

IMPERIUM CROWN LIMITED
(Company Registration No.: 199505053Z)
(Incorporated in Singapore)

DISPOSAL OF 51% OF THE SHARES OF WINCO CONSTRUCT & DÉCOR PTE LTD – EXECUTION OF AGREEMENT AND COMPLETION OF DISPOSAL

1. INTRODUCTION

- 1.1. The Board of Directors (the "**Directors**" or "**Board**") of Imperium Crown Limited (the "**Company**") wishes to announce that:
- a) on 28 June 2023, the Company has entered into a sale and purchase agreement (the "**Agreement**") as the vendor, with Mr Loh Siong Keng as the purchaser (the "**Purchaser**") for the disposal by the Company of its 51% shareholding interest in the issued share capital (the "**Sale Shares**") of Winco Construct & Décor Pte Ltd (the "**Target**"), on the terms and subject to the conditions contained in the Agreement (the "**Disposal**"); and
 - b) pursuant to the terms of the Agreement, the conditions precedent have been fulfilled and completion has occurred on the same day. Accordingly, the Target has ceased to be a subsidiary of the Company.
- 1.3 As the relative figures under Rule 1006 of Chapter 10 of the Listing Manual of the Singapore Exchange Securities Trading Limited (the "**SGX-ST**") Section B: Rules of Catalyst (the "**Catalist Rules**") do not exceed 5% and fall within all of the relevant situations as stated in paragraphs 4.3 and 4.4 of the Practice Note 10A of the Catalyst Rules, the Proposed Acquisition constitutes a "non-discloseable transaction" under Chapter 10 of the Catalyst Rules.

2. INFORMATION ON THE DISPOSAL, PURCHASER AND TARGET

- 2.1 The Target was acquired by the Company on 19 August 2022 and was a 51% subsidiary of the Company prior to the Disposal. It is in the business of providing interior design services and renovation contractors in Singapore.
- 2.2 The Purchaser is a Singapore citizen who owned 49% of the Target prior to the Disposal, is currently a director of the Target and also managed the Target on behalf of the Company.

3. BACKGROUND TO AND RATIONALE FOR ENTRY INTO THE DISPOSAL

- 3.1 The Target was previously acquired by the Company in line with the Group's strategy to participate in growth opportunities in the real estate sector with experienced and trusted partners in various markets upon the disposal of the Group's existing business (the "**Proposed Disposals Of The PRC Assets**") in the People's Republic of China. Please refer to the announcements dated 27 June 2022 and 19 August 2022 in relation to the acquisition of the Target by the Company.
- 3.2 However, as announced by the Company on 21 June 2023, the Proposed Disposals Of The PRC Assets remain uncompleted and there is an on-going fact-finding exercise undertaken by the Company in light of complications faced thereto. In the meantime, as stated in the announcement dated 10 March 2023, the operations of the Wonder Stone Hotel remains loss-making (to the Board's knowledge), and are being handled by the proposed purchaser of the Wonder Stone Hotel which now bears the cost of running (and receives any revenue derived from) the Wonder Stone Hotel.
- 3.3 While it was previously the intention of the Company to work with the Purchaser to grow the

Target's business, the Board has to take into consideration the current circumstances of the Company and that the Company does not have access to any additional funds to grow the Target. Upon deliberation, the Board decided that it was in the best interests of the Company to undertake the Disposal and dispose of the Sale Shares to the Purchaser, where the proceeds from the Disposal can be used to meet the working capital needs of the Company.

4. DISPOSAL CONSIDERATION

- 4.1 The aggregate consideration for the disposal of the Sale Shares is S\$51,000 (the "**Consideration**"), which is payable in cash, and has been received by the Company from the Purchaser today.
- 4.2 The Consideration was arrived on a willing-buyer and willing-seller basis, after negotiations which were conducted on an arm's length basis between the Purchaser and the Company, after taking into account the financial performance of the Target up to 30 April 2023 and the existing order book of the Target as at 30 April 2023. The Consideration is equal to the cost paid by the Company on 19 August 2022 for the Sale Shares and no additional investment has been made by the Company in the Target since then.

5. VALUE OF TARGET

Based on the unaudited management accounts of the Target as at 30 April 2023, the net book value and the net tangible asset of the Target is S\$58,000. Accordingly, the net asset value represented by the Sale Shares is approximately S\$29,580.

6. FINANCIAL EFFECTS

The Disposal is not expected to have any material impact on the consolidated earnings per share and net tangible assets per share of the Group for the financial year ending 30 June 2023.

7. GAIN OR LOSS ON DISPOSAL

The Disposal did not result in a gain or loss on disposal as the Consideration is equal to the cost paid by the Company on 19 August 2022 for the Sale Shares.

The intended use of the Consideration is to meet the working capital needs of the Company.

8. INTERESTS OF DIRECTORS AND SUBSTANTIAL SHAREHOLDERS

None of the Directors or substantial shareholders of the Company or their respective associates has any interest, direct or indirect, in the Disposal (other than through their respective shareholdings in the Company, if any).

9. DOCUMENTS AVAILABLE FOR INSPECTION

A copy of the Agreement will be made available for inspection during normal business hours at 1 Commonwealth Lane #06-20 One Commonwealth Singapore 149544 for a period of three (3) months from the date of this announcement.

10. 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 Disposal, 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 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.

11. CAUTION IN TRADING

Although the Company's shares are under suspension, shareholders and investors are advised to read this announcement and any past and future announcements by the Company carefully when dealing with the shares of the Company. Shareholders and investors should consult their stockbrokers, bank managers, solicitors or other professional advisors if they have any doubt about the actions they should take or when dealing with their shares of the Company.

By Order of the Board

Kiar Lee Noi
Company Secretary

28 June 2023

This announcement has been reviewed by the Company's sponsor, Stamford Corporate Services Pte Ltd, (the "Sponsor"). It 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 statements or opinions made or reports contained in this announcement.

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