

INNO-PACIFIC HOLDINGS LTD
(Company Registration Number 197301788K)
(Incorporated in the Republic of Singapore)

THE PROPOSED ACQUISITIONS ANNOUNCED BY THE COMPANY ON 16 FEBRUARY 2011, 17 FEBRUARY 2011 AND 24 FEBRUARY 2011

The Board of Directors of Inno-Pacific Holdings Ltd (the "**Company**") refers to the following announcements which were released on 16 February 2011, 17 February 2011 and 24 February 2011:-

- (i) an announcement dated 16 February 2011 in relation to the proposed acquisition by the Company of the entire issued and paid-up share capital of Enigma Ventures Sdn Bhd (the "**Enigma Acquisition**");
- (ii) an announcement dated 16 February 2011 in relation to the proposed acquisition by the Company of a 25% interest in the issued and paid-up share capital of Grand Prosper Group Limited (the "**Grand Prosper Acquisition**");
- (iii) an announcement dated 16 February 2011 in relation to the proposed acquisition by the Company's wholly owned subsidiary, Inno-Pacific Realty Sdn Bhd ("**IPR**"), of three (3) residential units of a condominium located in Kuala Lumpur, Malaysia (the "**Clear Water Properties Acquisition**");
- (iv) an announcement dated 16 February 2011 in relation to the proposed acquisition by IPR of three (3) shophouses located in Kota Kinabalu, Malaysia (the "**Shophouses Acquisition**");
- (v) an announcement dated 17 February 2011 in relation to the proposed acquisition by the Company of a 35% interest in the issued and paid-up share capital of Trackplus Sdn Bhd (the "**Trackplus Acquisition**");
- (vi) an announcement dated 24 February 2011 in relation to the proposed acquisition by IPR of the entire issued and paid-up share capital of Megan Midas Sdn Bhd (the "**Megan Midas Acquisition**").

The Company wishes to inform that the net tangible asset value of the shares of the Company should be S\$0.0325 per share instead of S\$0.0311 per share as stated in the above announcements.

The net tangible asset value of S\$0.0325 per share is computed based on the unaudited consolidated financial statements of the Company for its financial year ended 31 December 2010 after taking into consideration the placement of 215,000,000 ordinary shares which was completed in January 2011.

For ease of reference, the revised value of the consideration for each of the above acquisitions compared with the Company's market capitalisation, under Rule 1006(c) of the Listing Manual, and, the revised impact on the Group's Net Tangible Asset ("NTA") per share for each of the above acquisitions is reproduced as follows:-

(i) The Enigma Acquisition

Rule 1006(c) of the Listing Manual

	The Enigma Acquisition	The Group	%
(c) Aggregate value of the consideration compared with the Company's market capitalisation as at 14 February 2011	S\$6,500,646 ⁽³⁾	S\$19,056,936 ⁽⁴⁾	34.11

Notes:-

- (3) The value of the consideration is based on 200,000,000 Enigma Consideration Shares multiplied by the net asset value of the shares of the Company of S\$0.0325 per share which is based on the unaudited consolidated financial statements of the Company for its financial year ended 31 December 2010, after taking into consideration the 215,000,000 shares placement completed in January 2011.
- (4) The market capitalisation of the Company was determined by multiplying the number of issued shares, being 1,401,245,285 shares, by the weighted average price of such shares transacted on 14 February 2011 of S\$0.0136 per share as no trades were done on the shares of the Company on 15 February 2011 (being the market day immediately preceding the date of the execution of the Enigma Sale and Purchase Agreement).

Net Tangible Asset ("NTA") per share

For illustration purposes only, based on the latest published unaudited consolidated financial statements of the Company for its financial year ended 31 December 2010 and the unaudited consolidated financial statements of Enigma for its financial year ended 30 April 2010, and, assuming the Enigma Acquisition had been completed on 31 December 2010, the Group's NTA per share will be as follows:-

	Before allotment of the Enigma Consideration Shares	After allotment of the Enigma Consideration Shares
Number of shares	1,401,245,285 ⁽¹⁾	1,601,245,285
NTA per share before the Enigma Acquisition	3.25 cents	2.84 cents
NTA per share after the Enigma Acquisition	3.39 cents	2.97 cents

Note:

- (1) The number of shares includes 215,000,000 shares which were placed out by the Company to various subscribers in January 2011 respectively.

