



COMFORTDELGRO CORPORATION LIMITED

(Company Registration No. 200300002K)

(Incorporated in the Republic of Singapore)

**PROPOSED ACQUISITION OF SHARES IN
A2B AUSTRALIA LIMITED
BY WAY OF A SCHEME OF ARRANGEMENT**

1. INTRODUCTION

1.1 The Proposed Transaction

ComfortDelGro Corporation Limited (the "**Company**") and together with its subsidiaries, the "**Group**") wishes to announce the proposed acquisition by its direct, wholly-owned subsidiary, ComfortDelGro Corporation Australia Pty Ltd ("**CDC**") or its nominee (being a wholly owned subsidiary of CDC) (the "**Offeror**"), of all the issued ordinary shares in the capital of A2B Australia Limited (ASX: A2B) ("**A2B**" and such shares, the "**A2B Shares**") that the Group does not already own by way of a scheme of arrangement (the "**Scheme**") under Part 5.1 of the *Corporations Act 2001* (Cth) of Australia (the "**Corporations Act**") (such acquisition, the "**Proposed Transaction**"). Currently, the Company and another of its wholly-owned subsidiary incorporated in Australia, Swan Taxis Pty Ltd collectively hold 9.25% of the shares in the capital of A2B.

For further details on the Proposed Transaction and the Scheme, please refer to the announcement released today by the Company and Offeror titled "ComfortDelGro Announces Agreement to Acquire ASX-Listed A2B Australia Limited" (the "**Media Announcement**"), which is attached and a copy of which is available on the website of the Singapore Exchange Securities Trading Limited ("**SGX-ST**") at www.sgx.com.

1.2 Chapter 10 of the Listing Manual

This Announcement is based on the provisions of Chapter 10 of the listing manual of the SGX-ST ("**Listing Manual**").

2. INFORMATION ON A2B

2.1 A2B and its Principal Activities

A2B is listed on the Australian Securities Exchange. A2B's principal activities are to facilitate taxi bookings, trips, and payments. A2B's offerings include taxi brands "13cabs" and "Silver Service" and payment solution "Cabcharge".

2.2 A2B's Business Structure

A2B is one of the leading integrated P2P personal mobility businesses in Australia. The scale, reach and proven value proposition to drivers and passengers have assisted in A2B becoming the clear number two player in the domestic personal

transport market, behind Uber and ahead of all other providers. A2B's operations can be broadly split into the B2C and B2B business segments. The B2C business segment captures the mobility services segment providing taxi network services generating network subscription revenue under the 13cabs and Silver Service brands. The B2B segment summarises the payments, equipment and corporate services providing end-to-end taxi fares payment processing as well as facilitating taxi drivers access to a taxi management software. A2B has more than 8,000 affiliated taxis with the 13cabs and Silver Service brands and approximately 18,000 taxis that have the Cabcharge payment system installed, processing more than A\$850 million in taxi fares per year.

The B2C segment generated A\$90.6 million in revenue and A\$11.0 million in EBITDA for the financial year 2023 while the revenue and EBITDA of the B2B segment were A\$61.1 million and A\$9.1 million respectively. The majority of revenues is generated in Australia, while A2B also generates B2B revenues with its Mobile Technologies International (MTI) internationally.

2.3 Board of Directors of A2B

As at the date of this Announcement (the "**Announcement Date**"), the board of directors of A2B comprises the following:

- (a) Mr Mark Richard Bayliss;
- (b) Mr Clifford Johann Rosenberg;
- (c) Ms Jennifer Anne Horrigan; and
- (d) Mr Brent Cubis.

2.4 Share Capital of A2B

As at the Announcement Date, A2B has:

- (a) 122,285,271 A2B Shares (the "**Current A2B Share Capital**"); and
- (b) 3,200,000 performance rights issued under long term incentive plans operated by A2B, pursuant to which up to a maximum of 3,200,000 A2B Shares may be issued and/or transferred to the eligible employees of the A2B Group (subject to the fulfilment or waiver of the terms and conditions set out in the A2B long term incentive plans).

3. **THE PROPOSED TRANSACTION AND THE SCHEME**

3.1 Scheme Conditions

In connection with the Proposed Transaction, the Company, the Offeror and A2B (collectively, the "**Parties**") have today entered into a scheme implementation agreement (the "**Implementation Agreement**") setting out the terms and conditions on which the Parties will implement the Scheme.

The Scheme is conditional upon the satisfaction (or, where applicable, the waiver) of certain customary conditions (the "**Scheme Conditions**") including A2B

Shareholders' approval and Court approval as set out in the Implementation Agreement.

In addition, the Scheme shall be conditional upon the Australian Competition and Consumer Commission ("**ACCC**") issuing a written notice to the Offeror that there is no requirement of a public review or that the ACCC will not intervene to prevent the Proposed Transaction either on an unconditional basis or on such conditions acceptable to the Offeror.

