THE PLACE HOLDINGS LIMITED

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

UPDATES ON REALTY CENTRE PROJECT

- THE PROPOSED INCREASE IN ISSUED AND PAID-UP CAPITAL OF NEW VISION

---

1. INTRODUCTION

1.1. 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 Company's announcement dated 3 December 2020 on the strategic collaboration framework agreement with MCC Land (Singapore) Pte. Ltd. ("**MCC Land (Singapore)**") (the "**Strategic Framework Agreement Announcement**"), and the Company's announcement dated 4 December 2020 on, among other things, the internal restructuring of the Group (collectively, the "**Previous Announcements**").

1.2. Unless otherwise defined, all capitalised terms used herein shall bear the same meaning ascribed to them in the Previous Announcements.

2. BACKGROUND RELATING TO THE REALTY CENTRE PROJECT AND NEW VISION

2.1. By way of background, New Vision Holding Pte. Ltd. ("**New Vision**"), a joint venture of the Company, was awarded the tender for the acquisition by way of collective sale (the "**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**"). As mentioned in the Strategic Framework Agreement Announcement, the Company and MCC Land (Singapore) intend to collaborate on the development of the Property (the "**Realty Centre Project**"). Please also refer to the Company's announcements dated 22 April 2019 and 15 May 2020, and the Company's circular to shareholders dated 22 July 2019 for further details on the Realty Centre Project.

2.2. As at the date of this announcement:

(i) New Vision has an issued and paid-up capital of S$10,000, comprising 10,000 ordinary shares ("**New Vision Shares**");

(ii) The Place Singapore Investment Pte. Ltd. ("**TPSI**"), a wholly-owned subsidiary of the Company, owns 5,100 New Vision Shares representing 51% of the total issued and paid-up share capital of New Vision; and

(iii) Sun Card Limited ("**SCL**"), a Hong Kong corporation in which Mr. Ji Zenghe (the executive chairman of the Company) and Mr. Fan Xianyong (an executive director and the chief executive officer of the Company) indirectly hold in aggregate a 95% shareholding interest, owns 4,900 New Vision Shares representing 49% of the total issued and paid-up share capital of New Vision. For the avoidance of doubt, no other director or controlling shareholder of the Company has any interest in SCL.

For ease of reference, the existing shareholding structure of New Vision is set out in the table below:

Name	Number of shares in New Vision	Percentage of entire issued share capital
TPSI	5,100	51%
SCL	4,900	49%
Total:	10,000	**100%**

3. THE PROPOSED INCREASE IN ISSUED AND PAID-UP CAPITAL OF NEW VISION AND PARTICIPATION OF MCC LAND (SINGAPORE) IN NEW VISION

3.1. The Board wishes to announce that further to the Strategic Framework Agreement Announcement, the issued and paid-up capital of New Vision will be increased from S$10,000 to S$3,000,000 (the "**Share Capital Increase**") by way of issuance and allotment of such number of shares to TPSI, SCL and MCC Land (Singapore) for such cash consideration as set out in the table below:

Name of Allottee	No. of Ordinary Shares to be allotted at the issue price of S$1.00 per share	Consideration
TPSI	1,524,900	S$1,524,900
SCL	565,100	S$565,100
MCC Land (Singapore)	900,000	S$900,000
Total	2,990,000	S$2,990,000

3.2. Following the Share Capital Increase, the shareholding structure of New Vision will be revised as follows:

Name of Shareholder	Resultant number of ordinary shares held in the capital of New Vision	Resultant shareholding percentage in New Vision
TPSI	1,530,000	51%
SCL	570,000	19%
MCC Land (Singapore)	900,000	30%
Total	3,000,000	100%

3.3. For the avoidance of doubt, the Group's interest in New Vision will remain the same and will not be affected by the Share Capital Increase when it has been completed.

3.4. The Share Capital Increase, when completed, is not expected to have any material impact on the net tangible assets and earnings per share of the Group for the financial year ending 31 December 2021.

