



LASSETERS INTERNATIONAL HOLDINGS LIMITED
Company No: 200402223M

**REDUCTION IN INTEREST IN A SUBSIDIARY, LASSETERS PROPERTIES SDN. BHD. (“LPSB”) TO FOCUS MAXWELL SDN. BHD. (“FMSB”)
– REDUCTION IN SUBSCRIPTION OF REDEEMABLE NON-CONVERTIBLE PREFERENCE SHARES (“RNCPS”) BY FMSB**

Reference is made to the announcements released to the Singapore Exchange Securities Trading Limited on 26 February 2020 and 2 March 2020 (the “**Previous Announcements**”). Unless otherwise defined, all capitalised terms used herein shall bear the same meanings as ascribed to them in the Previous Announcements.

The Board of Directors (the “**Board**”) of Lasseters International Holdings Limited (the “**Company**”) wishes to update that LPSB has on 30 April 2020 entered into a Supplemental Subscription Agreement (“**SSA**”) with FMSB to reduce the number of the Second Tranche of RNCPS from up to 11,000,000 RNCPS to up to 1,000,000 RNCPS for RM1 each in cash (the “**Revised Second Tranche of RNCPS**”). The Company has on the same date entered into a letter of agreement (“**Letter of Agreement**”) with FMSB to reflect the SSA in the recitals of the Shareholders’ Agreement.

Other than the amount of the Revised Second Tranche of RNCPS, the material terms of the Agreements remain unchanged, save for the following:

Material terms	Subscription Agreement	SSA
Conditions Precedent	The Second Tranche of RNCPS is subject to ES Ceramics Technology Berhad (“ ESC ”) having obtained its shareholders’ approval.	The requirement has been removed.
Redemption Price	RM1.2369 per RNCPS	RM1.1913 per RNCPS
Redemption Mode	The RNCPS issued shall be redeemed respectively in the following manner:- (i) 500,000 RNCPS at the end of the 6 th month; (ii) 500,000 RNCPS at the end of the 12 th month; (iii) 500,000 RNCPS at the end of the 18 th month; and	(i) The First Tranche of RNCPS shall be redeemed in full at the Redemption Price on 2 March 2022; and (ii) The Revised Second Tranche of RNCPS shall be redeemed at the Redemption Price in the following manner:- (a) 90,000 RNCPS at the end of the 6 th month;

	<p>(iv) the balance to be fully redeemed at the end of the 24th month,</p> <p>from the date of the first issuance of Second Tranche of RNCPS or any other date as may be mutually agreed by the shareholders of LPSB.</p> <p>If the Second Tranche of RNCPS is not approved by the shareholders of ESC, the First Tranche of RNCPS issued shall be redeemed in full and in lump sum at the redemption price of RM1.2369 per RNCPS at the end of the 24th month from the date of issuance of First Tranche of RNCPS.</p>	<p>(b) 90,000 RNCPS at the end of the 12th month;</p> <p>(c) 90,000 RNCPS at the end of the 18th month; and</p> <p>(d) the balance to be fully redeemed at the end of the 24th month,</p> <p>from the date of the first issuance of the Revised Second Tranche of RNCPS or any other date as may be mutually agreed by the shareholders of LPSB.</p>
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The above terms was mutually agreed upon taking into consideration the current economic uncertainty arising from the COVID-19 pandemic as well as the effects on the economy arising from the movement control order imposed by the Malaysian government. The physical construction works is halted due to the lockdown and or movement restriction order until further notice. Post lockdown, the Group believes construction efficiency will take some time to reach its normal level. As a result, the physical completion of the hotel will be delayed and hence, the funding requirements for the development will also be delayed and or deferred. The Board will revisit the funding arrangement again at the appropriate time when situation improves.

The aggregate value of the Undertaking provided by the Company to FMSB has consequentially reduced from RM14,285,220 to RM2,739,990. The revised relative figures for the Undertaking computed on the bases set out in Rule 1006 of the Catalist Rules are as follows:

Rule 1006	Bases	The Undertaking A\$'000	Group A\$'000	Relative figures
(a)	Net asset value ⁽¹⁾ compared with the Group's net asset value	965	45,861	2.10%
(b)	Pre-tax profits attributable to the assets compared with the Group's net profit	Not applicable	Not applicable	Not applicable
(c)	Consideration ⁽²⁾ given compared with the Group's market capitalisation ⁽³⁾	965	6,280	15.37%
(d)	Number of equity securities issued as consideration	Not applicable	Not applicable	Not applicable

Notes:

- (1) With reference to Rule 1003(4)(a) of the Catalist Rules, net asset value means the aggregate value of the Undertaking, and converted at an exchange rate of A\$1 : RM2.8391.
- (2) With reference to Rule 1003(4)(b) of the Catalist Rules, consideration means the aggregate value of the Undertaking, and converted at an exchange rate of A\$1 : RM2.8391.
- (3) Based on the Company's issued share capital less treasury shares of 483,170,542 shares and a volume weighted average share price of S\$0.012 as at 29 April 2020, being the last market day immediately prior to this Announcement, and converted at an exchange rate of A\$1 : S\$0.9232. The relative figure under Rule 1006(c) based on the volume weighted average share price of S\$0.035 as at 25 February 2020, being the last market day immediately prior to the date of the Agreements, and converted at an exchange rate of A\$1 : S\$0.9233 is 5.27%.

With the reduction of subscription of RNCPS by FMSB, FMSB's total financial contribution to LPSB has been reduced from RM12,300,000 to RM2,300,000, which is higher than 20% of the total financial contribution provided by both the Company and FMSB to LPSB, whilst the shareholding percentage of FMSB in LPSB remains unchanged at 20%. Given the COVID-19 pandemic and its impact on the hospitality industry as a whole, the Board is of the view that FMSB's continued commitment is beneficial to the Group.

The Undertaking will not have any impact on the net tangible assets of the Group for the financial year ended 30 June 2019 ("**FY2019**"), being most recently completed financial year, assuming that the transaction had been effected on 30 June 2019, being the end of that financial year. The Undertaking will also not have any impact on the earnings per share of the Group for FY2019, being most recently completed financial year, assuming that the transaction had been effected on 1 July 2018, being the beginning of that financial year.

None of the directors or controlling shareholders of the Company has any interest, direct or indirect, in the above transaction, other than through their shareholdings in the Company and ESC. Dato' Kamal Y P Tan, a director and substantial shareholder of the Company is also a director of ESC and has a 25.61% equity interest in ESC whilst Dato' Jaya J B Tan, a director and substantial shareholder of the Company, has a 0.55% equity interest in ESC.

A copy of the SSA, Letter of Agreement, Shareholders' Agreement and Subscription Agreement are available for inspection by shareholders during normal business hours at the registered office of the Company at SGX Centre 2, #17-01, 4 Shenton Way, Singapore 068807 for a period of 3 months from the date of this announcement.

BY ORDER OF THE BOARD

DATO' JAYA J B TAN

Executive Chairman

30 April 2020

This announcement has been reviewed by the Company's sponsor, Stamford Corporate Services Pte. Ltd. (the "Sponsor"). It has not been examined or approved by the Singapore Exchange Securities Trading Limited (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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