

CIRCULAR DATED 2 AUGUST 2018

THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION. PLEASE READ IT CAREFULLY.

If you are in doubt about this Circular, or as to the action you should take, you should consult your stockbroker, bank manager, solicitor, accountant, tax adviser or other professional adviser immediately.

If you have sold or transferred all your ordinary shares in the capital of the Company, you should immediately forward this Circular, the Notice of EGM and the Proxy Form to the purchaser or the transferee, or to the bank, stockbroker or agent through whom the sale or the transfer was effected for onward transmission to the purchaser or the transferee.

Your attention is drawn to Section 12 of this Circular in respect of actions to be taken if you wish to attend and vote at the Extraordinary General Meeting.

This Circular has been prepared by the Company and its contents have been reviewed by the Company's Sponsor, RHT Capital Pte. Ltd. for compliance with the relevant rules of the Singapore Exchange Securities Trading Limited (the "SGX-ST"). The Company's Sponsor has not independently verified the contents of this Circular. The contact person for the Sponsor is Mr. Shervyn Essex, Registered Professional, RHT Capital Pte. Ltd. Address: 9 Raffles Place, #29-01, Republic Plaza Tower 1 Singapore 048619, Tel: 6381 6757.

This Circular has not been examined or approved by the SGX-ST and the SGX-ST assumes no responsibility for the contents of this Circular, including the correctness of any of the statements or opinions made or reports contained in this Circular.



(Incorporated in the Republic of Singapore)
(Company Registration Number: 198600445D)

CIRCULAR TO SHAREHOLDERS

IN RELATION TO

- (A) THE PROPOSED DIVERSIFICATION OF BUSINESS TO INCLUDE AESTHETIC MEDICAL SERVICES ("PROPOSED NEW BUSINESS");**
- (B) THE PROPOSED ACQUISITION OF 100,000 SHARES REPRESENTING 100% OF THE TOTAL ISSUED AND PAID-UP SHARES OF EACH OF (1) REFRESH LASER CLINIC LOT1 PTE. LTD., (2) REFRESH LASER CLINIC SPC PTE. LTD., AND (3) REFRESH LASER CLINIC TPY PTE. LTD., AND 80,000 SHARES REPRESENTING 100% OF THE TOTAL ISSUED AND PAID UP SHARES OF REFRESH LASER CLINIC BEDOK PTE. LTD. FROM THE VENDORS ("PROPOSED ACQUISITION"); AND**
- (C) THE ALLOTMENT AND ISSUANCE OF 250,000,000 NEW ORDINARY SHARES IN THE SHARE CAPITAL OF THE COMPANY AT AN ISSUE PRICE OF \$0.008 EACH, AMOUNTING TO \$2,000,000 TO THE VENDORS ("PROPOSED ALLOTMENT AND ISSUANCE OF CONSIDERATION SHARES") .**

IMPORTANT DATES AND TIMES

Last date and time for lodgment of Proxy Form	: 15 August 2018, 10.00 a.m.
Date and time of Extraordinary General Meeting	: 17 August 2018, 10.00 a.m.
Place of Extraordinary General Meeting	: 10 Ubi Crescent, #02-07 Ubi Techpark, Lobby A, Singapore 408564

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DEFINITIONS

In this Circular, the following definitions apply throughout unless the context otherwise requires or otherwise stated:

“Announcement”	The Announcement dated 23 January 2018 relating to the Proposed Acquisition of the Target Companies for an aggregate consideration of Singapore Dollars Four Million only (S\$4,000,000.00);
“Business Day”	A day (excluding Saturday and Sunday) on which the banks open for business in Singapore;
“Catalist”	The Catalist Board of the SGX-ST;
“Catalist Rules”	Section B: Rules of Catalist of the Listing Manual of the SGXST, as the same may be amended, varied or supplemented from time to time;
“CDP”	The Central Depository (Pte) Limited;
“Circular”	This Circular dated 2 August 2018;
“Companies Act”	The Companies Act, Chapter 50, of Singapore;
“Company”	Accrelist Ltd.;
“Consideration”	The aggregate consideration payable by the Company to the Vendors in relation to the Proposed Acquisition which comprises of the Consideration Cash and the Consideration Shares;
“Consideration Cash”	Singapore Dollars Two Million only (S\$2,000,000) to be satisfied in cash in such proportion as set out against the Vendors’ names in part 1 schedule 1 of the SPAs (as defined below);
“Consideration Shares”	Singapore Dollars Two Million only (S\$2,000,000) to be satisfied by the issue and allotment of 250,000,000 of new ordinary shares in the share capital of the Company divided by an issue price of S\$0.008 per consideration share to each Vendor in such proportion as set out against their names in part 1 of schedule 1 of the SPAs;
“Directors”	The directors of the Company as at the date of this Circular;
“EGM”	The extraordinary general meeting of the Company, to be convened for the purposes of considering and, if thought fit, passing with or without modifications, the resolutions as set out in the Notice of EGM;
“EPS”	Earnings per Share;
“FY”	Financial year ended 31 March;
“Group”	The Company and its subsidiaries;
“Latest Practicable Date”	27 July 2018, being the latest practicable date prior to the printing of this Circular;

“Market Day”	A day on which SGX-ST (as defined below) is open for securities trading;
“Notice of EGM”	The notice on page 24 of this Circular whereby notice is given that the EGM will be held as at the time, date and place as stipulated therein for the purposes of considering and, if thought fit, passing with or without modifications the resolutions as set out therein;
“NTA”	Net tangible assets;
“Proposed Acquisition”	The proposed acquisition by the Company of the Target Companies;
“Proposed Allotment and Issuance”	The allotment and issuance of the Consideration Shares to the Vendors;
“Proposed New Business”	Has the meaning ascribed thereto in Section 2.2 of this Circular;
“Sale Shares”	The number of ordinary shares of each of the Target Companies held by the Vendors as set out against each of their names in part 1 of Schedule 1 of the SPAs representing 100% of the entire issued and paid-up capital of the Target Companies;
“SGX-ST”	Singapore Exchange Securities Trading Limited;
“Shareholder”	A holder of Shares in the Company;
“Shareholders’ Approval”	The approval of the Shareholders for the Proposed New Business, the Proposed Acquisition and the Proposed Allotment and Issuance of Consideration Shares;
“Shares”	Ordinary shares in the capital of the Company;
“SPAs”	The two sale and purchase agreements entered into between the Company and the respective Vendors on 23 January 2018 for the purchase of 100% of the issued and paid up share capital of each of the Target Companies, on the terms and subject to the conditions of the respective sale and purchase agreements;
“S\$” or “cents”	Singapore dollars or Singapore cents, respectively;
“Target Companies” or each a “Target Company”	Means each of:- (1) Refresh Laser Clinic Lot1 Pte. Ltd.; (2) Refresh Laser Clinic Bedok Pte. Ltd.; (3) Refresh Laser Clinic SPC Pte. Ltd. (f.k.a. Refresh Laser Clinic Tampines Pte. Ltd.); and (4) Refresh Laser Clinic Tpy Pte. Ltd.;
“Vendors” or each a “Vendor”	Means each of:- (1) Charles Leck Tin Hong; (2) Leck Seok Noi, Rachel; (3) Lee Bee Seng; (4) Char Li Shing; (5) Wong Meng Hang (Huang Minghan); and (6) Refresh Group Pte. Ltd.
“%”	Per centum or percentage.

The terms “Depositor”, “Depository Agent” and “Depository Register” shall have the meanings ascribed to them respectively in section 81SF of the Securities and Futures Act (Cap. 289) of Singapore.

Words importing the singular shall, where applicable, include the plural and vice versa and words importing the masculine gender shall, where applicable, include the feminine and neuter genders. References to persons shall, where applicable, include corporations.

Any reference in this Circular to any enactment is a reference to that enactment as for the time being amended or reenacted. Any word defined under the Companies Act or any statutory modification thereof and used in this Circular shall, where applicable, have the meaning ascribed to it under the Companies Act or statutory modification as the case may be.

Any reference to a time of a day in this Circular is a reference to Singapore time.

Any discrepancies in the tables included herein between the amounts therein and the totals thereof are due to rounding. Accordingly, figures shown as totals in certain tables may not be an arithmetic aggregation of the figures that precede them.

ACCRELIST LTD.

