

NO SIGNBOARD HOLDINGS LTD.

(Company Registration No. 201715253N)

(Incorporated in Singapore)

**SECOND PROPOSED SHARE TRANSFER BY CONTROLLING SHAREHOLDER AND SECOND
CONDITIONAL LOAN**

1. INTRODUCTION

The Board of Directors (the “**Board**”) of No Signboard Holdings Ltd. (the “**Company**”, and together with its subsidiaries, the “**Group**”) wishes to inform shareholders that GuGong Pte. Ltd. (“**GuGong**”), the Company’s controlling shareholder, has notified the Company that GuGong has on 11 March 2022 entered into a conditional sale and purchase agreement (the “**SPA**”) with Mr. Bryan Lim Soon Fang (the “**Purchaser**”), in relation to the sale of 101,726,344 ordinary shares (the “**Sale Shares**”) representing approximately 22% of the total issued and paid-up share capital of the Company, by GuGong to the Purchaser, for a consideration of S\$1.00 on the terms of the SPA (“**Proposed Share Transfer**”).

Upon completion of the Proposed Share Transfer, the Company and the Purchaser (or a corporate vehicle wholly owned by the Purchaser) (the “**Lender**”) shall enter into a conditional loan agreement (the “**CLA**”), pursuant to which the Purchaser shall extend an interest-free unsecured loan of an aggregate principal amount of S\$1.9 million (the “**Conditional Loan**”) to the Company, subject to the satisfaction of the conditions precedents in the CLA. The Conditional Loan will rank *pari passu* with all other unsecured indebtedness of the Company.

Following the Company’s announcement dated 7 March 2022, which disclosed that the Company and GuGong were in negotiations with other investors, the Company has been further informed by GuGong that it has agreed to enter into the Proposed Share Transfer in order to secure the additional Conditional Loan for the benefit of the Group. Together with the S\$2.6 million interest-free unsecured loan expected to be granted by Dr. Ng Chin Siau¹ (“**Dr. Ng**”), if completed, the Company will obtain an aggregate amount of S\$4.5 million in interest-free and unsecured financing, which is expected to assist in meeting the Group’s working capital requirements.

The Proposed Share Transfer and CLA between the Purchaser and the Company in this announcement, and the Proposed Share Transfer and Loan Agreement as announced on 7 March 2022 between Dr Ng and the Company are separate and not inter-conditional upon each other.

The shareholders and directors of GuGong are Mr. Lim Yong Sim (Lin Rongsen), Executive Chairman and Chief Executive Officer of the Company, and Ms. Lim Lay Hoon, Chief Operating Officer and Executive Director of the Company. As at the date of this announcement, GuGong holds an aggregate of 253,899,980 shares, representing approximately 54.91% of the total issued and paid-up share capital of the Company.

Shareholders should note that in accordance with Rule 729 of the Catalist Rules, where the trading of securities of an issuer is suspended, there must not be any transfers of securities, unless approved by the Singapore Exchange Securities Trading Limited (the “**SGX-ST**”). As the shares in the Company (“**Shares**”) have been suspended from trading since 24 January 2022, the Proposed Share Transfer is subject to the receipt of the necessary approvals from the SGX-ST.

¹ Please refer to the Company’s announcement dated 7 March 2022 for further information on (a) the proposed sale of 134,093,818 Shares representing approximately 29% of the total issued and paid-up share capital of the Company to Dr. Ng; and (b) the proposed conditional loan of S\$2.6 million to be provided by Dr. Ng to the Company in connection with the share transfer.

2. CONDITIONS FOR THE PROPOSED SHARE TRANSFER

The completion of the Proposed Share Transfer ("**Completion**") shall be conditional upon all applicable authorisations and consents necessary to enable the Purchaser to be registered as the holder of the Sale Shares and to give effect to the Proposed Share Transfer, including the approval of the SGX-ST under Rule 729 of the Catalist Rules, being obtained.

