

EMERGING TOWNS & CITIES SINGAPORE LTD.

(Incorporated in the Republic of Singapore)

(Company Registration No. 198003839Z)

1) MONTHLY UPDATE ON THE COMPANY'S FUTURE PLANS AND PROGRESS TOWARDS SUBMISSION OF ITS TRADING RESUMPTION PROPOSAL

2) ENTRY INTO SUPPLEMENTAL AGREEMENT IN RELATION TO THE PROPOSED DISPOSAL

1. Introduction

The Board of Directors of Emerging Towns & Cities Singapore Ltd. (the "**Company**" together with its subsidiaries, collectively the "**Group**") refers to:

- (A) the announcement dated 9 February 2023 in relation to the grant of an extension of time to 31 July 2023 for the Company to comply with Rule 704(7) of the Listing Manual Section B: Rules of Catalist of the SGX-ST (the "**Catalist Rules**");
- (B) the update announcements dated 28 February 2023, 31 March 2023, 28 April 2023, 31 May 2023, 30 June 2023, 31 July 2023, 31 August 2023, 29 September 2023, 31 October 2023, 30 November 2023, 28 December 2023, 31 January 2024 and 29 February 2024;
- (C) the announcements dated 21 April 2023 in relation to (i) the appointment of Mr Ye Binlin as Independent Director, Chairman of the Audit Committee, member of the Nominating & Corporate Governance Committee and member of the Remuneration Committee, and (ii) the reconstitution of the Board and Board Committees of the Company;
- (D) the announcement dated 1 July 2023 in relation to the Company's entry into a sale a purchase agreement ("**SPA**") with Grand Ally Investments Pte. Ltd. (the "**Purchaser**") to dispose of DAS Pte. Ltd. (the "**Proposed Disposal**");
- (E) the announcement dated 17 August 2023 in relation to the Company's application for a waiver of Rule 1014(5) of the Catalist Rules (the "**Waiver Application**") to such extent that the Company need only carry out an independent property valuation of Golden Land instead of a business valuation of DAS Group; and
- (F) the announcement dated 21 December 2023 in relation to the Company's withdrawal of the Waiver Application,

(the "**Previous Announcements**")

and wishes to update the shareholders on the Company's future plans and progress towards submission of its trading resumption proposal pursuant to Rule 1304 of the Catalist Rules.

Capitalised terms in this announcement (unless otherwise defined or the context otherwise requires) have the same meaning ascribed to them in the Previous Announcements.

2. Proposed Disposal of DAS Pte. Ltd. and Potential Investment

As disclosed in the Company's announcement dated 2 March 2021, following its consultation with Singapore Exchange Regulation ("**SGX RegCo**") and the Sponsor in relation to the report

published by an activist group on the Company's operations in Myanmar on 25 February 2021, the Company announced that, *inter alia*, it had voluntarily decided to convert the trading halt into a suspension in the trading of its securities (the "**Suspension**"). On 3 March 2021, the Company entered into the Suspension.

On 7 March 2022, SGX RegCo released the Regulator's Column titled "What SGX expects of issuers in respect of sanctions-related risks, subject or activity" (the "**Regulator's Column**") which set out the requirement that "the issuer should remain suspended until it has demonstrated to SGX that it is no longer a Sanctioned Subject or it has ceased the Sanctioned Activity". Even though the independent Financial Review and independent Legal Review had been completed in September 2021 and December 2022 respectively, and whilst the Company is itself neither a Sanctioned Subject (as defined in the Regulator's Column) nor engaged in Sanctioned Activity (as defined in the Regulator's Column), after consultation with SGX RegCo and the Sponsor, the Board understands that Company will remain suspended due to the Company's business operations currently being conducted in a Sanctioned Nation (as defined in the Regulator's Column). Given the uncertainty as to when the political situation in Myanmar may improve and when the unilateral sanctions from the United States, the European Union and the United Kingdom would cease, the Board has been looking into all possible avenues to divest its investment in Myanmar as part of its plan to resume the trading of its securities.

As disclosed in the Company's announcement dated 1 July 2023, the Company has on 1 July 2023 entered into an SPA with Grand Ally Investments Pte. Ltd. (the "**Purchaser**") in relation to the Proposed Disposal. As part of the Proposed Disposal, it is a condition precedent that the Company be discharged from its corporate guarantee for Golden Land Real Estate Development Co., Ltd.'s syndicated bank loan of approximately US\$36 million (the "**Proposed Transfer**"). Assuming completion of the Proposed Disposal, the Purchaser will take over the corporate guarantee in the Company's stead. In the event of a successful completion of Proposed Disposal and Proposed Transfer, the Company would cease its exposure to the Myanmar market.

The Company will convene an EGM to seek the approval of the Shareholders for the Proposed Disposal and a Circular containing, *inter alia*, details thereof, together with the opinions and recommendations of the Directors in relation thereto and enclosing the notice of EGM in connection therewith, will be dispatched to the Shareholders in due course.

In addition to the Proposed Disposal and Proposed Transfer, the Board would also seek to raise additional capital from potential investors for new projects and businesses, as part of its plan to resume the trading of its securities. The Board is currently in discussions with potential investors and will provide further updates if definitive and binding legal agreement(s) are entered into.

3. Entry Into Supplemental Agreement to the SPA

The Board wishes to inform the shareholders of the Company that the Company has on 28 March 2024 entered into a supplemental agreement to the SPA with the Purchaser to extend the long-stop date from 31 March 2024 to 31 December 2024. All remaining terms in the SPA shall remain unchanged.

A copy of the SPA and the Supplemental Agreement may be inspected at the Company's registered address at 80 Robinson Road, #17-02, Singapore 068898 during normal business hours for three months from the date of this announcement.

4. **Caution in Trading**

Shareholders and potential investors are advised to exercise caution when dealing in the shares of the Company as completion of the Proposed Disposal is subject to the fulfilment of conditions precedent, and there is no certainty or assurance as at the date of this announcement that the Proposed Disposal will be completed.

As at the date of this announcement, no definitive agreements in relation to any proposed investment have been entered into by the Group, and there can be no assurance or certainty that any discussions will be successfully concluded and any definitive agreements be entered into.

In the meantime, Shareholders and potential investors are advised to read this announcement and any further announcements by the Company carefully. Shareholders and potential investors are advised to exercise caution when dealing in the shares of the Company. Shareholder and potential investors should consult their stockbrokers, bank managers, solicitors, accountants or other professional advisers if they have any doubt about the actions they should take.

BY ORDER OF THE BOARD

Joseph Lim
Executive Director and Chief Executive Officer

28 March 2024

*This announcement has been prepared by the Company and its contents have been reviewed by the Company's Sponsor, RHT Capital Pte. Ltd. (the "**Sponsor**") for compliance with the relevant rules of the Singapore Exchange Securities Trading Limited (the "**SGX-ST**").*

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 correctness of any of the statements or opinions made or reports contained in this announcement.

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