

CIRCULAR DATED 22 JULY 2019

THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION. PLEASE READ IT CAREFULLY.

This Circular is circulated to the shareholders of The Place Holdings Limited (the “**Company**”) to provide the shareholders of the Company (“**Shareholders**”) with information relating to, and to explain the rationale for the Proposed Acquisition (as defined herein), to be tabled at the extraordinary general meeting of the Company to be held on 6 August 2019 at 2.00 p.m. at Meeting Room 320, Level 3 Suntec Singapore Convention and Exhibition Centre, 1 Raffles Boulevard, Suntec City, Singapore 039593 (the “**EGM**”).

If you are in any doubt in relation to this Circular or as to the course of action you should take, you should consult your stockbroker, bank manager, solicitor, accountant or other professional adviser immediately.

If you have sold or transferred all your ordinary shares in the capital of the Company, you should immediately forward this Circular, the enclosed Notice of EGM (as defined herein) and the accompanying Proxy Form (as defined herein) to the purchaser or the transferee, or to the bank, stockbroker or agent through whom the sale or the transfer was effected for onward transmission to the purchaser or the transferee.

Singapore Exchange Securities Trading Limited assumes no responsibility for the correctness of any of the statements made, reports contained or opinions expressed in this Circular.



CIRCULAR TO SHAREHOLDERS IN RELATION TO

**THE PROPOSED ACQUISITION OF 15 ENGGOR STREET, REALTY CENTRE,
SINGAPORE 079716**

IMPORTANT DATES AND TIMES

Last date and time for lodgement of Proxy Form	:	4 August 2019 at 2.00 p.m.
Date and time of EGM	:	6 August 2019 at 2.00 p.m.
Place of EGM	:	Meeting Room 320, Level 3 Suntec Singapore Convention and Exhibition Centre, 1 Raffles Boulevard, Suntec City, Singapore 039593

TABLE OF CONTENTS

1.	INTRODUCTION.....	6
2.	THE PROPOSED ACQUISITION OF THE PROPERTY	6
3.	DIRECTORS' AND SUBSTANTIAL SHAREHOLDERS' INTERESTS	12
4.	DIRECTORS' SERVICE CONTRACTS.....	12
5.	DIRECTORS' RECOMMENDATIONS.....	12
6.	EXTRAORDINARY GENERAL MEETING.....	13
7.	ACTIONS TO BE TAKEN BY SHAREHOLDERS.....	13
8.	RESPONSIBILITY STATEMENT.....	13
9.	DOCUMENTS FOR INSPECTION	13

DEFINITIONS

In this Circular, the following definitions apply throughout unless the context requires or otherwise stated:

- “Agreement”** : The relevant contractual documentation for the Bid
- “associate”** : (a) In relation to any director, chief executive officer, Substantial Shareholder or Controlling Shareholder (being an individual) means:
- (i) his immediate family;
 - (ii) the trustees of any trust of which he or his immediate family is a beneficiary or, in the case of a discretionary trust, is a discretionary object; and
 - (iii) any company in which he and his immediate family together (directly or indirectly) have an interest of 30% or more; and
- (b) in relation to a Substantial Shareholder or a Controlling Shareholder (being a company) means any other company which is its subsidiary or holding company or is a subsidiary of such holding company or one in the equity of which it and/or such other company or companies taken together (directly or indirectly) have an interest of 30% or more
- “Bid”** : The bid for the Property
- “Board”** : The board of Directors
- “CBD”** : Central Business District
- “CDP”** : The Central Depository (Pte) Limited
- “CEO”** : Chief Executive Officer
- “Circular”** : This circular to Shareholders
- “Companies Act”** : The Companies Act (Chapter 50) of Singapore, as amended or modified from time to time
- “Company”** : The Place Holdings Limited
- “Completion”** : Completion of the Proposed Acquisition
- “Controlling Shareholder”** : A person who:
- (a) holds directly or indirectly 15% or more of the total voting rights of the Company. The SGX-ST may determine that a person who satisfies the above is not a Controlling Shareholder; or
 - (b) in fact exercises control over the Company
- “Date of Acceptance”** : The date the Bid was duly accepted by the Collective Sale Committee of the Property, being 22 April 2019
- “Directors”** : The directors of the Company as at the date of this Circular

