

IPCO INTERNATIONAL LIMITED

(Incorporated in Singapore)
(Company Registration Number 199202747M)

SUBSCRIPTION OF 880,000,000 NEW ORDINARY SHARES IN THE CAPITAL OF IPCO INTERNATIONAL LIMITED (THE “SUBSCRIPTION SHARES”) AT S\$0.0018 PER SUBSCRIPTION SHARE TO RAISE GROSS PROCEEDS OF S\$1,584,000 –

RECEIPT OF APPROVAL-IN-PRINCIPLE FROM THE SINGAPORE EXCHANGE SECURITIES TRADING LIMITED (THE “SGX-ST”)

1. INTRODUCTION

The Board of Directors (the “**Board**” or “**Directors**”) of IPCO International Limited (the “**Company**” and together with its subsidiaries, the “**Group**”) refers to the Company’s announcement on 3 July 2017 (the “**Announcement**”) relating to its entry into a subscription agreement dated 3 July 2017 with Meridian Equities Pte. Ltd. (the “**Subscriber**”) pursuant to which the Company has agreed to allot and issue, and the Subscriber has agreed to subscribe for, 880,000,000 Subscription Shares at an issue price of S\$0.0018 per Subscription Share for an aggregate subscription amount of S\$1,584,000 (the “**Subscription**”).

Unless otherwise defined, capitalised terms herein shall have the same meaning as that set out in the Announcement.

2. RECEIPT OF APPROVAL-IN-PRINCIPLE

2.1. The Company is pleased to announce that it has received the approval-in-principle of the SGX-ST on 28 August 2017 for the listing of and quotation for the 880,000,000 Subscription Shares on the Main Board of the SGX-ST (the “**AIP**”).

2.2. The SGX-ST’s AIP is subject to the following conditions:

2.2.1. compliance with SGX-ST’s listings requirements;

2.2.2. submission of the following documents:

- a) a written undertaking from the Company that it will comply with Rule 704(30) and Rule 1207(20) of the Listing Manual in relation to the use of the proceeds from the proposed subscription of shares and where proceeds are to be used for working capital purposes, the Company will disclose a breakdown with specific details on the use of proceeds for working capital in the Company’s announcements on use of proceeds and in the annual report;

- b) a written undertaking from the Company that it will comply with Rule 803 of the Listing Manual;
- c) a written confirmation from the Company that it will not issue the Subscription Shares to persons prohibited under Rule 812(1) of the Listing Manual;
- d) an announcement by the Company via SGXNET disclosing:
 - i. the identities and background of all parties and companies who facilitated in the introduction of the placement to the Subscriber, being Mr. Zane Lewis, Smallcap Corporate Pty Ltd, Mr. Chay Yiowmin and the solicitors;
 - ii. the findings of the feasibility study on Capri Investment LLC's ("**Capri**") development comprising of 261 lots;
 - iii. the milestones and timelines for obtaining regulatory approvals, and for construction, completion and marketing of Capri's development comprising 261 lots; and
 - iv. the shareholdings of the Subscriber and Mr. James Moffat Blythman in the Company before and after the Subscription.

2.3. **It should be noted that the SGX-ST's AIP is not to be taken as an indication of the merits of the Subscription, the Subscription Shares, the Company and/or its subsidiaries.**

3. AIP CONDITIONS

3.1. Regarding the AIP condition set out in section 2.2.2(d)(i) of this announcement, the Company wishes to disclose that the Subscriber, through its director and sole shareholder, Mr. James Moffat Blythman, approached Mr. Zane Lewis of Smallcap Corporate Pty Ltd with an intention to invest in the Company. Mr. Zane Lewis contacted Mr. Chay Yiowmin of BDO Advisory Pte. Ltd. ("**BDO Advisory**"), who in turn contacted Morgan Lewis Stamford LLC, the solicitors of the Company. The solicitors of the Company then connected the Subscriber to the Board.

3.2. Mr. Zane Lewis of Smallcap Corporate Pty Ltd has over 20 years' experience and leadership of smallcap multinational companies. Smallcap Corporate Pty Ltd is a corporate advisory service provider based in Perth, Australia. Mr. Zane Lewis's experience includes various corporate advisory roles at several companies listed on the Australian Securities Exchange Ltd and unlisted companies. Mr. Zane Lewis is also a member of Chartered Secretaries Australia.

- 3.3. Mr. Chay Yiowmin was the former auditor of the Company and currently heads the corporate finance department of BDO Advisory, providing business advisory services in the areas of mergers and acquisitions, corporate restructuring, financial modelling, corporate and financial instruments valuation, and financial and operational due diligence. Mr. Chay Yiowmin has more than 19 years of professional accounting experience in Singapore and the United Kingdom. Prior to joining BDO Advisory in 2012, Mr. Chay Yiowmin worked with various large multinational accounting firms and was admitted as a partner in 2010. BDO Advisory is an intermediary to introduce the Subscriber to the Company.
- 3.4. Regarding the AIP condition set out in section 2.2.2(d)(iv) of this announcement, the shareholding of the Subscriber and Mr. James Moffat Blythman in the Company before and after the Subscription is set out below:

Name	Shareholding before Subscription		Shareholding after Subscription	
	Number	%	Number	%
Meridian Equities Pte. Ltd.	-	-	880,000,000	14.238
James Moffat Blythman ⁽¹⁾	-	-	-	-

Note:

1. James Moffat Blythman, being the sole shareholder of the Subscriber, is deemed to have an interest in all the Shares held by the Subscriber.

- 3.5. Regarding the AIP conditions set out in section 2.2.2(d)(ii) and 2.2.2(d)(iii) of this announcement, the Company will be making a further announcement in due course to apprise the Shareholders on the findings of the feasibility study on Capri's development comprising of 261 lots as well as milestones and timelines for obtaining regulatory approvals, and for construction, completion and marketing of the said development.

4. UPDATE ON THE USE OF PROCEEDS

The Board wishes to update the Shareholders that the Board has decided to amend the use of the Net Proceeds as stated below:

Proposed use of Net Proceeds	% of Net Proceeds from the issue of the Subscription Shares
1. Purchase of equipment and development of land in Seattle through Capri, a real estate development subsidiary of the Group	50%
2. Working capital for the Group for disbursements such as creditors, professional fees, office expenses, salaries etc.	50%
Total	100%

Pending the deployment of the Net Proceeds for the purposes mentioned above, the Net Proceeds may be placed as deposits with banks and/or financial institutions, invested in short-term money markets or debt instruments or for any other purpose on a short-term basis as the Directors may, in their absolute discretion, deem fit from time to time.

The Company will make periodic announcements on the use of the Net Proceeds as and when such proceeds are materially disbursed, including whether the use is in accordance with the intended use as announced and specific details on the use of proceeds for working capital. Where there is any material deviation from the stated use of proceeds, the Company will announce the reasons for such deviation. The Company will provide a status report regarding the same in its annual report.

BY ORDER OF THE BOARD

Carlson Clark Smith
 Executive Director and Chief Financial Officer
 29 August 2017