



Development Limited

(Company Registration No. 200201764D)  
(Incorporated in the Republic of Singapore)

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## APPROVAL OF APPLICATION FOR AN EXTENSION OF TIME TO MEET THE REQUIREMENTS FOR A NEW LISTING UNDER RULE 1018(2) OF THE LISTING MANUAL

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### 1. INTRODUCTION

The Board of Directors ("**Board**") of M Development Ltd ("**Company**") refers to the Company's announcement dated 7 September 2018 ("**Announcement**") in relation to the proposed acquisition by the Company of no less than 51% of the issued and paid-up share capital in Hao Yuan Leather (Taishan) Co., Ltd ("**Target**") from H.Y. Holdings Limited (hereinafter referred to as the "**Proposed Transaction**").

*Capitalised terms used herein, unless otherwise defined, shall have the definitions ascribed to them in the Announcement.*

As stated in the Announcement, the Proposed Transaction, if undertaken and completed, is expected to result in a reverse takeover of the Company under Rule 1015 of the Listing Manual ("**RTO**").

### 2. APPLICATION TO SGX-ST FOR EXTENSION OF TIME TO MEET REQUIREMENTS FOR A NEW LISTING

As announced by the Company on 7 September 2017, the Company shall be deemed a cash company as defined by Rule 1018 of the Listing Manual as the Company had no revenue from operations and the Company's assets consisted substantially of cash or short-dated securities.

In view of the entry into the MOU, the Company had on 3 September 2018 applied to SGX-ST for an extension of time to meet the requirements for a new listing under Rule 1018(2) of the Listing Manual ("**Extension**").

The Company sought the Extension to meet, *inter alia*, the following timelines:

- (a) **Execution of a definitive sale and purchase agreement ("**Definitive SPA**"):** The negotiation and signing of a Definitive SPA is expected to take approximately three (3) months and be completed by end November 2018.
- (b) **Full due diligence on the Target:** The legal and financial due diligence review on the Target shall be conducted concurrently with the negotiation and signing of the Definitive SPA, which is expected to be completed by end November 2018.
- (c) **Appointment of financial advisor and auditors:** The Company intends to firm up the engagements of a financial advisor and auditors for the purpose of the RTO by end November 2018.

### 3. SGX-ST WAIVER

On 14 September 2018, SGX-ST advised that it has no objection to the Company's application for extension of time by **7 March 2019** ("**Waiver**") with regard to compliance with Rule 1018(2) of the Listing Manual, subject to the following conditions ("**Waiver Conditions**"):

- (a) the Company announcing the Waiver granted, the reasons for seeking the Waiver, the conditions as required under Rule 107 of the Listing Manual and if the Waiver Conditions have been satisfied. If the Waiver Conditions have not been met on the date of the announcement, the Company must make an update announcement when the Waiver Conditions have all been met;
- (b) the Company announcing the signing of the Definitive SPA in respect of the RTO no later than 30 November 2018;
- (c) the appointment of a financial advisor for the RTO by 30 November 2018;
- (d) the submission of the circular to be issued to the Shareholders containing information in respect of the RTO ("**Circular**") to SGX-ST no later than 31 January 2019; and
- (e) the despatch of the Circular no later than 31 March 2019.

The Company will, in compliance with the relevant requirements under the Listing Manual, make further announcement(s) to update Shareholders on any material developments of the Proposed Transaction, as and when appropriate.

### 4. CAUTION IN TRADING

**Shareholders and potential investors are advised to exercise caution in trading the shares in the Company as there is no certainty or assurance as at the date of this announcement that the Definitive SPA will be entered into, the terms and conditions of the Proposed Transaction will not differ from that set out in the MOU, or the Proposed Transaction will be undertaken at all.**

**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  
M DEVELOPMENT LIMITED

Huang Wen-Lai  
Executive Chairman and Director  
15 September 2018