



SHEN YAO HOLDINGS LIMITED
(Company Registration No. 202042117W)
(Registered in Singapore)
(the “**Company**” and together with its subsidiaries, the “**Group**”)

PROPOSED GRANT OF OPTIONS TO SUBSCRIBE FOR NEW ORDINARY SHARES IN THE CAPITAL OF THE COMPANY

1. INTRODUCTION

The board of directors (the “**Board**” or “**Directors**”) of the Company wishes to announce that the Company has entered into option agreements dated 9 March 2021 (the “**Option Agreements**”) with:

- (a) each of Mr Sun Shu, Mr Zhan Shu, Mr Pang Kee Chai and Mr Yao Yilun (collectively, the “**Group A Subscribers**”); and
- (b) each of Mr Yao Liang, Ms Zhou Ying, Mr Wang Yong, Ms Yao Jijia, Mr Sun He and Ms Teo Qin Pei, Jessica (collectively, the “**Group B Subscribers**”, and together with the Group A Subscribers, the “**Option Subscribers**”),

pursuant to which the Company shall issue to the Option Subscribers an aggregate of 2,500,000,000 share options (the “**Options**”), with each Option carrying the right to subscribe for one (1) new ordinary share in the share capital of the Company (“**Option Shares**”) at the exercise price of S\$0.0028 per Option Share (the “**Exercise Price**”), on the terms and conditions of the Option Agreements (the “**Proposed Grant of Options**”). The Proposed Grant of Options and the issuance of the Option Shares will be subject to approval of the shareholders of the Company (“**Shareholders**”) at an extraordinary general meeting (“**EGM**”) to be convened in due course (please refer to paragraph 5 of this announcement for further details).

There is no placement agent appointed for the Proposed Grant of Options. The Proposed Grant of Options will be by way of a private placement pursuant to an exempted offer under Section 272B of the Securities and Futures Act, Chapter 289, of Singapore. Accordingly, no prospectus or offer information statement in connection with the Proposed Grant of Options will be lodged with the Singapore Exchange Securities Trading Limited (the “**SGX-ST**”) acting as agent on behalf of the Monetary Authority of Singapore.

2. INFORMATION ON THE OPTION SUBSCRIBERS

2.1 Background of the Option Subscribers

The Option Subscribers comprise Directors and key management of the Group as follows:

S/No.	Name	Designation	Number of Options to be granted
1.	Mr Yao Liang	Executive Chairman and Group Chief Executive Officer	475,000,000
2.	Mr Sun Shu	Non-Executive Independent Director	125,000,000
3.	Mr Zhan Shu	Non-Executive Independent Director	100,000,000
4.	Mr Pang Kee Chai	Non-Executive Independent Director	100,000,000
5.	Mr Yao Yilun	Non-Executive Director	100,000,000
6.	Ms Zhou Ying	Financial Controller and Deputy Chief Executive Officer	350,000,000
7.	Mr Wang Yong	General Manager (Balmaine)	350,000,000
8.	Ms Teo Qin Pei, Jessica	Assistant Chief Executive Officer (Corporate Finance)	300,000,000
9.	Ms Yao Jiajia	Head of Corporate Investment	300,000,000
10.	Mr Sun He	General Manager (Ironbark)	300,000,000

2.2 Shareholding interest of the Option Subscribers

The shareholding interest of the Option Subscribers as at the date of this announcement before the exercise of the Options and after the exercise of the Options are as follows:

Name	Before Exercise of Options		After Exercise of Options	
	No. of Shares	Shareholding (%) ⁽¹⁾	No. of Shares	Shareholding (%) ⁽²⁾
Mr Yao Liang	18,008,044,936 ⁽³⁾	55.06	18,483,044,936 ⁽³⁾	52.50
Mr Sun Shu	-	-	125,000,000	0.36
Mr Zhan Shu	-	-	100,000,000	0.28
Mr Pang Kee Chai	-	-	100,000,000	0.28
Mr Yao Yilun	18,008,044,936 ⁽⁴⁾	55.06	18,108,044,936 ⁽⁴⁾	51.43

Ms Zhou Ying	-	-	350,000,000	0.99
Mr Wang Yong	-	-	350,000,000	0.99
Ms Teo Qin Pei, Jessica	375,000	0.001	300,375,000	0.85
Ms Yao Jiajia	-	-	300,000,000	0.85
Ms Sun He	-	-	300,000,000	0.85

Notes:

- (1) Based on the existing share capital of the Company of 32,706,206,055 Shares as at the date of this announcement.
- (2) Based on the enlarged share capital of the Company of 35,206,206,055 Shares assuming all the Options are exercised.
- (3) Mr Yao Liang is deemed interested in the 18,008,044,936 Shares held by Yaoo Capital Pte. Ltd. by virtue of his shareholding in Yaoo Capital Pte. Ltd..
- (4) Mr Yao Yilun is deemed interested in the 18,008,044,936 Shares held by Yaoo Capital Pte. Ltd. by virtue of his shareholding in Yaoo Capital Pte. Ltd..

