

CIRCULAR DATED 16 SEPTEMBER 2016

THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION

If you are in doubt about its contents or the action you should take, you should consult your bank manager, stockbroker, solicitor, accountant or other professional adviser immediately.

If you have sold or transferred all your shares in the capital of Tritech Group Limited (the “**Company**”) held through The Central Depository (Pte) Ltd (“**CDP**”), you need not forward this Circular to the purchaser or transferee as arrangements will be made by CDP for a separate circular to be sent to the purchaser or transferee. If you have sold or transferred all your shares represented by physical share certificate(s), you should immediately forward this Circular together with the Notice of Extraordinary General Meeting and the accompanying Proxy Form immediately to the purchaser or transferee or to the bank, stockbroker or other agent through whom the sale or transfer was effected for onward transmission to the purchaser or the transferee.

This Circular has been prepared by the Company and its contents have been reviewed by the Company’s sponsor, PrimePartners Corporate Finance Pte. Ltd. (the “**Sponsor**”), for compliance with the Singapore Exchange Securities Trading Limited (the “**SGX-ST**”) Listing Manual Section B: Rules of Catalist. The Sponsor has not verified the contents of this Circular.

This Circular has not been examined or approved by the SGX-ST. The Sponsor and the SGX-ST assume no responsibility for the contents of this Circular, including the accuracy, completeness or correctness of any of the information, statements or opinions made or reports contained in this Circular.

The contact person for the Sponsor is Mr Joseph Au, Senior Manager, Continuing Sponsorship, at 16 Collyer Quay, #10-00 Income at Raffles, Singapore 049318, telephone (65) 6229 8088.



TRITECH GROUP LIMITED

(Company Registration No. 200809330R)
(Incorporated in the Republic of Singapore on 13 May 2008)

CIRCULAR TO SHAREHOLDERS

In relation to

THE PROPOSED ISSUE AND ALLOTMENT OF NEW SHARES IN CONNECTION WITH THE PROPOSED CAPITALISATION OF THE SHAREHOLDER LOAN AND OUTSTANDING PURCHASE CONSIDERATION

IMPORTANT DATES AND TIMES

Last date and time for lodgement of Proxy Form	:	1 October 2016 at 2:30 p.m.
Date and time of Extraordinary General Meeting	:	3 October 2016 at 2:30 p.m.
Place of Extraordinary General Meeting	:	31 Changi South Avenue 2 Singapore 486478

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DEFINITIONS

In this Circular the following definitions apply throughout unless otherwise stated:–

“Act” or “Companies Act”	:	The Companies Act (Chapter 50) of Singapore, as amended or modified from time to time
“Auditors”	:	The auditors of the Company for the time being
“Board”	:	The Board of Directors
“Catalist”	:	The sponsor-supervised listing platform of the SGX-ST
“Catalist Rules”	:	The Listing Manual (Section B: Rules of Catalist) of the SGX-ST, as amended or modified from time to time
“CDP”	:	The Central Depository (Pte) Ltd
“Company”	:	Tritech Group Limited
“Constitution”	:	The Constitution of the Company, as amended from time to time
“Controlling Shareholder”	:	A person who:– (a) holds directly or indirectly fifteen per cent. (15%) or more of the total number of issued Shares (excluding treasury shares (unless the SGX-ST determines that such a person is not a controlling shareholder of the Company; or (b) in fact exercises control over the Company
“Director(s)”	:	Director(s) of the Company for the time being
“Dr Cai”	:	Dr Cai Jungang, an Executive Director of the Company for the time being
“Dr Wang”	:	Dr Wang Xiaoning, the Managing Director of the Company for the time being
“EGM”	:	Extraordinary General Meeting, notice of which is given on page 14 of this Circular
“FY”	:	The financial year ended or ending 31 March
“Group”	:	The Company and its subsidiaries
“Independent Director”	:	An independent director of the Company
“Latest Practicable Date”	:	6 September 2016, being the latest practicable date prior to the printing of this Circular

“NAV”	:	Net asset value
“Ordinary Resolution”	:	Ordinary resolution as set out in the notice of EGM which is on page 14 of this Circular
“Outstanding Purchase Consideration”	:	The aggregate sum of S\$800,000 due from the Company to TI for the Company’s acquisition of 54% shareholding interest of Geosoft Pte. Ltd. from TI
“Proposed Capitalisation”	:	The proposed capitalisation of the Shareholder Loan and Outstanding Purchase Consideration into the Subscription Shares at the Subscription Price for each Subscription Share as full and final settlement of the Shareholder Loan and the Outstanding Purchase Consideration
“Proposed Issue”	:	The proposed issue of the Subscription Shares
“Proxy Form”	:	The proxy form in respect of the EGM as set out in this Circular
“SFA”	:	The Securities and Futures Act (Chapter 289) as amended or modified from time to time
“SGX-ST”	:	Singapore Exchange Securities Trading Limited
“Shareholders”	:	Registered holder(s) of the Shares, except that where the registered holder is CDP, the term “Shareholders” shall, in relation to such Shares and where the context admits, mean the persons named as Depositors in the Depository Register maintained by CDP whose Securities Accounts are credited with those Shares
“Shareholder Loan”	:	The unsecured, interest-free loan of S\$4,970,695 provided by TI to the Company which is repayable on demand
“Shares”	:	Ordinary shares in the capital of the Company
“Sponsor”	:	PrimePartners Corporate Finance Pte. Ltd., the continuing sponsor of the Company
“Subscribers”	:	The entities and individuals as identified in section 5.2
“Subscription Agreement”	:	The subscription agreement entered into between TI and the Company on 23 August 2016 for the issue and allotment of the Subscription Shares
“Subscription Price”	:	The issue price of S\$0.0661 per Subscription Share
“Subscription Shares”	:	87,302,496 Shares to be issued and allotted to the Subscribers at the Subscription Price for each Subscription Share