(Incorporated in the Republic of Singapore)
(Company Registration Number: 198600445D)

LETTER TO SHAREHOLDERS

Directors:

Terence Tea Yeok Kian (Executive Chairman and Managing Director)
Ng Li Yong (Non-Executive and Lead Independent Director)
Liu Song (Non-Executive and Non-Independent Director)
Lim Yeow Hua @ Lim You Qin (Non-Executive and Independent Director)

Registered Office:

10 Ubi Crescent
Ubi Techpark Lobby E
#03-95
Singapore 408564

2 August 2018

To: The Shareholders of the Company

Dear Sir/Madam

1. INTRODUCTION

1.1 The Board is proposing to convene an EGM to be held on 17 August 2018 to seek the relevant Shareholders' approval in respect of:

1.1.1 **THE PROPOSED DIVERSIFICATION OF BUSINESS TO INCLUDE AESTHETIC MEDICAL SERVICES ("PROPOSED NEW BUSINESS");**

1.1.2 **THE PROPOSED ACQUISITION OF THE TARGET COMPANIES FROM THE VENDORS ("PROPOSED ACQUISITION"); AND**

1.1.3 **THE PROPOSED ALLOTMENT AND ISSUANCE OF THE CONSIDERATION SHARES, AMOUNTING TO AN AGGREGATE OF S\$2,000,000 TO THE VENDORS, AS PART SATISFACTION OF THE CONSIDERATION.**

1.2 The purpose of this Circular is to provide Shareholders with information pertaining to and reasons for the above proposal, and to seek the relevant Shareholders' approval in respect of the same at the EGM to be held on 17 August 2018 at 10.00 a.m. at 10 Ubi Crescent, #02-07 Ubi Techpark, Lobby A, Singapore 408564, the notice of which is attached to this Circular.

1.3 **The SGX-ST assumes no responsibility for the accuracy of any of the statements made, reports contained or opinions expressed in this Circular.**

2. THE PROPOSED NEW BUSINESS

2.1 Existing Business of the Group

The current core business ("**Existing Business**") of the Group comprises three (3) main areas:

2.1.1 Systems Integration

The Group distributes and supplies for a range of testing and analytical equipment including X-ray fluorescence elementary analyzers, burn-in and environmental chambers. Its core competency is in the hard disk drive, semiconductor and industrial market segments and system installation, calibration, training, servicing and repair as well as integration and testing services.

2.1.2 Resources

The Company is also involved in the trading of copper cathode and other resource metals. This includes metal resources used in housing, vehicles, and household items such as

electrical appliances while the production and trading of infrastructure and construction materials used in building and housing development.

2.1.3 Corporate Accretion Services

The Company has also expanded its scope of business to include the provision of corporate accretion services with its focus in financial technology. Through this, the Company will be able to maximise the growth potential of its resources to expand the business and increase the value of the Group in the aforementioned industries.

2.2 Proposed New Business

The Company intends to expand its business into the provision of aesthetic medical services and to explore opportunities for the Proposed New Business. For the avoidance of doubt, the Proposed New Business shall be primarily conducted in Singapore before expanding into any other region.

Prior to the acquisition of any business related to the Proposed New Business, the Company will conduct the necessary due diligence and seek professional advice to assess the viability and feasibility of such opportunities. The Company shall comply with Chapter 10 (including Practice Note 10A), if applicable, of the Catalist Rules before conducting any acquisitions.

2.3 Funding for the Proposed New Business

The Company may use internal resources or external borrowings or a combination of both to fund the Proposed New Business. The Company may also tap on the equity markets as and when more funds are needed to fuel growth and expansion of the Proposed New Business.

2.4 Rationale for the Proposed New Business

The Company believes that the expansion into the Proposed New Business is beneficial to the Group.

The social acceptance of aesthetic medical treatments has increased and is expected to continue to increase as a result of increased consumerism. This is further supported by the increase in consumers' attention to personal appearances, popular culture influences including South Korean popular culture and celebrity culture, increasing affordability of aesthetic medical treatments and lower risk and improved convenience of aesthetic medical treatments, particularly non-surgical aesthetic medical treatments.

South Korean popular culture has significantly influenced the popular culture in Asia as evidenced by the popularity of South Korean television dramas and popular music in Asia. As a result, South Korean beauty trends including high acceptance of aesthetic medical treatments have influenced the market in Singapore.

Globalisation and influence from western culture has had a large impact on people's lifestyle, making them more open-minded towards the aesthetic medical industry. The increased affordability, lowered risks and shorter recovery time from aesthetic medical treatments, particularly non-surgical aesthetic medical treatments, have also lowered the resistance of consumers to undergo such medical treatments.

The aesthetic medical treatments consist of procedures, which, due to its nature, are recurring. This will generate more regular and prolonged revenue streams for the Group.

2.5 Management of the Proposed New Business

Mr Terence Tea Yeok Kian, Executive Chairman and Managing Director of the Company, will be responsible for overseeing and making management-level decisions in respect of the Proposed New Business. Mr Terence Tea Yeok Kian will report directly to the Board. The Board is of the opinion that Mr Terence Tea Yeok Kian would be able to oversee the Proposed New Business without prejudicing the Existing Business of the Company. This is in light of the support and employment of the existing management of the Target Companies. Consequently, the Company would be able to focus on its new business and generate more revenue for the Group.

The Board recognises that the Proposed New Business is different from the Existing Business and the current management of the Group does not have the relevant experience and expertise in the Proposed New Business. However, as set out in the SPAs between the Company and the Vendors dated 23 January 2018, service agreements will be entered into between the Company and the individuals listed in Schedule 2 of the SPAs. The success of the Proposed New Business depends substantially on the continued services of these key management and medical personnel. As such, management of the day-to-day operations of the Proposed New Business will continue to be led by the current management of the Target Companies and they will report directly to Mr Terence Tea Yeok Kian. The Company may also procure the advice of third-party consultants and professionals if such need arises.

The Board is of the view that with the support of the Target Companies' existing employees and management personnel, the Proposed New Business will not be prejudicial to the Existing Business of the Company. As the Group embarks on new opportunities in the Proposed New Business, it will closely monitor the market conditions, business culture and the risk exposure.

Upon receipt of Shareholders' approval, the Company shall form an investment committee whose duties shall include identifying the Company's mandate – setting out the Company's investment objective, rate of return, risk tolerance levels and exit strategy – and pre-determining the Company's limit for investment in any prospective investee.

3. RISK FACTORS

To the best of the Directors' knowledge and belief, all the risk factors that are material to prospective investors in making an informed judgment on the Proposed New Business (save for those which have already been disclosed to the general public) are set out below. Shareholders and prospective investors should carefully consider and evaluate each of the following considerations and all other information contained in this Circular before deciding whether the Company should invest in the Proposed New Business.

The risks described below are not intended to be exhaustive. In addition to the risks described below, the Group could be affected by risks relating to the industries and countries in which the Group operates as well as economic, business, market and political risks. In addition, there may be additional risks not presently known to the Group, or that the Group currently deems immaterial, but which could affect its operations. If any of the following considerations and uncertainties develops into actual events, the business, results of operations, financial condition and prospects of the Group could be materially and adversely affected.

(i) General Risks relating to the Proposed New Business

The following is an identified but by no means exhaustive list of risk factors which are associated with the additional core businesses.

(a) The Group is embarking on a new business and the current management may not have the relevant expertise to ensure success

As the Proposed New Business is in an area that is new to the Group, the Group will face the usual risks, uncertainties and problems associated with the entry into any new business which it has no prior track record in. These risks, uncertainties and problems include, among other things, the inability to find the right joint venture, strategic or other business partnerships, the inability to manage expanding operations and costs, failure to provide the results, level of revenue and margins the Group is expecting and failure to identify, attract, retain and motivate qualified personnel.

In addition, the Group's current management may not have the relevant expertise to ensure success in these areas. While the Group will be entering into separate service agreements with the current employees and officers of the Target Companies, there is no assurance that the Group will be able to attract and retain

the right persons for the Proposed New Business. The Group may also face difficulties in recruiting skilled and qualified personnel in the Proposed New Business due to its specialised nature. If the Group is unable to attract and retain a sufficient number of suitably skilled and qualified personnel, the Group's business, results of operations and financial condition may be adversely affected.

(b) The Group may be required to obtain, maintain and renew certain licenses and approvals to conduct its business and operations for the Proposed New Business

Due to the nature of the Proposed New Business, the Group may require various licenses and approvals from local government and other government agencies to conduct its business and operations.