<u>“EGM”</u>	:	The extraordinary general meeting of the Company to be held on 6 August 2019 at 2.00 p.m. at Meeting Room 320, Level 3 Suntec Singapore Convention and Exhibition Centre, 1 Raffles Boulevard, Suntec City, Singapore 039593, notice of which is enclosed with this Circular
<u>“EPS”</u>	:	Earnings per Share
<u>“FY2018”</u>	:	The financial year ended 31 December 2018
<u>“FY2018 Financial Statements”</u>	:	The audited consolidated financial statements of the Group for FY2018
<u>“Group”</u>	:	The Company and its subsidiaries
<u>“JVCo”</u>	:	New Vision Holding Pte. Ltd.
<u>“Latest Practicable Date”</u>	:	The latest practicable date prior to the printing of this Circular, being 17 July 2019
<u>“Listing Manual”</u>	:	The listing manual of the SGX-ST as may be amended, supplemented or modified from time to time
<u>“Market Day”</u>	:	A day on which the SGX-ST is open for trading in securities
<u>“Notice of EGM”</u>	:	The notice of the EGM, as enclosed with this Circular
<u>“NTA”</u>	:	Net tangible asset
<u>“Property”</u>	:	All the strata units together with the common property comprised in the development known as 15 Enggor Street, Realty Centre, Singapore 079716
<u>“Proposed Acquisition”</u>	:	The proposed acquisition by JVCo by way of collective sale of the Property at the Purchase Price
<u>“Proxy Form”</u>	:	The proxy form in respect of the EGM as sent with the Notice of EGM
<u>“Purchase Price”</u>	:	S\$148,000,000, being the aggregate purchase price for the Proposed Acquisition
<u>“Resolution”</u>	:	The ordinary resolution relating to the Proposed Acquisition as set out in the Notice of EGM
<u>“Sale Order”</u>	:	The sale order approving the collective sale of the Property in accordance with the Land Titles (Strata) Act (Chapter 158) of Singapore, as amended or modified from time to time
<u>“SCL”</u>	:	Sun Card Limited
<u>“Securities Account”</u>	:	A securities account maintained by a depositor with CDP but does not include a securities sub-account
<u>“SGX-ST”</u>	:	Singapore Exchange Securities Trading Limited

“Shareholders”	:	Persons who are registered as holders of Shares in the Register of the Company, except that where the registered holder is CDP, the term “Shareholders” shall, where the context admits, mean the persons named as depositors in the Depository Register maintained by CDP and into whose Securities Accounts those Shares are credited
“Shares”	:	Ordinary shares in the capital of the Company
“Substantial Shareholders”	:	A person who has an interest or interests in one (1) or more voting Shares (excluding treasury shares) in the Company, and the total votes attached to that Share, or those Shares, represent not less than five per cent. (5.0%) of the total votes attached to all the voting Shares (excluding treasury shares) in the Company
“S\$” and “cents”	:	Singapore dollars and cents respectively, being the lawful currency of the Republic of Singapore
“Tender Fee”	:	S\$1,480,000, being the tender fee paid
“TPYI”	:	The Place Yuntai Investment Pte. Ltd.
“URA”	:	Urban Redevelopment Authority of Singapore
“Vendors”	:	All the subsidiary proprietors of the strata units (acting in a collective sale)
“%” or “per cent.”	:	Per centum or percentage

The terms **“depositor”** and **“Depository Register”** shall have the meanings ascribed to them respectively in the Securities and Futures Act (Chapter 289 of Singapore) in force as at the Latest Practicable Date.

Words importing the singular shall, where applicable, include the plural and *vice versa*. Words importing the masculine gender shall, where applicable, include the feminine and neuter genders. References to persons shall, where applicable, include individuals, firms and corporations.

Any reference to a time of day and to dates in this Circular is made by reference to Singapore time and dates unless otherwise stated.

Any reference in this Circular to any statute or enactment is a reference to any statute or enactment as for the time being amended or re-enacted. Any term defined under the Companies Act, the Listing Manual or any modification thereof and used in this Circular shall have the meaning assigned to it under the Companies Act, the Listing Manual or any modification thereof, as the case may be, unless otherwise provided. Summaries of the provisions of any laws and regulations (including and the Listing Manual) contained in this Circular are of such laws and regulations (including the Listing Manual) as at the Latest Practicable Date.

The headings in this Circular are inserted for convenience only and shall be ignored in construing this Circular.

Any discrepancies in the tables in this Circular between the listed amounts and the totals thereof are due to rounding. Accordingly, figures shown as totals in certain tables may not be an arithmetic aggregation of the figures that precede them.

THE PLACE HOLDINGS LIMITED

(Incorporated in the Republic of Singapore)
(Company Registration Number: 200107762R)

Directors

Ji Zenghe (Executive Chairman)
Fan Xianyong (Executive Director and Chief Executive Officer)
Sun Quan (Non-Executive Director)
Er Kwong Wah (Lead Independent Director)
Ng Fook Ai Victor (Independent Director)
Foo Chiah-Shiung (Independent Director)
Chng Hee Kok (Independent Director)

Registered Office

20 Collyer Quay
#21-01
Singapore 049319

22 July 2019

To: The Shareholders of The Place Holdings Limited

Dear Sir / Madam

1. **INTRODUCTION**

The purpose of this Circular is to provide Shareholders with the rationale for, and information relating to, the Proposed Acquisition, and to seek Shareholders' approval for the Proposed Acquisition at the EGM.

2. **THE PROPOSED ACQUISITION OF THE PROPERTY**

2.1 **Introduction**

As stated in the Company's announcement of 22 April 2019, a company set up pursuant to a joint venture between The Place Yuntai Investment Pte. Ltd. ("**TPYI**"), a wholly-owned subsidiary of the Company, and Sun Card Limited ("**SCL**"), has been successfully awarded the tender for the acquisition by way of collective sale (the "**Proposed Acquisition**") of all the strata units together with the common property comprised in the development known as 15 Enggor Street, Realty Centre, Singapore 079716 (the "**Property**") at the aggregate purchase price of S\$148,000,000 (the "**Purchase Price**"). The bid ("**Bid**") was duly accepted by the Collective Sale Committee of the Property on 22 April 2019 (the "**Date of Acceptance**"). The joint venture company which was established for the purpose of the Proposed Acquisition is New Vision Holding Pte. Ltd. ("**JVCo**"), a company incorporated in Singapore on 18 April 2019, the shares of which are 51%-owned (5,100 shares) by TPYI and 49%-owned (4,900 shares) by SCL, and with a total issued and paid up share capital of S\$10,000 as at the date of this Circular.

