
JOINT ANNOUNCEMENT

**PROPOSED VOLUNTARY DELISTING OF
AZTECH GROUP LTD.**

1. INTRODUCTION

- 1.1 The board of directors ("**Board**") of Aztech Group Ltd. (the "**Company**" and together with its subsidiaries, the "**Group**") and AVS Investments Pte. Ltd. ("**Offeror**") wish to jointly announce that the Offeror has presented to the directors of the Company ("**Directors**"), a formal proposal ("**Delisting Proposal**") to seek the voluntary delisting of the Company ("**Delisting**") 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**").
- 1.2 Under the Delisting Proposal, Maybank Kim Eng Securities Pte. Ltd. ("**MKES**"), for and on behalf of the Offeror, will make an exit offer ("**Exit Offer**") in cash, to acquire all the issued ordinary shares ("**Shares**") in the capital of the Company, other than those Shares held in treasury and those Shares already owned, controlled or agreed to be acquired by the Offeror ("**Offer Shares**"), on the terms and conditions set out in this Joint Announcement and the exit offer letter ("**Exit Offer Letter**") to be issued by the Offeror to Shareholders containing, *inter alia*, the terms of the Exit Offer and the relevant acceptance forms.
- 1.3 The Directors have noted the Exit Offer and reviewed the Delisting Proposal, and resolved to seek an application to the SGX-ST for the Delisting, and subject to the approval of the SGX-ST, to convene an extraordinary general meeting of the Company ("**EGM**") in due course to seek the approval of Shareholders for the Delisting.

2. INFORMATION ON THE COMPANY

- 2.1 The Company is incorporated in Singapore and is listed on the Mainboard of the SGX-ST. The Group is principally engaged in the businesses of electronics and LED lighting manufacturing, material supply and marine logistics, and food and beverage retail and supplies.
- 2.2 As at the date of this Joint Announcement ("**Joint Announcement Date**"), the Board consists of:
- (a) Mun Hong Yew (Chief Executive Officer and Chairman);
 - (b) Jeremy Mun Weng Hung (Executive Director and Senior Vice President);
 - (c) Philip Tan Tee Yong (Lead Independent Director);
 - (d) Khoo Ho Tong (Independent Director); and
 - (e) Tan Teik Seng (Independent Director).
- 2.3 As at the Joint Announcement Date, the issued and paid-up share capital of the Company consists of 51,009,343 Shares (including 2,400,100 Shares held in treasury).
- 2.4 As at the Joint Announcement Date, the Company has not issued any instruments convertible into, rights to subscribe for, nor options (whether pursuant to an

employee share option scheme or otherwise) in respect of, securities which carry voting rights of the Company.

3. INFORMATION ON THE OFFEROR AND THE PARTIES ACTING IN CONCERT WITH IT

3.1 The Offeror

The Offeror is a special purpose vehicle incorporated in Singapore for the purposes of the Delisting and the Exit Offer. Its principal activity is that of investment holding. As at the Joint Announcement Date, the Offeror has an issued and paid-up share capital of S\$1 comprising one (1) ordinary share. Mun Hong Yew is the sole shareholder and the sole director of the Offeror.

As at the Joint Announcement Date, the Offeror does not own any Shares.

3.2 Parties acting in concert with the Offeror

As at the Joint Announcement Date, the following individuals and company are deemed to be acting in concert with the Offeror ("**Concert Parties**"):

- (a) Mun Hong Yew, being the sole director and sole shareholder of the Offeror;
- (b) Jeremy Mun Weng Hung who is the son of Mun Hong Yew;
- (c) Mun Weng Kai who is the son of Mun Hong Yew;
- (d) Mun Weng Hoe who is the son of Mun Hong Yew;
- (e) Mun Hon Pheng who is the brother of Mun Hong Yew; and
- (f) AVS Technologies Pte Ltd which is effectively controlled by Mun Hong Yew.

