

ADVENTUS HOLDINGS LIMITED
(Company Registration No. 200301072R)
(Incorporated in the Republic of Singapore)

**PROPOSED DISPOSAL OF ALL THE SHARES IN ADVENTUS ALLIANCES &
SOLUTIONS PTE LTD**

1. INTRODUCTION

The Board of Directors (the “**Board**”) of Adventus Holdings Limited (the “**Company**”, together with its subsidiaries, the “**Group**”) wishes to announce that the Company, has on 31 August 2020, entered into a sale and purchase agreement (the “**SPA**”) with Mr Hong Shieh Ming Frederick (the “**Purchaser**” or “**Mr Hong**”), to dispose 100% of its interest in the share capital (“**Sale Shares**”) of its wholly-owned subsidiary, Adventus Alliances & Solutions Pte Ltd & its subsidiary (“**AAS Group**”) (the “**Proposed Disposal**”). Following completion of the Proposed Disposal, AAS Group will cease to be a subsidiary of the Group.

2. INFORMATION ON AAS GROUP

AAS (formerly known as Gennex Solutions(s) Pte Ltd) was established and incorporated in Singapore on 3 February 2000. AAS has a paid-up capital of S\$721,350. The principal activities of AAS includes (i) the manufacture of other electronic components and boards; and (ii) the wholesale trade of a variety of goods.

Gennex Solutions (Shanghai) Co. Ltd. (“**Gennex**”), the wholly owned subsidiary of AAS, is incorporated in the People’s Republic of China. Gennex is principally engaged in international trade, entrepot trade and business consulting services.

Both AAS and Gennex are currently dormant companies.

3. INFORMATION ON THE PURCHASER

Mr Hong Shieh Ming Frederick (“**Mr Hong**”) is a Singapore citizen who is currently residing in Singapore. Mr Hong is a businessman involved in the trading business in Singapore and China.

As at the date of the SPA, the Purchaser is not an associate of any Directors or controlling shareholder of the Company or substantial shareholders of the Company. In addition, the Purchaser does not hold any shares in the share capital of the Company.

4. RATIONALE FOR THE DISPOSAL

AAS Group has been dormant and is unlikely to resume operations in the foreseeable future. Furthermore, the Group has been incurring cost to sustain AAS Group.

5. CONSIDERATION

Pursuant to the SPA, the consideration for the sale of AAS Group is S\$15,000 in cash (“**Consideration**”) to be paid upon completion of the Proposed Disposal and the sale of the proceeds shall be used for the operations of the Group.

The Consideration was arrived at, on a willing-buyer willing-seller basis based on arm’s length negotiations, after taking into account the audited net liabilities of S\$43,157 of AAS Group as at 31 December 2019. There is no open market value as the shares of AAS Group are not publicly traded and no valuation was carried out for AAS Group in connection with the Proposed Disposal.

6. FINANCIAL EFFECTS

The Proposed Disposal is not expected to have any material impact on the consolidated net tangible assets and earnings per share of the Group for the financial year ending 31 December 2020.

For illustrative purposes, assuming that the Proposed Disposal had been completed on 31 December 2019, the financial effects on the Net Tangible Asset (“NTA”) per share and loss per share (“LPS”) of the Group as at 31 December 2019 are as follows:

6.1 NTA of the Group

	Before the Proposed Disposal	After the Proposed Disposal
NTA attributable to owners of the Company (in S\$)	18,102,879	18,131,609
Number of shares	1,950,619,331	1,950,619,331
NTA per share (in cents)	0.93	0.93

6.2 LPS of the Group

	Before the Proposed Disposal	After the Proposed Disposal
Net loss attributable to owners of the Company (in S\$)	863,029	834,299
Number of shares	1,950,619,331	1,950,619,331
Loss per share (in cents)	0.04	0.04

