



SHEN YAO HOLDINGS LIMITED
(Company Registration No. 202042117W)
(Registered in Singapore)

PROPOSED PURCHASE OF UP TO 3,550,000 ORDINARY SHARES IN THE CAPITAL OF REAL ESTATE ANALYTICS PTE. LTD.

Unless otherwise defined herein, all capitalised terms used in this announcement shall have the same meaning as defined in the announcements of Shen Yao Holdings Limited (the “Company”) dated 29 March 2021 and 5 April 2021 (“Previous Announcements”).

1. Introduction

The Board of Directors of the Company refers to the Previous Announcements in relation to the Proposed Transaction.

2. Approval In-Principle

The Company has made an application to SGX-ST for the listing and quotation of the Consideration Shares to be issued in connection with the Proposed Transaction.

The Board would like to announce that the Company has on 16 July 2021 received the in-principle approval from the SGX-ST for the listing of, and quotation for, the Consideration Shares, on the Catalist Board of the SGX-ST (the “AIP”), subject to the following conditions:

- (a) Shareholders’ approval be obtained for the Proposed Transaction at a general meeting to be convened; and
- (b) to commission an independent valuation on REA (“**Independent Valuation**”), and to include the valuation report in the Circular.

Shareholders should note that the approval in-principle granted by the SGX-ST is not to be taken as an indication of the merits of the Consideration Shares, the Proposed Transaction, the Company and/or its subsidiaries.

3. Further Updates to Shareholders

In the Previous Announcements, it was mentioned that an independent valuation will not be conducted on REA as REA is a technology start-up and has not commenced commercialisation of its data analytics solution. The Directors are of the view that it may not be meaningful to conduct a valuation on REA at this point in time. As such, in valuing REA for purpose of the Proposed Transaction, the Company has made reference to and took into consideration the valuation of REA at which the Wodabow Subscription will be undertaken and the valuation of companies with similar business models instead. In addition, there was no specific requirement under the Catalist Rules for an Independent Valuation. Accordingly, the Company did not impose the requirement for an Independent Valuation during the course of the negotiations with the Vendor and REA prior to the signing of the SPA.

With an Independent Valuation now being one of the conditions of the AIP, the Company will be engaging the Vendor and REA in discussions on the commissioning of an Independent

Valuation to fulfill the condition specified in the AIP. The Company will provide further updates to Shareholders on the outcome of the discussions with the Vendor and REA.

4. Trading Caution

Shareholders are advised to exercise caution in trading their Shares. Completion of the Proposed Transaction is subject to certain conditions. As at the date of this announcement, there is no certainty or assurance that the Proposed Transaction will be completed or that no changes will be made to the terms thereof. The Company will make the necessary announcements when there are further developments. Shareholders are advised to read this announcement and any further announcements by the Company carefully. Shareholders should consult their stockbrokers, bank managers, solicitors, accountants or other professional advisors (as appropriate) if they have any doubt about the actions they should take.

BY ORDER OF THE BOARD

Yao Liang
Executive Director
19 July 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.