AXINGTON INC.
(Company Registration No.: LL12218)
(A company incorporated under the Labuan Companies Act 1990, Malaysia)

PROPOSED ACQUISITION OF ACHIEVA TECHNOLOGY SDN. BHD.
AMENDMENTS TO THE SPA

---

1. Introduction

The Board of Directors (the "**Board**" or "**Directors**") of Axington Inc. (the "**Company**") refers to the Company's announcement made on 2 September 2022 (the "**Announcement**") in respect of the SPA entered into with Serial I-Tech (Far East) Pte. Ltd. (the "**Vendor**"). Capitalised terms not defined in this announcement have the meanings set out in the Announcement.

The Board wishes to announce that the Company has on 3 April 2023, in respect of the SPA, entered into an Amendment Letter (the "**Amendment Letter**") with the Vendor to modify, amend and vary certain terms and conditions of the SPA. Saved as amended by the Amendment Letter, all other terms and conditions of the SPA remain in full force and effect.

2. Rationale

Since the Announcement, as the Proposed Acquisition constitutes a "reverse takeover" transaction pursuant to Chapter 10 of the Catalist Rules, the Parties have commenced preparations for the completion of the Proposed Acquisition, including (a) appointing a Catalist Sponsor; (b) appointing the independent valuer to conduct the Independent Valuation; (c) conducting legal due diligence on the Target Company, which includes identifying, and developing proposals for resolving, any potential conflicts of interest between the Company and Serial System; and (d) conducting due diligence on the Target Company's directors, controlling shareholders and executive officers. In parallel, the Vendor has also commenced preparations for its application to the SIC for the Whitewash Waiver.

In the course of such preparations, and to facilitate (a) the resolution of any potential conflicts of interest between the Company and Serial System; and (b) the Vendor's application for the Whitewash Waiver, amongst others, the Board wishes to update Shareholders that the Parties have now agreed on:

(i) the final amounts of the Purchaser Ascribed Value and the Purchase Consideration, being S$5.5 million and S$27.0 million respectively;

(ii) the manner in which Serial System will transfer its Thai Business to the Company in order to resolve the conflict-of-interest situation at Completion, namely that the Vendor (instead of the Target Company in the manner as previously set out in the Announcement) will, on Completion, transfer the shares in the Target Thai Company to the Company. Accordingly, and for avoidance of doubt, the subject of the Proposed Acquisition shall be for (a) 100% shareholding interest in the Target Company, and (b) 49% shareholding interest in the Target Thai Company; and

(iii) including the Thai Business in the Independent Valuation such that the Independent Valuation will cover both the Target Company's business as well as the Thai Business

to be transferred to the Company on Completion, in order to comply with the applicable requirements under Chapter 10 of the Catalist Rules.

3. MODIFICATIONS, AMENDMENTS AND VARIATIONS TO THE SPA

Pursuant to the Amendment Letter, the material modifications, amendments and variations to the SPA are as follows:

(A) Amendments to the Issue Price

The existing definition in the SPA of the Issue Price (as set out in Section 2.4 of the Announcement) shall be replaced with the following:

*"**Issue Price**" shall be determined based on the following formula:-*

$$\textit{Issue Price} = \frac{\textit{Purchaser Ascribed Value}}{\textit{Total Number of Shares}}$$

*(a) "**Purchaser Ascribed Value**" means S$5,500,000 being the ascribed value of the Purchaser as agreed between the Parties; and*

*(b) "**Total Number of Shares**" means the total number of Shares in issue immediately preceding the Completion Date, subject to adjustment in the event of a Share Consolidation;*

(B) Amendments to the definition of Sale Shares

The existing definition of "Sale Shares" in the SPA (as set out in Section 1.2 of the Announcement) shall be amended, such that "Sale Shares" shall mean (i) all of the ordinary shares in the Target Company and (ii) such number of ordinary shares representing 49.0% of the share capital of the Target Thai Company.

(C) Amendments to the definition of Purchase Consideration

The Purchase Consideration be fixed at S$27,000,000, in place of the definition set out in Section 2.4 of the Announcement.

(D) Amendments to the Condition Precedent relating to the Independent Valuation

The Condition Precedent set out in Section 2.6(h) of the Announcement be replaced with the following:

*4.1.8 **Independent Valuation**: the Purchaser having obtained at its own cost and expense an independent valuation report in respect of the valuation of the Target Group Companies, the Business and/or any real property owned by a Target Group Company (if required) (the "**Independent Valuation**") and the valuation as ascribed by the Independent Valuation not being less than the Purchase Consideration.*

4. DOCUMENTS AVAILABLE FOR INSPECTION

A copy of the SPA and the Amendment Letter will be made available for inspection during normal business hours at the registered office of the Company at 10 Collyer Quay, #10-01 Ocean Financial Centre, Singapore 049315 for three (3) months from the date of this announcement.

BY ORDER OF THE BOARD

Ang Chiang Meng

Executive Director
3 April 2023

---

*This announcement has been prepared by the Company and its contents have been reviewed by the Company's Sponsor, RHT Capital Pte. Ltd. (the "**Sponsor**") for compliance with the relevant rules of the SGX-ST.*

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 contact person for the Sponsor is Ms Bao Qing - Registered Professional, 36 Robinson Road, #10- 06, City House, Singapore 068877, sponsor@rhtgoc.com