

**SIXTEENTH SCHEDULE OF THE SECURITIES AND FUTURES
(OFFERS OF INVESTMENTS) (SHARES AND DEBENTURES) REGULATIONS 2005**

**OFFER INFORMATION STATEMENT
UNDER SECTION 277 OF THE SECURITIES AND FUTURES ACT (CAP. 289)**

OFFER INFORMATION STATEMENT DATED 11 MAY 2015
(Lodged with the Monetary Authority of Singapore on 11 May 2015)

This document is important. If you are in any doubt as to the action you should take, you should consult your legal, financial, tax or other professional adviser.

A copy of this offer information statement (the “**Offer Information Statement**”) has been lodged with the Monetary Authority of Singapore (the “**Authority**”). The Authority assumes no responsibility for the contents of this Offer Information Statement. Lodgement of this Offer Information Statement with the Authority does not imply that the Securities and Futures Act, Chapter 289 of Singapore, or any other legal or regulatory requirements, have been complied with. The Authority has not, in any way, considered the merits of the securities being offered for investment.

An application has been made to the Singapore Exchange Securities Trading Limited (the “**SGX-ST**”) for permission to deal in and for quotation of 157,288,000 new ordinary shares (the “**Placement Shares**”) in the capital of Europtronic Group Ltd (the “**Company**”) on the Official List of the SGX-ST. The Company will release an announcement in due course on the outcome of the said application via the SGXNET (as defined herein).

No securities of the Company shall be allotted or allocated on the basis of this Offer Information Statement later than six months after the date of lodgement of this Offer Information Statement.

The Company was placed on the watch-list of the SGX-ST on 5 March 2014. Should the Company be unable to meet the requirements of Rule 1314 of the Listing Manual (as defined herein), the SGX-ST may either remove the Company from its Official List, or suspend trading of the Shares (as defined herein) with a view to removing the Company from its Official List.

In the event that the SGX-ST exercises its power to remove the Company from its Official List at such time, any exit alternative offered by the Company may or may not be reasonable and the Subscribers (as defined herein) may lose some or all of their investment in the Company (including any placement monies paid by the Subscribers to subscribe for the Placement Shares).



EUROPTRONIC GROUP LTD

(Company Registration Number 200009775K)
(Incorporated in the Republic of Singapore)

**PROPOSED ISSUE OF 157,288,000 PLACEMENT SHARES
AT THE ISSUE PRICE OF S\$0.019 FOR EACH PLACEMENT SHARE**

THIS OFFER INFORMATION STATEMENT HAS BEEN PREPARED SOLELY IN RELATION TO THE ABOVE TRANSACTION AND SHALL NOT BE RELIED UPON BY ANY OTHER PERSON AND FOR ANY OTHER PURPOSE.

IMPORTANT NOTES

Persons wishing to subscribe for the Placement Shares (as defined herein) offered by this Offer Information Statement should, before deciding whether to so subscribe, carefully read this Offer Information Statement in its entirety in order to make an informed assessment of the assets and liabilities, profits and losses, financial position, performance and prospects of the Company and the Group (as defined herein) and the rights and obligations attaching to the Placement Shares. They should also make their own independent enquiries and investigation of any bases and assumptions, upon which financial projections, if any, are made or based, and carefully consider this Offer Information Statement in light of their personal circumstances (including financial and taxation affairs). It is recommended that such persons seek professional advice from their accountant, stockbroker, bank manager, solicitor or other professional adviser before deciding whether to acquire the Placement Shares.

No person has been authorised to give any information or to make any representations, other than those contained in this Offer Information Statement, in connection with the Placement or the issue of the Placement Shares and, if given or made, such information or representations must not be relied upon as having been authorised by the Company. Save as expressly stated in this Offer Information Statement, nothing contained herein is, or may be relied upon as, a promise or representation as to the future performance or policies of the Company or the Group. Neither the delivery of this Offer Information Statement nor the issue of the Placement Shares shall, under any circumstances, constitute a continuing representation, or give rise to any implication, that there has been no material change in the affairs of the Company or the Group, or any of the information contained herein since the date hereof. Where such changes occur after the date hereof and are material, or are required to be disclosed by law and/or the SGX-ST, the Company may make an announcement of the same to the SGX-ST and, if required, lodge a supplementary or replacement document with the Authority. All prospective subscribers of the Placement Shares should take note of any such announcement and, upon the release of such announcement or lodgement of such supplementary or replacement document, as the case may be, shall be deemed to have notice of such changes.

None of the Company or the Group is making any representation to any person regarding the legality of an investment in the Placement Shares and/or the Shares (as defined herein) by such person under any investment or any other laws or regulations. No information in this Offer Information Statement should be considered to be business, legal or tax advice. Each prospective subscriber of the Placement Shares should consult his own professional or other adviser for business, legal or tax advice regarding an investment in the Placement Shares and/or the Shares.

No information in this Offer Information Statement should be considered to be business, financial, legal or tax advice regarding an investment in the Placement Shares and/or the Shares. No information in this Offer Information Statement should be considered to be business, financial, legal or tax advice.

This Offer Information Statement has been prepared solely for the purpose of the placement of the Placement Shares pursuant to the Placement, and may not be relied upon by any person or for any other purpose.

This Offer Information Statement may not be used for the purpose of, and do not constitute, an offer, invitation to or solicitation by anyone in any jurisdiction or in any circumstances in which such an offer, invitation or solicitation is unlawful or not authorised or to any person to whom it is unlawful to make such an offer, invitation or solicitation.

The distribution of this Offer Information Statement may be prohibited or restricted by law (either absolutely or subject to various securities requirements, whether legal or administrative, being complied with) in certain jurisdictions. Any person having possession of this Offer Information Statement are advised by the Company to keep themselves informed of and observe such prohibitions and restrictions.

For the purposes of this offer information statement, the following terms shall, unless the context otherwise requires, have the following meanings:-

General:-

<i>"Authority"</i>	: Monetary Authority of Singapore
<i>"Board"</i>	: Board of directors of the Company for the time being
<i>"CDP"</i>	: The Central Depository (Pte) Limited
<i>"Companies Act"</i>	: The Companies Act (Chapter 50) of Singapore, as amended or modified from time to time
<i>"Company"</i>	: Europtronic Group Ltd
<i>"Directors"</i>	: The directors of the Company as at the date of this Offer Information Statement
<i>"FY"</i>	: Financial year ended 31 December
<i>"Group"</i>	: The Company and its subsidiaries
<i>"Latest Practicable Date"</i>	: 8 May 2015, being the latest practicable date prior to the lodgement of this Offer Information Statement
<i>"Listing Manual"</i>	: The Listing Manual of the SGX-ST
<i>"Offer Information Statement"</i>	: This offer information statement dated 11 May 2015 issued by the Company in connection with the Placement, which complies as to form and content with the Sixteenth Schedule of the Securities and Futures (Offers of Investments) (Shares and Debentures) Regulations 2005 and lodged with and accepted by the Authority pursuant to Section 277 of the Securities and Futures Act
<i>"Placement"</i>	: The proposed subscription of the Placement Shares by the Subscribers on the terms and subject to the conditions of the Placement Agreement. The Placement will be made under the authority of the general share issue mandate granted by Shareholders at the annual general meeting of the Company held on 24 April 2015
<i>"Placement Agreement"</i>	: The placement agreement dated 20 April 2015, as varied, amended and/or modified by the Supplemental Agreement, entered by the Company with the following persons:- 1. Chua Hwee Song, as one of the Subscribers, in respect of 115,800,000 Placement Shares;

2. Chan Chun Hoy, as one of the Subscribers, in respect of 36,800,000 Placement Shares; and
3. Michael Burchell-Davies, as one of the Subscribers, in respect of 4,688,000 Placement Shares

<i>"Placement Price"</i>	: The issue price of S\$0.019 for each Placement Share
<i>"Placement Shares"</i>	: An aggregate of 157,288,000 new Shares to be subscribed by the Subscribers pursuant to the Placement Agreement
<i>"Securities and Futures Act"</i>	: The Securities and Futures Act (Chapter 289) of Singapore, as amended or modified from time to time
<i>"SGXNET"</i>	: A system network used by listed companies to send information and announcements to the SGX-ST or any other system network prescribed by the SGX-ST
<i>"SGX-ST"</i>	: Singapore Exchange Securities Trading Limited
<i>"Shareholders"</i>	: Registered holders of Shares except that where the registered holder is CDP, the term "Shareholders" shall, in relation to such Shares and where the context so admits, mean the persons to whose securities accounts maintained with CDP are credited with Shares
<i>"Shares"</i>	: Ordinary shares in the capital of the Company
<i>"Subscribers"</i>	: Means Chua Hwee Song, Chan Chun Hoy and Michael Burchell-Davies, and "Subscriber" means each and any of them
<i>"subsidiaries"</i>	: Shall have the meaning ascribed to it by the Companies Act
<i>"Supplemental Agreement"</i>	: The supplemental agreement dated 8 May 2015 entered into between the Company and the Subscribers pursuant to which certain clauses of the placement agreement dated 20 April 2015 were varied, amended and/or modified

Currencies, Units and Others:-

<i>"%"</i>	: Percentage or per centum
<i>"NTD"</i>	: New Taiwan dollars, the official currency of Taiwan, Republic of China
<i>"S\$"</i>	: Singapore dollars
<i>"US\$" and "US cents"</i>	: United States dollars and cents respectively

The words “Depositor”, “Depository Agent” and “Depository Register” shall have the meanings ascribed to them respectively in Section 130A of the Companies Act.

Words importing the singular shall, where applicable, include the plural and *vice versa*, and words importing the masculine gender shall, where applicable, include the feminine and neuter genders and *vice versa*.

Words importing persons shall, where applicable, include corporations.

