



ELEKTROMOTIVE GROUP LIMITED

(Registration No. 199407135Z)

(Incorporated in Singapore)

THE PROPOSED ISSUE OF 0% EQUITY LINKED REDEEMABLE STRUCTURED CONVERTIBLE NOTES DUE 2018 IN AGGREGATE PRINCIPAL AMOUNT OF UP TO S\$20,000,000 (“PROPOSED ISSUE”)

– ISSUE AND CONVERSION OF THE THIRD SUB-TRANCHE OF TRANCHE 2 NOTES

This announcement has been reviewed by the Company’s Sponsor, RHT Capital Pte. Ltd. (“Sponsor”), for compliance with the relevant rules of the Singapore Exchange Securities Trading Limited (“SGX-ST”). The Sponsor has not independently verified the contents of this announcement.

This announcement has not been examined or approved by the SGX-ST and 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 details of the contact person for the Sponsor are:

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All capitalized terms used in this announcement, unless otherwise defined herein, shall have the same meanings as ascribed thereto in the Company’s circular to shareholders dated 4 May 2013 relating to the Proposed Issue of 0% Equity Linked Redeemable Structured Convertible Notes Due 2018 In Aggregate Principal Amount of Up To S\$20,000,000 (“Proposed Issue”) (the “Circular”).

The board of directors (the “**Board**” or “**Directors**”) of the Company refers to the Circular and the announcements dated 10 July 2013, 11 July 2013, 17 July 2013, 31 July 2013, 1 August 2013, 14 August 2013, 15 August 2013, 20 August 2013, 23 August 2013, 10 September 2013, 17 September 2013, 18 September 2013, 25 September 2013, 30 September 2013, 14 November 2013, 19 November 2013, 27 November 2013, 5 December 2013, 13 December 2013, 27 December 2013, 7 January 2014, 15 January 2014, 23 January 2014, 3 February 2014, 11 February 2014, 19 February 2014, 28 March 2014, 7 April 2014, 3 June 2014, 11 June 2014, 20 June 2014, 11 July 2014, 15 August 2014, 25 August 2014, 8 September 2014, 16 September 2014 and 3 October 2014 in relation to the Proposed Issue.

Further thereto, the third sub-tranche of Tranche 2 Notes of a principal amount of S\$200,000 have been duly issued by the Company on 17 November 2014 to the Subscriber, Advance Opportunities Fund for a cash consideration amounting to S\$200,000 in accordance with the terms and conditions of the Subscription Agreement.

The Company will make further announcements on the utilisation of the net proceeds from the Proposed Issue as and when the funds from the Proposed Issue are materially disbursed.

The Company also wishes to announce that the Subscriber, Advance Opportunities Fund, has on 17 November 2014 ("**Conversion Date**") exercised its right to convert the third sub-tranche of Tranche 2 Notes of a principal amount of \$200,000 into 25,641,025 Conversion Shares, at the Floating Conversion Price of S\$0.0078 for each Conversion Share in accordance with the terms and conditions of the Subscription Agreement.

The Floating Conversion Price of S\$0.0078 was determined by taking 90% of the average of three consecutive closing prices per share as selected by the Noteholder, Advance Opportunities Fund, during the forty-five (45) Business Days on which Shares were traded on the SGX-ST, immediately preceding the Conversion Date.

The 25,641,025 Conversion Shares represent 3.89% of the total issued share capital of the Company as at the date of announcement, and 3.75% of the total enlarged issued share capital of the Company. With the issue of the 25,641,025 Conversion Shares, the total issued share capital of the Company shall increase from 658,584,621 ordinary shares to 684,225,646 ordinary shares.

The 25,641,025 Conversion Shares were issued and allotted on 17 November 2014 and will be listed and quoted on SGX-ST on or about 20 November 2014. The Conversion Shares rank *pari passu* in all respects with the existing shares of the Company except that they do not rank for any dividend, rights, allotment or other distributions the record date for which is before the conversion date of the Notes.

By Order of the Board
ELEKTROMOTIVE GROUP LIMITED

Ricky Ang Gee Hing
Executive Vice-Chairman and Managing Director
17 November 2014