

PINE CAPITAL GROUP LIMITED

(Incorporated in the Republic of Singapore)
Company Registration No. 196800320E

UPDATE TO THE LOAN AGREEMENT DATED 27 NOVEMBER 2018

*Capitalised terms used but not defined herein shall have the same meanings ascribed to them in the Company's announcement made on 27 November 2018 and 15 April 2019 (the "**Previous Announcement**"), unless otherwise defined herein or the context requires otherwise.*

The board of directors (the "**Board**") of Pine Capital Group Limited (the "**Company**") refers to its announcements made on SGXNET on 27 November 2018 and 15 April 2019 respectively.

1. Background

- 1.1 To recap, the Company had on 27 November 2018 entered into a convertible loan agreement (the "**Previous Loan Agreement**") with JMO Pte Ltd (the "**Lender**") pursuant to which, an interest-free convertible loan amounting to S\$2,700,000 ("**Loan**") was provided by the Lender to the Company on terms and conditions set out under the Previous Loan Agreement. The Lender is a controlling shareholder of the Company.
- 1.2 On 15 April 2019, the Company announced on SGXNET that the Company, has on 11 April 2019¹ entered into an amended and restatement agreement with the Lender pursuant to which the Previous Loan Agreement was amended and restated ("**New Loan Agreement**") with effect from 12 December 2018 ("**Effective Date**"). Pursuant to the New Loan Agreement, the Company and the Lender agreed to revise the structure of the loan from a convertible loan to a loan without any conversion rights and the maturity date of the loan as specified in the Previous Loan Agreement was adjusted accordingly.
- 1.3 The Company has on 12 December 2018 received the Loan from the Lender and the Loan shall mature on the date falling 24 months after the Effective Date (or such other date as may be mutually agreed by the Company and the Lender in writing) ("**Maturity Date**"). The Company may also prepay all or part of the Loan at any time before the Maturity Date with the prior consent of the Lender.

2. Status of the Loan Agreement and Loan

- 2.1 Firstly, the Lender had on 4 November 2020 ("**Lender's Notification**") by way of written notification informed the Company that it is currently completing a deal with a potential investor (the "**Potential Investor**") whereby the Lender will (i) sell the shares held by it in the Company; and (ii) novate the Lender's rights under the New Loan Agreement to the Potential Investor.
- 2.2 Secondly, in the Lender's Notification, the Lender had also stated that subject to the successful completion of its deal with the Potential Investor, the Potential Investor would:

¹ Reference is made to the disclosure in the Company's announcement on SGXNET dated 15 April 2019 wherein it was disclosed that the Amended and Restated Loan Agreement was entered into by the Company with the Lender on 15 April 2019. To clarify, the Company had entered into the Amended and Restated Loan Agreement with the Lender on 11 April 2019.

PINE CAPITAL GROUP LIMITED

(Incorporated in the Republic of Singapore)
Company Registration No. 196800320E

UPDATE TO THE LOAN AGREEMENT DATED 27 NOVEMBER 2018

- (a) provide sufficient capital to the Company for the Company's daily operating expenses and payment of professional fees including but not limited to the appointment of new sponsor fees, accountant and auditors fees for the completion of audit on the Company for Financial Year 2020 which is required for the issuance of the Annual Report in order for the Company to hold the Annual General Meeting; and
 - (b) extend the Maturity Date of the Loan to the date falling 12 months from 4 November 2020, or the date falling fifteen (15) working days from the date of the successful lifting of the trading suspension of the Company, whichever is earlier.
- 2.3 The Potential Investor is also looking to restructure the Company and introduce a new business to the Company pursuant to Rule 1017(2) of the SGX-ST Listing Manual Section B: Rules of Catalist.
- 2.4 The Lender has requested for the Company's consent and approval for the potential novation of the New Loan Agreement to the Potential Investor pursuant to the terms and conditions of the New Loan Agreement.
- 2.5 After taking into consideration the above matters, the Board has on 5 November 2020 granted the relevant consent requested for by the Lender in Paragraph 2.4 above.
- 2.6 Further to the above, the Board would like to inform shareholders that as at the date of this announcement, the Lender has not novated the Loan to the Potential Investor, neither has the Potential Investor become a shareholder of the Company. The Potential Investor will be taking up a board seat in the Company.

The Company will provide further updates to shareholders of the Company as and when there are material developments to the above.

3. Interests of Directors and Controlling Shareholders

Save as disclosed in this announcement, save for JMO Pte Ltd who is a controlling shareholder of the Company, none of the Directors or controlling shareholders of the Company has any interest, direct or indirect (other than in their capacity as directors or Shareholders of the Company), in the Loan.

4. Trading Caution

Shareholders are advised to read this announcement and any further announcements by the Company carefully. Shareholders should consult their stockbrokers, solicitors or other professional advisors if they have any doubts as to the actions they should take.

UPDATE TO THE LOAN AGREEMENT DATED 27 NOVEMBER 2018

DIRECTORS' RESPONSIBILITY STATEMENT

The Directors 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 or circumstances *inter alia* regarding the update on the status of the Amended and Restatement Agreement, the Company and the Directors 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 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.

BY ORDER OF THE BOARD

Lee Sin Ann
Executive Director
13 November 2020
