

## ASSET ACQUISITIONS AND DISPOSALS::PROPOSED ACQUISITION OF SHARES IN A2B AUSTRALIA BY WAY OF A SCHEME OF ARRANGEMENT

### Issuer & Securities

#### Issuer/ Manager

COMFORTDELGRO CORPORATION LIMITED

#### Securities

COMFORTDELGRO CORPORATION LTD - SG1N31909426 - C52

#### Stapled Security

No

### Announcement Details

#### Announcement Title

Asset Acquisitions and Disposals

#### Date & Time of Broadcast

22-Dec-2023 07:52:16

#### Status

New

#### Announcement Sub Title

Proposed Acquisition of Shares in A2B Australia by way of a Scheme of Arrangement

#### Announcement Reference

SG231222OTHR57ZH

#### Submitted By (Co./ Ind. Name)

Angeline Joyce Lee Siang Pohr

#### Designation

Company Secretary

#### Description (Please provide a detailed description of the event in the box below)

Please see attached.

### Attachments

[CDG SGX ANNOUNCEMENT for release on 22Dec2023.pdf](#)

[CDG-A2B Singapore Media Release - 21.12.pdf](#)

[CDG-A2B Australia Media Release 21.12.pdf](#)

Total size = 1118K MB



**COMFORTDELGRO CORPORATION LIMITED**

(Company Registration No. 200300002K)

(Incorporated in the Republic of Singapore)

---

**PROPOSED ACQUISITION OF SHARES IN  
A2B AUSTRALIA LIMITED  
BY WAY OF A SCHEME OF ARRANGEMENT**

---

**1. INTRODUCTION**

**1.1 The Proposed Transaction**

ComfortDelGro Corporation Limited (the "**Company**") and together with its subsidiaries, the "**Group**") wishes to announce the proposed acquisition by its direct, wholly-owned subsidiary, ComfortDelGro Corporation Australia Pty Ltd ("**CDC**") or its nominee (being a wholly owned subsidiary of CDC) (the "**Offeror**"), of all the issued ordinary shares in the capital of A2B Australia Limited (ASX: A2B) ("**A2B**" and such shares, the "**A2B Shares**") that the Group does not already own by way of a scheme of arrangement (the "**Scheme**") under Part 5.1 of the *Corporations Act 2001* (Cth) of Australia (the "**Corporations Act**") (such acquisition, the "**Proposed Transaction**"). Currently, the Company and another of its wholly-owned subsidiary incorporated in Australia, Swan Taxis Pty Ltd collectively hold 9.25% of the shares in the capital of A2B.

For further details on the Proposed Transaction and the Scheme, please refer to the announcement released today by the Company and Offeror titled "ComfortDelGro Announces Agreement to Acquire ASX-Listed A2B Australia Limited" (the "**Media Announcement**"), which is attached and a copy of which is available on the website of the Singapore Exchange Securities Trading Limited ("**SGX-ST**") at [www.sgx.com](http://www.sgx.com).

**1.2 Chapter 10 of the Listing Manual**

This Announcement is based on the provisions of Chapter 10 of the listing manual of the SGX-ST ("**Listing Manual**").

**2. INFORMATION ON A2B**

**2.1 A2B and its Principal Activities**

A2B is listed on the Australian Securities Exchange. A2B's principal activities are to facilitate taxi bookings, trips, and payments. A2B's offerings include taxi brands "13cabs" and "Silver Service" and payment solution "Cabcharge".

**2.2 A2B's Business Structure**

A2B is one of the leading integrated P2P personal mobility businesses in Australia. The scale, reach and proven value proposition to drivers and passengers have assisted in A2B becoming the clear number two player in the domestic personal

transport market, behind Uber and ahead of all other providers. A2B's operations can be broadly split into the B2C and B2B business segments. The B2C business segment captures the mobility services segment providing taxi network services generating network subscription revenue under the 13cabs and Silver Service brands. The B2B segment summarises the payments, equipment and corporate services providing end-to-end taxi fares payment processing as well as facilitating taxi drivers access to a taxi management software. A2B has more than 8,000 affiliated taxis with the 13cabs and Silver Service brands and approximately 18,000 taxis that have the Cabcharge payment system installed, processing more than A\$850 million in taxi fares per year.

