



(Incorporated in the Republic of Singapore)
(Company Registration Number: 201301085G)

THE PROPOSED ACQUISITION OF OBOR INFRASTRUCTURE PTE. LTD. AND ITS SUBSIDIARIES

1. INTRODUCTION

The board of directors (the "**Board**") of Moya Holdings Asia Limited (the "**Company**", and together with its subsidiaries, the "**Group**") wishes to announce that its wholly-owned subsidiary, Moya Indonesia Holdings Pte. Ltd. ("**Purchaser**"), had on 30 December 2019 entered into a conditional sale and purchase agreement ("**CSPA**") with Abundant Bliss Global Limited ("**Vendor**") and David Chic (the "**Guarantor**") for the acquisition of 1,000,000 issued and paid-up ordinary shares ("**Sale Shares**") in the capital of Obor Infrastructure Pte. Ltd. ("**Obor**", and together with its subsidiaries, the "**Obor Group Companies**" or the "**Obor Group**"), representing the entire issued and paid-up share capital of Obor, from the Vendor (the "**Proposed Acquisition**").

2. INFORMATION RELATING TO THE VENDOR AND THE OBOR GROUP

- 2.1. The Vendor is an investment holding company incorporated in the British Virgin Islands on 16 September 2019.
- 2.2. Each of the Vendor, and the Guarantor (who is also the sole shareholder and sole director of the Vendor), is not a Director, the chief executive officer or a controlling shareholder of the Company, and each is not an "associate" of any Director, the chief executive officer or any controlling shareholder of the Company (as defined in the Singapore Exchange Securities Trading Limited Listing Manual Section B: Rules of Catalist (the "**Catalist Rules**")).
- 2.3. Obor is a management consultancy services company incorporated in Singapore on 20 July 2018. As at the date of the CSPA, Obor has an issued and paid-up share capital of S\$1,000,000 comprising 1,000,000 issued ordinary shares held solely by the Vendor. Obor has a 73.25% shareholding interest in PT. Tanah Alam Makmur (a company incorporated in Indonesia which, together with its subsidiaries, is hereinafter collectively referred to as the "**TAM Group**"). The remaining interest of 26.75% in PT. Tanah Alam Makmur is held by a company incorporated in Indonesia owned by an independent third party from the Purchaser.
- 2.4. Based on information provided by the Vendor, the Obor Group is in the business of developing and operating water treatment facilities as well as supplying bulk water to municipal water companies in Banten Province, Indonesia.
- 2.5. Obor acquired its 73.25% shareholding stake in the TAM Group on 27 June 2019 pursuant to an internal restructuring, and was, prior to such acquisition, a dormant company and hence, was exempt from audit for the financial year ended 31 December 2018.

Based on the audited consolidated financial statements of the TAM Group for the financial year ended 31 December 2018 ("**FY2018**"), the net profits attributable to the Sale Shares before and after tax are approximately IDR 32,057,566,570 (equivalent to approximately S\$3.04 million¹) and IDR 17,268,873,555 (equivalent to approximately S\$1.64 million¹), respectively, and each of the book value and the net tangible asset value of the Sale Shares is approximately negative IDR 57,496,491,680 (equivalent to approximately negative S\$5.42 million²) as at 31 December 2018. Based on the unaudited consolidated financial statements of the TAM Group for the nine-month financial period ended 30 September 2019 ("**FP2019**"), the net profits attributable to the Sale Shares before and after tax are approximately IDR 37,754,302,121 (equivalent to approximately S\$3.64 million³) and IDR 25,845,084,726 (equivalent to approximately S\$2.49 million³), respectively, and each of the book value and the net tangible asset value of the Sale Shares is approximately IDR 41,727,758,230 (equivalent to approximately S\$4.07 million⁴) as at 30 September 2019.

The open market value of the Sale Shares is not available as the Sale Shares are not publicly traded. In connection with the Proposed Acquisition, the Company has commissioned PT. PricewaterhouseCoopers Indonesia Advisory (the "**Valuer**") to conduct an independent valuation on the Sale Shares, which valuation is to be completed before completion of the Proposed Acquisition ("**Completion**"). The valuation of the Sale Shares by the Valuer will be disclosed and a copy of the valuation report will be made available for inspection by shareholders of the Company, in due course.