As at the Joint Announcement Date, the Offeror does not hold any Shares, and the shareholdings of the Concert Parties in the Company are as follows:

Name of Shareholder	Number of Shares held	Shareholding Percentage (%)⁽¹⁾
Mun Hong Yew	11,636,566	23.939
Jeremy Mun Weng Hung	104,400	0.215
Mun Weng Kai	6,000	0.012
Mun Weng Hoe	3,000	0.006
Mun Hon Pheng	350,300	0.721
AVS Technologies Pte Ltd	363,600	0.748
Total	12,463,866	25.641

Note:

- (1) Calculated based on the 48,609,243 shares of the Company in issue (excluding treasury shares).

4. GENERAL TERMS AND CONDITIONS OF THE DELISTING PROPOSAL

In connection with the Delisting Proposal, MKES, for and on behalf of the Offeror, will make an exit offer in cash to acquire all the Offer Shares on the following terms and conditions.

4.1 Exit Offer Price

The offer price for each Offer Share will be **S\$0.42** in cash ("**Exit Offer Price**").

The Offeror does not intend to revise the Exit Offer Price.

The Exit Offer Price shall be applicable to any number of Offer Shares that are tendered in acceptance of the Exit Offer.

Shareholders may choose to accept the Exit Offer in respect of all or part of their holdings of Offer Shares. Each Shareholder who accepts the Exit Offer will receive S\$42.00 for every 100 Offer Shares tendered for acceptance under the Exit Offer.

The Offer Shares will be acquired fully paid and free from all liens, equities, mortgages, debentures, pledges, title retention, security interests, options, charges, encumbrances, rights of pre-emption and other third party rights and interests of any nature whatsoever ("**Encumbrances**"), and together with all rights, benefits and entitlements attached thereto as at the Joint Announcement Date and thereafter attaching thereto (including but not limited to the right to receive and retain all dividends, rights and other distributions, if any, which may be declared, paid or made thereon by the Company on or after the Joint Announcement Date). If any dividend, other distribution or return of capital is declared, made or paid by the Company on or after the Joint Announcement Date, the Offeror reserves the right to reduce the Exit Offer Price by the amount of such dividend, distribution or return of capital.

The Exit Offer is extended, on the same terms and conditions, to all the Offer Shares.

Further details on the Exit Offer will be set out in the Exit Offer Letter.

4.2 Conditions

The Delisting Proposal and Exit Offer will be conditional on, *inter alia*:

- (a) the receipt of the requisite approval of the SGX-ST for the Delisting;
- (b) the resolution to approve the Delisting ("**Delisting Resolution**") being approved by at least 75% of the total number of issued Shares (excluding treasury shares) held by Shareholders present and voting, on a poll, either in person or by proxy at the EGM to be convened for Shareholders to vote on the Delisting Resolution (the Directors and controlling Shareholders need not abstain from voting on the Delisting Resolution);
- (c) the Delisting Resolution not being voted against by 10% or more of the total number of issued Shares (excluding treasury shares) held by Shareholders present and voting, on a poll, either in person or by proxy at the EGM;
- (d) the receipt by the Offeror, by the close of the Exit Offer, valid acceptances in respect of such number of Offer Shares which will result in the Offeror holding more than 50% of the Shares (excluding any Shares held by the Company as treasury shares) as at the close of the Exit Offer ("**Minimum Acceptance Condition**");
- (e) the ruling given by the Securities Industry Council ("**SIC**") waiving the requirement for compliance of the Exit Offer with certain provisions of The Singapore Code on Take-overs and Mergers (the "**Code**") and such waiver not being revoked, rescinded or cancelled prior to the close of the Exit Offer; and
- (f) the approval of such other relevant authority as may be required,

(collectively, "**Delisting Proposal Conditions**").

If the Delisting Proposal Conditions are not fulfilled, the Exit Offer will lapse and the Company will remain listed on the SGX-ST.

