

RNS Disposal

## PROPOSED JOINT VENTURE WITH SUPER APPS

### [MOBILITYONE LIMITED](#)

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*Prior to publication, the information contained within this announcement was deemed by the Group to constitute inside information for the purposes of Regulation 11 of the Market Abuse (Amendment) (EU Exit) Regulations 2019/310. With the publication of this announcement, this information is now considered to be in the public domain.*

19 October 2022

**MobilityOne Limited**  
("MobilityOne", the "Company" or the "Group")

#### **Proposed Disposal of OneShop Retail Sdn Bhd and Proposed Joint Venture with Super Apps Holdings Sdn Bhd to expand e-products and services business**

MobilityOne (AIM: MBO), the e-commerce infrastructure payment solutions and platform provider, is pleased to announce that MobilityOne Sdn Bhd ("**M1 Malaysia**"), the Group's wholly-owned operating subsidiary in Malaysia, has today entered into a series of conditional agreements with Super Apps Holdings Sdn Bhd ("**Super Apps**") in order to establish a new joint venture to expand the Group's e-products and services business initially in Malaysia.

#### **Highlights**

- Share Sale Agreement ("**SSA**") entered into between M1 Malaysia and Super Apps for the disposal by M1 Malaysia of a 60% shareholding in the Group's wholly-owned non-core subsidiary OneShop Retail Sdn Bhd ("**1Shop**") to Super Apps (together the "**Proposed Disposal**");
- Joint-Venture cum Shareholders Agreement ("**JVA**") entered into between M1 Malaysia, Super Apps and 1Shop (together the "**Proposed Joint Venture**");
- The Proposed Disposal and Proposed Joint Venture are inter-conditional;
- The Proposed Disposal is subject to the completion of a merger exercise between Technology & Telecommunication Acquisition Corporation ("**TETE**") and Super Apps (together the "**Merger Exercise**");
- Following the completion of the Proposed Disposal, the Group is expected to receive cash proceeds of RM40.0 million (c. £7.53 million) and RM20.0 million (c. £3.76 million) within 14 days and 180 days respectively of completion of the Merger Exercise; and
- The Merger Exercise between TETE and Super Apps is expected to complete by 31 December 2022.

**Dato' Hussain A Rahman, CEO of MobilityOne, commented:** *"While there can be no guarantee that the Proposed Disposal and Proposed Joint Venture can be completed, noting that both events are conditional on the completion of the Merger Exercise, which is out of the Group's control, the entry into the series of conditional agreements today is expected to positively contribute to the future growth prospects of the Group. As outlined in the Group's half-yearly report published at the end of September, the Group is cautious on the outlook for the*

*remainder of 2022 and partnerships with parties in complementary businesses was identified as a future growth strategy. So we are pleased to be making steps to execute on this partnership strategy."*

Subject to the relevant conditions precedent being satisfied, as outlined in this announcement, the Group intends to apply the expected cash proceeds from the Proposed Disposal and Proposed Joint Venture into the expansion of the Group's existing e-payments business in Malaysia and supporting the general working capital purposes of the Group.

### **Proposed Disposal**

1Shop, which is incorporated in Malaysia and is a wholly-owned subsidiary of M1 Malaysia is currently focused on retail sales of consumer products. In the financial year ended 31 December 2021, 1Shop reported revenues of RM13,007 (equivalent to c. £2,449) and generated a loss before tax of RM6,024 (equivalent to c. £1,134).

In light of 1Shop's access to M1 Malaysia's network of licenses as well as being a non-core subsidiary, the Directors of the Group have selected 1Shop to be the joint venture vehicle with Super Apps pursuant to the Proposed Disposal and the Proposed Joint Venture.

Accordingly, pursuant to the terms of the Proposed Disposal and subject to the completion of the Merger Exercise, Super Apps shall pay M1 Malaysia the following consideration:

- (i) RM40.0 million (equivalent to c. £7.53 million) in cash within 14 days upon completion of the Merger Exercise; and
- (ii) RM20.0 million (equivalent to c. £3.76 million) in cash within 180 days upon completion of the Merger Exercise.

### **Proposed Joint Venture**

Following completion of the Proposed Disposal, pursuant to the terms of the Proposed Joint Venture, M1 Malaysia undertakes to provide the necessary technical and business support to 1Shop. In addition, as part of the terms of the Proposed Joint Venture, M1 Malaysia guarantees that 1Shop will achieve revenues of at least RM560.0 million (equivalent to c. £104.5 million) in the financial year ending 31 December 2023 or any other period as mutually agreed (the "**Revenue Target**"). In order to achieve the Revenue Target, Super Apps undertakes to provide all the necessary working capital requirements of 1Shop. This will be supplemented through Super Apps, in conjunction with 1Shop, collaborating with other organisations such as MYISCO Sdn. Bhd., a wholly owned subsidiary of MyAngkasa Digital Services Sdn. Bhd. and the collaboration partner of Super Apps. While the Proposed Joint Venture will make use of M1 Malaysia's proprietary payment ecosystem, it is expected that the strategy to achieve the Revenue Target will not have a material impact on the Group's existing activities.