2.1.1 **Information on the Vendors**

This is a collective sale of all strata units comprised in the Property. At the time of the Bid, not all the subsidiary proprietors of the strata units ("**Vendors**") had given their consent to the collective sale. Accordingly, the solicitors for the Vendors will be seeking a sale order approving the collective sale of the Property in accordance with the Land Titles (Strata) Act (Chapter 158 of Singapore) (the "**Sale Order**"), and completion of the Proposed Acquisition ("**Completion**") remains conditional upon *inter alia* such Sale Order being obtained (unless the remaining subsidiary proprietors consent to the collective sale).

For the avoidance of doubt, none of the Vendors are "interested persons" of the Company, and the Proposed Acquisition is therefore not an "interested person transaction" under Chapter 9 of the Listing Manual ("**Listing Manual**") of Singapore Exchange Securities Trading Limited (the "**SGX-ST**").

2.1.2 Information on Joint Venture and SCL

SCL is a Hong Kong corporation. Mr. Ji Zenghe, the Executive Chairman of the Company and Mr. Fan Xianyong, an Executive Director and Chief Executive Officer (“**CEO**”) of the Company, respectively hold 65% and 35% of the shares in an intermediate holding company which in turn has 95% direct shareholding interest in SCL. The remaining 5% in SCL is held by an independent third party incorporated in Hong Kong. Mr. Ji. and Mr. Fan are also directors of SCL. No other Director or Controlling Shareholder of the Company has any interest in SCL.

As stated in the Company’s announcement on 22 April 2019, JVCo was established by TPYI and SCL to undertake the Proposed Acquisition and subsequent re-development of the Property. As at the date of this Circular, JVCo has a total issued and paid up share capital of S\$10,000, the shares of which are 51%-owned (5,100 shares) by TPYI, a wholly-owned subsidiary of the Company, and 49%-owned (4,900 shares) by SCL. It is intended that JVCo will fund the Purchase Price and subsequent re-development of the Property through a mix of capital (including both equity injection and shareholders’ loans) (contributed by TPYI and SCL in direct proportion of their 51%:49% shareholding equity) and external bank borrowings.

Under the terms of the joint venture, TPYI and SCL have committed to provide (a) total initial capital contribution of S\$10 million in aggregate (i.e. S\$5.1 million from TPYI and S\$4.9 million from SCL); and (b) shareholders’ loans to JVCo (i.e. up to S\$70.38 million from TPYI and up to S\$67.62 million from SCL) to enable JVCo to meet its payment obligations to the Vendors in the event JVCo is unable to obtain sufficient external bank borrowings (at all or on terms acceptable to TPYI). In respect of any additional funding which JVCo may require for the re-development of the Property, TPYI and SCL have further agreed that JVCo shall obtain external bank borrowings for this purpose, and only if JVCo is unable to obtain sufficient external bank borrowings (at all or on terms acceptable to TPYI) will TPYI and SCL use best endeavours to provide additional capital (including equity injections and/or shareholders’ loans) to JVCo in direct proportion of their 51%:49% shareholding equity in JVCo. Any contributions by TPYI and SCL (in the form of equity injections and/or shareholders’ loans) to JVCo shall be in direct proportion of their 51%:49% shareholding equity in JVCo. Any contributions which deviate from this proportion will be separately subject to the listing rules on interested person transactions set out in Chapter 9 of the Listing Manual.

Such amounts will be mutually agreed between the parties at such time, and TPYI is not obliged to make payment for such contributions if the Company has restrictions under the Listing Manual or any laws and regulations in this regard. As a purely hypothetical illustration, if SCL was prepared to inject additional equity capital into JVCo in the future but the Company was required to obtain requisite shareholders’ approval under Chapter 10 of the Listing Manual for such subscription by TPYI (e.g. if this constituted a “major transaction” at the relevant time for the Group), then TPYI would not be obliged under the joint venture terms to do so until the said listing rule requirements are met.

It is expressly agreed in the terms of the joint venture that all risks and rewards of the joint venture shall always be in direct proportion to the equity shareholding of each party, and parties have further agreed that the constitution of JVCo and any other agreements relating to the joint venture shall reflect this principle at all times.

The Group intends to fund TPYI’s share of the Purchase Price and subsequent contributions by TPYI to JVCo for the re-development of the Property through the Group’s internal resources and bank borrowings.

2.1.3 Chapter 9 of the Listing Manual

Under Chapter 9 of the Listing Manual, SCL is considered an associate of Mr. Ji Zenghe, the Executive Chairman of the Company and Mr. Fan Xianyong, an Executive Director and CEO of the Company as they indirectly hold in aggregate a 95% shareholding interest in SCL. Hence, the joint venture is an “interested person transaction” within the meaning set out in the Listing Manual.

As stated in the Company's announcement on 22 April 2019, the Audit Committee has reviewed the terms of the joint venture and is of the view that the risks and rewards of the joint venture are in proportion to the equity of each joint venture partner and is satisfied that the terms of the joint venture are not prejudicial to the interests of the Company and its minority shareholders. Any equity investment in or loans to the JVCo are and shall be on the same terms for both TPYI and SCL and in proportion to their 51%:49% shareholding equity.