3.5. The Company will make such further announcement(s) upon completion of the Share Capital Increase.

4. INTERESTED PERSON TRANSACTION

As mentioned above in paragraph 2.2(i), Mr. Ji Zenghe and Mr. Fan Xianyong indirectly hold in aggregate a 95% shareholding interest in SCL. As such, SCL is considered an associate of Mr. Ji Zenghe (the executive chairman of the Company) and Mr. Fan Xianyong (an executive director and the chief executive officer of the Company). SCL is therefore an "interested person" as defined in Chapter 9 of the listing manual of the Singapore Exchange Securities Trading Limited (the "**Listing Manual**"). Accordingly, the Share Capital Increase in New Vision (i.e. the joint venture company for the Realty Centre Project) is regarded as an "interested person transaction" as defined under Chapter 9 of the Listing Manual and is subject to the requirements thereunder.

5. DETAILS OF ALL INTERESTED PERSON TRANSACTIONS WITH THE SAME INTERESTED PERSON

5.1. For the purposes of Rule 905(2) and Rule 906(1)(b) of the Listing Manual, the companies and entities which are controlled by Mr. Ji Zenghe and Mr. Fan Xianyong (collectively, the "**Interested Persons**", and each an "**Interested Person**") are treated as the same Interested Person and transactions entered into between the Group and such Interested Persons during the same financial year are aggregated in determining whether the designated financial thresholds under Rule 905(2) and Rule 906(1)(b) of the Listing Manual are triggered.

5.2. From 1 January 2021 (being the start of the current financial year ending 31 December 2021) to date, the aggregate value of all of the interested person transactions (excluding the Share Capital Increase) entered into between the Group on the one hand, and Mr. Ji Zenghe and Mr. Fan Xianyong and their associates on the other hand, amount to approximately S$205,000, representing approximately 0.2% of the Group's latest audited net tangible assets as at 31 December 2019 (i.e. S$91,953,000). Details of the interested person transactions are as follows:

Description of Transaction	Amount
Beijing Aozhongxingye Real Estate Development Co., Ltd. (Payment of management fee, coupled with profit sharing arrangement, received by the Company's subsidiary, Beijing Vast Universe Culture Communication Co., Ltd. pursuant to a management agreement with Beijing Aozhong Xingye Real Estate Development Co, Ltd., which is controlled by Mr. Ji Zenghe (the Company's Executive Chairman))	S$205,000

From 1 January 2021 (being the start of the current financial year ending 31 December 2021) to date, the aggregate value of all current interested person transactions (excluding the Share Capital Increase) entered into amounts to approximately S$205,000, representing approximately 0.2% in the Group's latest audited net tangible assets as at 31 December 2019 (i.e. S$91,953,000).

6. EXCEPTIONS TO THE REQUIREMENT FOR SHAREHOLDERS' APPROVAL AND STATEMENT OF THE AUDIT COMMITTEE

6.1. The injection of further capital into New Vision to be made by TPSI (a wholly-owned subsidiary of the Company) as part of the Share Capital Increase, is in furtherance of the joint venture for the Realty Centre Project.

6.2. Pursuant to Rule 916(2) of the Listing Manual, shareholders' approval is not required for an investment in a joint venture with an interested person if:

(i) The risks and rewards are in proportion to the equity of each joint venture partner;

(ii) the issuer confirms by an announcement that its audit committee 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 the terms of the joint venture are not prejudicial to the interests of the issuer and its minority shareholders; and

(iii) the interested person does not have an existing equity interest in the joint venture prior to the participation of the entity at risk in the joint venture.

The Audit Committee has reviewed the terms of the joint venture with SCL and MCC Land (Singapore) in New Vision 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 the joint venture (i.e. New Vision) is and shall be on the same terms for TPSI, SCL and MCC Land (Singapore) in proportion to their shareholding equity.

7. INTERESTS OF DIRECTORS AND SUBSTANTIAL SHAREHOLDERS

Save as disclosed in this announcement, and other than through their shareholdings in the Company, none of the Directors or controlling shareholders of the Company has any interest, direct or indirect, in New Vision and/or the Share Capital Increase.

8. CAUTIONARY STATEMENT

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

By Order of the Board

Ji Zenghe
Executive Chairman

11 March 2021