3. SALIENT TERMS OF THE PROPOSED GRANT OF OPTIONS

3.1 Terms of the Options

The principal terms and conditions of the Options granted to the Option Subscribers are summarised below.

		Group A Subscribers	Group B Subscribers
Aggregate Number of Options	:	425,000,000 Options	2,075,000,000 Options
Transferability	:	The Options proposed to be granted to the Group A Subscribers are not transferable (other than to a personal representative on the death of that Group A Subscriber) and may not be charged, assigned, pledged or otherwise disposed of, in whole or in part.	The Options proposed to be granted to the Group B Subscribers are freely transferable. In the event of a transfer of Options, the transferor must lodge: <ul style="list-style-type: none"> (a) a duly executed transfer notice in the prescribed form to the Company; and (b) a written confirmation from the transferee, confirming that the transferee does not fall within the category of restricted persons as set out in Rule 812(1) of the Catalist Rules and will not become a Controlling Shareholder of the Company in the event of the exercise or conversion of all the convertible

		securities held by the transferee, including any Options to be transferred to him or her.
Exercise Rights	:	Each Option entitles the holder of the Option (the “ Optionholder ”) to subscribe for one (1) Option Share at the Exercise Price.
Exercise Period	:	<p>The Options proposed to be granted to the Group A Subscribers shall be exercisable in accordance with the following schedule:</p> <p>(i) fifty percent (50%) of the Options shall be exercisable immediately on the date of the grant of the Options;</p> <p>(ii) an additional twenty-five percent (25%) of the Options shall be exercisable on the first anniversary of the date of the grant of the Options; and</p> <p>(iii) the remaining twenty-five percent (25%) of the Options shall be exercisable on the second anniversary of the date of the grant of the Options.</p>
		<p>The Options proposed to be granted to the Group B Subscribers shall be exercisable in accordance with the following schedule:</p> <p>(i) fifty percent (50%) of the Options shall be exercisable immediately on the date of the grant of the Options; and</p> <p>(ii) an additional fifty percent (50%) of the Options shall be exercisable on the first anniversary of the date of the grant of the Options.</p>
Exercise Price	:	S\$0.0028 for each Option Share
Expiry	:	The Options shall expire on the 5 th anniversary of the date of issue of the Options (unless such date is a date on which the Register of Members of the Company is closed or is not a market day, in which event, such period shall end on the date prior to the closure of the Register of Members or immediate preceding market day) (“ Expiry Date ”).
Adjustment Events	:	<p>The Exercise Price and the number of Options shall from time to time be adjusted by the Directors, in consultation with an independent investment bank of international repute selected by the Directors (and the adjustment shall be certified by the Company’s Auditors), in any of the following events:</p> <p>(a) an issue by the Company of Shares to Shareholders credited as fully paid by way of capitalisation of profits or reserves (whether of a capital or income nature, other than an issue of Shares to Shareholders who elect to receive Shares in lieu of cash or other dividend);</p> <p>(b) a capital distribution made by the Company to Shareholders whether on a reduction of capital or otherwise (but excluding any cancellation of capital which is lost or unrepresented by available assets);</p>

