



CITICODE LTD.
(Incorporated in the Republic of Singapore)
(Company Registration Number 200404283C)

CHANGE IN TERMS IN RELATION TO THE PROPOSED TRANSACTION

Unless otherwise defined, capitalised terms herein shall have the same meanings as ascribed to them in the Company's announcement dated 29 January 2019.

1. INTRODUCTION

- 1.1. On 29 January 2019, the board of directors (the “**Directors**”) of Citicode Ltd. (the “**Company**” or “**Citicode**”, and together with its subsidiaries, the “**Group**”) announced that the Company has entered into the Agreement with the Vendors in relation to, among other things, the Proposed Acquisition and transfer of N&T Smart Sale Shares (collectively, the “**Proposed Transaction**”) upon completion of the Proposed Acquisition.

2. PROPOSED ACQUISITION OF N&T SMART

- 2.1. The Company and N&T had, on 3 May 2019, executed an Instrument of Transfer to acquire 1,000 ordinary shares (the “**N&T Smart Sale Shares**”), representing 100% of the issued and paid-up share capital of N&T Smart from N&T for a consideration of S\$1 (the “**Proposed Acquisition of N&T Smart**”).
- 2.2. The Proposed Acquisition of N&T Smart, which is a “non-discloseable transaction” under Chapter 10 of the Listing Manual, is expected to be completed on or before 31 May 2019. Following the Proposed Acquisition, N&T Smart will become a subsidiary of the Group.
- 2.3. As previously announced by the Company on 29 January 2019, N&T Smart was newly incorporated on 30 August 2018 with an issued and paid-up capital of S\$1,000, and has not commenced business since its incorporation. In connection with the Proposed Transaction, an independent valuation was conducted by RSM Corporate Advisory Pte. Ltd. on N&T Smart, which took into account, among other things, its dormant status. As such, no additional valuation was commissioned by the Company in respect of the Proposed Acquisition of N&T Smart. The Proposed Acquisition of N&T Smart is not expected to have a material impact on the net tangible assets per share and the earnings per share of the Company for the current financial year ending 31 December 2019.
- 2.4. The consideration of S\$1 was arrived at after arms’ length negotiations, on a willing-buyer-willing-seller basis, after taking into account, among other things, the dormant status of N&T Smart. The consideration will be funded by internal resources of the Group.
- 2.5. None of the Directors and the substantial shareholders of the Company have any interest, direct or indirect, in the Proposed Acquisition of N&T Smart, other than through their respective shareholdings (if any) in the Company.

- 2.6. A copy of the Instrument of Transfer is available for inspection at the registered office of the Company at 1 Robinson Road #17-00 AIA Tower Singapore 048542, during normal business hours for three (3) months from the date of this announcement.

3. TERMINATION OF THE PROPOSED TRANSACTION

- 3.1. Following the execution of the Instrument of Transfer for the Proposed Acquisition of N&T Smart, the Company and N&T had, on 3 May 2019, executed a Termination Agreement, wherein they had mutually agreed, among other things, that:
- (i) The Agreement in relation to the Proposed Transaction shall become null and void, and have no further force and effect.
 - (ii) The parties to the Agreement shall be released and discharged from their respective obligations under the Agreement, and no party shall have any claim against the other party for costs, damages, compensation or otherwise under the Agreement.
- 3.2. For the avoidance of doubt, the Company shall no longer be required to allot and issue any new shares in the capital of the Company in connection with the Proposed Transaction.
- 3.3. None of the Directors and the substantial shareholders of the Company have any interest, direct or indirect, in the termination of the Proposed Transaction, other than through their respective shareholdings (if any) in the Company.
- 3.4. A copy of the Termination Agreement is available for inspection at the registered office of the Company at 1 Robinson Road #17-00 AIA Tower Singapore 048542, during normal business hours for three (3) months from the date of this announcement.

4. FURTHER INFORMATION

- 4.1 The change in terms in relation to the Proposed Transaction is not expected to have any material impact on (i) on the net tangible assets per share and the earnings per share of the Company for the current financial year ending 31 December 2019; and (ii) the existing business model and strategy, which the Company had previously established. The Company and other strategic partners (collectively, the “**Strategic Partners**”) have been evaluating certain smart M&E projects for tender submissions since February 2019. More specifically, the Strategic Partners have submitted and agreed to support three (3) tenders in relation to smart M&E projects as at the date of this announcement (the “**Tenders**”) and it was intended that N&T would provide technical labour to N&T Smart in relation to the Tenders.
- 4.2 **Whilst the Strategic Partners have submitted and agreed to support the Tenders, there is no certainty or assurance that the Tenders will be successfully procured. Shareholders and potential investors of the Company are thus advised to consult their stockbrokers, bank managers, solicitors, accountants or other professional advisers if they have any doubt about the actions they should take. The Company will update shareholders as and when there are any material developments.**

BY ORDER OF THE BOARD

Teh Wing Kwan
Executive Chairman and Chief Executive Officer

3 May 2019