



**Trek 2000 International Ltd**  
(Registration Number 199905744N)  
30 Loyang Way, #07-13/14/15  
Loyang Industrial Estate  
Singapore 508769

**FOR IMMEDIATE RELEASE**

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**PROPOSED PLACEMENT OF 26,000,000 NEW SHARES AND SALE OF 1,000,000 TREASURY SHARES, AT S\$0.4365 PER NEW SHARE OR TREASURY SHARE**

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**1 Introduction**

1.1 The Board of Directors of Trek 2000 International Ltd (the "**Company**") is pleased to announce that the Company has, on 24 June 2015, entered into the following conditional agreements (collectively, the "**Agreements**"):

- (a) a subscription and purchase agreement with OSIM International Ltd ("**OSIM**"), pursuant to which OSIM has agreed to subscribe for 24,000,000 New Shares (defined below) and purchase 1,000,000 Treasury Shares (defined below) from the Company (the "**Proposed Sale**"); and
- (b) a placement agreement with RHB Securities Singapore Pte. Ltd. ("**RHBSEC**" or the "**Placement Agent**"), pursuant to which the Placement Agent has agreed to procure subscribers (the "**Subscribers**", together with OSIM, the "**Investors**") for up to 2,000,000 New Shares (as defined below) on a best efforts basis by way of a private placement (the "**Proposed Placement**").

The Proposed Sale and the Proposed Placement will be collectively known as the "**Proposed Transactions**".

1.2 The 26,000,000 new ordinary shares in the capital of the Company ("**New Shares**") proposed to be issued represent approximately 8.75% of the Company's existing issued share capital (excluding treasury shares). The 1,000,000 existing treasury shares of the Company ("**Treasury Shares**") which are proposed to be sold represent approximately 0.34% of the Company's existing issued share capital (excluding treasury shares).

1.3 The price at which each New Share or Treasury Share is proposed to be issued or sold (as the case may be on the terms of the Agreements) is S\$0.4365 ("**Agreed Price**"). The Agreed Price was arrived at on a willing buyer willing seller basis, following arm's length negotiations between the Company, OSIM and the Placement Agent taking into account recent trading prices of the Company's shares.

1.4 RHBSEC has been appointed as the placement agent in respect of the Proposed Transactions.

## **2 Information on the Investors**

- 2.1 Information on OSIM. OSIM is a company listed on the Mainboard of the Singapore Securities Trading Limited (“**SGX-ST**”). Based on publicly available information, OSIM creates, designs, develops and markets well-being and healthy lifestyle products through its specialty retail outlets.

As at the date of this announcement, OSIM is an existing shareholder of the Company with 3,374,600 shares in the Company. OSIM had expressed interest in increasing its investment in the Company. Upon completion of the Proposed Sale, OSIM’s equity interest in the Company will increase from approximately 1.14% to 8.75%.

OSIM has warranted, *inter alia*, that it is subscribing for the New Shares and purchasing the Treasury Shares for its own account solely for investment purposes, and not as a nominee or agent, on trust, or otherwise on behalf of any other person(s).

- 2.2 The Subscribers. The Subscribers are institutional and/or accredited investors, as defined under Section 4A(1) of the Securities and Futures Act (Cap. 289).
- 2.3 To the best of the Company’s knowledge and belief, none of the New Shares will be issued to any restricted placees under Rule 812(1) of the Listing Manual of the SGX-ST, or to any person with any connection (including business relationship) with the Company and/or any of its Directors or substantial shareholders.

## **3 Principal Terms of the Proposed Transactions**

- 3.1 The Proposed Transactions will be undertaken in compliance with Chapter 8 of the Listing Manual of the SGX-ST.

- 3.2 Status of New Shares. The New Shares will be allotted and issued free from all claims, charges, liens and other encumbrances whatsoever and shall rank *pari passu* in all respects with and carry all rights similar to existing Shares, except that they will not rank for any dividend, right, allotment or other distributions the Record Date for which falls on or before the date of issue of the New Shares.

“**Record Date**” means the date fixed by the Company for the purposes of determining entitlements to dividends or other distributions to or rights of holders of shares of the Company.

- 3.3 Status of Treasury Shares. The Treasury Shares will be transferred free from all claims, charges, liens and other encumbrances whatsoever and shall rank *pari passu* in all respects with and carry all rights similar to existing shares of the Company as at the Completion Date (defined below), except that they will not rank for any dividend, right, allotment or other distributions the Record Date for which falls on or before the Completion Date (defined below).
- 3.4 Agreed Price. The Agreed Price represents a discount of approximately 6.35% to the weighted average price of S\$0.4661 for trades done on the Company’s shares on the SGX-ST for the full market day on 23 June 2015 up to the time a trading halt was called on 24 June 2015 (prior to the signing of the Agreements).

3.5 **General Mandate.** The New Shares will be issued pursuant to the general mandate which was granted by shareholders of the Company (“**Shareholders**”) by way of an ordinary resolution at the annual general meeting of the Company held on 24 April 2015 (the “**General Mandate**”). The General Mandate authorised the Directors to allot and issue new Shares not exceeding 20% of the total number of issued Shares (excluding treasury shares) at the time of passing by Shareholders of the General Mandate, in the case where shares are issued other than on a *pro-rata* basis to existing Shareholders.

No Shares had previously been issued pursuant to the General Mandate and the New Shares represent approximately 8.75% of the total number of issued Shares of 297,116,925 Shares (excluding 1,000,000 Treasury Shares) as at the date the General Mandate was approved. Accordingly, the proposed issue of the New Shares is within the limit approved by Shareholders pursuant to the General Mandate.

