

**AMPLEFIELD LIMITED**  
(Company Registration Number 198900188N)  
(Incorporated in the Republic of Singapore)

---

**PROPOSED RENOUNCEABLE NON-UNDERWRITTEN RIGHTS CUM WARRANTS ISSUE  
RECEIPT OF SIC WAIVER**

---

**1. INTRODUCTION**

- 1.1 The Board of Directors of Amplefield Limited (the "**Company**") refers to its announcement dated 30 June 2017 in respect of the Rights cum Warrants Issue of the Company (the "**Announcement**").
- 1.2 Unless otherwise defined, capitalised terms used in this announcement shall have the same meanings ascribed to them in the Announcement.

**2. RECEIPT OF SIC WAIVER**

- 2.1 The Board wishes to inform Shareholders that the Company had made an application to the Securities Industry Council ("**SIC**") for a waiver of the obligations to make a mandatory general offer for the remaining Shares not already owned or controlled by the Concert Party Group, in respect of the Concert Party Group subscribing to their full entitlement under the Rights cum Warrants Issue, pursuant to the Irrevocable Undertakings.
- 2.2 The SIC had on 12 September 2017, waived the requirement for Olander Ltd ("**Olander**") to make a general offer for the Shares of the Company under Rule 14 of the Code in the event that Olander and its concert parties' aggregate holdings in the Company increases by more than 1% in any six-month period based on the Company's enlarged issued capital as a result of Olander subscribing for Rights Shares pursuant to the Irrevocable Undertakings, subject to:
- (a) a majority of holders of voting rights of the Company present and voting at a general meeting, held before the Rights cum Warrants Issue, approve by way of a poll, a resolution (the "**Whitewash Resolution**") to waive their rights to receive a general offer from Olander;
  - (b) the Whitewash Resolution is separate from other resolutions;
  - (c) Olander, parties acting in concert with it and parties not independent of it abstain from voting on the Whitewash Resolution;
  - (d) Olander and its concert parties did not acquire or are not to acquire any Shares or instruments convertible into and options in respect of Shares (other than subscriptions for, rights to subscribe for, instruments convertible into or options in respect of new shares in the Company which have been disclosed in the Shareholders' circular):
    - (i) during the period between the date of the announcement of the Rights cum Warrants Issue and the date Shareholders' approval is obtained for the Whitewash Resolution; and
    - (ii) in the 6 months prior to the date of the announcement of the Rights cum Warrants Issue, but subsequent to negotiations, discussions or the reaching of understandings or agreements with the directors of the Company in relation to the Rights cum Warrants Issue;
  - (e) the Company appoints an independent financial adviser to advise the independent Shareholders on the Whitewash Resolution;

- (f) the Company sets out clearly in its circular to Shareholders:
  - (i) details of the Rights cum Warrants Issue, including the Irrevocable Undertakings;
  - (ii) the possible dilution effect to existing holders of voting rights as a result of Olander acquiring the Rights Shares pursuant to the Irrevocable Undertakings;
  - (iii) the number and percentage of voting rights in the Company as well as the number of instruments convertible into, rights to subscribe for and options in respect of Shares held by Olander and its concert parties as at the latest practicable date;
  - (iv) the number and percentage of voting rights to be issued to Olander as a result of its acquisition of the Rights Shares pursuant to the Irrevocable Undertakings;
  - (v) (with specific and prominent reference) the fact that the acquisition of the Rights Shares pursuant to the Irrevocable Undertakings by Olander could result in Olander and its concert parties holding shares carrying over 49% of the voting rights of the Company and the fact that Olander and its concert parties will be free to acquire further Shares without incurring any obligation under Rule 14 to make a general offer; and
  - (vi) that Shareholders of the Company, by voting for the Whitewash Resolution, are waiving their rights to a general offer from Olander at the highest price paid by Olander and its concert parties for shares in the Company in the past 6 months preceding the commencement of the offer; and
- (g) the circular by the Company to its Shareholders states that the waiver granted by SIC to Olander from the requirement to make a general offer under Rule 14 is subject to the conditions stated at paragraph 2.2(a) to (f) above;
- (h) Olander Ltd obtains SIC's approval in advance for those parts of the circular that refer to the Whitewash Resolution; and
- (i) to rely on the Whitewash Resolution, the acquisition by Olander of the Rights Shares pursuant to the Irrevocable Undertakings must be completed within 3 months of the date of approval of the Whitewash Resolution.

### **3. CIRCULAR**

The Shareholders' circular, containing information on, *inter alia*, the Rights cum Warrants Issue and the Whitewash Resolution, will be despatched to Shareholders in due course. Appropriate announcements in relation to the Rights cum Warrants Issue and the Whitewash Resolution will also be made in due course.

### **4. TRADING CAUTION**

The Board would like to advise Shareholders that the completion of the Rights cum Warrants Issue is subject to conditions precedent being fulfilled and there is no certainty or assurance as at the date of this announcement that the Rights cum Warrants Issue will be completed or that no changes will be made to the terms thereof. Accordingly, Shareholders are advised to exercise caution in dealings with the Shares. Shareholders are advised to read this announcement and any further update announcement(s) released by the Company in connection with the Rights cum Warrants Issue carefully. Shareholders should consult their stockbrokers, bank managers, solicitors or other professional advisers if they have any doubt about the actions they should take.

By Order of the Board

Woon Ooi Jin  
Director  
12 September 2017

---

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") for compliance with the Singapore Exchange Securities Trading Limited (the "SGX-ST") Listing Manual Section B: Rules of Catalyst. The Sponsor has not verified the contents of this announcement.

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

The contact person for the Sponsor is Mr Joseph Au, Associate Director, Continuing Sponsorship (Mailing Address: 16 Collyer Quay, #10-00 Income at Raffles, Singapore 049318 and E-mail: [sponsorship@ppcf.com.sg](mailto:sponsorship@ppcf.com.sg)).