



NANOFILM TECHNOLOGIES INTERNATIONAL LIMITED

(Company Registration Number 199902564C)

(Incorporated in Singapore on 13 May 1999)

NOTICE OF TRANSFER AND USE OF TREASURY SHARES

Pursuant to Rule 704(28) of the Listing Manual of the Singapore Exchange Securities Trading Limited, the Board of Directors of Nanofilm Technologies International Limited (the “**Company**”) wishes to announce the following transfer and use of treasury shares:

(a)	Date of the transfer	17 January 2024
(b)	Purpose of the transfer	For settlement of Swap Shares ⁽¹⁾
(c)	Number of treasury shares transferred	3,866,104
(d)	Number of treasury shares before transfer	16,386,800
	Number of treasury shares after transfer	12,520,696
(e)	Percentage of the number of treasury shares against the total number of issued shares before transfer ⁽¹⁾	2.53% ⁽²⁾
	Percentage of the number of treasury shares against the total number of issued shares after transfer ⁽²⁾	1.92% ⁽³⁾
(f)	Value of the treasury shares transferred ⁽³⁾	S\$0.85 per share ⁽⁴⁾

Notes:

- (1) As disclosed on pages 311 to 313 of the Company’s prospectus dated 23 October 2020, the Company, Nanofab Technologies Pte. Ltd. (“**NFT**”) (90% held subsidiary of the Company) and MG Consulting Holdings Pte. Ltd. (“**MG Holdings**”) (which held 10% of NFT), entered into a shareholders’ agreement dated 27 October 2017 (as amended on 1 July 2019, 15 June 2020 and 6 October 2020) in relation to the rights and obligations of the Company and MG Holdings as shareholders of NFT (the “**NFT SHA**”). Pursuant to the NFT SHA, from the date of the Company’s listing (“**Listing Date**”) and up to and including the fifth year following the Listing Date, MG Holdings may within 30 days after the release of the half year financial statements or full year financial statements of the Group on the SGXNet elect by way of written notice (the “**Written Notice**”) to the Company, to effect an exchange of the shares of NFT held by MG Holdings with new shares in the Company to be issued to MG Holdings (the “**Swap Shares**”), provided that NFT has positive profit after tax (the “**Share Swap**”). The 3,866,104 treasury shares are transferred to MG Holdings in settlement of the Swap Shares following the service of a Written Notice by MG Holdings on 22 February 2023. Please refer to the Company’s prospectus for more details. Following completion of the Share Swap, NFT is now a 100% owned subsidiary of the Company.
- (2) The percentage is calculated based on 647,056,310 issued shares (excluding 16,386,800 treasury shares) in the capital of the Company as at 17 January 2024, before the transfer.
- (3) The percentage is calculated based on 650,922,414 issued shares (excluding 12,520,696 treasury shares) in the capital of the Company as at 17 January 2024, after the transfer.
- (4) Based on the volume weighted average price of the shares on 16 January 2024.

BY ORDER OF THE BOARD
NANOFILM TECHNOLOGIES INTERNATIONAL LIMITED

Lim Kian Onn
Chief Financial Officer
17 January 2024