

**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)**

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 for investment.

An application was made to the Singapore Exchange Securities Trading Limited (the “**SGX-ST**”) for permission to deal in and for quotation of an aggregate of 1,091,437,210 new ordinary shares (the “**Consideration Shares**”) in the capital of Inno-Pacific Holdings Ltd (the “**Company**”) on the Main Board of the SGX-ST. The SGX-ST had on 13 May 2011 granted approval in-principle for the listing and quotation of 1,091,437,210 Consideration Shares on the Main Board of the SGX-ST subject to certain conditions. The approval in-principle granted by the SGX-ST to the Company for the admission of the Consideration Shares to the Official List of the SGX-ST and the listing and quotation of the Consideration Shares on the Main Board of the SGX-ST is not to be taken as an indication of the merits of the proposed Acquisitions (as defined herein), the Consideration Shares, the Company and/or its subsidiaries.

The SGX-ST assumes no responsibility for the correctness of any of the statements made, opinions expressed or reports contained in this Offer Information Statement.

The Company had on 15 June 2011 convened an extraordinary general meeting and obtained shareholders’ approval for, *inter alia*, the allotment and issue of such number of Consideration Shares to each of the Vendors (as defined herein).

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 ALLOTMENT AND ISSUE OF AN AGGREGATE OF 1,091,437,210
CONSIDERATION SHARES AT AN ISSUE PRICE OF S\$0.01 FOR
EACH CONSIDERATION SHARE IN PARTIAL OR FULL SATISFACTION
OF THE PURCHASE CONSIDERATION PAYABLE TO EACH OF THE VENDORS
FOR THE ACQUISITIONS (AS DEFINED HEREIN)**

Date of lodgement : 24 June 2011

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

- “Acquisitions” : Collectively, the Enigma Acquisition, the Grand Prosper Acquisition, the Trackplus Acquisition, the Clear Water Properties Acquisition, the Shophouses Acquisition and the Megan Midas Acquisition
- “Act” : The Companies Act, Chapter 50 of Singapore, as amended or modified from time to time
- “Authority” : Monetary Authority of Singapore
- “Board” : The board of Directors of the Company
- “CDP” : The Central Depository (Pte) Limited
- “Chiew Kim Lee” : Being one of the Megan Midas Vendors in respect of the Megan Midas Sale Shares
- “Clear Water” : Clear Water Developments Sdn Bhd, a company incorporated in Malaysia, being the vendor in respect of the Residential Properties
- “Clear Water Consideration Shares” : 268,487,800 Consideration Shares to be allotted and issued to Clear Water in full satisfaction of the Clear Water Purchase Consideration
- “Clear Water Master Purchase Agreement” : Master purchase agreement dated 16 February 2011 entered into between IPR and Clear Water relating to the Clear Water Properties Acquisition
- “Clear Water Properties Acquisition” : The proposed acquisition by IPR of the Residential Properties pursuant to the terms of the Clear Water Master Purchase Agreement and the Residential Properties Agreements
- “Clear Water Purchase Consideration” : The sum of MYR6,398,872 (equivalent to approximately S\$2,684,878) payable by IPR to Clear Water for the Clear Water Properties Acquisition to be fully satisfied by the allotment and issue of 268,487,800 Consideration Shares to Clear Water at the Issue Price
- “CNA” : C.N.A Venture Holdings Sdn Bhd, a company incorporated in Malaysia, is an associated company of Enigma
- “Company” : Inno-Pacific Holdings Ltd
- “Consideration Shares” : An aggregate of 1,091,437,210 new Shares to be allotted and issued by the Company at the Issue Price to the Vendors in full or partial satisfaction of the purchase consideration payable for each of the Acquisitions

“Deshi”	: Deshi Oil and Gas Exploration Co. Ltd., a subsidiary of Grand Prosper
“Dimensi Cita”	: Dimensi Cita Sdn Bhd, a company incorporated in Malaysia, being the vendor in respect of the Enigma Sale Shares
“Directors”	: The Directors of the Company as at the date of this Offer Information Statement
“Dragon Seed”	: Dragon Seed Resources Limited, a company incorporated in the British Virgin Islands, being the vendor in respect of the Grand Prosper Sale Shares
“EGM”	: An extraordinary general meeting of the Company held on 15 June 2011
“Enigma”	: Enigma Venture (M) Sdn Bhd, a company incorporated in Malaysia
“Enigma Acquisition”	: The proposed acquisition by the Company of the Enigma Sale Shares held by Dimensi Cita pursuant to the terms of the Enigma Sale and Purchase Agreement
“Enigma Consideration Shares”	: 200,000,000 Consideration Shares to be allotted and issued to Dimensi Cita in full satisfaction of the Enigma Purchase Consideration
“Enigma Purchase Consideration”	: The sum of S\$2,000,000 payable by the Company to Dimensi Cita for the Enigma Acquisition to be fully satisfied by the allotment and issue of 200,000,000 Consideration Shares to Dimensi Cita at the Issue Price
“Enigma Sale and Purchase Agreement”	: Sale and purchase agreement dated 16 February 2011 entered into between the Company and Dimensi Cita relating to the Enigma Acquisition
“Enigma Sale Shares”	: An aggregate of two (2) ordinary shares, representing the entire issued and paid-up share capital of Enigma
“Excellent Empire”	: Excellent Empire Limited, a company incorporated in the British Virgin Islands, being the other shareholder of Grand Prosper and holds the balance 75% interest in Grand Prosper
“FY”	: Financial year ended 31 December
“Grand Prosper”	: Grand Prosper Group Limited, a company incorporated in Hong Kong
“Grand Prosper Acquisition”	: The proposed acquisition by the Company of the Grand Prosper Sale Shares held by Dragon Seed pursuant to the terms of the Grand Prosper Sale and Purchase Agreement

“Grand Prosper Consideration Shares”	:	200,000,000 Consideration Shares to be allotted and issued to Dragon Seed in full satisfaction of the Grand Prosper Purchase Consideration
“Grand Prosper Purchase Consideration”	:	The sum of S\$2,000,000 payable by the Company to Dragon Seed for the Grand Prosper Acquisition to be fully satisfied by the allotment and issue of 200,000,000 Consideration Shares to Dragon Seed at the Issue Price
“Grand Prosper Sale and Purchase Agreement”	:	Sale and purchase agreement dated 16 February 2011 entered into between the Company and Dragon Seed relating to the Grand Prosper Acquisition
“Grand Prosper Sale Shares”	:	An aggregate of 25 ordinary shares, representing 25% of the issued and paid-up share capital of Grand Prosper
“Group”	:	The Company and its subsidiaries
“IPR”	:	Inno-Pacific Realty Sdn Bhd, a wholly-owned subsidiary of the Company, incorporated in Malaysia
“Issue Price”	:	S\$0.01 for each Consideration Share
“Latest Practicable Date”	:	The latest practicable date prior to the lodgement of this Offer Information Statement, being 21 June 2011
“Listing Manual”	:	The listing manual of the SGX-ST
“LKY”	:	Lim Kuan Yew, being the vendor in respect of the Shophouses and one of the Megan Midas Vendors in respect of the Megan Midas Sale Shares
“LKY Consideration Shares”	:	51,615,610 Consideration Shares to be allotted and issued to LKY in full satisfaction of the Shophouses Purchase Consideration
“LKY Sale and Purchase Agreements”	:	Collectively, the three separate sale and purchase agreements all dated 16 February 2011 entered into between IPR and LKY relating to the Shophouses Acquisition
“Market Day”	:	A day on which SGX-ST is open for trading in securities
“MDSB”	:	Magnificent Dimension Sdn Bhd, a company incorporated in Malaysia, being the other shareholder of CNA and holds the balance 60% interest in CNA
“Megan Midas”	:	Megan Midas Sdn Bhd, a company incorporated in Malaysia
“Megan Midas Acquisition”	:	The proposed acquisition by IPR of the Megan Midas Sale Shares held by the Megan Midas Vendors pursuant to the terms of the Megan Midas Sale and Purchase Agreement

