

**SIXTEENTH SCHEDULE OF THE SECURITIES AND FUTURES  
(OFFERS OF INVESTMENTS) (SHARES AND DEBENTURES) REGULATIONS 2005**

**OFFER INFORMATION STATEMENT  
UNDER SECTION 277 OF THE  
SECURITIES AND FUTURES ACT (CAP. 289)**

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This document is important. If you are in any doubt as to the action you should take, you should consult your legal, financial, tax or other professional adviser.

A copy of this offer information statement (the “**Offer Information Statement**”) has been lodged with the Monetary Authority of Singapore (the “**Authority**”). The Authority assumes no responsibility for the contents of this Offer Information Statement. Lodgement of this Offer Information Statement with the Authority does not imply that the Securities and Futures Act, Chapter 289 of Singapore, or any legal or regulatory requirements, have been complied with. The Authority has not, in any way, considered the merits of the securities being offered, or in respect of which an invitation is made, for investment.

An application will be made to the Singapore Exchange Securities Trading Limited (the “**SGX-ST**”) for permission to deal in and for quotation of 215,000,000 new ordinary shares (the “**Placement Shares**”) in the capital of Inno-Pacific Holdings Ltd (the “**Company**”) on the Official List of the SGX-ST.

No Shares shall be allotted or allocated on the basis of this Offer Information Statement later than six months after the date of lodgement of this Offer Information Statement.



**INNO-PACIFIC HOLDINGS LTD**

(Company Registration Number 197301788K)

(Incorporated in the Republic of Singapore on 22 September 1973)

**PROPOSED PLACEMENT OF 215,000,000 NEW ORDINARY SHARES  
IN THE CAPITAL OF INNO-PACIFIC HOLDINGS LTD**

Date of lodgement : 17 January 2011

<p><b>THIS OFFER INFORMATION STATEMENT HAS BEEN PREPARED SOLELY IN RELATION TO THE ABOVE TRANSACTION AND SHALL NOT BE RELIED UPON BY ANY OTHER PERSON AND FOR ANY OTHER PURPOSE.</b></p>
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## IMPORTANT NOTES

Persons wishing to subscribe for the Placement Shares offered by this Offer Information Statement should, before deciding whether to so subscribe, carefully read this Offer Information Statement in its entirety in order to make an informed assessment of the assets and liabilities, profits and losses, financial position, performance and prospects of the Company and the Group (as defined herein) and the rights and obligations attaching to the Placement Shares. They should also 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 light of their personal circumstances (including financial and taxation affairs). It is recommended that such persons seek professional advice from their accountant, stockbroker, bank manager, solicitor or other professional adviser before deciding whether to acquire the Placement Shares.

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 Placement or the issue of the Placement Shares and, if given or made, such information or representations must not be relied upon as having been authorised by the Company. 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 or the Group. Neither the delivery of this Offer Information Statement nor the issue of the 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 affairs of the Company or the Group, 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 to the SGX-ST and, if required, lodge a supplementary or replacement document with the Authority. All subscribers of the Placement Shares should take note of any such announcement and, upon the release of such announcement or lodgement of such supplementary or replacement document, as the case may be, shall be deemed to have notice of such changes.

No information in this Offer Information Statement should be considered to be business, financial, legal or tax advice regarding an investment in the Placement Shares and/or the Shares. No information in this Offer Information Statement should be considered to be business, financial, legal or tax advice.

This Offer Information Statement has been prepared solely for the purpose of the subscription of the Placement Shares pursuant to the Placement, and may not be relied upon by any persons or for any other purpose.

This Offer Information Statement may not be used for the purpose of, and do not constitute, an offer, invitation to or solicitation by anyone in any jurisdiction or in any circumstances in which such an offer, invitation or solicitation is unlawful or not authorised or to any person to whom it is unlawful to make such an offer, invitation or solicitation.

**The distribution of this Offer Information Statement may be prohibited or restricted by law (either absolutely or subject to various securities requirements, whether legal or administrative, being complied with) in certain jurisdictions. Any person having possession of this Offer Information Statement are advised by the Company to keep themselves informed of and observe such prohibitions and restrictions.**

For the purposes of this offer information statement, the following terms shall, unless the context otherwise requires, have the following meanings:-

**General:-**

<i>“Authority”</i>	:	Monetary Authority of Singapore
<i>“Board”</i>	:	Board of Directors of the Company for the time being
<i>“CDP”</i>	:	The Central Depository (Pte) Limited
<i>“Companies Act”</i>	:	The Companies Act (Chapter 50) of Singapore, as amended or modified from time to time
<i>“Company”</i>	:	Inno-Pacific Holdings Ltd
<i>“Directors”</i>	:	The directors of the Company as at the date of this Offer Information Statement
<i>“FY”</i>	:	Financial year ended 31 December
<i>“Group”</i>	:	The Company and its subsidiaries
<i>“HY”</i>	:	Six months period ended 30 June
<i>“Issue Price”</i>	:	The price of S\$0.009 for each Placement Share
<i>“Latest Practicable Date”</i>	:	14 January 2011, being the latest practicable date prior to the lodgement of this Offer Information Statement
<i>“Listing Manual”</i>	:	The Listing Manual of the SGX-ST
<i>“Offer Information Statement”</i>	:	This offer information statement issued by the Company in connection with the Placement, which complies as to form and content with the Sixteenth Schedule of the Securities and Futures (Offers of Investments) (Shares and Debentures) Regulations 2005 and lodged with and accepted by the Authority pursuant to Section 277 of the Securities and Futures Act
<i>“Placement”</i>	:	The proposed placement by the Company of the Placement Shares. The mandate for the proposed placement was obtained by the Company from its Shareholders at its annual general meeting held on 28 April 2010
<i>“Placement Agreements”</i>	:	The placement agreements to be entered into by the Company with:-  1. Tan Boon Kiat, as one of the Subscribers, to subscribe for 60,000,000 Placement Shares;

