

TRITECH GROUP LIMITED
(Company Registration No. 200809330R)
(Incorporated in the Republic of Singapore)

PROPOSED PLACEMENT OF UP TO 100,000,000 NEW ORDINARY SHARES IN THE CAPITAL OF THE COMPANY

1. INTRODUCTION

1.1. The Board of Directors (the “**Board**” or “**Directors**”) of Tritech Group Limited (the “**Company**” and together with its subsidiaries, the “**Group**”) wishes to announce that the Company had on 30 July 2025 entered into separate placement agreements (collectively, the “**Placement Agreements**”) with the following persons:

- (a) Ng Yong Tjoon;
- (b) Siew Lih Huey;
- (c) Janet Fong Wuan Yee;
- (d) Lim Jit Chang;
- (e) Ng Yong Kheng Caleb;
- (f) Ang Wei Chong; and
- (g) Choi Po Kum, Christina,

(collectively, the “**Placees**”, and each, a “**Placee**” and together with the Company, the “**Parties**, and each, a “**Party**”).

1.2. Pursuant to the Placement Agreements, the Placees have agreed to subscribe for and the Company has agreed to the placement of an aggregate of up to 100,000,000 new ordinary shares (“**Shares**”) in the capital of the Company (the “**Placement Shares**”) at an issue price of S\$0.0105 (the “**Issue Price**”) per Placement Share amounting to an aggregate cash consideration of up to S\$1,050,000 (the “**Proposed Placement**”).

1.3. The Proposed Placement is not underwritten and will be undertaken pursuant to the exemption under Section 272B of the Securities and Futures Act 2001 of Singapore (“**SFA**”). Accordingly, no prospectus, offer document or offer information statement will be issued by the Company in connection with the Proposed Placement.

2. THE PROPOSED PLACEMENT

2.1. Issue Price

The Issue Price was arrived at following discussions between the Company and the Placees, taking into account, among other things, the prevailing market price of the Shares. The Issue Price represents a discount of approximately 9.5% to the volume weighted average price of S\$0.0116 per Share for trades done on the Catalist of the Singapore Exchange Securities Trading Limited (the “**SGX-ST**”) on 25 July 2025 up to 12.00 p.m. on 28 July 2025, being the last full market day which the Shares were traded prior to the trading halt called by the Company on 28 July 2025 and up to the date before entry into the Placement Agreements.

2.2. Placement Shares

- 2.2.1. Pursuant to the terms of the Placement Agreements, the Placees shall subscribe for, and the Company shall place an aggregate of up to 100,000,000 Placement Shares at the Issue Price in the following proportions:

Name of Placee	No. of Placement Shares	Consideration (S\$)	Percentage based on the existing share capital of the Company ⁽¹⁾ (%)	Percentage based on the enlarged share capital of the Company ⁽²⁾ (%)
Ng Yong Tjoon	20,000,000	210,000	1.69	1.56
Siew Lih Huey	10,000,000	105,000	0.85	0.78
Janet Fong Wuan Yee	10,000,000	105,000	0.85	0.78
Lim Jit Chang	10,000,000	105,000	0.85	0.78
Ng Yong Kheng Caleb	10,000,000	105,000	0.85	0.78
Ang Wei Chong	20,000,000	210,000	1.69	1.56
Choi Po Kum, Christina	20,000,000	210,000	1.69	1.56
Total	100,000,000	1,050,000	8.46	7.80

Notes:

- (1) The percentage shareholding interest is computed based on the existing issued and paid-up share capital (excluding treasury shares and subsidiary holdings) of the Company comprising 1,181,534,398 Shares as at the date of this announcement.
- (2) The percentage shareholding interest is computed based on the enlarged issued and paid-up share capital (excluding treasury shares and subsidiary holdings) of the Company comprising 1,281,534,398 Shares.

