



CITIC ENVIROTECH LTD

(Company Registration Number: 200306466G)

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**AMENDMENT OF PLACEMENT AGREEMENT AND UNDERTAKING LETTER IN RELATION TO
THE PROPOSED PLACEMENT OF 83,216,080 NEW ORDINARY SHARES IN THE CAPITAL OF
CITIC ENVIROTECH LTD. TO NEW RESOURCES LLC**

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1. INTRODUCTION

- 1.1. The Board of Directors ("**Board**") of CITIC Envirotech Ltd. ("**Company**") refers to announcements by the Company on (a) 28 December 2017 and (b) 5 January 2018 (collectively, the "**Placement Announcements**") regarding the proposed placement ("**Proposed Placement**") of an aggregate of 83,216,080 new ordinary shares ("**Placement Shares**") in the capital of the Company to New Resources LLC ("**Placee**"), pursuant to the terms of a placement agreement entered into between the Company and the Placee on 28 December 2017 ("**Placement Agreement**").
- 1.2. As set out in the Placement Announcements, China Everbright Finance Limited ("**CEFL**") issued an undertaking letter on 27 December 2017 in conjunction with the execution of the Placement Agreement ("**Undertaking Letter**"), the terms of which were acknowledged by the Placee, 山东高速光控北京投资基金管理中心（有限合伙）(Shandong Hi-speed CE Beijing Investment Fund Management Center (Limited Partnership)) ("**Shandong Hi-speed**") and the Company.
- 1.3. Unless otherwise defined, capitalised terms used in this announcement shall have the same meanings ascribed to them in the Placement Announcements.

2. AMENDMENT OF THE PLACEMENT AGREEMENT & UNDERTAKING LETTER

- 2.1. The Board wishes to announce that:
 - (a) the Company and the Placee have agreed, pursuant to an amendment letter dated 27 February 2018, to amend and vary the Placement Agreement ("**Placement Agreement Amendment Letter**"); and
 - (b) in conjunction with the Placement Agreement Amendment Letter, the Company, the Placee, CEFL and Shandong Hi-speed have agreed, pursuant to an amendment letter dated 27 February 2018, to amend and vary the Undertaking Letter ("**Undertaking Letter Amendment Letter**"),(collectively, the "**Amendment Letters**").

- 2.2. The execution of the Placement Agreement Amendment Letter is a result of an agreement between the Company and the Placee to change (a) the timeline for satisfaction and/or waiver of the Subscription Monies Condition (as defined in **Paragraph 2.4(c)** below) and (b) the date on which Completion is to occur under the Placement Agreement. The execution of the Undertaking Letter Amendment Letter is in conjunction with the execution of the Placement Agreement Amendment Letter.
- 2.3. Prior to the execution of the Placement Agreement Amendment Letter, the Completion Date was defined as the Business Day falling immediately after fifteen (15) Business Days after the Unconditional Date, or such other date as the Company and Placee may agree in writing. The Company and Placee have agreed, pursuant to the Placement Agreement Amendment Letter, to amend the definition of the date of completion of the Proposed Placement to a date falling seven (7) Market Days after the Unconditional Date ("**New Completion Date**"). "**Market Day**" is defined as a day on which the SGX-ST is open for trading in securities.
- 2.4. The Placement Agreement sets out various Conditions Precedent to be fulfilled or waived in accordance with the terms of such agreement on or prior to Completion, three of which are reproduced below:
- (a) in-principle approval ("**AIP**") for the listing and quotation of the Placement Shares on the SGX-ST being obtained by the Company from the SGX-ST and such approval not having been revoked or amended and being in full force and effect, and where such approval is subject to conditions, such conditions being reasonably acceptable to the Company and the Placee and, to the extent that any conditions for the listing and quotation of the Placement Shares on the SGX-ST is required to be fulfilled on or before the Completion Date, it is so fulfilled, unless otherwise waived by the SGX-ST ("**AIP Condition**");
 - (b) the satisfaction and fulfilment by Shandong Hi-speed of the filing and approval processes in the PRC which are necessary for Shandong Hi-speed to satisfy or fulfil pursuant to PRC laws and regulations in connection with the Proposed Placement, including the following:
 - (i) the approval of the PRC National Development and Reform Commission in relation to the Proposed Placement being obtained;
 - (ii) the approval of and requisite filings made with the PRC Ministry of Commerce in relation to the incorporation of offshore entities in connection with the Proposed Placement being obtained; and
 - (iii) the applicable approval and/ or registration with the PRC State Administration of Foreign Exchange in relation to the incorporation of offshore entities in connection with the Proposed Placement being obtained and/ or completed including obtaining the necessary approvals for funds to be remitted out of the PRC for full payment of the Placement Price for all the Placement Shares to the Company,

