

PROPOSED ACQUISITION OF THE ENTIRE ISSUED AND PAID-UP SHARE CAPITAL OF MMJV PTE. LTD. BY ASIAPHOS LIMITED

– EXTENSION OF TERM SHEET TERMINATION DATE

1. INTRODUCTION

- 1.1 The board of directors (the “**Board**”, and each director, a “**Director**”) of AsiaPhos Limited (the “**Company**”) refers to the announcement dated 2 October 2020 (the “**Announcement**”) in relation to, *inter alia*, the Company’s entry into a non-binding term sheet (“**Term Sheet**”) with Mining and Minerals Industries Holding Pte. Ltd. (the “**Vendor**”, and together with the Company, the “**Parties**”) to acquire the entire issued and paid-up share capital of MMJV Pte. Ltd. (the “**Target Company**”) (the “**Proposed Acquisition**”).
- 1.2 Unless otherwise defined, capitalised terms used herein shall have the same meaning as ascribed in the Announcement.
- 1.3 The Board wishes to announce that the Parties have on 31 October 2020 entered into an extension letter (the “**Extension Letter**”) to vary and amend the Term Sheet in the manner as set out in the Extension Letter.

2. EXTENSION OF THE TERM SHEET TERMINATION DATE

- 2.1 The Term Sheet provides that it shall automatically terminate if the Definitive Agreements are not executed by 31 October 2020 (the “**Term Sheet Termination Date**”).
- 2.2 As the Parties are still negotiating the terms of the Definitive Agreements and remain keen to proceed with the Proposed Acquisition, the Parties have, pursuant to the Extension Letter, agreed to extend the Term Sheet Termination Date to 15 November 2020.
- 2.3 Except to the extent expressly varied or amended by the Extension Letter, the terms and conditions of the Term Sheet are confirmed by the Parties and shall remain in full force and effect, and shall bind the Parties.

3. INTERESTS OF DIRECTORS AND CONTROLLING SHAREHOLDERS

Save as already disclosed in the Announcement, none of the Directors, controlling shareholders or their associates have any interest, direct or indirect, in the Proposed Acquisition, the Proposed Transactions, and the Extension Letter.

4. FURTHER INFORMATION

The Company will make the necessary announcements as and when there are further material developments on the Proposed Acquisition, the Proposed Transactions and other matters contemplated by this announcement, in compliance with the requirements of Chapter 10 of the Catalist Rules, where applicable.

The Company undertakes that it will comply with the requirements of Chapter 10 of the Catalist Rules, including but not limited to seeking Shareholders’ approval for the Proposed Acquisition and the Proposed Transactions (where applicable).

5. RESPONSIBILITY STATEMENT

The Directors of the Company collectively and individually accept full responsibility 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 of the Proposed Acquisition, the Proposed Transactions, the Extension Letter and the Group, and the Directors are not aware of any facts the omission of which would make any statement in this announcement misleading. Where information in this announcement (including information relating to the Vendors and the Target Group) 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.

6. DOCUMENTS FOR INSPECTION

Copies of the Extension Letter will be made available for inspection during normal business hours at the Company's registered office at 50 Raffles Place, #32-01 Singapore Land Tower, Singapore 048623, and/or the Company's principal place of business at 22 Kallang Avenue #03-02 Hong Aik Industrial Building, Singapore 339413 for a period of three (3) months from the date of this announcement.

7. CAUTIONARY STATEMENT

Shareholders are advised that the Term Sheet is non-binding and the Proposed Acquisition and the Proposed Transactions are subject to numerous conditions and further due diligence by the Vendor and the Company, including the entry into Definitive Agreements. As such, there is no assurance that the Parties will be able to complete the Proposed Acquisition and the Proposed Transactions. Shareholders are therefore asked to exercise caution when dealing in the shares of the Company and should consult their legal, financial, tax and other professional advisers if they have any doubt as to the action to take.

BY ORDER OF THE BOARD

Dr. Ong Hian Eng
Executive Director
AsiaPhos Limited

2 November 2020

This announcement has been prepared by the Company and its contents have been reviewed by the Company's sponsor ("Sponsor"), Asian Corporate Advisors Pte. Ltd., in accordance with Rules 226(2)(b) and 753(2) of the Singapore Exchange Securities Trading Limited ("Exchange") Listing Manual Section B: Rules of Catalyst for compliance with the relevant rules of the Exchange. The Company's Sponsor has not independently verified the contents of this announcement including the correctness of any of the figures used, statements or opinions made.

This announcement has not been examined or approved by the Exchange and the Exchange 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.

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