



TRITECH GROUP LIMITED

31 Changi South Avenue 2 Tritech Building Singapore 486478

(Company Registration No.: 200809330R)

PROPOSED PLACEMENT OF UP TO 110,824,743 NEW ORDINARY SHARES IN THE CAPITAL OF TRITECH GROUP LIMITED

1. INTRODUCTION

- 1.1 The board of directors (the “**Directors**”) of Tritech Group Limited (the “**Company**” and together with its subsidiaries, the “**Group**”) wishes to announce that the Company had on 21 November 2019 entered into a placement agreement (the “**Placement Agreement**”) with UOB Kay Hian Private Limited (the “**Placement Agent**”), pursuant to which the Company has agreed to offer, by way of private placement, and the Placement Agent has agreed, on a best endeavours basis, to procure subscriptions by placees (“**Placees**”) for an aggregate of up to 110,824,743 new ordinary shares in the capital of the Company (the “**Placement Shares**”), at an issue price of S\$0.0388 per Placement Share (the “**Placement Price**”), subject to and upon the terms and conditions of the Placement Agreement (the “**Proposed Placement**”).
- 1.2 As at the date of this announcement, the issued and paid-up capital of the Company comprises 944,867,731 ordinary shares in the capital of the Company (“**Shares**”) (“**Existing Share Capital**”), and the issued and paid-up capital of the Company following the issuance of the Placement Shares (assuming the Placement Shares are fully subscribed pursuant to the Proposed Placement) and Introducer Shares (as defined below) will comprise 1,061,233,710 Shares (“**Enlarged Share Capital**”).

2. THE PROPOSED PLACEMENT

2.1 The Placement Price

In accordance with and subject to the terms and conditions of the Placement Agreement, the Company has agreed to issue and allot the Placement Shares, and the Placement Agent has agreed to, on a best endeavours basis, procure subscriptions for up to 110,824,743 Placement Shares at the Placement Price for each Placement Share.

The Placement Price was arrived at on a willing buyer willing seller basis pursuant to discussions with the Placement Agent, taking into account, among others, the prevailing market price of the Shares, and represents a discount of approximately 5.83% to the volume weighted average price of S\$0.0412 per Share based on trades done on the Singapore Exchange Securities Trading Limited (“**SGX-ST**”) on 18 November 2019 (being the full market day prior to the date on which the Placement Agreement is signed).

2.2 The Placement Shares

The Placement Shares represent (i) approximately 11.73% of the Existing Share Capital; and (ii) approximately 10.44% of the Enlarged Share Capital.

The Placement Shares shall be issued free from any and all claims, pledges, mortgages, charges, liens and encumbrance and shall rank *pari passu* in all respects with the existing Shares as at the Completion Date (as defined in paragraph 6.1 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.



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2.3 The Placement Agreement

The Placement Shares will be offered pursuant to Section 272B of the Securities and Futures Act, Chapter 289 of Singapore, and therefore there will not be any prospectus or offer information statement issued in connection with the Proposed Placement.

The Placement Agent has undertaken that it shall, to the best of its knowledge and belief, not offer the Placement Shares for sale to, or procure subscriptions of or make an invitation for the Placement Shares to any person who is a director or substantial shareholder of the Company or any other persons specified in the categories set out in Rule 812(1) of the Listing Manual (Section B: Rules of Catalyst) of the SGX-ST (the “**Catalist Rules**”), unless such subscriptions is otherwise agreed to by the SGX-ST.

In addition, the Placement Shares under the Proposed Placement will not be allotted and issued so as to transfer a controlling interest in the Company without the prior approval of the shareholders of the Company (“**Shareholders**”) in a general meeting pursuant to Rule 803 of the Catalyst Rules.

2.4 Commission

In consideration of the Placement Agent procuring Placees on a best endeavours basis for the Placement Shares, the Company shall pay to the Placement Agent a commission of 2.0% of the Placement Price for each Placement Share (and if applicable, goods and services tax thereon). No part of the commission would be shared with the Placees (including the Potential Placees (as defined below)) or the Introducer.

