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## ANNOUNCEMENT 3/4

### PROPOSED GRANT OF SUBSCRIPTION RIGHT FOR THE SUBSCRIPTION OF UP TO 110,000,000 NEW ORDINARY SHARES OF ADDVALUE TECHNOLOGIES LTD. AT AN ISSUE PRICE OF S\$0.0127 PER SHARE

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**Important Note:** The transactions entered into by the Company and described in this announcement is part of a larger fund raising exercise undertaken by the Company on 2 December 2021. Accordingly, this announcement should be considered and read in the context of the larger fund raising exercise as more particularly described in the Company's omnibus announcement released earlier today ("**Omnibus Announcement**") and should be read in conjunction with the Omnibus Announcement and the press release on the funding raising exercise ("**Press Release**") that have been issued by the Company in tandem with the release of this announcement. Copies of the Omnibus Announcement and the Press Release are attached to this announcement.

## 1 INTRODUCTION

The Board of Directors (the "**Board**" or "**Directors**") of Addvalue Technologies Ltd (the "**Company**" and together with its subsidiaries, the "**Group**") is pleased to announce that the Company has on 2 December 2021 entered into a subscription agreement ("**Optional Subscription Agreement**") with Mr Cheng Kwee Kiang (the "**Subscriber**") which grants to the Subscriber the right (but not the obligation) to subscribe for up to 110,000,000 new ordinary shares (the "**Optional Subscription Shares**") in the capital of the Company ("**Shares**") at an issue price of S\$0.0127 per Optional Subscription Share (the "**Issue Price**").

## 2 THE OPTIONAL SUBSCRIPTION SHARES

### 2.1 Option to Subscribe the Optional Subscription Shares

Pursuant to the Optional Subscription Agreement, the Company has granted to the Subscriber a right (but not an obligation) ("**Optional Subscription Right**") to subscribe for the Optional Subscription Shares (i.e., up to 110,000,000 new Shares) to be issued out of the capital of the Company at the Issue Price (the "**Optional Subscription**") on

the terms and subject to the conditions of the Optional Subscription Agreement. The total issue consideration (on the assumption that the Subscriber exercises the Optional Subscription Right in full) is S\$1,397,000. The Optional Subscription Right is exercisable by the Subscriber serving a subscription notice on the Company during the period of six (6) months after all the conditions precedent stated in paragraph 2.4 below have been fulfilled.

Number of New Optional Subscription Shares	New Optional Subscription Shares as % of the Existing Share Capital <sup>(1)</sup>	Total Shareholding as a % of the New Optional Subscription Enlarged Share Capital <sup>(2)</sup>
110,000,000	4.89%	4.66%

**Notes:**

- (1) Based on the existing issued and paid-up share capital of the Company as of the date of this announcement comprising 2,248,811,975 Shares (the “**Existing Share Capital**”).
- (2) Based on the enlarged issued and paid-up share capital of the Company following and assuming only the allotment and issue of the Optional Subscription Shares comprising 2,358,811,975 Shares have been effected (“**New Optional Subscription Enlarged Share Capital**”).

Upon the Optional Completion (as defined below), the Subscriber will not be a substantial shareholder of the Company.

## 2.2 Nature of the Optional Subscription Shares

The Optional Subscription Shares shall be 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 an Optional Completion Date (as defined below).

## 2.3 Authority to Issue the Optional Subscription Shares

The Optional Subscription Shares are intended to be issued and allotted pursuant to the approval of the shareholders of the Company (the “**Shareholders**”) to be obtained at an extraordinary general meeting of the Company (“**EGM**”) to be convened. Accordingly, the Company will be seeking the approval of Shareholders at the EGM for, among others, the authority for the Board to issue the Optional Subscription Shares pursuant to Section 161 of the Companies Act, Cap. 50, Singapore and the transfer of

controlling interest as required by Rule 803 of the Mainboard Rules of the Singapore Exchange Securities Trading Limited ("**SGX-ST Listing Rules**").

## 2.4 **Conditions Precedent**

The right of the Subscriber to serve a subscription notice and to complete the Optional Subscription thereof ("**Optional Completion**") shall be conditional upon, *inter alia*, the following:

- (a) approval in-principle for the listing and quotation of the Optional Subscription Shares on the Official List of the SGX-ST being obtained from the SGX-ST and not revoked or amended and, where such approval is subject to conditions, such conditions being reasonably acceptable to the Company;
- (b) the issue and subscription of the Optional Subscription Shares not being prohibited by any statute, order, rule or regulation promulgated after the date of this Agreement by any legislative, executive or regulatory body or authority of Singapore which is applicable to the Company; and
- (c) the approval of the Shareholders stated in paragraph 2.3 above having been duly obtained and not revoked at the time of Optional Completion.

If any of the conditions precedent stated above is not satisfied within six (6) months from the date of this Agreement, or such other date as the Subscriber and the Company may agree in writing, the right of the Subscriber to exercise the Optional Subscription Right, the obligation of the Subscriber to subscribe for any Optional Subscription Shares and the obligations of the Company to issue the Optional Subscription Shares shall *ipso facto* cease and determine (save for certain provisions stated to survive) thereafter and neither the Subscriber nor the Company shall have any claim against the other for costs, expenses, damages, losses, compensation or otherwise in respect of the Optional Subscription (except for the liability of the Company for the payment of expenses provided in the Optional Subscription Agreement).

## 2.5 **Completion**

Subject to the terms and conditions of this Agreement (including without limit the fulfillment of the conditions precedent stated above), Optional Completion in respect of each tranche of Optional Subscription Shares is to take place on the date falling three (3) clear market days after a subscription notice is served on the Company in respect of such Optional Subscription Shares, unless specifically agreed in writing between the parties.

## 2.6 **No Underwriter or Placement Agent**

The Optional Subscription is not underwritten and no placement agent has been appointed for the Optional Subscription.

