



## Captii Limited

(formerly known as Unified Communications Holdings Limited)  
Company Registration No. 200211129W

### **Proposed Share Consolidation of every Ten (10) Ordinary Shares into One (1) Consolidated Share**

#### **1. Introduction**

The Board of Directors of the Company (the “**Directors**”) wishes to announce that Captii Limited (the “**Company**”) proposes to undertake a share consolidation (the “**Proposed Share Consolidation**”) of every ten (10) ordinary shares in the issued share capital of the Company (the “**Shares**”) registered in the name of each shareholder of the Company (“**Shareholder**”) as at a books closure date to be determined by the Directors (the “**Books Closure Date**”) into one (1) consolidated share (the “**Consolidated Share**”).

#### **2. Rationale of the Proposed Share Consolidation**

With effect from March 2015, Singapore Exchange Securities Trading Limited (“**SGX-ST**”) will implement a minimum trading price (“**MTP**”) of S\$0.20 per share for Mainboard listed issuers as a continuing listing requirement. Listed issuers will have twelve (12) months from March 2015 to comply with the MTP, failing which they will be placed on the watch-list. Listed issuers placed on the watch-list will have a thirty six (36) month period to exit.

The Directors have considered all corporate actions available and believe that the Proposed Share Consolidation is the best course of action to comply with the MTP requirement. In an effort to encourage Mainboard listed issuers to comply with MTP, SGX-ST has granted a fee waiver for share consolidation exercises from January 2015 until February 2017. This provides the Company a good opportunity to undertake the Proposed Share Consolidation at a lower cost.

The reduction of the board lot size from the previous one thousand (1,000) shares to one hundred (100) shares from 19 January 2015 will help with issues that might arise from odd-lots arising from the Proposed Share Consolidation.

For the past six (6) months prior to the Company making the announcement on the Proposed Share Consolidation on 17 February 2015, the absolute price of the Shares had traded in a range of between S\$0.034 and S\$0.060. The highest and lowest market prices for each month and the transacted volume of the Shares traded on the SGX-ST for each such month, up to 13 February 2015, are as follows:

	Highest Price (S\$)	Lowest Price (S\$)	Volume of traded Shares ('000)	Percentage fluctuation between the lowest and highest market price (%)
August 2014	0.048	0.034	2,508	41
September 2014	0.045	0.036	645	25
October 2014	0.043	0.040	832	7.5
November 2014	0.048	0.038	2,014	26
December 2014	0.045	0.040	830	12.5
January 2015	0.060	0.041	5,474	46
Up to 13 February 2015	0.060	0.047	90	28

Source: ShareInvestor

The Proposed Share Consolidation will rationalise the share capital of the Company by reducing the number of Shares outstanding, and the trading price per Consolidated Share should theoretically be proportionally higher than the trading price per Share prior to the Proposed Share Consolidation.

The closing market price of the Shares on 13 February 2015, on which the Shares were traded on SGX-ST is S\$0.047. Upon completion of the Proposed Share Consolidation, the theoretical share price of each Consolidated Share will be S\$0.47 which will comply with the MTP requirement.

**Shareholders should note, however, that there can be no assurance that the Proposed Share Consolidation will achieve the desired results as stated in this paragraph 2, nor is there assurance that such results (if achieved) can be sustained in the longer term.**

### 3. Information on the Proposed Share Consolidation

Under the Proposed Share Consolidation, every ten (10) Shares registered in the name of each Shareholder as at the Books Closure Date will be consolidated into one (1) Consolidated Share.

Shareholders should note that the number of Consolidated Shares which they will be entitled to pursuant to the Proposed Share Consolidation, based on their holdings of the Shares as at the Books Closure Date, will be rounded down to the nearest whole Consolidated Share and any fractions of Consolidated Shares arising from the Proposed Share Consolidation will be disregarded. All fractional entitlements arising from the implementation of the Proposed Share Consolidation will be dealt with in such manner as the Directors may, in their absolute discretion, deem fit in the interests of the Company, including (i) disregarding, or (ii) aggregating and selling the same and retaining the net proceeds for the benefit of the Company.

Each Consolidated Share will rank *pari passu* in all respects with each other, and will be traded in board lots of 100 Consolidated Shares.

As at the date of this Announcement, the Company has an issued share capital of S\$31,948,000 divided into 319,572,675 Shares. Following the completion of the Proposed Share Consolidation, the Company will have an issued share capital of S\$31,948,000 divided into approximately 31,957,267 Consolidated Shares.

The Proposed Share Consolidation will not involve the diminution of any liability in respect of unpaid capital or the payment to any Shareholder of any paid-up capital of the Company, and has no effect on the equity of the Company and its subsidiaries.

Shareholders are not required to make any payment to the Company in respect of the Proposed Share Consolidation.

Subject to Shareholders' approval being obtained for the Proposed Share Consolidation at the extraordinary general meeting ("**EGM**"), Shareholders' holdings of the Consolidated Shares arising from the Proposed Share Consolidation will be ascertained on the Books Closure Date.

The Proposed Share Consolidation will not cause any changes to the percentage shareholding of each Shareholder in the Company, other than non-material changes due to rounding.

#### **4. Approvals**

The Proposed Share Consolidation is subject to, *inter alia*:

- (a) SGX-ST's approval for the dealing in, listing of and quotation for the Consolidated Shares on SGX-ST; and
- (b) the Shareholders' approval for the Proposed Share Consolidation being obtained at an EGM of the Company to be convened.

An application will be made to SGX-ST for permission for dealing in, listing of and quotation for the Consolidated Shares on SGX-ST. An appropriate announcement on the outcome of the application will be made in due course.

A circular containing, *inter alia*, the notice of the EGM and the details of the Proposed Share Consolidation will be despatched to Shareholders in due course.

#### **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, the Announcement constitutes full and true disclosure of all material facts about the Proposed Share Consolidation, 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 the 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 the Announcement in its proper form and context.

#### **By Order Of The Board**

Anton Syazi Ahmad Sebi  
Group Chief Executive Officer  
17 February 2015