

iFAST CORPORATION LTD.
(Incorporated in the Republic of Singapore)
(Company Registration No. 200007899C)

**PROPOSED SUBSCRIPTION OF 10,607,804 NEW ORDINARY SHARES IN THE CAPITAL OF
PECUNIAM PTE LTD
BY iFAST CORPORATION LTD**

1. INTRODUCTION

The board of directors (the “**Directors**” or the “**Board**”) of iFAST Corporation Ltd (“**iFAST**” or the “**Company**” and together with its subsidiaries, the “**Group**”) wishes to announce that it had, on 11 April 2016, entered into a subscription agreement (the “**Agreement**”) with Pecuniam Pte Ltd (Company Registration No. 201309580R), with its registered address at 10 Collyer Quay, #26-01, Ocean Financial Centre, Singapore 049315 (“**Pecuniam**”).

Pursuant to the Agreement, the Company shall subscribe for 10,607,804 new ordinary shares in Pecuniam (the “**Subscription Shares**” and each, a “**Subscription Share**”), representing 21.47% of the enlarged share capital of Pecuniam, at a cash consideration of approximately S\$1.27 million (the “**Subscription Consideration**”) arrived at on a willing-seller and willing-buyer basis (the “**Proposed Subscription**”). Based on the unaudited financial results for the financial period ended 29 February 2016, the net tangible assets (“**NTA**”) and net asset value (“**NAV**”) of Pecuniam amounted to approximately S\$518,000 and S\$472,000 respectively as at 29 February 2016.

The Company does not have any interest in the share capital of Pecuniam prior to the Proposed Subscription. The Proposed Subscription is expected to be completed on a date to be mutually decided by the Company and Pecuniam (the “**Completion Date**”), and following which, as the Company will hold a 21.47% shareholding interest in Pecuniam on an enlarged basis, Pecuniam will become an associated company of iFAST.

The Proposed Subscription is not expected to have a material impact on the Group’s earnings per share or net tangible assets per share for the financial year ending 31 December 2016.

The Proposed Subscription is a “non-discloseable transaction” under Rule 1010 read together with Rule 1006 of the Listing Manual.

2. INFORMATION ON PECUNIAM

Pecuniam is an investment-holding company which wholly owns iFAST India Investments Pte Ltd (“**iFAST India**”), a Singapore-incorporated company, which in turn owns a 74.72% stake of iFAST Financial India Pvt Ltd (“**IFI**”), an India-incorporated company engaged in the distribution of investment products including mutual funds in India.

iFAST India was a joint venture between Deutsche Asia Pacific Holdings Ltd (“**DAPH**”) and the Company. As stated in the Initial Public Offering (“**IPO**”) Prospectus of the Company, following the exit of DAPH and IFI not obtaining the relevant licences for the efficient running of an investment platform business, India Group was restructured out from the Group, by way of a dividend in specie, in October 2013.

Pecuniam is an interested person under Chapter 9 of the Singapore Exchange Securities Trading Limited Listing Manual. However, the Proposed Subscription does not cross the 3% threshold contemplated under Chapter 9 of the Listing Manual.

3. PRINCIPAL TERMS OF THE PROPOSED SUBSCRIPTION

3.1 The Subscription

Subject to the terms and conditions of the Agreement, Pecuniam agrees to allot and issue to iFAST the Subscription Shares at S\$0.12 per Subscription Share and iFAST agrees to subscribe and pay for the Subscription Shares as aforesaid, at S\$0.12 per Subscription Share amounting in aggregate to the Subscription Consideration.

3.2 Subscription Consideration

The Subscription Consideration of approximately S\$1.27 million was arrived at on a willing-seller and willing-buyer basis, after negotiations which were conducted at arm's length between the parties, taking into consideration the financial position and business prospects of Pecuniam as well as prevailing market conditions and the potential synergies between Pecuniam and the Group.