2. Koh William, as one of the Subscribers, to subscribe for 55,000,000 Placement Shares;
3. Ge Lei, as one of the Subscribers, to subscribe for 50,000,000 Placement Shares; and
4. Ng Su Ling, as one of the Subscribers, to subscribe for 50,000,000 Placement Shares

*“Placement Shares”* : An aggregate of 215,000,000 new Shares to be placed out by the Company to the Subscribers pursuant to the Placement Agreements

*“Securities and Futures Act”* : The Securities and Futures Act (Chapter 289) of Singapore, as amended or modified from time to time

*“SGX-ST”* : Singapore Exchange Securities Trading Limited

*“Shareholders”* : Registered holders of Shares except that where the registered holder is CDP, the term “Shareholders” shall, in relation to such Shares and where the context so admits, mean the persons to whose securities accounts maintained with CDP are credited with Shares

*“Shares”* : Ordinary shares in the capital of the Company

*“Subscribers”* : Collectively, Tan Boon Kiat, Koh William, Ge Lei and Ng Su Ling

*“subsidiaries”* : shall have the meaning ascribed to it by the Companies Act

***Currencies, Units and Others:-***

*“%”* : Percentage or per centum

*“RM”* : Ringgit, the official currency of Malaysia

*“S\$” and “cents”* : Singapore dollars and cents respectively

The words “Depositor” and “Depository Register” shall have the meanings ascribed to them respectively in Section 130A of the Companies Act.

Words importing the singular shall, where applicable, include the plural and *vice versa*, and words importing the masculine gender shall, where applicable, include the feminine and neuter genders.

Words importing persons include corporations.

Any reference to a time of day in this Offer Information Statement shall be a reference to Singapore time.

Any reference in this Offer Information Statement to any enactment is a reference to that enactment for the time being amended or re-enacted. Any term defined under the Companies Act, the Securities and Futures Act or the Listing Manual or such statutory modification thereof and used in this Offer Information Statement shall, where applicable, have the meaning ascribed to it under the Companies Act, the Securities and Futures Act or the Listing Manual or such statutory modification thereof, as the case may be, unless otherwise provided.

Any discrepancies in figures included in this Offer Information Statement between the amounts listed and their totals 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.

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

1. ***Provide the names and addresses of each of the directors or equivalent persons of the relevant entity.***

The name and address of each of the Directors of the Company are as follows:-

<b>Name of Director</b>	<b>Address</b>
Dato Moehamad Izat Bin Achmad Habechi Emir	19 Jalan SS19/4 Subang Jaya 47500 Selangor Darul Ehsan Malaysia
Wong Chin Yong	31 Lorong Kismis Singapore 598014
Ong Kah Hock	12A Marlene Avenue Singapore 556626
Koay Theam Hock	51-21-F Menara Bal Bank Jalan Sultan Ahmad Shah 10050 Penang Malaysia

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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.***

Issue Manager	:	Not Applicable
Underwriter	:	Not Applicable
Legal Adviser to the Placement	:	Straits Law Practice LLC 36 Robinson Road 18 <sup>th</sup> Floor, City House Singapore 068877

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

Share Registrar	:	Intertrust Singapore Corporate Services Pte Ltd 3 Anson Road #27-01 Springleaf Tower Singapore 079909
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Transfer Agents : Not Applicable

Receiving Banker : Not Applicable

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**PART III – OFFER STATISTICS AND TIMETABLE**

**1. For each method of offer, state the number of the securities being offered.**

Placement : 215,000,000 Placement Shares which shall represent approximately 18.12% of the issued share capital of the Company as at the date of lodgement of this Offer Information Statement.

Status of Placement Shares : The Placement Shares, when issued and fully paid, will rank *pari passu* in all respects with the existing Shares save that it shall not rank for any entitlements, distributions, dividends or rights (if any), the record date in respect of which falls on or prior to the date of completion of the issue of the Placement Shares.

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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.**

Please see below.

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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 the 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 of early closure of the offer period shall be made public.**

The Placement Shares will be offered on the terms and subject to the conditions of the Placement Agreements to be entered between the Company and each of the Subscribers. Completion of each of the Placement Agreements will take place when

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all the conditions precedent, as stated in each of the Placement Agreements, are fulfilled and/or waived by each of the Subscribers.

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

Upon completion of the subscription of the Placement Shares, each of the Subscribers shall pay, at the instructions of the Company, the aggregate Issue Price for such number of Placement Shares by way of a cashier's order drawn on a bank in Singapore and made in favour of the Company or by bank transfer to such account of the Company with such banks in Singapore as the Company may designate.

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- 5. State, where applicable, the methods of and time limits for -**

- (a) **the delivery of the documents evidencing title to the securities being offered (including temporary documents of title, if applicable) to subscribers or purchasers; and**
- (b) **the book-entry transfers of the securities being offered in favour of subscribers or purchasers.**

On completion of the Placement, the Company shall, against payment of the aggregate Issue Price for the Placement Shares by the Subscribers, allot and issue the Placement Shares to CDP for the securities account of each of the Subscribers and instruct CDP to credit that securities account maintained with CDP with such number of Placement Shares. The Company shall also deliver or procure to be delivered to CDP the share certificate(s) in respect of the Placement Shares in the name of CDP.

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- 6. In the case of any pre-emptive rights to subscribe for or purchase the securities 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.**

Not Applicable.

