



(Company Registration No.: 199202071D)
(Incorporated in the Republic of Singapore on 22 April 1992)

THE PROPOSED DISPOSAL BY THE GROUP OF (I) THE ENTIRE SHAREHOLDING INTEREST IN ACHIEVA TECHNOLOGY SDN. BHD.; AND (II) 49.0% OF THE ISSUED AND PAID-UP SHARE CAPITAL OF ACHIEVA DIGITAL (THAILAND) COMPANY LIMITED – COMPLETION OF PROPOSED DISPOSAL

*Unless otherwise expressly defined, all capitalised terms and references have the same meaning as ascribed to them in the circular dated 11 March 2024 (the "**Circular**") in relation to, inter alia, the proposed disposal of the entire shareholding interest in Achieva Technology Sdn. Bhd. and 49.0% shareholding interest in Achieva Digital (Thailand) Company Limited (the "**Proposed Disposal**").*

1. INTRODUCTION

The Board of Directors (the "**Board**") of Serial System Ltd (the "**Company**") refers to the Company's Circular and announcements dated 11 March 2024, 27 March 2024, 1 April 2024, 17 April 2024, 7 May 2024, 15 May 2024 and 28 May 2024 in relation to, *inter alia*, the Proposed Disposal.

2. WAIVER OF CONDITION PRECEDENT

As provided in the Circular, the Completion of the Proposed Disposal is subject to the fulfilment (or waiver) of certain conditions, including the Purchaser Group having (a) positive net asset value or (b) negative net asset value of no more than S\$250,000 on Completion (the "**NAV Condition Precedent**").

The Company understands from the Purchaser that as at the date of this announcement, the Purchaser Group has a negative net asset value of more than S\$250,000. The Purchaser has confirmed that, to the best of the Purchaser's knowledge and belief and after making due and careful inquiries, the Purchaser Group shall have a negative net asset value of no more than S\$285,000 as at 30 June 2024 (excluding any proceeds received by the Purchaser as a result of the completion of the Proposed Compliance Placement (as defined below) on or prior to 30 June 2024). After discussions with the Purchaser, the Board wishes to announce that SIFE has, on 14 June 2024, agreed to waive the NAV Condition Precedent (the "**NAV Waiver**").

Save to the extent expressly waived by the NAV Waiver and the waiver of the Disposal Condition Precedent (as defined in the Company's announcement dated 7 May 2024) in respect of Axington Vietnam (as defined in the Company's announcement dated 7 May 2024) only, all other terms and conditions of the SPA remain in full force and effect.

3. COMPLETION OF PROPOSED DISPOSAL

The Company understands from the Purchaser that the Purchaser has convened the New EGM (as defined in the Company's announcement dated 28 May 2024) on 14 June 2024 to effect the completion of the Proposed Disposal (including the issuance and allotment of the Consideration Shares to the Company).

The Board is pleased to announce that all Conditions Precedent for the Completion of the Proposed Disposal have either been fulfilled or waived and the Proposed Disposal has been completed in accordance with the terms of the SPA.

Pursuant to Completion, SIFE has disposed the entire shareholding interest in Achieva Technology Sdn. Bhd. (subject to stamp duty adjudication and the Purchaser's payment of stamp duty in Malaysia) and a 49.0% shareholding interest in Achieva Digital (Thailand) Company Limited, and the Purchaser has lodged the relevant filings to the Labuan Financial Services Authority for the allotment and issuance of 114,406,780 Consideration Shares to the Company (as nominee of SIFE).

Following the allotment and issuance of the Consideration Shares, the Introducer Shares and the Interco Shares, the number of shares in the capital of the Purchaser (excluding treasury shares) (the "**Purchaser Shares**") has increased from 23,338,762 Purchaser Shares to 157,274,355 Purchaser Shares. The abovementioned Purchaser Shares have been credited as fully paid-up and free from all encumbrances and rank *pari passu* in all respects with the existing issued Purchaser Shares save for any rights, benefits, dividends and entitlements the record date of which is before the Completion Date. Immediately after the completion of the Proposed Purchaser Share Consolidation and the Proposed Share Issuance Transactions, the Company holds in aggregate 131,816,949 Purchaser Shares (comprising 114,406,780 Consideration Shares and 17,410,169 Interco Shares), which represents approximately 83.81% of the Enlarged Share Capital. Accordingly, the Purchaser is now a subsidiary of the Company.

4. EXTENSION OF THE LISTING AND QUOTATION NOTICE

The Company understand from the Purchaser that the listing and quotation notice (the "**LQN**") of the Consideration Shares, Introducer Shares and Interco Shares was obtained by the Purchaser on 27 December 2023 and the validity of the LQN has been extended by the SGX-ST to 30 June 2024. The LQN is not an indication of the merits of the Enlarged Purchaser Group, the Proposed Share Issuance Transactions and the Purchaser Shares.

5. PROPOSED COMPLIANCE PLACEMENT

As announced by the Purchaser on 5 June 2024, the Company understands that the Purchaser has entered into placement agreement with KGI Securities (Singapore) Pte. Ltd. on 4 June 2024 for the placement of 12,500,000 Placement Shares at the placement price of S\$0.20 for each Placement Share which is on-going (the "**Proposed Compliance Placement**"). Assuming that the Proposed Compliance Placement is successfully completed and all of the 12,500,000 Placement Shares are issued, immediately after the completion of the Proposed Compliance Placement, the Company will hold in aggregate approximately 77.64% of the Enlarged Share Capital.

The Company understands from the Purchaser that, upon completion of the Proposed Compliance Placement, the Purchaser Shares are expected to be listed and quoted on the Catalist Board of the SGX-ST on 27 June 2024 and trading of the Purchaser Shares is expected to commence with effect from 9:00 a.m. on the same date upon the lifting of the trading suspension.

6. CHANGE OF NAME OF THE PURCHASER TO "SERIAL ACHIEVA LIMITED"

The Company also understands from the Purchaser that the Purchaser's trading counter name on the Catalist Board of the SGX-ST will be changed to "Serial Achieva" with effect from 9.00 a.m. on 20 June 2024. The Chinese name of the Purchaser will also be changed to "新擘启华". For the avoidance of doubt, the trading code of the Purchaser being "XHV" and the ISIN Code of the Purchaser being "MYA010LA0136" shall remain unchanged.

BY ORDER OF THE BOARD

Derek Goh Bak Heng

Executive Chairman and Group Chief Executive Officer
14 June 2024