

ANNICA HOLDINGS LIMITED
(Company Registration No. 198304025N)
(Incorporated in the Republic of Singapore)

THE PROPOSED ACQUISITION OF SHARES IN HORIZON GREENTECH RESOURCES SDN BHD

1. INTRODUCTION

The Board of Directors (the “**Board**” or the “**Directors**”) of Annica Holdings Limited (the “**Company**” and together with its subsidiaries, the “**Group**”) wishes to announce that it, has on 23 December 2016, entered into a conditional sale and purchase agreement (the “**Agreement**”) with (i) Awang Ahmad Sah (“**Awang**”) and (ii) Kok Mun Keong (“**Kok**”) (collectively, the “**Vendors**”) pursuant to which the Company shall acquire an aggregate of 2,450,000 ordinary shares (the “**Sale Shares**”) representing approximately 49.0% of the issued and paid-up share capital of Horizon Greentech Resources Sdn Bhd (the “**Target**”) for an aggregate consideration of S\$4,200,000 (the “**Proposed Acquisition**”, and the Company and the Vendors shall be referred to collectively as the “**Parties**”).

Under the Agreement, the Company shall purchase:

- (a) 1,225,000 Sale Shares, representing approximately 24.5% of the issued share capital of the Target, from Awang; and
- (b) 1,225,000 Sale Shares, representing 24.5% of the issued share capital of the Target, from Kok.

The shareholding structure of the Target before and after the Proposed Acquisition is set out below:

Shareholders of the Target	Before the Proposed Acquisition		After the Proposed Acquisition	
	Number of shares	Percentage	Number of shares	Percentage
Awang	1,750,027	35.0%	525,027	10.5%
Kok	1,749,971	35.0%	524,971	10.5%
Seri Beskaya Sdn. Bhd.	1,500,000	30.0%	1,500,000	30.0%
Fatimah Binti Sulaiman	1	Nominal	1	Nominal
Shairah Begum Binti Kadar Bashah	1	Nominal	1	Nominal
The Company	Nil	-	2,450,000	49.0%
Total	5,000,000	100.0%	5,000,000	100.0%

The Proposed Acquisition constitutes a disclosable transaction as defined under Chapter 10 of the Listing Manual Section B: Rules of Catalist (the “**Catalist Rules**”) of the Singapore Exchange Securities Trading Limited (the “**SGX-ST**”) as the relative figures under Rule 1006(c) exceed 5.0% but do not exceed 75.0%.

2. INFORMATION ON THE ACQUISITION

2.1 Information on the Target

The Target is a private company limited by shares incorporated in Malaysia on 18 June 2015. The current shareholding of the Target is as follows:

Shareholders of the Target	Number of shares	Percentage
Awang	1,750,027	35.0%
Kok	1,749,971	35.0%
Seri Beskaya Sdn. Bhd.	1,500,000	30.0%
Fatimah Binti Sulaiman	1	Nominal
Shairah Begum Binti Kadar	1	Nominal
Bashah		
Total	5,000,000	100.0%

As at the date of this announcement, the Target has a total issued and paid-up share capital of RM5,000,000 (approximately S\$1,600,000 at exchange rate of S\$1: RM3.13) comprising 5,000,000 ordinary shares.

The Target is principally engaged in the business of extrusion and recycling of end-of-life waste tyres for the production of tyre derived fuel, carbon black and scrap metal. The Target owns a waste tyre pyrolysis plant located at Tanjong Malim, Perak, West Malaysia (the “**Plant**”). The Plant is equipped with 15 production lines, of which five (5) of the production lines are owned by the Target. The remaining ten (10) lines belong to its joint venture partner Seri Beskaya Sdn Bhd (“**SBSB**”) which is operated by the Target. The joint venture with SBSB allows the Target to immediately scale up its production to 15 lines without further incurring capital expenditure. The 15 production lines allow the Target the economies of scale in its operations and share of 40% profit of the 10 production lines.