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- 7. Provide a full description of the manner in which results of the allotment or allocation of the securities are to be made public and, where appropriate, the manner for refunding excess amounts paid by applicants (including whether interest will be paid).**

The Company will announce the completion of the Placement on the SGXNET accordingly.

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PART IV – 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.*

Noted.

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2. *Disclose the estimated amount of the 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.*

The net proceeds, after deducting expenses of approximately S\$0.015 million pertaining to the Placement, are estimated to be S\$1.920 million.

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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 for 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.*

The Company intends to utilise the net proceeds from the Placement as follows:-

- (a) approximately S\$1.000 million will be used for the establishment of the online foreign exchange brokerage business; and
- (b) the balance of approximately S\$0.920 million will be utilised as working capital of the Company.

Pending deployment of the net proceeds for such purpose, the net proceeds may be placed in deposits with financial institutions or invested in short-term money market instruments, marketable securities or used for any other purposes on a short-term basis, as the Directors may, in their absolute discretion, deem fit.

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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.***

Each dollar of the gross proceeds from the Placement will be utilised in the following proportions:-

- (a) approximately S\$0.517 will be used for the establishment of the online foreign exchange brokerage business;
- (b) approximately S\$0.475 will be utilised as working capital of the Company; and
- (c) approximately S\$0.008 will be used to pay for the expenses incurred in relation to the Placement.

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5. ***If any of the proceeds to be raised by the relevant entity will be used, directly or indirectly, to acquire or refinance the acquisition of an asset other than in the ordinary course of business, briefly describe the asset and state its purchase price. If the asset 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.***

None of the net proceeds will be used, directly or indirectly, to acquire or refinance the acquisition of an asset other than in the ordinary course of business.

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6. ***If any of the proceeds to be raised by the relevant entity will be used to finance or refinance the acquisition of another business, briefly describe the business and give information on the status of the acquisition.***

None of the net proceeds will be used to finance or refinance the acquisition of another business.

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7. ***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.***

None of the net proceeds will be used to discharge, reduce or retire the indebtedness of the Company.

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8. *In the section containing the information referred to in paragraphs 2 to 7 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.*

No placement or selling agent has been appointed in relation to the Placement.

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**Information on the Relevant Entity**

9. *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);*

Registered office and principal : 190 Middle Road  
place of business : #19-07 Fortune Centre  
Singapore 188979

Telephone number : (65) 6222 1841  
Facsimile number : (65) 6222 6526

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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;*

The principal activities of the Company are those of investment, investment holding and provision of management services to related companies.

As at the Latest Practicable Date, the subsidiaries held by the Company and the sub-subsidiaries and each of their principal activities are set out below:-

Name of company	Country of Incorporation	Effective interest held by the Group	Principal activities
<u>Held by the Company</u>			
Jadensworth Holdings Pte Ltd	Singapore	100.0%	Investment holding and investment trading
PG Communications Pte Ltd	Singapore	100.0%	Dormant
Awana Rentak Sdn Bhd	Malaysia	100.0%	Investment holding

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<b>Name of company</b>	<b>Country of Incorporation</b>	<b>Effective interest held by the Group</b>	<b>Principal activities</b>
Shakey's Holdings Pte Ltd	Singapore	88.9%	Dormant
Heritage Investment Corporation	British Virgin Islands	100.0%	Investment holding and investment trading
Top-Text Sdn Bhd	Malaysia	90.0%	Dormant
Ideal Forex Pte. Ltd.	Singapore	100.0%	Online (internet) foreign exchange trading brokerage
<u>Held by PG Communications Pte Ltd</u>			
PG Communications Sdn Bhd	Malaysia	100.0%	Telecommunication service provider
<u>Held by Awana Rentak Sdn Bhd</u>			
Mega Highlights Sdn Bhd	Malaysia	100.0%	Investment holding and assembly of commercial vehicles

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- (c) ***the general development of the business from the beginning of the period comprising the 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 the 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;***

The general development of the business of the Group over the past three financial years to the Latest Practicable Date is as follows:-

**FY2008**

The Group merged the business operations of PG Communications Pte Ltd ("PG") and Alstra Pacific Pte Ltd ("Alstra") in January 2008 as the business operations of each of PG and Alstra are similar. PG provides international voice communication services to pre-paid and post-paid customers in

Singapore and offers value added services such as IPPBX, virtual roaming, callback, calling cards and virtual office. Alstra provides hosted solutions and services to wholesale customers and virtual telecommunications operators. The merger eliminated duplicate infrastructure and reduced the operation costs of the telecommunication services business of the Group.

In April 2008, the Company became aware that Realm Energy Sdn Bhd ("RESB") was unable to fulfil its obligations under an outsourcing agreement which was entered into by the Company with RESB on 6 August 2007 (the "Outsourcing Agreement"). Pursuant to the said agreement, the Company was appointed as RESB's exclusive agent to provide and supply all the necessary products, equipment and facilities to RESB for the installation of last-mile broadband internet connectivity otherwise known as Broadband over Power-line ("BPL") using Power-line Communications ("PLC") technology (the "Outsourcing Agreement"). After several months of negotiations with RESB and discussions with the suppliers, the Company terminated the Outsourcing Agreement and delegated PG Communications Sdn Bhd ("PGSB") to assume the business that RESB intended to engage in.

#### **FY2009**

In January 2009, PGSB started to provide BPL High Speed Internet Access ("HSIA") to customers in Malaysia. BPL HSIA is a cost effective and innovative last-mile solution that utilises existing power infrastructure to deliver internet connectivity to every power socket at speed of up to 205 Mbps.

