



ASIAN MICRO HOLDINGS LIMITED
Company Registration No.: 199701052K
(Incorporated in the Republic of Singapore)

PROPOSED ACQUISITION OF 40% OF THE TOTAL ISSUED SHARE CAPITAL OF ASIAN MICRO REALTY DEVELOPMENT, INC.

1. INTRODUCTION

The Board of Directors (the “**Board**”) of Asian Micro Holdings Limited (the “**Company**” and together with its subsidiaries, the “**Group**”) wishes to announce that the Company has on 21 September 2021 entered into a conditional sale and purchase agreement (“**SPA**”) with Mr Lim Kee Liew @ Victor Lim (“**Mr Victor Lim**”), Mdm Leong Lai Heng (“**Mdm Leong**”) and Ms Lin Meijuan Sophia (“**Ms Sophia Lin**”, and collectively with Mr Victor Lim and Mdm Leong, the “**Vendors**”) to acquire ordinary shares of Asian Micro Realty Development, Inc. (“**Target Company**”) representing 40.0% of the total issued share capital of the Target Company (“**Sale Shares**”), on the terms and conditions of the SPA (“**Proposed Acquisition**”).

2. INFORMATION ON THE TARGET COMPANY AND THE VENDORS

2.1 The Target Company is a company incorporated in the Philippines and is engaged in the development and leasing of real estate. As at the date of this announcement, the Target Company owns three parcels of land with a total land area of approximately 12,017 square meters (“**Target Company Land**”), three warehouses aggregating approximately 7,755 square meters are situated on the Target Company Land, two of which aggregating approximately 7,165 square meters are currently leased out at an aggregate monthly rental of US\$29,300.00.

2.2 As at the date of this announcement, the Target Company has an issued and paid-up share capital of Php1,250,000, comprising of 12,500 ordinary shares. As at the date of this announcement, the shareholders of the Target Company comprise the following persons:

		No. of ordinary shares held	% of issued share capital of Target Company
(a)	Mr Victor Lim	2,499	19.99%
(b)	Mdm Leong	1	0.01%
(c)	Ms Sophia Lin	2,500	20.00%
(d)	Saveone Inc. (“ Saveone ”)	7,497	59.97%
(e)	Agnes S. Garcia (“ Ms Garcia ”)	1	0.01%

(f)	Angel Ragadio (" Ms Ragadio ")	1	0.01%
(g)	Roselyn C. Pimentel (" Ms Pimentel ")	1	0.01%
	TOTAL	12,500	100.00%

2.3 Mr Victor Lim is the Group's Executive Chairman, Chief Executive Officer and Group Managing Director. Mdm Leong is Mr Victor Lim's spouse, and Ms Sophia Lin is Mr Victor Lim's and Mdm Leong's daughter.

Mr Victor Lim holds direct interest in 573,590,968 ordinary shares ("**Shares**"), representing approximately 36.81% of the total issued share capital of the Company. Mdm Leong holds direct interest in 319,387,674 Shares, representing approximately 20.5% of the total issued share capital of the Company. Mr Victor Lim and Mdm Leong are deemed interested in each other's direct shareholding in the Company, and together, they jointly hold direct and deemed interest in 892,978,723 Shares¹ representing approximately, 57.31% of the total issued share capital of the Company. Accordingly, each of them is deemed a controlling shareholder of the Company.

Ms Sophia Lin holdings the 2,500 ordinary shares in the Target Company as a bare trustee for and on behalf of Mdm Leong.

2.4 Saveone currently is a dormant company incorporated in the Philippines and was previously engaged in the retail, distributing, import, export and trading of goods. The shareholders of Saveone comprise the following individuals:

		No. of ordinary shares held	% of issued share capital of Target Company
(a)	Mr Victor Lim	5,000	20.00%
(b)	Ms Sophia Lin	5,000	20.00%
(c)	Ms Garcia	9,999	40.00%
(d)	Ms Ragadio	5,000	20.00%
(e)	Ms Pimentel	1	-
	TOTAL	25,000	100.00%

2.5 Shares held in the Target Company and Saveone by each of Ms Garcia, Ms Ragadio and Ms Pimentel are held on trust by them for and on behalf of Mr Victor Lim. The shares in the Target Company are held by Ms Garcia, Ms Ragadio and Ms Pimentel to comply with requirements under Philippines laws.

