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**Rimbaco Group Global Limited**  
*(Incorporated in the Cayman Islands with limited liability)*  
**(Stock Code: 1953)**

**DISCLOSEABLE TRANSACTION  
IN RELATION TO  
THE ACQUISITION OF LAND IN MALAYSIA**

**THE ACQUISITION**

The Board is pleased to announce that, on 6 June 2023 (after trading hours of the Stock Exchange), the Purchaser, being an indirect wholly-owned subsidiary of the Company, and the Vendor entered into the Sale and Purchase Agreement, pursuant to which the Vendor has conditionally agreed to sell, and the Purchaser has conditionally agreed to purchase, the Land for the Purchase Price of RM5,546,692.00 (equivalent to approximately HK\$9,498,155.38, at Conversion Rate as of the Latest Practicable Date) upon and subject to the terms and conditions set out therein. The Land will be used for building a new warehouse to store the Group's machinery and equipment for maintenance and storage purposes when they are returned from project sites upon completion of projects.

**LISTING RULES IMPLICATIONS**

As one or more of the applicable percentage ratio(s) (as defined under the Listing Rules) in respect of the Acquisition is/are more than 5% but less than 25%, the entering into of the Sale and Purchase Agreement constitutes a discloseable transaction on the part of the Company under the Listing Rules, and is subject to the reporting and announcement requirements but exempt from the Shareholders' approval requirement under Chapter 14 of the Listing Rules.

**Completion of the Acquisition is subject to the fulfillment of the conditions precedent set out in the Sale and Purchase Agreement and therefore the Acquisition may or may not proceed. Shareholders and potential investors of the Company are advised to exercise caution when dealing in the Shares.**

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### The Sale and Purchase Agreement

The principal terms of the Sale and Purchase Agreement are set out as follows:

- Date: 6 June 2023
- Parties: (i) the Vendor (as vendor); and  
(ii) the Purchaser (as purchaser)

To the best of the Directors' knowledge, information and belief, after having made all reasonable enquiries, each of the Vendor and its ultimate beneficial owners is an Independent Third Party.

### Asset to be acquired

Pursuant to the terms and conditions of the Sale and Purchase Agreement, the Vendor has conditionally agreed to sell, and the Purchaser has conditionally agreed to purchase, the Land subject to and upon the terms and conditions therein.

The Land is a piece of freehold land situated at H.S.(D) 50823, Lot No. 20184, Mukim 12, Daerah Seberang Perai Selatan, Negeri Pulau Pinang, Malaysia measuring approximately 7,578 square metres.

### Purchase Price

The Purchase Price is RM5,546,692.00 (equivalent to approximately HK\$9,498,155.38, at Conversion Rate as of the Latest Practicable Date), which shall be paid by the Purchaser in the following manner:

- (a) RM55,466.92 (equivalent to approximately HK\$94,981.55, at Conversion Rate as at the Latest Practicable Date, and 1% of the Purchase Price) has been paid by the Purchaser to the Vendor's solicitor as earnest deposit (the "**Earnest Deposit**") on 5 May 2023 for the Acquisition, which shall be released by the Vendor's solicitor to the Vendor upon execution of the Sale and Purchase Agreement;

- (b) RM221,867.68 (equivalent to approximately HK\$379,926.22, at Conversion Rate as at the Latest Practicable Date, and 4% of the Purchase Price) (the “**Initial Payment**”) has been paid by the Purchaser to the Vendor upon execution of the Sale and Purchase Agreement;
- (c) RM277,334.60 (equivalent to approximately HK\$474,907.77, at Conversion Rate as at the Latest Practicable Date, and 5% of the Purchase Price) (the “**Retention Sum**”) has been paid by the Purchaser to the Purchaser’s solicitor upon execution of the Sale and Purchase Agreement. Under Malaysia’s Real Property Gains Tax Act 1976, a real property gains tax shall be levied at the rate of 5% of the chargeable gains arising from the disposal of a real property. Accordingly, 5% of the Purchase Price shall be retained by the Purchaser’s solicitor, as the stakeholder, upon execution of the Sale and Purchase Agreement and the Retention Sum shall be paid to the Director General of Inland Revenue Board of Malaysia within 30 days from the date of the Sale and Purchase Agreement; and
- (d) RM4,992,022.80 (equivalent to approximately HK\$8,548,339.84, at Conversion Rate as of the Latest Practicable Date, and 90% of the Purchase Price) being the balance of the Purchase Price shall be paid within the Due Date or the Extended Due Date (as the case may be) to the Vendor’s solicitor, as the stakeholder.