On 7 April 2009, the Group disposed its 50% equity interest in Ramenten Convention Centre Sdn Bhd for a nominal cash consideration of RM1 to an unrelated investor as it had been incurring losses in the past few years and had a negative book value of RM0.2 million.

On 26 November 2009, the warrants, which were issued in conjunction with a rights issue of the Company undertaken in FY2007, expired.

#### **FY2010**

On 7 April 2010, the Company announced that it had entered into separate placement agreements with Messrs Chan Sing En, Lee Chai Huat and Ronald Menon pursuant to which the said persons subscribed for an aggregate of 100,000,000 new Shares at a price of S\$0.0164 for each new Share. The amount of the gross proceeds raised by the Company from the said placement was S\$1.64 million and it was completed on 5 May 2010.

On 12 November 2010, the Company announced that it had incorporated a new company in Singapore known as Ideal Forex Pte. Ltd. The Company intends to use this subsidiary for the business of providing online (internet) foreign exchange trading brokerage services to Singapore and overseas retail customers. The Company expects this business to commence in the first half of 2011.

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On 8 December 2010, the Company announced that its wholly owned subsidiary, PG, had entered into an agreement with Trusling Pte Ltd ("Trusling") for the sale of the entire issued and paid-up share capital of Alstra to Trusling at a cash consideration of S\$30,000. As at the Latest Practicable Date, the said transaction has been completed.

On 31 December 2010, the Company announced that its wholly-owned subsidiary, PG, has exited from the telecommunications services business of the Group and operations has ceased with effect from 31 December 2010. The telecommunications services business of the Group in Malaysia was not be affected by this decision and continues to be in operation. PG Communications Sdn. Bhd., ("PGMY"), a wholly owned subsidiary of PG, will continue to offer a suite of telecommunications services, such as discounted international calls, VoIP, prepaid calling cards, Virtual Roam, Call Shops, Virtual Office, Callback and Virtual Operator services, to its customers in Malaysia. The Company and PGMY believe that the Malaysian telecommunication market, especially the HSIA sector remains underserved and is an opportunity for PGMY to concentrate on.

**From 1 January 2011 to the Latest Practicable Date**

No material events have occurred during the above period.

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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 outstanding, together with the rate of interest payable thereon;***

As at the Latest Practicable Date, the equity capital and loan capital of the Company comprise:-

Issued and Paid- : S\$54,898,137 comprising 1,186,245,285 Shares  
Up Share Capital

Loan Capital : Nil

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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 a corporation, the amount of equity interests in the relevant entity owned by each substantial interest-holder as at the latest practicable date;***

Based on the Company's Register of Substantial Shareholders, details of the substantial Shareholder and her interest in the Shares as at the Latest Practicable Date were as follows:-

	Direct Interest		Deemed Interest	
	Number of Shares	% of Issued Capital <sup>(1)</sup>	Number of Shares	% of Issued Capital <sup>(1)</sup>
Lim Siew Hooi	126,046,000	10.6	-	-

Note:-

- (1) Based on the issued share capital of 1,186,245,285 Shares as at the Latest Practicable Date.

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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 the 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 this Offer Information Statement, the Directors are not aware of any litigation or arbitration proceedings, including those which are pending or known to be contemplated, which, in the opinion of the Directors, 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 Group.

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- (g) where any securities or equity interests of the relevant entity have been issued within the 12 months immediately preceding the latest practicable date -**

- (i) if the securities or equity interests have been issued for cash, state the prices at which the securities have been issued and the number of securities or equity interests issued at each price; or**
- (ii) if the securities 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 or equity interests; and**

Pursuant to separate placement agreements all dated 7 April 2010 which were entered into by the Company with each of Messrs Chan Sing En, Lee Chai Huat and Ronald Menon, the Company had on 5 May 2010 issued and allotted an aggregate of 100,000,000 new Shares at the issue price of S\$0.0164 for each new Share. The said Shares were allotted to each of

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Messrs Chan Sing Lee, Lee Chai Huat and Ronald Menon in the proportion as stated below:-

<u>Name</u>	<u>Number of new Shares</u>
Chan Sing En	35,000,000
Lee Chai Huat	35,000,000
Ronald Menon	30,000,000

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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 2 years immediately preceding the date of lodgement of the 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.**

Save as disclosed below, neither the Company nor any of its subsidiaries have entered into any material contract (not being contracts entered into in the ordinary course of business) during the 2 years immediately preceding the date of lodgment of this Offer Information Statement:-

- (a) the placement agreement dated 7 April 2010 entered into between the Company and Mr Chan Sing En pursuant to which Mr Chan Sing En subscribed for 35,000,000 new Shares at the price of S\$0.0164 for each new Share;
  - (b) the placement agreement dated 7 April 2010 entered into between the Company and Mr Lee Chai Huat pursuant to which Mr Lee Chai Huat subscribed for 35,000,000 new Shares at the price of S\$0.0164 for each new Share;
  - (c) the placement agreement dated 7 April 2010 entered into between the Company and Mr Ronald Menon pursuant to which Mr Ronald Menon subscribed for 30,000,000 new Shares at the price of S\$0.0164 for each new Share; and
  - (d) the sale and purchase agreement dated 8 December 2010 entered into between PG Communications Pte Ltd and Trusling Pte Ltd pursuant to which PG Communications Pte Ltd proposes to sell to Trusling Pte Ltd the entire issued and paid-up share capital of Alstra Pacific Pte Ltd at a cash consideration of S\$30,000.
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PART V – OPERATING AND FINANCIAL REVIEW AND PROSPECTS

Operating Results

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 3 most recent completed financial years) for which that statement has been published; and*
  - (b) *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.*
  
2. *The data referred to in paragraph 1 of this Part shall 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 shall 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.*

