Y VENTURES GROUP LTD.

(Incorporated in the Republic of Singapore on 2 January 2013)
(Company Registration Number: 201300274R)

PLACEMENT OF 35,000,000 NEW ORDINARY SHARES IN THE CAPITAL OF Y VENTURES GROUP LTD. (THE "PLACEMENT SHARES") AT S$0.22 FOR EACH PLACEMENT SHARE, PAYABLE IN FULL ON APPLICATION (THE "PLACEMENT")

Prior to making a decision to subscribe for the Placement Shares, you should carefully consider all the information contained in the offer document dated 30 June 2017 issued by Y Ventures Group Ltd. (the "Company" and together with its subsidiaries, the "Group") in respect of the Placement (the "Offer Document"). This Product Highlights Sheet should be read in conjunction with the Offer Document. You will be subject to various risks and uncertainties, including the potential loss of your entire principal amount invested. If you are in doubt as to investing in the Placement Shares, you should consult your legal, financial, tax or other professional adviser.

This Product Highlights Sheet[1] is an important document.

- **It highlights the key information and risks relating to the Placement contained in the Offer Document. It complements the Offer Document.**
- **You should not subscribe for the Placement Shares if you do not understand the nature of this investment in our ordinary shares, our business or are not comfortable with the accompanying risks.**
- **If you wish to subscribe for the Placement Shares, you will need to make an application in the manner set out in the Offer Document. If you do not have a copy of the Offer Document, please contact us to ask for one[2].**

Issuer	Y Ventures Group Ltd.	**Place of incorporation**	Singapore
Details of this Placement	35,000,000 Placement Shares	**Total amount to be raised in this Placement**	Gross proceeds of approximately S$7.7 million and net proceeds of approximately S$6.0 million
Placement Price	S$0.22 for each Placement Share	**Listing status of Issuer and the Securities**	An application has been made to the SGX-ST for permission to deal in, and for the listing and quotation of, all of our Shares that are already issued, the Placement Shares and the Award Shares on Catalist. The Shares are expected to be listed on 11 July 2017.
Issue Manager and Sponsor	RHT Capital Pte. Ltd.	**Placement Agent**	UOB Kay Hian Private Limited

[1] This Product Highlights Sheet does not constitute, or form any part of any offer for sale or subscription of, or solicitation of any offer to buy or subscribe for, any securities in the Company nor shall it or any part of it form the basis of, or be relied on in connection with, any contract or commitment whatsoever. This Product Highlights Sheet shall be read in conjunction with the Offer Document.

The information in this Product Highlights Sheet is based on information found in the Offer Document. Any decision to subscribe for securities must be made solely on the basis of information contained in the Offer Document. Capitalised terms used in this Product Highlights Sheet, unless otherwise defined, shall bear the meanings as defined in the Offer Document.

[2] The Offer Document, registered by the SGX-ST acting as agent on behalf of the Authority on 30 June 2017, and the application forms in respect of the Placement Shares may be obtained on request, subject to availability, during office hours from RHT Capital Pte. Ltd. at 9 Raffles Place, #29-01 Republic Plaza Tower 1, Singapore 048619 or UOB Kay Hian Private Limited at 8 Anthony Road, #01-01, Singapore 229957, or accessible on the SGX-ST's website at http://www.sgx.com.

OVERVIEW

WHO ARE WE AND WHAT DO WE DO?

Our Company was incorporated in Singapore on 2 January 2013 under the Companies Act (Chapter 50) as a private company limited by shares under the name of "Y Ventures Group Pte. Ltd.". On 6 June 2017, our Company was converted into a public company limited by shares and our name was changed to "Y Ventures Group Ltd.".

We are a data analytics driven, e-commerce retailer and distributor specialising in online retail data analytics, marketing, distribution and sale of a wide range of merchandises, under third party brands and our private label, mainly under the product categories of (i) books publishing; (ii) home and décor; and (iii) FMCG. We generate profit through the sale of merchandises under third party brands and our private label. We utilise our data analytics capabilities of analysing demand trends, pricing intelligence, consumer sentiment and market competition analysis to streamline research and marketing efforts to enhance our sales results and improve cost efficiency on various online marketplaces, and to enhance global market penetration in respect of our merchandises.