		<p>(c) an offer or invitation made by the Company to Shareholders under which they may acquire or subscribe for Shares by way of rights; and</p> <p>(d) any consolidation, subdivision or conversion of the Shares.</p>
Winding Up	:	<p>Where there is a members' voluntary winding-up of the Company, each Optionholder may elect to be treated as if he had immediately prior to the commencement of such winding-up exercised the Options and had on such date been the holders of the Shares to which he would have become entitled pursuant to such exercise. The Company shall give notice to each Optionholder in accordance with the terms and conditions of the passing of any such resolution.</p> <p>In the event the Company is wound up for any other reasons, all Options which have not been exercised at the date of the passing of such resolution shall lapse and the Options shall cease to be valid for any purpose.</p>
Further Issues	:	<p>The Company shall be at liberty to issue Shares to the Shareholders of the Company 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 each Optionholder shall not have any participating rights in such issue unless otherwise resolved by the Company in general meeting.</p> <p>The terms and conditions of the Options do not provide an Optionholder with any right to participate in any distributions and/or offers of further securities made by the Company unless the Options are converted into Shares.</p>
Notice of Expiry	:	<p>The Company shall, not later than one (1) month before the Expiry Date, announce the expiry of the Exercise Period on SGXNET. In addition, the Company shall not later than one (1) month before the Expiry Date, take reasonable steps to notify the Optionholders in writing of the Expiry Date, and such notice shall be delivered personally or by post to the address of the Optionholder.</p>
Alteration to Terms	:	<p>No material alteration to the terms of the Options after the issue thereof to the advantage of the Optionholder shall be made, unless the alterations are made pursuant to the terms and conditions of the Options or the prior approval of the Shareholders in general meeting has been sought.</p>
Governing Law	:	<p>The laws of the Republic of Singapore</p>

3.2 Conditions Precedent

The obligation of the Parties under the Option Agreements in respect of completion ("**Completion**") for the Proposed Grant of Options is conditional upon the following:

- (a) the approval of Shareholders of the Company being obtained at an EGM to be duly convened for, *inter alia*, the Proposed Grant of Options and the issue of the Option Shares pursuant to the exercise of the Options;

- (b) the receipt of the approval-in-principle from the SGX-ST for the listing and quotation of the Option Shares on the Catalist Board of the SGX-ST having been obtained from the SGX-ST (and such approval not having been withdrawn or revoked), and if such approval is granted subject to conditions, such conditions being reasonably acceptable to the Company and the Subscribers, and to the extent that any conditions to such approval are required to be fulfilled on or before Completion, they are so fulfilled to the satisfaction of the SGX-ST or so waived by them;
- (c) the receipt of all necessary approvals, consents or waivers from any governmental body, regulatory authority or other third party for the Proposed Grant of Options (where applicable), and if such approvals, consents or waivers are granted subject to conditions, such conditions being acceptable to the relevant party, and if any conditions are required to be satisfied by Completion, such conditions being so satisfied;
- (d) the representations and warranties set out in the Option Agreements being true and accurate in all material respects as at the date of the signing of the Option Agreements and the date of Completion; and
- (e) the Proposed Grant of Options or allotment and issue of the Option Shares not being prohibited by any statute, order, rule or regulation promulgated by any legislative, executive or regulatory body or authority of Singapore which is applicable to the Company and the Option Subscribers,

(collectively, the “**Conditions**”).

If any of the Conditions are not satisfied or waived by 30 June 2021 (or such other date as may be agreed by the parties), the Option Agreements shall terminate and the provisions thereunder shall cease and be of no further effect (save for certain clauses) and no party shall have claim against the other party for any costs, damages, losses or compensation, other than in respect of any antecedent breach of the Option Agreements or the parties’ respective liability for the payment of costs and expenses under the Option Agreements.

3.3 **Option Shares**

Assuming that the Options are exercised in full, 2,500,000,000 Option Shares will be issued and the Company’s issued and paid-up share capital (excluding treasury shares and subsidiary holdings) will increase from 32,706,206,055 Shares as at the date of this announcement to 35,206,206,055 Shares. The Option Shares to be issued by the Company represents approximately 7.64% of the existing issued and paid-up share capital and 7.10% of the enlarged issued and paid-up share capital of the Company immediately after the issue of the Option Shares.

The Option Shares, when allotted and issued upon exercise of the Options, shall be fully paid and shall rank *pari passu* in all respects with the existing Shares, save that they shall not rank for any dividends, rights, allotments, distributions or entitlements, the record date of which falls on or prior to the date of allotment of the Option Shares.

The allotment and issue of the Option Shares to the Option Subscribers will not result in a transfer of a controlling interest in the Company.

3.4 **Exercise Price**

The Exercise Price for each Option of S\$0.0028 represents a discount of 9.7% to the volume weighted average price of S\$0.0031 of the Shares for trades done on the SGX-ST on 9 March 2021, being the full market day on which the Option Agreements were signed.

