

**SIXTEENTH SCHEDULE OF THE SECURITIES AND FUTURES  
(OFFERS OF INVESTMENTS)  
(SECURITIES AND SECURITIES-BASED DERIVATIVES CONTRACTS) REGULATIONS 2018**

**OFFER INFORMATION STATEMENT DATED 13 AUGUST 2020  
UNDER SECTION 277 OF THE SECURITIES AND FUTURES ACT (CHAPTER 289) OF SINGAPORE**

(Lodged with the Singapore Exchange Securities Trading Limited (the "SGX-ST") acting as agent  
on behalf of the Monetary Authority of Singapore (the "Authority"), on 13 August 2020)

**THIS OFFER INFORMATION STATEMENT IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION. BEFORE MAKING ANY INVESTMENT IN THE SECURITIES OR SECURITIES-BASED DERIVATIVES CONTRACTS BEING OFFERED BY AXINGTON INC. (THE "COMPANY"), YOU SHOULD CONSIDER THE INFORMATION PROVIDED IN THIS OFFER INFORMATION STATEMENT CAREFULLY, AND CONSIDER WHETHER YOU UNDERSTAND WHAT IS DESCRIBED IN THIS OFFER INFORMATION STATEMENT. YOU SHOULD ALSO CONSIDER WHETHER AN INVESTMENT IN THE SECURITIES OR SECURITIES-BASED DERIVATIVES CONTRACTS BEING OFFERED IS SUITABLE FOR YOU, TAKING INTO ACCOUNT YOUR INVESTMENT OBJECTIVES AND RISK APPETITE. IF YOU ARE IN ANY DOUBT AS TO THE ACTION YOU SHOULD TAKE, YOU SHOULD CONSULT YOUR LEGAL, FINANCIAL, TAX OR OTHER PROFESSIONAL ADVISER IMMEDIATELY. YOU ARE RESPONSIBLE FOR YOUR OWN INVESTMENT CHOICES.**

The Compliance Placement Shares (as defined herein) offered are issued by the Company, an entity whose shares are listed for quotation on Catalist (as defined herein). **Companies listed on Catalist may carry higher investment risk when compared with larger or more established companies listed on the Main Board of the SGX-ST. In particular, companies may list on Catalist without a track record of profitability and there is no assurance that there will be a liquid market in the securities traded on Catalist. A prospective investor should be aware of the risks of investing in such companies and should make the decision to invest only after careful consideration and, if appropriate, consultation with an independent financial adviser.**

This offer is made in or accompanied by a copy of this offer information statement (the "Offer Information Statement") that has been lodged with the SGX-ST, acting as an agent on behalf of the Authority. Neither the Authority nor the SGX-ST has examined or approved the contents of this Offer Information Statement. Neither the Authority nor the SGX-ST assumes any responsibility for the contents of this Offer Information Statement, including the correctness of any of the statements or opinions made or reports contained herein. Neither the Authority nor the SGX-ST has in any way considered the merits of the Company and its subsidiaries, the Shares (as defined herein), the Proposed Compliance Placement (as defined herein) and the Compliance Placement Shares being offered or in respect of which an invitation is made for investment. The lodgement of this Offer Information Statement with the SGX-ST, acting as agent on behalf of the Authority, does not imply that the Securities and Futures Act (Chapter 289) of Singapore, or any other legal or regulatory requirements, or requirements under the SGX-ST's listing rules, have been complied with.

An application has been made to the SGX-ST for permission for the Compliance Placement Shares to be listed for quotation on Catalist. The listing and quotation notice has been obtained on 11 August 2020 from the SGX-ST to deal in and for the listing of and quotation for the Compliance Placement Shares on Catalist subject to certain conditions being fulfilled which include, *inter alia*, compliance with the SGX-ST's listing requirements. The listing and quotation notice granted by the SGX-ST for the listing of and quotation of the Compliance Placement Shares on Catalist is not to be taken as an indication of the merits of the Proposed Compliance Placement, the Compliance Placement Shares, the Company, its subsidiaries and their securities. Acceptance of applications will be conditional upon the issue of the securities and upon listing of the issued securities of the Company. Monies paid in respect of any application accepted will be returned if the listing of the securities does not proceed.

This Offer Information Statement has been prepared solely in relation to the Proposed Compliance Placement and shall not be relied upon by any other person or for any other purpose. No Shares will be allotted or allocated on the basis of this Offer Information Statement later than six (6) months after the date of lodgement of this Offer information Statement. After the expiration of six (6) months from the date of lodgement of this Offer Information Statement, no person shall make an offer of securities, or allot, issue or sell any securities, on the basis of this Offer Information Statement; and no officer or equivalent person or promoter of the Company will authorise or permit the offer of any securities or the allotment, issue or sale of any securities, on the basis of this Offer Information Statement.

All the documentation relating to the Proposed Compliance Placement have been seen and approved by the directors of the Company ("Directors") and they collectively and individually accept full responsibility for the accuracy of the information given in this Offer Information Statement and confirm, after making all reasonable enquiries, that to the best of their knowledge and belief, this Offer Information Statement constitutes full and true disclosure of all material facts about the Proposed Compliance Placement, the Company and its subsidiaries, and the Directors are not aware of any facts the omission of which would make any statement in this Offer Information Statement misleading.

*This Offer Information Statement has been prepared by the Company and reviewed by the Company's sponsor, Novus Corporate Finance Pte. Ltd (the "Sponsor"), in compliance with Rule 226(2)(b) of the SGX-ST Listing Manual Section B: Rules of Catalist (the "Catalist Rules"). This Offer Information Statement has not been examined or approved by the SGX-ST and the SGX-ST assumes no responsibility for the contents of this Offer Information Statement, including the correctness of any of the statements or opinions made, or reports contained in this Offer Information Statement. The Sponsor has given and has not, before the lodgement of this Offer Information Statement with the SGX-ST, acting as agent on behalf of the Authority, withdrawn its written consent to the inclusion herein of its name and all references thereto in the form and context in which they are included and appear in this Offer Information Statement. The contact person for the Sponsor is Mr. Pong Chen Yih, Chief Operating Officer, 9 Raffles Place, #17-05 Republic Plaza Tower 1, Singapore 048619, telephone (65) 6950 2188.*

**AXINGTON INC.**

(Formerly known as Axcelasia Inc.)

(Company Registration No.: LL12218)

(A Company incorporated under the Labuan Companies Act 1990, Malaysia)

**THE PROPOSED ALLOTMENT AND ISSUANCE OF UP TO 150,000 COMPLIANCE PLACEMENT SHARES  
(AS DEFINED HEREIN) IN CONNECTION WITH THE PROPOSED COMPLIANCE PLACEMENT  
(AS DEFINED HEREIN) FOR THE PURPOSE OF MEETING THE MINIMUM PUBLIC FLOAT  
(AS DEFINED HEREIN) REQUIREMENTS OF THE CATALIST RULES (AS DEFINED HEREIN)**

Placement Agent

**UOB KayHian**

**UOB KAY HIAN PRIVATE LIMITED**

(Company Registration Number: 197000447W)

(Incorporated in the Republic of Singapore)

**THIS OFFER INFORMATION STATEMENT HAS BEEN PREPARED SOLELY IN RELATION TO THE PROPOSED COMPLIANCE PLACEMENT (AS DEFINED HEREIN) AND SHALL NOT BE RELIED UPON BY ANY OTHER PERSON FOR ANY OTHER PURPOSE**

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## IMPORTANT NOTICE

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Capitalised terms used below which are not otherwise defined herein shall have the same meanings as are ascribed to them under the section entitled “**Definitions**” of this Offer Information Statement.

Persons wishing to subscribe and/or purchase the Compliance Placement Shares offered by this Offer Information Statement should, before deciding whether to so subscribe and/or purchase, carefully read this Offer Information Statement in its entirety in order to make an informed assessment of, *inter alia*, the assets and liabilities, profits and losses, financial position, performance and prospects of the Company and the rights and liabilities attaching to the Compliance Placement Shares. They should make their own independent enquiries and investigations of any bases and assumptions, upon which financial projections, if any, are made or based, and carefully consider this Offer Information Statement in the light of their personal circumstances (including financial and taxation affairs). It is recommended that such persons seek professional advice from their stockbroker, bank manager, solicitors, accountant, financial adviser, tax adviser or other professional advisers before deciding whether to subscribe and/or purchase any Compliance Placement Shares or invest in the Company.

No person has been authorised to give any information or to make any representations other than those contained in this Offer Information Statement in connection with the Proposed Compliance Placement and the issue and/or sale of the Compliance Placement Shares and, if given or made, such information or representations must not be relied upon as having been authorised by the Company or the Placement Agent. Save as expressly stated in this Offer Information Statement, nothing contained herein is, or may be relied upon as, a promise or representation as to the future performance or policies of the Company. Neither the delivery of this Offer Information Statement nor the issue and/or sale of the Compliance Placement Shares shall, under any circumstances, constitute a continuing representation, or give rise to any implication, that there has been no material change in the financial performance and condition or prospects or affairs of the Company, or any of the information contained herein since the date hereof. Where such changes occur after the date hereof and are material, or are required to be disclosed by law and/or the SGX-ST, the Company may make an announcement of the same via SGXNET and, if required, lodge a supplementary or replacement document with the SGX-ST, acting as agent on behalf of the Authority. All prospective subscribers and/or purchasers of the Compliance Placement Shares should take note of any such announcement and, upon the release of such announcement and/or lodgement of such supplementary or replacement document, as the case may be, shall be deemed to have notice of such changes.

Neither the Company, the Sponsor nor the Placement Agent is making any representation to any person regarding the legality of an investment in the Compliance Placement Shares and/or the Shares, by such person under any investment or any other laws or regulations.

Neither the Company, the Sponsor nor the Placement Agent is making any representation, warranty or recommendation whatsoever as to the merits of the Compliance Placement Shares, the Shares, the Company, the Group or any other matter related thereto or in connection therewith. Nothing in this Offer Information Statement and/or its accompanying documents shall be construed as a recommendation to subscribe for and/or purchase the Compliance Placement Shares. Each prospective subscriber and/or purchaser of the Compliance Placement Shares should rely on their own investigation of the financial condition and affairs, appraisal and determination of the merits of investing in the Company and/or the Group and shall be deemed to have done so.

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## **IMPORTANT NOTICE**

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No information in this Offer Information Statement should be considered to be business, financial, legal, investment or tax advice regarding an investment in the Compliance Placement Shares and/or the Shares. Each prospective subscriber and/or purchaser of the Compliance Placement Shares should consult his own professional or other advisers for business, financial, legal, investment or tax advice regarding an investment in the Compliance Placement Shares and/or the Shares.

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## SELLING RESTRICTIONS

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*Capitalised terms used beneath which are not otherwise defined herein shall have the same meanings as ascribed to them under the section entitled “Definitions” of this Offer Information Statement.*

No person shall subscribe for and/or purchase the Compliance Placement Shares except on the basis of the information contained in this Offer Information Statement.

This Offer Information Statement has not been lodged in any other jurisdiction other than Singapore. This Offer Information Statement does not constitute an offer, solicitation or invitation to subscribe for and/or purchase the Compliance Placement Shares in any jurisdiction in which such offer, solicitation or invitation is unlawful or is unauthorised or to any person to whom it is unlawful to make such offer, solicitation or invitation. No action has been or will be taken under the requirements of the legislation or regulations of, or of the legal or regulatory requirements of any jurisdiction, except for the filing and/or registration of this Offer Information Statement in Singapore in order to permit a public offering of the Compliance Placement Shares and the public distribution of this Offer Information Statement in Singapore.

The distribution of this Offer Information Statement and the offering of the Compliance Placement Shares in certain jurisdictions may be restricted by the relevant laws in such jurisdictions. Persons who may come into possession of this Offer Information Statement are required by the Company, the Sponsor and Placement Agent to inform themselves about, and to observe and comply with, any such restrictions at their own expense and without liability to the Company, the Sponsor and/or the Placement Agent. Any failure to comply with these restrictions may constitute a violation of the securities laws of any such jurisdiction.

Persons to whom a copy of this Offer Information Statement has been issued shall not circulate to any other persons, reproduce or otherwise distribute this Offer Information Statement or any information contained herein for any purpose whatsoever nor permit or cause the same to occur.