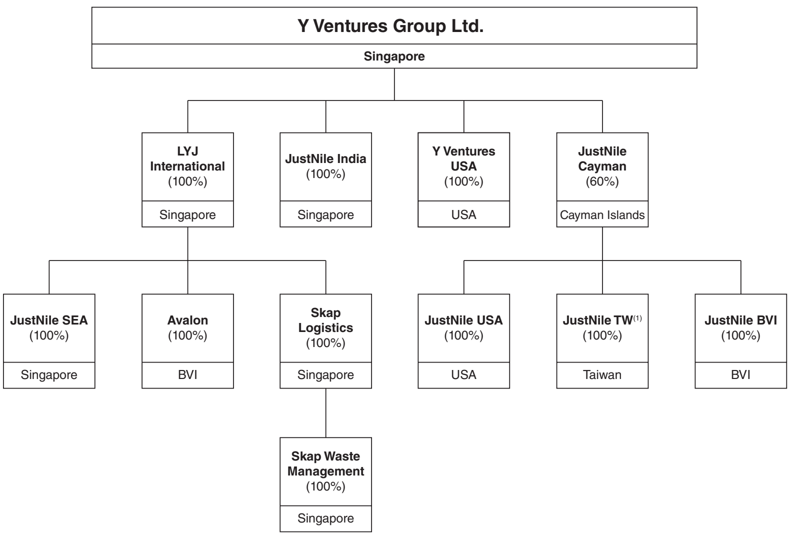
The merchandises we market and distribute are currently targeted for sale on online marketplaces in two core markets, namely USA and outside USA, which include Europe and the Asia Pacific region, such as Northeast Asia and Southeast Asia countries. As at the Latest Practicable Date, we have approximately 12,000 listings across the different online marketplaces where we market and distribute our active merchandises and an inventory size of approximately 5,500 SKUs of active merchandises.

We utilise our data analytics capabilities and familiarity with the various online marketplaces in different jurisdictions to promote, market and sell merchandises, under third party brands as well as our private label, to boost our sales revenue. This is done through our comprehensive data analytics tools covering three main phases: (i) product sourcing; (ii) sales optimisation; and (iii) data insights. Examples of our data analytics capabilities include analysis of historical sales, pricing trends, consumer sentiment, number of existing competing sellers and listings across online marketplaces and validation of data.

While we mostly work closely with third party logistics companies and last-mile fulfilment service providers for our warehousing and order fulfilment requirements, from time to time we provide logistics and freight forwarding services to third party customers.

We also carry on the business of providing waste management services in Singapore.

The structure of our Group as at the date of the Offer Document is as follows:



Note:

(1) The beneficial ownership in JustNile TW has been transferred to JustNile Cayman with effect from 5 June 2017 pursuant to a deed of trust dated 5 June 2017 between JustNile Corp. and JustNile Cayman.

Refer to the "General Information on our Group – Business Overview" section on pages 89 to 96 and "Group Structure" section on pages 67 to 69 of the Offer Document for more information on our background, business and group structure.

WHO ARE OUR DIRECTORS AND EXECUTIVE OFFICER?	
Our Board of Directors comprise: (a) Low Yik Sen ("**Adam Low**") (Executive Chairman and Managing Director) (b) Low Yik Jin ("**Alex Low**") (Chief Executive Officer and Executive Director) (c) Edward Tiong Yung Suh (Lead Independent Director) (d) Wong Sok Mei (Independent Director) (e) Ng Tiong Gee (Independent Director) (f) Twoon Wai Mun, Benjamin (Non-Executive Director) Our Executive Officers are: (a) Chin Ngai Sung (Chief Financial Officer) (b) Lim Poh Lian (Freight Manager) (c) Lim Li Jie (Data Analytics Manager)	Refer to the "Directors, Executive Officers and Staff" section on pages 116 to 123 of the Offer Document for more information on our Directors and Executive Officers.

WHO ARE OUR CONTROLLING SHAREHOLDERS?	
Immediately before the Placement, our Controlling Shareholders, namely, Adam Low and Alex Low, each held approximately 43.1% of our Company's total pre-Placement share capital. Immediately after the Placement, Adam Low and Alex Low are each expected to hold approximately 35.6% of our Company's total post-Placement share capital. Accordingly, Adam Low and Alex Low will remain as Controlling Shareholders after the Placement.	Refer to the "Shareholders" section on page 58 of the Offer Document for more information on our Controlling Shareholders.

HOW WAS OUR HISTORICAL FINANCIAL PERFORMANCE AND WHAT IS OUR CURRENT FINANCIAL POSITION?

