

VASHION GROUP LTD.
(Incorporated in the Republic of Singapore)
(Company Registration No.: 199906220H)

- (A) THE PROPOSED CONSOLIDATION OF EVERY FOUR (4) EXISTING ORDINARY SHARES IN THE CAPITAL OF THE COMPANY HELD BY SHAREHOLDERS AS AT THE SHARE CONSOLIDATION BOOKS CLOSURE DATE INTO ONE (1) ORDINARY SHARE IN THE CAPITAL OF THE COMPANY (“CONSOLIDATED SHARE”), FRACTIONAL ENTITLEMENTS TO BE DISREGARDED (THE “PROPOSED SHARE CONSOLIDATION”);
 - (B) PROPOSED RIGHTS ISSUE OF TEN (10) NEW SHARES IN THE CAPITAL OF THE COMPANY (“RIGHTS SHARES”) FOR EVERY ONE (1) CONSOLIDATED SHARE HELD BY THE SHAREHOLDERS AS AT THE RIGHTS BOOKS CLOSURE DATE (AS DEFINED HEREIN), AND ONE (1) WARRANT FOR EVERY ONE (1) RIGHTS SHARE SUBSCRIBED, FRACTIONAL ENTITLEMENTS TO BE DISREGARDED (THE “RIGHTS CUM WARRANTS ISSUE”); AND
 - (C) THE PROPOSED CHANGE OF NAME OF THE COMPANY TO “INCREDIBLE HOLDINGS LTD.”
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(A) PROPOSED SHARE CONSOLIDATION

1 INTRODUCTION

The Board of Directors (“the **Board**” or the **Directors**”) of Vashion Group Ltd. (the **Company**” and together with its subsidiaries, the **Group**”) wishes to announce that the Company is proposing to, in conjunction with and immediately prior to the Rights cum Warrants Issue, undertake a share consolidation of every four (4) existing issued ordinary shares in the capital of the Company held by shareholders of the Company (**Shareholders**) as at a books closure date to be determined by the Directors (the **Share Consolidation Books Closure Date**) into one (1) ordinary share (the **Consolidated Shares**), fractional entitlements to be disregarded (the **Proposed Share Consolidation**).

2 DETAILS OF THE PROPOSED SHARE CONSOLIDATION

2.1 Overview of the Proposed Share Consolidation

In conjunction with, and immediately prior to the completion of, the Rights cum Warrants Issue, the Company proposes to undertake the Proposed Share Consolidation.

Under the Proposed Share Consolidation, every four (4) existing Shares registered in the name of each Shareholder will be consolidated into one (1) Consolidated Share. Each Consolidated Share will rank *pari passu* with each other, and will be traded in board lots of 100 Consolidated Shares.

Shareholders should note that the number of Consolidated Shares which Shareholders will be entitled to, based on their holdings of existing Shares as at the Share Consolidation Books Closure Date, will be rounded down to the nearest whole Consolidated Share and any fractions of Consolidated Shares arising from the Proposed Share Consolidation will be disregarded. All fractional Shares arising upon the implementation of the Proposed Share Consolidation will be aggregated and dealt with in such manner as the Directors may, in their absolute discretion, deem fit in the interests of the Company, including (a) disregarding the fractional entitlements; or (b) if practical and permissible, aggregating and selling the same and retaining the net proceeds for the benefit of the Company. Affected Shareholders will not be paid for any fractional Shares which are disregarded. Notwithstanding the above, Shareholders should note that the Proposed Share

Consolidation is subject to such approvals and conditions as described in paragraph 2.3 below.

Shareholders whose shareholdings, as at the Share Consolidation Books Closure Date, is less than four (4) existing Shares or multiples of four (4) existing Shares should note that the Proposed Share Consolidation may result in (a) such Shareholders being no longer Shareholders or (b) rounding down to the nearest whole Consolidated Share with any fractions of Consolidated Shares (arising from the Proposed Share Consolidation) being disregarded. Accordingly, they should consult their stockbroker, bank manager, solicitor, accountant or other professional adviser immediately. They may, subject to such advice on actions that they should take and their own investment policies and risk/ return requirements, consider the possibility of purchasing additional Shares so as to increase the number of existing Shares held to multiples of four (4) existing Shares prior to the Share Consolidation Books Closure Date.

As at the date of this announcement, the Company has an issued and paid up share capital of 1,199,375,920 Shares (excluding nil treasury shares and nil subsidiary holdings). Assuming that no new Shares will be issued by the Company during the period from the date of this announcement to the Share Consolidation Books Closure Date, the Company will have a Share capital of approximately 299,843,980 Consolidated Shares (subject to rounding) following the Proposed Share Consolidation.

The Proposed Share Consolidation will have no impact on the issued and paid up share capital of the Company. The Proposed Share Consolidation will not involve the diminution of any liability in respect of unpaid capital or the payment to any Shareholder of any paid up capital of the Company, and has no effect on the Shareholders' funds (if any) of the Group. Shareholders will not be required to make any payment to the Company in respect of the Proposed Share Consolidation and no payment will be made to Shareholders pursuant to the Proposed Share Consolidation. The Proposed Share Consolidation will not cause any changes to the percentage shareholdings of each Shareholder, other than non-material changes due to rounding.

As at the date of this announcement, the Company does not have any share option or other share incentive schemes for its employees.

As at the date of this announcement, the Company has 543,172,816 warrants issued on 12 March 2018 (the "**2018 Warrants**"), each 2018 Warrant carrying the right to subscribe for one (1) new Share, pursuant to the Company's renounceable non-underwritten rights cum warrants issue which was announced on 25 May 2017 and completed on 12 March 2018 (the "**2018 Rights cum Warrants Issue**").

Pursuant to the terms and conditions of the 2018 Warrants, the Proposed Share Consolidation will constitute an event giving rise to adjustments to the exercise price payable for each new Share on the exercise of the 2018 Warrants and the number of 2018 Warrants. The Company will release a separate announcement on the adjustments to the 2018 Warrants as a result of the Proposed Share Consolidation where appropriate.

2.2 Rationale of the Proposed Share Consolidation

The Board believes that the Proposed Share Consolidation will generally be beneficial to the Company and its Shareholders for the following reasons:

- (a) Reduction of volatility of the Share price

As share trading may involve certain minimum fixed expenses (such as minimum brokerage fees), trading in lowly-priced shares may translate to higher transaction costs, relative to the trading price, for each board lot of Shares. In addition, lowly-priced shares are generally more prone to speculation and market manipulation. Given its susceptibility to speculation and market manipulation, lowly-priced shares are generally more volatile as compared to higher-priced shares, the Board believes that the Proposed Share Consolidation may serve to (i) reduce the volatility of its Share price and reduce fluctuations in the Company's market capitalisation; and (ii) reduce the percentage transaction cost for trading in each board lot of Shares.

- (b) Increase in the market interest and attractiveness of the Company and its Shares

The Proposed Share Consolidation will rationalise the share capital of the Company by reducing the number of Shares issued and outstanding and, all other things being equal, the theoretical trading price and net tangible asset of each Consolidated Share would be higher than the trading price and net tangible asset of each existing Share following the decrease in the number of Shares in issue after the Proposed Share Consolidation. In addition, the Proposed Share Consolidation may facilitate corporate actions and also increase market interest and activity in the Shares, and generally make the Shares more attractive to investors, including institutional investors.

