

ANNICA HOLDINGS LIMITED
(Incorporated in the Republic of Singapore)
(Company Registration No. 198304025N)

**DEBT CONVERSION AGREEMENT DATED 11 FEBRUARY 2016
- RECEIPT OF NOTICE OF CONVERSION**

*Unless otherwise defined herein or the context otherwise requires, all capitalised terms used herein shall bear the same meanings as ascribed to them in the Company's circular to Shareholders dated 12 July 2016 (together, the "**Circular**").*

The board of directors (the "**Board**") of Annica Holdings Limited (the "**Company**"), refers to the Circular in relation to the Debt Conversion Agreement and Debt Conversion Option.

Pursuant to the Deed of Assignment, the Company had on 12 March 2018 received notice of, and had acknowledged and given its consent to, the assignment by LionGold of the remaining portion of the Outstanding Principal, equivalent to S\$2,504,878.77 (the "**Remaining Assigned Debt**"), to the Investor.

The Board wishes to announce that it had on 12 March 2018, received notice from the Investor on his intention to exercise the Debt Conversion Option. In accordance with the Debt Conversion Agreement, the Remaining Assigned Debt shall be converted to shares in the Company (the "**Debt Conversion Shares**") at the Conversion Price of S\$0.001 per Debt Conversion Share. As such, in accordance with the terms of the Debt Conversion Agreement, the Company will allot and issue to the Investor 2,504,878,770 Debt Conversion Shares on 14 March 2018, being two (2) Business Days following the receipt of the notice.

The Debt Conversion Shares, when allotted and issued, shall be fully paid up, free from Encumbrances, fully transferable and shall rank *pari passu* in all respects with and carry all rights similar to the existing shares of the Company including the right to receive dividends declared, made or paid, the books closure date of entitlement of which is on or after the date of issue of the Debt Conversion Shares, and shall not be subject to any pre-emptive right, rights of first refusal or other rights in favour of any other party to purchase or receive the same.

In accordance with the Debt Conversion Agreement, upon the allotment and issuance of the Debt Conversion Shares, the right of the Investor to the repayment of the Remaining Assigned Debt shall be extinguished and released. Further announcements will be made by the Company updating the Shareholders on the status of the issuance, listing and quotation of the Debt Conversion Shares in due course.

Following the assignment of the Remaining Assigned Debt and the exercise of the Debt Conversion Option under the Debt Conversion Agreement and the Deed of Assignment, the Assigned Debt has been fully assigned from LionGold to the Investor and the Debt Conversion Option has been fully exercised by the Investor.

Shareholders are advised to read this announcement and any further announcements by the Company carefully. Shareholders are advised to refrain from taking any action in respect of their securities in the Company which may be prejudicial to their interests, and to exercise caution when dealing in the securities of the Company. In the event of any doubt, Shareholders should consult their stockbrokers, bank managers, solicitors, accountants or other professional advisers.

By Order of the Board

Sandra Liz Hon Ai Ling
Executive Director and Chief Executive Officer

12 March 2018

*This announcement has been prepared by the Company and its contents have been reviewed by the Company's Continuing Sponsor, Stamford Corporate Services Pte. Ltd. ("**Sponsor**"), for compliance with the relevant rules of the SGX-ST Listing Manual Section B: Rules of Catalyst.*

The Sponsor has not independently verified the contents of this announcement. This announcement has not been examined or approved by the SGX-ST and the SGX-ST assumes no responsibility for the contents of this announcement, including the accuracy, completeness or correctness of any of the statements or opinions made or reports contained in this announcement.

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