The Subscription Consideration shall be satisfied in full in cash on the Completion Date, and will be financed through IPO proceeds of the Company. The said utilisation is in accordance with the intended use of IPO proceeds and in accordance with the percentage allocated, as stated in the Prospectus. The Company will make further announcement when the remaining IPO proceeds are materially disbursed.

3.3 Conditions Precedent

The purchase of the Subscription Shares is conditional upon the following conditions precedent being satisfied:

- (a) such waivers and consents as may be required to enable Pecuniam to sell the Subscription Shares and iFAST to be registered as holder of the Subscription Shares being obtained;
- (b) that both the Company and Pecuniam obtain the relevant approvals from the board of directors in relation to the Proposed Subscription;
- (c) such consents or approvals as may be required of any third party or governmental, regulatory body or competent authority having jurisdiction over any transaction contemplated under this Agreement being obtained;
- (d) there has been no breach of any of the representations and warranties given by Pecuniam to the Company;
- (e) there has been no breach of any of the representations and warranties given by the Company to Pecuniam; and
- (f) the issue of the Subscription Shares by Pecuniam and the subscription of the Subscription Shares by the Company on the Completion Date not being prohibited by any statute, order, rule or regulation promulgated after the date of the Agreement by any legislative, executive or regulatory body or authority of Singapore or any other jurisdiction which is applicable to the Company.

4. THE RATIONALE FOR THE PROPOSED SUBSCRIPTION

The India business has obtained the necessary licence to operate an investment products platform more efficiently, including the handling of clients' money and the distribution of a wider range of investment products such as bonds and stocks. The Group believes that the proposed subscription gives it access into India's burgeoning market, as the India business has already been operating an investment platform targeted at B2C and B2B clients since 2009 with the assets under administration (AUA) of Indian Rupee 10.96 billion as at 29 February 2016.

The Group also believes that the proposed acquisition taps on India's potential strategic role in terms of providing business opportunities to the rest of the Group; the Group expects increased investment flows from investors in India who are looking to invest into a broader and more global range of investment products and services via wealth management centres such as Singapore or Hong Kong, markets in which the Group operates in. The Group also views the valuation of the transaction as attractive, given the increased attention the financial technology sector is generating globally, including India.

5. DIRECTORS' SERVICE CONTRACTS

No person is proposed to be appointed as a director of the Company in connection with the Proposed Subscription. Accordingly, no service contract is proposed to be entered into between the Company and any such person in connection with the Proposed Subscription.

6. INTERESTS OF DIRECTORS AND CONTROLLING SHAREHOLDERS

None of the Directors or the controlling shareholders of the Company or their respective associates has any interest, direct or indirect, in the Proposed Subscription, other than through their respective shareholdings in the Company and Pecuniam.

Pecuniam is an interested person under Chapter 9 of the Singapore Exchange Securities Trading Limited Listing Manual. However, the Proposed Subscription does not cross the 3% threshold contemplated under the Chapter 9 of the Listing Manual.

7. INSPECTION OF DOCUMENT

A copy of the Agreement is available for inspection during normal business hours from 9.00 a.m. to 5.00 p.m. at the Group's registered office at 10 Collyer Quay, #26-01, Ocean Financial Centre, Singapore 049315 for a period of three (3) months from the date of this announcement.

8. FURTHER ANNOUNCEMENTS

The Group will update Shareholders on material developments relating to the Proposed Subscription, if any.

9. 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 Subscription, 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.

BY ORDER OF THE BOARD

Lim Chung Chun
Chairman and Chief Executive Officer
11th April 2016

The initial public offering of shares and listing of iFAST Corporation Ltd. on the Main Board of the Singapore Exchange Securities Trading Limited was jointly sponsored by DBS Bank Ltd. and RHB Securities Singapore Pte. Ltd. (formerly known as DMG & Partners Securities Pte Ltd) as joint issue managers, bookrunners and underwriters ("Joint Issue Managers, Bookrunners and Underwriters"). The Joint Issue Managers, Bookrunners and Underwriters assume no responsibility for the contents of this announcement.