

A-SMART HOLDINGS LTD.
(Incorporated in the Republic of Singapore)
(Company Registration No. 199902058Z)

FORMATION OF A JOINT VENTURE

The Board of Directors ("**Directors**" or "**Board**") of A-Smart Holdings Ltd. ("**Company**" and together with its subsidiaries "**Group**") refers to the announcement made by the Company on 22 December 2016 and 27 February 2017 ("**Previous Announcements**").

Further to the Previous Announcements, the Company wishes to announce that the Company and Pair International Corp. ("**Pair**") have entered into a joint venture agreement on 2 June 2017 ("**Joint Venture Agreement**") in respect of their shareholdings in A-Smart Pair (SEA) Pte Ltd. ("**Joint Venture Entity**").

Under the Joint Venture Agreement, A-Smart Commerce Pte. Ltd. ("**ASC**"), a wholly-owned subsidiary of the Company will hold 80% of the issued share capital in the Joint Venture Entity. Pair will hold 20% of the issued share capital in the Joint Venture Entity. The Joint Venture Entity is expected to have an issued share capital of S\$50,000.

The aforesaid joint venture is not, in itself, expected to have material effects on the net tangible assets per share and earnings per share of the Group for the financial year ending 31 July 2017.

None of the Directors or controlling shareholders of the Company has any interest, direct or indirect, in the Joint Venture (other than through their shareholdings in the Company).

By Order of the Board

Lim Huan Chiang
Executive Director and Chief Executive Officer
2 June 2017