TT INTERNATIONAL LIMITED

Company Registration Number 198403771D

(Incorporated in Singapore)

ANNOUNCEMENT

PROPOSED PLACEMENT OF UP TO 167,300,000 NEW ORDINARY SHARES IN THE CAPITAL OF THE COMPANY (THE "PLACEMENT SHARES") AT S$0.1545 FOR EACH PLACEMENT SHARE (THE "PLACEMENT PRICE")

1. INTRODUCTION

The board of directors (the "**Board**") of TT International Limited (the "**Company**") wishes to announce that the Company had on 16 June 2014 entered into a placement agreement (the "**Placement Agreement**") with CIMB Securities (Singapore) Pte. Ltd. (the "**Placement Agent**") in relation to the proposed issuance by the Company of up to 167,300,000 Placement Shares by way of a placement (the "**Placement**") *via* the Placement Agent. In accordance with and subject to the terms and conditions of the Placement Agreement, the Placement Agent has agreed to use its best efforts to procure subscriptions for, and payment of, the Placement Shares at the Placement Price, to raise gross proceeds of up to approximately S$25.8 million. The Placement is not underwritten. Assuming that the Placement is fully subscribed, the net proceeds from the Placement, after deducting the commission payable by the Company to the Placement Agent and other estimated fees and expenses (including legal, professional fees and expenses) incurred or to be incurred by the Company in connection with the Placement, will amount to approximately S$24.8 million.

As at the date hereof, the existing issued share capital of the Company is S$143,403,249.53 divided into 836,826,542 issued ordinary shares ("**Shares**"). Immediately following the Placement and assuming that the Placement is fully subscribed, the issued and paid-up share capital of the Company will increase to S$169,251,099.53 divided into 1,004,126,542 Shares (the "**Enlarged Share Base**").

The Placement Price was arrived at, pursuant to discussions with the Placement Agent, taking into account, among others, the prevailing market price of the Shares, and represents a discount of approximately 9.9% to the volume-weighted average market price of S$0.1715 per Share for trades in the Shares done on the Singapore Exchange Securities Trading Limited (the "**SGX-ST**") on 13 June 2014 (being the preceding market day prior to the signing of the Placement Agreement) and up to the time of the trading halt of the Shares on 16 June 2014.

The shareholders of the Company (the "**Shareholders**") had, at the annual general meeting of the Company held on 30 July 2013, approved a general share issue mandate by way of an ordinary resolution (the "**Share Issue Mandate**"), authorising the directors of the Company to issue new Shares and convertible securities. The Placement Shares will be issued pursuant to the Share Issue Mandate and represents approximately 19.99% of the Shares in issue as of 30 July 2013 (as adjusted for Shares arising from the conversion or exercise of convertible securities on 14 May 2014) and approximately 16.66% of the Enlarged Share Base.

2. ADDITIONAL LISTING APPLICATION

In connection with the Placement, an offer information statement issued pursuant to Section 277 of the Securities and Futures Act (Chapter 289 of Singapore) (the "**SFA**") complying as to form and content with the Sixteenth Schedule of the Securities and Futures (Offers of Investments) (Shares and Debentures) Regulations 2005 (the "**OIS**"), has today been lodged with the Monetary Authority of Singapore (the "**Authority**").

The Company will apply to the SGX-ST for the admission of the Placement Shares to the Official List of the SGX-ST and for the listing of and quotation for the Placement Shares on the SGX-ST. An appropriate announcement will be made upon the receipt of such approval-in-principle from the SGX-ST.

3. THE PLACEMENT

3.1 The Placement Agreement

The Company has today entered into the Placement Agreement with the Placement Agent pursuant to which the Placement Agent has agreed, on a best efforts basis, to procure subscribers for, and payment of the Placement Shares at the Placement Price for each Placement Share.

The Placement Shares will not be offered for subscription to, nor will subscriptions be procured from any person specified in Rule 812(1) of the Listing Manual of the SGX-ST.

The Placement Shares, when allotted and issued, shall be free from all claims, charges, liens and other encumbrances and will rank *pari passu* in all respects with and shall carry all rights similar to the existing Shares except that they will not rank for any dividend, right, allotment or other distributions, the record date for which falls on or before the date of issue of the Placement Shares.

3.2 Conditions

Completion of the issue and allotment of the Placement Shares pursuant to the Placement Agreement is conditional upon, among others:

a) approval-in-principle for the listing and quotation of the Placement Shares on the SGX-ST being obtained from the SGX-ST and not having been revoked or amended and, where such approval is subject to conditions, such conditions being acceptable to the Placement Agent, and to the extent that any conditions for the listing and quotation of the Placement Shares on the SGX-ST are required to be fulfilled on or before the date of completion (the "**Completion Date**"), they are so fulfilled;

b) the allotment, issue and subscription of the Placement Shares not being prohibited by any statute, order, rule, regulation or directive promulgated or issued after the date of the Placement Agreement by any legislative, executive or regulatory body or authority of Singapore (including without limitation, the SGX-ST, the Authority and/or the Securities Industry Council) which is applicable to the Company or the Placement Agent; and

c) the Company having the full authority for the allotment and issuance of the Placement Shares and such authority being in full force and effect and not having been revoked, cancelled, terminated or varied on the Completion Date.