- 2.2.2. Assuming the successful placement of 100,000,000 Placement Shares, the Placement Shares represent approximately 8.46% of the existing issued and paid-up share capital of the Company comprising 1,181,534,398 Shares (excluding treasury shares and subsidiary holdings) as at the date of this announcement and will represent approximately 7.80% of the enlarged issued and paid-up share capital of the Company of 1,281,534,398 Shares (excluding treasury shares and subsidiary holdings).
- 2.2.3. The Placement Shares will be issued free from all claims, charges, liens, pledges, mortgages, and other encumbrances whatsoever and shall rank *pari passu* in all respects with and carry all rights similar to the existing issued Shares, except that they will not rank for any dividend, right, allotment or other distributions, the Record Date (as defined below) for which falls on or before the date of the allotment and issue of the Placement Shares. For the purposes of this paragraph, “**Record Date**” means the date fixed by the Company for the purposes of determining entitlements to dividends or other distributions to or rights of holders of Shares.
- 2.2.4. The Placement Shares will not be placed to any person who is a Director or a substantial shareholder of the Company as at the date of this announcement, or any other person in the categories set out in Rule 812(1) of the SGX-ST Listing Manual Section B: Rules of Catalist (“**Catalist Rules**”), unless such subscription is otherwise agreed to by the SGX-ST.
- 2.2.5. The Proposed Placement will not result in any transfer of controlling interest in the Company.

2.3. General Mandate

- 2.3.1. The Placement Shares shall be allotted and issued pursuant to the general share issue mandate granted by shareholders of the Company ("**Shareholders**"), by way of an ordinary resolution ("**General Mandate**") at the annual general meeting of the Company held on 29 July 2025 ("**2025 AGM**"). The General Mandate authorises the Directors to allot and issue new Shares not exceeding 100% of the total number of issued Shares (excluding treasury shares and subsidiary holdings) as at the date of the 2025 AGM, of which the aggregate number of new Shares 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 and subsidiary holdings) as at the date of the 2025 AGM. As at the date of the 2025 AGM, the Company had 1,181,534,398 Shares in issue and accordingly, the Company had 590,767,199 Shares available for issuance under the General Mandate other than on a *pro-rata* basis.
- 2.3.2. As at the date of this announcement, the Company has not issued any new Shares pursuant to the General Mandate. Accordingly, up to 590,767,199 new Shares may be issued under the General Mandate other than on a *pro-rata* basis. Therefore, the proposed allotment and issuance of 100,000,000 Placement Shares falls within the limits of the General Mandate.

2.4. Additional Listing Application

The Company will be applying to the SGX-ST, through its sponsor, UOB Kay Hian Private Limited ("**Sponsor**"), for the dealing in, listing of and quotation for the Placement Shares on the Catalist and will make the necessary announcement upon receipt of the listing and quotation notice ("**LQN**") from the SGX-ST.

3. SALIENT TERMS OF THE PLACEMENT AGREEMENTS

3.1. Placement Completion

Subject to the terms and conditions of the Placement Agreements, completion of the Proposed Placement ("**Completion**") shall take place no later than seven (7) business days after the date the Company notifies the Placees that the LQN has been obtained from the SGX-ST for the listing of the Placement Shares on the Catalist ("**Completion Date**"), but in any event being a date not later than one (1) month from the date of the Placement Agreements or such other dates as the Parties may agree in writing.

3.2. Conditions Precedent

Under the Placement Agreements, completion of the Proposed Placement is conditional upon the satisfaction or waiver of, *inter alia*, the following conditions ("**Conditions Precedent**"), on or before such date falling one (1) month from the date of the Placement Agreements (or such date as the Parties may mutually agree):

- (a) the LQN being obtained from the SGX-ST for the listing and quotation of the Placement Shares on the Catalist and such approval not having been revoked or amended and, where such approval is subject to conditions (which are not normally imposed by the SGX-ST for a transaction of a similar nature), such conditions being acceptable to the Placee and, to the extent that any conditions for such approval are required to be fulfilled on or before the Completion Date, they are so fulfilled;

