INNOPAC HOLDINGS LIMITED

(Company Registration Number 197301788K)
(Incorporated in the Republic of Singapore)
("**Company**" and together with its subsidiaries, the "**Group**")

PROPOSED PLACEMENTS
– SUPPLEMENTAL LETTERS

Introduction

*Unless otherwise expressly defined or described herein, all capitalised words shall have the same meaning as defined in the Company's announcements on 9 October 2018, 19 February 2019, 4 April 2019 and 10 April 2019 ("**Announcements**")*.

The Board refers to the Announcements and wishes to announce the following.

Save for the Subscription Agreement between the Company and Dato' Lim Soon Huat, the Company and all the other Investors, have on 24 April 2019, expressly agreed in writing, by way of supplemental letters executed by the Company and the Investors, to extend the long-stop date for the completion of Proposed Placements to 30 June 2019, or such later date as may be agreed to between the Company and the Investors ("**Supplemental Letters**").

The Company and Dato' Lim Soon Huat have mutually agreed to terminate the Subscription Agreement entered into between them with effect from 24 April 2019 and henceforth, all further references to the Investors, Placement Shares, Subscription Agreements, the Proposed Placements and the Proposed Transfer of Controlling Interest will exclude Dato' Lim Soon Huat and the proposed placement to Dato' Lim Soon Huat respectively.

In addition, the Supplemental Letters set out, *inter alia*, the following changes to the principal terms of the Subscription Agreements between the Company and the Investors:

(a) Teow Chong Joo has increased his investment by S$100,000 from S$400,000 to S$500,000 for an increase in the number of Placement Shares to be subscribed by him from 400,000,000 to 500,000,000.

(b) The Investors have consented to the exclusion of the Company's shareholding interests in EPL from the Proposed Disposal pursuant to the Supplemental Agreement entered into between the Company and WCY on 4 April 2019, as announced by the Company on 10 April 2019.

(c) The Investors have agreed to the use of proceeds of the Proposed Placements for, *inter alia*, payment of the Settlement Sum pursuant to the Settlement, as announced by the Company on 4 April 2019.

Save for the foregoing, all the rights, benefits, obligations and liabilities of the Company and the Investors under the Subscription Agreements continue to apply and remain in full force and effect.

Accordingly, the aggregate number of Placement Shares to be alloted and issued to the Investors under the Proposed Placements is revised to 6,100,000,000 Placement Shares and the total Placement Consideration is revised to S$6,100,000.00, subject to and upon the terms and conditions set out in the respective Subscription Agreements, as amended, supplemented and varied by the Supplemental Letters.

Change in Shareholding Structure

The Placement Shares will now represent approximately 57.8% of the enlarged issued and paid-up share capital of the Company after the completion of the Proposed Placements. Based on the issued share capital of the Company as at the date hereof, the following table sets out the respective shareholding interests of the Investors and the impact on the percentage shareholding of existing Directors and

substantial Shareholders following completion of the Proposed Placements.

	Before the Proposed Placements				After the Proposed Placements			
	Direct Interest		Deemed Interest		Direct Interest		Deemed Interest	
	No. of Shares	%	No. of Shares	%	No. of Shares	%	No. of Shares	%
Directors								
Leng Yew Chee Philip	-	-	-	-	-	-	-	-
Chong Chun Chieh	-	-	-	-	-	-	-	-
Yeoh Meng Yau	-	-	-	-	-	-	-	-

	Before the Proposed Placements				After the Proposed Placements			
	Direct Interest		Deemed Interest		Direct Interest		Deemed Interest	
	No. of Shares	%	No. of Shares	%	No. of Shares	%	No. of Shares	%
Investors								
Dato' Choo Beng Kai	-	-	-	-	2,500,000,000	23.7	-	-
Dato' Lim Kai Seng	-	-	-	-	600,000,000	5.7	-	-
Poh Mei Huey	-	-	-	-	600,000,000	5.7	-	-
Teow Chong Joo	-	-	-	-	500,000,000	4.7	-	-
Teh Yew Wooi	-	-	-	-	400,000,000	3.8	-	-
Ooi Wey Chong	-	-	-	-	400,000,000	3.8	-	-
Tang Chi Hoong Darren	-	-	-	-	400,000,000	3.8	-	-
Ong Chin Kiong	-	-	-	-	400,000,000	3.8	-	-
Ong Gim Seong	-	-	-	-	300,000,000	2.8	-	-

Financial Effects of the Proposed Placements

As at the date of this announcement, the issued and paid up share capital of the Company is S$121,571,777.00 comprising 4,460,835,645 Shares. On completion of the Proposed Placement, the issued and paid up share capital of the Company will increase to S$127,671,777.00 comprising 10,560,835,645 Shares.

