



**VIBRANT GROUP LIMITED**

Company Registration Number: 198600061G

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**PROPOSED DISPOSAL OF 47 CHANGI SOUTH AVENUE 2, SINGAPORE 486148  
GRANT OF OPTION TO PURCHASE**

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**1. INTRODUCTION**

- (a) The Board of Directors (the “**Board**”) of Vibrant Group Limited (the “**Company**”, and together with its subsidiaries, the “**Group**”) wishes to announce that a wholly-owned subsidiary of the Group, **Freight Links Properties Pte. Ltd.** (“**FLP**” or the “**Vendor**”) had on 26 December 2024 received the sum of S\$150,000 plus applicable GST, being one percent (1%) of the Consideration (as defined below), and in exchange, had granted an option to purchase (the “**Option**”) on 30 December 2024 for the sale of its leasehold property located at 47 Changi South Avenue 2, Singapore 486148 (the “**Property**”), at a consideration of S\$15,000,000 (the “**Consideration**”) plus applicable GST, on the terms and subject to the conditions contained in the Option (collectively, the “**Proposed Disposal**”).
- (b) The Purchaser of the Property (the “**Purchaser**”) is a company incorporated in Singapore. For the avoidance of doubt, the Purchaser is not an interested person (as defined in the listing manual (the “**Listing Manual**”) of the Singapore Exchange Securities Trading Limited (“**SGX-ST**”). The Proposed Disposal is therefore not an interested person transaction for the purpose of Chapter 9 of the Listing Manual.
- (c) The grant of the Option is pending acceptance by the Purchaser on or before its expiry date, by way of exercising the Option which shall then constitute a binding contract for the Proposed Disposal at the Consideration.

**2. INFORMATION ON THE PROPERTY**

The Property is an industrial property with a balance unexpired lease term of approximately thirty-two (32) years remaining under an Instrument of Lease (the “**Lease**”) made between the head lessor of the Property, Jurong Town Corporation (“**JTC**”) and the Vendor as lessee. The Proposed Disposal is subject to terms as set out in JTC’s In-Principle Approval and No-Objection Letter to the Assignment/Transfer of the Lease.

Salient information pertaining to the Property are as follows:

Land area	: 5,453.2 sqm
Approved gross floor area	: 8,507.4 sqm
CSC	: 23 June 1999
Approved JTC lease term	: 30+30 years from 16 November 1996

### 3. VALUATION OF THE PROPERTY

The Company had commissioned Colliers International Consultancy & Valuation (Singapore) Pte Ltd to undertake a desktop valuation of the Property, which valued the market value of the Property at S\$14.5 million in their valuation report dated 28 October 2024.

### 4. MATERIAL TERMS OF THE PROPOSED DISPOSAL

A summary of the material terms and conditions of the Proposed Disposal as set out in the Option include, inter alia, the following:

#### (a) Consideration

The Consideration was arrived at on a willing-buyer and willing-seller basis and after arm's length negotiations between FLP and the Purchaser.

The Purchaser has up to 4:00 PM on 14 January 2025 or such later date to be mutually agreed to exercise the Option by paying the Vendor a balance deposit equivalent to nine percent (9%) of the Consideration (together with GST thereon). The balance of the Consideration, together with GST thereon, shall be paid to FLP as the Vendor, on Completion, as defined below.

#### (b) Conditions Precedent

The Proposed Disposal is subject to, inter alia, the Vendor and the Purchaser (i) obtaining the JTC In-Principal Approval to the sale, transfer and/or assignment of the Property and the intended use of the Property by the Purchaser, together with an ancillary workers dormitory, (ii) accepting all terms and conditions set out in the JTC In-Principle Approval, and (iii) obtaining the JTC No-Objection Letter that it has no objection to the execution of the transfer instrument/assignment in respect of the Property in favour of the Purchaser.

#### (c) Completion

Completion of the sale and purchase of the Property ("**Completion**") is stated to take place on 11 March 2025 (or such later date to be mutually agreed in writing) or within six (6) weeks from the date of obtaining JTC's No-Objection Letter to the Assignment/Transfer of the Lease of the Property, whichever is the later. The Proposed Disposal shall be completed and the balance of the Consideration, together with GST thereon, shall be paid on Completion.

### 5. RATIONALE AND USE OF PROCEEDS

The Proposed Disposal provides a good opportunity for the Group to unlock its investment in the Property. The net proceeds from the Proposed Disposal will be used by the Group to repay the existing financing taken against the Property and for working capital purposes.

