

**ARTIVISION TECHNOLOGIES LTD.**  
(Incorporated in the Republic of Singapore)  
(Company Registration No: 200407031R)

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**PROPOSED ACQUISITION OF MOBILE CREDIT PAYMENT PTE. LTD.  
– WAIVER FROM COMPLIANCE WITH RULE 1015(4)(A) OF THE CATALIST RULES IN  
RESPECT OF DISCLOSURE OF *PRO FORMA* FINANCIAL INFORMATION**

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**1. INTRODUCTION**

- 1.1. The board of directors (the “**Board**”) of Artivision Technologies Ltd. (the “**Company**”, and together with its subsidiaries, the “**Group**”) refers to the Company’s announcements dated 31 October 2017 and 2 May 2018 (the “**Previous Announcements**”) in relation to the proposed acquisition by the Company of all the ordinary shares and convertible bonds issued by Mobile Credit Payment Pte. Ltd. (the “**Target**”, and together with its subsidiaries and associated companies, the “**Target Group**”) on the terms and subject to the conditions of the SPA (the “**Proposed Acquisition**”).

*Unless otherwise defined, all capitalised terms used herein shall bear the meanings ascribed to them in the Previous Announcements.*

- 1.2. The Company will be seeking Shareholders’ approval for the Proposed Acquisition, amongst others, at an extraordinary general meeting of Shareholders (the “**EGM**”) to be convened. A circular to Shareholders (the “**Circular**”) containing the terms of the Proposed Acquisition, amongst others, will be despatched by the Company to Shareholders in due course. Shareholders are advised to refer to the Previous Announcements for further information on the Proposed Acquisition and the other actions that the Company intends to seek Shareholders’ approval for at the EGM.

**2. DISCLOSURE REQUIREMENTS**

- 2.1. Pursuant to Rule 1015(4)(a) of the Catalist Rules, the Company is required to disclose information required by Rules 407, 416, 1010, 1011, 1012 and 1013 and Part XII of Chapter 4 of the Catalist Rules, where applicable, in the Circular.
- 2.2. Rule 407 of the Catalist Rules requires the Circular to comply with Parts II and XI of the Fifth Schedule, Securities and Futures (Offers of Investments) (Shares and Debentures) Regulations 2005 (the “**Fifth Schedule**”). Under the Fifth Schedule, *pro forma* financial information are required for the most recently completed financial year and the period covered by interim financial statements, if any, where the Company has, during such period:
- (a) acquired or disposed of any assets or any entity, business or business trust (other than a common control entity, common control business or common control business trust); or
  - (b) entered into any agreement to acquire or dispose of any asset or any entity, business or business trust (whether or not that entity, business or business trust is a common control entity, common control business or common control business trust),

and the net book value or absolute amount of profit or loss before tax of such asset, entity, business or business trust exceeds the prescribed thresholds under the Fifth Schedule. In the case of the Proposed Acquisition, the net book value and absolute amount of profit or loss before tax of the Target Group is expected to exceed 10% of the absolute amount of the net liabilities and loss before tax, respectively, of the Group for the most recently completed financial year ended 31

March 2018 (“FY2018”). Accordingly, the *pro forma* financial information of the enlarged group (comprising the Group and the Target Group after the completion of the Proposed Acquisition (“**Completion**”)) (the “**Enlarged Group**”) is required to be presented in the Circular.

2.3. Pursuant to the Fifth Schedule, in respect of the Proposed Acquisition, the following financial information is required to be presented in the Circular:

- (a) audited consolidated financial statements of the Target Group for the latest three (3) completed financial years and interim financial period (if applicable);
- (b) *pro forma* combined financial information of the Target Group (assuming that iFashion was acquired by the Target at the beginning of the latest completed financial year) for the latest completed financial year and interim financial period (if applicable); and
- (c) *pro forma* combined financial information of the Enlarged Group for the latest completed financial year and interim financial period (if applicable), which is the subject of the Waiver (as defined below).

### 3. APPLICATION FOR THE WAIVER

3.1. The Company applied to the SGX-ST (through its financial adviser for the Proposed Acquisition) for a waiver from compliance with Rule 1015(4)(a) of the Catalist Rules in respect of disclosure of *pro forma* financial information of the Enlarged Group (the “**Waiver**”) based on the reasons set out below.