These licenses and approvals may further include, among others, general corporate and regulatory ones. A failure to obtain or renew, or a loss of, any significant license or approval that is required to conduct the business and operations could have a material adverse effect on the Group's business, financial performance, financial condition, results of operations and prospects.

Further, changes in legislation and regulations or changes in the interpretation or implementation of the relevant legislation and regulations could also result in consequences which would adversely affect the Group's business, financial performance, financial condition, results of operations and prospects. These consequences include, but are not limited to (i) additional cost arising from increased compliance activities, capital expenditures and increased royalty and tax payments to the local government; (ii) restrictions and delays in the operations; and/or (iii) restrictions on foreign participation in the industries relating to the Proposed New Business, the extent of which cannot be predicted.

(c) Future acquisitions, joint ventures or other arrangements may expose the Group to increased risks

The Group is likely, as a matter of business strategy, to invest in or acquire other entities in the provision of aesthetic medical services, or enter into joint ventures or other investment structures in connection with the provision of aesthetic medical services. Acquisitions that the Group make, along with potential joint ventures and other investments, may expose the Group to additional business and operating risks and uncertainties, including:

- direct and indirect costs in connection with the transaction;
- the inability to effectively integrate and manage acquired business;
- the inability or unwillingness of joint venture partners to fulfil their obligations under the relevant joint venture agreements;
- joint venture partners having economic or business interest or goals that are inconsistent with the Group;
- joint venture partners may take actions contrary to the Group's instructions or requests or contrary to the Group's policies and objectives;
- joint venture partners being unable or unwilling to fulfil their obligations under the relevant joint venture agreements or other cooperative agreements, including their obligation to make the required capital contribution, or having financial difficulties;

- the inability of the Group to exert control over strategic decisions made by these companies;
- time and resources expanded to coordinate internal systems, controls, procedures and policies;
- disruption in ongoing business and the diversion of management's time and attention from other business concerns;
- the risk of entering markets in which the Group may have no or limited prior experience;
- the potential loss of key employees and customers of the acquired businesses;
- the risk that an investment or acquisition may reduce the Group's future earnings; and
- exposure to unknown liabilities.

The Group is unable to assure that its working relationship with its joint venture or other business partners will always be positive and that the Group will not have serious disputes with its joint venture or other business partners, which may cause the loss of business opportunities or disruption to and/or termination of the relevant project or business venture, which may in turn lead to the Group's business, results of operations and financial condition being materially adversely affected.

(d) Risks arising from changes in regulatory and business environments

The countries in which the Group may operate in for the Proposed New Business may be adversely affected by political, regulatory, economic or social developments.

A government may adjust its monetary and economic policies in general or in specific sector segments which could have an impact on the businesses under the provision of aesthetic medical services in order to meet certain political or economic objectives. Regulatory changes may also be made by the government, in cases where any actual or perceived detrimental developments within or related to the businesses under the provision of aesthetic medical services. Any changes in applicable laws and regulations could result in higher compliance costs which could adversely affect the operations of the Group for the provision of aesthetic medical services. Government controls, could include, amongst others, licensing requirements, export quotas, labour quotas, minimum working conditions, and environmental restrictions.

For instance, regulatory approvals may be required for, amongst others, land and title acquisition or divestment, development planning and design, and mortgage financing and refinancing. Such approvals may stipulate, amongst others, the maximum periods for the grant of land rights, concessions, and the development of land. Some countries may also restrict the level, percentage and manner of foreign ownership and investment in land and concession rights. Certain countries' laws and regulations may be ambiguous and their interpretations and applications can be inconsistent or uncertain which may result in the difficulty in obtaining licences or complying with the laws. The Group is unable to give assurance that it will be able to fulfil all the conditions required for obtaining such permits, licences, certificates and approvals, especially as new laws, regulations or policies may come into effect from time to time with respect to the businesses under the Proposed New Business. If the Group fails to obtain the relevant approvals or comply with the applicable laws and regulations, the Group may be subject to penalties, have its rights, concessions, licences or approvals revoked, or lose its right to own, develop or manage its properties and the Group's businesses which could have a material and adverse

impact on the Group's business, financial performance, financial position and prospects in relation to the Proposed New Business.

(e) Risks from inadequate insurance coverage

In the operation of the Proposed New Business, insurance coverage will be obtained to protect the Group from various types of risks related to the provision of aesthetic medical services. However, while the insurance policies will cover certain losses suffered by the Group, they may not be sufficient to cover all of the Group's potential losses in certain events. In the event such losses exceed the insurance coverage or are not adequately insured by the insurance policies that have been taken up, the Group would be liable for the amount of shortfall claimed, which could materially and adversely affect its financial performance and financial position.

(f) Inability to secure sufficient funding

The Company intends to use internal resources or external borrowings or a combination of both to fund the Proposed New Business. In the event the Company is unable to secure sufficient funding for the Proposed New Business, the Company would not be able to proceed accordingly.

(ii) Industry Specific Risks – Provision of Aesthetic Medical Services

(a) Risks arising from tenements of concession areas

The validity and ownership of land title and land use or occupancy rights within the concession area(s) in which the Group may operate in future for the management and operation of its Proposed New Business can be uncertain and may be contested. Although the Group will attempt to acquire satisfactory title and rights for any concession area(s) in which the Group may operate in future for the management and operation of the Proposed New Business, various risks pertaining to the ownership and validity of land title and land use or occupancy rights could still exist, such as restrictions on foreign ownership and compulsory acquisitions by the relevant government authorities. As such, there is no assurance that the Group will be able to acquire satisfactory title and rights in the concession areas which the Group may operate in future for the management and operation of the Proposed New Business. In the event the Group is not able to obtain satisfactory title and rights in the relevant concession areas, the Group will not be able to carry out any management and operation of its Proposed New Business in these areas and may also not be able to resell, sub-lease or sub-license such land and rights for income, which may in turn, will materially and adversely affect the Group's business, financial performance, financial condition, results of operations and prospects.

(b) Change in law and governmental policy

Medical operations are subject to extensive supervision and regulations by the law in Singapore. Any change or addition to the existing regulations could affect the operation of the services and could affect the profitability of the Company. The business operations of the Proposed New Business are subject to approvals and recognition by the Singapore Medical Council (SMC) and the guidelines on aesthetic practices for doctors launched by College of Family Physician of Singapore (CFPS) and Academy of Medicine Singapore (AMS). Any failure to obtain the relevant approvals in a timely manner or at all, may result in the imposition of penalties or suspension of the operations, which could materially and adversely affect the results of operations, financial condition and prospects.

The pre-requisites to obtaining the relevant approvals in the aesthetic medical industry may evolve and change over time and new or more stringent policies may be introduced. There is no assurance that the Group will be able to adapt expeditiously to new laws, regulations or policies that may come into effect from time to time. If the Group fail to comply with new policies and regulations, or if such policy changes disrupt the operation of the Proposed New Business or cause the Group to

incur additional costs, the results of operations, financial condition and prospects may be materially and adversely affected. Any regulatory changes may also increase the current forecast operating costs.

(c) Changing aesthetic medical and wellness trends

The aesthetic medical and wellness market requires the Group to closely monitor the trends in the market and the needs of the consumers, which may require the introduction of new products, technologies, devices, solutions, service categories and treatment procedures and enhance existing services and procedures. There is the need to maintain strong relationships with leading overseas aesthetic medical institutions and beauty and wellness service providers to ensure that the Company is accessing the latest technology quickly and cost-effectively responding to the consumers' changing needs.

The Group may be required to incur development and acquisition costs to keep pace with new technologies. Failure to identify, develop and introduce new products, solutions, service categories, features, enhancements and technologies on a timely and cost-effective basis may result in a decrease in demand for the services and the Company may not be able to compete effectively or attract consumers, which may materially and adversely affect its business and results of operations.

(d) Development of new market products

The market condition and technologies deployed in the provision of aesthetic medical services are continuously evolving and the Group expects the aesthetic medical, beauty and wellness market to evolve towards newer and more advanced products.

Whether the Company can successfully compete in this market largely depends on its ability to anticipate industry trends and identify, develop and market new and advanced products that meet the customers' demand in a timely and cost effective manner.

