



ARTIVISION TECHNOLOGIES LTD.

(Incorporated in the Republic of Singapore)

(Company Registration No: 200407031R)

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- (i) **PROPOSED ALLOTMENT AND ISSUANCE OF 277,777,777 NEW ORDINARY SHARES IN THE CAPITAL OF THE COMPANY AT THE PLACEMENT PRICE OF S\$0.0162 FOR EACH SHARE;**
 - (ii) **PROPOSED ISSUANCE OF BONDS IN AGGREGATE PRINCIPAL AMOUNT OF S\$4,875,000; AND**
 - (iii) **PROPOSED GRANT OF OPTIONS TO SUBSCRIBE FOR UP TO 740,740,740 NEW ORDINARY SHARES IN THE CAPITAL OF THE COMPANY.**
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1. INTRODUCTION

1.1 The board of directors (the “**Board**” or “**Directors**”) of Artivision Technologies Ltd. (the “**Company**”, and together with its subsidiaries, the “**Group**”) wishes to announce that the Company had:

- (i) on 26 December 2016, entered into two (2) separate share placement agreements (“**Share Placement Agreements**”) with Mr Ching Chiat Kwong (“**Mr Ching**”) and Ms Poh Chew Hua Christine (“**Ms Poh**”) (each, a “**Placee**”, and collectively, the “**Placees**”) respectively, pursuant to which the Placees agreed to subscribe for, and the Company agreed to allot and issue, 246,913,580 new ordinary shares in the capital of the Company (“**Placement Shares**”) to Mr Ching and 30,864,197 Placement Shares to Ms Poh, at a placement price of S\$0.0162 (“**Placement Price**”) for each Placement Share (“**Placement**”), on the terms and subject to the conditions of the Share Placement Agreements. The aggregate consideration payable by the Placees for the subscription of the Placement Shares is approximately S\$4.5 million (“**Placement Consideration**”);
- (ii) on 27 December 2016, entered into two (2) separate subscription agreements (the “**Subscription Agreements**”) with Mr Low See Ching (“**Mr Low**”) and Mr Tee Wee Sien (“**Mr Tee**”) (each, a “**Subscriber**”, and collectively, the “**Subscribers**”) respectively, pursuant to which the Subscribers agreed to subscribe for bonds in aggregate principal amount of S\$4,875,000 to be issued by the Company (“**Bonds**”) (of which S\$2,875,000 is subscribed for by Mr Low and S\$2,000,000 is subscribed for by Mr Tee) at a subscription price of 100% of the principal amount of the Bonds (“**Subscription Price**”), on the terms and subject to the conditions of the Subscription Agreements (“**Bonds Issue**”); and



- (iii) on 27 December 2016, entered into two (2) separate option deeds (the “**Option Deeds**”) with the Subscribers respectively, pursuant to which the Company had granted the Subscribers a total of 740,740,740 share options (“**Options**”), whereby each of the Subscribers is granted 370,370,370 Options (“**Grant of Options**”), with each Option carrying the right to subscribe for one (1) new ordinary share in the capital of the Company (“**Option Share**”) at the exercise price of S\$0.0162 per Option Share (“**Exercise Price**”), on the terms and subject to the conditions of the Option Deeds. In the event the Options are fully exercised, the proceeds thereof would amount to approximately S\$12,000,000.

There is no placement agent appointed for the Placement, the Bonds Issue and/or the Grant of the Options (collectively, the “**Transactions**”). The Placement Shares, the Bonds, the Option and the Option Shares will be issued and/or granted under 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 with the Placement, the Bonds Issue and/or the Grant of the Options.

2. THE PLACEMENT

2.1 Subscription of the Placement Shares

The Placement Shares shall be issued free from all claims, charges, liens and other encumbrances whatsoever and shall rank, *pari passu*, in all respects with the existing ordinary shares of the Company (“**Shares**”) save that the Placement Shares will not rank for any dividends, rights, allotments or other distributions, the record date for which falls on or before the date of completion of the Placement (“**Completion Date**”).

2.2 Details of the Placees and Authority for Issue of the Placement Shares

2.2.1 Placement to Ms Poh

Ms Poh is a private investor introduced by Mr Kenneth Goh, the Chief Executive Officer and Executive Director of the Company. As at the date of this announcement, Ms Poh has total interests in 13,832,400 Shares, representing approximately 1.04% of the existing issued and paid-up share capital of the Company. Ms Poh does not fall within the categories set out in Rule 812(1) of the Catalist Rules.