Shareholders should note that there is no assurance that the Proposed Share Consolidation will achieve the desired results described above or benefit all Shareholders, nor is there assurance that such results (if achieved) can be sustained in the longer term.

2.3 Approvals and conditions

The Proposed Share Consolidation is subject to, *inter alia*:

- (a) the receipt of the listing and quotation notice ("**LQN**") from the Singapore Exchange Securities Trading Limited ("**SGX-ST**") for the dealing in, listing of and quotation for the Consolidated Shares on the Catalist of the SGX-ST; and
- (b) the Proposed Share Consolidation being approved by Shareholders at an extraordinary general meeting ("**EGM**") to be convened.

An application will be made for permission to deal in and for the listing of and quotation for the Consolidated Shares on the Catalist of the SGX-ST. An announcement will be made in due course upon receipt of the LQN from the SGX-ST.

A circular containing, *inter alia*, the notice of the EGM and further information on the Proposed Share Consolidation will be despatched to Shareholders in due course.

(B) RIGHTS CUM WARRANTS ISSUE

1 INTRODUCTION

The Board further wish to announce that subject to and conditional upon the completion of the Proposed Share Consolidation, the company is proposing to issue an aggregate of up to 6,947,811,300 new ordinary shares in the capital of the Company comprising a renounceable non-underwritten rights cum warrants issue of up to 3,473,905,650 new ordinary shares in the capital of the Company ("**Rights Shares**") at an issue price of S\$0.0056 for each Rights Share (the "**Issue Price**"), with up to 3,473,905,650 free detachable warrants ("**2019 Warrants**"), each 2019 Warrant carrying the right to subscribe for one (1) new ordinary share in the capital of the Company ("**New Share**") at an exercise price of S\$0.012 for each New Share (the "**Exercise Price**"), on the basis of ten (10) Rights Shares for every one (1) Consolidated Share held by Shareholders as at a time and date to be determined by the Directors for the purpose of determining the Shareholders' entitlements under the Rights cum Warrants Issue (the "**Rights Books Closure Date**"), with one (1) 2019 Warrant for every one (1) Rights Shares subscribed by the Shareholder, fractional entitlements to be disregarded (the "**Rights cum Warrants Issue**"). Shareholders should note that the Rights cum Warrants Issue will only be undertaken after, and is conditional upon the completion of, the Proposed Share Consolidation.

The Company will be seeking specific Shareholders' approval at an EGM to be convened for the Rights cum Warrants Issue.

The Company will be seeking specific approval from Shareholders at an extraordinary general meeting (the “**EGM**”) in relation to, *inter alia*, the Rights cum Warrants Issue and the Proposed Whitewash Resolution (as defined below). A circular to Shareholders setting out, amongst other things, the details of, and other relevant information pertaining to the Rights cum Warrants Issue and the Proposed Whitewash Resolution, together with the notice of the EGM, will be despatched to the Shareholders in due course.

2 DETAILS OF THE RIGHTS CUM WARRANTS ISSUE

2.1 Basis of provisional allotment

The Company is proposing to undertake the Rights cum Warrants Issue on a renounceable non-underwritten basis to the Entitled Shareholders (as defined below), on a basis of ten (10) Rights Shares for every one (1) Consolidated Share as at the Rights Books Closure Date, fractional entitlements to be disregarded, and one (1) 2019 Warrant for every one (1) Rights Share.

2.2 Status and ranking

The Rights Shares will be payable in full upon acceptance and/or application, and when allotted and issued, will rank *pari passu* in all respects with the then existing issued Shares, except that they will not rank for any dividends, rights, allotments or other distributions that may be declared or paid, the Record Date for which falls before the date of issue of the Rights Shares. For this purpose, “**Record Date**” means, in relation to any dividends, rights, allotments or other distributions, the date as at the close of business (or such other time as may have been notified by the Company) on which Shareholders must be registered with the Central Depository (Pte) Limited (“**CDP**”) or the Company, as the case may be, in order to participate in such dividends, rights, allotments or other distributions.

The terms and conditions of the Rights cum Warrants Issue are subject to such changes as the Directors may deem fit. The final terms and conditions of the Rights cum Warrants Issue, including the procedures, acceptances and renunciations of applications for the Rights Shares will be contained in an offer information statement (the “**Offer Information Statement**”) (and all its accompanying application forms including any supplementary or replacement documents) to be despatched by the Company to the Entitled Shareholders (as defined below) in due course.

2.3 Size of the Rights cum Warrants Issue

As at the date of this announcement, the Company has (a) an existing issued and paid-up share capital comprising 1,199,375,920 Shares (excluding nil treasury shares and nil subsidiary holdings) (the “**Existing Share Capital**”), and (b) 543,172,816 2018 Warrants, each 2018 Warrant carrying the right to subscribe for (1) new Share, pursuant to the Company’s.

Save for the 543,172,816 outstanding 2018 Warrants, the Company does not have any outstanding convertible securities.

Under the Maximum Subscription Scenario

- (i) Assuming:
 - (a) each of (i) the Undertaking Shareholders (as defined below); and (ii) Ms Zhou, who are interested in an aggregate of 352,986,476 2018 Warrants, do not exercise any 2018 Warrants into new Shares on or prior to the Rights Books Closure Date;
 - (b) all of the remaining 2018 Warrants are exercised into Shares on or prior to the Share Consolidation Books Closure Date;

- (c) Ms Zhou, the Company's controlling shareholder who holds 359,693,826 Shares, representing approximately 29.99% of the total issued and paid up share capital of the Company as at the date of this Announcement will renounce 781,303,760 Rights Shares with 2019 Warrants in favour of Mission Well pursuant to the ZQL Undertaking (as defined below);
- (d) Mission Well will subscribe for the 781,303,760 Rights Shares with 2019 Warrants which will be renounced by Ms Zhou to Mission Well pursuant to the ZQL Undertaking; and
- (e) the Undertaking Shareholders (as defined below) will subscribe for their pro rata entitlements of an aggregate of approximately 899,234,565 Rights Shares with 2019 Warrants pursuant to the Irrevocable Undertakings (as defined below),

and all the Entitled Shareholders (including the Undertaking Shareholders (as defined below)) subscribe for their pro-rata entitlements of the Rights Shares with 2019 Warrants (the "**Maximum Issue Size**"), the Company will issue up to 3,473,905,650 Rights Shares and up to 3,473,905,650 2019 Warrants (the "**Maximum Subscription Scenario**") and the resultant enlarged issued and paid-up share capital of the Company in the Maximum Subscription Scenario after the completion of the Rights cum Warrants Issue will be (i) 3,821,296,215 Shares (excluding nil treasury shares and nil subsidiary holdings) before the exercise of any 2019 Warrants; and (ii) 7,295,201,865 Shares (excluding nil treasury shares and nil subsidiary holdings) after the exercise of all the 2019 Warrants.

