



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

A. PROPOSED PLACEMENT OF 24,660,000 NEW ORDINARY SHARES IN THE CAPITAL OF Y VENTURES GROUP LTD. AT A PLACEMENT PRICE OF S\$0.0812 PER PLACEMENT SHARE

B. SALE OF SHARES FROM MANAGING DIRECTOR TO EXECUTIVE CHAIRMAN AND DIRECTOR

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1. INTRODUCTION

1.1 The Board of Directors (“**Board**” or “**Directors**”) of Y Ventures Group Ltd. (“**Company**” and together with its subsidiaries, the “**Group**”) wishes to announce that the Company has on 22 September 2019 entered into subscription agreements for the allotment and issue of an aggregate of 24,660,000 new ordinary shares in the capital of the Company (“**Placement Shares**”) (“**Subscription Agreements**”) (“**Proposed Placement**”) with the following subscribers:

Name of Subscribers (the “Subscribers”)	Number of Placement Shares	Subscription Consideration (S\$)	Total number of Shares as an approximate percentage of the existing share capital of the Company⁽¹⁾	Total number of Shares as an approximate percentage of the enlarged share capital of the Company⁽²⁾
Ganesh Kumar Bangah	3,080,000	250,096	1.50%	1.34%
Wong Chi Wai Roy	3,700,000	300,440	1.80%	1.61%
Tan Bien Kiat	1,240,000	100,688	0.60%	0.54%
Lim Tien Sze	1,240,000	100,688	0.60%	0.54%
Whang Chin Keong	8,000,000	649,600	3.90%	3.48%
NJE Capital Pte. Ltd.	2,900,000	235,480	1.41%	1.26%

Name of Subscribers (the "Subscribers")	Number of Placement Shares	Subscription Consideration (S\$)	Total number of Shares as an approximate percentage of the existing share capital of the Company ⁽¹⁾	Total number of Shares as an approximate percentage of the enlarged share capital of the Company ⁽²⁾
Tan Chuu Si	1,500,000	121,800	0.73%	0.65%
Asdew Acquisitions Pte Ltd	1,500,000	121,800	0.73%	0.65%
Joel Lou Sang Jun	1,500,000	121,800	0.73%	0.65%
Total:	24,660,000	2,002,392	12.03% ⁽³⁾	10.74% ⁽³⁾

Notes:

(1) Based on the number of Placement Shares divided by the existing issued and paid-up share capital of 205,000,000 Shares in the Company before the Proposed Placement (adjusted for rounding).

(2) Based on the number of Placement Shares divided by the enlarged issued and paid-up share capital of 229,660,000 Shares in the Company after the Proposed Placement (adjusted for rounding).

(3) Percentage figures may not add up due to rounding.

1.2 The Subscribers have agreed to subscribe for the Placement Shares, at an issue price of S\$0.0812 per Placement Share ("**Placement Price**"), amounting to an aggregate consideration of S\$2,002,392 ("**Aggregate Consideration**"), and on the terms and conditions of the respective Subscription Agreement.

1.3 There is no introducer or placement agent appointed for the Proposed Placement. The offer of the Placement Shares by the Company shall only be extended to the Subscribers pursuant to Sections 274 and 275 of the Securities and Futures Act, Chapter 289 of Singapore ("**SFA**"). As such, no prospectus or offer information statement will be lodged with the Monetary Authority of Singapore in connection with the allotment and issue of the Placement Shares. The Company's Sponsor, RHT Capital Pte. Ltd., will be submitting an application on behalf of the Company to the Singapore Exchange Securities Trading Limited ("**SGX-ST**") for the listing of and quotation for the Placement Shares on the Catalist of the SGX-ST.

2. THE PROPOSED PLACEMENT

2.1 The Placement Shares

The Placement Shares are intended to be issued pursuant to the general share issuance mandate ("**General Mandate**") obtained at the annual general meeting of the Company held on 6 May 2019 ("**2019 AGM**"), which authorises the Directors of the Company to allot and issue shares in the capital of the Company ("**Shares**") not exceeding 100.0% of the total number of issued Shares (excluding treasury shares and subsidiary holdings) as at the date of the 2019 AGM, of which the aggregate number of Shares to be issued other than on a pro-rata basis to the existing shareholders of the Company shall not exceed 50.0% of the total number of issued Shares (excluding treasury shares and subsidiary holdings).

The number of issued Shares as at the date of the 2019 AGM was 205,000,000 Shares. No Shares were previously issued under the General Mandate prior to the Placement and as such, the number of remaining Shares that may be issued pursuant to the General Mandate on a pro-rata basis is 205,000,000 Shares, of which the maximum number of Shares to be issued other than on a pro-rata basis is 102,500,000 Shares.

The Placement Shares, when fully paid and issued, shall rank *pari passu* with and shall carry all rights similar to the existing Shares except that they will not rank for any dividend, right, allotment or other distributions, the record date for which falls on or before the Completion Date (as defined below).