As announced by the Company on 31 December 2015, Ms Poh had previously subscribed for bonds in aggregate principal amount of S\$2.0 million issued by the Company at a subscription price of 100% of the principal amount of the bond, and in connection with the issuance of the bond, the Company had also granted Ms Poh a total of 15,000,000 options with each option carrying the right to subscribe for one new Shares at the exercise price of S\$0.10 per new Share. The aforementioned options had not been exercised as at the date of this



announcement, and the repayment date of the bond has been duly extended by Ms Poh to 30 June 2017, as announced by the Company on 11 November 2016.

As at the date of this announcement, the Company has an issued and paid-up share capital of 1,334,830,024 Shares and has no treasury Shares. The 30,864,197 Placement Shares to be issued and allotted to Ms Poh represent approximately 2.31% and 2.26% of the existing and enlarged (immediately after the Placement Shares are issued and allotted to Ms Poh) issued and paid-up share capital of the Company, respectively.

The Placement Shares will be allotted and issued to Ms Poh pursuant to the general share issue mandate granted by the shareholders of the Company ("**Shareholders**") at the Company's annual general meeting held on 29 July 2016 (the "**2016 Share Issue Mandate**") for the issue of new Shares and/or convertible securities not exceeding 100% of the total number of issued Shares (excluding treasury Shares), of which the aggregate number of new Shares and convertible securities of the Company to be issued other than on a pro-rata basis to all existing Shareholders shall not exceed 50% of the total number of issued Shares (excluding treasury Shares). As at the date of this announcement, the Company has not issued and allotted any new Shares pursuant to the 2016 Share Issue Mandate. Accordingly, the proposed allotment and issuance of the Placement Shares to Ms Poh falls within the limit of the 2016 Share Issue Mandate.

2.2.2 Placement to Mr Ching

Mr Ching is the executive chairman and chief executive officer of Oxley Holdings Limited (a company listed on the Mainboard of the SGX-ST). He was previously a non-executive director of the Company from 6 September 2013 to 30 September 2016. As at the date of this announcement, Mr Ching is a substantial shareholder of the Company, and has total interests in 148,155,331 Shares, representing approximately 11.10% of the existing issued and paid-up share capital of the Company.

Following the completion of the Placement (and assuming that the Company does not allot and issue additional Shares up to the completion of the Placement), Mr Ching's total interests will increase to 395,068,911 Shares, representing approximately 24.50% of the enlarged issued and paid-up share capital of 1,612,607,801 Shares. Accordingly, Mr Ching will become a controlling shareholder of the Company following the completion of the Placement.

As set out above, the proposed allotment and issuance of the Placement Shares to Mr Ching, who is currently a substantial shareholder of the Company, will result in a transfer of controlling interest in the Company to Mr Ching. Accordingly, pursuant to Rule 803 and Rule 812 of the Singapore Exchange Securities Trading Limited ("**SGX-ST**") Listing Manual Section B: Rules of Catalyst ("**Catalist Rules**"), the Company will be seeking the approval of its Shareholders for the proposed allotment and issuance of the 246,913,580 Placement Shares to Mr Ching at an extraordinary general meeting of the Company ("**EGM**") to be convened. A circular to Shareholders setting out, amongst others, further information on the Placement to



Mr Ching, together with a notice of the EGM to be convened, will be despatched to Shareholders in due course.

2.2.3 No Commission Payable Pursuant to the Placement

No commission or other payment is to be made to Mr Kenneth Goh and/or other parties for introducing the Placees to subscribe for the Placement Shares.

2.3 Conditions Precedent

The completion of the Placement is conditional upon, *inter alia*:

- (a) the listing and quotation notice ("**Listing and Quotation Notice**") being obtained from the SGX-ST for the listing of and quotation for the Placement Shares on Catalist and not being revoked or amended;
- (b) any conditions attached to the Listing and Quotation Notice which is required to be fulfilled on or before the Completion Date having been fulfilled on or before that date to the satisfaction of the SGX-ST or waived by the SGX-ST;
- (c) approval of the Shareholders having been obtained for the Placement (if required);
- (d) all material approvals, consents, licenses, permits, waivers and exemptions (collectively, "**Approvals**") for the Placement and all Approvals which are material for the carrying on of the business of the Company immediately after the completion of the Placement, having been granted by all third parties including all governmental bodies, whether in Singapore or elsewhere, to the Company and/or the Placee (as the case may be) and where any such Approval is subject to conditions, such conditions being reasonably acceptable to the Company and/or the Placee, as the case may be, and if such conditions are required to be fulfilled on or before the Completion Date, such conditions having been fulfilled on or before the Completion Date, and such Approvals remaining in full force and effect; and
- (e) there having been, as at the Completion Date, no occurrence of any event nor the discovery of any fact rendering untrue or incorrect in any material respect any of the warranties contained in the Share Placement Agreements if they were repeated on and as of the Completion Date.