The Plant has the processing capacity of up to 150 tons per day to produce high value secondary products as illustrated below:

By Products	% by Weight	Value
Tyre Derived Fuel	48%	Marketable industrial grade oil is produced in quantities, sizable to have a sustainable market requirement
Tyre Derived Carbon (Carbon Black)	32%	A highly refined powdered substance having high demand worldwide for rubber and manufacturing industries
Recyclable Wire	18%	Clean and rubber free wire reused in concrete reinforcing, reprocessed for steel manufacturing
Pyrolysis Gas	2%	Clean gas produced in the process and can be reused as an energy source

Based on the unaudited management accounts of the Target (the “**Target’s Accounts**”) for the half year ended 30 June 2016 (the “**Target’s HY2016**”), the net tangible assets (“**NTA**”) attributable to the Sale Shares was approximately S\$468,000 (RM1,390,000 at exchange rate of S\$1: RM2.97). The NTA of the Target as at the Target’s HY2016 was approximately S\$955,000 (RM2,837,000 at exchange rate of S\$1:RM2.97).

Based on the Target's Accounts, the net loss after tax of the Target attributable to the Sale Share for Target's HY2016 was approximately S\$7,900 (RM23,000 at exchange rate of S\$1: RM2.91).

2.2 Information on the Vendors

The Vendors are two (2) of the five (5) shareholders of the Target. Awang is also a director of the Target.

Awang holds a B.A. in Political Science and Economics from Hawaii Pacific University, USA and a MSc from Southern Illinois University, USA in Agribusiness. Since 1982, he served as a Senior Sabah State Government Officer and he also sat on boards of several Sabah state-owned-companies such as the Sabah Development Board, the Sabah Energy Corporation and Synergy Marine Sdn Bhd between 1994 - 1998.

He founded the Target in 2015 to specialise in end-of-life waste tyre projects in order to provide green energy solution in the renewable energy sector and as part of the movement and commitment towards the global green management in reducing greenhouse gas and environmental pollution to sustainable growth.

He also heads Centricity Corporation Limited ("**Centricity**"), a Singapore based company. As announced by Citation Resources Ltd ("**Citation**") (a company listed on the Australian Securities Exchange) on 12 January 2016 Centricity established a strategic joint venture with Pearl Global Pty Ltd ("**Pearl**"), a subsidiary of Citation, in earlier 2016 for the expansion and development of Pearl's thermal desorption plants in Asia, excluding Japan.

Kok began his career in the food & beverage industry where he developed his interest in the green movement for the environment. The Target is an ideal platform for him to continue nurturing his aspiration as an environmentalist.

The Vendors have no connection (including any business relationship) with any of the Directors. To the best information, belief and knowledge of the Company and its Directors, the Vendors have no connection (including any business relationship) with substantial shareholders of the Company and none of the Vendors is a person who falls within the categories set out under Rule 812(1) of the Catalist Rules.

3. RATIONALE FOR THE PROPOSED ACQUISITION

On 2 September 2016, the Company's shareholders ("**Shareholders**") approved the diversification of the Group's business to include the recycling, renewable and green technology business. The Proposed Acquisition is part of the corporate strategy of the Group for long term growth to provide Shareholders with diversified returns and to reduce the Group's reliance on its current core business. While the Group will remain focused on enhancing operational efficiency to improve the profitability of the current core business, the Company proposes to undertake the Proposed Acquisition to offer the Group a new business opportunity with additional and recurrent revenue streams, which will in turn improve its prospects and enhance Shareholders' value for the Company.

The Proposed Acquisition is also in line with the vision of its strategic investors as announced on 9 December 2016 to focus on the development of the Company's new business segments, in particular the recycling, renewable and green technology sector.

The Company has also considered the following investment merits of the Target:

(a) Proven Technology

The Pyrolysis and Carbon Black Technology adopted by the Target has been proven at Green Pluslink Sdn Bhd ("**GPSB**"), a subsidiary of Destini Berhad, a company listed on Bursa Malaysia. The three (3) production lines is capable of recycling up to 30 tonnes of used tyres per day in 2014. GPSB is also awarded the "Green Project Certificate" issued by Ministry of Energy, Green Technology and Water of Malaysia ("**KeTTHA**"). Awang was the technical advisor to the founder of GPSB in the setting up and the initial operation of the plant.

(b) Green Industry Initiative

The "Total Green Solution" in the recycling and processing of waste tyres is in line with the Malaysia government policy to promote and develop green economy as the sustainable and long term economic growth. The Malaysian government had introduced a series of incentives such as Pioneer Status, Investment Tax Allowance, Accelerated Capital Allowance, exemption of Import Duty and Sales Tax and Soft Financing via the Green Tech Fund Scheme.

