

**EPICENTRE HOLDINGS LIMITED**  
(Incorporated in the Republic of Singapore)  
(Company Registration No. 200202930G)

---

**RESPONSE TO QUERIES FROM THE SGX-ST**

---

Unless otherwise defined, capitalized terms used in this announcement shall have the same meaning ascribed to them in the announcement titled “Entry into Implementation Agreement in relation to the Proposed Transfer of Listing Status on SGX-ST” dated 15 July 2020 (“**Announcement**”).

**INTRODUCTION**

The Judicial Managers (“**JMs**”) of Epicentre Holdings Limited (Judicial Managers Appointed by the Court) (the “**Company**”) would like to provide the following information in response to queries from the Singapore Exchange Securities Trading Limited (the “**SGX-ST**”) in respect of the Announcement.

**QUERIES IN RELATION TO THE PROPOSED TRANSFER OF LISTING STATUS**

**Query 1:**

**Please provide details on how the Company intends to transfer its listing status (the “Proposed Transfer”), and clarify what listing rules are applicable for such transfer.**

**Response to Query 1:**

The Company intends to procure the Proposed Transfer by way of a Scheme of Arrangement made pursuant to the Implementation Agreement. Through the Scheme of Arrangement, the Company will make an offer to the creditors and shareholders of the Company to receive Consideration Shares in consideration for the transfer of the listing status.

The Transferee may also undertake a compliance placement to comply with the shareholding spread and distribution requirements under Rule 406(1) of the Listing Manual Section B: Rules of Catalist of the SGX-ST, on or after Completion.

In addition to this, the delisting rules under Chapter 13 of the Listing Manual Section B: Rules of Catalist of the SGX-ST may be applicable.

**Query 2:**

**Has such a transfer of listing status been successfully undertaken by an SGX-listed entity before?**

**Response to Query 2:**

Yes. The transfer of listing status has previously been successfully undertaken and completed by (a) Sino-Environment Technology Group Limited in 2011 after which Sino-Environment Technology Group Limited was delisted and (b) Compact Metal Industries Ltd in 2019 for which Compact Metal Industries Ltd became the wholly owned subsidiary of International Cement Group.

**Query 3:**

**Please detail the steps to be taken for the Proposed Transfer, and provide an indicative timeline for the process.**

**Response to Query 3:**

Please see an indicative timetable detailing the steps and timeline for the process:

<b>EVENTS</b>	
July 2020	Signing of Implementation Agreement
July 2020	Commencement of conduct of due diligence on the Transferee
September 2020	Pre-clearance with the SGX-ST
November 2020	Pre-admission notification with the SGX-ST
February / March 2021	Scheme of Arrangement meeting of the Company
February / March 2021	Shareholders' approval of the Proposed Transfer
April 2021	Completion of the Proposed Transfer

Please note that the timeline remains subject to the review and comments of the full sponsor of the Transferee that will be appointed in due course.

**Query 4:**

**Does the Proposed Transfer amount to an RTO?**

**Response to Query 4:**

The Proposed Transfer does not constitute a reverse takeover, considering that it will not result in a change in control of the Company upon the completion of the transfer of the listing status to the Transferee.

As the Transferee will be acquiring the listing status, the Transferee intends to comply with Rule 1015(5) of the Listing Manual Section B: Rules of Catalist of the SGX-ST, and consequently with Part II of Appendix 4F of the Listing Manual Section B: Rules of Catalist of the SGX-ST. This is to ensure that the creditors and shareholders are provided full disclosure on the Transferee prior to the Scheme of Arrangement.

**Query 5:**

**What are the reasons for the JM proposing to structure this transaction as a transfer of listing, instead of an acquisition of assets and a scheme of arrangement?**

**Response to Query 5:**

The Transferee does not wish to acquire the assets of the Company. As such, the JMs proposed to structure this transaction as a Scheme of Arrangement for which the creditors and shareholders of the Company will determine under a court-sanctioned process whether to transfer the listing status to the Transferee. By structuring the transaction as a transfer of listing, the Transferee would not be burdened by the Company's existing issues. The Company will be delisted by way of the Scheme of Arrangement and at the same time, additional benefit would accrue to the creditors and shareholders of the Company

as they will receive shares of the Transferee (either directly or held by the JM on trust for them in accordance with the terms of the Scheme of Arrangement) in consideration for the transfer of listing status.

**Query 6:**

**Please provide the ratios calculated under Listing Rule 1006 if the transaction had been structured as an acquisition of assets.**

**Response to Query 6:**

Given that the Company is transferring an intangible asset, the ratios calculated under Listing Rule 1006 is set out below:

<b>Catalist Rule</b>	<b>Relative Figures (%)</b>
<p><b>Rule 1006(a)</b></p> <p>The net asset value of the assets to be disposed of, compared with the Group's net asset value</p>	Not applicable <sup>(1)</sup>
<p><b>Rule 1006(b)</b></p> <p>The net profits attributable to the assets disposed of, compared with the Group's net profits</p>	Not applicable
<p><b>Rule 1006(c)</b></p> <p>The aggregate value of the consideration given or received, compared with the Company's market capitalisation based on the total number of issued shares excluding treasury shares</p>	104.5% <sup>(2)</sup>
<p><b>Rule 1006(d)</b></p> <p>The number of equity securities issued by the Company as consideration for the acquisition, compared with the number of equity securities previously in issue</p>	Not applicable
<p><b>Rule 1006(e)</b></p> <p>The aggregate volume or amount of proved and probable reserves to be disposed of, compared with the Group's proved and probable reserves. This basis is applicable to a disposal of mineral, oil and gas assets by a mineral, oil and gas company, but not to an acquisition of such assets</p>	Not applicable

**Notes:**

- (1) This relative figure cannot be provided as the listing status of the Company is an intangible asset and there is no book value ascribed. Additionally, a valuation has not been carried out for the purpose of the disposal to determine the market value of the listing status of the Company.
- (2) The aggregate consideration of S\$3.0 million is approximately 104.5% of the Company's market capitalisation of approximately S\$2.87 million as at the Company's last trading date (i.e. 27 May 2019).