¹ Including 5 Shares held by Ultraline Technology (S) Pte Ltd ("**Ultraline**") and 76 Shares held by American Converters Industries Pte Ltd ("**American Converters**"). Mr Victor Lim and Mdm Leong each hold 50% of the issued share capital of Ultraline and American Convertors, and are deemed interested in the Shares held by Ultraline and American Converters.

2.6 Based on the audited financial statements of the Target Company for the financial year ended 31 December 2020 (“**FY2020**”), the profit before tax and profit after tax of the Target Company for FY2020 were Php10,768,200 (S\$296,300) and Php10,088,500 (S\$277,600) respectively and the net tangible asset value and net asset value of the Target Company as at 31 December 2020 were both Php95,089,300 (S\$2,616,800).

2.7 Pursuant to the terms of the SPA, each of Mr Victor Lim, Mdm Leong and Ms Sophia Lin will sell the following number of Sale Shares to the Company:

		No. of Sale Shares	% of issued share capital of Target Company
(a)	Mr Victor Lim	2,499	19.99%
(b)	Mdm Leong	1	0.01%
(c)	Ms Sophia Lin	2,500	20.00%
	TOTAL	5,000	40.00%

2.8 On completion of the Proposed Acquisition (“**Completion**”), the Company will own 40.0% of the total issued share capital of the Target Company, and the Target Company will become an associated company of the Company. The shareholding of the Target Company upon Completion will be as follows:

		No. of ordinary shares held	% of issued share capital of Target Company
(a)	The Company	5,000	40.00%
(b)	Saveone	7,497	59.97%
(c)	Ms Garcia	1	0.01%
(d)	Ms Ragadio	1	0.01%
(e)	Ms Pimentel	1	0.01%
	TOTAL	12,500	100.00%

3. RATIONALE FOR THE PROPOSED ACQUISITION

In 2015, the Group diversified its existing core business to include the investment in, trading of, and development of residential, commercial, retail and industrial properties within Singapore and overseas. The Proposed Acquisition would improve the profitability of the Company through sharing of profits from the Target Company and improve the cashflow position of the Company when the Target Company declares dividends. The Board believes that the Proposed Acquisition will enhance the long-term interests of the Company and enhance Shareholders’ value.

4. PRINCIPAL TERMS OF THE PROPOSED ACQUISITION

4.1 Sale and Purchase of the Sale Shares and Purchase Price

- (a) Pursuant to the terms of the SPA, the Vendors shall sell to the Company, and the Company shall acquire from the Vendors, the Sale Shares free from all encumbrances and with all rights attached thereto for an aggregate purchase consideration of S\$2,400,000 ("**Purchase Price**").

The Purchase Price was arrived at on a willing-buyer, willing-seller basis, after negotiations which were conducted at arm's length between the Company and the Vendors and taking into consideration factors such as the net profits/earnings of the Target Company; the historical financial performance of the Target Company; and the potential benefits that may accrue to the Group.

- (b) The Purchase Price shall be payable by the issue of an aggregate 400,000,000 new Shares ("**Consideration Shares**") at an issue price of S\$0.006 per Consideration Share ("**Issue Price**") to the Vendors (and/or their nominees). The Consideration Shares represents approximately 25.7% of the existing share capital of the Company as at the date of this announcement. After the completion of the Proposed Acquisition, the Consideration Shares will represent approximately 20.4% of the enlarged share capital of the Company comprising 1,958,244,795 Shares ("**Enlarged Share Capital**").

The Company will be making an application to the Singapore Exchange Securities Trading Limited ("**SGX-ST**") through its continuing sponsor for the dealing in, listing of and quotation for the Consideration Shares on the Catalist Board of the SGX-ST.

