CIRCULAR DATED 23 NOVEMBER 2022

THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION.

If you are in any doubt as to the course of action you should take, you should consult your bank manager, stockbroker, solicitor, accountant, tax adviser or other professional adviser immediately.

Capitalised terms appearing on the cover of this Circular have the same meanings as defined herein.

If you have sold or transferred all your shares in the capital of UG Healthcare Corporation Limited (the "**Company**") held through The Central Depository (Pte) Limited ("**CDP**"), you need not forward this Circular with the Notice of EGM and the attached Proxy Form to the purchaser or transferee as arrangements will be made by CDP for a separate Circular with the Notice of EGM and the attached Proxy Form to be sent to the purchaser or transferee. If you have sold or transferred all your shares in the capital of the Company represented by physical share certificate(s), you should at once hand this Circular, together with the Notice of EGM and the attached Proxy Form immediately to the purchaser or transferee or to the bank, stockbroker or agent through whom you effected the sale or transfer, for onward transmission to the purchaser or transferee.

Your attention is drawn to section 2.6 (*Risk Factors of the Proposed Diversification*) of this Circular, which you should review carefully.

This Circular has been prepared by the Company and its contents have been reviewed by the Company's sponsor, SAC Capital Private Limited (the "**Sponsor**").

This Circular has not been examined or approved by the Singapore Exchange Securities Trading Limited (the "**SGX-ST**") and the SGX-ST assumes no responsibility for the contents of this Circular, including the correctness of any of the statements or opinions made or reports contained in this Circular.

The contact person for the Sponsor is Ms Charmian Lim (Telephone no.: (65) 6232 3210) at 1, Robinson Road, #21-00 AIA Tower, Singapore 048542.

This Circular has been made available on SGXNet (www.sgx.com). A printed copy of this Circular will NOT be despatched to Shareholders. Please refer to section 7 (*Action to be taken by Shareholders*) of this Circular for further information, including the steps to be taken by Shareholders to participate at the EGM.

In light of the Singapore government's easing of the COVID-19 measures on 26 April 2022, the EGM will be held in person at YMCA @ One Orchard, Tan Chin Tuan Function Room, Level 4, One Orchard Road, Singapore 238824.

UG HEALTHCARE CORPORATION LIMITED
(Company Registration No. 201424579Z)
(Incorporated in the Republic of Singapore)

CIRCULAR TO SHAREHOLDERS

IN RELATION TO

THE PROPOSED DIVERSIFICATION INTO THE PROPOSED NEW BUSINESS OF ACTIVE RETIREMENT HOMES, AND HEALTHCARE AND WELLNESS

Important Dates and Times

Last date and time for lodgement of Proxy Form	:	5 December 2022 at 10.00 a.m.
Date and time of EGM	:	8 December 2022 at 10.00 a.m.
Place of EGM	:	YMCA @ One Orchard Tan Chin Tuan Function Room Level 4, One Orchard Road Singapore 238824

TABLE OF CONTENTS

DEFINITIONS.....3

CAUTIONARY NOTE ON FORWARD-LOOKING STATEMENTS.....8

LETTER TO SHAREHOLDERS.....9

1. INTRODUCTION.....9

2. THE PROPOSED DIVERSIFICATION.....10

3. DIRECTORS' SERVICE CONTRACTS.....30

4. INTERESTS OF DIRECTORS AND SUBSTANTIAL SHAREHOLDERS.....31

5. DIRECTORS' RECOMMENDATIONS.....31

6. EXTRAORDINARY GENERAL MEETING.....32

7. ACTION TO BE TAKEN BY SHAREHOLDERS.....32

8. DIRECTORS' RESPONSIBILITY STATEMENT.....33

9. CONSENTS.....33

10. DOCUMENTS FOR INSPECTION.....33

APPENDIX – VALUATION REPORT.....A - 1

NOTICE OF EXTRAORDINARY GENERAL MEETING.....N - 1

PROXY FORM.....P - 1

In this Circular, the following definitions apply throughout except where the context otherwise requires:

"Active Retirement Home Project"	:	The project to be undertaken by the JV Entities to develop part of the Land into an active retirement home
"Aggregated Transactions"	:	Acquisitions of businesses or entities made in relation to the Proposed New Business, on an aggregated basis
"Announcement"	:	The Company's announcement dated 14 October 2022 in relation to the Proposed Diversification and the Proposed Acquisition
"associates"	:	(a) In relation to any Director, Chief Executive Officer, Substantial Shareholder or Controlling Shareholder (being an individual) means: (i) his immediate family; (ii) the trustees of any trust of which he or his immediate family is a beneficiary or, in the case of a discretionary trust, is a discretionary object; and (iii) any company in which he and his immediate family together (directly or indirectly) have an interest of 30.0% or more (b) In relation to a Substantial Shareholder or a Controlling Shareholder (being a company) means any other company which is its subsidiary or holding company or is a subsidiary of such holding company or one in the equity of which it and/or such other company or companies taken together (directly or indirectly) have an interest of 30.0% or more
"Audit Committee"	:	Means the audit committee of the Company
"Balance Land Purchase Price Funding"	:	The agreement of the Target Company to provide funding to Lumayan in the sum of RM33,300,000, to be used towards the balance purchase price of the Land
"Board"	:	The board of Directors of the Company
"Catalist"	:	The Catalist board of the SGX-ST
"Catalist Rules"	:	Section B: Rules of Catalist of the SGX-ST listing manual, as amended, modified or supplemented from time to time
"CDP"	:	The Central Depository (Pte) Limited
"Circular"	:	This circular to Shareholders dated 23 November 2022

"Companies Act"	:	The Companies Act 1967 of Singapore as amended, modified or supplemented from time to time
"Company"	:	UG Healthcare Corporation Limited (Company Registration No. 201424579Z) having its registered office at 38 Beach Road, #29–11 South Beach Tower, Singapore 189767
"Conflicted Individual"	:	A Director and/or key management personnel which has, or whose associates have, an interest (and the full extent thereof) in a transaction or opportunity in respect of the Proposed New Business, that the Company proposes to undertake
"Constitution"	:	The Constitution of the Company, as amended, modified or supplemented from time to time
"Controlling Shareholder"	:	A person who: (a) holds directly or indirectly 15.0% or more of all voting shares in the Company (subject to the SGX-ST determining that such a person is not a Controlling Shareholder); or (b) in fact exercises control over the Company
"Current Core Business"	:	The existing core business of the Group, being the manufacturing, distributing and selling of disposable glove products under the Group's proprietary **UNI**GLOVES® brand, as well as distributing of other ancillary products, further details of which are set out in section 2.1 (*Current Core Business of the Group*) of this Circular
"Development Agreement"	:	The tripartite exclusive development agreement dated 12 August 2022 entered into between Lumayan, LAL and the Target Company (as supplemented by a supplemental agreement dated 27 September 2022), further details of which are set out in section 2.4 (*Acquisition of Indigo Teguh Sdn Bhd in connection with the Proposed Diversification*) of this Circular
"Directors"	:	The directors of the Company as at date of this Circular
"EGM"	:	The extraordinary general meeting of the Company in relation to the Ordinary Resolution to be held at YMCA @ One Orchard, Tan Chin Tuan Function Room, Level 4, One Orchard Road, Singapore 238824 on 8 December 2022 at 10.00 a.m., notice of which is set out in pages N-1 to N-3 of this Circular
"First Major Transaction"	:	The first "major transaction" (as defined under Catalist Rule 1014) entered into by the Group, involving an acquisition of business or entity in the Proposed New Business
"Group"	:	The Company and its subsidiaries

"Healthcare Project"	:	The project to be undertaken by the JV Entities to develop part of the Land into a healthcare and wellness centre
"Independent Valuer"	:	Azmi & Co (Shah Alam) Sdn Bhd
"JV Entities"	:	The joint venture entities to be set up by LAL and the Target Company for the purpose of developing the Land
"LAL"	:	Lumayan Active Life Sdn Bhd
"Land"	:	Certain pieces of freehold Malay reserved land located in the State of Johor in Malaysia in close proximity to the newly-opened Desaru Ferry Terminal, the development of which the JV Entities will be granted the exclusive and sole right to
"Latest Practicable Date"	:	18 November 2022, being the latest practicable date prior to the finalisation and release of this Circular
"Lumayan"	:	Lumayan Sejati Sdn Bhd
"market day"	:	A day on which the SGX-ST is open for trading in securities
"Mr. Lee" or "Vendor"	:	Mr. Lee Keck Keong, an Executive Director, Chief Executive Officer and Controlling Shareholder of the Company
"Notice of EGM"	:	The notice of the EGM which is set out in pages N-1 to N-3 of this Circular
"Ordinary Resolution"	:	The ordinary resolution to approve the Proposed Diversification
"Partnership Agreement"	:	The limited liability partnership agreement dated 12 August 2022 entered into between LAL and the Target Company (as supplemented by a supplemental agreement dated 27 September 2022), further details of which are set out in section 2.4 (*Acquisition of Indigo Teguh Sdn Bhd in connection with the Proposed Diversification*) of this Circular
"Projects"	:	The Active Retirement Home Project and the Healthcare Project, collectively
"Proposed Acquisition"	:	The proposed acquisition by the Company of 100% of the share capital of the Target Company from the Vendor, further details of which are set out in section 2.4 (*Acquisition of Indigo Teguh Sdn Bhd in connection with the Proposed Diversification*) of this Circular
"Proposed Diversification"	:	The proposed diversification of the Group into the Proposed New Business, further details of which are set out in section 2.2 (*Proposed Diversification*) of this Circular

"Proposed New Business"	:	The new business of investing, developing, operating and managing active retirement homes, healthcare and wellness centres, similar resorts, hotels and centres, and the provision of related services and offerings, as further described in section 2.2 (*Proposed Diversification*) of this Circular
"Proxy Form"	:	The proxy form in respect of the EGM as attached to this Circular
"Register of Members"	:	The register of members of the Company
"Securities Account"	:	A securities account maintained by a depositor with CDP but does not include a securities sub-account maintained with a depository agent
"Securities and Futures Act"	:	The Securities and Futures Act 2001 of Singapore, as amended, modified or supplemented from time to time
"SGX-ST"	:	Singapore Exchange Securities Trading Limited
"SGXNet"	:	A broadcast network utilised by companies listed on the SGX-ST for the purposes of sending information (including announcements) to the SGX-ST (or any other broadcast or system networks prescribed by the SGX-ST)
"Shareholders"	:	Registered holders of ordinary shares in the capital of the Company, except where the registered holder is CDP, in which case the term "**Shareholders**" shall in relation to such Shares mean the Depositors whose Securities Accounts maintained with CDP are credited with Shares
"Share Registrar"	:	The share registrar of the Company, B.A.C.S Private Limited
"Shares"	:	Ordinary share(s) in the share capital of the Company
"Sponsor"	:	SAC Capital Private Limited
"SSA"	:	The share sale agreement dated 14 October 2022 entered into between the Company and the Vendor in relation to the Proposed Acquisition
"Substantial Shareholder"	:	Shall have the meaning ascribed to it in Section 81 of the Companies Act and Section 2(4) of the Securities and Futures Act, being a person who: (a) has an interest or interests in one (1) or more voting Shares in the Company; and (b) the total votes attached to that Share, or those Shares, is not less than 5.0% of the total votes attached to all the voting Shares in the Company
"Target Company"	:	Indigo Teguh Sdn Bhd
"TCM"	:	Traditional Chinese medicine

"Valuation"	:	The market valuation of the Land as at 26 July 2022 conducted by the Independent Valuer, further details of which are set out in section 2.4.3 (*Independent Valuation*) of this Circular
"Valuation Report"	:	A valuation report dated 28 October 2022 issued by the Independent Valuer in relation to the Valuation

Currencies, Units and Others

"%"	:	Per centum or percentage
"RM"	:	Malaysian Ringgit, the lawful currency of Malaysia
"S$" and **"cents"**	:	Singapore Dollars and cents respectively, the lawful currency of Singapore

The terms "**Depositor**", "**Depository Agent**" and "**Depository Register**" shall have the respective meanings ascribed to them in Section 81SF of the Securities and Futures Act and the terms "**subsidiary**" and "**related corporation**s" shall have the meanings ascribed to them respectively in the Companies Act.

Words importing the singular shall, where applicable, include the plural and vice versa and words importing the masculine gender shall, where applicable, include the feminine and neuter gender and vice versa. References to persons shall, where applicable, include firms, corporations and other entities.

Any reference in this Circular to any enactment is a reference to that statute or enactment for the time being amended or re-enacted up to the Latest Practicable Date. Any term defined under the Companies Act, the Securities and Futures Act, the Catalist Rules or any statutory modification thereof and used in this Circular shall, where applicable, have the meaning assigned to it under the Companies Act, the Securities and Futures Act, the Catalist Rules or any statutory modification thereof, as the case may be, unless otherwise provided.

Any reference in this Circular to "**Rule**" or "**Chapter**" is a reference to the relevant rule or chapter in the Catalist Rules as for the time being, unless otherwise stated.

Any discrepancies in the tables included herein between the amounts in the columns of the tables and the totals thereof and relevant percentages (if any) are due to rounding. Accordingly, figures shown as totals in certain tables may not be an arithmetic aggregation of the figures that precede them.

Any reference to a time of day in this Circular shall be a reference to Singapore time unless otherwise stated.

The headings in this Circular are inserted for convenience only and shall be ignored in construing this Circular.

Morgan Lewis Stamford LLC has been appointed as the legal adviser to the Company as to Singapore law in relation to this Circular.

CAUTIONARY NOTE ON FORWARD-LOOKING STATEMENTS

Certain statements contained in this Circular, which are not statements of historical fact, constitute "forward-looking statements". Some of these statements can be identified by forward-looking terms such as "expect", "believe", "plan", "intend", "estimate", "anticipate", "may", "will", "would", "could" or similar words. However, these words are not the exclusive means of identifying forward-looking statements. These statements reflect the Company's current expectations, beliefs, hopes, plans, prospects, intentions or strategies regarding the future and assumptions in light of currently available information.

These forward-looking statements, including but not limited to, statements as to revenue and profitability; any expected growth; any expected industry prospects and trends; planned strategy and future expansion plans; any other matters that are not historical facts; and any other matters discussed in this Circular, are only predictions. These forward-looking statements involve known and unknown risks, uncertainties and other factors that may cause the Company's, the Group's, the Target Company's and the Proposed New Business' actual future results, performance or achievements to be materially different from any future results, performance or achievements expected, expressed or implied by such forward-looking statements. These risk factors and uncertainties are discussed in more detail in this Circular, in particular, but not limited to, discussions in section 2.6 (*Risk Factors of the Proposed Diversification*) of this Circular.

