

MANDATORY UNCONDITIONAL CASH OFFER

by

GAZELLE VENTURES PTE. LTD.

(Incorporated in Singapore)

(UEN: 201223814H)

to acquire all the issued and paid-up ordinary shares in the capital of



NO SIGNBOARD HOLDINGS LTD

(Incorporated in Singapore)

(UEN: 201715253N)

other than those already owned, controlled or agreed to be acquired by the Offeror and parties acting in concert with it.

CLOSE OF OFFER FINAL LEVEL OF ACCEPTANCES OF OFFER

1. INTRODUCTION

- 1.1. Gazelle Ventures Pte. Ltd. ("**Offeror**") refers to the offer announcement dated 28 March 2024 (the "**Offer Announcement**") and the offer document dated 18 April 2024 (the "**Offer Document**") issued by the Offeror, in relation to the mandatory unconditional cash offer (the "**Offer**") by the Offeror made in accordance with Rule 14 of the Singapore Code on Take-overs and Mergers (the "**Code**") for all the issued and paid-up ordinary shares ("**Shares**") in the capital of No Signboard Holdings Ltd (the "**Company**"), other than treasury shares and those Shares held, directly or indirectly, by the Offeror and parties acting in concert with the Offeror (as defined in the Code) as at the date of the Offer.
- 1.2. All capitalised terms used but not defined in this announcement (this "**Announcement**") shall have the same meanings given to them in the Offer Document, unless otherwise expressly stated or the context otherwise requires.

2. CLOSE OF THE OFFER

- 2.1. The Offeror wishes to announce that the Offer has closed at 5.30 p.m. (Singapore Time) on 16 May 2024, being the Closing Date. **Accordingly, the Offer is no longer open for acceptance and any acceptances received after 5.30 p.m. (Singapore Time) on the Closing Date will be rejected.**

3. FINAL LEVEL OF ACCEPTANCES

- 3.1. In accordance with Rule 28.1 of the Code, the Offeror wishes to announce that as at 5.30 p.m. (Singapore Time) on the Closing Date, the total number of Shares (a) for which valid acceptances have been received; (b) held on or before the Offer Announcement Date; and (c) acquired or agreed to be acquired between the Offer Announcement Date and up to 5.30 p.m. (Singapore Time) on the Closing Date, by the Offeror and the Offeror Concert Party Group, are as follows:

	Number of Shares	Approximate percentage of the total number of issued Shares (%) ¹
Valid acceptances of the Offer as at 5.30 p.m. (Singapore Time) on the Closing Date received by the Offeror from:		
(a) Shareholders (other than the Concert Parties); and	1,548,090	0.5022%
(b) the Concert Parties.	-	-
Shares owned, controlled or agreed to be acquired on or before the Offer Announcement Date by:		
(a) the Offeror; and	231,194,379	75.00
(b) the Offeror Concert Party Group.	231,194,379	75.00
Shares acquired or agreed to be acquired between the Offer Announcement Date and up to 5.30 p.m. (Singapore Time) on the Closing Date (other than pursuant to valid acceptances of the Offer) by		
(a) the Offeror; and	0	0%
(b) the Offeror Concert Party Group.	0	0%

4. RESULTANT SHAREHOLDING

- 4.1. Accordingly, as at 5.30 p.m. (Singapore time) on the Closing Date, the total number of (a) Shares owned, controlled or agreed to be acquired by the Offeror Concert Party Group; and (b) valid acceptances of the Offer, amount to an aggregate of 232,742,469 Shares, representing approximately 75.5022% of the total number of issued Shares.
- 4.2. As at 6.00 p.m. (Singapore time) on the Closing Date, the Offeror also holds 145,000,000 CRPS, representing 100% of the total number of issued CRPS. The CRPS are not listed on the SGX-ST and do not have voting rights attached to them (unless converted into new Shares under the terms of the CRPS Subscription).

5. DIRECTORS' RESPONSIBILITY STATEMENT

- 5.1. The directors of the Offeror (including those who may have delegated detailed supervision of this Announcement) have taken all reasonable care to ensure that the facts stated and all

¹ Based on 308,259,172 Shares in issue as at the date of this Announcement. The Company has no treasury shares. Percentages are rounded to the nearest four (4) decimal places

opinions expressed in this Announcement (other than those relating to the Company) are fair and accurate and that there are no other material facts in relation thereto not contained in this Announcement, the omission of which would make any statement in this Announcement misleading.

- 5.2. Where any information has been extracted or reproduced from published or otherwise publicly available sources or obtained from the Company, the sole responsibility of the directors of the Offeror has been to ensure, through reasonable enquiries, that such information is accurately extracted from such sources or, as the case may be, reflected or reproduced in this Announcement.
- 5.3. The directors of the Offeror jointly and severally accept responsibility accordingly.

Issued by

Lim Teck-Ean
Director of the Offeror

For and on behalf of
GAZELLE VENTURES PTE. LTD.
16 May 2024

Forward-Looking Statements

All statements other than statements of historical fact included in this Announcement are or may be forward-looking statements. Forward-looking statements include but are not limited to those using words such as “aim”, “seek”, “expect”, “anticipate”, “estimate”, “believe”, “intend”, “project”, “plan”, “potential”, “strategy”, “forecast”, “possible”, “probable” and similar expressions or future or conditional verbs such as “if”, “will”, “would”, “should”, “could”, “may” or “might”. These statements reflect the Offeror’s current expectations, beliefs, hopes, intentions or strategies regarding the future and assumptions in light of currently available information. Such forward-looking statements are not a guarantee of future results, performance, events or achievements and involve known and unknown risks and uncertainties. Accordingly, actual future results, performance, events or achievements may differ materially from those described in such forward-looking statements. Given the risks and uncertainties involved, Shareholders and investors should not place undue reliance on such forward-looking statements and information. The Offeror does not undertake any obligation to update any forward-looking statements or publicly announce any revisions to any forward-looking statements, subject only to compliance with applicable laws and regulations and/or rules of the SGX-ST and/or any other regulatory or supervisory body or agency.