

**PROPOSED ACQUISITION OF ACHIEVA TECHNOLOGY SDN. BHD. – UPDATES ON THE
PROPOSED ACQUISITION**

*Unless otherwise expressly defined herein, all capitalised terms and references have the meanings ascribed to them in the announcement made by the Company on 2 September 2022 (the "**Announcement**") in relation to the Proposed Acquisition.*

1. RECEIPT OF WHITEWASH WAIVER

- 1.1 The Board refers to the Announcement and the announcements dated 3 April 2023, 14 April 2023, 28 April 2023 and 1 June 2023.
- 1.2 The Board wishes to update Shareholders that the SIC had, on 26 May 2023, waived the requirement for Serial System Ltd. ("**Serial System**") to make a mandatory general offer under Rule 14 of the Code in connection with the issue of the Consideration Shares under the Proposed Acquisition, subject to the following conditions:
- 1.2.1 a majority of holders of voting rights of the Company approve at the EGM, before the issue of the Consideration Shares to Serial System, a resolution by way of poll to waive their rights to receive a general offer from Serial System (the "**Proposed Whitewash Resolution**");
- 1.2.2 the Proposed Whitewash Resolution is separate from other resolutions;
- 1.2.3 Serial System and its concert parties (as well as parties not independent of Serial System and its concert parties and the Proposed Acquisition) abstain from voting on the Proposed Whitewash Resolution;
- 1.2.4 Serial System and its concert parties did not acquire and are not to acquire any ordinary shares in the capital of the Company ("**Shares**") or instruments convertible into and options in respect of the Shares (other than subscriptions for, rights to subscribe for, instruments convertible into or options in respect of new Shares which have been disclosed in the Circular):
- (i) during the period between 2 September 2022 (being the date of the Announcement) and the date Shareholders' approval is obtained for the Proposed Whitewash Resolution; and
- (ii) in the six (6) months prior to 2 September 2022 (being the date of the Announcement), but subsequent to negotiations, discussions or the reaching of understandings or agreements with the Directors in relation to the Proposed Acquisition;

- 1.2.5 the Company appoints an independent financial adviser to advise its Shareholders who are considered independent for the purpose of the Proposed Whitewash Resolution (the "**Independent Shareholders**") on the Proposed Whitewash Resolution;
- 1.2.6 the Company sets out clearly in the Circular:
- (i) details of the Proposed Acquisition including the issue of the Consideration Shares;
 - (ii) the dilution effect to existing holders of voting rights of the Company upon the issue of the Consideration Shares and the maximum number of Consideration Shares;
 - (iii) the number and percentage of voting rights in the Company as well as the number of instruments convertible into, rights to subscribe for and options in respect of Shares held by Serial System and its concert parties as at the latest practicable date of the Circular;
 - (iv) the number and percentage of voting rights to be issued to Serial System as a result of the Proposed Acquisition;
 - (v) specific and prominent reference to the fact that the issuance of the Consideration Shares would result in Serial System holding Shares carrying over 49.0% of the voting rights of the Company, and that Serial System and its concert parties will be free to acquire further shares without incurring any obligation under Rule 14 of the Code to make a general offer; and
 - (vi) specific and prominent reference to the fact that Independent Shareholders, by voting for the Proposed Whitewash Resolution, are waiving their rights to a general offer from Serial System at the highest price paid by Serial System and its concert parties for the Shares in the past six (6) months prior to 2 September 2022;
- 1.2.7 the Circular states that the waiver granted by the SIC to Serial System from the requirement to make a general offer under Rule 14 of the Code is subject to the conditions stated at paragraphs 1.2.1 to 1.2.6 above;
- 1.2.8 Serial System obtains the SIC's approval in advance for those parts of the Circular that refer to the Proposed Whitewash Resolution; and
- 1.2.9 to rely on the Proposed Whitewash Resolution, the issue of the Consideration Shares under the Proposed Acquisition must be completed within three (3) months of 26 May 2023.

2. FURTHER INFORMATION

The Company will despatch the Circular containing further details on, *inter alia*, the Proposed Acquisition together with the notice of extraordinary general meeting in due course. The Company will also make the necessary announcements as and when there are further material developments on the Proposed Acquisition and other matters contemplated by this announcement.

3. DISCLAIMER

The Proposed Acquisition is subject to numerous conditions by the Vendor and the Company. There is no certainty or assurance as at the date of this announcement that the Proposed Acquisition will be completed or that no changes will be made to the terms thereof. The Company will make the necessary announcements when there are further developments. Shareholders are advised to read this announcement and any further announcements by the Company carefully. Shareholders should consult their stock brokers, bank managers, solicitors or other professional advisors if they have any doubt about the actions they should take.

BY ORDER OF THE BOARD

Ang Chiang Meng

Executive Director

8 June 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 contained in this announcement.

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