

Incredible

Incredible Holdings Ltd.

(Incorporated in the Republic of Singapore)
(Company Registration Number 199906220H)

PROPOSED PLACEMENT EXERCISE – ENTRY INTO PLACEMENT AGREEMENTS

1. Introduction

1.1 The Board of Directors (the “**Board**”) of Incredible Holdings Ltd. (the “**Company**” and together with its subsidiaries, the “**Group**”) wishes to announce that the Company has on 6 May 2022 entered into 3 conditional placement agreements (the “**Placement Agreements**”) with Mission Well Limited (“**Mission Well**”) (the “**Mission Well Placement Agreement**”), Ms Zhou Qilin (“**Ms Zhou**”) (the “**ZQL Placement Agreement**”) and Ms Zheng Zeli (“**Ms Zheng**”) (the “**ZZL Placement Agreement**”) (each a “**Subscriber**”, collectively, the “**Subscribers**”) in relation to, *inter alia*:

- (a) a proposed allotment and issuance of an aggregate of 12,619,006,855 new ordinary shares in the Company (the “**Subscription Shares**”) to Mission Well at a subscription price of S\$0.0011 per Subscription Share (the “**Proposed Mission Well Placement**”);
- (b) a proposed issuance of 18,928,510,282 free Warrants (the “**Warrants**”), on the basis of 15 free Warrants on every 10 Subscription Shares, to Mission Well, each Warrant shall grant the holder thereof the right to subscribe for one new ordinary share in the Company (the “**Exercised Share**”) at an exercise price of S\$0.0011 for each Exercised Share (the “**Exercise Price**”);
- (c) a proposed allotment and issuance of an aggregate of 636,363,636 Subscription Shares to Ms Zhou at a subscription price of S\$0.0011 per Subscription Share (the “**Proposed ZQL Placement**”);
- (d) a proposed issuance of 954,545,454 free Warrants, on the basis of 15 free Warrants on every 10 Subscription Shares to Ms Zhou, each Warrant shall grant the holder thereof the right to subscribe for one Exercised Share at the Exercise Price for each Exercised Share;
- (e) a proposed allotment and issuance of an aggregate of 836,363,636 Subscription Shares to Ms Zheng at a subscription price of S\$0.0011 per Subscription Share (“**Proposed ZZL Placement**”); and
- (f) a proposed issuance of 1,254,545,454 free Warrants, on the basis of 15 free Warrants on every 10 Subscription Shares to Ms Zheng, each Warrant shall grant the holder thereof the right to subscribe for one Exercised Share at the Exercise Price for each Exercised Share;

(the “**Proposed Placement Exercise**”).

1.2 The Proposed Placement Exercise is undertaken pursuant to Section 272B of the Securities and Futures Act 2001 of Singapore (the “**SFA**”). The Subscription Shares and the Warrants have been offered solely and sold to the Subscribers under Section 272B of the SFA and no prospectus or offer information statement in connection with the offer and sale of the Subscription Shares and the Warrants will be registered in Singapore with the Monetary Authority of Singapore under the SFA.

- 1.3 The Proposed Mission Well Placement is an “interested person transaction” under Chapter 9 of the Catalist Rules which value is more than 5% of the Group’s latest audited net tangible assets (“**NTA**”) and Mission Well is a controlling shareholder and a corporation in whose shares, Christian Kwok-Leun Yau Heilesen (“**Mr Heilesen**”), the executive director of the Company, has an aggregate interest of at least 10%. Accordingly, the Proposed Mission Well Placement is conditional upon approval by shareholders of the Company (“**Shareholders**”) in a general meeting of (a) the ordinary resolution in relation to the Proposed Mission Well Placement under Rule 812 of the Catalist Rules and (b) the ordinary resolution in relation to the Proposed Mission Well Placement as an interested person transaction under Rule 906(1)(a) of the Catalist Rules. Mission Well and its associates will abstain from voting on the ordinary resolutions in relation to the Proposed Mission Well Placement and has undertaken to ensure that its associates will abstain from voting on the ordinary resolution in relation to the Proposed Mission Well Placement in accordance with Catalist Rules 812(2) and 919.
- 1.4 Ms Zhou is a substantial shareholder of the Company. She is an independent third party and is not related to any of the directors or substantial shareholders of the Company. Accordingly, the Proposed ZQL Placement is conditional upon approval by Shareholders in a general meeting of the ordinary resolution in relation to the Proposed ZQL Placement under Rule 812 of the Catalist Rules. Ms Zhou and her associates will abstain from voting on the ordinary resolution in relation to the Proposed ZQL Placement.
- 1.5 No lead manager, co-manager, placement agent or underwriter has been appointed and no commission is payable to any lead manager, co-manager, placement agent or underwriter in connection with the Proposed Placement Exercise.
- 1.6 The Company has 2,693,670,727 2021 Warrants outstanding as at the date of this announcement. The Company will make the necessary adjustments to the outstanding 2,693,670,727 2021 Warrants in accordance with the 2021 Warrants Deed Poll, if any.

2. Information on the Introducer and the Subscribers

2.1 Information on the Introducer of Subscribers

Mr Heilesen, the executive director of the Company introduced the Subscribers to the Company. No introducer fees are payable to Mr Heilesen in connection with the Proposed Placement Exercise.

2.2 Information on the Subscriber, Mission Well

Mission Well is (a) a controlling shareholder of the Company holding 1,709,659,281 ordinary shares, representing a direct interest of 57.11% in the share capital of the Company as at the date of this announcement; and (b) an associate of the executive director of the Company, Mr Heilesen, who is the sole shareholder and director of Mission Well. Mr Heilesen holds indirectly, 1,770,461,781 shares in the Company, representing approximately 59.14% of the issued share capital of the Company as at the date of this announcement.

Mission Well is a promissory note holder of the Company of an aggregate principal amount of HK\$89,800,000 (equivalent to S\$15.6 million) Mission Well is subscribing for the Subscription Shares for investment purposes and Mission Well has expressed that it would like to participate in the growth of the Company through the subscription of the Subscription Shares. To the best of its knowledge, information and belief, the Company is not aware of any material fact or matter or circumstance in connection with the allotment and/or issuance of Subscription Shares, Warrants and Exercised Shares to Mission Well which would give rise to a material conflict of interest.

2.3 Information on the Subscriber, Ms Zhou

Ms Zhou Qilin, is an individual currently residing in the People's Republic of China. She is a substantial shareholder of the Company holding 207,854,251 ordinary shares, representing a direct interest of 6.94% in share capital of the Company as at the date of this announcement.

Ms Zhou is subscribing for the Subscription Shares for investment purposes and Ms Zhou has expressed that she would like to participate in the growth of the Company through the subscription of the Subscription Shares. To the best of its knowledge, information and belief, the Company is not aware of any material fact or matter or circumstance in connection with the allotment and/or issuance of Subscription Shares, Warrants and Exercised Shares to Ms Zhou which would give rise to a material conflict of interest. For the avoidance of doubt, Ms Zhou will not be appointed as a director of the Company or be involved in the day-to-day operations of the Company and the Group.

2.4 Information on the Subscriber, Ms Zheng

Ms Zheng Ze Li, is an individual currently residing in Hong Kong and is a private investor. She is an independent third party and is not related to any of the directors or substantial shareholders of the Company.

