



MSM INTERNATIONAL LIMITED
(Incorporated in Singapore)
(Company Registration No.: 200918800R)

UPDATE

PROPOSED RENOUNCEABLE NON-UNDERWRITTEN RIGHTS ISSUE OF UP TO 22,500,000 NEW ORDINARY SHARES IN THE CAPITAL OF THE COMPANY (“RIGHTS ISSUE”)

1. INTRODUCTION

- 1.1 The board of directors (the “**Board**” or “**Directors**”) of MSM International Limited (the “**Company**”, and together with its subsidiaries, the “**Group**”) refers to the announcements dated 31 March 2019, 4 June 2019 and 26 June 2019 released in respect of the Rights Issue the Company is proposing to offer to all its shareholders (collectively, the “**Rights Issue Announcements**”).
- 1.2 The Company wishes to update shareholders that it is proceeding with the Rights Issue, and all principal terms of the Rights Issue, the rationale for undertaking the Rights Issue and the use of proceeds, among other things, as set out in the Rights Issue Announcements remain the same and have not changed.
- 1.3 Defined terms used in the Rights Issue Announcement shall have the same meanings given to them, unless they are otherwise defined here or if the context does not permit.

2. UPDATE REGARDING APPROVALS

- 2.1 In the 31 March Announcement, the Company announced that the Rights Shares would be issued pursuant to the authority granted by the Shareholders under the general share issue mandate at the annual general meeting of the Company held on 27 July 2018, pursuant to Section 161 of the Companies Act, Chapter 50 of Singapore and Rule 806(2) of the Listing Manual Section B: Rules of Catalist of the SGX-ST.
- 2.2 The Company has on 26 July 2019, convened its annual general meeting for the financial year ended 31 March 2019 and has received approval from its shareholders for a new general share issue mandate (“**2019 General Mandate**”). As such, the Rights Shares will now be issued under the authority of the 2019 General Mandate.
- 2.3 The 2019 General Mandate, amongst other things, authorises the Directors to issue new Shares not exceeding 100 per cent. of the total number of issued Shares (excluding treasury shares and subsidiary holdings) of the Company as at 26 July 2019 (the “**Base Figure**”), provided that the aggregate number of Shares to be issued other than on a pro rata basis to existing Shareholders does not exceed 50 per cent. of the Base Figure.
- 2.4 As at 26 July 2019, the Base Figure was 90,000,000 and the maximum number of Shares that may be issued pursuant to the 2019 General Mandate, on a pro rata basis, is 90,000,000. As at the date of this announcement, no Shares have been issued under the 2019 General Mandate. As the

Company is seeking to issue up to 22,500,000 Rights Shares pursuant to the Rights Issue, the maximum number of new Shares to be issued is below the Base Figure. Specific Shareholders' approval will not be required to be sought for the issue of the Rights Shares.

- 2.5 There are no treasury shares, subsidiary holdings, outstanding share options, share awards or other convertibles as at the date of this announcement. Therefore, based on the Company's Existing Issued Share Capital, assuming the Rights Issue is fully subscribed, the number of Rights Shares to be allotted and issued under the Rights Issue will be 22,500,000 and, upon the Completion of the allotment and issuance of the Rights Shares, the Enlarged Share Capital of the Company will increase to 112,500,000 Shares.

3. INTERESTS OF DIRECTORS AND SUBSTANTIAL SHAREHOLDERS

Save as disclosed in this announcement, none of the Directors and substantial Shareholders, as well as their respective associates, has any interest, direct or indirect, in the Rights Issue (other than through their respective shareholdings in the Company).

4. ANNOUNCEMENTS

Where there are updates, variations or amendments to the terms of the Rights Issue, the Company will make further announcements as and when appropriate.

5. CAUTIONARY STATEMENT

Shareholders and potential investors are advised to exercise caution when dealing or trading in the Shares. The completion of the Rights Issue is subject to certain conditions. As at the date of this announcement, there is no certainty or assurance that the Rights Issue will be completed or that no changes will be made to the terms thereof. The Company will make the necessary announcements when there are further developments.

Shareholders and potential investors are advised to read this announcement and any further announcements by the Company carefully. Shareholders and potential investors should consult their stockbrokers, bank managers, solicitors, accountants, tax advisers or other professional advisers if they have any doubt about the actions they should take.

6. DIRECTORS' 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 proposed Rights Issue and the Group, 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 the announcement in its proper form and context.

Specifically, to the best of their knowledge, the Directors are not aware of any matters not disclosed in this announcement which could materially affect, directly or indirectly, the Company's business operations or financial position or results or investments by the holders of securities in the Company.

BY ORDER OF THE BOARD

CHAN KEE SIENG

Executive Chairman

17 September 2019

This announcement has been prepared by the Company and its contents have been reviewed by the Company's Sponsor, PrimePartners Corporate Finance Pte. Ltd. (the "Sponsor"), in accordance with Rules 226(2)(b) and 753(2) of the Singapore Exchange Securities Trading Limited ("SGX-ST") Listing Manual Section B: Rules of Catalyst.

This announcement has not been examined or approved by the SGX-ST. The SGX-ST assume 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 Ms Jennifer Tan, Associate Director, Continuing Sponsorship (Mailing Address: 16 Collyer Quay, #10-00 Income at Raffles, Singapore 049318 and E-mail: sponsorship@ppcf.com.sg).

This announcement is for information only and does not constitute or form part of any offer or invitation to sell or issue, or any solicitation of any offer to acquire, any Rights Shares or to take up any entitlements to Rights Shares in any jurisdiction in which such an offer or solicitation is unlawful. No person should acquire any Rights Shares except on the basis of the information contained in the Offer Information Statement when issued. The information contained in this announcement should not be distributed, forwarded to or transmitted in or into any jurisdiction where to do so might constitute a violation of applicable securities laws or regulations. The issue, exercise or sale of Rights Shares and the acquisition or purchase of the Rights Shares are subject to specific legal or regulatory restrictions in certain jurisdictions. The Company assumes no responsibility in the event there is a violation by any person of such restrictions.

The unauthorized distribution of this announcement, the Offer Information Statement and the provisional allotment letters and/or the application forms for Rights Shares and excess Rights Shares (when issued by the Company) into jurisdictions other than Singapore may be restricted by law. Persons into whose possession this announcement and such other documents come should inform themselves about and observe any such restrictions. Any failure to comply with these restrictions may constitute a violation of the securities laws of any such jurisdiction. Neither the content of the Company's website nor any website accessible by hyperlinks on the Company's website is incorporated in, or forms part of, this announcement.