

# NauticAWT Limited

(Company Registration Number: 201108075C)

(Incorporated in the Republic of Singapore)

---

## PROPOSED PLACEMENT OF AN AGGREGATE OF 15,000,000 NEW ORDINARY SHARES IN THE CAPITAL OF NAUTICAWT LIMITED FOR AN AGGREGATE PLACEMENT CONSIDERATION OF S\$2,610,000

---

### 1 INTRODUCTION

- 1.1 The board of directors (the “**Board**” or the “**Directors**”) of NauticAWT Limited (the “**Company**”, and together with its subsidiaries, the “**Group**”) wishes to announce that the Company has on 16 June 2016, entered into a subscription agreement (the “**Subscription Agreement**”) with HARPS Holdings Pte. Ltd. (“**HARPS**”), pursuant to which the Company proposes to issue to HARPS an aggregate of 15,000,000 new ordinary shares in the capital of the Company (the “**New Shares**”) at an issue price of S\$0.174 per New Share (the “**Issue Price**”) to HARPS, thereby raising gross proceeds of S\$2,610,000 (the “**Placement**”).
- 1.2 The New Shares are to be issued to HARPS pursuant to Section 272B of the Securities and Futures Act, Chapter 289 of Singapore. Hence, no prospectus or offer information statement in connection with the Placement will be lodged with the Singapore Exchange Securities Trading Limited (the “**SGX-ST**”) acting as agent on behalf of the Monetary Authority of Singapore.
- 1.3 Pursuant to Rule 803 of Listing Manual Section B: Rules of Catalist of the SGX-ST (the “**Rules of Catalist**”), the Company has confirmed that it will not, pursuant to the Placement, issue the New Shares to transfer a controlling interest of the Company without the prior approval of shareholders of the Company (“**Shareholders**”) in a general meeting. The New Shares will not be issued to any person who is a Director or a substantial Shareholder, or any other person falling within the categories set out in Rule 812(1) of the Rules of Catalist.

### 2 THE PLACEMENT

- 2.1 The Issue Price of S\$0.174 per New Share represents a premium of approximately 20.0% to the volume weighted average price (“**VWAP**”) of S\$0.1450 per ordinary share for trades done on the Catalist of the SGX-ST on 10 June 2016, being the full market day on which trades were recorded on the Catalist of the SGX-ST preceding the date on which the Subscription Agreement was signed.
- 2.2 The New Shares will be issued in two tranches to align with the Company’s anticipated funding requirements;
  - (a) 10,000,000 New Shares for a placement consideration of S\$1,740,000 to be issued on or around the 25 July 2016; and
  - (b) 5,000,000 New Shares for a placement consideration of S\$870,000 to be issued on or around the 25 October 2016.
- 2.3 The aggregate of 15,000,000 New Shares to be allotted and issued to HARPS, when allotted and issued, will rank in all respects *pari passu* with the existing issued shares in the Company and be free from all pre-emption rights, charges, liens and other encumbrances and with all rights and benefits attaching thereto save that they will not

rank for any dividend, rights, allotments or other distributions, the Record Date (as defined below) of which falls on or before the completion of the Placement. “**Record Date**” means the date fixed by the Company for the purposes of determining entitlements to dividends or other distributions to or rights of holders of shares in the Company.

- 2.4 An application will be made through the Company’s sponsor to the SGX-ST in due course for the listing of and quotation for the New Shares to be allotted and issued to HARPS on the relevant completion date applicable to HARPS. The Company will make the necessary announcements once the approval-in-principle for the listing and quotation of the New Shares has been obtained from the SGX-ST.
- 2.5 The Placement is non-underwritten and no placement agent has been appointed in respect of the Placement. Therefore, no commission or referral fees will be paid to any party.

### 3. INFORMATION ON HARPS

HARPS is a private company limited by shares incorporated in the Republic of Singapore with its registered address at 137 Telok Ayer Street #08-01, Singapore 068602. It is a private investment holding company with main interests in Marine Assets and support services, as well as Upstream Asset Development. HARPS is primarily focused on the African Market, with active operations in Nigeria, Ghana and South Africa. Its subsidiaries are also involved in Ship Management and Marine Base developments. As at the date of this announcement, HARPS does not hold any of the issued share capital of the Company. HARPS was introduced to the Company by the Executive Director and Chief Executive Officer, Mr. John Gronbech.

HARPS’s subscription of the 15,000,000 New Shares is for investment purposes only, and it has no intention of influencing the management of, or exercising control over, the Company. Accordingly, HARPS is not intending to acquire additional shares in the Company such that its shareholding in the Company shall reach 15 per cent or more of the enlarged issued and paid-up share capital of the Company.