Such forward-looking statements are not guarantees of future performance or events and involve known and unknown risks and uncertainties. Accordingly, actual results may differ materially from those described in such forward-looking statements.

Shareholders should not place undue reliance on such forward-looking statements. The Group, the Directors and the executive officers of the Company are not representing or warranting to you that the actual future results, performance or achievements of the Company, the Group, the Target Company and the Proposed New Business will be as those discussed in those statements. The respective actual future results may differ materially from those anticipated in these forward-looking statements as a result of the risks faced by us. Further, the Company disclaims any responsibility, and undertake no obligation to update or revise any forward-looking statements contained in this Circular to reflect any change in the Group's expectations with respect to such statements after the Latest Practicable Date or to reflect any change in events, conditions or circumstances on which the Company based any such statements subject to compliance with all applicable laws and regulations and/or the rules of the SGX-ST and/or any regulatory or supervisory body or agency.

UG HEALTHCARE CORPORATION LIMITED
(Incorporated in the Republic of Singapore)
(Company Registration No. 201424579Z)

Directors:

Mr. Yip Wah Pung (Non-Executive Chairman and Independent Director)
Mr. Lee Keck Keong (Executive Director and Chief Executive Officer)
Mr. Lee Jun Yih (Executive Director and Finance Director)
Mr. Lee Jun Linn (Executive Director and Chief Operating Officer)
Mr. Wong See Keong (Executive Director)
Mr. Ng Lip Chi, Lawrence (Independent Non-Executive Director)
Mr. Vincent Leow (Independent Non-Executive Director)

Registered Office:

38 Beach Road #29-11
South Beach Tower
Singapore 189767

23 November 2022

To: **Shareholders of UG Healthcare Corporation Limited**

Dear Sir / Madam,

THE PROPOSED DIVERSIFICATION INTO THE PROPOSED NEW BUSINESS OF ACTIVE RETIREMENT HOMES, AND HEALTHCARE AND WELLNESS

1. INTRODUCTION

1.1 Purpose of Circular

The Directors are convening an EGM at YMCA @ One Orchard, Tan Chin Tuan Function Room, Level 4, One Orchard Road, Singapore 238824 on 8 December 2022 at 10.00 a.m. to seek Shareholders' approval for the proposed diversification of the Group's business into the new business of active retirement homes and, healthcare and wellness (the "**Proposed Diversification**").

The purpose of this Circular is to provide Shareholders with relevant information relating to the Proposed Diversification and to seek Shareholders' approval in respect of the same at the EGM, as it is envisaged that the Proposed Diversification into the Proposed New Business (as defined in section 2.2 (*Proposed Diversification*) of this Circular) will change the existing risk profile of the Company. The Notice of EGM is set out at pages N-1 to N-3 of this Circular.

1.2 Disclaimers

The SGX-ST assumes no responsibility for the contents of this Circular, including the correctness of any of the statements or opinions made, or reports contained in this Circular. If a Shareholder is in any doubt as to the course of action he/she/it should take, he/she/it should consult his/her/its bank manager, stockbroker, solicitor, accountant, tax adviser or other professional adviser immediately.

2. THE PROPOSED DIVERSIFICATION

2.1 Current Core Business of the Group

The Group is an own brand manufacturer with its own established global downstream distribution network that markets and sells disposable glove products under its proprietary **UNI**GLOVES® brand. The Group owns and operates an extensive downstream network of distribution companies with a local presence in Europe, United Kingdom, the USA, China, Africa and South America, where it markets and sells its proprietary **UNI**GLOVES® brand of disposable gloves. The Group also distributes ancillary products including surgical gloves, vinyl and cleanroom disposable gloves, reusable gloves, face masks and other medical disposables. These downstream distribution companies are supported and complemented by the Group's own upstream manufacturing division, manufacturing natural latex and nitrile disposable examination gloves under its **UNI**GLOVES® brand and third-party labels in its manufacturing facilities located in Seremban, Negeri Sembilan, Malaysia (the "**Current Core Business**").

2.2 Proposed Diversification

Subject to Shareholders' approval to be obtained at the EGM, the Group intends to diversify the Current Core Business to include the business of investing, developing, operating and managing active retirement homes, healthcare and wellness centres, similar resorts, hotels and centres, and the provision of related services and offerings, as further described below, as and when appropriate opportunities arise:

(a) development activities including the acquisition of land and/or properties for development into active retirement homes which are designed to be planned communities offering living residences for active retirees, and healthcare and wellness centres;

(b) management and operation of such active retirement homes and healthcare and wellness centres, and marketing of such services; and

(c) investment and engagement in other sub-segments of section 2.2(b) of this Circular and related services and offerings, including but not limited to providing, trading and/or manufacturing of medical equipment, trading of medicine, whether Western medicine or traditional Chinese medicine ("**TCM**"), research and development for such medicine, manufacturing or processing of raw materials used in such medicine, or the development and management of such other hotels, resorts, TCM centres, Western medicine and/or TCM-inspired wellness centres, and hospitals with a health and wellness focus,

(collectively, the "**Proposed New Business**").

The Group may also, as part of the Proposed New Business, acquire, invest in or dispose of shares or interests in any entity that is in the Proposed New Business. The Group does not plan to restrict the Proposed New Business to any specific geographical market as each investment will be evaluated and assessed by the Board on its merits. The Group may also explore joint ventures, partnerships, cooperation and/or strategic alliances with third parties who have the relevant expertise and resources to carry out the Proposed New Business as and when the opportunity arises.

The decision on whether an investment should be undertaken by the Group on its own or in collaboration with third parties will be made by the Board after taking into consideration various factors, such as the nature and scale of the respective business, amount of investment required and risks associated with such an investment, nature of expertise required and economic conditions, taking into account the opportunities available.

Subject to Shareholders' approval for the Proposed Diversification at the EGM, should the Company pursue any of such business opportunities under the Proposed New Business, such business activities shall constitute part of the ordinary course of business of the Company (where it does not change the risk profile of the Company), and the Company will make the requisite announcements to update Shareholders in accordance with the requirements of the Catalist Rules.

2.3 Rationale for the Proposed Diversification

The Group believes that the Proposed Diversification will contribute positively to the Company and provide the following benefits to the Group:

(a) ***Additional and recurrent revenue streams***

The Group is of the view that the Proposed New Business is expected to provide additional and recurrent revenue streams for the Group. The Group will venture into the Proposed New Business prudently by working with its strategic partners, with a view of enhancing shareholder value over the long-term and achieving long-term growth.

(b) ***Diversified business and income base, thereby reducing reliance on the Current Core Business***

The Proposed Diversification is expected to provide the Group with a more diversified business and income base for future growth and reduce the Group's reliance on the Current Core Business for its revenue streams and promote sustainability in performance.

(c) ***Enhancement of Shareholders' value***

The Proposed Diversification is part of the corporate strategy of the Group to provide Shareholders with diversified returns and long-term growth. It may provide the Group with additional funds, which can be channeled towards the enhancement of shareholder value in the long-term. Additionally, the Company believes that the Proposed Diversification can offer new business opportunities, provide the Group with new revenue streams and improve its prospects, so as to enhance Shareholders' value for the Company.

(d) ***Positive prospects in the retirement care and healthcare industry***

The Company believes there is an increasing demand for good quality retirement facilities, retirement care, and healthcare and wellness services due to the trend of an ageing population across Asia and other regions. Moreover, the retirement care and healthcare industries are comparatively stable markets, largely independent of cyclical business and market fluctuations. The diversification of the Group into the Proposed New Business is therefore part of its strategy to minimise risks from such fluctuations.

2.4 Acquisition of Indigo Teguh Sdn Bhd in connection with the Proposed New Business

2.4.1 Background

In connection with the Proposed New Business, the Company had, on 14 October 2022, entered into a share sale agreement (the "**SSA**") with Mr. Lee Keck Keong (the "**Vendor**"), an Executive Director, Chief Executive Officer and Controlling Shareholder of the Company, in relation to the proposed acquisition by the Company of 100% of the share capital of Indigo Teguh Sdn Bhd (the "**Target Company**") from the Vendor for an aggregate consideration of RM100 on the terms and conditions of the SSA (the "**Proposed Acquisition**"). Upon completion of the Proposed Acquisition, the Target Company will become a wholly-owned subsidiary of the Company.

The Target Company is an investment holding company and had entered into:

(a) a tripartite exclusive development agreement dated 12 August 2022 with Lumayan Sejati Sdn Bhd ("**Lumayan**") and Lumayan Active Life Sdn Bhd ("**LAL**") (as supplemented by a supplemental agreement dated 27 September 2022, the "**Development Agreement**"); and

(b) a limited liability partnership agreement dated 12 August 2022 with LAL (as supplemented by a supplemental agreement dated 27 September 2022, the "**Partnership Agreement**").

Under the terms of the Development Agreement and Partnership Agreement, LAL and the Target Company agree to set up joint venture entities (the "**JV Entities**") for the purpose of developing certain pieces of freehold Malay reserved land located in the State of Johor in Malaysia (the "**Land**") in close proximity to the newly-opened Desaru Ferry Terminal, and Lumayan agrees to grant the JV Entities an exclusive and sole right to, amongst others:

(i) develop the Land, with part of the Land to be developed into an active retirement home (the "**Active Retirement Home Project**") and the remaining parts of the Land to be developed into a healthcare and wellness centre (the "**Healthcare Project**" and together with the Active Retirement Home Project, the "**Projects**");

(ii) market the Projects locally and internationally; and

(iii) manage and operate the Land and the Projects on the terms and conditions of the Development Agreement.

LAL shall be responsible for all matters relating to the Active Retirement Home Project and the Target Company shall be responsible for all matters relating to the Healthcare Project (in each case including obtaining approvals from the relevant authorities, operational matters and sourcing for financing). The Target Company has also agreed to provide funding to Lumayan in the sum of RM33,300,000 to be used towards the balance purchase price of the Land (the "**Balance Land Purchase Price Funding**").

2.4.2 Rationale for the Proposed Acquisition

The Proposed Acquisition and the agreement for the JV Entities to develop, market, manage and operate the Projects, as set out under the Development Agreement and the Partnership Agreement, represents an initial opportunity for the Group to diversify out of its Current Core Business into the Proposed New Business. Therefore, the Proposed Acquisition is in line with the Company's plans for the Proposed Diversification and, if successfully implemented, represents the first step by the Group into a long-term and sustainable business, given the trends of an ageing population across Asia and other regions and resulting in an increasing demand for good quality retirement facilities, and retirement care, healthcare and wellness services.

The shareholders of LAL (which includes the Vendor) have experience in property development and management of other companies which are also engaged in property development. The Company believes that the strategic partnership with LAL and its shareholders will enable the Company and the JV Entities to leverage off their experience, expertise and business networks in the property development sector.

2.4.3 Independent Valuation

In connection with the Proposed Acquisition and the Balance Land Purchase Price Funding, the Company appointed Azmi & Co (Shah Alam) Sdn Bhd as an Independent Valuer to conduct a valuation of the Land (the "**Valuation**"). Based on the Valuation Report issued by the Independent Valuer, the market value of the Land as at 26 July 2022 in its existing condition, free from encumbrances and with good registrable titles, is RM62,680,000.

The market valuation of the Land was determined based on the comparison approach, where a survey of property sales which occurred in the subject locality and other comparable areas within the past few years was conducted, allowing for an estimate value to be derived by comparing the property under valuation with other properties of similar size, quality and location that had been sold in recent

times. The Valuation was conducted in accordance with the Malaysian Valuation Standards issued by the Board of Valuers, Appraisers and Estate Agents, Malaysia.

Notwithstanding that the Proposed Acquisition does not require the approval of Shareholders, the Valuation Report is set out in the **Appendix** (*Valuation Report*) of this Circular for Shareholders' reference.

2.4.4 Application of Chapter 10 of the Catalist Rules

The Proposed Acquisition constitutes a "disclosable transaction" under Chapter 10 of the Catalist Rules and approval from Shareholders for the Proposed Acquisition is not required. Accordingly, the Company will not be seeking specific Shareholders' approval for the Proposed Acquisition.

2.4.5 Application of Chapter 9 of the Catalist Rules

As the Vendor is the Executive Director, Chief Executive Officer and Controlling Shareholder of the Company, and LAL is an associate of the Vendor by virtue of the Vendor's 40.0% shareholding in LAL, the acquisition of the shares in the Target Company by the Company from the Vendor and the Balance Land Purchase Price Funding by the Target Company are interested person transactions for the purposes of Chapter 9 of the Catalist Rules. The aggregate of the (a) consideration for the Proposed Acquisition of RM100; and (b) the undertaking by the Target Company to fund the balance purchase price of the Land of RM33,300,000, is RM33,300,100 which amounts to approximately S$10,183,171[1], representing 4.46% of the Group's latest audited net tangible assets of approximately S$228,424,000 as at 30 June 2022, which exceeds 3.0% but is not equal to or more than 5.0%. Shareholders' approval for the Proposed Acquisition and the Balance Land Purchase Price Funding is therefore not required.

Furthermore, the establishment of the JV Entities with LAL and/or the Vendor and the transactions contemplated by the Development Agreement and Partnership Agreement with LAL (in particular, the profit-sharing mechanism) are interested person transactions for the purposes of Chapter 9 of the Catalist Rules. However, under the exception set out in Catalist Rule 916(2), Shareholders' approval would not be required for the Target Company's establishment of the JV Entities with LAL and/or the Vendor and the transactions contemplated by the Development Agreement and Partnership Agreement with LAL if:

(i) the risks and rewards are in proportion to the equity of each joint venture partner (i.e., the Target Company and LAL, in the case of the JV Entity established to undertake the Active Retirement Home Project, and the Target Company, LAL and the Vendor, in the case of the JV Entity established to undertake the Healthcare Project);

(ii) the Audit Committee is of the view that the risks and rewards of the joint venture are in proportion to the equity of each joint venture partner and the terms of the joint venture are not prejudicial to the interests of the Company and its minority shareholders; and

(iii) the interested persons (i.e. the Vendor and LAL) do not have an existing equity interest in the joint venture prior to the participation of the Target Company in the joint venture.

Taking into account, amongst others, the profit-sharing mechanism set out in the Development Agreement and Partnership Agreement, the Audit Committee is of the view that the risks and rewards of the joint venture are in proportion to the equity of each joint venture partner and the terms of the joint venture are not prejudicial to the interests of the Company and its minority shareholders. Therefore, the Company will not be seeking specific Shareholders' approval for the establishment of the JV Entities with LAL and/or the Vendor and the transactions contemplated by the Development Agreement and Partnership Agreement.

