



AZTECH GROUP LTD.

(Incorporated in Singapore on 6 August 1986)

(Company Registration Number: 198601642R)

Proposed Voluntary Delisting of Aztech Group Ltd.

- No Objection from Singapore Exchange Securities Trading Limited

1. INTRODUCTION

The Board of Directors of Aztech Group Ltd. (the "**Company**") refers to its announcements of 20 September 2016, 21 September 2016, 22 December 2016 and 6 January 2017, and the circular dated 22 December 2016 ("**Circular**") issued by the Company in relation to the proposed voluntary delisting of the Company from the Official List of the Singapore Exchange Securities Trading Limited ("**SGX-ST**") pursuant to Rules 1307 and 1309 of the listing manual of the SGX-ST ("**Listing Manual**"). All capitalized terms used and not defined herein shall have the same meanings given to them in the Circular.

2. NO OBJECTION FROM SGX-ST

On 6 January 2017, the Company convened an extraordinary general meeting ("**EGM**") to seek Shareholders' approval for the proposed voluntary delisting of the Company as required under Rule 1307 of the Listing Manual. The Company announced on the same day the results of the poll which indicate that Shareholders who voted in favour of the Delisting Resolution held 18,403,595 Shares, representing 93.81% of the total number of Shares represented by the votes cast at the EGM.

Based on the voting results, the SGX-ST has no objection to the delisting of the Company from the Official List of the SGX-ST subject to the receipt by the Offeror by the close of the Exit Offer, of valid acceptances in respect of such number of Offer Shares which will result in the Offeror holding more than 50% of the issued and paid-up ordinary Shares in the capital of the Company (excluding any Shares held by the Company as treasury shares) as at the close of the Exit Offer ("**Minimum Acceptance Condition**").

SHAREHOLDERS SHOULD NOTE THAT APPROVING THE DELISTING RESOLUTION AT THE EGM DOES NOT AUTOMATICALLY MEAN THAT THE EXIT OFFER HAS BEEN ACCEPTED BY THEM.

3. MINIMUM ACCEPTANCE CONDITION

As disclosed in the Circular, as at the Latest Practicable Date (being 12 December 2016), the Offeror and parties acting in concert with the Offeror held an aggregate 29.809% of Shares in the Company.

The Delisting Proposal and the Exit Offer remain conditional on the Minimum Acceptance Condition being satisfied.

In the event the Minimum Acceptance Condition is satisfied, the Exit Offer will become unconditional. Shareholders should note that if the Minimum Acceptance Condition is satisfied by the Closing Date and the Exit Offer becomes unconditional, the Company's Shares will be delisted, regardless of whether the final acceptance level of the Exit Offer reaches 90% so as to entitle the Offeror to exercise its rights of compulsory acquisition under Section 215(1) of the Companies Act.

In the event the Minimum Acceptance Condition is not satisfied, the Delisting will not proceed, and the Company will remain listed on the SGX-ST and the Exit Offer will lapse.

4. ACCEPTANCE OF THE EXIT OFFER

To accept the Exit Offer, Shareholders should:

- (a) locate the FAA (for Depositors) or the FAT (for Scripholders) which would have been despatched to them, or obtain the relevant form from:
 - (i) the SGX-ST's website at <http://www.sgx.com>;
 - (ii) The Central Depository (Pte) Limited at 9 North Buona Vista Drive #01-19/20 The Metropolis, Singapore 138588 (in respect of the FAA); or
 - (iii) the Registrar, B.A.C.S Private Limited, at 8 Robinson Road #03-00 ASO Building, Singapore 048544 (in respect of the FAT);
- (b) fill in his/her details and sign the FAA/FAT. Instructions on how to complete the forms are set out in the FAA/FAT and in **Appendix I** to the Exit Offer Letter; and
- (c) return the completed and signed form in the pre-addressed envelope which would have been despatched with the Exit Offer Letter so as to arrive by **no later than 5.30 p.m. (Singapore time) on 23 January 2017** (or such later date(s) as may be announced from time to time by or on behalf of the Offeror), by hand or by post, to CDP (in the case of an FAA) or to the Registrar (in the case of an FAT).

SHAREHOLDERS WHO WISH THE ACCEPT THE EXIT OFFER SHOULD REFER TO APPENDIX I OF THE EXIT OFFER LETTER AND THE RELEVANT ACCEPTANCE FORMS FOR FURTHER DETAILS ON HOW TO ACCEPT THE EXIT OFFER. SHAREHOLDERS ARE ADVISED TO READ THE EXIT OFFER LETTER AND THE RESPECTIVE ACCEPTANCE FORMS IN THEIR ENTIRETY.

5. CLOSING DATE

The Exit Offer will remain open for acceptance until 5.30 p.m. (Singapore time) on 23 January 2017 or such later date(s) as may be announced from time to time by or on behalf of the Offeror.

The Company will make an announcement in due course on the expected date of suspension of trading of the Shares.

6. DIRECTORS' RESPONSIBILITY STATEMENT

The directors of the Company ("**Director**") (including any Director who may have delegated detailed supervision of this announcement) have taken all reasonable care to ensure that the facts stated and opinions expressed herein (other than those relating to the Offeror and parties acting in concert with it) are fair and accurate and that there are no other material facts not contained in this announcement, the omission of which would make any statement in this announcement misleading. Where any information in this announcement has been extracted or reproduced from published or publicly available sources or obtained from the Offeror, the sole responsibility of the Directors has been to ensure through reasonable enquiries that such information is accurately extracted from such sources or, as the case may be, accurately reflected or reproduced in this announcement. The Directors jointly and severally accept responsibility accordingly.

BY ORDER OF THE BOARD

Pavani Nagarajah
Company Secretary
12 January 2017