



AF Global Limited

Company Registration No. 197301118N
(Incorporated in the Republic of Singapore)

INTERESTED PERSON TRANSACTIONS

The Board of Directors of AF Global Limited (the “**Company**”, together with its subsidiary companies, the “**Group**”) wishes to announce that the Group had entered into the following interested person transactions (“**IPTs**”) for the current financial year commencing on 1 January 2022, pursuant to Chapter 9 of the Listing Manual of the Singapore Exchange Securities Trading Limited (“**SGX-ST**”) (the “**SGX Rules**”).

Details of Interested Person

The Group has entered into several IPTs with the following interested persons:

- (i) Aspial Corporation Limited (“**Aspial**”), a company listed on the SGX-ST, in which Mr Koh Wee Seng and his associates have an interest of 30 per cent. or more;
- (ii) Aspial Corporate Services Pte Ltd (“**ACS**”) is a wholly-owned subsidiary of Aspial;
- (iii) Aspial Lifestyle Limited (“**Aspial Lifestyle**”) (formerly known as Maxi-Cash Financial Services Corporation Ltd), a company listed on the SGX-ST, is a subsidiary of Aspial; and
- (iv) Aspial Capital (Ubi) Pte Ltd (“**ACU**”) is a wholly-owned subsidiary of Aspial Lifestyle.

Mr Koh Wee Seng, a Non-Executive Director and Chairman of the Company, is a common director and Mr Koh, together with his associates are controlling shareholders of the Company and Aspial.

In addition to the above, the Group's joint venture companies has IPTs with the following interested persons:

- (v) Fragrance Biz Space Pte Ltd (“**FBSPL**”) is a wholly-owned subsidiary of Fragrance Group Limited (“**Fragrance**”), a company in which Mr Koh Wee Meng, a sibling of Mr Koh Wee Seng, has an interest of 30 per cent. or more;
- (vi) Fragrance Regal Pte Ltd (“**FRPL**”) is a wholly-owned subsidiary of Fragrance; and
- (vii) Fragrance Realty Pte Ltd (“**FRealty**”) is a wholly-owned subsidiary of Fragrance,

(Aspial and Fragrance are collectively, the “**Interested Person**”).

Accordingly, all transactions entered into between the Group and the above Aspial and Fragrance group of companies constitute IPTs under Chapter 9 of the SGX Rules.

For the purposes of Rules 905 and 906 of the SGX Rules, the Interested Person and its group of companies are treated as the same interested person and the transactions entered into between the Group with such Interested Person and members of its group are aggregated in determining whether the designated financial thresholds under Rules 905 and 906 of the SGX Rules are triggered.

Details of the Interested Person Transactions with the Same Interested Person as at the date of the announcement

Name of Interested Person(s)	Details of IPTs	Aggregate value of the IPTs in the financial year ending 31 December 2022 (S\$'000)
Aspial Lifestyle	Acceptance of Aspial Lifestyle's exchange offer of existing 6.35 per cent. bonds due on 22 July 2022 for 6.05 per cent. bonds due on 24 January 2025 on 24 January 2022 (inclusive of exchange fee and interest over the 3-year term of the bond)	2,960
Aspial	Acceptance of Aspial's 2-year extension of existing 6.50 per cent. bonds from 20 March 2023 to 20 March 2025 and revision of interest rate to 6.75 per cent. on 30 November 2022 (inclusive of interest over the extended 2-year term of the bonds)	6,810
ACS	Corporate service fee paid	456
	IT maintenance charges paid	32
ACU	Rental of office and service charges for the lease term commencing from 1 January 2022 to 31 December 2022 (" Office Lease ") paid	149
FBSP and FRPL*	Facilities management fee including manpower cost recovery received	145
FRealty*	Agency commission received	13
Total		10,565

* The value is based on the Group's effective interest in these transactions.

Aggregate Value of IPTs

The aggregate value of the IPTs (excluding transactions which are less than S\$100,000) entered into between the Group and the same interested person for the current financial year commencing 1 January 2022 is approximately S\$10,520,000, representing approximately 4.74 per cent. of the Group's latest audited net tangible assets ("**Audited NTA**") of approximately S\$221,947,000 as at 31 December 2021. Based on the Group's latest announced net tangible assets ("**Announced NTA**") of approximately S\$215,315,000 as at 30 June 2022, the aforementioned aggregate value of IPTs represents approximately 4.89 per cent. of the Announced NTA.

The Company is exempted from the requirement to obtain shareholders' approval pursuant to Rule 906(1)(b) of the SGX Rules for the lease of premises transactions, as it fall within the exemption under Rule 916(1) of the SGX Rules. The Office Lease is for a period not exceeding 3 years and the terms are supported by an independent valuation.

The aggregate value of the IPTs (excluding transactions which are less than S\$100,000 and the Office Lease) is approximately S\$10,371,000 (the “**Relevant IPTs**”), representing approximately 4.67 per cent. of the Group’s Audited NTA as at 31 December 2021 and 4.82 per cent. of the Group’s Announced NTA as at 30 June 2022. As the five per cent. threshold of the Group’s Audited NTA is not exceeded, the Company is not required to seek shareholders’ approval pursuant to Rule 906 of the SGX Rules for the Relevant IPTs. The Group does not have any other transaction with other interested persons up to the date of this announcement other than those disclosed above.

Rationale for the IPTS

The corporate charges relate to the human resources, information technology, internal audit and other support services provided by ACS. The corporate service contract and Office Lease would allow the Group to leverage on Aspial’s support staff and facilities.

The acceptances of Aspial Lifestyle’s exchange offer of existing bonds and Aspial’s extension of existing bonds by 2 years with revision of interest rate would enable the Group to utilise its bank facilities to generate positive yield for the Group.

The facilities management and agency contracts entered into were in the ordinary course of business of the Group.

Audit Committee Statement

The audit committee of the Company (the “**Audit Committee**”) has reviewed the above IPTs as well as the rationale for and benefits of the IPTs. The Audit Committee is of the view that the IPTs are on normal commercial terms and are not prejudicial to the interests of the Company and its minority shareholders.

Interests of Directors and Controlling Shareholders

Saved as disclosed above and save for their shareholdings in the Company, none of the Directors or controlling shareholders of the Company have any interest, direct or indirect, in the aforesaid IPTs.

BY ORDER OF THE BOARD

LIM SWEE ANN

Company Secretary

Singapore
2 December 2022