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## DEFINITIONS

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For the purposes of this Offer Information Statement, the following definitions apply throughout unless the context otherwise requires or unless otherwise stated:

<b>“1HY2019”</b>	:	The financial period of the Company ended 30 June 2019
<b>“1HY2020”</b>	:	The financial period of the Company ended 30 June 2020
<b>“AGM”</b>	:	The annual general meeting of the Company held on 17 April 2020
<b>“Announcement”</b>	:	The announcement made by the Company dated 3 August 2020 relating to the Proposed Compliance Placement
<b>“Articles”</b>	:	The articles of association of the Company
<b>“Authority”</b>	:	The Monetary Authority of Singapore
<b>“Board”</b>	:	The board of Directors of the Company
<b>“Board Committees”</b>	:	The sub-committees of the Board of Directors, which includes the Audit Committee, the Nominating Committee and the Remuneration Committee
<b>“Catalist”</b>	:	The sponsor-supervised listing platform of the SGX-ST
<b>“Catalist Rules”</b>	:	The Listing Manual of the SGX-ST Section B: Rules of Catalist, as may be amended, modified, or supplemented from time to time
<b>“CDP”</b>	:	The Central Depository (Pte) Limited
<b>“Code”</b>	:	The Singapore Code on Takeovers and Mergers, as amended or modified from time to time
<b>“Company”</b>	:	Axington Inc.
<b>“Compliance Placement Shares”</b>	:	Up to 150,000 new Shares to be allotted and issued by the Company pursuant to the Proposed Compliance Placement
<b>“Controlling Interest”</b>	:	The interest of the Controlling Shareholder
<b>“Controlling Shareholder”</b>	:	A person who:  (a) holds directly or indirectly 15% or more of the nominal amount of all voting shares in the Company. The SGX-ST may determine that a person who satisfies the above is not a Controlling Shareholder; or  (b) in fact exercises control over the Company

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## DEFINITIONS

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<b>“Council” or “SIC”</b>	:	The Securities Industry Council of Singapore
<b>“Director(s)”</b>	:	The director(s) of the Company as at the Latest Practicable Date
<b>“Enlarged Share Capital”</b>	:	The issued and paid-up share capital of the Company immediately following the Proposed Compliance Placement
<b>“EPS”</b>	:	Earnings per Share
<b>“Existing Issued Share Capital”</b>	:	The existing issued and paid-up share capital comprising 160,310,300 Shares (excluding 9,700 treasury shares) as at the Latest Practicable Date
<b>“Existing Share(s)”</b>	:	Shares in the Company prior to the Proposed Compliance Placement
<b>“FY”</b>	:	Financial year ended or ending 31 December, as the case may be
<b>“Group”</b>	:	The Company and its subsidiaries
<b>“Labuan Companies Act”</b>	:	The Labuan Companies Act 1990, Malaysia, as amended or modified from time to time
<b>“Latest Practicable Date”</b>	:	13 August 2020, being the latest practicable date prior to the release of this Offer Information Statement
<b>“Listing Approval Date”</b>	:	the date on which the SGX-ST grants its in-principle approval for the listing and quotation of the Compliance Placement Shares on the SGX-ST
<b>“Market Day”</b>	:	A day or days on which the SGX-ST is open for trading in securities
<b>“Memorandum”</b>	:	The memorandum of association of the Company
<b>“Minimum Public Float”</b>	:	In compliance with Rule 1104 and Rule 723 of the Catalist Rules, at least 10% of the total number of Shares (excluding preference shares, convertible equity securities and treasury shares) in a class that is listed is at all times held by at least 200 Shareholders who are members of the public
<b>“NAV”</b>	:	Net asset value
<b>“Placement Agreement”</b>	:	The placement agreement entered into between the Company and the Placement Agent in relation to the Proposed Compliance Placement on 3 August 2020

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## DEFINITIONS

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<b>“Placement Completion Date”</b>	:	The completion date of the Proposed Compliance Placement, being 3 Business Days after the Listing Approval Date or such other date as the Company and the Placement Agent may otherwise agree
<b>“Placement Price”</b>	:	S\$0.20 per Compliance Placement Share
<b>“Proposed Compliance Placement”</b>	:	The placement of the Compliance Placement Shares at the Placement Price by the Company to investors, on the terms and subject to the conditions of this Offer Information Statement for the purposes of complying with the Minimum Public Float
<b>“Register of Members”</b>	:	Register of members of the Company
<b>“Securities Account”</b>	:	A securities account maintained by a Depositor with CDP but does not include a securities sub-account maintained with a Depository Agent
<b>“Securities and Futures Act” or “SFA”</b>	:	Securities and Futures Act (Cap. 289) of Singapore, as may be amended, modified, or supplemented from time to time
<b>“Securities and Futures Regulations” or “SFR”</b>	:	Securities and Futures (Offers of Investments) (Securities and Securities-based Derivatives Contracts) Regulations 2018 of Singapore, as amended, modified, or supplemented from time to time
<b>“SGXNET”</b>	:	The SGXNET Corporate Announcement System, being a system network used by listed companies to send information and announcements to the SGX-ST or any other system networks prescribed by the SGX-ST
<b>“SGX-ST”</b>	:	Singapore Exchange Securities Trading Limited
<b>“Share Registrar”</b>	:	Tricor Barbinder Share Registration Services
<b>“Share(s)”</b>	:	Ordinary share(s) in the share capital of the Company, and each a <b>“Share”</b>
<b>“Shareholder(s)”</b>	:	Registered holders of Shares in the Register of Members, except that where the registered holder is CDP, the term <b>“Shareholders”</b> shall, in relation to such Shares and where the context admits, mean the persons named as Depositors in the Depository Register and whose Securities Accounts maintained with CDP are credited with Shares, and each a <b>“Shareholder”</b>
<b>“Singapore”</b>	:	The Republic of Singapore
<b>“Sponsor”</b>	:	Novus Corporate Finance Pte. Ltd.



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## DEFINITIONS

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<b>“Substantial Shareholder”</b>	:	A person (including a corporation) who holds (directly or indirectly) not less than five per cent (5%) of the total votes attached to all the voting Shares in the Company
<b>“S\$” and “cents”</b>	:	Singapore dollars and cents, respectively, being the lawful currency of Singapore
<b>“RM”</b>	:	Malaysian Ringgit, being the lawful currency of the Malaysia
<b>“%” or “per cent”</b>	:	Per centum or percentage

The terms “Depositor”, “Depository Agent” and “Depository Register” shall have the same meanings ascribed to them respectively in Section 81SF of the SFA. The term “treasury shares” shall have the meaning ascribed to it in the Labuan Companies Act.

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

Any reference in this Offer Information Statement to any statute or enactment is a reference to that statute or enactment as for the time being amended or re-enacted. Any term defined under the Companies Act, the SFA or the Catalist Rules or any modification thereof, which is not otherwise defined and is used in this Offer Information Statement, shall, where applicable, have the meaning assigned to it under the Companies Act, the SFA or the Catalist Rules or such statutory or regulatory modification thereof, as the case may be, unless otherwise provided.

Any reference to any agreement or document shall include such agreement or document as amended, modified, varied, novated, supplemented or replaced from time to time. Any reference to a time of day and dates in this Offer Information Statement shall be a reference to Singapore time and dates unless otherwise stated. Any reference to a date and/or time in this Offer Information Statement shall include such other date(s) and/or time(s) as may be announced from time to time by or on behalf of the Company.

All discrepancies in the figures included herein between the listed amounts and totals thereof are due to rounding. Accordingly, figures shown as totals in this Offer Information Statement may not be an arithmetic aggregation of the figures that precede them.

Any reference to “we”, “us” and “our” in this Offer Information Statement is a reference to the Company, the Group or any member of the Group as the context requires. The headings in this Offer Information Statement are inserted for convenience only and shall be ignored in construing this Offer Information Statement.

Any reference to announcements of or by the Company in this Offer Information Statement includes announcements by the Company disclosed on SGXNET at <https://www.sgx.com>.

*[The remainder of this page has been intentionally left blank]*

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## CAUTIONARY NOTE ON FORWARD LOOKING STATEMENTS

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All statements contained in this Offer Information Statement, statements made in public announcements, press releases and oral statements that may be made by the Company or its officers, Directors or employees acting on its behalf, that are not statements of historical fact, constitute “forward-looking statements”. Some of these statements can be identified by words that have a bias towards the future or are forward-looking, such as, without limitation, “anticipate”, “believe”, “could”, “estimate”, “expect”, “forecast”, “if”, “intend”, “may”, “plan”, “possible”, “probable”, “project”, “should”, “will” and “would” or other similar words. However, these words are not the exclusive or exhaustive means of identifying forward-looking statements. All statements regarding the Group’s expected financial position and performance, operating results, business strategies, future plans and prospects are forward-looking statements. These forward-looking statements, including but not limited to statements as to the Group’s revenue and profitability, prospects, future plans or analysis or comments on historical financial performance or position and other matters discussed in this Offer Information Statement regarding matters that are not historical facts, are only predictions.

These forward-looking statements and other matters discussed in this Offer Information Statement, including but not limited to, statements as to:

- revenue and profitability;
- any expected growth;
- expected industry prospects and trends;
- future expansion plans;
- other matters that are not historical facts; and
- any other matters discussed in this Offer Information Statement,

are only predictions. These forward-looking statements involve known and unknown risks, uncertainties and other factors that may cause the Group’s actual results, performance or achievements to be materially different from any future results, performance or achievements expected, expressed or implied by such forward-looking statements. These risks, uncertainties and other factors are discussed in more detail in the section entitled “Risk Factors” under Appendix A of this Offer Information Statement.

Given the risks, uncertainties and other factors that may cause the Group’s actual future results, performance or achievements to be materially different from that expected, expressed or implied by the forward-looking statements in this Offer Information Statement, undue reliance must not be placed on these statements. The Group’s actual results, performance or achievements may differ materially from those anticipated in these forward-looking statements. Neither the Company, the Sponsor, the Placement Agent, nor any other person represents or warrants that the Group’s actual future results, performance or achievements will be as expected, expressed or implied in those statements. Further, the Company and its Directors, officers, executives and employees, the Sponsor and the Placement Agent disclaim any responsibility to update any of those forward-looking statements or publicly announce any revisions to those forward-looking statements to reflect future developments, events or circumstances for any reason, even if new information becomes available or other events occur in the future.

The Company is also subject to the provisions of the Catalyst Rules regarding corporate disclosure.

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**SIXTEENTH SCHEDULE OF THE SECURITIES AND  
FUTURES (OFFERS OF INVESTMENTS) (SECURITIES AND  
SECURITIES-BASED DERIVATIVES CONTRACTS) REGULATIONS 2018**

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**PART 2 – IDENTITY OF DIRECTORS, ADVISERS AND AGENTS**

**DIRECTORS**

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- 1. Provide the names and addresses of each of the directors or equivalent persons of the relevant entity.**
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The names and addresses of each of the Directors are as follows:

<b>Name</b>	<b>Address</b>	<b>Designation</b>
Ms. Shen, Che	c/o Lot A020, Level 1, Podium Level Financial Park, Jalan Merdeka 87000 Labuan F.T., Malaysia	Non-Independent Non-Executive Chairman
Ms. Marjory Loh Erchang	c/o Lot A020, Level 1, Podium Level Financial Park, Jalan Merdeka 87000 Labuan F.T., Malaysia	Executive Director
Mr. Wong Soon Yuh	c/o Lot A020, Level 1, Podium Level Financial Park, Jalan Merdeka 87000 Labuan F.T., Malaysia	Non-Independent Non-Executive Director
Mr. Chua Siong Kiat	c/o Lot A020, Level 1, Podium Level Financial Park, Jalan Merdeka 87000 Labuan F.T., Malaysia	Lead Independent Director
Mr. Low Junrui	c/o Lot A020, Level 1, Podium Level Financial Park, Jalan Merdeka 87000 Labuan F.T., Malaysia	Independent Director
Mr. Roberto Dona	c/o Lot A020, Level 1, Podium Level Financial Park, Jalan Merdeka 87000 Labuan F.T., Malaysia	Independent Director
Mr. Kirk W Wagar	c/o Lot A020, Level 1, Podium Level Financial Park, Jalan Merdeka 87000 Labuan F.T., Malaysia	Independent Director

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**SIXTEENTH SCHEDULE OF THE SECURITIES AND  
FUTURES (OFFERS OF INVESTMENTS) (SECURITIES AND  
SECURITIES-BASED DERIVATIVES CONTRACTS) REGULATIONS 2018**

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**ADVISER**

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**2. Provide the names and addresses of:**

- (a) the issue manager to the offer, if any;**
- (b) the underwriter to the offer, if any; and**
- (c) the legal adviser for or in relation to the offer, if any.**

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Issue Manager to the offer, if any	:	Not applicable. There is no issue manager.
Underwriter to the offer, if any	:	Not applicable. There is no underwriter.
Placement Agent	:	<b>UOB Kay Hian Private Limited</b> 8 Anthony Road #01-01 Singapore 229957
Legal Adviser to the Company for or in relation to the Proposed Compliance Placement	:	<b>ZICO Insights Law LLC</b> 8 Robinson Road #13-00 ASO Building Singapore 048544

**REGISTRARS AND AGENTS**

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**3. Provide the names and addresses of the relevant entity's registrars, transfer agents and receiving bankers for the securities or securities-based derivatives contracts being offered where applicable.**

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Share Registrar and Transfer Agent	:	<b>Tricor Barbinder Share Registration Services</b> 80 Robinson Road #02-00 Singapore 068898
Receiving Banker	:	<b>Maybank Singapore Limited</b> 2 Battery Road #01-01 Maybank Tower Singapore 049907

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**SIXTEENTH SCHEDULE OF THE SECURITIES AND  
FUTURES (OFFERS OF INVESTMENTS) (SECURITIES AND  
SECURITIES-BASED DERIVATIVES CONTRACTS) REGULATIONS 2018**

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**PART 3 – OFFER STATISTICS AND TIMETABLE**

**OFFER STATISTICS**

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- 1. For each method of offer, state the number of securities or securities-based derivatives contracts being offered.**
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Method of Offer and number of Compliance Placement Shares : Placement of up to 150,000 Compliance Placement Shares

Placement Price : S\$0.20 for each Compliance Placement Share

Status of Compliance Placement Shares : The Compliance Placement Shares will, upon allotment and issuance, rank *pari passu* in all respects with the existing Shares, for any dividends, rights, entitlements, allotments or other distributions, save that it shall not rank for any dividends, rights, entitlements, allotments or distributions (if any), the record date of which falls prior to the date of issue of the Proposed Compliance Placement.

Upon the listing of, and quotation for, the Compliance Placement Shares on Catalist, the Compliance Placement Shares will be traded on Catalist under the book-entry scripless settlement systems. For the purposes of trading on Catalist, each board lot of Shares will comprise 100 Shares.

**METHOD AND TIMETABLE**

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- 2. Provide the information referred to in paragraphs 3 to 7 of this Part to the extent applicable to –**
- (a) the offer procedure; and**
  - (b) where there is more than one group of targeted potential investors and the offer procedure is different for each group, the offer procedure for each group of targeted potential investors.**
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Please refer to Paragraphs 3 to 7 of this Part 3 below.