4.3 Acceptances

Shareholders may choose to accept the Exit Offer in respect of all or part of their holdings of Offer Shares. However, such acceptances would be conditional upon the Delisting Proposal Conditions being satisfied. If the Delisting Proposal Conditions are not satisfied, the conditions to the Exit Offer will not be fulfilled and the Exit Offer will lapse.

The Exit Offer will be conditional upon the Minimum Acceptance Condition being satisfied.

As stated above, Shareholders are to note that if the Delisting Proposal Conditions are not fulfilled, the Delisting will not proceed and the Company will remain listed on the SGX-ST. The Exit Offer will also lapse and all acceptances of the Exit Offer will be returned.

4.4 Warranty

Acceptance of the Exit Offer by a Shareholder will be deemed to constitute an unconditional and irrevocable warranty by that Shareholder that each Offer Share in respect of which the Exit Offer is accepted is sold by him, as or on behalf of, the beneficial owner(s) thereof, fully paid and free from all Encumbrances, and together with all rights, benefits and entitlements attached thereto as at the Joint Announcement Date and thereafter attaching thereto (including the right to receive and retain all dividends, rights and other distributions, if any, which may be declared, paid or made by the Company on or after the Joint Announcement Date).

4.5 Duration

It is currently envisaged that the Exit Offer Letter to be issued by the Offeror to the Shareholders and the relevant acceptance form(s) be despatched to Shareholders on the same day as the Company's circular to Shareholders to be despatched for the purpose of convening the EGM, which will contain, *inter alia*, information pertaining to the Delisting Resolution and the terms and conditions of the Exit Offer (the "**Circular**"). The Exit Offer will be opened for acceptance by Shareholders for a period of at least:

- (a) twenty-one (21) days after the date of despatch of the Exit Offer Letter if the Exit Offer Letter is despatched after Shareholders' approval for the Delisting has been obtained; or
- (b) fourteen (14) days after the date of the announcement of Shareholders' approval of the Delisting if the Exit Offer Letter is despatched on the same date as the Circular.

4.6 Irrevocable Undertakings

The Offeror has obtained an irrevocable undertaking from Mun Hong Yew ("**MHY Irrevocable Undertaking**") to, *inter alia*, (a) vote in favour of the Delisting Resolution; (b) accept the Exit Offer in respect of all Shares held by him; and (c) waive receipt of payment of the consideration by the Offeror in respect of all the Shares held by him ("**MHY Shares**") tendered in acceptance of the Exit Offer, notwithstanding the provisions of the Code in relation to the time period in which payment should be made ("**Relevant Amount**"); (d) not to transfer, sell or otherwise dispose of any of the MHY Shares during the period of the MHY Irrevocable Undertaking.

The Offeror has also obtained irrevocable undertakings from each of Jeremy Mun Weng Hung, Mun Weng Kai, Mun Weng Hoe and AVS Technologies Pte Ltd (together with the MHY Irrevocable Undertaking, the "**Irrevocable Undertakings**") to, *inter alia*, (a) vote in favour of the Delisting Resolution; and (b) accept the Exit Offer in respect of all Shares held by each of them; and (c) not to transfer, sell or otherwise dispose of any of their Shares during the period of their respective Irrevocable Undertakings.

As at the Joint Announcement Date, Mun Hong Yew, Jeremy Mun Weng Hung, Mun Weng Kai, Mun Weng Hoe and AVS Technologies Pte Ltd collectively hold an aggregate of 12,113,566 Shares, representing 24.92% of all the Shares (excluding treasury shares).

Each of the Irrevocable Undertakings shall expire if (a) the Delisting Proposal Conditions are not satisfied, or (b) the Exit Offer (including any revised or improved Exit Offer by or on behalf of the Offeror) is withdrawn, lapses or closes. Save for the foregoing, each of the Irrevocable Undertakings is irrevocable and will continue to be binding.