Ms Zheng is a promissory note holder of the Company of an aggregate principal amount of S\$3.1 million. Ms Zheng is subscribing for the Subscription Shares for investment purposes and Ms Zheng has expressed that she would like to participate in the growth of the Company through the subscription of the Subscription Shares. To the best of its knowledge, information and belief, the Company is not aware of any material fact or matter or circumstance in connection with the allotment and/or issuance of Subscription Shares, Warrants and Exercised Shares to Ms Zheng which would give rise to a material conflict of interest. For the avoidance of doubt, Ms Zheng will not be appointed as a director of the Company or be involved in the day-to-day operations of the Company and the Group.

As at the date of this announcement, Ms Zheng does not hold any ordinary shares in the share capital of the Company.

2.5 Representations from the Mission Well

Mission Well has represented that:

- (a) Mission Well is not formed primarily for the purpose of acquiring the Subscription Shares.
- (b) Mission Well is not acquiring the Subscription Shares as trustee to beneficiaries of a trust nor is Mission Well acting on behalf of another person (whether as an agent or otherwise) in connection with its acquisition of the Subscription Shares.
- (c) Mission Well is subscribing for the Subscription Shares for investment purposes and not subscribing for the Subscription Shares with a view to subsequently offer the Subscription Shares for sale to another person, other than in reliance on an exemption under the SFA.
- (d) Mission Well will do all acts and things as may be required in order to comply with Section 272B of the SFA.

Each of Ms Zhou and Ms Zheng has represented that:

- (a) Each of Ms Zhou and Ms Zheng is not acquiring the Subscription Shares as trustee to beneficiaries of a trust nor is the Subscriber acting on behalf of another person (whether as an agent or otherwise) in connection with its acquisition of the Subscription Shares.

- (b) Each of Ms Zhou and Ms Zheng is subscribing for the Subscription Shares for investment purposes and not subscribing for the Subscription Shares with a view to subsequently offer the Subscription Shares for sale to another person, other than in reliance on an exemption under the SFA.
- (c) Each of Ms Zhou and Ms Zheng will do all acts and things as may be required in order to comply with Section 272B of the SFA.
- (d) Saved as disclosed in **Paragraph 2**, as at the date of the respective Placement Agreements, each of Ms Zhou and Ms Zheng, together with persons acting in concert with each of them, do not hold any shares which carry voting rights of the Company.
- (e) Each of Ms Zhou and Ms Zheng will not, as a result of the allotment and issue of the Subscription Shares to each of the Subscribers, acquire shares which (taken together with shares held or acquired by persons acting in concert with her) carry 30% or more of the voting rights of the Company.
- (f) Each of Ms Zhou and Ms Zheng is not acting in concert with any director or shareholder of the Company.
- (g) Each of Ms Zhou and Ms Zheng will not, as a result of the allotment and issue of the Subscription Shares, Warrants and Exercised Shares to each of Ms Zhou and Ms Zheng, acquire a controlling interest under the Catalist Rules.
- (h) Save as disclosed in **Paragraph 2** above, each of Ms Zhou and Ms Zheng has no connections (including business and financial relationships) with the Company, its directors and substantial shareholders.
- (i) Each of Ms Zhou and Ms Zheng is not acting in accordance with the instructions or direction of any director or shareholder of the Company, nor is each of the Subscribers under any obligation to act in accordance with the instructions or direction of any director or shareholder of the Company.

Ms Zhou has represented that she is not an immediate family member of a director.

Additionally, Ms Zheng has represented that:

Ms Zheng is not (i) a director or a substantial shareholder of the Company; (ii) an immediate family member of a directors or a substantial shareholder of the Company; and (iii) a substantial shareholder of a substantial shareholder (being a company) of the Company.

3. Rationale for the Proposed Placement Exercise

The Company is undertaking the Proposed Placement Exercise to repay promissory notes issued which would significantly lower the liabilities of the Group and would also reduce the financing cost of the Company in terms of repayment of promissory notes issued. The Proposed Placement Exercise also provides an opportunity for the Subscribers to participate in the equity of the Group. In addition, in view of the existing working capital requirements of the Company, the Company is undertaking the Proposed Placement Exercise to fund mergers and acquisitions to be undertaken by the Group and to provide additional general working capital to the Group from the gross proceeds arising from the exercise of Warrants.

4. The Proposed Placement Exercise

4.1 Key Terms of the Issuance of the Subscription Shares

Number of Subscription Shares : 14,091,734,127 Subscription Shares

14,091,734,127 Subscription Shares represents:

- (a) approximately 470.74% of existing total issued share capital of the Company (excluding treasury shares and subsidiary holdings) comprising 2,993,532,545 ordinary shares; and
- (b) approximately 82.48% of the enlarged total issued share capital of the Company (excluding treasury shares and subsidiary holdings) comprising 17,085,266,672 ordinary shares after the allotment and issue of 14,091,734,127 Subscription Shares (excluding the 14,091,734,127 Exercised Shares).

Subscription Price : S\$0.0011

The Subscription Price of S\$0.0011 per Subscription Share represents a premium of approximately 10.0% to the weighted average price of S\$0.001 for trades done on the SGX-ST for the full market day on 29 April 2022, being the last market day on which the shares of the Company were traded, prior to the signing of the Placement Agreements on 6 May 2022.

The aggregate total subscription amount to be paid by the Subscribers for the 14,091,734,127 Subscription Shares is S\$15,500,907. The subscription price for the 14,091,734,127 Subscription Shares was arrived at arm's length and on a willing-buyer-willing-seller basis, after taking into account, *inter alia*, the weighted average price of S\$0.001 for trades done on the SGX-ST on 29 April 2022, being the last market day on which the shares of the Company were traded, prior to the signing of the Placement Agreements on 6 May 2022.

Taking into account the Exercise Price of the Warrants as further detailed below under "Exercise Price" in **Paragraph 4.2**, the effective price of the Subscription Shares is S\$0.0011 which represents an premium of approximately 10.0% to the weighted average price of S\$0.001 for trades done on the SGX-ST for the full market day on 29 April 2022, being the last market day on which the shares of the Company were traded, prior to the signing of the Placement Agreements on 6 May 2022.

Authority to Allot and Issue the Subscription Shares : The Company will be seeking specific approval from its shareholders for the issue of 14,091,734,127 Subscription Shares to Mission Well, Ms Zhou and Ms Zheng.

4.2 Principal Terms and Conditions of the Warrants

Issuer : Incredible Holdings Ltd.

- Number of Warrants : The Company will issue 21,137,601,190 Warrants.
- Form and Subscription Right : The Warrants shall be issued in accordance with the terms and conditions of the Placement Agreements and a deed poll ("**Deed Poll**"). The Warrants when issued (a) shall rank *pari passu* in all respects with all other existing warrants in the Company, and without any preference or priority among themselves and among the then existing warrants, save as may otherwise be provided in the terms and conditions of the Warrants and the Deed Poll, and (b) shall be subject to the moratorium set out in **Paragraph 5.4** below.

Each Warrant shall grant the registered holder of the Warrants (the "**Warrantholder**") the right to subscribe for one (1) Exercised Share at the Exercise Price at any time during the Exercise Period subject to the terms and conditions of the Warrants in the Deed Poll.