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FUTURES (OFFERS OF INVESTMENTS) (SECURITIES AND  
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3. State the time at, date on, and period during which the offer will be kept open, and the name and address of the person to whom the purchase or subscription applications are to be submitted. If the exact time, date or period is not known on the date of lodgement of this offer information statement, describe the arrangements for announcing the definitive time, date or period. State the circumstances under which the offer period may be extended or shortened, and the duration by which the period may be extended or shortened. Describe the manner in which any extension or early closure of the offer period shall be made public.
- 

Pursuant to the Placement Agreement, the Placement Agent has agreed to procure places for the Compliance Placement Shares at the Placement Price for each Compliance Placement Share, on a best endeavours basis in accordance with the terms and conditions of the Placement Agreement.

The Proposed Compliance Placement will commence from the time and date that this Offer Information Statement is lodged with the SGX-ST, acting as agent on behalf of the Authority, and will remain open until the Placement Completion Date.

Completion of the Proposed Compliance Placement is conditional upon the following (the “**Placement Conditions**”):

- (a) this Offer Information Statement, which complies as to form and content with the Sixteenth Schedule of the SFR, having been lodged and accepted by the SGX-ST, acting as agent on behalf of the Authority;
- (b) approval for listing and quotation of the Compliance Placement Shares on the SGX-ST being obtained from the SGX-ST and not having been revoked or amended and, where such approval is subject to conditions, to the extent that any conditions for the listing and quotation of the Compliance Placement Shares on the SGX-ST are required to be fulfilled on or before the Placement Completion Date, they are so fulfilled;
- (c) the delivery to the Placement Agent on Placement Completion Date, of a certificate substantially in the form as set out in the Placement Agreement (“**Completion Certificate**”), signed on behalf of the Company by its duly authorised officers;
- (d) the offer, allotment, issuance, transfer and subscription of the Compliance Placement Shares not being prohibited by any statute, order, rule, regulation or directive promulgated or issued after the date of the Placement Agreement by any legislative, executive or regulatory body or authority of Singapore or any other jurisdiction which is applicable to the Company or the Placement Agent;
- (e) there not having occurred, in the opinion of the Placement Agent, any material adverse change, or any development reasonably likely to involve a prospective material adverse change, whether or not arising from transactions in the ordinary course of business, subsequent to the date of the Placement Agreement which, in the opinion of the Placement Agent, is or is reasonably likely to be materially adverse in the context of the Proposed Compliance Placement or is reasonably likely to prejudice materially the success of the Proposed Compliance Placement or dealings in the Compliance Placement Shares in the secondary market; and

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- (f) the representations, warranties and undertakings in the Placement Agreement remaining true and correct in all material respects as at the Placement Completion Date and the Company having performed all of their obligations under the Placement Agreement on or before the Placement Completion Date.

On 11 August 2020, the Company obtained the listing and quotation notice from the SGX-ST for the listing of and quotation for the Compliance Placement Shares on Catalist, subject to, *inter alia*, compliance with the SGX-ST's listing requirements. The listing and quotation notice granted by the SGX-ST is not to be taken as an indication of the merits of the Proposed Compliance Placement, the Compliance Placement Shares, the Company, its subsidiaries, and their securities.

As at the Latest Practicable Date, the Company does not expect the offer period to be modified. However, the Company may, in consultation with the Sponsor, Placement Agent and/or SGX-ST modify the offer period subject to any limitations under any applicable laws, rules or regulations. In that event, the Company will publicly announce the same through a SGXNET announcement to be posted on the internet at the SGX-ST's website <http://www.sgx.com>. The number of Compliance Placement Shares subscribed for and/or purchased pursuant to the Proposed Compliance Placement will also be announced by the Company on the SGXNET.

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**4. State the method and time limit for paying up for the securities or securities-based derivatives contracts and, where payment is to be partial, the manner in which, and dates on which, amounts due are to be paid.**

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The placees will be obliged to pay the full Placement Price of the Compliance Placement Shares upon acceptance of the offer of the Compliance Placement Shares. Payment for the Proposed Compliance Placement shall be made by way of remittance to a bank account designated by the Placement Agent or such other means as agreed with the Placement Agent. Accordingly, the Compliance Placement Shares will be fully paid-up and partial payment is not relevant in the context of the Proposed Compliance Placement.

The Placement Agent or such other persons as the Placement Agent may direct, against delivery of written confirmations by the Company as required under the Placement Agreement, shall on the Placement Completion Date, make payment to the Company of the net placement monies in respect of the number of Placement Shares for which the Placement Agent has procured placees for in Singapore Dollars, being the aggregate Placement Price of the relevant number of Compliance Placement Shares placed out, less the commission payable to the Placement Agent.

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5. **State, where applicable, the methods of and time limits for –**
- (a) **the delivery of the documents evidencing titles to the securities or securities-based derivatives contracts being offered (including temporary documents of title, if applicable) to subscribers or purchasers; and**
  - (b) **the book-entry transfers of the securities or securities-based derivatives contracts being offered in favour of subscribers or purchasers.**
- 

Under the terms of the Placement Agreement, on the Placement Completion Date, the Placement Agent shall notify the Company of the number of Compliance Placement Shares that they have procured places for ("**Placed Shares**"). The Company shall deliver to the CDP for the account of the Placement Agent or of such persons as it may direct, the appropriate number of duly issued share certificates in respect of the relevant number of the Placed Shares in the name of the CDP and shall deliver to the Placement Agent written confirmation of such delivery to the CDP.

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6. **In the case of any pre-emptive rights to subscribe for or purchase the securities or securities-based derivatives contracts being offered, state the procedure for the exercise of any right of pre-emption, the negotiability of such rights and the treatment of such rights which are not exercised.**
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Not applicable as there are no pre-emptive rights to subscribe for or purchase the securities being offered.

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7. **Provide a full description of the manner in which results of the allotment or allocation of the securities or securities-based derivatives contracts are to be made public and, where appropriate, the manner for refunding excess amounts paid by applicants (including whether interest will be paid).**
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Pursuant to the Placement Agreement, the Placement Agent will procure places for the Compliance Placement Shares on a best endeavours basis.

The Company will announce the completion of the Proposed Compliance Placement (including the number of Compliance Placement Shares placed to places) by way of an SGXNET announcement to be posted on the internet at the SGX-ST's website at <http://sgx.com>.

No excess amounts are expected to be received in respect of the Compliance Placement Shares.



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**PART 4 – KEY INFORMATION**

**USE OF PROCEEDS FROM OFFER AND EXPENSES INCURRED**

1. In the same section, provide the information set out in paragraphs 2 to 7 of this Part.

Please refer to Paragraphs 2 to 7 of this Part 4.

2. Disclose the estimated amount of proceeds from the offer (net of the estimated amount of expenses incurred in connection with the offer) (referred to in this paragraph and paragraph 3 of this Part as the net proceeds). Where only a part of the net proceeds will go to the relevant entity, indicate the amount of the net proceeds that will be raised by the relevant entity. If none of the proceeds will go to the relevant entity, provide a statement of that fact.

Assuming that 150,000 Compliance Placement Shares are allotted and issued at the Placement Price, the Company expects to receive net proceeds of approximately S\$5,000 (“**Net Proceeds**”), after deducting expenses of approximately S\$25,000. The entire Net Proceeds raised from the allotment and issuance of Compliance Placement Shares will be received by the Company.

3. Disclose how the net proceeds raised by the relevant entity from the offer will be allocated to each principal intended use. If the anticipated proceeds will not be sufficient to fund all of the intended uses, disclose the order of priority of such uses, as well as the amount and sources of other funds needed. Disclose also how the proceeds will be used pending their eventual utilisation for the proposed uses. Where specific uses are not known for any portion of the proceeds, disclose the general uses from which the proceeds are proposed to be applied. Where the offer is not fully underwritten on a firm commitment basis, state the minimum amount which, in the reasonable opinion of the directors or equivalent persons of the relevant entity, must be raised by the offer of securities or securities-based derivatives contracts.

Assuming that the Compliance Placement Shares are fully placed out at the Placement Price, the Company intends to allocate the Net Proceeds from the issue of the Compliance Placement Shares for the following purposes:

Use of Proposed Compliance Placement Net Proceeds	Amount (S\$'000)	As a % of Proposed Compliance Placement Net Proceeds
Business investments and acquisition	3	60.0%
General Working capital	2	40.0%
<b>Total Proposed Compliance Placement Net Proceeds</b>	<b>5</b>	<b>100.0%</b>

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Pending the deployment of the Net Proceeds for the uses identified above, such proceeds may be deposited with banks and/or financial institutions, invested in short-term money market instruments and/or marketable securities, 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 Group.

The Company undertakes that it will comply with Rules 704(30) and 1204(22) of the Catalist Rules. Accordingly, the Company will make periodic announcements on the utilisation of such proceeds from the issuance of the Compliance Placement Shares as and when they are materially disbursed and provide a status report on the specific use of the proceeds raised in its half-year and full-year financial statements issued under Rule 705 of the Catalist Rules and in the Company's annual report(s). Where the proceeds have been used for working capital, the Company will also provide a breakdown with specific details on the use of proceeds for working capital in the announcements and status reports. Where there is a material deviation from the specific use of proceeds, the Company will also make a separate announcement setting out the reasons for such deviation.

The Directors are of the reasonable opinion that there is no minimum amount which must be raised by the placement of the Compliance Placement Shares. In the event that the Company is unable to raise sufficient funds, the Company will source for alternative sources of funding, including but not limited to bank borrowings and Shareholders' loans.

The Directors are of the opinion that after taking into consideration the Group's present bank facilities, the working capital available to the Group is sufficient to meet its present requirements. Notwithstanding the present sufficiency of working capital, the Directors are of the opinion that the Proposed Compliance Placement shall be undertaken for the purpose of complying with the Minimum Public Float.

The Directors are of the opinion that after taking into consideration the present bank facilities available to the Group and the Net Proceeds, the working capital available to the Group is sufficient to meet its present requirements.

The Directors are of the opinion, after taking into consideration the purpose for the Proposed Compliance Placement as set out above, that the Proposed Compliance Placement is in the interest of the Company.

The Directors confirm that the proceeds from the issuance of the Compliance Placement Shares will be utilised in accordance with the purpose stated above.

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4. For each dollar of the proceeds from the offer that will be raised by the relevant entity, state the estimated amount that will be allocated to each principal intended use and the estimated amount that will be used to pay for expenses incurred in connection with the offer.

Based on the intended use of the proceeds as set out in paragraph 3 above, assuming that 150,000 Compliance Placement Shares are issued at S\$0.20 each, the estimated allocation per dollar raised from the issuance of the Compliance Placement Shares for each principal intended use is as follows:

Purpose	S\$'000	Estimated amount for each dollar of the gross proceeds from the issue of the Compliance Placement Shares (S\$ cents)
Business investments and acquisition	3	10.0
General Working capital	2	6.7
Costs and expenses relating to the Proposed Compliance Placement	25	83.3
<b>Total Gross Proceeds</b>	<b>30</b>	<b>100.0</b>

5. If any material part of the proceeds to be raised by the relevant entity will be used, directly or indirectly, to acquire or refinance the acquisition of any asset, business or entity, briefly describe the asset, business or entity and state its purchase price. Provide information on the status of the acquisition and the estimated completion date. Where funds have already been expended for the acquisition, state the amount that has been paid by the relevant entity, or, if the relevant entity is the holding company or holding entity of a group, the amount that has been paid by the relevant entity or any other entity in the group as at the latest practicable date. If the asset, business or entity has been or will be acquired from an interested person of the relevant entity, identify the interested person and state how the cost to the relevant entity is or will be determined and whether the acquisition is on an arm's length basis.

As set out in paragraphs 3 and 4 of this Part 4, the Company intends to use the Net Proceeds from the Proposed Compliance Placement for opportunistic acquisitions to expand the business of the Company. As at the Latest Practicable Date, the Company has not identified any specific targets/assets which the Company intends to, directly or indirectly, acquire or refinance using the Net Proceeds. In the event such acquisitions require the approval of Shareholders under the Catalist Rules, the Company will procure such approval to be sought at an extraordinary general meeting of Shareholders to be convened. In the event that the Company is not able to identify and acquire suitable targets, the proceeds from the Proposed Compliance Placement shall be re-deployed for potential future acquisitions and/or for working capital.

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6. If any material part of the proceeds to be raised by the relevant entity will be used to discharge, reduce or retire the indebtedness of the relevant entity or, if the relevant entity is the holding company or holding entity of a group, of the group, describe the maturity of such indebtedness and, for indebtedness incurred within the past year, the uses to which the proceeds giving rise to such indebtedness were put.

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Not applicable. No proceeds from the Proposed Compliance Placement will be utilised to discharge, reduce or retire the indebtedness of the Company.

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7. In the section containing the information mentioned in paragraphs 2 to 6 of this Part or in an adjoining section, disclose the amount of discount or commission agreed upon between the underwriters, or other placement or selling agents in relation to the offer, and the person making the offer. If it is not possible to state the amount of discount or commission, the method by which it is to be determined must be explained.

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The Company shall pay a commission of S\$25,000 (and if applicable, goods and services tax thereon) to the Placement Agent, as compensation for the Placement Agent's services in connection with the Proposed Compliance Placement and pursuant to the Placement Agreement.

