



KSH Holdings Limited

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

ENTRY INTO SHAREHOLDERS' AGREEMENTS BY A 33.33%-OWNED ASSOCIATED COMPANY

1. INTRODUCTION

The Board of Directors of KSH Holdings Limited (the “**Company**” and together with its subsidiaries, the “**Group**”) refers to the Company’s announcements dated 3 December 2021 (the “**3 December 2021 Announcement**”) and 15 December 2021 (the “**15 December 2021 Announcement**”).

Unless otherwise stated, terms defined in the 3 December 2021 Announcement and 15 December 2021 Announcement shall have the same meaning in this announcement.

Sophia Commercial Pte. Ltd. (“**SCPL**”) is the joint venture company established for the development of the commercial component of the Property and Sophia Residential Pte. Ltd. (“**SRPL**”) is the joint venture company established for the development of the residential component of the Property.

2. ENTRY INTO SHAREHOLDERS' AGREEMENTS

The Company wishes to update that Ultra Infinity Pte. Ltd. (“**UIPL**”), the 33.33%-owned associated company of the Group, has entered into the following agreements in connection with the Joint Venture:

- (i) a shareholders’ agreement with CEL Development Pte. Ltd. (“**CEL**”), and Sing-Haiyi Crystal Pte. Ltd. (“**SHCPL**”), as well as SCPL (the “**SCPL SHA**”), to regulate the affairs of SCPL and the respective rights of the JV Partners (as shareholders of SCPL), on the terms and subject to the conditions of the SCPL SHA; and

- (ii) a shareholders' agreement with CEL, and SHCPL, as well as SRPL (the "SRPL SHA", and together with the SCPL SHA, the "Shareholders' Agreements"), to regulate the affairs of SRPL and the respective rights of the JV Partners (as shareholders of SRPL), on the terms and subject to the conditions of the SRPL SHA.

Pursuant to the terms of the Shareholders' Agreements, the rights and obligations of the JV Partners in the Joint Venture for the acquisition, development and dealing of the Property are borne by the JV Partners in their respective Participation Proportions.

3. FINANCIAL IMPACT

The entry into Shareholders' Agreements by UIPL is not expected to have a material impact on the net tangible assets and earnings per share of the Group for the current financial year ending 31 March 2023, barring unforeseen circumstances.

4. OTHERS

Save as disclosed in this announcement, the 3 December 2021 Announcement and the 15 December 2021 Announcement, none of the Directors and, to the best knowledge of the Directors, none of the controlling and substantial shareholders of the Company has any direct or indirect interest in the Joint Venture, other than through their respective shareholdings and/or directorships, as the case may be, in the Company.

BY ORDER OF THE BOARD

CHOO CHEE ONN

Executive Chairman and Managing Director
16 February 2023