

ASSET ACQUISITIONS AND DISPOSALS::PROPOSED DIVERSIFICATION INTO HEALTHCARE BUSINESS & PROPOSED ACQUISITION OF MAGENTA WELLNESS PTE LTD**Issuer & Securities**

Issuer/ Manager

REVEZ CORPORATION LTD.

Securities

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Proposed Diversification Into Healthcare Business & Proposed Acquisition of Magenta Wellness Pte Ltd

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Submitted By (Co./ Ind. Name)

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Designation

Company Secretary

Description (Please provide a detailed description of the event in the box below)

Please refer to the attached.

Attachments[Revez - Proposed Diversification and Acqn - final.pdf](#)

Total size =93K MB

REVEZ CORPORATION LTD.
(Incorporated in the Republic of Singapore)
(Company Registration No. 201119167Z)

- (A) **PROPOSED DIVERSIFICATION INTO THE HEALTHCARE BUSINESS.**
- (B) **THE PROPOSED ACQUISITION OF 60% OF THE ISSUED AND PAID-UP SHARE CAPITAL OF MAGENTA WELLNESS PTE. LTD.**
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Unless otherwise stated, capitalised terms used herein shall have the same meaning given to them in the Company's announcements dated 18 April 2023 and 2 May 2023.

1 INTRODUCTION

- 1.1 The board of directors (the "**Board**" or "**Directors**") of REVEZ Corporation Ltd. (the "**Company**" and together with its subsidiaries, the "**Group**") refers to its previous announcements dated 18 April 2023 and 2 May 2023 ("**Previous Announcements**"). As stated in the Previous Announcements, the Company is exploring a diversification of its business into the healthcare industry ("**Proposed Diversification**") and had in this connection, entered into the Term Sheet with the Vendors (as defined below) on 17 April 2023, to acquire a stake of between 60% to 70% in Magenta Wellness Pte. Ltd. ("**Magenta Wellness**"). It was also announced that the Company had on 28 April 2023, entered into Subscription Agreements with the Subscribers for the subscription by the Subscribers and issuance by the Company of an aggregate of up to 81,665,000 new Shares at the Issue Price of S\$0.1039 per Share ("**Proposed Subscriptions**"). As disclosed in the Previous Announcements, a part of the Net Proceeds from the Proposed Subscriptions will be utilised to fund the Proposed Diversification and Proposed Acquisition (as defined below).
- 1.2 Further to the Previous Announcements, the Board wishes to update the shareholders of the Company ("**Shareholders**") that the Company has on 23 May 2023 entered into a conditional sale and purchase agreement ("**SPA**") with Loy Chye Kwong, Yap Keng Leng, Kenneth and Li Guangming (the "**Vendors**") in relation to the proposed acquisition by the Company of an aggregate of sixty per cent (60%) of the issued and paid-up share capital of Magenta Wellness to be satisfied by the payment of a cash consideration of S\$4,560,000 ("**Sale Shares**") (the "**Proposed Acquisition**"). The Proposed Acquisition constitutes a part of the Group's Proposed Diversification of business into the healthcare industry.
- 1.3 Notwithstanding that the Proposed Acquisition constitutes a discloseable transaction under Chapter 10 of Section B: Rules of Catalist ("**Catalist Rules**") of the Singapore Exchange Securities Trading Limited ("**SGX-ST**") and is not subject to Shareholders' approval, given that this is the Group's first venture into a new business sector, the Company will be seeking Shareholders' approval for the Proposed Acquisition. Please refer to paragraph 7.2 below for more information on the relative figures computed on the bases set out in Rule 1006 of the Catalist Rules.
- 1.4 Subject to Shareholders' approval being obtained for the Proposed Acquisition, the Proposed Acquisition will only be completed after Shareholders' approval is obtained for the Proposed Diversification and the completion of the Proposed Subscriptions.
- 1.5 The Company intends to convene an extraordinary general meeting ("**EGM**") to seek, amongst others, approval of the Shareholders for the Proposed Diversification and the Proposed Acquisition.