1 Based on the exchange rate of RM1:S$3.270111, as extracted from https://eservices.mas.gov.sg/Statistics/msb/ExchangeRates.aspx on 13 October 2022, being the last trading day prior to the signing of the SSA.

2.4.6 Further Information on the Proposed Acquisition

Please refer to the Company's announcement dated 14 October 2022 (the "**Announcement**") for further information on the Proposed Acquisition, including information required under Chapters 9 and 10 of the Catalist Rules for the Proposed Acquisition as an interested person transaction and a "disclosable transaction".

2.4.7 Approval for the Proposed Diversification Required

Shareholders should note that while the Proposed Acquisition is not subject to approvals from Shareholders, completion of the Proposed Acquisition is conditional on the Company obtaining approval from its Shareholders in respect of the Proposed Diversification. In the event that the Company fails to satisfy this condition precedent, the SSA shall be terminated and the consideration for the Proposed Acquisition which has been deposited with the Company's solicitors for the SSA, will be refunded to the Company.

2.5 Requirements of the Catalist Rules

Chapter 10 of the Catalist Rules regulates transactions which are not in the ordinary course of business of a company and which are material, as determined based on certain relative figures computed with respect to the transaction and the company, including net asset value, net profits, the aggregate value of the consideration vis-à-vis market capitalisation of the company and equity securities. Specifically, a material transaction which is not in the ordinary course of business of a company is required to be approved by shareholders of a company. In addition, a material transaction which changes the risk profile of the company is, notwithstanding that it is in the ordinary course of business of such company, required to be approved by shareholders of a company.

Catalist Rule 1002(1) provides that "transaction" generally refers to the acquisition or disposal of assets, or the provision of financial assistance, by an issuer or its subsidiary, including an option to acquire or dispose of assets. It excludes a transaction which is in, or in connection with, the ordinary course of its business or of a revenue nature.

Therefore, the compliance requirements prescribed under Catalist Rules 1010 and 1014 do not apply to transactions which are within the Company's Current Core Business for so long as they are in the ordinary course of its business or of a revenue nature. Pursuant to Catalist Rule 1014, a "major transaction" is a transaction defined in Catalist Rule 1014(1) where any of the relative figures as computed on the bases set out in Catalist Rule 1006 exceeds 75.0% but is less than 100.0% in respect of an acquisition or 50.0% in respect of a disposal or the provision of financial assistance by an issuer or a subsidiary that is not listed on the SGX-ST or an approved exchange. A "major transaction" must be made conditional upon approval by shareholders in a general meeting. In the case where the transaction exceeds 5.0% but is less than 75.0% (for an acquisition) or 50.0% (for a disposal or provision of financial assistance) on the bases set out in Catalist Rule 1006, the transaction is defined as a disclosable transaction and an announcement requiring disclosure of the prescribed information set out in Catalist Rule 1010 will also be required.

Pursuant to Practice Note 10A of the Catalist Rules, shareholders' approval is not required for an acquisition that is regarded to be in, or in connection with the ordinary course of an issuer's business, if (a) the asset to be acquired is part of the issuer's existing principal business; and (b) the acquisition does not change the issuer's risk profile. Guidelines are provided under Practice Note 10A of the Catalist Rules on the assessment of what consists of "existing principal business" and "change of risk profile". Further, Practice Note 10A of the Catalist Rules also states that a disposal of an issuer's business (or a substantial part of its business) will usually not be considered to be in the ordinary course of business.

As the Proposed Diversification involves a new business area which is materially different from the Current Core Business, it is envisaged that the Proposed Diversification will change the existing risk profile of the Group materially. Accordingly, the Company is convening the EGM to seek Shareholders' approval to approve the Proposed Diversification.

Upon approval by Shareholders of the Proposed Diversification, any acquisition which is in, or is in connection with, the Proposed New Business, would be in the Group's ordinary course of business and therefore not fall under the definition of a "transaction" under Chapter 10 of the Catalist Rules even if the relative figures computed on the bases set out in Catalist Rule 1006 exceed the thresholds set out in Catalist Rule 1014, unless such transaction changes the risk profile of the Group or is subject to Catalist Rule 1015 on very substantial acquisitions or reverse takeovers. This will substantially reduce the administrative time and expenses in convening Shareholder meetings for any transactions in the Proposed New Business, as well as provide the Group with greater flexibility to pursue business opportunities in the Proposed New Business which may be time-sensitive in nature.

For the avoidance of doubt, notwithstanding that Shareholders' approval of the Proposed Diversification is being sought:

(a) where an acquisition of assets (whether or not the acquisition is deemed to be in the ordinary course of business of the Company) is one where any of the relative figures as computed on the bases set out in Catalist Rule 1006 exceeds 100.0% or results in a change in control of the Company, the transaction is classified as a very substantial acquisition or reverse takeover and would be subject to Catalist Rule 1015, and such transaction will be made conditional upon approval by Shareholders at a general meeting;

(b) Practice Note 10A of the Catalist Rules will apply and Shareholders' approval would be required for any transaction (which falls within the definition as set out in Catalist Rule 1002(1)) which changes the risk profile of the Company;

(c) when the Group enters into its first "major transaction" as defined under Catalist Rule 1014 (the "**First Major Transaction**") involving an acquisition of business or entity in the Proposed New Business, or where any of the Catalist Rule 1006 figures in respect of several such acquisitions aggregated (the "**Aggregated Transactions**") over the course of a financial year exceeds 75.0%, such First Major Transaction or the last of the Aggregated Transactions will be made conditional upon Shareholders' approval; and

(d) where any transaction constitutes an "interested person transaction" as defined under Chapter 9 of the Catalist Rules, Chapter 9 of the Catalist Rules will apply to such transactions and the Company will comply with the relevant provisions.

In addition, the Company will be required to comply with any applicable and prevailing Catalist Rules as may be amended or modified from time to time.

2.6 Risk Factors of the Proposed Diversification

Having explained the Board's rationale for the Proposed Diversification, the Board acknowledges that there may be risks for the entry into the Proposed New Business. This section sets out the risk factors which, to the best of the Directors' knowledge and belief, are material to Shareholders in making an informed judgment on the Proposed Diversification. The Proposed New Business involves a number of risks, including risks associated with the active retirement home, retirement care and healthcare and wellness sectors, risks associated with the entry into new businesses and general competition and macro-economic risks. Some risks are not yet known to the Group and there may be risks which the Group currently believes are not material at present but may subsequently turn out to be. The risk factors set out in this section should not be construed as a comprehensive list of all risk factors relating to the Proposed New Business.

Shareholders should carefully consider and evaluate the risk factors and all other information contained in this Circular and consider the risk factors in light of their own investment objectives and financial circumstances before deciding whether to vote in favour of the Proposed Diversification. Shareholders should seek professional advice from their accountants, stockbrokers, bank managers, solicitors or other professional advisers if they have any doubt about the actions they should take.

2.6.1 Risks associated with the development of active retirement homes and provision of healthcare and wellness services

(a) ***The Group has no prior track record and operating experience in the Proposed New Business***

The Group does not have a prior track record in the carrying out or implementation of the Proposed New Business. There is no assurance that the Group's foray into the Proposed New Business will be commercially successful and that the Group will be able to derive sufficient revenue to offset the capital, start-up and/or acquisition costs as well as operating costs arising from the Proposed New Business. The Proposed New Business may require significant capital commitments and may expose the Group to unforeseen liabilities or risks associated with its entry into new markets or new businesses.

The Group will also be exposed to the risks associated with a different competitive landscape and a different operating environment from that of the Current Core Business. In particular, the Group will be affected by factors affecting the property development, retirement care, and healthcare and wellness sectors in the regions where the Group ventures into, as well as the trends and developments affecting the property development, retirement care, and healthcare and wellness sectors in general. The Group's future plans with regard to the Proposed New Business may not be profitable, may not achieve profitability that justify the investments and/or acquisition costs made and it may take a long period of time before the Group could realise any return.

Furthermore, such future plans and new initiatives, including the development of the active retirement home and health and wellness centres could be capital intensive, and could also result in potentially dilutive issuances of equity securities, the incurrence of capital commitments, debt and contingent liabilities as well as increased operating expenses, all of which may materially and adversely affect the financial performance of the Group. The Group may face significant financial risks before it can realise any benefits from its investments in the Proposed New Business.

Please refer to section 2.3 *(Rationale for the Proposed Diversification)* of this Circular for the rationale for the Proposed Diversification.

(b) ***The profitability of the Proposed New Business is partly dependent on the ability of the Group to price its products and services competitively for the Proposed New Business***

The profitability of the Proposed New Business is partly dependent on the Group's ability to price its products and services competitively. This, in turn, is based on factors such as the demand for such active retirement homes and healthcare and wellness centres and services, costs of the Group's operations including salaries paid to employees as well as marketing and advertising fees. If the Group is unable to price its products and services competitively to attract prospective residents, purchasers and customers, and at the same time cover its operational costs, the Group's business, financial condition, results of operations and prospects may be materially and adversely affected.

(c) ***The Proposed New Business relies on the Group's ability to recruit and retain dedicated and qualified experts and personnel***

The Proposed New Business may be hampered if the Group is unable to employ sufficient skilled and qualified management, employees and professional staff to form a strong team with the requisite technical expertise to oversee and execute the operations of the Proposed New Business, or if the Group is unable to retain such management, employees and professional staff that the Group may acquire. The competition for qualified personnel in each of the property development, retirement care and healthcare industries are intense, and there is no assurance

that the Group will be able to hire management, employees and professional staff with the necessary expertise, experience and knowledge to oversee and execute the operations and products and services that it plans to offer. In addition, the Group faces stiff competition from similar property developers and other active retirement homes and healthcare and wellness service providers which seek to develop and provide similar services. This may require the Group to enhance its various remuneration packages in order to remain competitive in recruiting or retaining the Group's employees, which may significantly increase the Group's recruiting and staffing costs.

In addition, changes in government policies may result in a shortage of qualified and skilled employees and/or labour (including foreign labour), and are likely to increase the costs of hiring and retaining such personnel. Profitability and results of operations could be materially and adversely affected if the Group is required to significantly increase its labour and recruitment costs. If the Group is unable to successfully recruit and retain sufficient skilled labour and professional employees for its operations in property development and/or managing and operating active retirement homes or healthcare and wellness centres, and related services and offerings, its business, results of operations, financial condition, cash flows and prospects may be materially and adversely affected. There may also be delays in project timelines, the quality of the active retirement homes and healthcare and wellness services offered may suffer, and the Group may be limited in the scope of its retirement care and healthcare and wellness services offerings.

(d) ***The Group may face competition from existing competitors and new market entrants***

The market for the property development and sale of products and provision of services by the Group for the Proposed New Business is evolving and competitive, and the Group expects competition to intensify. The Group will be competing with both established companies and as well as potential new market entrants, such as other property developers, retirement care providers, healthcare and wellness providers and pharmaceutical companies with long-established research and development expertise. Intense competition could reduce the Group's revenue and gross margins and market share.

Many of the current and potential competitors in the Proposed New Business may have longer operating histories and substantially greater financial, technical, sales, marketing and other resources, which may enable them to attract residents, purchasers or customers, or respond more rapidly to new or emerging technologies and changes in client requirements. The Group may not be able to compete successfully against current or potential competitors.

As the market for the Proposed New Business continues to develop, other companies with greater capital capabilities may attempt to enter the market or increase their presence by acquiring or forming strategic alliances with the Group's competitors or by introducing their own competing products. These companies' products and services may be superior to those offered by the Group. The Group may not have the financial resources, technical expertise, marketing, distribution or support capabilities to compete effectively with any of these new market entrants.

(e) ***The Proposed New Business may be significantly affected by the occurrence of outbreaks of communicable diseases***

The outbreak of communicable or virulent diseases and pandemics/epidemics such as Severe Acute Respiratory Syndrome, H5N1 avian flu, Middle East Respiratory Syndrome, Ebola and most recently, the outbreak in late 2019 of a novel strain of coronavirus being COVID-19, may materially and adversely affect the Group's operations. In addition, any such occurrence could result in sporadic or prolonged market and/or supply disruptions, an economic downturn or recession, volatilities in domestic and/or international financial markets and may materially and adversely affect Malaysia and other countries and economies in which the Group may operate. The occurrence or developments of any of these events may materially and adversely affect the Group's business, financial condition and the results of the Group's operations and prospects.

In the event of protracted volatility in international markets and/or a global recession resulting from an outbreak of communicable or virulent diseases, there may be reduced investment, spending and severe unemployment. An economic downturn of this scale may pose significant challenges to the Proposed New Business, and may also affect the ability of purchasers, residents and/or customers to afford the Group's products and services and/or result in delays in the payment for the Group's products and services.

In addition, there had been a number of reported cases globally of COVID-19 outbreaks in worker dormitories, nursing retirement homes and long-term care facilities which resulted in fatalities. If there is an outbreak of COVID-19 (or any other infectious disease) in any of the Group's property development sites, active retirement homes, health and wellness centres or similar establishments, they may be required to temporarily shut down. Affected employees and/or labour may have to be quarantined for an indeterminate period of time to contain the spread of the disease. This would materially and adversely affect the Group's business, financial condition, results of operations and prospects. The occurrence of any of the foregoing, or if there is continued negative publicity around outbreaks and fatalities in other property development sites, active retirement homes, health and wellness centres or similar establishments, there could be reduced demand for the services which the Group may provide and a decrease in the occupancy rates at the Group's active retirement homes, health and wellness centres or similar establishments, which could adversely impact the Group's business and operations.

(f) ***The Proposed New Business is dependent on the demand for retirement care and healthcare, which is affected by demographic and economic factors***

The Proposed New Business (particularly the Active Retirement Home Project and the active retirement home(s) to be developed) is dependent on demographic and economic factors such as the percentage of retirees in a country. An increased number of retirees could lead to an increased demand for the Group's active retirement home offerings. Should the number of retirees in the markets where the Group intends to operate not continue to increase, or if the demand for retirement care or healthcare decreases, for example as a result of a healthier ageing population or a rise in retirement ages, this could have an adverse effect on the demand for retirement care and healthcare services. The demand for retirement care and healthcare and wellness can also be adversely affected by macroeconomic factors or economic downturns. For example, trade barriers or other policies applicable to jurisdictions in which the Group operates or have a presence in and any resultant retaliatory action could affect the costs of goods imported into such jurisdictions or if protracted, could have a material adverse effect on world trade and economy, potentially resulting in an economic downturn in countries which the Proposed New Business may operate in. Such risks mentioned above could have a material adverse effect on the Group's business, financial condition, results of operations and prospects.