The B2C segment generated A\$90.6 million in revenue and A\$11.0 million in EBITDA for the financial year 2023 while the revenue and EBITDA of the B2B segment were A\$61.1 million and A\$9.1 million respectively. The majority of revenues is generated in Australia, while A2B also generates B2B revenues with its Mobile Technologies International (MTI) internationally.

### 2.3 Board of Directors of A2B

As at the date of this Announcement (the "**Announcement Date**"), the board of directors of A2B comprises the following:

- (a) Mr Mark Richard Bayliss;
- (b) Mr Clifford Johann Rosenberg;
- (c) Ms Jennifer Anne Horrigan; and
- (d) Mr Brent Cubis.

### 2.4 Share Capital of A2B

As at the Announcement Date, A2B has:

- (a) 122,285,271 A2B Shares (the "**Current A2B Share Capital**"); and
- (b) 3,200,000 performance rights issued under long term incentive plans operated by A2B, pursuant to which up to a maximum of 3,200,000 A2B Shares may be issued and/or transferred to the eligible employees of the A2B Group (subject to the fulfilment or waiver of the terms and conditions set out in the A2B long term incentive plans).

## 3. **THE PROPOSED TRANSACTION AND THE SCHEME**

### 3.1 Scheme Conditions

In connection with the Proposed Transaction, the Company, the Offeror and A2B (collectively, the "**Parties**") have today entered into a scheme implementation agreement (the "**Implementation Agreement**") setting out the terms and conditions on which the Parties will implement the Scheme.

The Scheme is conditional upon the satisfaction (or, where applicable, the waiver) of certain customary conditions (the "**Scheme Conditions**") including A2B

Shareholders' approval and Court approval as set out in the Implementation Agreement.

In addition, the Scheme shall be conditional upon the Australian Competition and Consumer Commission ("**ACCC**") issuing a written notice to the Offeror that there is no requirement of a public review or that the ACCC will not intervene to prevent the Proposed Transaction either on an unconditional basis or on such conditions acceptable to the Offeror.

Pursuant to the Implementation Agreement, and subject to the Scheme becoming effective in accordance with its terms, all the A2B Shares held by the shareholders of A2B (other than the Company, the Offeror, and each subsidiary of the Company and each person who holds A2B Shares exclusively on behalf of, or for the benefit, of any of them) as at 7 p.m. on the second business day following the date that the Scheme becomes effective (the "**Eligible Shareholders**" and each, an "**Eligible Shareholder**") will be transferred to the Offeror:

- (a) fully paid-up;
- (b) free from any encumbrances; and
- (c) together with all rights, benefits and entitlements attaching thereto as at the date of this Announcement and thereafter attaching thereto.

### 3.2 Scheme Consideration

In accordance with the terms of the Scheme, subject to the satisfaction and/or waiver (as the case may be) of all the Scheme Conditions, all the Eligible Shareholders shall be entitled to receive, for each A2B Share a sum of A\$1.45 in cash (the "**Scheme Consideration**"), which will exclude a special dividend of A\$0.60 per share announced today by A2B in respect of the net proceeds from the sale of certain properties and payable on 30 January, 2024.

## 4. **RATIONALE FOR AND BENEFITS OF THE PROPOSED TRANSACTION**

The Proposed Transaction presents a unique opportunity for the Company to acquire a portfolio of businesses in line with the Company's strategy to scale its point-to-point mobility business in Australia.