2 PROPOSED DIVERSIFICATION INTO THE HEALTHCARE INDUSTRY

- 2.1 Currently, the Group is principally engaged in creative tech, incorporating innovators, technologists and creative capabilities to drive enterprise and consumer value. Through its subsidiaries, the Group designs and develop immersive and interactive virtual and multimedia experiences, and cutting-edge software solutions (generally, the "**Existing Business**"). The Group remains committed to the Existing Business for so long as its continuity is in the best interest of the Group and the Shareholders.
- 2.2 As previously announced, the Group has been exploring entry into high growth business segments in order to create new revenue stream, which will enhance Shareholder value and reduce the Group's reliance on its Existing Business. One such high growth business industry or segment identified is the healthcare industry and healthcare related business segments ("**Healthcare Business**").
- 2.3 The Group intends to diversify the Group's Existing Business to include the Healthcare Business. The Healthcare Business is intended to consist of the business of developing, or distributing (via retail, direct selling, network marketing or e-commerce) healthcare products and / or services and / or managed healthcare solutions, which involve the coordination and administration of healthcare services to manage and optimise the delivery of healthcare ensuring quality, efficiency and cost-effectiveness.
- 2.4 As part of the Group's diversification into the healthcare industry, the Group may consider any business sector or region that presents future prospects and growth opportunities for the Group and will not be restricted to any particular business sector or geographical area.
- 2.5 The Group may also enter into alliances with third parties who have the expertise and resources to carry out the Healthcare Business. The Group will consider the expertise, experience, and financial standing of potential partners when making a decision. If the Group proposes to enter into an alliance with an interested person, it will comply with the relevant provisions of Chapter 9 of the Catalist Rules.

3 RATIONALE FOR THE PROPOSED DIVERSIFICATION

- 3.1 The Board proposes to diversify the Group's Business to include the Healthcare Business for the following reasons:

(a) Reduce reliance on its Existing Business to create more revenue streams

As stated above, the Group is currently only engaged in the Existing Business. As the business sector of the Existing Business grows increasingly competitive and complex, the Proposed Diversification is expected to help reduce the Group's reliance on its current business and create a new revenue stream, allowing the Group to reduce its risk and become more resistant to volatilities in the industries it participates in.

(b) Enhance Shareholders' value

The Proposed Diversification is a strategic move by the Group to improve its business performance and provide shareholders with long-term growth. The Board believes that the diversification will create new business opportunities, generate new revenue streams, and improve the Group's prospects.

- (c) The Proposed Diversification will give the Group more flexibility to enter into transactions relating to the Healthcare Business

After the Shareholders have approved the Proposed Diversification, subject to the Catalist Rules, the Group may, in the ordinary course of business, enter into transactions relating to the Healthcare Business without having to seek Shareholders' approval. This Proposed Diversification aims to eliminate the necessity of convening separate general meetings for every potential transaction related to the Healthcare Business, thereby providing the Group with increased flexibility to pursue time-sensitive business opportunities. Additionally, it will reduce administrative time and expenses associated with organising such meetings, while ensuring that the corporate objectives are upheld and the Group's access to business opportunities remains unaffected. Please also refer to paragraph 4 below for further information.

4 PROPOSED DIVERSIFICATION SUBJECT TO SHAREHOLDERS' APPROVAL

The Proposed Diversification into the Healthcare Business, which is substantially different from the Existing Business, is envisaged to change the existing risk profile of the Group. Accordingly, an EGM will be convened by the Company to seek approval from Shareholders for the Proposed Diversification.

Shareholders should note that in accordance with the SGX-ST's recommended practice in relation to diversification of business, if an issuer has not operated in the new business space and did not provide sufficient information about the new business at the time when it is seeking shareholders' approval for the diversification mandate, where the issuer enters into the first Major Transaction involving the new business (the "**First Major Transaction**"), or where any of the figures computed based on Rule 1006 of the Catalist Rules in respect of several transactions involving the new business aggregated (the "**Aggregated Transactions**") over the course of a financial year exceeds 75%, such First Major Transaction or the last of the Aggregated Transactions will be made conditional upon shareholders' approval. Rule 1005 of the Catalist Rules states that "the sponsor may aggregate separate transactions completed within the last 12 months and treat them as if they were one transaction. The SGX-ST retains the discretion to determine whether the aggregation was correctly applied, and/or to direct the sponsor to aggregate other transactions.