**INFORMATION ON THE RELEVANT ENTITY**

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8. Provide the following information:

- (a) the address and telephone and facsimile numbers of the relevant entity's registered office and principal place of business (if different from those of its registered office), and the email address of the relevant entity or a representative of the relevant entity;

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**Registered office and principal place of business**

Address : Lot A020, Level 1, Podium Level Financial Park,  
Jalan Merdeka 87000 Labuan F.T., Malaysia

Telephone Number : +65 8161 4343  
(Singapore)

Email address of the Company or : IR@netx.sg  
the representative of the  
Company

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**(b) the nature of the operations and principal activities of the relevant entity or, if it is the holding company or holding entity of a group, of the group;**

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The Company was incorporated in Labuan, Malaysia on 21 August 2015 under the Labuan Companies Act and was listed on Catalist of the SGX-ST on 27 November 2015. The principal activity of the Company is investment holding.

Historically, the Group provided integrated professional services mainly in Malaysia to government-linked entities, private and public listed companies, and multinational corporations. Its four key business segments are tax advisory, business consultancy, technology tools and advisory and business support services. As at 15 April 2020, the Company has completed the sale of its core business in Malaysia to the Tricor Group in Hong Kong and has since ceased its business operations which is in the provision of integrated professional services including tax advisory, business consultancy, technology tools and advisory and business support services in Malaysia.

As at the Latest Practicable Date, the subsidiaries of the Company and their principal activities are as follows:

Name of Subsidiary	Principal activities	Country of incorporation	Effective equity held by the Group (%)
<b><u>Held by the Company</u></b>			
Axington Singapore Pte. Ltd. (formerly known as Axcelasia Singapore Pte. Ltd.)	Provision of management consultancy services	Singapore	90
Axington Lao Co., Ltd. (formerly known as Axcelasia Lao Co., Ltd.)	Provision of management consultancy services	Laos	100
Axcelasia Vietnam Co., Ltd.	Provision of management consultancy services	Vietnam	70
Audex Governance Sdn. Bhd.	Provision of management consultancy services	Malaysia	100

Among the Group's subsidiaries, the only subsidiary in operation is Axington Singapore Pte. Ltd. (formerly known as Axcelasia Singapore Pte. Ltd.) which is engaged in the provision of integrated professional services, including tax advisory, business consultancy, technology tools and advisory and business support services, while Axington Lao Co. Ltd. (formerly known as Axcelasia Co., Ltd.), Axcelasia Vietnam Co., Ltd. and Audex Governance Sdn. Bhd. are currently dormant.

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- (c) the general development of the business from beginning of the period comprising the three (3) most recent completed financial years to the latest practicable date, indicating any material change in the affairs of the relevant entity or the group, as case may be, since
- i. the end of the most recent completed financial year for which financial statements of the relevant entity have been published, or
  - ii. the end of any subsequent period covered by interim financial statements, if interim financial statements have been published;

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The general developments of the business of the Group comprising the three (3) most recently completed financial years to the Latest Practicable Date are set out in chronological order below and include matters extracted from related announcements released by the Company via the SGXNET. Shareholders are advised to refer to the related announcements for further details:

**General Developments in FY2017 (i.e. 1 January 2017 to 31 December 2017)**

FY2017 marked the second full financial year for the Group since the Group's listing on the Singapore Exchange in November 2015. The listing status had lifted the Group's profile and also equipped it with a stronger balance sheet from funds raised from the initial public offering ("IPO"), allowing the Group to execute its three growth strategies to enhance value for shareholders.

The three growth strategies are an (i) asset-light geographical expansion in Malaysia and the ASEAN region, (ii) expansion of portfolio of services to develop new revenue streams, and (iii) harnessing economies of scale arising from the business growth. In line with the Group's strategy for geographical expansion within ASEAN, the Group has established a footprint in at least three cities. Apart from Malaysia, Axcelasia now has offices in Singapore, Laos and Vietnam. On 9 March 2017, the Group announced the RM2.88 million acquisition of Malaysia-based business and corporate governance consultancy firm, Audex Governance Sdn. Bhd. ("Audex"). The transaction confers the Group the opportunity to tap on Audex's base of customers including many multinational corporations and public-listed entities to facilitate the cross-selling of the Group's services. It has allowed the Group to recognise an enhanced revenue stream in the business consultancy segment.

**General Developments in FY2018 (i.e. 1 January 2018 to 31 December 2018)**

FY2018 marked the third full financial year for the Group since the Group listing on the Singapore Exchange in November 2015. The Group continue to focus the core strategy set during the IPO. Our strategy to move up the value chain has started to yield success. The Group had since secured mandates in the areas of due diligence, share valuation, accounting standards conversions and digital transformation projects. The Board was encouraged by the Group's ability to secure new projects and these initiatives have helped expand the Group's client base and further enhance our credentials. In FY2018, the Group's revenue increased to RM25.2 million from RM22.1 million a year ago. Total expenses increased marginally from RM23.4 million in FY2017 to RM23.5 million in FY2018. As a result, the Group posted a net profit attributable to shareholders of RM1.5 million in FY2018

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compared to a net loss of RM1.4 million in the previous year. The Group had returned to profitability in FY2018, which is a testament to the turnaround strategy that was implemented by the Group in FY2018.

### **General Developments in FY2019 (i.e. 1 January 2019 to 31 December 2019)**

FY2019 was a very productive year for the entire team as the Group continued to forge ahead to enhance value for shareholders. A strategic focus was made to channel efforts towards fortifying and strengthening of the Group's core competencies. This, in turn, was instrumental in further sharpening our competitive edge towards striving to effectively serve our clients with innovative and value adding solutions. The Group's efforts have yielded positive results, as evidenced by an increase of 87% in the net profit after tax for FY2019. This was achieved by the continued push for consultancy work as well as with certain cost optimisation initiatives. As such, the Group had announced for the first time an interim dividend of RM1 million and we propose to reward and accord our appreciation to our shareholders through a comprehensive dividend strategy. The Group's strategy to elevate our core competencies and move up the value chain was further enhanced and fortified with the latest turn of events.

### **1 January 2020 to the Latest Practicable Date**

On 11 February 2020, the Group entered into a share sale and purchase agreement with Tricor Axcel Limited ("**Tricor**") to divest our core business in Malaysia. The proposed divestment was approved by the Shareholders at the extraordinary general meeting on 12 March 2020. The Board was of the view that the proposed divestment was in the best interests of the Company and its Shareholders, consistent with the strategy of enhancing and maximising the shareholders' value. This was arrived at after detailed and comprehensive considerations accorded to the relevant factors which included the purchase price, valuation and the current market capitalisation of the Company, all of which collectively serve to unlock the intrinsic and inherent shareholders' value. The divestment was successfully completed on 15 April 2020.

On 15 June 2020, DBS Bank announced, for and on behalf of Dorr Global Healthcare International Pte. Ltd. (the "**Offeror**"), that the Offeror made a mandatory unconditional cash offer (the "**Offer**") for all the shares in the capital of the Company, other than those already owned, controlled or agreed to be acquired by the Offeror and the parties acting in concert with it (the "**Offer Shares**") at an offer price of S\$0.208 in cash for each Offer Share, pursuant to Rule 14 of the Singapore Code on Take-Overs and Mergers. The Offer was required to be made following the acquisition of an aggregate of 107,248,160 Shares (the "**Sale Shares**"), representing approximately 66.90% of the Shares pursuant to the unconditional sale and purchase agreement dated 1 June 2020 entered between Dato Tang Swee Guan, Mdm Chai Seow Lin, Mr Ranjit Singh, Dr Veerinderjeet Singh A/L Tejwant Singh, Mdm Rajinderpal Kaur (collectively, as sellers) and the Offeror (the "**Acquisition**"). The Acquisition was effected by way of a married deal. The Offer closed at 5.30 p.m. on 13 July 2020 ("**Final Closing Date**") and as at the Final Closing Date, the Offeror received valid acceptances for 41,087,540 Offer Shares and therefore owned, controlled or had agreed to acquire (including valid acceptances of the Offer) an aggregate of 148,335,700 Shares. The 41,087,540 Offer Shares represent valid acceptances of the Offer received by the Offeror during the period when the Offer was open for acceptances (being the period commencing



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from 15 June 2020 and ending on 13 July 2020). The shareholding percentages set out above are computed based on the Company's issued share capital of 160,310,300 shares (excluding treasury shares).

On 28 July 2020, the Company entered into conditional subscription agreements ("**Subscription Agreements**") with (1) Tan Su Ling Adele, (2) Wong Fong Hong, (3) Ng Ing-Yong Brian, (4) Tan Chuu Si, (5) Lu, Benson Cheng, (6) Thomas Chan Ho Lam, (7) Sinopharm Singapore Medical Consultants Pte. Ltd., (8) Low Chin Yew and (9) Kerrigan Medical Supplies Pte. Ltd. ("**Placees**" and each a "**Placee**"), pursuant to which the Company shall allot and issue an aggregate of 30,000,000 Shares in the capital of the Company ("**Placement Shares**") at an issue price of S\$0.20 per Placement Share to the Placees for an aggregate subscription amount of S\$6,000,000 ("**Placement**"). The completion of the Placement with each Placee shall proceed independently, and shall not be conditional upon successful or concurrent completion by any other Placee.

On 28 July 2020, the Company entered into a conditional sale and purchase agreement ("**SPA**") with Ng Shing Lay (the "**Seller**") in relation to the acquisition of the entire issued and paid-up share capital of Vesta Apex Trading Sdn. Bhd. (the "**Target Company**") from the Seller (the "**Proposed Acquisition**"). Upon completion of the Proposed Acquisition, the Target Company will become a wholly-owned subsidiary of the Company.

On 3 August 2020, the Company entered into a Placement Agreement with UOB Kay Hian Private Limited in relation to the compliance placement to allot and issue an aggregate of up to 150,000 new Shares at an issue price of S\$0.20 per Compliance Placement Share to restore the free float of the Company.

Save as disclosed in this Offer Information Statement and as publicly announced by the Company via SGXNET, there have been no material changes in the affairs of the Group for the period comprising the three (3) most recently completed financial years to the Latest Practicable Date.

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**(d) the equity capital and the loan capital of the relevant entity as at the latest practicable date, showing –**

**(i) in the case of the equity capital, the issued capital, or**

**(ii) in the case of the loan capital, the total amount of the debentures issued and the outstanding, together with the rate of the interest payable thereon;**

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As at the Latest Practicable Date, the equity capital of the Company is as follows:

Issued and paid-up share capital	:	RM27,817,984
Number of ordinary shares in issue (excluding treasury shares)	:	160,310,300
Loan capital	:	Nil
Number of treasury shares	:	9,700



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**(e) Where –**

- i. the relevant entity is a corporation, the number of shares of the relevant entity owned by each substantial shareholder as at the latest practicable date, or**
- ii. the relevant entity is not corporation, the amount of equity interests in the relevant entity owned by each substantial interest-holder as at the latest practicable date;**

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As at the Latest Practicable Date, based on the information recorded in the Register of Substantial Shareholder(s) maintained by the Company, the Substantial Shareholders of the Company and the number of Shares in which they have an interest are as follows:

Substantial Shareholder	Direct Interests		Deemed Interests	
	No. of Shares	Shareholding (%) <sup>(1)</sup>	No. of Shares	Shareholding (%) <sup>(1)</sup>
Dorr Global Healthcare International Pte. Ltd.	148,335,700	92.53	–	–
Terence Loh Ne-Wei <sup>(2)</sup>	–	–	148,335,700	92.53 <sup>(2)</sup>
Loh Ne-Loon Nelson <sup>(3)</sup>	–	–	148,335,700	92.53 <sup>(3)</sup>

**Notes:**

- (1) The percentage is computed based on the total number of 160,310,300 Shares (excluding 9,700 treasury shares) in issue as at the Latest Practicable Date.
- (2) Terence Loh Ne-Wei is a shareholder of Dorr Global Healthcare International Pte. Ltd. and accordingly is deemed interested in the shares held by Dorr Global Healthcare International Pte. Ltd by virtue of Section 4 of the SFA.
- (3) Loh Ne-Loon Nelson is a shareholder of Dorr Global Healthcare International Pte. Ltd. and accordingly is deemed interested in the shares held by Dorr Global Healthcare International Pte. Ltd by virtue of Section 4 of the SFA.

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- (f) any legal or arbitration proceedings, including those which are pending or known to be contemplated, which may have, or which have had in the 12 months immediately preceding the date of lodgement of this offer information statement, a material effect on the financial position or profitability of the relevant entity or, where the relevant entity is a holding company or holding entity of a group, of the group;**
- 

As at the date of lodgement of this Offer Information Statement, the Directors are not aware of any legal or arbitration proceedings which may or which have had a material effect on the Group's financial position or profitability in the last twelve (12) months before the date of lodgement of this Offer Information Statement.

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- (g) where any securities, securities-based derivatives contracts or equity interests of the relevant entity have been issued within the 12 months immediately preceding the latest practicable date –
- (i) if the securities, securities-based derivatives contracts or equity interests have been issued for cash, state the prices at which the securities or securities-based derivatives contracts have been issued and the number of securities, securities-based derivatives contracts or equity interests issued at each price; or
  - (ii) if the securities, securities-based derivatives contracts or equity interests have been issued for services, state the nature and value of the services and give the name and address of the person who received the securities, securities-based derivatives contracts or equity interests;

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The Company has not issued any securities or equity interests for cash or for services within 12 months immediately preceding the Latest Practicable Date.

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- (h) a summary of each material contract, other than a contract entered into in the ordinary course of business, to which the relevant entity or, if the relevant entity is the holding company or holding entity of a group, any member of the group is a party, for the period of two (2) years immediately preceding the date of lodgement of this offer information statement, including the parties to the contract, the date and general nature of the contract, and the amount of any consideration passing to or from the relevant entity or any other member of the group, as the case may be.