Under the Minimum Subscription Scenario

- (ii) Assuming:
 - (a) none of the 2018 Warrants are exercised on or prior to the Rights Books Closure Date;
 - (b) Mission Well will subscribe for the 781,303,760 Rights Shares with 2019 Warrants which will be renounced by Ms Zhou to Mission Well pursuant to the ZQL Undertaking; and
 - (c) the Undertaking Shareholders (as defined below) will subscribe for their pro rata entitlements of an aggregate of approximately 899,234,565 Rights Shares with 2019 Warrants pursuant to the Irrevocable Undertakings (as defined below),

the Company will issue up to 1,680,538,325 Rights Shares and up to 1,680,538,325 2019 Warrants (the "**Minimum Subscription Scenario**") and the resultant enlarged issued and paid-up share capital of the Company in the Minimum Subscription Scenario after the completion of the Rights cum Warrants Issue will be (i) 1,980,382,305 Shares (excluding nil treasury shares and nil subsidiary holdings) before the exercise of any 2019 Warrants; and (ii) 3,660,920,630 Shares (excluding nil treasury shares and nil subsidiary holdings) after the exercise of all the 2019 Warrants.

2.4 Issue Price

The Issue Price of S\$0.0056 for each Rights Share represents a discount of approximately:

- (a) 30% to the closing price of S\$0.008 per Share for trades done on the Catalist of the Singapore Exchange Securities Trading Limited ("**SGX-ST**") ("**Catalist**") on 12 April 2019 (being the last trading day of the Shares on Catalist immediately prior to the date of the announcement after adjusting for the Proposed Share Consolidation); and
- (b) 3.45% to the theoretical ex-rights price of S\$0.0058 per Share, based on the closing price of S\$0.008 per Share on 12 April 2019 after adjusting for the Proposed Share Consolidation.

2.5 Option to Scale Down

Depending on the level of subscription for the Rights Shares with 2019 Warrants, the Company will, if necessary, scale down a Shareholder's application to subscribe for the Rights Shares with 2019 Warrants to:

- (a) ensure that the relevant Shareholder does not acquire a controlling interest in the Company as prohibited under Rule 803 of the Catalist Rules, unless prior approval of Shareholders is obtained in a general meeting; or
- (b) avoid placing the relevant Shareholder and parties acting in concert with it (as defined in the Singapore Code on Take-overs and Mergers (the "**Code**")) in the position of incurring a mandatory bid obligation under the Code as a result of other Shareholders not taking up with entitlements of Rights Shares with 2019 Warrants fully.

For the avoidance of doubt, the option to scale down referred to in this paragraph shall not apply to the Undertaking Shareholders' (as defined below) applications to subscribe for their pro rata entitlements of Rights Shares with 2019 Warrants.

2.6 Form and Subscription Rights of the 2019 Warrants

Up to 3,473,905,650 2019 Warrants, to be issued free with the Rights Shares subscribed for, will be in registered form and constituted by a deed poll setting out the terms and conditions of the 2019 Warrants (the "**Deed Poll**"). Each 2019 Warrant will, subject to the terms and conditions in the Deed Poll, carry the right to subscribe for one (1) New Share at the Exercise Price during the exercise period commencing on and including the date of issue of the 2019 Warrants and expiring at 5.00 p.m. on the date immediately preceding the third (3rd) anniversary of the date of issue of the 2019 Warrants unless such date is a date on which the register of members and/or register of warrant holders of the Company is/are closed or is not a market day, in which event the 2019 Warrants shall expire on the date prior to the closure of the register of members and/or register of warrant holders of the Company or on the immediately preceding market day, as the case may be (but excluding such period(s) during which the register of members and/or the register of warrant holders of the Company may be closed) (the "**Exercise Period**"). Any 2019 Warrant remaining unexercised at the end of the Exercise Period shall lapse and cease to be valid for all purposes.

In arriving at the number of 2019 Warrants to issue and allot pursuant to the subscription of Rights Shares, fractional entitlements to the 2019 Warrants, if any, will be disregarded, and will be disposed of or otherwise dealt with in such manner as the Directors may, in their absolute discretion, deem fit in the interests of the Company.

The 2019 Warrants are immediately detachable from the Rights Shares upon issue, and will be issued in registered form and will be listed and traded separately on the Catalist of the SGX-ST under the book-entry (scripless) settlement system, subject to there being a sufficient spread of holdings of the 2019 Warrants to provide an orderly market for the 2019 Warrants.

The new Shares arising from the exercise of the 2019 Warrants ("**New Shares**") will, upon allotment and issue, rank *pari passu* in all respects with the then existing issued Shares for any dividends, rights, allotments or other distributions, the record date of which falls on or after the date of issue of the New Shares, save as may be otherwise provided in the Deed Poll.

The Exercise Price and the number of 2019 Warrants to be held by each holder of the 2019 Warrants will be subject to adjustments under certain circumstances as provided for in the Deed Poll and appropriate announcements on the adjustments will be made by the Company.

2.7 Non-underwritten basis

The Rights cum Warrants Issue will not be underwritten. In view of (i) the savings in costs enjoyed by the Company as a result of not having to bear any underwriting fees; (ii) there being no minimum amount that must be raised from the Rights cum Warrants Issue; and (iii) the Irrevocable Undertakings (as defined below) to be provided by certain controlling Shareholders of the Company, further details which are set out in Paragraph 3 of this announcement, the Company has decided to proceed with the Rights cum Warrants Issue on a non-underwritten basis.

2.8 Approvals

The Rights cum Warrants Issue is subject to, *inter alia*, the following conditions:

- (a) the approval of the Shareholders for the Proposed Share Consolidation being obtained at the EGM;
- (b) the receipt of the LQN from the SGX-ST for the dealing in, listing of and quotation for the Rights Shares, the 2019 Warrants and the New Shares on Catalist and such approval not having been withdrawn or revoked on or prior to the completion of the Rights cum Warrants Issue, and if such approval is granted subject to conditions, such conditions being acceptable to and fulfilled by the Company;
- (c) the approval of the Shareholders for the Rights cum Warrants Issue being obtained at the EGM;
- (d) the grant of the Whitewash Waiver (as defined below) by the Securities Industry Council (“**SIC**”);
- (e) the approval of Independent Shareholders (as defined below) for the Whitewash Resolutions (as defined below) being obtained at the EGM to be convened;
- (f) the lodgement of the Offer Information Statement together with all the other accompanying documents (if applicable) in connection with the Rights cum Warrants Issue with the SGX-ST, acting as agent on behalf of the Monetary Authority of Singapore (the “**MAS**”); and
- (g) all other necessary approvals, consents and/or waivers required from any person, financial institution or regulatory body or authority of Singapore or elsewhere under any and all agreements applicable to the Company and/or applicable laws for the Rights cum Warrants Issue and to give effect to the Rights cum Warrants Issue, being obtained and not having been withdrawn or revoked before the completion of the Rights cum Warrants Issue.

The Company will be making an application, through the Company’s sponsor, Hong Leong Finance Limited (the “**Sponsor**”) to the SGX-ST for the permission to deal in and for the listing of and quotation for the Rights Shares, the 2019 Warrants and the New Shares on Catalist. An appropriate announcement will be made in due course when the Company receives the listing and quotation notice for the Rights Shares, the 2019 Warrants and the New Shares from the SGX-ST.

The Company also intends to convene the EGM to seek, *inter alia*, Shareholders’ approval for the Rights cum Warrants Issue. The circular containing, *inter alia*, the notice of the EGM will be despatched to Shareholders in due course.

The terms and conditions of the Rights cum Warrants Issue are subject to such changes as the Directors may deem fit. The final terms and conditions of the Rights cum Warrants Issue will be contained in the Offer Information Statement (and all its accompanying application forms including any supplementary or replacement documents) to be issued and despatched by the Company in due course.