3.3 Moratorium undertakings

Pursuant to the Placement Agreement, the Company has undertaken, *inter alia*, that (i) it shall not, from the date of the Placement Agreement and up to 30 days from the Completion Date without the prior written consent of the Placement Agent (such consent not to be unreasonably withheld or delayed), issue any marketable securities (in the form of, or represented or evidenced by, bonds, notes, debenture, including but not limited to any option granted or shares issued under any option scheme, share performance or share award plan adopted or to be adopted) or shares or options or thereof or declare or distribute any dividend or vary, alter, subdivide or otherwise do anything to its capital structure (issued or otherwise), and (ii) it shall procure that Sng Sze Hiang and Tong Jia Pi Julia, two of the shareholders of the Company, shall deliver to the Placement Agent an undertaking not to and, where applicable, to procure such relevant party not to, at any time in the period from the date of the Placement Agreement and up to 30 days from the Completion Date without the prior written consent of the Placement Agent (such consent

not to be unreasonably withheld or delayed), directly or indirectly offer, sell, contract to sell, realise, transfer, assign, pledge, grant any option, right or warrant to purchase, grant any security over, lend, hypothecate or encumber or otherwise transfer or dispose of, all or any of their respective legal and/or beneficial shareholdings, whether direct or indirect, in the Company as at the date of the Placement Agreement.

3.4 Completion

Completion of the Placement is to take place on the date falling three (3) market days after the date on which the last in time of the conditions to the completion of the Placement is satisfied (or such other date as the Company and the Placement Agent may agree in writing) but in any event being a date not later than 30 days after the date of the Placement Agreement (the "**Cut-off Date**"). In the event that any of the conditions to the completion of the Placement is not satisfied by the Cut-off Date, the Placement Agreement will terminate and neither party shall have any claim against the other, save that the Company shall remain liable for indemnities and the payment of costs and expenses already incurred by the Placement Agent up to the date of the termination.

4. RATIONALE OF THE PLACEMENT AND USE OF NET PROCEEDS

The Board is of the view that the Placement is beneficial to the Company and its subsidiaries (the "**Group**") as it will support future growth of the Group and augment its working capital.

The Net Proceeds will be allocated as follows:

a) approximately 60.4% of the Net Proceeds will be utilised for capital expenditure (such as, to acquire, install and/or implement equipment and IT infrastructure) of the Company's warehouse retail project located at 1 Venture Avenue, Singapore 602185 in the Jurong region in Singapore (the "**Big Box Project**"); and

b) the balance of the Net Proceeds will be utilised for the financing costs and working capital requirements of the Big Box Project.

Pending the deployment of the Net Proceeds for the purposes mentioned above, such Gross Proceeds may be deposited with banks and/or financial institutions or invested in short-term money markets and/or marketable securities, as the Board may, in its absolute discretion, deem appropriate in the interests of the Group.

In the reasonable opinion of the Directors, no minimum amount must be raised from the Placement.

The Company will make periodic announcements on the utilisation of the Net Proceeds as and when such funds are materially disbursed and whether such utilisation is in accordance with the utilisation and percentage allocated stated in this Announcement. Where there is any material deviation from the stated use of Net Proceeds in this Announcement, the Company will announce the reasons for such deviation. The Company will also provide a status report on the utilisation of the Gross Proceeds from the Placement in the Company’s annual report.

5. FINANCIAL EFFECTS OF THE PLACEMENT

The financial effects of the Placement set out below were prepared based on the unaudited consolidated financial statements of the Group for the financial year ended 31 March 2014 and assuming that all the Placement Shares are issued. The financial effects are strictly for illustrative purposes and do not necessarily reflect the actual future financial position and results of the Group following the completion of the Placement.

Based on the assumptions above and assuming that the Placement had been effected on 1 April 2013, the loss per Share after adjusting for the issuance of the Placement Shares will decrease from approximately 0.30 cents to approximately 0.24 cents.

In addition, based on the assumptions above and assuming that the Placement had been effected on 31 March 2014, the consolidated net asset value per Share after adjusting for the issuance of the Placement Shares will increase from approximately (2.16) cents to approximately 0.82 cents.

6. DOCUMENTS FOR INSPECTION

The Placement Agreement may be inspected at the registered office of the Company at 47 Sungei Kadut Avenue, Singapore 729670 during normal business hours for a period of six (6) months commencing from the date of this Announcement.

7. FURTHER ANNOUNCEMENTS

The Company will make the necessary announcements when the approval-in-principle for the listing of and quotation for the Placement Shares has been obtained from the SGX-ST.

By Order of the Board

Koh Sock Tin
Company Secretary

16 June 2014