For the avoidance of doubt, notwithstanding that Shareholders' approval for the Proposed Diversification has been obtained, in respect of transactions relating to the Healthcare Business:

- (a) in respect of transactions where any of the relative figures as computed on the bases set out in Rule 1006 of the Catalist Rules exceeds 100% or more or results in a change in control of the issuer, Rule 1015 of the Catalist Rules will still apply and such transactions must be, among others, made conditional upon approval by Shareholders in general meeting;
- (b) transactions which constitute an "interested person transaction" as defined under the Catalist Rules, Chapter 9 of the Catalist Rules will apply and the Company will comply with the provisions of Chapter 9 of the Catalist Rules; and

- (c) (if applicable) the First Major Transaction or the last of the Aggregated Transactions will be made conditional upon Shareholders' approval.

Further details on the Proposed Diversification and the Proposed Acquisition will be set out in a Circular to be released by the Company to the Shareholders in due course, for the purpose of obtaining the approval of Shareholders in respect of the Proposed Diversification and the Proposed Acquisition at the EGM to be convened.

Notwithstanding that the Proposed Acquisition will not result in a Major Transaction and is not subject to Shareholders' approval under the Catalist Rules, the Company will be seeking Shareholders' approval for the Proposed Acquisition at the EGM given that it is the Group's first venture into a new business sector and the Board is of the view that there will be a change of risk profile of the Company pursuant to the Proposed Acquisition. Further details on the Proposed Acquisition are as set out below.

5 INFORMATION ON MAGENTA WELLNESS AND THE VENDORS

5.1 Magenta Wellness was incorporated as an exempt private company limited by shares in Singapore on 17 February 2017. Magenta Wellness provides managed healthcare and wellness solutions ("**Managed Healthcare Solutions**") to corporations by establishing an extensive network of medical services providers to deliver healthcare services to the employees of corporations. Such services enable the corporations to achieve the dual objectives of managing rising healthcare costs and delivering quality healthcare provided to their employees in a convenient, reliable, co-ordinated and comprehensive manner. Magenta Wellness leverages technology to provide a broad suite of healthcare services primarily in Singapore. Magenta Wellness is focused on bringing premium wellness services at affordable rates to Small and Medium-sized Enterprises ("**SMEs**").

5.2 As of the date of this announcement:

5.2.1 Loy Chye Kwong is the sole director of Magenta Wellness.

5.2.2 The shareholders of Magenta Wellness prior to completion of the Proposed Acquisition are as follows:

| Name | Number of shares in Magenta Wellness | Shareholding percentage in Magenta Wellness |
|---------------------------|---|--|
| Loy Chye Kwong | 80,000 ordinary shares | 80.0% |
| Yap Keng Leng, Kenneth | 10,000 ordinary shares | 10.0% |
| Li Guangming | 10,000 ordinary shares | 10.0% |
| Total | 100,000 ordinary shares | 100.0% |

5.2.3 The salient unaudited financial figures of Magenta Wellness are as follows:

| | |
|---|------------|
| Net asset value / net tangible asset value as at 31 December 2022 | S\$486,714 |
| Net profit after tax for the financial year ended 31 December 2022 | S\$350,180 |

5.2.4 Details of the existing key management of Magenta Wellness are set out below:

- (a) Loy Chye Kwong, a Singapore citizen, is the chief executive officer of Magenta Wellness. He has over 30 years of diverse business, technology, systems and human resources consulting experience across start-ups, SMEs, multinational corporations and governmental organisations.
- (b) Yap Keng Leng, Kenneth, a Singapore citizen, is the Head of Operations of Magenta Wellness. He has over 12 years of experience as a technopreneur in the human resources information system and consultancy space. In 2014, he joined Magenta Wellness, focusing on HR advisory and service.
- (c) Li Guangming, a Singapore permanent resident, is the Head of Sales of Magenta Wellness. He has extensive experience in employee wellness and benefits. For over 10 years, he has worked closely with more than 2,000 clients from different industry spaces. Clients look to him for fresh initiatives, innovative structures and problem solving.

5.2.5 None of the directors and shareholders of Magenta Wellness are related to any of the Directors and controlling shareholders of the Company and/or their respective associates.

5.2.6 None of the directors and shareholders of Magenta Wellness holds, directly or indirectly, any shares in the Company.

