

REPL::Share Consolidation::Mandatory

Issuer & Securities

Issuer/ Manager	CAPTII LIMITED
Security	CAPTII LIMITED - SG1P16916402 - U18

Announcement Details

Announcement Title	Share Consolidation
Date & Time of Broadcast	13-May-2015 17:09:22
Status	Replacement
Corporate Action Reference	SG150326SPLR09MA
Submitted By (Co./ Ind. Name)	Anton Syazi Ahmad Sebi
Designation	Chief Executive Officer & Executive Director

Event Narrative

Narrative Type	Narrative Text
Additional Text	This attachment was first published on 17 February 2015 at 5:09:54 pm.

Event Dates

Record Date and Time	13/05/2015 17:00:00
Ex Date	11/05/2015

Disbursement Details

Existing Security Details	
Security Debit Date	14/05/2015
Last Trading Date	08/05/2015
New Security Details	
New Security ISIN	SG1BA0000004
New Security Name	CAPTII LIMITED
Security not found	No
Fractional Disposition Method	Round down fraction to last full unit
Security Credit Date	14/05/2015
Distribution Ratio (New: Old)	1:10

Attachments	@Captii Announcement on Proposed Share Consolidation Final 2.pdf @20150326_Captii Announcement ApprovallnPrinciple.pdf @20150505_Captii_ShareConsoRecordDate.pdf Total size =386K
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Related Announcements	08/05/2015 17:16:29 05/05/2015 18:33:52 26/03/2015 17:09:52
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Proposed Share Consolidation of every Ten (10) Ordinary Shares into One (1) Consolidated Share

1. Introduction

The Board of Directors of the Company (the "**Directors**") wishes to announce that Captii Limited (the "**Company**") proposes to undertake a share consolidation (the "**Proposed Share Consolidation**") of every ten (10) ordinary shares in the issued share capital of the Company (the "**Shares**") registered in the name of each shareholder of the Company ("**Shareholder**") as at a books closure date to be determined by the Directors (the "**Books Closure Date**") into one (1) consolidated share (the "**Consolidated Share**").

2. Rationale of the Proposed Share Consolidation

With effect from March 2015, Singapore Exchange Securities Trading Limited ("**SGX-ST**") will implement a minimum trading price ("**MTP**") of S\$0.20 per share for Mainboard listed issuers as a continuing listing requirement. Listed issuers will have twelve (12) months from March 2015 to comply with the MTP, failing which they will be placed on the watch-list. Listed issuers placed on the watch-list will have a thirty six (36) month period to exit.

The Directors have considered all corporate actions available and believe that the Proposed Share Consolidation is the best course of action to comply with the MTP requirement. In an effort to encourage Mainboard listed issuers to comply with MTP, SGX-ST has granted a fee waiver for share consolidation exercises from January 2015 until February 2017. This provides the Company a good opportunity to undertake the Proposed Share Consolidation at a lower cost.

The reduction of the board lot size from the previous one thousand (1,000) shares to one hundred (100) shares from 19 January 2015 will help with issues that might arise from odd-lots arising from the Proposed Share Consolidation.

For the past six (6) months prior to the Company making the announcement on the Proposed Share Consolidation on 17 February 2015, the absolute price of the Shares had traded in a range of between S\$0.034 and S\$0.060. The highest and lowest market prices for each month and the transacted volume of the Shares traded on the SGX-ST for each such month, up to 13 February 2015, are as follows:

	Highest Price (S\$)	Lowest Price (S\$)	Volume of traded Shares ('000)	Percentage fluctuation between the lowest and highest market price (%)
August 2014	0.048	0.034	2,508	41
September 2014	0.045	0.036	645	25
October 2014	0.043	0.040	832	7.5
November 2014	0.048	0.038	2,014	26
December 2014	0.045	0.040	830	12.5
January 2015	0.060	0.041	5,474	46
Up to 13 February 2015	0.060	0.047	90	28

Source: ShareInvestor

The Proposed Share Consolidation will rationalise the share capital of the Company by reducing the number of Shares outstanding, and the trading price per Consolidated Share should theoretically be proportionally higher than the trading price per Share prior to the Proposed Share Consolidation.