- Number of Exercised Shares : Assuming there are no adjustments to the number of Warrants, the Company will issue 21,137,601,190 Exercised Shares upon exercise of all of the Warrants, subject to the condition that the issue of 21,137,601,190 Exercised Shares (or any part thereof) would not cause the public float (as defined under the Catalist Rules) of the Company to fall below 10% of the total number of issued shares (excluding convertible equity securities and treasury shares) at the time of the issuance of the 21,137,601,190 Exercised Shares (or any part thereof).

The 21,137,601,190 Exercised Shares represents:

- (a) approximately 706.11% of the existing total issued share capital of the Company (excluding treasury shares and subsidiary holdings) comprising 2,993,532,545 ordinary shares; and
- (b) approximately, 87.59% of the enlarged total issued share capital of the Company (excluding treasury shares and subsidiary holdings) comprising 24,131,133,735 ordinary shares after the allotment and issue of the 21,137,601,190 Exercised Shares.

The 14,091,734,127 Subscription Shares and 21,137,601,190 Exercised Shares represent:

- (a) approximately 1,176.85% of the existing total issued share capital of the Company (excluding treasury shares and subsidiary holdings) comprising 2,993,532,545 ordinary shares; and
- (b) approximately, 92.17% of the enlarged total issued share capital of the Company (excluding treasury shares and subsidiary holdings) comprising 38,222,867,862 ordinary shares after the allotment and issue of the 14,091,734,127 Subscription Shares and 21,137,601,190 Exercised Shares.

Status of Exercised Shares	: The Exercised Shares shall be allotted and issued in accordance with the terms and conditions of the Placement Agreements and the Deed Poll. The Exercised Shares when allotted and issued (a) will be free from Encumbrances, and (b) shall rank <i>pari passu</i> in all respects with the then existing ordinary shares in the Company, except that they will not rank for any dividends, rights, allotments or other distributions the record date for which falls before the date of allotment and issue of the Exercised Shares, and (c) shall be subject to the moratorium set out in Paragraph 5.4 below.
Listing and Trading of the Warrants and the Exercised Shares	: The Warrants will not be listed and quoted on the Catalist Board of the SGX-ST. The Company will be making an application to the SGX-ST through its sponsor, Hong Leong Finance Limited, for the listing and quotation of the Exercised Shares on the Catalist Board of the SGX-ST.
Exercise Price	: S\$0.0011 The Exercise Price of S\$0.0011 represents a premium of 10.0% to the weighted average price of S\$0.001 for trades done on the SGX-ST for the full market day on 29 April 2022, being the last full market day on which the shares of the Company were traded, prior to the signing of the Placement Agreements on 6 May 2022. The aggregate Exercise Price to be paid for the exercise of 21,137,601,190 Warrants into 21,137,601,190 Exercised Shares is S\$23,251,361. The exercise price for the 17,000,491 Exercised Shares was arrived at arm's length and on a willing-buyer-willing-seller basis, after taking into account, <i>inter alia</i>, the weighted average price of S\$0.001 for trades done on the SGX-ST on 29 April 2022, being the last market day on which the shares of the Company were traded, prior to the signing of the Placement Agreements on 6 May 2022.
Exercise Period	: The Warrants to be issued may be exercised during the period commencing on the date of issue of the Warrants and expiring at 5.00 p.m. on the business day preceding the fifth (5th) anniversary of the date of issue of the Warrants, provided that if such date falls on a day on which the warrant register is closed, then the day immediately preceding such date (as the case may be) shall be the expiration date (the "Exercise Period"). At the expiry of the Exercise Period, any Warrants which have not been exercised shall lapse and cease to be valid for any purpose. The Company shall, not later than one (1) month before the last day of the Exercise Period, give notice of the expiration date to the Warrantheolders in accordance with the terms and conditions of the Warrants set out in the Deed Poll. In particular, the Company shall take reasonable steps to notify the Warrantheolders in writing of the expiration date and such notice shall be delivered by post to the addresses of the Warrantheolders as recorded in register of Warrantheolders.

Adjustments : The number of Warrants and/or the Exercise Price are subject to adjustments under certain circumstances in accordance with the terms and conditions of the Warrants in the Deed Poll.

Any additional Warrants issued pursuant to such adjustments shall rank *pari passu* in all respects with the then existing warrants and without any preference or priority among themselves and among the then existing warrants, save as may otherwise be provided in the Deed Poll.

For the avoidance of doubt, except where the adjustments are made pursuant to the Deed Poll constituting the Warrants, the Company shall not change the Exercise Price and exercise ratio of the Warrants, extend the Exercise Period of an existing Warrant or issue a new warrant to replace an existing Warrant.

Modifications of the Rights of the Warrantholders : Subject only to the power of the Company to amend the Deed Poll in accordance with the terms and conditions of the Deed Poll, any modification to the Deed Poll may be effected only by deed, executed by the Company and expressed to be supplemental, and only if it shall first have been sanctioned by an extraordinary resolution of the Warrantholders.

The Company may, without the consent of the holders of the Warrants but in accordance with the terms and conditions of the Warrants in the Deed Poll, effect:

- (a) any modification to the Warrants, the warrant agency agreement or the Deed Poll which, in its opinion, is not materially prejudicial to the interests of the holders of the Warrants;
- (b) any modification to the Warrants, the warrant agency agreement or the Deed Poll which, in its opinion, is of a formal, technical or minor nature or to correct a manifest error or to comply with mandatory provisions of Singapore law; and/or
- (c) any modification to the Warrants or the Deed Poll which, in its opinion, is to vary or replace provisions relating to the transfer or exercise of the Warrants, including the issue of Exercised Shares upon exercise of the Warrants or meetings of the holders of the Warrants in order to facilitate trading in or the exercise of the Warrants.

Any such modification shall be binding on the holders of the Warrants and shall be notified to the holders of the Warrants in accordance with the terms and conditions of the Warrants in the Deed Poll as soon as practicable thereafter.

Notwithstanding any other provisions as set out in the Deed Poll, any material alteration to the terms and conditions of the Warrants in the Deed Poll after the issue of the Warrants to the advantage of the holders of the Warrants and prejudicial to the shareholders of the Company must be approved by shareholders of the Company in general meeting, except where the alterations are made pursuant to the terms and conditions of the Warrants in the Deed Poll.

Save as provided by the terms and conditions of the Warrants in the Deed Poll, the Company shall not extend the Exercise Period, create and issue new warrants to replace the Warrants, change the Exercise Price or change the exercise ratio of the Warrants.

Winding Up

: If a resolution is passed for a members' voluntary winding up of the Company, then:

- (a) if such winding-up is for the purpose of reconstruction or amalgamation pursuant to a scheme of arrangement to which the Warrantholders, or some person designated by them for such purpose by extraordinary resolution at a meeting of the Warrantholders, the terms of such scheme of arrangement shall be binding on the Warrantholders and all persons having an interest in the Warrants; and
- (b) in any other case, every holder of the Warrants shall be entitled, subject to the terms and conditions of the Warrants in the Deed Poll, within two weeks after the passing of such resolution for a members' voluntary winding-up of the Company, by irrevocable surrender of his warrant certificate(s) to the Company with the exercise notice(s) duly completed, together with payment of the full amount of the aggregate Exercise Price in respect of the Warrants specified in the exercise notice(s), to elect to be treated as if he had immediately prior to the commencement of such winding-up exercised the Warrants to the extent specified in the exercise notice(s) and had on such date been the holder of the Exercised Shares to which he would have become entitled pursuant to such exercise and the liquidator of the Company shall, if permitted by law, give effect to such election accordingly. The Company shall give notice to the holders of the Warrants in accordance with the terms and conditions of the Warrants in the Deed Poll of the passing of any such resolution within seven market days after the passing thereof

Subject to the foregoing, if the Company is wound-up for any other reason, all Warrants which have not been exercised at the date of the passing of such resolution in relation to the winding-up of the Company, shall lapse and the Warrants shall cease to be valid for any purpose.