5.3 The Vendors were introduced to the Company by UOB Kay Hian Private Limited.

5.4 The shareholding of Magenta Wellness assuming completion of the Proposed Acquisition will be as follows:

| Name | Number of shares in Magenta Wellness | Shareholding percentage in Magenta Wellness |
|------------------------|---|--|
| Loy Chye Kwong | 32,000 ordinary shares | 32.0% |
| Yap Keng Leng, Kenneth | 4,000 ordinary shares | 4.0% |
| Li Guangming | 4,000 ordinary shares | 4.0% |
| REVEZ Corporation Ltd. | 60,000 ordinary shares | 60.0% |
| Total | 100,000 ordinary shares | 100.0% |

5.5 The Group will be carrying out the Managed Healthcare Solutions through Magenta Wellness following the successful completion of the Proposed Acquisition. The Board recognises that the business of providing Managed Healthcare Solutions is different from its Existing Business. However, the Group is confident of developing and building up the expertise required for the Managed Healthcare Solutions over time, together with the guidance and strategic vision of its Board and experience of the Company's partners.

- 5.6 Accordingly, it is currently envisaged that the existing key management of Magenta Wellness being Loy Chye Kwong, Yap Keng Leng, Kenneth and Li Guangming will continue to work in the new management of Magenta Wellness for such period of time on a mutually agreed work scope and compensation structure in accordance with new employment contract to be executed. It is also envisaged that Loy Chye Kwong will be appointed as a director of the Company to provide guidance to the Company for the development of the Healthcare Business.
- 5.7 Further, while currently the business of Magenta Wellness is primarily conducted in Singapore, there are plans by Magenta Wellness to expand its business to Malaysia and Indonesia. The Group does not plan to restrict Magenta Wellness's business to any specific geographical market as each project and/or investment into a new geographical market will be evaluated and assessed by the Board based on its merits.

6 RATIONALE FOR THE PROPOSED ACQUISITION

- 6.1 As stated in the paragraphs 2, 3 and 5 above, the Group has identified the healthcare industry as a high growth business segment and intends to enter into the Healthcare Business in order to create a new revenue stream, which will enhance Shareholder value and reduce the Group's reliance on its Existing Business. The Proposed Acquisition, if materialised, will enable the Group to diversify its business into the healthcare industry through the provision of managed healthcare and wellness solutions to corporations.
- 6.2 Magenta Wellness has established an extensive network of medical services and wellness providers to deliver healthcare and wellness services to corporations and employees of corporations. The Group will be able to leverage on Magenta Wellness's established track record and extensive network to take up a greater role in the healthcare industry.

7 DETAILS OF THE PROPOSED ACQUISITION

7.1 Principal Terms of the Proposed Acquisition

7.1.1 Acquisition Consideration

The aggregate consideration for the Sale Shares is S\$4,560,000 (the "**Acquisition Consideration**"), which shall be satisfied in full by cash by the Company to the Vendors on completion of the Proposed Acquisition ("**Completion**").

The Acquisition Consideration was arrived at after arm's length negotiations between the Company and the Vendor on a "willing buyer willing seller" basis, taking into consideration the valuation of Magenta Wellness (as described below) and the expertise and brand name of Magenta Wellness.

In connection with the Proposed Acquisition, the Company has commissioned Navi Corporate Advisory Pte. Ltd. ("**Valuer**"), an independent valuer, to perform a valuation of Magenta Wellness. The valuation has been undertaken on a market value basis and the valuation date is 31 December 2022. Based on the valuation conducted by the Valuer, the market value of a 100% equity interest in the capital of Magenta Wellness ranges from S\$7.5 million to S\$8.6 million as at 31 December 2022.

As stated in the Previously Announcements, it is intended that the Proposed Acquisition (including the Acquisition Consideration) will be funded by Net Proceeds raised from the Proposed Subscriptions.