If any of the conditions set forth is not satisfied on or before 28 February 2017 (or such later date as the Company and the Placees may agree), the Company or the Placees (as the case may be) shall be entitled to terminate the respective Share Placement Agreements and in such event the Company shall within five (5) business days refund to the Placees the Placement Consideration and (except for the liability of the Company for the payment of expenses as provided in the Share Placement Agreements) the parties shall be released and



discharged from their respective obligations hereunder provided that each of the Placees may at his/her discretion (and subject to such conditions as it may impose) waive compliance of any of the foregoing provisions (including the conditions precedent).

The Company will make an application to the SGX-ST through its sponsor, ZICO Capital Pte. Ltd., for the dealing in, listing of and quotation for the Placement Shares on Catalist. The Company will make the necessary announcement upon receipt of the Listing and Quotation Notice from the SGX-ST.

2.4 Placement Price

The Placement Price of S\$0.0162 represents a discount of 10% to the volume-weighted average price of S\$0.018 per Share, based on trades done on the SGX-ST on 23 December 2016, being the last full market day on which the Shares were traded prior to the date of the Placement Agreements.

The Placement Price was agreed upon based on arm's length negotiations between the Placees and the Company.

3. THE BONDS ISSUE AND THE GRANT OF OPTIONS

3.1 Bonds Issue

The principal terms of the Subscription Agreements are summarised as follows:

Principal Amount	:	S\$4,875,000 in aggregate, of which S\$2,875,000 is subscribed for by Mr Low and S\$2,000,000 is subscribed for by Mr Tee.
Completion Date	:	<p>In relation to Mr Low's Subscription Agreement, completion shall take place on the date no later than 30 December 2016 (or on such other date as may be agreed in writing between the parties). The subscription price of S\$2,875,000 will be settled by way of set-off against the amount owed by the Company to Mr Low pursuant to a bond subscription agreement entered into between the Company and Mr Low, as announced by the Company on 31 December 2015.</p> <p>In relation to Mr Tee's Subscription Agreement, completion shall take place on the date no later than 19 January 2017 (or on such other date as may be agreed in writing between the parties) upon, <i>inter alia</i>, payment by Mr Tee to the Company of a subscription price of S\$2,000,000.</p>

Maturity Date	:	The Bonds shall be redeemable at 100% of its principal amount at the end of six months (6) from the date of the Bonds are issued or such other date as may be agreed between the Company and the Subscribers.
Interest Rate	:	The Bonds bear interest at a rate of ten per cent (10%) per annum payable on maturity date.
Subscription Price	:	100% of the principal amount of the Bonds

3.2 Grant of Options

The principal terms of the Option Deeds are summarised as follows:

Grant of Option	:	Subject to the satisfaction or waiver of the Option Conditions (as defined below), each of the Subscribers shall have the right to exercise his share of the 370,370,370 Options each, in tranches of 575,000 Options at each time for Mr Low and 500,000 Options at each time for Mr Tee during the Exercise Period (as defined below), to subscribe for Option Shares at the Exercise Price. The right to exercise the Options is at any time during the period commencing on and including the date of issue of the Options and expiring on 29 December 2019 for Mr Low and 18 January 2020 for Mr Tee (" Exercise Period ").
Exercise Price	:	S\$0.0162 per Option Share The Exercise Price of S\$0.0162 represents a discount of 10% to the volume-weighted average price of S\$0.018 per Share, based on trades done on the SGX-ST on 23 December 2016, being the last full market day on which the Shares were traded prior to the date of the Option Deeds.
Status of the Option Shares	:	The Option Shares, when issued, shall be credited as fully paid up and free from all encumbrances, together with all rights attaching thereto as at the date of allotment of the Option Shares (" Allotment Date ") and shall rank <i>pari passu</i> in all respects with the existing Shares as at the Allotment Date, save that they shall not rank for any dividends, rights, allotments, distributions or entitlements, the record date of which falls on or prior to the Allotment Date (as the case may be) and will be admitted for

