



ADVANCER GLOBAL LIMITED

(Company Registration No. 201602681W)

(Incorporated in the Republic of Singapore)

ACQUISITION OF SUBSIDIARY COMPANIES

The Board of Directors (the “**Board**”) of Advancer Global Limited (the “**Company**”, and together with its subsidiaries, collectively the “**Group**”) wishes to announce that the Company’s wholly-owned subsidiary, Advancer Global Facility Pte Ltd (the “**Purchaser**”) has on 8 September 2016 entered into sale and purchase agreements (“**SPAs**”) with Messrs Tham Mun Kong, Cheng Wee Hong and Sim Kai Li (collectively the “**Vendors**”) to acquire 76% of the total issued and paid-up capital of the following companies:

- | | | | |
|------|----------------------------|---|--|
| (i) | Company Name | : | Newman & Goh Property Consultants Pte Ltd (“ NGPC ”) |
| | Issued and paid-up capital | : | S\$100,000 divided into 100,000 fully paid-up ordinary shares |
| | Principal Activity | : | Provision of property agency and consultancy services, real estate management and valuation services as well as investment sales |
| | Cash consideration | : | S\$2,500,000 |
| (ii) | Company Name | : | Newman & Associate Pte Ltd (“ NAPL ”) |
| | Issued and paid-up capital | : | S\$100 divided into 100 fully paid-up ordinary shares |
| | Principal Activities | : | Provision of property agency services and real estate management services |
| | Cash consideration | : | S\$500,000 |

collectively, the “**Target Companies**” and the proposed transaction, the “**Proposed Acquisition**”.

Information on the Target Companies

NGPC was founded in 1986 in Singapore. With a strong track record in property and facilities management, it also conducts property valuation, investment sales and property consultancy and property agency business. NGPC manages a wide portfolio of properties including prime luxury residential homes, condominiums, apartments, offices, shopping centres, factories and warehouses. As a leading company in managing agent business, NGPC manages more than a hundred management corporations or the Management Corporation Strata Title (the “**MCST**”), employing more than 150 staffs of professional managers, technicians, accounting personnel, and administrative personnel. NGPC is accredited as Category A Managing Agent by the Singapore Institute of Surveyors

and Valuers together with the Association of Property and Facilities Management. It is also accredited with ISO9001 certified for both property management and valuation. Its joint venture in China has been in operation since year 2006 and currently holds a comprehensive license to manage all types of properties and facilities throughout China.

NAPL was established in 1988 in Singapore for the purpose of complementing the services of NGPC.

Rationale for the Proposed Acquisition

The Proposed Acquisition will provide the Group with the opportunity to grow its facilities management businesses as the Target Companies have an established customer base and proven track record in this segment.

The Board is of the view that the Proposed Acquisition represents an upstream acquisition which is synergistic to the Group's current facilities management businesses, particularly the core business of NGPL in the provision of managing agent business. The integration with the Target Companies allows the Group to provide a full suites of facilities management services (including managing agent services, cleaning and stewarding services, pest controls services and security services), and achieve its long term strategic objective to become a comprehensive one-stop shop provider of facilities management services. The other complementary businesses of the Target Companies in the provision of property valuation, investment sales, property consultancy and property agency services will create synergistic value to the Group and provide the Group with additional income stream.

There are no material conditions attaching to the Proposed Acquisition.

Purchase Consideration

The aggregate cash consideration of the Proposed Acquisition amounted to S\$3,000,000 ("**Consideration**") and was arrived after arm's length negotiation between the Purchaser and the Vendors on a willing buyer, willing seller basis, taking into consideration of (1) the earnings and growth potential of the Target Companies; and (2) the value of net assets owned by the Target Companies. The Target Companies had a total of minimum aggregate net assets of S\$1,200,000 at the date of SPAs.

The Purchaser will pay S\$1,700,000 and S\$300,000 to the Vendors for the Proposed Acquisition of NGPC and NAPL respectively upon signing of the SPAs. The remaining Consideration for the Proposed Acquisition of NGPC and NAPL are to be paid by the Purchaser by 30 June 2017. The Consideration shall be funded via the proceeds raised from the initial public offering of the Company.

Upon signing the SPAs, the shares of NGPC and NAPL had subsequently been transferred to the Group and the Target Companies have become the 76%-owned subsidiaries of the Purchaser while the remaining 24% shareholdings of the Target Companies are held by the Vendors.