7.1.2 Conditions

The obligations of the Company to proceed to Completion is conditional upon, *inter alia*, the conditions below having been satisfied or waived (as the case may be) on or before the Longstop Date (as defined below):

- (a) the results of legal, commercial, tax, financial and technical due diligence investigations on Magenta Wellness being satisfactory to the Company (acting in its reasonable discretion), and the rectification of any legal, commercial, tax, financial and/or technical issues identified by the Company in connection with the due diligence investigations on Magenta Wellness to the satisfaction of the Company (acting in its sole and absolute discretion);
- (b) the Vendors having obtained and delivered to the Company all necessary approvals, consents, licences, permits, authorisations and/or registrations from/with all relevant governmental, regulatory and other authorities, financiers, counterparties and/or third parties in relation to the transactions contemplated in the SPA ("**Third Party Consents**"), and such Third Party Consents remaining valid and in force and not having been withdrawn, revoked or amended, nor subject to conditions not acceptable to the Company (acting in its sole and absolute discretion);
- (c) the warranties and representations given by the Vendors in the SPA being true, accurate and correct and not misleading in any material respect up to and including at Completion;
- (d) each Vendor not being in material breach of any of his obligations, covenants, undertakings and warranties to be observed, performed or complied with prior to Completion;
- (e) there being no occurrence of any event, circumstance, change, development or matter which has or would reasonably be expected to have a material adverse effect on (a) the financial condition, assets, liabilities, business, operations or results of operations of Magenta Wellness, and/or (b) the ability of any Vendor to perform his obligations under the SPA;
- (f) no competent government authority has enacted, issued or promulgated any applicable laws that are in effect and has the effect of making Completion contemplated under the SPA illegal or which has the effect of prohibiting or otherwise preventing Completion contemplated under the SPA;
- (g) (a) if required, approval of the shareholders of the Company being obtained in an extraordinary general meeting for the transactions thereunder; (b) all necessary corporate and governmental approvals in accordance with the Company's constitutional documents, internal regulations and the applicable laws being obtained for execution of the SPA which the Company is a party to and the transactions contemplated thereunder; and (c) there is no event, change or effect that individually or in the aggregate is or is reasonably expected to be materially adverse to the ability of the Company (as the case may be) to perform its obligations under the SPA which it is a party to; and

- (h) the Vendors having delivered to the Company an agreement which has been duly executed by Magenta Consulting Services Pte. Ltd. in favour of Magenta Wellness assigning all of its rights, titles and interests in: (a) Magenta Wellness' main system, platform and/or application (whether mobile or otherwise) exclusively used by Magenta Wellness to conduct its business including without limitation, the platform marked as "Marketplace" and "Wellness Portal" (the "**Platform**") and any Intellectual Property (as defined in the SPA) rights arising out of the Platform; and (b) the common client list (comprising over 600 clients) shared by Magenta Consulting Services Pte. Ltd. and Magenta Wellness, in such form acceptable to the Company.

The obligations of the Vendors to proceed to Completion is conditional upon, *inter alia*, the conditions below having been satisfied or waived (as the case may be):

- (a) the Company and the Vendors having reached an agreement on all terms of the employment agreements to be executed between each of the Vendors and the Company immediately prior to Completion,

(the conditions listed in this paragraph 7.1.2 being collectively, the "**Conditions**", and each, a "**Condition**").

7.1.3 **Longstop Date**

If all of the Conditions (save for any Condition which has been waived in accordance with the terms of the SPA) have not been fulfilled on or before 5.00 p.m. on the date falling ninety (90) days from the date of the SPA (or such other date as may be agreed to in writing by the parties) ("**Longstop Date**"), the Company may:

- (a) terminate the SPA other than the relevant surviving provisions and neither party shall have any claim against any other party under it, save as otherwise provided in the SPA and for any claim arising from antecedent breaches of the SPA; or
- (b) waive the Conditions which are not satisfied (save for any Condition which cannot be unilaterally waived) on such terms and conditions acceptable to the Company or the Vendors (as the case may be) and proceed to Completion.

7.1.4 **Completion Date**

Completion shall take place on the fifth (5th) business day after the date on which all of the conditions precedent under the SPA have been fulfilled, satisfied or waived in accordance with the terms of the SPA.

7.1.5 **Costs and expenses**

The Sellers shall pay their own legal costs and expenses in relation to the negotiation, preparation and execution of the SPA. The Company shall pay all other costs and expenses associated with the transactions contemplated in the SPA, such as all stamp, documentary, transaction and other like duties or taxes (if any) to which the SPA may be subject or may give rise. Notwithstanding the foregoing, this shall not prejudice the right of any party to seek to recover its costs in any litigation or dispute resolution procedure which may arise out of the SPA.

