



AZTECH GROUP LTD.

(Incorporated in Singapore on 6 August 1986)

(Company Registration Number: 198601642R)

Proposed Voluntary Delisting of Aztech Group Ltd.

- Information for Shareholders

1. INTRODUCTION

The Board of Directors of Aztech Group Ltd. (the "**Company**") refers to its announcements of 20 September 2016, 21 September 2016, 22 December 2016, 6 January 2017 and 12 January 2017, and the circular dated 22 December 2016 ("**Circular**") issued by the Company in relation to the proposed voluntary delisting of the Company from the Official List of the Singapore Exchange Securities Trading Limited ("**SGX-ST**") pursuant to Rules 1307 and 1309 of the listing manual of the SGX-ST. All capitalized terms used and not defined herein shall have the same meanings given to them in the Circular.

2. COMPANY'S SHARES WILL BE DELISTED

The Board of Directors of the Company wishes to inform Shareholders that in view that the Exit Offer has been declared unconditional by MKES for and on behalf of the Offeror on 12 January 2017 ("**12 January Announcement**"), **the Company's Shares will be delisted**, regardless of the final acceptance level of the Exit Offer and regardless of whether the acceptance level of the Exit Offer reaches 90% so as to entitle the Offeror to exercise its rights of compulsory acquisition under Section 215(1) of the Companies Act.

As disclosed in the Circular, following the Delisting, it is likely to be difficult for Shareholders who do not accept the Exit Offer to sell their Shares in the absence of a public market for the Shares, as there is no arrangement for such Shareholders to exit. Even if such Shareholders were able to sell their Shares, they would likely receive a lower price as compared with the market prices of the shares of comparable listed companies, or as compared with the Exit Offer Price. Further, any transfer or sale of Shares represented by share certificates will be subject to stamp duty.

3. THERE MAY NOT BE ANY COMPULSORY ACQUISITION

As disclosed in the Circular, pursuant to Section 215(1) of the Companies Act, in the event that the Offeror acquires 90% or more of the total issued Shares (other than those already held by the Offeror, its related corporations and their respective nominees as at the date of the Exit Offer and excluding any Shares held by the Company as treasury Shares), the Offeror would be entitled to exercise the right to compulsorily acquire all the Shares of Shareholders who have not accepted the Exit Offer ("**Dissenting Shareholders**") at a price equal to the Exit Offer Price.

In addition, Shareholders who have not accepted the Exit Offer have the right under and subject to Section 215(3) of the Companies Act, to require the Offeror to acquire their Shares in the event that the Offeror, its related corporations and/or their respective nominees acquire, pursuant to the Exit Offer, such number of Shares which, together with the Shares held by the Offeror, its related corporations and/or their respective nominees, comprise 90% or more of the total issued Shares (excluding treasury Shares).

As announced by MKES for and on behalf of the Offeror in the 12 January Announcement, as at 5.00 p.m. on 12 January 2017, the total number of (a) valid acceptances of the Exit Offer; and (b) Shares owned, controlled or agreed to be acquired by the Offeror and its concert parties, amount to an aggregate of 25,694,989 Shares, representing 52.86% of all the Shares (excluding treasury Shares).

In view of the foregoing, Shareholders should note that **the Offeror may not acquire a sufficient number of Shares pursuant to the Exit Offer for the rights of compulsory acquisition pursuant to Section 215(1) or Section 215(3) of the Companies Act to be exercised.**

In the event neither the Offeror nor the Dissenting Shareholders are entitled to exercise their rights under Section 215(1) and 215(3) of the Companies Act, respectively, the Company will be delisted, and the Shareholders who do not accept that Exit Offer will be left holding Shares in an unlisted company.

4. DIRECTORS' RESPONSIBILITY STATEMENT

The directors of the Company ("**Director**") (including any Director who may have delegated detailed supervision of this announcement) have taken all reasonable care to ensure that the facts stated and opinions expressed herein (other than those relating to the Offeror and parties acting in concert with it) are fair and accurate and that there are no other material facts not contained in this announcement, the omission of which would make any statement in this announcement misleading. Where any information in this announcement has been extracted or reproduced from published or publicly available sources or



obtained from the Offeror, the sole responsibility of the Directors has been to ensure through reasonable enquiries that such information is accurately extracted from such sources or, as the case may be, accurately reflected or reproduced in this announcement. The Directors jointly and severally accept responsibility accordingly.

BY ORDER OF THE BOARD

Pavani Nagarajah
Company Secretary
13 January 2017