(g) ***The Group may be faced with limited availability of funds and is subject to financing risks***

Property development projects usually require high capital outlay during the land acquisition and construction phases and may take one or more years before positive cash flows may be generated through the sale of units whether under development or completed. Depending on the size and complexity of the project, it usually takes more than a year to complete a property development. Moreover, property investment and development projects may require periodic capital expenditure, refurbishment, renovation for improvements and development of the properties to be acquired by the Group in order to remain competitive or be income-producing. Any potential investment opportunities identified by the Group may also require lengthy investment lock-in periods.

Therefore, the Group's ability to successfully grow and sustain its development operations and/or such other services and offerings such as manufacturing or research and development as identified under section 2.2(c) (*Proposed Diversification*) of this Circular, is dependent on

adequate financing. Furthermore, the typical research and development cycle can be lengthy and complicated, varying substantially on the regulatory environment, the type, complexity, novelty and intended use of the product, and may require new scientific discoveries or advancements and complex technology. This has an added impact on the costs involved in the relevant research and development project, and the Group may need to commit additional financial resources to such research and development in order to achieve its business objectives. If adequate funds are not available to the Group on a timely basis, the Group may be required to delay, limit, reduce or terminate its research and development efforts and capital expenditures, which could negatively affect the Group and its ability to offer new enhanced products or grow its market position under the Proposed New Business.

The Group plans to finance its expansion into the Projects primarily through a combination of internal sources of funds and borrowings from financial institutions. Should the Group not be able to secure borrowings in a difficult credit environment, the Group may also seek access into the capital markets to raise funds for the Proposed New Business through equity and/or debt financing. If the equity capital raising is other than by a rights issue, or if new shares are issued to fund new investment and development projects under the Proposed New Business, this will dilute the shareholding interest of existing shareholders. Further, if the Group fails to utilise the new equity to generate a commensurate increase in earnings, the Group's earnings per Share will be diluted and this could lead to a decline in Share price.

The Group cannot guarantee that it will have sufficient funds at its disposal for further land acquisitions or development projects under the Proposed New Business, be able to sell or finance the development of the project(s) through the sale and/or lease of units in any particular development, be able to manage and/or operate the development projects, be able to secure adequate financing, if at all, or obtain or renew credit facilities granted by banks and financial institutions for the projects in question. The Group's ability to obtain sufficient financing for land acquisitions or development projects with a commercially acceptable rate of return is dependent on many factors, some of which may be beyond its control, such as general economic conditions, the terms of credit offered by financial institutions and the availability of other sources of equity or debt financing. Any incurrence of debt for the Group's investment and development operations will increase the Group's financing costs and obligations and could result in operating and financial covenants imposed by financial institutions that may restrict its operations and its ability to pay dividends to Shareholders. Any default on any financial covenants could also trigger cross-defaults and affect the Group's financial position and liquidity.

In such event, the Group's business, financial condition, results of operations and prospects may be materially and adversely affected.

(h) ***Success of the Proposed New Business may rely on the Group's reputation***

The Group recognises that a business' reputation as a reliable developer and service provider, in both the retirement care and healthcare and wellness industries, is determined by many factors, some of which are beyond the Group's control. These factors are important for maintaining and enhancing the Proposed New Business' reputation and may negatively impact the Group's reputation if not properly managed, such as the Group's ability to:

(i) maintain a safe working environment for its employees or a comfortable, convenient and reliable experience for its residents;

(ii) control the quality of the Group's services and facilities, and to monitor the performance of the Group's employees; and

(iii) increase the Group's brand awareness among potential residents and customers.

The Group's reputation could be harmed if, for example, the Group's services or facilities fail to meet the expectation of its residents and customers. The Group's failure to develop, maintain or enhance the Group's reputation may materially and adversely affect the level of market recognition of, and trust in, the Group's services and facilities, which could result in decreased revenue and loss of customers. The Group may also face challenges from others seeking to benefit from damaging the Group's reputation. Any negative publicity in relation to the Group's services, the Group's facilities, the Group's peers or the Group's industry, regardless of veracity, could seriously harm the Group's public image and reputation which in turn may result in a loss of residents and employees and have a material adverse effect on the business, financial condition, results of operations and prospects of the Proposed New Business.

In the course of the Proposed New Business, the Group is likely to provide such active retirement care or health and wellness services to customers with varying degrees of health conditions. The Group will be exposed to such inherent risks in the course of its operations even in cases in which the Group believes it is fully compliant with best practices in the relevant fields, and such risks cannot be eliminated entirely.

In addition, due to the nature of the Proposed New Business' operations, the Group is exposed to inherent risks of other accidents involving its employees, workers, customers, residents and/or third parties on its development sites, retirement homes, healthcare and wellness centres or such other facilities, such as accidental falls and other types of physical injuries to the residents and disputes between residents and/or customers which may result in physical injuries, even if adequate safety measures are in place. This may taint the Group's reputation and in turn adversely affect the Group's business, financial condition, results of operations and prospects. There is no assurance that the Group will not encounter such incidents of injury or death resulting from physical injury to the Group's residents and/or customers at the Group's active retirement homes, health and wellness centres or similar establishments in the future. The Group is also susceptible to complaints from residents, customers or their families associated with the Group's services and offerings from time to time regarding, among others, the adequacy of retirement care, treatment outcome, pricing and lapses or errors made in the course of the provision of services. Further, it is possible that such complaints may become highly publicised in the media or result in regulatory and/or disciplinary actions or legal proceedings against the Group or the Group's employees, which could have a material adverse effect on the Group's business, financial condition, results of operations and prospects.

(i) ***The Group may face potential liability and claims from property development projects and may be involved in legal and other proceedings arising from its operations from time to time***

The time required to complete a property development project depends on various factors, including the size of the project, prevailing market conditions and availability of resources. Delays may arise due to various factors, including adverse weather conditions, natural calamities, power failure, machinery and equipment breakdown, shortage of construction materials, shortage of labour, accidents, cessation of business of the Group's contractors, disputes with contractors, quality and execution issues, and unexpected delays, such as delays in obtaining required approvals. Such delays may result in cost overruns and increased financing costs and accordingly affect the Group's profitability or lead to claims for liquidated damages from purchasers of the properties.

Accidents during the course of construction may give rise to personal injuries and third party liability. Such accidents or mishaps may disrupt the Group's operations and lead to a delay in the completion of a project. If accidents occur but are not covered by the Group's insurance policies, or if claims arising from such accidents are in excess of its insurance coverage and/or any of its insurance claims are contested by its insurers, the Group will have to commit additional resources to meet the uninsured losses, which would adversely affect the financial performance

of the Group. Such accidents could also have an adverse impact on the Group's operations if the Group is required by regulatory manpower authorities to suspend its operations for a period of time. This may result in fines or delays in project completion and possibly, cost overruns or liquidated damages, which will in turn affect the Group's profitability. Such accidents could damage the Group's reputation as further described in this section and may, as a result, lead to a loss of business.

In addition, the Group may be involved from time to time in disputes with various parties involved in the property development, investment or management projects that the Group undertakes. These parties include contractors, sub-contractors, suppliers, construction companies, purchasers, residents, customers and other partners.

Potential disputes may also arise with owners or occupiers of neighbouring properties. These disputes may lead to legal and other proceedings. The Group may also have disagreements with regulatory bodies in the jurisdictions in which the Group operates and these may subject the Group to administrative proceedings. In the event that unfavourable decrees are determined by the courts or the regulatory bodies, the Group may suffer not only financial losses but also delays in the construction or completion of its projects. In such an event, the Group may incur legal costs and/or be liable for damages, which may have a material adverse effect on the Group's business, financial condition, results of operations and prospects.

(j) ***The Proposed New Business may be subjected to extensive laws, regulations and licensing requirements***

The Proposed New Business may be subjected to extensive government laws, regulations, licensing and accreditation requirements in the countries where the Group may operate. Such laws, regulations, licensing and accreditation requirements are constantly evolving and cover many aspects of the Proposed New Business, including, but not limited to:

(i) the conduct of the Group's operations;

(ii) the development, management and operation of active retirement homes, health and wellness centres or similar establishments;

(iii) compliance with safety, accessibility, environmental sustainability, and buildability standards for development works;

(iv) provision of services in the retirement care and health and wellness sectors;

(v) the quality of retirement care and healthcare facilities, equipment and services;

(vi) the purchase, sale and/or research and development of medical equipment, medications and/or pharmaceutical drugs;

(vii) the handling and disposal of regulated items and associated environmental regulations for retirement care and healthcare facilities;

(viii) the qualifications of healthcare personnel (including TCM practitioners and other healthcare professionals);

(ix) the confidentiality and maintenance of, and security issues associated with, health-related information and healthcare records; and

(x) promotion and advertising in the healthcare industry.

Changes to existing laws, regulations and guidelines, or the introduction of new laws, regulations and guidelines could also have a negative impact on the operations of the Proposed New Business, even if such laws and regulations are not directly applicable. Should there be any subsequent modifications, additions or new restrictions to the current compliance standards, the Group may incur additional costs or administrative burdens in complying with the new or modified standards which may materially and adversely affect the Proposed New Business' profitability and, consequently, the business, results of operations, financial condition and prospects of the Proposed New Business.

The qualifications and practicing activities of healthcare professionals, nurses and assistants are strictly regulated under the laws and regulations of the jurisdictions in which the Group may operate, as well as by other applicable codes of professional conduct or ethics. If the Group's healthcare professionals and nurses fail to comply with their professional licensing requirements, the Group may be subject to administrative penalties including fines, loss of licences or restrictions on the Group's healthcare facility operations, which could materially and adversely affect the Group's business and reputation.

In addition, the Proposed New Business may be required to observe certification requirements, product registration requirements, quality and safety standards and periodic renewal and reassessment procedures. For example, the Group may be required to possess various permits, licences or certifications to provide various services or distribute certain products. If the Group or these third parties are unable to obtain or renew such permits, licences or certifications in a timely manner, or at all, the Group and/or such third parties may not be able to manufacture, sell and/or distribute the relevant products in the relevant jurisdiction and the Group's business operations in such jurisdiction may be materially disrupted. Where there is a failure to comply fully with the stipulated conditions of licences, the relevant authorities have the power to revoke registrations, licences or permits. There is no assurance that there will not be any such occurrence in the future and upon the occurrence of any of the foregoing, the business, financial condition, results of operations and prospects of the Proposed New Business may be materially and adversely affected.

(k) ***The Group may not have the ability or sufficient expertise to execute the Proposed Diversification***

The Group's ability to successfully diversify into the Proposed New Business is dependent upon its ability to adapt its existing knowledge and expertise and to understand and navigate the Proposed New Business. There is no assurance that the Group will be able to recruit other qualified personnel with suitable expertise and experience to support the growth of the Proposed New Business. Without the support of a strong management team to manage the Proposed New Business, the Group may not be able to successfully implement the Proposed New Business, and the Group's business, financial condition, results of operations and prospects may be materially and adversely affected.

For further information on the management of the Proposed New Business and the Target Company, please refer to section 2.8 (*Management of the Proposed New Business and the Target Company*) of this Circular.

(l) ***The Group may not be able to generate adequate returns on its properties held for long-term investment purposes***

Property development is subject to varying degrees of risks. The investment returns available from real estate investments and developments depend primarily on the amount of capital appreciation generated and income earned from the rental and/or sale of the relevant properties and expenses incurred.

In particular, the revenue derived from the rental of the relevant properties may be adversely affected by a number of factors, including but not limited to changes in market rates for comparable rentals, the inability to secure renewal of tenancies from residents, the inability to collect rent due to bankruptcy or insolvency of residents and the cost from ongoing maintenance, repair and re-letting. In addition, the revenue derived from the rental disposal of such developed properties (which, pursuant to the Proposed New Business shall include active retirement homes, and healthcare and wellness centres) will depend on market conditions and levels of liquidity, which may be subject to significant fluctuations and therefore test the holding power of the Group. In the event that the Group is unable to generate adequate returns for the properties that it develops, its financial condition and results of operations may be adversely affected.

Further, the Group may be unable to convert its real estate asset portfolio and/or developed properties into cash on short notice. To facilitate a sale of illiquid property assets on short notice, the Group may have to lower the selling price substantially. Illiquidity of property assets also limits the Group's ability to vary its portfolio in response to changes in economic or other conditions in a timely manner. In the event of any adverse change in market conditions or in the event of a need to lower the prices of properties to effect the sale of properties, the Group may not be able to sell its property projects or property developments at above its costs, resulting in the Group suffering losses on the project or property and adversely affecting the Group's financial position.

2.6.2 General risks

(a) ***The Group may be exposed to a range of economic risks relating to the Proposed New Business in the countries in which the Group may operate***

The performance of the Proposed New Business depends largely on the economic situation in Malaysia, where the Group intends to commence the Proposed New Business, and markets which the Group proposes to enter into (including other markets in Asia). There is no assurance that the healthcare and wellness sector in Malaysia, Asia or such other geographical markets, will continue to grow. This may adversely affect the demand for the Group's products and services. Changes in inflation, interest rates, taxation or other regulatory, economic or adverse developments in the supply, demand and prices of resources in such countries, may have an adverse effect on the Proposed New Business. This may also materially and adversely affect the business, financial condition, results of operations and prospects of the Proposed New Business.

(b) ***The Group may be susceptible to fluctuations in foreign exchange rates***

The business of the Company is denominated in Singapore Dollars while the Group intends to commence the Proposed New Business in Malaysia, where its cost of sales, operating expenses and salaries will typically be denominated in Malaysian Ringgit. In addition, the Group may choose to expand or operate substantially in countries other than Malaysia, resulting in significant portion of the Group's revenue and expenses arising from operating the Proposed New Business to be denominated in the foreign currencies of the respective countries in which will be involved. Therefore, the Company may be exposed to adverse fluctuations in the currency exchange rates for Singapore Dollars, Malaysian Ringgit and such other foreign currencies which may be affected by various factors, including international political and economic conditions. Further, the countries in which the Proposed New Business operates may face significant budget deficits, limited foreign currency reserves, volatile exchange rates and less sophisticated banking sectors.

While care will be taken to hedge against foreign exchange risks, any unforeseen fluctuations against the reporting currency of the Group that are unfavourable to the Group may affect the Group's business, financial condition, results of operations and prospects.