The shareholding interests of the substantial shareholders of the Company before and after the proposed transfers of Shares by GuGong to the Purchaser and Dr. Ng shall be as follows:

Before Proposed Share Transfer

	Number of Shares			
	Direct Interest	(%) ⁽¹⁾	Deemed Interest	(%) ⁽¹⁾
Mr. Bryan Lim Soon Fang	-	-	-	-
Dr. Ng Chin Siau ⁽²⁾	-	-	134,093,818	29.00%
GuGong ⁽³⁾	253,899,980	54.91%	-	-
Mr. Lim Yong Sim (Lin Rongsen)	537,000	0.12%	253,899,980	54.91%
Mr. Su Haijin	92,478,495	20.00%	-	-

After Proposed Share Transfer

	Number of Shares			
	Direct Interest	(%) ⁽¹⁾	Deemed Interest	(%) ⁽¹⁾
Dr. Ng Chin Siau ⁽⁴⁾	134,093,818	29.00%	-	-
Mr. Bryan Lim Soon Fang	101,726,344	22.00%	-	-
Mr. Su Haijin	92,478,495	20.00%	-	-
GuGong ⁽³⁾	18,079,818	3.91%	-	-
Mr. Lim Yong Sim (Lin Rongsen)	537,000	0.12%	18,079,818	3.91

Note:

- (1) Computed based on the total issued and paid-up share capital of the Company comprising 462,392,475 Shares (excluding treasury shares and subsidiary holdings) as at the date of this announcement.
- (2) Dr. Ng Chin Siau is deemed to be interested in 134,093,818 Shares by virtue of section 7(6)(a) of the Companies Act arising from the conditional sale and purchase agreement dated 7 March 2022 entered into between Dr. Ng Chin Siau with GuGong Pte. Ltd. in relation to the proposed acquisition of 134,093,818 Shares. For the avoidance of doubt, the proposed transfer of the 134,093,818 Shares has not been completed as at the date of this announcement.
- (3) Mr. Lim Yong Sim (Lin Rongsen) is deemed to be interested in all the shares held through GuGong in the Company, by virtue of Section 7 of the Companies Act.
- (4) Assuming that the transfer of shares from GuGong to Dr. Ng Chin Siau has been completed on or before completion of the Proposed Share Transfer.

3. PRINCIPAL TERMS OF THE CONDITIONAL LOAN

As noted above, the Company and the Purchaser shall enter into the CLA upon completion of the Proposed Share Transfer. A summary of the key indicative terms of the Conditional Loan as at date of this announcement are as follows:

3.1 Loan Availability

The Lender shall make the Conditional Loan available by depositing the amount in an escrow account held by a third party escrow agent. Thereafter, the Conditional Loan may be disbursed from the escrow account to the Company in one or more tranches upon the delivery by the Company to the Lender of a drawdown request. Drawdown of the Conditional Loan shall be subject to the satisfaction or waiver of the conditions set out in paragraph 3.6 below.

3.2 Interest

The Conditional Loan shall be interest-free.

3.3 Security

The Conditional Loan shall be unsecured and shall rank *pari passu* with all other unsecured indebtedness of the Company.

3.4 Maturity Date:

The Conditional Loan shall be repayable in one (1) lump sum on the written demand of the Lender at any time after the date falling two (2) years after the Conditional Loan (or any part thereof) is first disbursed to the Company.

3.5 Use of Proceeds

The Conditional Loan shall be used to discharge the current liabilities of the Group and to assist in meeting the Group's working capital requirements.

3.6 Conditions to Drawdown

The first drawdown amount (depending on the requirements of the Company) of the Conditional Loan shall be subject to the satisfaction or waiver of, *inter alia*, the following conditions:

- (a) completion of the Proposed Share Transfer;
- (b) submission by the Company no later than four (4) weeks from the date of the CLA or such other period as may be mutually agreed in writing between the Company and the Lender, of an application to the SGX-ST for the resumption of the trading of the Shares on Catalist;
- (c) the Company having prepared and provided a 12-month consolidated cash flow forecast satisfactory to the Lender with a view to support the issuance of the audited financial statements of the Company for the financial year ending 30 September 2021 ("**FY2021 Financial Statements**") on a going concern basis and to ensure the adequacy of the funds required to meet its obligations, working capital and capital commitment needs;
- (d) as at the Drawdown Date,
 - (i) the Company not having breached any of the representations or warranties under the CLA;
 - (ii) all of the Company's representations and warranties under the CLA having been complied with and is not proven to be untrue or incorrect in any material respect;
 - (iii) the Group not having more than S\$4.5 million in total net liabilities, excluding any costs and expenses incurred in connection with the Proposed Share Transfer, the

CLA and the restructuring exercise undertaken by the Group; and

- (iv) there not having occurred any matter, fact or circumstance which would result in the Company's auditors issuing a disclaimer of opinion or qualified opinion with respect to the FY2021 Financial Statements.

Any subsequent drawdowns of the Conditional Loan shall be subject to the satisfaction or waiver of the conditions set out under paragraph 3.6(d).