Further Issues

: Subject to the terms and conditions of the Warrants as set out in the Deed Poll, the Company shall be at liberty to issue shares to members either for cash or as a bonus distribution and to issue further subscription rights, upon such terms and conditions as the Company sees fit but the Warrantholders shall not have any participation rights in such issue unless otherwise resolved by the Company in general meeting or in the event of a takeover offer to acquire shares in the share capital of the Company.

Transferability	: Subject to applicable laws and regulations and the terms and conditions of the Warrants in the Deed Poll and the moratorium set out in Paragraph 5.4 below, the Warrants shall be transferrable in lots entitling a holder thereof to subscribe for whole numbers of Exercised Shares and so that no person shall be recognized by the Company as having title to Warrants granting the Warrantholder the right to subscribe for a fractional part of an Exercised Share or otherwise than as the sole or joint holder of the entirety of such Exercised Share.
Authority to Allot and Issue the Exercised Shares	: The Company will be seeking specific approval from its shareholders for the issue of 21,137,601,190 Exercised Shares.
Governing Law	: The Warrants will be governed by, and construed in accordance with, the laws of Singapore.

4.3 Intended Use of Net Proceeds

The gross proceeds from the Subscription Shares of S\$15,500,907 less the cost and expenses incurred or to be incurred in connection with the Proposed Placement Exercise of approximately S\$50,000 amounts to approximately S\$15,450,907 (the **"Subscription Shares Net Proceeds"**). The Company intends to use the Subscription Shares Net Proceeds to be raised by the Company from the Proposed Placement Exercise as follows:

Intended Use of Net Proceeds	Allocation of Net Proceeds	
	(S\$)	(%)
Repayment of promissory notes held by Mission Well	13,830,907	89.52%
Repayment of promissory notes held by Ms Zheng	1,620,000	10.48%
Total	15,450,907	100%

As disclosed in **Paragraph 3** above, the Company is undertaking the Proposed Placement Exercise for, *inter alia*, repayment of promissory notes issued which would significantly lower the liabilities of the Group and would also reduce the financing cost of the Company in terms of repayment of promissory notes issued.

The gross proceeds from the exercise of Warrants of up to S\$23,251,361 (assuming that there are no adjustments to the number of Warrants and the Exercise Price and assuming that all of the Warrants are exercised) less the cost and expenses incurred or to be incurred in connection with the Proposed Placement Exercise of approximately S\$50,000 amounts to approximately S\$23,201,361 (the **"Warrants Net Proceeds"**). The Company intends to use the Warrants Net Proceeds to be raised by the Company from the Proposed Placement Exercise as follows:

Intended Use of Net Proceeds	Allocation of Net Proceeds	
	(S\$)	(%)
To fund mergers and acquisitions	11,600,680	50%
General working capital	11,600,680	50%
Total	23,201,361	100%

Shareholders should note that the table above represents reasonable estimates of the allocation of the Subscription Shares Net Proceeds and the Warrants Net Proceeds (collectively known as the “**Net Proceeds**”) to be raised by the Company from the Proposed Placement Exercise based on its current plans and reasonable estimates regarding its anticipated expenditures. Actual expenditures may vary from these estimates and the Company may find it necessary or advisable to re-allocate the Net Proceeds within the intended uses described above or to use portions of the Net Proceeds for other purposes. In the event that any part of the Company’s intended uses described above does not materialise or proceed, and the Net Proceeds allocated is not used, directors of the Company will carefully evaluate the situation and may reallocate such funds to other purposes and/or hold such funds on short-term deposits for so long as directors of the Company deem it to be in the interests of the Company and its shareholders, taken as a whole. Where there is any material deviation of the Net Proceeds from the Company’s intended uses described above, the Company will announce the reasons for such deviation on the SGX-ST’s website at <http://www.sgx.com>.

The Company will make immediate announcements on the use of the Net Proceeds from the Proposed Placement Exercise as and when the funds are materially disbursed and whether such use is in accordance with the Company’s intended uses described above and in accordance with the Company’s estimated allocation described above. Where Net Proceeds from the Proposed Placement Exercise are used for general working capital purposes, the Company will disclose a breakdown with specific details on the use of the Net Proceeds from the Proposed Placement Exercise for general working capital purposes. The Company will provide a status report on the use of the Net Proceeds from the Proposed Placement Exercise in the Company’s interim and full year financial statements and annual reports. Pending the deployment of the Net Proceeds from the Proposed Placement Exercise, the funds will be placed in short-term deposits and/or used to invest in short-term money market instruments as directors of the Company may, in their absolute discretion, deem appropriate.

4.4 Cash raised by the Company from the issue of securities in the past 24 months

The Company had on 3 February 2021 announced that 2,693,670,727 rights shares and 2,693,670,727 2021 Warrants had been allotted and issued by the Company on 2 February 2021 pursuant to the 2021 Rights cum Warrants Issue.

Pursuant to the 2021 Rights cum Warrants Issue, the Company raised net proceeds of approximately S\$5,673,541.45 which for the avoidance of doubt, excluded the subscription amount of approximately S\$9.4 million of the 2021 Rights Shares subscribed by Mission Well Limited and Go Best Holdings Limited which was set-off against an equivalent amount of the principal amount outstanding loan due and owing by the Company to Mission Well Limited under the Mission Well Loan Agreement and Go Best Holdings Limited under the Go Best Loan Agreement. Shareholders are advised to refer to the full text of the announcement made by the Company on 22 September 2020, which is available on SGXNet, for further details.

As at the date of this announcement, the Company has utilised the net proceeds raised from the 2021 Rights cum Warrants Issue as set out in the table below.

	Allocated	Re-allocated ⁽¹⁾	Utilised	Balance
Intended Use of Net Proceeds	(S\$'000)	(S\$'000)	(S\$'000)	(S\$'000)
Funding for the financing businesses	567	(567)	-	-
Possible new acquisitions	567	-	(300)	267
Expansion of the luxury goods business	2,837	867	(3,704)	-
General corporate and working capital purposes	1,702	(300)	(1,402)	-

	Allocated	Re-allocated ⁽¹⁾	Utilised	Balance
Intended Use of Net Proceeds	(S\$'000)	(S\$'000)	(S\$'000)	(S\$'000)
Total	5,673	-	(5,406)	267

Notes:

- (1) Please refer to the announcement dated 21 June 2021 titled "Re-Allocation of Use of Proceeds of The Rights cum Warrants Completed in February 2021" for further details.

The use of Net Proceeds described in the table above is in accordance with the Company's intended use of net proceeds described in the Company's offer information statement dated 8 January 2021.

4.5 Listing and Quotation Notice

The Proposed Placement Exercise is conditional upon, *inter alia*, the Company obtaining the listing and quotation notice from the SGX-ST for the listing and quotation of the Subscription Shares and Exercised Shares.