(ii) **The Grand Prosper Acquisition**

Rule 1006(c) of the Listing Manual

	The Grand Prosper Acquisition	The Group	%
(c) Aggregate value of the consideration compared with the Company's market capitalisation as at 14 February 2011	S\$6,500,646 ⁽³⁾	S\$19,056,936 ⁽⁴⁾	34.11

Notes:-

- (3) The value of the consideration is based on 200,000,000 Grand Prosper Consideration Shares multiplied by the net asset value of the shares of the Company of S\$0.0325 per share which is based on the unaudited consolidated financial statements of the Company for its financial year ended 31 December 2010, after taking into consideration the 215,000,000 shares placement completed in January 2011.
- (4) The market capitalisation of the Company was determined by multiplying the number of issued shares, being 1,401,245,285 shares, by the weighted average price of such shares transacted on 14 February 2011 of S\$0.0136 per share as no trades were done on the shares of the Company on 15 February 2011 (being the market day immediately preceding the date of the execution of the Grand Prosper Sale and Purchase Agreement).

Net Tangible Asset ("NTA") per share

For illustration purposes only, based on the latest published unaudited consolidated financial statements of the Company for its financial year ended 31 December 2010 and the unaudited consolidated financial statements of Grand Prosper for period ended 31 December 2010, and, assuming the Grand Prosper Acquisition had been completed on 31 December 2010, the Group's NTA per share will be as follows:-

	Before allotment of the Grand Prosper Consideration Shares	After allotment of the Grand Prosper Consideration Shares
Number of shares	1,401,245,285 ⁽¹⁾	1,601,245,285
NAV per share before the Grand Prosper Acquisition	3.25 cents	2.84 cents
NAV per share after the Grand Prosper Acquisition	3.39 cents	2.97 cents

Note:

- (1) The number of shares includes 215,000,000 shares which were placed out by the Company to various subscribers in January 2011 respectively.

(iii) **The Clear Water Properties Acquisition**

Rule 1006(c) of the Listing Manual

	The Clear Water Properties Acquisition	The Group	%
(c) Aggregate value of the consideration compared with the Company's market capitalisation as at 14 February 2011	S\$8,726,721 ⁽³⁾	S\$19,056,936 ⁽⁴⁾	45.79

Notes:-

- (3) The value of the consideration is based on 268,487,800 Clear Water Consideration Shares multiplied by the net asset value of the shares of the Company of S\$0.0325 per share which is based on the unaudited consolidated financial statements of the Company for its financial year ended 31 December 2010, after taking into consideration the 215,000,000 shares placement completed in January 2011.
- (4) The market capitalisation of the Company was determined by multiplying the number of issued shares, being 1,401,245,285 shares, by the weighted average price of such shares transacted on 14 February 2011 of S\$0.0136 per share as no trades were done on the shares of the Company on 15 February 2011 (being the market day immediately preceding the date of the execution of the Clear Water Master Purchase Agreement).

Net Tangible Asset ("NTA") per share

For illustration purposes only, based on the latest published unaudited consolidated financial statements of the Company for its financial year ended 31 December 2010, and, assuming the Clear Water Properties Acquisition had been completed on 31 December 2010, the Group's NTA per share will be as follows:-

	Before allotment of the Clear Water Consideration Shares	After allotment of the Clear Water Consideration Shares
Number of shares	1,401,245,285 ⁽¹⁾	1,669,733,085
NAV per share before the Clear Water Properties Acquisition	3.25 cents	2.73 cents
NAV per share after the Clear Water Properties Acquisition	3.44 cents	2.89 cents

Note:

- (1) The number of shares includes 215,000,000 shares which were placed out by the Company to various subscribers in January 2011 respectively.

(iv) **The Shophouses Acquisition**

Rule 1006(c) of the Listing Manual

	The Shophouses Acquisition	The Group	%
(c) Aggregate value of the consideration compared with the Company's market capitalisation as at 14 February 2011	S\$1,677,674 ⁽³⁾	S\$19,056,936 ⁽⁴⁾	8.8

Notes:-

(3) The value of the consideration is based on 51,615,610 LKY Consideration Shares multiplied by the net asset value of the shares of the Company of S\$0.0325 per share which is based on the unaudited consolidated financial statements of the Company for its financial year ended 31 December 2010, after taking into consideration the 215,000,000 shares placement completed in January 2011.

(4) The market capitalisation of the Company was determined by multiplying the number of issued shares, being 1,401,245,285 shares, by the weighted average price of such shares transacted on 14 February 2011 of S\$0.0136 per share as no trades were done on the shares of the Company on 15 February 2011 (being the market day immediately preceding the date of the execution of the LKY Sale and Purchase Agreements).

