

**CNA GROUP LTD.**  
**(UNDER JUDICIAL MANAGEMENT)**  
(Company Registration No. 199000449K)  
(Incorporated in Singapore)  
(the “**Company**”)

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**IMPLEMENTATION AGREEMENT FOR PROPOSED TRANSFER OF LISTING STATUS**

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**1. INTRODUCTION**

- 1.1 The judicial managers of the Company (“**Judicial Managers**”) wish to announce that the Company had entered into an Implementation Agreement (the “**Agreement**”) with a group comprising four (4) investors (collectively the “**Investors**” and each an “**Investor**”) together with Treasure Capital Group Pte. Ltd. (the “**TCGPL**”, together with the Investors and the Company, the “**Parties**”) on 13 July 2017. The Investors are Lee Chee Fui, Liew Chie Chung, Bong Siak Kee and Lye Siang Long.
- 1.2 The Agreement sets out the terms for the proposed transfer of the Company’s listing status (the “**Transfer**”) to a listing entity to be incorporated by the Investors (“**Listing Entity**”) by way of a scheme of arrangement (“**Scheme**”). The terms of the Transfer and the Scheme are elaborated further below.
- 1.3 The Company is presently under judicial management and its shares (“**Shares**”) are suspended from trading. One of the Company’s major intangible assets is its listing status. The Transfer, if successful, seeks to provide some recovery to shareholders (“**Shareholders**”) and creditors of the Company (“**Creditors**”).

**2. THE PROPOSED TRANSFER OF LISTING STATUS**

- 2.1. The Transfer is envisaged to result in the listing and admission of the Listing Entity to Catalist (the “**Listing**”), the sponsor-supervised board of the Singapore Exchange Securities Trading Limited (the “**SGX-ST**”). The Company’s Shares will, in conjunction with the Transfer and the Listing, be delisted and withdrawn from the Main Board of the SGX-ST.
- 2.2. The consideration for the Transfer (“**Consideration**”) will be separately agreed by the Parties, following a review of *inter alia* the valuation of the Proforma Listing Group (defined below). The Consideration payable will be satisfied by the issue of new shares in the capital of the Listing Entity (“**Consideration Shares**”) to the Judicial Managers, which are intended for *inter alia* distribution to Creditors and Shareholders.
- 2.3. Upon completion of the Transfer and, if necessary, the compliance placement of new shares to constitute the requisite public float, the Consideration Shares (together with other Shares issued out of the capital of the Listing Entity) will be listed on Catalist and shall be freely tradable. If the Company’s assets were liquidated, it is unlikely that there will be any residual value available for distribution to the Shareholders after payment to the Creditors. As such, the Scheme potentially offers better returns for Creditors and Shareholders, as compared to a liquidation scenario.

- 2.4. Completion of the Transfer is subject to various conditions precedent, including but not limited to, (i) the in-principle approval(s) of the SGX-ST for the Transfer and the Listing; (ii) the approvals of the Scheme by Shareholders and Creditors; and (iii) the sanction of the Scheme by the High Court of Singapore.
- 2.5. The Parties have committed to an exclusivity period expiring on the date which is one (1) year from the date of the Agreement, i.e. 13 July 2018 (the “**Long-Stop Date**”), unless ending earlier with the termination of the Agreement. Either the Company, or the Investors and TCGPL as a group (“**Investor Group**”), may terminate the Agreement in various circumstances stated in the Agreement, including but not limited to, where (i) the conditions precedent have not been satisfied or waived by the Long-Stop Date; or (ii) if, 30 days after the provision of the final draft of the valuation reports in respect of the Proforma Listing Group (defined below), the Parties are unable to agree on *inter alia* the Consideration and offering structure.
- 2.6. Further, in recognition of the significant time, effort and costs required to satisfy the conditions precedent so as to implement the Transfer, the Investor Group has negotiated for the right to terminate the Agreement in the following situations: (i) the request (by the Company) for an extension of time to submit the Resumption Proposal (defined below) (the “**Resumption Proposal Time Extension**”) is rejected by the SGX-ST; (ii) the Resumption Proposal Time Extension is less than six (6) months from the date of the written confirmation from the SGX-ST on the grant of the Resumption Proposal Time Extension (if granted); and/or (iii) the Resumption Proposal Time Extension is not obtained by 30 September 2017.

### **3. APPLICATION FOR FURTHER EXTENSION OF TIME**

- 3.1. The Company had previously applied for, and was granted, extensions of time of up to 15 July 2017 to (i) submit a proposal required under Listing Rule 1304(1) to resume trading of the Shares (the “**Resumption Proposal**”); and (ii) comply with the requirements under Listing Rules 1314 and 1315 in relation to exiting the Watch-List.
- 3.2. In light of the execution of the Agreement and the time required to implement the Transfer and the other transactions envisaged therein, the Company intends to make an application to the SGX-ST for further extension of time to meet the requirements under the aforementioned listing rules.
- 3.3. Further information on the application, the duration of the time extension sought, and the outcome of the application, will be announced in due course in a timely manner.

