



BACUI TECHNOLOGIES INTERNATIONAL LTD.
(formerly known as Arion Entertainment Singapore Limited)

(Incorporated in Singapore)

(Company Registration Number 199407135Z)

**SALE AND PURCHASE AGREEMENT RELATING TO THE PROPOSED DISPOSAL OF
SHARES IN INOVATIF MEDIA ASIA SDN BHD**

1. Introduction

1.1 The board of directors (the “**Board**”) of the Bacui Technologies International Ltd. (the “**Company**”) and together with its subsidiaries, the “**Group**”) wishes to announce that the Company has on 20 September 2023 entered into a sale and purchase agreement (the “**SPA**”) with Imperium Conferences Sdn Bhd (the “**Purchaser**” or “**Imperium Conferences**”), pursuant to which the Company has agreed to sell, and the Purchaser has agreed to purchase, the entire issued and paid-up share capital of Inovatif Media Asia Sdn Bhd (“**IMA**”) (the “**Sale Shares**”), for an aggregate consideration of RM30,000 (approximately S\$8,700, based on the exchange rate of RM1.00 = SGD0.29068) (the “**Consideration**”), upon the terms and subject to the conditions of the SPA (the “**Proposed Disposal**”). For the avoidance of doubt, the Sale Shares shall comprise the 1,717,168 shares to be issued as partial settlement of the Outstanding Sum (as defined below).

1.2 As the Sale Shares represent the entire interest of the Company in IMA, the Company will cease to have any interest in IMA and IMA will cease to be a subsidiary of the Company following the completion of the Proposed Disposal.

2. Information on IMA

2.1 IMA is a private limited company incorporated in Malaysia with its registered address at 3A32 Level 4 (Lift 7) Block A, Damansara Intan, 1 Jalan SS 20/27, 47400 Petaling Jaya, Selangor Malaysia (the “**Target**”). IMA is involved in the publishing and sale of periodicals and magazines and media publishing.

3. Information on the Purchaser

3.1 Imperium Conferences is a private limited company incorporated in Malaysia with its registered address at S-12A-01, First Subang Mall, Jalan SS 15/4G, 47500 Subang Jaya, Selangor Malaysia. Imperium Conferences is an Asian perspective firm that trains, immerses and curates learning programmes across a range of clients from various industries. As part of Imperium Conferences’ business, it commissions the printing of training and learning materials for distribution and/or sale. Imperium Conferences

believes investment should be based on a set of principles that guides, manages one values and beliefs and undertake information seriously and ensures delivery and methodology remains relevant and practical to the right target audience.

- 3.2 The Purchaser was recommended to Mr Ng Kai Man, Executive Director of the Company, through a common friend. Mr Ng does not have any business or any other relationships with the Purchaser.
- 3.3 There are no relationships between the Purchaser and the Company, the directors of the Company (the "**Directors**"), the controlling shareholders of the Company, or their respective associates.

4. Consideration

The Consideration, which shall be fully satisfied in cash, was arrived at after arm's length negotiations on a willing buyer, willing seller basis and after taking into account the historical financials of IMA (including the net asset value) as well as the repayment of RM750,000 (approximately S\$218,000) (the "**Repayment Sum**") from IMA to the Company, prior to Completion (as defined below), in relation to inter-company balances. The Consideration is payable as follows:

- (a) RM10,000 (approximately S\$2,900) upon the execution of the SPA being a goodwill deposit which can be set off against the Consideration at Completion (as defined below) but will not be refunded in the event that Completion (as defined below) does not occur, and
- (b) RM20,000 (approximately S\$5,800) upon Completion (as defined below).

The aggregate of the purchase consideration of approximately S\$8,700 and the Repayment Sum, amounting to S\$226,700 when compared to the book value of the assets to be disposed of as at 31 March 2023 of approximately S\$282,000, will result in an estimated loss on disposal of approximately S\$55,300 (representing 12.71% of the Group's net profits for financial year ended 31 March 2023 ("**FY 2023**") of S\$435,000) .

The Company approached and was approached by various parties on the Proposed Disposal and, in the Board's view, the Purchaser's terms were most suitable and in the best interest of the Group, when deemed as a whole, including target completion date and arrangement in relation to the inter-company balances, notwithstanding that the Proposed Disposal is at a discount to the net asset value of the Target as at 31 March 2023.

5. Rationale for the Proposed Disposal

The Company has on 31 July 2023, obtained Shareholders' approval to change its core business to that of labour outsourcing business and other related services in the People's Republic of China ("**PRC**"). The Company has announced the proposed disposal of Fame Harvest Limited ("**FHL**") on 7 September 2023. Upon the completion of the disposal of IMA and FHL, the Group's core business will be solely that of labour outsourcing business in the PRC.

The Company intends to use the net proceeds (after deducting fees for the Proposed Disposal) and the Repayment Sum, for working capital purposes.

6. Salient Terms of the Proposed Disposal

6.1 Conditions Precedent to Completion

Completion of the Proposed Disposal is subject to conditions precedent ("**Conditions Precedent**"), including but not limited to:

- (a) As at the date of the SPA, there is an outstanding amount due from the IMA to the Company amounting to RM2,417,168 (approximately S\$703,000, based on the exchange rate of RM1.0 = SGD0.29068) (the "**Outstanding Sum**"). The Company has agreed to accept the issuance of 1,717,168 ordinary shares in the Target at RM1.00 each as partial settlement of the Outstanding Sum (approximately S\$499,000) and such shares shall be issued and registered in the name of the Company prior to Completion (as defined below). The balance, being the Repayment Sum, shall be repaid by IMA to the Company prior to Completion;
- (b) The approval of the board of directors of the Company being obtained for the Proposed Disposal and all other transactions in connection therewith and incidental thereto, and not amended or revoked prior to Completion; and
- (c) All required approvals, consents, clearances, releases and/or waivers necessary or desirable for the Proposed Disposal and all other transactions in connection therewith and incidental thereto being obtained from any relevant governmental body and not amended or revoked prior to Completion.