### **Basis of the Purchase Price**

The Purchase Price was determined after arm’s length negotiations between the Purchaser and the Vendor on normal commercial terms with reference to (i) the prevailing market conditions, the location of the Land and the market price of three pieces of comparable land in the same area; and (ii) the benefits of the Acquisition as set out in the section headed “Reasons for and benefits of the Acquisition” in this announcement.

The Purchase Price will be entirely funded by the Group from the unutilised net proceeds from the Share Offer and is in line with the revised allocation of the unutilised net proceeds from the Share Offer as stated in the announcement of the Company dated 31 March 2023.

### **Conditions Precedent**

The Sale and Purchase Agreement is conditional upon, among other matters, the following conditions:

- (i) The Vendor shall deduce a good registrable title to the Land;
- (ii) Any defect in the title to the Land shall be perfected by and at the cost and expense of the Vendor;

- (iii) The Land shall be free from any encumbrances;
- (iv) The production and delivery of the relevant transfer documents in accordance with the terms and conditions of the Sale and Purchase Agreement;
- (v) The original title documents of the Land being deposited with the Vendor's solicitors as stakeholders upon the Vendor's execution of the Sale and Purchase Agreement if the Land is free from any encumbrances; and
- (vi) The sale of the Land is subject to vacant possession being delivered by the Vendor to the Purchaser in accordance with the terms and conditions of the Sale and Purchase Agreement.

### **Completion**

Completion of the Acquisition shall take place after the fulfillment of the conditions precedent of the Sale and Purchase Agreement, upon which the Land shall be wholly-owned by the Purchaser.

### **INFORMATION OF THE VENDOR**

The Vendor is a company incorporated in Malaysia with limited liability. To the best of the Directors' knowledge, information and belief, after having made all reasonable enquiries, (i) the Vendor is principally engaged in property investment; (ii) the Vendor is owned as to 50%, 25%, 12.5% and 12.5% by Mr. Chong Ewe Lian, Mr. Goh Vincent, Mr. Eng Chin Keong and Mr. Khoo Keat Hoe, respectively; and (iii) the Vendor and its ultimate beneficial owners are third parties independent of the Company and its connected persons (as defined under the Listing Rules).

### **INFORMATION OF THE PURCHASER**

The Purchaser is a company established in Malaysia and is an indirect wholly-owned subsidiary of the Company. It is a building construction contractor focusing on the provision of building construction services.

### **REASONS FOR AND BENEFITS OF THE ACQUISITION**

According to the announcement of the Company dated 31 March 2023, the Company intended to use HK\$12,058,000 raised from the Share Offer for the acquisition of land and construction of a warehouse in order to fulfill the needs to store the Group's machinery and equipment for maintenance and storage purposes when they are returned from project sites upon completion of the projects. The Acquisition is to accomplish the above purpose.

The Land can be used to construct warehouse facilities to store the Group's machinery and equipment for maintenance and storage purposes, and can provide storage capability to the Group. Further, the Land is sizeable and hence allows room for further expansion if needed.

Having taken into account the above reasons and benefits, the Directors (including the independent non-executive Directors) consider that, the terms of the Sale and Purchase Agreement (including the Purchase Price) are on normal commercial terms and are fair and reasonable, and the entering into of the Sale and Purchase Agreement is in the interests of the Company and the Shareholders as a whole.

## **IMPLICATIONS UNDER THE LISTING RULES**

As one or more of the applicable percentage ratio(s) (as defined under the Listing Rules) in respect of the Acquisition is/are more than 5% but less than 25%, the entering into of the Sale and Purchase Agreement constitutes a discloseable transaction on the part of the Company under the Listing Rules, and is subject to the reporting and announcement requirements but exempt from the Shareholders' approval requirement under Chapter 14 of the Listing Rules.