### 4.1 Acquisition of the A2B Shares pursuant to the Proposed Transaction

Based on the Group's audited consolidated financial statements for the financial year ended 31 December 2022 ("FY2022"), the relative figures in respect of the Proposed Transaction as computed on the applicable bases set out in Rule 1006 of the Listing Manual are as follows:

<b>Rule 1006</b>	<b>Bases</b>	<b>Relative Figures (%)</b>
(b)	The net profits attributable to the A2B Shares, compared with the Group's net profits.	2.60%

(c)	The aggregate value of the consideration given for the A2B Shares, compared with the Company's market capitalisation based on the total number of issued shares (excluding treasury shares).	5.02%
-----	--	-------

While the relative figures under Rule 1006(c) exceeds 5% based on the foreign exchange rate at close of business 21 December 2023, the Proposed Transaction has no material financial impact to the Group for the financial period ended 31 December 2023.

## 5. **FINANCIAL INFORMATION OF THE PROPOSED TRANSACTION**

### 5.1 Financial Information relating to A2B

The illustrative net asset value ("NAV") and net tangible asset ("NTA") value of A2B after completion of the Transaction based on the publicly released 30 June 2023 Financial Statements is S\$102.5 million and S\$64.5 million.

Based on the last closing price of A\$1.785<sup>1</sup> per A2B Share as of 21 December 2023 (being the last trading day on which the A2B Shares were traded prior to the Announcement Date), the latest available open market value of the A2B Shares is approximately A\$224 million.

The Company will finance the acquisition of the A2B Shares through various sources, including unutilised banking facilities and internal cash resources, factoring in market conditions.

### 5.2 Financial Information relating to the Company in respect of the Proposed Transaction

#### (a) NAV per share

The pro forma financial effects of the Proposed Transaction on the consolidated NAV per share of the Company as at 31 December 2022, assuming the Proposed Transaction had been effected on 31 December 2022, are as follows:

	<b>Before the Proposed Transaction</b>	<b>After the Proposed Transaction</b>
NAV (S\$ million) <sup>2</sup>	2,569	2,569
Number of issued shares of the Company (excluding treasury shares) ('000)	2,165,713	2,165,713
NAV per share (S\$)	1.19	1.19

<sup>1</sup> Per closing price on the ASX

<sup>2</sup> Equity attributable to shareholders of the Company

(b) Earnings Per Share

The pro forma financial effects of the Proposed Transaction on the consolidated Earnings Per Share ("**EPS**") of the Company as at 31 December 2022, assuming the Proposed Transaction had been effected on 1 January 2022, are as follows:

	<b>Before the Proposed Transaction</b>	<b>After the Proposed Transaction</b>
Profit After Tax (S\$ million) <sup>3</sup>	173.10	177.71
Weighted average number of issued shares of the Company (excluding treasury shares) ('000)	2,166,700	2,166,700
Earnings per share (Singapore cents)	7.99	8.20

*The financial effects as set out above are theoretical in nature and are therefore not necessarily indicative of the future financial position and earnings of the Company or the Group.*

The indicative exchange rate used for the purpose of this announcement is A\$1.00:S\$0.8973.

**6. INTERESTS OF DIRECTORS AND CONTROLLING SHAREHOLDERS**

- 6.1 As at the Announcement Date, save for Mr Russell Stephen Balding AO, an Independent Non-Executive Director of the Company who owns 40,000 shares in the capital of A2B, none of the directors or controlling shareholders of the Company has any interest, direct or indirect, in the Proposed Transaction, other than through their respective shareholdings and/or directorships in the Company, if any.

**7. NO DIRECTORS' SERVICE CONTRACTS**

- 7.1 No person is proposed to be appointed to the board of the Company as part of the Proposed Transaction or the Scheme, and no director's service contract is proposed to be entered into by the Company with any person in connection with the Proposed Transaction or the Scheme.

---

<sup>3</sup> Equity attributable to shareholders of the Company

**8. COMPANY'S ADVISORS**

- 8.1 The Company appointed Grant Samuel and Corrs Chambers Westgarth as its financial and legal advisors respectively for the Proposed Transaction.