Developing and launching new products require significant resources and can be costly, time consuming and difficult. The successful launch of a new product depends on a number of factors, including the Company's ability to:

- Properly identify and anticipate industry trends and market demand;
- Research and develop commercially viable products in a timely manner;
- Effectively manage the time and costs involved in product registration and other regulatory clearances or approvals;
- Compete effectively with other developers, manufacturers and marketers;
- Price the products at both competitive and commercially justifiable levels;
- Increase awareness and acceptance of our new products; and
- Introduce new products to the market in a timely and effective manner.

(e) Potential litigation and professional liability

The provision of aesthetic medical services entails inherent risks of liability. There is no assurance that there will not be medical and legal claims that are in excess of the amount covered by our medical insurance coverage or that such medical insurance coverage is comprehensive and covers all types of claims.

Medical professionals may be subject to disciplinary actions from the governing professional body and they may be fined and/or have their licenses suspended or revoked. In the event of such claims or disciplinary actions against the Company and/or the medical professionals, there may be an adverse effect on the Company's financial performance, professional standing and market reputation.

(f) Unfavourable market perception of the overall aesthetic medical and wellness industry

Aesthetic medical and wellness services have been gaining popularity in recent years. However, many consumers remain cautious about the risks inherent in aesthetic medical procedures and wellness treatments.

Any shift in perception caused by media influences, peer perceptions, research indicating adverse health effects of aesthetic medical procedures and wellness treatments or otherwise, can potentially lead to deterioration in the market perception of aesthetic medical and wellness treatments.

In addition, any allegation which surfaces in the media relating to accidents, ineffectiveness of treatments, poor service standards or mishandling of sensitive personal information by any operator of aesthetic medical and wellness services, regardless of merits, could expose the Company to reputational harm. The Group's business, financial condition, results of operations and prospects may be materially and adversely affected as a result.

(g) Changes to key personnel

The Company's business model depends on a management team with the talent and experience to integrate and manage the aesthetic medical services into the Company's core business operations.

There is a risk that operating and financial performance would be adversely affected by the loss of these key personnel.

(h) Reputation risk

Having a good reputation is an important factor in ensuring that the Company maintains the earnings of the aesthetic medical clinics it owns. Being an owner of a number of aesthetic medical clinics, there is a risk that incidents occurring at one or more premises may affect the reputation and adversely impact the profitability of the other aesthetic medical premises.

(i) Employees' expenses risk

Employees' expenses are one of the most significant parts of the Company's total costs. The Company has strategies in place to mitigate any increase of the employees' expenses and the cost of commercial inflation per year. Should circumstances arise through industry regulation that gives rise to costs outside of the inflation indexation assumption, then this event would reduce the profitability of the Company.

(j) Employee misconduct

Misconduct by employees could result in regulatory sanctions and serious reputational or financial harm. While the Company believes that it has taken adequate precautions to detect and to prevent employee misconduct, it is not possible to guarantee non-occurrences of employee misconduct. This risk may also attract impositions of regulatory sanctions and adverse media coverage.

(k) Inability to recruit high quality staff

The Company requires high quality staff to deliver its services and may not be able to attract and retain high quality staff. The lack of high quality staff would negatively

impact the Company's performance as an aesthetic medical service provider as well as a company.

The ability to attract and retain them is dependent on several factors such as our continued reputation, the provision of a central administrative structure and facilities, financial remuneration and job satisfaction.

(l) Lease arrangements

The aesthetic medical services are operated on premises leased from third parties. There is no guarantee that the leases will be renewed at the end of the term. Termination or expiry in particular to key service sites will have an adverse effect on the Company's profitability. A substantial change in rent under any of the premises leases that cannot be recouped through fee increases or other efficiencies will have an impact on the Company's profitability.

(m) Management business contracts and proprietary rights risks

There is a risk that the agreements to manage the aesthetic medical services or use of proprietary rights will terminate either through expiry or sale to a third party. Such termination would adversely affect the Company's profitability as the Company will have to seek new partners and possibly re-train its staff.

4. RISK MANAGEMENT MEASURES AND SAFEGUARDS

The main risks arising from the Company's Proposed New Business is reputational risk. Reputational risk can severely diminish consumer confidence in the Company and its business. To minimise such backlash, the Company would carry out stringent checks on all potential personnel and only enter into collaborations with reputable partners upon carrying out its due diligence procedures.

5. THE PROPOSED ACQUISITION

5.1 Background

On 23 January 2018, the Company announced its proposed acquisition of (1) Refresh Laser Clinic Lot1 Pte. Ltd. ("**RLC Lot1**"), (2) Refresh Laser Clinic SPC Pte. Ltd. ("**RLC SPC**"), (3) Refresh Laser Clinic Tpy Pte. Ltd. ("**RLC Tpy**") and (4) Refresh Laser Clinic Bedok Pte. Ltd. ("**RLC Bedok**"). The Company had on 23 January 2018 entered into two Sale and Purchase Agreements (each an "**SPA**" and collectively the "**Agreements**") pursuant to which the Company had intended to purchase 100% of the issued and paid-up share capital of the Target Companies for an aggregate consideration of S\$4,000,000 on the terms and subject to the conditions of the Agreements.

The first SPA was entered into between the Company and the Vendors for the purchase of 100% of the issued and paid-up share capital of RLC Bedok. The second SPA was entered into between the Company and Vendors (save for Mr. Char Li Shing) for the purchase of 100% of the issued and paid-up share capital of each of RLC Lot1, RLC SPC and RLC Tpy.

As at the Latest Practicable Date, the Company does not hold any shares in the issued and paid up share capital of the Target Companies. Upon completion of the Proposed Acquisition, the Target Companies will become wholly-owned subsidiaries of the Company.

5.2 Information on the Target Companies

The Target Companies are companies incorporated in Singapore with their registered addresses at 8 Burn Road, #10-11, Trivex, Singapore 369977. They are principally engaged in cosmetic dermatology and skin laser services in Singapore. They also provide other healthcare services such as physiotherapy, chiropractic and speech therapy as well as retail of healthcare and beauty products.

The Vendors are the legal and beneficial owners of the Target Companies in the following proportions:-

(a) Each of RLC Lot1, RLC SPC and RLC Toa Payoh:

Vendors	No. of Sale Shares held	Percentage (%)
Charles Leck Tin Hong	24,250	24.25
Leck Seok Noi, Rachel	24,250	24.25
Lee Bee Seng	24,250	24.25
Wong Meng Hang (Huang Minghan)	3,000	3.00
Refresh Group Pte. Ltd.	24,250	24.25

(b) RLC Bedok:

Vendors	No. of Sale Shares held	Percentage (%)
Charles Leck Tin Hong	4,860	6.075
Leck Seok Noi, Rachel	48,060	60.075
Lee Bee Seng	4,860	6.075
Char Li Shing	8,000	10
Wong Meng Hang (Huang Minghan)	9,360	11.7
Refresh Group Pte. Ltd.	4,860	6.075

5.3 Principal Terms of the Proposed Acquisition

5.3.1 **Consideration:** The consideration for the purchase of the Sale Shares, arrived at on a willing seller willing buyer basis and based on the net tangible assets of the Target Companies, shall be an aggregate consideration of Singapore Dollars Four Million (S\$4,000,000) ("**Purchase Price**"). The Purchase Price shall be paid by the Company by way of a) cash amounting to Singapore Dollars Two Million (S\$2,000,000); and b) an allotment of 250,000,000 ordinary shares in the share capital of the Company at an issue price of \$0.008, being a premium of 33.3% to the closing share price quoted by the SGX-ST for the trading day immediately preceding the date of the Agreements amounting to Singapore Dollars Two Million (S\$2,000,000). The Consideration Cash shall be paid, and Considerations Shares allotted and issued to, the Vendors by the Company on the Completion Date in the proportions set out in the tables in Schedule 1 of the Agreements.

5.3.2 **Moratorium:** The Vendors jointly and severally warrant and undertake to the Company and its successors in title and assigns (with the intent that the provisions of this Clause shall continue to have full force and effect notwithstanding completion) that they shall only be entitled to realise, transfer or otherwise dispose of or mortgage, pledge, charge, or otherwise create a lien or an encumbrance in respect of any of their direct or indirect interest in any of the Consideration Shares from the first (1st) anniversary of the Completion Date.