3.6 **Additional Listing Application.** The Company will be making an application to the SGX-ST for the listing of and quotation for the New Shares on the Official List of the SGX-ST.

3.7 **Conditions Precedent.** The Proposed Transactions are each conditional upon, *inter alia*, the Company having obtained the approval in-principle of the SGX-ST for the listing of and quotation for the New Shares on the Main Board of the SGX-ST (the “**AIP**”) and such approval not being revoked or amended prior to the completion of the Proposed Transactions (“**Completion**”). The Proposed Placement is further conditional upon the Company procuring subscription for 24,000,000 New Shares (i.e. the subscription of New Shares pursuant to the Proposed Sale).

3.8 **Completion.** Under the Agreements, Completion is expressed to take place on the date falling 10 business days after the AIP has been obtained, or such other date as the parties may agree in writing (“**Completion Date**”).

3.9 **Long-Stop Date.** If any of the conditions precedent is not satisfied (or waived) by the Long-Stop Date of 30 September 2015, the Agreements shall *ipso facto* cease and determine (save for certain surviving provisions) and neither Party shall have any claim against the other for costs, damages, compensation or otherwise, save for any claim available to the Company or, where applicable, OSIM and/or the Placement Agent arising from an antecedent breach of the terms of the Agreements.

3.10 **No prospectus or offer information statement.** The Proposed Placement will be undertaken by way of a private placement in accordance with Sections 274 and 275 of the Securities and Futures Act (Cap. 289). As such, no prospectus or offer information statement will be lodged with the Monetary Authority of Singapore.

#### **4 Disclosures pursuant to Rule 704(28) of the Listing Manual**

The disclosures required under Rule 704(28) of the Listing Manual are set out in Annex A of this announcement.

## **5 Rationale and Use of Proceeds**

- 5.1 The Proposed Transactions are intended to raise funds towards the growth and expansion of the Company and its subsidiaries (collectively, the “**Group**”). The net proceeds from the Proposed Transactions (after deducting estimated commission, costs and expenses of approximately S\$207,000) (“**Net Proceeds**”) of approximately S\$11.58 million is intended to be applied as follows:

Use of Net Proceeds	Amount Allocated (S\$)	Amount Allocated as a percentage of net proceeds (%)
(a) <b>Research and Development</b> <sup>(1)</sup> <i>[Involves ongoing strategic research and development, particularly in the areas of medical diagnostic technology.]</i>	5.79 million	50
(b) <b>General Working Capital</b> <i>[To fund the ongoing growth and expansion of the Group’s business and operations]</i>	5.79 million	50

**Note:**

(1): Medical diagnostic technology constitutes one of the three key innovation pillars of the Group, as noted and further elaborated in the Company’s Annual Report 2014 (“**AR2014**”). A copy of the AR2014 is available for download from SGXNet. Please refer to pages 10 and 12 of the AR2014.

- 5.2 The Company will announce the use of the Net Proceeds as and when such funds are materially disbursed and whether such a use is in accordance with the stated use and in accordance with the percentage allocated. Where there is any material deviation from the stated use, the Company shall announce the reasons for such deviation. The Company shall also provide a status report on the use of the Net Proceeds in its annual report. Where proceeds are to be used for working capital purposes, the Company will disclose a breakdown with specific details on the use of proceeds for working capital in the Company’s announcements on the use of proceeds and in the annual report.
- 5.3 Pending the deployment of the Net Proceeds for the purposes mentioned above, the Net Proceeds may be deposited with banks and/or financial institutions, invested in short-term money markets and/or marketable securities, or used for any other purposes on a short term basis, as the Directors may, in their absolute discretion, deem fit.

## **6 Interests of Directors and Substantial Shareholders**

The Proposed Transactions will not result in the transfer of a controlling interest in the Company when completed.

None of the Directors and substantial shareholders of the Company have any interest, direct or indirect, in the Proposed Transactions (other than through their respective direct and indirect shareholdings and/or directorships in the Company).

**7 Further Announcements**

The Company will make further announcements as and when there are material updates on the foregoing, including upon receipt of the AIP.

Shareholders and potential investors are advised to read this announcement and any further announcements by the Company carefully. Persons who are in doubt as to the action they should take should consult their legal, financial, tax or other professional advisers.

**8 Director's Responsibility Statement**

The Directors collectively and individually accept full responsibility for the accuracy of the information given in this announcement and confirm after making all reasonable enquiries, that to the best of their knowledge and belief, this announcement constitutes full and true disclosure of all material facts about the Proposed Transactions and the Group, and the Directors are not aware of any facts the omission of which would make any statement in this announcement misleading. Where information in this announcement has been extracted from published or otherwise publicly available sources or obtained from a named source, the sole responsibility of the directors has been to ensure that such information has been accurately and correctly extracted from those sources and/or reproduced in this announcement in its proper form and context.

**By Order of the Board**

Henn Tan  
Chairman, Chief Executive Officer and Executive Director

24 June 2015

**Annex A**

(a)	Date of sale	Completion Date
(b)	Purpose of sale	The use of proceeds is set out in paragraph 5 of this announcement.
(c)	Number of treasury shares sold	1,000,000
(d)	Number of treasury shares before such sale	1,000,000
(e)	Number of treasury shares after such sale	Nil
(f)	Percentage of the number of treasury shares held against the total number of ordinary shares outstanding before sale (being 297,116,925 shares, excluding 1,000,000 treasury shares)	0.34%
(g)	Percentage of the number of treasury shares held against the Enlarged Share Capital after sale (being 324,116,925 shares)	0%
(h)	Value of the treasury shares sold	US\$221,397