HARPS has no connection (including business relationship) with the Company, its Directors and substantial shareholders and is not a person to whom the Company is prohibited from issuing shares, as provided for in Rule 812 of the Catalist Listing Manual of the SGX-ST.

### 4. CONDITIONS TO THE SUBSCRIPTION AGREEMENT

Under the Subscription Agreement, the completion of the Placement is subject to, *inter alia*, the following conditions precedent:

- (a) the approval of the Company’s sponsor, and the listing and quotation notice in respect of the New Shares on the Catalist of the SGX-ST (“**SGX Approval**”) having been obtained (on terms and conditions acceptable to the Company and HARPS, each acting reasonably) and not being revoked or amended;
- (b) any conditions attached to the SGX Approval which is required to be fulfilled on or before the completion date of the Placement (“**Completion Date**”), having been fulfilled on or before that date to the satisfaction of the SGX-ST unless waived by the SGX-ST;
- (c) the Placement not being prohibited by any statute, order, rule, regulation or directive promulgated or issued after the date of the Placement by any legislative, executive or regulatory body or authority of Singapore or elsewhere which is applicable to the Company or HARPS (including but not limited to the SGX-ST);
- (d) there having been, as at the Completion Date, no occurrence of any event nor the discovery of any fact rendering untrue or incorrect in any material respect any of the representations and warranties by both the Company and HARPS as if they were repeated on and as of the Completion Date; and

- (e) the Company or HARPS not in breach of any of the undertakings and covenants given in the Subscription Agreement as at the Completion Date, and if any of such undertakings and covenants are required to be fulfilled on or before the Completion Date, such undertakings and covenants shall have been fulfilled prior to Completion Date.

If any of the conditions precedent set out above is not satisfied or waived in whole or in part by the Company or HARPS on or before the date falling three calendar months after the date of the Subscription Agreement or such other date as HARPS and the Company may agree, HARPS and the Company shall be released and discharged from their respective obligations under the Subscription Agreement, save for any rights and liabilities accrued on or prior to such termination and the liability of the Company to bear its own costs in connection with the negotiation, preparation and execution of the Subscription Agreement.

## **5. FINANCIAL EFFECTS OF THE PLACEMENT**

- 5.1 As at the date of this announcement, the issued and paid up capital of the Company is S\$9,817,395 consisting of 190,965,893 shares. When allotted and issued in full, the Placement will increase the existing issued and paid-up share capital of the Company by approximately S\$2,594,000 to S\$12,411,395, divided into 205,965,893 shares.
- 5.2 The pro forma financial effects of the Placement are presented for illustration purpose only and are not intended to be indicative or reflect the actual future financial situation of the Company and the Group after the completion of the Placement.

The pro forma financial effects of the Placement have been computed based on the audited consolidated financial statements of the Group for the financial year ended 31 December 2015 (“**FY2015**”) as well as the following assumptions:

- (i) the financial effects of the Placement on the loss per Share (“**LPS**”) of the Group are computed assuming that the Placement was completed on 1 January 2015;
- (ii) the financial effects of the Placement on the net tangible assets (“**NTA**”) per Share of the Group are computed assuming that the Placement was completed on 31 December 2015;
- (iii) an average exchange rate for FY2015 of US\$1:S\$1.3742;
- (iv) a closing exchange rate as at 31 December 2015 of US\$1:S\$1.4138; and
- (v) estimated expenses incurred in relation to the Placement of approximately S\$33,000.

### 5.3 LPS

<b>FY2015</b>	<b>Before the Placement</b>	<b>After the Placement</b>
Loss attributable to owners of the Company (S\$)	9,262,053	9,279,053 <sup>(1)</sup>
Weighted average number of shares	174,462,950	190,550,685
LPS (S\$ cents)	5.31	4.87

Note:

(1) After deducting estimated transaction expenses of approximately S\$33,000 incurred in relation to the Placement, of which S\$16,000 will be capitalised against the Company's Share Capital.

