



ANAN INTERNATIONAL LIMITED
(Incorporated in Bermuda)
(Company Registration no. 35733)

**ACQUISITION BY DYNEFF SAS OF 100% OF THE ISSUED AND PAID UP ORDINARY SHARES
IN NATGAS FRANCE SAS**

1. INTRODUCTION

The Board of Directors of Anan International Limited (the “**Company**”, and together with its subsidiaries, the “**Group**”) wishes to announce that its subsidiary, Dyneff SAS (“**Dyneff**”), has entered into a sale and purchase agreement (“**Share Purchase Agreement**”) on 7 January 2020, which was completed on the same day, for the acquisition of an aggregate of 1,000,000 ordinary shares in the capital of Natgas France SAS (“**Target Company**”) (the “**Sale Shares**”), comprising 100% of the total number of issued shares in the capital of the Target Company, on the terms of, and subject to the conditions of the Share Purchase Agreement (the “**Share Acquisition**”). Rompetrol France SAS (together with its subsidiaries, the “**Rompetrol Group**”) is a 51% indirect subsidiary of the Company.

2. INFORMATION ON THE TARGET COMPANY

The Target Company is incorporated in France and has an issued and paid-up capital of EUR 1,000,000 comprising 1,000,000 ordinary shares as at the date of the Share Purchase Agreement.

The Target Company is a wholesale distributor of natural gas that sells natural gas to large corporations and also provides associated services in relation to the natural gas business.

The net tangible asset value of the Target Company as at 31 December 2019 is estimated at around EUR 973,203 (equivalent to approximately USD 1,087,068 based on the exchange rate of EUR 1:USD 1.117).

The book value of the Target Company as at 7 January 2020 was EUR 973,203 (equivalent to approximately USD 1,087,068 based on the exchange rate of EUR 1:USD 1.117).

3. RELATIVE FIGURES ON THE BASES SET OUT IN RULE 1006 OF THE SGX-ST LISTING MANUAL

The relative figures computed on the applicable bases under Rule 1006 of the Singapore Exchange Securities Trading Limited’s (the “**SGX-ST**”) Listing Manual (the “**Listing Manual**”) are as follows:

Rule 1006	Bases	Relative Figures
Rule 1006(a)	Net asset value of the assets to be disposed of, compared with the Group’s net asset value	Not applicable
Rule 1006(b)	Net profits of approximately attributable to the assets acquired, compared with the Group’s net profits	Not applicable ⁽¹⁾

Rule 1006(c)	Aggregate value of the consideration given, compared with the Company's market capitalisation based on the total number of issued shares excluding treasury shares	10.7% ⁽²⁾ ⁽³⁾
Rule 1006(d)	Number of equity securities issued by the Company as consideration for an acquisition, compared with the number of equity securities previously in issue	Not applicable
Rule 1006(e)	The aggregate volume or amount of proven and probable reserves to be disposed of, compared with the aggregate of the Group's proven and probable reserves	Not applicable

Notes:

- (1) The net profits attributable to the Target Company is in the amount of EUR180,000 (USD201,060) as at 6 January 2020 (being the working day immediately before the date of the Share Purchase Agreement). The Group's net loss is in the amount of USD211,000 as at 30 September 2019.
- (2) Computed based on the Consideration (defined below) and the market capitalisation of the Company which was in turn computed based on 4,233,185,850 ordinary shares and the closing price of SGD 0.002 per share transacted on 6 January 2020, being the market day preceding the date of the Share Purchase Agreement.
- (3) Based on an exchange rate of EUR1:USD 1.117 and USD1: SGD 1.351, for information only.

Accordingly, the Company is making this announcement pursuant to Chapter 10 of the Listing Manual as the Share Acquisition is a discloseable transaction (under Rules 1004 and 1010) since one of the relative figures computed on the applicable bases under Rule 1006 exceeds 5%. The Share Acquisition is not conditional upon approval by the Company's shareholders in a general meeting.