- “Substantial Shareholder”** : A person who holds directly or indirectly five per cent. (5%) or more of the total number of issued Shares (excluding treasury shares)
- “Undertakings”** : Collectively, the undertakings executed by the Subscribers, providing confirmation of certain warranties, representations and undertakings that are required to be given or made by the Subscribers in connection with the Proposed Issue, Proposed Capitalisation and the Subscription Agreement
- “Warrants”** : The warrants issued by the Company pursuant to a bonus issue entitling the holders thereof to subscribe for new Shares pursuant to the exercise thereof, and which are due to expire on 29 March 2019
- “S\$”** : Singapore dollars, the lawful currency of Singapore
- “TI”** : Tritech International Holdings Pte. Ltd. (in voluntary liquidation)
- “%”** : Per centum or percentage

The terms **“Depositor”** and **“Depository Register”** shall have the meanings ascribed to them respectively in Section 81SF of the SFA.

The term **“subsidiary”** shall have the meaning ascribed to it under Section 5 of the 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. References to persons shall, where applicable, include corporations.

Any reference to a time of day in this Circular shall be a reference to Singapore time unless otherwise stated. Any reference to any enactment is a reference to that enactment as for the time being amended or re-enacted.

Any term defined under the SFA, the Act or the Catalist Rules, or any statutory modification thereof and used in this Circular shall, where applicable, have the meaning ascribed to it under the SFA, the Act or the Catalist Rules, or such modification thereof, as the case may be, unless otherwise provided.

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

TRITECH GROUP LIMITED
(Company Registration No. 200809330R)
(Incorporated in the Republic of Singapore on 13 May 2008)

Directors

Professor Yong Kwet Yew (Non-Executive Chairman and Independent Director)
Dr Wang Xiaoning (Managing Director)
Dr Cai Jungang (Executive Director)
Mr Lim Yeok Hua (Independent Director)
Mr Aw Eng Hai (Independent Director)

Registered Office

2 Kaki Bukit Place
#07-00 Trittech Building
Singapore 416180

16 September 2016

To: The Shareholders of Trittech Group Limited

Dear Shareholder,

1. INTRODUCTION

On 23 August 2016, the Company announced that it had, on the same date, entered into the Subscription Agreement with TI for the issue and allotment of the Subscription Shares to the Subscribers at the Subscription Price for each Subscription Share.

The Proposed Issue is intended for the purposes of effecting the Proposed Capitalisation.

The Proposed Issue is subject to, *inter alia*, the approval of Shareholders and the receipt of the notice from the SGX-ST for the listing of and quotation of the Subscription Shares.

The Directors now propose to convene an EGM to be held on 3 October 2016 at 2.30 p.m. at 31 Changi South Avenue 2, Singapore 486478 to seek the approval of Shareholders for the Proposed Issue.

2. PROPOSED CAPITALISATION AND PROPOSED ISSUE

2.1 Shareholder Loan and Outstanding Purchase Consideration

TI had previously provided the Shareholder Loan of S\$4,970,695 to the Company which is repayable on demand. The Shareholder Loan has been used by the Company for working capital purposes.

Additionally, the Outstanding Purchase Consideration due from the Company to TI for the acquisition of 54% of issued and paid-up share capital of Geosoft Pte. Ltd from TI remains outstanding as of the date of this circular. Shareholders should refer to the announcement of the Company dated 22 January 2016 for further details relating to the Outstanding Purchase Consideration and the acquisition of 54% of Geosoft Pte. Ltd. by the Company.

2.2 Proposed Capitalisation

The Company has requested TI to, and TI has agreed to capitalise the entire amount of the Shareholder Loan and the Outstanding Purchase Consideration into the Subscription Shares at the Subscription Price as full and final settlement of the Shareholder Loan and the Outstanding Purchase Consideration Shares, on the terms and subject to the conditions of the Subscription Agreement.

2.3 Subscription Price

The Subscription Price of S\$0.0661 for each Subscription Share is equal to the volume weighted average price of the Shares, as determined by reference to the daily official list published by the SGX-ST, for the five (5) trading days immediately preceding the date of the Subscription Agreement.