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As at the Latest Practicable Date, save as disclosed below and in paragraph (c) of Part 4 of this Offer Information Statement, neither the Company nor any of its subsidiaries has entered into any material contract (not being a contract entered into in the ordinary course of business) during the period of two (2) years immediately preceding the date of lodgement of this Offer Information Statement:

- (a) the share sale and purchase agreement dated 11 February 2020 entered into between the Company and Tricor Axcel Limited for the divestment of the entire issued and paid-up share capital of Axcelasia Taxand Sdn Bhd;
- (b) the conditional subscription agreements dated 28 July 2020 entered into between the Company and (1) Tan Su Ling Adele, (2) Wong Fong Hong, (3) Ng Ing-Yong Brian, (4) Tan Chuu Si, (5) Lu, Benson Cheng, (6) Thomas Chan Ho Lam, (7) Sinopharm Singapore Medical Consultants Pte. Ltd., (8) Low Chin Yew and (9) Kerrigan Medical Supplies Pte. Ltd.;
- (c) the conditional sale and purchase agreement dated 28 July 2020 entered into between the Company and Ng Shing Lay in relation to the acquisition of the entire issued and paid-up share capital of Vesta Apex Trading Sdn. Bhd.; and
- (d) the placement agreement dated 3 August 2020 entered into between the Company and UOB Kay Hian Private Limited in relation to the compliance placement to allot and issue an aggregate of up to 150,000 new Shares to restore the free float of the Company.

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**SIXTEENTH SCHEDULE OF THE SECURITIES AND  
FUTURES (OFFERS OF INVESTMENTS) (SECURITIES AND  
SECURITIES-BASED DERIVATIVES CONTRACTS) REGULATIONS 2018**

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**PART 5 – OPERATING AND FINANCIAL REVIEW AND PROSPECTS**

**OPERATING RESULTS**

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**1. Provide selected data from**

- (a) the audited income statement of the relevant entity or, if the relevant entity is the holding company or holding entity of a group, the audited consolidated income statement of the relevant entity or the audited combined income statement of the group, for each financial year (being one of the three (3) most recently completed financial years) for which that statement has been published; and**

**any interim income statement of the relevant entity or, if the relevant entity is the holding company or holding entity of a group, any interim consolidated income statement of the relevant entity or interim combined income statement of the group, for any subsequent period for which that statement has been published.**

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**2. The data mentioned in paragraph 1 of this Part must include the line items in the audited income statement, audited consolidated income statement, audited combined income statement, interim income statement, interim consolidated income statement or interim combined income statement, as the case may be, and must in addition include the following items:**

- (a) dividends declared per share in both the currency of the financial statements and the Singapore currency, including the formula used for any adjustment to dividends declared;**
- (b) earnings or loss per share, and**
- (c) earnings or loss per share, after any adjustment to reflect the sale of new securities or securities-based derivatives contracts.**
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The summary of the following financial information and the relevant commentaries should be read in conjunction with the full text of the annual reports and/or relevant financial result announcements for the respective financial periods and financial years. Figures presented herewith are subject to rounding.

**SIXTEENTH SCHEDULE OF THE SECURITIES AND  
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The summary of the audited consolidated income statements of the Group for FY2017, FY2018, FY2019, and the unaudited consolidated income statements for 1HFY2019 and 1HFY2020 are set out below:

Group	← Audited →			← Unaudited →	
	FY2017 (RM'000)	FY2018 (RM'000)	FY2019 (RM'000)	1HFY 2019 (RM'000)	1HFY 2020 (RM'000)
<b>Revenue</b>	22,069	25,197	25,806	–	25
Other gains – net	769	725	761	172	554
Expenses					
– Depreciation of property, plant and equipment	(524)	(475)	(999)	(59)	(70)
– Employee compensation	(17,391)	(16,243)	(15,668)	(623)	(560)
– Referral fees and research charges	(58)	(43)	(58)	–	–
– Rental on operating lease and maintenance	(1,533)	(1,040)	(151)	(32)	(10)
– Subcontractors' fee	(291)	(197)	(294)	–	–
– Finance	–	–	(91)	–	(5)
– Others	(3,649)	(5,532)	(4,931)	(511)	(1,177)
Total expenses	(23,446)	(23,530)	(22,192)	(1,225)	(1,822)
(Loss)/Profit before income tax from Continuing Operations	(608)	2,392	4,375	(1,053)	(1,243)
Income tax expense	(781)	(939)	(1,656)	–	–
Net (Loss)/Profit from Continuing Operations	(1,389)	1,453	2,719	(1,053)	(1,243)
Net Profit for the period from Discontinued Operations	–	–	–	1,328	57,073
<b>Net (loss)/profit</b>	<b>(1,389)</b>	<b>1,453</b>	<b>2,719</b>	<b>275</b>	<b>55,830</b>
<b>Other comprehensive income</b>					
Items that may be reclassified subsequently to profit or loss:					
Currently translation differences arising from consolidation					
– Losses	(15)	(6)	–	(1)	–
<b>Total comprehensive income</b>	<b>(1,404)</b>	<b>1,447</b>	<b>2,719</b>	<b>274</b>	<b>55,830</b>

**SIXTEENTH SCHEDULE OF THE SECURITIES AND  
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Group	← Audited →			← Unaudited →	
	FY2017 (RM'000)	FY2018 (RM'000)	FY2019 (RM'000)	1HFY 2019 (RM'000)	1HFY 2020 (RM'000)
<b>Profit/(loss) attributable to:</b>					
Equity holders of the Company	(761)	1,606	2,743	304	55,845
Non-controlling interests	(628)	(153)	(24)	(29)	(15)
	(1,389)	1,453	2,719	275	55,830
<b>Total comprehensive income/(loss) attributable to:</b>					
Equity holders of the Company	(774)	1,601	2,743	303	55,845
Non-controlling interests	(631)	(154)	(24)	(29)	(15)
	(1,405)	1,447	2,719	274	55,830
<b>(Loss)/Earnings per share attributable to equity holders of the Company (cents per share)</b>					
– Basic (RM cents) <sup>(1)</sup>	(0.47) <sup>(2)</sup>	1.00 <sup>(2)</sup>	1.71 <sup>(3)</sup>	0.19 <sup>(3)</sup>	34.84 <sup>(3)</sup>
– Diluted (RM cents) <sup>(1)</sup>	(0.47) <sup>(2)</sup>	1.00 <sup>(2)</sup>	1.71 <sup>(3)</sup>	0.19 <sup>(3)</sup>	34.84 <sup>(3)</sup>
<b>(Loss)/Earning per share attributable to owners of the Company after adjusting for the allotment and issuance of the Compliance Placement Shares</b>					
– Basic (RM cents) <sup>(1)</sup>	(0.47) <sup>(4)</sup>	1.00 <sup>(4)</sup>	1.71 <sup>(5)</sup>	0.19 <sup>(5)</sup>	34.81 <sup>(5)</sup>
– Diluted (RM cents) <sup>(1)</sup>	(0.47) <sup>(4)</sup>	1.00 <sup>(4)</sup>	1.71 <sup>(5)</sup>	0.19 <sup>(5)</sup>	34.81 <sup>(5)</sup>

**Notes:**

- (1) Basic and diluted (loss)/earnings per share are calculated by dividing the profit/loss attributable to equity holders of the Company by the weighted average number of shares for the respective financial year/period.
- (2) The basic and diluted (loss) per share for FY2017 and FY2018 is calculated based on the weighted average number of shares of 160,320,000 Shares.
- (3) The basic and diluted (loss) per share for FY2019, 1HFY2019, and 1HFY2020 is calculated based on the weighted average number of shares of 160,312,725 Shares.
- (4) The basic and diluted (loss) per share for FY2017 and FY2018 is calculated based on the weighted average number of shares of 160,432,500 Shares.
- (5) The basic and diluted (loss) per share for FY2019, 1HFY2019 and 1HFY2020 is calculated based on the weighted average number shares of 160,425,225 Shares.

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**SIXTEENTH SCHEDULE OF THE SECURITIES AND  
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**3. Despite paragraph 1 of this Part, where –**

**(a) unaudited financial statements of the relevant entity or, if the relevant entity is the holding company or holding entity of a group, the unaudited consolidated financial statements of the relevant entity or unaudited combined financial statements of the group, have been published in respect of the most recently completed financial year; and**

**(b) the audited financial statements for that year are unavailable,**

**the data mentioned in paragraph 1 of this Part in respect of the most recently completed financial year may be provided from such unaudited financial statements, if the directors or equivalent persons of the relevant entity include a statement in this offer information statement that to the best of their knowledge, they are not aware of any reason which could cause the unaudited financial statements to be significantly different from the audited financial statements for the most recently completed financial year.**

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Not applicable. The audited financial statements in respect of FY2019, which is the most recently completed financial year, have been published and are made available on the SGX website at <http://www.sgx.com/>.

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**4. In respect of –**

**(a) each financial year (being one of the three (3) most recent completed financial years) for which financial statements have been published; and**

**(b) any subsequent period for which interim financial statements have been published,**

**provide information regarding any significant factor, including any unusual or infrequent event or new development, which materially affected profit or loss before tax of the relevant entity or, if it is the holding company or holding entity of a group, of the group, and indicate the extent to which such profit or loss before tax of the relevant entity or the group, as the case may be, was so affected. Describe any other significant component of revenue or expenditure necessary to understand the profit or loss before tax for each of these financial periods.**

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Save as disclosed below and in this Offer Information Statement, the Directors are not aware of any significant factor, including any unusual or infrequent event or new development which materially affected profit or loss before tax of the Group.

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## **SIXTEENTH SCHEDULE OF THE SECURITIES AND FUTURES (OFFERS OF INVESTMENTS) (SECURITIES AND SECURITIES-BASED DERIVATIVES CONTRACTS) REGULATIONS 2018**

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A summary of the operations, business and financial performance of the Group is set out below:

### **1HFY2020 vs 1HFY2019**

The Group recorded revenue of RM0.03 million in 1HFY2020, an increase of RM0.03 million compared to nil in 1HFY2019.

Other income increased by approximately RM0.38 million from RM0.17 million in 1HFY2019 to RM0.55 million in 1HFY2020.

Total expenses increased by approximately RM0.59 million from RM1.23 million in 1HFY2019 to RM1.82 million in 1HFY2020 and this was primarily due to the professional fees such as audit and legal fees involved in the divestment.

Overall, compared to the corresponding period, the Group reported a loss before tax of approximately RM1.24 million for 1HFY2020 in respect of its continuing operations.

Had the Group included the proceeds from the divestment of Tricor Taxand Sdn. Bhd. (formerly known as Axcelasia Taxand Sdn. Bhd.), the Group would have recorded a net profit attributable to shareholders of approximately RM55.85 million.

### **FY2019 vs FY2018**

The Group's revenue for FY2019 increased by approximately 2.42% to RM25.81 million from RM25.20 million in FY2018 largely due to the better performance in the tax advisory and business consultancy services divisions.

Total expenses decreased by approximately 5.69% to RM22.19 million in FY2019 from RM23.53 million in FY2018. The decrease in total expenses were marginal as compared to FY2018.

As a result of the above, the Group recorded a net profit attributable to equity holders of the Company of approximately RM2.74 million in FY2019 compared to RM1.61 million in FY2018.

### **FY2018 vs FY2017**

The Group's revenue for FY2018 increased by approximately 14.17% to RM25.20 million from RM22.07 million in FY2017 largely due to the better performance in the tax advisory, business consultancy and business support services divisions.

Total expenses increased by approximately 0.36% to RM23.53 million in FY2018 from RM23.45 million in FY2017. The increase in total expenses were marginal as compared to FY2017.

As a result of the above, the Group recorded a net profit attributable to equity holders of the Company of approximately RM1.61 million in FY2018 as compared to a loss of approximately RM0.76 million in FY2017.

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**FINANCIAL POSITION**

5. Provide selected data from the balance sheet of the relevant entity or, if it is the holding company or holding entity of a group, the group as at the end of –
- (a) the most recent completed financial year for which audited financial statements have been published; or
- (b) if interim financial statements have been published for any subsequent period, that period.

The audited consolidated statement of financial position of the Group as at 31 December 2019 as well as the unaudited consolidated statement of financial position of the Group as at 30 June 2020 is set out below:

<b>GROUP BALANCE SHEET</b>	<b>Audited as at 31 December 2019 (RM'000)</b>	<b>Unaudited as at 30 June 2020 (RM'000)</b>
<b>ASSETS</b>		
<b>Current assets</b>		
Cash and cash equivalents	23,866	79,116
Trade and other receivables	11,248	1,927
Income tax recoverable	1	–
	35,115	81,043
<b>Non-Current assets</b>		
Property, plant and equipment	1,827	179
Goodwill	2,130	–
	3,957	179
<b>Total assets</b>	39,072	81,222
<b>LIABILITIES</b>		
<b>Current liabilities</b>		
Other payables	3,790	602
Current income tax liabilities	738	–
Borrowings	554	31
	5,082	633



**SIXTEENTH SCHEDULE OF THE SECURITIES AND  
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<b>GROUP BALANCE SHEET</b>	<b>Audited as at 31 December 2019 (RM'000)</b>	<b>Unaudited as at 30 June 2020 (RM'000)</b>
<b>Non-current liability</b>		
Borrowings	561	78
<b>Total liabilities</b>	5,643	711
<b>NET ASSETS</b>	33,429	80,511
<b>EQUITY</b>		
<b>Capital and reserves attributable to equity holders of the Company</b>		
Share capital	27,818	27,818
Treasury shares	(3)	(3)
Merger reserve	(2,692)	–
Other reserve	48	49
Retained profits	8,186	52,646
	33,357	80,510
<b>Non-controlling interests</b>	72	1
<b>TOTAL EQUITY</b>	33,429	80,511

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**SIXTEENTH SCHEDULE OF THE SECURITIES AND  
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6. The data mentioned in paragraph 5 of this Part shall include the line items in the audited or interim balance sheet of the relevant entity or the group, as the case may be, and shall in addition include the following items:
- (a) number of shares after any adjustment to reflect the sale of new securities or securities-based derivatives contracts;
  - (b) net assets or liabilities per share; and
  - (c) net assets or liabilities per share after any adjustment to reflect the sale of new securities or securities-based derivatives contracts.