Accordingly, pursuant to Rule 916(2) and (3) of the Listing Manual, the Group's equity investment in and loans to the joint venture shall not be subject to Rule 906 of the Listing Manual, which rule would otherwise have required the approval of Shareholders to be obtained for the joint venture. It is intended that any future capital injection or loans to JVCo, if required, shall fall within the description in Rules 916(2) and (3) of the Listing Manual. The Company will make timely disclosures via the SGXNET of its capital contributions to JVCo and/or shareholders' loans provided to the JVCo.

2.2 Details of the Proposed Acquisition

The key details of the Property are as follows:

Tenure	:	Freehold
Land Area	:	Approximately 1,021.9 square metres
Plot Ratio	:	Approximately 5.6+
Zoning	:	Commercial
Location	:	15 Enggor Street, Singapore 079716 comprised in the whole of Lot 384T of Town Subdivision 3

2.2.1 Purchase Price

The Purchase Price of S\$148,000,000 for the Proposed Acquisition was arrived at on a willing-buyer and willing-seller basis, as part of a competitive tender process and after taking into account various commercial factors, including without limitation, the location and potential of the Property, its freehold tenure, the Urban Redevelopment Authority's ("**URA**") latest Central Business District ("**CBD**") incentive schemes, prevailing market conditions and market prices of properties in the surrounding area and the Company's assessment of the re-development potential of the Property.

The Purchase Price is payable in instalments in the following manner:

- (a) a tender fee of S\$1,480,000 (the "**Tender Fee**") which has been paid;
- (b) an amount of S\$5,920,000 (being 5% of the Purchase Price less the Tender Fee) is payable within seven (7) business days from the Date of Acceptance. This has also been paid;
- (c) an amount of S\$7,400,000 (being 5% of the Purchase Price) is payable within seven (7) business days from:
 - (i) the date a copy of the Sale Order is served on the solicitors for the JVCo; or
 - (ii) the date of written confirmation by the solicitors for the Vendors that the Sale Order is not required for the collective sale of the Property; and
- (d) the balance amount of S\$133,200,000 (being 90% of the Purchase Price) is payable on Completion.

Corresponding to its 51% interest in the joint venture, TPYI's share of the Purchase Price is S\$75,480,000. As mentioned in paragraph 2.1.2, it is intended that JVCo will seek to secure external bank borrowings to partially fund the Purchase Price, and for the remainder to be funded by capital (including both equity injection and shareholders' loans) contributed by TPYI and SCL in direct proportion of their 51%:49% shareholding equity. The Group intends to fund TPYI's share of the Purchase Price through internal resources and bank borrowings.

2.2.2 Completion and Conditions to Completion

Completion is subject to satisfaction of conditions precedent as set out in the Terms and Conditions in respect of the Bid including amongst others:

- (a) the Vendors obtaining the Sale Order or if all of the Vendors shall consent to the collective sale of the Property; and
- (b) the Company obtaining the approval of its Shareholders in general meeting (and if required, the SGX-ST) for the purchase of the Property and any other transactions pursuant to the requirements imposed by the Listing Manual or the SGX-ST.

Assuming all relevant conditions have been satisfied, Completion shall take place on the date falling three (3) months after written confirmation by the solicitors for the Vendors that either (i) the Vendors have obtained the Sale Order or (ii) all of the Vendors consent to the collective sale of the Property, whichever is the earlier. The Vendors may by notice extend Completion for a period of up to six (6) months (or such other extended period(s) as may be agreed) by notice if *inter alia* at any time on or before the date of Completion, the sale and purchase of the Property cannot be completed due to certain prescribed circumstances such as legal incapacity of any of the subsidiary proprietors. If the relevant issues are not resolved, the Vendors will be entitled to rescind the Agreement and shall refund any deposit monies paid without any interest or compensation.

Where the Sale Order (if required) is not obtained within 12 months from the Date of Acceptance or the High Court dismisses any application for the Sale Order within 12 months from the Date of Acceptance, the Agreement will terminate and any deposit monies (including the Tender Fee) paid shall be refunded without any interest, compensation or deduction whatsoever.

The Property is sold on an “as is, where is” basis and the Vendors shall deliver vacant possession of the Property (including all the strata units in the Property) not later than the expiry of four (4) months from the actual date of Completion.

The Agreement also contains other terms and conditions which are customary or common for sale and purchase transactions of this nature.

2.3 Rationale for and Benefits of the Proposed Acquisition and Joint Venture

In light of the recently announced CBD incentive scheme by the URA with the intent to rejuvenate the CBD as a 24/7 mixed-use hub for work live and play, the Property lends itself as a suitable candidate within the Anson Road locale to take advantage of the plot ratio uplift and new development mix which will include residential use. The Company intends to apply to the authorities to have the Property re-zoned to permit such mixed-use subject to its further evaluation after Completion.

The Bid has taken into account the feasibility and incremental commercial benefits that the Company can derive from the re-development of the Property into a mixed-use commercial and residential tower (subject to regulatory approvals) to cater for the strong latent demands in the CBD.

