

**TRITECH GROUP LIMITED**  
(Company Registration No.: 200809330R)

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**PROPOSED ALLOTMENT AND ISSUANCE OF 5,813,000 NEW SHARES PURSUANT TO PROJECT INTRODUCER AGREEMENT**

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**1. INTRODUCTION**

- 1.1 Reference is made to the announcement dated 21 September 2014 ("**Earlier Announcement**") made by Trittech Group Limited ("**Company**"). Undefined capitalized terms herein shall have the meanings ascribed to them in the Earlier Announcement.
- 1.2 The board of directors (the "**Board**" or "**Directors**") of the Company (together with its subsidiaries, the "**Group**") wishes to announce that the Company had pursuant to a project introducer agreement dated 8 April 2014 ("**Project Introducer Agreement**") with Successive Investments Limited ("**SIL**"), engaged SIL to source for and introduce business opportunities to the Company for which the Company will remunerate SIL when the Company has adequate resources to explore such opportunities.
- 1.3 In furtherance of the Project Introducer Agreement, SIL had introduced business opportunities to the Company including the water recycling project opportunity in Jiaonan Economic Development Zone in the People's Republic of China which was announced by the Company on 29 July 2014. Following the Company's proposed fund raising by way of convertible loans as announced by the Company today and in acknowledgement of SIL's introduction of business opportunities, the Company has today entered into an agreement ("**Payment Agreement**") to pay SIL a commission of S\$1,000,000 ("**Introducer Consideration**") for such introduction, to be fully satisfied by way of the issue and allotment of 5,813,000 new ordinary shares in the capital of the Company ("**Introducer Shares**") at an issue price of S\$0.172 ("**Issue Price**") each to SIL ("**Introducer Shares Issuance**").
- 1.4. The Company's payment of the Introducer Consideration should not be construed as assurance that the Company will proceed with the above opportunities introduced by SIL as the opportunities are still subject to further evaluation by the Company.

**2. INFORMATION ON SIL**

SIL was incorporated in the British Virgin Islands on 12 April 2012 and is engaged in the business of providing consultancy services. SIL is wholly owned by Lim Choon Hian, who is also its sole director. Neither SIL nor Lim Choon Hian has (a) any interest in the ordinary shares of the capital of the Company ("**Shares**"); or (b) any family relationship with the Directors or substantial shareholders of the Company.

**3. PRINCIPAL TERMS OF THE INTRODUCER SHARES ISSUANCE**

**3.1 Introducer Shares**

The number of Introducer Shares that are subject of the Introducer Shares Issuance (rounded down to the nearest 1,000 Introducer Shares) :

$$\text{Introducer Shares} = \text{Introducer Consideration} / \text{Issue Price}$$

Having regard to the foregoing and the Issue Price of S\$0.172, 5,813,000 Introducer Shares are to be issued and allotted to SIL, which shall represent approximately 0.752% of the Company's existing and paid-up share capital of 773,149,186 Shares as at the date of this announcement, and approximately 0.746% of the enlarged issued and paid-up share capital of 778,962,186 Shares upon issuance and allotment of Introducer Shares.

The Introducer 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 prior to the date of issue of the Introducer Shares.

### 3.2 Issue Price

The Issue Price represents a discount of approximately 9.19% to the volume weighted average price of each Share based on trades done on 16 September 2014 (being the last market day preceding the date of which the Payment Agreement was signed following the trading halt by the Company on 17 September 2014) of S\$0.1894.

### 3.3 Condition Precedent

The Introducer Shares Issuance is conditional upon the receipt by the Company of a listing and quotation notice ("**LQN**") from the Singapore Exchange Securities Trading Limited ("**SGX-ST**") for the admission of the Introducer Shares to the Catalist of the SGX-ST ("**Catalist**"). The Introducer Shares shall be issued to SIL within seven (7) days from the date of receipt of LQN from SGX-ST.

## 4. RATIONALE FOR INTRODUCER SHARES ISSUANCE

The Company has requested and SIL has agreed for the satisfaction of the Introducer Consideration to be by way of the Introducer Share Issuance instead of cash in order to conserve the Company's cash resources for the business of the Company.

