

DISPOSAL OF SHARES IN MCLEAN TECHNOLOGIES BERHAD

1. BACKGROUND

1.1 Disposal of 10 million shares in MClean Technologies Berhad

The Board of Directors (the “**Board**”) of Accrelist Ltd. (the “**Company**”, together with its subsidiaries, collectively, the “**Group**”) wishes to announce that the Company’s wholly-owned subsidiary, Accrelist Crowdfunding Pte. Ltd. (“**ACF**”), had on 24 December 2024, sold an aggregate of 10,000,000 shares in the capital of MClean Technologies Berhad (“**MClean**”, and together with its subsidiaries, the “**MClean Group**”) representing approximately 5.07% of the existing issued and paid-up capital of MClean (the “**Sale Shares**” and ordinary shares of MClean, the “**MClean Shares**”) through a series of married trades (also known as direct business transaction under the rules of Bursa Malaysia Securities Berhad (“**Bursa Malaysia**”)) to third-party investors (the “**Purchasers**”) at the same sale price of RM0.25 per Sale Share (the “**Disposal**”).

The sale price of RM0.25 per Sale Share is arrived at on a willing-buyer willing-seller basis, taking into account the price at which ACF acquired the Sale Shares, and the market value of the 10,000,000 Sale Shares sold under the Disposal was approximately RM2.90 million (or approximately S\$0.87 million based on the exchange rate of S\$1.00:RM3.3158 which is the Group’s exchange rate for December 2024, as extracted from Oanda) based on the closing price of MClean Shares being RM0.29 as at 24 December 2024. No valuation was conducted on the Sale Shares as these are listed and quoted shares on the Bursa Malaysia.

The aggregate consideration received by ACF in cash for the Disposal is RM2.50 million (or approximately S\$0.75 million based on the exchange rate of S\$1.00:RM3.3158) (the “**Consideration**”).

The book value of the Sale Shares is RM2.80 million (or approximately S\$0.82 million based on the revalued price per MClean Shares from RM0.16 to RM0.28 and the Group’s historical exchange rate of S\$1.00:RM3.4074 as at the date of revaluation on 30 September 2024). The net tangible asset value of the Sale Shares is RM2.80 million (or approximately S\$0.82 million). Taking into consideration of the book value of the Sale Shares, the Disposal would result in a loss on disposal of approximately S\$0.07 million. The proceeds represent a loss of approximately S\$0.07 million over the book value of the Sale Shares.

Subsequent to the Disposal, ACF holds 46,269,397 MClean Shares (the “**Remaining Shares**”), amounting to approximately 23.46% of the issued and paid-up capital of MClean as at the date of this announcement.

1.2 Rationale for and benefits of the Disposal

The Board believes that the Disposal will facilitate the introduction of the Purchasers as new profile of investors into MClean, as well as tapping on particularly Mr Derek Cheong, a businessman known for his financial acumen and entrepreneurial experience, with an intention to collaborate with the Group in growing and/or extending the Group’s aesthetic footprint in Malaysia. The remaining Purchasers were introduced by Mr Derek Cheong. There are no introducer and/or introducer fees being payable in respect to the Disposal.

As at the date of this announcement, the Purchasers do not have any relationship (including business relationships) with the directors, substantial shareholders and respective associates.

To the best of our knowledge, the Purchasers do not hold, directly or indirectly, any shares or convertible securities in the Company.

To continue maintaining its strategic shareholding in MClean, ACF intends to participate in MClean's private placement exercise by subscribing for new MClean Shares as detailed in paragraph 2 (the "**MClean Placement**"). This move aligns with ACF's commitment to sustaining its influence and supporting MClean continued growth and market presence. For further details on MClean Placement, please refer to the Company's announcement released separately via the SGXNet on 30 December 2024.

1.3 Chapter 10 of the Catalyst Rules

This announcement is made in compliance with Chapter 10 of the Listing Manual Section B: Rules of Catalyst ("**Catalist Rules**") of the Singapore Exchange Securities Trading Limited ("**SGX-ST**").

2. INFORMATION ON MCLEAN

MClean is a public limited liability company (company registration no. 201001009003 (893631-T)) incorporated and domiciled in Malaysia and is listed on the ACE Market of Bursa Malaysia with an issued and paid-up share capital of RM50,973,332 comprising 197,213,000 MClean Shares. The MClean Group is principally engaged in the business of providing surface treatment, precision cleaning and packaging services, catering mainly to customers in the hard disk drive, consumer electronics, and oil and gas sectors. The MClean Group has an established track record of more than 20 years operating principally in Malaysia and Singapore, and with relatively smaller operation in Thailand.