The Subscription Price and the terms of the Subscription Agreement were determined on a willing buyer willing seller basis.

2.4 Subscription Shares to be issued to Subscribers

As the liquidator of TI intends to make an interim capital distribution to the shareholders of TI to be satisfied by an in-specie distribution of the Subscription Shares (on a pro-rata basis according to their respective shareholding percentage in TI), the Company agrees to issue and allot, the Subscription Shares to the Subscribers in the proportion as set out in the table in section 5.2 below.

The Subscription Shares will, upon allotment and issue, rank *pari passu* in all respects with the existing Shares, except that they will not be entitled to any dividends, rights, allotments or other distributions, the record date for which occurs on or before the date of issue of the Subscription Shares.

3. CONDITIONS PRECEDENT

3.1 The Proposed Capitalisation and Proposed Issue is conditional upon the fulfilment or satisfaction of, *inter alia*, the following conditions:

- (i) Shareholders' approval being obtained for, *inter alia*, the Proposed Issue (as further elaborated in section 6 below);
- (ii) the receipt of a listing and quotation notice from the SGX-ST for the dealing in and quotation for the Subscription Shares on Catalist ("LQN"), such notice or approval not being revoked, rescinded or cancelled prior to completion and, where such listing and quotation notice is obtained subject to any conditions or restrictions, such conditions or restrictions being reasonably acceptable to TI and the Company (as further elaborated below); and
- (iii) the receipt of undertakings and confirmations from TI and/or the Subscribers that, *inter alia*, they are not and will not be generally acting in concert with any of the other Subscribers or the Director(s) and/or Shareholders, to acquire Shares to obtain or consolidate effective control of the Company, whether in relation to the Subscription Shares or otherwise.

The Company will, through its Sponsor, make an application to the SGX-ST for the listing and quotation of the Subscription Shares on the Catalist. The Company will update shareholders once the LQN in respect of the Subscription Shares has been obtained.

3.2 Pursuant to the Undertakings, each of the Subscribers has confirmed, *inter alia*, that:–

- (i) she/he/it is not and will not be co-operating, pursuant to any agreement, arrangement, undertaking or understanding (whether formal or informal) between such Subscriber, any of the other Subscribers, or the Director(s) or any/or shareholders of the Company, or generally acting in concert with any of the other Subscribers or the Director(s) and/or shareholders of the Company, to acquire Shares to obtain or consolidate effective

control of the Company, whether in relation to their existing Shares held, the Subscription Shares and/or any Shares to be acquired pursuant to the exercise of all of any of the Warrants held by them (if applicable); and

- (ii) she/he/it is not and will not be acting in accordance with the instruction of or under any obligation to any of the other Subscribers, or the Director(s) or shareholders of the Company in relation to any Shares or interest in Shares which such Subscriber holds or owns, whether in relation to their existing Shares held, the Subscription Shares and/or any Shares to be acquired pursuant to the exercise of all of any of the Warrants held by them (if applicable).

4. OTHER SALIENT TERMS OF THE SUBSCRIPTION AGREEMENT

4.1 Interest on Shareholder Loan and Outstanding Purchase Consideration

In the event there is no completion of the Proposed Capitalisation due to, *inter alia*, the Proposed Issue not being approved by shareholders at the EGM, the Shareholder Loan and the Outstanding Purchase Consideration shall remain as amounts due and owing by the Company to TI (or, pursuant to any distribution of such amounts by the liquidator of TI to the Subscribers, to the Subscribers, each in the relevant proportion), repayable on such date or dates to be mutually agreed between the Company and TI or the Subscribers (as the case may be), and TI reserves the right to charge interest on the Shareholder Loan and the Outstanding Purchase Consideration, commencing from the date of the EGM, at such rate per annum to be mutually agreed between the Company and TI or the Subscribers (as the case may be). The Audit Committee will under such circumstance review and ensure that such transactions are entered on an arm's length basis, on normal commercial terms and are not prejudicial to the Company and its minority shareholders.

4.2 Offer pursuant to Private Placement Exemption

The offer of the Subscription Shares pursuant to the Proposed Issue shall be undertaken in accordance with Section 272B of the SFA. As such, no prospectus or offer information statement will be issued by the Company in connection with the Proposed Issue. In this connection, each of the Subscribers has confirmed pursuant to the Undertakings, *inter alia*, that:-

- (i) she/he/it is not and will not be subscribing for any of the Subscription Shares as an agent for or otherwise on behalf of any other person or entity and is or will be subscribing to the Subscription Shares solely for his or its own beneficial account and not with a view to another person acquiring an interest (as defined under Section 4(1) of the SFA) in such Subscription Shares; and
- (ii) she/he/it is not and will not be subscribing for any of the Subscription Shares with a view to such Subscription Shares being subsequently offered for sale to another person, other than in reliance on an exemption under the SFA, Part XIII Offers of Investments, Division 1 – Shares and Debentures, Subdivision (5) – Exemptions (as the same may be amended from time to time).