(c) Marketable End Products

The four (4) products i.e tyre. derived fuel, carbon black, scrap metal and clean gas as set out in Section 2.1 have an inherent commercial value and the output quantities of the tyre derived fuel and carbon black are of sizable quantities. Both of these products are in high demand by the industrial sectors both domestic and overseas.

Having considered the terms of the Proposed Acquisition and based on the benefits of the Proposed Acquisition to the Group, the Directors are of the view that the Proposed Acquisition is in the best interests of the Company.

4. PRINCIPAL TERMS OF THE PROPOSED ACQUISITION

A summary of the principal terms of the Proposed Acquisition as set out in the Agreement is provided below.

4.1 Consideration

4.1.1 The aggregate consideration for the purchase of the Sale Shares shall be the sum of up to S\$4,200,000 (the "**Consideration**"), which shall be satisfied by a mixture of shares and promissory notes as follows:

- (a) the sum of S\$2,100,000 is payable to Awang for his 1,225,000 Sale Shares in the following manner:

- (i) S\$1,300,000 through a promissory note with a repayment date, which is six (6) months from the Completion Date (or such other later date as may be mutually agreed in writing between the Company and Awang), bearing an interest of 8% per annum on the principal amount outstanding for the time being under the promissory note from Completion Date and including the date of actual payment in full of the principal amount. Such interest shall accrue on a daily basis and shall be payable together with the repayment of the principal amount; and
 - (ii) S\$800,000 by way of the allotment and issue to Awang of newly paid up ordinary shares in the share capital of the Company (the "**Awang Consideration Shares**" or each an "**Awang Consideration Share**"). The price to be used in the calculation of the number of Awang Consideration Shares to be issued shall be for each Awang Consideration Share the weighted average price per AHL Share for trades done on the SGX-ST for the full market day on which the Agreement was signed. The Awang Consideration Shares shall be allotted and issued to Awang on the Completion Date,
- (b) the sum of S\$2,100,000 is payable to Kok for his 1,225,000 Sale Shares in the following manner:
 - (i) S\$1,300,000 through a promissory note with a repayment date, which is six (6) months from the Completion Date (or such other later date as may be mutually agreed in writing between the Company and Kok), bearing an interest of 8% per annum on the principal amount outstanding for the time being under the promissory note from Completion Date and including the date of actual payment in full of the principal amount. Such interest shall accrue on a daily basis and shall be payable together with the repayment of the principal amount; and
 - (ii) S\$800,000 by way of the allotment and issue to Kok of newly paid up ordinary shares in the share capital of the Company (the "**Kok Consideration Shares**" or each a "**Kok Consideration Share**"). The price to be used in the calculation of the number of Kok Consideration Shares to be issued shall be for each Kok Consideration Share the weighted average price per AHL Share for trades done on the SGX-ST for the full market day on which the Agreement was signed. The Kok Consideration Shares shall be allotted and issued to Kok on the Completion Date,

(the Awang Consideration Shares and the Kok Consideration Shares shall hereinafter be referred to as the "**Consideration Shares**").

- 4.1.2 The Consideration was negotiated on an arm's length basis with the Vendors, and arrived at on a "willing-buyer, willing-seller basis" and further taking into account the rationale for the Proposed Acquisition as set out in Section 3 and the novation of the shareholders' loan at no further consideration as set out under Section 4.2.

4.1.3 “**Completion**” as defined in the Agreement means the completion of the sale and purchase of the Sale Shares on the terms of the Agreement and “**Completion Date**” means the date on which Completion takes place.

4.2 **Novation of Shareholders’ Loan**

On Completion, the Vendors shall transfer by way of novation to the Company a proportionate part of a shareholders’ loan owing from the Target to the shareholders of the Target, by reference to the Sale Shares as follows:

- (a) the amount of RM3,748,500.00 from Awang; and
- (b) the amount of RM3,748,500.00 from Kok.

