Great Group Holdings Limited
Company Registration No. 200804077W
(Incorporated in the Republic of Singapore)

ENTRY INTO OF A SETTLEMENT AGREEMENT IN RESPECT OF THE LICENSE AGREEMENT ENTERED INTO WITH SAPO INVESTMENT PTE LTD

The Board of Directors of Great Group Holdings Limited (the "**Company**" and together with its subsidiaries the "**Group**") refers to its following earlier announcements:

(a) its earlier announcement on 20 May 2013 entitled "*Entry into of a License Agreement and Proposed Warrants Issue to SAPO Investment Pte Ltd*"; and

(b) its earlier announcement on 16 May 2014 entitled "*Updates on Licence Agreement entered into with SAPO Investment Pte Ltd*".

(collectively, the "**Earlier Announcements**")

Unless otherwise defined here, all capitalized terms shall bear the same meanings ascribed to them in the Earlier Announcements.

The Board of Directors had in the Earlier Announcement dated 20 May 2013 ("**20 May 2013 Announcement**") announced that the Company had entered into a License Agreement with SAPO Investment Pte. Ltd. ("**Licensor**"), pursuant to which the Company has been granted a license to perform a show entitled the "Mega Fashion Show Asia Tour" (the "**Show**"), produced by the producer Mr Sasaki Daisuke in accordance with the terms and conditions under the license.

Further to the 20 May 2013 Announcement, the Licensor, SAPO Investment Pte. Ltd., had on 5 August 2013 novated its obligations under the License Agreement to DSAFF (Singapore) Pte. Ltd ("**DSAFF Singapore**"). Pursuant to an Amendment to License Agreement dated 31 December 2013 ("**Amendment Agreement**"), the first run of the Show was postponed, such that it was to be held in the month of May 2014 or in such other month as may be varied and agreed upon in writing between DSAFF Singapore and the Company, provided that the first run of the Show must be held no later than December 2014. Subsequently, disputes arose between the parties in relation to the Agreements (as defined below).

After considerable negotiations with a view to resolving the dispute expediently, the Company had on 3 June 2015 entered into a settlement agreement ("**Settlement Agreement**") with DSAFF Singapore, pursuant to which the Company and DSAFF Singapore agree that the Company shall pay DSAFF Singapore a total sum of S$200,000 ("**Settlement Sum**") within 90 days from the date of the Settlement Agreement, as full and final settlement of any and all claims whatsoever on the part of either Party in relation to, arising out of and/or in connection with the License Agreement, the Novation Agreement and/or the Amendment Agreement (collectively, the "**Agreements**").

Upon payment of the Settlement Sum, each of the Company and DSAFF Singapore shall be released and discharged from any and all claims in relation to, arising out of or in connection with the Agreements. Further, upon payment of the Settlement Sum, and in any event, before the expiry of the 90 days period during which the Settlement Sum is to be paid, neither Party shall bring any further action, proceeding, demand, or other claim against the other Party in respect of any and all matters in relation to, arising out of and/or connected with the Agreements.

The Settlement Sum of S$200,000 will be charged as an expense in the profit and loss account of the Company for the second quarter ending 30 June 2015. Based on the unaudited consolidated financial statements for the period ended 31 March 2015 and assuming that the settlement took place on 31 March 2015, the impact of the Settlement Sum on the net tangible asset value ("**NTA**") and earnings/(loss) per share are as follows:

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NTA

As at 31 March 2015	Before the settlement	After the settlement
NTA (RMB'000)	10,074	9,154[(1)]
Number of issued shares	265,000,000	265,000,000
NTA per share (RMB cents)	3.80	3.45

Earnings/(loss) per share

As at 31 March 2015	Before the settlement	After the settlement
Consolidated total loss attributable to shareholders (RMB'000)	(5,885)	(6,805)[(1)]
Weighted average number of shares	265,000,000	265,000,000
Earnings/(loss) per share (RMB cents)	(2.22)	(2.57)

Note:

(1) The Settlement Sum is RMB919,880 based on the exchange rate of S$1.00: RMB4.5994 (*Source: Bloomberg*)

BY ORDER OF THE BOARD

Weng Wenwei
Chief Executive Officer
3 June 2015