### **4. INFORMATION ON THE LISTING ASSETS AND THE INVESTOR GROUP**

- 4.1. Each of the Investors is based in Malaysia. It is envisaged that the Investors will incorporate, and be the shareholders of, the Listing Entity, which will be the holding company of various subsidiaries engaged in the real estate development, agency and construction business as well as hospitality business in Malaysia (the “**Proforma Listing Group**”). A brief description of the assets and businesses intended by the Investors to form part of the Proforma Listing Group (“**Listing Assets**”) is set in **Schedule 1** to this announcement.
- 4.2. In accordance with the terms of the Agreement, a restructuring exercise would be carried out in anticipation of and in conjunction with the Listing, pursuant to which the Listing Entity is to

acquire the assets and businesses of the companies constituting the Proforma Listing Group from the respective asset and/or business owners, further details of which will be set out in the information memorandum (the “**Information Memorandum**”) to be prepared and issued by the Listing Entity.

- 4.3. Lee Chee Fui, Liew Chie Chung and Bong Siak Kee are private investors and co-business owners of the Listing Assets and Lye Siang Long is the provider of the initial funding required for the preparation and initiation of the Scheme. TCGPL is working together with and providing support and services to the Investors to, among others, prepare and facilitate the setting up of the Listing Entity, the injection of the Listing Assets into the Listing Entity, the due diligence on the Listing Assets to be carried out by the Company. Further information on the background of the Investor Group will be provided in the Information Memorandum as appropriate and required.

5. **SCHEME DOCUMENTS AND INFORMATION MEMORANDUM**

The Company will issue to Shareholders and Creditors documents containing, *inter alia*, the details and terms of the Scheme, an explanatory statement, and the notices of meetings and proxy forms (the “**Scheme Documents**”). The Scheme Documents should be read together, and in conjunction with, the Information Memorandum to be despatched together with the Scheme Documents.

6. **INFORMATION RELATING TO OR PROVIDED BY THE INVESTORS**

Information in this announcement relating to the Investors and/or the Proforma Listing Group has been provided by the Investors or its advisers or agents, or extracted or reproduced from published or otherwise publicly available sources. The sole responsibility of the Judicial Managers has been to ensure, through reasonable enquiries, that such information has been accurately and correctly extracted from such sources or, as the case may be, accurately and correctly reflected or reproduced in this announcement in its proper form and context. The Judicial Managers have not independently verified the accuracy and correctness of such information, and do not accept any responsibility for any information relating to or opinions expressed by or on behalf of the Investors.

7. **FURTHER ANNOUNCEMENTS**

Announcements will be released with further information on the above and as and when there are material developments.

8. **CAUTIONARY STATEMENT**

The Transfer and the Listing are subject to, *inter alia*, the satisfaction of various conditions precedent, and there is no certainty as at this date whether the Transfer and the Listing can or will proceed. Shareholders are accordingly advised to exercise caution, and to refrain from taking any action in relation to their Shares until they or their advisers have considered the information set out in the Scheme Documents, the Information Memorandum and further announcements released by the Company.

**Persons who are in doubt as to the action they should take should consult their stockbrokers, bank managers, solicitors, or other professional advisers immediately.**

Submitted by the Judicial Managers  
For and On behalf of the Company  
Tam Chee Chong  
Judicial Manager  
14 July 2017

## **SCHEDULE 1**

### **DESCRIPTION OF THE BUSINESS AND ASSETS OF THE PROFORMA LISTING GROUP**

**1. Tetap Majumas Sdn. Bhd.**

Tetap Majumas Sdn. Bhd. is a mixed-use property development company which specialises in developing hotels, retail malls and amusement parks. The flagship project of the company is The Summer Shopping Mall, located in Kota Samarahan (satellite city of Kuching), Sarawak. The three-storey mall is an integrated development covering over 800,000 square feet and comprises over 335 retail lots with a wide range of trade mix including fashion & lifestyle retails, food & beverages, entertainment and Servay Hypermarket and Parkwell Departmental store as the anchor tenants. A luxury service apartment is built on top of the shopping mall – The Summer Apartment Hotel. It comprises 190 units of serviced apartments and comes with a 45,000 square feet multi-purpose hall, a Lotus Five Star Cineplex with 12 halls and a skatepark.

The company is also currently in the midst of building the Summer Lagoon Water Theme Park, which will be the first water theme park in Sarawak. The theme park measures about 120,000 square feet and will be built using state-of-the-art technology.

**2. The Summer Mall Sdn. Bhd.**

The Summer Mall Sdn. Bhd. is a professional integrated retail mall manager delivering a unique service experience for shoppers while assuring optimum returns for stakeholders. The company has an integrated shopping mall business model encompassing retail real estate investment, mall operations and asset management. The company offers a number of opportunities for businesses, from long-term leases of shop spaces to short-term push carts and promotional spaces.

**3. Summer Eatery Sdn. Bhd.**

Summer Eatery Sdn. Bhd. is the master leaseholder of the stalls of the food courts under the company. The company leases food stalls to tenants, operate the drinks stalls and provide cleaning services. We operate and manage the food court under the “Verano” Brand.

**4. The Summer Shopping Mall Management Sdn. Bhd.**

The Summer Shopping Mall Management Sdn. Bhd. provides all of the maintenance, preventative, remedial and upgrade works required for the upkeep and improvement of buildings & their components. The company offer a complete building maintenance service, handling projects of all types and sizes from cleaning to repairs and refurbishments to complete building fit-outs.