

(1) ACQUISITION OF 16% ISSUED AND PAID-UP SHARE CAPITAL OF NEWMAN & GOH PROPERTY CONSULTANTS PTE LTD AND NEWMAN & ASSOCIATES PTE. LTD.

(2) STATUS OF USE OF NET SUBSCRIPTION PROCEEDS

Unless otherwise defined, all capitalised terms used herein shall bear the same meanings as ascribed to them in the announcements dated 9 September 2016 in relation to the acquisition of Company's 76%-owned indirect subsidiaries, Newman & Goh Property Consultants Pte Ltd ("**NGPC**") and Newman & Associates Pte. Ltd. ("**NAPL**") (collectively, "**Newman Group**").

1. Introduction

The Board of Directors (the "**Board**" or "**Directors**") of Advancer Global Limited (the "**Company**" and together with its subsidiaries and associated companies, collectively the "**Group**") wishes to announce that, Advancer Global Facility Pte. Ltd. ("**AGF**"), a wholly-owned subsidiary of the Company, had on 9 May 2022 acquired 16% of the issued and paid-up share capital of NGPC and NAPL for a total cash consideration of S\$640,000 ("**Consideration**") from Mr. Tham Mun Kong ("**Mr. Tham**") and Mr. Cheng Wee Hong (Zhong WeiHong) ("**Mr Cheng**") (collectively, the "**Newman Shareholders**") in the following proportions (the "**Acquisition**"):

Name	NGPC			Consideration (\$)	NAPL			Consideration (\$)
	Shareholding Percentage before the Acquisition (%)	Number of Shares (" Sale Shares ")	Paid-up Capital (\$)		Shareholding Percentage before the Acquisition (%)	Number of Shares (" Sale Shares ")	Paid-up Capital (\$)	
Mr Tham	8.0	40,000	40,000	319,999	8.0	8	8	1
Mr Cheng	8.0	40,000	40,000	319,999	8.0	8	8	1

Following the completion of the Acquisition, NGPC and NAPL will be 92%-owned by the Company through AGF. Mr. Tham and Mr. Cheng, who are directors of both NGPC and NAPL, and are unrelated to the Group's directors and controlling shareholders or their respective associates. Following the completion of the Acquisition, both Mr. Tham and Mr. Cheng will cease to have any shareholdings in the said entities.

2. Information on Newman Group

NGPC was incorporated in the Republic of Singapore on 24 July 1986 and its principal activity is the provision of property management, real estate agencies and valuation services. NGPC has an issued and fully paid-up share capital of S\$500,000 consisting of 500,000 ordinary shares.

NAPL was incorporated in the Republic of Singapore on 10 March 1988 and its principal activity is the provision of property management, real estate agencies and valuation services. NAPL has an issued and fully paid-up share capital of S\$100 consisting of 100 ordinary shares.

Based on the audited financial statements of the Newman Group for the financial year ended 31 December 2021 ("**FY2021**"), NGPC and NAPL recorded a net profit after tax of S\$458,365 and a net loss of S\$234,516 respectively. The net asset of NGPC and NAPL as at 31 December 2021 was S\$1,867,834 and S\$401,490 respectively.

3. Rationale for the Acquisition

The Acquisition allows the Group to take more control of Newman Group and is in line with the Group's plans to strengthen its position and offerings within the building management business division.

4. Consideration

The Consideration which is fully satisfied in cash, was negotiated on an arm's length basis between AGF and the Newman Shareholders, taking into account, *inter alia*, Newman Group' net assets, track records, reputation, customer base, order book, in-depth knowledge in management of real estate industry and the consideration of S\$3,000,000 paid by AGF for the acquisition of 76% issue and paid-up share capital of NGPC and NAPL on 9 September 2016. No independent valuation was commissioned in respect of the Acquisition.

