

VIBROPOWER CORPORATION LIMITED
(Company Registration Number: 200004436E)
(Incorporated in the Republic of Singapore)

PROPOSED RENOUNCEABLE NON-UNDERWRITTEN RIGHTS CUM WARRANTS ISSUE

- RECEIPT OF WHITEWASH WAIVER FROM THE SECURITIES INDUSTRY COUNCIL

The board of directors ("**Board**" or "**Directors**") of VibroPower Corporation Limited ("**Company**" and, together with its subsidiaries, "**Group**") refers to its announcement dated 1 October 2019 in relation to the Proposed Rights cum Warrants Issue ("**Previous Announcement**"). Unless otherwise defined, all capitalised terms used in this announcement shall bear the same meanings as ascribed to them in the Previous Announcement.

The Board wishes to inform Shareholders that the SIC had, on 24 October 2019, granted a waiver ("**Whitewash Waiver**") of the requirement for the Undertaking Shareholders to make a general offer for the Company in the event the Undertaking Shareholders incur an obligation to do so as a result of (a) the Undertaking Shareholders subscribing for their *pro rata* entitlement of the Rights Shares with Warrants pursuant to the Irrevocable Undertakings; (b) Benedict Chen subscribing for excess Rights Shares pursuant to his Irrevocable Undertaking; and (c) the Undertaking Shareholders exercising their Warrants in respect of the Rights Shares with Warrants subscribed or applied for, subject to the satisfaction of the following conditions:

- (a) a majority of holders of voting rights of the Company present and voting at a general meeting, held before the Proposed Rights cum Warrants Issue, approve by way of a poll, a resolution ("**Whitewash Resolution**") to waive their rights to receive a general offer from the Undertaking Shareholders;
- (b) the Whitewash Resolution being separate from other resolutions;
- (c) the Undertaking Shareholders and their concert parties, as well as parties not independent of them abstain from voting on the Whitewash Resolution;
- (d) the Undertaking Shareholders and their concert parties did not acquire or are not to acquire any Shares or instruments convertible into and options in respect of Shares (other than subscriptions for, rights to subscribe for, instruments convertible into or options in respect of new Shares which have been disclosed in the Circular):
 - (i) during the period between the Previous Announcement and the date Shareholders' approval is obtained for the Whitewash Resolution; and
 - (ii) in the six (6) months prior to the Previous Announcement but subsequent to negotiations, discussions or the reaching of understandings or agreements with the Directors in relation to the Proposed Rights cum Warrants Issue;
- (e) the Company appoints an independent financial adviser to advise Independent Shareholders on the Whitewash Resolution;
- (f) the Company sets out clearly in the Circular:
 - (i) details of the Rights cum Warrants Issue;
 - (ii) the possible dilution effect to existing holders of voting rights as a result of (a) the Undertaking Shareholders subscribing for their *pro rata* entitlement of the Rights Shares with Warrants pursuant to the Irrevocable Undertakings; (b) Benedict Chen subscribing for excess Rights Shares pursuant to his Irrevocable Undertaking; and (c)

- the Undertaking Shareholders exercising their Warrants in respect of the Rights Shares with Warrants subscribed or applied for;
- (iii) the number and percentage of voting rights in the Company as well as the number of instruments convertible into, rights to subscribe for and options in respect of Shares held by the Undertaking Shareholders and their concert parties as at the latest practicable date;
 - (iv) the number and percentage of voting rights to be issued to the Undertaking Shareholders as a result of (a) the Undertaking Shareholders subscribing for their pro rata entitlement of the Rights Shares with Warrants pursuant to the Irrevocable Undertakings; (b) Benedict Chen subscribing for excess Rights Shares pursuant to his Irrevocable Undertaking; and (c) the Undertaking Shareholders exercising their Warrants in respect of the Rights Shares with Warrants subscribed or applied for;
 - (v) that shareholders, by voting for the Whitewash Resolution, are waiving their rights to a general offer from the Undertaking Shareholders at the highest price paid by the Undertaking Shareholders and their concert parties for Shares in the Company in the past 6 months preceding the commencement of the offer. Specific and prominent reference should be made to this; and
 - (vi) that (a) the Undertaking Shareholders subscribing for their *pro rata* entitlement of the Rights Shares with Warrants pursuant to the Irrevocable Undertakings; (b) Benedict Chen subscribing for excess Rights Shares pursuant to his Irrevocable Undertaking; or (c) the Undertaking Shareholders exercising their Warrants in respect of the Rights Shares with Warrants subscribed or applied for could result in the Undertaking Shareholders and their concert parties holding shares carrying over 49% of the voting rights of the Company. Specific and prominent reference should be made to this and the fact that the Undertaking Shareholders and their concert parties will be free to acquire further Shares without incurring any obligation under Rule 14 to make a general offer;
- (g) the Circular states that the Whitewash Waiver granted by the SIC to the Undertaking Shareholders from the requirement to make a general offer under Rule 14 of the Code is subject to the conditions stated in (a) to (f) above;
 - (h) the Company obtains the SIC's approval in advance for those parts of the Circular that refer to the Whitewash Resolution;
 - (i) to rely on the Whitewash Resolution, the approval of the Whitewash Resolution must be obtained within three (3) months of the SIC's approval, the acquisition by the Undertaking Shareholders of the Rights Shares with Warrants pursuant to the Irrevocable Undertakings must be completed within 3 months of the date of approval of the Whitewash Resolution and the acquisition of New Shares upon exercise of the Warrants must be completed within 5 years of the issue of the Rights with Warrants; and
 - (j) the Undertaking Shareholders complying or procuring the relevant person(s) to comply with the disclosure requirements set out in Note 2 on Section 2 of Appendix 1 of the Code.

Further announcements will be made by the Company in relation to the Proposed Rights cum Warrants Issue as and when appropriate.

BY ORDER OF THE BOARD

Benedict Chen Onn Meng
Chief Executive Director
25 October 2019