**9. FURTHER ANNOUNCEMENTS**

- 9.1 The Company will make further announcements, in compliance with the requirements of the Listing Manual, as and when there are material developments in respect of the Scheme, the Implementation Agreement and/or other matters contemplated by this Announcement.

By Order of the Board  
Angeline Joyce Lee  
Company Secretary  
22 December 2023

## **COMFORTDELGRO ANNOUNCES AGREEMENT TO ACQUIRE ASX-LISTED A2B AUSTRALIA LIMITED**

- *Makes an offer for leading Australian personal transportation provider with more than 8,000 vehicles in its national network*
- *In line with its Group's strategy to scale its growing point-to-point mobility business and transform ComfortDelGro Corporation Australia into a multi-modal mobility player*

22 December 2023 - ComfortDelGro Corporation Limited today announced that its wholly owned subsidiary ComfortDelGro Corporation Australia Pty Ltd has entered into a binding Scheme Implementation Agreement (SIA) to acquire, either directly or through a wholly-owned subsidiary, all the shares of A2B Australia Limited (ASX: A2B) it does not already own for a cash offer price of A\$1.45 per share (excluding the payment by A2B of a special dividend of A\$0.60 per share announced by A2B) (Offer Price) pursuant to a court approved scheme of arrangement (Scheme). The Scheme Consideration values A2B's issued equity value (on a fully diluted basis) at A\$182 million (S\$163.3 million).

A2B, listed on the Australian Securities Exchange, is a leading Australian taxi network and a major technology and payment solutions provider for the personal transport industry. Its offerings include taxi services brands 13cabs and Silver Service, a leading taxi and booking dispatch platform, MTI, and the Cabcharge payment solution. ComfortDelGro Corporation Limited and its subsidiaries already own 9.25% of A2B's shares on a fully diluted basis.

The A2B Board of Directors has unanimously recommended that A2B's shareholders vote in favour of the Scheme and each of the A2B directors will vote the shares they control in favour of the Scheme, subject to no superior proposal and an Independent Expert concluding that the Scheme is in the best interest of A2B shareholders.

ComfortDelGro Managing Director / Group CEO, Mr Cheng Siak Kian, said: "This acquisition is in line with ComfortDelGro's strategy to scale our point-to-point mobility business in our key markets. As a leading taxi network in Australia, A2B is highly complementary to our business. Its



fundamentals are attractive, with a proven track record of expansion driven by underlying growth in customer demand and driver supply. It will also allow for diversification of our offerings in Australia, transforming ComfortDelGro Corporation Australia into a national multi-modal mobility player.”

ComfortDelGro Chairman, Mr Mark Greaves, said: “As a major long-term shareholder of A2B, and with our deep global transport experience, we are well placed in terms of capital and expertise to grow these assets, generating value and growth for our shareholders and enhancing connectivity for communities.”

A2B Executive Chairman Mr Mark Bayliss said: “While ComfortDelGro is one of the world’s largest land transport companies, it also has a long-standing relationship with A2B as a major shareholder. We therefore believe this transaction will further strengthen our A2B business as it is a great match of two remarkable companies offering complementary services and markets. We look forward to playing an integral role in Australia in the ComfortDelGro Group as they are committed to delivering best-in-class safe, reliable, inclusive, and sustainable transport for today and tomorrow. A vision well aligned with our own.”

## **Transaction Summary**

The aggregate consideration payable to acquire the remaining shares not owned by ComfortDelGro Corporation and its subsidiaries at the Offer Price of A\$1.45 per share is A\$165.1 million and will be funded through existing cash and bank facilities.

A2B announced today that it is paying a special dividend of A\$0.60 per share in respect of the net proceeds from the sale of certain properties. The dividend is expected to be paid on 30 January, 2024.

The transaction will be implemented by way of a scheme of arrangement, a court-supervised process under which a meeting of A2B shareholders will be held to vote on the transaction.