The tables below illustrate the financial effects of the Proposed Placements on the: (i) NTA per share of the Group; and (ii) the EPS/(LPS) of the Group, based on the latest announced unaudited consolidated financial statements of the Group for the half-year financial period ended 31 December 2018 and the following assumptions:

(a) the financial effects of the Proposed Placements on the NTA per Share of the Group are computed assuming that the Proposed Placements are completed on 31 December 2018, being the end of the most recently completed half-year financial period of the Group;

(b) the financial effects of the Proposed Placements on the EPS of the Group are computed assuming that the Proposed Placements are completed on 1 July 2018, being the beginning of the most recently completed half-year financial period of the Group;

(c) all the 6,100,000,000 Placement Shares are issued and allotted to the Investors in aggregate at

the Issue Price of S$0.001 per Placement Share; and

(d) transactional costs incurred for the Proposed Placements have not been taken in account in the computation of the financial effects.

The financial effects presented below are **for illustrative purposes only** and are not intended to reflect the actual future financial situation of the Company or the Group upon completion of the Proposed Placements.

NTA per Share

	Before the Proposed Placements	**After the Proposed Placements**
NTA attributable to Shareholders (S$'000)	1,253	4,015
Number of Shares ('000)	4,460,835	10,560,835
NTA per Share (cents)	0.03	0.04

EPS/(LPS)

	Before the Proposed Placements	**After the Proposed Placements**
Net loss attributable to shareholders (S$'000)	(1,390)	(1,390)
Weighted average number of Shares ('000)	4,460,786	10,460,786
EPS/(LPS) (cents)	(0.03)	(0.01)

Circular to Shareholders and Additional Listing Application

As disclosed in the Announcements, the Proposed Disposal and Proposed Placements are conditional upon the Company having obtained Shareholders' approval, and a circular to the Shareholders containing, among others, information on the Proposed Disposal and Proposed Placements will be despatched to Shareholders in due course.

The Company will be submitting an application to the SGX-ST for the listing of and quotation for the Placement Shares on the SGX-ST. The Company will make the necessary announcement(s) once the approval in-principle by the SGX-ST for the listing of and quotation of the Placement Shares on the SGX-ST has been obtained.

Shareholders are advised to read the Announcements in their entirety for further details of the Proposed Placements and Proposed Disposal, including the principal terms thereof, the Placement Conditions, the SPA Conditions, rationale and use of proceeds, the Proposed Transfer of Controlling Interest and authority to be obtained for the allotment and issuance of the Placement Shares.

Interests of Directors and Substantial Shareholders

Save for any Shares which they may hold (whether directly or indirectly), none of the Directors and, to the best of the Directors' knowledge, none of the substantial Shareholders of the Company have any interest, direct or indirect, in the Proposed Placements and/or the Proposed Disposal.

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, this announcement constitutes full and true disclosure of all material facts about the Proposed Disposal, Proposed Placements and the Proposed Transfer of Controlling Interest, 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 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.

Documents for Inspection

A copy of the following documents is available for inspection during normal business hours at the registered office of the Company at 190 Middle Road #19-07 Fortune Centre Singapore 188979 for a period of three (3) months from the date of this announcement:

(a) the SPA and Supplemental Agreement;

(b) the Subscription Agreements, Extension Letters, Supplemental Letters, and

(c) the Constitution of the Company

Trading Caution

Shareholders are advised to exercise caution in trading their Shares. The Proposed Disposal and Proposed Placements are subject to the SPA Conditions and Placement Conditions set out the Company's announcement of 9 October 2019, respectively. There is no certainty or assurance as at the date of this announcement that the Proposed Disposal and Proposed Placements will be completed or that no changes will be made to the terms thereof. The Company will make the necessary announcements when there are further developments. Shareholders and potential investors 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
INNOPAC HOLDINGS LIMITED

Leng Yew Chee Philip
Executive Director
24 April 2019