Save as disclosed in this Joint Announcement, as at the Joint Announcement Date, none of the Offeror nor its Concert Parties has received any irrevocable undertaking from any party to vote for or against the Delisting Resolution and/or to accept or reject the Exit Offer.

5. RULINGS FROM THE SECURITIES INDUSTRY COUNCIL

An application was made by the Offeror to the Securities Industry Council ("**SIC**") to seek clarification regarding the extent to which the provisions of the Code applied to the Exit Offer. The SIC ruled on 25 August 2016, *inter alia*, that:

- (a) the Exit Offer is exempted from compliance with the following provisions of the Code:
 - (i) Rule 20.1 on keeping the Exit Offer open for fourteen (14) days after it is revised;
 - (ii) Rule 22 on the offer timetable;
 - (iii) Rule 28 on acceptances; and
 - (iv) Rule 29 on the right of acceptors to withdraw their acceptances,subject to the following conditions:
 - a. the Exit Offer remaining open for at least:
 - A. twenty-one (21) days after the date of despatch of the Exit Offer Letter if the Exit Offer Letter is despatched after Shareholders' approval for the Delisting has been obtained; or
 - B. fourteen (14) days after the date of the announcement of Shareholders' approval for the Delisting if the Exit Offer Letter is despatched on the same date as the Circular;
 - b. disclosure in the Circular of:
 - A. the consolidated net tangible asset (the "**Consolidated NTA**") per Share of the Group based on the latest published accounts prior to the date of the Circular;

- B. particulars of all known material changes as at the latest practicable date which may affect the Consolidated NTA per Share referred to in the paragraph above or a statement that there are no such known material changes; and
- c. the Delisting Proposal being conditional upon the Exit Offer meeting the Minimum Acceptance Condition;
- (b) the confirmation of the adequacy of financial resources to be provided pursuant to Rules 3.5 and 23.8 of the Code in connection with the Exit Offer may exclude the Relevant Amount, subject to the MHY Irrevocable Undertaking not being revoked at any time before the completion of the Exit Offer; and
- (c) Mun Hong Yew and Jeremy Mun Weng Hung (collectively, "**Relevant Directors**"), being concert parties of the Offeror, are exempted from the requirement to make a recommendation to Shareholders on the Exit Offer as each of the Relevant Directors faces irreconcilable conflict of interests in doing so. Nevertheless, each of the Relevant Directors must still assume responsibility for the accuracy of the facts stated and opinions expressed in documents and advertisements issued by, or on behalf of, the Company in connection with the Exit Offer.

6. LISTING MANUAL PROVISIONS PERTAINING TO A VOLUNTARY DELISTING

- 6.1 Under Rule 1307 of the Listing Manual, the SGX-ST may agree to an application by the Company to delist from the Official List of the SGX-ST if:
- (a) the Company convenes an EGM to obtain Shareholders' approval for the Delisting;
 - (b) the Delisting Resolution has been approved by a majority of at least 75% of the total number of issued Shares (excluding treasury shares) held by Shareholders present and voting, on a poll, either in person or by proxy at the EGM (the Directors and controlling Shareholders need not abstain from voting on the Delisting Resolution); and
 - (c) the Delisting Resolution has not been voted against by 10% or more of the total number of issued Shares excluding treasury shares held by Shareholders present and voting, on a poll, either in person or by proxy at the EGM.
- 6.2 In addition, under Rule 1309 of the Listing Manual, if the Company is seeking to delist from the SGX-ST:
- (a) a reasonable exit alternative, which should normally be in cash, should be offered to all Shareholders; and
 - (b) the Company should normally appoint an independent financial adviser to advise on the Exit Offer.

