

# BROOK CROMPTON HOLDINGS LTD.

(the "Company")

(Co. Reg. No. 194700172G)

(Incorporated in the Republic of Singapore)

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## (I) CLARIFICATION ON ANNOUNCEMENT REGARDING PROPOSED ACQUISITION OF BUSINESS AND ASSETS OF ATB GROUP UK LIMITED AND PROPOSED BUSINESS DIVERSIFICATION

## (II) EXECUTION OF A SUPPLEMENTAL AGREEMENT IN RESPECT OF THE PROPOSED ACQUISITION BUSINESS AND ASSETS OF ATB GROUP UK LIMITED

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### 1. Clarification

- (a) The Board of Directors of Brook Crompton Holdings Ltd. (the "**Company**") refers to the announcement dated 5 May 2022 (the "**Announcement**") regarding the proposed acquisition of business and assets of ATB Group UK Limited and a proposed business diversification.
- (b) *Unless otherwise defined, all terms and references used herein shall bear the same meanings ascribed to them in the Announcement.*
- (c) The financial effects of the NTA per Share and the EPS under Section 2.7 of the Announcement should read as follows, after taking into account the following:
- (i) net cash used to satisfy the Consideration of GBP3.0 million (equivalent to SGD5.19 million) in FY2021 and recognising the intangible assets attributable to the Target Business of GBP1.79 million (equivalent to SGD3.29 million) arising from the Proposed Acquisition; and
- (ii) the said intangible assets being amortised over 10 years.

<b>As at 31 December 2021</b>	<b>Before the Proposed Acquisition</b>	<b>After the Proposed Acquisition</b>
NTA (S\$'000)	39,435 <del>39,447</del>	36,479 <del>41,655</del>
Number of Shares ('000)	35,459	35,459
NTA per Share (S\$ cents)	111.2	102.9 <del>117.5</del>

<b>FY2021</b>	<b>Before the Proposed Acquisition</b>	<b>After the Proposed Acquisition</b>
Profit attributable to owners of the Company (S\$'000)	2,661	2,843 <del>3,174</del>
Weighted average number of Shares ('000)	35,459	35,459
EPS (S\$ cents)	7.50	<u>8.02</u> <del>8.95</del>

- (d) Due to clerical error, the Consideration should be approximately 13% (instead of 23%) of the Group's latest audited net tangible assets of approximately S\$39.44 million as at 31 December 2021.
- (e) Saved as disclosed above, all other information contained in the Announcement remains unchanged.

## **2. Execution of a supplemental agreement dated 13 May 2022**

- (a) Further to the Announcement, the Company wishes to announce that the Purchaser has on 13 May 2022 entered into a supplemental agreement to the Asset Purchase Agreement (the "**APA**") (the "**Supplemental Agreement**") with the Seller.
- (b) Pursuant to the Supplemental Agreement, the Purchaser and Seller have agreed that prior to Completion the Purchaser shall review the unaudited accounts of the Seller for the financial period ending 30 June 2022 to determine, at the Purchaser's sole discretion, the net assets attributable to the Target Business as at 30 June 2022 ("**30 June NAV**").
- (c) In the event that the 30 June NAV falls below the 31 March NAV by more than 5%, the Seller shall compensate for the shortfall by a cash contribution of an amount equivalent to the shortfall for the account of the Target Business.
- (d) In the event that the 30 June NAV exceeds the 31 March NAV by more than 5%, the Seller shall be entitled to retain a part of the accounts receivable (beginning from the longest outstanding amount) of the Target Business as at 30 June 2022 of an aggregate amount equivalent to the said excess.
- (e) For the avoidance of doubt, the aforesaid adjustments are not required if the absolute quantum of the change to the 31 March NAV falls within the aforesaid said 5% range.
- (f) Save as disclosed above, all other terms and conditions of the APA remain unchanged.

The Company will make further announcement(s) to update shareholders as and when there are material developments with regard to the above matters.

For and on behalf of the Board  
**BROOK CROMPTON HOLDINGS LTD.**

Knut Unger  
Lead Independent Director

13 May 2022