



# TT INTERNATIONAL LIMITED

Company Registration Number 198403771D

(Incorporated in Singapore)

## ANNOUNCEMENT

### (A) UPDATE ON RECENT DEVELOPMENTS; AND (B) AMENDED TERM SHEET

The board of directors (“**Board**”) of TT International Limited (“**Company**”) refers to its announcement (the “**2 February 2018 Announcement**”) dated 2 February 2018 in relation to the Term Sheet for the Proposed Investment by the Investor as part of the financial restructuring of the Company and its subsidiaries and affiliated entities (“**Group**”). Capitalised terms used in the 2 February 2018 Announcement and used herein shall bear the meanings unless otherwise defined or the context otherwise requires.

The Board wishes to announce that Big Box Pte Ltd (Receivers & Managers Appointed) (“**BBPL**”), the Company’s 51% owned subsidiary and landlord of the Big Box building (“**Property**”) was required to pay differential premiums (“**DP**”) by 31 January 2018, the deadline stipulated by the relevant authorities. Despite the Company’s efforts to procure financing for the DP and other statutory payments payable by BBPL (“**Statutory Payments**”), a consensus could not be reached with the Receivers & Managers of BBPL in a timely manner on the terms of the financing between a potential lender (the “**Potential Lender**”) and BBPL to make available funding for the Statutory Payments. Consequent to BBPL’s failure to make payment of DP by the stipulated deadline, the Company received notification on 6 February 2018 from the relevant authority that the Company’s Warehouse Retail Scheme (“**WRS**”) licence was terminated, citing BBPL’s failure to make timely payment of DP as the primary reason for termination.

The Company is currently in discussions with the relevant authorities and in the midst of submitting an appeal. In light of this recent development, the Company has also quickly moved to consult with the relevant authorities to explore options for the continuity of its retail operations at the Property and, if applicable, change of use of the Property to allow the Company to maintain its existing retail operations at the Property in significant form. The Company is also focused on engaging with the Potential Lender and BBPL to reach an agreement to obtain the necessary funding for BBPL to make payment of the Statutory Payments. In the interim, the Company will continue its retail operations at the Big Box pending the appeal and discussions with the relevant authorities.

As announced previously by the Company on 2 February 2018, the Company’s financial restructuring efforts have made significant progress, having secured a Term Sheet for the Proposed Investment of up to S\$125 million by the Investor. Notwithstanding the aforesaid set-back, the Company is pleased to announce that the Investor has agreed to remove the renewal of the Company’s WRS licence as a condition precedent to the Proposed Investment, and to provide some additional flexibility in the use of proceeds. On 26 February 2018, the Company and the Investor agreed to amend the Term Sheet (“**Amended Term Sheet**”) to provide *inter alia* the possibility of interim funding which would provide the Company with the funds that may be critically required to continue its retail operations at the Property, including amongst others, funding to pay partial rental to BBPL to be used by BBPL for payment of DP to the relevant authorities.

Accordingly, the Company intends to ensure the continuation of its retail operations at the Property. The Company is hopeful that when all the facts are placed before the relevant authorities, the decision to terminate the WRS licence will be reversed. In the alternative, approvals from the relevant authorities which would allow the Company to maintain its existing retail operations at the Property in significant form are supported by the additional flexibility in the use of proceeds from the Proposed Investment under the Amended Term Sheet and the Investor is exploring the above options with the Company to provide the necessary funding.

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 set out in the 2 February 2018 Announcement). 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 Amended 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

27 February 2018