

**VIVIDTHREE HOLDINGS LTD.**  
(Incorporated in Singapore)  
(Company Registration No. 201811828R)

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- (1) **PROPOSED PLACEMENT OF UP TO 92,592,592 PLACEMENT SHARES IN THE CAPITAL OF THE COMPANY FOR THE PLACEMENT CONSIDERATION OF S\$2,500,000**
- **COMPLETION OF THE PROPOSED PLACEMENT IN RELATION TO ZHANG JINGWEI AND EVER PINE**
  - **UPDATE IN RELATION TO HILDRICS**
- (2) **PROPOSED ISSUANCE OF UP TO S\$700,000 IN AGGREGATE PRINCIPAL AMOUNT OF CONVERTIBLE BONDS**
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**1. INTRODUCTION**

- 1.1. The board of directors (the “**Board**” or “**Directors**”) of Vividthree Holdings Ltd. (the “**Company**” and together with its subsidiaries, the “**Group**”) refers to the Company’s announcements dated 12 July 2024 and 22 July 2024 (“**Previous Announcements**”) in relation to the Proposed Placement and the Proposed CB Issuance.
- 1.2. Unless otherwise defined, capitalised terms used in this announcement shall have the same meaning defined in the Previous Announcements.

**2. COMPLETION OF THE PROPOSED PLACEMENT IN RELATION TO ZHANG JINGWEI AND EVER PINE**

- 2.1. The Board is pleased to announce that the conditions precedent pursuant to the share subscription agreements with Zhang Jingwei and Ever Pine have been fulfilled, and the Proposed Placement in relation to Zhang Jingwei and Ever Pine has been completed. Accordingly, the Company has, in accordance with the terms of the SSAs, on 26 July 2024 allotted and issued an aggregate of 55,555,555 Placement Shares to Zhang Jingwei and Ever Pine.
- 2.2. Following the allotment and issuance of the Placement Shares to Zhang Jingwei and Ever Pine, the total number of issued Shares (excluding treasury shares and subsidiary holdings) of the Company has increased from 371,511,764 Shares to 427,067,319 Shares. The 55,555,555 Placement Shares that are issued are free from any and all claims, charges, liens mortgages, securities, pledges, equities, encumbrances or other interests whatsoever and ranks *pari passu* in all respects with and shall carry all rights similar to the existing Shares as at the date of this announcement, except that they will not rank for any dividend, right, allotment or other distributions, the record date for which falls on or before the date of this announcement.
- 2.3. The 55,555,555 Placement Shares are expected to be listed and quoted on the Catalist of the SGX-ST on or around 30 July 2024.

**3. UPDATE IN RELATION TO HILDRICS**

- 3.1. Pursuant to the Notice received by the Company on 22 July 2024, the 92,592,592 Placement Shares have to be placed out within 7 market days from the date of the Notice. However, Hildrics have communicated to the Company that they require more time to complete the banking payment process. In view of the above, the completion of the Proposed Placement with Hildrics will not occur by 30 July 2024. Consequently, the Notice dated 22 July 2024 will lapse solely in relation to the 37,037,037 Placement Shares intended for subscription by Hildrics.

- 3.2. For the avoidance of doubt, the Long-Stop Date of the share subscription agreement with Hildrics (“**Hildrics SSA**”) is 90 business days from the date of the Hildrics SSA (i.e. 19 November 2024). Hildrics has indicated to the Company that it will remit the required funds before the Long-Stop Date. The Company will apply for a fresh listing and quotation notice for the 37,037,037 Placement Shares through its Sponsor once the monies have been remitted.

#### 4. THE PROPOSED CB ISSUANCE

As at the date of this announcement, the Proposed CB Issuance has not been completed and no Bonds have been issued to the CBSA Subscribers. Subject to the fulfillment of, *inter alia*, the conditions in the CBSAs, the Proposed CB Issuance and the issuance of the Bonds are expected to be completed on or around 8 August 2024.

#### 5. FURTHER ANNOUNCEMENTS

The Company will continue to keep Shareholders updated and make further announcements in relation to the (i) Proposed CB Issuance, (ii) receipt of the fresh listing and quotation notice for the 37,037,037 Placement Shares, and (iii) allotment and issuance of the 37,037,037 Placement Shares to Hildrics, as and when appropriate.

#### BY ORDER OF THE BOARD

Yeo Eng Pu, Charles  
Chief Executive Officer  
26 July 2024

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*This announcement has been reviewed by the Company's sponsor, RHT Capital Pte. Ltd. (the “**Sponsor**”). It has not been examined or approved by the Singapore Exchange Securities Trading Limited (the “**Exchange**”) and the Exchange assumes no responsibility for the contents of this document, including the correctness of any of the statements or opinions made or reports contained in this document.*

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