4. INFORMATION ON THE SELLER

The seller is not related to the Group, and none of the Directors, the Company's substantial shareholders and/or their respective associates has any interests (direct or indirect) in the seller.

5. SALIENT TERMS OF THE SHARE PURCHASE AGREEMENT

The consideration for the acquisition of the Sale Shares (the "**Consideration**") is EUR 600,000 (equivalent to approximately USD 670,200 based on the exchange rate of EUR 1:USD 1.117), and has been satisfied wholly in cash and pursuant to the terms of the Share Purchase Agreement.

The Consideration was arrived at on a willing-buyer-willing-seller basis, after taking into account the Target Company's past results and projection of future results and development prospects.

There were no put, call or any other option(s) attaching to the Share Acquisition.

The Share Purchase Agreement also contains customary provisions such as those relating to representations and warranties, pre-completion undertakings and termination.

Pursuant to the terms of the Share Purchase Agreement, completion of the Share Acquisition occurred on the 7 January 2020.

6. RATIONALE FOR THE SHARE ACQUISITION

The Target Company has been Rompetrol Group's supplier of natural gas since Rompetrol Group started its natural gas distribution business. The Target Company's parent company was liquidated and the acquisition of the Target Company represented an opportunity for Rompetrol Group to secure their supply of natural gas and to benefit from the Target Company's experience in the trading of this commodity.

Upon the completion of the Share Acquisition, the Target Company is now a wholly-owned subsidiary of the Rompetrol Group.

7. SOURCE OF FUNDS

The Consideration was financed through internal resources of the Rompetrol Group.

8. FINANCIAL EFFECTS ARISING FROM THE SHARE ACQUISITION

The financial effects of the Share Acquisition on the Group as set out below are for illustrative purposes only and do not reflect the actual financial performance or position of the Group after the Share Acquisition.

The financial effects set out below have been prepared based on the latest consolidated financial statements of the Group for financial year ended 31 December 2019 ("FY2019") and on the following key assumptions:

- (a) the effect on the net tangible assets per share of the Group is based on the assumption that the Share Acquisition had been effected at the end of FY2019; and
- (b) the effect on the earnings per share of the Group is based on the assumption that the Share Acquisition had been effected at the beginning of FY2019.

8.1. Net Tangible Assets

	Before the Share Acquisition	After the Share Acquisition
NTA of the Group attributable to shareholders of the Company (USD'000)	57,433	57,547
Number of shares ('000)	4,233,185	4,233,185
NTA per share (USD cents)	1.3567	1.3594

8.2. Earnings Per Share

	Before the Share Acquisition	After the Share Acquisition
Net loss attributable to shareholders of the Company for FY2019 (USD'000)	(2,697)	(2,583)
Weighted average number of shares ('000)	4,233,185	4,233,185
EPS (USD cents)	(0.0637)	(0.0610)

9. INTEREST OF DIRECTORS AND SUBSTANTIAL SHAREHOLDERS

As at the date hereof, none of the directors or controlling shareholders of the Company or their respective associates has any interest, direct or indirect, in the Share Acquisition, other than through their shareholdings in the Company.

10. SERVICE CONTRACTS

No person is to be appointed to the Board of the Company in connection with the Share Acquisition. Accordingly, no service contract is proposed to be entered into between the Company and any such person.

11. DOCUMENT FOR INSPECTION

A copy of the Share Purchase Agreement is available for inspection during normal business hours at the Company's registered address at 1 Raffles Place, #41-01, One Raffles Place Tower 1, Singapore 048616, for a period of 3 months from the date hereof.

12. CAUTIONARY STATEMENT

Shareholders and potential investors should exercise caution when trading in the Company's shares, and where in doubt as to the action they should take, they should consult their financial, tax or other advisors.

**For and on Behalf of the Board of
AnAn International Limited**

Shirley Tan
Company Secretary
5 May 2020