- 5.3.3 **Conditions:** Completion is conditional on the fulfilment of the Conditions on or before the Long Stop Date. The Vendors may, at their sole and absolute discretion (and subject to such conditions as it may impose), waive any Purchaser Warranties and the Company may, at its sole and absolute discretion (and subject to such conditions as it may impose), waive any Vendor Warranties. In the event that any of the Conditions has not been fulfilled prior to the Long Stop Date, the SPAs (other than the Surviving Provisions) shall automatically terminate and neither Party shall have any claim hereunder against the other Party (save in respect of claims arising out of any antecedent breach of the SPA). The Parties agree that all requests and enquiries from any Governmental Authority shall be dealt with by the Parties in consultation with each other and the Parties shall promptly cooperate with and provide all necessary information and assistance as may be reasonably required by any Governmental Authority.
- 5.3.4 **Pre-Completion Obligations:** The Vendors undertake to the Company that, subject to applicable laws and regulations, the Vendors shall procure the performance and observance of those matters listed in schedule 3. If prior to Completion, any event shall occur which results or which could reasonably be expected to result in a breach by the Vendors of any of their obligations under clause 5.1, the Vendors, upon becoming aware of the same, shall promptly notify the Company in writing thereof.
- 5.3.5 **Completion:** Completion shall take place seven (7) calendar days after the satisfaction or waiver of the Conditions or such other date as may be mutually agreed to by the Parties. Completion shall take place at the office of the Company's Solicitors or such other place as may be determined by the Parties when all (but not some only) of the events detailed in clauses 6.3 and 6.4 shall occur. At Completion, against fulfilment of the Company's obligations in part 2 of schedule 4, the Vendors shall do or deliver (or cause to be delivered) to the Company the matters or items listed in part 1 of schedule 4. At Completion, against fulfilment of the Vendors' obligations in part 1 of schedule 4, the Company shall do or deliver (or cause to be delivered) to the Vendors the matters or items listed in part 2 of schedule 4.
- 5.3.6 **Conditions Precedent:** The Vendors and the Company agree that the Proposed Acquisition shall be conditional upon but not limited to the following:-
- (i) all the Warranties being true, accurate and not misleading as at Completion;
 - (ii) the Vendors having performed or complied with all its obligations and undertakings in clause 5 and schedule 3 of the SPA except for such non-performance or non-compliance that would not result in a Material Adverse Change;
 - (iii) the Company obtaining all relevant corporate and governmental and regulatory approvals for the purchase of the Sale Shares in accordance with the terms and conditions of the SPA and the transactions contemplated under the SPA, including without limitation, the Shareholders' Approval;
 - (iv) the results of the financial, operational and legal due diligence on the Target Companies being satisfactory to the absolute discretion of the Company;
 - (v) the listing and quotation notice for the issuance and allotment of the Consideration Shares (the "**Listing and Quotation Notice**") having been obtained and not being revoked or amended;
 - (vi) any conditions attached to the Listing and Quotation Notice which is required to be fulfilled on or before the Completion Date having been fulfilled on or before that date to the satisfaction of the SGX-ST or waived by the SGX-ST;

- (vii) the execution of a service agreement between the Target Companies and each of the individuals named in Schedule 2 of the SPA, with the terms and conditions acceptable to the Company. For the avoidance of doubt, none of the individuals named in Schedule 2 of the SPA will be appointed as a Board Member of Accrelist or Directors in the subsidiary company post acquisition; and
- (viii) the Vendors having set up a fully operational clinic at SingPost Centre located at 10 Eunos Road 8, Singapore 408600 on or before 1 April 2018.

5.4 Rationale for the Proposed Acquisition

In view of the constant demand for corporate financing and positive industry prospects for long-term growth to broaden the Group's revenue stream, it is advantageous that the Company continues to expand the existing business of Corporate Accretion Services.

The Company is of the opinion that the aesthetic medical services sector has good prospects for the long-term growth of the Company. It is part of the Group's corporate strategy to provide Shareholders with diversified returns, reduce the Group's reliance on its existing business and offer new business opportunities, so as to enhance Shareholders' value.

The social acceptance of aesthetic medical services has increased and is expected to continue to increase as a result of increased consumerism. This is further supported by the increase in the consumers' attention to their personal appearances, popular culture influences including South Korean popular culture and celebrity culture, increasing affordability of aesthetic medical treatments and lower risk and improved convenience of aesthetic medical treatments, particularly non-surgical aesthetic medical treatments.

The Company intends to expand the aesthetic medical services sector via its subsidiary's crowdfunding platform through the investment of potential investors. Besides this Proposed Acquisition, the Company intends to set up 4 aesthetic medical services clinics in Singapore before potentially expanding overseas.

5.5 Risks associated with the Proposed Acquisition

5.5.1 The Group may face competition from existing competitors and new market entrants in the Proposed Acquisition

The Proposed Acquisition has strong competition from established industry participants who may have larger financial resources or a stronger track record. The Group may not be able to respond more quickly to market trends than potential or existing competitors who may have larger financial resources and stronger track records. Further, new competitors may enter the industry resulting in increased competition. There is no assurance that the Group can compete successfully against its existing or potential competitors now or in the future. In the event that the Group fails to do so, the Group's Proposed Acquisition, financial condition, results of operations and prospects may be adversely affected.

5.5.2 There is no assurance that the Group will be able to identify new opportunities for the growth of the Proposed Acquisition

Other than the clinics operated by the Target Companies which was announced on 23 January 2018, the Group has not formalised any definitive plans in connection with the Proposed Acquisition. While the Group will continue to actively seek opportunities to expand its reach in connection with the Proposed Acquisition to open up more clinics in Singapore and overseas, there is no assurance that it will be able to identify such opportunities which suit its risk and returns profile.

5.5.3 The processing, storage, use and disclosure of personal data could give rise to liabilities as a result of governmental regulation, conflicting legal requirements or differing views of personal privacy rights

In the provision of aesthetic medical services, the Group receives, transmits and stores a large volume of personally identifiable information and other user data. The sharing, use, disclosure and protection of this information shall be governed by the privacy and data security policies to be implemented by the Group. Moreover, there are international laws regarding privacy and the storing, sharing, use, disclosure and protection of personally identifiable information and user data. Specifically, personally identifiable information is increasingly subject to legislation and regulations in numerous jurisdictions around the world, the intent of which is to protect the privacy of personal information that is collected, processed and transmitted in or from the governing jurisdiction. The Group could be adversely affected if legislation or regulations are expanded to require changes in business practices or privacy policies, or if governing jurisdictions interpret or implement their legislation or regulations in ways that negatively affect the operations of the Proposed Acquisition, and financial condition.

6. KEY FINANCIAL INFORMATION

6.1 Key Financial Information on the Target Companies

- 6.1.1 As at the Latest Practicable Date, save for RLC Bedok, the Target Companies each have an issued and paid up share capital of S\$100,000 divided into 100,000 ordinary shares. RLC Bedok has an issued and paid up share capital of S\$80,000 divided into 80,000 ordinary shares.
- 6.1.2 Based on the unaudited financial statements of RLC Bedok for the financial year ended 30 September 2017, its NTA was approximately S\$353,697 and it recorded a net profit before tax of S\$3,054.
- 6.1.3 Based on the unaudited financial statements of RLC Lot1 for the financial year ended 30 June 2017, its NTA was approximately S\$543,569 and it recorded a net profit before tax of S\$68,419.
- 6.1.4 Based on the unaudited financial statements of RLC SPC for the financial year ended 31 August 2017, its NTA was approximately S\$37,122 and it recorded a net loss before tax of S\$36,431.
- 6.1.5 Based on the unaudited financial statements of RLC Tpy for the financial year ended 31 August 2017, its NTA was approximately S\$315,509 and it recorded a net loss before tax of S\$7,250.

6.2 Source of Funds

The Group plans to finance the Proposed Acquisition partially through the usage of internal sources of funds and partially through the issue and allotment of Consideration Shares.