3. INTRODUCER

- 3.1** In addition to entry of the Placement Agreement, the Company has entered into an agreement dated 17 November 2019 with Star Treasure Enterprises Limited (the “**Introducer**”) whereby the Company has appointed the Introducer to, and the Introducer has agreed to introduce potential Placees to, or otherwise to work with the Placement Agent in procuring Placees for the Placement Shares, and pursuant thereto, the Introducer has identified certain potential Placees who may be interested to subscribe for such number of Placement Shares respectively as further described in Section 4 below (collectively the “**Potential Placees**” and each a “**Potential Placee**”).
- 3.2** In consideration of the services provided by the Introducer to the Company as aforesaid, the Company has agreed to pay the Introducer a fee in the amount of approximately S\$215,000, representing five per cent. (5%) of the gross proceeds raised pursuant to the Proposed Placement (the “**Introducer Fee**”), which shall be fully settled and satisfied by the issuance of 5,541,236 new Shares (“**Introducer Shares**”) to the Introducer, at the Placement Price for each Introducer Share. The Company shall allot and issue to the Introducer the Introducer Shares subject to and conditional upon the completion of the Proposed Placement.
- 3.3** The Introducer Shares represent (i) approximately 0.59% of the Existing Share Capital; and (ii) approximately 0.52% of the Enlarged Share Capital.
- 3.4** The Introducer Shares shall rank *pari passu* in all respects with the Shares existing as at the date of issue except for any dividends, distributions or entitlements, the record date of which falls on or before such date of issue of the Introducer Shares.
- 3.5** The Introducer Fee was arrived at on a willing buyer willing seller basis pursuant to discussions with the Introducer taking into account, among others, the contacts and network of the Introducer which will widen the base of potential Placees for consideration and no part of the Introducer Fee will be shared with the Placees or the Placement Agent.



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- 3.6** The Introducer is a company incorporated in British Virgin Islands and carries on the business of providing advisory services. The Introducer's sole director and shareholder is Mr Tan Chin Tuan. As at the date of this announcement, Mr Tan Chin Tuan does not hold any Shares in the Company.
- 3.7** The Introducer has confirmed that:
- (i) Save for Mr Tan Chin Tuan (its sole director and shareholder) acting in his personal capacity as an introducer for the previous placement exercise of the Company, it has no connections (including business relationships) with the Company, its Directors and substantial shareholders and is not a person to whom the Company is prohibited from issuing shares to, as provided by Rule 812 of the Catalist Rules; and
 - (ii) it is not acting in concert with, in collaboration with or co-operating, pursuant to an agreement or undertaking or otherwise, with any director or substantial shareholder of the Company to obtain or consolidate effective control of the Company through the issue of the Introducer Shares (including as contemplated in the Singapore Code on Take-Overs and Mergers).

4. THE POTENTIAL PLACEEES

- 4.1** As at the date of this announcement, the Introducer has identified the following Potential Placees who may be interested to subscribe for such number of Placement Shares as set out opposite their names below, and will work together with the Placement Agent to confirm and finalise their subscriptions (if applicable) on or prior to the Completion Date:

Name of Potential Placee	Number of Placement Shares intended to be subscribed by Potential Placee	As a percentage of the Existing Share Capital (%)	As a percentage of the Enlarged Share Capital (%)	Consideration (\$)
Fang Peng Chong	12,886,000	1.36	1.21	499,976.80
Tan Yeng Chong	2,577,300	0.27	0.24	99,999.24
Ang Soo Buay	4,000,000	0.42	0.38	155,200.0
Ewe Teik Kuan	1,930,000	0.20	0.18	74,884.00
Tan Kee Tuan	4,510,000	0.48	0.42	174,988.00
Wee Shu Min Caroline	3,900,000	0.41	0.37	151,320.00
Lee Yuen Fong Laura	10,254,417	1.09	0.97	397,871.38
Ken Tan Khim Sing	5,500,000	0.58	0.52	213,400.00
Ng Soon Heng	2,500,000	0.26	0.24	97,000.00
Goh Jee Mui	13,000,000	1.38	1.22	504,400.00
Seah Siu Guat	4,600,000	0.49	0.43	178,480.00
Chan Hiang Ngee	3,000,000	0.32	0.28	116,400.00
Beh Suan Tiong	4,000,000	0.42	0.38	155,200.00
Dennis Lee Tuck Wing	5,500,000	0.58	0.52	213,400.00
Lim Chin Sheng	6,000,000	0.64	0.57	232,800.00
Leow Eng Chong	2,000,000	0.21	0.19	77,600.00
Yang Tse Pin	13,000,000	1.38	1.22	504,400.00
Eon Ah Chu	2,580,000	0.27	0.24	100,104.00
Lim Kim Huat	3,000,000	0.32	0.28	116,400.00
Wong Yong Chye	3,507,026	0.37	0.33	136,072.61



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Ritika Patni	2,580,000	0.27	0.24	100,104.00
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- 4.2 The Company understands that the Potential Placees are individual investors who were identified through the network and contact of the Introducer and its director/shareholder, and have expressed interest to invest in the Company and subscribe for the Placement Shares for personal investment purposes.