The Exercise Price was determined on a willing-buyer willing-seller basis, after taking into consideration, *inter alia*,

- (a) the historical trading price of the Company; the volume weighted average price of the Shares of S\$0.0029 for the 12-month period prior to 9 March 2021, being the last full market day on which the Option Agreements were signed;
- (b) the conversion price of S\$0.003 for the S\$10,000,000 in aggregate principal amount of 10% unlisted and redeemable bonds (the “**Bonds**”), comprising of ten (10) tranches with a principal amount of S\$1,000,000 for each tranche of such Bonds to be consolidated to form a single series due 24 months after the date of issuance of the first tranche, based on the subscription agreement entered into between the Company and Tomson Pte. Ltd. on 3 December 2020;
- (c) the likelihood of the Options being in-the-money and immediately exercised, providing the Company with funds should the need arise; and
- (d) the benefits of the Proposed Grant of Options in aligning the interests of the Option Subscribers (comprising the Directors and executive officers of the Company) with the interests of the Shareholders.

4. RATIONALE AND USE OF PROCEEDS

4.1 Rationale

On 30 September 2020, Shareholders approved the expansion of the Company’s business to include engaging in financial investment activities as principal and undertaking the business of fund management (the “**Business Diversification**”). As set out in the Shareholders’ circular dated 7 September 2020, the rationale for Business Diversification includes the following:

- (a) The Business Diversification will reduce the Group’s dependence on the existing business of gold mining and provide a more diversified business and income base;
- (b) The Business Diversification is expected to provide additional and recurrent revenue streams with a view to achieving long term growth;
- (c) The Business Diversification may provide additional funds for expansion of the Group’s existing business; and
- (d) The Business Diversification will give the Group the flexibility to enter into transactions relating to the financial investment and fund management businesses in the ordinary course of business.

To further strengthen its balance sheet for the purpose of the Business Diversification, in addition to the Bonds, the Company is proposing to undertake the Proposed Grant of Options which will enable the Company to raise gross proceeds of approximately S\$7.0 million.

Furthermore, the Directors believe that the Proposed Grant of Options to the Options Subscribers will align the interests of the Directors and key employees of the Company with the interests of the Shareholders by fostering an ownership culture within the Company.

4.2 Use of Proceeds

Assuming that all the Options are validly exercised, the aggregate gross proceeds from the issuance of the Option Shares will be S\$7.0 million (the “**Option Proceeds**”).

The Option Proceeds (if and when exercised) will be used by the Company in the following estimated proportions:

Use of Proceeds	Percentage Allocation
Financing of the Group's growth and expansion plans	70%
Working capital	30%

At this point, the Company is unable to determine the specific uses for the proceeds raised as the Options are exercisable at the discretion of Option Subscribers.

Pending the deployment for the uses identified above, the Option Proceeds may be deposited with banks and/or financial institutions or invested in money market instruments and/or securities, or used for any other purpose on a short-term basis, as the Directors may in their absolute discretion deem fit.

The Company will make periodic announcements of the utilisation of the Option Proceeds as and when the funds are materially disbursed and whether such use is in accordance with the stated use and percentage allocated. Where the Option Proceeds are used for general working capital purposes, the Company will announce the breakdown with specific details on the use of proceeds for working capital. The Company will also provide a status report on the use of the proceeds in the Company's interim and full year financial statements and the Company's annual report. Where there is material deviation from the stated use of the Option Proceeds, the Company will announce the reasons for such deviation.

4.3 Directors' Opinion

The Directors are of the opinion that as at the date of this announcement, after taking into consideration the Group's present bank facilities, internal resources and operating cash flow, the working capital available to the Group is sufficient to meet its present requirements. The Directors are further of the opinion that, after taking into consideration the cash and cash equivalents, cash generated from operations, available present banking facilities of the Group and the Option Proceeds (if and when the Options are exercised), the working capital available to the Group is sufficient to meet its present requirements. Nonetheless, the Board is of the view that the Proposed Grant of Options is beneficial to the Group for the reasons set out above.

5. SHAREHOLDER'S APPROVAL

5.1 Rule 812(1) and Rule 812(2)

As at the date of this announcement:

- (a) Mr Sun Shu, Mr Zhan Shu and Mr Pang Kee Chai are Directors of the Company;
- (b) Mr Yao Yilun and Mr Yao Liang are each a Director and Controlling Shareholder of the Company; and
- (c) Ms Yao Jiajia is the daughter of Mr Yao Liang and accordingly is an immediate family member of a Director and Controlling Shareholder of the Company.

Accordingly, the Company will be seeking Shareholders' approval for the Proposed Grant of Options to the abovementioned Option Subscribers pursuant to Rules 812(1) and 812(2) of the Catalist Rules.

