

VGO CORPORATION LIMITED

Incorporated in the Republic of Singapore
Company Registration No. 199301388D

PROPOSED ACQUISITION OF THE ENTIRE ISSUED AND PAID UP SHARE CAPITAL OF SKY WIN MANAGEMENT CONSULTANCY PTE LTD

- **LODGEMENT AND DESPATCH OF CIRCULAR**
 - **RECEIPT OF LISTING AND QUOTATION NOTICE AND APPROVAL IN-PRINCIPLE**
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1. INTRODUCTION

The board of directors (the “**Board**” or the “**Directors**”) of VGO Corporation Limited (the “**Company**”, and together with its subsidiaries, the “**Group**”) refers its previous announcements dated 6 June 2016, 10 June 2016, 17 August 2016, 6 September 2016, 4 October 2016 and 12 December 2016 (collectively, the “**Previous Announcements**”) in relation to the proposed acquisition of the entire issued and paid up share capital of Sky Win Management Consultancy Pte Ltd.

All capitalised terms used in this announcement shall, unless otherwise defined, have the same meanings ascribed to them in the Previous Announcements.

2. LODGEMENT AND DESPATCH OF CIRCULAR

The Board wishes to announce that the Company has today lodged a circular dated 29 December 2016 (the “**Circular**”) containing information on, among other things, the Proposed Acquisition with the SGX-ST (acting as agent on behalf of the Monetary Authority of Singapore). The Company has also made arrangements to despatch the Circular to Shareholders. An electronic copy of the Circular and the notice of extraordinary general meeting of the Company (“**EGM**”) is available on the website of the SGX-ST at www.sgx.com.

Shareholders should note the following dates and times in respect of the EGM:

Last date and time for lodgement of proxy form	:	18 January 2017 at 10 a.m.
Date and time of the EGM	:	20 January 2017 at 10 a.m.
Venue of EGM	:	Level 2 53 Mohamed Sultan Road Singapore 238993

Shareholders who have not received the Circular within a week from the date hereof should contact the Company’s share registrar, Tricor Barbinder Share Registration Services at 80 Robinson Road, #02-00, Singapore 068898. The Company will make the necessary follow-up announcements as and when required and/or as and when material developments arise in respect of the Proposed Acquisition.

3. APPROVAL IN-PRINCIPLE

In connection with and as a condition precedent to the Proposed Acquisition, the Company will be seeking Shareholders’ approval for the transfer of the listing of the Shares from the

Mainboard to the Catalist (the “**Proposed Listing Transfer**”). The Board wishes to announce that it has today received the approval in-principle for the Proposed Listing Transfer subject to:

- (a) compliance with the SGX-ST’s listing requirements;
- (b) an immediate announcement via SGXNET of the Proposed Listing Transfer;
- (c) Shareholders’ approval being obtained for the Proposed Listing Transfer via a special resolution under Rule 410(4) of the Catalist Rules;
- (d) submission of:
 - (i) a written undertaking from the Company in the format set out in Appendix 4E of the Listing Manual of the SGX-ST to comply with all of the SGX-ST’s requirements and policies applicable to the issuers listed on Catalist;
 - (ii) a written undertaking by the Company that it is not aware of any material information which has not been previously announced via SGXNET which will affect the Company’s suitability for the transfer to Catalist; and
 - (iii) a written confirmation from the Company that it is in compliance with all applicable SGX Mainboard Rules.

Please note that the SGX-ST’s in-principle approval is not to be taken as an indication of the merits of the Proposed Listing Transfer, the Company, its subsidiaries or its securities.

4. **RECEIPT OF LISTING AND QUOTATION NOTICE**

In connection with the proposed transactions stated in the Circular, the Company has made an application to the SGX-ST for the listing and quotation of the following:

- (a) up to 1,187,692,308 new Shares to be allotted and issued to the Vendors at the issue price of S\$0.325 per Share to the Vendors as Consideration Shares;
- (b) up to 123,100,000 new Shares to be allotted and issued pursuant to the proposed compliance placement, which details are set out in the Circular (the “**Proposed Compliance Placement**”); and
- (c) 92,388,045 existing Shares of the Company for listing and quotation on the Catalist, (collectively, the “**Proposed Share Issuance Transactions**”).

The Board wishes to announce that it has today received the listing and quotation notice (“**LQN**”) from the SGX-ST subject to:

- (i) compliance with the Catalist Rules;
- (ii) Shareholders’ approval being obtained for the Proposed Share Issuance Transactions;
- (iii) submission of the section pertaining to additional listing of securities in Part I of the Listing Confirmation under Appendix 10A upon lodgement of the offer information statement to be issued in connection with the Proposed Compliance Placement;
- (iv) completion of the Proposed Acquisition; and
- (v) written undertaking from each of the Company’s directors and executive directors in the form set out in Appendix 7H of the Catalist Rules and an undertaking from the Company in the form set out in Appendix I to procure the same written undertaking from any newly appointed director or executive officer after the Company’s listing.

Upon allotment and issuance of the Consideration Shares upon completion of the Proposed Acquisition, the Company will fall short of the public float requirement of the Catalist Rules. As such, in order to meet the public float requirement, the Company is proposing to undertake the Proposed Compliance Placement within three (3) months from the date of Completion. Trading of the Shares on the SGX-ST will be suspended upon completion of the Proposed Acquisition. The suspension will continue until the completion of the Proposed Compliance Placement.

It is further indicated in the LQN that the SGX-ST has no objection to allow the Company up to three (3) months from the date of the suspension of the trading of the Company's Shares to complete the Proposed Compliance Placement to comply with the public float requirement under Rule 406(1) of the Catalist Rules prior to the trading of the Company's securities. The Company should make efforts to ensure that the Proposed Compliance Placement is completed as soon as possible with a view to satisfy the public float requirement under Rule 406(1) of the Catalist Rules. The Company is required to disclose prominently in the Circular the tentative dates of the suspension. Shareholders should be alerted of this suspension and can exit if they choose to.

Please note that the LQN is not an indication of the merits of the Company, its subsidiaries, the Proposed Share Issuance Transactions and the new Shares to be issued pursuant to the Proposed Share Issuance Transactions.

The LQN is valid for three (3) calendar months from the date of the LQN and is subject to any changes to the SGX-ST's policies and/or listing requirements. The SGX-ST reserves the right to (i) impose further terms and conditions; or (ii) withdraw or amend the LQN at any time, in its sole and absolute discretion without giving any reasons for its decision. The SGX-ST shall not be liable for any damages or losses howsoever arising as a result of such withdrawal or amendment.

5. 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 Acquisition, the Company and its subsidiaries, and the directors of the Company 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 of the Company 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.

6. CAUTION IN TRADING

Shareholders and potential investors are advised to exercise caution when dealing in the securities of the Company as the Proposed Acquisition is subject to certain conditions and there is no certainty or assurance as at the date of this announcement that the Proposed Acquisition will be completed.

The Company will make the necessary announcements when there are further developments on the Proposed Acquisition. Shareholders and potential investors of the Company are advised to read this announcement and any further announcements by the Company carefully. In the event of any doubt, shareholders and potential investors should consult their stockbrokers, bank managers, solicitors, accountants or other professional advisers.

By Order of the Board

Lotus Isabella Lim Mei Hua
Company Secretary
29 December 2016