“Megan Midas Consideration Shares”	: An aggregate of 151,051,000 Consideration Shares to be allotted and issued in equal proportion to each of the Megan Midas Vendors in full satisfaction of the Megan Midas Purchase Consideration
“Megan Midas Purchase Consideration”	: The sum of MYR3,600,000 (equivalent to approximately S\$1,510,510) payable by IPR to the Megan Midas Vendors for the Megan Midas Acquisition to be fully satisfied by the allotment and issue of an aggregate of 151,051,000 Consideration Shares to the Megan Midas Vendors at the Issue Price
“Megan Midas Sale and Purchase Agreement”	: Sale and purchase agreement dated 24 February 2011 entered into between IPR and the Megan Midas Vendors relating to the Megan Midas Acquisition
“Megan Midas Sale Shares”	: An aggregate of two (2) ordinary shares, representing the entire issued and paid-up share capital of Megan Midas
“Megan Midas Vendors”	: Collectively, Messrs LKY and Chiew Kim Lee
“Offer Information Statement”	: This offer information statement which complies as to form and content with the Sixteenth Schedule of the Securities and Futures (Offers of Investments) (Shares and Debentures) Regulations 2005 that was lodged with and accepted by the Authority pursuant to Section 277 of the Securities and Futures Act
“PRC”	: People’s Republic of China
“Residential Properties”	: The three (3) residential units of a condominium known as Clear Water Residence located in Kuala Lumpur Malaysia
“Residential Properties Agreements”	: Collectively, the three separate sale and purchase agreements all dated 16 February 2011 entered into between IPR and Clear Water relating to the Clear Water Properties Acquisition
“Securities Account”	: Securities account maintained by a depositor with CDP but does not include a securities sub-account
“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 admits, mean the Depositors whose Securities Accounts are credited with Shares
“Shares”	: The ordinary shares in the capital of the Company

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- “Shophouse A-1” : A shophouse which is at the ground floor corner shophot and described as under Lot No. A-1 Ground Floor Block A Taman Sungai Mas, Menggatal, Kota Kinabalu, Sabah, Malaysia
- “Shophouse A-2” : A shophouse which is at the ground floor intermediate shophot and described as under Lot No. A-2 Ground Floor Block A Taman Sungai Mas, Menggatal, Kota Kinabalu, Sabah, Malaysia
- “Shophouse A-3A” : A shophouse which is at the ground floor intermediate shophot and described as under Lot No. A-3A Ground Floor Block A Taman Sungai Mas, Menggatal, Kota Kinabalu, Sabah, Malaysia
- “Shophouses” : Collectively, Shophouse A-1, Shophouse A-2 and Shophouse A-3A
- “Shophouses Acquisition” : The proposed acquisition by IPR of the Shophouses owned by LKY pursuant to the terms of each of the LKY Sale and Purchase Agreements
- “Shophouses Earnest Monies” : The aggregate sum of MYR30 paid by IPR to LKY upon the execution of the LKY Sale and Purchase Agreements
- “Shophouses Purchase Consideration” : The aggregate sum of MYR1,230,000 (equivalent to approximately S\$516,156.10), being the balance amount, payable by IPR to LKY for the Shophouses Acquisition to be fully satisfied by the allotment and issue of 51,615,610 Consideration Shares to LKY at the Issue Price
- “subsidiary” : In relation to a corporation means any company or entity directly or indirectly under the control of the corporation; “control” means direct or indirect ownership of more than 50.0% of the voting share capital or equivalent right of ownership of such company or entity, or the power to direct its policies, management, personnel, financial or operation whether by contract or otherwise
- “Trackplus” : Trackplus Sdn Bhd, a company incorporated in Malaysia
- “Trackplus Acquisition” : The proposed acquisition by the Company of the Trackplus Sale Shares held by Tria Holdings pursuant to the terms of the Trackplus Sale and Purchase Agreement
- “Trackplus Consideration Shares” : 220,282,800 Consideration Shares to be allotted and issued to Tria Holdings in full satisfaction of the Trackplus Purchase Consideration
- “Trackplus Purchase Consideration” : The sum of MYR5,250,000 (equivalent to approximately S\$2,202,828) payable by the Company to Tria Holdings for the Trackplus Acquisition to be fully satisfied by the allotment and issue of 220,282,800 Consideration Shares to Tria Holdings at the Issue Price

“Trackplus Sale and Purchase Agreement”	: Sale and purchase agreement dated 17 February 2011 entered into between the Company and Tria Holdings relating to the Trackplus Acquisition
“Trackplus Sale Shares”	: An aggregate of 1,610,000 ordinary shares, representing 35% of the issued and paid-up share capital of Trackplus
“Tria Holdings”	: Tria Holdings Pte Ltd, a company incorporated in Singapore, being the vendor in respect of the Trackplus Sale Shares
“Vendors”	: Collectively, Clear Water, Dimensi Cita, Dragon Seed, LKY, Tria Holdings and the Megan Midas Vendors
“MYR”	: Malaysian Ringgit, the lawful currency of Malaysia
“S\$” and “cents”	: Singapore dollars and cents, respectively
“%”	: Per centum or percentage

The words “Depositor” and “Depository Register” shall have the meanings ascribed to them respectively in Section 130A of the 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 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 Act, the Securities and Futures Act or the Listing Manual or such statutory modification thereof, as the case may be, unless otherwise provided.

Unless otherwise stated, the exchange rate of S\$1.00=MYR2.3833 is used for the purposes of this Offer Information Statement, whenever Malaysian Ringgits are required to be converted into their Singapore dollar equivalent. This exchange rate should not be construed as a representation that the Malaysian Ringgit could have been, or could be, converted into Singapore dollars at the rate stated, or at all.

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.

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:-

Name of Director	Address
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

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 Acquisitions	:	Straits Law Practice LLC 36 Robinson Road 18 th Floor City House Singapore 068877

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

PART III – OFFER STATISTICS AND TIMETABLE

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

The Enigma Acquisition

On 16 February 2011, the Company announced that it had on the same day entered into the Enigma Sale and Purchase Agreement with Dimensi Cita to acquire the Enigma Sale Shares at the Enigma Purchase Consideration of S\$2,000,000.