7. RATIONALE FOR DELISTING

The Offeror had stated in the Delisting Proposal that the rationale for the Delisting and its intentions with respect to the Company are as follows:

- 7.1 Opportunity to realise investments with an upfront premium

Through this Delisting Proposal and Exit Offer, the accepting Shareholders will have an opportunity to realise their investments in the Company for a cash consideration at a premium over the volume weighted average price ("**VWAP**") in respect of their respective periods below, without incurring any brokerage and other trading costs, an option which may not otherwise be readily available due to the low trading liquidity of the Shares.

The following table benchmarks the Exit Offer Price against the market prices of the Shares on the SGX-ST:

Description⁽²⁾	Share Price (S\$)	Premium/ (Discount) over/ (to) Share Price⁽¹⁾
Last transacted price per Share on 16 September 2016, being the last full day of trading in the Shares on the SGX-ST prior to the Joint Announcement Date (" Last Trading Day ")	0.325	29.2%
VWAP for the one (1)-month period prior to and including the Last Trading Day	0.304	38.3%
VWAP for the three (3)-month period prior to and including the Last Trading Day	0.347	21.0%
VWAP for the six (6)-month period prior to and including the Last Trading Day	0.380	10.5%
VWAP for the twelve (12)-month period prior to and including the Last Trading Day	0.484	(13.2)%

Source: Bloomberg L.P..

Notes:

- (1) Computed based on the Share prices which were rounded to the nearest three (3) decimal places.
- (2) The VWAP is calculated based on the total daily value divided by the total daily volume for the respective periods.

7.2 Low trading liquidity of the Shares

The trading liquidity of the Shares on the SGX-ST in the past year has been generally thin. The average daily trading volume of the Shares for the one (1)-month, three (3)-month, six (6)-month and twelve (12)-month periods prior to and including the Last Trading Day are as follows:

Period prior to and including the Last Trading Day	Average Daily Trading Volume⁽¹⁾	Approximate percentage of total number of Shares⁽²⁾
1-month	12,350	0.03%
3-month	11,720	0.02%
6-month	10,493	0.02%

12-month

12,517

0.03%

Source: Bloomberg L.P..

Notes:

- (1) The average daily trading volume is computed based on the total trading volume of the Shares (excluding off-market transactions) for all traded day on which the SGX-ST is open for the trading of securities ("**Market Day**") for the relevant periods immediately prior to and including the Last Trading Day, divided by the total number of traded Market Days during the respective periods.
- (2) Based on 48,609,243 Shares, being the total number of issued Shares (excluding treasury shares).

7.3 Greater management flexibility

The Offeror believes that the Delisting would provide the management of the Company with greater flexibility to manage and develop the existing businesses of the Group while exploring opportunities without the attendant cost, regulatory restrictions and compliance issues associated with its listed status on the SGX-ST.

7.4 Compliance costs of maintaining listing

The Company incurs additional compliance and associated costs in maintaining the Company's listing status. As a non-listed entity, the Group will be able to (a) achieve cost-savings by dispensing with costs associated with complying with SGX-ST listing requirements and other regulatory requirements as well as human resources that have to be committed for such compliance; and (b) focus its resources on its business operations.

7.5 No present need for access to Singapore capital markets

The Company has not carried out any exercise to raise cash funding on the SGX-ST in the past five (5) years and it is unlikely that the Company will require access to the Singapore capital markets to finance its operations in the foreseeable future. Accordingly, it is not necessary for the Company to maintain a listing on the SGX-ST.

7.6 Offeror's Intention

The Offeror has no current intention of (a) making material changes to the Company's existing business; (b) re-deploying of the Company's fixed assets; or (c) discontinuing the employment of the employees of the Group, other than in the ordinary course of business.

Nonetheless, the Offeror retains the flexibility at any time to consider options or opportunities which may present themselves, and which it regards to be in the interests of the Offeror and/or the Company.