For the avoidance of doubt, the Placement Agent will undertake the necessary arrangements to review any intended subscriptions for the relevant Placement Shares from the Potential Placees in accordance with the terms of the Placement Agreement, and the Company confirms that notwithstanding the identification of the Potential Placees as aforesaid, no restrictions have been imposed on the Placement Agent in relation to the identities of the Placees and/or the allocation of the Placement Shares.

- 4.3 As at the date of this announcement, save for Ken Tan Khim Sing, Goh Jee Mui and Seah Siu Guat who hold 6,800,000 Shares, 16,468,965 Shares and 5,172,413 Shares respectively, none of the Potential Placees hold any Shares or warrants in the Company.

The Potential Placees are not acting in accordance with the instructions of any of the Directors or substantial shareholders of the Company, have not been promised any benefit (whether in monetary terms or otherwise) by the Company, any of the Directors or substantial shareholders of the Company for agreeing to subscribe to the Placement Shares (including being a member of the board of directors) and are not acting in concert (as defined by the Singapore Code on Take-Overs and Mergers) with the Directors and/or substantial shareholders of the Company.

5. AUTHORITY TO ISSUE SHARES / MORATORIUM

5.1 General mandate

The Placement Shares and the Introducer Shares will be issued pursuant to the general mandate ("**General Mandate**") obtained at the annual general meeting of the Company held on 29 July 2019 which authorises the Directors of the Company pursuant to Section 161 of the Companies Act, Chapter 50 of Singapore and Rule 806(2) of the Catalist Rules, to, *inter alia*, allot and issue new Shares provided that the number of Shares to be issued other than on a pro rata basis to Shareholders does not exceed fifty per cent. (50%) of the total number of issued Shares (excluding treasury shares) as at the date of the General Mandate. The total number of issued Shares (excluding treasury shares) as at the date of the General Mandate was 944,867,731 Shares and a maximum of fifty per cent. (50%) of such Shares to be issued other than on a pro rata basis to Shareholders would be 472,433,865 Shares. As at the date hereof, the Company has not issued any Shares under the General Mandate.

5.2 Moratorium

There is no moratorium imposed on the Placement and Introducer Shares.

6. CONDITIONS PRECEDENT TO COMPLETION

- 6.1 Completion of the Proposed Placement ("**Completion**") is to take place three (3) business days after the date that Listing Approval (as defined in paragraph 6.3 below) has been obtained or such other date as the Company and the Placement Agent may agree ("**Completion Date**").
- 6.2 Completion is conditional upon, *inter alia*,



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- (i) the Listing Approval (as defined in paragraph 6.3 below) being obtained from the SGX-ST and not having been revoked or amended and, where such Listing Approval is subject to conditions, to the extent that any conditions for the listing and quotation of the Placement Shares and the Introducer Shares on the SGX-ST Catalist (the “**Catalist**”) are required to be fulfilled on or before the Completion Date, they are so fulfilled; and
- (ii) the representations and warranties of the Company herein being true, accurate and correct in all material respects as if made on the Completion Date, with reference to the then existing circumstances and the Company having performed in all material respects all of their respective obligations under the Placement Agreement which are required hereunder to be performed on or before the Completion Date.

6.3 The sponsor of the Company, PrimePartners Corporate Finance Pte. Ltd., will be submitting an application on behalf of the Company to the SGX-ST for the listing and quotation of the Placement Shares and the Introducer Shares on the Catalist and the Company will make the necessary announcements once the listing and quotation notice for the listing and quotation of the Placement Shares and the Introducer Shares on the Catalist (the “**Listing Approval**”) is obtained from the SGX-ST.

7. RATIONALE AND USE OF NET PROCEEDS

7.1 The proceeds from the Proposed Placement, after deducting estimated expenses including the professional fees and expenses, will amount to approximately S\$4,197,000 (the “**Net Placement Proceeds**”). The Company intends to fully utilise the Net Placement Proceeds for working capital requirements which may arise from the growth of the current business of the Group and acquisition of suitable business or company if suitable opportunities arise.