The Company will be making an application to the SGX-ST through its sponsor, Hong Leong Finance Limited, for the listing and quotation of 14,091,734,127 Subscription Shares and 21,137,601,190 Exercised Shares on the Catalist Board of the SGX-ST and will make the necessary announcement upon receipt of the listing and quotation notice in respect of 14,091,734,127 Subscription Shares and 21,137,601,190 Exercised Shares from the SGX-ST.

5. The Placement Agreements

5.1 Completion Dates

"**Completion Date**" means the date falling 14 business days after the fulfilment or waiver (if capable of waiver) of all the conditions precedent set out in **Paragraph 5.2** below (other than conditions precedent to be fulfilled on the Completion Date), or such other date as the parties may agree in writing.

5.2 Conditions Precedents

The obligations of the parties under the Placement Agreements are conditional upon, and completion shall not take place until, all the following conditions precedent have been fulfilled (save for conditions precedent to be fulfilled or waived (if capable of waiver) on the Completion Date):

- (a) the Company obtaining such approval(s) from its board of directors and/or the shareholders of the Company in connection with the Placement Agreements and the transactions contemplated therein as may be necessary, including but not limited to:
 - (i) the allotment and issue of the Subscription Shares, Warrants and Exercised Shares to Mission Well, Ms Zhou and Ms Zheng;
 - (ii) the issue of new share certificate(s) in respect of the Subscription Shares and Exercised Shares to be allotted and issued to each of the Subscribers;
 - (iii) the issue of warrant certificate(s) in respect of the Warrants to be issued to each of the Subscribers; and
 - (iv) the lodgement of the required statutory returns with the relevant regulatory authority,

and such approval(s) not having been amended or revoked before the Completion Date;

- (b) the Company obtaining the listing and quotation notice from the SGX-ST for the listing and quotation of the Subscription Shares and the Exercised Shares, and the listing and quotation notice not having been amended or revoked before the Completion Date, and if the listing and quotation notice is subject to conditions, such conditions being fulfilled on or before the Completion Date;
- (c) each of the Subscribers complying with the applicable requirements under the Companies Act 1967 of Singapore (the “**Companies Act**”), the SFA, the Singapore Code on Take-overs and Mergers (the “**Code**”), the Catalist Rules and applicable laws (to the extent that such laws relates to or affects the subscription);
- (d) there is no breach by each of the Subscribers of their representations, warranties and undertakings contained in the respective Placement Agreements;
- (e) each of the representations, warranties and undertakings remaining true and accurate in all material respects as at the respective Completion Dates (by reference to the facts and circumstances then subsisting) with the same force and effect as if repeated on the respective Completion Dates; and
- (f) all necessary consents, approvals and waivers where required for the transactions contemplated under the respective Placement Agreements (including third party, governmental and regulatory consents, approvals and waivers) having been obtained by the parties, and such consents, approvals and waivers not having been amended or revoked before the respective Completion Dates, and if any such consents, approvals or waivers are subject to conditions, such conditions being fulfilled on or before the respective Completion Dates.

The obligations of Mission Well under the Mission Well Placement Agreement is additionally conditional upon, and completion shall not take place until the following condition precedent has been fulfilled (save for conditions precedent to be fulfilled or waived (if capable of waiver) on the Completion Date):

- (a) the Company having obtained approvals from its shareholders at an extraordinary general meeting of the Company to be convened in connection with the Proposed Mission Well Placement (a) pursuant to Rule 812(1) read with Rule 812(2) of the Catalist Rules and (2) as an interested person transaction under Chapter 9 of the Catalist Rules, and such approval not having been amended or revoked before the Completion Date;
- (b) the Company obtaining such approval(s) from its board of directors and/or the shareholders of the Company in connection with the ZQL Placement Agreement and ZZL Placement Agreement and the transactions contemplated therein and such approval(s) not having been amended or revoked before the Completion Date.

The obligations of Ms Zhou under the ZQL Placement Agreement is additionally conditional upon, and completion shall not take place until the following condition precedent has been fulfilled (save for conditions precedent to be fulfilled or waived (if capable of waiver) on the Completion Date):

- (a) the Company having obtained approvals from its shareholders at an extraordinary general meeting of the Company to be convened in connection with the Proposed ZQL Placement pursuant to Rule 812(1) read with Rule 812(2) of the Catalist Rules, and such approval not having been amended or revoked before the Completion Date;
- (b) the Company obtaining such approval(s) from its board of directors and/or the shareholders of the Company in connection with the Mission Well Placement Agreement and ZZL Placement Agreement and the transactions contemplated therein and such approval(s) not having been amended or revoked before the Completion Date.

The obligations of Ms Zheng under the ZZL Placement Agreement is additionally conditional upon, and completion shall not take place until the following condition precedent has been fulfilled (save for conditions precedent to be fulfilled or waived (if capable of waiver) on the Completion Date):

- (a) the Company obtaining such approval(s) from its board of directors and/or the shareholders of the Company in connection with the Mission Well Placement Agreement and ZQL Placement Agreement and the transactions contemplated therein and such approval(s) not having been amended or revoked before the Completion Date.

5.3 Long Stop Date

If any of the conditions precedent, as may be applicable, set out in **Paragraph 5.2** above is not fulfilled on or before 5.00 p.m. on the date falling within three (3) months from the date of the respective Placement Agreements, or such other later date as the Parties may agree in writing, and such non-fulfilment is not waived by the party who has the benefit of such condition precedent, the Placement Agreements shall lapse and no party shall have any claim against the other party under the respective Placement Agreements, save for any claim arising from antecedent breaches of the respective Placement Agreements.

5.4 Moratorium

In respect of the Subscription Shares, Warrants and Exercised Shares (the “**Relevant Company Securities**”), the Subscribers hereby undertakes not to:

- (a) offer, assign, pledge, sell, contract to sell, sell any option or contract to purchase, purchase any option or contract to sell, grant any option, right or warrant to purchase, lend, hypothecate, grant security over, encumber or otherwise transfer or dispose of, any of the Relevant Company Securities;
- (b) enter into swap, hedge or other transaction or arrangement (including a derivative transaction) that transfers to another, in whole or in part, any of the economic consequences of ownership of the Relevant Company Securities;
- (c) deposit any of the Relevant Company Securities in any depository receipt facilities (other than in a CDP designated moratorium account for the purposes of comply with its obligations under the respective undertakings);
- (d) enter into any transaction which is designed or which may reasonable be expected to result in any of the above; or
- (e) announce or publicly disclose any intention to do any of the above.

The restrictions set out above shall apply to all the Relevant Company Securities for the period commencing from the completion date under the Mission Well Placement Agreement until the date falling 24 months from the Completion Date (both dates inclusive).

The restrictions set out above shall apply to all the Relevant Company Securities for the period commencing from the completion date under the ZQL Placement Agreement and ZZL Placement Agreement until the date falling six (6) months from the Completion Date (both dates inclusive).

The restrictions set out above shall not apply to the Relevant Company Securities following the occurrence of the following relevant event:

- (a) there is a change of control of the Company (i.e. where any event or successive series of events following which the Company is directly or indirectly controlled by a person which did not directly or indirectly control the Company before such event or successive series of events);
- (b) there is a suspension of trading of the securities of the Company on the SGX-ST for a period equal to or exceeding seven Market Days, or
- (c) the securities of the Company cease to be listed on the SGX-ST.