Any reference in this Offer Information Statement to any enactment is a reference to that enactment for the time being amended or re-enacted. Any term defined under the Companies Act, the Securities and Futures Act or the Listing Manual or such statutory modification thereof and used in this Offer Information Statement shall, where applicable, have the meaning ascribed to it under the Companies Act, the Securities and Futures Act or the Listing Manual or such statutory modification thereof, as the case may be, unless otherwise provided.

Any discrepancies in the figures included in this Offer Information Statement between the amounts listed and their totals thereof are due to rounding. Accordingly, figures shown as totals in this Offer Information Statement may not be an arithmetic aggregation of the figures that precede them.

PART II – IDENTITY OF DIRECTORS, ADVISERS AND AGENTS

1. *Provide the names and addresses of each of the directors or equivalent persons of the relevant entity.*

The name and address of each of the Directors of the Company are as follows:-

Name of Director	Address
Huang Shih-An	1B Cranborne Road, Singapore 439383
Huang Chuang Shueh-Ou	1B Cranborne Road, Singapore 439383
Huang Chien-Hung	Flat 48L, 18 Hanoi Road, TST, Kowloon Hong Kong
Anthony Ang Meng Huat	10B Braddell Hill #18-08 Braddell View Singapore 579721
Tan Sek Khee	628 Upper Thomson Road, #02-58 Meadows @ Peirce, Singapore 787131
Lin Chien	2 Makeway Avenue, #02-01 Makeway View, Singapore 228599

2. *Provide the names and addresses of –*
(a) *the issue manager to the offer, if any;*
(b) *the underwriter to the offer, if any; and*
(c) *the legal adviser for or in relation to the offer, if any.*

Issue Manager	:	Not applicable
Underwriter	:	Not applicable
Legal Adviser for the Placement	:	Straits Law Practice LLC 9 Raffles Place, #32-00 Republic Plaza, Singapore 048619

3. Provide the names and addresses of the relevant entity's registrars, transfer agents and receiving bankers for the securities being offered, where applicable.

Share Registrar : Boardroom Corporate & Advisory Services Pte. Ltd.
50 Raffles Place,
#32-01 Singapore Land Tower,
Singapore 048623

Transfer Agents : Not applicable

Receiving Banker : Not applicable

PART III – OFFER STATISTICS AND TIMETABLE

1. For each method of offer, state the number of the securities being offered.

Placement : 157,288,000 Placement Shares, representing approximately 20% of the issued share capital of the Company as at the date of lodgement of this Offer Information Statement.

Placement Price : S\$0.019 for each Placement Share.

Status of Placement Shares : The Placement Shares, when issued and fully paid, will rank *pari passu* in all respects with the existing Shares save that it shall not rank for any entitlements, distributions, dividends or rights (if any), the record date in respect of which falls on or prior to the date of completion of the allotment and issue of the Placement Shares.

2. Provide the information referred to in paragraphs 3 to 7 of this Part to the extent applicable to -

- (a) the offer procedure; and**
- (b) where there is more than one group of targeted potential investors and the offer procedure is different for each group, the offer procedure for each group of targeted potential investors.**

Please see below.

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3. ***State the time at, date on, and period during which the offer will be kept open, and the name and address of the person to whom the purchase or subscription applications are to be submitted. If the exact time, date or period is not known on the date of lodgement of the offer information statement, describe the arrangements for announcing the definitive time, date or period. State the circumstances under which the offer period may be extended or shortened, and the duration by which the period may be extended or shortened. Describe the manner in which any extension of early closure of the offer period shall be made public.***

The Placement Shares will be offered on the terms and subject to the conditions of the Placement Agreement entered between the Company and the Subscribers.

Completion of the placement of the Placement Shares shall take place on the date falling two (2) business days after the date on which the SGX-ST grants its in-principle approval for the listing and quotation of the Placement Shares on the Official List of the SGX-ST (or such other date as the Company and Subscribers may agree).

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4. ***State the method and time limit for paying up for the securities and, where payment is to be partial, the manner in which, and dates on which, amounts due are to be paid.***

Upon completion of the Placement, each Subscriber shall pay, at the instructions of the Company, the aggregate Placement Price for such number of Placement Shares by way of a cashier's order drawn on a bank in Singapore and made in favour of the Company or by telegraphic transfer to such account of the Company with such bank in Singapore as the Company may designate or in such other manner as the Company may direct.

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5. ***State, where applicable, the methods of and time limits for -***

- (a) the delivery of the documents evidencing title to the securities being offered (including temporary documents of title, if applicable) to subscribers or purchasers; and***
- (b) the book-entry transfers of the securities being offered in favour of subscribers or purchasers.***

On completion of the Placement, the Company shall, against payment of the aggregate Placement Price by each Subscriber for such number of Placement Shares, allot and issue the Placement Shares to CDP for the securities account of each of the Subscribers or each of their nominees and instruct CDP to credit that securities account maintained with CDP with such number of Placement Shares. The Company shall also deliver or procure to be delivered to CDP the share certificate(s) in respect of the Placement Shares in the name of CDP. Alternatively, the Company may issue the share certificate(s) for such number of Placement Shares in the name of the relevant Subscriber.

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6. *In the case of any pre-emptive rights to subscribe for or purchase the securities being offered, state the procedure for the exercise of any right of pre-emption, the negotiability of such rights and the treatment of such rights which are not exercised.*

Not applicable.

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7. *Provide a full description of the manner in which results of the allotment or allocation of the securities are to be made public and, where appropriate, the manner for refunding excess amounts paid by applicants (including whether interest will be paid).*

The Company will announce the completion of the Placement via the SGXNET.

PART IV – KEY INFORMATION

Use of Proceeds from Offer and Expenses Incurred

1. *In the same section, provide the information set out in paragraphs 2 to 7 of this Part.*

Noted.

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2. *Disclose the estimated amount of the proceeds from the offer (net of the estimated amount of expenses incurred in connection with the offer) (referred to in this paragraph and paragraph 3 of this Part as the net proceeds). Where only a part of the net proceeds will go to the relevant entity, indicate the amount of the net proceeds that will be raised by the relevant entity. If none of the proceeds will go to the relevant entity, provide a statement of that fact.*

The net proceeds from the Placement, after deducting expenses incurred by the Company in connection with the Placement, is estimated to be S\$2,918,472 (the “**Net Proceeds**”). All the Net Proceeds will go to the Company for the intended use as disclosed in paragraph 3 below.

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3. *Disclose how the net proceeds raised by the relevant entity from the offer will be allocated to each principal intended use. If the anticipated proceeds will not be sufficient to fund all of the intended uses, disclose the order of priority of such uses, as well as the amount and sources of other funds needed. Disclose also how the proceeds will be used pending their eventual utilisation for the proposed uses. Where specific uses are not known for any portion of the proceeds, disclose the general uses for which the proceeds are proposed to be applied. Where the offer is not fully underwritten on a firm commitment basis, state the minimum amount which, in the reasonable opinion of the directors or*

equivalent persons of the relevant entity, must be raised by the offer of securities.

The Company intends to use the entire Net Proceeds arising from the Placement as working capital for the purposes of (i) settling general overheads of the Company such as legal and internal audit fees, (ii) settling amounts owing to the Group's trade creditors and other operating expenses of the Group and (iii) repayment of loans.

Pending deployment of the Net Proceeds for such purpose, the Net Proceeds may be placed in deposits with financial institutions or invested in short-term money market instruments, marketable securities or used for any other purposes on a short-term basis, as the Directors may, in their absolute discretion, deem fit.

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- 4. *For each dollar of the proceeds from the offer that will be raised by the relevant entity, state the estimated amount that will be allocated to each principal intended use and the estimated amount that will be used to pay for expenses incurred in connection with the offer.***

Each dollar of the gross proceeds from the Placement will be utilised by the Company in the following proportions:-

- (a) approximately S\$2,918,472 or 97.7% will be utilised as working capital for the purposes stated in paragraph 3 above; and
- (b) approximately S\$70,000 or 2.3% will be used to pay for the expenses incurred in connection with the Placement.

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- 5. *If any of the proceeds to be raised by the relevant entity will be used, directly or indirectly, to acquire or refinance the acquisition of an asset other than in the ordinary course of business, briefly describe the asset and state its purchase price. If the asset has been or will be acquired from an interested person of the relevant entity, identify the interested person and state how the cost to the relevant entity is or will be determined.***

None of the Net Proceeds will be used, directly or indirectly, to acquire or refinance the acquisition of an asset other than in the ordinary course of business.

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- 6. *If any of the proceeds to be raised by the relevant entity will be used to finance or refinance the acquisition of another business, briefly describe the business and give information on the status of the acquisition.***

None of the Net Proceeds will be used to finance or refinance the acquisition of another business.

7. *If any material part of the proceeds to be raised by the relevant entity will be used to discharge, reduce or retire the indebtedness of the relevant entity or, if the relevant entity is the holding company or holding entity of a group, of the group, describe the maturity of such indebtedness and, for indebtedness incurred within the past year, the uses to which the proceeds giving rise to such indebtedness were put.*

As stated in paragraph 3 above, the Company intends to use the entire Net Proceeds arising from the Placement as working capital for the purposes of (i) settling general overheads of the Company such as legal and internal audit fees, (ii) settling amounts owing to the Group's trade creditors and other operating expenses of the Group and (iii) repayment of loans.

8. *In the section containing the information referred to in paragraphs 2 to 7 of this Part or in an adjoining section, disclose the amount of discount or commission agreed upon between the underwriters or other placement or selling agents in relation to the offer and the person making the offer. If it is not possible to state the amount of discount or commission, the method by which it is to be determined must be explained.*

Not applicable. The Placement is not underwritten and no placement or selling agent has been appointed in relation to the Placement.