Pursuant to the allotment and issue of the Placement Shares, the Company's issued and paid-up share capital will increase from 205,000,000 Shares as at the date of this announcement, to 229,660,000 Shares. Such number of Placement Shares represents approximately 12.03% of the existing issued and paid up share capital of the Company as at the date of this announcement, and approximately 10.74% of the enlarged issued and paid-up share capital of the Company after the Proposed Placement.

2.2 The Placement Price

The Placement Price represents a discount of 9.98% to the volume weighted average price of S\$0.0902 for trades done on the shares of the Company on the Catalist on 17 September 2019, being the full market day immediately preceding the date of signing of the Subscription Agreements.

2.3 Conditions Precedent

Completion of the Proposed Placement is conditional upon, *inter alia*:-

- (a) the receipt of listing and quotation notice for the listing of and quotation for all the Placement Shares on the Catalist being obtained from the SGX-ST; and
- (b) the Company and the Subscribers not being in breach of any of the representations, warranties, undertakings and covenants in the Subscription Agreement as at the Completion Date (as defined in section 2.4 below).

The Company's Sponsor, RHT Capital Pte. Ltd., will be submitting an application on behalf of the Company to the SGX-ST for the listing of and quotation for the Placement Shares on the Catalist of the SGX-ST. The Company will be make the necessary announcements once the listing and quotation notice for the listing and quotation of the Placement Shares is obtained from SGX-ST.

There will not be any prospectus or offer information statement issued in connection with the Proposed Placement as the Proposed Placement will be made pursuant to exemptions under Sections 274 and 275 of the SFA.

2.4 Completion

Completion of the Proposed Placement will occur within three business days after the Company's receipt of the Aggregate Consideration from the respective Subscribers ("**Completion Date**").

3. INFORMATION ON THE SUBSCRIBERS AND RATIONALE FOR THE PROPOSED PLACEMENT

- 3.1 To the best knowledge of the Company, the Subscribers have entered into the respective Subscription Agreement for their own investment purposes only. Each Subscriber has represented and warranted to the Company that they are subscribing for the Placement Shares for its own account for investment purposes and will not be holding the Placement Shares on trust or as a nominee. Further details of how the Company was introduced to the Subscribers are set out below:

Name of Subscribers (the "Subscribers")	Background of Subscribers
Ganesh Kumar Bangah ("Ganesh")	<p>Private investor whom the Company met in the course of investor relations activities of the Company.</p> <p>He is currently the Chairman of the PIKOM, the National Tech Association of Malaysia and Founder & Executive Chairman of Commerce.Asia, an all-in-one e-commerce ecosystem company.</p> <p>He was also the Founder of MOL Global, one of the Southeast Asia leading online payment gateways and the Founder of MOL Ventures, an investment holding company which made successful private investments in global social media and mobile internet companies such as Facebook, Friendster and Kakao.</p>
Wong Chi Wai Roy	Private investor who was introduced to the Company at a business networking event.
Tan Bien Kiat	Private investor who was introduced to the Company by Lew Chern Yong (Executive Chairman and Director of the Company) (" Eric Lew "). He is the Founder of Titan Capital Pte. Ltd.
Lim Tien Sze	Private investor who was introduced to the Company by Eric Lew. He is the Chairman of Axxel Marketing Group of Companies.
Whang Chin Keong	Brother-in-law of Eric Lew, who was introduced to the Company by Eric Lew.
NJE Capital Pte. Ltd.	Investment vehicle of Esther Low Suet Cheng, a private investor who was introduced to the Company by Eric Lew.
Tan Chuu Si	Private investor who was introduced to the Company in the course of investor relations activities with Evolve Capital Asia Private Limited (" Evolve Capital Asia "). He is the Founder and Chief Executive Officer of Red Dot Payments, a Southeast Asia focused online payment solutions provider, a PayU company. PayU is the fintech and e-payments division of Prosus, a global consumer internet group.
Asdew Acquisitions Pte Ltd	Investment vehicle whose majority shareholder is Wang Yu Huei, a private investor who was introduced to the Company in the course of investor relations activities with Evolve Capital Asia.
Joel Lou Sang Jun	Private investor who was introduced to the Company by Eric Lew.

- 3.2 No introducer fees were paid or are payable to Eric Lew or Evolve Capital Asia for introducing the respective Subscribers to the Company.
- 3.3 The Subscribers do not hold any interest in any directorship in the Company or businesses in competition with the Group. The Subscribers have no connection with the Company, its Directors and substantial shareholders (including any business relationship) as at the date of this announcement, and is not a person to whom the Company is prohibited from using Shares to, as provided for in Rule 812 of the Listing Manual of the SGX-ST (Section B: Rules of Catalyst). In addition, the Company will not allot and issue the Placement Shares without the prior approval of the Company's shareholders in a general meeting if such allotment and issuance would bring about a transfer of controlling interest.