The Enigma Purchase Consideration shall be satisfied in full by the allotment and issue of the Enigma Consideration Shares, being 200,000,000 Consideration Shares, to Dimensi Cita.

On 13 May 2011, the SGX-ST granted in-principle approval to the Company for the listing and quotation of, *inter alia*, the Enigma Consideration Shares on the Main Board of the SGX-ST subject to, amongst others, Shareholders' approval being obtained for the Enigma Acquisition and the allotment and issue of the Enigma Consideration Shares to Dimensi Cita. The in-principle approval granted by the SGX-ST to the Company for the admission of, *inter alia*, the Enigma Consideration Shares to the Official List of the SGX-ST and the listing and quotation of the Enigma Consideration Shares on the Main Board of the SGX-ST is not to be taken as an indication of the merits of the proposed Acquisitions, the Consideration Shares, the Company and/or its subsidiaries.

On 15 June 2011, the Company obtained Shareholders' approval at its EGM for the Enigma Acquisition and the allotment and issue of the Enigma Consideration Shares to Dimensi Cita.

The Enigma Consideration Shares represent (i) approximately 14.27% of the issued share capital of the Company as at the Latest Practicable Date, (ii) approximately 12.49% of the enlarged issued share capital of the Company upon completion of the Enigma Acquisition and (iii) approximately 8.02% of the enlarged issued share capital of the Company upon completion of all the Acquisitions.

The Enigma Consideration Shares will be issued at the Issue Price of S\$0.01 and 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 allotment and issue of the Enigma Consideration Shares.

The Grand Prosper Acquisition

On 16 February 2011, the Company announced that it had on the same day entered into the Grand Prosper Sale and Purchase Agreement with Dragon Seed to acquire the Grand Prosper Sale Shares at the Grand Prosper Purchase Consideration of S\$2,000,000.

The Grand Prosper Purchase Consideration shall be satisfied in full by the allotment and issue of the Grand Prosper Consideration Shares, being 200,000,000 Consideration Shares, to Dragon Seed.

On 13 May 2011, the SGX-ST granted in-principle approval to the Company for the listing and quotation of, *inter alia*, the Grand Prosper Consideration Shares on the Main Board of the SGX-ST subject to, amongst others, Shareholders' approval being obtained for the Grand Prosper Acquisition and the allotment and issue of the Grand Prosper Consideration Shares to Dragon Seed. The in-principle approval granted by the SGX-ST to the Company for the admission of, *inter alia*, the Grand Prosper Consideration Shares to the Official List of the SGX-ST and the listing and quotation of the Grand Prosper Consideration Shares on the Main Board of the SGX-ST is not to be taken as an indication of the merits of the proposed Acquisitions, the Consideration Shares, the Company and/or its subsidiaries.

On 15 June 2011, the Company obtained Shareholders' approval at its EGM for the Grand Prosper Acquisition and the allotment and issue of the Grand Prosper Consideration Shares to Dragon Seed.

The Grand Prosper Consideration Shares represent (i) approximately 14.27% of the issued share capital of the Company as at the Latest Practicable Date, (ii) approximately 12.49% of the enlarged issued share capital of the Company upon completion of the Grand Prosper Acquisition and (iii) approximately 8.02% of the enlarged issued share capital of the Company upon completion of all the Acquisitions.

The Grand Prosper Consideration Shares will be issued at the Issue Price of S\$0.01 and 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 allotment and issue of the Grand Prosper Consideration Shares.

The Trackplus Acquisition

On 17 February 2011, the Company announced that it had on the same day entered into the Trackplus Sale and Purchase Agreement with Tria Holdings to acquire the Trackplus Sale Shares at the Trackplus Purchase Consideration of MYR5,250,000 (equivalent to approximately S\$2,202,828).

The Trackplus Purchase Consideration shall be satisfied in full by the allotment and issue of the Trackplus Consideration Shares, being 220,282,800 Consideration Shares, to Tria Holdings.

On 13 May 2011, the SGX-ST granted in-principle approval to the Company for the listing and quotation of, *inter alia*, the Trackplus Consideration Shares on the Main Board of the SGX-ST subject to, amongst others, Shareholders' approval being obtained for the Trackplus Acquisition and the allotment and issue of the Trackplus

Consideration Shares to Tria Holdings. The in-principle approval granted by the SGX-ST to the Company for the admission of, *inter alia*, the Trackplus Consideration Shares to the Official List of the SGX-ST and the listing and quotation of the Trackplus Consideration Shares on the Main Board of the SGX-ST is not to be taken as an indication of the merits of the proposed Acquisitions, the Consideration Shares, the Company and/or its subsidiaries.

On 15 June 2011, the Company obtained Shareholders' approval at its EGM for the Trackplus Acquisition and the allotment and issue of the Trackplus Consideration Shares to Tria Holdings.

The Trackplus Consideration Shares represent (i) approximately 15.72% of the issued share capital of the Company as at the Latest Practicable Date, (ii) approximately 13.58% of the enlarged issued share capital of the Company upon completion of the Trackplus Acquisition and (iii) approximately 8.84% of the enlarged issued share capital of the Company upon completion of all the Acquisitions.

The Trackplus Consideration Shares will be issued at the Issue Price of S\$0.01 and 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 allotment and issue of the Trackplus Consideration Shares.

The Clear Water Properties Acquisition

On 16 February 2011, the Company announced that its wholly-owned subsidiary, IPR, had on the same day entered into the Clear Water Master Purchase Agreement and the Residential Properties Agreements with Clear Water to acquire the Residential Properties at the Clear Water Purchase Consideration of MYR6,398,872 (equivalent to approximately S\$2,684,878).

The Clear Water Purchase Consideration shall be satisfied in full by the allotment and issue of the Clear Water Consideration Shares, being 268,487,800 Consideration Shares, to Clear Water.

On 13 May 2011, the SGX-ST granted in-principle approval to the Company for the listing and quotation of, *inter alia*, the Clear Water Consideration Shares on the Main Board of the SGX-ST subject to, amongst others, Shareholders' approval being obtained for the Clear Water Properties Acquisition and the allotment and issue of the Clear Water Consideration Shares to Clear Water. The in-principle approval granted by the SGX-ST to the Company for the admission of, *inter alia*, the Clear Water Consideration Shares to the Official List of the SGX-ST and the listing and quotation of the Clear Water Consideration Shares on the Main Board of the SGX-ST is not to be taken as an indication of the merits of the proposed Acquisitions, the Consideration Shares, the Company and/or its subsidiaries.

On 15 June 2011, the Company obtained Shareholders' approval at its EGM for the Clear Water Properties Acquisition and the allotment and issue of the Clear Water Consideration Shares to Clear Water.

The Clear Water Consideration Shares represent (i) approximately 19.16% of the issued share capital of the Company as at the Latest Practicable Date, (ii) approximately 16.08% of the enlarged issued share capital of the Company upon

completion of the Clear Water Properties Acquisition and (iii) approximately 10.77% of the enlarged issued share capital of the Company upon completion of all the Acquisitions.