(c) ***The Group is subject to risks relating to the economic, political, legal or social environment in the overseas markets that the Group may operate in***

Whilst the Group intends to commence the Proposed New Business in Malaysia, it does not plan to restrict the Proposed New Business to a single geographical market, and may expand to other markets in Asia, as well as other global markets, in the future. There are risks inherent in operating businesses overseas.

The business, financial condition, results of operations and prospects of the Proposed New Business and the value of the Shares may be materially and adversely affected by developments with respect to inflation, interest rates, currency fluctuations, government policies, price and wage controls, exchange control regulations, taxation, expropriation, social instability and other political, legal, economic or diplomatic developments in or affecting the overseas markets that the Group may operate in the future. The Group does not have control over such conditions and developments and can provide no assurance that such conditions and developments will not have a material adverse effect on the Group's business operations.

Specifically, the business, financial condition, results of operations and prospects of the Group may be materially and adversely affected by:

(i) changes in government laws, regulations and policies concerning restrictions on price controls, export or import controls, taxation, ownership and expropriation of property, technologies, intellectual property, environmental and/or health safety;

(ii) imposition of additional restrictions on currency conversions, repatriation of local currencies, application of or access to technologies, and remittances abroad;

(iii) industrial disruptions; and

(iv) economic growth or slowdown.

Terrorist attacks and other acts of violence or war may negatively affect certain economies and may also adversely affect financial markets globally. In addition, any such activities in the overseas markets or its neighbouring countries might result in concerns about stability in the region, which may materially and adversely affect the Group's business, financial condition, results of operations and prospects.

(d) ***The Group's operations may be subject to disruptions caused by uncontrollable and unforeseen events and influences***

The Group may face severe disruption in operations from events or circumstances not within its control which, sustained over time, may negatively impact the business, financial condition, results of operations and prospects of the Proposed New Business. Examples of these events or circumstances include conflicts, wars, terrorism, global pandemics (including the COVID-19 pandemic) and other social disruptions, adverse weather and natural disasters including floods, earthquakes, increased costs, unexpected delays from the engagement of third party contractors and service providers, accidents or fires which may result in injuries, damages to critical equipment, power supply or infrastructure and disruptions caused by members of the local community. Any of these events or conditions could materially and adversely affect the business, financial condition, results of operations and prospects of the Proposed New Business.

(e) ***There is no assurance that the Group's insurance coverage will be adequate***

While it is the intention for the Group to maintain insurance policies covering both its assets and employees for the Proposed New Business, in line with industry practice for such insurance policies, there is no assurance that such insurance coverage will be available or continue to be available in future or be equivalent to the amounts that are equal to the full market value or replacement costs of the insured assets and/or employees.

In addition, there can be no assurance that the particular risks will continue to be insurable. Further, there are certain types of losses such as from wars, acts of terrorism or some acts of God that generally are not insured because they are either uninsurable or not economically insurable. Should an uninsured loss or a loss in excess of insured limits occur or insurers fail to fulfil their obligation for the sum insured, the Group may be required to pay compensation, cover the shortfall for such amounts claimed and/or may lose capital invested in the affected assets including property or equipment, as well as anticipated future returns from such assets, which may have a material and adverse impact on the Group's business, financial condition, results of operations and prospects.

(f) ***The Group may not be able to find partners to work with for future collaborations, joint ventures or strategic alliances or be successful in working with such partners***

From time to time, depending on available opportunities, feasibility and market conditions, the Group may consider that it would benefit from the entry into collaborations, joint ventures or strategic alliances with third parties in Malaysia, Singapore or overseas in connection with the Proposed New Business. There is, however, no guarantee as to whether the Group would be able to find partners to work with at such time or, even if the Group is able to find partners to work with, whether the Group would be successful in working with such partners. Accordingly, even if the Group identifies strategic business opportunities with potential for growth that, in its view, would complement the Group's business, there is no assurance that these opportunities would be successfully executed and the Group may from time to time have to forego potential business opportunities.

(g) ***The Group is exposed to risks associated with acquisitions, joint ventures, partnerships or strategic alliances***

Depending on available opportunities, feasibility and market conditions, the Group may participate in joint ventures, partnerships, strategic alliances, acquisitions or other investment opportunities involving numerous risks, including the possible diversion of management attention from existing business operations and loss of capital or other investments deployed in such joint ventures, partnerships, strategic alliances, acquisitions or opportunities. Furthermore, the Group is expected to rely on its joint venture partners at the initial stage of its foray into the Proposed New Business, including LAL in respect of the Projects and the JV Entities to be set up, and there is a risk that if any of its joint venture partners is unable to deliver its obligations or commitments under the joint venture (such as failure to perform according to the expertise expected of the joint venture partner or meet the financial obligations), it may result in additional costs to the Group. Such collaborations also involve additional risks associated with the possibility that the joint venture and/or strategic partner may (i) have economic or business interests or goals that are inconsistent with the Group; (ii) take actions or omit to take actions contrary to the Group's instructions, requests or objectives or good corporate governance practices or the law; (iii) be unable or unwilling to fulfil their obligations; (iv) have financial difficulties; or (v) have disputes with the Group as to the scope of their responsibilities and obligations. Any of these and other factors may materially and adversely affect the Group's business relationship with the joint venture and/or strategic partner and in turn materially and adversely affect the Group's business, financial condition, results of operations and prospects. In such events, the Group's financial performance may be adversely affected.

(h) ***The processing, storage, use and disclosure of personal data could give rise to liabilities as a result of governmental regulation, conflicting legal requirements or differing views of personal privacy rights***

In its course of the Proposed New Business, the Group may receive, transmit and store a large volume of personally identifiable information, medical and other user data in relation to its customers. The sharing, use, disclosure and protection of this information shall be governed by the privacy and data security policies to be implemented by the Group. Moreover, there are laws (including jurisdictional and international) regarding privacy and the storing, sharing, use, disclosure and protection of personally identifiable information, medical and user data. Specifically, personally identifiable information is increasingly subject to legislation and regulations in numerous jurisdictions around the world, the intent of which is to protect the privacy of personal information that is collected, processed and transmitted in or from the governing jurisdiction. The Group could be adversely affected if legislation or regulations are expanded to require changes in business practices or privacy policies, or if governing jurisdictions interpret or implement their legislation or regulations in ways that negatively affect the Group's business, financial condition, results of operations and prospects.

(i) ***Security breaches could potentially compromise information of the Proposed New Business, and may expose the Group to legal and financial liabilities***

The Proposed New Business could, in the ordinary course of business, comprise the collection and storage of sensitive data, including intellectual property, proprietary business information, personally identifiable information, medical and other user data of customers on platforms and networks which are internet-based. The platforms and provision of services over the internet may expose the Group to cyber risks which include but are not limited to security and hacking threats, and distributed denial of service attacks, which could result in the failure of the associated physical infrastructure.

Further, any penetration of network security or other misappropriation or misuse of customer information could cause interruptions in the Group's operations and subject the Group to increased costs, litigation and other liabilities.

Security breaches could also significantly damage the Group's reputation with customers and third parties with whom it does business. It is possible that advances in computer capabilities, new discoveries, undetected fraud, inadvertent violations of company policies or procedures or other developments could result in a compromise of information or a breach of the technology and security processes that are used to protect sensitive information. As a result, the security measures in place may not prevent any or all security breaches.

The Group may be required to expend significant capital and other resources to protect against and remedy any potential or existing security breaches and their consequences, and the Group's business, financial condition, results of operations and prospects may be materially and adversely affected.

2.7 Funding for the Proposed New Business

The Group may fund the Proposed New Business through a combination of internal sources of funds and borrowings from financial institutions. The Directors will determine the optimal combination of internal funding and bank borrowings, taking into account the cash flow of the Group and the prevailing bank financing costs.

As and when necessary and deemed appropriate, the Group may explore secondary fund-raising exercises by tapping the capital markets including but not limited to rights issues, share placements and/or issuance of debt instruments.

In relation to the Proposed Acquisition, the consideration of RM100 is intended to be funded by the Group's internal resources and the Balance Land Purchase Price Funding is intended to be funded by the Group's internal resources and bank financing.

2.8 Management of the Proposed New Business and the Target Company

It is currently envisaged that the Proposed New Business and the Target Company will be spearheaded by three (3) of the Executive Directors of the Company, Mr. Lee Keck Keong, Mr. Lee Jun Yih and Mr. Lee Jun Linn. They will be responsible for overseeing the entire operations of the Proposed New Business and the Target Company. The Target Company will also be supported by and will be tapping on the industry experience of LAL (which has experience in property development and management of other companies which are also engaged in property development). As the Proposed New Business grows, the Group intends to strengthen the management and execution team of the Proposed New Business with additional candidates with the credentials and experience relevant to the Proposed New Business.

For further information on the background and experience of each of Mr. Lee Keck Keong, Mr. Lee Jun Yih and Mr. Lee Jun Linn, please refer to pages 14 to 15 of the Company's annual report for the financial year ended 30 June 2022, made available on SGXNet on 13 October 2022.

The Group may enter into joint ventures, strategic alliances and foster partnerships with various third parties in the industry to assist it in undertaking the Proposed New Business more effectively and efficiently. Such partnerships may be on a case-by-case basis or on a long-term basis. Where necessary, work may be contracted or sub-contracted to third parties who have expertise in the relevant area(s) in relation to the projects concerned. In selecting its partners, the Company will take into account the specific expertise and competencies necessary for the project(s) in question and the experience, track record and financial standing of the party(ies) concerned.

The Group will carefully monitor developments and progress in the Proposed New Business. Where necessary and as the Proposed New Business grows, it will strengthen the management and execution team of the Proposed New Business with additional candidates with the credentials and experience relevant to the Proposed New Business, including employing individuals with experience in the active retirement, healthcare and wellness industries. The Group will also continually evaluate the manpower and expertise required for the Proposed New Business and will, as and when required, engage suitably qualified external personnel, consultants, industry experts and professionals for the Proposed New Business. In making decisions, the Board and senior management will seek the advice of these reputable external consultants and experts where necessary and appropriate. Where necessary, work may be outsourced to these third parties who have expertise in the relevant area(s).

The Group recognises that the Proposed New Business is different from its Current Core Business. However, the Group is confident of developing and building up the expertise required and a track record for the Proposed New Business over time. The Group also notes that the relevant experience and expertise required can be strengthened, acquired and developed over time as it progresses in the Proposed New Business. The Board, which reviews the risk exposure of the Group for all its businesses at regular intervals, will additionally review the risk exposure of the Proposed New Business periodically to ensure that there are sufficient guidelines and procedures in place to monitor its operations.

2.9 Risk Management Measures and Safeguards

The Group recognises that the Proposed New Business is different from its Current Core Business. Before undertaking any investment in the Proposed New Business or transaction in relation to the Proposed New Business, the management will prepare a proposal containing a cost-benefit analysis, credentials of the management of the Proposed New Business, joint venture partners or co-investor partners (if any) and will, if necessary, seek the advice of external consultants and experts. The Board will also assess and consider whether the Group has sufficient financial resources to invest in the project and the gearing ratios and liquidity of the Group as a result of such a project. Further, the Board will assess whether the management team

has the relevant experience and expertise to manage such a project and, if not, whether any lack of such experience can be supplemented by professional advisors. In evaluating any new projects or investments based on the aforementioned factors, the Board is guided by the overarching consideration of whether the project will be able to generate revenue for the Group and optimise returns to Shareholders. Investments and/or transactions above an internally-determined threshold will be subject to specific approval by the Board. Before undertaking any investment activity into a new jurisdiction for any new project or investment under the Proposed New Business, the Group will also conduct market research and analysis, and carry out the necessary due diligence. As and where necessary and if required, the Group will apply for the requisite licenses and/or permits required in relation to any project or investment under the Proposed New Business.

The Board does not have a separate risk committee and is currently assisted by the Audit Committee, internal auditors and external auditors in carrying out its responsibility of overseeing the Group's risk management framework and policies. To address the risks presented by the Proposed Diversification, the members of the Audit Committee will be tasked with the responsibility of overseeing the risk management activities of the Company in relation to the Proposed New Business following the Proposed Diversification.

The Audit Committee will be required to approve appropriate risk management procedures and measurement methodologies, and be involved in identifying and managing the various business risks for the Proposed New Business. The Audit Committee will:

(a) endeavour to ensure that the relevant risk management and internal control systems implemented commensurate with the risk and business profile, nature, size and complexity of operations and business activities of the Proposed New Business, protects the integrity of the Group's financial and accounting information, promote accountability and prevent fraud where necessary;

(b) review with the management, external and internal auditors on the adequacy and effectiveness of the Group's internal control procedures addressing financial, operational, compliance, informational technology and risk management systems relating to the Proposed New Business; and

(c) commission and review the findings of internal investigations into matters where there is any suspected fraud or irregularity, or failure of internal controls or infringement of any law, rule or regulation which has or is likely to have a material impact on the Group's operating results and/or financial position.

The Company will endeavour to ensure that the risk management systems are implemented commensurate with the risk and business profile, nature, size and complexity of operations and business activities of the Proposed New Business, and will review such risk management systems periodically to assess its adequacy.

The Board and the Audit Committee will adopt internal policies before tabling proposals for any new projects or investments under the Proposed New Business. In addition, the Board and the Audit Committee (which is required to review the risk exposure of the Proposed New Business of the Company at regular intervals) will review the risk exposure of the Proposed New Business at intervals of not less than annually.

The risk management and internal control systems, no matter how sophisticated in design, still contains inherent limitations caused by misjudgement or fault. Accordingly, there is no assurance that the risk management and internal control systems are adequate or effective notwithstanding the Group's efforts, and any failure to address any internal control matters and other deficiencies may result in investigations and/or disciplinary actions, prosecution being taken against the Company and/or its employees, disruption to the risk management system, and/or an adverse effect on the Group's financial condition and results of operations.

2.10 Conflicts of Interest

2.10.1 Requirements under the Catalist Rules

Pursuant to the Catalist Rules, conflicts of interest arise when any of the Directors, Chief Executive Officer, Controlling Shareholders and/or their associates are involved in any of the following situations:

(a) carry on business transactions with the Company or provide services to or receive services from the Group;

(b) lend to or borrow from the Group;

(c) lease property to or from the Group; or

(d) have an interest in businesses that are competitors, suppliers or customers of the Group.