6.3 Relative Figures computed on the bases set out in Rule 1006 and the Applicability of Chapter 10 of the Catalyst Rules

The relative figures computed on the relevant bases set out in Rule 1006 of the Catalyst Rules in respect of the Proposed Acquisition and based on the audited financial statements of the Group for the financial year ended 31 March 2018 ("FY2018") are as follows:

Rule 1006(a)	net asset value of the assets to be disposed of, compared with the group's net asset value	Not applicable to acquisition of assets
Rule 1006(b)	net profits attributable to the assets acquired or disposed of, compared with the group's net profits	(7.93%) ⁽¹⁾
Rule 1006(c)	aggregate value of the consideration of S\$4,000,000, compared with the Company's market capitalisation ⁽²⁾ of approximately S\$31,819,300 based on the total number of issued shares excluding treasury shares	12.57%
Rule 1006(d)	number of equity securities issued by the Company of 250,000,000 as consideration for the Acquisition, compared with the number of equity securities previously in issue of 5,303,216,662	4.71%
Rule 1006(e)	aggregate volume or amount of proved and probable reserves to be disposed of, compared with the aggregate of the Group's proved and probable reserves	Not applicable

Notes:-

- (1) the relative figure for Rule 1006(b) in this instance is negative as the Group posted a net loss of approximately S\$353,000 based on the audited financial statements of the Group for the year ended 31 March 2018 whilst net profit attributable to the Target Companies is approximately S\$27,792 based on the unaudited financial statements of the Target Companies as at their respective financial year ends.
- (2) "market capitalisation" is calculated by the number of shares of the Company (excluding treasury shares) multiplied by the volume weighted average market price of S\$0.006 of the Company's shares as at 22 January 2018, being the market day immediately preceding the date of the SPA.

The relative figure computed on the base set out in Rule 1006(b) of the Catalyst Rules is a negative figure. Under Rule 1007(1) of the Catalyst Rules, if any of the relative figures computed on the relevant bases set out in Rule 1006 is a negative figure, the Company is required, through its Sponsor, to consult with the SGX-ST on the applicability of Chapter 10 of the Catalyst Rules.

Notwithstanding the foregoing and having considered that the Company will be seeking the approval of Shareholders for the Proposed New Business (please refer to Section 2 of this Circular), the Company will be seeking Shareholders' approval for the Proposed Acquisition at the EGM as well.

6.4 Financial Effects of the Proposed Acquisition

For the purposes of illustration only, the following is an analysis and illustration of the pro forma financial effects of the Proposed Acquisition on the net tangible assets per share and earnings per share of the Company based on the audited financial statements for FY2018. The financial effects set out below are on the following bases and assumptions:

- (a) the financial impact on the net tangible assets per share is computed based on the assumption that the Proposed Acquisition had been effected at the end of FY2018; and

- (b) the financial impact on the earnings per share is computed based on the assumption that the Proposed Acquisition had been effected at the beginning of FY2018.

6.4.1 Share Capital

	The Group	
	As at 31 March 2018	After the Proposed Issuance and Allotment
Share Capital (S\$)	71,081,000	73,081,000
Number of issued and paid-up Shares	5,303,216,662	5,553,216,662

6.4.2 NTA per Share

	Before the Proposed Acquisition	After the Proposed Acquisition
Consolidated NTA attributable to Shareholders (S\$'000)	24,642	26,642
Weighted Average Number of Shares ('000)	5,272,848	5,272,848
NTA per Share (S\$ cents)	0.47	0.51

6.4.3 EPS

	Before the Proposed Acquisition	After the Proposed Acquisition
Loss for the period attributable to equity holders of the Company (S\$'000)	(310)	(310)
Weighted average number of issued share ('000)	5,272,848	5,272,848
Loss per share (in S\$ cents)	(0.01)	(0.01)

6.4.4 Gearing

	Before the Proposed Acquisition	After the Proposed Acquisition
Total Borrowings (S\$'000)	6,312	6,312
Shareholders' Funds	38,291	40,291
Gearing Ratio	16.48%	15.67%

6.5 Additional Listing Application

The Sponsor, on behalf of the Company, will be submitting an additional listing application to the SGX-ST for the listing and quotation of the Consideration Shares on Catalist. Notwithstanding, the listing and quotation of the Consideration Shares is conditional upon the Company obtaining the approval of its Shareholders. An announcement will be made in due course to notify the Shareholders when the listing and quotation notice from the SGX-ST is obtained.

7. THE PROPOSED ALLOTMENT AND ISSUANCE OF CONSIDERATION SHARES

The Company seeks the Shareholders' approval for the allotment of 250,000,000 Consideration Shares to the Vendors, in compliance with Rule 805(1) of the Catalist Rules, pursuant to which an issuer is required to obtain prior approval of its shareholders in a general meeting for an issue of shares, except where the shares are issued pursuant to a general mandate obtained from the shareholders in a general meeting.

8. COMPLIANCE WITH CATALIST RULES

8.1 Chapter 8

Rule 805(1) of the Catalist Rules stipulates that an issuer must obtain prior approval of its shareholders in general meeting for an issue of shares or convertible securities or the grant of options carrying rights to subscribe for shares of the issuer, except where the shares are issued pursuant to a general mandate obtained from the shareholders in a general meeting.

Pursuant to the SPAs, 250,000,000 Consideration Shares will be issued by the Company to the Vendors. The Consideration Shares represent (i) approximately 4.71% of the existing issued and paid-up share capital of the Company as at the Latest Practicable Date and (ii) approximately 4.50% of the enlarged issued and paid-up share capital of the Company after the issue of the Consideration Shares.

Notwithstanding the foregoing and having considered that the Company will be seeking the approval of Shareholders for the Proposed New Business (please refer to Section 2 of this Circular) and the Proposed Acquisition, the Company is nonetheless seeking Shareholders' approval for the Proposed Allotment and Issuance at the EGM.

8.2 Chapter 9 and Chapter 10

Upon approval from the Shareholders for the Proposed New Business, any acquisition which is in, or in connection with, the Proposed New Business, may be deemed to be in the ordinary course of business and therefore not fall under the definition of a "transaction" under the Catalist Rules.

However, Paragraph 7(b) of Practice Note 10A of the Catalist Rules requires that when an acquisition would change the risk profile of the Company, the Company will have to seek Shareholders' approval. The following factors, amongst other, will have to be considered in determining whether the risk profile of the Company has been changed:

- (i) When the acquisition is a very substantial acquisition which will increase the scale of the Company's existing operations such that any of the relative figures computed on the bases as set out in Rule 1006 (c) and Rule 1006 (d) of the Catalist Rules is 100% or more;
- (ii) When the acquisition will result in a change in control of the Company which will be treated as reverse takeover;
- (iii) When the acquisition will have a significant adverse impact on the Company's earnings, working capital and gearing;
- (iv) When the acquisition will result in an expansion of the Company's business to a new geographical market and/or a new business sector; and

- (v) The extent to which the intended expansion has been foreshadowed and investors have had an opportunity to vote at previous general meetings on:
 - (a) the Company's proposal; or
 - (b) waiving their rights to approve the Company's approval.

Where the Proposed New Business would involve an interested person transaction as defined under the Catalist Rules, the Company will also have to comply with the provisions of Chapter 9 of the Catalist Rules which include the requirement to seek Shareholders' approval.

8.3 Others

In the event any of the areas of the Proposed New Business is material, the Company would apply the relevant accounting standards and shall report in accordance with the Catalist Rules.

9. DIRECTORS' RECOMMENDATION

9.1 Proposed New Business

The Directors are of the opinion, based on the rationale for and the terms of the Proposed New Business as set out in this Circular, that the Proposed New Business is in the best interests of the Shareholders and the Company, and accordingly unanimously recommend Shareholders to vote in favour of the ordinary resolution relating thereto to be proposed at the EGM as set out in the Notice of the EGM.

9.2 Proposed Acquisition

The Directors having considered the Target Companies to be suitable for the Company's Proposed New Business, and that the terms of the SPAs and consideration payable fair and reasonable, accordingly unanimously recommend Shareholders to vote in favour of the ordinary resolution relating thereto to be proposed at the EGM as set out in the Notice of the EGM.

9.3 Proposed Allotment and Issuance of Consideration Shares

The Directors are of the opinion, that the allotment and issuance of Consideration Shares as part of the consideration for the acquisition of the Target Companies is in the best interest of the Shareholders and the Company, and accordingly unanimously recommend the Shareholders to vote in favour of the ordinary resolution relating thereto to be proposed at the EGM as set out in the Notice of the EGM.

- 9.4** In giving the above recommendations, the Directors have not had regard to the specific investment objectives, financial situation, tax position or unique needs or constraints of any individual Shareholder. As different Shareholders would have different investment objectives and profiles, the Directors recommend that any individual Shareholder who may require specific advice in relation to his specific investment portfolio should consult his stockbroker, bank manager, solicitor, accountant, tax adviser or other professional advisers.