## 2.7 **Private Placement**

There will not be any prospectus or offer information statement issued in connection with the issue of the Optional Subscription Shares (as the case may be) as the foregoing will be undertaken pursuant to the exemption under Section 272B of the Securities and Futures Act (Cap. 289) of Singapore.

## 2.8 **Additional Listing Application**

The Company will be making an application to the SGX-ST for the listing and quotation of the Optional Subscription Shares on the Mainboard. The Company will make the necessary announcements once the approval-in-principle for the Optional Subscription Shares has been obtained from the SGX-ST.

## **3 INFORMATION ON THE SUBSCRIBER AND RATIONALE FOR THE OPTIONAL SUBSCRIPTION**

3.1 The Subscriber is a business associate and private investor.

3.2 The Subscriber has been supportive of the Group and, at the time when the Group needed critical funding for its operations in mid-2020, he had extended a loan of S\$2 million (the "**Loan**"), of which S\$1.42 million remains outstanding. At the request of the Company, the Subscriber has extended the repayment timeline on more than one occasion to enable the Company to conserve its cash position. Following an invitation from the Company to consider taking an equity stake in the Company and to continue to support the future expansion and growth of the Company, the Subscriber and the Company have reached an agreement pursuant to which the Company grants and the Subscriber accepts such grant of the Optional Subscription Right on the terms and subject to the conditions of the Optional Subscription Agreement. The Subscriber has committed to not requiring the repayment of the Loan pending the exercise of the Optional Subscription Right.

3.3 Based on the confirmation received from the Subscriber and to the best of the Company's knowledge, none of the Subscriber and his associates (as defined in the SGX-ST Listing Rules) have any connections (including business relationships) with the Company, its Directors and its substantial Shareholders.

3.4 The Subscriber has confirmed that it is not a person falling within the categories of persons listed in Rule 812 of the SGX-ST Listing Manual.

3.5 The Subscriber has confirmed that it will not hold the Optional Subscription Shares and/or the Optional Subscription Right in trust or as nominee for other persons.

#### **4 FINANCIAL EFFECTS**

Please refer to the Omnibus Announcement for the financial effects on Earnings per Share and Net Tangible Asset value per Share.

#### **5 USE OF PROCEEDS**

5.1 The Company has decided to place the Optional Subscription Shares to the Subscriber for the reasons stated in paragraph 3.2 above as well as to raise funds to retire borrowings, provide liquidity to the Group's working capital, develop new products and technologies and for business expansion.

5.2 Please refer to the Omnibus Announcement for more details on the use of proceeds.

#### **6 INTERESTS OF DIRECTORS AND SUBSTANTIAL SHAREHOLDERS**

None of the Directors and substantial Shareholders has any interests, direct or indirect, in the Optional Subscription or the Optional Subscription Right, other than through each of their respective shareholding interests, direct and/or indirect, in the Company.

#### **7 DOCUMENTS AVAILABLE FOR INSPECTION**

Subject to any applicable control order or regulatory restriction relating to safe distancing which may be issued by the relevant authorities, copies of the Optional Subscription Agreement are available for inspection, strictly by appointment only, at the Company's registered office located at 202 Bedok South Ave 1, #01-11, Singapore 469332 during normal business hours for three (3) months from the date of this announcement. To make an appointment, please send request to [appointment@addvalue.com.sg](mailto:appointment@addvalue.com.sg).

#### **8 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 Optional Subscription, the Optional Subscription Shares, the Company and its subsidiaries, and the Directors are not aware of any facts the omission of which would make any statement in this announcement misleading. Where information in the 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 the announcement in its proper form and context.

## **9 CAUTIONARY STATEMENT**

**Shareholders and potential investors are advised to read this announcement and any further announcements by the Company carefully. Shareholders of the Company are advised to refrain from taking any action in respect of their securities that may be prejudicial to their interests, and to exercise caution when dealing or trading in the securities of the Company. Shareholders and potential investors should consult their stockbrokers, bank managers, solicitors, accountants, tax advisers or other professional advisers if they have any doubt about the actions they should take.**

## **10 FORWARD LOOKING STATEMENTS**

Some of the statements in this announcement constitute "forward-looking statements" that do not directly or exclusively relate to historical facts. These forward-looking statements reflect the Group's current intentions, plans, expectations, assumptions and beliefs about future events and are subject to risks, uncertainties and other factors, many of which are outside the Group's control. Important factors that could cause actual results to differ materially from the expectations expressed or implied in the forward-looking statements include known and unknown risks and factors such as general economic and business conditions. Because actual results could differ materially from the Group's intentions, plans, expectations, assumptions and beliefs about the future and any negative impacts arising from these issues will affect the performance of the Group's businesses, undue reliance must not be placed on these statements.

## **11 FURTHER ANNOUNCEMENTS**

Further announcements will be made by the Company in relation to the Optional Subscription as and when appropriate.

**BY ORDER OF THE BOARD**

Dr Colin Chan Kum Lok  
Chairman and CEO

5 December 2021



## OMNIBUS ANNOUNCEMENT

in relation to a fund raising exercise undertaken by  
Addvalue Technologies Ltd. (the "Company") involving:

- **Proposed Subscription by Economic Development Innovations Singapore Pte. Ltd. of 78,700,000 new ordinary shares of the Company ("Shares") tagged with option to subscribe for a further 315,000,000 new Shares**
- **Proposed Subscription by various New Investors of a total of 185,240,000 new Shares tagged with 185,240,000 warrants convertible into 185,240,000 new Shares upon exercise**
- **Proposed Subscription by Directors, Employees and Business Associates of a total of 169,070,000 new Shares**
- **Proposed Grant of a Right to Mr Cheng Kwee Kiang to subscribe for up to 110,000,000 new Shares**

**each Share to be allotted and issued at an issue price of S\$0.0127**

**Important Note:** The transactions entered into by the Company and described in this announcement constitute the whole of the fund raising exercise that was undertaken by the Company on 2 December 2021. The details of each transaction (including the terms and conditions as well as information and background on each of the investors and subscribers of new securities to be issued by the Company) are set out in the respective stand-alone announcements, appended to this announcement and marked as **Announcement 1/4, Announcement 2/4, Announcement 3/4 and Announcement 4/4** (collectively, "**Transaction Announcements**"). Accordingly, this announcement should be considered and read in conjunction with the Transaction Announcements and the press release on the funding raising exercise ("**Press Release**") that have been issued by the Company in tandem with the release of this announcement.