As stated in section 2.8 (*Management of the Proposed New Business and the Target Company*) of this Circular, the Group may undertake its Proposed New Businesses through, inter alia, acquisitions, strategic partnerships or joint ventures, in the Proposed New Business. If any such acquisition, strategic partnerships or joint venture (or such other "transaction" as defined under Chapter 9 of the Catalist Rules) is entered into with a Director, Chief Executive Officer or Controlling Shareholder of the Company, and/or their associates, it will be regarded as an interested person transaction under Chapter 9 of the Catalist Rules. In addition, should any of the Proposed New Businesses involve recurring transactions of a revenue or trading nature or necessary for the day-to-day operations of such business, and such recurring transactions are entered into with a Director, Chief Executive Officer or Controlling Shareholder of the Company and/or their associates, these recurring transactions are also interested person transactions and the Group will consider seeking a general mandate to be obtained from Shareholders under Chapter 9 of the Catalist Rules.

In this regard, when the Company identifies a potential opportunity in respect of the Proposed New Business, each of the Directors and key management personnel will be obliged to disclose to the Board where he and/or his associates have an interest (and the full extent thereof) in the transaction (a "**Conflicted Individual**"). A Conflicted Individual shall not (i) vote in respect of matters in relation to the Proposed New Business; (ii) will not, directly or indirectly, make any executive decisions in respect of the Proposed New Business; and (iii) will not, directly or indirectly influence or participate in the operations and management of the Proposed New Business.

Please refer to section 2.8 (*Management of the Proposed New Business and the Target Company*) of this Circular for information of the management of the Proposed New Business.

2.10.2 Potential Conflicts of Interest

Mr. Lee Keck Keong, an Executive Director, Chief Executive Officer and Controlling Shareholder of the Company ("**Mr. Lee**") has substantial experience, expertise and various shareholding interests in companies involved in the property development industry in Malaysia. Mr. Lee is, however, only a passive shareholder in these companies, and they are not in competition with the Proposed New Business nor the Projects due to, amongst others, differences in the type(s) of property to be developed and their target market(s). Furthermore, any potential conflicts are mitigated by the following:

(a) the non-compete restrictions contained in Mr. Lee's service agreement with the Company, which shall apply during Mr. Lee's employment with the Company and for a period of twelve (12) months of his ceasing to be an executive of the Company in all territories where the Company or any group company operates, directly or indirectly except with the Company's prior written consent;

(b) Mr. Lee is bound by fiduciary duties to the Company, including the duty to act in good faith and in the best interests of the Company. He is also subject to the duty of confidentiality to not divulge confidential information of the Group to any third parties;

(c) Mr. Lee shall disclose and not be involved, whether directly or indirectly, in any Board deliberation of any contract, arrangement, proposal, transaction or matter in relation to the Proposed New Business in the event that there is a conflict of interest arising due to his interests in the companies involved in the property development industry in Malaysia;

(d) Mr. Lee shall disclose and abstain from voting, in the capacity of Director, in respect of any contract, arrangement, proposal, transaction or matter in relation to the Proposed New Business in the event that there is a conflict of interest arising due to his interests in the companies involved in the property development industry in Malaysia; and

(e) Mr. Lee and/or his associates shall abstain from voting on any resolutions proposed at a general meeting to seek Shareholders' approval for any interested person transactions in which he and/or his associates are involved in, in accordance with Chapter 9 of the Catalist Rules. For the avoidance of doubt, the Proposed Diversification is not an interested person transaction which requires Shareholders' approval pursuant to Chapter 9 of the Catalist Rules.

2.11 Financial Impact of the Proposed New Business

As at the Latest Practicable Date, save for the Proposed Acquisition, the Group has not made any substantial affirmative and binding investments in relation to the Proposed New Business. Please refer to paragraph 5 (*Financial Effects of the Proposed Acquisition*) of the Announcement for the impact on net tangible assets per Share or earnings per Share in relation to the Proposed Acquisition.

The Company will make the necessary announcements as and when appropriate in the event that any further developments relating to the Proposed Diversification and/or Proposed New Business would have any material impact on the net tangible assets per Share or earnings per Share of the Group.

2.12 Impact on the Financial Reporting of the Proposed New Business

For the purposes of reporting the financial performance of the Group, in accordance with the applicable accounting standards and the Catalist Rules, where the financial results of the Proposed New Business are material, it will be accounted for and disclosed as a separate business segment in the Group's financial statements. The Group's financial statements, which would include the financial results of the Proposed New Business, will be periodically announced in accordance with the requirements set out in Chapter 7 of the Catalist Rules.

The consolidated financial statements comprise the financial statement of the Company and its subsidiaries at the end of the reporting period. Subsidiaries are consolidated from the date on which the Group obtains control, and continue to be consolidated until the date on which such control ceases. The financial statement of the Proposed New Business will be prepared for the same reporting date as the parent company. Consistent accounting policies are applied for like transactions and events in similar circumstances.

3. DIRECTORS' SERVICE CONTRACTS

No person is proposed to be appointed as a Director of the Company in connection with the Proposed Diversification and the Proposed Acquisition and accordingly, no service contracts in relation thereto will be entered into by the Company.

4. INTERESTS OF DIRECTORS AND SUBSTANTIAL SHAREHOLDERS

The shareholding interests of Directors and Substantial Shareholders as at the Latest Practicable Date, are as follows:

	Direct Interest		Deemed Interest	
	No. of Shares	%(1)	No. of Shares	%(1)
Directors				
Lee Keck Keong	–	–	374,729,122	60.07
Lee Jun Yih	2,845,063	0.46	374,729,122	60.07
Lee Jun Linn	2,217,089	0.36	374,729,122	60.07
Wong See Keong	29,387,243	4.71	–	–
Yip Wah Pung	–	–	–	–
Ng Lip Chi, Lawrence	–	–	–	–
Vincent Leow	–	–	–	–
Substantial shareholders				
Sim Ai Cheng(2)	–	–	374,729,122	60.07
Zen UG Pte. Ltd.(3)(4)	156,537,713	25.09	141,318,282	22.65
Raydion Direct Global Inc(3)	76,873,127	12.32	–	–

Notes:

(1) Based on the total issued and fully paid-up ordinary share capital of 623,825,811 Shares as at the Latest Practicable Date.
(2) Mdm. Sim Ai Cheng is the spouse of Mr. Lee Keck Keong and the mother of Mr. Lee Jun Yih and Mr. Lee Jun Linn.
(3) Mr. Lee Keck Keong, Mdm. Sim Ai Cheng, Mr. Lee Jun Yih and Mr. Lee Jun Linn are deemed to be interested in all the shares held by Zen UG Pte. Ltd. and Raydion Direct Global Inc by virtue of Section 7 of the Companies Act.
(4) Zen UG Pte. Ltd. is deemed to be interested in 141,318,282 shares of the Company registered under CGS-CIMB Securities (Singapore) Pte. Ltd.
(5) Minor discrepancies in the share percentages are due to rounding.

Save for their respective interests arising by way of their directorships and/or shareholdings in the Company and as disclosed in this Circular, none of the Directors or Substantial Shareholders or their respective associates has any interest, direct or indirect, in the Proposed Diversification and the Proposed Acquisition.

5. DIRECTORS' RECOMMENDATIONS

5.1 Having considered, *inter alia*, the terms and conditions of and rationale for the Proposed Diversification, the Directors are of the view that the Proposed Diversification is in the best interests of the Company and is not prejudicial to the interests of the Shareholders. Accordingly, the Directors recommend that Shareholders vote in favour of the Ordinary Resolution, as set out in the Notice of EGM.

5.2 Note to Shareholders

Shareholders, in deciding whether to vote in favour of the Ordinary Resolution, should carefully read the background to, rationale for and risk factors of the Proposed Diversification. In giving the above recommendations, the Directors have not had regard to the specific investment objectives, financial situation, tax position or unique needs or constraints of any individual Shareholder. As Shareholders would have different investment objectives, the Directors recommend that any Shareholder who is in any doubt as to the course of action he/she should take or may require specific advice in relation to his/her specific investment objectives or portfolio should consult his/her stockbroker, bank manager, solicitor, accountant, tax adviser or other professional adviser.

6. EXTRAORDINARY GENERAL MEETING

The EGM, notice of which is set out on pages N-1 to N-3 of this Circular, will be held at YMCA @ One Orchard, Tan Chin Tuan Function Room, Level 4, One Orchard Road, Singapore 238824 on 8 December 2022 at 10.00 a.m. for the purpose of considering and, if thought fit, passing with or without modifications, the Ordinary Resolution as set out in the Notice of EGM.

7. ACTION TO BE TAKEN BY SHAREHOLDERS

Shareholders who are unable to attend the EGM and who wish to appoint a proxy or proxies to attend and vote at the EGM on their behalf should complete, sign and return the proxy form attached to the Notice of EGM in accordance with the instructions printed thereon as soon as possible and in any event so as to arrive at the office of the Company's Share Registrar, B.A.C.S. Private Limited, at 77 Robinson Road, #06-03 Robinson 77, Singapore 068896, not less than 72 hours before the time fixed for the 2022 EGM or any postponement or adjournment thereof. The appointment of a proxy by a Shareholder does not preclude him from attending and voting in person at the EGM if he wishes to do so.

A Depositor shall not be regarded as a member of the Company entitled to attend the EGM and to speak and vote thereat unless his name appears on the Depository Register at least 72 hours before the time appointed for the EGM.

7.1 Questions

Members may raise questions at the EGM or submit questions related to the resolutions to be tabled for approval at the EGM, in advance of the EGM. For members who would like to submit questions in advance of the EGM, they may do so by, 1 December 2022, 10.00 a.m.:

(a) by email to main@zicoholdings.com; or

(b) by post to the Company's Share Registrar, B.A.C.S. Private Limited, at 77 Robinson Road, #06-03, Robinson 77, Singapore 068896.

Members submitting questions are requested to state: (i) their full name; and (ii) the member's identification/ registration number, failing which the Company shall be entitled to regard the submission as invalid.

The Company will endeavour to address all substantial and relevant questions submitted by shareholders prior to or during the EGM. Where substantially similar questions are received, the Company will consolidate such questions and consequently not all questions may be individually addressed. The Company will publish the responses to such questions together with the minutes of the EGM on SGXNet and the Company's website at https://www.ughealthcarecorporation.com/investor-relation within one (1) month after the date of the EGM.

7.2 Documents

This Circular, Notice of EGM and accompanying Proxy Form will NOT be sent to members. Instead, these documents will be made available on the Company's website at https://www.ughealthcarecorporation.com/investor-relation and on the SGXNet at https://www.sgx.com/securities/company-announcements. A member will need an internet browser and PDF reader to view these documents.

7.3 Important Reminder

As the COVID-19 pandemic continues to evolve, further measures and/or changes to the EGM arrangements may be made on short notice in the ensuing days, even up to the day of the EGM. Shareholders are advised to closely monitor announcements made on the SGXNet and the Company's website at https://www.ughealthcarecorporation.com/investor-relation for updates on the EGM.

8. DIRECTORS' RESPONSIBILITY STATEMENT

The Directors collectively and individually accept full responsibility for the accuracy of the information given in this Circular and confirm after making all reasonable enquiries that, to the best of their knowledge and belief, this Circular constitutes full and true disclosure of all material facts about the Proposed Diversification, the Proposed New Business, the Company and its subsidiaries, and the Directors are not aware of any facts the omission of which would make any statement in this Circular misleading.

Where information in this Circular 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 Circular in its proper form and context.

9. CONSENTS

The Independent Valuer has given and has not withdrawn its written consent to the issue of this Circular with the inclusion of its name, the Valuation Report as set out in the **Appendix** (*Valuation Report*) of this Circular and all references to the Valuation Report, in the form and context in which it appears in this Circular, and to act in such capacity in relation to this Circular.

10. DOCUMENTS FOR INSPECTION

Copies of the following documents may be inspected at the registered office of the Company at 38 Beach Road #29-11, South Beach Tower, Singapore 189767 during normal business hours from 9.00 a.m. to 5.00 p.m. for three (3) months from the date of this Circular:

(a) the Constitution;

(b) the SSA;

(c) the Development Agreement;

(d) the Partnership Agreement;

(e) the Valuation Report; and

(f) the letter of consent provided by the Independent Valuer.

Yours faithfully
For and on behalf of the Board
UG Healthcare Corporation Limited

Lee Keck Keong
Chief Executive Officer

23 November 2022

REPORT AND VALUATION

PREPARED FOR

UG HEALTHCARE CORPORATION LIMITED

ON

LOTS 1305 to 1309, LO 1446 AND LOT 1990
MUKIM OF PANTAI TIMOR
DISTRICT OF PENGERANG
STATE OF JOHOR DARUL TAKZIM



A GENERAL VIEW OF THE SUBJECT PROPERTY FROM THE METALLED RIGHT-OF-WAY

VE(1)0228
PM(1)2481

NAGALINGAM T
Registered Valuer - V0461
Registered Estate Agent – E1403
Registered Property Manager – PM0461

AZMI & CO (SHAH ALAM) SDN BHD
(524945-H)

No. 8, 3rd Floor
Jalan Tengku Ampuan Zabedah D 9/D
40100 Shah Alam, Selangor Darul Ehsan
Malaysia

Telephone : 03-5510 1900
Facsimile : 03-5510 2900

Email: lingam@azmico.com.my

Our Ref : VSA/0208/22/JOH

Your Ref :

28 October 2022

The Board
UG Healthcare Corporation Limited
38 Beach Road #29-11
South Beach Tower
Singapore
189767

Dear Sirs,

In compliance with your request, the undersigned has completed a valuation of the subject property comprising seven adjoining parcels of Freehold Malay Reserved agricultural land with a combined land area of 26.1593 acres (10.5863 hectares) with beach front located off Jalan Teluk Ramunia road near Kampung Punggai village, Pengerang, Johor Darul Takzim. It is held in six (6) Final and one (1) Qualified Titles bearing GM 150 for Lot 1305, GM 155 for Lot 1306, GM 156 for Lot 1307, GM 151 for Lot 1308, GM 224 for Lot 1309, GM 231 for Lot 1990 and HSM 529 for LO 1446, Mukim of Pantai Timor, District Pengerang, Johor Darul Takzim. This property is located as shown in the attached location plan and is more fully described in the body of this report.

Please be informed that a careful and detailed inspection was made of this property and its improvements. Due consideration was given to all factors and forces that influence property value at the subject location.

The attached report contains an analysis of general and specific data which were deemed essential to support the estimate of value as reported herein.