Net Tangible Asset ("NTA") per share

For illustration purposes only, based on the latest published unaudited consolidated financial statements of the Company for its financial year ended 31 December 2010, and, assuming the Shophouses Acquisition had been completed on 31 December 2010, the Group's NTA per share will be as follows:-

	Before allotment of the LKY Consideration Shares	After allotment of the LKY Consideration Shares
Number of shares	1,401,245,285 ⁽¹⁾	1,452,860,895
NAV per share before the Shophouses Acquisition	3.25 cents	3.13 cents
NAV per share after the Shophouses Acquisition	3.29 cents	3.17 cents

Note:

(1) The number of shares includes 215,000,000 shares which were placed out by the Company to various subscribers in January 2011 respectively.

(v) **The Trackplus Acquisition**

Rule 1006(c) of the Listing Manual

	The Trackplus Acquisition	The Group	%
(c) Aggregate value of the consideration compared with the Company's market capitalisation as at 16 February 2011	S\$7,159,903 ⁽³⁾	S\$14,012,453 ⁽⁴⁾	51.10

Notes:-

- (3) The value of the consideration is based on 220,282,800 Trackplus Consideration Shares multiplied by the net asset value of the shares of the Company of S\$0.0325 per share which is based on the unaudited consolidated financial statements of the Company for its financial year ended 31 December 2010, after taking into consideration the 215,000,000 shares placement completed in January 2011.
- (4) The market capitalisation of the Company was determined by multiplying the number of issued shares, being 1,401,245,285 shares, by the weighted average price of such shares transacted on 16 February 2011 of S\$0.01 per share (being the market day preceding the date of the execution of the Trackplus Sale and Purchase Agreement).

Net Tangible Asset ("NTA") per share

For illustration purposes only, based on the latest published unaudited consolidated financial statements of the Company for its financial year ended 31 December 2010 and the unaudited financial statements of Trackplus for its financial year ended 31 December 2010, and, assuming the Trackplus Acquisition had been completed on 31 December 2010, the Group's NTA per share will be as follows:-

	Before allotment of the Trackplus Consideration Shares	After allotment of the Trackplus Consideration Shares
Number of shares	1,401,245,285 ⁽¹⁾	1,621,528,085
NTA per share before the Trackplus Acquisition	3.25 cents	2.81 cents
NTA per share after the Trackplus Acquisition	3.41 cents	2.94 cents

Note:

- (1) The number of shares includes 215,000,000 shares which were placed out by the Company to various subscribers in January 2011 respectively.

(vi) **The Megan Midas Acquisition**

Rule 1006(c) of the Listing Manual

	The Megan Midas Acquisition	The Group	%
(c) Aggregate value of the consideration compared with the Company's market capitalisation as at 22 February 2011	S\$4,909,646 ⁽³⁾	S\$14,012,453 ⁽⁴⁾	35.04

Notes:-

- (3) The value of the consideration is based on 151,051,000 Megan Midas Consideration Shares multiplied by the net asset value of the shares of the Company of S\$0.0325 per share which is based on the unaudited consolidated financial statements of the Company for its financial year ended 31 December 2010, after taking into consideration the 215,000,000 shares placement completed in January 2011.
- (4) The market capitalisation of the Company was determined by multiplying the number of issued shares, being 1,401,245,285 shares, by the weighted average price of such shares transacted on 22 February 2011 of S\$0.01 per share as no trades were done on the shares of the Company on 23 February 2011 (being the market day immediately preceding the date of the execution of the Megan Midas Sale and Purchase Agreement).

Net Tangible Asset ("NTA") per share

For illustration purposes only, based on the latest published unaudited consolidated financial statements of the Company for its financial year ended 31 December 2010, and, assuming the Megan Midas Acquisition had been completed on 31 December 2010, the Group's NTA per share will be as follows:-

	Before allotment of the Megan Midas Consideration Shares	After allotment of the Megan Midas Consideration Shares
Number of shares	1,401,245,285 ⁽¹⁾	1,552,296,285
NTA per share before the Megan Midas Acquisition	3.25 cents	2.93 cents
NTA per share after the Megan Midas Acquisition	3.36 cents	3.03 cents

Note:

- (1) The number of shares includes 215,000,000 shares which were placed out by the Company to various subscribers in January 2011 respectively.

Save for the above, all information in each of the aforesaid announcements remain unchanged.

By Order of the Board
Inno- Pacific Holdings Ltd

WONG CHIN YONG
Chief Executive Officer

28 February 2011