### 1 INTRODUCTION

- 1.1 The Board of Directors (the "**Board**" or "**Directors**") of Addvalue Technologies Ltd (the "**Company**" and together with its subsidiaries, the "**Group**") is pleased to announce that the Company has on 2 December 2021 embarked on and concluded a fund raising exercise that secured conditional commitments from new investors, Directors, employees and business associates to subscribe for a total of **433,010,000** new Shares at an issue price of **S\$0.0127** per Share, raising a total gross proceeds of **S\$5,499,227**



**(“Conditional Committed Subscriptions”)**. In addition, rights to subscribe for up to **610,240,000** new Shares at the same issue price of **S\$0.0127** per Share have been granted in the form of subscription rights and warrants issued free of payment to the new investors, such subscription rights and warrants when exercised in full will raise additional gross proceeds of **S\$7,750,048** (**“Optional Subscriptions”**).

In connection with the above-mentioned fund raising, the Company has on 2 December 2021 entered into the following subscription agreements:

- (a) a subscription agreement (**“EDIS Subscription Agreement”**) with Economic Development Innovations Singapore Pte. Ltd. (**“EDIS”**) for the issue and allotment of 78,700,000 new Shares (the **“EDIS Subscription Shares”**);
- (b) a further subscription agreement (**“EDIS Optional Subscription Agreement”**) with EDIS, pursuant to which EDIS has been granted the right to subscribe for up to a further 315,000,000 new Shares (the **“EDIS Optional Subscription Shares”**);
- (c) various subscription agreements (**“Shares cum Warrants Subscription Agreements”**) with a group of new investors (whose identities and background are disclosed in the appended [Announcement 2/4](#)) for the issue and allotment of 185,240,000 new Shares (the **“Placement Shares”**) and 185,240,000 warrants (the **“Warrants”**) (issued free of payment) which when exercised at an exercise price of S\$0.0127 per warrant, are convertible into further 185,240,000 new Shares (**“Warrant Shares”**);
- (d) a subscription agreement (**“CKK Optional Subscription Agreement”**) with Mr Cheng Kwee Kiang, pursuant to which Mr Cheng has been granted the right to subscribe for up to 110,000,000 new Shares (the **“CKK Optional Subscription Shares”**); and
- (e) various subscription agreements (**“Directors-Employees-Business Associates Subscription Agreements”**) with certain Directors, employees and business associates of the Group (whose identities and background are disclosed in the appended [Announcement 4/4](#)) for the issue and allotment of 169,070,000 new Shares (the **“Directors-Employees-Business Associates Subscription Shares”**).

1.2 For the purposes of this announcement:

- (a) the EDIS Subscription Agreement, EDIS Optional Subscription Agreement, Shares-cum-Warrants Subscription Agreements, CKK Optional Subscription

Agreement and Directors-Employees-Business Associates Subscription Agreement hereinafter collectively referred to as the **“Subscription Agreements”**;

- (b) the EDIS Subscription Shares, the EDIS Optional Subscription Shares, the Placement Shares, the Warrant Shares, the CKK Optional Subscription Shares and the Directors-Employees-Business Associates Subscription Shares are collectively referred to as the **“Subscription Shares”**; and
- (c) the EDIS Optional Subscription Shares, the CKK Optional Subscription Shares and the Warrant Shares are collectively referred to as the **“Optional Subscription Shares”**.

### 1.3 Update on the Proposed Placement of Shares to PT. Tron Asia Pasifik

The Board would like to further provide an update to the shareholders of the Company (**“Shareholders”**) on the proposed placement of 2,340,000,000 new Shares to P.T. Tron Asia Pasifik pursuant to a subscription agreement (**“PT. Tron Subscription Agreement”**) that was entered into by the Company and announced on 20 November 2021 (the **“PT. Tron Conditional Placement”**). Further to signing of the PT. Tron Subscription Agreement, the Company received a request for an extension of time for it to fulfil certain key conditions precedent to the PT. Tron Conditional Placement. As the Company would like to conclude its fund raising exercise expeditiously, it revisited some of the potential investors which it has had been in active discussions previously concerning its funding needs. One of such investors, EDIS, responded with a keen interest to be the lead investor in continuing and spearheading the fund raising exercise of the Company. The Company subsequently responded to PT. Tron Asia Pasifik that any funding to be raised from it following the extension sought would need to be renegotiated as a new deal with the PT. Tron Conditional Placement to be terminated for the time being. PT. Tron Pasifik accepted the Company’s position and confirmed that it had no objection to the Company admitting EDIS and others as investors and that the PT. Tron Subscription Agreement be terminated by mutual agreement upon admission of the new investors. **Accordingly, the PT. Tron Subscription Agreement has been terminated and neither PT. Tron Asia Pasifik nor the Company will have any claim against the other for costs, expenses, damages, losses, compensation or otherwise in respect of the PT. Tron Placement.**

## 2 THE SUBSCRIPTION SHARES

### 2.1 Issue and Allotment of the Subscription Shares

Please refer to the Transaction Announcements for details of the Subscription Shares to be allotted and issued pursuant to the respective Subscription Agreements.

The Subscription Shares (including and excluding the Optional Subscription Shares) expressed as percentages of the Existing Share Capital<sup>(1)</sup> and of the Enlarged Share Capital<sup>(2)</sup> are as follows:

Assuming only the Subscription Shares (other than the Optional Subscription Shares) are allotted and issued:

Number of Subscription Shares (excluding Optional Subscription Shares)	Subscription Shares (excluding Optional Subscription Shares) as a % of the Existing Share Capital <sup>(1)</sup>	Subscription Shares (excluding Optional Subscription Shares) as a % of the Enlarged Share Capital <sup>(2)</sup>
433,010,000	19.25%	16.15%

**Notes:**

- (1) Based on the existing issued and paid-up share capital of the Company as of the date of this announcement comprising 2,248,811,975 Shares (the "**Existing Share Capital**").
- (2) Based on the enlarged issued and paid-up share capital of the Company following and assuming the allotment and issue of all the Subscription Shares comprising 2,681,821,975 Shares (the "**Enlarged Share Capital**").