8. **COMPULSORY ACQUISITION**

- 8.1 Pursuant to Section 215(1) of the Companies Act (Chapter 50) of Singapore ("**Companies Act**"), in the event that the Offeror acquires 90% or more of the total issued Shares (other than those already held by the Offeror, its related corporations and their respective nominees as at the date of the Exit Offer and excluding any Shares held by the Company as treasury shares), the Offeror would be entitled to exercise the right to compulsorily acquire all the Shares of Shareholders who have not accepted the Exit Offer at a price equal to the Exit Offer Price.

- 8.2 The Offeror intends to make the Company its wholly-owned subsidiary. **Accordingly, when entitled, the Offeror intends to exercise its right of compulsory acquisition under Section 215(1) of the Companies Act.**
- 8.3 In addition, Shareholders who have not accepted the Exit Offer have the right under and subject to Section 215(3) of the Companies Act, to require the Offeror to acquire their Shares in the event that the Offeror, its related corporations and/or their respective nominees acquire, pursuant to the Exit Offer, such number of Shares which, together with the Shares held by the Offeror, its related corporations and/or their respective nominees, comprise 90% or more of the total issued Shares (excluding treasury shares).
- 8.4 **Shareholders who are in doubt of their position under Section 215(1) and (3) of the Companies Act are advised to seek their own independent legal advice.**

9. CONFIRMATION OF FINANCIAL RESOURCES

MKES, the financial adviser to the Offeror in respect of the Exit Offer, has confirmed that the Offeror has sufficient financial resources to satisfy full acceptance of the Exit Offer for the Offer Shares at the Exit Offer Price (excluding the MHY Shares in view of the MHY Irrevocable Undertaking).

10. APPOINTMENT OF INDEPENDENT FINANCIAL ADVISER

The Company will be appointing an independent financial adviser ("**IFA**") to advise the Directors who are considered independent for the purposes of the Delisting and Exit Offer ("**Independent Directors**") on the Exit Offer. The advice of the IFA and the recommendation of the Independent Directors regarding the Exit Offer will be set out in the Circular which will be despatched by the Company to Shareholders in due course.

11. DISCLOSURES OF SHAREHOLDINGS AND DEALINGS IN THE COMPANY

- 11.1 As at the Joint Announcement Date, and subject always to the matters in this Joint Announcement, the interests (whether through ownership or control) in the Relevant Securities (as defined herein) held by the Offeror, its directors, parties acting or deemed to be acting in concert with the Offeror and MKES, acting as financial adviser to the Offeror ("**Relevant Persons**") are set out in the Appendix 1 to this Joint Announcement.
- 11.2 Save as disclosed in this Joint Announcement (including Appendices 1 and 2 to this Joint Announcement) and subject always to the matters in this Joint Announcement, as at the Joint Announcement Date, none of the Relevant Persons:
- (a) owns, controls or has agreed to acquire any Shares, securities which carry voting rights in the Company, or convertible securities, warranties, options and derivatives in respect of such Shares or securities (collectively, "**Relevant Securities**");
 - (b) has received any irrevocable commitment from any party to vote for or against the Delisting Resolution and/or to accept or reject the Exit Offer;
 - (c) has entered into any arrangement (whether by way of option, indemnity or otherwise) in relation to shares of the Offeror or the Company which might be material to the Exit Offer; and

- (d) has:
- (i) granted a security interest over any Relevant Securities to another person, whether through a charge, pledge or otherwise;
 - (ii) borrowed from another person any Relevant Securities (excluding borrowed securities which have been on-lent or sold), or
 - (iii) lent any Relevant Securities to another person.
- 11.3 Neither the Offeror nor any of the Relevant Persons has dealt for value in any Shares during the three (3)-month period immediately preceding the Joint Announcement Date.
- 11.4 In the interests of confidentiality, the Offeror has not made enquiries in respect of certain other parties who are or may be deemed to be acting in concert with it in connection with the Exit Offer. Similarly, MKES has not made enquiries in respect of certain parties who are or may be deemed to be acting in concert with MKES in connection with the Exit Offer. Further enquiries will be made in respect of such parties and the relevant disclosures, if any, will be made in the Exit Offer Letter and/or Circular.