- (b) the allotment, issue and subscription of the Placement Shares not being prohibited by any statute, order, rule, regulation or directive promulgated or issued after the date of the Placement Agreements by any legislative, executive or regulatory body or authority of Singapore or elsewhere, which is applicable to the Company or the Placees;
- (c) on the Completion Date, the representations and warranties of the Company under the Placement Agreements being true, accurate and correct in all material respects as if made on the Completion Date, with reference to the then existing circumstances and the Company having performed in all material respects all of its obligations under the Placement Agreements to be performed on or before the Completion Date;
- (d) there having been, as at the Completion Date, no material adverse change or any development likely to result in a material adverse change, in the condition, financial or otherwise, of the Company and/or any of its subsidiaries from that existing since the date of the Placement Agreements nor any material breach by the Company of any of the obligations, representations, warranties or undertakings, nor has any event occurred, or any fact been discovered, rendering untrue or incorrect in any material respect as at the Completion Date, any of the warranties or undertakings contained in the Placement Agreements if they were repeated on and as of the Completion Date and the Company having performed in all material respects all of its obligations to be performed under the Placement Agreements on or before the Completion Date; and
- (e) the delivery of a completion certificate by the Company to the Placees on the Completion Date.

3.3. Termination

The respective Placees may at any time prior to or on the Completion Date (after consultation with the Company) by notice to the Company, terminate their respective Placement Agreements, upon the occurrence of any of the following events:

- (a) if any of the Conditions Precedent has not been satisfied or waived;
- (b) if there shall come to the notice of the respective Placees any misrepresentation by the Company or if any event occurs or matter arises, which, if it had occurred before the date of the Placement Agreements or before any of the dates or before any time on which the representations, warranties and undertakings are deemed to be given under the Placement Agreements, would have rendered any of those representations, warranties or undertakings, untrue, incorrect, incomplete or misleading in any material respect;
- (c) if there is a suspension (other than on a temporary basis at the request of the Company) by the SGX-ST of trading of the issued Shares on the Catalist or a delisting of the issued Shares from the Catalist;
- (d) if there is any introduction of or any change in any statute, regulation, order, policy or directive (whether or not having the force of law and including, without limitation, any directive or request issued by the Monetary Authority of Singapore, the Securities Industry Council or the SGX-ST) or in the interpretation or application thereof by any court or other competent authority;
- (e) if the SGX-ST shall make any ruling (or revoke any ruling previously made) the effect of which would restrict or impede the listing and quotation of the Placement Shares;

- (f) if the issue and subscription of the Placement Shares in accordance with the provisions of the respective Placement Agreements shall be prohibited by any statute, order, regulation or directive issued by, or objected to by, any legislative, executive or regulatory body or authority of Singapore or elsewhere (including without any limitation, the MAS and the SGX-ST); or
- (g) if there shall have been or come into effect, since the date of the Placement Agreements:
 - (i) any material adverse change, or any development involving a prospective material adverse change, in the condition (financial or otherwise) of the Company or of the Group as a whole;
 - (ii) any material adverse change, or any development involving a prospective material adverse change, in local, national or international financial, political, industrial, economic or monetary conditions;
 - (iii) any material adverse change, or any development involving a prospective material adverse change, in local, national or international securities or stock markets;
 - (iv) any regional or local outbreak of disease that may have a material adverse effect on the financial markets;
 - (v) any occurrence or any local, national or international outbreak or escalation of hostilities, insurrection or armed conflict; or
 - (vi) any occurrence of any nature whatsoever,

that in the opinion of the respective Placees exercised in good faith, is likely to render the transactions contemplated in the respective Placement Agreements or any of them inadvisable or impracticable to proceed on the terms and in the manner contemplated in the respective Placement Agreements.

4. DISCLOSURES RELATING TO THE PLACEES

- 4.1. Each of the Placees are private investors who were identified through the network of the Company. They had expressed interest to invest in the Company for personal investment purposes
- 4.2. No placement agent has been appointed in respect of the Proposed Placement. The rationale for the Proposed Placement is for the fundraising purposes as set out in Paragraph 5 below. No introducer fee or commission was paid or is payable in connection with the Proposed Placement.
- 4.3. As at the date of this announcement, the Placees (other than Ng Yong Tjoon) do not hold, directly or indirectly, any shares in the Company. As at the date of this announcement, Ng Yong Tjoon holds 100,000 Shares, representing approximately 0.008% of the existing issued and paid-up share capital of the Company.