The Clear Water Consideration Shares will be issued at the Issue Price of S\$0.01 and 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 allotment and issue of the Clear Water Consideration Shares.

The Shophouses Acquisition

On 16 February 2011, the Company announced that its wholly-owned subsidiary, IPR, had on the same day entered into the LKY Sale and Purchase Agreements with LKY to acquire the Shophouses at a total purchase consideration of MYR1,230,030 (equivalent to approximately S\$516,169). The said purchase consideration comprise of the Shophouses Earnest Monies and the Shophouses Purchase Consideration.

The Shophouses Earnest Monies of MYR30 has been satisfied by IPR in cash upon the execution of the LKY Sale and Purchase Agreements.

The Shophouses Purchase Consideration of MYR1,230,000 (equivalent to approximately S\$516,156.10) shall be satisfied in full by the allotment and issue of the Shophouses Consideration Shares, being 51,615,610 Consideration Shares, to LKY.

On 13 May 2011, the SGX-ST granted in-principle approval to the Company for the listing and quotation of, *inter alia*, the LKY Consideration Shares on the Main Board of the SGX-ST subject to, amongst others, Shareholders' approval being obtained for the Shophouses Acquisition and the allotment and issue of the LKY Consideration Shares to LKY. The in-principle approval granted by the SGX-ST to the Company for the admission of, *inter alia*, the LKY Consideration Shares to the Official List of the SGX-ST and the listing and quotation of the LKY Consideration Shares on the Main Board of the SGX-ST is not to be taken as an indication of the merits of the proposed Acquisitions, the Consideration Shares, the Company and/or its subsidiaries.

On 15 June 2011, the Company obtained Shareholders' approval at its EGM for the Shophouses Acquisition and the allotment and issue of the LKY Consideration Shares to LKY.

The LKY Consideration Shares represent (i) approximately 3.68% of the issued share capital of the Company as at the Latest Practicable Date, (ii) approximately 3.55% of the enlarged issued share capital of the Company upon completion of the Shophouses Acquisition and (iii) approximately 2.07% of the enlarged issued share capital of the Company upon completion of all the Acquisitions.

The LKY Consideration Shares will be issued at the Issue Price of S\$0.01 and 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 allotment and issue of the LKY Consideration Shares.

The Megan Midas Acquisition

On 24 February 2011, the Company announced that its wholly-owned subsidiary, IPR, had on the same day entered into the Megan Midas Sale and Purchase Agreement with the Megan Midas Vendors to acquire the Megan Midas Sale Shares at the Megan Midas Purchase Consideration of MYR3,600,000 (equivalent to approximately S\$1,510,510).

The Megan Midas Purchase Consideration shall be satisfied in full by the allotment and issue of the Megan Midas Consideration Shares, being an aggregate of 151,051,000 Consideration Shares, in equal proportion to each of the Megan Midas Vendors.

On 13 May 2011, the SGX-ST granted in-principle approval to the Company for the listing and quotation of, *inter alia*, the Megan Midas Consideration Shares on the Main Board of the SGX-ST subject to, amongst others, Shareholders' approval being obtained for the Megan Midas Acquisition and the allotment and issue of the Megan Midas Consideration Shares to the Megan Midas Vendors. The in-principle approval granted by the SGX-ST to the Company for the admission of, *inter alia*, the Megan Midas Consideration Shares to the Official List of the SGX-ST and the listing and quotation of the Megan Midas Consideration Shares on the Main Board of the SGX-ST is not to be taken as an indication of the merits of the proposed Acquisitions, the Consideration Shares, the Company and/or its subsidiaries.

On 15 June 2011, the Company obtained Shareholders' approval at its EGM for the Megan Midas Acquisition and the allotment and issue of the Megan Midas Consideration Shares in equal proportion to each of the Megan Midas Vendors.

The Megan Midas Consideration Shares represent (i) approximately 10.78% of the issued share capital of the Company as at the Latest Practicable Date, (ii) approximately 9.73% of the enlarged issued share capital of the Company upon completion of the Megan Midas Acquisition and (iii) approximately 6.06% of the enlarged issued share capital of the Company upon completion of all the Acquisitions.

The Megan Midas Consideration Shares will be issued at the Issue Price of S\$0.01 and 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 allotment and issue of the Megan Midas Consideration Shares.

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.

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 relevant number of Consideration Shares is to be allotted and issued to each of the Vendors on completion of each of the Acquisitions in full or partial satisfaction of each of the purchase considerations of the said acquisitions.

Completion of each of the Acquisitions is subject to the satisfaction of certain conditions precedent as set out in each of the agreements that the Company or its wholly-owned subsidiary, IPR, as the case may be, had entered into with each of the Vendors.

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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.***

The relevant number of Consideration Shares is to be allotted and issued to each of the Vendors on completion of each of the Acquisitions in full or partial satisfaction of each of the purchase considerations of the said acquisitions.

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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.***

Upon completion of each of the Acquisitions, the Company shall allot and issue such number of Consideration Shares to CDP for the Securities Account of the relevant Vendor and instruct CDP to credit that Securities Account maintained with CDP with such number of Consideration Shares. The Company shall also deliver or procure to be delivered to CDP the share certificate(s) in respect of such number of Consideration Shares in the name of CDP. Alternatively, the Company may also deliver to any of the Vendors the share certificate(s) in respect of such number of Consideration Shares to be issued and allotted to any of the Vendors.

-
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.

-
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 completion of each of the Acquisitions via the SGXNET.

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 Consideration Shares are to be allotted and issued to the Vendors on completion of the Acquisitions in full or partial satisfaction of the purchase consideration for each of the Acquisitions.

Accordingly, no cash proceeds will be raised from the proposed allotment and issue of the Consideration Shares to the Vendors.

-
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 Consideration Shares are to be allotted and issued to the Vendors on completion of the Acquisitions in full or partial satisfaction of the purchase consideration for each of the Acquisitions.

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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.***

The Consideration Shares are to be allotted and issued to the Vendors on completion of the Acquisitions in full or partial satisfaction of the purchase consideration for each of the Acquisitions.

Each of the Company, IPR and the Vendors shall bear its own costs arising from and in connection with each of the Acquisitions.

-
- 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.***

The Consideration Shares are to be allotted and issued to the Vendors on completion of the Acquisitions in full or partial satisfaction of the purchase consideration for each of the following Acquisitions:-

(a) The Enigma Acquisition

On 16 February 2011, the Company announced that it had on the same day entered into the Enigma Sale and Purchase Agreement with Dimensi Cita to acquire the Enigma Sale Shares at the Enigma Purchase Consideration of S\$2,000,000.

The Enigma Purchase Consideration shall be satisfied in full by the allotment and issue of the Enigma Consideration Shares, being 200,000,000 Consideration Shares, to Dimensi Cita at the Issue Price.

The Enigma Sale Shares represent the entire issued and paid-up share capital of Enigma.

Enigma is an investment holding company and holds 2,600,000 ordinary shares, representing 40% of the issued and paid-up share capital of CNA. The balance 60% interest in CNA is held by MDSB.