The audited consolidated income statements of the Group for the last three financial years and the unaudited consolidated income statement for the six months financial period ended 30 June 2010 are set out below:-

	FY2007 (Audited) (S\$'000)	FY2008 (Audited) (S\$'000)	FY2009 (Audited) (S\$'000)	HY2010 (unaudited) (S\$'000)
Revenue	7,173	4,859	15,669	6,475
Cost of sales	(6,729)	(5,375)	(10,328)	(6,713)
Gross (loss)/profit	444	(516)	5,341	(238)
Other operating income	46	82	7,864	600
Distribution costs	(36)	(15)	-	-
Administrative expenses	(1,410)	(1,988)	(1,642)	(665)
Other operating expenses	(2,467)	(12,208)	(4,926)	(324)
Finance income	40	41	1	-
Finance costs	(8)	(6)	(26)	(26)
Gain on disposal of subsidiaries	7,912	-	-	-
(Loss)/profit before income tax	4,521	(14,610)	6,612	(635)

	<b>FY2007</b> <b>(Audited)</b> <b>(S\$'000)</b>	<b>FY2008</b> <b>(Audited)</b> <b>(S\$'000)</b>	<b>FY2009</b> <b>(Audited)</b> <b>(S\$'000)</b>	<b>HY2010</b> <b>(unaudited)</b> <b>(S\$'000)</b>
Income tax (expenses)/credit	36	(92)	46	12
(Loss)/profit for the financial year	4,557	(14,702)	6,658	(641)
Profit/(loss) attributable to:				
Owners of the Company	4,658	(14,705)	6,668	(641)
Minority Interests	(101)	3	(10)	-
	4,557	(14,702)	6,658	(641)
Earnings/(Losses) per Share <sup>(1)</sup> (cents)	0.77	(1.35)	0.61	(0.06)
Earnings/(Losses) per Share after the Placement <sup>(2)</sup> (cents)	0.57	(1.13)	0.51	(0.05)
Dividends per Share (cents)	-	-	-	-

Notes:-

- (1) Earnings/Losses per Share has been computed based on the Group's earnings/losses attributable to equity holders of the Company for the respective financial years and the weighted average number of Shares in issue of 604,233,456 Shares during FY2007, 1,085,338,533 Shares during FY2008, 1,085,456,037 Shares during FY2009 and 1,117,736,998 Shares during HY2010.
- (2) For calculation of earnings/losses per Share after the Placement, it is assumed that:-
- the size of the Placement is 215,000,000 new Shares; and
  - the Placement Shares have been issued at the beginning of each financial year and no income contribution from the proceeds of the new issue has been taken into consideration.

**3. In respect of -**

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

FY2008 vs FY2007

In FY2008, turnover for the Group fell by 32.3% to S\$4.9 million compared to S\$7.2 million in FY2007. Sales from the Group's telecommunication business fell by 42.3% to S\$2.5 million from S\$4.4 million in FY2007 while the proceeds from the sale of

investments held for trading fell marginally to S\$2.1 million from S\$2.7 million in FY2007.

The Group recorded a net loss of S\$14.7 million in FY2008. The decline of the global financial market had greatly impaired on the Group's investments held for trading with a S\$9.8 million unrealised loss arising from mark-to-market fair value adjustments. Such unrealised loss represented approximately 66.7% of the Group's net loss in FY2008.

The Group's administrative expenses increased by 41.0% to S\$2.0 million from S\$1.4 million in FY2007, due to the non-cash accounting for cost of share options granted to executives and directors of the Group. There was a modest increase in the staff costs for FY2008 due to the expansion of the Group's Malaysian telecommunications operations.

The working capital ratio of the Group as at 31 December 2008 was 2.7 times (2007: 5.0 times) with current assets and current liabilities of S\$15.2 million (2007: S\$29.4 million) and S\$5.5 million (2007: S\$5.8 million) respectively. The non-current liability to equity ratio was 7.6% (2007: 5.7%).

#### FY2009 vs FY2008

The turnover in FY2009 was S\$15.7 million compared to S\$4.9 million in FY2008, an increase of 222.5%. The proceeds from the sale of marketable securities of S\$14.8 million accounted for 94.2% of the Group's turnover in FY2009. The balance of the Group's turnover was generated by its subsidiaries in the telecommunication sector. Sales from the said sector decreased by S\$1.7 million as compared to FY2008.

Sales proceeds from investments held for trading increased as the Group took profit when the stock markets recovered in FY2009. Sales from the telecommunication business fell as a result of intense competition in the pre-paid calling cards business.

The gross profit realised from the sale of marketable securities amounted to S\$5.4 million in FY2009 (FY2008: gross loss of S\$0.7 million).

Other income in FY2009 included an unrealised gain of S\$7.8 million due to fair value adjustments in investments held for trading at the end of FY2009 (FY2008: unrealised loss of S\$9.8 million).

Administrative cost decreased by 17.4% from S\$2.0 million in FY2008 to S\$1.6 million in FY2009. This decrease was due to (i) decrease in staff costs during FY2009 and (ii) decrease in non-cash share options expense recognised during FY2009, in respect of the share options granted to the executives and directors of the Group in May 2008.

Other operating cost decreased by 60.0% from S\$12.2 million in FY2008 to S\$4.9 million in FY2009. This decrease was mainly due to (i) absence of fair value loss for FY2009 as compared to a fair value loss of S\$9.4 million in FY2008, (ii) a provision for impairment of S\$0.04 million in unquoted securities in FY2009 as compared to a provision for impairment of S\$0.4 million in FY2008, (iii) a provision for doubtful debts of S\$0.08 million in FY2009 as compared to a provision for doubtful debts of S\$0.8 million in FY2008, but (iv) partly offset by impairment of goodwill amounting to S\$4.1

million in FY2009 as compared to impairment of goodwill amounting to S\$0.4 million in FY2008.