- (c) Pursuant to the terms of the SPA, the Consideration Shares will be allotted and issued to the Vendors as follows:

	No. of Consideration Shares to be allotted and issued	% of Enlarged Share Capital
(a) Mr Victor Lim	199,920,000	10.2
(b) Mdm Leong	200,080,000	10.2
TOTAL	400,000,000	20.4

Based on the shareholding of Mr Victor Lim and Mdm Leong as at the date of this announcement, upon Completion, each of them will hold direct interest in 773,510,968 Shares and 519,467,674 Shares, respectively, representing approximately 39.50% and 26.53% of the Enlarged Share Capital. Mr Victor Lim and Mdm Leong are deemed interested in each other's direct shareholding in the Company, and upon completion of the Proposed Acquisition, they will jointly hold direct and deemed interest in an aggregate

1,292,978,723 Shares² representing approximately 66.03% of the Enlarged Share Capital immediately after completion of the Proposed Acquisition.

- (d) The Issue Price of S\$0.006 which represents the volume weighted average price for trades done on the Catalist Board of the SGX-ST on 21 September 2021, being the last full market day which the Shares were traded immediately preceding the date and up to the time the SPA was signed.

The Issue Price was arrived at after arm's length negotiations between the Vendors and the Company on a willing-buyer willing-seller basis, taking into account that the issuance of Consideration Shares would eliminate the need for the Purchase Price to be fulfilled in cash, thereby conserving cash for the Group for working capital purposes and for future acquisition opportunities.

- (e) The Consideration Shares shall be issued and allotted as fully paid-up, and shall be free from any and all Encumbrances, and shall rank pari passu in all respects with the existing Shares in issue, save that they shall not rank for any dividends, rights, allotments, distributions or entitlements, the record date of which falls on or prior of the date of the issue and allotment of the Consideration Shares.

4.2 Conditions Precedent

- (a) Completion is subject to the satisfaction, at or prior to completion of the transfer of the Sale Shares from the Vendors to the Company ("**Completion**"), of each of the following conditions ("**Conditions**"):
 - (i) the Company being satisfied with, at its sole and absolute discretion, the results of the financial, operational and legal due diligence to be carried out on the Target Company;
 - (ii) all the warranties and representations given by the Vendors being true, accurate and not misleading as at the date of Completion ("**Completion Date**");
 - (iii) the Company and the shareholders of the Target Company entering into the shareholders' agreement in the form agreed upon in the SPA;
 - (iv) no material adverse change in the existing or prospective legal, financial, operational, business and tax positions of the Target Company occurring on or before Completion;
 - (v) all obligations contemplated pursuant and/or in connection with the sale and purchase of the Sale Shares in accordance with the terms and conditions of the

² Including 5 Shares held by Ultraline and 76 Shares held by American Converters. Mr Victor Lim and Mdm Leong each hold 50% of the issued share capital of Ultraline and American Converters, and are deemed interested in the Shares held by Ultraline and American Converters.

SPA, not being prohibited by any existing law, regulation, rule (including the Section B: Catalist Rules of the Listing Manual of the SGX-ST ("**Catalist Rules**")), judgement, order, decree, directive, decision, notice or circular of any court or governmental, administrative, regulatory or supervisory body (including the SGX-ST);

- (vi) the listing and quotation notice for the listing and quotation of the Consideration Shares on the Catalist Board being issued by the SGX-ST on conditions (if any) acceptable to the parties;
 - (vii) all necessary consents and/or waivers being obtained in respect of the sale and purchase of the Sale Shares in accordance with the terms and conditions of the SPA, from all governmental, administrative, judicial or regulatory bodies, authorities and/or organisations by which the Company, the Vendors and/or the Target Company is, as or may be regulated pursuant to any applicable laws on terms and conditions reasonably satisfactory to the Company; and
 - (viii) the Company having obtained the necessary approvals from the Company's board of directors and shareholders and relevant authorities for the sale and purchase of the Sale Shares in accordance with the terms and conditions of the SPA.
- (b) If any of the Conditions is not satisfied on or before the 30 June 2022, the SPA shall terminate and no party shall have any claim against the other parties for costs, damages, compensation or otherwise, save for any claim by the innocent party against the defaulting party arising from an antecedent breach of the terms thereof.