and the satisfaction and fulfilment by Shandong Hi-speed of such other filing and approval processes as are necessary for Shandong Hi-speed to obtain pursuant to

PRC laws and regulations in connection with the Proposed Placement (**"Requisite PRC Approvals Condition"**); and

- (c) Shandong Hi-speed (or another person at the direction of Shandong Hi-speed) having injected a sum in cash equal to S\$70,380,000 into the Placee's designated Singapore bank account in connection with the Proposed Placement (**"Subscription Monies Condition"**).

2.5. The Company and the Placee have agreed, pursuant to the Placement Agreement Amendment Letter, to amend the timeline for fulfilment or waiver (or deemed waiver) of the Subscription Monies Condition. In lieu of the Subscription Monies Condition being deemed to be waived by the Placee where such condition is not satisfied on or before a date falling 10 Business Days after the Unconditional Date, the deemed waiver of such condition by the Placee shall take place on the Unconditional Date where said condition remains unsatisfied on or before the Unconditional Date. **"Unconditional Date"** is defined as the date on which the AIP Condition and the Requisite PRC Approvals Condition are satisfied or (if applicable) otherwise waived in writing or deemed to be waived in accordance with the Placement Agreement.

2.6. In conjunction with the amendments referred to in **Paragraph 2.5** above, each of CEFL, Shandong Hi-speed, the Company and the Placee have agreed to enter into the Undertaking Letter Amendment Letter to effect the following amendments to the Undertaking Letter:

- (a) an equivalent amendment was made to the Undertaking Letter such that the deemed waiver of the Subscription Monies Condition by the Placee shall take place on the Unconditional Date where said condition remains unsatisfied on or before the Unconditional Date; and
- (b) the final date on which CEFL is obliged to transfer an amount in cash equal to S\$70,380,000 directly to the Placee's designated Singapore bank account at the direction of Shandong Hi-speed and the Placee shall be at least three Market Days prior to the New Completion Date, in lieu of any date on or prior to the Completion Date.

3. DIRECTORS' RESPONSIBILITY STATEMENT

3.1. 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 Amendment Letters and the Proposed Placement and the Directors are not aware of any facts the omission of which would make any statement in this announcement misleading.

3.2. 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.

4. DOCUMENTS AVAILABLE FOR INSPECTION

Copies of the Amendment Letters are available for inspection during normal business hours at the registered office of the Company at 80 Robinson Road #02-00 Singapore 068898 for a period of three (3) months from the date hereof.

5. TRADING CAUTION

Shareholders are advised to exercise caution in trading their Shares. Shareholders should note that the Proposed Placement is subject to the fulfillment of, *inter alia*, the Conditions Precedent. There is no certainty or assurance as at the date of this announcement that the Proposed Placement will be completed or that no further changes will be made to the terms thereof. The Company will make the necessary announcements when there are further developments. Shareholders are advised to read this announcement and any further announcements by the Company carefully. Shareholders should consult their stock brokers, bank managers, solicitors or other professional advisors if they have any doubt about the actions they should take.

By Order of the Board

Lotus Isabella Lim Mei Hua
Company Secretary

28 February 2018