		listing on Catalist.
Conditions Precedent to Grant of Option	:	<p>The Grant of Options is subject to the satisfaction or waiver of the following conditions on or before the Long Stop Date ("Option Conditions"):</p> <ul style="list-style-type: none"> (i) Listing and Quotation Notice in respect of the Option Shares having been obtained (on terms and conditions acceptable to the Company and the Investor, each acting reasonably) and not being revoked or amended; (ii) any conditions attached to the Listing and Quotation Notice which is required to be fulfilled on or before the Completion Date having been fulfilled on or before that date to the satisfaction of the SGX-ST or waived by the SGX-ST; (iii) the approval of Shareholders in general meeting having been obtained for the allotment and issuance of the Option Shares; and (iv) any other approval or consent for the purpose of the Grant of Options and/or the issuance and allotment of Option Shares upon exercise of the Options. <p>If any of the Option Conditions have not been satisfied (or otherwise waived in accordance with the Options Deeds), on or before 5.00 p.m. on the Long Stop Date (as defined below), the Company or the Subscribers shall thereupon be entitled to terminate, by way of written notice to the other party, the Option Deeds and all rights and obligations under the Option Deeds.</p>
Long Stop Date	:	28 February 2017, or such other date as may be agreed by the Subscribers and the Company in writing.

3.3 Details of the Subscribers

Mr Low is the deputy chief executive officer and executive director of Oxley Holdings Limited (a company listed on the Mainboard of the SGX-ST). Mr Low was also formerly a non-executive director of the Company, from 28 March 2016 to 22 November 2016. As at the date of this announcement, Mr Low does not hold any Shares and does not fall within the categories set out in Rule 812(1) of the Catalist Rules. As announced by the Company on 31 December 2015, Mr Low had also subscribed for bonds in aggregate principal amount of S\$2.5 million issued by the Company at a subscription price of 100% of the principal amount



of the bond, and in connection with the issuance of the bond, the Company had also granted Mr Low a total of 18,750,000 options with each option carrying the right to subscribe for one new Share at the exercise price of S\$0.10 per new Share. The aforementioned options had not been exercised as at the date of this announcement, and the repayment date of the bond is due on 30 December 2016.

Mr Tee is a private investor introduced to the Company by Mr Ching. As at the date of this announcement, Mr Tee has total interests in 1,000,000 Shares, representing approximately 0.07% of the existing issued and paid-up share capital of the Company. Mr Tee does not fall within the categories set out in Rule 812(1) of the Catalist Rules.

No commission or other payment is to be made to Mr Ching and/or other parties for introducing Mr Low and/or Mr Tee to subscribe for the Bonds and/or the Option Shares.

3.4 Authority for the Issue of Option Shares

The Company will be seeking the approval of its Shareholders in respect of the proposed Grant of Options and the proposed allotment and issuance of the Option Shares at the EGM to be convened. A circular to Shareholders setting out, amongst others, further information on the proposed Grant of Options and the proposed allotment and issuance of the Option Shares together with a notice of the EGM to be convened, will be despatched to Shareholders in due course.

4. **RATIONALE FOR THE TRANSACTIONS AND USE OF PROCEEDS**

As at the date of this announcement and as set out under Sections 2.2.1 and 3.3 above, the Company has issued an aggregate S\$4,500,000 bonds to Mr Low and Ms Poh at a subscription price of 100% of the principal amount of the bonds pursuant to subscription agreements dated 31 December 2015 entered into between the Company, Mr Loh and Ms Poh, respectively ("**December Bonds**"). The aggregate amount outstanding, including interests accrued and payable up to 31 December 2016, pursuant to the December Bonds, amounted to approximately S\$5,175,000. The Company had also entered into a convertible loan agreement with NCL Housing Pte. Ltd. dated 17 April 2015 pursuant to which a convertible loan amounting to US\$4,000,000 ("**Convertible Loan**") was granted to the Company. The aggregate amount outstanding, including interests accrued and payable up to 31 December 2016, pursuant to the Convertible Loan, amounted to approximately US\$4,300,000.

Based on the Placement Price, the estimated amount of proceeds from the Placement (net of the estimated expenses of approximately S\$70,000 in connection with the Placement) will be approximately S\$4,430,000 (the "**Placement Net Proceeds**"). Separately, the estimated amount of proceeds from the Bonds Issue (net of estimated expenses of approximately S\$30,000 in connection with the Bonds Issue) will be approximately S\$4,845,000 ("**Bonds Net Proceeds**").



