A-SMART HOLDINGS LTD.
(Incorporated in the Republic of Singapore)
(Company Registration No. 199902058Z)

NON-COMPLETION OF THE SALE AND PURCHASE AGREEMENT IN RELATION TO THE PROPOSED ACQUISITION OF 70% OF THE ENTIRE ISSUED SHARE CAPITAL OF AMPLIFY ME PTE. LTD.

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*All capitalised terms used and not defined herein shall have the same meanings given to them in the announcements dated 16 May 2016, 11 June 2016 and 29 September 2016 ("**Announcements**").*

1. The board of directors ("**Board**") of A-Smart Holdings Ltd. (formerly known as Xpress Holdings Ltd) ("**Company**" and together with its subsidiaries, the "**Group**") refers to the Announcements in respect of the Proposed Acquisition of 70% of the entire issued share capital in Amplify Me Pte Ltd ("**AMPL**") and wishes to announce the non-completion of the Proposed Acquisition and the SPA.

Reasons for the non-completion of the Proposed Acquisition

2. The Proposed Acquisition has not been completed on the ground that the conditions precedents under the SPA have not been fulfilled by the Vendor. Moreover, issues or irregularities discovered by the Company during the due diligence exercise on the affairs of AMPL were also not rectified to the reasonable satisfaction of the Company.

Financial Impact of the non-completion of the Proposed Acquisition

3. As a result of the non-completion of the Proposed Acquisition, the 666,666 Consideration Shares, which were to be part of the Purchase Consideration for the Proposed Acquisition, will not be issued and allotted to the Vendor.

4. As at the date of this announcement, the Company has incurred professional and other expenses in relation to the Proposed Acquisition, in addition to the refundable deposit of S$150,000 paid to the Vendor and certain other working capital loans advanced to AMPL in connection with the Proposed Acquisition. The non-completion of the Proposed Acquisition is not expected to have any material impact on the consolidated earnings/losses per share and/or net tangible assets per share of the Company and its subsidiaries for the financial year ending 31 July 2017, subject to the settlement by the Vendor of the above.

Possible course(s) of action to protect shareholders' interests

5. The Company is currently seeking the advice of its legal advisers in respect of the non-completion of the SPA and all matters in connection with the non-completion.

6. As announced by the Company in its press release on 14 December 2016, the Group has commenced its Smart Technologies and Media and Events Management business. A-Smart Technologies Pte Ltd (智慧科技有限公司), a wholly-owned subsidiary of the Company, is currently developing and marketing intelligent IT, augmented reality and automated solutions for urban living in various aspects including F&B services, mobile retail, and ecological sustainability. Complementing expansion of the Group's technological capability, its other subsidiary, A-Smart Media Pte Ltd (智慧文创有限公司), will promote advanced media technology through public events.

7. The Company will continue to explore potential merger and acquisition opportunities which will allow the Group to strengthen the Group's financial performance and balance sheet and at the same time focus on developing the smart technologies business of the Group, as approved by shareholders of the Company at the extraordinary general meeting held on 13 October 2016.

BY ORDER OF THE BOARD

Lim Huan Chiang
Executive Director and Chief Executive Officer
27 December 2016