In summary, the Company believes that the Proposed Acquisition (assuming the necessary approvals are obtained) will serve to meet the following business objectives for the Company:

- (a) Given that all of the Group’s businesses are located overseas, having a physical presence locally would bring more relevance to Shareholders and augurs well as a springboard for its enlarged tourism-related endeavours in Singapore and globally. A new mixed-use development is an excellent avenue to showcase the commitment and unique value propositions of the Company. At the Company’s extraordinary general meeting on 12 October 2018, the Shareholders had approved the Company’s proposal to diversify into “tourism-related business”, which, as stated in the Company’s circular dated 21 September 2018 on the subject, included property development and ownership. Subject to receipt of relevant regulatory and other approvals and finalisation of the re-development plan,

the Company currently intends for the re-developed Property to feature certain tourism-centric elements such as wellness urban resort / accommodation, corporate clubhouse, and/or entertainment and recreational facilities. The residential component in the proposed development mix can then be sold to help repay the external borrowings. The Property can also act as a platform to showcase the Group's other tourism-related development projects around the world;

- (b) Generate recurrent rental income and development profit from the asset classes to be developed by the JVCo on the Property. The Group has always been on a lookout for potential target assets. Riding on the advantages of the Proposed Acquisition as mentioned at the beginning of this section, the Group's current strategy for the re-development of the Property is to generate development profit from sale of residential units and recurrent rental income from the commercial component held for investment; and
- (c) House the headquarters of the Company. The Group is still in its expansion phase since its subscription exercise in 2016 (i.e. the share subscription by Oriental Straits Fund III, which was approved by Shareholders on 12 October 2016) and business diversifications in 2017 and 2018. Tapping on the expertise from executive directors who have years of experience in tourism and real estate development, a centrally-located and presentable Singapore headquarters would definitely play a significant role in positioning itself for future business partnerships and investments as the Group reaches out globally.

Given that the Group is currently in its expansion phase and taking into consideration that the Group is pending for government approval for its capital injection into Tianjie Yuntai Wanrun (Xiuwu) Property Development Co., Ltd (which was approved by Shareholders on 12 October 2018), the Company considered that entering into a joint venture with SCL to undertake the Proposed Acquisition is beneficial as a 51% shareholding in the joint venture would enable the Group to have control over the Proposed Acquisition and offer its development know-how to position JVCo to unlock the full potential of the Property, while not over-stretching the Group's resources. The "equal risk, equal reward" framework for undertaking and funding the joint venture as described in paragraph 2.1.2 acts as a safeguard for the Company vis-à-vis SCL.

The estimated total cost for the re-development of the Property has not been finalised at this juncture pending regulatory approvals (which process can only commence after Completion). Such information is also commercially sensitive and its premature disclosure may potentially compromise the Group's strategy as well as its ability to secure contractors and external service providers for the re-development at more competitive rates.

2.4 Relative Figures under Chapter 10 of the Listing Manual

2.4.1 Rule 1014(1) of the Listing Manual states that where any of the relative figures as computed on the bases set out in Rule 1006 of the Listing Manual exceeds 20%, a transaction is classified as a major transaction. Rule 1014(2) of the Listing Manual further states that such a major transaction must be made conditional upon approval by Shareholders in general meeting.

2.4.2 The relative figures as computed on the bases as set out in Rule 1006 of the Listing Manual, based on the audited financial statements of the Group for the financial year ended 31 December 2018 ("**FY2018**" and the "**FY2018 Financial Statements**"), being the latest announced financial statements of the Group prior to the Date of Acceptance, are as follows:

Rule 1006 ⁽¹⁾	Bases	Relative Figures (%)
(b)	Net profits attributable to the Property to be acquired, compared with the Group's net profits	<i>Not meaningful</i> ⁽²⁾
(c)	Value of TPYI's share of the Purchase Price, being S\$75.48 million, compared with the market capitalisation of the Company of approximately S\$152.41 million	49.52 ⁽³⁾

Notes:

- (1) Rule 1006(a) is not applicable to an acquisition of assets. Rule 1006(d) and (e) are also not applicable as no equity securities will be issued by the Company as consideration for the Proposed Acquisition, and the Company is not a mineral, oil and gas company.
- (2) The Property will be redeveloped post-acquisition and will not be income-generating. Accordingly, no profits shall be attributed to the Property. For information, the Group's audited net profits for the FY2018 is S\$1,916,000.
- (3) The Company's market capitalisation of approximately S\$152.41 million was computed based on the total number of 5,880,654,539 issued ordinary shares of the Company ("**Shares**") (excluding treasury shares), multiplied by S\$0.025918, being the volume weighted average price of the Shares transacted on 18 April 2019, being the full Market Day on which the Shares were traded on the SGX-ST immediately prior to the Date of Acceptance. TPYI's share of the Purchase Price of S\$75.48 million assumes that JVCo does not finance the Purchase Price through its own external bank borrowings; if JVCo does so, TPYI's and SCL's actual cash contributions will be correspondingly reduced.

2.4.3 Based on the above, the Proposed Acquisition constitutes a "major transaction" for the purposes of Chapter 10 of the Listing Manual. As such, the Proposed Acquisition is subject to the prior approval of Shareholders.