10. EXTRAORDINARY GENERAL MEETING

An EGM, notice of which is attached to this Circular, will be held at 10 Ubi Crescent, #02-07 Ubi Techpark, Lobby A, Singapore 408564 on 17 August 2018 at 10.00 a.m. for the purpose of considering and, if thought fit, passing, with or without modifications the ordinary resolutions set out in the Notice of EGM; namely, the (i) Proposed New Business; (ii) Proposed Acquisition; and (iii) Proposed Allotment and Issuance of Consideration Shares.

11. INTER-CONDITIONALITY OF THE RESOLUTIONS

Shareholders should note that Ordinary Resolution 2 (Proposed Acquisition) and 3 (Proposed Allotment and Issuance) are inter-conditional upon each other. This means that:-

- (a) if Ordinary Resolution 2 is not passed, Ordinary Resolution 3 would not be passed; or
- (b) if Ordinary Resolution 3 is not passed, Ordinary Resolution 2 would not be passed.

12. ACTION TO BE TAKEN BY SHAREHOLDERS

12.1 Appointment of proxies

Shareholders who are unable to attend the EGM and wish to appoint a proxy to attend and vote at the EGM on their behalf, should complete, sign and return the attached proxy form in accordance with the instructions printed thereon as soon as possible and in any event so as to arrive at the registered office of the Company not less than 48 hours before the time fixed for the EGM. The completion and lodgment of a proxy form by a Shareholder does not preclude him from attending and voting in person at the EGM in place of his proxy if he so wishes. However, any appointment of a proxy or proxies by such Shareholder shall be deemed to be revoked if the Shareholder attends the EGM in person, and in such event, the Company reserves the right to refuse to admit any person or persons appointed under the instrument of proxy, to the EGM.

12.2 When Depositor regarded as a Shareholder

A Depositor shall not be regarded as a Shareholder entitled to attend the EGM and to speak and vote thereat unless he is shown to have Shares entered against his name in the Depository Register, as certified by the CDP, at least 48 hours before the time fixed for the EGM.

13. DIRECTORS' RESPONSIBILITY STATEMENT

The Directors collectively and individually accept full responsibility for the accuracy of the information given in this Circular and confirm after making all reasonable enquiries that, to the best of their knowledge and belief, this Circular constitutes full and true disclosure of all material facts about the Proposed New Business, the Proposed Acquisition, the Proposed Allotment and Issuance of Consideration Shares, the Company and its subsidiaries, and the Directors are not aware of any facts the omission of which would make any statement in this Circular misleading. Where information in the Circular 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 the Circular in its proper form and context.

14. DOCUMENTS AVAILABLE FOR INSPECTION

Copies of the following documents are available for inspection at the office of the Company during normal business hours from the date hereof up to and including the date of the EGM:

- (a) The Sale and Purchase Agreements;
- (b) The Annual Report for FY2018; and
- (c) The Constitution of the Company.

Yours faithfully
For and on behalf of the Board of Directors of
Accrelist Ltd.

Terence Tea Yeok Kian
Executive Chairman and Managing Director

ACCRELIST LTD. (亚联盛控股公司)

(Incorporated in the Republic of Singapore)
(Company Registration Number: 198600445D)

NOTICE OF EXTRAORDINARY GENERAL MEETING

Unless otherwise defined, all capitalised terms herein shall bear the same meaning as used in the circular dated 2 August 2018 issued by Accrelist Ltd. (“Circular”).

NOTICE IS HEREBY GIVEN that the Extraordinary General Meeting of Accrelist Ltd. (“**Company**”) will be held at 10 Ubi Crescent, #02-07 Ubi Techpark, Lobby A, Singapore 408564 Singapore on 17 August 2018 at 10.00 a.m. for the purpose of considering and, if thought fit, passing with or without any amendments, the following resolutions:

AS ORDINARY RESOLUTIONS

ORDINARY RESOLUTION 1: THE PROPOSED DIVERSIFICATION OF BUSINESS TO INCLUDE AESTHETIC MEDICAL SERVICES

That:

- (a) approval be and is hereby given for the diversification by the Company and its subsidiaries of their core businesses to include the provision of aesthetic medical services (“**Proposed New Business**”); and
- (b) subject to compliance with the Catalist Rules requiring approval from shareholders in certain circumstances, the Company (directly and/or indirectly through its subsidiaries) be and is hereby authorised to invest in, purchase or otherwise acquire or dispose of from time to time, any such assets, investments and shares/ interests in any entity that is in the Proposed New Business for the purpose of or in connection with the Proposed New Business on such terms and conditions as the Directors of the Company deem fit, and such Directors of the Company be and are hereby authorised to take such steps and exercise such discretion and do all such acts and things as they deem desirable, necessary or expedient to give effect to any such investment, purchase, acquisition or disposal, and
- (c) that the Directors and each of them be and are hereby authorised to do all acts and things as they or he or she deem desirable, necessary or expedient to give effect to the matters referred to in paragraph (a) above of this resolution as they or he may in their or his or her absolute discretion deem fit in the interest of the Group.

ORDINARY RESOLUTION 2: THE PROPOSED ACQUISITION OF THE TARGET COMPANIES FROM THE VENDORS FOR AN AGGREGATE CONSIDERATION OF SINGAPORE DOLLARS FOUR MILLION (S\$4,000,000.00)

That:

- (a) approval be and is hereby given for the proposed acquisition of (1) Refresh Laser Clinic Lot1 Pte Ltd, (2) Refresh Laser Clinic SPC Pte Ltd, (3) Refresh Laser Clinic Tpy Pte Ltd and (4) Refresh Laser Clinic Bedok Pte Ltd (collectively, the “**Target Companies**”, each a “**Target Company**”) from the relevant Vendor, for an aggregate consideration of S\$4,000,000.00 on the terms and subject to the conditions of the two Sale and Purchase Agreements (“the **Agreements**”). The consideration shall be paid by the Company by way of cash amounting to S\$2,000,000 (“**Consideration Cash**”) and an allotment of 250,000,000 ordinary shares in the share capital of the Company at an issue price of \$0.008, being a premium of 33.3% to the closing share price quoted by the SGX-ST for the trading day immediately preceding the date of the Agreements amounting to S\$2,000,000 (“**Consideration Shares**”).

- (b) the Consideration Cash shall be paid, and the Consideration Shares are allotted and issued to, the Vendors by the Company on the Completion Date in the proportions set out in the tables in Part 1 of Schedule 1 of the Agreements.

ORDINARY RESOLUTION 3: THE PROPOSED ALLOTMENT AND ISSUANCE OF THE CONSIDERATION SHARES, AMOUNTING TO AN AGGREGATE OF S\$2,000,000 TO THE VENDORS, AS PART SATISFACTION OF THE CONSIDERATION

That:

- (a) approval be and is hereby given for the allotment of the 250,000,000 Consideration Shares to the Vendors and for the Consideration Shares to be admitted to Catalist and be listed for quotation on the SGX-ST, by way of specific Shareholders' approval.

Shareholders should note that Ordinary Resolutions 2 and 3 are inter-conditional upon each other. This means that:

- (a) if Ordinary Resolution 2 is not passed, Ordinary Resolution 3 would not be passed; or
(b) if Ordinary Resolution 3 is not passed, Ordinary Resolution 2 would not be passed.

By Order of the Board

Tea Yeok Kian, Terence

Executive Chairman and Managing Director

2 August 2018

IMPORTANT: Please read the notes below.