Information on the Relevant Entity

9. *Provide the following information:-*

- (a) *the address and telephone and facsimile numbers of the relevant entity's registered office and principal place of business (if different from those of its registered office);*

Registered office and principal : 60 Kaki Bukit Place
place of business Eunos Techpark #01-10
Singapore 415979

Telephone number : (65) 6447 2037
Facsimile number : (65) 6447 1582

- (b) *the nature of the operations and principal activities of the relevant entity or, if it is the holding company or holding entity of a group, of the group;*

The Company is an investment holding company.

The Company, through its subsidiaries, is principally engaged in the manufacturing and distribution of electronic components.

As at the Latest Practicable Date, the subsidiaries of the Group and their principal activities are set out below:-

Name of company	Country of Incorporation	Effective interest held by the Group	Principal activities
<u>Held by the Company</u>			
Europtronic (HK) Company Limited	Hong Kong	100%	Trading of electronic components
Europtronic (Taiwan) Ind. Corp.	Republic of China	100%	Trading of electronic components, procurement centre and business development centre
Europtronic Investment Pte Ltd	Singapore	100%	Investment holding
UPT Component (S) Pte Ltd	Singapore	100%	Trading of electronic components
Europtronic Electronic (Shenzhen) Co., Ltd	People's Republic of China	100%	Manufacture and distribution of own in-house manufactured metalised film capacitors, electronic components and ballasts
Europtronic (Suzhou) Co., Ltd	People's Republic of China	100%	Manufacture and distribution of own in-house manufactured metalised film capacitors, plastic film capacitors, ceramic capacitors, tantalum capacitors and various type of chip capacitors
Europtronic Technology (Suzhou) Co., Ltd	People's Republic of China	100%	Dormant
Europtronic Green Energy Pte Ltd	Singapore	100%	Growing of bio-fuel related plantlets and renewable energy related business development

Name of company	Country of Incorporation	Effective interest held by the Group	Principal activities
<u>Held by Europtronic Investment Pte Ltd</u>			
Crypson Electronics (S) Pte Ltd	Singapore	100%	Trading of electronic components and related goods
<u>Held by UPT Component (S) Pte Ltd</u>			
UPT Crypson Component (Shanghai) Co., Ltd	People's Republic of China	100%	Trading of electronic components
<u>Held by Europtronic (Taiwan) Ind. Corp.</u>			
Housing Technology Corp.	Republic of China	100%	Manufacture and distribution of chip inductors and chip beads

(c) *the general development of the business from the beginning of the period comprising the 3 most recent completed financial years to the latest practicable date, indicating any material change in the affairs of the relevant entity or the group, as the case may be, since -*

- (i) *the end of the most recent completed financial year for which financial statements of the relevant entity have been published; or*
- (ii) *the end of any subsequent period covered by interim financial statements, if interim financial statements have been published;*

The general development of the business of the Group in the 3 most recent completed financial years up to the Latest Practicable Date indicating material changes in the affairs of the Group is set out below. Please refer to the announcements released by the Company via SGXNET for details relating to such changes and of any other general developments of the Group's business.

FY2012

On 13 January 2012, the Company subscribed for additional shares in its then wholly owned subsidiary, Europtronic (Singapore) Pte Ltd. The capital injection was to recapitalise the balance sheet of the said subsidiary so as to ensure continued financing support from its bankers.

On 31 January 2012, the respective sale and purchase agreements relating to the proposed acquisition of (a) a 49% interest in the issued and paid-up share capital of Project Industrial (HK) Limited and (b) a 49% interest in the registered capital of Shenzhen Project Industrial Ltd had ceased and determined as the conditions precedent for the said acquisitions were not fulfilled by the long stop date of 31 January 2012 and the parties were not able to agree on the extension of the long stop date.

On 27 February 2012, the Company's then wholly owned subsidiary, Europtronic (Singapore) Pte Ltd, had received from Tenshin Holdings Pte. Ltd. an offer to purchase its leasehold properties located at 80 Marine Parade Road #16-05/06/07/08 Singapore 449269 at a cash consideration of S\$6,600,000. The said offer was accepted by Europtronic (Singapore) Pte Ltd and in return, an option to purchase was granted and accepted by Tenshin Holdings Pte. Ltd. The said sale was completed on 29 June 2012.

On 25 June 2012, the Company changed its registered office to 60 Kaki Bukit Place, Eunos Techpark, #01-10 Singapore 415979.

On 3 September 2012, the Company announced that its wholly owned subsidiary, Europtronic Investment Pte Ltd, held ordinary shares of Tecstar Technology Co., Ltd and the issued shares of Tecstar Technology Co., Ltd were listed on the GreTai Securities Market Taiwan on 31 August 2012. Europtronic Investment had disposed its entire interest in Tecstar Technology Co., Ltd in tranches during the period from 12 September 2014 to 28 November 2014.

On 4 October 2012, the Company announced that the Board had agreed to liquidate two of its subsidiaries, Project Industrial HK Limited and Shenzhen Project Industrial Ltd, held through its wholly owned subsidiaries, Europtronic (HK) Company Limited and UPT Crypson Component (Shanghai) Co Ltd respectively. The Company has decided to liquidate the said companies after considering factors such as the weak global economic outlook, cost of investments, the continuing operating expenses and the parting of ways of the existing management team of these companies. The said companies are currently undergoing voluntary liquidation.

On 28 November 2012, the Company entered into a placement agreement with UOB Kay Hian Private Limited as the placement agent pursuant to which the Company had, upon completion of the said placement on 12 December 2012, allotted and issued 108,835,000 new Shares to the subscribers procured by UOB Kay Hian Private Limited.

On 27 December 2012, the Company subscribed for additional shares in its wholly owned subsidiary, Europtronic (Taiwan) Ind. Corp. The capital injection was to provide additional working capital for the said subsidiary.

FY2013

On 4 March 2013, the Company entered into a memorandum of understanding with Gold Impact Limited, All Sincere Limited, Manbon Limited, Longbest Co., Limited and Regalis Investments Pte Ltd in respect of: (a) the

proposed acquisition by the Company of a 100% interest in Gold Impact Limited; and (b) the proposed sale by the Company of its existing businesses to Mr. Huang Chien-Hung or his nominee. Subsequent to the said memorandum of understanding, the Company had on 29 July 2013 entered into a conditional sale and purchase agreement with (i) All Sincere Limited, Manbon Limited, Longbest Co., Limited, Regalis Investments Pte Ltd, Mr. Max Tong, Ms. Lu Hong and Mr. Low Yew Shen and (ii) Mr. Huang Chien-Hung in respect of the transactions contemplated under the memorandum of understanding. The sale and purchase agreement had *ipso facto* ceased and determined with effect from 28 July 2014. This was because the parties to the said sale and purchase agreement did not have any opportunity or any basis to revise the commercial terms of the proposed transactions of the said sale and purchase agreement before or as at the long stop date of 28 July 2014 as there were continuing negotiations between the Company's wholly-owned subsidiary, Europtronic (Suzhou) Co., Ltd, and the Wujiang Economic and Technological Development Zone (吴江经济技术开发区) in relation to the compulsory acquisition of the said subsidiary's land on which its factory and office premises are erected.

On 9 July 2013, the Company entered into a memorandum of understanding with WE Holdings Ltd. for the proposed sale by the Company to WE Holdings Ltd. of its entire interest in Europtronic (Singapore) Pte Ltd, a then wholly owned subsidiary of the Company. Subsequent to the said memorandum of understanding, the Company had on 12 September 2013 entered into a conditional sale and purchase agreement with WE Holdings Ltd. and the directors of Europtronic (Singapore) Pte Ltd, namely, Huang Shih-An, Huang Chuang Shueh-Ou and Huang Yun Ju relating to the said transaction. On 4 February 2014, the Company entered into a termination agreement with WE Holdings Ltd. and the then directors of Europtronic (Singapore) Pte Ltd to terminate the sale and purchase agreement dated 12 September 2013 as it was uncertain as to whether all the conditions precedent relating to the transaction could be fulfilled.

The Company had on 16 September 2013 announced that it had sold 7,000,000 treasury shares and 5,500,000 treasury shares, on 13 September 2013 and 16 September 2013 respectively, for cash to repay bank loans and for working capital purposes.

The Company had on 17 September 2013 announced that it had entered into a loan agreement with Mrs Huang Chuang Shueh-Ou, a director and controlling shareholder of the Company, pursuant to which an interest-free loan of US\$2,500,000 was extended to the Company and such loan was used by the Company to repay bank loans and for working capital purposes.

The Company had on 30 September 2013 announced that its wholly owned subsidiary, Europtronic (Suzhou) Co., Ltd, had on that date, received a formal notice from Wujiang Economic and Technological Development Zone (吴江经济技术开发区) expressing its intention to compulsorily acquire (the "**Compulsory Acquisition**") the land on which the factory and office premises of the said subsidiary are located for urban planning by Wujiang Economic and Technological Development Zone (吴江经济技术开发区). On 17 December 2014, the Wujiang Economic and Technological Development Zone (吴江经济技术开发区) wrote to Europtronic (Suzhou) Co., Ltd informing, among others, that as Europtronic (Suzhou) Co., Ltd and Wujiang Economic

and Technological Development Zone (吴江经济技术开发区) were not able to reach an agreement relating to the amount of compensation for the Compulsory Acquisition, Wujiang Economic and Technological Development Zone (吴江经济技术开发区) would cease to carry out the Compulsory Acquisition.

The Company had on 25 November 2013 announced that it had provided capital injections into Europtronic (Singapore) Pte Ltd (a then wholly owned subsidiary of the Company) and Europtronic (Taiwan) Ind. Corp. (a wholly owned subsidiary of the Company), in the sums of S\$3,115,800 and NTD50,000,000. The said capital injections were provided to strengthen the balance sheets of the said subsidiaries to ensure continued financing support from their bankers.