(the “**Relevant Event**”)

The Company shall give notice to the Subscribers at the registered office of the Subscribers not later than 14 Business Days following the first day on which it becomes aware of the occurrence of a Relevant Event and shall give brief details of the Relevant Event.

5.5 Indemnity

Each of the Subscribers has agreed to indemnify, defend and hold harmless the Company (and its directors, officers, employees, agents, representatives, affiliates, successors and assigns) from and against all losses, liabilities, damages, deficiencies, demands, claims, actions, judgments or causes of action, assessments, costs or expenses (including, without limitation, interest, penalties and surcharges, whether arising out of taxation or otherwise, and reasonable legal fees and disbursements) based upon, arising out of or otherwise in respect of:

- (a) any non-compliance by each of the Subscribers with the applicable requirements under the Companies Act, the SFA, the Code, the Catalyst Rules and applicable laws (to the extent that such laws relates to or affects the subscription); and
- (b) any breach by each of the Subscribers of their respective representations, warranties and undertakings contained in the Placement Agreements.

6. Dilution Effect

6.1 Scenario 1

	As at the date of this announcement		Scenario A ⁽¹⁾		Scenario B ⁽²⁾	
	Number of Shares	% ⁽³⁾	Number of Shares	% ⁽⁴⁾	Number of Shares	% ⁽⁵⁾
<u>Directors of the Company</u>						
Christian Kwok-Leun Yau Heilesen ⁽⁶⁾	1,770,461,781	59.14	14,389,468,636	84.22	33,317,978,918	87.17
<u>Substantial Shareholders of the Company</u>						
Mission Well Limited	1,709,659,281	57.11	14,328,666,136	83.86	33,257,176,418	87.0
Subscriber, Zhou Qilin	207,854,251	6.94	844,217,887	4.94	1,798,763,341	4.71
Subscriber, Ms Zheng	-	-	836,363,636	4.90	2,090,909,090	5.47
Other Shareholders	1,076,019,013	35.95	1,076,019,013	6.30	1,076,019,013	2.82
Total	2,993,532,545	100	17,085,266,672	100	38,222,867,862	100

Notes:

- (1) Assuming that the Proposed Placement Exercise was completed where 14,091,734,127 Subscription Shares were allotted and issued.

- (2) Assuming that the Proposed Placement Exercise was completed where 14,091,734,127 Subscription Shares were allotted and issued and 21,137,601,190 Exercised Shares were allotted and issued upon exercise of all of the 21,137,601,190 Warrants.
- (3) Based on the existing total issued share capital of the Company (excluding treasury shares and subsidiary holdings) comprising 2,993,532,545 ordinary shares as at the date of this announcement.
- (4) Based on the enlarged total issued share capital of the Company (excluding treasury shares and subsidiary holdings) comprising 17,085,266,672 ordinary shares assuming Scenario A.
- (5) Based on the enlarged total issued share capital of the Company (excluding treasury shares and subsidiary holdings) comprising 38,222,867,862 ordinary shares assuming Scenario B.
- (6) Mr Christian Kwok-Leun Yau Heilesen is deemed to have an interest in 1,709,659,281 ordinary shares in the Company held by Mission Well Limited and is deemed to have an interest in 60,802,500 ordinary shares in the Company held by Christian Kwok-Leun Yau Heilesen Family Trust through HSBC (Singapore) Nominees Pte Ltd.

6.2 Scenario 2

	As at the date of this announcement		Scenario C ⁽¹⁾		Scenario D ⁽²⁾	
	Number of Shares	% ⁽³⁾	Number of Shares	% ⁽⁴⁾	Number of Shares	% ⁽⁵⁾
<u>Directors of the Company</u>						
Christian Kwok-Leun Yau Heilesen ⁽⁶⁾	1,770,461,781	50.32	14,389,468,636	81.71	33,317,978,918	85.99
<u>Substantial Shareholders of the Company</u>						
Mission Well Limited	1,709,659,281	48.59	14,328,666,136	81.37	33,257,176,418	85.83
Subscriber, Zhou Qilin	207,854,251	5.91	844,217,887	4.79	1,798,763,341	4.64
Subscriber, Ms Zheng	-	-	836,363,636	4.75 ⁽⁷⁾	2,090,909,090	5.40 ⁽⁸⁾
Ntegrator	525,000,000	14.92	525,000,000	2.98	525,000,000	1.35
Other Shareholders	1,076,019,013	30.58	1,076,019,013	6.11	1,076,019,013	2.78
Total	3,518,532,545	100	17,610,266,672	100	38,747,867,862	100

Notes:

- (1) Assuming that the Proposed Placement Exercise was completed where 14,091,734,127 Subscription Shares were allotted and issued.
- (2) Assuming that the Proposed Placement Exercise was completed where 14,091,734,127 Subscription Shares were allotted and issued and 21,137,601,190 Exercised Shares were allotted and issued upon exercise of all of the 21,137,601,190 Warrants.
- (3) Based on the existing total issued share capital of the Company (excluding treasury shares and subsidiary holdings) comprising 2,993,532,545 ordinary shares and assuming that 525,000,000 conversion shares (as defined in the Proposed Issuance Announcement¹) were issued to Ntegrator International Limited as at the date of this announcement.
- (4) Based on the enlarged total issued share capital of the Company (excluding treasury shares and subsidiary holdings) comprising 17,085,266,672 ordinary shares and assuming that 525,000,000 conversion shares (as defined in the Proposed Issuance Announcement¹) were issued to Ntegrator International Limited assuming Scenario C.
- (5) Based on the enlarged total issued share capital of the Company (excluding treasury shares and subsidiary holdings) comprising 38,222,867,862 ordinary shares and assuming that 525,000,000 conversion shares (as defined in the Proposed Issuance Announcement¹) were issued to Ntegrator International Limited assuming Scenario D.
- (6) Mr Christian Kwok-Leun Yau Heilesen is deemed to have an interest in 1,709,659,281 ordinary shares in the Company held by Mission Well Limited and is deemed to have an interest in 60,802,500 ordinary shares in the Company held by Christian Kwok-Leun Yau Heilesen Family Trust through HSBC (Singapore) Nominees Pte Ltd.

¹Please refer to the announcements dated 5 January 2022, 6 January 2022, 11 January 2022, 26 April 2022, and 29 April 2022, and circular dated 11 April 2022 for further details.

- (7) Ms Zheng is deemed to have an interest in 67,396,688 ordinary shares, representing 0.38% in the Company held by Ntegrator International Limited. Her direct and indirect interest in the Company would be 5.13% assuming Scenario C.
- (8) Ms Zheng is deemed to have an interest in 67,396,688 ordinary shares, representing 0.17% in the Company held by Ntegrator International Limited. Her direct and indirect interest in the Company would be 5.57% assuming Scenario D.

The Company confirms that:

- (a) the issue of the Subscription Shares and the Exercised Shares to Ms Zhou and Ms Zheng will not result in a transfer of a controlling interest to Ms Zhou and Ms Zheng as they will not dominate decision-making, directly or indirectly, in relation to the financial and operating policies of the Company and/or the Group; and
- (b) it will ensure that there is sufficient public float in compliance with Rule 723 of the Catalist Rules at all times.