The Offer Information Statement (as defined above) will be lodged with the SGX-ST acting as agent of the MAS, and despatched to Entitled Shareholders (as defined below) in due course following, *inter alia*, the Rights cum Warrants Issue being approved by the Shareholder at the EGM and the obtaining of the LQN from the SGX-ST. Any Shares, will be subject to such conditions (if any) stated therein, and should not be taken as an indication of the merits of the Rights cum Warrants Issue, the Rights Shares, the 2019 Warrants, the New Shares, the Company, its subsidiaries and/or their securities.

Appropriate announcements in relation to, *inter alia*, the above application, updates of expression of interest, intention and undertakings, despatch of the circular, and lodgement and despatch of the Offer Information Statement will be made in due course.

3 IRREVOCABLE UNDERTAKINGS FOR THE RIGHTS CUM WARRANTS ISSUE

The Rights cum Warrants Issue will be supported by certain controlling shareholders of the Company, namely Christian Kwok-Leun Yau Heilesen (“**Mr Heilesen**”), through his indirect interest in Mission Well and Go Best Holdings Limited (“**Go Best**”) (collectively, the “**Undertaking Shareholders**”).

As at the date of this announcement, Mr Heilesen (through Mission Well and Go Best) has an aggregate deemed interest in 359,693,826 Shares, representing an aggregate interest of approximately 29.99% of the Existing Share Capital. Mr Heilesen is (i) the sole shareholder and director of Mission Well; and (ii) a person deemed interested in the Shares that are held by Go Best, of which the ultimate holding company of Go Best is the trustee of Christian Kwok-Leun Yau Heilesen Family Trust (which the beneficiaries are family members of Mr Heilesen).

Mr Heilesen (through Mission Well and Go Best) also has an aggregate interest in 173,139,563 2018 Warrants.

The shareholding interests of the Undertaking Shareholders are as follows:

Undertaking Shareholder	Direct Interest		Deemed Interest		Total % ⁽¹⁾
	Number of Shares	% ⁽¹⁾	Number of Shares	% ⁽¹⁾	
Mission Well Limited	337,583,826	28.15	-	-	28.15
Go Best Holdings Limited	22,110,000	1.84	-	-	1.84
Christian Kwok-Leun Yau Heilesen ⁽²⁾	-	-	359,693,826	29.99	29.99

Notes:

(1) Based on the Existing Share Capital.

(2) Christian Kwok-Leun Yau Heilesen is deemed interested in the 337,583,826 Shares held by Mission Well Limited as he is the sole shareholder and director of Mission Well Limited. Furthermore, he is also deemed to be interested in 22,110,000 shares held by Go Best Holdings Limited, which ultimate holding company is the trustee of Christian Kwok-Leun Yau Heilesen Family Trust (which the beneficiaries are family members of Christian Kwok-Leun Yau Heilesen.)

To show support for the Rights cum Warrants Issue and to demonstrate their commitment to the Company, each of the Undertaking Shareholders, namely Mission Well, Go Best Holdings and Mr Heilesen (collectively referred to as the “**Concert Group**”) have given irrevocable undertakings (the “**Irrevocable Undertakings**”), pursuant to which each of the Undertaking Shareholders has irrevocably undertaken to the Company that, *inter alia*:

- (a) it will and/or will procure that the relevant Shareholder shall not exercise any of the 2018 Warrants that it holds between the date of the Irrevocable Undertaking until the Rights Books Closure Date;

- (b) it will not sell, transfer or otherwise deal (as the case may be) with any of the Shares that they own or control as at the date of the Irrevocable Undertakings, during the period between the date of the Irrevocable Undertakings and the Rights Books Closure Date;
- (c) it will fully subscribe and/or procure applications and subscriptions for and pay for and/or procure the payment for the whole of its pro rata beneficial entitlement of Rights Shares with 2019 Warrants (based on the Maximum Issue Size);
- (d) it will fully subscribe and/or procure subscription for up to 781,303,760 Rights Shares with 2019 Warrants which are to be renounced by Ms Zhou in favour of Mission Well pursuant to a letter of undertaking executed by Ms Zhou in favour of the Company dated 12 April 2019 (the **"ZQL Undertaking"**);
- (e) it will not subscribe and/or procure that the relevant Shareholder shall not subscribe for any Rights Shares with 2019 Warrants (based on the Maximum Issue Size) which are not subscribed for or otherwise taken up and/or applied by the other Entitled Shareholders (**"Excess Rights Shares with 2019 Warrants"**);
- (f) it shall provide evidence in writing from one or more financial institutions in a form which is acceptable to Company and the Sponsor that it has a sufficient amount standing to its credit with the financial institution, sufficient for the purposes of fulfilling their obligations set out in paragraphs (c) and (d) above;
- (g) it will vote and/or procure the voting of, all of their shareholding, whether held directly or indirectly, in favour of the resolution relating to the Rights cum Warrants Issue at the EGM;
- (h) it warrants and represents that (a) it has the full capacity to make the representations, warranties and undertakings contained in the Irrevocable Undertakings; (b) the representations, warranties and undertakings contained in the Irrevocable Undertakings constitute valid, binding and enforceable obligations on it in accordance with its terms; (c) the making of the representations, warranties and undertakings contained in the Irrevocable Undertakings does not contravene any law, regulation or authorisation binding on them; and (d) it shall not circulate the Irrevocable Undertakings to any third parties without the Company's prior consent;
- (i) it acknowledges that the Company is not obliged to proceed with the Rights cum Warrants Issue and the Company shall have the right to vary any of the terms of the Rights cum Warrants Issue and that the Irrevocable Undertakings will remain in force notwithstanding such variation and that the final terms and conditions of the Rights cum Warrants Issue will be set out in the Offer Information Statement and the accompanying documents to be issued in connection with the Rights cum Warrants Issue, and confirm that the Irrevocable Undertakings will remain in full force and effect notwithstanding such variation;
- (j) it shall do or procure the doing of all such acts, provide all such information, confirmations, undertakings and certificates and execute or procure the execution of all such documents as may be necessary and/or pursuant to any requirements of the SGX-ST, the MAS, the Accounting and Corporate Regulatory Authority (**"ACRA"**), the SIC and/or any other regulatory authorities in Singapore, (in each case) in relation to the Rights cum Warrants Issue and all the matters set out in paragraphs (a) to (i) above;
- (k) it shall indemnify and hold harmless the Company from and against any and all losses, liabilities, damages, costs, charges, expenses (including legal fees on a full indemnity basis) and taxes, claims, actions, demands or judgment which are suffered or incurred by or which are instituted, made or alleged against the Company by reason of or in connection with any breach or default of its obligations set out in paragraphs (a) to (j) above, and shall pay to the Company on demand an amount equal to all costs, charges and expenses (including legal fees on a full indemnity basis) which the Company may pay or incur in connection with investigating, disputing or defending any such claims or

losses (whether actual, pending or threatened and whether or not the Company is or may be a party to any such claims); and

- (l) it shall not, and/or shall procure that the relevant Shareholder shall not, exercise any of the 2018 Warrants and / or 2019 Warrants to the extent that the aggregate direct and indirect shareholding of the Concert Group in the Company exceeds 90% of the issued share capital of the Company (excluding treasury shares and subsidiary holdings).