4.3 **Conditions Precedent**

Completion is conditional upon, *inter alia*, the following conditions being satisfied or waived (as the case may be) on or before Completion:

- 4.3.1 the completion of the legal, financial and commercial due diligence conducted by the Company in respect of the accounts, assets, personnel and businesses of the Target and the results of such due diligence being satisfactory in the reasonable opinion to the Company;
- 4.3.2 the allotment and issuance of, the Consideration Shares not being prohibited by any statute, order, rule or regulation promulgated by any legislative, executive or regulatory body or authority in Singapore or in any other jurisdiction affecting the Vendors;
- 4.3.3 all necessary consents, approvals and waivers being granted for all transactions contemplated under the Agreement, not being withdrawn or revoked by third parties, including without limitation, government bodies, stock exchange and other relevant authorities having jurisdiction over the transactions contemplated under this Agreement, and if such approvals, consents and waivers are obtained subject to any conditions and where such conditions affect any party, such conditions being acceptable to the party concerned, and if such conditions are required to be fulfilled before Completion, such conditions being fulfilled before Completion;
- 4.3.4 the receipt of listing and quotation notice in respect of the Consideration Shares on the Catalist being obtained; and
- 4.3.5 that there has been no Material Adverse Change , or events, acts or omissions likely to lead to a Material Adverse Change to the business, operations, assets, financial condition, turnover or prospects of the Target and/ or the Company. “**Material Adverse Change**” as defined in the Agreement means any event, circumstance, effect, occurrence or state of affairs or any combination of them which is, or is reasonably likely to be, materially adverse to the business, operations or financial condition of the Target or the Company, as the case may be, taken as a whole.

5. CONSIDERATION SHARES

- 5.1 The Consideration Shares mentioned above will be allotted and issued pursuant to the share issue mandate ("**2016 Mandate**") granted to the Directors by the Shareholders at the annual general meeting held on 22 April 2016 ("**2016 AGM**").
- 5.2 As at the date of the 2016 AGM, the total number of issued and paid-up shares in the Company (excluding treasury shares) ("**AHL Shares**" or each a "**AHL Share**") was 5,489,485,206. Under the 2016 Mandate, the aggregate number of AHL Shares to be issued other than on a pro-rata basis to the Shareholders shall not exceed 2,744,742,603, which represents 50% of the total number of issued AHL Shares (excluding treasury shares) as at the date of the 2016 AGM.
- 5.3 The price to be used in the calculation of the number of Consideration Shares to be issued shall be for each Consideration Share, the weighted average price per AHL Share for trades done on the SGX-ST for the full market day on which the Agreement was signed. The issue price for each Consideration Share is, therefore, S\$0.001, based on the weighted average price per AHL Share for trades done on the SGX-ST for the full market day on which the Agreement was signed. Based on the issue price, a total of 1,600,000,000 Consideration Shares will be issued. This represents approximately 13.64% of the Company's issued and paid-up share capital as at the date of this announcement and approximately 12.0% of the enlarged issued and paid-up share capital of the Company following completion of the allotment and issuance of the Consideration Shares.
- 5.4 No AHL Shares were issued under the 2016 Mandate prior to this proposed issue of the Consideration Shares, as such, the Consideration Shares will continue to fall within the limits of the 2016 Mandate.
- 5.5 The Consideration Shares shall be issued free from all claims, charges, liens and other encumbrances whatsoever and shall rank *pari passu* in all respects with and carry all rights similar to existing AHL 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 Consideration Shares..
- 5.6 Each of the Vendors hereby undertakes, on a several basis, not to, directly or indirectly, offer, sell, contract to sell, realise, transfer, assign, pledge, grant any option or right to purchase, grant any security over, encumber or otherwise dispose of, 100% of the Consideration Shares they receive (adjusted for any bonus issues or sub-division of shares) for a period of twelve (12) months commencing from the Completion Date.

6. RELATIVE FIGURES UNDER RULE 1006 OF THE CATALIST RULES OF THE SGX-ST

- 6.1 The relative figures of the Proposed Acquisition computed on the bases set out in Rule 1006(a) to (d) of the Catalist Rules based on the Group's audited consolidated financial statements for the financial year ended 31 December 2015 ("**FY2015**"), being the latest announced audited consolidated financial statements of the Group are as follows:

Rule 1006	Bases of Calculation	Relative Figure (%)
(a)	Net asset value of the assets to be disposed of, compared with the Group's net asset value	Not applicable as the transaction contemplated does not involve a disposal of assets
(b)	Net loss attributable to the assets acquired or disposed of, compared with the Group's net losses	0.05% ⁽¹⁾
(c)	The aggregate value of the consideration given or received, compared with the issuer's market capitalisation based on the total number of issued shares excluding treasury shares	35.81% ⁽²⁾
(d)	The number of equity securities issued by the Company as consideration for an acquisition, compared with the number of equity securities previously in issue	13.64% ⁽³⁾
(e)	The aggregate volume or amount of proved and probable reserves to be disposed of, compared with the aggregate of the Group's proved and probable reserves	Not applicable as the transaction contemplated does not involve a disposal of asset

