



# TT INTERNATIONAL LIMITED

Company Registration Number 198403771D

(Incorporated in Singapore)

## ANNOUNCEMENT

### ENTRY INTO TERM SHEET FOR PROPOSED INVESTMENT

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The board of directors ("**Board**") of TT International Limited ("**Company**") is pleased to announce that the Company has, on 31 January 2018, entered into, inter alia, a term sheet ("**Term Sheet**") with a potential investor ("**Investor**", together with the Company collectively, the "**Parties**") in connection with a proposed investment by the Investor ("**Proposed Investment**") as part of the financial restructuring of the Company and its subsidiaries and affiliated entities. The Term Sheet sets out the agreed key terms between the Company and the Investor, and forms the basis for entry into definitive agreements for the Proposed Investment ("**Investment Documentation**") between the Investor and/or its nominees and/or affiliated entities (collectively, the "**Investors**") and the Company.

The salient terms of the Term Sheet are as follows:

#### 1. Proposed Investment

The Proposed Investment will be undertaken by a fund that will be set up by the Investor. The Proposed Investment may be made either by way of a loan and/or subscription of new ordinary shares to be issued out of the capital of Company (the "**New Shares**" and each a "**New Share**"), which shall rank pari passu with the ordinary shares of the Company in issue and shall be listed and quoted on Singapore Exchange Securities Trading Limited (the "**SGX-ST**").

#### 2. Investment Amount

Up to S\$125 million.

#### 3. Injection of Proposed Investment

##### (a) By way of loan

Where the Proposed Investment is made in the form of a loan to the Company, it is envisaged that the Company will grant security in a form and substance satisfactory to the Investors and the Company.

##### (b) By way of capital commitment to the Company

Where the entire Proposed Investment is in the form of new capital commitment to the Company, this may result in the Investors receiving at least 24.5% of the enlarged shareholding of the reorganized Company (after the issuance of the New Shares contemplated under the Term Sheet).

#### 4. Use from proceeds from the Proposed Investment

Proceeds from the Proposed Investment will be used for, among others, the following purposes:

- (a) Statutory payments in relation to the Big Box building owned by the Company's subsidiary, Big Box Pte Ltd;
- (b) Payment to discharge the indebtedness under the existing scheme of arrangement which took effect on 19 April 2010 ("**Existing Scheme**") and/or other existing indebtedness and payables of the Company (and which may require a new scheme of arrangement under section 210 or section 211I of the Companies Act (Chapter 50 of Singapore) ("**Scheme**") to be implemented ("**Restructuring Exercise**"); and
- (c) Working capital.

## 5. Long Stop Date

The long stop date (“**Long Stop Date**”) of the Term Sheet is 31 May 2018, unless extended in writing by the Investor and the Company.

## 6. Conditions Precedent

The Proposed Investment is subject to conditions precedent including, without limitation, the following:

- (a) Extension of time for the statutory payments in relation to the Big Box building;
- (b) The Singapore Economic Development Board’s approval for the renewal of Warehouse Retail Scheme for the remaining 19 years;
- (c) The approval of a majority (in number) of each class of creditors under the Existing Scheme and/or the Scheme, such majority holding in aggregate no less than 75% of the value of the total debts of those present and voting, at one or more creditors’ meeting convened with leave of the High Court of the Republic of Singapore (“**Court**”);
- (d) Court sanction of the Restructuring Exercise;
- (e) The approval of the shareholders of the Company at an extraordinary general meeting for the allotment and issuance of the New Shares for the purposes of the Proposed Investment and/or the proposals under the Restructuring Exercise; and
- (f) The Investor successfully setting up a fund to undertake the Proposed Investment.

None of the Directors or controlling shareholders of the Company has any interest, direct or indirect, in the Proposed Investment, other than through their respective directorships and shareholdings in the Company.

Shareholders of the Company should note that the Proposed Investment is subject to Parties entering into Investment Documentation, and other conditions precedent (including, without limitation, those noted above). There is no certainty or assurance as at the date of this announcement that the Investment Documentation or the Proposed Investment will be completed, or other conditions precedent will be satisfied, or that no changes will be made to the terms of the Term Sheet.

The Company will continue to keep all its stakeholders updated on any material development in relation to the Proposed Investment on a timely basis

**Trading in the Company’s securities on the SGX-ST has been voluntarily suspended by the Company on 4 August 2017.**

**Shareholders and potential investors are advised to read this announcement and any further announcements by the Company carefully. Shareholders are also advised to exercise caution when dealing in securities of the Company. In the event of any doubt, Shareholders and potential investors should consult their stockbrokers, bank managers, solicitors, accountants or other professional advisers.**

By Order of the Board

Koh Sock Tin  
Company Secretary

2 February 2018