Assuming all Subscription Shares (i.e., including the Optional Subscription Shares) are allotted and issued:

Number of Subscription Shares	Subscription Shares as a % of the Existing Share Capital <sup>(1)</sup>	Subscription Shares as a % of the Enlarged Share Capital <sup>(2)</sup>
1,043,250,000	46.39%	31.69%

**Notes:**

- (1) Based on the existing issued and paid-up share capital of the Company as of the date of this announcement comprising 2,248,811,975 Shares (the "**Existing Share Capital**").

- (2) Based on the enlarged issued and paid-up share capital of the Company following and assuming the allotment and issue of all the Subscription Shares comprising 3,292,061,975 Shares (the “**Enlarged Share Capital**”).

## 2.2 The Issue Price

The issue price of S\$0.0127 per Subscription Share (the “**Issue Price**”), which is uniformly applied to the allotment and issue of the Subscription Shares under the respective Subscription Agreements, represents a discount of approximately 3.79% to the weighted average price (“**VWAP**”) for trades done on the Singapore Exchange Securities Trading Limited (the “**SGX-ST**”) for the last full market day prior to the date on which the Subscription Agreement was signed. The VWAP was S\$0.0132 per Share.

Based on the Issue Price, the total issue consideration payable for the Subscription Shares (less the Optional Subscription Shares) is **S\$5,499,227** and the total issue consideration payable for the Subscription Shares (including the Optional Subscription Shares) will be **S\$13,249,275**.

## 2.3 Nature of the Subscription Shares

The Subscription Shares shall be 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 Share(s) except that they will not rank for any dividend, right, allotment or other distributions, the record date for which falls on or before the relevant date of completion of the subscription or exercise of the subscription right or warrant (the “**Completion Date**”).

## 2.4 Authority to Issue the Subscription Shares

- (a) In respect of the allotment and issue of the EDIS Subscription Shares, the Placement Shares and the Warrant Shares (upon exercise of the Warrants), the Company proposes to rely on authority granted under the General Share Issue Mandate (as defined and described below):

The Company had, at the annual general meeting of the Company held on 29 September 2021 (the “**2021 AGM**”), resolved that, pursuant to Section 161 of the Companies Act, Cap. 50, of Singapore and the Listing Manual of the SGX-ST (the “**Listing Manual**”), the Directors be authorised to:

- (A) (i) issue Shares in the capital of the Company whether by way of rights, bonus or otherwise;
- (ii) make or grant offers, agreements or options that might or would

require Shares to be issued or other transferable rights to subscribe for or purchase Shares (collectively, "**Instruments**") including but not limited to the creation and issue of warrants, debentures or other instruments convertible into Shares;

- (ii) issue additional Instruments arising from adjustments made to the number of Instruments previously issued in the event of rights, bonus or capitalization issues; and
- (B) notwithstanding the authority conferred by Shareholders may have ceased to be in force, issue shares in pursuance of any Instrument made or granted by the Directors while the authority was in force, provided always that:
- (i) the aggregate number of Shares to be issued pursuant to this resolution (including Shares to be issued in pursuance of Instruments made or granted pursuant to the resolution) does not exceed 100% of the Company's total number of issued Shares excluding treasury shares, of which the aggregate number of Shares (including Shares to be issued in pursuance of Instruments made or granted pursuant to the resolution) (the 100% limit is permitted under the Enhanced Share Issue Limit permitted by the Singapore Exchange Regulation to support Mainboard issuers during COVID-19 as compared to 50% previously) to be issued other than on a *pro rata* basis to Shareholders does not exceed 20% of the total number of issued Shares excluding treasury shares of the Company, and for the purpose of the resolution, the total number of issued Shares excluding treasury shares shall be the Company's total number of issued Shares excluding treasury shares at the time the resolution is passed, after adjusting for:
    - (I) new Shares arising from the conversion or exercise of convertible securities, or
    - (II) new Shares arising from exercising share options or vesting of share awards outstanding or subsisting at the time this resolution is passed provided the options or awards were granted in compliance with Part VIII of Chapter 8 of the Listing Manual of the SGX-ST; and
    - (III) such authority shall, unless revoked or varied by the

Company at a general meeting, continue in force until the conclusion of the next annual general meeting or the date by which the next annual general meeting of the Company is required by law to be held, whichever is the earlier;

- (ii) such authority shall, unless revoked or varied by the Company at a general meeting, continue in force until the conclusion of the next annual general meeting or the date by which the next annual general meeting of the Company is required by law to be held, whichever is the earlier,

(the “**General Share Issue Mandate**”).

As at the date of the 2021 AGM, the Company had an issued and paid-up share capital comprising 2,248,811,975 Shares (excluding treasury shares and subsidiary holdings). As at the date of this announcement, no Shares had been issued pursuant to the Share Issue Mandate. Accordingly, up to a total of 2,248,811,975 Shares may be issued pursuant to the Share Issue Mandate, of which the maximum number of Shares that can be issued other than on a *pro rata* basis to Shareholders is 449,762,395 Shares. Therefore, the 449,180,000 Subscription Shares (other than the Optional Subscription Shares, the CKK Optional Subscription Shares and Directors-Employees-Business Associates Subscription Shares) that may be issued to the respective investors pursuant to the relevant Subscription Agreements (on a non-*pro rata* basis) fall within the limits of the Share Issue Mandate.