**Query 7:**

**What is the JM's assessment of how the Proposed Transfer will enable the Company to submit a resumption proposal, addressing all concerns that led to its suspension?**

**Response to Query 7:**

We understand that the trading suspension was applied voluntarily by the independent directors on 30 May 2019, following Mr. Kenneth Lim's disappearance. The JMs are of the view that the Proposed Transfer will enable the JMs to derive an additional value (in respect of the Company's listing status) for the Company's creditors and shareholders (collectively, "**Stakeholders**") by the issuance of shares of the asset company to the Stakeholders. As this would enable the Company's debts to be appropriately compromised, the independent directors' concerns that led to the suspension would be suitably dealt with. This would also enable the JMs to achieve one or more of the objectives of a judicial management.

Additionally, the Company does not intend to submit a resumption proposal as it is intended for the Company's shares to be delisted upon completion of the Proposed Transfer. The JMs also intend to place the Company into liquidation after completion of the Proposed Transfer.

Should the Proposed Transfer not be successful, the Company would be liquidated with the shareholders deriving no value as the Company is insolvent.

**Query 8:**

**Please disclose how the consideration of S\$3 million for the Proposed Transfer is derived, including whether the Company had engaged an independent valuer to value its intangible assets.**

**Response to Query 8:**

The consideration of S\$3.0 million is based on negotiation between the JMs and the representative of the incoming asset on a willing buyer / willing seller basis. The Company is only transferring the listing status and will not be divesting any other intangible assets.

The Company has not engaged an independent valuer to value its intangible assets and the value was based on recent comparable precedent transactions which have been publicly announced. The consideration will also be based on the independent valuation of the Transferee Group at a date within 6 months from Completion, and will be subject to the valuation of the Transferee Group set forth in the Independent Valuation Report being not less than US\$76,000,000. The Independent Valuer shall be an independent qualified valuer of international repute which is jointly nominated and appointed by the parties.

**Query 9:**

**What will happen to the Company's shares once the Proposed Transfer has been completed? Will existing shareholders hold shares in an unlisted entity?**

**Response to Query 9:**

Upon completion of the Proposed Transfer, Company's shares will be delisted and withdrawn from the Catalist Board of the SGX-ST, and in consideration, existing shareholders of the Company will receive new issued shares of the Transferee, the newly listed entity, in the proportions set out in the Scheme and the Statement of Proposals to be proposed by the JMs, based on the value of the Company's shares currently being held by the existing shareholders.

**Query 10:**

**Please disclose if there are any plans for the Company to dispose of its existing subsidiaries once the Proposed Transfer is completed.**

**Response to Query 10:**

The Company has entered into a sale and purchase agreement dated 26 May 2020 with Jonathan Lim for the disposal of its 51,000 shares in the capital of Japan IPL Holdings Pte Ltd for a consideration of S\$920,000 ("**JIPL Disposal**"). Completion of the JIPL Disposal is subject to the Company obtaining the necessary approval from its shareholders in a general meeting. However, this process will be independent of the Proposed Transfer.

Once the JIPL Disposal and the Proposed Transfer are completed, the Company would have no subsidiaries or assets remaining from which the JMs can extract value. Accordingly, the JMs intend to place the Company into liquidation after the JIPL Disposal and the Proposed Transfer are completed.

**Query 11:**

**Please disclose the identities of the shareholders and directors of Tardis Capital, as well as the relationship between Tardis Capital / its shareholders / directors, and Epicentre / its directors / management. What due diligence has the JM conducted on Tardis Capital and the Transferee Group?**

**Response to Query 11:**

Tardis Capital's sole shareholder and sole director is Rohit Sen. Tardis Capital has no relationship with existing directors, key shareholders and/or the management of the Company.

The JMs have met with representatives and the director of Tardis Capital. In addition, the JMs have conducted anti-money laundering checks on Tardis Capital and the Transferee Group and their directors.

**Query 12:**

**When did Tardis Capital introduce Kossen to the JM?**

Tardis first introduced Kossen to the JMs on 30 June 2020.

**Query 13:**

**Is BiogenicsKorea a key operating subsidiary of Kossen? What is Kossen's stake in BiogenicsKorea?**

**Response to Query 13:**

Biogenics is not the key operating subsidiary of Kossen. BiogenicsKorea is an associate of Kossen and Kossen holds 40% in BiogenicsKorea.

**Query 14:**

**Apart from BiogenicsKorea, what other assets or businesses will be included in the Transferee Group?**

**Response to Query 14:**

Currently, there is no plan to include any other assets or business other than BiogenicsKorea.

**Query 15:**

**Has any full sponsor been identified? What is the role of the full sponsor in the transaction?**

**Response to Query 15:**

BiogenicsKorea is discussing the potential appointment with two full sponsors.

The Company envisages the Sponsor to manage and provide financial advice to the Company in respect of the transactions contemplated under the Proposed Transfer, including but not limited to the role of a full sponsor to BiogenicsKorea.

**Ee Meng Yen Angela**  
**Joint and Several Judicial Manager**

24 July 2020

---

*This announcement has been reviewed by the Company's sponsor, Stamford Corporate Services Pte Ltd (the "Sponsor"). It has not been examined or approved by the Singapore Exchange Securities Trading Limited (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 Mr. Bernard Lui.  
Telephone: +65 6389 3000. Email: [bernard.lui@morganlewis.com](mailto:bernard.lui@morganlewis.com)*