- 4.4. Save as disclosed in this announcement, the Placees (i) are not related to each other; (ii) have no existing connection (including business relationships) with the Company, the Directors and substantial Shareholders; and (iii) are not persons to whom the Company is prohibited from issuing Shares to, as set out under Rule 812 of the Catalist Rules.
- 4.5. The Placees are subscribing for the Placement Shares as principal and for their own benefit and are not acting in concert with each other, any other person or company, and have not entered into any agreement, arrangement or understanding (whether oral or in writing) with any person or company to act as parties in concert in relation to the Company's Shares, within the definition of the Singapore Code on Take-overs and Mergers.

5. RATIONALE AND USE OF PROCEEDS

- 5.1. The Proposed Placement will allow the Group to strengthen its financial position by improving liquidity and bolstering its cash reserves. The Net Proceeds (as defined below) from the Proposed Placement, are intended to be primarily used for general working capital purposes. These include, but are not limited to, funding day-to-day operations, settling trade and other payables, professional fees, staff-related expenses, and other general overheads. In light of the Group's current working capital needs and the challenging operating environment, marked by economic uncertainty, inflationary pressures, rising operating costs, and competition in the Singapore market, the additional capital is expected to enhance the Group's financial flexibility and resilience. The Proposed Placement will allow the Group to better position itself to weather near-term market challenges while pursuing strategic opportunities. Accordingly, the Company and the Directors are of the view that the Proposed Placement is beneficial to and in the interest of the Group.
- 5.2. Assuming the completion of the Proposed Placement, the estimated net cash proceeds (after deducting estimated expenses of approximately S\$25,000) is approximately S\$1,025,000 ("**Net Proceeds**"), which is intended to be utilised by the Company in the following manner:

Use of Net Proceeds	Amount of Net Proceeds (S\$)	Proportion (%)
Working capital including, <i>inter alia</i> , professional fees, staff salaries and general overheads	1,025,000	100.0%
Total	1,025,000	100.0%

- 5.3. Pending the deployment of the Net Proceeds, such proceeds may be deposited with banks and/or financial institutions and/or invested in short-term money market instruments and/or marketable securities, and/or used for any other purposes on a short-term basis, as the Directors may, in their absolute discretion, deem fit in the interests of the Company.
- 5.4. The Company will make periodic announcements on the utilisation of the Net Proceeds as and when such proceeds are materially disbursed and whether such use is in accordance with the use of proceeds as stated in this announcement. Where the Net Proceeds are used for working capital purposes, the Company will disclose a breakdown with specific details on how the Net Proceeds have been applied. Where there is any material deviation from the stated use of the Net Proceeds, the Company will announce the reasons for such deviation. The Company will also provide a status report on the use of Net Proceeds in the Company's periodic financial statements issued under Rule 705 of the Catalist Rules and its annual reports.

6. FINANCIAL EFFECTS

6.1. The *pro forma* financial effects of the Proposed Placement on the Company's share capital and the Group's net tangible assets ("**NTA**") per Share and earnings per Share ("**EPS**") as set out below are strictly for illustrative purposes and are not indicative of the actual financial position and results of the Group following the completion of the Proposed Placement.

6.2. The *pro forma* financial effects have been prepared based on the latest audited financial results of the Group for the financial year ended 31 March 2025 ("**FY2025**"), on the following bases and assumptions:

- (a) the Proposed Placement of all 100,000,000 Placement Shares at the Issue Price had been completed on 31 March 2025 for the purpose of illustrating the financial effects on the NTA;
- (b) the Proposed Placement of all 100,000,000 Placement Shares at the Issue Price had been completed on 1 April 2024 for the purpose of illustrating the financial effects on the EPS;
- (c) the share capital of the Company as at the date of this announcement comprising 1,181,534,398 Shares; and
- (d) the expenses incurred in connection with the Proposed Placement amounting to S\$25,000.