- (b) In respect of the allotment and issue of the EDIS Optional Subscription Shares, the CKK Optional Subscription Shares and the Directors-Employees-Business Associates Subscription Shares, the Company proposes to seek the approval of Shareholders to be obtained at an extraordinary general meeting (“**EGM**”) of the Company to be convened. The Company will also be seeking the approval of Shareholders at the EGM for, among others, the issue and allotment of the Directors-Employees-Business Subscription Shares to certain of the subscribers who fall within the categories of persons set out in Rule 812(1) of the Listing Manual.

## 2.5 **Conditions Precedent**

Completion of the subscription of the various Subscription Shares are subject to various conditions precedent, the details whereof are disclosed in the Transaction Announcements appended to this announcement.

## 2.6 **No Underwriter or Placement Agent**

The Conditional Committed Subscriptions and the Optional Subscriptions are not underwritten and no placement agent has been appointed for both the Conditional Committed Subscriptions and the Optional Subscriptions.

## 2.7 **Private Placement**

There will not be any prospectus or offer information statement issued in connection with the issue of the Subscription Shares as the foregoing will be undertaken pursuant to the exemption under Section 272B of the Securities and Futures Act (Cap. 289) of Singapore.

## 2.8 **Additional Listing Application**

The Company will be making applications to the SGX-ST for the listing and quotation of the Subscription Shares on the Mainboard. The Company will make the necessary announcements once the approvals-in-principle for the Subscription Shares have been obtained from the SGX-ST.

## 2.9 **Board Composition**

### (a) Prospective Appointment of a Non-Executive Director

Under the terms of the EDIS Subscription Agreement and as a condition to the completion of the subscription of the EDIS Subscription Shares, EDIS is entitled to nominate a person for appointment as a non-executive Director, such appointment taking effect upon completion of such subscription provided that the person nominated is assessed by the nominating committee of the Company ("**Nominating Committee**") as suitable for appointment taking into consideration the recommendations of the Code of Corporate Governance 2018.

In this regard and in anticipation of the completion of the subscription of the EDIS Subscription Shares, EDIS has nominated as well as put forward for the Board's consideration, Mr Chua Chwee Koh, for appointment to the Board as a non-executive and non-independent Director. The Nominating Committee will, in due course, commence its assessment as above-mentioned and will make its recommendations to the Board on the proposed appointment. The Board will make further announcements including the announcement of

appointment in the form as set out in Appendix 7.4.1 to the Listing Manual of the SGX-ST as and when the appointment is approved.

(b) Board Composition

In connection with the prospective appointment of an additional non-executive and non-independent Director, the Nominating Committee will undertake a review of the composition of the Board and make its recommendations to the Board on its reconstitution as necessary, taking into consideration the Code of Corporate Governance 2018. Further, as part of this review, the Board intends to appoint Mr Tan Khai Pang as the Chief Executive Officer with Dr Colin Chan Kum Lok retaining his appointment as the Executive Chairman for the time being with a view towards transitioning Dr Chan into a non-executive position after (1) year, which transition shall be in line with the succession plan that the Board intends to put in place in due course.

### **3 INFORMATION ON THE SUBSCRIBERS**

- 3.1 Information on the subscribers under the Subscription Agreements including their identities can be found in the Transaction Announcements appended to this announcement.
- 3.2 The rationale undergirding each subscriber's agreement to subscribe for the Subscription Shares (including, potentially, the Optional Subscription Shares) has similarly been disclosed in the Transaction Announcements appended to this announcement.
- 3.3 Based on the confirmation received from each subscriber (other than subscribers under the Directors-Employees-Business Associates Subscription Agreements) and to the best of the Company's knowledge, none of such subscriber and, where applicable, its directors as well as substantial shareholders have any connections (including business relationships) with the Company, its Directors and its substantial Shareholders.
- 3.4 Other than the subscribers who are Directors of the Company, each subscriber has further confirmed that it or he is not a person falling within the categories of persons listed in Rule 812 of the SGX-ST Listing Manual.
- 3.5 Each subscriber has also confirmed that it or he will not hold any Subscription Shares, the subscription right and/or the Optional Subscription Shares (as the case may be) in trust or as nominee for other persons.



## 4 FINANCIAL EFFECTS

The financial effects of the issue of the Subscription Shares (including and excluding the Optional Subscription Shares) on the Group are prepared based on the latest audited financial statements of the Group (i.e. the audited financial statements for the financial year ended 31 March 2021).

### 4.1 Earnings per Share ("EPS")

Assuming the issue of the Subscription Shares (other than the Optional Subscription Shares) had been completed on 1 April 2020, the effect on the Group's EPS for the financial year ended 31 March 2021 would have been as follows:

	As at the date of this announcement	After the issue of the Subscription Shares (excluding the Optional Subscription Shares)
(Loss) After Taxation and Non-Controlling Interests (US\$'000)	(6,175)	(6,175)
Weighted Average Number of Shares	2,248,811,975	2,681,821,975
EPS (US cents)	(0.27)	(0.23)

Assuming the issue of the Subscription Shares (including the Optional Subscription Shares) had been completed on 1 April 2020, the effect on the Group's EPS for the financial year ended 31 March 2021 would have been as follows:

	As at the date of this announcement	After the issue of the Subscription Shares (including the Optional Subscription Shares)
(Loss) After Taxation and Non-Controlling Interests (US\$'000)	(6,175)	(6,175)
Weighted Average Number of Shares	2,248,811,975	3,292,061,975

	<b>As at the date of this announcement</b>	<b>After the issue of the Subscription Shares (including the Optional Subscription Shares)</b>
EPS (US cents)	(0.27)	(0.19)

#### 4.2 Net Tangible Assets (“NTA”)<sup>(1)</sup>

Assuming the issue of the Subscription Shares (other than the Optional Subscription Shares) had been completed on 31 March 2021, the effect on the Group’s NTA for the financial year ended 31 March 2021 would have been as follows:

	<b>As at the date of this announcement</b>	<b>After the issue of the Subscription Shares (excluding the Optional Subscription Shares)</b>
NTA <sup>(1)</sup> attributable to the Shareholders (US\$’000)	(1,779)	2,010
Number of Shares	2,248,811,975	2,681,821,975
NTA per Share (US cents)	(0.08)	0.07

Assuming the issue of the Subscription Shares (including the Optional Subscription Shares) had been completed on 31 March 2021, the effect on the Group’s NTA for the financial year ended 31 March 2021 would have been as follows:

	<b>As at the date of this announcement</b>	<b>After the issue of the Subscription Shares (including the Optional Subscription Shares)</b>
NTA <sup>(1)</sup> attributable to the Shareholders (US\$’000)	(1,779)	7,450
Number of Shares	2,248,811,975	3,292,061,975
NTA per Share (US cents)	(0.08)	0.23

**Note:**

- (1) NTA means total assets less sum of total liabilities, non-controlling interest and intangible assets (net of non-controlling interest).