7.2 Pending the deployment of the Net Placement Proceeds for the abovementioned purposes, the Net Placement Proceeds may be placed as deposits with financial institutions or invested in short-term money markets or debt instruments or for any other purposes on a short-term basis as the Directors may deem fit in the interest of the Company.

7.3 The Company will make periodic announcements on the utilisation of the Net Placement Proceeds from the Proposed Placement as and when the proceeds are materially disbursed and whether such use is in accordance with the stated use. The Company will also provide a status report on the use of such proceeds in its interim and full year financial statements issued under Rule 705 of the Catalist Rules and its annual report. Where the proceeds have been used for working capital purposes, the Company will provide a breakdown with specific details on how the proceeds have been applied. Where there is any material deviation from the stated use of proceeds, the Company will announce the reasons for such deviation.

8. FINANCIAL EFFECTS

8.1 Based on the Company's issued and paid-up share capital of S\$78,687,764 comprising 944,867,731 Shares as at the date of this announcement, and assuming that all the Placement Shares and Introducer Shares are allotted and issued on Completion, the issued and paid-up share capital of the Company will increase to S\$83,202,764 comprising 1,061,233,710 Shares.

8.2 Based on the audited consolidated financial statements of the Group for the financial year ended March 2019, the Group's net asset value per Share and loss per Share were approximately 2.94 Singapore cents and 2.99 Singapore cents respectively. Assuming that the Proposed Placement had been effected on 1 April 2018 (for the purpose of determining the effect on the Group's loss per Share) and 31 March 2019 (for the purpose of determining the effect on the Group's net asset value per Share, and that all the 116,365,979 Placement Shares and Introducer Shares are issued on the



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relevant date), the Group's net asset value per Share and loss per Share, after adjusting for the issue of the Placement and Introducer Shares, would be approximately 2.51 Singapore cents and 2.56 Singapore cents respectively.

- 8.3 The financial effects of the Proposed Placement on the Group are for illustrative purposes only and are, therefore, not indicative of the actual financial performance or position of the Group after the completion of the Proposed Placement.

9. DIRECTORS' CONFIRMATION

The Directors are of the opinion that, after taking into consideration the present bank facilities, the working capital available to the Group as at the date of this announcement is sufficient to meet its present requirements. Notwithstanding the above, the Company is undertaking the Proposed Placement to support additional working capital requirement which may arise from the growth of the current business of the Group and acquisition of suitable business or company if suitable opportunities arise.

10. INTERESTS OF DIRECTORS AND SUBSTANTIAL SHAREHOLDERS

None of the Directors of the Company (other than in their respective capacities as a director and/or shareholder of the Company) or any substantial shareholder (in so far as the Directors of the Company are aware) of the Company or their respective associates has any interest, whether direct or indirect, in the Proposed Placement.

11. DOCUMENTS FOR INSPECTION

The Placement Agreement is available for inspection during normal business hours at the Company's registered office at 31 Changi South Avenue 2 #04-00 Tritech Building, Singapore 486478 for a period of three (3) months from the date of this announcement.

12. RESPONSIBILITY STATEMENT

- 12.1 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 Placement, the Group, and the Directors are not aware of any facts the omission of which would make any statement in this announcement misleading.
- 12.2 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.

13. CAUTIONARY STATEMENT

Shareholders and potential investors should note that the Proposed Placement is subject to, *inter alia*, the Placement Agent using its best endeavours to procure Placees for the Placement Shares and the fulfilment of the conditions precedent set out above and accordingly should exercise caution when trading in the shares of the Company. Persons who are in doubt as to the action they should take should consult their legal, financial, tax or other professional advisers.



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BY ORDER OF THE BOARD

Dr Wang Xiaoning
Managing Director

21 November 2019

This announcement has been prepared by the Company and its contents have been reviewed by the Company's sponsor, PrimePartners Corporate Finance Pte. Ltd. (the "Sponsor") in accordance with Rules 226(2)(b) and 753(2) of the Singapore Exchange Securities Trading Limited (the "SGX-ST") Listing Manual Section B: Rules of Catalyst.

This announcement has not been examined or approved by the SGX-ST. The SGX-ST assumes no responsibility for the contents of this announcement, including the correctness of any of the statements or opinions made or reports contained in this announcement.

The contact person for the Sponsor is Ms Gillian Goh, Director, Head of Continuing Sponsorship (Mailing Address: 16 Collyer Quay, #10-00 Income at Raffles, Singapore 049318 and E-mail: sponsorship@ppcf.com.sg).