4.3 Pre-Completion Period

The Vendors undertake to procure and ensure that, between the date of the SPA and the Completion Date, the following are complied with by the Target Company:

- (a) the Target Company shall preserve and maintain in full force and effect its corporate existence;
- (b) the business of the Target Company shall be substantially carried on in compliance in all respects with all material applicable laws, rules, regulations and orders to which they are subject and as a going concern in the ordinary and usual course as carried on prior to the date of the SPA and in a manner consistent with past practices, save in so far as agreed in writing by the Company;
- (c) the Target Company shall maintain in force all existing insurance policies, licences and permits necessary for the carrying on of their business;
- (a) the Target Company shall not, except with the prior written consent of the Company:

- (i) make any change in the nature, scope or manner of conducting or organisation of its business nor dispose of the whole of its undertaking or property or a substantial part thereof;
- (ii) make any loans or grant any credit or enter into any guarantee, indemnity or surety or security or encumbrance other than in the ordinary course of business and in a manner consistent with past practice;
- (iii) borrow or raise any money (whether by way of overdraft, financial leases, hire-purchase or otherwise) or grant or issue or agree to grant or issue any mortgage, charge, debenture or security for money secured over any of its assets or grant or issue or agree to grant or issue any guarantee or indemnity (otherwise than in the ordinary course of its business in order to cover daily cash needs and in a manner consistent with past practice);
- (iv) grant or enter into any licence, franchise or other agreement or arrangement concerning any part of its name, intellectual property rights, trading names or know-how;
- (v) permit or suffer any of its insurances to lapse or do anything which would make any policy of insurance void or voidable;
- (vi) create or issue or agree to create or issue any shares or other securities or grant or agree to grant any option or other right (whether exercisable now or in the future and whether contingent or not) to call for the allotment, issue, sale or transfer of any share or loan capital or other securities (including conversion rights and rights of pre-emption) or reduce or otherwise vary its capital; and
- (vii) sell, transfer, lease, assign, encumber, dispose of or part with control of any interest in all or any part of its undertaking, business, rights, property or assets (tangible or intangible) (whether by a single transaction or a series of transactions) or contract to do so or acquire or contract to acquire any business, property or assets (tangible or intangible) or any interest therein other than in the ordinary course of its business.

6. RELATIVE FIGURES FOR THE PROPOSED ACQUISITION

Based on the unaudited consolidated financial statements of the Company for the financial year ended 30 June 2021 (“FY 2021”) and the audited financial statements of the Target Company for FY2020, the relative figures of the Proposed Acquisition on the bases set out in Rule 1006 of the (“Catalist Rules”) are as follows:

Rule 1006	Bases	Relative figure (%)
(a)	The net asset value of the assets to be disposed of, compared with the Group's net asset value.	Not applicable
(b)	The net profits ⁽¹⁾ attributable to the Sale Shares, compared with the Group's net profits.	-19.57 ⁽²⁾
(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.	25.67 ⁽³⁾
(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	25.67 ⁽⁴⁾
(e)	The aggregate volume or amount of proven and probable reserves to be disposed of, compared with the aggregate of the Group's proven and probable reserves. This basis is applicable to a disposal of mineral, oil or gas by a mineral, oil and gas company, but not to an acquisition of such assets.	Not applicable

Notes:

- (1) "Net profits" means profit or loss including discontinued operations that have not been disposed and before income tax and non-controlling interests.
- (2) Based on the audited profits before tax of the Target Company of S\$296,300 for FY2020 and multiplied by 40%, and the unaudited loss before tax of the Group of S\$605,600 for FY2021.

Under Rule 1007(1) of the Catalist Rules, if any of the relative figures computed pursuant to Rule 1006 of the Catalist Rules involves a negative figure, Chapter 10 of the Catalist Rules may still be applicable to the transaction in accordance with the applicable circumstances in Practice Note 10A of the Catalist Rules. Based on the relative figures above, pursuant to Practice Note 10A paragraph 4.4(b) of the Catalist Rules, immediate announcement in respect of the information required pursuant to Rule 1010, Rule 1011, Rule 1012 and Rule 1013, where applicable, is required.

- (3) Based on the Purchase Price of S\$2,400,000 and the Company's market capitalisation of approximately S\$9,349,469, which is determined by multiplying the number of ordinary shares in the issued share capital of the Company ("**Shares**") in issue (excluding treasury shares) of 1,558,244,795 by the volume weighted average price of S\$0.006 per Share on 21 September 2021, being the last market day immediately preceding the date of the SPA that the Shares were traded.
- (4) Computed based on 400,000,000 Consideration Shares for the Proposed Acquisition and the number of ordinary shares in the issued share capital of the Company in issue (excluding treasury shares) of 1,558,244,795.

