



PROP Nex LIMITED
(Company Registration No.: 201801373N)
(Incorporated in the Republic of Singapore)

**PROPOSED ACQUISITION OF 70%
OF THE ISSUED AND PAID-UP CAPITAL OF OV VY PTE. LTD.**

1. Introduction

- 1.1. The board of directors ("**Board**") of PropNex Limited (the "**Company**", and together with its subsidiaries, the "**Group**") wishes to announce that a wholly-owned subsidiary of the Company, PropNex Grandeur Homes Pte. Ltd. (the "**Purchaser**") had entered into a share sale and purchase agreement ("**Agreement**") with, amongst others, TB6 Pte. Ltd. and Rapzo Capital Pte. Ltd. (each a "**Vendor**" and collectively the "**Vendors**") to acquire 231,250 ordinary shares and 92,500 preference shares ("**Sale Shares**"), representing 70% of the issued and paid-up capital of Ovvly Pte. Ltd. ("**Ovvly**"), from the Vendors on the terms and subject to the conditions of the Agreement ("**Transaction**").
- 1.2. Upon completion of the Transaction, the Company will become a 70% subsidiary of the Company. The remaining 30% of the issued and paid-up capital of Ovvly is held by Michele Mia Gigandet Lin.

2. Information on Ovvly

- 2.1. Ovvly is a company incorporated in Singapore on 7 March 2016, which as at the date of this announcement, has an issued and paid-up share capital of S\$970,000 comprising 370,000 ordinary shares and 92,500 preference shares.

The Sale Shares are held by the Vendors as follows:

Vendor	Number of Sale Shares
TB6 Pte. Ltd.	231,250 ordinary shares
Rapzo Capital Pte. Ltd.	92,500 preference shares

- 2.2. Ovvly provides a technology platform that connects service providers to consumers.

3. Information on the Vendors

TB6 Pte. Ltd. is an investment holding company incorporated in Singapore on 29 November 2018.

Rapzo Capital Pte. Ltd. is an investment holding company incorporated in Singapore on 8 March 2018.

4. Consideration

- 4.1. The consideration payable by the Purchaser to the Vendors for the Sale Shares will be S\$1,000,000, and is payable in the following proportion:

Vendor	Percentage entitlement
TB6 Pte. Ltd.	35%
Rapzo Capital Pte. Ltd.	65%

- 4.2. The Consideration will be paid in cash and was arrived at after arm's length negotiations between the Purchaser and the Vendors, on a willing-buyer and willing-seller basis, taking into account, *inter alia*, the business operations and prospects of Ovvly.

5. Value of the Sale Shares

Based on the latest unaudited financial statements of Ovvly for the financial period ended 31 December 2020, the book value and the net tangible asset value attributable to the Sale Shares are both S\$13,000 as at 31 December 2020. There is no market value of those shares as the shares of Ovvly are not publicly traded and no independent valuation was undertaken.

6. Rationale for the Transaction

This acquisition will provide an additional technology platform that allows the Company as well as its salespersons to render further value-added services and to reach out to consumers.

7. Relative Figures under Rule 1006 of the Listing Manual

As the relative figures computed on the bases set out under Rule 1006 of the listing manual of the SGX-ST ("**Listing Manual**") do not exceed 5%, the Transaction is considered a "Non-Discloseable Transaction" under Rule 1008 of the Listing Manual.

8. Financial Effects

The Transaction is not expected to have any material impact on the net tangible assets per share and earnings per share of the Group for the financial year ending 31 December 2021.

9. Interests of Directors and Controlling Shareholders

None of the directors or controlling shareholders of the Company has any interest, direct or indirect, in the Transaction, save for their interests by virtue of their shareholdings and/or directorships, as the case may be, in the Group.

10. Documents available for Inspection

A copy of the Agreement will be available for inspection during normal business hours at the Company's registered office at 480 Lorong 6 Toa Payoh, #10-01, HDB Hub, Singapore 310480 for a period of three (3) months from the date of this announcement.

In light of the prevailing regulations due to the COVID-19 situation, any shareholder of the Company who wishes to inspect the documents should contact the Company at the email address: inquiry@propnex.com at least three (3) working days in advance to make a prior appointment to attend at the registered office of the Company to inspect the documents. Shareholders will need to identify themselves by stating his/her/its full name as it appears on his/her/its CDP/CPF/SRS share records, contact number and NRIC/Passport/UEN number and state the manner in which he/she/it holds his/her/its Shares in the Company (e.g. via CDP, CPF or SRS).

By Order of the Board

Ismail Gafoore
Executive Chairman and CEO
5 April 2021