The working capital ratio of the Group as at 31 December 2009 was 5.0 times (2008: 2.7 times) with current assets and current liabilities of S\$25.9 million (2008: S\$15.2 million) and S\$5.2 million (2008: S\$5.5 million) respectively. The non-current liability to equity ratio was 6.0% (2008: 7.6%).

#### HY2010 vs HY2009

The turnover for the 6 months period ended 30 June 2010 was S\$6.5 million compared to S\$3.5 million in the previous corresponding period, an increase of 86.0%. Proceeds from the sale of investments held for trading of S\$6.2 million accounted for 95.4% of the Group's turnover for the first 6 months of 2010. The balance of the Group's turnover of S\$0.3 million was generated by its subsidiaries in the telecommunication sector, PG Communications Pte Ltd and PG Communications Sdn Bhd. Sales volume from the telecommunication sector decreased by 50.0% as compared to the same period last year, due to intense competition in the telecommunication business.

The volatility in the financial and stock markets had depressed the margin from sale of investments held for trading. The Group realised a loss of S\$0.2 million on the sale of investment held for trading. However, unrealised gain of S\$0.6 million due to fair value adjustments in investments held for trading was recorded as other income for the period. In aggregate, investments held for trading contributed a net gain of S\$0.4 million for the period.

The operating, administrative and marketing and distribution costs decreased by 21.2% from S\$1.26 million to S\$0.99 million. The decrease was mainly due to absence of share option expenses for the period. Share option expenses in the previous corresponding period was S\$0.22 million.

There was no finance income in HY2010.

The finance costs increased to S\$0.026 million in HY2010. In HY2009, the finance costs was S\$0.003 million.

Cash and cash equivalents increased to S\$0.24 million as at the end of HY2010. Cash and cash equivalents were S\$0.1 million at the end of FY2009.

The other receivables and prepayment decreased from S\$2.7 million at the end of FY2009 to S\$0.7 million. S\$2.0 million of the receivables and prepayments represented the sales proceed from the sale of investment held for trading at the end of FY2009. This amount was received in early 2010.

Other payables decreased from S\$4.4 million at the end of FY2009 to S\$2.6 million at the end of HY2010. S\$2.0 million of other payables represented unsettled purchase of investments held for trading at the end of FY2009. This amount was settled in early 2010.

The current assets and current liabilities stood at S\$25.4 million and S\$3.6 million respectively. The current ratio of the Group improved to 7.7 times (current ratio as at the end of FY2009 was 5.01 times).

The non-current liability and the total equity of the Group stood at S\$2.1 million and S\$36.7 million respectively. The non-current liability to equity ratio is 5.6% at the end of HY2010 (5.6% as at the end of FY2009).

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**Financial Position**

4. *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.*

5. *The data referred to in paragraph 4 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;*

(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.*

The audited consolidated balance sheet of the Group as at 31 December 2009 and the unaudited consolidated balance sheet of the Group as at 30 June 2010 are set out below:-

	As at 31 December 2009 (Audited) (S\$'000)	As at 30 June 2010 (Unaudited) (S\$'000)
<b>ASSETS</b>		
<b>Non-current assets:</b>		
Property, plant and equipment	9,593	9,929
Available-for-sale investments	7,000	7,000
Total non-current assets	16,593	16,929
<b>Current assets:</b>		
Inventories	2,899	3,043
Investments held for trading	20,134	21,401
Trade receivables	23	26
Other receivables and prepayments	2,742	729
Cash and cash equivalents	135	244

	<b>As at 31 December 2009 (Audited) (S\$'000)</b>	<b>As at 30 June 2010 (Unaudited) (S\$'000)</b>
Total current assets	25,933	25,443
<b>Total assets</b>	<b>42,526</b>	<b>42,372</b>
<b>LIABILITIES AND EQUITY</b>		
<b>Current liabilities:</b>		
Trade payables	145	485
Other payables	4,381	2,553
Provision for directors' fees	51	-
Tax payable	556	520
Current portion of finance lease	40	40
Total current liabilities	5,173	3,598
<b>Non-current liabilities:</b>		
Finance leases	17	-
Deferred tax liabilities	1,977	2,071
Total non-current liabilities	1,994	2,071
<b>Equity</b>		
Issued capital	53,283	54,898
Assets revaluation reserve	1,238	1,203
Share option reserve	546	546
Foreign currency translation reserve	695	1,065
Accumulated losses	(20,403)	(21,009)
Equity attributable to Shareholders	35,359	36,703
Minority interest	-	-
Total equity	35,359	36,703
<b>Total liabilities and equity</b>	<b>42,526</b>	<b>42,372</b>
Net tangible assets per Share <sup>(1)</sup> (cents)	3.26	3.09
Number of issued Shares	1,086,245,285	1,186,245,285
Proforma net tangible assets per Share after Placement <sup>(2)</sup> (cents)	2.87	2.76
Number of issued Shares after Placement	1,301,245,285	1,401,245,285

Notes:-

- (1) Net tangible assets per Share has been computed based on shareholders' equity adjusted for goodwill arising from consolidation, intangible assets and minority interests.
- (2) the proforma net tangible assets per Share after the Placement has been computed based on the following assumptions:-
  - (a) that the price for each Placement Share is S\$0.009;
  - (b) that the size of the Placement is 215,000,000 new Shares;
  - (c) that the net proceeds from the Placement is approximately S\$1.920 million; and
  - (d) that the Placement Shares have been issued at the end of the financial year.