Selected items from the combined statements of Comprehensive Income

	Audited		
(US$'000)	**FY2014**	**FY2015**	**FY2016**
Revenue	6,178	8,870	12,107
Gross profit	2,349	4,311	5,318
Profit before tax	390	1,940	1,843
Profit for the year	295	1,747	1,646
Profit attributable to equity holders of our Company	295	1,670	1,531
Pre-Placement EPS (US cents)(1)	0.2	1.0	0.9
Post-Placement EPS (US cents)(2)	0.1	0.8	0.8

Notes:

(1) For comparative purposes, the pre-Placement EPS for the Period Under Review has been computed based on the profit attributable to the equity holders of our Company and our pre-Placement share capital of 165,000,000 Shares.

(2) For comparative purposes, the post-Placement EPS for the Period Under Review has been computed based on the profit attributable to the equity holders of our Company and our post-Placement share capital of 200,000,000 Shares.

Refer to the "Offer Document Summary – Financial Highlights" section on pages 29 to 30, "Summary of our Financial Information" section on pages 70 to 71 and "Management's Discussion and Analysis of Results of Operations and Financial Position" section on pages 72 to 87 of the Offer Document for more information on our historical performance and financial position.

Selected items from the combined statements of Financial Position

(US$'000)	Audited As at 31 December 2014	Audited As at 31 December 2015	Audited As at 31 December 2016
Non-current asset	1,657	1,572	1,524
Current assets	2,205	3,511	4,389
Total assets	3,862	5,083	5,913
Non-current liabilities	1,071	986	955
Current liabilities	1,269	849	2,349
Total liabilities	2,340	1,835	3,304
NAV	1,522	3,248	2,609
NAV attributable to equity holders of our Company	1,522	3,134	2,362
NAV per Share (US cents)(1)	0.9	1.9	1.4

Note:

(1) For comparative purposes, the NAV per Share has been computed based on the NAV attributable to the equity holders of our Company and our pre-Placement share capital of 165,000,000 Shares.

Selected items of our combined statements of Cash Flows

(US$'000)	Audited FY2014	Audited FY2015	Audited FY2016
Net cash (used in)/from operating activities	(583)	706	2,600
Net cash used in investing activities	(1,652)	(20)	(55)
Net cash from/(used in) financing activities	1,336	(446)	(2,338)
Net (decrease)/increase in cash and cash equivalents	(899)	240	207
Cash and cash equivalents at the beginning of the financial year	1,450	508	733
Effect of exchange rate changes	(44)	(15)	(2)
Cash and cash equivalents at the end of the financial year	**508**(1)	**733**	**938**

Note:

(1) Does not add up due to rounding.

The most significant factors contributing to our financial performance in FY2016 as compared to FY2015 were as follows:

- Our total revenue increased by approximately US$3.2 million or 36.5% from US$8.9 million in FY2015 to US$12.1 million in FY2016. This increase was mainly attributable to higher sales from products under third party brands as a result of higher sales volume and full year revenue contribution from the sale of our private label products.

- Gross profit increased by approximately US$1.0 million or 23.3% from US$4.3 million in FY2015 to US$5.3 million in FY2016 due to higher sales volume and contribution from the full year revenue from our Group's private label products as well as lower logistics, freight and handling charges. Gross profit margin decreased from 48.6% in FY2015 to 43.9% in FY2016 due to our Group's strategy to (i) expand the product range of our third party brands which we distribute, some of which have lower margins; (ii) diversify into new product categories such as the mobile electronics category and FMCG category, which have lower margins than the books publishing category; and (iii) lower sales margins which we set for products of third party brands during the initial phase of our expansion into Asia Pacific.
- Profit before taxation decreased by approximately US$0.1 million or 5.0% from US$1.9 million in FY2015 to US$1.8 million in FY2016 as a result of lower gross profit margin due to higher cost of sales, higher administrative expenses and higher selling and distribution expenses.
- In FY2016, we recorded a net cash inflow from operating activities of US$2.6 million, which was a result of operating profit before working capital changes of US$2.0 million, adjusted for working capital inflows of US$0.6 million and income tax paid of US$10,851.
- As at 31 December 2016, our shareholders' equity amounted to US$2.6 million comprising mainly US$0.3 million of issued share capital, US$2.1 million of retained earnings and US$0.2 million of non-controlling interest.