FY2014

On 4 February 2014, the Company entered into a termination agreement with WE Holdings Ltd. and the then directors of Europtronic (Singapore) Pte Ltd pursuant to which the conditional sale and purchase agreement dated 12 September 2013 was terminated as it was uncertain as to whether all the conditions precedent relating to the transaction could be fulfilled. On the same day, the Company's then wholly owned subsidiary, Europtronic (Singapore) Pte Ltd, had entered into a service agreement with WE Components Pte Ltd and WE Components Co Ltd, being subsidiaries of WE Holdings Ltd., pursuant to which Europtronic (Singapore) Pte Ltd was appointed as the supplier to supply components to WE Components Pte Ltd and WE Components Co Ltd and their customers in Singapore and Thailand respectively.

On 5 March 2014, the Company was placed on the watch-list of the SGX-ST.

The Company had on 28 April 2014 announced that the WE Components Pte. Ltd. and WE Components Co. Ltd. had commenced legal proceedings against its then wholly owned subsidiary, Europtronic (Singapore) Pte Ltd. The dispute was subsequently settled and such legal proceedings were withdrawn on 15 July 2014.

On 28 July 2014, the conditional sale and purchase agreement dated 29 July 2013, relating to (a) the proposed acquisition by the Company of a 100% interest in Gold Impact Limited; and (b) the proposed sale by the Company of its existing businesses to Mr. Huang Chien-Hung or his nominee, had *ipso facto* ceased and determined with effect from 28 July 2014. This was because the parties to the said sale and purchase agreement did not have any opportunity or any basis to revise the commercial terms of the proposed transactions of the said sale and purchase agreement before or as at the long stop date of 28 July 2014 as there were continuing negotiations between the Company's wholly-owned subsidiary, Europtronic (Suzhou) Co., Ltd, and the Wujiang Economic and Technological Development Zone (吴江经济技术开发区) in relation to the compulsory acquisition of the said subsidiary's land on which its factory and office premises are erected.

During the period from 12 September 2014 to 28 November 2014, the Company's wholly owned subsidiary, Europtronic Investment Pte Ltd, had disposed, in tranches, its entire interest in Tecstar Technology Co., Ltd by way of open market sales and based on the then prevailing market price of the issued ordinary shares of Tecstar Technology Co., Ltd traded on the GreTai Securities Market.

On 26 September 2014, the Company entered into a sale and purchase agreement with Guo ChunHua pursuant to which the Company's entire interest in Europtronic (Singapore) Pte Ltd was sold to Guo ChunHua and completion of the said sale took place on 26 September 2014 following the execution of the said sale and purchase agreement.

On 28 October 2014, the Company received a requisition notice from certain Shareholders requesting the Company to convene an extraordinary general meeting pursuant to Section 176 of the Companies Act. The said requisition put forth by such shareholders was not valid as the aggregate shareholding of such shareholders had fallen short of the required threshold under Section 176 of the Companies Act.

On 7 November 2014, the Company received a further requisition notice dated 5 November 2014 from certain Shareholders requesting for the Company to convene an extraordinary general meeting pursuant to Section 176 of the Companies Act. The Company had, on 27 November 2014, announced that it will be convening an extraordinary general meeting as the said notice constituted a valid requisition notice as per Section 176 of the Companies Act. On 5 December 2014, the Company received an email from the solicitor acting for such shareholders withdrawing their requisition notice on the condition that they would not be made to bear any costs or charges whatsoever. The Company has accepted their withdrawal of the requisition notice and is thus not required to hold any extraordinary general meeting in relation thereto.

On 3 December 2014, the Company announced that Mr. Huang Shih-An had given notice to relinquish his position as the Chairman and Executive Director of the Company to take effect on 3 December 2014 due to health and medical reasons. Mr. Huang Shih-An would remain on the Board and had been re-designated as the Non-Executive Chairman and the Non-Executive Director of the Company with effect from 3 December 2014.

1 January 2015 to the Latest Practicable Date

On 2 February 2015, the Company announced that Mr. Aric Loh Siang Khee had given notice to resign as an independent director of the Company to take effect from 1 March 2015.

On 7 February 2015, the Company entered into a non-binding term sheet with Mr. Charles Ampofo in respect of proposed acquisition by the Company of a 100% interest in Kampac Oil Middle East EZCO. The said term sheet had expired on 7 May 2015.

On 9 March 2015, the Company announced that the Company, together with Europtronic Investment Pte Ltd and Europtronic (Suzhou) Co., Ltd, had, on 9 March 2015, entered into a conditional sale and purchase agreement with Mr. Tan Chee Kong, Mr. Huang Shih-An, Mrs. Huang Chuang Shueh-Oh and Mr. Huang Chien-Hung relating to the disposal of eight wholly owned subsidiaries of the Company. On 16 April 2015, the parties to the conditional sale and purchase agreement entered into a termination agreement to terminate the conditional sale and purchase agreement.

On 16 April 2015, the Company announced that simultaneous with the termination of the conditional sale and purchase agreement dated 9 March 2015, the Company had entered into a fresh conditional sale and purchase agreement with Mr. Tan Chee Kong, Mr. Huang Shih-An, Mrs. Huang Chuang Shueh-Oh and Mr. Huang Chien-Hung relating to the proposed disposal of nine wholly owned subsidiaries of the Company at a cash consideration of S\$1.00 in the aggregate. The said nine wholly owned subsidiaries of the Company consists of Europtronic Investment Pte Ltd, Europtronic (HK) Company Limited, Europtronic (Taiwan) Ind. Corp., UPT Component (S) Pte Ltd, Europtronic Electronic (Shenzhen) Co., Ltd, Europtronic Green Energy Pte Ltd, UPT Crypson Component (Shanghai) Co., Ltd, Housing Technology Corp. and Crypson Electronics (S) Pte Ltd.

On 20 April 2015, the Company, in connection with the Placement, entered into the placement agreement dated 20 April 2015 with the Subscribers.

On 24 April 2015, the Company announced that Mr. Ho Toon Bah, the then independent director of the Company, had retired at the conclusion of the Company's annual general meeting held on 24 April 2015.

On 28 April 2015, the Company announced that it has appointed Mr. Anthony Ang Meng Huat as an independent director of the Company with effect from 1 May 2015.

On 7 May 2015, the Company announced that the term sheet dated 7 February 2015 which it had entered into with Mr. Charles Ampofo had expired as the definitive sale and purchase agreement in respect of the transaction contemplated under the said term sheet was not executed by the stipulated deadline of 6 May 2015.

On 8 May 2015, the Company had entered into the Supplemental Agreement with the Subscribers pursuant to which certain clauses of the placement agreement dated 20 April 2015 were varied, amended and/or modified.

(d) the equity capital and the loan capital of the relevant entity as at the latest practicable date, showing -

(i) in the case of the equity capital, the issued capital; or

- (ii) *in the case of the loan capital, the total amount of the debentures issued and outstanding, together with the rate of interest payable thereon;*

As at the Latest Practicable Date, the equity capital and loan capital of the Company are as follows:-

Issued and Paid-Up : S\$61,427,240 comprising 786,444,154 Shares
Share Capital

Loan Capital : Nil

- (e) *where -*

- (i) *the relevant entity is a corporation, the number of shares of the relevant entity owned by each substantial shareholder as at the latest practicable date; or*
- (ii) *the relevant entity is not a corporation, the amount of equity interests in the relevant entity owned by each substantial interest-holder as at the latest practicable date;*

Based on the Company's Register of Substantial Shareholders, details of the substantial shareholders and their interest in the Shares as at the Latest Practicable Date were as follows:-

Name	Direct Interest		Deemed Interest	
	Number of Shares	% of issued share capital ⁽¹⁾	Number of Shares	% of issued share capital ⁽¹⁾
Huang Shih-An ⁽²⁾	161,620,193	20.55	92,124,465	11.71
Huang Chuang Shueh-Ou ⁽²⁾	92,124,465	11.71	161,620,193	20.55

Notes:-

- (1) Based on the issued share capital of 786,444,154 Shares as at the Latest Practicable Date.
- (2) Mr. Huang Shih-An is deemed to be interested in the Shares held by his spouse, Mrs. Huang Chuang Shueh-Ou and *vice versa*.

-
- (f) ***any legal or arbitration proceedings, including those which are pending or known to be contemplated, which may have, or which have had in the 12 months immediately preceding the date of lodgement of the offer information statement, a material effect on the financial position or profitability of the relevant entity or, where the relevant entity is a holding company or holding entity of a group, of the group;***

As at the date of lodgement of this Offer Information Statement, the Directors have no knowledge of any proceedings, pending or threatened, against the Company and its subsidiaries or any fact likely to give rise to any proceedings which might materially affect the position or business of the Company and its subsidiaries.

-
- (g) ***where any securities or equity interests of the relevant entity have been issued within the 12 months immediately preceding the latest practicable date -***

- (i) ***if the securities or equity interests have been issued for cash, state the prices at which the securities have been issued and the number of securities or equity interests issued at each price; or***
- (ii) ***if the securities or equity interests have been issued for services, state the nature and value of the services and give the name and address of the person who received the securities or equity interests; and***

The Company did not issue any securities within the 12 months immediately preceding the Latest Practicable Date.

