

ASIA-PACIFIC STRATEGIC INVESTMENTS LIMITED

(Incorporated in the Republic of Singapore)

(Company Registration No. 200609901H)

PROPOSED RENOUNCEABLE RIGHTS ISSUE OF UP TO 1,095,335,350 NEW ORDINARY SHARES OF THE COMPANY WITH WARRANTS – RECEIPT OF LISTING AND QUOTATION NOTICE

1. INTRODUCTION

The Board of Directors (the “**Directors**”) of Asia-Pacific Strategic Investments Limited (the “**Company**”) refers to the Company’s announcement dated 27 November 2013 (the “**Previous Announcement**”) in relation to the proposed renounceable rights issue (the “**Rights cum Warrants Issue**”) of up to 1,095,335,350 new ordinary shares of the Company (the “**Shares**”) with up to 1,095,335,350 free detachable warrants (the “**Warrants**”), on the basis of five (5) Rights Shares (as defined below) for every one (1) existing Share held by shareholders of the Company (the “**Shareholders**”) as at a books closure date to be determined (the “**Books Closure Date**”) and one (1) Warrant for every one (1) Rights Share subscribed.

Unless otherwise defined, all capitalised terms and references used herein shall bear the same meaning ascribed to them in the Previous Announcement.

2. ADJUSTMENTS TO EXISTING WARRANTS

As stated in the Previous Announcement, adjustments may be made to the number and/or exercise price of the Relevant Warrants of the Company as a result of the Rights cum Warrants Issue.

2.1. Adjustment to 2009 Warrants

The Company had on 18 May 2009 issued 590,000,000 warrants at an issue price of S\$0.01 (the “**2009 Warrants**”), each warrant carrying the right to subscribe for one (1) new ordinary share in the capital of the Company, at an exercise price of S\$0.15 for each new share (the “**2009 Warrants Issue**”). The 2009 Warrants are currently listed on the Catalist under the counter “W140516” and are subject to the terms and conditions set out in the deed poll dated 15 April 2009 (the “**2009 Deed Poll**”).

As a result of a share consolidation approved by Shareholders at an extraordinary general meeting of the Company held on 25 June 2010, the number of unexercised 2009 Warrants was adjusted such that every ten (10) warrants was consolidated into one (1) adjusted warrant and the exercise price was adjusted from S\$0.15 to S\$1.50. The exercise price of the 2009 Warrants was subsequently adjusted from S\$1.50 to S\$1.46 as a result of a placement of 10,000,000 Shares to Qiang Lin Mei on 18 May 2012.

As a result of the Company’s renounceable rights cum warrants issue announced on 7 May 2013 and pursuant to the 2009 Deed Poll, adjustments were made to the 2009 Warrants on 17 July 2013 such that:

- (a) an additional 10,728,254 warrants were issued to then existing holders of the 2009 Warrants such that the number of additional warrants issued was calculated on the basis of 0.1829 warrants for every 1 existing 2009 Warrant held by each warrantholder as at the relevant books closure date, fractional entitlements to be disregarded; and

- (b) the exercise price of each 2009 Warrant was adjusted from S\$1.46 to S\$1.23.

As a result of the Rights cum Warrants Issue and pursuant to the terms of the 2009 Deed Poll, the Company is required to make adjustments to the number as well as the exercise price of the 2009 Warrants (the “**2009 Warrants Adjustments**”). As at 17 January 2014, there were 69,385,269 outstanding, unexercised 2009 Warrants. Taking into account the conditions set out in the 2009 Deed Poll, the number of 2009 Warrants will be increased from 69,385,269 to a maximum of 286,880,333 warrants, representing an increase of a maximum of 217,495,064 warrants (“**Adjustment 2009 Warrants**”) and the 2009 Warrants Adjustments are as follows:

- (a) the exercise price of each 2009 Warrant will be adjusted from S\$1.23 to S\$0.30
- (b) Entitled Warranholders will be entitled to another 3.1346 warrants (“**Adjustment 2009 Warrant(s)**”) for every one (1) existing 2009 Warrant held, fractional entitlements to be disregarded; and
- (c) each Adjustment 2009 Warrant will carry the right to subscribe for one (1) new ordinary share in the capital of the Company (“**Adjustment 2009 Warrant Share(s)**”).