Liquidity and Capital Resources

6. *Provide an evaluation of the material sources and amounts of cash flows from operating, investing and financial 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.*

An evaluation of the material resources and amount of cash flows from operating, investing and financing activities of the Group are set out below:-

	FY2009 (Audited) (S\$'000)	HY2010 (Unaudited) (S\$'000)
<b>Cash flows from operating activities:</b>		
Profit / (loss) before income tax	6,612	(653)
Adjustments for:		
Allowance for impairment in unquoted investments	35	
Fair value (gain) on investments held for trading	(7,816)	(563)
Impairment of goodwill	4,121	-
Bad debts – trade	7	(6)
Write down of inventories	38	-
Reversal of write down of inventories	(8)	-
Inventories write off	2	(1)
Property, plant and equipment written off	1	-
Depreciation of property, plant and equipment	323	133
Allowance for doubtful trade debts	78	-
Share options expense	221	-
Interest income	(1)	-
Interest expense	26	26
Operating cash inflow / (outflow) before working capital changes	3,639	(1,064)
Increase in investments held for trading	(4,205)	(704)
(Increase)/decrease in trade and other receivables and prepayments	(1,813)	2,015
Increase in inventories	(3)	(145)
Increase/(decrease) in trade and other payables	2,366	(1,539)
Cash used in operations	(116)	(1,437)
Interest received	1	-
Interest paid	(26)	(26)
Income tax paid	(161)	(36)
<b>Net cash used in operating activities</b>	<b>(202)</b>	<b>(1,499)</b>
<b>Cash flows from investing activities:</b>		
Purchase of property, plant and equipment	(10)	(1)
Decrease in fixed deposit pledged to a bank	-	30
Effect of foreign currency alignment on investing activities	106	(362)
<b>Net cash arising from investing activities</b>	<b>96</b>	<b>(333)</b>

	FY2009 (Audited) (S\$'000)	HY2010 (Unaudited) (S\$'000)
<b>Cash flows used in financing activities:</b>		
Repayment of finance lease	(40)	(17)
Net proceeds/(expenses) from exercise of warrants	28	-
Net proceeds from issue of placement shares		1,615
<b>Net cash used in financing activities</b>	<b>(12)</b>	<b>1,598</b>
Effect of foreign exchange rate changes	(221)	373
<b>Net decrease in cash and cash equivalents</b>	<b>(339)</b>	<b>139</b>
Cash and cash equivalents at beginning of financial year	414	75
<b>Cash and bank balances</b>	<b>75</b>	<b>214</b>
Fixed deposits pledged to a bank	60	30
<b>Cash and cash equivalents at end of the period</b>	<b>135</b>	<b>244</b>

7. ***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 the offer information statement, is sufficient for present requirements and, if insufficient, how the additional working capital considered by the directors or equivalent persons to be necessary is proposed to be provided.***

The Directors of the Company are of the reasonable opinion that, after taking into consideration the present banking facilities and the estimated net proceeds from the Placement, the Group will have sufficient financial resources to meet its present working capital requirements as at the date of lodgement of this Offer Information Statement.

8. ***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 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).***

To the best knowledge of the Directors, the Group is not in breach of any of the terms and conditions or covenants associated with any credit arrangement or bank loan which could materially affect the Group'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

9. ***Discuss, for at least the current financial year, the business and financial prospects of the relevant entity or, if it is the holding company or holding entity of a group, the group, as well as 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, or that would cause financial information disclosed in the 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.***

Save as disclosed in the public announcements made by the Company and in this Offer Information Statement, the Directors are not aware of any known trends, uncertainties, demands, commitments or events that are reasonably likely to have a material effect on the 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.

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10. ***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 profits, and discuss the impact of any likely change in business and operating conditions on the forecast.***

No profit forecast is disclosed in this Offer Information Statement.

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11. ***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.***

No profit forecast is disclosed in this Offer Information Statement.

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12. ***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 11 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.***

No profit forecast is disclosed in this Offer Information Statement.

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13. ***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 12 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 11 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.***

No profit forecast is disclosed in this Offer Information Statement.

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14. ***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 12 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 11 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 11 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.***

No profit forecast is disclosed in this Offer Information Statement.

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**Significant Changes**

15. ***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.***

Save as disclosed in this Offer Information Statement and any announcements which have already been released to the general public, the Directors are not aware of any event which has occurred since 30 June 2010 up to the Latest Practicable Date which may have a material effect on the financial position and results of the Group provided in its unaudited financial statements for its six months period ended 30 June 2010 published by the Company via the SGXNET on 16 July 2010.

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**Meaning of “published”**

16. ***In this Part, “published” includes publication in a prospectus, in an annual report or on the SGXNET.***

Noted.

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**PART VI – THE OFFER AND LISTING**

**Offer and Listing Details**

1. ***Indicate the price at which the securities 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 the offer information statement, the method by which the offer price is to be determined must be explained.***

Issue Price : S\$0.009 for each Placement Share.

No expenses incurred by the Company in respect of the Placement will be specifically charged to the Subscribers.

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2. *If there is no established market for the securities 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.*

The Shares are traded on the Main Board of the SGX-ST.

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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 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.*

Not Applicable.