Notes:

- (1) The computation is based on the FY2015 net loss of S\$2,700 (RM7,600 at exchange rate of S\$1:RM2.84) attributable to the Sale Shares to be acquired as a percentage of the Group's FY2015 net loss attributable to Shareholders of S\$5,253,000.
- (2) The computation is based on the Consideration of S\$4,200,000 as a percentage of the Company's market capitalisation, computed by multiplying 11,728,455,792 AHL Shares in issue (excluding treasury shares) as at the date of this announcement by the volume weighted average price of S\$0.001 for such AHL Shares transacted on 22 December 2016, being the last market day on which AHL Shares were traded immediately before the date of the Agreement.
- (3) The computation is based on the 1,600,000,000 Consideration Shares issued as a percentage of the number of 11,728,455,792 AHL Shares in issue (excluding treasury shares) as at the date of this announcement.

6.2 The relative figures of the Proposed Acquisition computed on the bases set out in Rule 1006(a) to (d) of the Catalist Rules based on the Group's unaudited consolidated financial statements for the half year ended 30 June 2016 ("**HY2016**"), being the latest announced unaudited consolidated financial statements of the Group are as follows:

Rule 1006	Bases of Calculation	Relative Figure (%)
(a)	Net asset value of the assets to be disposed of, compared with the Group's net asset value	Not applicable as the transaction contemplated does not involve a disposal of assets
(b)	Net loss attributable to the assets acquired or disposed of, compared with the Group's net losses	0.16% ⁽¹⁾
(c)	The aggregate value of the consideration given or received, compared with the issuer's market capitalisation based on the total number of issued shares excluding treasury shares	35.81% ⁽²⁾
(d)	The number of equity securities issued by the Company as consideration for an acquisition, compared with the number of equity securities previously in issue	13.64% ⁽³⁾
(e)	The aggregate volume or amount of proved and probable reserves to be disposed of, compared with the aggregate of the Group's proved and probable reserves	Not applicable as the transaction contemplated does not involve a disposal of asset

Notes:

- (1) The computation is based on the HY2016 net loss of S\$7,900 (RM23,000 at exchange rate of S\$1:RM2.91) attributable to the Sale Shares to be acquired as a percentage of the Group's HY2016 net loss attributable to Shareholders of S\$5,033,000.
- (2) The computation is based on the Consideration of S\$4,200,000 as a percentage of the Company's market capitalisation, computed by multiplying 11,728,455,792 AHL Shares in issue (excluding treasury shares) as at the date of this announcement by the volume weighted average price of S\$0.001 for such AHL Shares transacted on 22 December 2016, being the last market day on which AHL Shares were traded immediately before the date of the Agreement.
- (3) The computation is based on the 1,600,000,000 Consideration Shares issued as a percentage of the number of 11,728,455,792 AHL Shares in issue (excluding treasury shares) as at the date of this announcement

6.3 Having regard to the above, as the relative figures computed on the bases set out in Rule 1006 of the Catalist Rules exceed 5% but do not exceed 75%, the Proposed Acquisition constitute a "discloseable transaction" under Rule 1010 of the Catalist Rules.

7. FINANCIAL EFFECTS OF THE PROPOSED ACQUISITION

7.1 The financial effects of the Proposed Acquisition as set out below are for illustrative purposes only and do not necessarily reflect the actual results and financial position of the Company following the Completion.

7.2 The financial effects of the Proposed Acquisition on (i) the consolidated net tangible assets attributable to Shareholders ("**NTA**") per AHL Share; and (ii) the consolidated net loss attributable to Shareholders per AHL Share ("**LPS**") of the Company were prepared based on the audited consolidated financial statements of the Company for FY2015 and subject to the following assumptions:

7.2.1 the financial effects of the Proposed Acquisition on the consolidated NTA per AHL Share were computed assuming that the Proposed Acquisition were completed on 31 December 2015;

7.2.2 the financial effects of the Proposed Acquisition on the consolidated LPS of the Company were computed assuming the Proposed Acquisition had been effected on 1 January 2015; and

7.2.3 the expenses in connection with the Proposed Acquisition have been disregarded.