### 4.3 Net Gearing

Assuming the issue of the Subscription Shares (excluding the Optional Subscription Shares) had been completed on 31 March 2021, the effect on the Group's net gearing for the financial year ended 31 March 2021 would have been as follows:

	As at the date of this announcement	After the issue of the Subscription Shares (excluding the Optional Subscription Shares)
Total net borrowings (US\$'000)	6,453	6,453
Total equity (US\$'000)	7,862	11,651
Net gearing (times) <sup>(1)</sup>	0.82	0.55

**Note:**

- (1) Net gearing = (Gross borrowings – Cash)/Total equity.

Assuming the issue of the Subscription Shares (including the Optional Subscription Shares) had been completed on 31 March 2021, the effect on the Group's net gearing for the financial year ended 31 March 2021 would have been as follows:

	As at the date of this announcement	After the issue of the Subscription Shares (including the Optional Subscription Shares)
Total net borrowings (US\$'000)	6,453	6,453
Total equity (US\$'000)	7,862	17,091
Net gearing (times) <sup>(1)</sup>	0.82	0.38

**Note:**

- (1) Net gearing = (Gross borrowings – Cash)/Total equity.

## 5 USE OF PROCEEDS

- 5.1 The Company has decided to undertake the fund raising exercise as described above and offer the Subscription Shares to the investors and subscribers for subscription so as to raise funds to retire borrowings, provide liquidity to the Group's working capital, develop new products and technologies and for business expansion.
- 5.2 The estimated net proceeds from the allotment and issue of the Subscription Shares (excluding the Optional Subscription Shares) after deducting expenses incurred in connection with the such allotment and issue is expected to amount to approximately S\$5.2 million (the "**Committed Subscription Net Proceeds**").
- 5.3 The estimated net proceeds from the allotment and issue of the Subscription Shares (including the Optional Subscription Shares) after deducting expenses incurred in connection with such allotment and issue is expected to amount to approximately S\$7.4 million (the "**Committed and Optional Subscription Net Proceeds**").
- 5.4 On the assumption that the Company receives only the Committed Subscription Net Proceeds, the Company intends to deploy the Committed Subscription Net Proceeds in the following proportions:

<b>Use of net proceeds</b>	<b>Proportion (%)</b>	<b>Amount of Committed Subscription Net Proceeds (S\$'000)</b>
Repayment of borrowings	44.2	2,300
Payment of payables	19.2	1,000
Working capital of the Group (including materials and testing costs, marketing and administrative expenses) and for business expansion	36.6	1,900
<b>Total</b>	<b>100.0%</b>	<b>5,200</b>

- 5.5 On the assumption that the Company receives the Committed and Optional Subscription Net Proceeds in full, the Company intends to deploy the Committed and Optional Subscription Net Proceeds in the following proportions:

<b>Use of net proceeds</b>	<b>Proportion (%)</b>	<b>Amount of Committed and Optional Subscription Net Proceeds (S\$'000)</b>
Repayment of borrowings	41.3	5,200
Payment of payables	19.8	2,500
Working capital of the Group (including materials and testing costs, marketing and administrative expenses) and for business expansion	38.9	4,900
<b>Total</b>	<b>100.0%</b>	<b>12,600</b>

## **6 INTERESTS OF DIRECTORS AND SUBSTANTIAL SHAREHOLDERS**

None of the Directors and substantial Shareholders has any interests, direct or indirect, in the Subscription Shares, the subscription right or warrants, other than in respect of the Directors-Employees-Business Associates Subscription Shares that they have agreed to subscribe for (as disclosed above) and/or through each of their respective shareholding interests, direct and/or indirect, in the Company.

## **7 DOCUMENTS AVAILABLE FOR INSPECTION**

Subject to any applicable control order or regulatory restriction relating to safe distancing which may be issued by the relevant authorities, copies of the Subscription Agreements are available for inspection, strictly by appointment only, at the Company's registered office located at 202 Bedok South Ave 1, #01-11, Singapore 469332 during normal business hours for three (3) months from the date of this announcement. To make an appointment, please send request to [appointment@addvalue.com.sg](mailto:appointment@addvalue.com.sg).

## **8 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 fund raising exercise as described above, the subscriptions envisaged under the Subscription Agreements,

the Subscription Shares, the Optional Subscription Shares, the Company and its subsidiaries, and the Directors are not aware of any facts the omission of which would make any statement in this announcement misleading. Where information in the 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 the announcement in its proper form and context.

## **9 CAUTIONARY STATEMENT**

**Shareholders and potential investors are advised to read this announcement and any further announcements by the Company carefully. Shareholders of the Company are advised to refrain from taking any action in respect of their securities that may be prejudicial to their interests, and to exercise caution when dealing or trading in the securities of the Company. Shareholders and potential investors should consult their stockbrokers, bank managers, solicitors, accountants, tax advisers or other professional advisers if they have any doubt about the actions they should take.**

## **10 FORWARD LOOKING STATEMENTS**

Some of the statements in this announcement constitute "forward-looking statements" that do not directly or exclusively relate to historical facts. These forward-looking statements reflect the Group's current intentions, plans, expectations, assumptions and beliefs about future events and are subject to risks, uncertainties and other factors, many of which are outside the Group's control. Important factors that could cause actual results to differ materially from the expectations expressed or implied in the forward-looking statements include known and unknown risks and factors such as general economic and business conditions. Because actual results could differ materially from the Group's intentions, plans, expectations, assumptions and beliefs about the future and any negative impacts arising from these issues will affect the performance of the Group's businesses, undue reliance must not be placed on these statements.