5. BACKGROUND OF TI AND THE SUBSCRIBERS

5.1 Tritech International Holdings Pte. Ltd.

TI is a company incorporated in Singapore. TI, which used to be a Controlling Shareholder of the Company (holding an approximate 39.2% shareholding interest in the Company as at 8 June 2016), was placed in voluntary liquidation on 28 August 2015.

Following an interim capital distribution by the liquidator of TI satisfied by an in-specie distribution, TI had on 9 June 2016 distributed, *inter alia*, Shares and warrants which it held in the Company to its shareholders, namely Dr Wang, Dr Cai, Dr Loh Chang Kaan, Lee Sui Hee, Adonis Investment Holdings Pte Ltd and Wang Hong (collectively, the “**Subscribers**” and each a “**Subscriber**”).

5.2 Subscribers

It is the Company’s understanding based on, *inter alia*, the Undertakings provided by the Subscribers (as elaborated in section 3.2 above) that the Subscribers are not, and do not intend, to act as a group, or sub-group(s) or otherwise to act in concert with each other in relation to voting of the Shares held by them respectively, whether in relation to their existing Shares held, the Subscription Shares and/or any Shares to be acquired pursuant to the exercise of all of any of the Warrants held by them (if applicable).

The background of the Subscribers (as provided to the Company by each of the respective Subscribers), the number of Subscription Shares and the shareholding percentages of the Subscribers in the Company before and after the Proposed Issue as at the Latest Practicable Date are set out below:

Name of Subscribers	Principal Business Activity/ Occupation ⁽³⁾	Number of Shares in the Company before the Proposed Issue	Number of Warrants in the Company before the Proposed Issue	Number of Subscription Shares	Shareholding percentage in the Company before the Proposed Issue and Warrants conversion ⁽⁴⁾	Shareholding percentage in the Company after the Proposed Issue and full conversion of Warrants ⁽⁵⁾
Dr Wang ⁽¹⁾	Managing Director of the Company	94,273,353	46,886,677	26,400,275	11.91%	13.24%
Dr Cai ⁽¹⁾⁽⁶⁾	Executive Director of the Company	48,726,267	24,113,133	13,575,538	6.15%	6.83%
Dr Loh Chang Kaan	Chief Executive Officer and Director of Terratech Group Limited (a subsidiary of the Company)	32,650,845	16,075,422	9,053,269	4.12%	4.56%
Adonis Investment Holdings Pte Ltd ⁽¹⁾⁽²⁾ (“ Adonis ”)	Investment holding company	52,478,778	27,776,989	15,644,607	6.63%	7.58%
Mr Lee Sui Hee ⁽¹⁾	Businessman	53,624,741	26,812,371	15,085,871	6.77%	7.55%
Mdm Wang Hong	Businesswoman	26,792,370	13,396,185	7,542,936	3.38%	3.77%

Notes:

- (1) Dr Wang, Dr Cai, Adonis and Mr Lee Sui Hee are substantial shareholders of the Company. In addition, Dr Wang and Dr Cai are Directors of the Company.
- (2) The shareholders of Adonis are Wang Khee Pong (Businessman) and Lee Kim Moi (Businesswoman), each holding 50% of the shares in Adonis.
- (3) Based on information provided to the Company as at the Latest Practicable Date.
- (4) Based on 791,865,686 issued Shares as at the Latest Practicable Date.

- (5) Based on 1,265,742,775 issued Shares, assuming the completion of the Proposed Issue and the full exercise of all 386,574,593 outstanding Warrants of the Company as at the Latest Practicable Date, including the Warrants held by all the Subscribers.
- (6) Excluding Dr Cai's deemed interest in 100,000 Shares held by his spouse as at the Latest Practicable Date.

Assuming the completion of the Proposed Issue and the full exercise of all 386,574,593 outstanding warrants of the Company as at the Latest Practicable Date, the issuance of the Subscription Shares will not result in a transfer of a controlling interest in the Company to any Subscriber.

6. SHAREHOLDERS APPROVAL

6.1 Chapter 8 of the Catalist Rules

Section 161 of the Companies Act and Rules 805 and 806 of the Catalist Rules provide that an issuer must obtain the prior approval of shareholders in general meeting for the issue of shares and convertible securities, unless such shares are issued under a general mandate obtained from shareholders in general meeting.

The Company will not be relying on the general mandate obtained from Shareholders at the last annual general meeting held on 26 July 2016, but is seeking a specific approval of Shareholders for the Proposed Issue, for purposes of Section 161 of the Companies Act and Rules 805 and 806 of the Catalist Rules.

Rules 804 and 812 of the Catalist Rules provides that, unless otherwise approved by Shareholders, an issue of shares and convertible securities must not be placed to, *inter alia*, the issuer's directors and substantial shareholders.

As the Subscribers include Directors (Dr Wang and Dr Cai) and Substantial Shareholders (Dr Wang, Dr Cai, Adonis and Mr Lee Sui Hee) having the respective shareholding interest in the Company, as further detailed in section 5.2 of this Circular, the Company will be seeking the approval of Shareholders for the Proposed Issue for the purposes of Rules 804 and 812 of the Catalist Rules.