As announced by the Company on 25 June 2024 and 2 July 2024, ACF had then acquired 56,269,396 MClean Shares representing 28.53% of the issued and paid-up capital of MClean as a potential viable investment opportunity at an entry price of RM0.16 per share.

As announced by the Company on 8 October 2024, 18 October 2024, 13 November 2024 and 17 December 2024, MClean is undertaking certain Proposed Transactions (as defined in these announcements), including the acquisition of the plastic business in We Total Engineering Sdn Bhd from a wholly-owned subsidiary of Jubilee Industries Holdings Ltd, which is in turn a subsidiary of the Company and the MClean Placement. The MClean Placement involves the issuance of up to 49.3 million new MClean Shares, which is set to raise up to RM12.3 million for MClean, where ACF can subscribe up to 25 million MClean Shares with a discount of not more than 10% to the 5-day volume weighted average market price (VWAP) of MClean Shares immediately preceding the price fixing date. The subscription for the new MClean Shares pursuant to the MClean Placement may be implemented in tranches within 6 months after the receipt of all relevant approvals and shall depend on the investors' interest at the point of implementation of the MClean Placement, as such, there could potentially be several price fixing dates depending on the number of tranches and timing of implementation. Further updates on the sale of the aforesaid plastic business will be announced in due course.

3. USE OF PROCEEDS FROM THE DISPOSAL

ACF intends to use the net proceeds received from the Disposal to reinvest in new MClean Shares by way of participating in the MClean Placement.

4. RELATIVE FIGURES FOR DISPOSAL

4.1 The relative figures for the Disposal computed on the bases set out in Rule 1006 of the Catalyst Rules based on the Company's latest announced unaudited six-month financial results for the financial period ended 30 September 2024 are as follows:

Rule	Base	Relative Figure (%) ⁽¹⁾
1006(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.	3.99% ⁽²⁾
1006(b)	The net profits or net loss attributable to the assets disposed of, compared with Group's net profits or net loss ⁽³⁾	(2.35%) ⁽⁴⁾
1006(c)	The aggregate value of the consideration received, compared with the Company's market capitalisation based on the total number of issued shares excluding treasury shares	6.02% ⁽⁵⁾
1006(d)	The number of equity securities issued by the Company as consideration for the acquisition, compared with the number of equity securities previously in issue	Not applicable
1006(e)	The aggregate volume or amount of proved and probable reserves to be disposed of, compared with 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

Notes:

- (1) The Group and the MClean Group do not have corresponding reporting periods and the figures used for comparison are based on the latest announced unaudited six-month financial results of the Group for the financial period ended 30 September 2024 and the MClean Group's unaudited financial results for the financial period ended 30 September 2024, respectively, as pro-rated where necessary to the percentage of shares represented by the Sale Shares to be disposed.
- (2) The relative figure computed on the basis of Rule 1006(a) in respect of the Disposal is derived by computing:
 - (a) Based on the net asset value attributable to the Sale Shares of RM2.80 million (or approximately S\$0.82 million based on the exchange rate of S\$1.00:RM3.4074); and
 - (b) The Group's net asset value of S\$20.60 million as at 30 September 2024.
- (3) For the purpose of computation of these figures, "net profits" or "net loss" means profit or loss (as the case may be) before income tax and non-controlling interests.
- (4) The relative figure computed on the basis of Rule 1006(b) in respect of the Disposal is derived by computing:
 - (a) the net profit attributable to the Sale Shares of RM0.08 million (or approximately S\$0.02 million) based on the exchange rate of S\$1.00: RM3.3158; and
 - (b) the Group's net loss of S\$1.00 million for the financial period ended 30 September 2024.
- (5) The relative figure computed on the basis of Rule 1006(c) in respect of the Disposal is derived by computing:
 - (a) the Consideration for the Disposal of RM2.50 million (or approximately S\$0.75 million based on the exchange rate of S\$1.00: RM3.3158).
 - (b) the Company's market capitalisation of approximately S\$12.53 million derived by multiplying the issued share capital of the Company as at the date of this announcement of 319,632,014 shares (excluding treasury shares) by the volume weighted average price of S\$0.0392 per share on 23 December 2024 (being the last full market day preceding the date of the Disposal on which shares of the Company were traded).

Rule 1007(1) of the Catalyst Rules states, *inter alia*, that if any of the relative figures computed pursuant to Rule 1006 of the Catalyst Rules involves a negative figure, Chapter 10 of the Catalyst Rules may still be applicable to the transaction in accordance with the applicable circumstances in Practice Note 10A of the Catalyst Rules ("**Practice Note 10A**").