## **11 FURTHER ANNOUNCEMENTS**

Further announcements will be made by the Company in relation to the Subscription as and when appropriate.

**BY ORDER OF THE BOARD**

Dr Colin Chan Kum Lok  
Chairman and CEO

5 December 2021

## PRESS RELEASE



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### **ADDVALUE SECURED FUNDING FOR UP TO S\$13.25 MILLION (COMPRISING S\$5.50 MILLION CONDITIONAL COMMITTED FUNDING AND A FURTHER POTENTIAL FUNDING OF S\$7.75 MILLION) FROM INVESTORS (INCLUDING THE LEAD INVESTOR, ECONOMIC DEVELOPMENT INNOVATIONS SINGAPORE PTE LTD) IN STRENGTHENING ITS FINANCIALS AND ENHANCING ITS PROSPECTS**

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**Singapore, 5 December 2021** – Singapore Exchange Mainboard-listed Addvalue Technologies Ltd ("**Addvalue**" or the "**Company**"), a leading player in the mobile satellite communications industry, announced that it has secured funding for up to S\$13.25 million (comprising conditional committed funding of S\$5.50 million and a potential further funding of S\$7.75 million) (the "**Funding**") from an array of investors (collectively, the "**Investors**") (including certain creditors and staff of the Company and its subsidiaries (the "**Group**") and all the directors of the Company (the "**Directors**"). The lead Investor for this funding round is Economic Development Innovations Singapore Pte Ltd ("**EDIS**") which has entered into subscription agreements that enable it to fund the Company with up to S\$5 million, subject to conditions.

#### ***Background leading to the Funding***

Subsequent to 20 November 2021, the date when the Company announced its entry into a conditional subscription agreement with PT. Tron Asia Pasifik ("**Tron**") for the issue and allotment of 2,340,000,000 new ordinary shares in the capital of the Company (the "**Shares**") to Tron at an issue price of S\$0.0127 each (the "**Tron Conditional Placement**"), Tron requested for an extension of time for it to fulfil certain key conditions precedent to the Tron Conditional Placement. As the Company would like to conclude its fund raising exercise expeditiously, it revisited some of the potential investors which it has had been in active discussion previously concerning its funding needs. One of whom, EDIS, responded with a keen interest to be a lead investor in continuing and spearheading the fund raising exercise of the Company. The Company subsequently responded to Tron that any funding to be so raised with it following the extension sought would need to be renegotiated as a new deal with the Tron Conditional Placement to be terminated for the



time being. Tron had accepted the Company's position and confirmed that it had no objection to the Company admitting EDIS and the other Investors for the Funding.

### **The Funding**

The Funding, which is aimed to strengthen the financial position of the Group and enhance its business prospects, is structured to be implemented as follows:

1. up to a total of 449,180,000 new Shares to be allotted and issued in reliance on the general share issue mandate procured by the Company from its shareholders (the "**Shareholders**") on 29 September 2021 (the "**GM Tranche**"); and
2. up to a total of 594,070,000 new Shares to be allotted and issued in reliance on a specific share issue mandate to be procured by the Company from Shareholders at an extraordinary general meeting to be convened (the "**EGM Tranche**"),

as further detailed below:

Investors	Reference	Via GM Tranche	Via EGM Tranche	Total
		Up to S\$ mil	Up to S\$ mil	Up to S\$ mil
EDIS, the lead Investor	Announcement 1/4 <sup>(1)(2)</sup>	1.0	4.0	5.0
Other Investors	Announcement 2/4 <sup>(1)(2)</sup>	2.7	-	2.7
Alan Wang Yu Huei, a key creditor of the Group	Announcement 2/4 <sup>(1)(2)</sup>	2.0	-	2.0
Cheng Kwee Kiang, a key creditor of the Group	Announcement 3/4 <sup>(1)(2)</sup>	-	1.4	1.4
Directors	Announcement 4/4 <sup>(1)(2)</sup>	-	1.1	1.1
Staff, a creditor and a consultant of the Group	Announcement 4/4 <sup>(1)(2)</sup>	-	1.0	1.0
<b>Total</b>		<b>5.7</b>	<b>7.5</b>	<b>13.2</b>

#### **Notes:**

- (1) The above table is to be considered and read in conjunction with the announcements appended to this press release and marked as **Omnibus Announcement** which in turn refers to four specific announcements on the various subscription agreements entered into by the Company with the respective Investors (referred to and marked as **Announcement 1/4**, **Announcement 2/4**, **Announcement 3/4** and **Announcement 4/4** (collectively, the "**Transaction Announcements**").
- (2) The Funding exercise involves a mixture of investment arrangements and forms. Please refer to the Omnibus Announcement and the respective Transaction Announcements as indicated for further details.

### **Resultant Shareholding Structures of the Company**

Assuming the full subscription and issuance of 449,180,000 new Shares at S\$0.0127 each (the "**Subscription Price**") under the GM Tranche and the full subscription and issuance of 594,070,000 new Shares at the Subscription Price under the EGM Tranche, the resultant shareholding structures of the Company as at the completion of each said tranche will be as follows:

ADDVALUE SECURED FUNDING FOR UP TO S\$13.25 MILLION FROM INVESTORS  
IN STRENGTHENING ITS FINANCIALS AND ENHANCING ITS PROSPECTS

