

THE PLACE HOLDINGS LIMITED
(Company Registration Number: 200107762R)
(Incorporated in the Republic of Singapore)

RESPONSES TO SGX'S QUERIES ON THE COMPANY'S ANNOUNCEMENTS DATED 11 MAY 2023 AND 4 JULY 2023 REGARDING, INTER ALIA, UPDATES IN RELATION TO THE FACILITY AGREEMENT ENTERED INTO BY NEW VISION HOLDING PTE. LTD. AND UPDATES ON THE BINDING INDICATIVE FRAMEWORK AGREEMENT IN RELATION TO THE PROPOSED DISPOSAL OF PART OF THE GROUP'S INVESTMENTS IN NEW VISION HOLDING PTE. LTD. AND THE FACILITY AGREEMENT ENTERED INTO BY NEW VISION HOLDING PTE. LTD.

The Place Holdings Limited (the "**Company**", and together with its subsidiaries, the "**Group**") has received the following queries from the Singapore Exchange Securities Trading Limited ("**SGX-ST**") on 6 July 2023 in relation to the Company's announcement dated 11 May 2023 entitled "Updates in Relation to Facility Agreement entered into by New Vision Holding Pte. Ltd.", and the announcement dated 4 July 2023 entitled "Updates on the binding indicative framework agreement in relation to the proposed disposal of part of the Group's investments in its subsidiary, New Vision Holding Pte. Ltd. and the Facility Agreement entered into by New Vision Holding Pte. Ltd." (collectively, the "**Previous Announcements**").

Unless otherwise defined, all capitalised terms used herein shall bear the same meanings ascribed to them in the Previous Announcements and in the Company's announcement dated 29 May 2023.

SGX-ST Query 1(a)

1. It is stated in the 4 July 23 Announcement that "The Company wishes to update that, as at 30 June 2023, being the Long Stop Date, the Parties have not yet entered into the SPA in connection with the Proposed Transaction." and "The Group has also been coordinating and discussing with the Financiers in relation to the terms of the revised milestones, as well as the Target's progress on the revised milestones as set out in the letter dated 24 April 2023 issued by the Financiers to the Target."

It is also stated in the 11 May 23 Announcement that "The revised milestones to-date have been met, as New Vision's and the Company's executives have been taking active steps towards meeting the revised milestones and have been engaged in discussions with the Financiers for the resolution and/or waiver of such breaches, including, without limitation, by way of repayment of the Outstanding Loan through the sale of Realty Centre to a prospective buyer or otherwise."

(a) Please disclose the status of the discussions with the Financiers for the resolution and/or waiver of such breaches, including the Target's progress on the revised milestones and additional provisions on the Target and/or the Company following the termination of the Term Sheet, if any.

Company's Response to SGX-ST Query 1(a)

The Company wishes to update the shareholders that the Company has been in active discussions with the Financiers in relation to the Facility Agreement and the milestones as stated in the Financiers' letter dated 24 April 2023 (the "**Financiers' Letter**").

As at the date of this Announcement, the Company has not received any written notice from the Financiers in exercising their right of acceleration of the loan under the Facility Agreement.

As mentioned in the Company's announcement dated 11 May 2023, the revised milestones to-date have been met. Previously, the final milestone based on the Financiers' Letter was for New Vision to complete the land disposal and effect the full settlement of the bank loan by 17 July 2023 (the "**Completion Milestone**"). However, based on the latest discussions between the Company and the Financiers, the Financiers are looking to revise the Completion Milestone whereby New Vision shall enter into the definitive agreement for the sale and purchase of Realty Centre on or before end of September 2023 and for completion of the sale of Realty Centre to occur on or before 31 December 2023.

The Company also wishes to highlight that following the termination of the Term Sheet, the Group is presently in the midst of discussions with various potential buyers to further the progress of the sale of Realty Centre and/or its investment in New Vision.

The Company will make further announcements to update shareholders when there are material updates to the matters set out above as may be necessary and appropriate.

SGX-ST Query 1(b)

(b) Please disclose the financial impact that the termination of the Term Sheet has on the Company, including the amount of expenses incurred and amount paid by the Company;

Company's Response to SGX-ST Query 1(b)

The professional fees and other expenses incurred by the Company to-date in connection with the Proposed Disposal are approximately S\$60,000.

SGX-ST Query 1(c)

(c) Please disclose the maturity date of the outstanding loan;

Company's Response to SGX-ST Query 1(c)

Pursuant to the terms of the existing Facility Agreement, the date on which the loan outstanding under the Facility Agreement (which, as at the date of this Announcement, amounts to approximately S\$109,735,097 (excluding accrued interest) (the "**Outstanding Loan**") shall be repaid shall be the earlier of (a) the date falling 54 months after the date on which the loan was made; and (b) the date falling six months after the date on which the Temporary Occupation Permit for the Project is issued (the "**TOP Date**"). Based on (a), the Outstanding Loan shall be repaid by October 2025. As for (b), given that the existing Facility Agreement was granted for, *inter alia*, the Project and that a disposal of the Realty Centre property is being contemplated presently, the TOP Date may not be relevant in such context.

SGX-ST Query 1(d)

(d) Please clarify if there are cross-default and/or cross-acceleration provisions in any existing term loan/credit facilities or borrowings. If so, please clarify if the Company would have the ability to meet such repayments(s); and

Company's Response to SGX-ST Query 1(d)

None of the Group entities have any external term loan/credit facilities or external borrowings, save for the loan taken out by New Vision pursuant to the Facility Agreement.

SGX-ST Query 1(e)

(e) In view of the questions above, please also provide the Board of Directors' assessment of the Company's ability to operate as a going concern and the base(s) for such a view(s).

Company's Response to SGX-ST Query 1(e)

In view of the questions above and the responses therein, the Board of Directors is of the view that the Company remains able to operate as a going concern, after considering the following bases:

- i. The Realty Centre property has a land value of approximately S\$184 million (mid-point value) as at 22 March 2023, based on a valuation report commissioned by New Vision for the purposes of taking out a mortgage on the Realty Centre property. As such, in the event of a sale of the property, it is expected that the sale proceeds would be sufficient to satisfy the Outstanding Loan, as the value of the property exceeds the amount of the Outstanding Loan;
- ii. The Company has cash and cash equivalents of S\$2,757,000 as at 30 June 2023; and
- iii. The Group may explore various avenues to raise sufficient additional working capital and/or to refinance the existing loan, including via shareholder loans and external financing via debt or equity, including fund raising activities, placements and rights issues, and our substantial shareholders, namely, Mr. Ji Zenghe (the Executive Chairman of the Company) and Mr. Fan Xianyong (the Chief Executive Officer of the Company) have indicated willingness to participate in the fund raising activities of the Company if need be.

BY ORDER OF THE BOARD

Ji Zenghe
Executive Chairman
11 July 2023