7. RELATIVE FIGURES UNDER RULE 1006 OF THE CATALIST RULES

Based on the audited consolidated financial statements of the Group for the year ended 31 December 2019, the relative figures of the Proposed Disposal as computed on the bases set out in Rule 1006 of Listing Manual Section B: Rules of the Catalist (“Catalist Rules”) as follows:

Catalist Rule 1006	Relative Figures (%)
(a) The net asset value of the assets to be disposed of, compared with the group's net asset value. This basis is not applicable to an acquisition of assets.	(0.24)% (1)
(b) The net loss attributable to the assets acquired or disposed of, compared with the group's net loss.	2.57% (2)
(c) The aggregate value of the consideration given or received, compared with the issuer's market capitalisation based on the total number of issued shares excluding treasury shares.	0.04% (3)
(d) The number of equity securities issued by the issuer as consideration for an acquisition, compared with the number of equity securities previously in issue.	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. If the reserves are not directly comparable, the Exchange may permit valuations to be used instead of volume or amount.	Not Applicable

Notes:

- (1) Based on the audited financial statements of AAS Group and the Group for the year ended 31 December 2019, the net tangible liability position of AAS Group was S\$43,157 and the net asset value of the Group was S\$18,102,879, respectively.
- (2) Based on the audited financial statements of AAS Group and the Group for the year ended 31 December 2019, the net loss attributable to the Sale Shares was S\$21,625 and the net loss of the Group was S\$1,122,377, respectively.
- (3) The consideration to be received is S\$15,000. The Company's market capitalization is approximately S\$36,808,187, determined by multiplying the total issued shares of 1,950,619,331 ordinary shares in issue by the adjusted volume weighted average price of shares of approximately S\$0.01887 per share on 28 August 2020, being the last traded full market day immediately preceding the signing of the SPA on 31 August 2020.

The net gain on disposal is S\$28,730 and the Group's consolidated net loss for the financial year ended 31 December 2019 is S\$1,122,377. As the relative figures of the Proposed Disposal computed on the bases set out in Rule 1006 of the Catalist Rules do not exceed 5%, the Proposed Disposal is classified as a non-disclosable transaction under Rule 1008 of the Catalist Rules. However, as the relative figures computed involves negative figures and does not fall squarely within the circumstances set out in Paragraph 4.3 of Practice Note 10A of the Catalist Rules, pursuant to Catalist Rule 1007(1), the Company has, through its Sponsor, consulted the Singapore Exchange Securities Trading Limited (the "SGX-ST") on the applicability of Chapter 10 of the Catalist Rules in relation to the Proposed Disposal. The SGX-ST responded that having considered paragraphs 4.3 (c) and (e) of Practice Note 10A and no comments to the Sponsor's view to consider the Proposed Disposal as a non-disclosable transaction that do not require shareholder's approval. Notwithstanding the foregoing, the Company is volunteering to disclose the Proposed Disposal in the spirit of good governance

8. INTERESTS OF DIRECTORS AND CONTROLLING SHAREHOLDERS

None of the Directors or controlling shareholders of the Company has any interest, direct or indirect in the Proposed Disposal other than through their respective shareholdings in the Company

9. 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 enquires that to the best of their knowledge and belief, the facts stated and the opinions expressed herein are fair and accurate in all material aspects as at the date of this Announcement, and that there are no material facts the omission of which would make this Announcement misleading.

BY ORDER OF THE BOARD

Teh Chong Seng
Executive Chairman
31 August 2020

The announcement had been prepared by the Company and its contents have been reviewed by the Company's sponsor, RHT Capital Pte. Ltd. (the "Sponsor") for compliance with the relevant rules of the Singapore Exchange Securities Trading Limited (the "SGX-ST") Listing Manual Section B: Rules of Catalist. The Sponsor has not independently verified the contents of this announcement.

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

The contact person for the Sponsor is Mr. Khong Choun Mun, Registered Professional, RHT Capital Pte. Ltd., 9 Raffles Place #29-01, Republic Plaza Tower 1, Singapore 048619, Telephone: 6381 6966.