CNA is an investment holding company. The subsidiaries of CNA are principally engaged in the business of manufacturing of car seats and automotive components.

(b) The Grand Prosper Acquisition

On 16 February 2011, the Company announced that it had on the same day entered into the Grand Prosper Sale and Purchase Agreement with Dragon Seed to acquire the Grand Prosper Sale Shares at the Grand Prosper Purchase Consideration of S\$2,000,000.

The Grand Prosper Purchase Consideration shall be satisfied in full by the allotment and issue of the Grand Prosper Consideration Shares, being 200,000,000 Consideration Shares, to Dragon Seed at the Issue Price.

The Grand Prosper Sale Shares represent 25% of the issued and paid-up share capital of Grand Prosper. The balance 75% interest in Grand Prosper is held by Excellent Empire.

Grand Prosper is an investment holding company and owns a 90% equity interest in Deshi, a sino-foreign joint venture company in the PRC. The balance 10% equity interest in Deshi is owned by Su Cheng Lu, a PRC national.

Deshi is principally engaged in the business of exploration, development and exploitation of oil and natural gas. Deshi is also pursuing other downstream activities and is entering into the compressed natural gas (“CNG”) fuel stations business and has obtained the permits to build and operate two CNG fuel stations in Dezhou city, Shandong Province, PRC.

(c) The Trackplus Acquisition

On 17 February 2011, the Company announced that it had on the same day entered into the Trackplus Sale and Purchase Agreement with Tria Holdings to acquire the Trackplus Sale Shares at the Trackplus Purchase Consideration of MYR5,250,000 (equivalent to approximately S\$2,202,828).

The Trackplus Purchase Consideration shall be satisfied in full by the allotment and issue of the Trackplus Consideration Shares, being 220,282,800 Consideration Shares, to Tria Holdings at the Issue Price.

The Trackplus Sale Shares represent 35% of the issued and paid-up share capital of Trackplus. The balance 65% interest in Trackplus is held by Tria Holdings.

The principal activity of Trackplus is property development in Malaysia.

(d) The Clear Water Properties Acquisition

On 16 February 2011, the Company announced that its wholly-owned subsidiary, IPR, had on the same day entered into the Clear Water Master Purchase Agreement and the Residential Properties Agreements with Clear Water to acquire the Residential Properties at the Clear Water Purchase Consideration of MYR6,398,872 (equivalent to approximately S\$2,684,878).

The Residential Properties are acquired by IPR directly from the developer, Clear Water, at the rates which have been advertised by Clear Water.

The Clear Water Purchase Consideration shall be satisfied in full by the allotment and issue of the Clear Water Consideration Shares, being 268,487,800 Consideration Shares, to Clear Water at the Issue Price.

The Residential Properties are units in a condominium development in Kuala Lumpur Malaysia known as Clear Water Residence (“**CWR**”). The residential units which are being acquired by IPR comprise of the following:-

- (i) a 2 bedroom loft located at level 12 with an area of 1,677 square feet;
- (ii) a 2 bedroom loft located at level 12 with an area of 1,794 square feet; and
- (iii) a penthouse located at level 18 with an area of 3,283 square feet.

CWR (www.clearwater.com.my) comprises of an 18-storey residential building complex which spread over 45,000 square feet. CWR has a total of 108 units of exclusive residences with poetic concept, offering the services of a boutique hotel such as concierge, a three-storey wellness club (known as Clearwater Wellness Club), cafe and dining restaurant, a business center and function room, resident's lounge, car park bays and optional housekeeping and laundry services.

CWR is part of a development project by Clear Water, which comprises development of the Work@Clearwater, a 9-storey office building with a total rentable area over 80,000 square feet. CWR is located on Changkat Semantan, Damansara Height north-west of Kuala Lumpur city. It is about 12 minutes and 5 minutes drive from Kuala Lumpur city and Kuala Lumpur Sentral Station respectively and is accessible via Jalan Duta, Damansara Link, Jalan Semantan and then onto Jalan Changkat Semantan.

(e) The Shophouses Acquisition

On 16 February 2011, the Company announced that its wholly-owned subsidiary, IPR, had on the same day entered into the LKY Sale and Purchase Agreements with LKY to acquire the Shophouses at a total purchase consideration of MYR1,230,030 (equivalent to approximately S\$516,169). The said purchase consideration comprise of the Shophouses Earnest Monies and the Shophouses Purchase Consideration.

The Shophouses Earnest Monies of MYR30 has been satisfied by IPR in cash upon the execution of the LKY Sale and Purchase Agreements.

The Shophouses Purchase Consideration of MYR1,230,000 (equivalent to approximately S\$516,156.10) shall be satisfied in full by the allotment and issue of the Shophouses Consideration Shares, being 51,615,610 Consideration Shares, to LKY at the Issue Price.

The Shophouses which are being acquired by IPR comprise of the following:-

- (i) Shophouse A-1 - a shophouse which is at the ground floor corner shoplot measuring 1,265 square feet in area and described as under Lot No. A-1 Ground Floor Block A Taman Sungai Mas, Menggatal;
- (ii) Shophouse A-2 - a shophouse which is at the ground floor intermediate shoplot measuring 1,070 square feet in area and described as under Lot No. A-2 Ground Floor Block A Taman Sungai Mas Menggatal; and
- (iii) Shophouse A-3A - a shophouse which is at the ground floor intermediate shoplot measuring 1,070 square feet in area and described as under Lot No. A-3A Ground Floor Block A Taman Sungai Mas Menggatal.

All the Shophouses are located within 4 and 5 storey walk-up service apartments cum shoplots of Block A Taman Sungai Mas at Menggatal Town Kota Kinabalu Sabah which was erected pursuant to the development project known as "Taman Sungai Mas". The said development is erected on the land held under Country Lease No. 015400987 in the District of Tuaran, Sabah, Malaysia.

(f) The Megan Midas Acquisition

On 24 February 2011, the Company announced that its wholly-owned subsidiary, IPR, had on the same day entered into the Megan Midas Sale and Purchase Agreement with the Megan Midas Vendors to acquire the Megan Midas Sale Shares at the Megan Midas Purchase Consideration of MYR3,600,000 (equivalent to approximately S\$1,510,510).

The Megan Midas Purchase Consideration shall be satisfied in full by the allotment and issue of the Megan Midas Consideration Shares, being an aggregate of 151,051,000 Consideration Shares, in equal proportion to each of the Megan Midas Vendors at the Issue Price.

The Megan Midas Sale Shares represent the entire issued and paid-up share capital of Megan Midas.

Megan Midas is principally engaged in the business of investment properties holding.

-
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.***

Not Applicable.

-
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.***

Not Applicable.

-
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.***

Not Applicable.

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

(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
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
Inno-Pacific Realty Sdn Bhd	Malaysia	100.0%	Investment holding of real estate properties in Malaysia
<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

- (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 infrastructures 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 technology. 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 (“**BPL HSIA**”) to its 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 MYR1 to an unrelated investor as the said company had been incurring losses in the past few years and had a negative book value of MYR0.2 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 for the said placement was approximately 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 second half of 2011.