As the relative figures computed on the bases set out in Rule 1006(c) and 1006 (d) exceeds 5% but does not exceed 75%, the Proposed Acquisition constitutes a "discloseable transaction" under Chapter 10 of the Catalist Rules.

7. PRO FORMA FINANCIAL EFFECTS OF THE PROPOSED ACQUISITION

7.1 The financial effects of the Proposed Acquisition on the Group are for illustrative purposes only and do not reflect either the actual financial effects of the Proposed Acquisition on the Group or the future financial performance and/or position of the Group immediately following the completion of the Proposed Acquisition.

For illustrative purposes only, the financial effects of the Proposed Acquisition have been prepared based on the latest announced unaudited financial statements of the Group for FY2021 and the audited financial statements of the Target Company for FY2020, and based on the following assumptions:

- (a) the Proposed Acquisition had been completed on 30 June 2021 for the purposes of illustrating the financial effects on net tangible assets ("**NTA**") per share of the Group;
- (b) the Proposed Acquisition had been completed on 1 July 2020 for the purposes of illustrating the financial effects on the earnings per share ("**EPS**") of the Group; and
- (c) the NTA per Share and EPS per Share before and after the Proposed Acquisition are computed based on ordinary shares in issue of 1,558,244,795 Shares and 1,958,244,795 Shares and the weighted average number of ordinary shares in issue of 1,397,493,074 Shares and 1,797,493,074 Shares respectively, as at the date of this announcement.

7.2 NTA

	Before the Proposed Acquisition	After the Proposed Acquisition
NTA (S\$'000)	2,487	4,887
NTA per Share (Singapore cents)	0.16	0.25

7.3 EPS

	Before the Proposed Acquisition	After the Proposed Acquisition
Loss after tax attributable to shareholders of the Company (S\$'000)	(605)	(494)
EPS (Singapore cents)	(0.043)	(0.027)

8. THE PROPOSED ACQUISITION AS AN INTERESTED PERSON TRANSACTION

8.1 Chapter 9 of the Catalyst Rules

Chapter 9 of the Catalyst Rules applies to transactions between a party that is an entity at risk and a counter party that is an interested person. Under Chapter 9 of the Catalyst Rules, an immediate announcement and subsequent shareholders' approval is required in respect of a transaction between an entity at risk and its interested persons if the value of that transaction exceeds 5% of the latest audited NTA value.

8.2 Details of Interested Person

- (a) Under Chapter 9 of the Catalyst Rules, an "interested person" means: (i) a director, chief executive officer, or controlling shareholder of the issuer; or (ii) an associate of any such director, chief executive officer, or controlling shareholder. The term "associate" includes an immediate family member, such as a spouse and a child of the director, chief executive officer, or controlling shareholder. The term "controlling shareholder" is defined under the Catalyst Rules as (i) a person who holds directly or indirectly 15% or more of the nominal amount of all voting shares in the Company (subject to the SGX-ST determining that such a person is not a Controlling Shareholder), or (ii) a person who in fact exercises control over the Company.
- (b) Mr Victor Lim is the Group's Executive Chairman, Chief Executive Officer and Group Managing Director. Mdm Leong is Mr Victor Lim's spouse, and Ms Sophia Lin is Mr Victor Lim's and Mdm Leong's daughter. Each of Mr Victor Lim and Mdm Leong holds direct and deemed interest in 892,978,723 Shares, representing approximately 57.31% of the total issued share capital of the Company, and each of them is a controlling shareholder of the Company.
- (c) Accordingly, each of the Vendors is an interested person as defined under the Catalyst Rules.

8.3 Materiality Thresholds under Chapter 9

Under Chapter 9 of the Catalyst Rules, shareholders' approval is required for an interested person transaction of a value equal to, or exceeding, 5% of the Group's latest audited NTA.