2.5 Financial Effects of the Proposed Acquisition

*Please note that the financial effects below are purely **for illustrative purposes only** and are not indicative of the actual financial position of the Group and/or the Company following the Proposed Acquisition.*

2.5.1 The illustrative financial effects of the Proposed Acquisition as set out in paragraphs 2.5.2 and 2.5.3 below have been prepared on the following key bases and assumptions:

- (a) the financial effects of the Proposed Acquisition on the NTA per Share and earnings per Share ("**EPS**") of the Company are prepared based on the audited FY2018 Financial Statements, being the latest announced financial statements of the Group prior to the Date of Acceptance;
- (b) for the purposes of illustrating the financial effects of the Proposed Acquisition on the Company's NTA per Share, it is assumed that the Proposed Acquisition was completed on 31 December 2018;
- (c) for the purposes of illustrating the financial effects of the Proposed Acquisition on the EPS of the Company, it is assumed that the Proposed Acquisition was completed on 1 January 2018; and
- (d) all professional fees incurred in connection with the Proposed Acquisition have been disregarded.

2.5.2 Profits and EPS

On the bases and assumptions set out in paragraph 2.5.1 above, the Proposed Acquisition is expected to have nil effect on the Company's consolidated profits and EPS:

	Before the Proposed Acquisition	After the Proposed Acquisition
Profits after tax and minority interests attributable to Shareholders (S\$'000)	1,916	1,916
EPS (cents)	0.03	0.03

2.5.3 NTA per Share

On the bases and assumptions set out in paragraph 2.5.1 above, the Proposed Acquisition is expected to have nil effect on the Company's NTA per Share:

	Before the Proposed Acquisition	After the Proposed Acquisition
NTA (S\$'000)	92,896	92,896
NTA per Share (cents)	1.58	1.58

2.5.4 There is no available book value, NTA value or open market value for the Property. The Property is sold based on a competitive tender process as a vacant development site.

3. **DIRECTORS' AND SUBSTANTIAL SHAREHOLDERS' INTERESTS**

The interests of the Directors and Substantial Shareholders in the issued Shares of the Company, as extracted from the Register of Directors' shareholdings and Register of Substantial Shareholders' shareholdings, as at the Latest Practicable Date is set out below:

	Direct Interest		Deemed Interest	
	No. of Shares	%	No. of Shares	%
Directors				
Ji Zenghe	–	–	–	–
Fan Xianyong	–	–	–	–
Sun Quan ⁽¹⁾	–	–	5,039,511,093	85.70
Er Kwong Wah	–	–	–	–
Ng Fook Ai Victor	–	–	–	–
Foo Chiah-Shiung	1,810,100	0.03	–	–
Chng Hee Kok	–	–	–	–
Substantial Shareholders				
Oriental Straits Fund III ⁽²⁾	4,926,413,033	83.77	–	–

Notes:

(1) Mr Sun Quan is a controlling shareholder and director of both China Capital Impetus Investment Limited (which manages Oriental Straits Fund III), as well as Capital Impetus Group Limited. By virtue of Section 7 of the Companies Act, Mr Sun Quan is deemed to be interested in the 4,926,413,033 ordinary shares of the Company owned by Oriental Straits Fund III, and the 113,098,060 ordinary shares of the Company owned by Capital Impetus Group Limited.

(2) Shares held through DBS Vickers Securities (Singapore) Pte Ltd as nominee.

Save as described above in paragraph 2.1.2, none of the Directors, and as far as the Company is aware, none of the Controlling Shareholders or Substantial Shareholders, have any interest, direct or indirect, in the Proposed Acquisition, other than through their shareholding interests in the Company or the JVCo (as the case may be).

4. **DIRECTORS' SERVICE CONTRACTS**

No person is proposed to be appointed as a director of the Company in connection with the Proposed Acquisition. Accordingly, no service contract is proposed to be entered into by the Company in connection with the Proposed Acquisition.

5. **DIRECTORS' RECOMMENDATIONS**

The Directors are of the opinion that the Proposed Acquisition is in the best interests of the Company and accordingly recommend that Shareholders vote in favour of the Resolution relating to the Proposed Acquisition at the EGM.

6. EXTRAORDINARY GENERAL MEETING

The EGM, notice of which is circulated with this Circular, will be held on 6 August 2019 at 2.00 p.m. at Meeting Room 320, Level 3 Suntec Singapore Convention and Exhibition Centre, 1 Raffles Boulevard, Suntec City, Singapore 039593 for the purpose of considering and, if thought fit, passing, with or without modifications, the Resolution set out in the Notice of EGM.

7. ACTIONS TO BE TAKEN BY SHAREHOLDERS

If a Shareholder is unable to attend the EGM and wishes to appoint a proxy to attend and vote on his behalf, he should complete, sign and return the attached Proxy Form in accordance with the instructions printed thereon as soon as possible and, in any event, so as to arrive at the Company's registered office at 20 Collyer Quay #21-01, Singapore 049319, not less than 48 hours before the time fixed for holding the EGM.

The completion and return of a Proxy Form by a Shareholder does not preclude him from attending and voting in person at the EGM if he wishes to do so. A depositor shall not be regarded as a member entitled to attend, speak and vote at the EGM unless his name appears in the Depository Register as at 72 hours before the time appointed for holding the EGM.