The above factors are not the only factors contributing to our financial performance in FY2014, FY2015 and FY2016. Please refer to the other factors set out in the "Management's Discussion and Analysis of Results of Operations and Financial Position" section on pages 72 to 87 of the Offer Document.

INVESTMENT HIGHLIGHTS

WHAT ARE OUR BUSINESS STRATEGIES AND FUTURE PLANS?

Geographical Coverage and Channel Expansion. As at the Latest Practicable Date, our largest market presence is principally based in USA and we have made market penetration in Europe and Asia Pacific countries. We believe that our Group would be able to strengthen our existing presence in the online marketplaces in USA as well as expand into new online marketplaces as our channel expansion efforts. Barring unforeseen circumstances, we aim to anchor and expand our presence in jurisdictions other than USA, such as the United Kingdom, Europe, Northeast Asia and Southeast Asia.

Product Range Expansion. As at the Latest Practicable Date, we manage and distribute approximately 5,500 SKUs of active merchandises through various online marketplaces. We intend to increase our product range beyond our existing product range to cater to a wider spectrum of consumers. This could be achieved by investing in product development and establishing new brand partnerships with potential suppliers and principals globally.

Enhance Data Analytics Capabilities. Our strong competitive advantage lies in our ability to develop a robust proprietary technology platform for compilation and analysis of data on online marketplaces, which include but is not limited to analysis of demand trends, price intelligence, data analytics and intelligence, merchandises planning, inventory management, feedback and consumer sentiment. We aim to enhance our IT capabilities, with a focus on generating actionable data analytics that provides a comprehensive helicopter view of product sales across different online marketplaces where we are operating in. We believe that by enhancing our IT capabilities, we can better predict trends, consumer demand, optimise prices and thus maximising sales.

Refer to "Prospects, Business Strategies and Future Plans – Business Strategies and Future Plans" section of the Offer Document on pages 114 to 115 for more information on our business strategies and future plans.

Strategic Acquisitions. Our Group may consider expanding our business through strategic acquisitions or joint ventures with parties who will add value to our existing business. We endeavour to acquire distributors with strategic alignments and investment in consumer product brands, existing channel stores and overseas joint ventures. Through such strategic acquisitions or joint ventures, we aim to strengthen our market presence, expand our global network, as well as penetrate into new business opportunities complementary to our existing businesses. We believe that by achieving the status as a publicly listed company, our Group will be positioned advantageously with a greater prospect for expansion. Should such opportunities arise, we will seek approval, where necessary, from our Shareholders, Sponsor and/or the relevant authorities in accordance with the requirements of the applicable laws and regulations.	
WHAT ARE THE KEY TRENDS, UNCERTAINTIES, DEMANDS, COMMITMENTS OR EVENTS WHICH ARE REASONABLY LIKELY TO HAVE A MATERIAL EFFECT ON US?	
For the current FY2017, our Directors have observed the following trends based on the revenue and operations of our Group as at the Latest Practicable Date: (a) our revenue is expected to increase due to the expansion of our product range, product mix and addition of new third party brands to our existing portfolio of third party brands, as well as the expansion of geographical market and online platform coverage for the sale of existing products on online marketplaces; (b) our margin is expected to fluctuate due to the addition of products from new third party brands and the expansion of geographical market and online platform coverage for the sale of products on online marketplaces; (c) in tandem with the increase in revenue, our operating expenses are also expected to increase, including the increase in manpower costs as a result of higher headcount as we expand our business; and (d) we expect our financial results and financial position in FY2017 to be affected by the ongoing compliance costs of a publicly listed company, as well as the expenses recorded in our financial statements in respect of a portion of our listing expenses incurred in connection with the Placement. **The above are not the only trends, uncertainties, demands, commitments or events that could affect us. Please refer to the other factors set out in the "Risk Factors" section on pages 32 to 46, the "Management's Discussion and Analysis of Results of Operations and Financial Position" section on pages 72 to 87 and the "Prospects, Business Strategies and Future Plans" section on pages 112 to 115 of the Offer Document.**	Refer to the "Prospects, Business Strategies and Future Plans – Trend Information" section on pages 113 to 114, and "Use of Proceeds and Listing Expenses" section on pages 47 to 48 of the Offer Document for more information.
WHAT ARE THE KEY RISKS WHICH HAD MATERIALLY AFFECTED OR COULD MATERIALLY AFFECT US AND YOUR INVESTMENT IN OUR SECURITIES?	
We consider the following to be the most important key risks which had materially affected or could materially affect our business operations, reputation, prospects, financial position and/or financial results, and your investment in our Shares. ● **If the e-commerce market does not grow, or grows slower than we expect, demand for the merchandises we sell could be adversely affected** Continued demand from our existing and potential suppliers and principals to promote, market and sell their merchandises through online marketplaces depends on whether e-commerce will continue to be widely accepted and experience the expected growth. Our future results of operations will depend on numerous factors affecting the development of the e-commerce industry, which may be beyond our control. These factors include: (a) the growth of internet, broadband, personal computer and mobile penetration and usage globally, and the rate of any such growth;	Refer to the "Risk Factors" section on pages 32 to 46 of the Offer Document for more information on risk factors.