5.2 Rule 906(1)

Mr Yao Liang, Mr Yao Yilun, Mr Sun Shu, Mr Zhan Shu and Mr Pang Kee Chai are Directors of the Company and are therefore "interested persons" as defined under the Catalist Rules. Ms Yao Jiajia, being the daughter of Mr Yao Liang, is therefore an "associate" of Mr Yao Liang pursuant to the Catalist Rules. As such, the Proposed Grant of Options to Mr Yao Liang, Mr Yao Yilun, Mr Sun Shu, Mr Zhan Shu, Mr Pang Kee Chai and Ms Yao Jiajia (collectively, the "**Interested Persons**") are "interested person transactions" pursuant to Chapter 9 of the Catalist Rules.

Rule 906(1) of the Catalist Rules provides that an issuer must obtain shareholders' approval for any interested person transaction of a value equal to, or more than (a) 5% of the group's latest audited net tangible asset ("**NTA**"); or (b) 5% of the group's latest audited NTA, when aggregated with other transactions entered into with the same interested person during the same financial year.

The aggregate values of the Proposed Grant of Options to each of the Interested Persons (assuming the exercise of all the Options issued to each of the Interested Persons at the Exercise Price) as a percentage of the Group's latest audited NTA of S\$24.30 million as at 30 June 2020 are set out below:

Option Subscriber	Number of Options to be subscribed	Value based on Exercise Price (S\$)	Value based on Exercise Price as a percentage of the NTA as at 30 June 2020
Mr Yao Liang	475,000,000	1,330,000	5.47%
Mr Sun Shu	125,000,000	350,000	1.44%
Mr Zhan Shu	100,000,000	280,000	1.15%
Mr Pang Kee Chai	100,000,000	280,000	1.15%
Mr Yao Yilun	100,000,000	280,000	1.15%
Ms Yao Jiajia	300,000,000	840,000	3.46%

Notwithstanding that only the value of the Proposed Grant of Options to Mr Yao Liang has exceeded 5% of the Group's latest audited NTA, the Company will be seeking Shareholders' approval for the Proposed Grant of Options to each of the abovementioned Interested Persons.

Save for the Proposed Grant of Options as disclosed above, as at the date of this announcement, the Group has not entered into any interested person transactions for the financial year ending 30 June 2021.

5.3 Grant of Options to Ms Zhou Ying, Mr Wang Yong, Mr Sun He and Ms Teo Qin Pei, Jessica

While Shareholders' approval is not required for the Grant of Options to Ms Zhou Ying, Mr Wang Yong, Mr Sun He and Ms Teo Qin Pei, Jessica under the provisions of the Catalist Rules, for good corporate governance, the Company will be seeking Shareholders' approval for the Grant of Options to these individuals.

6. STATEMENT OF THE AUDIT COMMITTEE IN RESPECT OF THE PROPOSED GRANT OF OPTIONS

The Audit Committee of the Company (which comprises Mr Pang Kee Chai, Mr Sun Shu and Mr Zhan Shu, who have each abstained in the review of the Proposed Grant of Options to themselves) has reviewed the rationale for and the terms of the Proposed Grant of Options to the Interested Persons up to the date hereof and is of the view that the Proposed Grant of Options to the Interested Persons is on normal commercial terms, and is not prejudicial to the interests of the Company and its minority Shareholders.

As the Proposed Grant of Options falls under a transaction under Rule 921(4)(b)(i) of the Catalist Rules, being an issuance pursuant to Part IV of Chapter 8 of the Catalist Rules for cash, an opinion from an independent financial adviser is not required. The Audit Committee has therefore not obtained an opinion from an independent financial adviser in forming its view.

7. FINANCIAL EFFECTS OF THE PROPOSED GRANT OF OPTIONS

7.1 Assumptions

The following tables illustrate the financial effects of the Proposed Grant of Options on:

- (a) the NTA per share of the Group (assuming the Options have been fully exercised at the end of that financial year);
- (b) the earnings per share (“EPS”) of the Group (assuming the Options have been fully exercised at the beginning of the financial year); and
- (c) the gearing of the Group (assuming the Options have been fully exercised at the end of that financial year),

based on the audited financial statements of the Group for the financial year ended 30 June 2020.