## 5. FINANCIAL EFFECTS

### 5.1 Assumptions

The financial effects of the issue and allotment of the Introducer Shares on the net tangible assets ("**NTA**") per Share and the earnings per Share ("**EPS**") of the Group are set out below. The financial effects which have been prepared based on the audited consolidated financial statements of the Group for the financial year ended 31 March 2014 ("**FY2014**"), are purely for illustrative purposes only and do not reflect the actual financial position of the Group after the allotment and issue of the Introducer Shares :

### 5.2 **NTA**

	<b>As at 31 March 2014</b>	<b>Introducer Shares</b>	<b>Assuming the allotment and issue of all the Introducer Shares at the end of FY2014</b>
NTA (S\$'000)	61,533	-	61,533
Number of Shares ('000)	773,149	5,813	778,962
NTA per Share (cents)	7.96	-	7.90

### 5.3 EPS

	FY2014	Introducer Shares	Assuming the allotment and issue of all the Introducer Shares at the beginning of FY2014
Earnings/(Loss) after tax (S\$'000)	(7,626)	-	(7,626)
Number of Shares ('000)	773,149 <sup>(1)</sup>	5,813	778,962
Earnings/(Loss) per Share (cents)	(0.99)	-	(0.98)

**Note:**

- (1) Assumes that the aggregate of number of new Shares which had been issued during FY2014, had been allotted and issued at the beginning of FY2014.

### 6. NO PROSPECTUS OR OFFER INFORMATION STATEMENT

The Introducer Shares Issuance will be undertaken by way of a private placement pursuant to the exemption of Section 272B of the Securities and Futures Act (Chapter 289) of Singapore. As such, no prospectus or offer information statement will be issued by the Company in connection therewith.

### 7. AUTHORITY TO ISSUE SHARES

- 7.1 Subject to fulfillment of the Condition Precedent, the Introducer Shares will be issued pursuant to the general mandate ("**Share Issue Mandate**") approved by the shareholders of the Company ("**Shareholders**") at the Annual General Meeting held on 29 July 2014 ("**2014 AGM**").
- 7.2 The Share Issue Mandate authorises, *inter alia*, the Directors to issue Shares and/or convertible securities of not more than 100% of the total number of issued Shares in the capital of the Company, of which the aggregate number of Shares to be issued other than on a pro rata basis to existing Shareholders shall not be more than 50% of the total number of Shares. As at the date of the 2014 AGM, the number of issued Shares was 773,149,186 Shares. No Shares were previously issued under the Share Issue Mandate prior to the Payment Agreement and as such, the total number of Shares that may be issued pursuant to the Share Issue Mandate is 773,149,186 Shares, of which the maximum number of Shares to be issued other than on a pro-rata basis is 386,574,593 Shares.
- 7.3 The Introducer Shares Issuance would be within the limits of the Share Issue Mandate. Accordingly, specific approval from Shareholders for the issue and allotment of the Introducer Shares is not required.

**8. ADJUSTMENTS TO EXISTING WARRANTS**

Based on the deed poll dated 12 March 2014 in respect of warrants of the Company issued on 12 March 2014 (“**Warrants**”), in the event of the conversion of the Introducer Shares, adjustments to the Warrants will have to be made. The Company will be making an announcement in respect of such adjustments on the SGXNET in due course.

**9. APPROVALS**

The Company, through its sponsor, PrimePartners Corporate Finance Pte. Ltd., will be making an application to the SGX-ST for the listing and quotation of the Introducer Shares on the Catalist. The Company will make the necessary announcements once the LQN in respect of the Introducer Shares has been obtained.

**10. CONFIRMATION BY THE DIRECTORS**

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.

No proceeds are raised from the Introducer Shares Issuance.

**11. RULE 812 OF THE CATALIST RULES**

SIL is not a person who falls within the categories set out in Rule 812(1) of Section B of the Listing Manual: Rules of Catalist of the SGX-ST (“**Catalist Rules**”). The issue of the Introducer Shares will also not result in a change of controlling interest in the Company.

**12. INTEREST OF DIRECTORS AND SUBSTANTIAL SHAREHOLDERS**

None of the Directors or substantial Shareholders has any interest, direct or indirect, in the Introducer Shares Issuance (other than through their shareholdings in the Company).

**13. DIRECTORS’ RESPONSIBILITY STATEMENT**

12.1 The Directors collectively and individually accept full responsibility (save in respect of SIL) 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 Introducer Share Issuance, the Introducer Shares, SIL, the Payment Agreement and the Project Introducer Agreement and the Group and the Directors are not aware of any facts the omission of which would make any statement in this announcement misleading.

12.2 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 this announcement in its proper form and context.

**BY ORDER OF THE BOARD**

Dr Wang Xiaoning  
Managing Director  
21 September 2014

*This announcement has been prepared by the Company and reviewed by the Company's sponsor, PrimePartners Corporate Finance Pte. Ltd. (the "Sponsor"), for compliance with the relevant rules of the Singapore Exchange Securities Trading Limited ("SGX-ST"). The Sponsor has not independently verified the contents of this announcement.*

*This announcement has not been examined or approved by the SGX-ST and the SGX-ST assumes 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 Mr Mark Liew, Managing Director, Corporate Finance, at 20 Cecil Street, #21-02 Equity Plaza, Singapore 049705, telephone (65) 6229 8088.*