Relative Figures Under Chapter 10 of the Listing Manual Section B: Rules of Catalist of the Singapore Exchange Securities Trading Limited ("Catalist Rules")

The relative figures for the Proposed Acquisition pursuant to Rule 1006 of the Catalist Rules, based on the Company's latest announced unaudited consolidated financial statements for the six-month financial period ended 30 June 2016 ("HY2016"), are as follows:

	Basis of Calculation	Relative Figures (%)
(a)	The net asset value of the assets to be disposed of, compared with the Group's net asset value	Not applicable ⁽¹⁾
(b)	The net profits attributable to the assets acquired ⁽²⁾ or disposed of, compared with the group's net profits	27.3% ⁽³⁾
(c)	The aggregate value of the consideration given or received, compared with the Company's market capitalisation based on the total number of issued shares excluding treasury shares	3.9% ⁽⁴⁾
(d)	The number of equity securities issued by the Company as consideration for an acquisition, compared with the number of equity securities previously in issue	Not applicable ⁽¹⁾
(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.	Not applicable ⁽¹⁾

Notes:

- (1) This basis is not applicable to the Proposed Acquisition.
- (2) Pursuant to Rule 1002(3)(b) of the Catalist Rules, "net profits" is defined as profits before income tax, minority interests and extraordinary items. The Target Companies will be the subsidiaries of the Company and their financial statements will be consolidated into the Group's financial statements. Accordingly, in determining the relative figure, the Company has used 100% (instead of 76%) of the Target Companies' aggregated net profits of approximately S\$568,000 for the six month ended 30 June 2016.
- (3) The net profits of the Group for HY2016 amounted to approximately S\$2,082,000.
- (4) The market capitalization of the Company is determined by multiplying the number of Company's issued shares, being 173,172,589 shares, by the volume weighted average price of such shares transacted on 7 September 2016 of S\$0.44 per share (being the last market day preceding the date of the execution of the SPAs).

As the relative figures calculated under Rule 1006 (b) of the Catalist Rules exceeds 20% but does not exceed 75%, the Proposed Acquisition constitutes a disclosable transaction as defined under Chapter 10 of the Catalist Rules. Accordingly, the Company is not required to seek shareholders' approval for the Proposed Acquisition.

Financial Effects of the Proposed Acquisition

The financial effects of the Proposed Acquisition on the net tangible assets ("NTA") per share and earnings per share ("EPS") of the Group as set out below are for illustrative purposes only and do not reflect the actual financial performance or position of the Group after the Proposed Acquisition. The financial effects of the Proposed Acquisition set out below have been prepared based on the Group's audited consolidated financial for the financial year ended 31 December 2015 ("FY2015") and the audited financial statements of the Target Companies for FY2015.

EPS

The proforma effects of the Proposed Acquisition on the EPS of the Group for FY2015, assuming that the Proposed Acquisition had been effected at the beginning of FY2015, are summarized below:

EPS	Before the Proposed Acquisition	After the Proposed Acquisition
Profits attributable to owners of the Company ⁽¹⁾ (S\$'000)	4,369	4,676
Weighted average number of issued shares ⁽²⁾	130,172,589	130,172,589
Basic and diluted EPS (cents)	3.36	3.59

Notes:

- (1) Represents net profits after tax and minority interests, and exclude the financial effects of the amortization of intangible assets which will be identified subsequent to the completion of the Proposed Acquisition.
- (2) Based on the number of ordinary shares before the initial public offering of the Company.

NTA per share

The proforma financial effects of the Proposed Acquisition on the NTA per share of the Group for FY2015, assuming that the Proposed Acquisition had been effected as at 31 December 2015, are summarized below:

NTA	Before the Proposed Acquisition	After the Proposed Acquisition
Consolidated NTA ⁽¹⁾ (S\$'000)	4,791	2,575 ⁽²⁾
Number of issued shares ⁽³⁾	130,172,589	130,172,589
Consolidated NTA per share (cents)	3.68	1.98

Notes:

- (1) Represents consolidated NTA excluding minority interests and intangible assets.
- (2) The carrying value of assets and liabilities of the Target Companies as at 31 December 2015 is assumed to be approximately their fair value.
- (3) Based on the number of ordinary shares before the initial public offering of the Company.

Other Financial Information

Based on the audited financial statements of the Target Companies for the financial year ended 31 December 2015, the net profits attributable to NGPC and NAPL were approximately S\$384,000 and S\$24,000 respectively and the net assets value of NGPC and NAPL were approximately S\$758,000 and S\$274,000 respectively.

Details of service contracts of proposed director(s)

No directors are proposed to be appointed to the Company pursuant to the Proposed Acquisition.

Interests of Directors and Controlling Shareholders of the Company

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

Documents for Inspection

Copies of the SPAs will be made available for inspection at the registered office of the Company at 135 Jurong Gateway Road, #05-317, Singapore 600135 during normal business hours for a period of 3 months from the date of this announcement.

BY ORDER OF THE BOARD

Chin Mei Yang
Chief Executive Officer and Executive Director

9 September 2016

*This announcement has been prepared by Advancer Global Limited (the “**Company**”) and its contents have been reviewed by the Company’s sponsor, SAC Capital Private Limited (the “**Sponsor**”), for compliance with the relevant rules of the Singapore Exchange Securities Trading Limited (the “**SGX-ST**”). The Sponsor has 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 of the statements or opinions made or reports contained in this announcement.

The contact person for the Sponsor is Ms Tan Pei Woon (Telephone: 65-6532 3829) at 1 Robinson Road, #21-02 AIA Tower, Singapore 048542.