The closing market price of the Shares on 13 February 2015, on which the Shares were traded on SGX-ST is S\$0.047. Upon completion of the Proposed Share Consolidation, the theoretical share price of each Consolidated Share will be S\$0.47 which will comply with the MTP requirement.

Shareholders should note, however, that there can be no assurance that the Proposed Share Consolidation will achieve the desired results as stated in this paragraph 2, nor is there assurance that such results (if achieved) can be sustained in the longer term.

3. Information on the Proposed Share Consolidation

Under the Proposed Share Consolidation, every ten (10) Shares registered in the name of each Shareholder as at the Books Closure Date will be consolidated into one (1) Consolidated Share.

Shareholders should note that the number of Consolidated Shares which they will be entitled to pursuant to the Proposed Share Consolidation, based on their holdings of the Shares as at the Books Closure Date, will be rounded down to the nearest whole Consolidated Share and any fractions of Consolidated Shares arising from the Proposed Share Consolidation will be disregarded. All fractional entitlements arising from the implementation of the Proposed Share Consolidation will be dealt with in such manner as the Directors may, in their absolute discretion, deem fit in the interests of the Company, including (i) disregarding, or (ii) aggregating and selling the same and retaining the net proceeds for the benefit of the Company.

Each Consolidated Share will rank *pari passu* in all respects with each other, and will be traded in board lots of 100 Consolidated Shares.

As at the date of this Announcement, the Company has an issued share capital of S\$31,948,000 divided into 319,572,675 Shares. Following the completion of the Proposed Share Consolidation, the Company will have an issued share capital of S\$31,948,000 divided into approximately 31,957,267 Consolidated Shares.

The Proposed Share Consolidation will not involve the diminution of any liability in respect of unpaid capital or the payment to any Shareholder of any paid-up capital of the Company, and has no effect on the equity of the Company and its subsidiaries.

Shareholders are not required to make any payment to the Company in respect of the Proposed Share Consolidation.

Subject to Shareholders' approval being obtained for the Proposed Share Consolidation at the extraordinary general meeting ("**EGM**"), Shareholders' holdings of the Consolidated Shares arising from the Proposed Share Consolidation will be ascertained on the Books Closure Date.

The Proposed Share Consolidation will not cause any changes to the percentage shareholding of each Shareholder in the Company, other than non-material changes due to rounding.

4. Approvals

The Proposed Share Consolidation is subject to, *inter alia*:

- (a) SGX-ST's approval for the dealing in, listing of and quotation for the Consolidated Shares on SGX-ST; and
- (b) the Shareholders' approval for the Proposed Share Consolidation being obtained at an EGM of the Company to be convened.

An application will be made to SGX-ST for permission for dealing in, listing of and quotation for the Consolidated Shares on SGX-ST. An appropriate announcement on the outcome of the application will be made in due course.

A circular containing, *inter alia*, the notice of the EGM and the details of the Proposed Share Consolidation will be despatched to Shareholders in due course.

5. Directors' Responsibility Statement

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, the Announcement constitutes full and true disclosure of all material facts about the Proposed Share Consolidation, the Company and its subsidiaries, and the Directors are not aware of any facts the omission of which would make any statement in this Announcement misleading. Where information in the 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 the Announcement in its proper form and context.

By Order Of The Board

Anton Syazi Ahmad Sebi
Group Chief Executive Officer
17 February 2015



Captii Limited

(formerly known as Unified Communications Holdings Limited)
Company Registration No. 200211129W

Proposed Share Consolidation of Every Ten (10) Ordinary Shares into One (1) Consolidated Share

On 17 February 2015, the Board of Directors (the "**Directors**") of Captii Limited (the "**Company**") made an announcement that the Company proposes to undertake a share consolidation (the "**Proposed Share Consolidation**") of every ten (10) ordinary shares in the issued share capital of the Company registered in the name of each shareholder of the Company ("**Shareholder**") as at a books closure date to be determined by the Directors into one (1) consolidated share (the "**Consolidated Share**")

Further to the announcement on 17 February 2015, the Directors are pleased to announce that the Company had on 25 March 2015 received the approval in-principle ("**AIP**") from Singapore Exchange Securities Limited ("**SGX-ST**") for the listing and quotation of up to 31,957,267 Consolidated Shares on the Mainboard of SGX-ST.