7. Financial Effects

7.1 The financial effects of the Proposed Placement Exercise on the net tangible assets ("**NTA**") per ordinary share in the Company ("**Share**") and the loss per Share ("**LPS**") of the Group have been prepared based on the unaudited consolidated financial statements of the Group for FY2021.

7.2 For the purpose of illustrating the financial effects of the Proposed Placement Exercise, the financial effects have been prepared based on, *inter alia*, the following assumptions:

- (a) the financial effects on the NTA per share of the Group are computed assuming that:
 - (i) the issued share capital of the Company is 2,993,532,545 Shares;
 - (ii) the Proposed Placement Exercise was completed on 31 December 2021 ("**Scenario E**");
 - (iii) the Proposed Placement Exercise was completed on 31 December 2021 and 21,137,601,190 Exercised Shares were issued upon exercise of all of the Warrants on 31 December 2021 ("**Scenario F**");
 - (iv) the Proposed Placement Exercise was completed on 31 December 2021 and 525,000,000 conversion shares (as defined in the Proposed Issuance Announcement) were issued to Ntegrator International Limited on 31 December 2021 ("**Scenario G**"); and
 - (v) the Proposed Placement Exercise was completed on 31 December 2021, 21,137,601,190 Exercised Shares were issued upon exercise of all of the Warrants on 31 December 2021, and 525,000,000 conversion shares (as defined in the Proposed Issuance Announcement) were issued to Ntegrator International Limited on 31 December 2021 ("**Scenario H**");
- (b) the financial effects on the LPS of the Group are computed assuming that:
 - (i) the issued share capital of the Company is 2,993,532,545 Shares;
 - (ii) the Proposed Placement Exercise was completed on 1 January 2021 ("**Scenario I**");
 - (iii) the Proposed Placement Exercise was completed on 1 January 2021 and 21,137,601,190 Exercised Shares were issued upon exercise of all of the Warrants on 1 January 2021 ("**Scenario J**");
 - (iv) the Proposed Placement Exercise was completed on 1 January 2021 and 525,000,000 conversion shares (as defined in the Proposed Issuance Announcement) were issued to Ntegrator International Limited on 1 January 2021 ("**Scenario K**"); and
 - (v) the Proposed Placement Exercise was completed on 1 January 2021, 21,137,601,190 Exercised Shares were issued upon exercise of all of the Warrants on 1 January 2021, and 525,000,000 conversion shares (as defined in the Proposed Issuance Announcement) were issued to Ntegrator International Limited on 1 January 2021 ("**Scenario L**");

- (c) the financial effects on the gearing of the Group are computed assuming that:
- (i) the issued share capital of the Company is 2,993,532,545 Shares;
 - (ii) the full repayment (or part thereof) of certain promissory notes issued were issued on 31 December 2021;
 - (iii) the Proposed Placement Exercise was completed on 31 December 2021 ("**Scenario M**");
 - (iv) the Proposed Placement Exercise was completed on 31 December 2021 and 21,137,601,190 Exercised Shares were issued upon exercise of all of the Warrants on 31 December 2021, ("**Scenario N**");
 - (v) the Proposed Placement Exercise was completed on 31 December 2021, and 525,000,000 conversion shares (as defined in the Proposed Issuance Announcement) were issued to Ntegrator International Limited on 31 December 2021 ("**Scenario O**"); and
 - (vi) the Proposed Placement Exercise was completed on 31 December 2021, 21,137,601,190 Exercised Shares were issued upon exercise of all of the Warrants on 31 December 2021, and 525,000,000 conversion shares (as defined in the Proposed Issuance Announcement) were issued to Ntegrator International Limited on 31 December 2021 ("**Scenario P**");
- (d) no adjustments have been made to the number of Warrants and the Exercise Price; and
- (e) the costs and expenses in connection with the Proposed Placement Exercise shall be disregarded.

7.3 Financial Effects on the NTA per Share of the Group

	Before Completion of the Proposed Placement Exercise	Scenario E	Scenario F	Scenario G	Scenario H
NTA as at 31 December 2021 (S\$'000)	9,664	25,165	48,416	27,265	50,516
Number of shares in the Company, excluding treasury shares and subsidiary holdings	2,993,532,545	17,085,266,672	38,222,867,862	17,610,266,672	38,747,867,862
NTA per share of the Group (Singapore cents)	0.32	0.15	0.13	0.15	0.13

7.4 Financial Effects on the LPS of the Group

	Before Completion of the Proposed Placement Exercise	Scenario I	Scenario J	Scenario K	Scenario L
Net earnings for the financial year ended 31 December 2021 (S\$'000)	(3,385)	(3,435)	(3,485)	(3,485)	(3,535)
Weighted average number of shares in the Company, excluding treasury shares and subsidiary holdings	2,993,532,545	17,085,266,672	38,222,867,862	17,610,266,672	38,747,867,862
LPS of the Group (Singapore cents)	(0.11)	(0.02)	(0.01)	(0.02)	(0.01)

7.5 Financial Effects on the Gearing of the Group

	Before Completion of the Proposed Placement Exercise	Scenario M	Scenario N	Scenario O	Scenario P
Total borrowings as at 31 December 2021 (S\$'000)	-	-	-	6,900	6,900
Shareholders' equity	9,664	25,165	48,416	27,265	50,516
Gearing ratio (times)	-	-	-	0.25	0.14

7.6 The financial effects presented above are for illustrative purposes only and are not intended to reflect the actual future results and/or financial position of the Company and/or the Group. No representation is made as to the actual future results and/or financial position of the Company and/or the Group.

8. The Proposed Mission Well Placement as an Interested Person Transaction

8.1 As mentioned in **Paragraph 2.2** above, Mission Well is a controlling shareholder and an associate of Mr Heilesen, the executive director of the Company. Accordingly, Mission Well is an “interested person” under Chapter 9 of the Catalist Rules.

8.2 Based on audited consolidated financial statements of the Group for the financial year ended 31 December 2020, the Group's latest audited NTA is approximately S\$0.8 million.

8.3 The current total of all transactions (excluding transactions less than S\$100,000) with Mr Heilesen and his associates (as defined under the Catalist Rules) for the period from 1 January 2022 to the date of this announcement is set out in the table below.

Description	Before Completion of the Proposed Placement Exercise to Mission Well		After completion of the Proposed Placement Exercise to Mission Well	
	Amount	% ⁽ⁱ⁾	Amount	% ⁽ⁱ⁾
Proposed Acquisition of Golden Ultra Limited from Mr Heilesen ⁱⁱ	S\$14.6 million	1,738%	S\$14.6 million	1,738%
Proposed Acquisition of Billion Credit Financial Company Limited ⁱⁱⁱ	S\$1.08 million	129%	S\$1.08 million	129%
Proposed Subscription of the Ntegrator Perpetual Convertible Bonds and	S\$9 million	1,071%	S\$9 million	1,071%

ⁱ As a percentage of the Group's latest audited NTA of approximately S\$0.84 million.

ⁱⁱ Please refer to the announcements dated 18 October 2021, 22 October 2021, 2 November 2021, 11 January 2022, 25 January 2022, 27 January 2022, 7 February 2022, 15 February 2022 and 12 April 2022, and circular dated 14 January 2022 for further details.