Accordingly, Dr Wang, Dr Cai, Adonis and Mr Lee Sui Hee will abstain from voting on the resolution approving the Proposed Issue.

6.2 Chapter 9 of the Catalist Rules

Rule 906 of the Listing Manual provides that an issuer must obtain shareholder approval for any interested person transaction of a value equal to, or more than, *inter alia*, five per cent (5%) of the Group's latest audited net tangible assets ("**NTA**").

The issue and allotment of Subscription Shares to some of the Subscribers (namely, Dr Wang and Dr Cai, being Directors of the Company) constitutes an "Interested Person Transaction" within the ambit of Chapter 9 of the Catalist Rules.

As the aggregate value of the Subscription Shares to Dr Wang and Dr Cai (being approximately S\$2,642,401 or 4.2%) does not exceed five per cent (5%) of the Group's latest audited NTA (being S\$62,720,462 as at 31 March 2016), the Company will not be required to seek the approval of Shareholders for the Proposed Issue and Proposed Capitalisation pursuant to Rule 906 of the Catalist Rules.

The Audit Committee of the Company (save for Mr Aw Eng Hai who has abstained from deliberations relating to the Proposed Issue and the Proposed Capitalisation for the reasons stated in section 10 below) having considered *inter alia*, the terms of the Subscription

Agreement and the rationale for the Proposed Issue and the Proposed Capitalisation, are of the opinion that the Proposed Issue and Proposed Capitalisation are on normal commercial terms and are not prejudicial to the interests of the Company and its minority Shareholders.

As at the Latest Practicable Date, save for the Proposed Capitalisation and the Proposed Issue and Directors' fees and remuneration paid to Dr Wang and Dr Cai, there were no interested person transactions entered into by the Group with Dr Wang and/or Dr Cai for the period from 1 April 2016 to the Latest Practicable Date and there were no other interested person transactions entered into by the Group for the period from 1 April 2016 to the Latest Practicable Date.

7. RATIONALE FOR THE PROPOSED ISSUE AND PROPOSED CAPITALISATION

Further to a review of the Group's financial position, the Company has pursuant to the terms of the Subscription Agreement, requested TI and TI has agreed to capitalise the entire amount of the Shareholder Loan and the Outstanding Purchase Consideration in order to strengthen the financial position of the Group.

While the Proposed Issue will not result in any new cash proceeds for the Company, the Proposed Issue and Proposed Capitalisation will enable the Group to preserve its cash position and working capital.

The Directors (save for Dr Wang, Dr Cai and Mr Aw Eng Hai who recused themselves from deliberations for reasons as set out in section 10 below) having considered the terms of the Subscription Agreement, the financial effects and the foregoing rationales of the Proposed Issue and Proposed Capitalisation and after discussion with the management of the Company are of the view that the Proposed Issue and Proposed Capitalisation are in the best interests of the Company.

8. USE OF PROCEEDS

The purpose of the Proposed Issue is to capitalise the Shareholder Loan and the Outstanding Purchase Consideration. There will be no fresh cash injected or paid to the Company in respect of Proposed Issue.

Notwithstanding the above, the Directors are of the opinion that after taking into consideration the present banking facilities of the Group, the working capital available to the Group is sufficient to meet the Group's present requirements.

9. FINANCIAL EFFECTS OF THE PROPOSED ISSUE AND PROPOSED CAPITALISATION

9.1 Assumptions

For illustrative purposes only, based on the latest audited full year results of the Company as at 31 March 2016, the pro forma financial effects of the Proposed Issue and Proposed Capitalisation are calculated based on the following assumptions:

- (a) for the purpose of computing the loss per share ("LPS") of the Group after the completion of the Proposed Issue and Proposed Capitalisation, it is assumed that the Proposed Issue and Proposed Capitalisation were completed concurrently on 1 April 2015;
- (b) for the purpose of computing the NTA and gearing of the Group, it is assumed that the Proposed Issue and Proposed Capitalisation were completed concurrently on 31 March 2016; and
- (c) a total of 87,302,496 Subscription Shares to be issued pursuant to the Proposed Issue and Proposed Capitalisation.

9.2 Share Capital

Share Capital	Number of Issued Shares	Issued Share Capital
Before the Proposed Issue	791,865,686	S\$69,755,147.07
After the Proposed Issue	879,168,182	S\$75,525,842.07

9.3 Loss Per Share

LPS	Loss after Tax (S\$'000)	Number of Issued Shares	S\$ cents
Before the Proposed Issue	(16,708)	791,865,686	(2.11)
After the Proposed Issue	(16,708)	879,168,182	(1.90)

9.4 Net Tangible Assets

NTA	NTA (S\$'000)	Number of Issued Shares	S\$ cents
Before the Proposed Issue	62,720	791,865,686	7.92
After the Proposed Issue	62,720	879,168,182	7.13

9.5 Gearing

Gearing	Total borrowings (S\$'000)	Shareholders' Funds (S\$'000)	Gearing
Before the Proposed Issue	39,048	74,606	52.34%
After the Proposed Issue	33,277	80,377	41.40%

10. INTERESTS OF DIRECTORS AND SUBSTANTIAL SHAREHOLDERS

The liquidator of TI is Mr Aw Eng Hai, who is also an Independent Director of the Company. Save for the aforesaid and save for the Subscribers who are participating in the Proposed Issue and the Proposed Capitalisation and who are either Directors and/or Substantial Shareholders, none of the Directors and/or Substantial Shareholders of the Company has any interest, direct or indirect, in the Proposed Issue and Proposed Capitalisation.