As required by the terms of the 2009 Deed Poll, the Company’s auditors have on 14 January 2014 certified that the above adjustments have been made in accordance with the terms of the 2009 Deed Poll. However, the 2009 Warrants Adjustments as set out above will change depending on the actual number of outstanding, unexercised 2009 Warrants on the books closure date for the 2009 Warrants Adjustments.

Under the terms of the 2009 Deed Poll, the adjustments will be effective from the commencement of the next market day following the closing date of the Rights cum Warrants Issue.

The issue of the Adjustment 2009 Warrants and Adjustment 2009 Warrant Shares will be undertaken pursuant to the specific mandate granted by Shareholders at the extraordinary general meeting of the Company held on 9 April 2009.

The 2009 Warrants and the Adjustment 2009 Warrants, when issued, will expire on 16 May 2014.

2.2. Adjustment to 2013 Warrants

The Company had on 17 July 2013 issued 34,670,447 2013 Warrants, each warrant carrying the right to subscribe for one (1) new ordinary share in the capital of the Company, at an exercise price of S\$0.05 for each new share pursuant to the 2013 Rights cum Warrants Issue. The 2013 Warrants are currently listed on the Catalist under the counter “W180716” and are subject to the terms and conditions set out in the deed poll dated 14 June 2013 (“**2013 Deed Poll**”).

As a result of the Rights cum Warrants Issue and pursuant to the 2013 Deed Poll, the Company is required to make adjustments to the number as well as the exercise price of the 2013 Warrants (the “**2013 Warrants Adjustments**”). As at 17 January 2014, there were 4,082,552 outstanding, unexercised 2013 Warrants. Taking into account the conditions set out in the 2013 Deed Poll, the number of 2013 Warrants will be increased from 4,082,552 to a maximum of 12,797,167 warrants, representing an increase of a maximum of 16,879,719 warrants (“**Adjustment 2013 Warrants**”) and the 2013 Warrants Adjustments are as follows:

- (a) the exercise price of each 2013 Warrant will be adjusted from S\$0.05 to S\$0.01;
- (b) Entitled Warranholders will be entitled to another 3.1346 warrants (“**Adjustment 2013 Warrant(s)**”) for every one (1) existing 2013 Warrant held, fractional entitlements to be disregarded; and

- (c) each Adjustment 2013 Warrant will carry the right to subscribe for one (1) new ordinary share in the capital of the Company ("**Adjustment 2013 Warrant Share(s)**").

As required by the terms of the 2013 Deed Poll, the Company's auditors have on 14 January 2014 certified that the above adjustments have been made in accordance with the terms of the 2013 Deed Poll. However, the 2013 Warrants Adjustments as set out above will change depending on the actual number of outstanding, unexercised 2013 Warrants on the books closure date for the 2013 Warrants Adjustments.

The Company is convening the EGM to obtain Shareholders' approval for the issuance of the Adjustment 2013 Warrants and the Adjustment 2013 Warrant Shares.

The 2013 Warrants and the Adjustment 2013 Warrants, when issued, will expire on 16 July 2018.

2.3. Adjustment to Introducer Warrants

The Company had on 10 December 2013 issued 11,000,000 Introducer Warrants, each warrant carrying the right to subscribe for one (1) new ordinary share in the capital of the Company, at an exercise price of S\$0.216 for each new share pursuant to a subscription agreement dated 4 November 2013. The Introducer Warrants are not listed and are subject to the terms and conditions set out in the deed poll dated 10 December 2013 (the "**Introducer Deed Poll**").

