Alset International Limited

(Incorporated in the Republic of Singapore)
(Company Registration Number 200916763W)

ENTRY INTO SECURITIES PURCHASE AGREEMENT IN RELATION TO SUBSCRIPTION OF SHARES IN VALUE EXCHANGE INTERNATIONAL, INC.

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1. Entry into Securities Purchase Agreement

1.1 The Board of Directors (the "**Board**") of Alset International Limited (the "**Company**" and together with its subsidiaries, the "**Group**") wishes to announce that a securities purchase agreement dated 5 April 2021 (the "**Securities Purchase Agreement**") has been entered into between GigWorld, Inc. ("**GigWorld**"), a 99.72%-owned subsidiary of the Company, and Value Exchange International, Inc. ("**Value Exchange International**") in relation to, *inter alia*, the proposed subscription of 6,500,000 shares of Value Exchange International's common stock (the "**Subscription Shares**"), representing approximately 18.0% of the total issued and paid-up common stock of Value Exchange International on an enlarged basis comprising 36,156,130 shares of common stock as at the date of this announcement for an aggregate subscription price of US$650,000 (the "**Proposed Subscription**").

1.2 All of the relative figures computed on the bases set out in Catalist Rule 1006 amount to 5% or less. Accordingly, the Proposed Subscription is classified as a "non-discloseable transaction" under Chapter 10 of the Catalist Rules.

1.3 Under the provisions of the Securities Purchase Agreement, the Proposed Subscription is expected to be completed on 5 April 2021 subject to the satisfaction of the terms and conditions set out in the Securities Purchase Agreement ("**Closing Date**"). As at the date of this announcement, the Proposed Subscription has not been completed and will be completed pending satisfaction of the terms and conditions of the Securities Purchase Agreement.

2. Information on Value Exchange International

The information on Value Exchange International set out below was provided to the Company by Value Exchange International. In respect of such information, the Board has not conducted an independent review or verification of the accuracy and correctness of the statements and information below. The Board's responsibility is limited to the proper extraction and reproduction herein in the context that is being disclosed in this announcement.

2.1 Corporate Information

Value Exchange International is a company incorporated in Nevada, the United States of America on 26 June 2007 and as at the date of this announcement, has an authorised capital stock comprising:

(a) 100,000,000 shares of common stock, each with a par value of US$0.00001, of which 29,656,130 shares of common stock have been issued and paid-up; and

(b) 100,000,000 shares of preferred stock, each with a par value of US$0.00001, of which no shares of preferred stock have been issued and paid-up.

Value Exchange International is listed on the U.S. OTC Markets Group, Inc. QB Venture Market principally engaged in the business of providing credit and debit card processing services to multinational retailers in Asia.

2.2 Financial Information

Based on the audited financial statements of Value Exchange International for the financial year ended 31 December 2020:

(a) the aggregate net asset value represented by the Subscription Shares was approximately US$0.23 million as at 31 December 2020; and

(b) the aggregate net tangible asset value represented by the Subscription Shares was approximately US$0.23 million as at 31 December 2020.

Value Exchange International's market capitalisation was approximately US$2.9 million on 5 April 2021 determined by multiplying the total number of issued and paid-up shares of common stock of Value Exchange International on 5 April 2021 (29.66 million shares of common stock of Value Exchange International) by the market price of the shares of common stock of Value Exchange International trading on the U.S. OTC Markets Group, Inc. QB Venture Market on 5 April 2021 (US$0.099 per share of common stock of Value Exchange International).

2.3 Valuation

No valuation was commissioned by the Group in respect of the Proposed Subscription.

3. Rationale for the Proposed Subscription

3.1 The Board believes that the Proposed Subscription will form a strategic relationship between the Group and Value Exchange International. Pursuant to the Securities Purchase Agreement, Mr Lum Kan Fai ("**Mr Lum**"), a Director, Vice Chairman, President of GigWorld, or a nominee designated by GigWorld will be appointed as a director of Value Exchange International within 10 business days after the Closing Date. Following the completion of the Proposed Subscription, GigWorld will benefit from the services and solutions in computer software programming and integration, and computer systems, internet and information technology systems engineering, consulting, administration and maintenance, including e-commerce and payment processing of Value Exchange International.

3.2 For the above reasons, the Board is confident that the Proposed Subscription will bring value to shareholders of the Company and that the Proposed Subscription is in the best interests of the Company and its shareholders.

4. Consideration

4.1 The aggregate consideration for the Subscription Shares is US$650,000 (the "**Consideration**"). Based on the market price of the shares of common stock of Value Exchange International trading on the U.S. OTC Markets Group, Inc. QB Venture Market on 5 April 2021, the market value of the Subscription Shares is approximately US$643,500.

4.2 The Consideration shall be paid by GigWorld to Value Exchange International via wire transfer of immediately available funds from internal resources and evidence of such payment shall be made on the Closing Date or within one (1) business day after the Closing Date provided the terms and conditions set out in the Securities Purchase Agreement have been satisfied.

4.3 The Consideration was arrived at arm's length and on a willing-buyer-willing-seller basis, after taking into account, *inter alia*, the following:

(a) the aggregate net asset value represented by both the Subscription Shares;

(b) the aggregate net asset liability value represented by both the Subscription Shares;

(c) the market price of the shares of common stock of Value Exchange International trading on the U.S. OTC Markets Group, Inc. QB Venture Market on 5 April 2021; and

(d) prevailing economic conditions.

5. Financial Effects

5.1 The Proposed Subscription is not expected to have a material impact on the net tangible assets per share and the earnings per share of the Company based on the unaudited financial statements of the Group for the financial year ended 31 December 2020.

6. Service Contracts

6.1 No person is proposed to be appointed as a director of the Company in connection with the Proposed Subscription and no service contracts in relation thereto is proposed to be entered into by the Company.

7. Interests of Directors and Substantial Shareholders

7.1 As at the date of this announcement, Mr Chan holds 100,000 shares of Value Exchange International's common stock, representing approximately 0.28% of the total issued and paid-up common stock of Value Exchange International on an enlarged basis comprising 36,156,130 shares of common stock.

7.2 Save as disclosed above, none of the directors and/or the substantial shareholders of the Company have any interest, direct or indirect, in the Proposed Subscription, other than through their respective shareholdings in the Company, if any.

8. Documents Available for Inspection

8.1 A copy of the Securities Purchase Agreement may be inspected at the registered office of the Company located at 7 Temasek Boulevard #29-01B Suntec Tower One Singapore 038987 during normal business hours for three (3) months from the date of this announcement.

9. Cautionary Statement

9.1 **Shareholders and potential investors of the Company should note that there is no certainty or assurance as at the date of this announcement that the Proposed Subscription will be completed.**

9.2 **Shareholders and potential investors of the Company are advised to read this announcement and any further announcements made by the Company carefully. Shareholders and potential investors of the Company are advised to refrain from taking any action with respect to their securities in the Company which may be prejudicial to their interests, and to exercise caution when dealing in the securities of the Company. Shareholders and potential investors of the Company should consult their stockbrokers, bank managers, solicitors or other professional advisers if they have any doubt about the actions they should take.**

By Order of the Board
Alset International Limited

Chan Heng Fai
Executive Chairman, Executive Director and Chief Executive Officer

8 April 2021

This announcement has been reviewed by the Company's Sponsor, Hong Leong Finance Limited. It has not been examined or approved by the Exchange and the Exchange assumes 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.

The contact person for the Sponsor is Ms Vera Leong, Vice President, Hong Leong Finance Limited, at 16 Raffles Quay, #01-05 Hong Leong Building, Singapore 048581, telephone (+65) 6415 9881.