11. ABSTENTION FROM VOTING AT EGM

Dr Wang and Dr Cai (being Directors and substantial shareholders) and Adonis and Mr Lee Sui Hee (being substantial shareholders) as well as their respective associates shall abstain from voting on the Ordinary Resolution set out in the Notice of EGM in respect of their shareholdings in the Company. None of them or their associates shall accept any nominations as proxies unless specific instructions have been given in the proxy instrument by the Shareholders appointing them on how they wish their votes to be cast.

12. EXTRAORDINARY GENERAL MEETING

The EGM, notice of which is set out at page 14 of this Circular, will be held at 31 Changi South Avenue 2, Singapore 486478 on 3 October 2016 at 2.30 p.m., for the purpose of considering and, if thought fit, passing with or without any modification, the Ordinary Resolution set out in the Notice of EGM.

13. ACTION TO BE TAKEN BY SHAREHOLDERS

Shareholders who are unable to attend the EGM and who wish to appoint a proxy or proxies to attend and vote on their behalf should complete, sign and return the Proxy Form attached to the Notice of EGM in accordance with the instructions printed therein as soon as possible and, in any event, so as to arrive at the registered office of the Company at 2 Kaki Bukit Place, #07-00 Tritech Building, Singapore 416180, not later than 48 hours before the time fixed for the EGM. The appointment of a proxy by a Shareholder does not preclude him from attending and voting in person at the EGM if he so wishes in place of the proxy.

A Depositor shall not be regarded as a member of the Company entitled to attend the EGM and to speak and vote thereat unless his name appears on the Depository Register maintained by CDP at least 72 hours before the time fixed for the EGM or any adjournment thereof.

14. DIRECTORS' RECOMMENDATION

The Board (save for Dr Wang, Dr Cai and Mr Aw Eng Hai abstaining for the reasons stated in section 10 above) are of the opinion that the Proposed Issue and the Proposed Capitalisation are in the best interests of the Company and accordingly recommend that Shareholders vote in favour of the Ordinary Resolution relating to the Proposed Issue to be proposed at the EGM as set out in the Notice of EGM.

15. DIRECTORS RESPONSIBILITY STATEMENT

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

16. DOCUMENTS FOR INSPECTION

Copies of the following documents are available for inspection during the normal office hours at the registered office of the Company at 2 Kaki Bukit Place, #07-00 Tritech Building, Singapore 416180 from the date of this Circular up to the date of this EGM:

- (a) the Constitution of the Company;
- (b) the Undertakings;
- (c) the Subscription Agreement; and
- (d) the Annual Report of the Company for FY2016.

Yours faithfully

For and on behalf of the Board of Directors of
TRITECH GROUP LIMITED

Dr Wang Xiaoning
Managing Director

16 September 2016

TRITECH GROUP LIMITED

(Company Registration No. 200809330R)
(Incorporated in the Republic of Singapore on 13 May 2008)

NOTICE OF EXTRAORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN THAT an Extraordinary General Meeting of Trittech Group Limited (the “**Company**”) will be held at 31 Changi South Avenue 2, Singapore 486478 on 3 October 2016 at 2.30 p.m., for the purpose of considering and, if thought fit, passing (with or without any modifications) the following resolution:

All capitalized terms in this notice, which are not defined herein, shall have the same meanings ascribed to them in the Circular to Shareholders of the Company dated 16 September 2016.

ORDINARY RESOLUTION

ORDINARY RESOLUTION 1 – THE PROPOSED ISSUE

That:–

- (a) pursuant to Section 161 of the Companies Act, Rule 804 and Rule 812 of the Catalist Rules, approval be and is hereby given for the Company to issue and allot 87,302,496 new Shares to the Subscribers in the proportion as set out in section 5.2 of the Circular, at the issue price of S\$0.0661 per Subscription Share as full and final settlement of the Shareholder Loan and the Outstanding Purchase Consideration, pursuant to the Proposed Issue and the Proposed Capitalisation.
- (b) To complete and do and/or procure to be done all such acts and things including, without limitation, payment of any fees and expenses in connection with the Proposed Issue and Proposed Capitalisation, executing all such documents and approving any amendments, alterations or modifications to any documents as the Directors may consider necessary, desirable or expedient to give full effect to this Ordinary Resolution.