Key conditions of the Scheme include:

- A2B shareholder approval
- Australian court approval
- ASIC and ASX approval
- Clearance from the Australian Competition and Consumer Commission

- Independent Expert's Report concluding that the Scheme is in the best interest of A2B shareholders
- No material adverse change or prescribed occurrences (each defined in the SIA) occurring in relation to A2B
- Other conditions customary for a public transaction of this nature

The transaction is subject to regulatory approvals. The transaction is targeted for completion in the first half of 2024 and the A2B shareholder vote is expected to take place in late March 2024.

-----

For further clarification, please call:

### **ComfortDelGro Corporation**

Alancia Winnie Neo

Group Chief Branding & Communications Officer

[groupcorpcomms@comfortdelgro.com](mailto:groupcorpcomms@comfortdelgro.com)

### **Teneo Australia**

Nigel Kassulke

Managing Director, Teneo

[Nigel.Kassulke@teneo.com](mailto:Nigel.Kassulke@teneo.com)

Mobile: +61 407 904 874

### **Background**

#### **About ComfortDelGro Corporation**

ComfortDelGro is one of the world's largest land transport companies with a total fleet size of about 34,000 buses, taxis and rental vehicles. We also run 177km of light and heavy rail networks in Singapore and New Zealand and will operate another 33km in France come 2025. Our global operations span seven countries – Singapore, Australia, the United Kingdom, New Zealand, China, Ireland and Malaysia.

For five years in a row, from 2019 to 2023, ComfortDelGro has been included as a constituent of the Dow Jones Sustainability Indices Asia Pacific (DJSI Asia Pacific), reaffirming its position as a sustainability leader. It is one of five Singapore companies, and the only transport company in Singapore to have been included in the regional index.

**About ComfortDelGro Corporation Australia Pty Ltd (CDC)**

Since 2005, CDC has grown to become one of Australia’s largest bus operators across New South Wales, Victoria, the Australia Capital Territory, the Northern Territory and Queensland. CDC also operates non-emergency patient transport services in Victoria, New South Wales, and Western Australia. CDC employs over 4,800 people with a total fleet of over 4,000 vehicles nationally. Other ComfortDelGro businesses in Australia include Swan Taxis, the largest operator of taxis in Western Australia and an outdoor advertising company (Moove Media Australia) based in Victoria and New South Wales.

**About A2B Australia Limited**

Operating since 1976, over the past 40+ years A2B has grown to become a leading supplier of personal transportation services and solutions in Australia. For further information, please visit: <https://www.a2baustralia.com/>.

-----

## Media Release

Date: 22 December 2023

### **COMFORTDELGRO AUSTRALIA ANNOUNCES AGREEMENT TO ACQUIRE ASX-LISTED A2B AUSTRALIA LIMITED**

- *Makes an offer for leading Australian personal transportation provider with more than 8,000 vehicles in its national network*
- *In line with its Group's strategy to scale its growing point-to-point mobility business and transform ComfortDelGro Corporation Australia into a multi-modal mobility player*

ComfortDelGro Corporation Australia Pty Ltd (CDC) today announced that it has entered into a binding Scheme Implementation Agreement (SIA) to acquire all the shares of A2B Australia Limited (ASX: A2B) that the ComfortDelGro Group does not already own for a cash offer price of A\$1.45 per share (excluding the payment by A2B of a special dividend of A\$0.60 per share announced by A2B) (Offer Price) pursuant to a court approved scheme of arrangement (Scheme). The Scheme Consideration values A2B's issued equity value (on a fully diluted basis) at A\$182 million.

A2B, listed on the Australian Securities Exchange, is a leading Australian taxi network and a major technology and payment solutions provider for the personal transport industry. Its offerings include taxi services brands 13cabs and Silver Service, a leading taxi and booking dispatch platform, MTI, and the Cabcharge payment solution.

The A2B Board of Directors has unanimously recommended that A2B's shareholders vote in favour of the Scheme and each of the A2B directors will vote the shares they hold or have voting control over in favour of the Scheme, in each case subject to no superior proposal and an Independent Expert concluding that the Scheme is in the best interest of A2B shareholders.