The AIP is subject to:

- (a) Shareholders' approval being obtained for the Proposed Share Consolidation at an Extraordinary General Meeting to be convened; and
- (b) Compliance with SGX-ST's listing requirements.

The AIP is not to be taken as an indication of the merits of the Proposed Share Consolidation, the Consolidated Shares, the Company and/or its subsidiaries.

A circular containing, *inter alia*, further information on the Proposed Share Consolidation will be dispatched to Shareholders in due course.

By Order of the Board

Anton Syazi Ahmad Sebi
Group Chief Executive Officer
26 March 2015

Proposed Share Consolidation of every Ten (10) Ordinary Shares into One (1) Consolidated Share

- Notice of Books Closure Date

Unless otherwise defined, all capitalised terms used herein shall bear the same meaning as ascribed to them in the Circular (as defined hereinafter).

1. Introduction

The Board of Directors of the Company (the "**Directors**") refers to its announcements dated 17 February 2015, 26 March 2015, 9 April 2015 and 29 April 2015 (the "**Share Consolidation Announcements**") and the circular to shareholders of the Company dated 10 April 2015 (the "**Circular**") in relation to the Proposed Share Consolidation of every ten (10) Shares into one (1) Consolidated Shares as at the Books Closure Date (the "**Share Consolidation**"). The Share Consolidation was approved by the Shareholders at the Extraordinary General Meeting held on 29 April 2015.

2. Notice of Books Closure Date

NOTICE IS HEREBY GIVEN that the Register of Members and the share transfer books of the Company will be closed at 5:00 p.m. on 13 May 2015 (the "**Books Closure Date**") in order to determine the entitlements of the Shareholders pursuant to the Share Consolidation.

On the Books Closure Date, every ten (10) Shares registered in the name of each Shareholder as at the Books Closure Date will be consolidated into One (1) Consolidated Share, fractional entitlements to be disregarded.

The Share Consolidation shall be effective from 9.00 a.m. on 14 May 2015 (the "**Share Consolidation Effective Date**"), being the Market Day immediately following the Books Closure Date, whereupon the Register of Members of the Company and the Depository Register will be updated to reflect the number of Consolidated Shares held by each Shareholder based on the number of Shares held by them as at the Books Closure Date.

Shareholders should note that the number of Consolidated Shares which they will be entitled to pursuant to the Share Consolidation, based on their holdings of the Shares as at the Books Closure Date, will be rounded down to the nearest whole Consolidated Share, and any fractions of Consolidated Shares arising from the Share Consolidation shall be disregarded. All fractional entitlements arising from the implementation of the Share Consolidation will be dealt with in such manner as the Directors may, in their absolute discretion, deem fit in the interests of the Company, including (i) disregarding, or (ii) aggregating and selling the same and retaining the net proceeds for the benefit of the Company.

Each Consolidated Share will rank *pari passu* in all respects with each other, and will be traded in board lots of one hundred (100) Consolidated Shares.

3. Share Certificates

(a) Deposit of Share Certificates with CDP

Shareholders who hold Old Share Certificates in their own names and who wish to deposit the same with CDP and have their Consolidated Shares credited to their Securities Accounts maintained with CDP, must deposit their Old Share Certificates, together with the duly executed instruments of transfer in favour of CDP, no later than twelve (12) Market Days prior to the Books Closure Date. After the Books Closure Date, CDP will only accept deposit of New Share Certificates.

Shareholders who wish to deposit their Old Share Certificates with CDP after the Books Closure Date must first deliver such Old Share Certificates to the Share Registrar, Boardroom Corporate & Advisory Services Pte Ltd, at 50 Raffles Place, #32-01 Singapore Land Tower, Singapore 048623, for cancellation and issue of the New Share Certificates in replacement thereof as described below.

(b) Issue of New Share Certificates

Shareholders who have deposited their Old Share Certificates with CDP at least twelve (12) Market Days prior to the Books Closure Date need not take any action. The Company will arrange with CDP to facilitate the issue of New Share Certificates pursuant to the Share Consolidation.