Notes:

- (a) A member entitled to attend and vote at the Extraordinary General Meeting ("EGM") is entitled to appoint a proxy or proxies (not more than two (2)) to attend and vote on his/her behalf. A proxy need not be a member of the Company. Where a shareholder appoints two (2) proxies, he must specify the proportion of his shareholdings percentage to be represented by each proxy.
- (b) A member who is not a Relevant Intermediary is entitled to appoint not more than two (2) proxies to attend and vote at the EGM. Where such member appoint two (2) proxies, he/she should specify the proportion of his/her shareholding (expressed as a percentage of the whole) to be presented by each proxy in the instrument appointing a proxy or proxies.
- (c) A member who is a Relevant Intermediary is entitled to appoint more than two (2) proxies to attend and vote at the EGM, but each proxy must be appointed to exercise the rights attached to a different share or shares held by such member. Where such member appoints more than two (2) proxies, the number and class of shares in relation to which each proxy has been appointed shall be specified in the instrument appointing a proxy or proxies. A proxy need not to be a member of the Company.
- "Relevant Intermediary" has the meaning ascribed to it in Section 181 of the Companies Act, Chapter 50 of Singapore.
- (d) The instrument appointing a proxy or proxies must be under the hand of the appointor or of his/her attorney duly authorised in writing. Where the instrument appointing a proxy or proxies is executed by a corporation, it must be executed either under its seal or under the hand of an officer or attorney duly authorised.
- (e) The instrument appointing a proxy or proxies must be deposited at the Company's Share Registrar, Tricor Barbinder Share Registration Services at 80 Robinson Road, #11-02, Singapore 068898 not less than forty-eight (48) hours before the time fixed for the EGM.
- (f) An investor who buys shares using CPF monies ("CPF Investor") and/or SRS monies ("SRS Investor") (as may be applicable) may attend and cast his/her vote(s) at the EGM in person. CPF and SRS Investors who are unable to attend the EGM but would like to vote, may inform their CPF and/or SRS Approved Nominees to appoint the Chairman of the Meeting to act as their proxy, in which case, the CPF and SRS Investors shall be precluded from attending the EGM.

Personal Data Privacy:

By submitting a proxy form appointing a proxy(ies) and/or representative(s) to attend, speak and vote at the AGM and/or any adjournment thereof, a member of the Company (i) consents to the collection, use and disclosure of the member's personal data by the Company (or its agents) for the purpose of the processing and administration by the Company (or its agents) of proxies and representatives appointed for the AGM (including any adjournment thereof) and the preparation and compilation of the attendance lists, proxy lists, minutes and other documents relating to the AGM (including any adjournment thereof), and in order for the Company (or its agents) to comply with any applicable laws, listing rules, regulations and/or guidelines (collectively, the "Purposes"), (ii) warrants that where the member discloses the personal data of the member's proxy(ies) and/or representative(s) to the Company (or its agents), the member has obtained the prior consent of such proxy(ies) and/or representative(s) for the collection, use and disclosure by the Company (or its agents) of the personal data of such proxy(ies) and/or representative(s) for the Purposes, and (iii) agrees that the member will indemnify the Company in respect of any penalties, liabilities, claims, demands, losses and damages as a result of the member's breach of warranty.

ACCRELIST LTD. (亚联盛控股公司)

(Incorporated in the Republic of Singapore)
(Company Registration Number: 198600445D)

PROXY FORM

EXTRAORDINARY GENERAL MEETING

(Please see notes overleaf before completing this Form)

IMPORTANT:

1. A relevant intermediary may appoint more than two proxies to attend the Extraordinary General Meeting and vote (please see note 2 for the definition of "relevant intermediary").
2. For investors who have used their CPF/SRS monies to buy the Company's shares, the Circular is forwarded to them at the request of their CPF/SRS Approved Nominees and is solely **FOR INFORMATION ONLY**.
3. This Proxy Form is not valid for use by CPF and SRS Investors and shall be ineffective for all intents and purposes if used or purported to be used by them.
4. CPF and SRS investors are requested to contact their respective Agent Banks for any queries they may have with regard to their appointment as proxies.

I/We, _____ (Name) _____ (NRIC No. / Passport No.)

of _____ (Address)

being a member/members of Accrelist Ltd. ("**Company**"), hereby appoint:

Name	NRIC/Passport No.	Proportion of Shareholdings	
		No. of Shares	%
Address:			

and/or (delete as appropriate)

Name	NRIC/Passport No.	Proportion of Shareholdings	
		No. of Shares	%
Address:			

or failing him/her, the Chairman of the Meeting as my/our proxy/proxies to vote for me/us on my/our behalf at the Extraordinary General Meeting ("**EGM**") of the Company to be held at 10 Ubi Crescent, Ubi Techpark, Lobby A #02-07, Singapore 408564 Singapore on 17 August 2018 at 10.00 a.m. and at any adjournment thereof. I/We direct my/our proxy/proxies to vote for or against the Resolutions proposed at the EGM as indicated hereunder. If no specific direction as to voting is given, the proxy/proxies will vote or abstain from voting at his/their discretion, as he/they will on any other matter arising at the EGM.

(Please indicate your vote "For" or "Against" with a tick [✓] within the box provided.)

No.	Ordinary Resolutions Relating to:	No. of Votes For	No. of Votes Against
1	To approve the Proposed New Business		
2	To approve the Proposed Acquisition		
3	To approve the Proposed Allotment and Issuance of Consideration Shares		

Dated this _____ day of _____ 2018.

Number of Shares held in	
CDP register	
Member's Register	
TOTAL	

Signature of Shareholder(s)
or, Common Seal of Corporate Shareholder

*Delete where inapplicable

IMPORTANT: PLEASE READ NOTES OVERLEAF



Notes:

1. Please insert the total number of shares held by you. If you have Shares registered in your name in the Depository Register (as defined in Section 81SF of the Securities and Future Act, Chapter 289 of Singapore), you should insert that number of Shares. If you have Shares registered in your name in the Register of Members, you should insert that number of Shares. If you have Share entered against your name in the Depository Register and Shares registered in your name in the Register of Members, you should insert the aggregate number. If no number is inserted, the instrument appointing a proxy or proxies shall be deemed to relate to all the Shares held by you.
2.
 - (a) A member who is not a relevant intermediary is entitled to appoint not more than two (2) proxies to attend, speak and vote at the EGM. Where such member's form of proxy appoints more than one (1) proxy, the proportion of his/her shareholding concerned to be represented by each proxy shall be specified in the form of proxy.
 - (b) A member who is a relevant intermediary is entitled to appoint more than two (2) proxies to attend, speak and vote at the EGM, but each proxy must be appointed to exercise the rights attached to a different share or shares held by such member. Where such member's form of proxy appoints more than two (2) proxies, the number and class of shares in relation to which each proxy has been appointed shall be specified in the form of proxy.

"Relevant intermediary" has the meaning ascribed to it in Section 181 of the Companies Act, Chapter 50 (the "Act").
3. A proxy need not be a member of the Company.
4. The instrument appointing a proxy or proxies must be deposited at the Company's Share Registrar, Tricor Barbinder Share Registration Services at 80 Robinson Road, #11-02, Singapore 068898 not less than forty-eight (48) hours before the time set for the EGM.
5. The instrument appointing a proxy or proxies must be under the hand of the appointor or of his attorney duly authorised in writing. Where the instrument appointing a proxy or proxies is executed by a corporation, it must be executed either under its common seal or under the hand of its attorney or duly authorised officer.
6. Where an instrument appointing a proxy or proxies is signed on behalf of the appoint or by an attorney, the letter or power of attorney or a duly certified copy thereof must (failing previous registration with the Company) be lodged with the instrument of proxy, failing which the instrument may be treated as invalid.
7. A corporation which is a member may authorise by resolution of its directors or other governing body such person as it thinks fit to act as its representative at the meeting, in accordance with Section 179 of the Companies Act, Chapter 50 of Singapore.
8. The submission of an instrument or form appointing a proxy by a member of the Company does not preclude him/her from attending and voting in person at the EGM if he is able to do so.
9. An investor who buys shares using CPF monies ("CPF Investor") and/or SRS monies ("SRS Investor") (as may be applicable) may attend and cast his/her vote(s) at the EGM in person. CPF and SRS Investors who are unable to attend the EGM but would like to vote, may inform their CPF and/or SRS Approved Nominees to appoint the Chairman of the Meeting to act as their proxy, in which case, the CPF and SRS Investors shall be precluded from attending the EGM.

General:

The Company shall be entitled to reject an instrument of proxy which is incomplete, improperly completed, illegible or where the true intentions of the appointor are not ascertainable from the instructions of the appointor specified on the instrument of proxy. In addition, in the case of shares entered in the Depository Register, the Company may reject an instrument appointing a proxy or proxies lodged if the member, being the appointor, is not shown to have shares entered against his name in the Depository Register as at 72 hours before the time appointed for holding the meeting, as certified by The Central Depository (Pte) Limited to the Company.

PERSONAL DATA PROTECTION ACT CONSENT

By submitting an instrument appointing a proxy(ies) and/or representative(s), the member accepts and agrees to the personal data privacy terms set out in the Notice of Extraordinary General Meeting dated 2 August 2018.