The issuance of Rights Shares with 2019 Warrants to the Undertaking Shareholders pursuant to the Irrevocable Undertakings may result in an obligation of the Undertaking Shareholder(s) (together with persons acting in concert with the relevant Undertaking Shareholder(s)) to make a take-over under Rule 14 of the Code. In this regard, the Company will seek the approval of (i) the SIC for granting a waiver of their obligations to make a mandatory general offer under the Code, for all the Shares not owned or controlled by the Undertaking Shareholders or parties acting in concert with such relevant Undertaking Shareholder(s) (the “**Whitewash Waiver**”) and (ii) the approval of a whitewash resolution from Independent Shareholders (as defined below) for the waiver of their right to receive such a mandatory offer from the Undertaking Shareholder(s) or parties acting in concert with such relevant Undertaking Shareholder(s) (the “**Whitewash Resolution**”) and such other conditions that the SIC may impose which are reasonably acceptable to the Company.

For the avoidance of doubt Ms Zhou will be undertaking (through the ZQL Undertaking) that, *inter alia*:

- (a) she shall not exercise any of the 2018 Warrants that she holds on or before the Share Consolidation Books Closure Date; and
- (b) she shall renounce 781,303,760 Rights Shares with 2019 Warrants in favour of Mission Well pursuant to the ZQL Undertaking.

Accordingly, assuming the Minimum Subscription Scenario, the issuance of Rights Shares with 2019 Warrants to Ms Zhou will not result in an obligation of Ms Zhou (together with persons acting in concert with Ms Zhou) to make a take-over under Rule 14 of the Code. In this regard, Ms Zhou will not be seeking a Whitewash Waiver in connection with the Rights cum Warrants Issue.

The Irrevocable Undertakings are subject to and conditional upon:

- (a) the grant of the Whitewash Waiver by the SIC and such approval not having been withdrawn or revoked on or prior to the completion of the Rights cum Warrants Issue;
- (b) the approval of the Shareholders for the Proposed Share Consolidation being obtained at the EGM;
- (c) the receipt of the LQN from the SGX-ST for the dealing in, listing of and quotation of the Rights Shares, the 2019 Warrants and the New Shares under the Rights cum Warrants Issue on the Catalist and such approval not being withdrawn or revoked as at the completion of the Rights cum Warrants Issue, and if such approval is granted subject to conditions, such conditions being acceptable to the Company;
- (d) the Rights cum Warrants Issue being approved by the Shareholders at the EGM;
- (e) the Whitewash Resolution being approved by independent Shareholders (being Shareholders other than the relevant Undertaking Shareholder(s) and parties acting in concert with them) (the “**Independent Shareholders**”) at the EGM;
- (f) the lodgement of the Offer Information Statement, together with all other accompanying documents (if applicable), by the Company in respect of the Rights cum Warrants Issue with the MAS; and

- (g) all other necessary consents, approvals and waivers required from any person, financial institution or regulatory body or authority of Singapore or elsewhere under any and all agreements applicable to the Company and/or applicable laws for the Rights cum Warrants Issue and to give effect to the Rights cum Warrants Issue being obtained and not having been revoked or amended before the completion of the Rights cum Warrants Issue.

4 INDEPENDENT FINANCIAL ADVISOR

The Company is sourcing for and will be appointing an independent financial advisor (the **"Independent Financial Adviser"**) to advise the Directors who are deemed independent for the purpose of making recommendations to the Independent Shareholders in respect of the proposed Whitewash Resolution. The advice of the Independent Financial Adviser (the **"IFA Opinion"**) shall be included in the circular to Shareholders to be despatched in due course.

5 WHITEWASH WAIVER

The Singapore Code on Take-Overs and Mergers (the **"Code"**) regulates the acquisition of ordinary shares of public companies, including the Company. Unless exempted, any person acquiring an interest, either on his own or together with parties acting in concert with him, in 30% or more of the voting rights in the Company or if such person holds, either on his own or together with parties acting in concert with him, between 30% to 50% (both inclusive) of the voting rights in the Company, and acquires additional Shares representing more than 1.0 % of the voting rights in the Company in any six-month period, must extend a take-over offer for the remaining Shares in the Company in accordance with the provisions of the Code.

Shareholders who are in doubt as to their obligations, if any, to make a mandatory takeover offer under the Code as a result of any acquisition of Rights Shares with 2019 Warrants pursuant to the Rights cum Warrants Issue should consult the SIC and/or their professional advisers immediately.

As stated in paragraph 3 above, the issuance of Rights Shares with 2019 Warrants to the Undertaking Shareholders pursuant to the Irrevocable Undertakings may result in an obligation of the Undertaking Shareholder(s) (together with persons acting in concert with the relevant Undertaking Shareholder(s)) to make a take-over under Rule 14 of the Code. In this regard, the Company will seek the approval of (i) the SIC for granting the Whitewash Waiver and (ii) the approval of the Independent Shareholders of the Whitewash Resolution and such other conditions that the SIC may impose which are reasonably acceptable to the Company.

Upon receipt of the SIC's ruling on the Whitewash Waiver, the Company shall immediately make the relevant announcements.

6 RATIONALE OF THE RIGHTS CUM WARRANTS ISSUE AND USE OF PROCEEDS

6.1 Rationale

On 25 May 2017, the Company announced the 2018 Rights cum Warrants Issue, pursuant to which the Company announced that the proceeds from the 2018 Rights cum Warrants Issue are intended to be utilized to strengthen the financial position and cash position of the Group, to provide working capital for the Group and to fund the proposed diversification of the Group's business to include the financing and luxury goods business. Pursuant to the 2018 Rights cum Warrants Issue, the Company raised approximately S\$5.15 million in net proceeds. As announced by the Company on 27 February 2019, 100% of the proceeds from the 2018 Rights cum Warrants Issue had been disbursed in accordance with the stated use and in accordance with the percentage allocated in the announcement of the Company dated 25 May 2017.

The Company is proposing to undertake the Rights cum Warrants Issue to further strengthen the financial position and cash position of the Group, and to provide further working capital for the Group, as well as to (i) provide further funding to commence operations of the financing business (the “**Financing Business**”) which had been approved by the Shareholders at the extraordinary general meeting held on 6 September 2017; (ii) new acquisitions; and (ii) expansion of the luxury goods business.

The Rights cum Warrants Issue will also provide the Shareholders with an opportunity to participate in the equity of the Company, and will allow the Group to be less reliant on external sources of funding for its general corporate activities.

6.2 Proposed Use of Net Proceeds

Assuming the Maximum Subscription Scenario, the estimated net proceeds (the “**Net Proceeds**”) from the Rights cum Warrants Issue is expected to be approximately S\$19.2 million (if none of the 2019 Warrants are exercised) and approximately S\$60.8 million (if all of the 2019 Warrants are exercised), after deducting estimated costs, expenses and commissions of approximately S\$0.3 million incurred in connection with the Rights cum Warrants Issue.

Assuming the Minimum Subscription Scenario, the Net Proceeds from the Rights cum Warrants Issue is expected to be approximately S\$9.1 million (if none of the 2019 Warrants are exercised) and approximately S\$29.3 million (if all of the 2019 Warrants are exercised), after deducting estimated costs, expenses and commissions of approximately S\$0.3 million incurred in connection with the Rights cum Warrants Issue.