Pursuant to the Implementation Agreement, and subject to the Scheme becoming effective in accordance with its terms, all the A2B Shares held by the shareholders of A2B (other than the Company, the Offeror, and each subsidiary of the Company and each person who holds A2B Shares exclusively on behalf of, or for the benefit, of any of them) as at 7 p.m. on the second business day following the date that the Scheme becomes effective (the "**Eligible Shareholders**" and each, an "**Eligible Shareholder**") will be transferred to the Offeror:

- (a) fully paid-up;
- (b) free from any encumbrances; and
- (c) together with all rights, benefits and entitlements attaching thereto as at the date of this Announcement and thereafter attaching thereto.

3.2 Scheme Consideration

In accordance with the terms of the Scheme, subject to the satisfaction and/or waiver (as the case may be) of all the Scheme Conditions, all the Eligible Shareholders shall be entitled to receive, for each A2B Share a sum of A\$1.45 in cash (the "**Scheme Consideration**"), which will exclude a special dividend of A\$0.60 per share announced today by A2B in respect of the net proceeds from the sale of certain properties and payable on 30 January, 2024.

4. **RATIONALE FOR AND BENEFITS OF THE PROPOSED TRANSACTION**

The Proposed Transaction presents a unique opportunity for the Company to acquire a portfolio of businesses in line with the Company's strategy to scale its point-to-point mobility business in Australia.

4.1 Acquisition of the A2B Shares pursuant to the Proposed Transaction

Based on the Group's audited consolidated financial statements for the financial year ended 31 December 2022 ("FY2022"), the relative figures in respect of the Proposed Transaction as computed on the applicable bases set out in Rule 1006 of the Listing Manual are as follows:

Rule 1006	Bases	Relative Figures (%)
(b)	The net profits attributable to the A2B Shares, compared with the Group's net profits.	2.60%

(c)	The aggregate value of the consideration given for the A2B Shares, compared with the Company's market capitalisation based on the total number of issued shares (excluding treasury shares).	5.02%
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While the relative figures under Rule 1006(c) exceeds 5% based on the foreign exchange rate at close of business 21 December 2023, the Proposed Transaction has no material financial impact to the Group for the financial period ended 31 December 2023.

5. **FINANCIAL INFORMATION OF THE PROPOSED TRANSACTION**

5.1 Financial Information relating to A2B

The illustrative net asset value ("NAV") and net tangible asset ("NTA") value of A2B after completion of the Transaction based on the publicly released 30 June 2023 Financial Statements is S\$102.5 million and S\$64.5 million.

Based on the last closing price of A\$1.785¹ per A2B Share as of 21 December 2023 (being the last trading day on which the A2B Shares were traded prior to the Announcement Date), the latest available open market value of the A2B Shares is approximately A\$224 million.

The Company will finance the acquisition of the A2B Shares through various sources, including unutilised banking facilities and internal cash resources, factoring in market conditions.

5.2 Financial Information relating to the Company in respect of the Proposed Transaction

(a) NAV per share

The pro forma financial effects of the Proposed Transaction on the consolidated NAV per share of the Company as at 31 December 2022, assuming the Proposed Transaction had been effected on 31 December 2022, are as follows:

	Before the Proposed Transaction	After the Proposed Transaction
NAV (S\$ million) ²	2,569	2,569
Number of issued shares of the Company (excluding treasury shares) ('000)	2,165,713	2,165,713
NAV per share (S\$)	1.19	1.19

¹ Per closing price on the ASX

² Equity attributable to shareholders of the Company

(b) Earnings Per Share

The pro forma financial effects of the Proposed Transaction on the consolidated Earnings Per Share ("**EPS**") of the Company as at 31 December 2022, assuming the Proposed Transaction had been effected on 1 January 2022, are as follows:

	Before the Proposed Transaction	After the Proposed Transaction
Profit After Tax (S\$ million) ³	173.10	177.71
Weighted average number of issued shares of the Company (excluding treasury shares) ('000)	2,166,700	2,166,700
Earnings per share (Singapore cents)	7.99	8.20

The financial effects as set out above are theoretical in nature and are therefore not necessarily indicative of the future financial position and earnings of the Company or the Group.

The indicative exchange rate used for the purpose of this announcement is A\$1.00:S\$0.8973.

6. INTERESTS OF DIRECTORS AND CONTROLLING SHAREHOLDERS

- 6.1 As at the Announcement Date, save for Mr Russell Stephen Balding AO, an Independent Non-Executive Director of the Company who owns 40,000 shares in the capital of A2B, none of the directors or controlling shareholders of the Company has any interest, direct or indirect, in the Proposed Transaction, other than through their respective shareholdings and/or directorships in the Company, if any.

7. NO DIRECTORS' SERVICE CONTRACTS

- 7.1 No person is proposed to be appointed to the board of the Company as part of the Proposed Transaction or the Scheme, and no director's service contract is proposed to be entered into by the Company with any person in connection with the Proposed Transaction or the Scheme.

³ Equity attributable to shareholders of the Company

8. COMPANY'S ADVISORS

- 8.1 The Company appointed Grant Samuel and Corrs Chambers Westgarth as its financial and legal advisors respectively for the Proposed Transaction.

9. FURTHER ANNOUNCEMENTS

- 9.1 The Company will make further announcements, in compliance with the requirements of the Listing Manual, as and when there are material developments in respect of the Scheme, the Implementation Agreement and/or other matters contemplated by this Announcement.

By Order of the Board
Angeline Joyce Lee
Company Secretary
22 December 2023