Shareholders	As at 5 Dec 2021		After the completion of GM Tranche		After the completion of GM Tranche and EGM Tranche	
	Shares	%	Shares	%	Shares	%
Directors	143,470,706	6.38	143,470,706	5.32	230,270,706	6.99
Staff of the Group	57,272,100	2.55	57,272,100	2.12	97,172,100	2.95
Mr Alan Wang Yu Huei	9,727,433	0.43	167,207,433	6.20	167,207,433	5.08
Mr Cheng Kwee Kiang	-	-	-	-	110,000,000	3.34
Rest of the Shareholders who are not an Investor	2,019,273,270	89.79	2,019,273,270	74.84	2,019,273,270	61.34
EDIS	-	-	78,700,000	2.92	393,700,000	11.96
Other Investors	19,068,466	0.85	232,068,466	8.60	274,438,466	8.34
<b>Total</b>	<b>2,248,811,975</b>	<b>100.0</b>	<b>2,697,991,975</b>	<b>100.0</b>	<b>3,292,061,975</b>	<b>100.0</b>

The Subscription Price represents a discount of about 3.79% to the weighted average share price of the Company of S\$0.0132 as at 26 November 2021, being the last full market day prior to the date on which the relevant subscription agreements were entered into and on which trades were recorded.

As noted in the table above (and assuming the full subscription and issuance of 449,180,000 new Shares at the Subscription Price under the GM Tranche and the full subscription and issuance of 594,070,000 new Shares at the Subscription Price under the EGM Tranche):

1. Mr Alan Wang Yu Huei will become a substantial Shareholder of the Company holding a shareholding interest of 6.20% subsequent to the completion of the GM Tranche. Following the completion of the EGM Tranche, Mr Wang will remain a substantial Shareholder of the Company with a shareholding interest of 5.08%; and
2. EDIS will become a substantial Shareholder of the Company subsequent to the completion of the EGM Tranche with a shareholding interest of 11.96%.

**Use of Proceeds of the Funding**

On the assumption that the Investors fully subscribed for all the new Shares offered by the Company in connection with the Funding exercise, the net proceeds of approximately S\$12.6 million from the Funding will be utilised as follows:

Use of net proceeds from the Funding	S\$ million
Repayment of borrowings	5.2
Payment of payables	2.5
Working capital of the Group (including materials and testing costs, marketing and administrative expenses) and for business expansion	4.9
<b>Total</b>	<b>12.6</b>

The Funding is expected to vastly strengthen the financial position of the Group. Based on the unaudited financial position of the Group as at 30 September 2021 as announced by the Company on 14 November 2021, on a *proforma* basis, the Funding is expected to significantly improve the financial position, in particular the gearing, of the Group as follows:

	As at 30 Sep 2021	As at 30 Sep 2021 ( <i>Proforma</i> )
	US\$ million	US\$ million
Borrowings	6,567	3,305
Total Equity	6,770	15,998
Gearing (%)	97.0%	20.7%
Net Asset Value per Share (US cents)	0.30	0.49

### **EDIS' investment in the Company**

EDIS believes that Addvalue has strong technologies in satellite communications, especially its developments in Inter-satellite Data Relay Services ("**IDRS**").

The team at EDIS will work with the Addvalue management, customers, partners, and fellow Shareholders to support Addvalue as it seeks to make its mark in the space technology industry from Singapore.

In anticipation of EDIS' initial investment, EDIS has nominated and put forward for the consideration of Addvalue, Mr Chua Chwee Koh for appointment as a non-independent and non-executive director to the Board of the Company.

Mr Chua Chwee Koh remarked that: *"With support from EDIS and other Shareholders and upon my appointment, I look forward to working closely with my fellow Directors, the new CEO and a re-energised Addvalue team, to breakout and make Addvalue the global leader in the inter-satellite communication space"*.

Dr Colin Chan Kum Lok, Chairman & CEO of Addvalue, commented: *"We are indeed honoured to have EDIS as the lead Investor and are appreciative of the support received from the rest of the Investors in putting together the Funding arrangements within a span of a week."*

*The Funding ensures that adequate cash is made available to meet the needs of the Group in terms of its working capital and its intended business expansion and growth."*

Dr Colin Chan added that: *"Notwithstanding the termination of the Tron Conditional Placement, we will continue to explore with Tron on the business fronts, including but not limited to potential projects, for possible collaborations that will result in a win-win outcome for both."*

###

**Important Note: The transactions entered into by the Company and described in this press release constitute the whole of the fund raising exercise that was undertaken by the Company on 2 December 2021. The details of each transaction (including the terms and conditions as well as information and background on each of the Investors) are set out in the Omnibus Announcement as well as the respective Transaction Announcements. Accordingly, this press release should be considered and read in conjunction with the Omnibus Announcement and the Transaction Announcements that have been issued by the Company in tandem with the release of this press release.**

#### About Addvalue Technologies Ltd

Addvalue Technologies Ltd (A31), a Singapore Exchange Mainboard-listed, is a leading satellite-based communication solutions company. Addvalue provides state-of-the-art communication terminals for use in space, in the air, at sea and on the ground. The company also offers extensive engineering and integration services to its customers. Addvalue's expertise extends far beyond where the world's terrestrial networks end. Whatever the market or application, the company's wide range of satellite-based products and services is sure to offer the right technology to drive enhanced connectivity. For more information, visit [www.addvaluetech.com](http://www.addvaluetech.com)

For additional information, please contact Yee Ping Tan: [yeeping.tan@addvalue.com.sg](mailto:yeeping.tan@addvalue.com.sg)

#### About Economic Development Innovations Singapore Pte Ltd

EDIS is a privately-owned investment and development firm. It acquires, invests in and manages businesses that develop specialized solutions to address the needs of the digital economy in areas such as tech, education and job creation. Its investments seek to create positive economic impact and long-term value for its partners.

Please refer to [www.edis.sg](http://www.edis.sg) for more information

About Mr Chua Chwee Koh

Mr Chua Chwee Koh brings with him a wealth of experience having spent 17 years with Certis CISCO in leading and transforming the business. He played a key role in integrating operations & technology in the security business and was leading the digital transformation in the last three years. He is currently a Senior Advisor in Certis. Prior to joining Certis in 2004, Mr Chua served 22 years in Singapore Armed Forces and retired with the rank of Brigadier General.