

PROPOSED RENOUNCEABLE NON-UNDERWRITTEN RIGHTS ISSUE
– INTENTION OF SUBSTANTIAL SHAREHOLDERS AND DIRECTORS

Unless otherwise defined, all terms and references used herein shall bear the same meanings ascribed to them in the Rights Issue Announcements (as defined below).

1. INTRODUCTION

The Board refers to the announcements dated 10 October 2022, 2 November 2022, 8 November 2022 and 24 November 2022 in relation to the Rights Issue (the “**Rights Issue Announcements**”).

2. CONFIRMATION OF INTENTION OF THE ORCHID ENTITIES

2.1 As at the date of this announcement, Orchid 2 and Orchid 3 have a direct interest in 62,888,889 and 65,055,361 ordinary shares in the capital of the Company, representing approximately 12.27% and 12.70% of the total existing number of issued shares of the Company respectively.

2.2 To show their support for the Rights Issue and to demonstrate their commitment to and confidence in the prospects of the Group, the Orchid Entities had, pursuant to a letter of intention given to the Company dated 10 October 2022, stated their intention to subscribe or procure the subscription of their respective *pro rata* entitlement to the Rights Shares under the Rights Issue (“**Expressions of Intention**”), amounting to an aggregate of 25,588,849 Rights Shares.

2.3 Further to the Expressions of Intention, the Board would like to further update shareholders that the Company has received confirmation in writing from the Orchid Entities that (a) the entitlement to the Rights Shares accruing in respect of the Shares held by Orchid 2 shall be renounced in favour of Orchid 3 (the “**Orchid 2 Renounced Shares**”); and (b) Orchid 3 will subscribe for its *pro rata* entitlement to the Rights Shares under the Rights Issue and the Orchid 2 Renounced Shares, such entitlements amounting to an aggregate of 25,588,849 Rights Shares (“**Subscription Confirmation**”).

3. RESULTANT SHAREHOLDINGS OF THE ORCHID ENTITIES

3.1 Pursuant to the Subscription Confirmation and assuming the Orchid Entities do not subscribe for any excess Rights Shares, immediately following the completion of the Rights Issue, the shareholding of the Orchid Entities in the Company will be as follows:

- (a) assuming that the Rights Issue is fully subscribed, the Orchid Entities will own, directly and indirectly, an aggregate of 153,533,099 Shares representing approximately 24.97% of the enlarged share capital of the Company of 614,882,023 Shares; and
- (b) assuming that (i) none of the Entitled Shareholders (other than the Undertaking Shareholders and Orchid Entities) or purchasers of the “nil-paid” rights during the “nil-paid” rights trading period subscribe and pay for any Rights Shares; (ii) only the Undertaking Shareholders subscribe or procure the subscription of and pay, in full, for their *pro rata* entitlements of 3,295,737 Rights Shares; and (iii) the Orchid Entities subscribe or procure the subscription of and pay, in full, for the 25,588,849 Rights

Shares in accordance with the Subscription Confirmation, the Orchid Entities will own, directly and indirectly, an aggregate of 153,533,099 Shares representing approximately 28.36% of the enlarged share capital of the Company of 541,286,272 Shares.

- 3.2 The Orchid Entities' subscription for their respective *pro rata* entitlements to the Rights Shares under the Rights Issue pursuant to the Subscription Confirmation will not trigger an obligation under the Take-over Code to make a general offer for the Shares of the Company.

4. INTENTION OF THE DIRECTORS

- 4.1 As at the date of this announcement, Mr. Lim Boon Kheng ("**LBK**") and Mr. Lim Ming Seong ("**LMS**") own, directly and indirectly, 13,178,692 and 3,250,000 ordinary shares in the capital of the Company respectively, representing approximately 2.57% and 0.63% of the total existing number of issued shares of the Company respectively.
- 4.2 As an indication of their confidence in and commitment to the Company and the Rights Issue, LBK and LMS had entered into Irrevocable Undertakings on 10 October 2022 pursuant to which each of LBK and LMS had, subject to certain conditions, irrevocably undertaken to the Company that, among others, LBK and LMS will each subscribe for and pay in full and/or procure the subscription of and payment in full for their respective *pro rata* entitlements of Rights Shares.
- 4.3 Further to the Irrevocable Undertakings, the Board would like to further update shareholders that the Company has received confirmation in writing from LBK and LMS that in addition to the Irrevocable Undertakings, they will also apply for 19,000,000 and 1,200,000 excess Rights Shares respectively ("**Excess Applications**").
- 4.4 In the allotment of excess Rights Shares, preference will be given to the rounding of odd lots, and Directors and Substantial Shareholders who have control or influence over the Company in connection with the day-to-day affairs of the Company or the terms of the Rights Issue, or have representation (direct or through a nominee) on the Board of Directors, will rank last in priority for the rounding of odd lots and allotment of excess Rights Shares.