-
- (h) ***a summary of each material contract, other than a contract entered into in the ordinary course of business, to which the relevant entity or, if the relevant entity is the holding company or holding entity of a group, any member of the group is a party, for the period of 2 years immediately preceding the date of lodgement of the offer information statement, including the parties to the contract, the date and general nature of the contract, and the amount of any consideration passing to or from the relevant entity or any other member of the group, as the case may be.***

Save as disclosed below, neither the Company nor any of its subsidiaries have entered into any material contract (not being contracts entered into in the ordinary course of business) during the two years immediately preceding the date of lodgement of this Offer Information Statement:-

- (a) the conditional sale and purchase agreement dated 29 July 2013 entered into by the Company with (i) All Sincere Limited, Manbon Limited, Longbest Co., Limited, Regalis Investments Pte Ltd, Mr. Max Tong, Ms. Lu Hong and Mr. Low Yew Shen and (ii) Mr. Huang Chien-Hung pursuant to which the Company proposes to acquire the entire

- issued and paid up share capital of Gold Impact Limited at the consideration of S\$160,000,000 and proposes to sell its business to Mr. Huang Chien-Hung at the consideration to be computed in accordance with the said sale and purchase agreement;
- (b) the conditional sale and purchase agreement dated 12 September 2013 entered into by the Company with WE Holdings Ltd., Mr. Huang Shih-An, Mrs. Huang Chuang Shueh-Ou and Ms. Huang Yun Ju pursuant to which the Company proposes to dispose its entire interest in Europtronic (Singapore) Pte Ltd to WE Holdings Ltd. at a consideration of S\$6,820,000;
 - (c) the loan agreement dated 16 September 2013 entered into between the Company and Mrs. Huang Chuang Shueh-Ou pursuant to which an interest-free loan of US\$2,500,000 was extended by Mrs. Huang Chuang Shueh-Ou to the Company;
 - (d) the termination agreement dated 4 February 2014 entered into by the Company with WE Holdings Ltd., Mr. Huang Shih-An, Mrs. Huang Chuang Shueh-Ou and Ms. Huang Yun Ju pursuant to which the conditional sale and purchase agreement dated 12 September 2013 was terminated;
 - (e) the sale and purchase agreement dated 26 September 2014 entered into between the Company and Mr. Guo ChunHua pursuant to which the Company had disposed its entire interest in Europtronic (Singapore) Pte Ltd to Mr. Guo ChunHua for a cash consideration of S\$1.00 in aggregate;
 - (f) the non-binding term sheet dated 7 February 2015 entered into between the Company with Mr. Charles Ampofo in respect of the proposed acquisition by the Company of a 100% interest in Kampac Oil Middle East EZCO;
 - (g) the conditional sale and purchase agreement dated 9 March 2015 entered into among the Company, Europtronic Investment Pte Ltd, Europtronic (Suzhou) Co., Ltd, Mr. Tan Chee Kong, Mr. Huang Shih-An, Mrs. Huang Chuang Shueh-Ou and Mr. Huang Chien-Hung relating to the proposed disposal of eight wholly owned subsidiaries of the Company at a cash consideration of S\$1.00 in the aggregate;
 - (h) the termination agreement dated 16 April 2015 entered into among the Company, Europtronic Investment Pte Ltd, Europtronic (Suzhou) Co., Ltd, Mr. Tan Chee Kong, Mr. Huang Shih-An, Mrs. Huang Chuang Shueh-Ou and Mr. Huang Chien-Hung pursuant to which the conditional sale and purchase agreement dated 9 March 2015 was terminated;
 - (i) the conditional sale and purchase agreement dated 16 April 2015 entered into by the Company with Mr. Tan Chee Kong, Mr. Huang Shih-An, Mrs. Huang Chuang Shueh-Ou and Mr. Huang Chien-Hung relating to the proposed disposal of nine wholly owned subsidiaries of the Company at a cash consideration of S\$1.00 in the aggregate;

- (j) the placement agreement dated 20 April 2015 entered into by the Company with the Subscribers relating to the Placement; and
- (k) the Supplemental Agreement dated 8 May 2015 entered into by the Company with the Subscribers.

PART V – OPERATING AND FINANCIAL REVIEW AND PROSPECTS

Operating Results

1. Provide selected data from -

- (a) *the audited income statement of the relevant entity or, if the relevant entity is the holding company or holding entity of a group, the audited consolidated income statement of the relevant entity or the audited combined income statement of the group, for each financial year (being one of the 3 most recent completed financial years) for which that statement has been published; and*
- (b) *any interim income statement of the relevant entity or, if the relevant entity is the holding company or holding entity of a group, any interim consolidated income statement of the relevant entity or interim combined income statement of the group, for any subsequent period for which that statement has been published.*

2. *The data referred to in paragraph 1 of this Part shall include the line items in the audited income statement, audited consolidated income statement, audited combined income statement, interim income statement, interim consolidated income statement or interim combined income statement, as the case may be, and shall in addition include the following items :*

- (a) *dividends declared per share in both the currency of the financial statements and the Singapore currency, including the formula used for any adjustment to dividends declared;*
- (b) *earnings or loss per share; and*
- (c) *earnings or loss per share, after any adjustment to reflect the sale of new securities.*

The audited consolidated income statements of the Group for the last three financial years are set out below:-

	FY2012 (Audited) (US\$'000)	FY2013 (Audited) (US\$'000)	FY2014 (Audited) (US\$'000)
Revenue	42,735	37,949	25,066
Cost of sales	(42,731)	(37,991)	(26,805)
Gross profit/(loss)	4	(42)	(1,739)
Other income	254	356	211

	FY2012 (Audited) (US\$'000)	FY2013 (Audited) (US\$'000)	FY2014 (Audited) (US\$'000)
Other gains/(losses) – net	(8,270)	(2,367)	417
Expenses			
- Distribution and marketing	(4,163)	(1,754)	(980)
- Administrative	(6,238)	(4,906)	(4,896)
- Finance	(1,815)	(2,453)	(1,337)
Loss before income tax	(20,228)	(11,166)	(8,324)
Income tax expenses	(555)	(301)	(33)
Net loss	(20,783)	(11,467)	(8,357)
Other comprehensive income/(losses):			
Financial assets, available-for-sale			
- Fair value gains	966	-	-
- Reclassifications	-	(43)	(878)
Revaluation (losses)/gains on property, plant and equipment	4,496	28,019	(16,010)
Currency translation differences arising from consolidation			
- Gains/(losses)	475	775	(320)
- Reclassification	(42)	-	(413)
Other comprehensive income/(losses), net of tax	5,895	28,751	(17,621)
Total comprehensive income/(losses)	(14,888)	17,284	(25,978)
Loss attributable to:			
Equity holders of the Company	(18,966)	(11,467)	(8,357)
Non-controlling Interests	(1,817)	-	-
	(20,783)	(11,467)	(8,357)
Total comprehensive income/(losses) attributable to:			
Equity holders of the Company	(13,071)	17,284	(25,978)
Non-controlling interests	(1,817)	-	-
	(14,888)	17,284	(25,978)
Earnings/(Losses) per Share ⁽¹⁾ (US cents)	(2.74)	(1.46)	(1.06)
Earnings/(Losses) per Share after the Placement ⁽²⁾ (US cents)	(2.01)	(1.22)	(0.89)
Dividends per Share (US cents)	-	-	-

Notes:-

- (1) Losses per Share has been computed based on the Group's losses attributable to equity holders of the Company for the respective financial years and the weighted average number of Shares in issue of 693,140,812 Shares during FY2012 and 786,444,154 Shares during FY2013 and FY2014 .

- (2) For calculation of earnings per Share after the Placement, it is assumed that:-
- (a) the number of Placement Shares is 157,288,000 new Shares; and
 - (b) the Placement Shares have been issued at the beginning of each financial year and no income contribution from the proceeds of the Placement has been taken into consideration.

3. In respect of -

- (a) each financial year (being one of the 3 most recent completed financial years) for which financial statements have been published; and**
- (b) any subsequent period for which interim financial statements have been published,**

provide information regarding any significant factor, including any unusual or infrequent event or new development, which materially affected profit or loss before tax of the relevant entity or, if it is the holding company or holding entity of a group, of the group, and indicate the extent to which such profit or loss before tax of the relevant entity or the group, as the case may be, was so affected. Describe any other significant component of revenue or expenditure necessary to understand the profit or loss before tax for each of these financial periods.

A review of the operations, business and financial performance of the Group for the relevant financial periods is set out below.

FY2012 vs FY2011

Comprehensive Income Statement

The Group's revenue decreased by 39.9% or US\$28.4 million from US\$71.1 million to US\$42.7 million owing to lower demand in the electronic components market in FY2012.

The Group's gross profit decreased by 99.9% or US\$5.2 million due to lower average selling prices in the weak electronic components market and the disposal of obsolescence inventories in FY2012.

Other income decreased by 61.6% or US\$0.4 million due to a decline in consultancy service provided and sales of scrapped items. These were in line with the Group's lower business activities.

Other losses increased by US\$9.0 million due mainly to the liquidation of the Group's subsidiaries, intangible assets written off from the investment in subsidiaries and impairment on the available-for-sale financial assets.

Distribution and marketing expenses decreased by 11.5% or US\$0.5 million due mainly to reductions in headcount and marketing costs in FY2012 which is in line with the Group's cost cutting exercise.

Finance expenses increased by 19.6% or US\$0.3 million in FY2012 due to higher bank interest on foreign currency borrowing.

Income tax expense decreased by 25.1% or US\$0.2 million due mainly to operational losses in the Group.

Overall, the Group reported a loss after tax and before minority interests of US\$20.8 million in FY2012, compared to a loss after tax and before minority interests of US\$6.7 million in FY2011.

Balance Sheet

Cash and cash equivalents increased by US\$4.2 million in FY2012 due mainly to the increase in fixed deposits.

Available-for-sale financial assets decreased by US\$0.3 million in FY2012 due mainly to the disposal of some investment shares.

Trade and other receivables decreased by US\$4.7 million in FY2012 due mainly to lower sales in FY2012 and some bad debts written off in FY2012.

Inventory decreased by US\$7.2 million in FY2012 due mainly to disposal of obsolescence inventories and provision for obsolescence inventories in FY2012.

Assets held for sale under Singapore Financial Reporting Standards 105 decreased by US\$5.1 million in FY2012 due mainly to the disposal of office premises in Singapore which was completed on 29 June 2012.

Available-for-sale financial assets decreased by US\$0.2 million in FY2012 due mainly to fair value loss on investment.

Property, plant and equipment increased by US\$5.7 million in FY2012 due mainly to properties revaluation held in Shanghai, Suzhou, and Taiwan.

Intangible assets decreased by US\$1.8 million due mainly to goodwill written off from the investment in subsidiaries.

