

ASIA FASHION HOLDINGS LIMITED
(Company Registration No. 41195)
(Incorporated in Bermuda)

APPROVAL IN PRINCIPAL IN RESPECT OF THE PLACEMENT OF 100,397,362 NEW ORDINARY SHARES

The Board of Directors (the “**Board**”) of Asia Fashion Holdings Limited (the “**Company**”) refers to the announcement dated 30 September 2015 (“**Placement Announcement**”). Unless otherwise defined, all capitalised terms shall bear the same meanings ascribed to them in the Placement Announcement.

Further to the Placement Announcement, the Board is pleased to announce that the Company has on 14 October 2015, received the approval in-principle from the SGX-ST for the listing and quotation of up to 100,397,362 new ordinary shares in the capital of the Company on the Main Board of the SGX-ST (the “**Approval In-Principle**”).

The Approval In-Principle is subject to the following conditions:

- (a) Compliance with the SGX-ST's listing requirements;
- (b) Submission of:
 - (i) A written undertaking from the Company that it will comply with Rule 704(30) and Rule 1207(20) of the Listing Manual in relation to the use of the proceeds from the 7% unsecured non-equity-linked bonds due 2016 with an aggregate principal amount of S\$10,000,000 issued on 9 June 2014 and where proceeds are to be used for working capital purposes, the Company will disclose a breakdown with specific details on the use of proceeds for working capital in the Company's announcements on use of proceeds and in the annual report;
 - (ii) A written undertaking from the Company that it will comply with Rule 803; and
 - (iii) A written confirmation from the Company that it will not issue the Placement Shares to persons prohibited under Rule 812(1) of the Listing Manual.

Please note that the SGX-ST's Approval In-Principle is not to be taken as an indication of the merits of the Proposed Placement, the Placement Shares, the Company and/or its subsidiaries.

A separate announcement will be issued by the Company upon the allotment and issue of the Placement Shares.

BY THE ORDER OF THE BOARD

Mak Tin Sang
Executive Director and Chief Executive Officer
14 October 2015