7.3 **Financial effects on issued share capital**

The Consideration Shares will comprise of 1,600,000,000 AHL Shares and will represent approximately 13.64% of AHL Shares as at the date of this announcement, and approximately 12.0% of the enlarged issued and paid-up share capital of the Company following completion of the issuance of the Consideration Shares. Following completion of the issuance of the Consideration Shares, the Company's issued and paid-up share capital will increase from 11,728,455,792 AHL Shares as at the date of this announcement to 13,328,455,792 AHL Shares.

7.4 **Financial effects on consolidated NTA**

	Before the Proposed Acquisition	After the Proposed Acquisition
Consolidated NTA attributable to Shareholders as at FY2015 (S\$'000)	4,836	6,436
Number of AHL Shares as at FY2015 (excluding treasury shares) ('000)	1,488,750	3,088,750 ⁽¹⁾
Consolidated NTA per AHL Share as at FY2015 (cents)	0.32	0.21

Note:

(1) This is computed based on 1,488,749,912 AHL Shares as at FY2015 (excluding treasury shares) plus the 1,600,000,000 Consideration Shares to be issued under the Proposed Acquisition.

7.5 Financial effects on consolidated LPS

	Before the Proposed Acquisition	After the Proposed Acquisition
Consolidated net loss attributable to Shareholders for FY2015 (S\$'000)	5,253	5,256
Weighted average number of AHL Shares (excluding treasury shares) as at FY2015 ('000)	1,313,246	2,913,246 ⁽¹⁾
Consolidated LPS for FY2015 (cents)	0.40	0.18

Note:

(1) This is computed based on 1,313,246,286 weighted average number of AHL Shares as at FY2015 (excluding treasury shares) plus the 1,600,000,000 Consideration Shares to be issued under the Proposed Acquisition.

8. INTEREST OF DIRECTORS AND CONTROLLING SHAREHOLDERS

- 8.1 None of the Directors has any interest, direct or indirect, in the Proposed Acquisition other than their respective shareholdings in the Company.
- 8.2 To the best information, belief and knowledge of the Company and its Directors, no controlling Shareholder has any interest, direct or indirect, in the Proposed Acquisition.

9. SERVICE CONTRACTS

The Company will appoint up to two (2) nominees directors to the board of the Target in connection with the Proposed Acquisition. The Company does not intend to appoint new Directors to the Board of the Company in connection with the Proposed Acquisition, and no service contracts in relation thereto will be entered into by the Company.

The Company is in the process of an on-going restructuring exercise and as part of the business continuity planning, the Chief Operating Officer of the Company will be re-designated to the Operation Director of its subsidiary, Industrial Engineering Systems Pte Ltd.

10. RESPONSIBILITY STATEMENT

- 10.1 The Directors collectively and individually accept full responsibility for the accuracy of the information given in this announcement and confirm, after making all reasonable enquiries that to the best of their knowledge and belief, this announcement constitutes full and true disclosure of all material facts about the Proposed Acquisition, the Company and its subsidiaries, and the Directors are not aware of any facts the omission of which would make any statement in this announcement misleading.

- 10.2 Where information in this announcement has been extracted from published or otherwise publicly available sources or obtained from a named source, the sole responsibility of the Directors has been to ensure that such information has been accurately and correctly extracted from those sources and/or reproduced in this announcement in its proper form and context.

11. DOCUMENT FOR INSPECTION

A copy of the Agreement will be made available for inspection during normal business hours at the Company's registered office at 1 Raffles Place #18-61 Tower 2 Singapore 048616 for three (3) months from the date of this announcement.

12. CAUTION IN TRADING

- 12.1 Shareholders are advised to exercise caution in trading their AHL Shares as the Proposed Acquisition are subject to Conditions Precedent and there is no certainty or assurance as at the date of this announcement that all of the Conditions Precedent will be satisfied (or waived, as the case may be) or that the Proposed Acquisition will be completed. The Company will make the necessary announcements when there are further developments on the Proposed Acquisition.
- 12.2 Shareholders and potential investors are advised to read this announcement and any further announcements by the Company carefully. Shareholders should consult their stockbrokers, bank managers, solicitors, accountants or other professional advisers if they have any doubt about the actions they should take.

By Order of the Board

ANNICA HOLDINGS LIMITED

Sandra Liz Hon Ai Ling
Executive Director and Chief Executive Officer

23 December 2016

This Announcement has been prepared by the Company and its contents have been reviewed by the Sponsor for compliance with the relevant rules of the Catalist Rules.

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.

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