

[For Immediate Release]

Morgan Stanley Private Equity to Partner with the Management and Become the Majority Shareholder of APAC Realty

- **APAC Realty is MSPEA's first and only investment in real estate services sector in Southeast Asia**
- **An unconditional mandatory general offer will be made for the outstanding shares in APAC Realty**

Singapore, 25 April 2022 – NHPEA Ace Realty Company Limited (“Offeror”), a wholly-owned subsidiary of a private equity fund managed by Morgan Stanley Private Equity Asia (“MSPEA”), today announced that it has agreed to acquire 59.8% of the total outstanding shares of SGX-listed APAC Realty Limited (“APAC Realty”), a leading real estate services company in Asia, for a total consideration of approximately S\$129.5 million.

The 59.8% shares are to be acquired from Asia Pacific Realty Holdings Ltd (“APRH”), an entity controlled by the Northstar Group (“Northstar”), a Singapore headquartered private equity firm.

APAC Realty is one of the leading real estate services providers, holding the exclusive ERA regional master franchise rights for 17 countries in Asia Pacific. Through its ERA franchisee network, the group has one of the largest brand footprints in Asia with more than 20,000 advisors across 653 offices and through its wholly owned subsidiary, ERA Realty Network Pte Ltd, is one of Singapore's largest real estate agencies.

Mr. Andrew Hawkyard, Co-Chief Investment Officer of MSPEA, Managing Director of Morgan Stanley and Director of the Offeror, said, *“We are delighted to invest in APAC Realty and look forward to working closely with its highly regarded professional management team to support the company as it continues on its trajectory as a leading real estate brokerage business in Asia. The company has a proven 40-year track record running the business in Southeast Asia with over 20,000 dedicated advisors providing outstanding property brokerage services to its clients. APAC Realty is one of a limited number of real estate brokerages with true Asia Pacific brand recognition and footprint. MSPEA will help to further build on this solid foundation and support APAC Realty's growth by leveraging our global network and extensive experience of growing businesses across Asia. We believe our partnership with APAC Realty and its management team will bring significant benefits to all stakeholders of the company, including customers, developers, advisors, employees and shareholders.*”

Morgan Stanley Private Equity Asia is the private equity arm of Morgan Stanley (NYSE: MS) in Asia. For close to 30 years, MSPEA has been making private equity investments in Asia. MSPEA has a strong track record of supporting revenue growth at its portfolio companies through the provision of value-added strategic advice, an extensive global network, enhanced capital markets and operational capabilities, as well as improved talent attraction and retention.”

Mr. Marcus Chu, Chief Executive Officer, APAC Realty, said, “MSPEA has an outstanding track-record and reputation in Asia and I am confident they will be an excellent new partner for APAC Realty. The company’s lead-generation and our team of advisors will benefit from MSPEA’s substantial networks and access to industry insights, which could facilitate a deepening of our regional footprint. This is an incredible time to be at APAC Realty and I look forward to working with MSPEA to further develop the business and continue to support and grow our company in Singapore and the Asia Pacific region.”

Mr. Wong Chee-Yann, Chief Investment Officer, Northstar Group, said, “The APAC Realty team has been a great partner for Northstar over the past nine years and we are proud to have supported the team in doubling their number of advisors, progressing their regional expansion and enhancing their tech capabilities, all through the implementation of multiple rounds of Singapore real estate market cooling measures. The successful listing of the company on the SGX in 2017 was a significant highlight. We are confident that Morgan Stanley Private Equity will continue to provide strong support to the APAC Realty team to take the business to the next level.”

Mandatory General Offer

To comply with the requirements of The Singapore Code on Take-overs and Mergers (“Code”), for and on behalf of the Offeror, SAC Capital Private Limited (Financial Adviser to the Offeror) today issued an announcement (“Offer Announcement”) that it intends to make an unconditional mandatory general offer (“Offer”) for all the outstanding shares in APAC Realty, other than those shares that are already owned, controlled, or agreed to be acquired by the Offeror from APRH.

Details of the Offer include:

- The Offer Price is S\$0.57 per share in cash¹.
- The Offer is unconditional.

Full details of the Offer (including the terms and conditions of the Offer) will be contained in the Offer Document to be electronically despatched to shareholders not earlier than 14 days and not later than 21 days from the date of the Offer Announcement.