3. PRINCIPAL TERMS OF THE CSPA

3.1. Sale Shares

The Proposed Acquisition involves the acquisition of the Sale Shares, free from all encumbrances and with the benefit of all rights, benefits and entitlements attaching thereto as at the date of Completion and thereafter (including the right to any dividends or other distributions declared and payable thereon on or after the date of the CSPA).

3.2. Purchase Consideration

Under the CSPA, the Purchaser has agreed to acquire the Sale Shares for a total cash consideration of S\$24,734,445 (the "**Preliminary Purchase Consideration**"), subject to any Consideration Adjustment (as defined hereinafter) to be made. The Preliminary Purchase Consideration was arrived at after negotiations on an arm's length basis and on a willing-buyer and willing-seller basis, after taking into account, *inter alia*, the enterprise value deducted by the net debt of the Obor Group as at 30 September 2019, as well as the potential synergistic benefits to the Group arising from the Proposed Acquisition.

¹ Based on an exchange rate of IDR 10,556 : S\$1 (which represents the average exchange rate for FY2018 quoted by Bank Indonesia).

² Based on an exchange rate of IDR 10,603 : S\$1 (which represents the closing exchange rate as at 31 December 2018 quoted by Bank Indonesia).

³ Based on an exchange rate of IDR 10,386 : S\$1 (which represents the average exchange rate for FP2019 quoted by Bank Indonesia).

⁴ Based on an exchange rate of IDR 10,258 : S\$1 (which represents the closing exchange rate as at 30 September 2019 quoted by Bank Indonesia).

Pursuant to the CSPA and subject to the satisfaction (or waiver) of certain conditions precedent stipulated therein ("**Conditions Precedent**"), the Preliminary Purchase Consideration shall be fully satisfied in cash by the Purchaser in the following manner:

- (a) upon execution of the CSPA, the Purchaser shall pay a deposit of S\$1,000,000 (the "**Deposit**"), which Deposit shall be applied towards satisfaction of the Preliminary Purchase Consideration upon Completion; and
- (b) the balance of the Preliminary Purchase Consideration of S\$23,734,445 (subject to any Consideration Adjustment (as defined hereinafter) to be made) (the "**Balance Payment**") shall be paid by the Purchaser to the Vendor on Completion.

As at the date hereof, the Deposit has been paid to the Purchaser's solicitors, who shall hold the Deposit pending Completion.

3.3. Consideration Adjustment

Under the CSPA, the Vendor shall procure the delivery of the unaudited financial statements of the Obor Group for the financial year ending 31 December 2019 ("**31 December 2019 Management Accounts**") to the Purchaser and PT PricewaterhouseCoopers Indonesia Advisory or such other firm of chartered accountants to be mutually appointed by the Vendor and the Purchaser ("**Independent Consultant**") as soon as practicable following the date of the CSPA or 31 December 2019 (whichever date is later). Upon receipt of the 31 December 2019 Management Accounts, the Independent Consultant shall determine the enterprise value of Obor less the net debt of Obor (calculated in accordance with the terms of the CSPA) as at 31 December 2019 (the "**Completion Value**") no later than five (5) business days of receipt of the 31 December 2019 Management Accounts.

The Preliminary Purchase Consideration will be subject to adjustment as follows:

- (a) If the Completion Value is less than the Preliminary Purchase Consideration, the Balance Payment to be paid by the Purchaser to the Vendor on Completion shall be reduced by an amount equal to the difference between the Completion Value and the Preliminary Purchase Consideration ("**Vendor Adjustment**"); or
- (b) If the Completion Value exceeds the Preliminary Purchase Consideration, the Balance Payment to be paid by the Purchaser to the Vendor on Completion shall be increased by an amount equal to the excess of the Completion Value over the Preliminary Purchase Consideration ("**Purchaser Adjustment**", together with the Vendor Adjustment, the "**Consideration Adjustment**").

The Preliminary Purchase Consideration and, if applicable, the Purchaser Adjustment, will be funded by way of internal cash resources of the Group.

3.4. Completion

Completion is conditional upon the satisfaction (or waiver) of the conditions precedent, on or before the date falling three (3) months from the date of the CSPA (or such later date as the Vendor and the Purchaser may mutually agree in writing). Completion is to take place on the date falling 10 business days after the later of (a) the date the last in time of the conditions precedent (other than those set out in Sections 3.5(b), (c), (d), (f) and (k) of this Announcement) is satisfied or waived as aforesaid and (b) the date the 31 December 2019 Management Accounts

are delivered by the Vendor to the Purchaser and the Independent Consultant (the "**Completion Date**").