5. RESULTANT SHAREHOLDINGS OF LBK AND LMS

- 5.1 Pursuant to the Irrevocable Undertakings and the Excess Applications, immediately following the completion of the Rights Issue, the shareholding of LBK and LMS in the Company will be as follows:
- (a) assuming that the Rights Issue is fully subscribed, LBK and LMS will own, directly and indirectly, 15,814,429 and 3,900,000 Shares respectively, representing approximately 2.57% and 0.63% respectively of the enlarged share capital of the Company of 614,882,023 Shares; and
- (b) assuming that (i) none of the Entitled Shareholders (other than the Undertaking Shareholders and Orchid Entities) or purchasers of the "nil-paid" rights during the "nil-paid" rights trading period subscribe and pay for any Rights Shares; (ii) only the Undertaking Shareholders subscribe or procure the subscription of and pay, in full, for their *pro rata* entitlements of 3,295,737 Rights Shares; (iii) the Orchid Entities subscribe or procure the subscription of and pay, in full, for the 25,588,849 Rights Shares in accordance with the Subscription Confirmation, and (iv) each of LBK and LMS subscribes for and gets the full allotment of excess Rights Shares pursuant to the Excess Applications and does not subscribe for any other excess Rights Shares, LBK and LMS will own, directly and indirectly, 34,814,429 and 5,100,000 Shares respectively, representing approximately 6.20% and 0.91% respectively of the enlarged share capital of the Company of 561,486,272 Shares.
- 5.2 Depending on the level of subscription for the Rights Shares, the Company will, if necessary, and upon the approval of the SGX-ST, scale down the subscription and/or excess applications for the Rights Shares by any of the shareholders (if such shareholder chooses to subscribe for

his *pro rata* Rights Shares entitlement and/or apply for excess Rights Shares) to avoid placing the relevant shareholder and parties acting in concert with him (as defined in the Take-over Code) in the position of incurring a mandatory general offer obligation under the Take-over Code, as a result of other shareholders not taking up, whether partly or in full, their Rights Shares entitlements fully, and/or to avoid the transfer of a controlling interest in the Company, which is prohibited under Rule 803 of the Listing Manual unless the prior approval of shareholders is obtained.

6. RESPONSIBILITY STATEMENT

The Directors collectively and individually accept full responsibility for the accuracy of the information given in this announcement and confirm after making all reasonable enquiries, that to the best of their knowledge and belief, this announcement constitutes full and true disclosure of all material facts about the Rights Issue, the Shares, the Company and its subsidiaries, and the Directors are not aware of any facts the omission of which would make any statement in this announcement misleading. Where information in this announcement has been extracted from published or otherwise publicly available sources or obtained from a named source, the sole responsibility of the Directors has been to ensure that such information has been accurately and correctly extracted from those sources and/or reproduced in this announcement in its proper form and context.

By Order of the Board

CHESTER LEONG
COMPANY SECRETARY
28 November 2022

IMPORTANT NOTICE

This announcement is for information only and does not constitute or form part of any offer or invitation to sell or issue or subscribe for, or any solicitation of any offer to acquire, any Rights Shares or to take up any entitlements to Rights Shares in any jurisdiction in which such an offer or solicitation is unlawful. No person should acquire any Rights Shares except on the basis of the information contained in the Offer Information Statement. The information contained in this announcement is not for release, publication or distribution to persons in the United States and should not be distributed, forwarded to or transmitted in or into any jurisdiction where to do so might constitute a violation of applicable securities laws or regulations. The issue, exercise or sale of Rights Shares and the acquisition or purchase of the Rights Shares are subject to specific legal or regulatory restrictions in certain jurisdictions. The Company assumes no responsibility in the event there is a violation by any person of such restrictions.

The securities referred to herein have not been and will not be registered under the Securities Act, and may not be offered or sold in the United States absent registration or an applicable exemption from registration. Any public offering of securities to be made in the United States will be made by means of a prospectus that may be obtained from the Company and will contain detailed information about the Company and management, as well as financial statements. The Company has not registered and does not intend to register any of the securities referred to herein in the United States.

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This announcement may contain forward-looking statements that involve risks and uncertainties. Actual future performance, outcomes and results may differ materially from those expressed in forward-looking statements as a result of a number of risks, uncertainties and assumptions. Representative examples of these factors include (without limitation) general industry and economic conditions, interest rate trends, cost of capital and capital availability, competition from similar developments, shifts in expected levels of property rental income, changes in operating expenses (including employee wages, benefits and training costs), property expenses and governmental and public policy changes and the continued availability of financing in the amounts and the terms necessary to support future business.

Investors are cautioned not to place undue reliance on these forward-looking statements, which are based on the Company's current view on future events.