As an illustration only and assuming that the Proposed Compliance Placement had been completed on 31 December 2019 and 30 June 2020 respectively, the financial effects of the Proposed Compliance Placement on the NAV based on the audited consolidated statement of financial position of the Group as at 31 December 2019 and the unaudited consolidated statement of financial position of the Group as at 30 June 2020 are as follows:

	Audited as at 31 December 2019	Unaudited as at 30 June 2020
<b>Before the Proposed Compliance Placement</b>		
Number of Shares in issue	160,310,300	160,310,300
NAV per Share (RM)	0.2081	0.5022
NAV attributable to equity holders of the Company before the Proposed Compliance Placement (RM'000)	33,357	80,510
<b>After the Proposed Compliance Placement</b>		
Number of Shares in issue	160,460,300	160,460,300
NAV per Share (RM)	0.2085	0.5023
Gross proceeds from the Proposed Compliance Placement (RM'000)	91 <sup>(1)</sup>	91 <sup>(1)</sup>
NAV after adjusting for the Proposed Compliance Placement (RM'000)	33,448	80,601

**Note:**

(1) Exchange rate at S\$1:RM 3.0412 has been used for the conversion.

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**LIQUIDITY AND CAPITAL RESOURCES**

7. Provide an evaluation of the material sources and amounts of cash flows from operating, investing and financing activities in respect of –
- (a) the most recent completed financial year for which financial statements have been published; and
- (b) if interim financial statements have been published for any subsequent period, that period.

The audited consolidated statement of cash flow for FY2019 and the unaudited consolidated statement of cash flow for 1HFY2020 are set out below:

	Audited as at 31 December 2019 (RM'000)	Unaudited as at 30 June 2020 (RM'000)
<b>Cash flows from operating activities</b>		
Net loss from continuing operations	2,719	(1,243)
Net profit from discontinued operations	–	57,073
Adjustments for:		
– Income tax expense	1,656	–
– Depreciation of property, plant and equipment	999	70
– Interest income	(620)	(561)
– Property, plant and equipment written off	6	–
– (Gain) on divestment of a subsidiary corporation	–	(57,260)
– Finance expenses	91	5
– Unrealised currency translation difference	1	(6)
	4,852	(1,922)
Change in working capital:		
– Trade and other receivables	(723)	1,411
– Other payables	(483)	6
Cash generated from operations	3,646	(505)
Income tax paid	(488)	–
<b>Net cash provided by/(used in) operating activities</b>	<b>3,158</b>	<b>(505)</b>
<b>Cash flows from investing activities</b>		
Additions to property, plant and equipment	(289)	(1)
Divestment of a subsidiary corporation	–	66,622
Disposal of property, plant and equipment	75	
Interest received	606	561
<b>Net cash provided by investing activities</b>	<b>392</b>	<b>67,182</b>

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	Audited as at 31 December 2019 (RM'000)	Unaudited as at 30 June 2020 (RM'000)
<b>Cash flows from financing activities</b>		
Proceeds from subsidiary corporations' issuance of share capital to non-controlling interests	6	–
Bank deposits pledged	(12)	12
Dividend paid to equity holders of the Company	(987)	(11,386)
Share buyback	(3)	–
Principal payment of lease liability	(457)	(41)
Interest paid	(91)	(4)
<b>Net cash (used in) financing activities</b>	<b>(1,544)</b>	<b>(11,419)</b>
<b>Net increase in cash and cash equivalents</b>	<b>2,006</b>	<b>55,258</b>
<b>Cash and cash equivalents</b>		
Beginning of financial year	21,849	23,854
Effects of currency translation on cash and cash equivalents	(1)	5
<b>End of financial year</b>	<b>23,854</b>	<b>79,117</b>

A review of the statement of cash flows of the Group is set out below:

**REVIEW OF CASH FLOWS FOR 1HFY2020**

In 1HFY2020, cash and cash equivalents increased by approximately RM55.26 million, mainly due to cash inflow generated from investing activities of approximately RM67.18 million, partially offset by cash outflows from operating activities of approximately RM0.51 million and cash outflows from financing activities of approximately RM11.42 million.

Cash inflow generated from investing activities was mainly derived from divestment of a subsidiary corporation of approximately RM66.62 million.

**REVIEW OF CASH FLOWS FOR FY2019**

Net cash provided by operating activities for FY2019 was approximately RM3.16 million, which comprised cash generated from operating activities before working capital changes of approximately RM4.86 million, working capital outflow of approximately RM1.21 million and income tax paid of approximately RM0.49 million.

Net cash generated from investing activities in FY2019 was approximately RM0.39 million, mainly due to interest received amounting to approximately RM0.61 million, negated by additions of property, plant and equipment amounting to approximately RM0.29 million.

Net cash used in financing activities in FY2019 was approximately RM1.54 million, mainly due to payment of dividends to equity holders of the Company amounting to approximately RM0.99 million and principal payment of lease liability amounting to approximately RM0.46 million in FY2019.

As a result, cash and cash equivalents increased to approximately RM23.85 million in FY2019 from RM21.85 million in FY2018.

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**SIXTEENTH SCHEDULE OF THE SECURITIES AND  
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8. **Provide a statement by the directors or equivalent persons of the relevant entity as to whether, in their reasonable opinion, the working capital available to the relevant entity or, if it is the holding company or holding entity of a group, to the group, as at the date of lodgement of this offer information statement, is sufficient for at least the next 12 months and, if insufficient, how the additional working capital considered by the directors or equivalent persons to be necessary is proposed to be provided. When ascertaining whether working capital is sufficient, any financing facilities which are not available as at the date of lodgement of the prospectus must not be included, but net proceeds from the offer may be taken into account if the offer is fully underwritten. Where the offer is not fully underwritten, minimum net proceeds may be included only if it is an express condition of the offer that minimum net proceeds are to be raised and that the application moneys will be returned to investors if the minimum net proceeds are not raised.**

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As at the date of this Offer Information Statement, the Directors of the Company are of the reasonable opinion that, barring unforeseen circumstances and after taking into consideration the present bank facilities available to the Group and the Net Proceeds, the working capital available to the Group is sufficient to meet its present requirements. The Directors are also of the opinion, after taking into consideration the purpose for the Proposed Compliance Placement as set out in paragraph 3 of Part 4 of this Offer Information Statement, that the Proposed Compliance Placement is in the interest of the Company.

Notwithstanding the above, the Company is undertaking the Proposed Compliance Placement based on the potential Net Proceeds to be raised for the reasons stated in paragraph 3 of Part 4 of this Offer Information Statement.

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9. **If the relevant entity or any other entity in the group is in breach of any of the terms and conditions or covenants associated with any credit arrangement or bank loan which could materially affect the relevant entity's financial position and results or business operations, or the investments by holders of securities or securities-based derivatives contracts in the relevant entity, provide –**
- (a) a statement of that fact;**
  - (b) details of the credit arrangement or bank loan; and**
  - (c) any action taken or to be taken by the relevant entity or other entity in the group, as the case may be, to rectify the situation (including the status of any restructuring negotiations or agreement, if applicable).**

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As at the Latest Practicable Date, and to the best the Directors' knowledge, the Directors are not aware of any breach by any entity in the Group of any terms and conditions or covenants associated with any credit arrangement or bank loan which could materially affect the Company's financial position and results or business operations, or the investments by holders of securities in the Company.

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**TREND INFORMATION AND PROFIT FORECAST OR PROFIT ESTIMATE**

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**10. Discuss –**

- (a) the business and financial prospects of the relevant entity or, if it is the holding company or holding entity of a group, the group, for the next 12 months from the latest practicable date; and**
- (b) any known trends, uncertainties, demands, commitments or events that are reasonably likely to have a material effect on net sales or revenues, profitability, liquidity or capital resources for at least the current financial year, or that may cause financial information disclosed in this offer information statement to be not necessarily indicative of the future operating results or financial condition. If there are no such trends, uncertainties, demands, commitments or events, provide an appropriate statement to that effect.**

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The discussion on the business and financial prospects of the Group as set out herein may contain forward-looking statements, and are subject to certain risks. Please refer to the Section entitled “**Cautionary Note on Forward-Looking Statements**” of this Offer Information Statement for further details.

Save as disclosed below and in this Offer Information Statement, the Company’s annual reports, circulars and SGXNET announcements, the Directors are not aware of any trends, uncertainties, demands, commitments or events which are reasonably likely to have a material effect on net sales or revenues, profitability, liquidity or capital resources, or that would cause financial information disclosed in this Offer Information Statement to be not necessarily indicative of the future operating results or financial condition of the Group.

**Business and financial prospects of the Group for the next 12 months**

On 28 July 2020, the Company announced that it intends to change the core business of the Company to the provision of medical and consumer wellness services, as well as making investments in medical technology, robotics and artificial intelligence (AI) technology application in the medical and consumer wellness space (“**Proposed Change of Core Business**”). The Company also announced that it had entered into a conditional sale and purchase agreement (“**SPA**”) with Ng Shing Lay (the “**Seller**”) in relation to the acquisition of the entire issued and paid-up share capital of Vesta Apex Trading Sdn. Bhd. (the “**Target Company**”) from the Seller (the “**Proposed Acquisition**”). Upon completion of the Proposed Acquisition, the Target Company will become a wholly-owned subsidiary of the Company. The Target Company operates a distribution company in Malaysia and is principally engaged in the business of importing, exporting and wholesale of medical equipment and medical aesthetics products. The Company selected the Target Company as its initial foray into the medical and consumer wellness sector due to a variety of factors, as the Target Company has an attractive business model in the medical technology section in Southeast Asia and a strong order book for its medical equipment distribution business. This played a major role in the selection of the Target Company as a suitable acquisition to kickstart the Proposed Change of Core Business. The Proposed Change of Core Business will become a new core segment of the Group’s business going forward.

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A copy of the announcement dated 28 July 2020 is available on the website of the SGX-ST at [www.sgx.com](http://www.sgx.com). Further information will be contained in the circular to be despatched to Shareholders and be posted through a SGXNET announcement in due course.

Trends, uncertainties, events, factors and risks

To the best of the Directors' knowledge and belief, the risk factors that are material to prospective investors and Shareholders in making an informed judgment on the Proposed Compliance Placement (save for those which have already been disclosed to the general public) are set out in **Appendix A** of this Offer Information Statement. Prospective investors and Shareholders should carefully consider and evaluate each of them and all other information contained in this Offer Information Statement before deciding whether to invest in the Compliance Placement Shares.

Save as disclosed in this Offer Information Statement, the Company's annual reports and SGXNET announcements, and barring unforeseen circumstances, the Directors are not aware of any known trends, uncertainties, demands, commitments or events which are reasonably likely to have a material effect on net sales or revenues, profitability, liquidity or capital resources, or that may cause financial information disclosed in this Offer Information Statement to be not necessarily indicative of the future operating results or financial condition.

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- 11. Where a profit forecast is disclosed, state the extent to which projected sales or revenues are based on secured contracts or orders, and the reasons for expecting to achieve the projected sales or revenues and profit, and discuss the impact of any likely change in business and operating conditions on the forecast.**

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Not applicable. There is no profit forecast disclosed in this Offer Information Statement.

- 12. Where a profit forecast or profit estimate is disclosed, state all principal assumptions, if any, upon which the directors or equivalent persons of the relevant entity have based their profit forecast or profit estimate, as the case may be.**

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Not applicable. There is no profit forecast or profit estimate disclosed in this Offer Information Statement.

- 13. Where a profit forecast is disclosed, include a statement by an auditor of the relevant entity as to whether the profit forecast is properly prepared on the basis of the assumptions referred to in paragraph 12 of this Part, is consistent with the accounting policies adopted by the relevant entity, and is presented in accordance with the accounting standards adopted by the relevant entity in the preparation of its financial statements.**

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Not applicable. There is no profit forecast disclosed in this Offer Information Statement.

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**SIXTEENTH SCHEDULE OF THE SECURITIES AND  
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14. Where the profit forecast disclosed is in respect of a period ending on a date not later than the end of the current financial year of the relevant entity, provide in addition to the statement referred to in paragraph 13 of this Part –
- (a) a statement by the issue manager to the offer, or any other person whose profession or reputation gives authority to the statement made by him, that the profit forecast has been stated by the directors or equivalent persons of the relevant entity after due and careful enquiry and consideration; or
  - (b) a statement by an auditor of the relevant entity, prepared on the basis of his examination of the evidence supporting the assumptions referred to in paragraph 12 of this Part and in accordance with the Singapore Standards on Auditing or such other auditing standards as may be approved in any particular case by the Authority, to the effect that no matter has come to his attention which gives him reason to believe that the assumptions do not provide reasonable grounds for the profit forecast.

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Not applicable. There is no profit forecast disclosed in this Offer Information Statement.

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15. Where the profit forecast disclosed is in respect of a period ending on a date after the end of the current financial year of the relevant entity, provide in addition to the statement referred to in paragraph 13 of this Part –
- (a) a statement by the issue manager to the offer, or any other person whose profession or reputation gives authority to the statement made by him, prepared on the basis of his examination of the evidence supporting the assumptions referred to in paragraph 12 of this Part, to the effect that no matter has come to his attention which gives him reason to believe that the assumptions do not provide reasonable grounds for the profit forecast; or
  - (b) a statement by an auditor of the relevant entity, prepared on the basis of his examination of the evidence supporting the assumptions referred to in paragraph 12 of this Part and in accordance with the Singapore Standards on Auditing or such other auditing standards as may be approved in any particular case by the Authority, to the effect that no matter has come to his attention which gives him reason to believe that the assumptions do not provide reasonable grounds for the profit forecast.