3.5. Conditions Precedent

The Proposed Acquisition is conditional upon the satisfaction (or waiver) of, *inter alia*, the following Conditions Precedent:

- (a) the Purchaser having undertaken and having completed its due diligence investigations (the "**Purchaser's Due Diligence**") in respect of each of the Obor Group Companies, and the results of such due diligence investigation being satisfactory to the Purchaser in its absolute discretion;
- (b) there being no present, pending or threatened claim, legal action, proceeding, suit, litigation, prosecution, investigation, enquiry or arbitration against any of the Obor Group Companies;
- (c) there not having been at any time hereafter any Material Adverse Change (as defined in the CSPA);
- (d) the representations and warranties on the part of the Vendor under the CSPA being true, accurate and not misleading (in accordance with the terms of the CSPA) as at the Completion Date;
- (e) all covenants and undertakings of the Vendor under the CSPA having been complied with as at the Completion Date;
- (f) the purchase and transfer of the Sale Shares upon the terms and conditions of the CSPA not being prohibited or restricted by any statute, order, rule, regulation, directive, guideline or request (whether or not having the force of law) promulgated by any legislative, executive or regulatory body or other authority of Singapore and any other relevant jurisdictions;
- (g) the written approval of PT. Indonesia Infrastructure Finance as creditor to the TAM Group, to the change in shareholding in Obor resulting from the sale and purchase of the Sale Shares having been obtained by the Vendor;
- (h) the company data of the TAM Group entities having been updated in the Online Single Submission System for foreign capital investment in the TAM Group entities;
- (i) all other material approvals, consents, licences, permits, waivers and exemptions (collectively, "**Approvals**") required for the sale and purchase of the Sale Shares and the Completion and the transactions contemplated under the CSPA being granted by third parties including all authorities in Singapore, Indonesia or any other jurisdiction to the Purchaser and/or the Obor Group Companies (as the case may be) and where any such Approval is subject to conditions, such conditions being acceptable to the Purchaser, and such Approvals remaining in full force and effect;
- (j) the Purchaser having obtained a legal opinion satisfactory to the Purchaser in its absolute discretion, from counsel from the British Virgin Islands, relating to the Vendor, the CSPA and the transactions contemplated by the CSPA including on the following:

- (i) that the sale and purchase of the Sale Shares upon the terms and conditions of the CSPA is (1) legal, valid and binding against the Vendor and enforceable in accordance with its terms and (2) not being prohibited or restricted by any statute, order, rule, regulation, directive, guideline or request (whether or not having the force of law) promulgated by any legislative, executive or regulatory body or authority of the British Virgin Islands;
- (ii) that the Vendor is not entitled to immunity on the grounds of sovereignty or otherwise from any legal action or proceeding which shall include suit, attachment prior to judgment, execution or other enforcement; and
- (iii) that no consent, approval, waiver or order of any governmental, regulatory or judicial body or court of the British Virgin Islands is required to enable the Vendor to enter into or observe or perform its obligations under the CSPA;
- (k) the representations and warranties on the part of the Purchaser under the CSPA being true, accurate and not misleading (in accordance with the terms of the CSPA) as at the Completion Date; and
- (l) the Purchaser being satisfied that all guarantees, indemnities and security given by any of the Obor Group Companies (if any) in respect of the performance of the obligations of the Vendor and/or any of its affiliates including their respective directors which is not an Obor Group Company have been fully released.

3.6. Effect of Non-Fulfillment of Conditions Precedent

In the event that any of the Conditions Precedent is not fulfilled or waived in accordance with the CSPA (as the case may be) on or before the date falling three (3) months from the date of the CSPA or such other date as the Vendor and the Purchaser may mutually agree in writing:

- (a) the CSPA shall *ipso facto* lapse and cease to have further effect and all obligations and liabilities of the parties to the CSPA shall cease and determine and no party shall have any claim against the other parties, save in respect of any antecedent breach of the CSPA; and
- (b) the Deposit, together with any interest accruing thereon, shall be released by the Purchaser's solicitors to the Purchaser within three (3) business days of the date of the cessation and determination of the CSPA.