7.2 Relative Figures Computed on the Bases set out in Rule 1006 of the Catalyst Rules

Based on the latest announced consolidated financial statements of the Group (being the audited financial statements for the financial year ("FY") ended 31 December 2022 ("FY2022"), the relative figures in relation to the Proposed Acquisition computed on the bases set out in Rule 1006 of the Catalyst Rules are as follows:

| Rule 1006 | Bases | Relative Figures (%) |
|-----------|---|-------------------------------|
| (a) | Net asset value of the assets to be disposed of (the value of financial assistance), compared with the Group's net asset value. This basis is not applicable to an acquisition of assets. | Not applicable ⁽¹⁾ |
| (b) | Net profits attributable to the assets acquired, compared with the Group's net profits. | -5.3% ⁽²⁾ |
| (c) | 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. | 39.5% ⁽³⁾ |
| (d) | 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 ⁽⁴⁾ |
| (e) | Aggregate volume or amount of proved 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 and gas assets by a mineral, oil and gas company, but not to an acquisition of such assets. If the reserves are not directly comparable, the Exchange may permit valuations to be used instead of volume or amount. | Not applicable ⁽⁵⁾ |

Notes:

- (1) This basis is not applicable to an acquisition of assets.
- (2) The net profits before income tax attributable to Magenta Wellness for the twelve (12) months' period ended 31 December 2022 was S\$240,709 (based on 60% of Magenta Wellness' net profit before income tax) based on Magenta Wellness's unaudited management accounts for the financial year ended 31 December 2022. The net loss of the Group for FY2022 was S\$4,509,795 based on the Group's latest announced financial statements for FY2022. This gives rise to a figure of approximately -5.3%.
- (3) Aggregate value of the consideration given is S\$4,560,000, compared with the Company's market capitalisation of approximately S\$11.5 million. The market capitalisation of the Company is computed based on its total number of issued ordinary shares of 197,941,437 and the weighted average price of S\$0.0583 per share on 16 May 2023, being the full market day on which the Shares were traded prior to the date of the SPA. The Company does not have any treasury shares.
- (4) This is not applicable as no equity securities will be issued as consideration.
- (5) This is not applicable as the Company is not a mineral, oil and gas company.

7.3 **Classification of the Proposed Acquisition under Chapter 10 of the Catalist Rules**

The relative figure for the Proposed Acquisition as computed on the basis set out in Rule 1006(c) exceeds 5% but is less than 75% and the relative figure computed on the basis of Rule 1006(b) is a negative figure. Pursuant to Rule 1007(1) and the guidance provided in Practice Note 10A paragraph 4.4(b) of the Catalist Rules, the Proposed Acquisition would be considered a disclosable transaction and therefore, an immediate announcement in respect of the information required pursuant to Rule 1010, Rule 1011, Rule 1012 and Rule 1013 of the Catalist Rules, where applicable, is required and has been hereby made accordingly.

Notwithstanding that the Proposed Acquisition constitutes a discloseable transaction and is not subject to Shareholders' approval under the Catalist Rules, the Company will be seeking Shareholders' approval for the Proposed Acquisition at the EGM given that it is the Group's first foray into a new business sector and the Board is of the view that there will be a change of risk profile of the Company pursuant to the Proposed Acquisition.

8 **FINANCIAL EFFECTS OF THE PROPOSED ACQUISITION**

8.1 The pro forma financial effects of the Proposed Acquisition are set out below strictly for illustrative purposes, and do not necessarily reflect the actual financial performance and position of the Group following the Proposed Acquisition. The financial effects of the Proposed Acquisition were calculated based on the latest audited financial statements of the Group for FY2022 and the unaudited management accounts of Magenta Wellness for the financial year ended 31 December 2022.

8.2 **Bases and Assumptions**

The figures presented below are computed based on the following bases and assumptions:

- (a) for purposes of computing the effect on the net tangible asset ("**NTA**") per Share and net gearing of the Group, it is assumed that Completion took place on 31 December 2022;
- (b) for purposes of computing the effect on the loss per Share ("**LPS**"), it is assumed that Completion took place on 1 January 2022;
- (c) the expenses incurred in connection with the Proposed Acquisition amount to approximately S\$900,000; and
- (d) the completion of the Proposed Subscriptions having been taken place.