The Company intends to utilise the Net Proceeds as follows:

Use of Proceeds	Allocation of Net Proceeds (%)
Funding for the Financing Business	30
New acquisitions	20
Expansion of the luxury goods business	20
For general corporate and working capital purposes	30
Total	100%

Upon completion of the Rights cum Warrants Issue, and pending the deployment of the Net Proceeds for the abovementioned purposes, such proceeds may be deposited with banks and/or financial institutions, invested in short-term money market instruments and/or marketable securities, and/or used for any other purposes on a short-term basis as the Directors may, in their absolute discretion, deem appropriate in the interests of the Company.

The Company will make periodic announcements on the utilisation of the Net Proceeds as and when such proceeds are materially disbursed and whether such disbursements are in accordance with the use of proceeds as stated in the Offer Information Statement, and provide a status report on the use of the Net Proceeds in the Company’s annual reports until such time the Net Proceeds have been fully utilised. Where the proceeds have been used for general corporate and/or working capital purposes, the Company will also provide a breakdown with specific details on the use of the Net Proceeds in the announcements and status reports. Where there is a material deviation in the use of the Net Proceeds, the Company will announce the reasons for such deviation.

Based on the reasonable opinion of the Directors as at the date of this Announcement, there is no minimum amount which must be raised from the Rights cum Warrants Issue taking into consideration the intended use of the Net Proceeds.

7 DIRECTORS' OPINION

For the purposes of Rule 814(1)(e) of the SGX-ST Listing Manual Section B: Rules of Catalist ("**Catalist Rules**"), as at the date of this announcement and barring unforeseen circumstances, the Directors are of the opinion that:

- (a) after taking into consideration the present bank facilities and operating cash flows of the Group, the working capital available to the Group is sufficient to meet its present requirements. Notwithstanding the above, the reasons for undertaking the Rights cum Warrants Issue are set out in paragraph 6 of this announcement; and
- (b) after taking into consideration the present bank facilities and operating cash flows of the Group as well as the Net Proceeds, the working capital available to the Group is sufficient to meet its present requirements.

8 ELIGIBILITY OF SHAREHOLDERS TO PARTICIPATE IN THE RIGHTS CUM WARRANTS ISSUE

The company proposes to provisionally allot the Rights Shares with 2019 Warrants to all Shareholders who are eligible to participate in the Rights cum Warrants Issue (the "**Entitled Shareholders**"), which comprises Entitled Depositors and Entitled Scripholders, excluding Foreign Shareholders (all as defined below).

8.1 Entitled Depositors

Shareholders whose shares are registered in the name of CDP and whose securities accounts with CDP ("**Securities Accounts**") are credited with Shares as at the Rights Books Closure Date and whose registered addresses with CDP are in Singapore as at the Rights Books Closure Date (the "**Depositors**") will be provisionally allotted the Rights Shares with 2019 Warrants on the basis of the number of Shares standing to the credit of their Securities Account as at the Rights Books Closure Date.

To be "**Entitled Depositors**", Depositors must have registered addresses in Singapore with CDP as at the Rights Books Closure Date, or if they have registered addresses outside Singapore, they must provide CDP at 9 North Buona Vista Drive #01-19/20 The Metropolis, Singapore 138588 with addresses in Singapore for the service of notices and documents, not later than 5:00 p.m. (Singapore Time) on the date being three (3) market days prior to the Rights Books Closure Date, in order to receive their provisional allotments of Rights Shares with 2019 Warrants entitlements.

8.2 Entitled Scripholders

Shareholders whose Shares are not registered in the name of CDP but whose names appear in the Register of Members of the Company with registered addresses in Singapore as at the Rights Book Closure Date (the "**Scripholders**") will be provisionally allotted Rights Shares with 2019 Warrants on the basis of the number of Shares held by them as stated in the Register of Members of the Company as at the Rights Books Closure Date.

To be "**Entitled Scripholders**", Scripholders must have registered addresses in Singapore with the Company as at the Rights Books Closure Date, or if they have registered addresses outside Singapore, must provide the Company's share registrar (the "**Share Registrar**"), KCK Corpserve Pte Ltd at 333 North Bridge Road, #08-00, KH KEA Building Singapore 188721 with addresses in Singapore for the service of notices and documents, not later than 5.00 p.m. (Singapore time) on the date being three (3) market days prior to the Rights Books Closure Date, in order to receive their provisional allotments of Rights Shares with 2019 Warrants entitlements.

Duly completed and stamped transfers (in respect of Shares not registered in the name of CDP) together with all relevant documents of title, so as to be received up to 5.00 p.m. (Singapore time) on the Rights Books Closure Date by the Share Registrar, will be registered to determine the transferee's provisional allotments of Rights Shares with 2019 Warrants entitlements.

8.3 Entitled Shareholders and Participation in the Rights cum Warrants Issue

Entitled Shareholders will be entitled to participate in the Rights cum Warrants Issue and to receive the Offer Information Statement together with the application form for Rights Shares with 2019 Warrants and Excess Rights Shares with 2019 Warrants ("**ARE**") or provisional allotment letter ("**PAL**"), as the case may be, and its accompanying documents at their respective registered addresses in Singapore.

Entitled Scripholders who do not receive the Offer Information statement and the PALs may obtain them from the Share Registrar during the period up to the time and date to be determined by the Directors, being the last time and date for acceptance and/or excess application and payment for, the renunciation of (as may be applicable), the Rights Shares with 2019 Warrants under the Rights cum Warrants Issue through CDP or the Share Registrar (as may be applicable); or the last time and date to be determined by the Directors for acceptance and/or excess application and payment for the Rights Shares with 2019 Warrants under the Rights cum Warrants Issue through an electronic application (as may be applicable) ("**Closing Date**").

Entitled Depositors who do not receive the Offer Information Statement and the AREs may obtain them from CDP during the period up to the Closing Date.

8.4 Excess Rights Shares with 2019 Warrants

Provisional allotments of Rights Shares with 2019 Warrants which are not taken up or allotted for any reason, will be aggregated as the Excess Rights Shares with 2019 Warrants to satisfy applications for such Excess Rights Shares with 2019 Warrants or otherwise dealt with in such manner as the Directors may, in their absolute discretion, deem fit. In the allotment of Excess Rights Shares with 2019 Warrants, preference will be given to the rounding of odd lots. Directors and substantial shareholders of the Company ("**Substantial Shareholders**") who have control or influence over the Company in connection with the day-to-day affairs of the Company or the terms of the Rights cum Warrants Issue, or have representation (direct or through a nominee) on the Board, will rank last in priority for the rounding of odd lots and allotment of Excess Rights Shares with 2019 Warrants.

The Company will not make any allotment and issue of any Excess Rights Shares with 2019 Warrants that will result in a transfer of controlling interest in the Company unless otherwise approved by Shareholders in a general meeting.

8.5 Provisional Allotments and Excess Applications

Entitled Shareholders will be provisionally allotted the Rights Shares with 2019 Warrants under the Rights cum Warrants Issue on the basis of their shareholdings as at the Rights Books Closure Date. They are at liberty to accept, decline, renounce or in the case of Entitled Depositors only, trade on Catalist (during the provisional allotment trading period as prescribed by the SGX-ST) their provisional allotments of Rights Shares with 2019 Warrants and are eligible to apply for additional Rights Shares with 2019 Warrants in excess of their provisional allotments under the Rights cum Warrants Issue. Entitled Depositors who wish to accept their provisional allotments of Rights Shares with 2019 Warrants and (if applicable) apply for Excess Rights Shares with 2019 Warrants (as defined below) may only do so through CDP or by way of an electronic application (as may be applicable).

