



APAC Realty Limited
(Company Registration No. 201319080C)
(Incorporated in Singapore on 15 July 2013)

Entry into Strategic Cooperation Agreement

The board of directors (the “**Board**” or the “**Directors**”) of APAC Realty Limited (the “**Company**”, and together with its subsidiaries, the “**Group**”) is pleased to announce that the Company had entered into a cooperation agreement (the “**Cooperation Agreement**”) with Mr Voradet Sivatachanon to collaborate on the development of the business of real estate brokerage and franchise in Thailand.

Mr Sivatachanon is the Chief Executive Officer/Managing Director of ERA Franchise (Thailand) Co., Ltd, which is the ERA master franchisor for Thailand.

The key terms of the Cooperation Agreement are as follows:

- 1) Incorporation of two (2) new companies under the laws of Thailand: APAC Holding (Thailand) Co., Ltd (“**APAC Thailand**”) and ERA Holding (Thailand) Co., Ltd (“**ERA Thailand**”);
- 2) The ERA master franchise rights for Thailand will be assigned from ERA Franchise (Thailand) Co., Ltd to ERA Thailand;
- 3) The ERA franchise member brokers shall be assigned to ERA Thailand; and
- 4) A shareholder loan (“**Shareholder Loan**”) of one (1) million U.S. dollars (US\$1,000,000) (approximately S\$1,380,950 based on the exchange rate of US\$1: S\$1.38095) will be extended from the Company to ERA Thailand.

Information on APAC Thailand

The registered share capital of APAC Thailand is two million baht (THB 2,000,000) (approximately S\$83,472 based on the exchange rate of S\$1:THB23.96) which shall be divided into 9,800 ordinary shares (the “**Group A Shares**”) and 10,200 preferred shares (the “**Group B Shares**”), each Group A Share and Group B Share having a par value of one hundred baht (THB 100).

The Company and Mr Sivatachanon had subscribed for the Group A Shares and Group B Shares respectively. The Group B Shares have the same right to dividends as the Group A Shares, but five (5) Group B Shares shall carry only one (1) vote.



Information on ERA Thailand

The registered share capital of ERA Thailand is two million baht (THB 2,000,000) which shall be divided into 9,800 ordinary shares (the “**Group A Shares**”) and 10,200 preferred shares (the “**Group B Shares**”), each Group A Share and Group B Share having a par value of one hundred baht (THB 100).

The Company and APAC Thailand had subscribed for the Group A Shares and the Group B Shares respectively. The Group B Shares have the same right to dividends as the Group A Shares, but five (5) Group B Shares shall carry only one (1) vote.

ERA Thailand will become a subsidiary of the Company (with an effective shareholding of 73.99%) and APAC Thailand will become an associated company of the Company (with a 49% shareholding) upon their respective incorporation.

The subscription of shares in APAC Thailand and ERA Thailand as well as the Shareholder Loan was funded using internal funds, and is not expected to have any material impact on the consolidated net tangible assets per share or earnings per share of the Group for the financial year ending 31 December 2019.

None of the Directors and to the best of the Directors’ knowledge, none of the controlling shareholders of the Company or their respective associates has any interest, direct or indirect, in the Cooperation Agreement, other than that arising from their respective shareholdings and / or directorships, as the case may be, in the Company.

BY ORDER OF THE BOARD

Chua Khee Hak
CEO and Executive Director
11 February 2019

DBS Bank Ltd. is the sole issue manager of the initial public offering and listing of APAC Realty Limited. DBS Bank Ltd. assumes no responsibility for the contents of this announcement.