ⁱⁱⁱ Please refer to the announcements dated 27 September 2021, 28 September 2021, 4 October 2021, 22 October 2021, 2 November 2021, 25 January 2022, 27 January 2022, 7 February 2022, 15 February 2022, and 4 March 2022 and circular dated 14 January 2022 for further details.

Ntegrator Warrants by the Company^{iv}

Proposed Issuance of the Perpetual Bonds to Ntegrator International Limited by the Company ^v	S\$6.9 million	821%	S\$6.9 million	821%
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Proposed Issuance of the Perpetual Convertible Bonds and Warrants to Ntegrator International Limited by the Company ^{vi}	S\$2.1 million	250%	S\$2.1 million	250%
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Proposed Mission Well Placement	-	-	S\$13.9 million	1,660%
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Total	S\$33.68 million	4,009%	S\$47.58 million	5,669%
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Note:

As the value of the Proposed Acquisition as an “interested person transaction” under Chapter 9 of the Catalist Rules is more than 5% of the Group’s latest audited NTA, the Proposed Acquisition is conditional upon approval by Shareholders in general meeting pursuant to Rule 906 1(a) of the Catalist Rules.

9. Adjustments to the 2021 Warrants

9.1 The Company will make the necessary adjustments to the outstanding 2,693,670,727 2021 Warrants in accordance with the 2021 Warrants Deed Poll and in accordance with Rule 806(3)(a) or (b), if any.

10. Circular and Extraordinary General Meeting

10.1 The Board will be convening an extraordinary general meeting to seek:

- (a) Shareholders’ approval for the Proposed Mission Well Placement pursuant to Rule 805 of the Catalist Rules;
- (b) Shareholders’ approval for the Proposed Mission Well Placement pursuant to Rule 812(2) of the Catalist Rules;
- (c) Shareholders’ approval for the Proposed Mission Well Placement pursuant to Rule 906(1)(a) and Rule 919 of the Catalist Rules;
- (d) Shareholders’ approval for the Proposed ZQL Placement pursuant to Rule 805 of the Catalist Rules;
- (e) Shareholders’ approval for the Proposed ZQL Placement pursuant to Rule 812(2) of the Catalist Rules; and
- (f) Shareholders’ approval for the Proposed ZZL Placement pursuant to Rule 805 of the Catalist Rules.

10.2A circular to provide shareholders of the Company with information relating to, and to explain the rationale for, the Proposed Placement Exercise will be sent to shareholders of the Company in due course.

^{iv} Please refer to the announcements dated 5 January 2022, 6 January 2022, 11 January 2022, 26 April 2022, and 29 April 2022, and circular dated 11 April 2022 for further details.

^v Please refer to the announcements dated 5 January 2022, 6 January 2022, 11 January 2022, 26 April 2022, and 29 April 2022, and circular dated 11 April 2022 for further details.

^{vi} Please refer to the announcements dated 5 January 2022, 6 January 2022, 11 January 2022, 26 April 2022, and 29 April 2022, and circular dated 11 April 2022 for further details.

11. Abstention from Voting

11.1 Proposed Mission Well Placement

- (a) Mr Heilesen is an executive director and controlling shareholder of the Company through shares held by Mission Well Limited and Go Best Holdings Limited in the Company. Accordingly, Mr Heilesen, Mission Well Limited and Go Best Holdings Limited will abstain from voting on the resolutions in relation to the Proposed Mission Well Placement pursuant to Rule 805, Rule 812(2), Rule 906(1)(a) and Rule 919 of the Catalist Rules.

11.2 Proposed ZQL Placement

- (a) Ms Zhou is a substantial shareholder of the Company. Accordingly, Ms Zhou and her associates will abstain from voting on the ordinary resolution in relation to the Proposed ZQL Placement under Rule 812(2) of the Catalist Rules.

12. Interests of Directors, Substantial Shareholders and Subscribers

- 12.1 Save as disclosed in **Paragraph 2** above, none of the directors and substantial shareholders of the Company has any interest, direct or indirect, in the Proposed Placement Exercise, other than through their respective shareholdings in the Company, if any.
- 12.2 Save as disclosed in **Paragraph 2** above, the Subscribers have no connections (including business and financial relationships) with the Company, its directors and substantial shareholders.

13. Statement by the Audit Committee

- 13.1 The members of the Audit Committee are considered independent for the purposes of the Proposed Mission Well Placement. The Audit Committee is of the view that the Proposed Placement Exercise is on normal commercial terms and is not prejudicial to the interests of the Company and its minority shareholders after taking into account, inter alia, the weighted average price of S\$0.001 for trades done on the SGX-ST on 29 April 2022, being the last market day on which the shares of the Company were traded, prior to the signing of the Placement Agreements on 6 May 2022.

14. Confirmation by the Board

14.1 The Board confirms that:

- (a) After taking into consideration the Group's present bank facilities, the working capital available to the Group is sufficient to meet its present requirements. Notwithstanding the foregoing, the Company has decided to undertake the Proposed Placement Exercise for the reasons set out in **Paragraph 3** of this announcement.
- (b) After taking into consideration the Group's present bank facilities and the Net Proceeds, the working capital available to the Group is sufficient to meet its present requirements.
- (c) the Proposed Placement Exercise is in the interest of the Company having considered the rationale of the Proposed Placement Exercise set out in **Paragraph 3** of this announcement; and
- (d) the terms of the Proposed Placement Exercise does not contravene any laws and regulations governing the Company and the Constitution of the Company.

15. Directors Responsibility Statement

The directors of the Company collectively and individually accept full responsibility for the accuracy of the information given in this announcement and confirm after making all reasonable enquiries that, to the best of their knowledge and belief, this announcement constitutes full and true disclosure of all material facts about the Proposed Placement Exercise, the Company and its subsidiaries, and the directors of the Company are not aware of any facts the omission of which would make any statement in this announcement misleading. Where information in this announcement has been extracted from published or otherwise publicly available sources or obtained from a named source, the sole responsibility of the directors of the Company has been to ensure that such information has been accurately and correctly extracted from those sources and/or reproduced in this announcement in its proper form and context.

16. Documents Available for Inspection

16.1 Copies of the Placement Agreements may be inspected at the Company's registered address at 280 Woodlands Industrial Park E5, #10-50 Harvest @ Woodlands, Singapore 757322 during normal business hours for three months from the date of this announcement.

16.2 Shareholders of the Company who wish to inspect these documents at the registered office of the Company are required to send a written request via email to the Company at investors@incredible.sg to make an appointment in advance. The Company will allocate the date and the time when each shareholder of the Company may come to the registered office of the Company to inspect the documents to limit the number of people who are present at the registered office of the Company at any one point in time. Such arrangements are subject to the prevailing regulations, orders advisories and guidelines relating to safe distancing, vaccination status and testing requirements which may be implemented by the relevant authorities from time to time.

17. Cautionary Statement

17.1 **Shareholders and potential investors of the Company should note that there is no certainty or assurance as at the date of this announcement that the Proposed Placement Exercise will be completed.**

17.2 **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
Incredible Holdings Ltd.

Christian Kwok-Leun Yau Heilesen
Executive Director

6 May 2022

This announcement has been reviewed by the Company's Sponsor, Hong Leong Finance Limited. It has not been examined or approved by 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 Ms Vera Leong, Vice President, Hong Leong Finance Limited, at 16 Raffles Quay, #01-05 Hong Leong Building, Singapore 048581, telephone (+65) 6415 9881.