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. The said transaction was completed on 11 January 2011.

On 31 December 2010, the Company announced that its wholly-owned subsidiary, PG, has exited from the telecommunication services business of the Group and its operations ceased with effect from 31 December 2010. The telecommunication services business of the Group in Malaysia which is operated by PGSB was not affected by this decision and continues to be in operation. PGSB continues to offer a suite of telecommunication 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 PGSB believe that the Malaysian telecommunication market, especially the BPL HSIA sector remains underserved and is an opportunity for PGSB to concentrate on.

From 1 January 2011 to the Latest Practicable Date

On 17 January 2011, the Company announced that it had entered into separate placement agreements with Messrs Tan Boon Kiat, Koh William, Ge Lei and Ng Su Ling pursuant to which the said persons subscribed for an aggregate of 215,000,000 new Shares at a price of S\$0.009 for each new Share. The amount of the gross proceeds raised by the Company for the said placement was approximately S\$1.9 million and it was completed on 28 January 2011.

On 14 February 2011, the Company announced that it had incorporated a new company in Malaysia known as Inno-Pacific Realty Sdn Bhd or IPR as defined in this Offer Information Statement. IPR's principal activity is investment holding of real estate properties in Malaysia.

On 16 February 2011, the Company announced that it had on the same day entered into the Enigma Sale and Purchase Agreement with Dimensi Cita to acquire the Enigma Sale Shares at the Enigma Purchase Consideration of S\$2,000,000.

On 16 February 2011, the Company announced that it had on the same day entered into the Grand Prosper Sale and Purchase Agreement with Dragon Seed to acquire the Grand Prosper Sale Shares at the Grand Prosper Purchase Consideration of S\$2,000,000.

On 16 February 2011, the Company announced that its wholly-owned subsidiary, IPR, had on the same day entered into the Clear Water Master Purchase Agreement and the Residential Properties Agreements with Clear Water to acquire the Residential Properties at the Clear Water Purchase Consideration of MYR6,398,872 (equivalent to approximately S\$2,684,878).

On 16 February 2011, the Company announced that its wholly-owned subsidiary, IPR, had on the same day entered into the LKY Sale and Purchase Agreements with LKY to acquire the Shophouses at a total purchase consideration of MYR1,230,030 (equivalent to approximately S\$516,168.70). The said purchase consideration comprise of the Shophouses Earnest Monies and the Shophouses Purchase Consideration.

On 17 February 2011, the Company announced that it had on the same day entered into the Trackplus Sale and Purchase Agreement with Tria Holdings to acquire the Trackplus Sale Shares at the Trackplus Purchase Consideration of MYR5,250,000 (equivalent to approximately S\$2,202,828).

On 24 February 2011, the Company announced that its wholly-owned subsidiary, IPR, had on the same day entered into the Megan Midas Sale and Purchase Agreement with the Megan Midas Vendors to acquire the Megan Midas Sale Shares at the Megan Midas Purchase Consideration of MYR3,600,000 (equivalent to approximately S\$1,510,510).

On 15 May 2011, the Company announced that it has obtained in-principle approval from the SGX-ST for the additional listing and quotation of the Consideration Shares on the Main Board of the SGX-ST. The in-principle approval granted by the SGX-ST to the Company for the admission of the Consideration Shares to the Official List of the SGX-ST and the listing and quotation of the Consideration Shares on the Main Board of the SGX-ST is not to be taken as an indication of the merits of the proposed Acquisitions, the Consideration Shares, the Company and/or its subsidiaries.

On 15 June 2011, the Company convened the EGM and obtained Shareholders' approval for each of the Acquisitions and the allotment and issue of such number of Consideration Shares to each of the Vendors in full or partial satisfaction of the purchase consideration payable thereunder.

(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 are as follows:-

Issued and Paid-Up : S\$56,818,137 comprising 1,401,245,285 Shares
Share Capital

Loan Capital : Nil

(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 ⁽¹⁾	Number of Shares	% of Issued Capital ⁽¹⁾
Lim Siew Hooi	126,046,000	9.0	-	-

Note:-

(1) Based on the issued share capital of 1,401,245,285 Shares as at the Latest Practicable Date.

(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.

(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 17 January 2011 which were entered into by the Company with each of Messrs Tan Boon Kiat, Koh William, Ge Lei and Ng Su Ling, the Company had on 28 January 2011 issued and allotted an aggregate of 215,000,000 new Shares at the issue price of S\$0.009 for each new Share. The said Shares were allotted to each of Messrs Tan Boon Kiat, Koh William, Ge Lei and Ng Su Ling in the proportion as stated below:-

<u>Name</u>	<u>Number of new Shares</u>
Tan Boon Kiat	60,000,000
Koh William	55,000,000
Ge Lei	50,000,000
Ng Su Ling	50,000,000

(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 Chan Sing En pursuant to which 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 Lee Chai Huat pursuant to which 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 Ronald Menon pursuant to which Ronald Menon subscribed for 30,000,000 new Shares at the price of S\$0.0164 for each new Share;
- (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 sold 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;
- (e) the placement agreement dated 17 January 2011 entered into between the Company and Tan Boon Kiat pursuant to which Tan Boon Kiat subscribed for 60,000,000 new Shares at the price of S\$0.009 for each new Share;
- (f) the placement agreement dated 17 January 2011 entered into between the Company and Koh William pursuant to which Koh William subscribed for 55,000,000 new Shares at the price of S\$0.009 for each new Share;
- (g) the placement agreement dated 17 January 2011 entered into between the Company and Ge Lei pursuant to which Ge Lei subscribed for 50,000,000 new Shares at the price of S\$0.009 for each new Share;
- (h) the placement agreement dated 17 January 2011 entered into between the Company and Ng Su Ling pursuant to which Ng Su Ling subscribed for 50,000,000 new Shares at the price of S\$0.009 for each new Share;
- (i) the Enigma Sale and Purchase Agreement dated 16 February 2011 entered into between the Company and Dimensi Cita pursuant to which the Company proposes to acquire the entire issued and paid-up share capital of Enigma at the Enigma Purchase Consideration of S\$2,000,000;

