

ASX Announcement

21 July 2015

The Manager Companies
ASX Limited
20 Bridge Street
SYDNEY NSW 2000

Dear Madam,

**Global Property Strategic Alliance Pte Ltd
to restructure and spin-off
part of its real estate agency business in Singapore**

Following the announcement made by the Company on 29 May 2015 the Directors of GPS Alliance Holdings Limited (**'GPS' or 'the Company'**) are pleased to announce that its wholly owned subsidiary Global Property Strategic Alliance Pte Ltd (**'GPSA'**) together with MORE Property Pte Ltd (**'MORE'**) a company incorporated in Singapore together as vendors have entered into a conditional sale and purchase agreement (**'SPA'**) with Asia-Pacific Strategic Investments Limited (**'APSI'**) a company incorporated in Singapore and listed on the Singapore Exchange Securities Trading Limited for the sale of the issue capital in a newly incorporated company by GPSA and MORE.

Highlights of the transaction:

Sale and purchase of shares

The vendors incorporated Global Alliance Property Pte Ltd (**'GA'**) with an issued capital of 2,750 ordinary shares representing the entire issued and paid up share capital with GPSA holding 70.91% and MORE 29.09%. After the vendors satisfying the preconditions set out on the SPA 100% of the issue capital in GA will be transferred to APSI.

Consideration

The total consideration payable by APSI on completion is SGD\$2,750,000 made up of SGD\$1,250,000 in cash and SGD\$1,500,000 in ordinary shares in the capital of APSI.

- GPSA proportion of the consideration is SGD\$910,000 in cash; and
- The allotment of ordinary shares in the issue capital of APSI equivalent to SGD\$1,040,000. The issue price per consideration share shall be 90% of the volume weighted average price of the shares for the five-day period preceding the date on which the conditions precedent are met.

The consideration shares received by GPSA would remain on escrow for a period of 12 months from completion of the SPA.

Global Alliance Property Pte Ltd

The vendors are required to complete a Pre-Completion restructuring of the business and operations of GA including but not limited to obtaining an estate's agent licence, the transfer of certain assets and liabilities, the assignment of an advertising agreement and the lease underlying the property to GA and the transfer of approximately 800 salespersons being registered to act as salesperson for GA.

Management Agreement

In addition to the consideration above, GPSA and GA will enter into a Management Agreement for a period of 24 months from completion date earning GPSA a management fee of 10% of the profit before tax in GA excluding the management fee. The agreement can be extended by another 24 months under certain conditions.

Completion of the SPA with APSI is conditional on the satisfaction of a number of conditions, including:

- (a) Completion of the business restructuring;
- (b) Completion of the due diligence by APSI on Global Alliance Property Pte Ltd;
- (c) all necessary shareholder approval, if required under the ASX Listing Rules and the Corporations Act;
- (d) The approval of APSI shareholders (if required).
- (e) All necessary approvals, consents and waivers of any government bodies, stock exchange and other regulatory authority having jurisdiction over the transactions and all other transaction contemplated in this Agreement.

The transaction is being entered into as an arms-length commercial transaction and GPS and its directors have no pre-existing relationship with APSI.

The disposal of GA improves the financial position of GPS and allows the Group to concentrate on its other existing businesses such as new Kempas project reported to the market during the month of June 2015 and is expected to have a positive return to the Group as follows:

- (a) An expected financial gain on disposal;
- (b) Improvement on the group short-terms profitability;
- (c) it enables the Group to focus on property development, management and consultation.

For and on behalf of the Board.

Tan Thiam Hee
Chairman
GPS Alliance Holdings Limited

Marcelo Mora
Company Secretary
GPS Alliance Holdings Limited