4. FINANCIAL EFFECTS OF THE PROPOSED PLACEMENT

- 4.1 The table below illustrates the financial effects of the Proposed Placement on (i) the net tangible asset per share of Group (assuming the Proposed Placement had been completed at the end of that financial year); and (ii) the earnings per share of the Group (assuming that the Proposed Placement had been completed at the beginning of that financial year) based on the audited financial statements of the Group for the full year ended 31 December 2018 are set out below:

	Before the Proposed Placement US\$ (cents)	After the Proposed Placement US\$ (cents)
Effect of the Proposed Placement on the net tangible asset per share	1.49	1.96
Effect of the Proposed Placement on the earnings / (loss) per share	(1.81)	(1.62)

- 4.2 The financial effects of the Proposed Placement on the Group are for illustrative purposes only and are, therefore, not indicative of the actual financial performance or position of the Group after the completion of the Proposed Placement.

5. RATIONALE FOR PLACEMENT AND USE OF PROCEEDS

- 5.1 The Directors are of the view that the Proposed Placement is beneficial for the Group as it will improve the Group's cash flow and increase resources and working capital available to the Group to pursue new business and acquisition opportunities, as part of the management's strategy for long-term business growth.
- 5.2 The net proceeds to be raised by the Company from the Proposed Placement (after deducting estimated expenses of S\$25,500 are approximately S\$1,976,892 ("**Net Proceeds**"). The Company intends to utilise the Net Proceeds as follows:
- (a) approximately S\$1,000,000 (representing approximately 50.58% of the Net Proceeds) for expansion of the Group's business through potential mergers and acquisitions, joint ventures, strategic collaborations and/or investments; and
 - (b) approximately S\$976,892 (representing approximately 49.42% of the Net Proceeds) to fund the general working capital requirements of the Group.
- 5.3 Pending the deployment of the Net Proceeds, the Company intends to place the Net Proceeds from the Proposed Placement with banks and/or financial institutions or use the Net Proceeds for any other purposes on a short-term basis, as the Directors may deem fit in the interests of the Group.

- 5.4 The Company will make periodic announcements on the utilisation of the Net Proceeds as and when the funds are materially disbursed and whether such use is in accordance with the stated use and in accordance with the percentage allocated. The Company will also provide a status report on the use of the Net Proceeds in the Company's interim and full year financial statements and the Company's annual report. Where the Net Proceeds are used for working capital purposes, the Company will provide a breakdown with specific details on how the Net Proceeds have been applied in the announcements and the status report. Where there is any material deviation from the stated use of the Net Proceeds, the Company will announce the reasons for such deviation.

6. CONFIRMATION BY DIRECTORS

The Directors are of the opinion that, after taking into consideration the present bank facilities available to the Group, the working capital available to the Group is sufficient to meet its present requirements.

7. INTERESTS OF DIRECTORS AND SUBSTANTIAL SHAREHOLDERS

None of the Directors or substantial shareholders of the Company or their respective associates has any interest, direct or indirect, in the Proposed Placement, other than through their shareholdings in the Company. None of the Directors or substantial shareholders of the Company or their respective associates have any connection (including business relationship) with any of the Subscribers.

8. DOCUMENTS AVAILABLE FOR INSPECTION

Copies of the Subscription Agreements are available for inspection at the Company's registered office at 1 Lorong 2 Toa Payoh, #05-06 Braddell House, Singapore 319637 for three months from the date of this announcement.

9. DIRECTORS' RESPONSIBILITY STATEMENT

The Directors of the Company 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 Placement, 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 the announcement in its proper form and context.

10. CAUTIONARY STATEMENT

Shareholders are advised to exercise caution in trading in their shares as there is no certainty or assurance as at the date of this announcement that the Proposed Placement will be completed. Shareholders should consult their stock brokers, bank managers, solicitors or other professional advisors if they have any doubt about the actions they should take.

B. SALE OF SHARES FROM MANAGING DIRECTOR TO EXECUTIVE CHAIRMAN AND DIRECTOR

1. The Board wishes to announce that on 22 September 2019, Low Yik Sen (Managing Director of the Company) has entered into a sale and purchase agreement with Amber Blaze Limited ("**Amber**"), a company incorporated in the British Virgin Islands which is wholly-owned by Eric Lew (Executive Chairman and Director of the Company), for the sale of 20,500,000 ordinary shares in the Company, representing 10.0% the existing issued and paid-up share capital of 205,000,000 Shares in the Company before the Proposed Placement, to Amber for an aggregate purchase price of S\$1,664,600 ("**Proposed Sale**").
2. Following the completion of the Proposed Sale, Amber and Eric Lew will become substantial shareholders of the Company as Eric Lew will have deemed interest in all the shares of the Company held by Amber. The Company will make further announcements on the change in interests of the Low Yik Sen, Eric Lew and Amber when the Proposed Sale has been completed.
3. Save as disclosed above, none of the Directors or controlling shareholders of the Company has any interest, direct or indirect, in the Proposed Sale, other than through their shareholdings in the Company.

By Order of the Board

Lew Chern Yong
Executive Chairman and Director
23 September 2019

*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.

The contact person for the Sponsor is:

*Name: Mr Leong Weng Tuck, Registered Professional, RHT Capital Pte. Ltd.
Address: 9 Raffles Place, #29-01 Republic Plaza Tower 1, Singapore 048619
Telephone: (65) 6381 6757*