The value of the Proposed Acquisition (being the amount at risk to the Company) is the Purchase Price, or S\$2,400,000. As at the date of the SPA, the Group's latest audited NTA as at 30 June 2020 is S\$1,732,800. As the Purchase Price against the Group's latest audited NTA as at the date of the SPA is approximately 138.50%, which exceeds 5% of the Group's latest audited NTA. As such, the Proposed Acquisition is an interested person transaction which is subject to the approval of the Company's shareholders at an extraordinary general meeting ("**EGM**") to be convened pursuant to Rule 906(1)(a) of the Catalyst Rules. A circular containing further details on the Proposed Acquisition and enclosing a notice of the EGM in connection therewith will be despatched to the shareholders in due course (the "**Circular**").

8.4 Total Value of the Interested Person Transactions

For FY2021, the Group had paid rental expenses amounting to S\$55,500 to ACI Technology (S) Pte Ltd ("ACI Technology") pursuant to:

- (i) a lease agreement entered into between the Company and ACI Technology for the lease of office premise; and
- (ii) a lease agreement entered into between ACI Industries and ACI Technology for the lease of factory space.

ACI Technology is jointly owned by Mr Victor Lim and Mdm Leong.

Save as disclosed in this announcement, the Company has not entered into any other interested person transactions with the Vendors or each of their associates as at the date of this announcement.

8.5 Audit Committee Opinion

The Audit Committee of the Company comprising Mr Chue Wai Tat, Mr Cheah Wee Teong and Mr Lee Teck Meng Stanley will obtain an opinion from an independent financial adviser before forming its view, which will be announced subsequently.

9. **AUTHORITY TO ALLOT AND ISSUE THE CONSIDERATION SHARES**

9.1 Allotment and Issuance of Shares to Restricted Persons

Pursuant to Rules 812(1) and (2) of the Catalist Rules, an issuer shall not place shares to, *inter alia*, (a) the issuer's directors and substantial shareholders; and (b) immediate family members of the directors and substantial shareholders (collectively, the "**Restricted Persons**"). Immediate family members include the spouse and child of the director and substantial shareholder.

9.2 Details of Restricted Persons

Mr Victor Lim is the Group's Executive Chairman, Chief Executive Officer and Group Managing Director. Mdm Leong is Mr Victor Lim's spouse, and Ms Sophia Lin is Mr Victor Lim's and Mdm Leong's daughter. Each of Mr Victor Lim and Mdm Leong holds direct and deemed interest in 892,978,723 Shares, representing approximately 57.31% of the total issued share capital of the Company, and each of them is a substantial shareholder of the Company. In view of the foregoing, each Vendor is deemed a Restricted Person under Rule 812 of the Catalist Rules.

9.3 Shareholders' approval

In view of Rules 812(1) and (2), the Proposed Acquisition and the allotment and issuance of the Consideration Shares to the Vendors are subject to the approval of the Company's shareholders at an EGM to be convened. Accordingly, the Consideration Shares will be allotted and issued pursuant to the authority granted by shareholders of the Company by way of an ordinary resolution at the EGM.

10. **INDEPENDENT FINANCIAL ADVISER**

An independent financial adviser ("IFA") will be appointed by the Company to advise the Independent Directors for the purposes of the Proposed Acquisition as an interested person transaction.

11. **INTEREST OF DIRECTORS AND CONTROLLING SHAREHOLDERS**

Save as disclosed above, none of the directors or controlling shareholders of the Company or their respective associates has any interest, direct or indirect, in the Proposed Acquisition other than through their respective shareholdings (if any) in the Company.

12. **SERVICE CONTRACTS**

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

13. **DOCUMENT FOR INSPECTION**

A copy of the SPA is available for inspection at the registered office of the Company at 63 Hillview Avenue, #08-01 Lam Soon Industrial Building, Singapore 669569 during normal business hours for a period of three (3) months commencing from the date of this announcement.

BY ORDER OF THE BOARD

Ng Chee Wee
Executive Director and Chief Financial Officer
21 September 2021

This announcement has been prepared by the Company and its contents have been reviewed by the Company's Sponsor, RHT Capital Pte. Ltd. (the "Sponsor") for compliance with the relevant rules of the Singapore Exchange Securities Trading Limited (the "SGX-ST"). The Sponsor has not independently verified the contents of this announcement.

This announcement has not been examined or approved by the SGX-ST and the SGX-ST 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.

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