- 6.2 Completion to take place within one month from the date of the SPA or such other time, date and venue as may otherwise agree to in writing ("**Completion**").

7. Financial Effects of the Proposed Disposal

The proforma financial effects of the Group after the Proposed Disposal as set out in this announcement below are for illustrative purposes only and do not reflect the actual future financial position of the Group following the Completion.

The proforma financial effects of the Proposed Disposal are based on the following assumptions:

- (a) in the calculation of the net tangible assets ("**NTA**") and NTA per share, for illustrative purposes, it is assumed that the Proposed Disposal had been effected on 31 March 2023;
- (b) in the calculation of NTA per share, the number of shares is based on the total number of issued shares of 933,951,593 as at 31 March 2023;
- (c) in the calculation of earnings per share ("**EPS**"), for illustrative purposes, it is assumed that the Proposed Disposal had been effected on 1 April 2022;

- (d) in the calculation of EPS, the number of shares is based on the weighted average number of ordinary shares of 933,951,593 as at the financial year ended 31 March 2023;
- (e) transaction costs incurred for the Proposed Disposal are assumed to be insignificant and ignored for computational purposes.

S\$'000	FY 2023	
	Before Proposed Disposal	After Proposed Disposal
Net Tangible Assets	2,300	2,244
NTA per share (Singapore cents)	0.25	0.24
Net profits attributable to shareholders	435	379
Earnings per share (Singapore cents)	0.05	0.04

8. Relative Figures under Catalyst Rule 1006

- 8.1 The relative figures of the Proposed Disposal computed on the bases set out in Catalyst Rule 1006 (a) to (e) are as follows:

Catalist Rules	Basis of Calculation	Relative Figure (%)
1006(a)	The net asset value of the assets to be disposed of, compared with the Group's net asset value ⁽¹⁾	11.79% ⁽²⁾
1006(b)	The net profits attributable to the assets acquired or disposed of, compared with the Group's net profits ⁽³⁾	-0.62% ⁽⁴⁾
1006(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	7.77% ⁽⁵⁾
1006(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
1006(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 as the Group is not in the mineral, oil and gas industry.

Notes:

- (1) Under Rule 1002(3)(1) of the Catalyst Rules, "net assets" is defined as total assets less total liabilities.

- (2) This is based on the net assets of IMA and that of the Group of S\$282,000 and S\$2.39 million respectively.
- (3) Under Rule 1002(3)(b) of the Catalist Rules, “net profits” is defined as profit or loss including discontinued operations that have not been disposed of, before income tax and non-controlling interests.
- (4) This is based on the loss before tax of IMA of S\$2,700 and the profits before tax of the Group for the full year ended 31 March 2023 of \$442,000.
- (5) This is based on the aggregate of the Consideration of S\$8,700 and the capitalization of inter-company balances of S\$499,000 amounting to S\$507,700 and the Company’s market capitalization, being S\$6,537,043, which is calculated based on the volume weighted average price of S\$0.006 per Company’s share as at 19 September 2023, being the full market day preceding the date of the SPA.

Discloseable Transaction. The relative figures of the Proposed Disposal computed on the bases set out in Catalist Rule 1006 exceed 5% but do not exceed 50%. Where the relative figures of a disposal exceed 5% but do not exceed 50%, the disposal transaction would be deemed a “discloseable transaction” as defined in Chapter 10 of the Catalist Rules, and shareholders’ approval is not required.

9. Directors’ and Controlling Shareholders’ Interests

None of the Directors, controlling shareholders of the Company or their associates has any interest, direct or indirect, in the Proposed Disposal (other than through their shareholdings in the Company).

10. Directors’ Service Contracts

No person is proposed to be appointed as a director of the Company in connection with the Proposed Disposal. Accordingly, no service contract is proposed to be entered into in connection with the Proposed Disposal.

11. 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 Proposed 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.

12. Document Available for Inspection

A copy of the SPA will be made available for inspection during normal business hours at the Company's registered office address at 138 Robinson Road #26-03 Oxley Tower Singapore 068906 for a period of three (3) months commencing from the date of this announcement.

13. Caution in Trading

Shareholders are advised to exercise caution in trading their shares. The Proposed Disposal is subject to, amongst others, the Conditions Precedent. There is no certainty or assurance as at the date of this announcement that the Proposed Disposal will be completed or that no changes will be made to the terms thereof. The Company will make the necessary announcements when there are further developments on the Proposed Disposal. Accordingly, shareholders are advised to read this announcement and any further announcements by the Company carefully. Shareholders should consult their stock brokers, bank managers, solicitors or other professional advisors if they have any doubt about the actions they should take.

For and on behalf of the Board
Bacui Technologies International Ltd.

Ng Kai Man
Executive Director
20 September 2023

*This announcement has been reviewed by the Company's sponsor, PrimePartners Corporate Finance 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 announcement, including the correctness of any of the statements or opinions made or reports contained in this announcement.*

The contact person for the Sponsor is Ms Foo Jien Jieng, 16 Collyer Quay, #10-00 Collyer Quay Centre, Singapore 049318, sponsorship@ppcf.com.sg.