

ASIA-PACIFIC STRATEGIC INVESTMENTS LIMITED

(Incorporated in the Republic of Singapore)
(Company Registration No. 200609901H)

MEMORANDUM OF UNDERSTANDING WITH MR NG KAI MAN AND MR CHONG CHAI SHYONG

1. INTRODUCTION

The Board of Directors (the “**Directors**”) of Asia-Pacific Strategic Investments Limited (the “**Company**”) wishes to announce that the Company’s wholly-owned subsidiary, Global Alliance Property Pte Ltd (“**GAP**”), had on 4 February 2016 entered into a non-binding memorandum of understanding (“**MOU**”) with Mr Ng Kai Man and Mr Chong Chai Shyong (collectively, the “**Vendors**”) in respect of the proposed acquisition of the entire issued and paid-up share capital of Century 21 (AsPac) Pte Ltd (the “**Target**”) from the Vendors by GAP (the “**Proposed Acquisition**”). The MOU is subject to the entry into definitive agreements (the “**Definitive Agreements**”) between GAP and the Vendors in relation to the Proposed Acquisition.

Even though Mr Ng Kai Mun is both a director of GAP and one of the Vendors, the Proposed Acquisition does not constitute an “interested person transaction” under Chapter 9 of the Section B of the listing manual of the Singapore Exchange Securities Trading Limited (“**SGX-ST**”)’s Listing Manual Section B: Rules of Catalyst (“**Catalist Rules**”) as Mr Ng Kai Mun is not an “interested person” as defined in Chapter 9 of the Catalyst Rules.

The Company’s Chairman and Chief Executive Officer Dato’ Dr. Choo Yeow Ming and Chief Financial Officer Mr Lee Keng Mun negotiated the terms of the MOU on behalf of the Company and GAP, and will negotiate the terms of the Definitive Agreements and the Proposed Acquisition on behalf of the Company and GAP. Mr Ng Kai Mun has not been, and will not be, involved in any internal discussions of the Company and GAP relating to the Proposed Acquisition, and will not be involved in conducting any due diligence on the Target.

The Target is a company incorporated in Singapore with its registered office at 360 Orchard Road #04-08 International Building Singapore 238869. The Target is principally engaged in the business of real estate agency and the Company intends to expand its existing real estate agency business with the Proposed Acquisition.

2. SALIENT TERMS OF THE MOU

2.1 Conditions Precedent

Completion of the Proposed Acquisition shall be subject to, *inter alia*, the following:

- (a) execution of the Definitive Agreements;
- (b) completion of GAP’s due diligence exercise (including legal, accounting, financial and tax due diligence) (the “**Due Diligence Exercise**”) in relation to the Target to the satisfaction of GAP;
- (c) receipt of approval of GAP’s Board of Directors (save for Ng Kai Mun who will be abstaining) and the Company’s Board of Directors in relation to the Proposed Acquisition;

- (d) receipt of approval of the Company's shareholders (if required) in relation to the Proposed Acquisition; and
- (e) all other necessary approvals and consents from all relevant government, regulatory and other authorities and third parties in Singapore and other relevant jurisdictions to effect and complete the Proposed Acquisition being obtained, and where such approvals or consents are subject to conditions pertaining to and to be complied with by GAP, such conditions being reasonably acceptable to GAP.

2.2 Further Action

GAP and the Vendors have agreed to negotiate and agree upon the Definitive Agreements as soon as possible after the execution of the MOU, and in any event, no later than two (2) months after the date of the MOU (unless otherwise extended by mutual written agreement).

2.3 Termination

The parties have agreed that the MOU shall terminate under any of the following circumstances:

- (a) the results of the Due Diligence Exercise not being satisfactory;
- (b) the parties mutually agreeing to terminate the MOU;
- (c) the execution of the Definitive Agreements; or
- (d) if the Definitive Agreements are not executed within two (2) months from the date of the MOU, unless extended by mutual written agreement.

3. FURTHER INFORMATION

The Company wishes to advise its shareholders that as the Definitive Agreements have yet to be entered into, there is no certainty that the Proposed Acquisition will be completed. The Company will make the necessary announcements when there are further developments on the Proposed Acquisition. In the meantime, the Directors wish to make this announcement to avoid the establishment of a false market in the Company's shares. Shareholders or potential shareholders are advised to read any further announcements by the Company carefully and to consult their stockbrokers, bank managers, solicitors, accountants or other professional advisers if they have any doubt about the actions they should take.

4. INTERESTS OF DIRECTORS AND SUBSTANTIAL SHAREHOLDERS

None of the Directors or substantial shareholders of the Company have any interest in the Proposed Acquisition save for their interests arising by way of their shareholdings and/or directorships, as the case may be, in the Company.

5. 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 Acquisition, 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 the 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 the announcement in its proper form and context.

BY ORDER OF THE BOARD

Dato' Dr. Choo Yeow Ming
Chairman and Chief Executive Officer

5 February 2016

This announcement has been prepared by the Company and its contents have been reviewed by the Company's sponsor, Stamford Corporate Services Pte Ltd (the "**Sponsor**"), for compliance with the relevant rules of the Singapore Exchange Securities Trading Limited (the "**SGX-ST**"). The Sponsor had 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 statements or opinions made or reports contained in this announcement.

The contact person for the Sponsor is Mr Ng Joo Khin.
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