Trade and other payables decreased by US\$4.6 million in FY2012 due mainly to lower purchase in FY2012.

Current and non-current borrowing increased by US\$6.2 million in FY2012 due mainly to increased bank borrowings by the Group in Singapore.

Deferred income tax liabilities increased by US\$2.4 million in FY2012 due mainly to gain on properties revaluation held in Shanghai, Suzhou, and Taiwan.

Cash Flow Statement

Net cash used in operations activities amounted to US\$6.8 million, an increased of US\$2.5 million compare to FY2011 due mainly to loss from the liquidation of the Group's subsidiaries.

Net cash flow generated from investing activities amounted to US\$5.0 million, an increased of US\$1.2 million compare to FY2011 due mainly to the disposal of office premises in Singapore.

Net cash flow generated from financing activities amounted to US\$1.0 million, an increased of US\$0.5 million compare to FY2011 due mainly to the issue of placement shares.

Overall, the Group recorded a net decrease in cash and cash equivalent of US\$0.7 million in FY2012 compared to FY2011.

FY2013 vs FY2012

Comprehensive Income Statement

The Group's revenue decreased by 11.2% or US\$4.8 million from US\$42.7 million to US\$37.9 million due mainly to a weaker demand in the electronic components market.

The Group's gross profit decreased by US\$0.05 million and became gross loss amounting to US\$0.04 million due mainly to disposal of obsolete inventories and lower selling price of components in the People's Republic of China.

Other income increased by 40.2% or US\$0.1 million to US\$0.4 million due mainly to rental income generated from the Group's properties in Shanghai.

Other losses decreased by 71.4% or US\$6.0 million to US\$2.4 million due mainly to the liquidation of the Group's subsidiaries and intangible assets written off from the investment in subsidiaries in FY2012.

Distribution and marketing expenses decreased by 57.9% or US\$2.4 million to US\$1.8 million due mainly to reduction in provision for bad debts and reversal of obsolete inventories following the disposal in FY2013.

Administrative expenses decreased by 21.4% or US\$1.3 million to US\$4.9 million due mainly to further reductions in staff headcount resulting from a cost cutting exercise undertaken by the Group.

Finance expenses increased by 35.2% or US\$0.6 million to US\$2.5 million due mainly to higher bank interest on foreign currency borrowings.

Income tax expense decreased by 45.8% or US\$0.3 million to US\$0.3 million due mainly to operational losses in the Group.

Overall, the Group reported a loss after tax and before minority interests of US\$11.5 million in FY2013, compared to a loss after tax and before minority interests of US\$20.8 million in FY2012.

Balance Sheet

Cash and cash equivalents decreased by US\$7.8 million to US\$6.3 million in FY2013 due mainly to repayment of bank loans.

Available-for-sale financial assets decreased by US\$0.1 million to US\$0.001 million in FY2013 due mainly to the disposal of the Group's investment shares in Singapore.

Trade and other receivables decreased by US\$2.0 million to US\$17.1 million in FY2013 due mainly to lower sales generated.

Inventory decreased by US\$2.9 million to US\$6.1 million in FY2013 due mainly to disposal of obsolete inventories and provision for obsolete inventories.

Available-for-sale financial assets decreased by US\$1.0 million to US\$2.2 million in FY2013 due mainly to the investments written off in the People's Republic of China and fair value loss on investment in Taiwan.

Investment properties increased by US\$3.1 million to US\$3.3 million in FY2013 as a result of re-classification of the Group's properties in Shanghai as these properties were rented out.

Property, plant and equipment increased by US\$23.1 million to US\$54.4 million in FY2013 due mainly to revaluation of properties held in Suzhou and Taiwan.

Trade and other payables increased by US\$9.7 million to US\$22.0 million in FY2013 due mainly to longer credit terms extended by suppliers.

Current and non-current borrowing decreased by US\$13.0 million to US\$36.0 million in FY2013 due mainly to repayment of bank loans.

Deferred income tax liabilities decreased by US\$2.1 million to US\$1.0 million in FY2013 due mainly to the tax adjustment on the Group's properties revaluation in Suzhou.

Cash Flow Statement

Cash flow from operations increased from US\$6.8 million deficit in FY2012 to US\$2.2 million surplus in FY2013 due mainly to better accounts receivable collection and longer credit terms extended by suppliers.

Cash flow from investing was reduced from US\$5.0 million surplus in FY2012 to US\$1.4 million deficit in FY2013 due mainly to purchase of machinery in FY2013 and disposal of office premises in Singapore in FY2012.

Cash flow use in financing was reduced from US\$1.0 million in FY2012 to US\$0.1 million in FY2013 due mainly to loan from directors and decrease in bank deposit.

Overall, the Group recorded a net increase in cash and cash equivalent of US\$0.9 million in FY2013 compared to FY2012.

FY2014 vs FY2013

Statement of Comprehensive Income

The Group revenue decreased by 33.9% or US\$12.9 million from US\$38.0 million to US\$25.1 million mainly due to the scaling down of the Group's distribution business.

Gross loss increased by US\$1.7 million to US\$1.7 million due mainly to the disposal of excess and slow moving inventories below cost under the Group's manufacturing business.

Other income decreased by 40.7% from US\$0.3 million to US\$0.2 million due mainly to lower interest income from the fixed deposits as most of the fixed deposits were used to repay part of the bank loans.

Other gain amounted to US\$0.4 million as compared to the other loss of US\$2.4 million in FY2013 due mainly to (i) US\$1 million gain on the disposal of the Group's subsidiary namely Europtronic (Singapore) Pte Ltd ("ESPL"), as announced on 26 September 2014. (ii) US\$0.9 million gain on the disposal of the Group's interest held in Tecstar Technology Co. Ltd ("Tecstar") in Taiwan as compared to US\$1 million impairment loss on Tecstar in FY2013. (iii) US\$1.7 million impairment loss on non trade receivable as compared to US\$1.5 million in FY2013.

Distribution and marketing expenses decreased by 44.1% or US\$0.8 million to US\$1.0 million due mainly to a reduction in staff headcounts resulting from a cost cutting exercise undertaken by the Group.

Finance expenses decreased by 45.5% or US\$1.1 million to US\$1.3 million due mainly to a reduction in bank interest arising from the foreign currency borrowing and saving in finance cost following repayment of bank loans.

Overall, the Group reported a reduced loss after tax and before minority interests of US\$8.4 million in FY2014 compared to a loss after tax and before minority interests of US\$11.5 million in FY2013.

Balance Sheet

Cash and cash equivalents decreased by US\$3.0 million to US\$3.2 million in FY2014 as most of the fixed deposits were used to repay part of the bank loans.

Trade and other receivables decreased by US\$6.3 million to US\$10.9 million in FY2014, which were in line with lower sales generated in FY2014.

Inventories decreased by US\$1.8 million to US\$4.3 million in FY2014 due to the disposal of excess and slow moving inventories under the Group's manufacturing business.

Available-for-sale financial assets decreased by US\$2.2 million to nil in FY2014 due to the disposal of interest in Tecstar.

Property, plant and equipment decreased by US\$12.0 million to US\$42.5 million in FY2014 mainly due to downward revaluation of the Group's properties held in Suzhou.

Trade and other payables decreased by US\$0.9 million to US\$21.1 million in FY2014 due to reduced purchases, which were in line with lower sales.

Current income tax liabilities decreased by US\$0.1 million to US\$0.1 million in FY2014 due to reduced in profit.

Current borrowings decreased by US\$11.6 million to US\$22.2 million in FY2014 due to repayment of bank loans and disposal of ESPL on 26 September 2014. Whilst the Company has agreed to act as the corporate guarantor for the outstanding bank loans and its related interest cost in ESPL, the Company has made a provision of US\$7.1 million as at 31 December 2014.

Deferred income tax liabilities increased by US\$6.3 million to US\$7.3 million in FY2014 due to the deferred income tax taken in as a result of the revaluation on the Group's properties.

Cash Flow Statement

Cash flow provided from operations decreased from US\$2.1 million in FY2013 to US\$0.7 million in FY2014 due mainly to lower sales.

Cash flow provided in investing increased from a deficit of US\$1.3 million in FY2013 to a surplus of US\$0.9 million in FY2014 due mainly to the disposal of interest in Tecstar.

Cash flow used in financing increased from a deficit US\$0.1 million in FY2013 to a surplus US\$1.8 million for FY2014 due to repayment of part of the bank loans.

Overall, the Group recorded a net decrease in cash and cash equivalent of US\$0.2 million in FY2014 compared to FY2013.

