

8common signs binding agreement to sell remaining 90% of Realtors8 for A\$4.09m

- Purchase price of S\$4.23 million (approximately A\$4.09 million);
- Purchase consideration paid in 2 tranches via the issuance of up to 52,427,325 Cludaron Group Berhad (listed in Bursa Malaysia CLOUD:MK) shares valued at MYR12.58 million.

8common Limited (ASX: 8CO) (Company) is pleased to announce it has signed a binding Sale and Purchase Agreement to sell the remaining 90% of its shares in Realtors8 Pte Ltd and its subsidiaries for a total consideration of MYR12.58 million or approximately A\$4.09 million, to Cludaron Pte Ltd (Cludaron).

Under the terms of the agreement – assuming all conditions are met, 8common will sell 27.45 million shares of Realtors8, representing 90% equity interest in Realtors8, for a total consideration of MYR12.59 million or approximately A\$4.09 million, which shall be satisfied *via* the issuance of 52,427,325 Cludaron Group Berhad Shares at an issue price of MYR0.24 per Consideration Share in 2 tranches as follows:

Tranche 1: Approximately A\$3.07 million (approximately RM9,459,228) *vide* the issuance of 39,413,450 within 7 Business Days after the Completion Date in accordance with the terms of the Realtors8 SPA. SGD\$1.59 million (approximately A\$1.53 million) of the shares will be placed under a voluntary escrow for a period of 24 months from the issue date; and

Tranche 2: Approximately A\$1.02 million (approximately RM3,123,330) *vide* the issuance of 13,013,875 within 7 Business Days after the date of the Statement of EBITDA Calculation, subject to the EBITDA Guarantee and adjustments in accordance with the terms of the Realtors8 SPA.

The EBITDA Guarantee provided by 8common is that the combined EBITDA of Realtors8 Group for the FYE March 2019 and 31 March 2020 shall be at least S\$1,050,000, with a minimum EBITDA of not less than S\$400,000 for each financial year.

The transaction is expected to be completed by the 2nd quarter of 2018. Upon completion of the transaction, Realtors8 will be a wholly-owned subsidiary of Cludaron Group Berhad.

This follows the earlier announcement on 6 November, 2018 which disclosed the completion of the sale of a 10% interest in realtors8 to Cludaron for SGD\$470,000 in cash, valuing Realtors8 at SGD\$4,700,000.

The transaction follows 8common's decision to designate the realtors8 business unit as an asset for sale. The divestment follows 8common's decision to reposition itself to focus on the significant opportunity in its expense8 business, a leading Credit Card Application, Travel and



Expense Management platform and other complementary fin-tech applications including AI, Blockchain and Payments.

Commenting on the sale, 8common Executive Chairman Nic Lim said:

“We look forward to becoming a shareholder of Clouaron Group Berhad and continue our journey with Realtors8 and its awesome team and clients in partnership with CJ and his team. We are very excited with what is in store”.

Commenting on the investment, Clouaron Group Bhd Managing Director Ong Chang Jeh said:

“This marks an important milestone for Clouaron as this acquisition expands our customer reach into North America. The Realtors8 platform also deepens our product bench to be able to deliver solutions to Real Estate agents and other professionals including those in the fintech space. Aside from that, our recent developments in areas of AI and chatbots has already benefited Realtors8 with the recent launch of its CP3 platform.”

For further information please contact:

Nic Lim

Executive Chairman

E: nic@8common.com

About 8common Limited

8common is listed on the Australian Securities Exchange (ASX:8CO). As a global software product company capturing Asian growth, 8common delivers productivity and performance software to enterprises and professionals globally. In its core markets of Australia and North America, its clients include government agencies, large corporates, multi-nationals and thousands of individual professionals.

www.8common.com

About Clouaron Group Berhad

Clouaron is listed on the Bursa Malaysia (CLOUD:MK). Clouaron was established to develop and deliver a holistic, next-gen platform to enable clients to transform from a legacy or traditional computing to cloud computing environments. It offers infrastructure and solution transformation, workspace transformation and cyber security, and serves over 150 companies throughout the Asia Pacific region with more than one million end-users.

www.clouaron.com