



Y VENTURES GROUP LTD.
(Company Registration No.: 201300274R)
(Incorporated in the Republic of Singapore)

PROPOSED JOINT VENTURE

Unless otherwise defined, all capitalised terms used in this announcement shall bear the same meanings as defined in the Company's announcements dated 2 March 2018 and 5 March 2018 (collectively, the "Announcements")

Further to the Announcements, the Board of the Company wishes to announce that the Company has today entered into a joint venture agreement (the "**JVA**") with Arke Blockchain Engineering Pte. Ltd., for the purposes of, amongst others, setting up an e-commerce buying platform focusing on cross-border purchases on behalf of consumers and consolidated deliveries ("**AORA Platform**"), development of utility tokens for use on such e-commerce buying platform ("**AORA Coins**"), and development of solutions for de-centralisation of applications using distributed ledger technology (the "**Proposed Joint Venture**"). Arke Blockchain Engineering Pte. Ltd., a technology-focused blockchain development firm that focuses on decentralised system design, smart contract engineering, website and application development, cryptography and security, will assist with the technology relating to programming of algorithms and blockchain development for the e-commerce buying platform.

In accordance with the JVA, the parties will subscribe for initial share capital being an aggregate of 199,999 new ordinary shares of S\$1.00 each in Luminore 8 Pte. Ltd. (the "**JVC**"), which has an existing issued and paid-up share capital of S\$1.00 comprising 1 ordinary share. The shareholding structure of the JVC upon completion of such subscription of shares will be as follows:

Shareholder of the JVC	Shareholding
The Company	120,000 ordinary shares (60%)
Arke Blockchain Engineering Pte. Ltd.	80,000 ordinary shares (40%)

The Company will be financing its subscription of new ordinary shares in the JVC with internal resources. Under the JVA, the Company will also be providing shareholder loans of up to S\$500,000 to the JVC for working capital purposes.

In addition, the Company will be engaging professional advisory services to advise on the accounting treatment of the AORA Coins and the financial impact of the initial coin offering ("**Proposed ICO**") on the Group's financial statements throughout the life of the AORA Coins and the AORA Platform. The Company is also required to ensure the necessary advice and confirmations are obtained before the completion of the Proposed ICO from its external auditors and the firm(s) providing professional advisory services.

At the date of this announcement, there is no certainty or assurance that the Proposed ICO will be completed or that no changes will be made to the terms thereof, as the same may be subject to on-going regulatory clearance and compliance, if applicable. In the event that the Proposed ICO does not proceed for whatsoever reason, the JVC, will refund any monies collected from the sale and distribution of the AORA Coins (without interest or other benefit arising therefrom) to the respective token applicants. Shareholders and potential token applicants and holders are advised to read the Company's announcement titled 'Proposed Initial Coin Offering Of Utility Tokens' and dated 31 July 2018 released on the SGXNet and any further announcements by the Company on the Proposed ICO carefully.

None of the Directors or substantial shareholders of the Company has any interest, direct or indirect, in the above transaction, other than through their respective shareholdings (if any) in the Company.

By Order of the Board

Low Yik Sen
Executive Chairman and Managing Director
31 July 2018

*This announcement has been prepared by the Company and its contents have been reviewed by the Company's Sponsor, RHT Capital Pte. Ltd. (the "**Sponsor**") for compliance with the relevant rules of the Singapore Exchange Securities Trading Limited (the "**SGX-ST**"). The Sponsor has not independently verified the contents of this announcement.*

This announcement has not been examined or approved by the SGX-ST and the SGX-ST assume 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.

This announcement contains important information. If you are in doubt as to any aspect of the Proposed ICO, this press release or the action you should take, you should consult your legal, financial, tax or other professional adviser(s).

For more information on this ICO, please refer to the contents of the SGX Announcement titled 'Proposed Initial Coin Offering Of Utility Tokens' and dated on 31st July 2018.

The contact person for the Sponsor is:

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