### 6. RELATIVE FIGURES COMPUTED UNDER RULE 1006 OF THE LISTING MANUAL

Based on the latest announced consolidated financial statements of the Group for the half year as at 31 October 2024, the relative figures for the Proposed Disposal as computed on the bases set out in Rule 1006 of the Listing Manual are as follows:

<b>Rule 1006</b>	<b>Bases</b>	<b>Relative Figures (%)</b>
(a)	The net asset value of the assets to be disposed of, compared with the Group's net asset value	3.11
(b)	The net profits attributable to the assets to be disposed of, compared with the Group's net profits	0.41
(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	40.57 <sup>(1)</sup>
(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 <sup>(2)</sup>
(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	Not applicable <sup>(3)</sup>

**Notes:**

- (1) Calculated based on the Consideration of S\$15.0 million and the market capitalisation of the Company of approximately S\$37.0 million. The Company's market capitalisation is determined by multiplying the number of ordinary shares in issue (excluding treasury shares) by volume weighted average price of S\$0.0542 per share on 27 December 2024, being the full market day immediately preceding the issuance of the Option.
- (2) Not applicable, as there will be no issuances of consideration shares in relation to the Proposed Disposal.
- (3) The Company is not a mineral, oil or gas company.

The Group's core business includes Real Estate Business which comprises, inter alia, the acquiring and holding of investments in property related assets, including buying and selling properties and/or acquiring or developing properties and holding such properties for long term investment through collection of rental revenue, etc. as set out in the Circular dated 23 October 2013 and approved by Shareholders at the Extraordinary General Meeting on 25 November 2013 (the "**Approval**"). Accordingly, the Proposed Disposal therefore qualifies to be within the ordinary course of business of the Group.

Notwithstanding that the relative figures computed under Rule 1006(c) of the Listing Manual of the SGX-ST in connection with the Consideration exceed 20% for purposes of Chapter 10 of the Listing Manual, and thereby constitutes a major transaction under Rule 1014 of the Listing Manual, the Proposed Disposal by reason of the Approval referred to above, is therefore considered a divestment in the ordinary course of business of the Group and is therefore excluded from the requirement of having to seek the approval of shareholders of the Company.

The Proposed Disposal does not change the risk profile of the Group, as the net asset value of the Property to be disposed of, compared with the Group's net asset value under Rule 1006(a) as well as the net profits attributable to the Property compared to the Group's net profits computed under Rule 1006(b) are both below the 20% threshold under Rule 1014.

## **7. FINANCIAL EFFECTS OF THE PROPOSED DISPOSAL**

As these financial effects are based on the Group's audited consolidated accounts for its most recently completed FY2024 and are presented for illustration purposes only, they will not reflect the future financial position of the Group after the Proposed Disposal has taken place.

- (a) the financial effects of the Proposed Disposal on the Group's net tangible assets (the "NTA") per share is based on the assumption that the Proposed Disposal had been completed on 30 April 2024; and
- (b) the financial effects of the Proposed Disposal on the Group's earnings per share ("EPS") are computed based on the assumption that the Proposed Disposal was completed on 1 May 2023.

(i) **NTA per share**

The pro forma financial effects on the consolidated NTA per share of the Group as at 30 April 2024, assuming the Proposed Disposal had been effected on 30 April 2024, are as follows:

	<b>Before the Proposed Disposal</b>	<b>After the Proposed Disposal</b>
NTA (S\$'000)	221,770	228,649
Number of issued shares of the Company (excluding treasury shares)	684,228	684,228
NTA per share (cents)	32.41	33.42

(ii) **EPS**

The pro forma financial effects on the consolidated EPS of the Group as at 30 April 2024, assuming the Proposed Disposal had been effected on 1 May 2023, are as follows:

	<b>Before the Proposed Disposal</b>	<b>After the Proposed Disposal</b>
Net profit attributable to shareholders (S\$'000)	600	7,469
Weighted average number of issued shares of the Company (excluding treasury shares)	688,426	688,426
Earnings per share (cents)	0.09	1.09

## 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 shareholding interests in the Company, if any).

## 9. DOCUMENTS FOR INSPECTION

A copy of the Option is available for inspection at the registered office of the Company during normal business hours for a period of three (3) months from the date of this announcement.

## 10. FURTHER ANNOUNCEMENTS

The Company will make subsequent announcements to update Shareholders when there are material updates as may be necessary or appropriate.

## **11. CAUTIONARY STATEMENT**

Shareholders and potential investors of the Company are advised to read this announcement and any further announcements by the Company carefully. Shareholders and potential investors of the Company are advised to refrain from taking any action in respect of securities in the Company which may be prejudicial to their interests, and to exercise caution when dealing in the securities of the Company. The Option of the sale of the Property is subject to fulfilment of various conditions as set out in the Option and there is no certainty or assurance that the Proposed Disposal will proceed to completion. In the event of any doubt, shareholders and potential investors of the Company should consult their stockbrokers, bank managers, solicitors, accountants or other professional advisors.

### **By Order of the Board**

Eric Khua Kian Keong  
Executive Director & CEO  
30 December 2024