Financial Position

4. ***Provide selected data from the balance sheet of the relevant entity or, if it is the holding company or holding entity of a group, the group as at the end of -***
 - (a) ***the most recent completed financial year for which audited financial statements have been published; or***
 - (b) ***if interim financial statements have been published for any subsequent period, that period.***
5. ***The data referred to in paragraph 4 of this Part shall include the line items in the audited or interim balance sheet of the relevant entity or the group, as the case may be, and shall in addition include the following items:-***
 - (a) ***number of shares after any adjustment to reflect the sale of new securities;***
 - (b) ***net assets or liabilities per share; and***
 - (c) ***net assets or liabilities per share after any adjustment to reflect the sale of new securities.***

The audited consolidated balance sheet of the Company as at 31 December 2013 and as at 31 December 2014 are set out below:-

	As at 31 December 2013 (Audited) (US\$'000)	As at 31 December 2014 (Audited) (US\$'000)
ASSETS		
Current assets		
Cash and cash equivalents	6,261	3,227

	As at 31 December 2013 (Audited) (US\$'000)	As at 31 December 2014 (Audited) (US\$'000)
Available-for-sale financial assets	1	1
Trade and other receivables	17,149	10,857
Inventories	6,073	4,276
	29,484	18,361
Non-current assets		
Available-for-sale financial assets	2,186	-
Investment properties	3,303	3,329
Property, plant and equipment	54,431	42,459
Intangible assets	424	406
	60,344	46,194
Total assets	89,828	64,555
LIABILITIES		
Current liabilities		
Trade and other payables	21,994	21,071
Current income tax liabilities	195	66
Provision for corporate guarantee	-	7,083
Borrowings	33,753	22,191
	55,942	50,411
Non-current liabilities		
Borrowings	2,259	2,215
Deferred income tax liabilities	1,046	7,326
	3,305	9,541
Total liabilities	59,247	59,952
NET ASSETS	30,581	4,603
EQUITY		
Capital and reserves attributable to equity holders of the Company		
Share capital	43,950	43,950
Capital and statutory reserve	1,652	1,652
Currency translation reserve	1,095	362
Asset revaluation reserve	37,894	21,884
Fair value reserve	878	-
Share option reserve	132	132
Accumulated losses	(54,949)	(63,306)
	30,652	4,674
Non-controlling interests	(71)	(71)
Total equity	30,581	4,603

	As at 31 December 2013 (Audited) (US\$'000)	As at 31 December 2014 (Audited) (US\$'000)
Net tangible assets per Share ⁽¹⁾ (US cents)	3.90	0.59
Number of issued Shares	786,444,154	786,444,154
Proforma net tangible assets per Share after Placement ⁽²⁾ (US cents)	3.47	0.72
Number of issued Shares after Placement	943,732,154	943,732,154

* Other payables inclusive of US\$4.0 million loan from a Shareholder.

Notes:-

- (1) Net tangible assets per Share has been computed based on shareholders' equity adjusted for goodwill arising from consolidation, intangible assets and minority interests.
- (2) the proforma net tangible assets per Share after the Placement has been computed based on the following:-
 - (a) that the price for each Placement Share is S\$0.019;
 - (b) that the size of the Placement is 157,288,000 new Shares;
 - (c) that the Net Proceeds from the Placement is approximately S\$2,918,472 (equivalent to approximately US\$2,194,340 based on an exchange rate of S\$1 to US\$1.33 as at the Latest Practicable Date, extracted from the website, www.oanda.com/convert/fxdailyH); and
 - (d) that the Placement Shares have been issued at the end of the financial year.

Liquidity and Capital Resources

6. Provide an evaluation of the material sources and amounts of cash flows from operating, investing and financial activities in respect of -

- (a) the most recent completed financial year for which financial statements have been published; and**
- (b) if interim financial statements have been published for any subsequent period, that period.**

An evaluation of the material resources and amount of cash flows from operating, investing and financing activities of the Group are set out below:-

	FY2013 (Audited) (US\$'000)	FY2014 (Audited) (US\$'000)
Cash flows from operating activities:		
Net loss before tax	(11,166)	(8,324)
Adjustments for:		
- Write back of allowance for inventories obsolescence	(691)	(678)
- Amortisation of intangible assets	11	11
- Bad debts written off	164	-
- Depreciation of property, plant and equipment	2,139	2,744

	FY2013 (Audited) (US\$'000)	FY2014 (Audited) (US\$'000)
- Net gain on disposal of subsidiary	-	(1,437)
- Fair value gain on investment properties	-	(26)
- Loss/(gain) on disposal of available-for-sale financial assets	(51)	275
- Loss/(gain) on disposal of property, plant and equipment	(41)	19
- Loss on disposal of intangible assets	9	-
- Dividend income	(88)	(38)
- Interest income	(106)	(16)
- Finance expense	2,453	1,337
- Impairment of non-trade receivables	1,531	1,700
- Impairment loss on available-for-sale financial assets	1,032	-
- Reclassification from other comprehensive income on disposal of available-for-sale financial assets	-	(878)
- Currency exchange differences	(72)	(12)
	(4,876)	(5,323)
Changes in working capital		
- Inventories	3,542	2,475
- Trade and other receivables	267	1,099
- Trade and other payables	3,853	2,831
Cash generated from operations	2,786	1,082
Interest received	106	16
Interest paid	(520)	(224)
Income tax paid	(235)	(162)
Net cash provided by/(used in) operating activities	2,137	712
Cash flows from investing activities:		
Additions of property, plant and equipment	(1,486)	(993)
Disposal of available-for-sale financial assets	117	1,902
Disposal of intangible assets	10	-
Disposal of property, plant and equipment	45	1
Net cash provided by/(used in) investing activities	(1,314)	910
Cash flows from financing activities:		
Bank deposit pledged to bank	(900)	(204)
Bank deposit released from pledge	9,635	3,020
Proceeds from re-issuance of treasury shares	492	-
Proceeds from loan from directors	5,847	1,064
Repayments of provision for corporate guarantee	-	(414)
Proceeds from borrowings	70,000	57,301
Repayment of borrowings	(83,520)	(62,176)
Proceeds from finance lease liabilities	1,226	3,074
Repayment of finance lease liabilities	(722)	(2,392)
Interest paid	(1,933)	(1,113)
Net cash (used in)/provided by financing activities	125	(1,840)
Net (decrease)/increase in cash and cash equivalents	948	(218)

	FY2013 (Audited) (US\$'000)	FY2014 (Audited) (US\$'000)
Cash and cash equivalents		
Beginning of financial year	2,497	3,445
End of financial year	3,445	3,227

Please refer to paragraph 3 of Part V above for a narration of the cash flow statements of the Group for the various financial years of the Company.

7. ***Provide a statement by the directors or equivalent persons of the relevant entity as to whether, in their reasonable opinion, the working capital available to the relevant entity or, if it is the holding company or holding entity of a group, to the group, as at the date of lodgement of the offer information statement, is sufficient for present requirements and, if insufficient, how the additional working capital considered by the directors or equivalent persons to be necessary is proposed to be provided.***

The Directors of the Company are of the reasonable opinion that, after taking into consideration the present banking facilities and the Net Proceeds from the Placement, the Group will have sufficient financial resources to meet its present working capital requirements as at the date of lodgement of this Offer Information Statement.

8. ***If the relevant entity or any other entity in the group is in breach of any of the terms and conditions or covenants associated with any credit arrangement or bank loan which could materially affect the relevant entity's financial position and results or business operations, or the investments by holders of securities in the relevant entity, provide -***

- (a) a statement of that fact;***
- (b) details of the credit arrangement or bank loan; and***
- (c) any action taken or to be taken by the relevant entity or other entity in the group, as the case may be, to rectify the situation (including the status of any restructuring negotiations or agreement, if applicable).***

To the best of the Directors' knowledge, the Group is not in breach of any of the terms and conditions or covenants associated with any credit arrangement or bank loan which could materially affect the Group's financial position and results or business operations, or the investments by holders of securities in the Company.

Trend Information and Profit Forecast or Profit Estimate

9. *Discuss, for at least the current financial year, the business and financial prospects of the relevant entity or, if it is the holding company or holding entity of a group, the group, as well as any known trends, uncertainties, demands, commitments or events that are reasonably likely to have a material effect on net sales or revenues, profitability, liquidity or capital resources, or that would cause financial information disclosed in the offer information statement to be not necessarily indicative of the future operating results or financial condition. If there are no such trends, uncertainties, demands, commitments or events, provide an appropriate statement to that effect.*

Save as disclosed in the public announcements made by the Company and in this Offer Information Statement, the Directors are not aware of any known trends, uncertainties, demands, commitments or events that are reasonably likely to have a material effect on the net sales or revenues, profitability, liquidity or capital resources, or that would cause financial information disclosed in this Offer Information Statement to be not necessarily indicative of the future operating results or financial condition.

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10. *Where a profit forecast is disclosed, state the extent to which projected sales or revenues are based on secured contracts or orders, and the reasons for expecting to achieve the projected sales or revenues and profits, and discuss the impact of any likely change in business and operating conditions on the forecast.*

No profit forecast is disclosed in this Offer Information Statement.

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11. *Where a profit forecast or profit estimate is disclosed, state all principal assumptions, if any, upon which the directors or equivalent persons of the relevant entity have based their profit forecast or profit estimate, as the case may be.*

No profit forecast is disclosed in this Offer Information Statement.

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12. *Where a profit forecast is disclosed, include a statement by an auditor of the relevant entity as to whether the profit forecast is properly prepared on the basis of the assumptions referred to in paragraph 11 of this Part, is consistent with the accounting policies adopted by the relevant entity, and is presented in accordance with the accounting standards adopted by the relevant entity in the preparation of its financial statements.*

No profit forecast is disclosed in this Offer Information Statement.

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13. *Where the profit forecast disclosed is in respect of a period ending on a date not later than the end of the current financial year of the relevant entity, provide in addition to the statement referred to in paragraph 12 of this part -*
- (a) a statement by the issue manager to the offer, or any other person whose profession or reputation gives authority to the statement made by him, that the profit forecast has been stated by the directors or equivalent persons of the relevant entity after due and careful enquiry and consideration; or*
 - (b) a statement by an auditor of the relevant entity, prepared on the basis of his examination of the evidence supporting the assumptions referred to in paragraph 11 of this Part and in accordance with the Singapore Standards on Auditing or such other auditing standards as may be approved in any particular case by the Authority, to the effect that no matter has come to his attention which gives him reason to believe that the assumptions do not provide reasonable grounds for the profit forecast.*

No profit forecast is disclosed in this Offer Information Statement.

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14. *Where the profit forecast disclosed is in respect of a period ending on a date after the end of the current financial year of the relevant entity, provide in addition to the statement referred to in paragraph 12 of this Part -*
- (a) a statement by the issue manager to the offer, or any other person whose profession or reputation gives authority to the statement made by him, prepared on the basis of his examination of the evidence supporting the assumptions referred to in paragraph 11 of this Part, to the effect that no matter has come to his attention which gives him reason to believe that the assumptions do not provide reasonable grounds for the profit forecast; or*
 - (b) a statement by an auditor of the relevant entity, prepared on the basis of his examination of the evidence supporting the assumptions referred to in paragraph 11 of this Part and in accordance with the Singapore Standards on Auditing or such other auditing standards as may be approved in any particular case by the Authority, to the effect that no matter has come to his attention which gives him reason to believe that the assumptions do not provide reasonable grounds for the profit forecast.*

No profit forecast is disclosed in this Offer Information Statement.