12. OVERSEAS SHAREHOLDERS

- 12.1 This Joint Announcement does not constitute an offer to sell or the solicitation of an offer to subscribe for or buy any security, nor is it a solicitation of any vote or approval in any jurisdiction, nor shall there be any sale, issuance or transfer of the securities referred to in this Joint Announcement in any jurisdiction in contravention of applicable law and regulation. The Exit Offer will be made solely by the Exit Offer Letter and the relevant acceptance forms accompanying the Exit Offer Letter, which contain the full terms and conditions of the Exit Offer, including details of how the Exit Offer may be accepted.
- 12.2 The release, publication or distribution of this Joint Announcement in certain jurisdictions may be restricted by law and therefore persons in any such jurisdictions into which this Joint Announcement is released, published or distributed should inform themselves about and observe such restrictions.
- 12.3 Copies of this Joint Announcement and any formal documentation relating to the Exit Offer are not being, and must not be, directly or indirectly, mailed or otherwise forwarded, distributed or sent in or into or from any jurisdiction where the making of or the acceptance of the Exit Offer would violate the applicable law of that jurisdiction ("**Restricted Jurisdiction**") and will not be capable of acceptance by any such use, instrumentality or facility within any Restricted Jurisdiction and persons receiving such documents (including custodians, nominees and trustees) must not mail or otherwise forward, distribute or send them in or into or from any Restricted Jurisdiction. For the avoidance of doubt, the Exit Offer shall be made to all Shareholders including those to whom the Exit Offer Letter and the relevant acceptance forms will not be sent.
- 12.4 The Exit Offer (unless otherwise determined by the Offeror and permitted by applicable law and regulation) will not be made, directly or indirectly, in or into, or by the use of mails of, or by any means of instrumentality (including, without limitation, telephonically or electronically) of interstate or foreign commerce of, or any facility of a national, state or other securities exchange of, any Restricted Jurisdiction and the Exit Offer will not be capable of acceptance by any such use, means, instrumentality or facilities.
- 12.5 The ability of Shareholders who are not resident in Singapore to accept the Exit Offer may be affected by the laws of the relevant jurisdictions in which they are located.

Persons who are not resident in Singapore should inform themselves of, and observe, any applicable requirements. Overseas Shareholders who are in doubt about their positions should consult their own professional advisers in the relevant jurisdictions.

13. FURTHER INFORMATION

- 13.1 No immediate action is required of Shareholders on their part in respect of the Delisting Proposal and the Exit Offer. Shareholders will be advised on the procedure for accepting the Exit Offer when the Circular and the Exit Offer Letter are despatched.
- 13.2 As mentioned above, the Circular which includes, *inter alia*, further information regarding the Delisting Proposal, the terms and conditions of the Exit Offer, the advice of the IFA and the recommendation of the Independent Directors regarding the Exit Offer, and a notice of the EGM, will be despatched by the Company to Shareholders in due course. The Exit Offer Letter, together with the relevant forms of acceptance, is expected to be despatched by or on behalf of the Offeror to Shareholders on the same day as the Circular.
- 13.3 In the meantime, Shareholders are advised to exercise caution in their dealings in Shares and to refrain from taking any action in relation to their Shares which may be prejudicial to their interests. **Persons who are in doubt as to the action they should take should consult their stockbroker, bank manager, solicitor or other professional advisers.**

14. RESPONSIBILITY STATEMENTS

- 14.1 The sole director of the Offeror ("**Offeror Director**") has taken all reasonable care to ensure that the facts stated and opinions expressed in this Joint Announcement (other than those relating to the Company) are fair and accurate and that there are no other material facts not contained in this Joint Announcement, the omission of which would make any statement in this Joint Announcement misleading. Where any information in this Joint Announcement has been extracted or reproduced from published or publicly available sources or obtained from the Company, the sole responsibility of the Offeror Director 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 Joint Announcement. The Offeror Director accepts responsibility accordingly.
- 14.2 The Directors (including any Director who may have delegated detailed supervision of this Joint 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 Joint Announcement, the omission of which would make any statement in this Joint Announcement misleading. Where any information in this Joint 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 Joint Announcement. The Directors jointly and severally accept responsibility accordingly.