BY ORDER OF THE BOARD

Dr Wang Xiaoning
Managing Director

Singapore
16 September 2016

Notes:

- (1) (a) A member (otherwise than a relevant intermediary) is entitled to appoint not more than two proxies to attend, speak and vote at the Extraordinary General Meeting. Where such member appoints more than one proxy, the proportion of the shareholding concerned to be represented by each proxy shall be specified in the form of proxy.
- (b) A member who is a relevant intermediary is entitled to appoint more than two proxies to attend, speak and vote at the Extraordinary General Meeting, but each proxy must be appointed to exercise the rights attached to a different share or shares held by him (which number and class of share shall be specified).

“Relevant intermediary” means:

- (i) a banking corporation licensed under the Banking Act (Cap. 19) or a wholly-owned subsidiary of such a banking corporation, whose business includes the provision of nominee services and who holds shares in that capacity;
 - (ii) a person holding a capital markets services licence to provide custodial services for securities under the Securities and Futures Act (Cap. 289) and who holds shares in that capacity; or
 - (iii) the Central Provident Fund Board established by the Central Provident Fund Act (Cap. 36), in respect of shares purchased under the subsidiary legislation made under that Act providing for the making of investments from the contributions and interest standing to the credit of members of the Central Provident Fund, if the Board holds those shares in the capacity of an intermediary pursuant to or in accordance with that subsidiary legislation.
- (2) A proxy need not be a member of the Company.
 - (3) A member of the Company which is a corporation is entitled to appoint its authorised representative or proxy to vote on its behalf. The appointment of proxy must be executed under seal or under the hand of its duly authorised officer or attorney
 - (4) The instrument appointing a proxy must be deposited at the registered office of the Company at 2 Kaki Bukit Place, #07-00 Tritech Building, Singapore 416180 not less than forty-eight (48) hours before the time for holding the forthcoming Extraordinary General Meeting of the Company.

Personal Data Privacy:

By submitting an instrument appointing a proxy(ies) and/or representative(s) to attend, speak and vote at the Extraordinary General Meeting and/or any adjournment thereof, a member of the Company (i) consents to the collection, use and disclosure of the member’s personal data by the Company (or its agents or service providers) for the purpose of the processing, administration and analysis by the Company (or its agents or service providers) of proxies and representatives appointed for the Extraordinary General Meeting (including any adjournment thereof) and the preparation and compilation of the attendance lists, minutes and other documents relating to the Extraordinary General Meeting (including any adjournment thereof), and in order for the Company (or its agents or service providers) to comply with any applicable laws, listing rules, regulations and/or guidelines (collectively, the “Purposes”), (ii) warrants that where the member discloses the personal data of the member’s proxy(ies) and/or representative(s) to the Company (or its agents or service providers), the member has obtained the prior consent of such proxy(ies) and/or representative(s) for the collection, use and disclosure by the Company (or its agents or service providers) of the personal data of such proxy(ies) and/or representative(s) for the Purposes, and (iii) agrees that the member will indemnify the Company in respect of any penalties, liabilities, claims, demands, losses and damages as a result of the member’s breach of warranty.

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TRITECH GROUP LIMITED

(Incorporated in the Republic of Singapore)
(Company Registration No. 200809330R)

PROXY FORM EXTRAORDINARY GENERAL MEETING

(Please see notes overleaf before completing this Form)

IMPORTANT

1. Relevant intermediaries as defined in Section 181 of the Companies Act, Chapter 50 may appoint more than 2 proxies to attend, speak and vote at the Extraordinary General Meeting.
2. By submitting an instrument appointing a proxy(ies) and/or representative(s), a member accepts and agrees to the personal data privacy terms set out in the Notes to this Proxy Form.

I/We, _____

of _____

Being a member/members of Trittech Group Limited (the "Company"), hereby appoint:

Name	NRIC/ Passport Number	Proportion of my/our Shareholdings (%)	
		No. of shares	%
Address			

and/or (delete as appropriate)

Name	NRIC/ Passport Number	Proportion of my/our Shareholdings (%)	
		No. of shares	%
Address			

or failing him/her, the Chairman of the extraordinary general meeting ("EGM") of the Company as my/our* proxy/proxies to vote for me/us* on my/our* behalf, at the EGM to be held at 31 Changi South Avenue 2 Singapore 486478 on 3 October 2016 at 2:30 p.m. I/We* direct my/our proxy/proxies* to vote for or against the Resolution to be proposed at the EGM as indicated hereunder. If no specific directions as to voting are given, the proxy/proxies* will vote or abstain from voting at his/their* discretion, as he/they* will on any other matters arising at the EGM. The resolution put to vote at the EGM shall be decided by poll.

No.	Ordinary Resolution relating to	For**	Against**
Resolution 1	The Proposed Issue		

Notes:

* Please delete accordingly.

** If you wish to exercise all your votes "For" or "Against", please indicate with an "X" within the box provided. Alternatively, please indicate the number of votes as appropriate.

