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THE SECURITIES OF NANOFILM TECHNOLOGIES INTERNATIONAL LIMITED HAVE NOT BEEN AND WILL NOT BE REGISTERED UNDER THE UNITED STATES SECURITIES ACT OF 1933, AS AMENDED (THE “**SECURITIES ACT**”) AND MAY NOT BE OFFERED OR SOLD IN THE UNITED STATES EXCEPT PURSUANT TO AN EXEMPTION FROM, OR IN A TRANSACTION NOT SUBJECT TO, THE REGISTRATION REQUIREMENTS UNDER THE SECURITIES ACT. THERE WILL BE NO PUBLIC OFFERING OF THE SECURITIES IN THE UNITED STATES.



NANOFILM TECHNOLOGIES INTERNATIONAL LIMITED

(Company Registration Number 199902564C)

(Incorporated in Singapore on 13 May 1999)

OFFERING IN RESPECT OF 77,236,200 ORDINARY SHARES OF NANOFILM TECHNOLOGIES INTERNATIONAL LIMITED (THE “SHARES”) AT THE OFFERING PRICE OF S\$2.59 PER SHARE (THE “OFFERING PRICE”) COMPRISING:

I. AN INTERNATIONAL OFFERING OF 73,374,300 SHARES TO INVESTORS, INCLUDING INSTITUTIONAL AND OTHER INVESTORS IN SINGAPORE, OUTSIDE THE UNITED STATES IN RELIANCE ON REGULATIONS UNDER THE SECURITIES ACT; AND

II. AN OFFERING OF 3,861,900 SHARES BY WAY OF A PUBLIC OFFER IN SINGAPORE,

SUBJECT TO THE OVER-ALLOTMENT OPTION OF UP TO 15,447,200 SHARES (THE OVER-ALLOTMENT OPTION)

*Capitalised terms used herein, unless otherwise defined, have the meanings as defined in the prospectus of the Company dated 23 October 2020 and registered by the Monetary Authority of Singapore on 23 October 2020 (the “**Prospectus**”).*

The Board of Directors of Nanofilm Technologies International Limited (the “**Company**”) wishes to announce that in connection with the Offering, and for the purpose of Regulation 3A(2)(g) of the Securities and Futures (Market Conduct) (Exemptions) Regulations 2006, Dr Shi Xu (the “**Over-allotment Option Grantor**”) has granted the Joint Bookrunners and Underwriters the Over-allotment Option, exercisable by Credit Suisse (Singapore) Limited (the “**Stabilising Manager**”) (or any of its affiliates or other persons acting on its behalf), in consultation with the other Joint Bookrunners and Underwriters, in full or in part, on

Credit Suisse (Singapore) Limited and Oversea-Chinese Banking Corporation Limited are the Joint Issue Managers for the Offering. Citigroup Global Markets Singapore Pte. Ltd., Credit Suisse (Singapore) Limited and Oversea-Chinese Banking Corporation Limited are the Joint Global Coordinators for the Offering. Citigroup Global Markets Singapore Pte. Ltd., CLSA Singapore Pte Ltd, Credit Suisse (Singapore) Limited and Oversea-Chinese Banking Corporation Limited are the Joint Bookrunners and Underwriters for the Offering.

one or more occasions, to purchase from the Over-allotment Option Grantor, up to an aggregate of 15,447,200 Shares at the Offering Price, representing up to approximately 20.0% of the total number of Shares in the Offering, solely to cover the over-allotment of Shares (if any) made in connection with the Offering.

The Over-allotment Option is exercisable from the date of admission of the Company to the Official List of the SGX-ST (the "**Listing Date**") but no later than the earlier of (i) the date falling 30 days from the Listing Date; or (ii) the date when the Stabilising Manager (or any of its affiliates or other persons acting on its behalf) has bought, on the SGX-ST, an aggregate of 15,447,200 Shares, representing approximately 20.0% of the total number of Shares in the Offering, to undertake stabilising actions. The exercise of the Over-allotment Option will not increase the total number of issued Shares immediately after the completion of the Offering and the issue of the New Cornerstone Shares.

In connection with the Offering, the Stabilising Manager (or any of its affiliates or other persons acting on its behalf) may, in consultation with the other Joint Bookrunners and Underwriters and at its discretion, over-allot Shares or effect transactions which stabilise or maintain the market price of the Shares at levels that might not otherwise prevail in the open market. However, there is no assurance that the Stabilising Manager (or any of its affiliates or other persons acting on its behalf) will undertake stabilising action.

The number of Shares that the Stabilising Manager (or any of its affiliates or other persons acting on its behalf) may buy to undertake stabilising actions shall not exceed 15,447,200 Shares, representing approximately 20.0% of the total number of Shares in the Offering. Such transactions may commence on or after the Listing Date, and, if commenced, may be discontinued at any time, and shall not be effected after the earlier of (i) the date falling 30 days from the Listing Date; or (ii) the date when the Stabilising Manager (or any of its affiliates or other persons acting on its behalf) has bought on the SGX-ST, an aggregate of 15,447,200 Shares, representing 20.0% of the total number of Shares in the Offering, to undertake stabilising actions. Such transactions may be effected on the SGX-ST and in other jurisdictions where it is permissible to do so, in each case in compliance with all applicable laws and regulations, including the Securities and Futures Act, Chapter 289 of Singapore, and any regulations thereunder.

An announcement will be made if and when the Over-Allotment Option is exercised.

Issued jointly by

Citigroup Global Markets Singapore Pte. Ltd.
CLSA Singapore Pte Ltd
Credit Suisse (Singapore) Limited
Oversea-Chinese Banking Corporation Limited

(as Joint Bookrunners and Underwriters)

For and on behalf of

Nanofilm Technologies International Limited
(Company Registration No.: 199902564C)

29 October 2020

IMPORTANT NOTICE

This announcement is for information purposes only and does not constitute or form part of an offer, invitation or solicitation of securities of the Company in Singapore or any other jurisdiction nor should it or any part of it form the basis of, or to be relied upon in connection with, any contract or commitment whatsoever.

The value of the Shares and the income derived from them may fall as well as rise. Shares are not obligations of, deposits in, or guaranteed by, the Company or the Joint Bookrunners and Underwriters or any of their respective affiliates. An investment in the Shares is subject to investment risks, including the possible loss of the principal amount invested. Listing of the Shares on the SGX-ST does not guarantee a liquid market for the Shares.

This announcement is not an offer or sale of the Shares in the United States. The Shares have not been and will not be registered under the Securities Act, or the securities laws of any state of the United States, and may not be offered or sold in the United States absent registration except pursuant to an exemption from, or in a transaction not subject to, the registration requirements under the Securities Act. Any public offering of the Shares in the United States would be made by means of a prospectus that would contain detailed information about the Company and their management, as well as financial statements. The Company does not intend to conduct a public offering of the Shares in the United States. The Shares are being offered and sold outside the United States (including to institutional and other investors in Singapore) in reliance on Regulation S under the Securities Act.

This announcement is not to be distributed or circulated outside of Singapore. Any failure to comply with this restriction may constitute a violation of the Securities Act or the applicable laws of other jurisdictions.