

# ASIA-PACIFIC STRATEGIC INVESTMENTS LIMITED

(Incorporated in the Republic of Singapore)  
(Company Registration No. 200609901H)

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- (A) PROPOSED CHANGE OF THE COMPANY'S CORE BUSINESS;
- (B) PROPOSED ACQUISITION OF THE ENTIRE ISSUED AND PAID-UP SHARE CAPITAL OF CENTURY 21 HONG KONG LIMITED; AND
- (C) PROPOSED RENOUNCEABLE RIGHTS ISSUE OF UP TO 3,373,458,070 NEW ORDINARY SHARES OF THE COMPANY WITH WARRANTS

## – RECEIPT OF LISTING AND QUOTATION NOTICE AND CONVENING OF EXTRAORDINARY GENERAL MEETING

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### 1. INTRODUCTION

The Board of Directors (the “**Directors**”) of Asia-Pacific Strategic Investments Limited (the “**Company**”) refers to:

- (a) the Company's announcement dated 11 May 2015 in relation to the Company's proposed acquisition of Century 21 Hong Kong Limited (the “**Century 21 Acquisition**”); and
- (b) the Company's announcement dated 29 June 2015 in relation to the Company's proposed renounceable partially-underwritten rights cum warrants issue (the “**Rights cum Warrants Issue**”) and the resulting adjustment warrants issue (the “**Adjustment Warrants Issue**”),

(together, the “**Previous Announcements**”). Unless otherwise defined, all capitalised terms and references used herein shall bear the same meaning ascribed to them in the Previous Announcements.

### 2. LISTING AND QUOTATION NOTICE

The Directors wish to announce that the Company's Sponsor has on 17 September 2015 obtained the listing and quotation notice from the Singapore Exchange Securities Trading Limited (the “**SGX-ST**”) for the listing and quotation of:

- (a) 33,333,333 new ordinary shares in the Company (“**Century 21 Consideration Shares**”) as consideration for the Century 21 Acquisition;
- (b) up to 3,373,458,070 new ordinary shares (“**Rights Shares**”) on the basis of two Rights Shares for every existing ordinary share held by shareholders as at the Books Closure Date;
- (c) up to 3,373,458,070 free detachable warrants (“**Warrants**”) on the basis of one Warrant for every one Rights Share subscribed, each Warrant carrying the right to subscribe for one new ordinary share (“**Warrant Share**”);
- (d) up to 3,373,458,070 Warrant Shares;
- (e) up to 531,572,974 adjustment warrants (“**Adjustment Warrants**”) comprising:

- (i) 6,524,854 Adjustment Warrants (“**Adjustment 2013 Warrants**”) pursuant to adjustment of existing warrants constituted under a deed poll dated 14 June 2013, each Adjustment 2013 Warrant carrying the right to subscribe for one ordinary share (“**Adjustment 2013 Warrant Share**”); and
  - (ii) 525,048,120 Adjustment Warrants (“**Adjustment 2014 Warrants**”) pursuant to adjustment of existing warrants constituted under a deed poll dated 3 April 2014, each Adjustment 2014 Warrant carrying the right to subscribe for one ordinary share (“**Adjustment 2014 Warrant Share**”);
- (f) up to 629,640,517 adjustment warrant shares (“**Adjustment Warrant Shares**”) comprising:
- (i) 6,524,854 Adjustment 2013 Warrant Shares;
  - (ii) 525,048,120 Adjustment 2014 Warrant Shares; and
  - (iii) 98,067,543 Adjustment Introducer Warrant Shares pursuant to conversion of unlisted Adjustment Introducer Warrants.

on the Catalist of the SGX-ST (the “**L&Q Notice**”) subject to the following:

- (i) compliance with the SGX-ST’s listing requirements;
- (ii) submission of a confirmation that a sufficient spread in the Warrants as required under Rule 826 of the Listing Manual is complied with;
- (iii) Submission of paragraph 2 of Appendix 8B Part I upon lodgment of the offer information statement in respect of the Rights cum Warrants Issue; and
- (iv) Shareholders’ approval being obtained for the Company’s business diversification, allotment and issuance of the Century 21 Consideration Shares with regards to the Century 21 Acquisition, the Rights cum Warrants Issue and issuance of the Adjustment Introducer Warrants and the Adjustment Introducer Warrant Shares at an extraordinary general meeting to be convened (“**EGM**”).

The L&Q Notice is not to be taken as an indication of the merits of the Century 21 Acquisition, Century 21 Consideration Shares, Rights cum Warrants Issue, Rights Shares, Warrants, Warrant Shares, Adjustment Warrants, Adjustment Warrant Shares, the Company, its subsidiaries and their securities.

### **3. DESPATCH OF CIRCULAR**

In relation to the EGM, a circular to Shareholders containing, *inter alia*, the financial effects of the Century 21 Acquisition and the Rights cum Warrants Issue will be issued by the Company in due course.

### **4. INTERESTS OF DIRECTORS AND SUBSTANTIAL SHAREHOLDERS**

None of the Directors and substantial Shareholders has any interests, direct or indirect, in the Century 21 Acquisition or the Rights cum Warrants Issue, other than through each of their respective shareholding interests, direct and/or indirect, in the Company.

### **5. 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 Century 21 Acquisition, the Rights cum Warrants Issue, the issue of the Adjustment Warrants, the issue of the Adjustment Warrant Shares, 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 the 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**

Dato' Dr. Choo Yeow Ming  
Chairman and Chief Executive Officer

17 September 2015

This announcement has been prepared by the Company and its contents have been reviewed by the Company's sponsor, Stamford Corporate Services Pte Ltd (the "**Sponsor**"), for compliance with the relevant rules of the Singapore Exchange Securities Trading Limited (the "**SGX-ST**"). The Sponsor had 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 statements or opinions made or reports contained in this announcement.

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