

**UPDATE ON PROPOSED TRANSFER OF LISTING FROM MAINBOARD TO THE CATALIST  
BOARD OF THE SGX-ST  
– RECEIPT OF APPROVAL IN-PRINCIPLE FROM THE SGX-ST**

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**1. INTRODUCTION**

- 1.1 The Board of Directors (“**Board**”) of F J Benjamin Holdings Ltd (the “**Company**”) refers to the Company’s announcements (i) dated 22 October 2020 (“**Announcement**”) in relation to the proposed transfer of the listing of the Company from the Mainboard of the Singapore Exchange Securities Trading Limited (“**SGX-ST**”) to the Catalist Board of the SGX-ST (“**Proposed Transfer**”); and (ii) dated 17 November 2020 in relation to the approval of the SGX-ST (subject to conditions set out in the aforesaid announcement) for a further extension of the Cure Period until 4 March 2021 for the Company to meet the Financial Exit Criteria under Rule 1314 of the Listing Manual.
- 1.2 Unless otherwise defined, all capitalised terms used in this announcement shall have the same meanings ascribed to them in the Announcement.

**2. THE PROPOSED TRANSFER**

- 2.1 The Board wishes to announce that the Company has on 22 January 2021 been notified by the SGX-ST that the SGX-ST had approved in-principle the Proposed Transfer (“**AIP**”) subject to, *inter alia*, the following conditions:
- (a) compliance with the SGX-ST’s listing requirements;
  - (b) an immediate announcement via SGXNET of the Proposed Transfer;
  - (c) Shareholders’ approval being obtained for the Proposed Transfer via a special resolution under Rule 410(4) of the SGX-ST Listing Manual Section B: Rules of Catalist (“**Catalist Rules**”); and
  - (d) submission of:
    - (i) a written undertaking from the Company in the format set out in Appendix 4E of the Catalist Rules to comply with all of the SGX-ST’s requirement and policies applicable to the issuers listed on the Catalist;
    - (ii) a written undertaking by the Company and its sponsor that they are not aware of any material information which has not been previously announced via SGXNET which will affect the Company’s suitability for the transfer to Catalist;
    - (iii) a written undertaking from each of the Company’s directors in the form set out in Appendix 7H of the Catalist Rules and an undertaking from the Company to procure the same written undertaking from any new director appointed to the Company’s board after the Proposed Transfer takes place; and
    - (iv) a written confirmation from the Company that it is in compliance with all applicable SGX-ST listing rules that apply to issuers listed on the Mainboard.

- 2.2 The AIP is not to be taken as an indication of the merits of the Proposed Transfer, the Company, its subsidiaries or its securities.
- 2.3 A circular to Shareholders setting out, *inter alia*, further details of the Proposed Transfer, together with a notice convening the EGM, will be published by the Company on the SGXNET and the Company's website in due course.

### **3 OTHER INFORMATION**

- 3.1 The Company will provide updates to Shareholders as and when there are any material developments in respect of the Proposed Transfer.
- 3.2 Shareholders and potential investors should exercise caution when trading in the shares of the Company as there is no certainty or assurance as at the date of this announcement that Shareholders' approval for the Proposed Transfer will be obtained or if the Proposed Transfer will be undertaken at all.
- 3.3 Shareholders are advised to read this announcement and any further announcements by the Company carefully. Shareholders should consult their stock brokers, bank managers, solicitors or other professional advisers if they have any doubt about the actions that they should take.

### **BY ORDER OF THE BOARD**

Karen Chong Mee Keng  
Company Secretary  
24 January 2021