

WAIVER::WAIVER FROM COMPLIANCE UNDER CATALIST RULES 1015(1)(A)(II) AND 1015(4)(A)

Issuer & Securities

Issuer/ Manager

JACKSPEED CORPORATION LIMITED

Securities

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Submitted By (Co./ Ind. Name)

Siau Kuei Lian

Designation

Joint Company Secretary

Description (Please provide a detailed description of the event in the box below)

Please refer to the attachment.

Attachments

[Jackspeed Corporation Limited - Waiver from compliance under Catalist rules 1015.pdf](#)

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JACKSPEED CORPORATION LIMITED
(Registration No. 199300300W)
(Incorporated in the Republic of Singapore)

PROPOSED ACQUISITION OF THE ENTIRE ISSUED AND PAID-UP SHARE CAPITAL OF THE TARGET GROUP – WAIVER FROM COMPLIANCE WITH CATALIST RULES 1015(1)(A)(ii) AND 1015(4)(A) OF THE IN RESPECT OF THE DISCLOSURE OF PRO FORMA FINANCIAL STATEMENTS OF THE ENLARGED GROUP

*Unless otherwise expressly defined herein, all capitalised terms and references have the same meaning as ascribed to them in the announcement made by the Company on 4 July 2021 (“**Previous Announcement**”) in relation to the Proposed Acquisition.*

1. INTRODUCTION

- 1.1 The board of directors (“**Board**”) of Jackspeed Corporation Limited (“**Company**”) refers to the Previous Announcement in relation to the Agreement and the Proposed Acquisition.
- 1.2 In connection with the Proposed Acquisition, the Company will be seeking the approval of its shareholders (“**Shareholders**”) for the proposed transfer of the listing of the Shares from the Mainboard to the Catalist Board of the SGX-ST (“**Proposed Listing Transfer**”). The Proposed Listing Transfer is a condition precedent of the Proposed Acquisition. Upon completion of the Proposed Acquisition and the Proposed Listing Transfer, the Company shall be listed on the Catalist Board of the SGX-ST.
- 1.3 In connection with the Proposed Acquisition and Proposed Listing Transfer, Novus Corporate Finance Pte. Ltd. (“**NCF**”) in their capacity as the financial adviser to the Company in respect of the Proposed Acquisition had on behalf of the Company applied to the SGX-ST for their concurrence and waiver as set out in paragraph 3 below.

2. DISCLOSURE REQUIREMENTS

- 2.1 Under Rule 1015(1)(a)(ii) of the Listing Manual, Section B: Rules of Catalist (“**Catalist Rules**”), the Company is required to immediately announce, *inter alia*, the latest two (2) years of historical financial information (of the assets to be acquired) and one (1) year of pro forma financial information (of the enlarged group). In addition, under Catalist Rule 1015(4)(a), in relation to the assets to be acquired, the circular to be dispatched to Shareholders (“**Circular**”) must contain, *inter alia*, information required by Catalist Rules 407, 416, Part XII of Chapter 4, Rules 1010, 1011, 1012 and 1013, where applicable.
- 2.2 In particular, Catalist Rule 407(1) requires the disclosure of information under Parts 2 to 11 of the Fifth Schedule of the Securities and Futures (Offers of Investments)(Securities and Securities-based Derivatives Contracts) Regulations 2018 (“**SFR**”) in the Circular.

(Collectively, the “**Relevant Rules**”)

- 2.3 Such information under the Relevant Rules would include:
- 2.3.1 the audited financial information of the assets to be acquired (in this case, the Target Group) for the latest three (3) financial years and the unaudited relevant interim financial periods; and

- 2.3.2 pro forma financial information of the enlarged group in relation to the Proposed Acquisition (“**Enlarged Group**”) at least for the most recent completed financial year and interim financial period if applicable (the “**Relevant Financial Periods**”).

3. WAIVER SOUGHT

- 3.1 The Company, through NCF in their capacity as the financial adviser to the Company in respect of the Proposed Acquisition, had applied to the SGX-ST to:
- 3.1.1 seek the SGX-ST’s concurrence that it would be appropriate to comply with the relevant disclosure requirements under the Catalist Rules in respect of the Circular; and
- 3.1.2 seek a waiver of the requirement to disclose the pro forma financial information of the enlarged group in relation to the Proposed Acquisition under Rules 1015(1)(a)(ii) and 1015(4)(a) of the Catalist Rules (“**Waiver**”) (read with Rule 407(1) of the Catalist Rules and the SFR).

