

NO SIGNBOARD HOLDINGS LTD.
(Company Registration No. 201715253N)
(Incorporated in Singapore)

ISSUANCE OF SHARES PURSUANT TO THE IMPLEMENTATION AGREEMENT - RECEIPT OF LISTING AND QUOTATION NOTICE FROM THE SGX-REGCO

1. INTRODUCTION

The board of directors (the "**Board**" or the "**Directors**") of No Signboard Holdings Ltd. (the "**Company**", and together with its subsidiaries, the "**Group**") refers to the Company's announcement dated 25 May 2022, 1 July 2022, 19 June 2023, 19 July 2023 and 27 September 2023 (the "**Announcements**") and the Company's circular to Shareholders dated 8 November 2022 (the "**Circular**").

Unless otherwise indicated, capitalised terms used in this announcement have the same meaning as those defined in the Announcements and in the Circular.

2. RECEIPT OF LISTING AND QUOTATION NOTICE

2.1 As disclosed by the Company on 1 July 2022 and in the Circular, the Company had entered into the Implementation Agreement with the Investor, in relation to the Investor's investment of a sum of up to S\$5,000,000 into the Company comprising of (i) an initial amount of S\$500,000 by way of a subscription of new ordinary shares in the Company and (ii) the remaining S\$4,500,000 by way of a subscription of convertible redeemable preference shares (the "**Investment**"). In connection with the Investment, the Company had, through its Sponsor, made an application to the SGX-RegCo for the listing and quotation of the following:

- (a) 77,065,412 new Consolidated Shares pursuant to a consolidation of every six (6) existing shares in the capital of the Company held by shareholders as at the record date into one (1) consolidated share, ("**Proposed Shares Consolidation**"), fractional entitlements to be disregarded;
- (b) 231,200,000 new ordinary shares ("**Subscription Shares**") in the capital of the Company at the issue price of \$0.002 per share ("**Issue Price**") for each Subscription Shares, amounting to a consideration of S\$500,000 pursuant to the Implementation Agreement entered into between the Company and Gazelle Ventures Pte Ltd (the "**Investor**") on 30 June 2022; and
- (c) Up to 145,000,000 new ordinary shares ("**Conversion Shares**") in the capital of the Company at an issue price of \$0.031 per ordinary share to be allotted and issued pursuant to the conversion of the convertible redeemable preference shares ("**Proposed CRPS**"), amounting to a consideration of S\$4,500,000 pursuant to the Implementation Agreement.

2.2 On 12 March 2024, the Company has received the listing and quotation notice ("**LQN**") for the following from the SGX-ST, subject to the compliance with the Exchange's listing requirements:

- i) Consolidated Share;
- ii) Subscription Shares; and
- iii) Conversion Shares

- 2.3 Shareholders should note that the LQN is not an indication of the merits of the Proposed Shares Consolidation, the Consolidated Shares, the Implementation Agreement, the Subscription Shares, the Proposed CRPS, the Conversion Shares, the Company, its subsidiaries and their securities.
- 2.4 SGX-RegCo wishes to highlight that in the event the Company acquires any asset from the Investor and/or the Investor's related parties, the Exchange reserves the right to aggregate the acquisitions and the Implementation Agreement and deem the subsequent asset injections as a very substantial acquisition or reverse takeover under Catalist Rule 1015.

3. CAUTIONARY STATEMENT

Notwithstanding that 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 Teck-Ean
Executive Director and Interim Chief Executive Officer
12 March 2024

*This announcement has 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**") and 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.*

The contact person for the Sponsor is Mr. Shervyn Essex, 16 Collyer Quay, #10-00 Collyer Quay Centre, Singapore 049318, sponsorship@ppcf.com.sg.