

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

REORGANISATION OF SUBSIDIARIES

Unless otherwise defined, capitalised terms used in this announcement shall have the meaning as ascribed to them in the announcement dated 29 July 2020.

The Board of Directors (the “**Board**”) of Citicode Ltd. (the “**Company**” and together with its subsidiaries, the “**Group**”) wishes to announce that the Company will be undertaking an internal reorganisation exercise pursuant to which the shares of two (2) wholly-owned subsidiaries held directly by the Company (“**Citicode Subsidiaries Under Reorganisation**”) will be transferred to Citicode Corporation Pte. Ltd. (“**Citicode Corporation**”), another wholly-owned subsidiary held directly by the Company (the “**Citicode Internal Reorganisation**”).

The Citicode Subsidiaries Under Reorganisation are (i) Asiapac Recycling Pte. Ltd. (“**APR**”); and (ii) N&T Smart Engineering (Pte.) Ltd. (“**N&T Smart**”). There will be no change in the effective interest of the Citicode Subsidiaries Under Reorganisation held by the Company after the Citicode Internal Reorganisation.

After the Citicode Internal Reorganisation, the Company will have direct interest in one (1) wholly-owned subsidiary, namely Citicode Corporation, which, in turn, will have 100% interests in APR and N&T Smart and a 50% interest in a joint venture company, Citicode-SNAP AI Pte. Ltd. (the “**Joint Venture**” and together with Citicode Corporation, APR, N&T Smart, the “**Entities for Disposal**”). Please refer to **Annex A** for the Group structure before and after the Citicode Internal Reorganisation.

The purpose of the Citicode Internal Reorganisation is to facilitate the disposal of the Company’s existing subsidiaries, investments and businesses (the “**Proposed Disposal**”) in due course, as one of the conditions precedent to the completion of the Proposed Acquisition. The Proposed Disposal is intended to be effected by way of a divestment of the Entities for Disposal.

The Citicode Internal Reorganisation (i) will not affect the existing operations of the Group’s engineering business and Joint Venture; and (ii) is not expected to have any material impact on the net tangible assets and earnings per share of the Company for the financial year ending 31 December 2020.

The Company had stated in its results announcement for the half year ended 30 June 2020 that it might discontinue the copper trading business carried out under APR. The Board wishes to update that the Group has since ceased its copper trading business and the net tangible asset of APR as at 30 September 2020 was “nil”. To further streamline its corporate structure, Citicode Corporation intends to apply for striking-off of APR after the Citicode Internal Reorganisation.

None of the Directors, controlling shareholders or substantial shareholders of the Company has any interest, direct or indirect, in the Citicode Internal Reorganisation, save for their respective shareholdings in the Company.

The Company will make the necessary announcements as and when there are further material developments on the Citicode Internal Reorganisation and the Proposed Disposal.

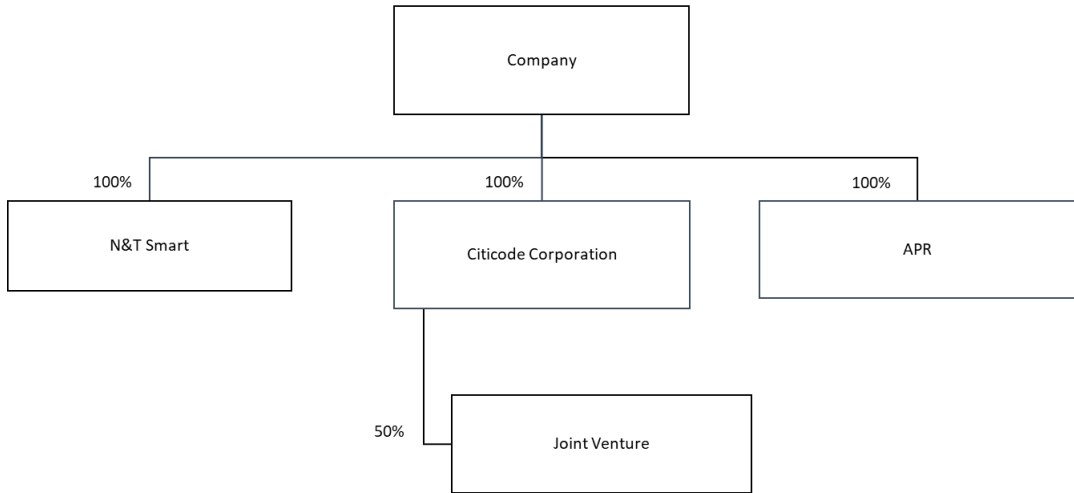
BY ORDER OF THE BOARD

Teh Wing Kwan
Executive Chairman and
Chief Executive Officer
7 October 2020

ANNEX A

GROUP STRUCTURES

Current Group structure



After the Citicode Internal Reorganisation

