loan will trigger an announcement requirement under Rule 905(2) of the Catalist Rules.

The Company is exempted from the requirement to obtain its shareholders’ approval pursuant to Rule 906(1)(b) of the Catalist Rules for each of the Office Lease and the Corporate Guarantee, as the Office Lease and the Corporate Guarantee falls within the exemption under Rule 916(1) and Rule 916(3) of the Catalist Rules, respectively. The Corporate Guarantee is extended by all joint venture partners of the Joint Venture in proportion to their equity in the Joint Venture and on the same terms.

For the avoidance of doubt, as at 23 July 2020, save for the WCL Margaret Loan and excluding transactions that are less than S\$100,000, the Office Lease, the Corporate Guarantee and transactions previously approved by shareholders of the Company (details of which were duly disclosed in the Company's offer document dated 6 June 2017 in respect of the Company's initial public offering on the SGX-ST), there is no other transactions entered into between the Group and the same interested person for FY2020. The Finance Charges, which shall be proportionately borne by the Group depending on the amount of WCL Margaret Loan extended to the Group, is up to S\$350,000. This represents 0.3% of the Group's latest audited NTA, which does not exceed the relevant threshold of 5.0% under Rule 906(1)(b) of the Catalist Rules, whereby shareholders' approval must be obtained for any IPT of a value equal to, or more than 5.0% of the Group's latest audited NTA.

5 TOTAL VALUE OF ALL IPTS FOR FY2020

As at 23 July 2020, the aggregate value of all transactions (excluding transactions that are less than S\$100,000) entered into between the Group and all interested persons for FY2020 amounted to approximately S\$16.5 million, representing approximately 13.4% of the Group's latest audited NTA.

6 STATEMENT BY THE AUDIT COMMITTEE

The Audit Committee of the Company has reviewed the Corporate Guarantee and the WCL Margaret Loan and is of the view that:

- (i) the Corporate Guarantee is not prejudicial to the interests of the Company and its minority shareholders; and the risks and rewards of the Joint Venture are in proportion to the equity of each joint venture partner and the terms of the Joint Venture are not prejudicial to the interests of the Company and its minority shareholders; and
- (ii) the WCL Margaret Loan is on normal commercial terms and is not prejudicial to the interests of the Company and its minority shareholders.

7 INTERESTS OF DIRECTORS AND SUBSTANTIAL SHAREHOLDERS

Save as disclosed above and other than through their respective shareholdings in the Company (if any), none of the Directors or substantial shareholders of the Company and their respective associates has any interest, direct or indirect, in the IPTs (namely, the Office Lease, the Corporate Guarantee and the WCL Margaret Loan).

By Order of the Board
WORLD CLASS GLOBAL LIMITED

Lim Swee Ann / Yip Chee Kwang
Joint Company Secretaries
23 July 2020

This announcement has been prepared by the Company and its contents have been reviewed by the Company's sponsor, ZICO Capital Pte. Ltd. (the "Sponsor"), in accordance with Rule 226(2)(b) of the Singapore Exchange Securities Trading Limited ("SGX-ST") Listing Manual Section B: Rules of Catalist.

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.

The contact person for the Sponsor is Ms. Alice Ng, Director of Continuing Sponsorship, ZICO Capital Pte. Ltd., at 8 Robinson Road, #09-00 ASO Building, Singapore 048544, telephone (65) 6636 4201.