



---

## NON-BINDING HEADS OF AGREEMENT RELATING TO A PROPOSED ACQUISITION

---

The Board of Directors of Next-Generation Satellite Communications Limited (the “**Company**”) wishes to announce that the Company has entered into a non-binding heads of agreement (the “**HOA**”) with AP SSG Inc. (formerly known as Ajia Partners SSG Inc.) (“**Vendor**”) for the proposed acquisition of the entire issued shares in the capital of Clearwater Capital Management Inc. (“**Clearwater**”) (“**Proposed Acquisition**”).

Clearwater is an exempt limited liability company incorporated in the Cayman Islands and is the general partner of AP Special Situations Fund II L.P. (“**Fund**”) which is an exempted limited partnership established under the laws of the Cayman Islands. Pursuant to the HOA, the Company will effect the Proposed Acquisition at a purchase consideration of S\$15,000,000 (“**Purchase Consideration**”).

The Purchase Consideration was derived taking into account the earnings potential of the Company, including its share of gain on investment for managing the assets of the Fund. The Purchase Consideration shall be fully satisfied through cash, or the issue of such number of ordinary shares in the capital of the Company at an issue price to be agreed between the Company and the Vendor (“**Consideration Shares**”), or partly in cash and the balance through the issue of Consideration Shares, to be mutually agreed between the Company and the Vendor

The HOA shall terminate upon the Parties’ entry into the definitive sale and purchase agreement (“**Definitive SPA**”), and shall expire automatically if the Company and the Vendor fail to enter into the Definitive SPA within 120 days after the date of HOA (unless extended upon the mutual HOA of the Company and the Vendor) (“**Validity Period**”).

In the meantime, the Company will conduct its due diligence investigations in connection with the Proposed Acquisition and the parties will negotiate in good faith in a commercially reasonable manner with a view to seek to finalise and execute definitive agreements with respect to the Proposed Acquisition within the Validity Period.

As at the date of this announcement, no definitive documentation has been executed in relation to the Proposed Acquisition and accordingly, there can be no assurance that the Proposed Acquisition will materialise. The Company will provide further details in subsequent announcements in accordance with the listing rules of the Singapore Exchange Securities Trading Limited at the appropriate junctures. Shareholders of the Company are advised to refrain from taking any action in respect of their shares in the Company which may be prejudicial to their interests and to exercise caution when dealing with shares in the Company. In the event that shareholders of the Company wish to deal in the shares of the Company, they are advised to seek their own professional advice and/or consult their stockbrokers.

None of the directors or substantial shareholders of the Company has any interest, direct or indirect, in the above transaction.

BY ORDER OF THE BOARD

Next-Generation Satellite Communications Limited

Andrew Coulton  
Executive Chairman  
10 February 2015