Pursuant to paragraph 4.4(d) of Practice Note 10A, in the case of a disposal of a profitable asset by a loss making issuer (being the applicable scenario for the Disposal), where (i) the absolute relative figure computed on the basis of each of Rule 1006(a), Rule 1006(c) and (if applicable) Rule 1006(e) does not exceed 50%, and (ii) the net profit attributable to the asset to be disposed of and, if the disposal will result in a loss on disposal, the sum of such net profit and the loss on disposal, exceeds 5% but does not exceed 10% of the consolidated net loss of the issuer (in each case taking into account only the absolute value), the issuer must, in relation to the transaction, immediately announce the information required in Rule 1010, Rule 1011, Rule 1012 and Rule 1013. Accordingly, the Disposal constitutes a “Discloseable Transaction” as defined in Chapter 10 of the Catalyst Rules.

5. FINANCIAL EFFECTS OF THE DISPOSAL

For the purposes of illustration only, the following is the *pro forma* financial effects of the Disposal on the net tangible assets per share and loss per share of the Group based on the audited consolidated financial statements of the Group for the financial year ended 31 March 2024 (being the latest available full year audited financial statements of the Group as at the date of this announcement), and the latest audited consolidated financial statements of the MClean Group for the financial year ended 31 December 2023.

The financial effects set out below are on the following bases and assumptions:

- (a) post-completion of the Disposal, the Sale Shares disposed will be recorded as a reduction in financial assets, at fair value through profit or loss;
- (b) the financial impact on the Group’s net tangible assets (“NTA”) per share is computed based on the assumption that the Disposal had been completed on 31 March 2024, being the end of the most recently completed financial year in respect of which audited financial statements are available;
- (c) the financial impact on the Group’s loss per share is computed based on the assumption that the Disposal had been completed on 1 April 2023, being the beginning of the most recently completed financial year in respect of which audited financial statements are available; and
- (d) any costs and expenses in connection with the Disposal have been disregarded.

NTA per share

	Before the Disposal	After the Disposal
NTA (S\$)	21,015,000 ⁽¹⁾	20,947,000
No. of shares	303,727,293	303,727,293
NTA per share (S\$)	0.0679	0.0677

Note:

- (1) Based on total equity less intangible assets.

Loss per share

	Before the Disposal	After the Disposal
Net loss attributable to equity holders of the Company (S\$)	2,323,000	2,391,000 ⁽¹⁾

	Before the Disposal	After the Disposal
Weighted average number of shares	309,368,955	309,368,955
Loss per share (S\$)	0.0075	0.0077

Note:

(1) Calculated after adding the net loss attributable to the Sale Shares.

6. INTERESTS OF DIRECTORS AND CONTROLLING SHAREHOLDERS

As at the date of this announcement, none of the directors or controlling shareholders of the Company has any interest, direct or indirect, in the Disposal, other than through their respective shareholding interest, direct or indirect, in the Company.

7. SERVICE CONTRACTS

No person is proposed to be appointed to the Board as part of the Disposal, and no director's service contract is proposed to be entered into by the Company and any person in connection with the Disposal.

8. 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 enquiries, that to the best of their knowledge and belief, this announcement constitutes full and true disclosure of all material facts about the Disposal, the Company and its subsidiaries, and the Directors are not aware of any facts the omission of which would make any statement in this announcement misleading. Where information in this announcement has been extracted from published or otherwise publicly available sources or obtained from a named source, the sole responsibility of the Directors has been to ensure that such information has been accurately and correctly extracted from those sources and/or reproduced in this announcement in its proper form and context.

9. CAUTION IN TRADING

Shareholders and potential investors are advised to exercise caution in trading the shares in the Company. Shareholders and potential investors are advised to read this announcement and any further announcements by the Company carefully. Shareholders and potential investors should consult their stock-brokers, bank managers, solicitors or other professional advisers if they have any doubt about the actions they should take.

BY ORDER OF THE BOARD

Dr. Terence Tea
Executive Chairman and Managing Director

30 December 2024

*This announcement has been reviewed by the Company's sponsor, RHT Capital Pte. Ltd. (the "**Sponsor**"). It has not been examined or approved by the Singapore Exchange Securities Trading Limited (the "**Exchange**") and the Exchange assumes no responsibility for the contents of this document, including the correctness of any of the statements or opinions made or reports contained in this document.*

The contact person for the Sponsor is Mr. Joseph Au at 36 Robinson Road, #10-06 City House, Singapore 068877, Email: sponsor@rhtgoc.com.