(b) the trust and confidence level of online retail consumers globally, as well as changes in consumers' demographics, tastes and preferences;

(c) whether alternative retail channels or business models that better address the needs of consumers emerge; and

(d) the development of order fulfilment, payment and other ancillary services associated with online purchases.

If consumer utilisation of online marketplaces does not grow or grows slower than we expect, demand for merchandises that we sell under third party brands and our private label would be adversely affected, our revenues would be negatively impacted and our ability to pursue our growth strategy would be compromised.

- **If the complexities and challenges faced by our suppliers and principals in seeking to sell online diminish, or if they increase their in-house e-commerce capabilities as an alternative to our solutions and services, our product range and sales revenue may be adversely affected**

  One of the key attractions of our business model to our suppliers and principals is our ability to help address the complexities and difficulties they face in the e-commerce market, such as developing strong data analytics capabilities and familiarity with the various online marketplaces, as well as maintaining their own infrastructure and multiple seller accounts in each online marketplace across multiple jurisdictions. If the level of such complexities and difficulties declines as a result of changes in the e-commerce landscape or otherwise, or if they choose to increase their in-house support capabilities as an alternative to selling their merchandises through our distribution or consignment business models, our product range and sales revenue may be adversely affected.

- **Our expansion into new product categories and new geographies may expose us to new challenges and more risks**

  Our current main product categories are books publishing, home and décor and FMCG merchandises. In the future, we may expand our product categories under third party brands through new suppliers and principals or through our private label. This may make predicting our future results of operations more difficult than it otherwise would be as we will need to build up our information resources on these new product categories. In addition, as we expand our sales channels into new territories, we may be faced with different consumer preferences and market dynamics which may require us to modify our sales strategy, and we may incur additional start-up costs in the initial phases of such expansion. Therefore, our past results of operations should not be taken as an indication of our future performance. If we cannot successfully address new challenges and compete effectively, we may not be able to recover costs of our investments and eventually achieve profitability, and our future results of operations and growth prospects may be negatively affected. In addition, we cannot guarantee that we will be able to achieve the same profit margins for the new product categories that we expand into, nor that the actual demand for such merchandises will meet our targeted demand.

- **We may be affected by inventory holding costs under our distribution model**

  Our level of inventory is mainly based on the actual and anticipated demand for specific merchandises from our customers as well as economic considerations. Our inventory accounted for approximately 60.0% of our total current assets as at the end of FY2016, and our average inventory turnover days for each of FY2014, FY2015 and FY2016 were 76 days, 87 days and 98 days respectively. The increasing inventory turnover days can be attributed mainly to our Group's expansion in our range of merchandises portfolio and increases in our stock levels to remain competitive. Please refer to the "General Information on our Group – Inventory Management" for further details. As a result of holding and managing a significant level of inventory, we may incur high holding costs such as financing costs, warehousing and logistics costs as well as insurance costs. A significant increase in these costs may have an adverse impact on our business and financial performance. Our financial position may also be adversely affected if there is a downward adjustment in the net realisable value of our inventory. As at the Latest Practicable Date, our Group has not experienced significant increase in inventory holding costs which had adversely affected our business and financial performance.