As a result of our investigations, it is our considered and professional opinion that the value of Freehold interest in the property as described herein, in its existing condition, free from encumbrances, and with good registrable titles is, for asset value determination purposes as of the material date of this valuation (26 July 2022), in the amounts as follows:

	Title Nos.	Lot Nos.	Land area		Market Value
			hectares	acres	
1	GM150	1305	1.2115	2.9937	RM7,170,000.00
2	GM155	1306	1.6415	4.0562	RM9,720,000.00
3	GM156	1307	1.3709	3.3876	RM8,120,000.00
4	GM151	1308	1.1432	2.8249	RM6,770,000.00
5	GM224	1309	1.145	2.8294	RM6,780,000.00
6	GM231	1990	1.378	3.4051	RM8,160,000.00
7	HSM529	LO 1446	2.6962	6.6624	RM15,960,000.00
Total			10.5863	26.1593	RM62,680,000.00

MARKET VALUE - RM62,680,000.00
(RINGGIT MALAYSIA: SIXTY TWO MILLION, SIX HUNDRED AND EIGHTY THOUSAND ONLY or approximately RM55.00 per square foot)

We are also specifically instructed by the client to provide the value of the Freehold interest in Lot 1309 and LO 1446 as described above, on the ***ASSUMPTION THAT THE SUBJECT TWO LOTS HAVE BEEN CONVERTED TO BUILDING USE AND APPROVED FOR THE DEVELOPMENT OF A RETIREMENT HOME PROJECT WITH 798 UNITS BY MAJLIS PERBANDARAN PENGERANG (PENGERANG TOWN COUNCIL)***, free from encumbrances and with good registrable titles, for asset value determination purposes, and we do hereby, in the amounts as follows:

	Title Nos.	Lot Nos.	Land area		Market Value
			hectares	acres	
1	GM150	1305	1.2115	2.9937	RM7,170,000.00
2	GM155	1306	1.6415	4.0562	RM9,720,000.00
3	GM156	1307	1.3709	3.3876	RM8,120,000.00
4	GM151	1308	1.1432	2.8249	RM6,770,000.00
5	GM224	1309	1.145	2.8294	RM 8,630,000.00
6	GM231	1990	1.378	3.4051	RM8,160,000.00
7	HSM529	LO 1446	2.6962	6.6624	RM20,320,000.00
Total			10.5863	26.1593	RM68,890,000.00

MARKET VALUE - RM68,890,000.00
(RINGGIT MALAYSIA: SIXTY EIGHT MILLION, EIGHT HUNDRED AND NINETY THOUSAND ONLY or approximately RM60.50 per square foot)

"IF ANY PARTY WISHES TO RELY ON THE VALUATION BASED ON THE ASSUMPTION AS STATED ABOVE, THEN APPROPRIATE PROFESSIONAL ADVICE SHOULD BE SOUGHT SINCE THE VALUE REPORTED IS BASED ON AN ASSUMPTIONS THAT ARE NOT YET OR FULLY REALISED".

We do hereby confirm that we have exercised due care in carrying out the said valuation and are aware that this Report and Valuation is required for asset value determination purposes in reliance thereof.

Please feel free to let us know if you desire additional information concerning this report or if we may be of further assistance in this matter.

Yours faithfully
AZMI & CO (SHAH ALAM) SDN BHD

NAGALINGAM T.
Registered Valuer (V-461)

AZMI & CO

TABLE OF CONTENTS

TITLE PAGE			i
LETTER OF TRANSMITTAL			ii
TABLE OF CONTENTS			iii
EXECUTIVE SUMMARY			iv
LIMITING CONDITION			v
Part			
I	**GENERAL INFORMATION**		Page
	1.0	Purpose of the Valuation	1
	2.0	Basis of Valuation	1
	3.0	Inspection	1
	4.0	Particulars of Property	2
II	**GENERAL, SOCIAL, ECONOMIC AND OTHER DATA INFLUENCING VALUE**		
	5.0	Location Data	3
	6.0	Site Data	4
	7.0	Property Data	4
	8.0	Services Data	8
	9.0	Planning Data	8
III	**VALUE CONCLUSIONS**		
	10.0	Valuation	10
	11.0	Factors Affecting Valuation	11
	12.0	Opinion of Value	12
IV	**APPENDICES**		
	I.	Catatan Carian Persendirian	
	II.	Location Plan	
	III.	Site Plan	
	IV.	Schedule of Sale Comparisons	

AZMI & CO

EXECUTIVE SUMMARY

Our Reference	:	VSA/0208/22/JOH
Your Reference	:	N/A
Client	:	UG Healthcare Corporation Limited
Purpose of Valuation	:	Market value for asset value determination purposes
Date of Valuation	:	26 July 2022
Property Type	:	Seven adjoining parcels of Freehold Malay Reserved agricultural land with beach front
Legal Description	:	Six (6) Final and one (1) Qualified Titles bearing GM 150 for Lot 1305, GM 155 for Lot 1306, GM 156 for Lot 1307, GM 151 for Lot 1308, GM 224 for Lot 1309, GM 231 for Lot 1990 and HSM 529 for Lo 1446, Mukim of Pantai Timor and District Pengerang
Location	:	Located off Jalan Teluk Ramunia road near Kampung Punggai village, Pengerang, Johor Darul Takzim
Tenure	:	Freehold tenure (Grant-in-Perpetuity)
Category of Land Use	:	*"Pertanian" (Agriculture)*
Express Conditions	:	*"i) Tanah ini hendaklah ditanam dengan tanaman Kelapa".* *(The land shall be planted with coconut)* *"ii) Pemilik tanah ini hendaklah sepanjang masa mengambil Langkah-langkah menurut perintah yang dikehendaki oleh Pentadbir Tanah menjaga tanah ini daripada hakisan".* *(The owner shall take all necessary steps at all times, as per instructions from the Land Administrator to protect the land from erosion)*
Restriction-in-Interest	:	*"Tanah yang dikurniakan ini tidak boleh dijual, dicagar, digadai, dipajak atau dipindahmilik dengan apa cara sekalipun termasuk dengan cara menggunakan segala surat perjanjian yang bertujuan untuk melepaskan/ menjual tanah ini tanpa kebenaran Penguasa Negeri".* *(This alienated land shall not be sold, mortgaged, leased or transferred by any means, including by way of letter of agreements which discharges/transfers the land without the consent of the State Authority)*
Land Area	:	

No.	Title Nos.	Lot Nos.	Land area	
			hectares	acres
1	GM 150	1305	1.2115	2.9937
2	GM 155	1306	1.6415	4.0562
3	GM156	1307	1.3709	3.3876
4	GM 151	1308	1.1432	2.8249
5	GM 224	1309	1.145	2.8294
6	GM 231	1990	1.378	3.4051
7	HSM 529	LO 1446	2.6962	6.6624
Total			10.5863	26.1593

Encumbrances	:	Nil
Caveat	:	Nil
Registered Proprietor(s) In Title	:	Ascolte (M) Sdn Bhd – 1/1 share

AZMI & CO

Market value of the subject property in its existing condition i.e 'as is' :

	Title Nos.	Lot Nos.	Land area		Market Value
			hectares	acres	
1	GM150	1305	1.2115	2.9937	RM7,170,000.00
2	GM155	1306	1.6415	4.0562	RM9,720,000.00
3	GM156	1307	1.3709	3.3876	RM8,120,000.00
4	GM151	1308	1.1432	2.8249	RM6,770,000.00
5	GM224	1309	1.145	2.8294	RM6,780,000.00
6	GM231	1990	1.378	3.4051	RM8,160,000.00
7	HSM529	LO 1446	2.6962	6.6624	RM15,960,000.00
Total			10.5863	26.1593	RM62,680,000.00

RM62,680,000.00
(Ringgit Malaysia: SIXTY TWO MILLION, SIX HUNDRED AND EIGHTY THOUSAND ONLY or approximately RM55.00 per square foot)

Market value of the Freehold interest in Lot Nos. 1309 and LO 1446 as described above, on the ***ASSUMPTION THAT THE SUBJECT TWO LOTS HAVE BEEN CONVERTED TO BUILDING USE APPROVED FOR THE DEVELOPMENT OF A RETIREMENT HOME PROJECT WITH 798 UNITS BY MAJLIS PERBANDARAN PENGERANG (PENGERANG TOWN COUNCIL)*** :

	Title Nos.	Lot Nos.	Land area		Market Value
			hectares	acres	
1	GM150	1305	1.2115	2.9937	RM7,170,000.00
2	GM155	1306	1.6415	4.0562	RM9,720,000.00
3	GM156	1307	1.3709	3.3876	RM8,120,000.00
4	GM151	1308	1.1432	2.8249	RM6,770,000.00
5	GM224	1309	1.145	2.8294	RM8,630,000.00
6	GM231	1990	1.378	3.4051	RM8,160,000.00
7	HSM529	LO 1446	2.6962	6.6624	RM20,320,000.00
Total			10.5863	26.1593	RM68,890,000.00

RM68,890,000.00
(Ringgit Malaysia: SIXTY EIGHT MILLION, EIGHT HUNDRED AND NINETY THOUSAND ONLY or approximately RM60.50 per square foot)

In cases where valuations are based on assumptions we are required by guidelines issued by the Board of Valuers. Appraisers and Estate Agents to state, and we hereby do, as follows:-

"IF ANY FINANCIAL INSTITUTION WISHES TO RELY ON THE VALUATION BASED ON THE ASSUMPTION(S) AS STATED ABOVE, THEN APPROPRIATE PROFESSIONAL ADVICE SHOULD BE SOUGHT SINCE THE VALUE REPORTED IS BASED ON AN ASSUMPTION(S) THAT IS NOT YET FULLY REALISED".

NOTE:
THE ABOVE SUMMARY IS TO BE READ IN THE CONTEXT OF THE WHOLE REPORT & VALUATION, WITH PARTICULAR ATTENTION TO THE VALUATION ASSUMPTIONS, IF ANY, AS ADOPTED THEREIN.

NAGALINGAM T.
Registered Valuer (V-461)

AZMI & CO

1.0 PURPOSE OF THE VALUATION

The purpose of this valuation is to establish an estimate of market value of the property described herein as of the material date of this valuation.

This report is prepared to furnish a guide as to the value that the subject property should command as at the date of this valuation for asset value determination purposes.

2.0 BASIS OF VALUATION

The basis of valuation, for the purpose of this report, is on *market value*.

By *market value* is meant *the estimated amount for which a property should exchange on the date of valuation between a willing buyer and a willing seller in an arm's-length transaction after proper marketing wherein the parties had each acted knowledgeably, prudently and without compulsion.* (STANDARD 1 - Market Value Basis of Valuation of the Malaysian Valuation Standards issued by the *Board of Valuers, Appraisers and Estate Agents, Malaysia*).

3.0 INSPECTION

An inspection of the subject property was made on 26 July 2022 by Mr. JOE CHAN, Senior Valuation Executive.

For the purpose of this report, we have, therefore, taken the date of inspection as the material date of valuation.

4.0 PARTICULARS OF PROPERTY

The subject property comprises seven adjoining parcels of Freehold Malay Reserved agricultural land with a combined land area of 26.1593 acres (10.5863 hectares) with beach front located off Jalan Teluk Ramunia road near Kampung Punggai village, Pengerang, Johor Darul Takzim. It has been issued with seven (7) separate individual documents of titles held in six (6) Final and one (1) Qualified Titles all in the Mukim of Pantai Timor, District of Pengerang, State of Johor Darul Takzim as follows:-

No.	Title Nos.	Lot Nos.	Land Area	
			in hectares	in acres
1	GM 150	1305	1.2115	2.9937
2	GM 155	1306	1.6415	4.0562
3	GM 156	1307	1.3709	3.3876
4	GM 151	1308	1.1432	2.8249
5	GM 224	1309	1.145	2.8294
6	GM 231	1990	1.378	3.4051
7	HSM 529	LO 1446	2.6962	6.6624
		Total	10.5863	26.1593

We have made a search of the Register of Final and Qualified Titles at the Pengerang District Land Office in Bandar Penawar town and we confirm that the subject property is described in the registered documents of titles as shown by the copy of *CATATAN CARIAN PERSENDIRIAN (PRIVATE SEARCH TITLE DOCUMENT)* dated 25 January 2022 which is enclosed, herein, as ***APPENDIX I***.

NOTE:

While due care is taken to obtain the above CATATAN CARIAN PERSENDIRIAN (PRIVATE SEARCH TITLE DOCUMENT), we would advise that the Client seeks the services of its own solicitors to conduct a further search at the Land Registry to confirm the same and/or to ascertain the true nature of the registered proprietor's interest in the property and also to determine the existence of any further encumbrances on the property.

5.0 LOCATION DATA

The subject property is located in a desirable mixed-development area within the locality popularly known as KAMPUNG PUNGGAI village off Jalan Teluk Ramunia (Teluk Ramunia Road) in Pengerang, Johor Darul Takzim. This location is shown on the plans in ***APPENDIX II***.

The subject locality is still largely agricultural in character comprising mainly estates and smallholders' lots under oil palm and coconut cultivation. Located about 1.5 kilometres to the north of the subject property is a small kampung (village) type development known as Kampung Punggai. Some of the agricultural lands in the vicinity have been converted to higher end users and are developed with tourism related developments such as hotels and beach resorts namely Amerald Resort, Sea View Campsite, Chalet D'Punggai and Punggai Bayu Beach Resort.

The area is well located within the administrative area of the Majlis Perbandaran Pengerang (Pengerang Town Council) (MPP) and is within a few minutes' drive, by bus or car, of other developments (the ongoing Sebana Cove, the ongoing Desaru Coast developments comprising a number of resort hotels namely Anantara, Westin, Hardrock Hotel, One & Only, Sand & Sandals, Lotus Desaru Beach Resort, Amansari Hotel, Four Points by Sheraton, Tunamaya, Tiara Desaru and Amerald Resort to name a few, Taman Bayu Damai housing scheme and Bandar Penawar township).



A general view of the neighbourhood

Communications within the area are excellent. There are easy accesses to Senai Desaru Expressway and Jalan Kota Tinggi-Pengerang road via well-planned service roads and interchanges. There are also good linkages to the North South Expressway and Malaysia-Singapore Second Link Expressway, which form part of the State's aim to create the best network of roads in the region.

The subject property is located approximately 18 kilometres to the south of Desaru beach enclave and about 95 kilometres east of Johor Bahru City Centre with a travelling time of one hour and thirty minutes.

In view of the favourable location, the area is expected to maintain its appeal for residential development in the foreseeable future.