Dated this _____ day of _____ 2016

Total number of Shares	No. of Shares
In CDP Register	
In Register of Members	

Signature(s) of Member(s)/Common Seal

IMPORTANT: PLEASE READ NOTES OVERLEAF

Notes:

1. Please insert the total number of Shares held by you. If you have Shares entered against your name in the Depository Register (maintained by The Central Depository (Pte) Limited), you should insert that number of Shares. If you have Shares registered in your name in the Register of Members, you should insert that number of Shares. If you have Shares entered against your name in the Depository Register and Shares registered in your name in the Register of Members, you should insert the aggregate number of Shares entered against your name in the Depository Register and registered in your name in the Register of Members. If no number is inserted, this proxy form will be deemed to relate to entire number of ordinary Shares in the Company registered in your name(s).
2.
 - (a) A member (otherwise than a relevant intermediary) is entitled to appoint not more than two proxies to attend, speak and vote at the meeting. Where such member's form of proxy appoints more than one proxy, the proportion of the shareholding concerned to be represented by each proxy shall be specified in the form of proxy.
 - (b) A member who is a relevant intermediary is entitled to appoint more than two proxies to attend, speak and vote at the meeting, but each proxy must be appointed to exercise the rights attached to a different share or shares held by him (which number and class of shares shall be specified).

"Relevant intermediary" means:

- (i) a banking corporation licensed under the Banking Act (Cap. 19) or a wholly-owned subsidiary of such a banking corporation, whose business includes the provision of nominee services and who holds shares in that capacity;
 - (ii) a person holding a capital markets services licence to provide custodial services for securities under the Securities and Futures Act (Cap. 289) and who holds shares in that capacity; or
 - (iii) the Central Provident Fund Board established by the Central Provident Fund Act (Cap. 36), in respect of shares purchased under the subsidiary legislation made under that Act providing for the making of investments from the contributions and interest standing to the credit of members of the Central Provident Fund, if the Board holds those shares in the capacity of an intermediary pursuant to or in accordance with that subsidiary legislation.
3. A proxy need not be a member of the Company.
4. Completion and return of this instrument appointing a proxy or proxies shall not preclude a member from attending and voting at the meeting. Any appointment of a proxy or proxies shall be deemed to be revoked if a member attends the meeting in person, and in such event, the Company reserves the right to refuse to admit any person or persons appointed under the instrument of proxy, to the meeting.
5. The instrument appointing a proxy or proxies together with the power of attorney (if any) under which it is signed or a notarially certified or office copy thereof, shall be deposited at the Registered Office of the Company at 2 Kaki Bukit Place #07-00 Tritech Building Singapore 416180, not less than forty-eight (48) hours before the time appointed for holding the EGM or any adjournment thereof.
6. The instrument appointing a proxy or proxies shall be in writing under the hand of the appointor or of his attorney duly authorised in writing; or if such appointor is a corporation under its common seal, if any, and; if none, then under the hand of some officer duly authorised in that behalf. Where an instrument appointing a proxy or proxies is signed on behalf of the appointor by an attorney, the letter or power of attorney or a duly certified copy thereof must (failing previous registration with the Company) be lodged with the instrument of proxy, failing which the instrument may be treated as invalid.
7. A corporation which is a member may authorise by resolution of its directors or other governing body such person as it thinks fit to act as its representative at the EGM, in accordance with Section 179 of the Companies Act, Chapter 50.
8. The Company shall be entitled to reject an instrument appointing a proxy or proxies which is incomplete, improperly completed, illegible or where the true intentions of the appointor are not ascertainable from the instructions of the appointor specified in the instrument (including any related attachment). In addition, in the case of a member whose shares are entered in the Depository Register, the Company may reject an instrument appointing a proxy or proxies if the member, being the appointor, is not shown to have shares entered against his name in the Depository Register as at 72 hours before the time appointed for holding the meeting, as certified by The Central Depository (Pte) Limited to the Company.

Personal Data Privacy:

By submitting an instrument appointing a proxy(ies) and/or representatives to attend, speak and vote at the Extraordinary General Meeting and/or any adjournment thereof, a member of the Company (i) consents to the collection, use and disclosure of the member's personal data by the Company (or its agents) for the purpose of the processing and administration by the Company (or its agents) of proxies and representatives appointed for the Extraordinary General Meeting (including any adjournment thereof) and the preparation and compilation of the attendance lists, minutes and other documents relating to the Extraordinary General Meeting (including any adjournment thereof), and in order for the Company (or its agents) to comply with any applicable laws, listing rules, regulations and/or guidelines (collectively, the "Purposes"), (ii) warrants that where the member discloses the personal data of the member's proxy(ies) and/or representative(s) to the Company (or its agents), the member has obtained the prior consent of such proxy(ies) and/or representative(s) for the collection, use and disclosure by the Company (or its agents) of the personal data of such proxy(ies) and/or representative(s) for the Purposes, and (iii) agrees that the member will indemnify the Company in respect of any penalties, liabilities, claims, demands, losses and damages as a result of the member's breach of warranty.