

**PROCURRI CORPORATION LIMITED**

(Company Registration No. 201306969W)

(Incorporated in Singapore)

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**UPDATE IN RELATION TO POSSIBLE TRANSACTION –  
RECEIPT OF LETTER OF INTENT IN RELATION TO POSSIBLE ACQUISITION OF SHARES IN  
THE COMPANY BY WAY OF A SCHEME OF ARRANGEMENT**

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**1. INTRODUCTION**

The Board of Directors ("**Board**") of Procurri Corporation Limited ("**Company**", and together with its subsidiaries, the "**Group**") refers to its announcements dated 7 September 2018, 8 October 2018, 9 November 2018, 7 December 2018 and 7 January 2019 in relation to the Possible Transaction (collectively, the "**Announcements**" and each, an "**Announcement**"). All capitalized terms used herein, unless otherwise defined, shall have the meanings ascribed in the Announcements.

As mentioned in the Announcement made on 7 September 2018, the Company had received an unsolicited, non-binding indication of interest from a third party to acquire shares of the Company by way of a possible voluntary general offer, subject to, amongst others, due diligence. The Company had thereafter, updated Shareholders on 7 January 2019, that such interested third party has also indicated that it is contemplating the implementation of such other transaction(s) involving the Company instead.

By way of an update to the Shareholders, the Company has, on 2 February 2019, received a non-binding LOI ("**LOI**") from such interested third party, namely, New State Capital Partners LLC ("**New State**") in relation to the proposed acquisition of all the shares of the Company ("**Shares**") (other than treasury shares and the shares held by Irrucorp Pte. Ltd. ("**Irrucorp**"), a substantial shareholder of the Company, and Irrucorp's shareholders) (the "**Proposed Acquisition**") by way of a scheme of arrangement ("**Scheme**") pursuant to Section 210 of the Companies Act (Chapter 50) of Singapore and the Singapore Code on Take-overs and Mergers. All Shares which are subjected to the Scheme are referred to as "**Scheme Shares**".

**2. INFORMATION ON NEW STATE**

To the best knowledge, information and belief of the Company, New State is a private investment firm which operates in the United States and focuses on investments in business, healthcare and industrial services industries. New State is not in any way related to the Group, the Directors or any of the substantial shareholders of the Company.

**3. SALIENT TERMS OF THE LOI**

Some of the salient terms of the LOI are set out below:

(a) Proposed Acquisition by way of a Scheme

The Proposed Acquisition is intended to be effected by way of a Scheme pursuant to Section 210 of the Companies Act (Chapter 50) of Singapore and the Singapore Code on Takeovers and Mergers.

The consideration under the Scheme for the Scheme Shares will be satisfied by way of cash.

(b) Conditions Precedent

The entry into by New State of a definitive agreement in relation to the Scheme is subject to the receipt by New State of undertakings from certain shareholders of the Company to vote in favour of the Scheme.

Completion of the Proposed Acquisition, is conditional on, *inter alia*, confirmatory due diligence by New State, the entering into of definitive agreements, the approval of the Scheme by Shareholders, Singapore regulatory approvals and/or waivers including from the Singapore Exchange Securities Trading Limited and the Securities Industry Council, as well as court approvals and other conditions customary for transactions of this nature.

(c) Exclusivity Period

The LOI contemplates an exclusivity period which will expire on the date falling 45 days from the date of the LOI ("**Initial Exclusivity Period**"). Following the Initial Exclusivity Period, the Initial Exclusivity Period shall automatically be extended until the expiry of 24 hours after a service of written notice of termination of such period from the Company ("**Subsequent Exclusivity Period**"). Nonetheless, such Initial Exclusivity Period will be automatically extended for a 15-day period upon confirmation of certain matters in relation to New State.

The Initial Exclusivity Period and the Subsequent Exclusivity Period are indicated as binding terms of the LOI.

The Company wishes to highlight to its Shareholders that it has not accepted the LOI and therefore has not commenced exclusive discussions with New State in relation to the Proposed Acquisition.

(d) Expiry of the LOI

The LOI will expire and no longer be valid upon the expiry of the Initial Exclusivity Period or the Subsequent Exclusivity Period (or terminated earlier during such period), unless further extended by mutual agreement in writing between the parties.

#### 4. CAUTIONARY STATEMENT

**The Company wishes to emphasize that all the terms of the LOI received are non-binding and the LOI states that it does not constitute a binding offer by New State capable of acceptance and should not be construed as creating any legally binding obligations on New State.**

**As at the date of this announcement, the Company has not accepted the LOI and has not entered into any definitive legally binding agreement with New State in relation to the Proposed Acquisition or the Scheme. Accordingly, there can be no assurance that any transaction will eventually materialise.**

The Company will make further announcements in accordance with its obligations under the listing rules of the SGX-ST and the Code in the event of any material developments in respect of the Proposed Acquisition.

Shareholders are advised to exercise caution when dealing in the Shares as there is no certainty or assurance as at the date of this announcement that any definitive agreements will be entered into, that the terms and conditions of the Proposed Acquisition will not differ from those set out in the LOI, or that the Proposed Acquisition or the Scheme will be undertaken at all. Shareholders are advised to read this announcement and any further announcements by the Company carefully.

Shareholders who are in doubt as to the action they should take should consult their stockbroker, bank manager, solicitor or other professional advisers.

BY ORDER OF THE BOARD  
**PROCURRI CORPORATION LIMITED**

Thomas Sean Murphy  
Chairman and Global Chief Executive Officer  
3 February 2019