### 5.4 Share capital and NTA per Share

<b>As at 31 December 2015</b>	<b>Before the Placement</b>	<b>After the Placement</b>
Share Capital (S\$)	9,817,395	12,411,395
Number of shares	190,965,893	205,965,893
NTA (S\$)	8,254,813	10,831,813
NTA per share (S\$ cents)	4.32	5.26

## 6. RATIONALE OF PLACEMENT AND USE OF PROCEEDS

- 6.1 The estimated net proceeds from the Placement, after deducting estimated fees and expenses of S\$33,000 is approximately S\$2,577,000 (the "**Net Proceeds**").
- 6.2 The Company intends to use the Net Proceeds to further supplement and augment the working capital available to the Group in view of the current challenging and volatile conditions faced by the Group and provide financial flexibility and cash buffer for the Group's existing operations.
- 6.3 The Company will make periodic announcement(s) as to the use of the proceeds from the Placement as and when such proceeds are materially disbursed and whether such use is in accordance with the stated use and in accordance with the percentage allocated. The Company will also provide a status report on the use of the proceeds raised from the Placement in the Company's interim and full-year financial statements issued under Rule 705 of the Listing Manual and the Company's annual report. Where the proceeds have been used for working capital purposes, the Company will provide a breakdown with specific details on how the proceeds have been applied in the relevant announcements and status report. Where there is any material deviation from the stated use of proceeds, the Company will announce the reasons for such deviation.
- 6.4 Pending the deployment of the Net Proceeds, such Net Proceeds may be deposited with banks or financial institutions, invested in short-term money market instruments or marketable securities, and/or used for any other purpose on a short-term basis, as the Directors may deem appropriate in the interests of the Group.
- 6.5 The Directors are of the opinion that, after taking into consideration the present bank facilities, the working capital available to the Group is sufficient to meet its present requirements.
- 6.6 The Directors are of the opinion that, after taking into consideration the present bank facilities and Net Proceeds of the Placement, the working capital available to the Group is sufficient to meet its present requirements.

## **7. SHARE ISSUE MANDATE FOR THE ISSUE OF PLACEMENT SHARES**

- 7.1 The Placement Shares will be issued pursuant to the share issue mandate given by the Shareholders at the annual general meeting of the Company held on 28 April 2016 for the Directors of the Company to allot and issue shares, whereby the aggregate number of shares to be issued shall not exceed 100% of the total number of issued shares (excluding treasury shares) as at 28 April 2016 (“**Share Issue Mandate**”) in the case where shares are issued other than on a pro rata basis to existing Shareholders. The total number of issued shares as at the date of the Share Issue Mandate was passed was 190,965,893 Shares. As such, the total number of shares which may be issued pursuant to the Share Issue Mandate is 95,482,947 shares. No shares had previously been issued pursuant to the Share Issue Mandate, and the proposed allotment and issuance of the New Shares is within the limit of the Share Issue Mandate.
- 7.2 As of the date of this announcement, the Company has an issued and paid-up share capital of 190,965,893 shares and has no treasury shares. The aggregate of 15,000,000 Placement Shares, when allotted and issued in full, will represent approximately 7.85% of the Company’s existing and paid-up capital and approximately 7.28% of the enlarged issued and paid-up share capital of 205,965,893 shares upon completion of the Placement (assuming that no further shares are issued on or prior to the completion of the Placement). Accordingly, the proposed issuance of the New Shares to be issued will fall within the limit of the Share Issue Mandate.

## **8. INTERESTS OF DIRECTORS AND SUBSTANTIAL SHAREHOLDERS**

None of the Directors or substantial shareholders of the Company and their respective associates has any interest, direct or indirect, in the Placement (other than through their shareholdings in the Company, if any).

## **9. CAUTIONARY STATEMENT**

Shareholders and potential investors should exercise caution when trading in shares of the Company, and where in doubt as to the action they should take, they should consult their financial, tax or other professional adviser immediately. The Placement is subject to certain conditions. There is no certainty or assurance as at the date of this announcement that the Placement will be completed or that no changes will be made to the terms thereof.

## **10. RESPONSIBILITY STATEMENT**

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 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 announcement misleading. 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 Subscription Agreement is available for inspection from 9 a.m. to 6 p.m. at the registered office of the Company at 300 Beach Road, #13-02 The Concourse, Singapore 199555 for a period of three (3) months from the date of this announcement.

## 12. ANNOUNCEMENTS

Further announcements in relation to the Placement will be made in due course as and when appropriate.

By Order of the Board

**John Grønbech**

Executive Director and CEO

16 June 2016

---

*This announcement has been prepared by the Company and its contents have been reviewed by the Company's sponsor, Canaccord Genuity Singapore Pte. Ltd. ("**Sponsor**"), for compliance with the relevant rules of the Singapore Exchange Securities Trading Limited (the "**SGX-ST**"). 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.*

*The contact person for the Sponsor is Mr Sebastian Jones, Associate Director, Corporate Finance, Canaccord Genuity Singapore Pte. Ltd. at 77 Robinson Road #21-02 Singapore 068896, telephone (65) 6854 6160.*

---