



REENOVA INVESTMENT HOLDING LIMITED

(Incorporated in the Republic of Singapore | Company Reg. No.: 200104762G)

Website: www.reenovagroup.com

SGX Stock Code: 5EC

AMENDED AND RESTATED SALE AND PURCHASE AGREEMENT IN RELATION TO THE PROPOSED ACQUISITION OF THE ENTIRE ISSUED AND PAID-UP SHARE CAPITAL OF 3DOM (SINGAPORE) PTE. LTD.

Unless otherwise defined, all capitalised terms used herein shall bear the same meanings ascribed to them in the SPA Announcements (as defined below).

The information in this Announcement (as defined below) relating to Future Science Research Inc. (“FSR”) is based on information provided by and/or representations made by it. The Directors have not conducted an independent review or verification of the accuracy of the statements and information below. The sole responsibility of the Company and the Directors in this regard has been limited to ensuring that such information has been properly extracted and reproduced in the context that the information has been disclosed in this Announcement.

1. INTRODUCTION

The Board of Directors (the “**Board**” or the “**Directors**”) of Reenova Investment Holding Limited (the “**Company**” and together with its subsidiaries, the “**Group**”) refers to the Company’s announcements dated 17 November 2021, 10 December 2021 and 14 December 2021 (the “**SPA Announcements**”) in relation to the sale and purchase agreement entered between the Company and 3DOM Inc. dated 10 December 2021 (the “**Original SPA**”) for the proposed acquisition of the entire issued and paid-up share capital of 3DOM (Singapore) Pte. Ltd. (the “**Target**”) (the “**Sale Shares**”) by the Company from 3DOM Inc.

Further to the SPA Announcements, the Board wishes to announce (this “**Announcement**”) that the Company has on 28 January 2022 entered into an amended and restated SPA with 3DOM Inc. and FSR (collectively, the “**Vendors**”) (the “**Amended and Restated SPA**”) to amend and restate the Original SPA. For the avoidance of doubt, the Original SPA shall be deemed terminated with effect from and on the date of the Amended and Restated SPA, and the terms and conditions of the Amended and Restated SPA shall supersede and prevail over the terms and conditions of the Original SPA.

2. MATERIAL TERMS OF THE AMENDED AND RESTATED SPA

The terms and conditions of the Amended and Restated SPA remain largely as per the Original SPA, with the following material amendments:

2.1 New Vendor

Before 28 January 2022, 3DOM Inc. was the legal and beneficial owner of 100% of the shares in the Target. Subsequently, pursuant to a restructuring in the share capital of the Target and under the Amended and Restated SPA on 28 January 2022, 3DOM Inc. and FSR are currently the legal and beneficial owners of the Target, holding 13,881 ordinary shares comprising 89.11% of the issued and paid-up share capital of the Target, and 1,697 ordinary shares comprising 10.89% of the issued and paid-up share capital of the Target respectively. For further details on the restructuring, please refer to paragraph 3 of this Announcement below.

FSR was established on 25 December 2013. It is engaged in the business relating to environmental energy technology and provides the following services: (i) general management consulting and management service; (ii) market analysis and information of start-up or new business; (iii) investment and finance services to companies; (iv) research and coordination of technology; (v) initial public offering services; and (vi) corporate training services. As at the date of this Announcement, Masato Tomitaku is the Representative Director and President of FSR. Masataka Matsumura is the ultimate beneficial owner of FSR.

FSR is not related to the Company, its directors or substantial shareholder, and their respective associates. Prior to this Amended and Restated SPA, FSR had no previous business, commercial, trade dealings or other connection with the Company, its directors or substantial shareholders.

As at the date of this Announcement, FSR does not hold any shares in the Company, whether directly or indirectly.

2.2 Extension of the Long-Stop Date

The Company and the Vendors have agreed to extend the long-stop date by six (6) months from 30 June 2022 to 31 December 2022.

3. RATIONALE FOR THE AMENDMENTS

As announced by the Company on 10 December 2021, FSR is a shareholder of 3DOM Inc. and has extended certain shareholder loans to 3DOM Inc. Pursuant to discussions between FSR and 3DOM Inc. to improve 3DOM Inc.'s gearing, the Vendors decided to discharge shareholder loans in consideration for 10.89% of the issued and paid-up share capital of the Target held by 3DOM Inc. being transferred to FSR. This resulted in a restructuring of the share capital of the Target. Accordingly, FSR is included as a vendor in relation to the Proposed Acquisition.

In view of *inter alia* the amount of due diligence required for the Proposed Acquisition, the Parties have agreed to extend the long-stop date to provide the Company with additional time to implement and complete the Proposed Acquisition and the Proposed Transactions.

4. INTERESTS OF THE DIRECTORS AND CONTROLLING SHAREHOLDERS

Save for their respective interests in the Shares of the Company (as the case may be) and as already disclosed in the SPA Announcements, none of the Directors, controlling Shareholders or their associates have any interest, direct or indirect, in the Proposed Acquisition and the Proposed Transactions, as amended by the Amended and Restated SPA.

5. DIRECTORS' RESPONSIBILITY STATEMENT

The Directors 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 about the Proposed Acquisition and the Proposed Transactions, as amended by the Amended and Restated SPA, 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) 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. CAUTIONARY STATEMENT

Notwithstanding that the trading of the Company's Shares is suspended, Shareholders and potential investors are advised to read this Announcement and any further announcements by the Company carefully. Shareholders and potential investors are advised to exercise caution when dealing in the securities of the Company. In the event of any doubt as to the action they should take, Shareholders and potential investors should consult their stock brokers, bank managers, solicitors, or other professional advisers.

The Company will make the necessary announcements as and when there are further material developments on the Proposed Acquisition and the Proposed Transactions, in compliance with the Listing Manual.

7. DOCUMENTS FOR INSPECTION

A copy of the Amended and Restated SPA is available for inspection during normal business hours at 60, Paya Lebar Road, #10-16 Paya Lebar Square, Singapore 409051, for a period of three (3) months commencing from the date of this Announcement.

Pursuant to the relevant health and safety measures imposed in respect of the COVID-19 pandemic, all Shareholders are to register their intention to inspect said document at least five (5) business days before the date of their appointment, via the Company's email address at enquiry@reenovagroup.com. The Company shall be entitled to reject requests for inspection as it deems necessary to comply with the relevant laws and regulations relating to the COVID-19 pandemic.

By Order of the Board
REENOVA INVESTMENT HOLDING LIMITED

Chen Tong
Executive Chairman

28 January 2022