7.2 NTA per Share

	Before the Proposed Grant of Options ⁽¹⁾⁽²⁾	After the Exercise of Options
NTA (S\$'000) ⁽³⁾	38,549	45,549
Number of Shares ('000)	32,706,206	35,206,206
NTA per Share (cents)	0.118	0.129

Notes:

- (1) Assuming completion of the issuance of 500,000,000 Shares to Mr Tan Soo Khoon Raymond following the conversion of S\$1 million in debt that was owing from the Company to him, details of which are set out in an announcement released by the Company on 14 July 2020 (“**Debt Conversion**”).
- (2) Assuming completion of the issuance of 500,000,000 Shares to Premier Equity Fund Sub Fund E following the exercise of options, details of which are set out in an announcement released by the Company on 8 December 2020 (“**Exercise of Options by Premier Equity Fund Sub Fund E**”).
- (3) Means equity attributable to equity holders of the Company.

7.3 Earnings per Share

	Before the Proposed Grant of Options ⁽¹⁾⁽²⁾	After the Exercise of Options
Profit after tax attributable to Shareholders (S\$'000)	520	520
Weighted average number of Shares ('000)	21,982,544	24,482,544
Earnings per Share (cents)	0.002	0.002

Notes:

(1) Assuming completion of the Debt Conversion.

(2) Assuming completion of the Exercise of Options by Premier Equity Fund Sub Fund E.

7.4 Gearing

Not meaningful as the Group did not have any borrowings as at 30 June 2020.

8. LISTING AND QUOTATION OF OPTION SHARES

The Company will make an application through its Sponsor, W Capital Markets Pte. Ltd., to the SGX-ST for the listing of and quotation of the Option Shares on the SGX-ST. The Company will make the necessary announcements upon receipt of the listing and quotation notice from the SGX-ST for the listing and quotation of the Option Shares.

9. INTERESTS OF DIRECTORS AND OTHER SHAREHOLDERS

In accordance with Rule 812(2) and Rule 906(1) of the Catalist Rules, Mr Sun Shu, Mr Zhan Shu, Mr Pang Kee Chai, Mr Yao Yilun, Mr Yao Liang and Ms Yao Jiajia shall abstain from, and procure that their associates abstain from, voting at the EGM on all resolutions relating to the Proposed Grant of Options, whether by representative or proxy, in respect of the Proposed Grant of Options, and shall decline to accept appointment as proxy to attend and vote at the forthcoming EGM for other Shareholders in respect of the Proposed Grant of Options, unless the Shareholders concerned have given specific instructions as to the manner in which their votes are to be cast.

Ms Zhou Ying, Ms Teo Qin Pei, Jessica, Mr Wang Yong and Mr Sun He will abstain from, and procure that their associates abstain from, voting at the EGM on all resolutions relating to the Proposed Grant of Options, whether by representative or proxy, in respect of the Proposed Grant of Options, and shall decline to accept appointment as proxy to attend and vote at the forthcoming EGM for other Shareholders in respect of the Proposed Grant of Options, unless the Shareholders concerned have given specific instructions as to the manner in which their votes are to be cast.

10. DOCUMENTS AVAILABLE FOR INSPECTION

Copies of the Option Agreements are available for inspection during normal business hours at the registered office of the Company for a period of three (3) months from the date of this announcement. Shareholders who wish to inspect the following documents should contact the Company at +65 6690 6860 to make an appointment so that the relevant arrangements can be made in view of the current COVID-19 situation and related safe distancing measures.

11. DIRECTORS' RESPONSIBILITY STATEMENT

The Directors 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 Grant of Options, the Company and its subsidiaries, and the Directors are not aware of any facts the omission of which would make any statement in this announcement misleading. Where information in the 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 the announcement in its proper form and context.

12. FURTHER INFORMATION

A circular setting out further information on the Proposed Grant of Options and enclosing the notice of EGM of the Company will be despatched by the Company to Shareholders in due course.

The Company will make further announcements relating to the Proposed Grant of Options as and when necessary. Shareholders are advised to exercise caution in trading the Shares. There is no certainty or assurance as at the date of this announcement that the Proposed Grant of Options will be completed. Shareholders should consult their stock brokers, bank managers, solicitors or other professional advisers if they have any doubt about the actions they should take.

By Order of the Board
Yao Liang
Executive Director
9 March 2021

This announcement has been prepared by the Company and its contents have been reviewed by the Company's sponsor, W Capital Markets Pte. Ltd. (the "Sponsor").

This announcement has not been examined or approved by the Singapore Exchange Securities Trading Limited (the "SGX-ST") and the SGX-ST 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 Chia Beng Kwan, Registered Professional, W Capital Markets Pte Ltd, 65 Chulia Street, #43-01 OCBC Centre, Singapore 049513, Telephone (65) 65133541.