**Completion of the Acquisition is subject to the fulfillment of the conditions precedent set out in the Sale and Purchase Agreement and therefore the Acquisition may or may not proceed. Shareholders and potential investors of the Company are advised to exercise caution when dealing in the Shares.**

## **DEFINITIONS**

In this announcement, unless the context otherwise requires, the following words and expressions shall have the following meanings when used herein:

“Acquisition”	the acquisition of the Land by the Purchaser from the Vendor pursuant to the terms and conditions of the Sale and Purchase Agreement
“Board”	the board of Directors
“Company”	Rimbaco Group Global Limited, a company incorporated in the Cayman Islands with limited liability and the Shares of which are listed on the Main Board of the Stock Exchange (Stock code: 1953)
“Conversion Rate”	approximately RM1 to HK\$1.7124
“Director(s)”	the director(s) of the Company
“Due Date”	three (3) months from the date of the Sale and Purchase Agreement
“Extended Due Date”	one (1) month from the expiry of the Due Date
“Group”	the Company and its subsidiaries

“Hong Kong”	the Hong Kong Special Administrative Region of the People’s Republic of China
“HK\$”	Hong Kong dollars, the lawful currency of Hong Kong
“Independent Third Parties”	any person or company and their respective ultimate beneficial owner(s), to the best of the Directors’ knowledge, information and belief, after having made all reasonable enquiries, are not connected persons of the Company and are third parties independent of the Company and its connected persons in accordance with the Listing Rules
“Land”	a freehold land situated at H.S.(D) 50823, Lot No. 20184, Mukim 12, Daerah Seberang Perai Selatan, Negeri Pulau Pinang, Malaysia measuring approximately 7,578 square metres
“Latest Practicable Date”	5 June 2023, being the latest practicable date prior to the issuance of this announcement
“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange of Hong Kong Limited
“Placing”	has the meaning ascribed to it in the Prospectus
“Prospectus”	the prospectus of the Company dated 14 April 2020
“Public Offer”	has the meaning ascribed to it in the Prospectus
“Purchase Price”	an aggregate sum of RM5,546,692.00 (equivalent to approximately HK\$9,498,155.38, at Conversion Rate as at the Latest Practicable Date), being the consideration for the Acquisition
“Purchaser”	Rimbaco Sdn. Bhd., (Company No: 198501013790 [146246-V]), a company incorporated in Malaysia with its registered office at 309-E, 1st. Floor, Silver Square, Perak Road, 10150 Georgetown Penang, Malaysia and an indirect wholly-owned subsidiary of the Company
“RM”	Malaysian ringgit, the lawful currency of Malaysia
“Sale and Purchase Agreement”	the conditional sale and purchase agreement dated 6 June 2023 and entered into between the Purchaser and the Vendor in relation to the Acquisition

“Share Offer”	the Public Offer and the Placing
“Share(s)”	ordinary share(s) in the share capital of the Company
“Shareholder(s)”	holder(s) of the issued Share(s)
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“Vendor”	Hexablue Sdn. Bhd. (Company No.: 202101018894 [1419194-V]), a company incorporated in Malaysia with its registered address at No. 11A, 1st Floor, Jalan Sungai Bakap, Pusat Perniagaan Seri Aman, 14200 Sungai Bakap, Pulau Pinang, Malaysia
“%”	per cent

For and on behalf of  
**Rimbaco Group Global Limited**  
**Low Seah Sun**  
*Chairman*

Hong Kong, 6 June 2023

*As at the date of this announcement, the executive Directors of the Company are Mr. Low Seah Sun, Mr. Low Wui Linn, Ms. Seah Peet Hwah, Mr. Cheang Wye Keong and Mr. Lau Ah Cheng, the non-executive Director of the Company is Mr. Tong Kai Tak and the independent non-executive Directors are Mr. Ng Kok Seng, Mr. Wong Chi Wai and Ms. Yeo Chew Yen Mary.*

*For the purpose of illustration only and unless otherwise stated, conversion of RM into HK\$ in this announcement is based on the Conversion Rate of RM1 to HK\$1.7124. Such conversion should not be construed as a representation that any amount has been, could have been, or may be, exchanged at this or any other rate.*