

EMERGING TOWNS & CITIES SINGAPORE LTD.

(Incorporated in the Republic of Singapore)
(Company Registration No. 198003839Z)

CONVERSION OF CONVERTIBLE LOAN AND ISSUANCE OF CONVERSION SHARES

*Unless otherwise defined, capitalised terms used herein shall have the same meanings as defined in the Company's announcements dated 25 January 2017, 26 January 2017 and 20 April 2017 and the Company's circulars dated 3 February 2017, 28 February 2018, 28 June 2018, 8 April 2019, 25 August 2020, and 5 April 2023 in respect of, inter alia, the convertible loan agreement dated 25 January 2017 and entered into between Mr Luo Shandong ("Mr Luo") as lender and the Company as borrower, as supplemented and amended by the addendum deeds thereto (collectively, the "**Convertible Loan Agreement**").*

The Board of Directors (the "**Board**") of Emerging Towns & Cities Singapore Ltd. (the "**Company**", together with its subsidiaries, collectively the "**Group**") wishes to announce that the Company had on 25 May 2026, being the Maturity Date of the Convertible Loan Agreement, elected to convert the outstanding principal amount and interest accrued thereon under the Convertible Loan Agreement as at the Maturity Date of US\$12,985,797 (approximately S\$18,439,831) (the "**Outstanding Amount**"), into fully paid new ordinary shares (the "**Conversion Shares**") in the Company at the conversion price of S\$0.09 per Conversion Share, resulting in the allotment and issuance of 204,887,011 Conversion Shares (the "**New Shares**") to Mr Luo on 25 May 2026 (the "**Conversion Allotment**"). Pursuant to the Convertible Loan Agreement, the Company was, on the Maturity Date, required to either convert the Outstanding Amount into the Conversion Shares, or make full repayment of the Outstanding Amount in cash.

The New Shares will rank *pari passu* in all respects with the existing ordinary shares of the Company. Following the allotment and issuance of the New Shares, the total number of issued and paid-up ordinary shares of the Company has increased from 1,950,342,934 to 2,155,229,945 ordinary shares.

Notwithstanding the allotment and issuance of the New Shares, the SGX Regco has, on 25 May 2026, informed the Company through the Sponsor that pursuant to Rule 863 of the Catalist Rules, the SGX Regco may, in its absolute discretion, impose conditions on the listing of the securities, or delay or refuse the listing. The Company will make further announcements in relation to the date of the listing and quotation of the New Shares.

In connection with the Company's resumption of trading in 2018, the Company had on 28 June 2018 submitted the following undertakings (the "**Undertakings**") to the Sponsor:

- (a) an undertaking to procure third parties who are independent of Mr Luo and his concert parties to take over Mr Luo's Shares as and when he exercises the Conversion Right; and
- (b) an undertaking that in the event the Company is not able to procure any such third parties as and when Mr Luo exercises the Conversion Right, the Company is to redeem a portion of the Convertible Loan Agreement in cash such that at any point in time, Mr Luo will not hold more than 10% of the enlarged share capital of the Company or will not become the single largest shareholder of the Company.

As the Undertakings relate to the scenario where Mr Luo exercises his Conversion Right, in light of the above Conversion Allotment (where the conversion was elected by the Company on Maturity Date), the Undertakings have lapsed.

Shareholders and potential investors are advised to read this announcement and any further announcements by the Company carefully. Shareholders and potential investors are advised to exercise caution when dealing in the shares of the Company. Shareholders and potential investors should consult their stockbrokers, bank managers, solicitors, accountants or other professional advisers if they have any doubt about the actions they should take.

BY ORDER OF THE BOARD

Joseph Lim
Executive Director and Chief Executive Officer

25 May 2026

This announcement has been reviewed by the Company's Sponsor, RHT Capital 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 document, including the correctness of any of the statements or opinions made or reports contained in this document.

The contact person for the Sponsor is Mr. Joseph Au at 36 Robinson Road, #10-06 City House, Singapore 068877, Email: sponsor@rhtqoc.com.