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Not applicable. There is no profit forecast disclosed in this Offer Information Statement.

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**SIXTEENTH SCHEDULE OF THE SECURITIES AND  
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**SIGNIFICANT CHANGES**

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**16. Disclose any event that has occurred from the end of –**

- (a) the most recent completed financial year for which financial statements have been published; or**
- (b) if interim financial statements have been published for any subsequent period, that period,**

**to the latest practicable date which may have a material effect on the financial position and results of the relevant entity or, if it is the holding company or holding entity of a group, the group, or, if there is no such event, provide an appropriate negative statement.**

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Save as disclosed in this Offer Information Statement, the Company's annual reports and the announcements of the Company on SGXNET from time to time, the Directors are not aware of any event which has occurred from 30 June 2020 up to the Latest Practicable Date which may have a material effect on the financial position and results of the Group.

**MEANING OF "PUBLISHED"**

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**17. In this Part, "published" includes publication in a prospectus, in an annual report or on the SGXNET.**

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Noted.

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**SIXTEENTH SCHEDULE OF THE SECURITIES AND  
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**PART 6 – THE OFFER AND LISTING**

**OFFER AND LISTING DETAILS**

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- 1. Indicate the price at which the securities or securities-based derivatives contracts are being offered and the amount of any expense specifically charged to the subscriber or purchaser. If it is not possible to state the offer price at the date of lodgement of this offer information statement, state the method by which the offer price is to be determined and explain how the relevant entity will inform investors of the final offer price.**

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The Placement Price for each Compliance Placement Share is S\$0.20.

No expenses incurred by the Company in respect of the Proposed Compliance Placement will be specifically charged to the Placement Agent or the placees procured by the Placement Agent.

- 2. If there is no established market for the securities or securities-based derivatives contracts being offered, provide information regarding the manner of determining the offer price, the exercise price or conversion price, if any, including the person who establishes the price or is responsible for the determination of the price, the various factors considered in such determination and the parameters or elements used as a basis for determining the price.**

---

Not applicable. The Shares are, and the Compliance Placement Shares will be listed on Catalist.

- 3. If –**
- (a) any of the relevant entity’s shareholders or equity interest-holders have pre-emptive rights to subscribe for or purchase the securities or securities-based derivatives contracts being offered; and**
  - (b) the exercise of the rights by the shareholder or equity interest-holder is restricted, withdrawn or waived,**

**indicate the reasons for such restriction, withdrawal or waiver, the beneficiary of such restriction, withdrawal or waiver, if any, and the basis for the offer price.**

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None of the Shareholders have pre-emptive rights to subscribe for the Compliance Placement Shares.

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4. If securities or securities-based derivatives contracts of the same class as those securities or securities-based derivatives contracts being offered are listed for quotation on any approved exchange –
- (a) in a case where the first-mentioned securities or securities-based derivatives contracts have been listed for quotation on the approved exchange for at least 12 months immediately preceding the latest practicable date, disclose the highest and lowest market prices of the first-mentioned securities or securities-based derivatives contracts –
- (i) for each of the 12 calendar months immediately preceding the calendar month in which the latest practicable date falls; and
- (ii) for the period from the beginning of the calendar month in which the latest practicable date falls to the latest practicable date; or
- (b) in a case where the first-mentioned securities or securities-based derivatives contracts have been listed for quotation on the approved exchange for less than 12 months immediately preceding the latest practicable date, disclose the highest and lowest market prices of the first-mentioned securities or securities-based derivatives contracts –
- (i) for each calendar month immediately preceding the calendar month in which the latest practicable date falls; and
- (ii) for the period from the beginning of the calendar month in which the latest practicable date falls to the latest practicable date;
- (c) disclose any significant trading suspension that has occurred on the approved exchange during the three (3) years immediately preceding the latest practicable date or, if the securities or securities-based derivatives contracts have been listed for quotation for less than three (3) years, during the period from the date on which the securities or securities-based derivatives contracts were first listed to the latest practicable date; and
- (d) disclose information on any lack of liquidity, if the securities or securities-based derivatives contracts are not regularly traded on the approved exchange.

- 
- (a) The Compliance Placement Shares to be issued upon subscription are of the same class as the Shares and the Shares are listed for quotation on Catalist.

The price range and volume of the Shares traded on Catalist during each of the twelve (12) calendar months immediately preceding the Latest Practicable Date and for the period from 1 August 2020 to the Latest Practicable Date are as follows:

Month/Year	Price Range		Share Volume ('000)
	Low (S\$)	High (S\$)	
August 2019	0.0650	0.0650	–
September 2019	0.0650	0.0650	–

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Month/Year	Price Range		Share Volume ( '000)
	Low (S\$)	High (S\$)	
October 2019	0.0640	0.0650	11
November 2019	0.0640	0.0640	–
December 2019	0.0440	0.0640	1
January 2020	0.0440	0.0650	193
February 2020	0.0440	0.1350	283
March 2020	0.1350	0.1400	91
April 2020	0.1300	0.1900	108
May 2020	0.1400	0.1700	346
June 2020	0.2150	0.1450	119,704
July 2020	0.2200	0.2050	119,704
1 August 2020 to the Latest Practicable Date	0.2200	0.2200	639

**Source:** Yahoo Finance<sup>(1)</sup>

**Note:**

- (1) Yahoo Finance has not consented to the inclusion of the price range and volume of Shares quoted under this Paragraph and is thereby not liable for such information under Sections 253 and 254 of the SFA. The Company has included the above price range of Shares in their proper form and context in this Offer Information Statement and has not verified the accuracy of such information.
- (b) Not applicable. The Shares have been listed and quoted on Catalist for more than twelve (12) months immediately preceding the Latest Practicable Date.
- (c) Save for the trading halt and the subsequent request for suspension announced by the Company on 22 July 2020 and 27 July 2020 respectively pursuant to Rule 1303(1) of the Catalist Rules, in respect of the close of the Offer and the amendment to the final level of acceptance and the resultant shareholding, there has been no significant trading suspension of Shares on the SGX-ST during the three (3) years immediately preceding the Latest Practicable Date.
- (d) Please refer to the table set out in paragraph 4(a) of Part 6 of this Offer Information Statement for the volume of Shares traded during each of the twelve (12) calendar months immediately preceding the Latest Practicable Date and for the period from 1 August 2020 to the Latest Practicable Date.

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**SIXTEENTH SCHEDULE OF THE SECURITIES AND  
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5. Where the securities or securities-based derivatives contracts being offered are not identical to the securities or securities-based derivatives contracts already issued by the relevant entity, provide –
- (a) a statement of the rights, preferences and restrictions attached to the securities or securities-based derivatives contracts being offered; and
  - (b) an indication of the resolutions, authorisations and approvals by virtue of which the entity may create or issue further securities or securities-based derivatives contracts, to rank in priority to or *pari passu* with the securities or securities-based derivatives contracts being offered.

- 
- (a) The Compliance Placement Shares will, upon allotment and issue, rank *pari passu* in all respect with the then existing Shares save for any dividends, rights, allotments or other distributions, the Record Date for which falls before the date of issue of the Compliance Placement Shares.
  - (b) The Compliance Placement Shares will be issued pursuant to the general share issue mandate ("**Share Issue Mandate**") approved by Shareholders at the AGM, under Article 3 of the Company's Articles and Rule 806(2) of the Catalist Rules. Pursuant to the Share Issue Mandate granted by the Shareholders at the AGM, the Directors are authorised and empowered to, *inter alia*, allot and issue Shares in the Company not exceeding 100% of the total number of issued Shares (excluding treasury shares) in the capital of the Company at the time of passing of the Share Issue Mandate, of which the aggregate number of Shares to be issued other than on a pro-rata basis to all existing shareholders shall not exceed 50% of the total number of issued shares (excluding treasury shares) in the capital of the Company. As at the date of the AGM, the total number and issued share capital of the Company was 160,310,300 Shares (the "**Approved Limit**"). As no Shares were previously issued under the Share Issue Mandate, the Company is authorised to issue up to 160,310,300 Shares being not more than 100% of the Approved Limit, of which up to 80,155,150 Shares, being not more than 50% of the Approved Limit may be issued other than on a pro-rata basis. In view of this, and taking into consideration the proposed allotment and issuance of the Placement Shares, the proposed allotment and issuance of the Compliance Placement Shares is within the limits of the Share Issue Mandate.

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**PLAN OF DISTRIBUTION**

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6. **Indicate the amount, and outline briefly the plan of distribution, of the securities or securities-based derivatives contracts that are to be offered otherwise than through underwriters. If the securities or securities-based derivatives contracts are to be offered through the selling efforts of any broker or dealer, describe the plan of distribution and the terms of any agreement or understanding with such entities. If known, identify each broker or dealer that will participate in the offer and state the amount to be offered through each broker or dealer.**
- 

Number of Compliance Placement Shares	:	Up to 150,000 Compliance Placement Shares
Manner of Placement	:	UOB Kay Hian Private Limited as the Placement Agent, will pursuant to the Placement Agreement, procure places for the Compliance Placement Shares at the Placement Price on a best endeavours basis for each Compliance Placement Share subject to the terms and conditions of the Placement Agreement

Pursuant to the Placement Agreement, the Placement Agent has undertaken to the Company that, among others:

- (a) it has taken all necessary corporate action to enable it to enter into the Placement Agreement;
- (b) its obligations under the Placement Agreement are valid, binding and enforceable in accordance with its terms;
- (c) its entry into, and/or performance of its obligations under, the Placement Agreement does not and will not violate any law or regulation binding on or applicable to it;
- (d) it is duly incorporated under the laws of Singapore with full power and authority to conduct its business in Singapore and it has all the necessary licences and consents to carry out its obligations under the Placement Agreement in each relevant jurisdiction in which it will perform its obligations under the Placement Agreement;
- (e) in procuring places for the Compliance Placement Shares, it is not acting as an agent of the Company and will not represent itself or hold itself out as an agent of the Company or make any representation or enter into any agreement on behalf of the Company and it will not on behalf of the Company give any information or make any representation in connection with the Placement, other than information contained in this Offer Information Statement or other publicly available information that is released by the Company;

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- (f) the Company shall not have any responsibility for, and the Placement Agent will obtain, any consent, approval or permission required under any laws and regulations for the Proposed Compliance Placement required in any jurisdiction outside Singapore to which it is subject; and
- (g) it will not offer or sell or procure placees or make an invitation for or in respect of the Compliance Placement Shares in any jurisdiction or under any circumstances in which such offer, subscription or invitation is unlawful or not authorised.

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**7. Provide a summary of the features of the underwriting relationship together with the amount of securities or securities-based derivatives contracts being underwritten by each underwriter.**

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Not applicable as pursuant to the Placement Agreement, the Placement Agent is to procure placees for the Compliance Placement Shares on a best endeavours basis.

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**PART 7 – ADDITIONAL INFORMATION**

**STATEMENTS BY EXPERTS**

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- 1. Where a statement or report attributed to a person as an expert is included in this offer information statement, provide such person's name, address and qualifications.**
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Not applicable. No statement or report attributed to a person as an expert is included in this Offer Information Statement.

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- 2. Where this offer information statement contains any statement (including what purports to be a copy of, or extract from, a report, memorandum or valuation) made by an expert –**

- (a) state the date on which the statement was made;**
  - (b) state whether or not it was prepared by the expert for the purpose of incorporation in this offer information statement; and**
  - (c) include a statement that the expert has given, and has not withdrawn, his written consent to the issue of this offer information statement with the inclusion of the statement in the form and context in which it is included in this offer information statement.**
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Not applicable. No statement has been made by an expert in this Offer Information Statement.

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- 3. The information referred to in paragraphs 1 and 2 of this Part need not be provided in this offer information statement if the statement attributed to the expert is a statement to which the exemption under regulation 33(2) applies.**
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Not applicable. No statement has been made by or is attributed to an expert in this Offer Information Statement.



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**SIXTEENTH SCHEDULE OF THE SECURITIES AND  
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**CONSENTS FROM ISSUE MANAGER AND UNDERWRITERS**

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4. Where a person is named in this offer information statement as the issue manager or underwriter (but not a sub-underwriter) to the offer, include a statement that the person has given, and has not withdrawn, his written consent to being named in this offer information statement as the issue manager or underwriter, as the case may be, to the offer.
- 

UOB Kay Hian Private Limited, named as the Placement Agent in this Offer Information Statement has given and has not, before the lodgement of this Offer Information Statement with the SGX-ST, acting as agent on behalf of the Authority, withdrawn its written consent to the issue of this Offer Information Statement with the inclusion of its name and all references thereto, in the form and context in which they are included and appear in this Offer Information Statement.

**OTHER MATTERS**

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5. Include particulars of any other matters not disclosed under any other paragraph of this Schedule which could materially affect, directly or indirectly –
- (a) the relevant entity's business operations or financial position or results; or
  - (b) investments by holders of securities or securities-based derivatives contracts in the relevant entity.
- 

Save as disclosed in this Offer Information Statement and in the public announcements made by the Company via SGXNET and to the best of the Directors' knowledge, they are not aware of any other matters which could materially affect, directly or indirectly, the Company's business operations, financial position or results, or investments by holders of securities in the Company.

<b>PART 8 – ADDITIONAL INFORMATION REQUIRED FOR OFFER OF DEBENTURES OR UNITS OF DEBENTURES</b>
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Not applicable.

<b>PART 9 – ADDITIONAL INFORMATION REQUIRED FOR CONVERTIBLE DEBENTURES</b>
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Not applicable.