  In addition, under our distribution model, we take on inventory risk and will not be able to return unsellable merchandises to our suppliers and principals. Furthermore, under some of our agreements with our suppliers and principals, we may be unable to reduce the selling price of our merchandises below a certain level to recover some or all of our costs. There is no assurance that the merchandises we sell will not become obsolete. Our Group may not be able to return the merchandises which have become obsolete to our suppliers or principals or to sell such merchandises at or higher than what they were purchased for. In the event that we incur substantial write-off or provision for unsellable merchandises or product obsolescence, or a significant amount of our working capital is tied up in slow-moving inventory, our results of operation, financial performance and financial position will be adversely affected. In addition, our financial performance is dependent on our ability to utilise our working capital efficiently by generating a high turnover of our inventory. Please refer to the "General Information on our Group – Inventory Management" section of this Offer Document for more information.

- **If we fail to anticipate changes in consumers' buying preferences and adjust or improve product range, quality or features accordingly, our results of operation may be materially and adversely impacted**

  Our success depends, in part, upon our ability to anticipate and respond to consumer trends with respect to merchandises sold through the online marketplaces. The ever-changing consumer preferences have affected and will continue to affect the online retail industry. We need to keep abreast of emerging consumer preferences and anticipate product trends that will appeal to existing and potential consumers. In order to be successful, we need to utilise our data analytics capabilities to predict consumers' preferences and avoid overstocking or understocking of merchandises for sale. If we fail to promptly identify and respond to changes in merchandising and consumer preferences, sales of merchandises under our third party brands and private label could suffer and we could be required to mark down unsold inventory, which could negatively impact our financial results.

The above are not the only risk factors that had a material effect or could have a material effect on our business operations, reputation, prospects, financial position and/or financial results, and your Shares. Please refer to the "Risk Factors" section on pages 32 to 46 of the Offer Document for a discussion on other risk factors and for more information on the above risk factors. Prior to making a decision to subscribe for the Placement Shares, you should consider all the information contained in the Offer Document.

WHAT ARE THE RIGHTS ATTACHED TO THE SECURITIES OFFERED?	
As at the date of the Offer Document, the issued and paid up share capital of our Company is S$3,498,100 comprising 165,000,000 Shares. Upon the allotment and issue of the Placement Shares, which are the subject of the Placement, the resultant issued and paid-up share capital of our Company will be S$11,198,100 comprising 200,000,000 Shares. We have only one class of shares, being ordinary shares. The Placement Shares will, upon issue and allotment, rank pari passu in all respects with the existing issued Shares. All dividends are paid pro-rata amongst our Shareholders in proportion to the amount paid up on each Shareholder's Shares, unless the rights attaching to an issue of any Shares provide otherwise. There is no restriction on the transfer of fully paid Shares in scripless form except where required by law or the Catalist Rules or the rules or by-laws of any stock exchange on which our Company is listed.	Refer to the "Share Capital" section on pages 54 to 57, and "Appendix F – Description of our Shares" section on pages F-1 to F-5 of the Offer Document for more information on the Placement Shares.

HOW WILL THE PROCEEDS OF THE OFFER BE USED?

The estimated net proceeds to be raised by our Company from the issue of the Placement Shares, after deducting the estimated listing expenses of approximately S$1.7 million, are approximately S$6.0 million.

The allocation of each principal intended use of proceeds from the issue of the Placement Shares and the estimated listing expenses are set out below:–

	Amount[1] (S$'000)	**As a Percentage of Gross Proceeds from the Placement[1] (%)**
Use of proceeds from the Placement		
Business expansion through:	5,000	64.9
• Research and development of data analytics capabilities		
• Expansion of product range		
• Expansion into new online marketplaces and new geographical locations		
• Advertising and promotion efforts		
General working capital purposes	1,019	13.2
Net proceeds from the Placement	6,019	78.2
Estimated listing expenses		
Listing and processing fees	41	0.5
Professional fees and expenses	1,271	16.5
Placement commission	270	3.5
Miscellaneous expenses	100	1.3
Gross proceeds from the Placement	7,700	100.0

Note:

(1) Figures may not add up due to rounding.

Refer to the "Use of Proceeds and Listing Expenses" section on pages 47 to 48 of the Offer Document for more information on our use of proceeds.

WILL WE BE PAYING DIVIDENDS AFTER THE OFFER?