6.3. Share capital

	Number of Shares (excluding treasury shares)
As at the date of this announcement	1,181,534,398
After the completion of the Proposed Placement	1,281,534,398

6.4. NTA per Share

Assuming that the Proposed Placement was completed on 31 March 2025, the *pro forma* financial effects on the Group's NTA per Share would be as follows:

	Before the Proposed Placement	After the Proposed Placement
NTA attributable to the owners of the Company (S\$)	(3,566,193)	(2,541,193)
Number of issued ordinary shares in the capital of the Company	1,181,534,398	1,281,534,398
NTA per Share (Singapore cents)	(0.30)	(0.20)

6.5. EPS

Assuming that the Proposed Placement was completed on 1 April 2024, the *pro forma* financial effects on the Group's EPS would be as follows:

	Before the Proposed Placement	After the Proposed Placement
Earnings after income tax attributable to the owners of the Company (S\$)	35,489	10,489
Number of issued ordinary shares in the capital of the Company	1,181,534,398	1,281,534,398
EPS (Singapore cents)	0.0030	0.0008

7. DIRECTORS' OPINION

The Directors are of the opinion that, as at the date of this announcement:

- (a) after taking into consideration the Group's present internal resources and present bank facilities available to the Group, the Group has sufficient working capital to meet its present requirements. Notwithstanding the above, the Company is undertaking the Proposed Placement for the rationale stated in Paragraph 5 above; and
- (b) after taking into consideration the Group's present internal resources, present bank facilities available to the Group, and the Net Proceeds, the working capital available to the Group is sufficient to meet its present requirements.

8. INTERESTS OF DIRECTORS AND CONTROLLING SHAREHOLDERS

To the best knowledge of the Company, none of the Directors or controlling Shareholder(s) or their associates has any interest, direct or indirect, in the Placees, the Placement Agreements or the Proposed Placement, other than through their respective shareholdings and/or directorships in the Company.

	Number of Shares	Percentage shareholding as at the date of this announcement ⁽¹⁾ (%)	Percentage shareholding upon completion of the Proposed Placement ⁽²⁾ (%)
Directors			
Mr. Aw Eng Hai	11,765,000	1.00	0.92
Dr. Wang Xiaoning (Jeffrey Wang)	120,673,628	10.21	9.42
Mr. Zhou Xinping	6,000	0.001	0.0005
Mr. Ong Eng Keang	-	-	-
Mr. Tan Chade Phang	-	-	-
Substantial Shareholders (other than Directors)			
Protocol Capital W.L.L.	83,333,334	7.05	6.50

	Number of Shares	Percentage shareholding as at the date of this announcement ⁽¹⁾ (%)	Percentage shareholding upon completion of the Proposed Placement ⁽²⁾ (%)
Adonis Investment Holdings Pte Ltd	69,317,985	5.87	5.41
Bi Xiling	62,401,805	5.28	4.87

Notes:

- (1) As at the date of this announcement, the Company's existing issued share capital is 1,181,534,398 Shares.
- (2) Following completion of the Proposed Placement, the Company's enlarged issued share capital is 1,281,534,398 Shares.

9. DIRECTOR'S 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 Placement, the Placement Agreements 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 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.

10. DOCUMENTS AVAILABLE FOR INSPECTION

Copies of the Placement Agreements are available for inspection by Shareholders at the registered office of the Company at 31 Changi South Avenue 2, Trittech Building, Singapore 486478 during normal office hours for three (3) months from the date of this announcement.

11. CAUTION IN TRADING

Shareholders and potential investors are advised to exercise caution in trading their Shares as there is no certainty or assurance as at the date of this announcement that the Proposed Placement will be completed or that no changes will be made to the terms hereof. The Company will make the necessary announcements as and when there are further developments. Shareholders are advised to read this announcement, and any further announcements by the Company carefully. Shareholders should consult their stockbrokers, solicitors or other professional advisors if they have any doubts about the action they should take.

BY ORDER OF THE BOARD

Dr Wang Xiaoning (Jeffrey Wang)
Managing Director

30 July 2025

*This announcement has been reviewed by the Company's sponsor, UOB Kay Hian Private Limited (the "**Sponsor**").*

*This announcement has not been examined or approved by the Singapore Exchange Securities Trading Limited ("**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 Mr. Lance Tan, Senior Vice President, at 83 Clemenceau Avenue #10-01 UE Square, Singapore 239920, telephone (65) 6590 6881.