



IEV HOLDINGS LIMITED
(Company Registration No. 201117734D)
(Incorporated in the Republic of Singapore)

**PROPOSED RENOUNCEABLE NON-UNDERWRITTEN RIGHTS ISSUE OF SHARES
- IRREVOCABLE UNDERTAKINGS**

1 INTRODUCTION

1.1 The Rights Issue

The board of directors (the "**Directors**") of IEV Holdings Limited (the "**Company**", and together with its subsidiaries, the "**Group**") refers to its announcement on the Rights Issue dated 27 March 2015 ("**Rights Announcement**").

Unless otherwise defined herein, all capitalised terms shall have the same meaning ascribed to them in the Rights Announcement.

1.2 Irrevocable Undertakings

In the Rights Announcement, the Company had announced that Christopher Nghia Do, Tan Sri Dato' Hari N. Govindasamy and Puan Sri Datin Vimala J. Govindasamy, as the Undertaking Shareholders, had undertaken to subscribe and pay for and/or procure subscription and payment for their respective rights entitlements to 16,078,750, 2,750,000 and 15,535,500 Rights Shares respectively or an aggregate of 34,364,250 Rights Shares (the "**Rights Shares Undertakings**"), representing approximately 36.3% of the total Rights Shares available pursuant to the Rights Issue.

The Company wishes to announce that the Company and the Undertaking Shareholders have agreed to amend the Irrevocable Undertakings, by way of separate amendment deeds dated 13 April 2015 ("**Amendment Deeds**").

Pursuant to the Amendment Deeds, each of Christopher Nghia Do and Tan Sri Dato' Hari N. Govindasamy have undertaken that they will (or procure that a special purpose vehicle, will), within such time and date to be informed by the Company to them (to the extent permitted by the SGX-ST, CDP or any relevant authority), make excess applications and payment for, in accordance with the terms of the Rights Issue, at the Issue Price, no less than 12,000,000 and 11,500,000 Excess Rights Shares respectively ("**Minimum Excess Rights Shares**") (collectively, the "**Revised Excess Shares Undertakings**").

The Rights Shares Undertakings provided by the Undertaking Shareholders remain unchanged.

The Rights Shares Undertakings and the Minimum Excess Shares Undertakings amount to an aggregate of 57,864,250 Rights Shares, representing approximately 61.2% of the total Rights Shares available pursuant to the Rights Issue.

Based on the terms of the Rights Issue and the Irrevocable Undertakings (as amended by the Amendment Deeds), the aggregate interests of the Undertaking Shareholders immediately after the close of the Rights Issue will be approximately:-

- (a) 36.3% of the Enlarged Issued Share Capital, assuming all of the Shareholders subscribe for their respective rights entitlements pursuant to the Rights Issue;
- (b) 51.24% of the Minimum Enlarged Issued Share Capital (as defined below), assuming that (i) save for the Undertaking Shareholders, none of the Shareholders subscribe for their respective rights entitlements or apply for any excess rights shares, pursuant to

the Rights Issue; and (ii) the Undertaking Shareholders subscribe for not more than the Minimum Excess Rights Shares ("**Minimum Subscription Scenario**"); and

- (c) 57.55% of the Maximum Enlarged Issued Share Capital (as defined below), assuming that (i) save for the Undertaking Shareholders, none of the Shareholders subscribe for their respective rights entitlements or apply for any excess rights shares, pursuant to the Rights Issue; and (ii) the Undertaking Shareholders subscribe for the maximum number of Excess Rights Shares available for subscription ("**Maximum Subscription Scenario**").

2 TERMS OF THE RIGHTS ISSUE

- 2.1 Save as set out in this Announcement, the principal terms of the Rights Issue remain unchanged from that announced in the Rights Announcement.

2.2 Number of Rights Shares to be issued

Based on the existing issued share capital of the Company of 189,200,000 Shares as at the date of this announcement ("**Existing Issued Share Capital**"), and taking into account the Irrevocable Undertakings:-

Based on the Minimum Subscription Scenario

57,864,250 Rights Shares will be issued pursuant to the Rights Issue. Upon completion of the Rights Issue, the share capital of the Company will be increased from 189,200,000 Shares to 247,064,250 Shares ("**Minimum Enlarged Issued Share Capital**").