3.7. Guarantee

Under the CSPA, the Guarantor has provided a guarantee and indemnity to the Purchaser for the due and punctual performance by the Vendor of all the undertakings, covenants, agreements and obligations contained in the CSPA on the part of the Vendor and the due and punctual payment to the Purchaser of all sums which are payable to the Purchaser under the CSPA.

4. RATIONALE FOR THE PROPOSED ACQUISITION

The Board believes that the Proposed Acquisition is in the interests of the Company for the following reasons:

- (a) the Group and the Obor Group are in a similar business, which is the development and operation of water treatment facilities as well as supplying bulk water to municipal water companies in Indonesia;
- (b) the Proposed Acquisition enables both the Group and the Obor Group to integrate their operations and supply chains as well as to achieve greater economies of scale which is expected to improve the efficiency and profitability of the Group; and
- (c) the Proposed Acquisition is in line with the Group's long-term growth strategy to expand its business through mergers and acquisitions. It involves the purchase of a portfolio of assets (which are in respect of water treatment and water distribution projects in Indonesia, similar to the Group's) to expand its production capacity and business reach. With this, the Company will be able to multiply the asset base of the enlarged Group and widen its shareholder base, hence attracting more interest from the investment community focused on the water infrastructure sector. In addition, the Directors are of the opinion that the Proposed Acquisition could enhance shareholders' value in the long term.

5. CHAPTER 10 OF THE CATALIST RULES

5.1. Relative Figures under Rule 1006 of the Catalist Rules

The relative figures for the Proposed Acquisition computed on the bases set out in Rule 1006 of the Catalist Rules are as follows:

Rule 1006	Bases	Relative Figures (%)
(a)	The net asset value of the assets to be disposed of, compared with the group's net asset value	Not applicable ⁽¹⁾
(b)	The net profits ⁽²⁾ attributable to the Sale Shares, compared with the Group's net profits	20.9% ⁽³⁾
(c)	The aggregate value of the consideration given for the Proposed Acquisition, compared with the Company's market capitalisation based on the total number of issued shares excluding treasury shares	8.0% ⁽⁴⁾
(d)	The number of equity securities to be issued by the Company as consideration for the Proposed Acquisition, compared with the number of equity securities of the Company previously in issue	Not applicable ⁽⁵⁾
(e)	The aggregate volume or amount of proved and probable reserves to be disposed of, compared with the Group's probable and proved reserves	Not applicable ⁽⁶⁾

Notes:

(1) Rule 1006(a) of the Catalist Rules is not applicable to an acquisition of assets.

(2) Net profits is defined to be profit or loss before income tax, non-controlling interests and extraordinary items.

- (3) Obor only acquired its 73.25% shareholding stake in the TAM Group on 27 June 2019 and was, prior to such acquisition, a dormant company and hence, was exempt from audit for the financial year ended 31 December 2018. In view of the above, the relative figure for Rule 1006(b) has been computed based on (a) the unaudited net profits of the TAM Group for FP2019 attributable to the Sale Shares of approximately S\$3.64 million; and (b) the Group's unaudited consolidated net profits for FP2019 of approximately S\$17.39 million, (in each case) based on the exchange rate of IDR 10,386 : S\$1 (which represents the average exchange rate for FP2019 quoted by Bank Indonesia).
- (4) As the Completion Value cannot be determined as at the date of the CSPA, the aggregate value of the consideration for the Proposed Acquisition is assumed to be the value of the Preliminary Purchase Consideration. Based on the terms of the CSPA in relation to the determination of the Completion Value, the relative figure for Rule 1006(c) is not expected to increase substantially to be 75% or more.
- The Company's market capitalisation of approximately S\$311.06 million is based on its total number of issued ordinary shares ("**Shares**") of 4,203,585,943 and the weighted average price of S\$0.074 per Share on 27 December 2019, being the last traded market day preceding the date of the CSPA.
- (5) This basis is not applicable to the Proposed Acquisition as no equity securities are to be issued as part of the consideration for the Proposed Acquisition.
- (6) Rule 1006(e) of the Catalist Rules is not applicable as the Company is not a mineral, oil and gas company.

As the relative figures set out in Rules 1006(b) and (c) of the Catalist Rules exceed 5% but do not exceed 75%, the Proposed Acquisition constitutes a discloseable transaction within the meaning of Chapter 10 of the Catalist Rules. Accordingly, approval of the shareholders of the Company is not required for the Proposed Acquisition.