8. RESPONSIBILITY STATEMENT

The Directors collectively and individually accept full responsibility for the accuracy of the information given in this Circular and confirm after making all reasonable enquiries that, to the best of their knowledge and belief, this Circular constitutes full and true disclosure of all material facts about the Proposed Acquisition, the Company and its subsidiaries, and the Directors are not aware of any facts the omission of which would make any statement in this Circular misleading. Where information in this Circular 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 these sources and/or reproduced in this Circular in its proper form and context.

9. DOCUMENTS FOR INSPECTION

The Agreement is available for inspection at the registered office of the Company at 20 Collyer Quay #21-01, Singapore 049319 during the Company's normal business hours for a period of three (3) months from the date hereof.

Yours faithfully
For and on behalf of the Board of Directors of
THE PLACE HOLDINGS LIMITED

Ji Zenghe
Executive Chairman

THE PLACE HOLDINGS LIMITED

(Incorporated in the Republic of Singapore)
(Company Registration Number: 200107762R)

NOTICE OF EXTRAORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN that the Extraordinary General Meeting of The Place Holdings Limited (the "**Company**") will be held on 6 August 2019 at 2.00 p.m. at Meeting Room 320, Level 3 Suntec Singapore Convention and Exhibition Centre, 1 Raffles Boulevard, Suntec City, Singapore 039593 for the purposes of considering and, if thought fit, passing with or with modifications, the following Resolution which will be proposed as an Ordinary Resolution:

Proposed Acquisition

That pursuant to Chapter 10 of the Listing Manual of the SGX-ST, approval be and is hereby given for:

- (a) the Proposed Acquisition (as defined in the circular to shareholders dated 22 July 2019 accompanying this Notice of Extraordinary General Meeting (the "**Circular**")), on the terms and conditions of the Agreement (as defined in the Circular), the principal terms of which are set out in the Circular; and
- (b) the Directors or any one of them to complete and do any and all such acts and things (including without limitation, to execute all such documents and to approve any amendments, alterations or modifications to any documents) as the Directors or any of them may consider necessary, desirable or expedient to give effect to the Proposed Acquisition.

BY ORDER OF THE BOARD

Ji Zenghe
Executive Chairman

22 July 2019

Notes:

1. A member who is not a relevant intermediary is entitled to appoint not more than two (2) proxies to attend, speak and vote at the Extraordinary General Meeting. Where such member's form of proxy appoints more than one (1) proxy, the proportion of the shareholding concerned to be represented by each proxy shall be specified in the form of proxy.
2. A member who is a relevant intermediary is entitled to appoint more than two (2) proxies to attend, speak and vote at the Extraordinary General Meeting, but each proxy must be appointed to exercise the rights attached to a different share or shares held by such member. Where such member's form of proxy appoints more than two (2) proxies, the number and class of shares in relation to which each proxy has been appointed shall be specified in the form of proxy.

"Relevant intermediary" has the meaning ascribed to it in Section 181 of the Companies Act.

3. A proxy need not be a member of the Company.
4. The instrument appointing a proxy or proxies must be deposited at the registered office of the Company at 20 Collyer Quay, #21-01, Singapore 049319 not less than 48 hours before the time fixed for holding the Extraordinary General Meeting, or any adjournment thereof.

Personal Data Privacy:

By submitting an instrument appointing a proxy(ies) and/or representative(s) to attend, speak and vote at the Extraordinary General Meeting and/or any adjournment thereof, a member of the Company (a) consents to the collection, use and disclosure of the member's personal data by the Company (or its agents or service providers) for the purpose of processing, administration and analysis by the Company (or its agents or service providers) of proxies and representatives appointed for the Extraordinary General Meeting (including any adjournment thereof) and the preparation and compilation of the attendance lists, minutes and other documents relating to the Extraordinary General Meeting (including any adjournment thereof), and in order for the Company (or its agents or service providers) to comply with any applicable laws, listing rules, take-over rules, regulations and/or guidelines (collectively, the "**Purposes**"), (b) warrants that where the member discloses the personal data of the member's proxy(ies) and/or representative(s) to the Company (or its agents or service providers), the member has obtained the prior consent of such proxy(ies) and/or representative(s) for the collection, use and disclosure by the Company (or its agents or service providers) of the personal data of such proxy(ies) and/or representative(s) for the Purposes, and (c) agrees that the member will indemnify the Company in respect of any penalties, liabilities, claims, demands, losses and damages as a result of the member's breach of warranty.

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THE PLACE HOLDINGS LIMITED

(Incorporated in the Republic of Singapore)

Proxy Form Extraordinary General Meeting

IMPORTANT:

1. A relevant intermediary may appoint more than two proxies to attend the Extraordinary General Meeting and vote (please see Notes 3 and 4).
2. For investors who have used their CPF/SRS monies to buy the Company's shares, this proxy form is not valid for use and shall be ineffective for all intents and purposes if used or purported to be used by them.
3. CPF/SRS investors are requested to contact their respective Agent Banks/SRS Operators for any queries they may have with regard to their appointment as proxies for the Extraordinary General Meeting.

