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

PROPOSED ISSUANCE BY NEW VISION HOLDING PTE. LTD. OF 12,000,000 NEW ORDINARY SHARES REPRESENTING 80% OF THE ENLARGED ISSUED AND PAID-UP SHARE CAPITAL OF NEW VISION HOLDING PTE. LTD. – GRANT OF WAIVER

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*Capitalised terms used herein shall (unless otherwise defined herein) have the meanings ascribed to them in the Company's announcement dated 29 August 2023 ("**Previous Announcement**") titled "Proposed Issuance by New Vision Holding Pte. Ltd. of 12,000,000 New Ordinary Shares Representing 80% of the Enlarged Issued and Paid-Up Share Capital of New Vision Holding Pte. Ltd.".*

1. INTRODUCTION

The board of directors (the "**Board**" or the "**Directors**") of The Place Holdings Limited (the "**Company**", and together with its subsidiaries, the "**Group**") refers to the Previous Announcement in relation to, *inter alia*, the proposed issuance (the "**Proposed Issuance**") by New Vision Holding Pte. Ltd. (the "**Investee Company**") of 12,000,000 new ordinary shares in the capital of the Investee Company representing 80% of the issued share capital of the Investee Company on a fully diluted basis to Hsteel Pte. Ltd. (the "**Investor**").

2. WAIVER APPLICATION

As stated in the Previous Announcement, The Place Singapore Investment Pte. Ltd. ("**TPSI**"), a wholly-owned subsidiary of the Company, currently holds 1,530,000 shares in the share capital of the Investee Company, representing 51.0% of the total issued and paid-up share capital of the Investee Company. Following Completion of the Proposed Issuance, TPSI will hold 1,530,000 shares in the share capital of the Investee Company, which will represent 10.2% of the enlarged total issued and paid-up share capital of the Investee Company on a post-Completion basis.

Under Rule 805(2) of the Listing Manual ("**Listing Manual**") of Singapore Exchange Securities Trading Limited (the "**SGX-ST**"), an issuer must obtain the prior approval of shareholders in general meeting if a principal subsidiary of the issuer issues shares that will or may result in the principal subsidiary ceasing to be a subsidiary of the issuer. As the Proposed Issuance will result in the Investee Company ceasing to be a subsidiary of the Company, the Company had *inter alia* sought a waiver ("**Waiver**") from Rule 805(2), such that the Company will not be required to seek prior Shareholders' approval for the Proposed Issuance.

3. GRANT OF WAIVER

The Board wishes to announce that the SGX-ST has informed the Company that it has no objection to the Company's application for the Waiver.

The reasons for which the Company had sought the Waiver are summarised below:

(a) substantial shareholders of the Company which collectively hold an aggregate majority interest (representing approximately 59.46% of the total number of issued shares of the Company ("**Shares**")) are prepared to provide written undertakings to vote in favour of any Shareholders' resolution to be proposed in respect of the Proposed Issuance, and not to dispose of or reduce such shareholdings prior to the date of the passing of the Shareholders' resolution. Accordingly, any extraordinary general meeting ("**EGM**") called for the purposes of passing an ordinary resolution in relation to the Proposed Issuance will necessarily result in the passing of such Shareholders' resolution, and there is no risk that a majority vote in favour of the Proposed Issuance will not be obtained. For the avoidance of doubt, as the Investor is not an interested person, such substantial shareholders will not be required to abstain from voting in respect of the Proposed Issuance;

(b) as at the date of this announcement, approximately S$109.7 million (excluding accrued interest) is outstanding under the Existing Bank Loan. As announced by the Company on 11 May 2023, 11 July 2023, 25 July 2023, 3 August 2023 and 29 August 2023, the Investee Company has been informed by the Creditors that, *inter alia*, it is in technical breach of certain covenants under the Existing Bank Loan and the Creditors have provided that, as a final attempt in settling the matter amicably, they are prepared to agree to certain revised milestones, which includes the milestone for the Investee Company to, *inter alia*, make full settlement of all outstanding amounts due under the Existing Bank Loan by 31 October 2023 (the "**Deadline**"). In the event that, *inter alia*, such revised milestones are not met, the Creditors could take steps to enforce their rights under the Existing Bank Loan, including but not limited to accelerating repayment of the Existing Bank Loan, taking steps to enforce their security (which includes the mortgage over the Property), and/or commencing legal proceedings against the Investee Company.

    As announced in the Previous Announcement, it is envisaged that on Completion, the new funds to be provided by the Investor pursuant to the Proposed Issuance and the Investor Shareholder's Interest-Free Loan will be used for the full repayment to the Creditors of the Existing Bank Loan. Accordingly, it is imperative that Completion takes place no later than the Deadline (i.e. 31 October 2023).

    If the Company was required to hold an EGM to seek Shareholders' approval pursuant to Rule 805(2), there is a very high chance that the Company would not be able to obtain Shareholders' approval in time, for Completion to take place in time to meet the Deadline.

    It was submitted that given that in view of the substantial shareholders' undertaking as described in (a), the result of the EGM convened would be a foregone conclusion, and

any benefits of convening an EGM would not be commensurate with the risk of the Company not obtaining Shareholders' approval in time for Completion to take place in time to meet the Deadline; and

(c) with the current high interest rate environment, the Investee Company is required to pay significant interest each month under the Existing Bank Loan. Any further delay in Completion, including due to the requirement for the Company to seek Shareholders' approval, will also mean additional interest expense for the Investee Company. It is therefore in the interests of Shareholders for Completion to take place as soon as possible.

The Waiver granted by the SGX-ST is subject to the following conditions:

(i) the Company announcing the Waiver granted, the reasons for seeking the Waiver, the conditions as required under Rule 107 and if the Waiver conditions have been satisfied. If the Waiver conditions have not been met on the date of the announcement, the Company must make an update announcement when the conditions have all been met;

(ii) submission of a written confirmation from the Company that the Waiver does not contravene any laws and regulations governing the Company and the constitution of the Company;

(iii) the Company obtaining Shareholders' approval of the Proposed Issuance by way of ratification at an EGM to be convened within three (3) months from the completion of the Proposed Issuance; and

(iv) submission of written undertakings from substantial shareholders who collectively hold a majority of the issued Shares to: (A) vote in favour of the Proposed Issuance during the ratification EGM, and (B) not decrease their shareholdings in the Company as at the point of providing the undertakings until the conclusion of the EGM.

The Company will make an announcement when the Waiver conditions set out above have all been met.

4. FURTHER INFORMATION

The Company will make further announcements to update Shareholders on the Proposed Issuance as and when necessary.

Following Completion, the Company will issue a circular setting out further information on, *inter alia*, the Proposed Issuance and the notice to convene the ratification EGM.

5. CAUTION IN TRADING

Shareholders and potential investors of the Company are advised to exercise caution in trading the Company's Shares as there is no certainty or assurance as at the date of this Announcement that the Proposed Issuance will be completed, at all or in the manner described in this Announcement. Shareholders and potential investors are advised to read this Announcement and any further announcements by the Company carefully. Shareholders and potential investors should consult their stockbrokers, solicitors or other professional advisors if they have any doubts as to the actions they should take.

BY ORDER OF THE BOARD

Ji Zenghe
Executive Chairman
14 September 2023