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4. *If securities of the same class as those securities being offered are listed for quotation on any securities exchange -*
- (a) *in a case where the first-mentioned securities have been listed for quotation on the securities exchange for at least 12 months immediately preceding the latest practicable date, disclose the highest and lowest market prices of the first-mentioned securities -*
- (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*

The highest and lowest traded prices and volume of the Shares traded on the Main Board of the SGX-ST during each of the last 12 calendar months immediately preceding the Latest Practicable Date and for the period from 1 January 2011 to the Latest Practicable Date are as follows:-

Month	Price Range		Volume of Shares Traded ('000)
	High (\$)	Low (\$)	
January 2010	0.020	0.015	43,505,000
February 2010	0.025	0.015	6,706,000

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Month	Price Range		Volume of Shares Traded ('000)
	High (\$)	Low (\$)	
March 2010	0.025	0.020	9,741,000
April 2010	0.025	0.015	21,636,000
May 2010	0.020	0.015	1,804,000
June 2010	0.020	0.015	762,000
July 2010	0.020	0.015	4,827,000
August 2010	0.020	0.010	18,097,000
September 2010	0.020	0.010	4,631,000
October 2010	0.015	0.010	4,149,000
November 2010	0.015	0.010	1,624,000
December 2010	0.015	0.010	2,117,000
1 January 2011 to the Latest Practicable Date	0.020	0.010	4,781,000

Source : SGX-ST

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**(b) in a case where the first-mentioned securities have been listed for quotation on the securities exchange for less than 12 months immediately preceding the latest practicable date, disclose the highest and lowest market prices of the first mentioned securities -**

- (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;**

Not applicable. The Shares have been listed on the Main Board of the SGX-ST since 24 May 1983.

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**(c) disclose any significant trading suspension that has occurred on the securities exchange during the 3 years immediately preceding the latest practicable date or, if the securities have been listed for quotation for less than 3 years, during the period from the date on which the securities were first listed to the latest practicable date; and**

There has been no significant trading suspension of the Company's securities listed on the Main Board of the SGX-ST during the 3 years immediately preceding the Latest Practicable Date.

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- (d) *disclose information on any lack of liquidity, if the securities are not regularly traded on the securities exchange.*

The Shares are regularly traded on the Main Board of the SGX-ST.

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5. *Where the securities being offered are not identical to the securities already issued by the relevant entity, provide -*

- (a) *a statement of the rights, preferences and restrictions attached to the securities being offered; and*
- (b) *an indication of the resolutions, authorisations and approvals by virtue of which the entity may create or issue further securities, to rank in priority to or pari passu with the securities being offered.*

The Placement Shares, when issued and fully paid, will rank *pari passu* in all respects with the existing Shares, save that it shall not rank for any entitlements, distributions, dividends or rights (if any), the record date in respect of which falls on or prior to the date of completion of the issue of the Placement Shares.

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#### Plan of Distribution

6. *Indicate the amount, and outline briefly the plan of distribution, of the securities that are to be offered otherwise than through underwriters. If the securities 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.*

Not Applicable.

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

Not Applicable as the Placement is not underwritten.

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PART VII – ADDITIONAL INFORMATION

Statements by Experts

1. ***Where a statement or report attributed to a person as an expert is included in the offer information statement, provide such person's name, address and qualifications.***

No statement or report made by an expert is included in this Offer Information Statement.

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2. ***Where the 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 the offer information statement; and***
- (c) ***include a statement that the expert has given, and has not withdrawn, his written consent to the issue of the offer information statement with the inclusion of the statement in the form and context in which it is included in the offer information statement.***

No statement or report made by an expert is included 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 the offer information statement if the statement attributed to the expert is a statement to which the exemption under regulation 26(2) or (3) applies.***

Noted.

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Consents from Issue Managers and Underwriters

4. ***Where a person is named in the 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 the offer information statement as the issue manager or underwriter, as the case may be, to the offer.***

No issue manager or underwriter has been appointed in relation to the Placement.

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**Other Matters**

**5. Include particulars of any other matters not disclosed under any other paragraph of this Schedule which could materially affect, directly or indirectly -**

**(i) the relevant entity's business operations or financial position or results;  
or**

**(ii) investments by holders of securities in the relevant entity.**

Save as disclosed in this Offer Information Statement, the Directors are not aware of any other matter not disclosed under any other paragraph of this Offer Information Statement which could materially affect, directly or indirectly:-

(a) the Company's business operations or financial position or results; or

(b) investments by holders of securities in the Company.

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**PART VIII : ADDITIONAL INFORMATION REQUIRED FOR OFFER OF DEBENTURES OR UNITS OF DEBENTURES**

Not Applicable.

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**PART IX : ADDITIONAL INFORMATION REQUIRED FOR CONVERTIBLE DEBENTURES**

Not Applicable.

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**PART X : ADDITIONAL INFORMATION REQUIRED FOR OFFER OF SECURITIES BY WAY OF RIGHTS ISSUE**

Not Applicable.

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The Directors collectively and individually accept responsibility for the accuracy of the information given in this Offer Information Statement and confirm, having made all reasonable enquiries, that to the best of their knowledge and belief, the facts stated and opinions expressed in this Offer Information Statement are fair and accurate in all material respects as at the date of this Offer Information Statement and that there are no material facts the omission of which would make any statement in this Offer Information Statement misleading in any material respect. Where information has been extracted or reproduced from published or otherwise publicly available sources, the sole responsibility of the Directors has been to ensure through reasonable enquiries that such information is accurately extracted from such sources, or, as the case may be, accurately reflected or reproduced in this Offer Information Statement.

Dated this 17th day of January 2011

**FOR AND ON BEHALF OF INNO-PACIFIC HOLDINGS LTD**

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DATO MOEHAMAD IZAT BIN  
ACHMAD HABECHI EMIR  
Director  
Signed by Wong Chin Yong on  
behalf of Dato Moehamad Izat  
Bin Achmad Habechi Emir

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WONG CHIN YONG  
Director

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ONG KAH HOCK  
Director

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KOAY THEAM HOCK  
Director  
Signed by Wong Chin Yong on  
behalf of Koay Theam Hock