Fractional entitlements to the Rights Shares with 2019 Warrants will be disregarded in arriving at Shareholders' entitlements and will, together with the provisional allotments which are not taken up or allotted for any reason, be aggregated and used to satisfy excess applications (if any) or disposed of or otherwise dealt with in such manner as the Directors may, in their absolute discretion, deem fit in the interests of the Company.

8.6 Dealings/Transactions for Provisional Allotments

All dealings in and transactions of the provisional allotments of the Rights Shares with 2019 Warrants through the SGX-ST will be effected under the book-entry (scripless) settlement system. Accordingly, the PALs if any to be issued to Entitled Scripholders will not be valid for delivery pursuant to trades done on Catalist.

Entitled Depositors should note that all correspondences and notices will be sent to their last registered addresses with CDP. Entitled Depositors are reminded that any request to CDP to update its records or to effect any change in address must reach CDP at least three (3) market days before the Rights Books Closure Date. Entitled Scripholders should note that all correspondences and notices will be sent to their last registered addresses in the Register of Members.

Entitled Scripholders (where applicable) are encouraged to open Securities Accounts if they have not already done so and to deposit their share certificates with CDP before the Rights Books Closure Date so that their Securities Accounts may be credited by CDP with their Shares and their provisional allotments of Rights Shares with 2019 Warrants. Entitled Scripholders should note that their Securities Accounts will only be credited with the Rights Shares with 2019 Warrants on the 12th market day or such number of market days as may be required and determined by CDP, from the date of lodgement of the share certificates with CDP or such later date as CDP may determine.

Details for the Rights cum Warrants Issue will be set out in the circular to be despatched to Shareholders in due course.

Full details of the Rights cum Warrants Issue, including an indicative timetable of key events will be set out in the Offer Information Statement to be despatched to the Entitled Shareholders in due course.

8.7 CPF Investment Scheme

Shareholders who have previously purchased their Shares using their Central Provident Fund (“CPF”) account savings (“CPF Funds”) may use the same for the payment of the Issue Price to accept their provisional allotments of Rights Shares with 2019 Warrants and (if applicable) to apply for Excess Rights Shares with 2019 Warrants, subject to the applicability of CPF rules and regulations. Such Shareholders who wish to accept their provisional allotments of Rights Shares with 2019 Warrants will need to instruct their respective approved banks where they hold their CPF investment accounts, to accept their provisional allotment of Rights Shares with 2019 Warrants and (if applicable) apply for the Excess Rights Shares with 2019 Warrants on their behalf in accordance with the terms and conditions in the Offer Information Statement.

CPF Funds may not, however, be used for the purchase of the provisional allotments of the Rights Shares with 2019 Warrants directly from the market.

8.8 Foreign Shareholders

The Offer Information Statement and its accompanying documents relating to the Rights cum Warrants Issue will not be lodged, registered or filed in any jurisdiction other than Singapore. The distribution of the Offer Information Statement and its accompanying documents may be prohibited or restricted (either absolutely or subject to various relevant securities requirements, whether legal or administrative, being complied with) in certain jurisdictions under the relevant securities laws of those jurisdictions.

For practical reasons and in order to avoid any violation of the relevant legislation applicable in countries other than Singapore, the Rights Shares with 2019 Warrants will not be offered to Shareholders whose registered addresses with the Company and the CDP are outside Singapore, as at the Rights Books Closure Date, and who have not, by 5.00 p.m. (Singapore time) on the date being three (3) market days prior to the Rights Books Closure Date, provided to the Share

Registrar or CDP, as the case may be, addresses in Singapore for the service of notices and documents (the **"Foreign Shareholders"**) and the Offer Information Statement and its accompanying documents will not be despatched to Foreign Shareholders.

Accordingly, Foreign Shareholders will not be entitled to participate in the Rights cum Warrants Issue. No provisional allotment of Rights Shares with 2019 Warrants will be made to Foreign Shareholders and no purported acceptance of the provisional allotments of Rights Shares with 2019 Warrants or application for Excess Rights Shares with 2019 Warrants by Foreign Shareholders will be valid.

The Offer Information Statement and its accompanying documents relating to the Rights cum Warrants Issue will also not be despatched to persons purchasing the provisional allotments of Rights Shares with 2019 Warrants through the book-entry (scripless) settlement system if their registered addresses with CDP are outside Singapore (**"Foreign Purchasers"**). Foreign Purchasers who wish to accept the provisional allotments of Rights Shares with 2019 Warrants credited by CDP to their Securities Accounts should make the necessary arrangements with their depository agents or stockbrokers in Singapore.

The Company reserves the right to reject any acceptances of the provisional allotments of the Rights Shares with 2019 Warrants and/or applications for Excess Rights Shares with 2019 Warrants where it believes, or has reason to believe, that such acceptances and/or applications may violate the applicable legislation of any jurisdiction. The Company further reserves the right to treat as invalid any ARE, application form for Rights Shares with 2019 Warrants (**"ARS"**) or PAL where applicable which (a) appears to the Company or its agents to have been executed in any jurisdiction outside Singapore which may violate the applicable legislation of such jurisdiction, (b) provides an address outside Singapore for the receipt of the share certificate(s) for the Rights Shares with 2019 Warrants or which requires the Company to despatch the share certificate(s) to an address in any jurisdiction outside Singapore or (c) purports to exclude any deemed representation or warranty.

Foreign Shareholders who wish to be eligible to participate in the Rights cum Warrants Issue may provide a Singapore address by notifying in writing, as the case may be, (i) CDP at 9 North Buona Vista Drive, #01-19/20 The Metropolis, Singapore 138588, or (ii) the Share Registrar, KCK Corpserve Pte Ltd at 333 North Bridge Road, #08-00, KH KEA Building Singapore 188721, not later than three (3) market days before the Rights Books Closure Date.

If it is practicable to do so, the Company may, at its absolute discretion, arrange for the provisional allotments of Rights Shares with 2019 Warrants which would otherwise have been provisionally allotted to Foreign Shareholders, to be sold "nil-paid" on the SGX-ST as soon as practicable after dealings in the provisional allotment of Rights Shares with 2019 Warrants commence. Such sales may, however, only be effected if the Company, in its absolute discretion, determines that a premium can be obtained from such sales, after taking into account the relevant expenses to be incurred in relation thereto.

The net proceeds from all such sales, after deduction of all expenses therefrom, will be pooled and thereafter distributed to Foreign Shareholders in proportion to their respective shareholdings or, as the case may be, the number of Shares standing to the credit of their respective Securities Accounts as at the Rights Books Closure Date and sent to them at their own risk by ordinary post. If the amount of net proceeds distributable to any single Foreign Shareholder is less than S\$10.00, such net proceeds will be retained for the sole benefit of the Company or dealt with as the Directors may, in their absolute discretion, deem fit in the interest of the Company and no Foreign Shareholder shall have any claim whatsoever against the Company, the manager (where applicable), the Share Registrar, the board of the Central Provident Fund established under the Central Provident Fund Act (Cap. 36) as amended or modified from time (the **"CPF Board"**) or CDP or their respective officers in connection therewith.