The Company will announce further details on the terms and conditions of the CLA when it is entered into.

4. INFORMATION ON THE PURCHASER

The Purchaser is a Singaporean private investor.

As at the date of this announcement, the Purchaser and his associates do not directly or indirectly hold any shares in the share capital of the Company. The Purchaser has no connections, including business dealings or business relationships, with GuGong, the Company and their respective directors and substantial shareholders, other than through the Proposed Share Transfer and the Conditional Loan.

5. PROVISION OF LOAN AS AN INTERESTED PERSON TRANSACTION

The Purchaser would be a controlling shareholder of the Company upon completion of the Proposed Share Transfer. Accordingly, he will be regarded as an "interested person" in relation to the Company within the meaning of Chapter 9 of the Catalist Rules.

Pursuant to Rule 909 of the Catalist Rules, in the case of borrowing of funds from an interested person, the value of the transaction is the interest payable on the borrowing. As the Conditional Loan will be interest-free, the value of the transaction is nil. Accordingly, the Company is not required to seek shareholders' approval or announce the Conditional Loan pursuant to Rules 905 and 906 of the Catalist Rules.

However, in the interest of transparency, the Company is disclosing the Conditional Loan pursuant to Rule 703 read with paragraph 9 of Appendix 7A of the Catalist Rules. Save for the Conditional Loan, there are no other interested person transactions proposed to be entered into by the Company with the Purchaser or his associates for the current financial year commencing 1 October 2021 up to the date of this announcement.

6. SERVICE CONTRACTS

There are no proposed changes to the Board and no service contract is proposed to be entered into by the Company in connection with the Proposed Share Transfer or the Conditional Loan as at the date of this announcement. As at the date of this announcement, it is intended that Mr. Lim Yong Sim and Ms. Lim Lay Hoon will remain in their current positions after the Proposed Share Transfer and Conditional Loan.

7. INTERESTS OF DIRECTORS AND CONTROLLING SHAREHOLDERS

Save for GuGong, and Mr Lim Yong Sim and Ms Lim Lay Hoon in their capacity as controlling shareholders and directors of GuGong, none of the other Directors or, as far as the Directors are aware, substantial shareholders of the Company have any interest, direct or indirect, in the Proposed Share Transfer and the CLA, other than through their respective shareholdings in the Company.

The Company has also received separate written confirmations from each of GuGong, the

Purchaser and Dr. Ng (the “**Relevant Parties**”), confirming that, *inter alia*, (a) none of them are related to the other Relevant Parties or their respective associates and concert parties; (b) there is no form of inducement, assistance of future benefits of any kind to each of them if the proposed share transfers by GuGong to each of the Purchaser and Dr. Ng succeeds or fails (other than benefits generally available to all shareholders of the Company); (c) none of them have control over the investment and divestment decisions of the other Relevant Parties or their respective associates and concert parties; (d) each of them is financially independent from the other Relevant Parties and their respective associates and concert parties; and (e) there is no agreement or understanding (formal, informal or otherwise) between the Relevant Parties and their respective associates to cooperate to obtain or consolidate control over the Company.

8. COMPLIANCE WITH CATALIST RULE 1304(1) AND RULE 729

The Company, in compliance with Rules 1304(1) and 729 of the Catalist Rules, will detail its plans and milestones in its trading resumption proposal which will be submitted to SGX RegCo in due course upon the execution of the relevant agreements with investors.

The Company will make further announcements, in compliance with the requirements of the Catalist Rules, upon the execution of the CLA and/or when there are material developments in respect of the CLA or any other transaction contemplated under the CLA or disclosed in this announcement.

The shares in the Company have been suspended from trading on the Singapore Exchange Securities Trading Limited since 24 January 2022. Shareholders and potential investors of the Company are advised to read this announcement and any further announcements made by the Company carefully. Shareholders and potential investors of the Company are advised to refrain from taking any action with respect to their securities in the Company which may be prejudicial to their interests, and to exercise caution when dealing in the securities of the Company. Shareholders and potential investors of the Company should consult their stockbrokers, bank managers, solicitors or other professional advisers if they have any doubt about the actions they should take.

By Order of the Board

Lim Yong Sim (Lin Rongsen)
Executive Chairman and Chief Executive Officer
11 March 2022

*This announcement and its contents have been reviewed by the Company's sponsor, PrimePartners Corporate Finance Pte. Ltd. (the “**Sponsor**”). It has not been examined or approved by the Singapore Exchange Securities Trading Limited (the “**Exchange**”). The Exchange 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.*

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