

ABR HOLDINGS LIMITED
Company Registration No. 197803023H
(Incorporated in the Republic of Singapore)

ENTRY INTO SUBSCRIPTION AGREEMENT BY WHOLLY-OWNED SUBSIDIARY

1. INTRODUCTION

The Board of Directors ("**Board**") of ABR Holdings Limited ("**Company**") and together with its subsidiaries, ("**Group**") wishes to announce that its wholly-owned subsidiary, Permai Puncakmas Sdn. Bhd. ("**Permai Puncakmas**"), has today entered into a subscription agreement with, *inter alia*, Sering Manis Sdn. Bhd. ("**Sering Manis**") to subscribe for new shares in the capital of Sering Manis and to provide a shareholder's loan to Sering Manis ("**Subscription Agreement**").

2. SALIENT TERMS OF THE SUBSCRIPTION AGREEMENT

2.1 Subscription For New Shares and Shareholder's Advance

Pursuant to the Subscription Agreement, Permai Puncakmas shall:

- (a) subscribe for 1,130,000 new shares in the capital of Sering Manis at MYR1.00 per share for an aggregate subscription consideration of MYR1,130,000. After completion of the subscription, Permai Puncakmas' shareholding in Sering Manis will be increased from 10% to 19%; and
 - (b) provide a shareholder's loan of MYR21,660,000 to Sering Manis, in proportion to its shareholding percentage in Sering Manis,
- (collectively, the "**Transactions**").

The Transactions will be funded by internal funds.

2.2 Appointment of Director

In connection with the Transactions, Permai Puncakmas will nominate Mr Ang Yee Lim to be a director of Sering Manis.

3. INFORMATION ON SERING MANIS

Sering Manis is a company incorporated under the Companies Act of Malaysia. Sering Manis had on 6 June 2016 entered into an agreement to acquire a parcel of freehold land held under Geran 10389 Lot 10366, Mukim Bentong, Daerah Bentong, Negeri Pahang measuring approximately 1,132,580 square metres in area (the "**Project Land**") for a cash consideration of MYR170.67 million and the extended completion date of the agreement is 10 May 2017. The acquisition of the Project Land has not been completed as at the date of this announcement.

The Project Land is located near Genting Highlands and has potential for redevelopment. Details of the development plans are not available at this point in time.

Based on the audited financial statements of Sering Manis for the financial year ended 30 June 2016, the net tangible liabilities value is approximately MYR159,000 and the net loss after tax is approximately MYR96,000.

4. RATIONALE

The Board is of the view that the Transactions are in the best interests of the Group. The Transactions are part of the corporate strategy of the Group to expand into selective property development businesses and provide shareholders with diversified returns and long term growth, so as to enhance shareholders' value for the Company.

5. FINANCIAL EFFECTS

Based on the latest audited consolidated financial statements of the Group for the financial year ended 31 December 2016 ("FY2016") and the audited financial statements of Sering Manis for the financial year ended 30 June 2016:

- (a) assuming that the Transactions had been effected at 31 December 2016, the financial effect on the net tangible assets per share of the Group for FY2016 is negligible; and
- (b) assuming that the Transactions had been effected at 1 January 2016, the financial effect on the earnings per share of the Group for FY2016 is negligible.

6. RELATIVE FIGURES UNDER CHAPTER 10 OF THE LISTING MANUAL

The relative figures for the Transactions computed on the bases set out in Rule 1006 of the Listing Manual of the Singapore Exchange Securities Trading Limited ("Listing Manual") are as follows:

Rule 1006	Bases	Size of Relative Figures (%)
(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.	Not applicable
(b)	The net profits attributable to the assets acquired or disposed of, compared with the group's net profit.	Not meaningful ⁽¹⁾
(c)	The aggregate value of the consideration given or received, compared with the issuer's market capitalisation based on the total number of issued shares excluding treasury shares.	5.11% ⁽²⁾
(d)	The number of equity securities issued by the issuer as consideration for an acquisition, compared with the number of equity securities previously in issue.	Not applicable
(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 asset.	Not applicable

Notes:

- (1) Not meaningful as the Project Land has yet to be acquired and developed and as such no profits are attributable to Sering Manis.
- (2) Based on the aggregate value of the Transactions of MYR22,790,000 (approximately S\$7,242,000 based on the exchange rate of S\$1:MYR3.147) and the market capitalisation of the Company of S\$141,701,992 (computed based on the volume weighted average price of the Company's shares of S\$0.705 on 11 April 2017, being the last full market day prior to this announcement on which trades were conducted and 200,995,734 shares of the Company).

Having regard to the above, as the relative figure computed based on Rule 1006(c) exceeds 5% but does not exceed 20%, the Transactions would result in a "discloseable transaction" under Rule 1010 of the Listing Manual.

7. NO SERVICE CONTRACT

No person is proposed to be appointed as a director of the Company in connection with the Transactions.

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 above-mentioned matters.

9. 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 Transactions and the Group, 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.

10. DOCUMENT AVAILABLE FOR INSPECTION

A copy of the Subscription Agreement will be made available during normal business hours at the registered office of the Company for a period of three months commencing from the date of this announcement.

BY ORDER OF THE BOARD

Ang Lian Seng
Executive Director

19 April 2017