

Allan Tan
ALTUM LAW CORPORATION

We refer to your submission of Rule Enquiry / Rule Waiver for RAFFLES INFRASTRUCTURE HOLDINGS LIMITED dated 22 October 2021.

Please find our reply letter as follows:

PRIVATE AND CONFIDENTIAL

Dear Sirs

RAFFLES INFRASTRUCTURE HOLDINGS LIMITED (THE "COMPANY")

APPEAL AGAINST REGCO'S DECISION ON THE APPLICATION FOR THE DEALING IN, LISTING OF AND QUOTATION ON THE MAINBOARD OF THE SINGAPORE EXCHANGE SECURITIES TRADING LIMITED OF 10,000,000 NEW ORDINARY SHARES IN THE CAPITAL OF RAFFLES INFRASTRUCTURE HOLDINGS LTD (THE "APPEAL")

1. We refer to the Company's appeal letter dated 22 October 2021 and our subsequent correspondences on the above
2. We have carefully considered the Appeal and the Company's representations and submissions to the Exchange. We regret to inform that the Appeal has been rejected for the following reasons.
3. As announced by the Company on 14 September 2021, we note that the total construction costs of the Bo Dao road project is RMB 550 million, of which RMB 446.3 million has already been incurred and the construction, which is expected to be completed by December 2019 based on the agreement and as stated in the Company's 28 August 2018 circular, is substantially completed. It is also questionable why the Company will need to obtain a loan of RMB 440 million when only RMB 398.2 million of the project remains to be paid under the contract.
4. We also note that the Company is raising funds when it still has substantial cash balances of RMB 91.24 million (approximately S\$19 million) as at 30 June 2021, and a part of these balances will be used for obtaining a bank loan for the Bo Dao project. However, we note that the Company has been in negotiations with the bank

since 2018 and there is no certainty of when the Company will be able to obtain the bank loan.

5. The Company has also submitted that a cash verification on the Company's bank balances has been conducted as part of an Enhanced Audit for FY2020. We wish to highlight that the Enhanced Audit is not the same as the full scope of the Special Audit, and also does not include a verification of the cash transactions of the Company from the September 2018 placement exercise till date.

6. As set out in our letter to the Company dated 8 October 2021, we are unable to process the additional listing application until there is clarity on this matter after the Company commissions and completes a special audit into the cash transactions of the Group.

7. Please appoint a suitable special auditor with relevant track record, acceptable to RegCo, to independently verify:

- a) the Company's cash balances; and
- b) the Company's cash transactions since the placement exercise in September 2018 to-date, including the use and disbursement of proceeds from the placement, the use and disbursement of proceeds from the Group's cash balances at bank and on hand, the counterparties to the transactions, and to review the details surrounding the transactions.

8. Kindly submit the names and terms of reference of the special auditors which the Company intends to engage for our review and comments as soon as possible.

9. Should you require any further clarifications on this, please contact us.

Yours faithfully

Lorraine Chay Yeow Mei
Vice President
Listing Compliance
Singapore Exchange Regulation