I/We, _____ (Name)

of _____ (Address)

being a member/members of THE PLACE HOLDINGS LIMITED (the "Company"), hereby appoint:

Name	Address	NRIC/ Passport No.	Proportion of Shareholdings (%)

and/or (delete as appropriate)

Name	Address	NRIC/ Passport No.	Proportion of Shareholdings (%)

or failing the person/persons, the Chairman of the Meeting as my/our proxy/proxies to vote for me/us on my/our behalf, at the Extraordinary General Meeting ("EGM") of the Company, to be held at Meeting Room 320, Level 3 Suntec Singapore Convention and Exhibition Centre, 1 Raffles Boulevard, Suntec City, Singapore 039593 on 6 August 2019 at 2.00 p.m.. I/We direct my/our proxy/proxies to vote for or against the Ordinary Resolution to be proposed at the EGM as indicated hereunder. If no specific direction as to voting is given, the proxy/proxies will vote or abstain from voting at his/their discretion, as he/they will determine on any other matter arising at the EGM.

Ordinary Resolution	*No. of Votes "For"	*No. of Votes "Against"
To approve the proposed acquisition of 15 Enggor Street, Realty Centre, Singapore 079716		

* Voting will be conducted by poll. If you wish to exercise all your votes "For" or "Against" the relevant resolution, please tick (✓) within the relevant box provided. Alternatively, if you wish to exercise your votes both "For" and "Against" the relevant resolution, please insert the relevant number of shares in the boxes provided

Dated this _____ day of _____ 2019

TOTAL NUMBER OF SHARES HELD IN:

(a) CDP Register	
(b) Register of Members	

Signature(s) of Shareholder(s)
or Common Seal of Corporate Shareholder



Notes:

1. Please insert the total number of shares held by you. If you have shares entered against your name in the Depository Register (as defined in Section 81SF of the Securities and Futures Act (Cap. 289)), you should insert that number of shares. If you have shares registered in your name in the Register of Members of the Company, you should insert that number of shares. If you have shares entered against your name in the Depository Register and registered in your name in the Register of Members, you should insert the aggregate number of shares. If no number is inserted, this proxy form will be deemed to relate to all the shares held by you.
2. A member of the Company who is not a relevant intermediary (as defined in Note (4) below) shall be entitled to appoint not more than two proxies to attend, speak and vote at the EGM in his stead. Such proxy need not be a member of the Company. Where a member appoints two proxies, he shall specify the proportion of his shareholding to be represented by each proxy. If no such proportion or number is specified, the first named proxy shall be deemed as representing 100 per cent. (100%) of the shareholding and the second named proxy shall be deemed as an alternate to the first named proxy or at the Company's option to treat this proxy form as invalid.
3. A member of the Company who is a relevant intermediary (as defined in Note (4) below) is entitled to appoint more than two proxies to attend, speak and vote at the EGM in his stead, but each proxy must be appointed to exercise the rights attached to a different share or shares held by him. Where more than one (1) proxy is appointed, the number and class of Shares in relation to which each proxy has been appointed shall be specified in the instrument appointing a proxy or proxies. In relation to a Relevant Intermediary who wishes to appoint more than two (2) proxies, it should annex to the instrument appointing a proxy or proxies the list of proxies, setting out, in respect of each proxy, the name, address, NRIC/Passport Number and proportion of shareholding (number of Shares and percentage) in relation to which the proxy has been appointed. For the avoidance of doubt, an Agent Bank/SRS Operators who intends to appoint CPF/SRS investors as its proxies shall comply with this Note.
4. Pursuant to Section 181 of the Companies Act (Cap. 50), a "relevant intermediary" means:-
 - a) a banking corporation licensed under the Banking Act (Cap. 19) or a wholly-owned subsidiary of such a banking corporation, whose business includes the provision of nominee services and who holds shares in that capacity;
 - b) a person holding a capital markets services licence to provide custodial services under the Securities and Futures Act (Cap. 289) and who holds shares in that capacity; or
 - c) the Central Provident Fund Board established by the Central Provident Fund Act (Cap. 36), in respect of shares purchased under the subsidiary legislation made under that Act providing for the making of investments from the contributions and interest standing to the credit of members of the Central Provident Fund, if the Board holds those shares in the capacity of an intermediary pursuant to or in accordance with that subsidiary legislation.
5. This proxy form must be under the hand of the appointer or by his attorney duly authorised in writing. Where the member is a corporation, the instrument appointing the proxy or proxies must be executed under its seal or under the hand of an attorney or officer duly authorised. Where an instrument appointing a proxy or proxies is signed on behalf of the appointor by an attorney, the power of attorney (or other authority) or a duly certified copy thereof must (failing previous registration with the Company) be lodged with the instrument of proxy, failing which the instrument may be treated by the Company as invalid.
6. This proxy form must be deposited at the registered office of the Company at 20 Collyer Quay, #21-01, Singapore 049319 not less than 48 hours before the time appointed for holding the above EGM, or any adjournment thereof.
7. The Company shall be entitled to reject an instrument of proxy form which is incomplete, improperly completed, illegible or where the true intentions of the appointor are not ascertainable from the instructions of the appointor specified on the proxy form. In addition, in the case of shares entered in the Depository Register, the Company may reject a proxy form if the member, being the appointor, is not shown to have shares entered against his name in the Depository Register as at 72 hours before the time appointed for holding the EGM, as certified by The Central Depository (Pte) Limited to the Company.

Personal Data Privacy:

By submitting an instrument appointing a proxy(ies) and/or representative(s), the member accepts and agrees to the personal data privacy terms set out in the Notice of EGM dated 22 July 2019.