Pursuant to the terms of the Proposed Joint Venture, in consideration of M1 Malaysia's undertakings and guarantee of achieving the Revenue Target, Super Apps shall procure TETE to issue shares in TETE (the "**TETE Shares**") to a stakeholder to be mutually agreed by M1 Malaysia and Super Apps with aggregate value of RM20.0 million (equivalent to c. £3.76 million) within 14 days upon completion of the Merger Exercise.

The issue price for the TETE Shares to the stakeholder will be determined at a later date and in any event shall be the same as the issue price for the TETE Shares to be issued to the shareholders of Super Apps pursuant to the Merger Exercise. M1 Malaysia will only be entitled to receive the TETE Shares from the stakeholder following 1Shop achieving the Revenue Target.

Following M1 Malaysia satisfying the relevant conditions precedent in respect of the Proposed Joint Venture, namely achieving the Revenue Target following completion of the Merger Exercise and the Proposed Disposal, it is expected that the Group will divest its TETE Shares.

### **Conditionality of the Proposed Disposal and Proposed Joint Venture**

The Merger Exercise is expected to be completed by 31 December 2022. The Merger Exercise is not conditional on the Proposed Disposal and/or the Proposed Joint Venture.

However, in the event that the Merger Exercise does not complete, the Proposed Disposal and Proposed Joint Venture will be terminated, and Super Apps will return the 60% interest in 1Shop to M1 Malaysia (effectively reversing the Proposed Disposal).

Accordingly, the Proposed Disposal and the Proposed Joint Venture are conditional on the Merger Exercise completing - which the Group has no control over. Therefore, there can be no guarantee that M1 Malaysia will

receive the consideration in respect of the Proposed Disposal and/or the Proposed Joint Venture.

On the other hand, in the event that the Merger Exercise completes, but the Revenue Target is not achieved, the Proposed Disposal will not terminate, however, M1 Malaysia will no longer be entitled to the TETE Shares.

### **Background to Super Apps and the Proposed Joint Venture**

Super Apps is incorporated in Malaysia and is currently dormant. Super Apps has a business strategy to collaborate with companies that are involved in the e-products and services sector (together the "**Business Strategy**"). As a result of M1 Malaysia's established track record in the e-products and services sector (including licence authorisations), Super Apps has identified M1 Malaysia as a joint venture partner to expand the Business Strategy in Malaysia and other countries.

The shareholders of Super Apps are Bradbury Private Investment XVIII Inc (60%) ("**Bradbury**") and Mr Wan Heng Chee (40%). The directors of Super Apps are Mr Wan Heng Chee, Tan Sri Suleiman Bin Mohamed, Mr Ah Kow @ Han Yek Yong and Mr Loo See Yuan (Lu SiYuan). Bradbury is incorporated in the British Virgin Islands and its ultimate shareholder is Mr Loo See Yuan (Lu SiYuan). Mr Wan Heng Chee, a Malaysian, has been in business development and has significant business contacts in Malaysia. Mr Loo See Yuan (Lu SiYuan), a Singaporean, is the chief executive officer of an asset management company.

### **Background to TETE**

TETE is listed on the Nasdaq Global Market as a special purpose acquisition company. On 20 January 2022, TETE raised a total net proceeds of US\$116.725 million from its initial public offering and private placement. TETE's original intention at the time of listing was to identify and acquire companies in the technology and telecommunications sector in Malaysia (the "**TETE Strategy**"). Pursuant to the Form 10-Q published by TETE on 28 September 2022, TETE's unaudited net assets as at 31 August 2022 were US\$117.9 million and for the nine months ended 31 August 2022 TETE generated a loss from operations of US\$0.3 million.

As part of realising the TETE Strategy, TETE has identified Super Apps as a merger target in view of its business strategy.

For further information, please contact:

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### **About the Group:**

MobilityOne provides e-commerce infrastructure payment solutions and platforms through its proprietary technology solutions. The Group has developed an end-to-end e-commerce solution which connects various service providers across several industries such as banking, telecommunication and transportation through multiple distribution devices including EDC terminals, mobile devices, automated teller machines ("ATM") and internet banking. The Group's technology platform is flexible, scalable and designed to facilitate cash, debit card and credit card transactions from multiple devices while controlling and monitoring the distribution of different products and services.

For more information, refer to our website at [www.mobilityone.com.my](http://www.mobilityone.com.my)

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