



MERCURIUS CAPITAL INVESTMENT LIMITED
(Incorporated in Singapore)
(Company Registration No. 198200473E)

MANDATE FOR THE ISSUE OF NEW SHARES PURSUANT TO THE CONVERTIBLE LOANS GRANTED TO THE COMPANY IN 2017 AND 2019

1. INTRODUCTION

The board of directors (the “**Board**” or the “**Directors**”) of Mercurius Capital Investment Limited (the “**Company**”) refers to the Company’s announcements as follows (the “**Announcements**”):-

- (i) announcement dated 17 March 2017 in relation to, *inter alia*, the provision to the Company by Mr Hii Siew Chung and Ms Cheah Bee Lin of a redeemable convertible loan of an aggregate principal value of S\$1.0 million, convertible up to 10.8 million new ordinary shares in the share capital of the Company (“**Shares**”) (“**2017 Convertible Loan**”);
- (ii) announcement dated 6 October 2017 in relation to the receipt of listing and quotation notice in respect of the listing of and quotation for, *inter alia*, up to an aggregate of 10.8 million new Shares to be allotted and issued upon the conversion of the 2017 Convertible Loan (including any accrued interest);
- (iii) announcements dated 29 March 2018 and 1 April 2019 in relation to the extension of maturity date of the 2017 Convertible Loan to 17 March 2019 (“**First Extension**”) and 17 March 2020 (“**Second Extension**”), respectively, and resulting from the First Extension and the Second Extension, the Company may at its sole and absolute discretion, satisfy the payment to the subscribers of the 2017 Convertible Loan such interest due and payable in an aggregate of 1.6 million additional new Shares (“**2017 CL Extension Shares**”); and
- (iv) announcement dated 30 March 2019 in relation to the provision to the Company by Mr Daniel Chieng Hien Tee and Ms Cheah Bee Lin of a redeemable convertible loan of an aggregate principal value of S\$0.5 million, convertible up to 13.0 million new Shares (“**2019 CL New Shares**”) (“**2019 Convertible Loan**”).

2. MANDATE FOR THE ISSUE OF THE 2017 CL EXTENSION SHARES AND 2019 CL NEW SHARES

Further to the Announcements, the Board wishes to update shareholders of the Company (“**Shareholders**”) that the 2017 CL Extension Shares and the 2019 CL New Shares, amounting to an aggregate of 14.6 million new Shares (“**New Shares**”) will be issued pursuant to the general share issue mandate (“**2019 Share Issue Mandate**”) granted by Shareholders at the last annual general meeting of the Company held on 26 April 2019 (“**2019 AGM**”) (instead of the general share issue

mandate granted by Shareholders at the annual general meeting of the Company held on 27 April 2018, which had since expired). The 2019 Share Issue Mandate granted the Directors the authority to, inter alia, allot and issue new Shares not exceeding 100% of the total number of issued Shares (excluding treasury shares and subsidiary holdings, if any) as at the date of the 2019 AGM, of which the aggregate number of shares to be issued other than on a pro rata basis to existing Shareholders shall not exceed 50% of the total number of issued Shares (excluding treasury shares and subsidiary holdings, if any) as at the date of the 2019 AGM. As at the date of the 2019 AGM, the issued and paid-up share capital of the Company was 1,114,008,940 Shares, and accordingly, the maximum number of Shares to be issued pursuant to the 2019 Share Issue Mandate other than on a pro-rata basis is 557,004,470 (“**2019 Share Issue Mandate Limit**”).

Since the 2019 AGM, the Company had, on 12 June 2019, the Company entered into twelve (12) separate conditional placement agreements with twelve (12) individuals, pursuant to which the Company shall allot and issue an aggregate of 150,000,000 new Shares (“**Placement Shares**”) to the twelve (12) individuals for an aggregate subscription amount of S\$6.0 million (“**Placement**”). Please refer to the Company’s announcement dated 16 June 2019 for further information on the Placement.

Taking into account the Placement Shares which are to be issued pursuant to the 2019 Share Issue Mandate, the maximum number of Shares that can be issued under the 2019 Share Issue Mandate is 407,004,470 Shares (being the 2019 Share Issue Mandate Limit of 557,004,470, less the number of Placement Shares of 150,000,000). Accordingly, the maximum number of New Shares of 14,600,000 is within the limit of the 2019 Share Issue Mandate.

The Company will make an application to the Singapore Exchange Securities Trading Limited (“**SGX-ST**”) through its sponsor, ZICO Capital Pte. Ltd., for the dealing in, listing of and quotation for (“**LQN**”) the New Shares to be issued on the Catalyst Board of the SGX-ST. The Company will make the necessary announcement upon receipt of the LQN from the SGX-ST.

BY ORDER OF THE BOARD

Chang Wei Lu
Executive Chairman and Chief Executive Officer
27 June 2019

*This announcement has been prepared by the Company and its contents have been reviewed by the Company’s sponsor, ZICO Capital Pte. Ltd. (“**Sponsor**”), in accordance with Rule 226(2)(b) of the Singapore Exchange Securities Trading Limited (“**SGX-ST**”) Listing Manual Section B: Rules of Catalyst.*

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 Ms. Alice Ng, Director of Continuing Sponsorship, ZICO Capital Pte. Ltd. at 8 Robinson Road, #09-00 ASO Building, Singapore 048544, telephone (65) 6636 4201.