The Company intends to utilise the aggregate of the Placement Net Proceeds and the Bonds Net Proceeds of approximately S\$9,275,000 (collectively the “**Net Proceeds**”) for the following purposes:

- (i) S\$2,875,000 to partially redeem the December Bonds due on 30 December 2016;
- (ii) approximately S\$3,000,000 as advance payment to a publisher in Israel for purchase of video viewership for contract signed by the Company’s subsidiary, Artimedia Technologies Ltd in April 2015; and
- (iii) the balance of the Net Proceeds will be used towards the Group’s general corporate and working capital purposes.

As and when the Options are exercised, the proceeds arising therefrom (“**Option Proceeds**”) may, at the discretion of the Directors, be applied towards repayment of the Group’s borrowings, investment purposes, working capital and/or such other purposes as the Directors may deem fit.

Pending the deployment, the Net Proceeds and the Option Proceeds may be placed as deposits with financial institutions or invested in short term money markets or debt instruments or for any other purposes on a short term basis as the Directors may in their absolute discretion deem fit, from time to time.

The Company will make periodic announcements on the utilisation of the Net Proceeds and the Option Proceeds as and when they are materially disbursed, and provide a status report on the use of the Net Proceeds and the Option Proceeds in the Company’s annual report. Where there is any material deviation from the stated use of the Net Proceeds and the Option Proceeds, the Company will announce the reasons for such deviation.

5. FINANCIAL EFFECTS OF THE TRANSACTIONS

- 5.1 The financial effects of the Transactions are presented solely for illustrative purposes and are not intended to be indicative or reflective of the actual future financial situation of the Company and the Group after the completion of the Transactions.

The financial effects of the Transactions have been computed based on the latest unaudited consolidated financial statements of the Group for the six (6) months financial period ended 30 September 2016. The financial effects are based on the following assumptions:

- (i) the Options are exercised in full, and the Company allots and issues the entire 740,740,740 Option Shares pursuant to the exercise of the Options;

- (ii) the financial effect on the consolidated net tangible asset (“**NTA**”) per Share is computed based on the assumption that the Placement, the Bonds and the Options were completed, fully disbursed and fully exercised on 30 September 2016, respectively;
- (iii) the financial effect on the loss per Share (“**LPS**”) is computed based on the assumption that the Placement, the Bonds and the Options were completed, fully disbursed and fully exercised on 1 March 2016, respectively; and
- (iv) the expenses incurred in connection with the Placement and the Bonds Issue amounted to approximately S\$70,000 and S\$30,000 respectively.

5.2 Share capital

As at 30 September 2016	Before the Placement and exercise of Options	After the Placement and before the disbursement of the Bonds and the exercise of Options	After the Placement and the disbursement of the Bonds and before the exercise of Options	After the Placement, the disbursement of the Bonds and the exercise of Options
Issued and paid-up share capital (S\$'000)	64,338	68,768	68,768	80,768
Total number of issued Shares	1,334,830,024	1,612,607,801	1,612,607,801	2,353,348,541

The 277,777,777 Placement Shares represent (i) approximately 20.81% of the existing issued and paid-up share capital of the Company as at the date of this announcement of 1,334,830,024 Shares; and (ii) approximately 17.23% of the enlarged issued and paid-up share capital of 1,612,607,801 Shares immediately after the completion of the Placement (but before the issue of the Option Shares).

Assuming that the Options are exercised in full, 740,740,740 Option Shares will be issued by the Company, representing (i) approximately 55.49% of the existing issued and paid-up share capital of the Company as at the date of this announcement; (ii) approximately 45.93% of the issued and paid-up share capital of 1,612,607,801 Shares immediately after the completion of the Placement but before the issue of the Option Shares; and (iii) approximately 31.48% of the enlarged issued and paid-up share capital of 2,353,348,541 Shares after the completion of the Placement as well as the issue of the Option Shares.