Significant Changes

15. Disclose any event that has occurred from the end of -

- (a) the most recent completed financial year for which financial statements have been published; or**
- (b) if interim financial statements have been published for any subsequent period, that period,**

to the latest practicable date which may have a material effect on the financial position and results of the relevant entity or, if it is the holding company or holding entity of a group, the group, or, if there is no such event, provide an appropriate negative statement.

Save as disclosed in this Offer Information Statement and any announcements which have already been released to the public, the Directors are not aware of any event which has occurred since 31 December 2014 up to the Latest Practicable Date which may have a material effect on the financial position and results of the Group provided in its audited consolidated financial statements for the financial year ended 31 December 2014 announced by the Company via the SGXNET on 8 April 2015.

Meaning of “published”

16. In this Part, “published” includes publication in a prospectus, in an annual report or on the SGXNET.

Noted.

PART VI – THE OFFER AND LISTING

Offer and Listing Details

1. Indicate the price at which the securities are being offered and the amount of any expense specifically charged to the subscriber or purchaser. If it is not possible to state the offer price at the date of lodgement of the offer information statement, the method by which the offer price is to be determined must be explained.

Placement Price : S\$0.019 for each Placement Share

Save for such expenses which may be incurred by the Subscribers, no expenses incurred by the Company in respect of the Placement will be specifically charged to the Subscribers.

2. *If there is no established market for the securities being offered, provide information regarding the manner of determining the offer price, the exercise price or conversion price, if any, including the person who establishes the price or is responsible for the determination of the price, the various factors considered in such determination and the parameters or elements used as a basis for determining the price.*

The Shares are, and the Placement Shares will be, traded on the Mainboard of the SGX-ST.

3. *If -*

- (a) *any of the relevant entity's shareholders or equity interest-holders have pre-emptive rights to subscribe for or purchase the securities being offered; and*
- (b) *the exercise of the rights by the shareholder or equity interest-holder is restricted, withdrawn or waived,*

indicate the reasons for such restriction, withdrawal or waiver, the beneficiary of such restriction, withdrawal or waiver, if any, and the basis for the offer price.

Not applicable.

4. *If securities of the same class as those securities being offered are listed for quotation on any securities exchange -*

- (a) *in a case where the first-mentioned securities have been listed for quotation on the securities exchange for at least 12 months immediately preceding the latest practicable date, disclose the highest and lowest market prices of the first-mentioned securities -*
- (i) *for each of the 12 calendar months immediately preceding the calendar month in which the latest practicable date falls; and*
- (ii) *for the period from the beginning of the calendar month in which the latest practicable date falls to the latest practicable date; or*

The highest and lowest traded prices and volume of the Shares traded on the Main Board of the SGX-ST during each of the last 12 calendar months immediately preceding May 2015, being the calendar month in which the Latest Practicable Date falls, and for the period from 1 May 2015 to the Latest Practicable Date were as follows:-

Month	Price Range		Volume of Shares Traded
	High (S\$)	Low (S\$)	
May 2014	0.045	0.040	14,709,000

Month	Price Range		Volume of Shares Traded
	High (S\$)	Low (S\$)	
June 2014	0.043	0.039	9,979,000
July 2014	0.040	0.032	5,989,000
August 2014	0.030	0.020	6,815,000
September 2014	0.029	0.018	2,508,000
October 2014	0.027	0.015	2,362,000
November 2014	0.033	0.017	3,861,000
December 2014	0.029	0.019	2,359,000
January 2015	0.026	0.015	4,767,000
February 2015	0.030	0.016	11,551,000
March 2015	0.022	0.015	1,598,000
April 2015	0.029	0.015	70,140,000
1 May 2015 to the Latest Practicable Date	0.023	0.017	1,346,000

Source: Bloomberg L.P. The Company has not sought consent from Bloomberg L.P. for the inclusion of the price range and volume of Shares quoted under this section and Bloomberg L.P. is thereby not liable for such information under Sections 253 and 254 of the Securities and Futures Act. The Company has included the above price range and volume of Shares in their proper form and context in this Offer Information Statement and has not verified the accuracy of these statements.

(b) in a case where the first-mentioned securities have been listed for quotation on the securities exchange for less than 12 months immediately preceding the latest practicable date, disclose the highest and lowest market prices of the first mentioned securities -

- (i) for each calendar month immediately preceding the calendar month in which the latest practicable date falls; and**
- (ii) for the period from the beginning of the calendar month in which the latest practicable date falls to the latest practicable date;**

Not applicable. The Shares have been listed on the Mainboard of the SGX-ST since 5 April 2002.

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- (c) *disclose any significant trading suspension that has occurred on the securities exchange during the 3 years immediately preceding the latest practicable date or, if the securities have been listed for quotation for less than 3 years, during the period from the date on which the securities were first listed to the latest practicable date; and*

There has been no significant trading suspension of the Company's securities listed on the Mainboard of the SGX-ST during the three years immediately preceding the Latest Practicable Date.

-
- (d) *disclose information on any lack of liquidity, if the securities are not regularly traded on the securities exchange.*

The Shares are regularly traded on the Mainboard of the SGX-ST.

5. *Where the securities being offered are not identical to the securities already issued by the relevant entity, provide -*

- (a) *a statement of the rights, preferences and restrictions attached to the securities being offered; and*
- (b) *an indication of the resolutions, authorisations and approvals by virtue of which the entity may create or issue further securities, to rank in priority to or pari passu with the securities being offered.*

The Placement Shares, when issued and fully paid, will rank *pari passu* in all respects with the existing Shares, save that it shall not rank for any entitlements, distributions, dividends or rights (if any), the record date in respect of which falls on or prior to the date of completion of the allotment and issue of the Placement Shares.

Plan of Distribution

6. *Indicate the amount, and outline briefly the plan of distribution, of the securities that are to be offered otherwise than through underwriters. If the securities are to be offered through the selling efforts of any broker or dealer, describe the plan of distribution and the terms of any agreement or understanding with such entities. If known, identify each broker or dealer that will participate in the offer and state the amount to be offered through each broker or dealer.*

Not applicable.

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7. ***Provide a summary of the features of the underwriting relationship together with the amount of securities being underwritten by each underwriter.***

Not applicable as the Placement is not underwritten.

PART VII – ADDITIONAL INFORMATION

Statements by Experts

1. ***Where a statement or report attributed to a person as an expert is included in the offer information statement, provide such person's name, address and qualifications.***

No statement or report made by an expert is included in this Offer Information Statement.

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2. ***Where the offer information statement contains any statement (including what purports to be a copy of, or extract from, a report, memorandum or valuation) made by an expert -***

- (a) state the date on which the statement was made;***
- (b) state whether or not it was prepared by the expert for the purpose of incorporation in the offer information statement; and***
- (c) include a statement that the expert has given, and has not withdrawn, his written consent to the issue of the offer information statement with the inclusion of the statement in the form and context in which it is included in the offer information statement.***

No statement or report made by an expert is included in this Offer Information Statement.

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3. ***The information referred to in paragraphs 1 and 2 of this Part need not be provided in the offer information statement if the statement attributed to the expert is a statement to which the exemption under regulation 26(2) or (3) applies.***

Noted.

Consents from Issue Managers and Underwriters

4. *Where a person is named in the offer information statement as the issue manager or underwriter (but not a sub-underwriter) to the offer, include a statement that the person has given, and has not withdrawn, his written consent to being named in the offer information statement as the issue manager or underwriter, as the case may be, to the offer.*

No issue manager or underwriter has been appointed in relation to the Placement.

Other Matters

5. *Include particulars of any other matters not disclosed under any other paragraph of this Schedule which could materially affect, directly or indirectly -*

(i) *the relevant entity's business operations or financial position or results;*
or

(ii) *investments by holders of securities in the relevant entity.*

Save as disclosed in this Offer Information Statement, the Directors are not aware of any other matter not disclosed under any other paragraph of this Offer Information Statement which could materially affect, directly or indirectly:-

- (a) the Company's business operations or financial position or results; or
- (b) investments by holders of securities in the Company.

PART VIII : ADDITIONAL INFORMATION REQUIRED FOR OFFER OF DEBENTURES OR UNITS OF DEBENTURES

Not applicable.

PART IX : ADDITIONAL INFORMATION REQUIRED FOR CONVERTIBLE DEBENTURES

Not applicable.

PART X : ADDITIONAL INFORMATION REQUIRED FOR OFFER OF SECURITIES BY WAY OF RIGHTS ISSUE

Not applicable.

The Directors collectively and individually accept full responsibility for the accuracy of the information given in this Offer Information Statement and confirm after making all reasonable enquiries that, to the best of their knowledge and belief, this Offer Information Statement constitutes full and true disclosure of all material facts about the Placement, the Company and its subsidiaries, and the Directors are not aware of any facts the omission of which would make any statement in this Offer Information Statement misleading. Where information in this Offer Information Statement 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 Offer Information Statement in its proper form and context.

Dated this 11th day of May 2015

FOR AND ON BEHALF OF EUROPTRONIC GROUP LTD

Board of Directors

HUANG SHIH-AN
Director

HUANG CHUANG SHUEH-OU
Director

HUANG CHIEN-HUNG
Director
Signed by Huang Shih-An
on behalf of Huang Chien-Hung

ANTHONY ANG MENG HUAT
Director
Signed by Huang Shih-An
on behalf of Anthony Ang Meng Huat

TAN SEK KHEE
Director

LIN CHIEN
Director
Signed by Huang Shih-An
on behalf of Lin Chien