6. FINANCIAL EFFECTS OF THE PROPOSED ACQUISITION

The unaudited pro forma financial effects of the Proposed Acquisition on the Group as set out below are purely for illustrative purposes only and are neither indicative nor do they represent any projection of the financial performance or position of the Group after the completion of the Proposed Acquisition.

The pro forma financial effects set out below have been prepared based on the latest audited consolidated financial statements of the Group for FY2018 and the audited consolidated financial statements of the TAM Group for FY2018, as well as the following bases and assumptions:

- (a) the financial effects on the consolidated net asset value ("**NAV**") per Share is computed based on the assumption that the Proposed Acquisition was completed on 31 December 2018;
- (b) the financial effects on the consolidated earnings per Share ("**EPS**") is computed based on the assumption that the Proposed Acquisition was completed on 1 January 2018;
- (c) there is no Consideration Adjustment and the Completion Value is the same as the Preliminary Purchase Consideration;
- (d) the assets and liabilities of the Obor Group are based on book value and no fair valuation exercise has been undertaken in respect of such assets and liabilities, and accordingly, the difference between the Completion Value and the fair values of the net assets of the Obor Group is the goodwill amount. As the final goodwill/bargain purchase will have to be determined at Completion, the actual goodwill/bargain purchase could be materially different from the amount derived based on the assumption used;

- (e) the audited consolidated financial statements of the TAM Group for FY2018 are reported in Indonesia Rupiah (IDR), and (i) for the translation of the profit and loss items, the IDR amounts have been converted into S\$ at the exchange rate of IDR 10,556 : S\$1 (which represents the average exchange rate for FY2018 quoted by Bank Indonesia); and (ii) for the translation of the balance sheet items, the IDR amounts have been converted into S\$ at the exchange rate of IDR 10,603 : S\$1 (which represents the closing exchange rate as at 31 December 2018 quoted by Bank Indonesia); and
- (f) expenses to be incurred in respect of the Proposed Acquisition are estimated to be approximately S\$425,000.

6.1. NAV per Share

As at 31 December 2018	Before the Proposed Acquisition	After the Proposed Acquisition
NAV ⁽¹⁾ (S\$'000)	268,705	268,705
NAV per Share (cents)	6.40	6.40

Note:

- (1) NAV means total assets less the sum of total liabilities and non-controlling interest.

6.2. EPS

	Before the Proposed Acquisition	After the Proposed Acquisition
Net profit attributable to the Shareholders of the Company for FY2018 (S\$'000)	25,169	26,702
Weighted average number of Shares	3,491,562,747	3,491,562,747
EPS (cents)	0.72	0.76

7. DIRECTORS' AND CONTROLLING SHAREHOLDERS' INTERESTS

As at the date hereof, none of the Directors or controlling shareholders of the Company has any interest, direct or indirect, in the Proposed Acquisition (other than through their respective shareholdings in the Company, if any).

8. SERVICE CONTRACTS

As at the date of this Announcement, 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.

9. DOCUMENT AVAILABLE FOR INSPECTION

A copy of the CSPA will be made available for inspection by shareholders of the Company during normal business hours at the registered office of the Company at 65 Chulia Street, #37-08 OCBC Centre, Singapore 049513 for a period of three (3) months from the date of this Announcement.

10. FURTHER ANNOUNCEMENTS

The Company will make further announcements in relation the Proposed Acquisition as and when there are material developments, including but not limited to the determination of the final purchase consideration and Completion of the Proposed Acquisition.

By Order of the Board
Moya Holdings Asia Limited

Mohammad Syahrial
Chief Executive Officer

30 December 2019

*This announcement has been prepared by Moya Holdings Asia Limited (the "**Company**") and its contents have been reviewed by the Company's sponsor, ZICO Capital Pte. Ltd. (the "**Sponsor**"), in accordance with Rule 226(2)(b) of the Singapore Exchange Securities Trading Limited ("**SGX-ST**") Listing Manual Section B: Rules of Catalyst.*

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.

The contact person for the Sponsor is Ms. Alice Ng, Director of Continuing Sponsorship, ZICO Capital Pte. Ltd. at 8 Robinson Road, #09-00 ASO Building, Singapore 048544, telephone (65) 6636 4201.