

*This announcement has been prepared by the Company and reviewed by the Company's sponsor, CNP Compliance Pte. Ltd. ("Sponsor"), for compliance with the Singapore Exchange Securities Trading Limited ("SGX-ST") Listing Manual Section B: Rules of Catalist. The Sponsor has not verified the contents of this announcement including the accuracy or completeness of any of the information disclosed or the correctness of any of the statements or opinions made or reports contained in this announcement. This announcement has not been examined or approved by the SGX-ST. The Sponsor and the SGX-ST assume no responsibility for the contents of this announcement including the correctness of any of the statements or opinions made in this announcement.*

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**LISTING AND QUOTATION NOTICE FROM SGX-ST IN RELATION TO THE LISTING AND QUOTATION OF UP TO 25,000,000 NEW ORDINARY SHARES (THE "CONVERSION SHARES") PURSUANT TO A CONVERTIBLE LOAN NOTE AGREEMENT (THE "CLN AGREEMENT") ENTERED INTO BETWEEN THE COMPANY AND HT HOLDINGS (HK) LTD (THE "LENDER"), AT THE CONVERSION PRICE OF S\$0.15 FOR EACH CONVERSION SHARE (THE "CONVERTIBLE LOAN NOTE")**

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The Board of Directors (the "**Board**") of Natural Cool Holdings Limited (the "**Company**" and together with its subsidiaries, the "**Group**") refers to its earlier announcement entitled "**ENTRY INTO OF A CONVERTIBLE LOAN NOTE AGREEMENT BY THE COMPANY FOR THE ISSUANCE OF UNSECURED CONVERTIBLE LOAN NOTES OF AN AGGREGATE PRINCIPAL AMOUNT OF S\$3,750,000**" dated 22 January 2013.

The Board is pleased to announce that the SGX-ST has, by way of a listing and quotation notice dated 1 March 2013 (the "**Notice**"), granted its approval for the listing of and quotation for the Conversion Shares on the Catalist Board of the SGX-ST, subject to the following:-

- (a) in the event the Company enters into any transaction with the Lender and/or its related parties/associates, the SGX-ST reserves the right to subject the transaction to Chapter 9 of the Listing Manual Section B: Rules of Catalist (the "**Catalist Rules**"); and
- (b) in the event the Company acquires any asset/business from the Lender and/or its related parties/associates, the SGX-ST reserves the right to aggregate the acquisitions and the proposed placement and deem the subsequent asset injections as a very substantial acquisition or reverse takeover under Rule 1015 of the Catalist Rules.

The Notice is not an indication of the merits of the CLN Agreement, the Convertible Loan Note, the Conversion Shares, the Company, its subsidiaries and their securities.

By Order of the Board

Leaw Wei Siang  
Company Secretary  
1 March 2013

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**About Natural Cool Holdings Limited**

Established in 1989 and listed on Catalist (formerly known as SESDAQ) in May 2006, Natural Cool provides installation, maintenance, repair and replacement services for air-conditioning systems to the residential segment, both public and private; and commercial sectors, which include factories, offices, condominiums, schools and hospitals, in Singapore. In addition, the Group sells air-conditioning components and tools used for the installation and servicing of air-conditioning business. The Group also manufactures and sells switchgears through mechanical and electrical ("M&E") contractors to public and private property developments. Started in 2003, the Group's switchgear division designs and manufactures switchgear products customised to meet specific requirements of its customers.