

VIBROPOWER CORPORATION LIMITED

(Company Registration No.: 200004436E)
(Incorporated in the Republic of Singapore)

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- (1) **PROPOSED SUBSCRIPTION OF 2,500,000 NEW ORDINARY SHARES IN THE SHARE CAPITAL OF VIBROPOWER CORPORATION LIMITED (THE "COMPANY")**
 - (2) **PROPOSED CONVERTIBLE LOAN OF AGGREGATE PRINCIPAL AMOUNT OF S\$1,000,000 CONVERTIBLE INTO NEW ORDINARY SHARES IN THE SHARE CAPITAL OF THE COMPANY AT THE CONVERSION PRICE OF S\$0.24 PER SHARE**
- RECEIPT OF APPROVAL IN-PRINCIPLE FOR THE LISTING AND QUOTATION OF SUBSCRIPTION SHARES AND CONVERTED SHARES**
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Unless otherwise defined, all capitalised terms herein shall bear the same meanings ascribed to them in the Company's announcement dated 26 September 2016.

The Board (the "**Board**") of Directors (the "**Directors**") of the Company refers to the Company's announcement dated 26 September 2016 (the "**Announcement**") relating to the Proposed Subscription and the Convertible Loan (collectively, the "**Proposed Transactions**").

The Board is pleased to announce that the Company has on 25 October 2016 received the approval in-principle of the Singapore Exchange Securities Trading Limited ("**SGX-ST**") for the listing and quotation of the 2,500,000 Subscription Shares on the Main Board of the SGX-ST, subject to the following conditions:

- (a) compliance with the SGX-ST's listing requirements;
- (b) submission of the following documents:
 - (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 issue of the Subscription Shares 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 of the Listing Manual; and
 - (iii) a written confirmation from the Company that it will not issue the Subscription Shares to persons prohibited under Rule 812(1) of the Listing Manual.

The Board is also pleased to announce that the Company has on 25 October 2016 received the approval in-principle of the SGX-ST for the listing and quotation of the 4,166,667 Converted Shares on the Main Board of the SGX-ST, subject to the following conditions:

- (a) compliance with the SGX-ST's listing requirements;
- (b) submission of the following documents:
 - (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 Convertible Loan 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 of the Listing Manual;
- (iii) a written confirmation from the Company that it will not issue the Converted Shares to persons prohibited under Rule 812(1) of the Listing Manual;
- (iv) a written undertaking from the Company to announce any adjustment made pursuant to Rule 829(1) of the Listing Manual;
- (v) a written undertaking from the Company that the Company will comply with Rule 831 of the Listing Manual;
- (vi) a written confirmation from the Company that it has announced the adjustment events (attaching the relevant announcement); and
- (vii) a written undertaking from the Company that all adjustments to the Conversion Price for the Convertible Loan, other than on a bonus issue, will be supported by a written confirmation by the Company's auditors or an independent financial adviser to be fair and reasonable.

In relation to sub-paragraph (vi) above, as disclosed in the Announcement, there are provisions for adjustment in the Convertible Loan Agreement which shall take effect upon the occurrence of certain dilutive events. Pursuant to the Convertible Loan Agreement, such adjustment events include the following:

- (i) an issue by the Company of Shares to its shareholders credited as fully paid for which no consideration is payable, by way of capitalisation of profits or reserves (whether of a capital or income nature or not and including any capital redemption reserve fund) to its shareholders (other than an issue of shares to shareholders who elect to receive shares in lieu of cash or other dividend);
- (ii) a capital distribution made by the Company to its shareholders whether on a reduction of capital or otherwise (but excluding any cancellation of capital which is lost or unrepresented by available assets);
- (iii) an offer or invitation made by the Company to its shareholders under which they may acquire or subscribe for Shares by way of rights;
- (iv) any consolidation, subdivision or conversion of Shares; and
- (v) an issue by the Company of any Shares or other equity interests or issue of any equity-linked instrument or otherwise any change to its capital structure.

The in-principle approval of the SGX-ST is not to be taken as an indication of the merits of the Proposed Transactions, the Subscription Shares, the Converted Shares, the Convertible Loan, the Company and/or its subsidiaries.

Further announcements on the Proposed Transactions will be made by the Company as and when appropriate.

By Order of the Board

Benedict Chen Onn Meng
Chief Executive Officer
25 October 2016