

MULTIPLE PROPOSALS K-ONE TECHNOLOGY BERHAD ("K-ONE TECH" OR "COMPANY") (I) PROPOSED ACQUISITION OF 60% EQUITY INTEREST IN G-ASIAPACIFIC SDN BHD; (II) PROPOSED CALL/PUT OPTIONS; (III) PROPOSED DIVERSIFICATION; (IV) PROPOSED BONUS ISSUE OF SHARES; AND (V) PROPOSED FREE WARRANTS ISSUE (COLLECTIVELY REFERRED TO AS "PROPOSALS")

K-ONE TECHNOLOGY BERHAD

Type	Announcement
Subject	MULTIPLE PROPOSALS
Description	K-ONE TECHNOLOGY BERHAD ("K-ONE TECH" OR "COMPANY") (I) PROPOSED ACQUISITION OF 60% EQUITY INTEREST IN G-ASIAPACIFIC SDN BHD; (II) PROPOSED CALL/PUT OPTIONS; (III) PROPOSED DIVERSIFICATION; (IV) PROPOSED BONUS ISSUE OF SHARES; AND (V) PROPOSED FREE WARRANTS ISSUE (COLLECTIVELY REFERRED TO AS "PROPOSALS")

On behalf of the Board of Directors of K-One Tech ("**Board**"), Kenanga Investment Bank Berhad ("**Kenanga IB**") wishes to announce that the Company had on 27 August 2018 entered into the following:

(i) a conditional share sale agreement ("**SSA**") with Goh Kiang Kiat, Goh Kiang Kian and Chen Kak Toong ("**Vendors**", collectively) for the proposed acquisition of 600,000 ordinary shares in G-AsiaPacific Sdn Bhd ("**GAP**") ("**GAP Shares**" or "**Sale Shares**"), representing 60% equity interest in GAP, for a purchase consideration of RM20,400,000 ("**Purchase Consideration**"), to be fully satisfied in cash ("**Proposed Acquisition**");

(ii) call option agreement and put option agreement with the Vendors (being the shareholders of GAP, collectively holding 40% equity interest after the Proposed Acquisition) ("**Call/Put Options Agreements**") for the following:

(a) the granting by the Vendors of a call option for the Company to acquire all the remaining equity interest in GAP held by the Vendors ("**Option Shares**") ("**Call Option**"); and

(b) the granting by the Company of a put option for the Vendors to sell all the remaining equity interest in GAP to the Company ("**Put Option**").

(The Call Option and Put Option are collectively referred to as the "**Proposed Call/Put Options**").

In conjunction with the Proposed Acquisition, the Company proposes to undertake a proposed diversification of the principal activities of the Company and its subsidiaries ("**K-One Group**" or "**Group**") to include provision of cloud computing solutions and its related services ("**Cloud Computing Solutions Business**") ("**Proposed Diversification**") as the Company envisages that the eventual contribution arising from the Proposed Acquisition will be more than 25% of the net profits of the Group and as such will result in a diversification of the Group's existing core business.

In addition to the above, on behalf of the Board, Kenanga IB wishes to announce that the Company proposes to undertake the following:

(i) bonus issue of up to 130,288,864 new ordinary shares in K-One Tech (“**K-One Tech Shares**” or “**Shares**”) (“**Bonus Shares**”) on the basis of 1 Bonus Share for every 5 existing Shares held on an entitlement date to be determined and announced later (“**Entitlement Date**”) (“**Proposed Bonus Issue of Shares**”); and

(ii) proposed free warrants issue of up to 195,433,296 warrants (“**Warrants**”) on the basis of 1 Warrant for every 4 existing Shares held on an Entitlement Date (“**Proposed Free Warrants Issue**”).

Please refer to the attachment for further details of the Proposals.

This announcement is dated 27 August 2018.

Please refer attachment below.

Attachments

[K-ONE TECH Announcement_final.pdf](#)
1010.9 kB

Announcement Info

Company Name	K-ONE TECHNOLOGY BERHAD
Stock Name	K1
Date Announced	27 Aug 2018
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