- (j) the Grand Prosper Sale and Purchase Agreement dated 16 February 2011 entered into between the Company and Dragon Seed pursuant to which the Company proposes to acquire a 25% interest in the issued and paid-up share capital of Grand Prosper at the Grand Prosper Purchase Consideration of S\$2,000,000;
 - (k) the Clear Water Master Purchase Agreement dated 16 February 2011 entered into between IPR and Clear Water pursuant to which IPR proposes to acquire the Residential Properties at the Clear Water Purchase Consideration of MYR6,398,872 (equivalent to approximately S\$2,684,878);
 - (l) the Residential Properties Agreements all dated 16 February 2011 entered into between IPR and Clear Water in connection with the acquisition of each of the Residential Properties;
 - (m) three separate deeds of mutual covenants all dated 16 February 2011 entered into between IPR and Clear Water in connection with each of the Residential Properties;
 - (n) the LKY Sale and Purchase Agreements all dated 16 February 2011 entered into between IPR and LKY pursuant to which IPR proposes to acquire the Shophouses at a total purchase consideration of MYR1,230,030 (equivalent to approximately S\$516,169);
 - (o) three separate deeds of assignment all dated 16 February 2011 entered into between IPR and LKY in connection with each of the Shophouses;
 - (p) the Trackplus Sale and Purchase Agreement dated 17 February 2011 entered into between the Company and Tria Holdings pursuant to which the Company proposes to acquire a 35% interest in the issued and paid-up share capital of Trackplus at the Trackplus Purchase Consideration of MYR5,250,000 (equivalent to approximately S\$2,202,828); and
 - (q) the Megan Midas Sale and Purchase Agreement dated 24 February 2011 entered into between IPR and the Megan Midas Vendors pursuant to which IPR proposes to acquire the entire issued and paid-up share capital of Megan Midas at the Megan Midas Purchase Consideration of MYR3,600,000 (equivalent to approximately S\$1,510,510).
-

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 recently completed financial years are set out below:-

	FY2008 (Audited) (S\$'000)	FY2009 (Audited) (S\$'000)	FY2010 (Audited) (S\$'000)
Revenue	4,859	15,669	14,120
Cost of sales	(5,375)	(10,328)	(14,145)
Gross (loss)/profit	(516)	5,341	(25)
Other operating income	82	7,865	12,913
Distribution costs	(15)	-	-
Administrative expenses	(1,988)	(1,642)	(1,269)
Other operating expenses	(12,208)	(4,926)	(3,820)
Finance income	41	-	-
Finance costs	(6)	(26)	(53)
(Loss)/profit before income tax	(14,610)	6,612	7,746

	FY2008 (Audited) (S\$'000)	FY2009 (Audited) (S\$'000)	FY2010 (Audited) (S\$'000)
Income tax (expenses)/credit	(92)	46	(1,243)
(Loss)/profit for the financial year	(14,702)	6,658	6,503
Profit/(loss) attributable to:			
Owners of the Company	(14,705)	6,668	6,503
Minority Interests	3	(10)	-
	(14,702)	6,658	6,503
Earnings/(Losses) per Share ⁽¹⁾ (cents)	(1.35)	0.61	0.56
Earnings/(Losses) per Share after the completion of all the Acquisitions ⁽²⁾ (cents)	(0.58)	0.28	0.27
Dividends per Share (cents)	-	-	-

Notes:-

- (1) The earnings/losses per Share is as per the published results of the Group for each of FY2008, FY2009 and FY2010.
- (2) In the calculation of earnings/losses per Share after the Acquisitions for FY2008, FY2009 and FY2010, it is assumed that:-
 - (a) the aggregate number of Consideration Shares is 1,091,437,210 Shares;
 - (b) the Consideration Shares together with the 100,000,000 and the 215,000,000 share placement in April 2010 and January 2011 respectively have been issued at the beginning of each financial year, and no income contribution from the proceeds of the issue of these Shares have been taken into consideration;
 - (c) the number of Shares used for the calculation being 2,491,779,288 Shares for FY2008, 2,492,682,495 Shares for FY2009 and 2,492,682,495 Shares for FY2010 respectively; and
 - (d) the earnings/losses include cumulative profit/loss attributable to all the Acquisitions.

3. In respect of -

- (a) each financial year (being one of the 3 most recent completed financial years) for which financial statements have been published; and**
- (b) any subsequent period for which interim financial statements have been published,**

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

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) a decrease in staff costs during FY2009 and (ii) a 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) an 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 (FY2008: 2.7 times) with current assets and current liabilities of S\$25.9 million (FY2008: S\$15.2 million) and S\$5.2 million (FY2008: S\$5.5 million) respectively. The non-current liability to equity ratio was 6.0% (FY2008: 7.6%).

FY2010 vs FY2009

The turnover in FY2010 was S\$14.1 million compared to S\$15.7 million in FY2009, a decrease of 9.9%. Proceeds from the sale of marketable securities of S\$13.7 million accounted for 96.9% of the Group's turnover for FY2010. The balance of the Group's turnover of S\$0.4 million was generated by its subsidiaries in the telecommunication sector: PG Communications Pte Ltd and PG Communications Sdn Bhd. Sales from this sector decreased by S\$0.4 million as compared to FY2009. Turnover from the telecommunication business fell as a result of intense competition in the pre-paid calling cards business.

The volatility in the financial and stock markets had depressed the gross margin when the Group sold some of its investments held for trading. The Group realised a small loss of S\$0.03 million on sale of investments held for trading in FY2010.

The Group's telecommunication business was negatively impacted by the intense competition from incumbent telecommunications companies. The aggressive pricing packages offered by the Group's competitors have had a negative impact on the

gross profit of the Group's telecommunication service business. This business could only manage to breakeven at the gross profit level.

Other income included an unrealised gain of S\$12.9 million from fair value adjustments in investments held for trading in FY2010.

Administrative cost decreased to S\$1.3 million in FY2010 from S\$1.6 million in FY2009. The decrease was mainly due to the absence of share options expense in FY2010.

Other operating cost decreased to S\$3.8 million in FY2010 from S\$4.9 million in FY2009. The decrease was mainly due to the absence of impairment of goodwill in FY2010 (FY2009: S\$4.1 million), and a provision for impairment in the value of a factory building under construction of S\$0.8 million and a provision for impairment loss in available-for-sale investments of S\$2.4 million in FY2010.

Available-for-sale investments represented the Group's interests in 60 finished lots of land situated at Sawyer Falls. Based on the recent open market transactions of land in Sawyer Falls, Pierce County, Washington State, United States of America, the available-for-sale investments have been written down by S\$2.4 million, reducing its carrying value on the books to S\$4.6 million in FY2010 from S\$7.0 million in FY2009.

Investments held for trading increased to S\$33.7 million at the end of FY2010 from S\$20.1 million at the end of FY2009, mainly due to fair value adjustments.

Other receivables and prepayment decreased to S\$0.1 million in FY2010 from S\$2.7 million in FY2009. The decrease was mainly due to: (i) a sales proceed of S\$2.0 million from the sale of investments held for trading at the end of FY2009 received in early 2010; and (ii) the tax dispute amount of S\$0.5 million in respect of years of assessment 1988 and 1990 to 2004 which was resolved by the Company with the Inland Revenue Authority of Singapore ("IRAS").

Trade and other payables decreased to S\$3.2 million at the end of FY2010 from S\$4.5 million at the end of FY2009. The decrease was mainly due to settlement of payables related to purchase of investments held for trading during FY2010.

Tax payable increased to S\$1.2 million at the end of FY2010 from S\$0.5 million at the end of FY2009, mainly due to the income tax liability of a wholly-owned subsidiary of the Company in relation to its chargeable income for FY2010. This tax payable amount is calculated according to the provisions of the prevailing Income Tax Act and the FRS39 tax treatment. However, under IRAS loss transfer system of group relief, a company belonging to the same group may transfer its current year unabsorbed capital allowances, current year unabsorbed trade losses and current year unabsorbed donations to another company within the group, to be deducted against the assessable income of the latter company. The Group will utilise the group relief system to minimise the final tax impact.