BY ORDER OF THE BOARD
AVS INVESTMENTS PTE. LTD.

Mun Hong Yew
Director
20 September 2016

BY ORDER OF THE BOARD
AZTECH GROUP LTD.

Pavani Nagarajah
Company Secretary
20 September 2016

Forward-Looking Statements

All statements other than statements of historical facts included in this Joint Announcement are or may be forward-looking statements. Forward-looking statements include but are not limited to those using words such as "seek", "expect", "anticipate", "estimate", "believe", "intend", "project", "plan", "strategy", "forecast" and similar expressions or future or conditional verbs such as "will", "would", "should", "could", "may" and "might". These statements reflect the current expectations, beliefs, hopes, intentions or strategies of the party making the statements regarding the future and assumptions in light of currently available information. Such forward-looking statements are not guarantees of future performance or events and involve known and unknown risks and uncertainties. Accordingly, actual results may differ materially from those described in such forward-looking statements. Shareholders and investors of the Company and/or the Offeror should not place undue reliance on such forward-looking statements, and neither the Company, the Offeror nor MKES undertakes any obligation to update publicly or revise any forward-looking statements.

Disclosure of Dealings

The associates (as defined under the Code, and which includes all substantial shareholders) of the Company and the Offeror are hereby reminded to disclose their dealings in any securities of the Company in accordance with Rule 12 of the Code.

APPENDIX 1

DISCLOSURE OF SHAREHOLDINGS

<u>Name</u>	<u>Shareholding Interest</u>		
	Number of Shares held by Shareholder	Number of Shares in which Shareholder is deemed interested	Shareholding Percentage (%)⁽¹⁾
Offeror Director			
Mun Hong Yew	11,636,566	-	23.939
The Offeror	-	-	-
Other Parties Acting or Deemed to be Acting in Concert			
Jeremy Mun Weng Hung ⁽²⁾	104,400	-	0.215
Mun Weng Kai ⁽²⁾	6,000	-	0.012
Mun Weng Hoe ⁽²⁾	3,000	-	0.006
Mun Hon Pheng ⁽³⁾	350,300	-	0.721
AVS Technologies Pte Ltd ⁽⁴⁾	363,600	-	0.748
Financial Adviser to The Offeror			
MKES ⁽⁵⁾	-	-	-
Total Shareholding Interest		12,463,866	25.641

Notes:

- (1) Calculated based on the 48,609,243 shares of the Company in issue (excluding treasury shares). There are no other classes of shares issued by the Company and there are no outstanding options or warrants for Shares granted by the Company.
- (2) Each of Jeremy Mun Weng Hung, Mun Weng Kai and Mun Weng Hoe is the son of Mun Hong Yew, a director of the Offeror, and as such is deemed to be acting in concert with the Offeror.
- (3) Mun Hon Pheng is the brother of Mun Hong Yew, a director of the Offeror, and as such is deemed to be acting in concert with the Offeror.
- (4) AVS Technologies Pte Ltd is a company effectively controlled by Mun Hong Yew, a director of the Offeror, and is therefore a party deemed to be acting in concert with the Offeror.
- (5) Acting as financial adviser to the Offeror.

APPENDIX 2

DISCLOSURE OF INTERESTS AND DEALINGS BY THE OFFEROR AND ITS CONCERT PARTIES IN RELEVANT SECURITIES

Pursuant to a loan facility entered into by the Offeror in connection with the Exit Offer, the Offeror has agreed to grant a charge over all the Shares to be acquired by the Offeror in favour of Malayan Banking Berhad.