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**SIXTEENTH SCHEDULE OF THE SECURITIES AND  
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**PART 10 – ADDITIONAL INFORMATION REQUIRED FOR OFFER OF SECURITIES OR  
SECURITIES-BASED DERIVATIVES CONTRACTS BY WAY OF RIGHTS ISSUE**

Not applicable.

**PART 11 – ADDITIONAL INFORMATION REQUIRED FOR OFFER INFORMATION  
STATEMENT FOR PURPOSES OF SECTION 277(1AC)(A)(I) OF THE ACT**

Not applicable.

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## APPENDIX A – RISK FACTORS

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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 Compliance Placement (save for those which have already been disclosed to the general public) are set out below. Prospective investors should carefully consider and evaluate each of the following considerations and all other information contained in this Offer Information Statement before deciding whether to invest in the Compliance Placement Shares.

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 industry 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. In that event, the market price of the Compliance Placement Shares could decline, and investors may lose all or part of their investment in the Compliance Placement Shares. Before deciding to invest in the Compliance Placement Shares, you should seek professional advice from your adviser(s) about your particular circumstances.

### RISKS RELATING TO THE GROUP'S BUSINESS AND INDUSTRY

The existing core business of the Group comprises the provision of integrated professional services, including tax advisory, business consultancy, technology tools and advisory and business support services.

***The ongoing COVID-19 global outbreak and any future occurrence of force majeure events, natural disasters, industrial accidents or outbreaks of contagious diseases in Singapore and Malaysia may have a material and adverse effect on the Group's business operations, financial condition, results of operations and prospects.***

The global outbreak of COVID-19 since December 2019 has led to the undertaking of restrictive measures by governments, restricting business activities in the areas affected. In Singapore and Malaysia, the Group's business operations were temporarily halted during the Circuit Breaker period and Movement Control Order period respectively, adversely affecting the Group's business and results of operations. In light of the evolving situation however, there is no guarantee that the Singapore and/or Malaysia governments will not impose similarly restrictive measures for a period of time again in the future, thus adversely affecting the Group's operations.

While as at the Latest Practicable Date, there are no positive cases of COVID-19 amongst the Group's employees there is no guarantee that they will not be suspected of having COVID-19, or no guarantee of the Group's premises not being identified as a possible cluster of COVID-19 cases which require the Group's employees to be quarantined and the Group's affected premises being required to undergo disinfection. Any quarantine or suspension of the Group's operations will affect its results of operations.

If in the future there is an outbreak of SARS, bird flu, Ebola or any contagious diseases, it could similarly affect the Group's operations and its employees, where there are suspected or positive cases. The Group may have to temporarily shut down the affected premises and quarantine the relevant employees to prevent the spread of the disease. This will result in delays and may have an adverse effect on the Group's business and its financial performance.

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## APPENDIX A – RISK FACTORS

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***The Group's business is vulnerable to the general uncertain economic, social and political environment.***

The Group could experience declines in demand for its services when global economic conditions are unstable or volatile. Differing economic conditions and patterns of economic growth or contraction may affect demand for the Group's services. Even without uncertainty and volatility, it is difficult for the Group to forecast future demand for its services due to the inherent difficulty in forecasting the direction and strength of economic cycles.

Economic conditions can be impacted by a number of factors, including volatility in global financial markets, macroeconomic policy, trade policy and conflicts, geopolitical events and public and private debt levels. We have no control over such conditions and there is no assurance that such conditions and development will not occur and adversely affect the Group's business operations.

***Payment delays and/or default by the Group's customers.***

The Group is exposed to payment delays and/or default by its customers. There is no assurance that the Group will be able to collect such debts on time or at all. If its customers experience cash flow difficulties or a decline in their business performance, they may default in their payments to the Group. Further, during economic downturns, the customers may be adversely affected financially and the possibility of defaults in payment will be greater. As a result, the Group may experience payment delays or in more severe cases, non-recovery of debts from its customers. The Group may then have to make provisions for doubtful debts or incur debt write-offs, which will have an adverse impact on its profitability.

***Data and security breaches and attacks against the Group's systems and network, and any potentially resulting breach or failure to otherwise protect confidential and proprietary information, could damage the Group's reputation and negatively impact its business, as well as materially and adversely affect the financial condition and results of operations of the Group.***

Although the Group has employed significant resources to develop its security measures against breaches, the cybersecurity measures put in place by the Group may not detect, prevent or control all attempts to compromise its systems, including distributed denial-of-service attacks, viruses, malicious software, break-ins, phishing attacks, social engineering, security breaches or other attacks and similar disruptions that may jeopardise the security of information stored in and transmitted by its systems or maintained by the Group.

Breaches of the Group's cybersecurity measures could result in unauthorised access to its systems, misappropriation of information or data, deletion or modification of user information, or a denial-of-service or other interruption to its business operations. As techniques used to obtain unauthorised access to or sabotage systems change frequently and may not be known until launched against the Group or its third-party service providers, the Group may not be able to anticipate, or implement adequate measures to protect against, these attacks.

If the Group is unable to avert these attacks and security breaches, it could be subject to significant legal and financial liabilities. In addition, the reputation of the Group would be harmed and it could sustain substantial revenue loss from loss of customers and customers' dissatisfaction. The Group may not have the resources or technical sophistication to anticipate or prevent rapidly evolving types of cyber-attacks. Actual or anticipated attacks and risks may cause the Group to incur significantly higher costs, including costs to deploy additional personnel and network protection technologies, train employees, and engage third-party experts and consultants. Cybersecurity breaches would not only harm reputation and business of the Group, but also could materially decrease the revenue and net income of the Group.

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## APPENDIX A – RISK FACTORS

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***The Group's future success is dependent on its key management personnel and its ability to recruit suitable and qualified employees.***

The future success of the Group depends upon the capabilities and efforts of the Group's management team and their ability to hire and retain key management personnel as well as suitable and qualified employees. The ability of the Group to continue to attract, retain and motivate key personnel will have an impact on its operations.

The loss of the services of one or more of these individuals without timely adequate replacements or the inability to attract new suitably qualified personnel at a reasonable cost would have a material adverse effect on the financial performance and operations of the Group. In addition, the Group may lose business to the organisations that members of the key management of the Group may join after leaving their positions with the Group. Although we have entered into service contracts with certain key management personnel of the Group, the Group cannot assure Shareholders that it will be able to continue to engage their services in the future. If the Group is unable to retain or recruit suitable and qualified employees, the Group's business, financial condition and results of operations may be adversely affected.

### **RISKS RELATING TO THE GROUP'S NEW BUSINESS AND INDUSTRY**

The Company intends to change its core business to be in the provision of medical and consumer wellness services, as well as making investments in medical technology, robotics and artificial intelligence (AI) technology application in the medical and consumer wellness space ("**Proposed New Business**"), subject to the resolution to be passed at the extraordinary general meeting to be held on 27 August 2020 – the risk factors in relation to the Proposed New Business has been stated in the circular to the shareholders dated 5 August 2020.

### **RISKS RELATING TO THE OWNERSHIP OF THE SHARES**

***Investments in shares quoted on Catalist involve a higher degree of risk and can be less liquid than shares quoted on the Main Board of the SGX-ST.***

The Catalist is a listing platform designed primarily for fast-growing and emerging or smaller companies, to which a higher investment risk tends to be attached, as compared to larger or more established companies listed on the Main Board of the SGX-ST. An investment in shares quoted on Catalist may carry a higher risk than an investment in shares quoted on the Main Board of the SGX-ST and the future success and liquidity in the market of the Shares cannot be guaranteed.

In addition, there is no assurance that the liquidity of the Shares or the volume of the Shares as traded on Catalist may not change or decline after the Proposed Compliance Placement. For example, if minority Shareholders of the Company do not subscribe to the Proposed Compliance Placement, occurs, the free float of the Company will decrease and the liquidity of the Shares may decline as a result.

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## APPENDIX A – RISK FACTORS

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### ***The Company's Share price may be volatile.***

The market price for the Shares may be highly volatile and can fluctuate significantly and rapidly in response to, *inter alia*, the following factors, some of which are beyond the Group's control, namely:

- (a) variations in the Group's operating results;
- (b) changes in the Group's assets and liabilities;
- (c) announcements made by the Group in relation to significant acquisitions, strategic alliances or joint ventures;
- (d) success or failure of the Company's management team in implementing business and growth strategies;
- (e) gain or loss of an important business relationship or contract;
- (f) additions or departures of key personnel;
- (g) changes in securities analysts' recommendations, perceptions or estimates of the Group's financial performance;
- (h) changes in the share prices of companies with similar business to the Group that are listed in Singapore, or elsewhere;
- (i) changes in conditions affecting the industry, the general economic conditions or stock market sentiments or other events or factors;
- (j) changes in governmental regulations;
- (k) changes in accounting policies;
- (l) fluctuations in stock market prices and volume;
- (m) involvement in litigation;
- (n) negative publicity involving the Group or any Director or executive officer of the Group; and
- (o) general economic, stock and credit market conditions.

### ***Liquidity of the Shares.***

Active and liquid trading for securities generally result in lower volatilities in price and more efficient execution of buy and sell orders for investors. Generally, the liquidity of the market for a particular share is dependent on, amongst others, the size of the free float, the price of each board lot, institutional interests, and the business prospects of the Group as well as the prevailing market sentiment. There is no assurance that the liquidity of the Shares or the volume of the Shares as traded on Catalist may not change or decline after the Proposed Compliance Placement.

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## APPENDIX A – RISK FACTORS

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***Future sale or issuance of Shares could adversely affect the Share price.***

Any future sale, availability or issuance of a large number of Shares can have a downward pressure on the Group's Share price. The sale of a significant number of Shares in the public market after the Proposed Compliance Placement, or the perception that such sales may occur, could materially and adversely affect the market price of the Shares. These factors will also weaken the Group's ability to sell additional equity securities.

***The Group may require additional funding for its growth plans and such funding may result in a dilution of Shareholders' investment.***

The Group has attempted to estimate its funding requirements in order to implement its growth plans, as set out in Part 4 of this Offer Information Statement. In the event that the costs of implementing such plans should exceed these estimates significantly or the Group comes across opportunities to grow through expansion plans which cannot be predicted at this juncture and the funds generated from its operations prove insufficient for such purposes, the Group may need to raise additional funds to meet these funding requirements.

These additional funds may be raised by issuing equity or debt securities or by borrowing from banks or from other resources. The Group cannot ensure that it will be able to obtain any additional financing on terms that are acceptable to it, or at all. If the Group fails to obtain additional financing on terms that are acceptable to it, the Group will not be able to implement such plans fully. Such financing, even if obtained, may be accompanied by conditions that limit the Company's ability to pay dividends or require the Company to seek lenders' consent for the payment of dividends or restrict the Group's freedom to operate its business by requiring lenders' consent for certain corporate actions.

***In the event a Shareholder is unable or unwilling to participate in certain additional fund-raising exercises, he may suffer potential dilution in his investment.***

The Group's working capital requirements, financing plans and capital expenditure needs may vary from those presently expected. If the Group does not meet its goals with respect to revenues, or if costs are higher than anticipated or if there are changes to its current financing plans, substantial additional funds may be required. To the extent that funds generated from operations have been exhausted, the Group may have to raise additional funds to meet new financial requirements. These additional funds may be raised by way of a placement or by further rights offering (which would be subject to Shareholders' approval if necessary) or through the issuance of new Shares.

In such events, if any Shareholder is unable or unwilling to participate in such fund raising, such Shareholder may suffer a dilution in his investment.

***Investors may not be able to participate in future issues of the Company's Shares.***

In the event that the Company issues new Shares, the Company will be under no obligation to offer those Shares to the existing Shareholders at the time of issue, except where the Company elects to conduct a rights issue. If the Company decides to offer to its Shareholders rights to subscribe for additional Shares or any rights of any other nature or other equity issues, the Company will have the discretion and be subject to the relevant laws, rules and regulations as to the procedures to be followed in making such rights offering available to the Company's existing Shareholders or in disposing of such rights for the benefit of such Shareholders and making the net proceeds available to them.

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## APPENDIX A – RISK FACTORS

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The Company may choose not to offer the rights or other equity issues to its Shareholders or investors having an address outside Singapore, hence overseas Shareholders or investors may be unable to participate in future offerings of its Shares and may experience dilution of their interests in the Company.

***There is a high probability that the Company's Share price will fluctuate widely and may adversely affect your investment.***

The Company expects trading of the Shares to be volatile and trading of the Shares may respond to announcements relating to technological or competitive developments, mergers or acquisitions by the Group or their competitors, gain or loss of major customers, or estimates of the Group's financial performance by investment analysts.

***The Company may not be able to pay dividends in the future.***

The Company's ability to declare dividends to Shareholders will depend on, *inter alia*, the future financial performance and distributable reserves of the Group. The Company's future financial performance and distributable reserves depend on several factors such as the successful implementation of the Group's strategies, general economic conditions, demand for the Group's services.

Many of these factors may be beyond the control of the Group. As such, there is no assurance that the Company will be able to pay dividends to Shareholders after the completion of the Proposed Compliance Placement. In the event that any entity in the Group enters into any loan agreements in the future, covenants therein may also limit when and how much dividends which the Company can declare and pay.



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## DIRECTORS' RESPONSIBILITY STATEMENT

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Dated this    day of    2020.

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

### DIRECTORS OF AXINGTON INC.

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**Shen, Che**  
*(Non-Independent Non-Executive Chairman)*

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**Marjory Loh Erchang**  
*(Executive Director)*

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**Wong Soon Yuh**  
*(Non-Independent Non-Executive Director)*

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**Chua Siong Kiat**  
*(Lead Independent Director)*

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**Low Junrui**  
*(Independent Director)*

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**Roberto Dona**  
*(Independent Director)*

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**Kirk W Wagar**  
*(Independent Director)*