ComfortDelGro Corporation Australia Chairman, Mr Russell Balding AO, said: "This acquisition is in line with ComfortDelGro's strategy to scale our point-to-point mobility

business in Australia. As a leading taxi network, A2B is highly complementary to our business. Its fundamentals are attractive, with a proven track record of expansion driven by underlying growth in customer demand and driver supply. It will also allow for diversification of our offerings in Australia, whilst at the same time, the proposal will deliver value to the shareholders of both companies.”

ComfortDelGro Corporation Australia Managing Director & CEO, Mr Nicholas Yap, said: “ComfortDelGro and A2B have a strong relationship that has been forged over many years. The complementary nature of the businesses will allow us to create a stronger company that will provide Australian customers with access to new transport innovations, technology, and efficiencies from ComfortDelGro’s global network.”

A2B Executive Chairman Mr Mark Bayliss said: “ComfortDelGro Corporation Australia, through its parent company ComfortDelGro Corporation, has a long-standing relationship with A2B and is a major shareholder. We believe this transaction will further strengthen our A2B business as it is a great match of two remarkable companies offering complementary services and markets. We look forward to playing an integral role in Australia in the ComfortDelGro Group, one of the world’s largest land transport companies. They are committed to delivering best-in-class safe, reliable, inclusive, and sustainable transport for today and tomorrow. A vision well aligned with our own.”

### **Transaction Summary**

A2B announced today that it is paying a special dividend of A\$0.60 per share in respect of the net proceeds from the sale of certain properties. The dividend is expected to be paid on 30 January, 2024.

The Offer Price of A\$1.45 per share represents a 31% premium to the 3-month volume weighted average share price, after adjusting the share price by deducting the special dividend of A\$0.60 per share.

The transaction will be implemented by way of a scheme of arrangement, a court-supervised process under which a meeting of A2B shareholders will be held to vote on the transaction.

Key conditions of the Scheme include:

- A2B shareholder approval
- Australian court approval
- ASIC and ASX approval
- Clearance from the Australian Competition and Consumer Commission
- Independent Expert's Report concluding that the Scheme is in the best interest of A2B shareholders
- No material adverse change or prescribed occurrences (each defined in the SIA) occurring in relation to A2B
- Other conditions customary for a public transaction of this nature

The transaction is also subject to regulatory approvals. The transaction is targeted for completion in the first half of 2024 and the A2B shareholder vote is expected to take place in late March 2024.

## **Contacts**

For any further information, please contact:

### **ComfortDelGro Corporation Australia**

Julie Tan

General Manager, Brand and Marketing, ComfortDelGro Australia

[julie.tan@cdcbus.com.au](mailto:julie.tan@cdcbus.com.au)

Mobile: +61 411 060 168

## **Background**

### **About ComfortDelGro Corporation Australia (CDC)**

ComfortDelGro Corporation Australia (CDC) is one of the largest land transport operators in Australia. Our parent company is ComfortDelGro Corporation Limited, a global transportation company listed on the Singapore Stock Exchange and is one of the world's largest land transport companies. The ComfortDelGro Group's operations extend from the United Kingdom, Singapore, New Zealand and Ireland to Australia, Malaysia, and China, with a combined fleet of about 34,000 vehicles.

In Australia, the ComfortDelGro Group has steadily grown since 2005 and today, we operate in six States and Territories. We operate public and charter bus services in New South Wales, Victoria, the Australian Capital Territory, the Northern Territory and Queensland. Other ComfortDelGro businesses in Australia include a taxi network service provider (Swan Taxis) based in Perth, non-emergency patient transport services (National Patient Transport) in Victoria, New South Wales and Western Australia and an outdoor advertising company (Moove Media) based in Victoria and New South Wales.

**About A2B Australia Limited**

Operating since 1976, over the past 40+ years A2B has grown to become a leading supplier of personal transportation services and solutions in Australia. For further information, please visit: <https://www.a2baustralia.com/>.

-----