

TOTM TECHNOLOGIES LIMITED
(Incorporated in the Republic of Singapore)
(Company Registration No. 201506891C)

PROPOSED ACQUISITION OF THE REMAINING 49.0% SHAREHOLDING IN THE TOTAL ORDINARY SHARE CAPITAL OF INTERNATIONAL BIOMETRICS PTE. LTD. (THE “PROPOSED ACQUISITION”)

– COMPLETION OF THE PROPOSED ACQUISITION

1. INTRODUCTION

- 1.1. The board of directors (the “**Board**” or the “**Directors**”) of Totm Technologies Limited (the “**Company**”, together with the subsidiaries, the “**Group**”) refers to the announcement dated 17 October 2022 in relation to the Proposed Acquisition (the “**Previous Announcement**”), the circular issued to the shareholders of the Company dated 29 November 2022 (the “**Circular**”), the announcement dated 14 December 2022 for the results of the extraordinary general meeting held in relation to the Proposed Acquisition and the announcement dated 23 December 2022 in relation to the listing and quotation notice received from the SGX-ST.
- 1.2. Capitalised terms used but not defined herein shall have the meanings as ascribed to them in the Previous Announcement and/or the Circular.

2. COMPLETION OF THE PROPOSED ACQUISITION

- 2.1. Pursuant to the Completion of the Proposed Acquisition,
- (a) the Company has acquired the remaining 49.0% of the shareholding in the total ordinary share capital of InterBio from the Sellers and InterBio is now a wholly-owned subsidiary of the Company;
 - (b) as the base consideration payable for the Proposed Acquisition, the Company has allotted and issued 365,365,000 Base Consideration Shares at an issue price of S\$0.14 per such Share, to the Seller Shareholders and/or their nominees¹ in accordance with the respective shareholding proportions in InterBio which they have sold;
 - (c) the total number of issued and paid-up share capital of the Company has increased from 953,703,716 Shares to 1,340,990,616 Shares, with the total number of new Shares issued on the Completion Date for the Proposed Acquisition (comprising 365,365,000 Base Consideration Shares and 21,921,900 Introducer Shares) (the “**Completion Shares**”) and representing approximately 28.88% of the enlarged issued and paid-up share capital of the Company.
- 2.2. The Completion Shares are allotted and issued as fully-paid Shares, free from encumbrances, and shall rank *pari passu* in all respects with and carry all rights similar to the Shares in issue then, except that they will not rank for any dividend, right, allotment or other distributions, the record dates for which falls on or before the dates of issue of the such Completion Shares.
- 2.3. The listing and quotation of the Completion Shares on Catalist is expected to take place with effect from 9.00 a.m. on 11 January 2023. The listing and quotation of the Completion Shares is not to be taken as an indication of the merits of the Proposed Acquisition, the Total Consideration Shares, the Introducer Shares, the Shares, the Company and/or the Group.

¹ Details of which are set out in the Appendix to this announcement.

3. FURTHER ANNOUNCEMENTS

- 3.1. As and when the relevant Earn-out Milestones are met and the relevant Earn-out Payments are to be paid (via the allotment and issue of up to 105,105,000 Earn-out Consideration Shares), the Company will make the necessary announcements in compliance with the Catalist Rules, including for the allotment and issue of the remaining Introducer Shares (up to 6,306,300 Introducer Shares), which are to be allotted and issued in congruence with the Earn-out Consideration Shares.

4. CAUTIONARY STATEMENT

- 4.1. Shareholders, securityholders and potential investors are advised to read this announcement and any past and future announcements by the Company carefully when dealing with the Shares and securities of the Company. Shareholders, securityholders, and potential investors should consult their stockbrokers, bank managers, solicitors or other professional advisors if they have any doubt about the actions they should take or when dealing with their Shares or securities of the Company.

BY ORDER OF THE BOARD

Mr. Ngo Yit Sung
Executive Director
10 January 2023

This announcement has been reviewed by the Company's sponsor, SAC Capital Private Limited (the "Sponsor"). This announcement has not been examined or approved by the Singapore Exchange Securities Trading Limited (the "Exchange") and the Exchange 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 Ms. Charmian Lim (telephone no.: (65) 6232 3210) at 1 Robinson Road, #21-00 AIA Tower, Singapore 048542.

APPENDIX

Details on the allottees of the Base Consideration Shares

S/No.	Seller Shareholder and/or their nominees	No. of Base Consideration Shares
1.	Steven Japutra	111,509,398
2.	Pedro Flames Omarrementeria	45,798,503
3.	Chan Hiang Ngee	41,816,024
4.	Pierre Olivier Marc Yves Prunier	127,877,750
5.	Low Choon Hui	5,809,304
6.	Andy Utama	5,809,304
7.	Selina Loh	7,745,737
8.	Laika Saputra Rudianto	4,749,745
9.	Jonathan Santoso	14,249,235
Total		365,365,000