



ADVANCER GLOBAL LIMITED

(Company Registration No. 201602681W)
(Incorporated in the Republic of Singapore)

ACQUISITION OF SUBSIDIARY COMPANIES

Unless otherwise defined, all terms and references used herein shall bear the same meanings as ascribed to them in the announcement dated 25 October 2016 and 3 January 2018 in relation to the Proposed Acquisition of 100% stake in Premier, Prestige and Green Management (the “**Premier Group**”).

The Board of Directors (the “**Board**”) of Advancer Global Limited (the “**Company**”, and together with its subsidiaries, collectively the “**Group**”) wishes to announce that pursuant to mutual agreement in writing between the Vendors and Purchaser (the “**Agreement**”), the Further Consideration has been determined at S\$3.1 million to be satisfied by way of cash.

The Further Consideration was determined based on arm’s length negotiation between the parties on a willing-buyer willing-seller basis. In arriving at the amount of Further Consideration, the Board had evaluated Premier Group’s performance from the period of transfer of Premier Group shares to the Group (being 1 November 2016) to 31 December 2017. In addition, the Board has also taken into account, *inter alia*, Premier Group’s customer base, net asset value, financial track records and its future growth potential, in determining the Further Consideration.

Accordingly, the Proposed Acquisition has been completed. The Board is of the view that its decision on arriving at the amount of Further Consideration and the payment through internal resources, is in the best interest of the Group.

Relative Figures Under Chapter 10 of the Catalyst Rules

The relative figures for the Acquisition pursuant to Rule 1006 of the Listing Manual Section B: Rules of Catalyst of the Singapore Exchange Securities Trading Limited (“**Catalist Rules**”), based on the Company’s latest announced unaudited consolidated financial statements for the first six-month financial period ended 30 June 2017 (“**HY2017**”), are as follows:

	Basis of Calculation	Acquisition
(a)	The net asset value of the assets to be disposed of, compared with the Group’s net asset value ⁽¹⁾	Not applicable
(b)	The net profits attributable to the assets acquired ⁽²⁾ or disposed of, compared with the group’s net profits	12.6% ⁽³⁾⁽⁴⁾
(c)	The aggregate value of the consideration ⁽⁶⁾ given or received, compared with the Company’s market capitalisation ⁽⁵⁾ based on the total number of issued shares excluding treasury shares	11.5%
(d)	The number of equity securities issued by the Company as consideration for an acquisition, compared with the number of equity securities previously in issue ⁽¹⁾	Not applicable
(e)	The aggregate volume or amount of proved and probable reserves to be disposed of, compared with the aggregate of the group’s proved and probable reserves. This basis is applicable to a disposal of mineral, oil or gas assets by a mineral, oil and gas company, but not to an acquisition of such assets ⁽¹⁾	Not applicable

Notes:

- (1) This basis is not applicable to the Acquisition.
- (2) Pursuant to Rule 1002(3) (b) of the Catalist Rules, “net profits” is defined as profits before income tax, minority interests, and extraordinary items.
- (3) The net profit attributable to Premier Group for the 6-month period ended 30 June 2017 is S\$328,551, which is made up of net profit attributable to Premier and Prestige of S\$217,722 and S\$115,241 respectively as well as net loss of Green Management of S\$4,412. Green Management is currently a dormant company and had not generated any income. The loss incurred by Green Management is due to the expenses for audit fees and corporate secretarial services.
- (4) The net profits of the Group for HY2017 amounted to approximately S\$2,599,000.
- (5) The market capitalization of the Company amounting to S\$52,916,688 is determined by multiplying the number of issued shares, being 185,672,589 shares, by the volume weighted average price of such shares transacted on 31 January 2018 of S\$0.285 per share (being the last market day preceding the date of Agreement on 1 February 2018).
- (6) The aggregate value of Consideration is S\$6,100,000.

As the aggregate relative figures calculated under Rule 1006(c) of the Catalist Rules exceeds 5% but does not exceed 75%, the Acquisition constitutes a disclosable transaction as defined under Chapter 10 of the Catalist Rules. Accordingly, the Company is not required to seek shareholders’ approval for the Acquisition.

Financial Effects

The proforma financial effects of the Acquisition on the net tangible assets (“**NTA**”) per share and earnings per share (“**EPS**”) of the Group as set out below are purely for illustrative purposes only and do not reflect the actual financial performance or position of the Group after the Acquisition. The financial effects of the Acquisition set out below have been prepared based on the Group’s audited consolidated financial statements for the financial year ended 31 December 2016 (“**FY2016**”), the financial statements of Premier and Prestige for the 12 months ended 31 December 2016¹, and the unaudited financial statement of Green Management for the 12 months ended 31 December 2016².