5.3 NTA per Share

As at 30 September 2016	Before the Placement and exercise of Options	After the Placement and before the disbursement of the Bonds and the exercise of Options	After the Placement and the disbursement of the Bonds and before the exercise of Options	After the Placement, the disbursement of the Bonds and the exercise of Options
NTA (S\$'000)	5,546	9,976	9,946	21,946
NTA per Share (S\$ cents)	0.42	0.62	0.62	0.93

5.4 Loss per Share

As at 30 September 2016	Before the Placement and exercise of Options	After the Placement and before the disbursement of the Bonds and the exercise of Options	After the Placement and the disbursement of the Bonds, and before the exercise of Options	After the Placement, the disbursement of the Bonds and the exercise of Options
Loss attributable to the Shareholders (S\$'000)	6,360	6,360	6,390	6,390
Weighted average number of Shares	1,225,434,959	1,503,212,736	1,503,212,736	2,243,953,476
Loss per Share (S\$ cents)	0.52	0.42	0.43	0.28

5.5 Gearing

As at 30 September 2016	Before the Placement and exercise of Options	After the Placement and before the disbursement of the Bonds and the exercise of Options	After the Placement and the disbursement of the Bonds and before the exercise of Options	After the Placement, the disbursement of the Bonds and the exercise of Options
Total borrowings ⁽¹⁾ (S\$'000)	9,051	9,051	11,051	11,051
Shareholders' funds (S\$'000)	6,121	10,551	10,521	22,521
Gearing ratio ⁽²⁾	1.48	0.86	1.05	0.49

Notes:-

- (1) Refer to the aggregate of Convertible Loans and Bonds payable.
(2) Gearing refers to the ratio of "Total Borrowings" to "Shareholders' Funds".

6. **CONFIRMATION BY DIRECTORS**

The Directors are of the opinion that, after taking into consideration the present bank balance and operating cashflow of the Group, the working capital available to the Group is not sufficient to meet its present requirements. As such, the Directors are of the opinion that the Transactions are necessary and will enable the Company to meet its present working capital requirements (including the repayment of amounts due and outstanding in respect of the December Bonds and the Convertible Loan), improve its financial position as well as bolster its general corporate requirements.

The Directors are of the opinion that, barring unforeseen circumstances, after taking into consideration the Net Proceeds, the present bank balance and operating cashflow of the Group, the working capital available to the Group is sufficient to meet its present requirements.

On 15 December 2016, the Company announced that it entered into a non-binding term sheet ("**Term Sheet**") for the proposed disposal of the entire issued and paid-up share capital of its wholly-owned subsidiary, Artimedia Pte. Ltd. ("**Artimedia**"), together with Artimedia's wholly-owned subsidiary, Artimedia Technologies Ltd ("**Proposed Disposal**"). As disclosed in the announcement, the parties to the Term Sheet shall deal exclusively with each other for a period of three (3) months from the date of the Term Sheet ("**Exclusivity Period**") and shall



negotiate in good faith the terms and conditions of the definitive agreement(s) with a view to executing the definitive agreement(s) within the Exclusivity Period.

Shareholders should note that the Proposed Disposal is subject to the parties entering into definitive agreement(s) and the fulfilment of certain conditions precedent and accordingly, should exercise caution when trading in the shares of the Company. Persons who are in doubt as to the action they should take should consult their legal, financial, tax or other professional advisers.

The Directors are of the view that the Net Proceeds and the proceeds from the Proposed Disposal (“**Disposal Proceeds**”) would be sufficient to repay the December Bonds and the Convertible Loan (including the corresponding interest payable thereon) and that after taking into consideration the present bank balance and operating cashflow of the Group, the Net Proceeds and the Disposal Proceeds, the working capital available to the Group is sufficient to meet its present requirements.

7. INTEREST OF DIRECTORS AND SUBSTANTIAL SHAREHOLDERS

Save for one of the Placees, Mr Ching, who is currently a substantial shareholder of the Company, none of the Directors and their respective associates, and to the best of the Directors’ knowledge, none of the substantial shareholders of the Company, as well as their respective associates, has any interest, whether direct or indirect, in any of the Transactions.

Shareholders and potential investors should exercise caution when trading in Shares of the Company, and where in doubt as to the action they should take, they should consult their financial, tax or other professional adviser immediately.

8. DOCUMENTS AVAILABLE FOR INSPECTION

A copy of the respective Share Placement Agreements, the Subscription Agreements and the Option Deeds is available for inspection during normal business hours from 9.00 a.m. to 5.00 p.m. at the Company’s registered office at 67 Ubi Avenue 1 #06-02/03 Starhub Green, Singapore 408942 for three (3) months from the date of this announcement.

9. 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 Transactions, and the Company and its subsidiaries, 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 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

KENNETH GOH

Executive Director and Chief Executive Officer

29 December 2016

This announcement has been prepared by the Company and its contents have been reviewed by the Company's sponsor, ZICO Capital Pte. Ltd. (the "Sponsor"), for compliance with the Singapore Exchange Securities Trading Limited ("SGX-ST") Listing Manual Section B: Rules of Catalist. 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 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.