The Offer will remain open for acceptance by shareholders for at least 28 days from the date of despatch of the Offer Document.

This Press Release should be read in conjunction with the full text of the Offer Announcement issued by SAC Capital, for and on behalf of the Offeror, on SGXNet at www.sgx.com.

¹ The Company Shareholders have, on 21 April 2022, approved a final tax exempt (one-tier) dividend of SGD0.04 per Share in respect of the financial year ended 31 December 2021 (“FY21 Final Dividend”). The books closure date for the FY21 Final Dividend is 5.00PM (Singapore time) on 29 April 2022 (“BCD”). Under the SPA and the Deed, the Offeror will purchase the Shares at SGD0.61 per Share, inclusive of the rights to receive and retain the FY21 Final Dividend. Had the Offer been open for acceptances before the ex-dividend date for the FY21 Final Dividend (i.e., 27 April 2022), the Offer Price would have been SGD0.61 per Share. However, as the Offer will only be open for acceptances after the ex-dividend date (indeed, only after the BCD), the Offer Price will therefore be SGD0.57 per Share.

Responsibility Statement

The director of the Offeror (including where he may have delegated detailed supervision of this Press Release) has taken all reasonable care to ensure that the facts stated and opinions expressed in this Press Release are fair and accurate and that there are no other material facts not contained in this Press Release, the omission of which would make any statement in this Press Release misleading.

Where any information has been extracted or reproduced from published or otherwise publicly available sources or sources obtained from APAC Realty, the sole responsibility of the director of the Offeror has been to ensure through reasonable enquiries, that such information is accurately extracted from such sources or, as the case may be, reflected or reproduced in this Press Release.

Forward-Looking Statements

All statements other than statements of historical facts included in this Press Release are or may be forward-looking statements. Forward-looking statements include but are not limited to those using words such as “seek”, “expect”, “anticipate”, “estimate”, “believe”, “intend”, “project”, “plan”, “strategy”, “forecast”, “targets” and similar expressions or future or conditional verbs such as “will”, “would”, “should”, “could”, “may” and “might”. These statements reflect the Offeror's current expectations, beliefs, hopes, intentions or strategies regarding the future and assumptions in light of currently available information. Such forward-looking statements are not guarantees of future performance or events and involve known and unknown risks and uncertainties. Accordingly, actual results may differ materially from those described in such forward-looking statements. Company shareholders and investors should not place undue reliance on such forward-looking statements, and neither the Offeror nor the Financial Adviser undertakes any obligation to update publicly or revise any forward-looking statements.

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Note to Editors

Capitalised terms used in this Press Release (unless otherwise defined or the context otherwise requires) have the same meaning ascribed to them in the Offer Announcement.

About Morgan Stanley

Morgan Stanley (NYSE: MS) is a leading global financial services firm providing investment banking, securities, wealth management and investment management services. With offices in more than 41 countries, the Firm's employees serve clients worldwide including corporations, governments, institutions and individuals. For more information about Morgan Stanley, please visit www.morganstanley.com.

Morgan Stanley Private Equity Asia (“MSPEA”) is part of *Morgan Stanley Investment Management (“MSIM”)*, which is one of the largest investment managers globally and has provided client-centric

investment and risk-management solutions to investors and institutions for more than 40 years with approximately US\$1.6 trillion of assets under management as of December 31, 2021.

MSPEA, a private equity fund manager, has been investing in Asia since 1993. MSPEA is one of the most experienced growth investors in Asia with a strong track record of supporting the management teams of its portfolio companies to drive considerable revenue growth.

About the Northstar Group

The Northstar Group is a Singapore headquartered private equity firm managing more than US\$2.5 billion in committed equity capital dedicated to investing in growth companies in Indonesia and to a lesser extent, other countries in Southeast Asia. The Northstar Group has a solid track record of actively growing the businesses of its portfolio companies over its investment horizon. Since its founding in 2003, the Northstar Group has invested in more than 40 companies across the banking, insurance, consumer/retail, technology, telecom, manufacturing and agribusiness sectors. The Northstar Group has invested over US\$3 billion with its co-investors in the Southeast Asian region.

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