4. REASONS FOR THE WAIVER

- 4.1 In the application for the Waiver, it was proposed that the financial information contained in the Circular would be as follows:
- 4.1.1 the audited combined financial information of the Target Group for the financial years ended 31 December 2018 (“**FY2018**”), 31 December 2019 (“**FY2019**”) and 31 December 2020 (“**FY2020**”), and unaudited interim condensed combined financial statements of the Target Group for any relevant interim financial period, which will be prepared in accordance with the Singapore Financial Reporting Standards (International) in accordance with the requirements of the Catalist Rules and Fifth Schedule of the SFR; and
- 4.1.2 If necessary and required, the pro forma financial information of the Target Group for FY2020 and any relevant interim financial period in accordance with the requirements of the Fifth Schedule of the SFR.
- 4.2 The application for the Waiver was based on the following reasons:
- 4.2.1 the Company is currently a cash company and following Completion, the Company’s business and assets are envisaged to comprise only the business and assets of the Target Group. Accordingly, the Company is of the view that it would be more meaningful for Shareholders to consider only the audited financial information of the Target Group which would reflect the economic substance of the Company’s businesses upon Completion, and will allow Shareholders to make a more informed and meaningful assessment of the assets to be acquired. Given that the future business and assets of the Company will be represented solely by the business and assets of the Target Group following Completion, the Company is of the view that the presentation of the audited financial statements of the Target Group would already provide the financial information required by Shareholders in arriving at their decision on whether or not to approve the proposed transactions at the EGM, including the Proposed Acquisition, and the pro forma financial information of the Enlarged Group would not be meaningful nor material to Shareholders in any way;

- 4.2.2 Shareholders would already be familiar with the historical financial performance and position of the business of the Company and its subsidiaries (“**Group**”) prior to the Disposal and if required, Shareholders can refer to the Group’s annual reports and periodic financial results announcements released on SGXNET or the Company’s corporate website; and
- 4.2.3 the Company would have to incur additional costs in connection with mandating the reporting accountants to report on the pro forma financial information of the Enlarged Group which will reduce its available cash holdings. The Company is of the view that the cost of preparation and reporting the pro forma financial information on the Enlarged Group outweighs the benefits to Shareholders as the audited and unaudited financial information of the Target Group (being the assets to be acquired) would adequately reflect the economic substance of the listed group following Completion, and the non-inclusion of the pro forma financial information of the Enlarged Group would not be materially prejudicial to Shareholders in any way.

5. GRANT OF WAIVER

- 5.1 The Board wishes to announce that on 11 November 2021, the SGX-ST has informed that they have no objections to granting the Waiver, subject to:
 - 5.1.1 the Company making an announcement of the Waiver granted, stating the reasons for seeking the Waiver and the conditions as per Catalist Rule 106, and that the Company and/or its Board are not aware of any other material information in respect of the Company and the Proposed Acquisition which was not formerly disclosed to investors;
 - 5.1.2 the disclosure of the Waiver granted and the bases for seeking the Waiver in the Circular; and
 - 5.1.3 submission of a written confirmation from the Company that the Waiver does not contravene any laws and regulations governing the Company and its constituent documents (“**Written Confirmation**”).

The Company has submitted the Written Confirmation to the SGX-ST on 12 November 2021.

The Board wishes to confirm that save for the information set out under paragraph 4 above, the Company and the Board are not aware of any other material information in respect of the Company and the Proposed Acquisition which were not formerly disclosed to investors.

6. FURTHER INFORMATION

The Company will make the necessary announcements as and when there are further material developments on the Proposed Acquisition and other matters contemplated by this announcement.

7. CAUTIONARY STATEMENT

Shareholders are advised to exercise caution when dealing in the securities of the Company as the Proposed Acquisition is subject to certain conditions and there is no certainty or assurance as at the date of this announcement that the Proposed Acquisition will be completed. The Company will make the necessary announcements when there are further developments on the Proposed Acquisition. Shareholders of the Company are advised to read this announcement and any further announcements by the Company carefully. In the event of any doubt, Shareholders should consult their stockbrokers, bank managers, solicitors, accountants or other professional advisers.

By Order of the Board of Directors
JACKSPEED CORPORATION LIMITED

Yap Kian Peng
Executive Deputy Chairman and Chief Executive Officer
12 November 2021