Where such provisional allotments of Rights Shares with 2019 Warrants are sold "nil-paid" on the SGXST, they will be sold at such price or prices as the Company may, in its absolute discretion, decide and no Foreign Shareholder shall have any claim whatsoever against the Company, the manager (where applicable), the Share Registrar, the CPF Board or the CDP or

their respective officers in respect of such sales or proceeds thereof, of such provisional allotments of Rights Shares with 2019 Warrants or the Rights Shares with 2019 Warrants represented by such provisional allotments.

If such provisional allotments of Rights Shares with 2019 Warrants cannot be sold or are not sold on the SGX-ST as aforesaid for any reason by such time as the SGX-ST shall have declared to be the last day for trading in the provisional allotments of Rights Shares with 2019 Warrants, the Rights Shares with 2019 Warrants represented by such provisional allotments will be allotted and issued to satisfy excess applications or disposed of or otherwise dealt with in such manner as the Directors may, in their absolute discretion, deem fit in the interests of the Company and no Foreign Shareholder shall have any claim whatsoever against the Company, the manager (where applicable), the Share Registrar, the CPF Board or CDP or their respective officers in connection therewith.

Shareholders should note that the special arrangements described above will apply only to Foreign Shareholders.

Notwithstanding the above, Shareholders and any other person having possession of the Offer Information Statement and/or its accompanying documents are advised to inform themselves of and to observe any legal requirements applicable thereto. No person in any territory outside Singapore receiving the Offer Information Statement and/or its accompanying documents may treat the same as an offer, invitation or solicitation to subscribe for any Rights Shares with 2019 Warrants unless such offer, invitation or solicitation could lawfully be made without compliance with any registration or other regulatory or legal requirements in those territories.

The procedures for, and the terms and conditions applicable to, the acceptance, renunciation (where applicable) and/or sale of the provisional allotments of Rights Shares with 2019 Warrants and for application of Excess Rights Shares with 2019 Warrants pursuant to the Rights cum Warrants Issue will be set out in the Offer Information Statement and its accompanying documents to be despatched by the Company to Entitled Shareholders in due course.

8.9 Trading of Odd Lots

For the purposes of trading on Catalist, each board lot of Shares will comprise 100 Shares. Following the Rights cum Warrants Issue, Shareholders who hold odd lots of Shares (that is, lots other than board lots of 100 Shares) and who wish to trade in odd lots on Catalist are able to trade odd lots of Shares in board lots of one (1) Share on the SGX-ST's unit share market. The unit share market is a ready market for trading of odd lots with a minimum size of one (1) Share. Shareholders should note that the market for trading of such odd lots of Shares may be illiquid. There is no assurance that Shareholders who hold odd lots of Shares will be able to acquire such number of Shares required to make up a board lot, or to dispose of their odd lots (whether in part or in whole) on the SGX-ST's unit share market.

(C) THE PROPOSED CHANGE OF NAME OF THE COMPANY

1 BACKGROUND AND RATIONALE

The Board of the Company also wishes to announce that the Company is proposing that, subject to the approval of Shareholders, the name of the Company be changed from "Vashion Group Ltd." to "Incredible Holdings Ltd." (the "**Proposed Change of Name**").

The Board is of the view that the Proposed Change of Name will be beneficial to the Company by more accurately reflecting the Group's current business activities and strategic direction moving forward.

The Proposed Change of Name is undertaken in conjunction with the Company's plan to embark on the business diversification into, *inter alia*, the Financing Business which was approved by the Shareholders at the extraordinary general meeting held on 6 September 2017.

2 APPROVALS

An application was made to ACRA to reserve the name “Incredible Holdings Ltd.”. The application was approved on 28 January 2019 and the name has been reserved for a period of 120 days until 28 May 2019.

The approval of Shareholders for the Proposed Change of Name by special resolution will be sought at the EGM to be convened. A circular will be despatched to Shareholders to provide further information on the Proposed Change of Name in due course.

Upon receipt of Shareholders’ approval for the Proposed Change of Name, the Company shall adopt “Incredible Holdings Ltd.” as its new name with effect from the registration of such name with ACRA, and the name “Incredible Holdings Ltd.” shall replace all references to “Vashion Group Ltd.” wherever it appears in the Company’s constitution. Apart from the substitution of the Company’s name as aforesaid, there will be no other amendments made to the Company’s constitution.

3 NO REPLACEMENT OF EXISTING SHARE CERTIFICATES REQUIRED

The Shareholders should note that notwithstanding the Proposed Change of Name, the Company will not recall any existing share certificates of the Company from Shareholders and such share certificates will continue to be prima facie evidence of legal title. No further action is required on the part of Shareholders in respect of their existing share certificates.

(D) CIRCULAR TO SHAREHOLDERS

The circular containing further details of, *inter alia*, the Proposed Share Consolidation, the Rights cum Warrants Issue, the proposed Whitewash Resolution, the IFA Opinion and the Proposed Change of Name, together with the notice of the EGM in connection therewith, will be despatched to Shareholders in due course.

(E) CAUTIONARY STATEMENT

Shareholders are advised to exercise caution in trading their Shares. The Proposed Share Consolidation and the Rights cum Warrants Issue are subject to certain conditions, including Shareholders’ approval at the EGM to be convened, and there is no certainty or assurance as at the date of this announcement that the Proposed Share Consolidation and the Rights cum Warrants Issue will be completed or that no changes will be made to the terms thereof. The Company will make the necessary announcements where there are further developments.

Shareholders and potential investors of the Company are advised to exercise caution when dealing in the Company’s securities. Shareholders should consult their stockbrokers, solicitors or other professional advisors if they have any doubts about the action they should take.

(F) INTERESTS OF DIRECTORS AND SUBSTANTIAL SHAREHOLDERS

Save as disclosed in this announcement, none of the other Directors and substantial shareholders, as well as their respective associates, has any interest, direct or indirect, in the Proposed Share Consolidation, the Rights cum Warrants Issue and the Proposed Change of Name (other than through their respective shareholdings in the Company, if any).

(G) RESPONSIBILITY STATEMENT

The Directors 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 Share Consolidation, the Rights cum Warrants Issue, the Proposed Change of Name, the Company and its subsidiaries, and the Directors 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 has been to ensure that such information has been accurately and correctly extracted from those sources and/or reproduced in this announcement in its proper form and context.

(H) FURTHER ANNOUNCEMENTS

Further announcements will be made by the Company in relation to the Proposed Share Consolidation, the Rights cum Warrants Issue and the Proposed Change of Name as and when appropriate.

BY ORDER OF THE BOARD OF Vashion Group Ltd.

Christian Kwok-Leun Yau Heilesen
Executive Director
15 April 2019

This announcement has been prepared by the Company and its contents have been reviewed by the Company's sponsor, Hong Leong Finance Pte. Ltd. (the "Sponsor") for compliance with the Singapore Exchange Securities Trading Limited (the "SGX-ST") Listing Manual Section B: Rules of Catalyst. The Sponsor has not verified the contents of this announcement.

This announcement has not been examined or approved by the SGX-ST. The Sponsor and the SGX-ST assume no responsibility for the contents of this announcement, including the accuracy, completeness or correctness of any of the information, statements or opinions made or reports contained in this announcement.

The contact person for the Sponsor is Mr Tang Yeng Yuen, Vice President, Head of Corporate Finance, Hong Leong Finance Limited, at 16 Raffles Quay, #01-05 Hong Leong Building, Singapore 048581, Telephone: +65 6415-9886.