8.3 NTA

| | Before the Proposed Subscriptions and the Proposed Acquisition | After the Proposed Subscriptions but before the Proposed Acquisition | After the Proposed Acquisition |
|--------------------------|---|---|---------------------------------------|
| NTA ⁽¹⁾ (S\$) | 1,316,079 | 9,701,073 | 9,093,101 |
| Total Number of Shares | 167,499,937 | 249,164,937 | 249,164,937 |
| NTA per Share (S\$) | 0.008 | 0.039 | 0.036 |

Note:

(1) NTA means total assets less the sum of total liabilities, goodwill and intangible assets.

8.4 Loss per Share

| | Before the Proposed Subscriptions and the Proposed Acquisition | After the Proposed Subscriptions but before the Proposed Acquisition | After the Proposed Acquisition |
|--|---|---|---------------------------------------|
| Loss attributable to the owners of the Company (S\$) | (4,372,488) | (4,372,488) | (5,062,380) |
| Weighted average number of issued shares | 167,499,937 | 249,164,937 | 249,164,937 |
| Loss per Share - Basic (cents) | (2.61) | (1.75) | (2.03) |

8.5 Net Gearing

| | Before the Proposed Subscriptions and the Proposed Acquisition | After the Proposed Subscription but before the Proposed Acquisition | After the Proposed Acquisition |
|--|---|--|---------------------------------------|
| Net (debt) / cash | (3,191,700) | 5,193,294 | (829,651) |
| Total equity (S\$) | 1,316,079 | 9,701,073 | 9,287,787 |
| Net gearing ratio ⁽¹⁾ (times) | (2.43) | 0.54 | (0.09) |

Note:

(1) Net gearing ratio is defined as net debt divided by total capital. The Group includes within net debt, total liabilities less cash and bank balances.

9 INTERESTS OF DIRECTORS AND SUBSTANTIAL SHAREHOLDERS

Save as disclosed in this announcement, none of the Directors or substantial shareholders has any interest, direct or indirect, in the Proposed Acquisition (other than their direct or indirect shareholdings in the Company).

10 DIRECTORS' SERVICE CONTRACTS

10.1 On Completion, it is contemplated that:

- (a) the Company shall appoint its representative as a director of Magenta Wellness; and
- (b) Loy Chye Kwong shall enter into a service agreement with the Company in respect of his appointment as a director of the Company.

Save as disclosed above, no other service agreement is proposed to be entered into between the Company and any other person in connection with the Proposed Acquisition.

11 FURTHER ANNOUNCEMENTS

The Company will make further announcement(s) to keep shareholders informed, as and when there are further updates or developments.

12 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 Diversification, 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 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.

13 DOCUMENTS AVAILABLE FOR INSPECTION

Copies of the SPA and the final independent valuation report will be available for inspection by the Shareholders at the registered office of the Company during normal business hours for three (3) months from the date of this announcement.

14 CAUTION IN TRADING

Shareholders are advised to exercise caution in trading their Shares as there is no certainty or assurance as at the date of this announcement that the Proposed Diversification and Proposed Acquisition will proceed to completion. Shareholders are advised to read this announcement, any further announcements and the Circular which will be circulated by the Company for the EGM carefully. Shareholders should consult their stockbrokers, solicitors or other professional advisors if they have any doubts about the action they should take.

By Order of the Board
REVEZ CORPORATION LTD.

Jennifer Zhang Dan
Executive Director

Date: 23 May 2023

This announcement has been prepared by REVEZ Corporation Ltd. ("Company") and its contents have been reviewed by the Company's sponsor, UOB Kay Hian Private Limited ("Sponsor") for compliance with the relevant rules of the Singapore Exchange Securities Trading Limited ("SGX-ST") Listing Manual Section B: Rules of Catalist.

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 accuracy, completeness or correctness of any of the information, statements or opinions made, or reports contained in this announcement.

The contact person for the sponsor is Mr. Lance Tan, Senior Vice President, at 8 Anthony Road, #01-01, Singapore 229957, telephone (65) 6590 6881.