Shareholders who have not deposited their Old Share Certificates as aforesaid or who do not wish to deposit their Old Share Certificates with CDP are advised to deliver all their Old Share Certificates to the Share Registrar, Boardroom Corporate & Advisory Services Pte Ltd, at 50 Raffles Place, #32-01 Singapore Land Tower, Singapore 048623, as soon as possible after they have been notified of the Books Closure Date and preferably, not later than five (5) Market Days after the Books Closure Date for cancellation and exchange for New Share Certificates. No receipt will be issued by the Share Registrar for the receipt of the Old Share Certificates tendered. The New Share Certificates will be sent by ordinary mail to the registered addresses of the Shareholders at their own risk within ten (10) Market Days from the Books Closure Date or the date of receipt of the Old Share Certificates, whichever is later.

Shareholders should note that New Share Certificates will not be issued to them unless their Old Share Certificates have been delivered to the Share Registrar for cancellation.

Please notify the Share Registrar, Boardroom Corporate & Advisory Services Pte Ltd, at 50 Raffles Place, #32-01 Singapore Land Tower, Singapore 048623, if any Shareholders have lost any of their Old Share Certificates or if there is any change in their respective addresses from that reflected in the Register of Members.

(c) Share Certificates Not Valid for Settlement of Trades on SGX-ST

Shareholders are reminded that their Old Share Certificates will not be valid for settlement of trading in the Shares on SGX-ST, as the Company is under a book-entry (scripless) settlement system. After the date on which the Share Consolidation becomes effective, the Old Share Certificates will continue to be accepted by the Share Registrar for cancellation and issue of New Share Certificates in replacement thereof for an indefinite period by the Share Registrar. The New Share Certificates will not be valid for delivery for trades done on SGX-ST although they will continue to be *prima facie* evidence of legal title.

4. Trading Arrangements for the Shares and for Odd Lots

(a) Trading Arrangements for the Shares

With effect from 9.00 a.m. on the Effective Trading Date, trading in the Shares will be in board lots of one hundred (100) Consolidated Shares. Accordingly, every ten (10) Shares as at 5.00 p.m. on the Market Day immediately preceding the Effective Trading Date will represent one (1) Consolidated Share with effect from 9.00 a.m. on the Effective Trading Date. Trading in the Shares will cease after 5.00 p.m. on the Market Day immediately preceding the Effective Trading Date.

(b) Trading Arrangements for Odd Lots of Consolidated Shares

All fractional entitlements arising upon the implementation of the Share Consolidation will be aggregated and dealt with in such manner as the Board may, in its absolute discretion, deem fit in the interests of the Company, including (i) disregarding, or (ii) aggregating and selling the same and retaining the net proceeds for the benefit of the Company.

The Shares are currently traded in board lots of one hundred (100) Shares in the ready market. Following the Share Consolidation, the Securities Accounts of Shareholders (being Depositors) may be credited with odd lots of Consolidated Shares (that is, lots other than board lots of one hundred (100) Consolidated Shares). The market for trading of such odd lots of Consolidated Shares may be illiquid. The Company has obtained approval from SGX-ST to set up a temporary counter to trade board lot of one (1) Consolidated Share for two (2) months commencing on the day that the Consolidated Shares start trading on the Official List of SGX-ST. Thereafter, Shareholders can trade in the Unit Share Market for any odd lots of Consolidated Shares.

5. Important Dates

Shareholders should note the following dates.

Time and Date	Event
5 May 2015 (Tuesday)	Announcement of Notice of Books Closure Date for the Share Consolidation
8 May 2015 (Friday) 5.00 p.m.	Last Date and time for trading of Shares on pre-consolidated basis
11 May 2015 (Monday) 9.00 a.m.	Effective Trading Date (commencement of trading of the Consolidated Shares on the SGX-ST)
13 May 2015 (Wednesday) 5.00 p.m.	Books Closure Date for the Share Consolidation
14 May 2015 (Thursday) 9.00 a.m.	Share Consolidation Effective Date (Share Consolidation becomes effective)

By Order Of The Board

Anton Syazi Ahmad Sebi
 Group Chief Executive Officer
 5 May 2015