Based on the Maximum Subscription Scenario

94,600,000 Rights Shares will be issued pursuant to the Rights Issue. Upon completion of the Rights Issue, the share capital of the Company will be increased from 189,200,000 Shares to 283,800,000 Shares ("**Maximum Enlarged Issued Share Capital**").

3 USE OF PROCEEDS

- 3.1 Based on the Maximum Subscription Scenario, the estimated net proceeds from the Rights Issue (after deducting estimated expenses to be incurred in connection with the Rights Issue of approximately S\$165,000) is expected to be approximately S\$6,457,000.
- 3.2 Based on the Minimum Subscription Scenario, the estimated net proceeds from the Rights Issue (after deducting estimated expenses to be incurred in connection with the Rights Issue of approximately S\$165,000) is expected to be approximately S\$3,885,498.
- 3.3 The Company intends to utilise the net proceeds from the Rights Issue ("**Net Proceeds**") for the following purposes:

Use of Net Proceeds	Amount assuming the Maximum Subscription Scenario (S\$'million)	Percentage of Net Proceeds assuming the Maximum Subscription Scenario (%)	Amount assuming the Minimum Subscription Scenario (S\$'million)	Percentage of Net Proceeds assuming the Minimum Subscription Scenario (%)
Development of the Pabuaran KSO E&P program	4.40	68.11	3.89	100.00

Construction of the biomass plant in Vietnam	1.50	23.22	-	-
Expansion of the CNG supply chain in Malaysia	0.50	7.74	-	-
General working capital	0.06	0.93	-	-
Total	6.46	100.00	3.89	100.00

3.4 For the purposes of Rule 814(1)(e) of the SGX-ST Listing Manual Section B: Rules of Catalyst, the Directors are of the reasonable opinion that, barring any unforeseen circumstances:

- (a) after taking into consideration the internal resources, the operating cashflows and the present bank facilities of the Group, 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 Rights Issue will strengthen the financial position and capital base of the Group; and
- (b) after taking into consideration the internal resources, the operating cashflows and the present bank facilities of the Group, as well as the Net Proceeds arising from either the Minimum Subscription Scenario or the Maximum Subscription Scenario, the working capital available to the Group is sufficient to meet its present requirements.

4 RESPONSIBILITY STATEMENT

The Directors collectively and individually accept full responsibility for the accuracy of the information given in this announcement and confirm after making all reasonable enquiries, that to the best of their knowledge and belief, this announcement constitutes true and fair disclosure of all material facts about the Rights Issue and the Group, and the Directors are not aware of any facts the omission of which would make any statement in this announcement misleading. Where information in this announcement has been extracted from published or otherwise publicly available sources or obtained from a named source, the sole responsibility of the Directors has been to ensure that such information has been accurately and correctly extracted from those sources and/or reproduced in this announcement in its proper form and context.

5 ANNOUNCEMENTS

Further announcements on the Rights Issue will be made as appropriate on variations or amendments to the terms of the Rights Issue.

Shareholders and potential investors are advised to exercise caution when trading in the shares of the Company. Persons who are in doubt as to the action they should take should consult their legal, financial, tax or other professional advisers.

BY ORDER OF THE BOARD

CHRISTOPHER NGHIA DO

President and Chief Executive Officer
16 April 2015

*This announcement has been prepared by the Company and its contents have been reviewed by the Company's sponsor ("**Sponsor**"), Canaccord Genuity Singapore Pte. Ltd. for compliance with the relevant rules of the Singapore Exchange Securities Trading Limited ("**SGX-ST**"). The Sponsor has not independently verified the contents of this announcement.*

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

The contact person for the Sponsor is Mr. Alex Tan, Chief Executive Officer, Canaccord Genuity Singapore Pte. Ltd., at 77 Robinson Road #21-02 Singapore 068896, telephone (65) 6854-6160.