



KSH Holdings Limited

(Company Registration Number: 200603337G)
(Incorporated in the Republic of Singapore on 9 March 2006)

PURCHASE OF PROPERTY THROUGH TENDER

The Board of Directors (the “**Board**”) of KSH Holdings Limited (the “**Company**” and together with its subsidiaries, the “**Group**”) is pleased to announce that the tender submitted by Oxley Serangoon Pte. Ltd. (the “**Purchaser**”) for the collective purchase (the “**Purchase**”) of the property known as Serangoon Ville at 128, 129, 130, 131, 132, 133 and 134, Serangoon North Avenue 1, Singapore (the “**Property**”) at the purchase price of S\$499,000,000 (the “**Purchase Price**”), had been duly accepted by the owners of the Property (the “**Owners**”) on 26 July 2017 (the “**Date of Acceptance**”).

The Purchaser is a joint venture company whose shareholders are Unique Invesco Pte. Ltd. (“**UIPL**”) (20%), Oxley Holdings Limited (“**Oxley**”) (40%), Lian Beng (Serangoon) Pte Ltd (“**LBS**”) (20%) and Apricot Capital Pte. Ltd. (20%).

UIPL is a 37.5%-owned associated company of Kim Seng Heng Realty Pte Ltd, a wholly-owned subsidiary company of the Company.

The Purchase is a transaction carried out in the ordinary course of the Group’s business.

Description of Property

The Property is a former HUDC estate which has been privatised. The site area is approximately 27,583.9 square metres.

The Purchaser intends to apply for the grant of a fresh lease for the land on which the Property stands (“**the Land**”) of at least 99 years and to redevelop the Property, subject to obtaining all the necessary approvals from the relevant authorities. An estimated differential premium of S\$195 million is payable to the State for the top-up of the lease and for the development of the site to a gross plot ratio of 2.8.

Purchase Price

The Purchaser had offered to purchase the Property at the Purchase Price, after taking into account current market prices of properties in the surrounding area and the Property’s redevelopment potential.

A tender fee of S\$500,000 had been paid upon the submission of the tender offer by the Purchaser. The Purchaser shall make a payment of 5% of the Purchase Price (less the tender fee) within 14 days after the Date of Acceptance.

The sale and purchase of the Property shall be completed on an enbloc basis and the balance 95% of the Purchase Price shall be paid:

- (i) within 12 weeks after the Date of Acceptance; or

- (ii) within 12 weeks after the date of the Purchaser's receipt of the written confirmation from the Owners' solicitors (the "**Solicitors**") that the Sale Order (as defined below) (if applicable) has been granted, or, if an appeal is filed, within 12 weeks after the Purchaser's receipt of the written confirmation from the Solicitors that the Sale Order is granted or affirmed by the Court of Appeal; or
- (iii) within 12 weeks after the Purchaser's receipt of the written confirmation from the Solicitors that all the registered proprietors of the Property holding 100% share value and 100% strata area consents to the sale of their respective units in the Property,

whichever is the latest (the "**Completion Date**")

Funding of Purchase

The Group will fund its portion of the Purchase Price by internal resources and external borrowings.

Key Terms of the Purchase

In addition to the key terms of the Purchase mentioned above, other key terms include the following:

- (a) if applicable, the sale and purchase shall be subject to the Owners obtaining an order from either the Strata Titles Board or the High Court (including any appeals to the Court of Appeal) under the Land Titles (Strata) Act approving the collective sale of all units in the Property (the "**Sale Order**");
- (b) the Property is sold with vacant possession to be delivered within 6 months after the Completion Date;
- (c) the sale of the Property is subject to the Purchaser obtaining the approval of the Land Dealings (Approval) Unit or such other relevant authorities pursuant to the Residential Property Act for the purchase of the Property on or before the Completion Date;
- (d) subject to the terms of the contract for the sale and purchase of the Property, the Property is sold on an "as is, where is" basis in its present state and condition;
- (e) the Property is sold free from all encumbrances (including but not limited to any outstanding or contingent charge or liability for estate duty) and any endorsements of gift transactions. The title to the Property shall be properly deduced;
- (f) the sale and purchase of the Property is subject to:
 - (i) the Purchaser obtaining, at the Purchaser's cost and expense, outline planning permission under the provisions of the Planning Act from the competent authority for developing on the Land a residential development with gross plot ratio of not less than 2.8 in accordance with the 2014 Master Plan; and

- (ii) the Purchaser obtaining, at the Purchaser's costs and expense, written in-principle approval from the Singapore Land Authority to issue a fresh lease for the Land of at least 99 years and the lifting of a certain title restriction contained in the State Lease so as to permit the redevelopment of the Property in accordance with the outline planning permission.
- (g) the sale and purchase of the Property is subject to there being no acquisition or intended acquisition of more than three per cent (3%) of the site area by the government.

Financial Effects

The Purchase is not expected to have a material impact on the earnings per share or net tangible assets per share of the Company for the current financial year ending 31 March 2018.

Interests of Directors and Controlling Shareholders

Mr. Ko Chuan Aun, an Independent Director of the Company, is also an Independent Director and shareholder of Lian Beng Group Ltd, holding company of LBS.

Mr Lim Yeow Hua @ Lim You Qin, an Independent Director and shareholder of the Company, is also an Independent Director of Oxley.

None of the Directors or controlling shareholders of the Company has any interest, directly or indirectly, in the Purchase, save through his shareholding in the Company (if any).

BY ORDER OF THE BOARD

CHOO CHEE ONN

Executive Chairman and Managing Director
26 July 2017