As a result of the Rights cum Warrants Issue and pursuant to the Introducer Deed Poll, the Company is required to make adjustments to the number as well as the exercise price of the Introducer Warrants (the "**Introducer Warrants Adjustments**"). As at 17 January 2014, there were 11,000,000 outstanding, unexercised Introducer Warrants. Taking into account the conditions set out in the Introducer Deed Poll, the number of Introducer Warrants will be increased from 11,000,000 to a maximum of 45,480,680 warrants, representing an increase of a maximum of 34,480,680 warrants ("**Adjustment Introducer Warrants**") and the Introducer Warrants Adjustments are as follows:

- (a) the exercise price of each Introducer Warrant will be adjusted from S\$0.216 to S\$0.053;
- (b) Entitled Warranholders will be entitled to another 3.1346 warrants ("**Adjustment Introducer Warrants**") for every one (1) existing Introducer Warrant held, fractional entitlements to be disregarded; and
- (c) each Adjustment Introducer Warrant will carry the right to subscribe for one (1) new ordinary share in the capital of the Company (the "**Adjustment Introducer Warrant Share(s)**").

As required by the terms of the Introducer Deed Poll, the Company's auditors have on 14 January 2014 certified that the above adjustments have been made in accordance with the terms of the Introducer Deed Poll. However, the Introducer Warrants Adjustments as set out above will change depending on the actual number of outstanding, unexercised Introducer Warrants on the books closure date for the Introducer Warrants Adjustments.

The Company is convening the EGM to obtain Shareholders' approval for the issuance of the Adjustment Introducer Warrants and the Adjustment Introducer Warrant Shares.

The Introducer Warrants and the Adjustment Introducer Warrants, when issued, will expire on 9 December 2014.

The Adjustment 2009 Warrant Shares, the Adjustment 2013 Warrant Shares and the Adjustment Introducer Warrant Shares shall be collectively known as the Adjustment Warrant Shares.

3. LISTING AND QUOTATION NOTICE

The Directors wish to announce that the Company's Sponsor has on 27 February 2014 obtained the listing and quotation notice from the Singapore Exchange Securities Trading Limited (the "**SGX-ST**") for the listing and quotation of the Rights Shares, Warrants, Warrant Shares, Adjustment 2009 Warrants, the Adjustment 2013 Warrants and the Adjustment Warrant Shares on the Catalist of the SGX-ST (the "**L&Q Notice**"), subject to the following:

- (i) compliance with the listing requirements of the SGX-ST;
- (ii) Shareholders' approval being obtained for the proposed Rights cum Warrants Issue at an extraordinary general meeting to be convened; and
- (iii) submission of a confirmation that a sufficient spread in the Warrants as required under Rule 826 of the Listing Manual is complied with.

The L&Q Notice is not to be taken as an indication of the merits of the proposed Rights cum Warrants Issue, Rights Shares, Warrants, Warrant Shares, Adjustment 2009 Warrants, Adjustment 2013 Warrants, Adjustment Warrant Shares, the Company, its subsidiaries and their securities.

4. DESPATCH OF CIRCULAR

In relation to the extraordinary general meeting to be convened as stated in paragraph 3(ii) above, a circular to Shareholders containing, *inter alia*, the financial effects of the Rights cum Warrants Issue will be issued by the Company in due course.

5. INTERESTS OF DIRECTORS AND SUBSTANTIAL SHAREHOLDERS

None of the Directors and substantial Shareholders has any interests, direct or indirect, in the Rights cum Warrants Issue, other than through each of their respective shareholding interests, direct and/or indirect, in the Company.

6. 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 Rights cum Warrants Issue, the 2009 Warrants Adjustments, the 2013 Warrants Adjustments, the Introducer Warrants Adjustments, 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 this announcement in its proper form and context.

BY ORDER OF THE BOARD

Dato' Dr. Choo Yeow Ming
Chairman and Chief Executive Officer

28 February 2014

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

This announcement has not been examined or approved by the SGX-ST and the SGX-ST assumes no responsibility for the contents of this announcement including the correctness of any statements or opinions made or reports contained in this announcement.

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