We currently do not have a fixed dividend policy. The form, frequency and amount of future dividends on our Shares will depend on our earnings, financial position, results of operations, cash flow, capital needs, general business condition, the terms of the borrowing arrangements (if any), plans for expansion and other factors which our Directors may deem appropriate ("**Dividend Factors**"). Subject to our Constitution and in accordance with the Companies Act, our Company may declare an annual dividend subject to the approval of our Shareholders in a general meeting but no dividend or distribution shall be declared in excess of the amount recommended by our Directors. Subject to our Constitution and in accordance with the Companies Act, our Directors may also from time to time declare an interim dividend without the approval of our Shareholders. Subject to the Dividend Factors, for FY2017 and FY2018, we intend to declare an annual dividend of not less than 20.0% of our net profits after tax attributable to our Shareholders as dividends for the respective financial year.	Refer to the "Dividend Policy" section on pages 52 to 53 of the Offer Document for more information on our dividend policy.

DEFINITIONS

"Audited Combined Financial Statements"	The Independent Auditor's Report and the Audited Combined Financial Statements of Y Ventures Group Ltd. for the financial years ended 31 December 2014, 2015 and 2016 as set out in Appendix A of the Offer Document
"Authority" or "MAS"	The Monetary Authority of Singapore
"Avalon"	Avalon Worldwide Group Ltd
"Award Shares"	The new Shares which may be allotted and issued from time to time pursuant to the vesting of the Awards under the Y Ventures PSP
"Board of Directors"	The board of Directors of our Company as at the date of the Offer Document, unless otherwise stated
"Catalist"	The sponsor-supervised listing platform of the SGX-ST
"Catalist Rules"	Any or all of the rules in Section B: Rules of Catalist of the Listing Manual of the SGX-ST, as may be amended, varied or supplemented from time to time
"Company"	Y Ventures Group Ltd.
"Controlling Shareholder"	A person who has an interest in our Shares of an aggregate of not less than 15.0% of the total votes attached to all our Shares, or in fact exercises control over our Company
"Directors"	The directors of our Company as at the date of the Offer Document, unless otherwise stated
"EPS"	Earnings per Share
"Executive Officers"	The executive officers of our Group as at the date of the Offer Document, unless otherwise stated
"FMCG"	Fast moving consumer goods
"FY"	Financial year ended or ending 31 December, as the case may be
"Group"	Our Company and our subsidiaries, as at the date of the Offer Document
"Issue Manager", "Sponsor" or "RHTC"	RHT Capital Pte. Ltd.
"JustNile BVI"	JustNile Distribution Ltd.
"JustNile Cayman"	JustNile Holdings
"JustNile India"	JustNile (India) Pte. Ltd.
"JustNile SEA"	JustNile (SEA) Pte. Ltd.
"JustNile TW"	捷斯奈国际有限公司 (JustNile International Corp.)
"JustNile USA"	JustNile Inc
"Latest Practicable Date"	19 May 2017, being the latest practicable date prior to the lodgement of the Offer Document with the SGX-ST acting as agent on behalf of the Authority

"LYJ International"	LYJ International Pte. Ltd.
"Placement"	The placement of the Placement Shares by the Placement Agent on behalf of our Company for subscription at the Placement Price, subject to and on the terms and conditions of the Offer Document
"Placement Agent" or "UOBKH"	UOB Kay Hian Private Limited
"Placement Price"	S$0.22 for each Placement Share
"Placement Shares"	The 35,000,000 new Shares which are the subject of the Placement
"SGX-ST"	Singapore Exchange Securities Trading Limited
"Share(s)"	Ordinary share(s) in the capital of our Company
"Skap Logistics"	Skap Logistics Pte. Ltd.
"Skap Waste Management"	Skap Waste Management Pte. Ltd.
"SKU"	Stock Keeping Unit, a product identification code to track an individual item in an organisation's inventory where a unique identification code is assigned to a product for so long as it has a distinct characteristic from other products, for instance brand, model, colour or size
"USA"	The United States of America
"Y Ventures USA"	Y Ventures Inc

CONTACT INFORMATION

WHO CAN YOU CONTACT IF YOU HAVE ENQUIRIES RELATING TO OUR OFFER?

HOW DO YOU CONTACT US?

The Company	Y Ventures Group Ltd.
Registered Office Address	46 East Coast Road, #09-06 Eastgate, Singapore 428766
Telephone Number	+65 6749 9510
Facsimile Number	+65 6749 9367
Website	www.yventures.com.sg
Issue Manager and Sponsor	RHT Capital Pte. Ltd.
Address	9 Raffles Place #29-01 Republic Plaza Tower 1 Singapore 048619
Telephone	+65 6381 6757
Placement Agent	UOB Kay Hian Private Limited
Address	8 Anthony Road #01-01 Singapore 229957
Telephone	+65 6535 6868