EPS

The proforma financial effects of the Acquisition on the EPS of the Group for FY2016, assuming that the Acquisition had been effected at the beginning of FY2016, are summarized below:

EPS	Before the Acquisition	After the Acquisition
Profits attributable to owners of the Company ⁽¹⁾ (S\$’000)	2,675	2,774
Weighted average number of issued shares ⁽²⁾	173,172,589	173,172,589
Basic and diluted EPS (cents)	1.54	1.60

Notes:

- (1) Represents net profits after tax and minority interests.
- (2) Based on the number of ordinary shares issued as at 31 December 2016.

¹ The financial year end of Premier and Prestige was changed from 29 February to 31 December following their consolidation of accounts with the Group.

² The financial year end of Green Management was changed from 31 October to 31 December following its consolidation of accounts with the Group.

NTA per share

The proforma financial effects of the Acquisition on the NTA per share of the Group for FY2016, assuming that the Acquisition had been effected as at 31 December 2016, are summarized below:

NTA	Before the Acquisition	After the Acquisition
Consolidated NTA ⁽¹⁾ (S\$'000)	11,255	8,155
Number of issued shares ⁽²⁾	173,172,589	173,172,589
Consolidated NTA per share (cents)	6.50	4.71

Notes:

- (1) Represents consolidated NTA excluding minority interests and intangible assets. As the Premier Group has already been consolidated into the Group's accounts, the only effect to the NTA is the payout of the Further Consideration amounting to S\$3.1 million.
- (2) Based on the number of ordinary shares issued as at 31 December 2016.

Other Financial Information (Premier Group)

2016

Based on the unaudited financial statements of Premier and Prestige for the 2 months ended 29 February 2016 and the audited financial statements of Premier and Prestige for the 10 months ended 31 December 2016, the net loss attributable to Premier was approximately S\$69,000 and the net profit attributable to Prestige was approximately S\$168,000. The net tangible asset value of Premier and Prestige as at 31 December 2016 was approximately S\$1,221,146 and S\$382,501 respectively.

Green Management is a dormant company with net liabilities of approximately S\$3,619 as at 31 December 2016. The audited net loss of Green Management for the 14 months ended 31 December 2016 amounted to S\$791.

2017

Based on the latest management accounts of Premier Group, for financial year ended 31 December 2017, the net profit attributable to Premier Group was approximately S\$927,000. The net tangible asset value of Premier Group excluding dividend payable to the Company was approximately S\$2,531,000.

Details of service contracts of proposed director(s)

No directors are proposed to be appointed to the Company pursuant to the Acquisition.

Interests of Directors and Controlling Shareholders of the Company

None of the directors or controlling shareholders of the Company has any direct or indirect interest in the Acquisition, other than through their respective shareholdings in the Company.

Documents for Inspection

Copy of the Agreement will be made available for inspection at the registered office of the Company at 135 Jurong Gateway Road, #05-317, Singapore 600135 during normal business hours for a period of 3 months from the date of this announcement.

Directors' Responsibility Statement

The Directors collectively and individually accept full responsibility for the accuracy of the information given in this announcement and confirm, after making all reasonable enquiries, that to the best of their knowledge and belief, this announcement constitutes full and true disclosure of all material facts about the Proposed Acquisition, the Company and its subsidiaries, and the Directors are not aware of any facts the omission of which would make any statement in this announcement misleading. Where information in this announcement has been extracted from published or otherwise publicly available sources or obtained from a named source, the sole responsibility of the Directors has been to ensure that such information has been accurately and correctly extracted from those sources and/or reproduced in this announcement in its proper form and context.

BY ORDER OF THE BOARD

Chin Mei Yang
Chief Executive Officer and Executive Director
1 February 2018

*This announcement has been prepared by Advancer Global Limited (the "**Company**") and its contents have been reviewed by the Company's sponsor, SAC Capital Private Limited (the "**Sponsor**"), for compliance with the relevant rules of the Singapore Exchange Securities Trading Limited (the "**SGX-ST**"). The Sponsor has not independently verified the contents of this announcement.*

This announcement has not been examined or approved by the SGX-ST and the SGX-ST assumes no responsibility for the contents of this announcement, including the correctness of any of the statements or opinions made or reports contained in this announcement.

The contact person for the Sponsor is Mr. Ong Hwee Li (Telephone: 65-6532 3829) at 1 Robinson Road, #21-02 AIA Tower, Singapore 048542.