The Consideration will be funded by through the net proceeds ("**Net Subscription Proceeds**") from the Company's issue and allotment of 65,000,000 new ordinary shares on 31 August 2018, and is in accordance with the use of proceeds as stated in the Company's announcement dated 16 April 2021. The status of utilisation of the Net Subscription Proceeds subsequent to the completion of the Acquisition will be as follows:

	<u>Amount allocated</u> S\$ million	<u>Amount utilised</u> S\$ million	<u>Balance</u> S\$ million
Expansion of business operations	12.30	(3.39)	8.91
General corporate and working capital purposes of the Group, mainly to support administrative and operational expenses (Note (a))	5.44	(4.47)	0.97
Investment in money market instruments and/or quoted securities	4.00	(2.08)	1.92
	<u>21.74</u>	<u>(9.94)</u>	<u>11.80</u>

Note:

(a) Breakdown of the general and corporate working capital requirements:

	<u>S\$'000</u>
Professional and listing related expenses	911
Administrative expenses – staff costs	507
Administrative expenses - others	80
Purchase of inventory for a subsidiary	170
Repayment of loan incurred by a subsidiary	300
Advances to subsidiaries for operational expenses	2,500
	<u>4,468</u>

The Company will make further announcements, as and when the balance of the Net Subscription Proceeds is materially disbursed.

5. Rule 1006 Relative Bases

The relative figures computed on the bases set out in Rule 1006 of the Listing Manual Section B: Rules of Catalist of the Singapore Exchange Securities Trading Limited ("**SGX-ST**") ("**Catalist Rules**") based on the latest announced audited financial statements of the Group for FY2021 and the audited accounts of NGPC and NAPL for FY2021 are as follows:

Rule		Relevant figures
Rule 1006(a)	Net asset value of the assets to be disposed of, compared with the Group's net asset value	Not applicable
Rule 1006(b)	Net profits attributable to the assets acquired, compared with the Group's net profits ⁽¹⁾	(0.9%)
Rule 1006(c)	The aggregate value of the consideration received, compared with the Company's market capitalisation ⁽²⁾	2.0%
Rule 1006(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	Not applicable
Rule 1006(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	Not applicable

Notes:

- (1) Based on the net loss before tax of the Group for FY2021 amounting to S\$4,126,000 and 16% of the net profit before tax of the Newman Group attributable to the Sale Shares amounting to S\$38,333.
- (2) Based on the aggregate consideration of S\$640,000 compared to the Company's market capitalisation of approximately S\$32,402,954 based on the weighted average price of \$0.129 as at 18 April 2022 (being the last market day where the Company's shares were traded, preceding the date of the Acquisition).

Catalist Rule 1007(1) states, *inter alia*, that if any of the relative figures computed pursuant to Catalist Rule 1006 involves a negative figure, Chapter 10 may still be applicable to the transaction in accordance with the applicable circumstances. As the relevant figures computed under 1006(b) and 1006(c) are less than 5%, the Acquisition constitutes a non-discloseable transaction under Chapter 10 of the Catalist Rules. Notwithstanding, the Group is making an announcement pursuant to Rule 706A of the Catalist Rules.

6. Details of Service Contracts of Proposed Director(s)

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

7. Financial Impact of the Acquisition

The Acquisition is not expected to have any material impact on the net tangible assets per share or earnings per share of the Group for the current financial year ending 31 December 2022 as NGPC and NAPL remains indirectly-owned subsidiaries of the Company.

8. Interest of Directors and Controlling Shareholders

None of the Directors, or controlling shareholders of the Company and their respective associates has any interest, direct or indirect, in the Acquisition, other than through their respective shareholding interest (if any) in the Company.

By Order of the Board of Directors

Chin Mei Yang
Chief Executive Officer and Executive Director
9 May 2022

This announcement has been reviewed by the Company's sponsor, SAC Capital Private Limited (the "Sponsor"). This announcement has not been examined or approved by the Singapore Exchange Securities Trading Limited (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 Ms. Charmian Lim (Telephone: 65-6232 3210) at 1 Robinson Road, #21-00 AIA Tower, Singapore 048542.