3.2. Business and assets of the Enlarged Group relate wholly to that of the Target Group

As discussed in the Previous Announcements, the Company completed the disposal of its entire interest in Artimedia Pte. Ltd. in August 2017 (the “**Disposal**”). Upon completion of the Disposal, the Group’s then remaining business activity was that of contract manufacturing of disk drive technology products, which was carried out by its wholly-owned subsidiary, Colibri Assembly (Thailand) Co., Ltd. (“**CAT**”). On 25 October 2017, the Company announced the non-renewal of the exclusive agreement (“**Agreement**”) by CAT with its only customer to manufacture disk drive filter technology products when the Agreement was to expire in March 2018. With effect from 27 February 2018, CAT ceased its business and operations and the Company ceased to have any operating subsidiaries or businesses, thus becoming a cash company (“**Cash Company**”) as defined under Rule 1017 of the Catalist Rules.

Upon Completion, the Enlarged Group’s business and assets will comprise only the business and assets of the Target Group. As such, the Company believes that the relevant financial information of the Target Group as set out in paragraphs 2.3(a) and (b) of this announcement will be reflective of the new business of the Enlarged Group after Completion, and not the financial information of the Enlarged Group as set out in paragraph 2.3(c) of this announcement.

In order for Shareholders to arrive at a decision on whether or not to approve the Proposed Acquisition, it would be meaningful for Shareholders to consider only the business and financial information of the Target Group, as opposed to that of the Enlarged Group as post-Completion, the Enlarged Group would be essentially the Target Group, in substance. The financial information of the Target Group would adequately reflect the economic substance of the Enlarged Group’s businesses upon Completion. The presentation of only the financial information of the Target Group will allow Shareholders to make an informed and meaningful assessment of the assets which will be acquired pursuant to the Proposed Acquisition.

3.3. Cost of preparation and reporting *pro forma* financial information outweighs the benefit to Shareholders

As the financial information of the Target Group as set out in paragraphs 2.3(a) and (b) of this announcement would adequately reflect the financial position of the Enlarged Group upon Completion, the Company is of the view that the cost of preparation and reporting the *pro forma* financial information of the Enlarged Group outweighs the benefits to Shareholders. Furthermore, combining the financial information of the existing Group with the financial information of the Target Group to arrive at the *pro forma* financial information of the Enlarged Group will be purely theoretical and illustrative in nature, and will not be reflective of the Enlarged Group's financial position and results upon Completion.

Accordingly, the Company is of the view that the exclusion of the *pro forma* financial information of the Enlarged Group in the Circular would not be prejudicial to Shareholders.

3.4. Financial performance and position of the existing Group

Shareholders who wish to have an understanding of the historical financial performance and position of the existing Group can refer to the Company's annual reports, periodic financial results announcements and the announcements on the Company's monthly valuation of assets and utilisation of cash pursuant to Rule 1017(1)(b) of the Catalist Rules, all of which are readily available on the SGXNET. The annual report of the Group for FY2018 was released on 12 July 2018.

**4. RECEIPT OF THE WAIVER**

4.1. The Board wishes to announce that, on 27 July 2018, the SGX-ST indicated that it has no objections to granting the Company the Waiver, subject to the following:

- (a) the Company making an announcement of the waiver granted, stating the reasons for seeking the waiver and conditions as per Rule 106 of the Catalist Rules, and that the Company and/or the Board are not aware of any other material information in respect of the Company and the Proposed Acquisition which was not formerly disclosed to the investors;
- (b) the disclosure of the Waiver granted and bases for seeking the Waiver in the Circular; and
- (c) 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.

**5. FURTHER INFORMATION**

5.1. The Company and the Board are not aware of any other material information in respect of the Company and the Proposed Acquisition which was not formerly disclosed to Shareholders and potential investors.

5.2. The Company will make the necessary follow-up announcements as and when required and/or as and when material developments arise in respect of the Proposed Acquisition.

## 6. CAUTION IN TRADING

- 6.1. Shareholders and potential investors are advised to exercise caution in trading their Shares 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.
- 6.2. Shareholders are advised to read this announcement and any further announcements by the Company carefully, and should consult their stock brokers, bank managers, solicitors or other professional advisors if they have any doubt about the actions they should take.

## BY ORDER OF THE BOARD

HARRY NG  
Non-Executive Chairman and Independent Director

30 July 2018

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*This announcement has been prepared by the Company and its contents have been reviewed by the Company's sponsor, ZICO Capital Pte. Ltd. (the "Sponsor"), for compliance with the Singapore Exchange Securities Trading Limited ("SGX-ST") Listing Manual Section B: Rules of Catalyst. The Sponsor has not independently verified the contents of this announcement.*

*This announcement has not been examined or approved by 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.*

*The contact person for the Sponsor is Ms. Alice Ng, Director of Continuing Sponsorship, ZICO Capital Pte. Ltd. at 8 Robinson Road, #09-00 ASO Building, Singapore 048544, telephone (65) 6636 4201.*