# SOLIS HOLDINGS LIMITED
# 守益控股有限公司

*(Incorporated in the Cayman Islands with limited liability)*

**(Stock Code: 2227)**

## DISCLOSEABLE TRANSACTION
## ACQUISITION OF PROPERTY

On 16 October 2018, the Purchaser, an indirect wholly-owned subsidiary of the Company, has entered into the Option to Purchase with the Vendor in respect of the Acquisition of Property.

As the Acquisition exceeds 5% but does not exceed 25% of one or more of the applicable percentage ratios as defined under Rule 14.07 of the Listing Rules, the Acquisition constitutes a discloseable transaction under Chapter 14 of the Listing Rules.

## INTRODUCTION

On 16 October 2018, the Purchaser, an indirect wholly-owned subsidiary of the Company, has entered into the Option to Purchase with the Vendor in respect of the Acquisition of Property.

## THE OPTION TO PURCHASE

### Date

16 October 2018

### Parties

(1) The Purchaser

(2) The Vendor, an independent third party

**Asset to be acquired**

Pursuant to the Option to Purchase, the Purchaser has conditionally agreed to acquire and the Vendor has conditionally agreed to sell the Property, which is located at 14 TAGORE LANE, SINGAPORE 787475. The Property has in aggregate a gross floor area of approximately 985 square metres.

**Consideration**

The consideration of the Property is S$8,500,000 (excluding applicable GST), which is payable by the Purchaser to the Vendor in cash. It will be funded by the Group's internal resources and net proceeds from the listing.

The consideration of the Property was determined after arm's length negotiation between the Purchaser and the Vendor after taking into account the prevailing market price of similar properties of similar size, character and location in Singapore.

**Terms of Payment**

The consideration of the Property shall be payable in cash by the Purchaser in the following manners:

(a) S$85,000 (excluding applicable GST) payable upon the Vendor granting the option to the Purchaser;

(b) an initial deposit of S$340,000 (excluding applicable GST) payable by the Purchaser upon exercising the option; and

(c) the remaining balance of the consideration of the Property of S$8,075,000 (excluding applicable GST) should be satisfied in full by the Purchaser upon completion of the Acquisition.

As of the date of this announcement, S$425,000 (excluding applicable GST) has been paid by the Purchaser pursuant to the Option to Purchase.

**Condition precedents**

Completion of the Acquisition is subject to the Purchaser's solicitors receiving satisfactory replies to their legal requisitions and applications to the various Government Departments and Land Transport Authority in Singapore in relation to the Acquisition and if it is not fulfilled on or before completion, the Purchaser may rescind the Acquisition at its option and in such event the Vendor shall refund all monies paid by the Purchaser without interest.

**Completion**

Completion will take place on or before 26 November 2018.

## INFORMATION OF THE GROUP AND THE PURCHASER

The Group is principally engaged in the provision of designing, building and installations of mechanical and electrical systems.

The Purchaser is an indirect wholly-owned subsidiary of the Company and is principally engaged in the provision of installations of mechanical and electrical systems.

## INFORMATION OF THE VENDOR

The Vendor is a company incorporated in Singapore with limited liability. Its principal business activity is the provision of civil engineering services.

To the best of the Directors' knowledge, information and belief after having made all reasonable enquiries, the Vendor and its associates are independent from the Company and its connected persons (as defined in the Listing Rules).

## REASONS FOR THE ACQUISITION

The Company is acquiring an additional property to increase dormitory, workspace and office area as set out in the section headed "Future plans and use of proceeds" to the Prospectus.

The Directors are of the view that the terms of the Option to Purchase for the Acquisition are fair and reasonable, and the Acquisition is in the interests of the Company and the Shareholders as a whole.

## IMPLICATIONS OF THE LISTING RULES

As the Acquisition exceeds 5% but does not exceed 25% of one or more of the applicable percentage ratios as defined under Rule 14.07 of the Listing Rules, the Acquisition constitutes a discloseable transaction under Chapter 14 of the Listing Rules.

## DEFINITIONS

In this announcement, the following terms have the meanings set out below unless the context requires otherwise:

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| "Acquisition" | the acquisition of the Property |
| "Board" | the board of Directors |
| "Company" | Solis Holdings Limited, a company incorporated in the Cayman Islands with limited liability, the shares of which are listed on the Main Board of the Stock Exchange (stock code: 2227) |
| "Directors" | director(s) of the Company |
| "Group" | the Company and its subsidiaries |

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| "GST" | Goods and services tax in Singapore |
| "Option to Purchase" | the option to purchase entered into by the Company and the Vendor on 16 October 2018 in respect of the acquisition of the Property |
| "Property" | the property located at 14 TAGORE LANE, SINGAPORE 787475 |
| "Prospectus" | Prospectus of the Company dated 28 November 2017 |
| "Purchaser" | SING MOH ELECTRICAL ENGINEERING PTE LTD, a company incorporated in Singapore with limited liability and an indirect wholly-owned subsidiary of the Company |
| "Shareholder(s)" | Holder(s) of the ordinary share(s) of HK$0.01 each in the share capital of the Company |
| "S$" | Singapore dollars, the lawful currency of Singapore |
| "Singapore" | the Republic of Singapore |
| "Stock Exchange" | The Stock Exchange of Hong Kong Limited |
| "Vendor" | LAM CHUAN CONSTRUCTION PTE LTD, a company incorporated in Singapore with limited liability which is not connected with the Company and its connected person |
| "%" | per cent |

By Order of the Board
**Solis Holdings Limited**
**Tay Yong Hua**
*Executive Chairman and Executive Director*

Hong Kong, 18 October 2018

*As at the date of this announcement, the executive Directors are Mr. Tay Yong Hua, Mr. Tay Yong Meng and Mr. Kenneth Teo Swee Cheng (Kenneth Zhang Ruiqing); the independent non-executive Directors are Ms. Theng Siew Lian Lisa, Mr. Law Wang Chak Waltery and Mr. Tan Sin Huat Dennis.*