

YINDA INFOCOMM LIMITED
(Incorporated in the Republic of Singapore)
(Company Registration No. 201506891C)

PROPOSED INVESTMENT IN TECH5 SA THROUGH A LOAN CONVERTIBLE INTO SHARES AND ENTRY INTO A PREFERENTIAL LICENSING AGREEMENT WITH TECH5 SA

– FULFILMENT OF CONDITION UNDER THE TECH5 LOAN AGREEMENT

1. INTRODUCTION

- 1.1 The board of directors (“**Board**”) of Yinda Infocomm Limited (“**Company**”) and, together with its subsidiaries, “**Group**”) refers to its earlier announcement dated 26 January 2021 ((I) *Proposed Acquisition of 51.0% shareholding in the total ordinary share capital of International Biometrics Pte. Ltd. and proposed diversification into the new business of development and provision of identity management biometric technology solutions; and (II) Proposed investment in TECH5 SA through a loan convertible into shares and entry into a preferential licensing agreement with TECH5 SA*) (the “**26 January Announcement**”), as well as the circular despatched to shareholders of the Company (the “**Shareholders**”) on 16 March 2021 (the “**Circular**”).
- 1.2 *All capitalised terms used in this announcement shall, unless otherwise defined, have the same meanings ascribed to them in the 26 January Announcement and the Circular.*

2. DISBURSEMENT OF TECH5 LOAN AMOUNT UNDER THE TECH5 LOAN AGREEMENT

- 2.1 Further to the extraordinary general meeting (“**EGM**”) held on 31 March 2021 where all resolutions put forth in the Circular had been approved by the Shareholders, the Board wishes to announce the fulfilment of the condition under the TECH5 Loan Agreement.
- 2.2 Pursuant to the satisfaction of the condition under the TECH5 Loan Agreement, TECH5 delivered a written request on 31 March 2021 to the Company for the disbursement of the TECH5 Loan Amount. In accordance with the terms and conditions of the TECH5 Loan Agreement, the Company had fully disbursed the TECH5 Loan Amount to TECH5 on 1 April 2021.
- 2.3 Upon the full disbursement of the TECH5 Loan Amount, the TECH5 Investment Agreement had also come into effect on 1 April 2021.

3. COMMENCEMENT OF TERM FOR THE TECH5 PREFERENTIAL LICENSING AGREEMENT

Further, TECH5 confirmed its receipt of the disbursed TECH5 Loan Amount on 1 April 2021 and in accordance with the terms and conditions of the TECH5 Preferential Licensing Agreement, the commencement date of the TECH5 Preferential Licensing Agreement is 1 April 2021.

4. UPDATE ON THE PROPOSED ACQUISITION

The Company, the Sellers and the Seller Shareholders are in the process of satisfying the remaining conditions precedent under the InterBio SPA and will continue to keep the Shareholders updated on Completion of the Proposed Acquisition.

5. UPDATE ON THE USE OF PROCEEDS FROM SUBSCRIPTION EXERCISES

As at the date of this announcement and pursuant to the disbursement of the TECH5 Loan Amount, the remaining net proceeds and the intended use of net proceeds from the Subscription Exercises are as follows: **[#MLS: Please update accordingly for the date of this announcement and also pursuant to disbursement of this TECH5 Loan Amount.]**

S\$'000	October 2020	November 2020	December 2020	January 2021
Net proceeds allocated for working capital pursuant to the Subscription Exercises	1,131 – 1,508	1,163 – 1,745	157 – 315	1,984 – 2,976 ⁽¹⁾
Net proceeds utilised for working capital as at the date of this announcement	(1,508)	(1,054)	-	-
Net proceeds remaining for working capital as at the date of this announcement	-	109 – 691	157 – 315	1,984 – 2,976
Net proceeds allocated for new business opportunities pursuant to the Subscription Exercises	2,262 – 2,639	4,071 – 4,653	2,835 – 2,993	13,559 – 14,551 ⁽¹⁾
Net proceeds utilised for new business opportunities as at the date of this announcement	(642)	(3,378) ⁽⁴⁾	-	(400) ⁽⁶⁾
Net proceeds remaining for new business opportunities as at the date of this announcement	1,620	693 – 1,275	2,835 – 2,993	13,159 – 14,151
Proposed utilisation of remaining net proceeds for new business opportunities	(1,620) ⁽²⁾⁽³⁾	(1,275) ⁽³⁾⁽⁵⁾	(2,993) ⁽⁵⁾	(10,222) ⁽⁵⁾
Remaining net proceeds for new business opportunities	-	-	-	2,937 – 3,929 ⁽⁶⁾

A breakdown of the net proceeds from October 2020 and November 2020 Subscription Exercises that were utilised for working capital are:

Summary of expenses:	Working Capital (S\$'000)
Listing Fees	52
Staff Cost and Director Fees	590
Finance Cost or Bank Charges	3
Professional Fees	1,684
Administrative Expenses	134
Rental Deposit	99
Total	2,562

Notes:

- (1) The Company refers to the announcement dated 15 February 2021 in relation to the January 2021 Subscription Exercise. S\$4,200,000 pursuant to the issue and allotment of 33,600,000 Subscription Shares to Hing Chow Yuen, Chee Tuck Hong and Chee Tai Chiew, which have been approved at the EGM held on 31 March 2021.
- (2) The JV Investment Amount of S\$510,000 will be funded from the net proceeds from the October 2020 Subscription Exercise. Please refer to the 2 December 2020 announcement by the Company for more details.
- (3) The Introducer Fee of S\$2,100,000 will be funded partially from the net proceeds of the October 2020 Subscription Exercise and the November 2020 Subscription Exercise.
- (4) The TECH5 Loan Amount (approximately S\$3,378,000 based on the spot rate of 1.351 against United States Dollar upon payment) has been funded from the net proceeds of the November 2020 Subscription Exercise.
- (5) The Cash Consideration of S\$13,500,000 for the Proposed Acquisition will be funded partially from the net proceeds from the November 2020 Subscription Exercise, the December 2020 Subscription Exercise and the January 2021 Subscription Exercise Net Proceeds.
- (6) It is intended for the remaining net proceeds from the Subscription Exercises amounting to S\$2.9 million to S\$3.9 million to be used to fund new business opportunities, including the following: (a) payment of professional fees in relation to the Proposed Transactions amounting to approximately S\$0.5 million; and (b) future working capital of the Proposed New Business amounting to approximately S\$2.4 million to S\$3.4 million.

6. RESPONSIBILITY STATEMENT

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

7. CAUTIONARY STATEMENT

Shareholders should note that the Proposed Acquisition remains subject to, amongst others, the fulfilment of the conditions precedent under the InterBio SPA. There is no certainty or assurance that the conditions precedent for the Proposed Acquisition can be fulfilled or that the Proposed Acquisition will be undertaken at all. Shareholders, securityholders and investors are advised to read this announcement and any past and future announcements by the Company carefully when dealing with the Shares and securities of the Company. Shareholders, securityholders, and investors should consult their stockbrokers, bank managers, solicitors or other professional advisors if they have any doubt about the actions they should take or when dealing with their Shares or securities of the Company.

By Order of the Board

Tan Chee Bun Gordon
Executive Director
5 April 2021

*This announcement has been reviewed by the Company's sponsor, SAC Capital Private Limited (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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