Current assets and current liabilities stood at S\$36.7 million and S\$4.5 million respectively at the end of FY2010, as compared to current assets and current liabilities of S\$25.9 million and S\$5.2 million respectively at the end of FY2009.

The non-current liability and total equity of the Group stood at S\$2.0 million and S\$43.6 million respectively at the end of FY2010, as compared to non-current liability and total equity of the Group of S\$2.0 million and S\$35.4 million respectively at the end of FY2009.

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 Company as at 31 December 2009 and 31 December 2010 are set out below:-

	As at 31 December 2009 (Audited) (S\$'000)	As at 31 December 2010 (Audited) (S\$'000)
ASSETS		
Non-current assets:		
Property, plant and equipment	9,593	8,808
Available-for-sale investment	7,000	4,600
Total non-current assets	16,593	13,408
Current assets:		
Inventories	2,899	2,805
Investments held for trading	20,134	33,650
Trade receivables	23	23
Other receivables and prepayments	2,742	112
Cash and cash equivalents	135	156
Total current assets	25,933	36,746

	As at 31 December 2009 (Audited) (S\$'000)	As at 31 December 2010 (Audited) (S\$'000)
Total assets	42,526	50,154
LIABILITIES AND EQUITY		
Current liabilities:		
Trade and other payables	4,526	3,248
Provision for directors' fees	51	45
Income tax payable	556	1,225
Finance lease liabilities	40	17
Total current liabilities	5,173	4,535
Non-current liabilities:		
Finance lease liabilities	17	-
Deferred tax liabilities	1,977	1,994
Total non-current liabilities	1,994	1,994
Equity		
Share capital	53,283	54,898
Assets revaluation reserve	1,238	1,169
Share options reserve	546	546
Foreign currency translation reserve	695	843
Accumulated losses	(20,403)	(13,831)
Equity attributable to owners of the Company	35,359	43,625
Total equity	35,359	43,625
Total liabilities and equity	42,526	50,154
Net tangible assets per Share ⁽¹⁾ (cents)	3.26	3.68
Number of issued Shares	1,086,245,285	1,186,245,285
Proforma net tangible assets per Share after completion of all the Acquisitions ⁽²⁾ (cents)	2.00	2.26
Number of issued Shares after completion of all the Acquisitions	2,492,682,495	2,492,682,495

Notes:-

- (1) The net tangible assets per Share is as per the published results of the Group for each of FY2009 and FY2010.
- (2) The proforma net tangible assets per Share after the Acquisitions as at 31 December 2009 and 31 December 2010 has been computed based on the following assumptions:-
 - (a) that the price for each Consideration Share is S\$0.01;
 - (b) that the total number of Consideration Shares is 1,091,437,210 Shares; and
 - (c) that the Consideration Shares together with the 100,000,000 share placement in May 2010 and the 215,000,000 share placement in January 2011 have been issued at the end of each of the financial years ended 31 December 2009 and 31 December 2010.

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)	FY2010 (Audited) (S\$'000)
Cash flows from operating activities:		
Profit before income tax	6,612	7,746
Adjustments for:		
Allowance for impairment loss on available-for-sale investments	-	2,400
Allowance for impairment loss on investments held for trading	35	
Fair value gain on investments held for trading	(7,816)	(12,856)
Allowance for impairment of goodwill	4,121	-
Trade receivables written off	7	-
Write-down of inventories	38	-
Inventories written off	2	12
Allowance for impairment loss on property, plant and equipment	-	761
Property, plant and equipment written off	1	5
Loss on disposal of fixed assets	-	1
Depreciation expense	323	250
Allowance/(Reversal of allowance) for doubtful trade receivables	78	(15)
Share options expense	221	-
Interest income	(1)	-
Finance costs	26	53
Operating cash inflow / (outflow) before working capital changes	3,647	(1,643)
Investments held for trading	(4,205)	(660)
Trade receivables	79	(37)
Other receivables and prepayments	(1,892)	2,138
Inventories	(11)	81
Provision for Directors' fees	(9)	(6)
Trade and other payables	2,375	1,226
Cash used in operations	(16)	(1,353)
Interest received	1	-
Interest paid	(26)	(53)
Income tax paid	(161)	(105)
Net cash used in operating activities	(202)	(1,511)

	FY2009 (Audited) (S\$'000)	FY2010 (Audited) (S\$'000)
Cash flows from investing activities:		
Purchase of property, plant and equipment	(10)	(53)
Decrease in fixed deposit pledged to bank	-	30
Effect of foreign currency translation differences on investing activities	106	(139)
Net cash arising from investing activities	96	(162)
Cash flows used in financing activities:		
Repayment of finance lease	(40)	(40)
Proceed from placement of shares	-	1,615
Net proceeds from exercise of warrants	28	-
Net cash (used in)/generated from financing activities	(12)	1,575
Effect of foreign exchange rate changes	(221)	149
Net (decrease)/increase in cash and cash equivalents	(339)	51
Cash and cash equivalents at beginning of financial year	414	75
Cash and cash equivalents at end of financial year	75	126
Fixed deposits pledged to bank	60	30
Cash and cash equivalents as per consolidated statement of financial position	135	156

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, 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.

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.

-
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.

-
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.

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.

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.

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.

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 31 December 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 audited financial statements for its financial year ended 31 December 2010. The annual report of the Company is accessible via the SGX-ST's website at www.sgx.com.

Meaning of "published"

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

Noted.

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\$0.01 for each Consideration Share.

The Consideration Shares are to be allotted and issued to the Vendors on completion of the Acquisitions in full or partial satisfaction of the purchase consideration for each of the Acquisitions.

-
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.

-
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.

-
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 June 2011 to the Latest Practicable Date are as follows:-

Month	Price Range		Volume of Shares Traded
	High (\$)	Low (\$)	
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
January 2011	0.020	0.010	13,548,000
February 2011	0.015	0.010	3,042,000
March 2011	0.015	0.005	34,273,000
April 2011	0.010	0.005	6,129,000
May 2011	0.015	0.005	3,442,000
1 June 2011 to the Latest Practicable Date	0.010	0.005	822,000

Source : SGX-ST

- (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.

-
- (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.

-
- (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.

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 Consideration Shares, when issued and allotted, 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 allotment and issue of such Consideration Shares.

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.

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

Not Applicable.

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.

-
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.

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.

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.*

Not Applicable.

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.
-

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

Not Applicable.

PART IX : ADDITIONAL INFORMATION REQUIRED FOR CONVERTIBLE DEBENTURES

Not Applicable.

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

Not Applicable.

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 24th day of June 2011

FOR AND ON BEHALF OF INNO-PACIFIC HOLDINGS LTD

DATO MOEHAMAD IZAT BIN
ACHMAD HABECHI EMIR
Director

Signed by Wong Chin Yong on
behalf of Dato Moehamad Izat
Bin Achmad Habechi Emir

WONG CHIN YONG
Director

ONG KAH HOCK
Director

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