6.0 SITE DATA

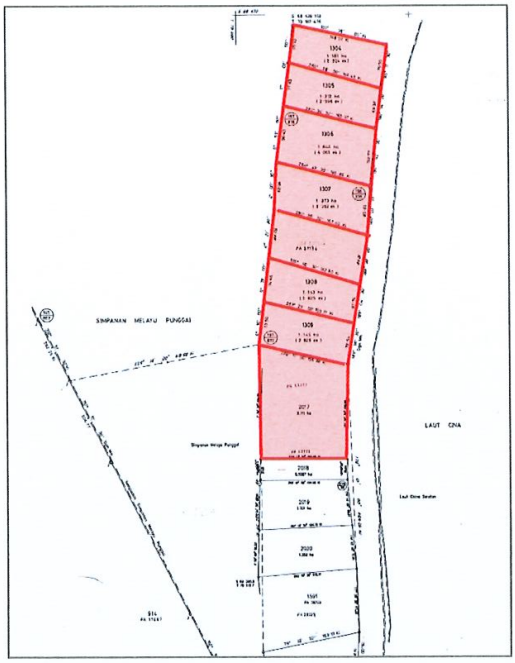
The subject site comprises seven contiguous parcels of lands with a beach front, geographically located on the Eastern side of Jalan Teluk Ramunia road. They have a combined land area of 10.5863 hectares or 26.1593 acres made up as follows:-

No.	Lot Nos.	Land Area	
		in hectares	in acres
1	1305	1.2115	2.9937
2	1306	1.6415	4.0562
3	1307	1.3709	3.3876
4	1308	1.1432	2.8249
5	1309	1.145	2.8294
6	LO 1446	2.6962	6.6624
7	1990	1.378	3.4051
		10.5863	26.1593

The combined site is regular in shape. It has frontage onto a metalled right-of-way which branches off Jalan Teluk Ramunia road and runs through the subject site: see ***APPENDIX III*** for site plan. The subject property is approachable from the Johor Bahru City Centre via the Senai-Desaru Expressway, Jalan Kota Tinggi-Pengerang trunk road, Jalan Desaru trunk road, Jalan Teluk Ramunia trunk road and finally via the abovesaid metalled right-of-way.

The site is flat in terrain and sits at about the level with the frontage road. The boundaries are partially demarcated by chain link fencing. The abutting road is tarmac surfaced and is fitted with concrete drains to facilitate surface drainage.

AZMI & CO



The Site Plan of the Subject Property



The subject property has a long beachfront onto the popular Desaru beach fronting onto the South China Sea.

The area around the subject site is improved as follows:

To the North	-	bounded by a detached house and further North are the Chalet D'Punggai, Kampung Punggai village and other parcels of agricultural lands.
To the East	-	bounded by the beach and South China Sea.
To the South	-	bounded by Sea View Campsite and further South are other parcels of agricultural lands, Amerald Resort and Taman Bayu Damai housing scheme.
To the West	-	bounded by a parcel of agricultural land and further West are Jalan Teluk Ramunia road, other parcels of agricultural lands and the ongoing Sebana Cove housing and resort development.

7.0 PROPERTY DATA

Lot 1309 is, as at date of inspection, erected with a double storey detached house and several ancillary bulidings. The remaining lots are unimproved of any building structures and are presently overgrown with bushes and wild trees. At present, a metalled right-of-way runs through the subject property at the central portion. We are informed by the current land owner that the said right-of-way will be realigned to the western boundary of the subject property upon the redevelopment of the subject property.

We are specifically instructed by the client to disregard the buildings erected on the subject property in this valuation exercise as these buildings will be demolished upon the redevelopment of the subject property.

Photographs showing the subject property are presented below.



Lot No. 1309 is presently erected with a double storey detached house and several ancillary buildings

AZMI & CO



View of the western portion of the subject property



Another view of the western portion of the subject property



View of the eastern portion of the subject property

8.0 SERVICES DATA

All public and quasi-public utilities such as water, telephones and electricity are available in the vicinity and are connected to Lot 1309.

Public transportation in the form of buses and taxis is available at regular intervals along Jalan Teluk Ramunia road.

9.0 PLANNING DATA

We have made an informal enquiry at the Planning Department of Majlis Perbandaran Pengerang (Town Council Planning Department) and are informed that the subject property is zoned for Residential land use.

10.0 VALUATION

In this instance, the Comparison Approach to value was used to provide a means for determining the market value of the subject property. Under this approach, an estimate of value is derived by comparing the property under valuation with other properties of similar size, quality and location that have been sold in recent times.

In the determination of value by this approach, a survey was made of property sales which have occurred in the subject locality and other comparable areas within the past few years. From our investigations, we are aware of the following:

11.1 sales of vacant lands within the subject neighbourhood indicate prices in the region of RM35.79 to RM89.56 per square foot in years 2018 to 2022, as shown in the schedule enclosed herein as ***APPENDIX IV***.

11.2 the current asking prices for similar Malay Reserved beach front lands within the area indicate prices in the region of RM50.00 to RM80.00 per square foot. These asking prices are, of course, subject to further negotiations between the parties.(Source: Various Estate Agents)

The sale prices are first adjusted for time differences (versus the material date of valuation) in order to obtain an estimation of what the property would bring if sold on the date. In addition to the time adjustment, the transaction price is adjusted to reflect differences in location, site facilities, lot size and shape, and others in order to make the sold properties as nearly as possible comparable with the subject property.

AZMI & CO

11.0 FACTORS AFFECTING VALUATION

The following are the principal factors which have influenced our opinion of value in this case:

11.1 The subject property is issued with separate documents of individual Qualified Titles held under a Freehold tenure (Grant-in-Perpetuity).

11.2 The subject property is held in title under the Category of Land Use of *"Pertanian"* (Agriculture), subject to the following conditions:

Express Condition

"i) Tanah ini hendaklah ditanam dengan tanaman Kelapa"
(The land shall be planted with coconut)

"ii) Pemilik tanah ini hendaklah sepanjang masa mengambil Langkah-langkah menurut perintah yang dikehendaki oleh Pentadbir Tanah menjaga tanah ini daripada hakisan".
(The owner shall take all necessary steps at all times, as per instructions from the Land Administrator to protect the land from erosion)

Restriction in Interest

"Tanah yang dikurniakan ini tidak boleh dijual, dicagar, digadai, dipajak atau dipindahmilik denga napa vara sekalipun termasuk dengan cara menggunakan segala surat perjanjian yang bertujuan untuk melepaskan/ menjual tanah ini tanpa kebenaran Penguasa Negeri".
(This alienated land cannot be sold, mortgaged, leased or transferred by any means, including by using any letter of agreement which discharges/transfers the land without the consent of the State Authority)

11.3 Subject property has a combined land area of 10.5863 hectares or 26.1593 acres.

11.4 Subject property is ideally located off Jalan Teluk Ramunia road near the Desaru tourism belt.

11.5 Subject property comprises seven parcels of Malay Reserved agricultural land with beach front.

AZMI & CO

12.0 OPINION OF VALUE

As based on the above approach to value, we are of the opinion that the value of the Malay Reserved Freehold interest in the property as described above, in its existing condition, free from encumbrances, and with good registrable titles is, for asset value determination purposes as of the material date of this valuation (26 July 2022), in the amounts as follows:

	Title Nos.	Lot Nos.	Land area		Market Value
			hectares	acres	
1	GM150	1305	1.2115	2.9937	RM7,170,000.00
2	GM155	1306	1.6415	4.0562	RM9,720,000.00
3	GM156	1307	1.3709	3.3876	RM8,120,000.00
4	GM151	1308	1.1432	2.8249	RM6,770,000.00
5	GM224	1309	1.145	2.8294	RM6,780,000.00
7	GM231	1990	1.378	3.4051	RM8,160,000.00
7	HSM529	LO 1446	2.6962	6.6624	RM15,960,000.00
Total			10.5863	26.1593	RM62,680,000.00

MARKET VALUE - RINGGIT MALAYSIA: SIXTY TWO MILLION, SIX HUNDRED AND EIGHTY THOUSAND ONLY (RM62,680,000.00 or Approximately RM55.00 per square foot)

We are also specifically instructed by the client to provide the value of the Freehold interest in Lot 1309 and LO 1446 as described above, on the ***ASSUMPTION THAT THE SUBJECT TWO LOTS HAVE BEEN CONVERTED TO BUILDING USE AND APPROVED FOR THE DEVELOPMENT OF A RETIREMENT HOME PROJECT WITH 798 UNITS BY MAJLIS PERBANDARAN PENGERANG (PENGERANG TOWN COUNCIL)***, free from encumbrances and with good registrable titles, for asset value determination purposes, and we hereby do in the amounts as follows:

	Title Nos.	Lot Nos.	Land area		Market Value
			hectares	acres	
1	GM150	1305	1.2115	2.9937	RM7,170,000.00
2	GM155	1306	1.6415	4.0562	RM9,720,000.00
3	GM156	1307	1.3709	3.3876	RM8,120,000.00
4	GM151	1308	1.1432	2.8249	RM6,770,000.00
5	GM224	1309	1.145	2.8294	RM8,630,000.00
6	GM231	1990	1.378	3.4051	RM8,160,000.00
7	HSM529	LO 1446	2.6962	6.6624	RM20,320,000.00
Total			10.5863	26.1593	RM68,890,000.00

MARKET VALUE	-	RINGGIT MALAYSIA: SIXTY EIGHT MILLION, EIGHT HUNDRED AND NINETY THOUSAND ONLY (RM68,890,000.00 or Approximately RM60.50 per square foot)

"IF ANY PARTY WISHES TO RELY ON THE VALUATION BASED ON THE ASSUMPTION AS STATED ABOVE, THEN APPROPRIATE PROFESSIONAL ADVICE SHOULD BE SOUGHT SINCE THE VALUE REPORTED IS BASED ON AN ASSUMPTIONS THAT ARE NOT YET OR FULLY REALISED".

CATATAN CARIAN PERSENDIRIAN

Jenis dan No. Hakmilik	: GM 150	Nombor Lot / PT	: Lot 1305
Bandar/Pekan/Mukim	: Mukim Pantai Timor	Tempat	: TANJONG PUNGGAI
Keluasan	: 1.2115 Hektar (2 Ekar 3 Rood 39.0000 Pole.)	Daerah	: Pengerang
Nombor Syit Piawai	: 73 B	Nombor Pelan Akui	: 41506
Taraf Pegangan *(Selama-lamanya atau Pajakan)*	: Selama-lamanya	Tarikh Luput Pajakan *(Jika Berkenaan)*	:
Tarikh Daftar	: 4 April 1984	Cukai Tanah	: RM22.00
Kawasan Rizab *(Jika Berkenaan)*	: KEMASUKAN DALAM REZAB MELAYU		

Kategori Kegunaan Tanah : **Pertanian**

Syarat Nyata : **i) Tanah ini hendaklah ditanam dengan tanaman Kelapa.**

ii) Pemilik tanah ini hendaklah sepanjang masa mengambil langkah-langkah menurut perintah yang dikehendaki oleh Pentadbir Tanah menjaga tanah ini daripada hakisan.

Sekatan Kepentingan : **Tanah yang dikurniakan ini tidak boleh dijual, dicagar, digadai, dipajak atau dipindahmilik dengan apa cara sekalipun termasuk dengan cara menggunakan segala surat perjanjian yang bertujuan untuk melepaskan / menjual tanah ini tanpa kebenaran Penguasa Negeri**

Rekod Ketuanpunyaan :

ASCOLTE (M) SDN. BHD. , No. Syarikat : 296712-K
Syarikat Yang Mempunyai Nombor Tempatan , 1/1 bahagian
5TH. FLOOR, WISMA CONCORD NO. 2, JALAN SULTAN ISMAIL KUALA LUMPUR 50200 Wilayah Persekutuan KL

Rekod Urusan Dan Lain-lain :

Nombor Perserahan : 431/2006 Pindahmilik Tanah
oleh CAHAYA CITRAPADU (M) SDN. BHD. ,1/1 bahagian
kepada ASCOLTE (M) SDN. BHD., No sykt :296712-K, 1/1 bahagian
5TH. FLOOR, WISMA CONCORD NO. 2, JALAN SULTAN ISMAIL KUALA LUMPUR 50200 Wilayah Persekutuan KL
di daftarkan pada 7 September 2006 jam 12:24:54 petang
Surat Kebenaran : 142/2006

Nombor Perserahan : 1600/2019 Pindaan Cukai Tanah
di daftarkan pada 21 Oktober 2019 jam 05:01:00 petang

Hakmilik : 011406GM00000150
Mukasurat : 1 [2]
Tarikh : 25 / 01 / 2022

No Pers P05730/2001 Kemasukan Dalam Rezab Melayu
Kawasan PUNGGAI
Dibawah seksyen 6 Enakmen Rezab Melayu
Sebagaimana diisytiharkan dalam Warta Kerajaan Negeri Johor
No Warta 242 Bertarikh 21 Februari 1940
di daftarkan pada 21 Julai 1975 jam 10:07:00 pagi.
(No. Rujukan Fail :)

Urusan-urusan dalam Perserahan yang belum didaftarkan : Tiada

Urusan-urusan dalam Perserahan yang digantung : **0**

Perkara lain yang melibatkan hakmilik :
Cukai tanah dipinda dari RM RM 17.00 kepada RM 22.00
menurut Seksyen 101 Kanun Tanah Negara mulai dar 1 Januari 2020.
(No Warta J. P.U. 49. bertarikh 5 Disember 2019.)

Dikeluarkan pada	: 10:43:47 pagi	**Tarikh**	: 25 Januari 2022
Bayaran dijelaskan	: RM 280.00	**Nombor Resit**	: 2501220413740098

Hakmilik : 011406GM00000150
Mukasurat : 2 [2]
Tarikh : 25 / 01 / 2022

CATATAN CARIAN PERSENDIRIAN

Jenis dan No. Hakmilik	: GM 155	Nombor Lot / PT	: Lot 1306
Bandar/Pekan/Mukim	: Mukim Pantai Timor	Tempat	: TANJONG PUNGGAI
Keluasan	: 1.6415 Hektar (4 Ekar 0 Rood 09.0000 Pole.)	Daerah	: Pengerang
Nombor Syit Piawai	: 73 B	Nombor Pelan Akui	: 41506
Taraf Pegangan *(Selama-lamanya atau Pajakan)*	: Selama-lamanya	Tarikh Luput Pajakan *(Jika Berkenaan)*	:
Tarikh Daftar	: 4 April 1984	Cukai Tanah	: RM22.00
Kawasan Rizab *(Jika Berkenaan)*	: KEMASUKAN DALAM REZAB MELAYU		

Kategori Kegunaan Tanah : **Pertanian**

Syarat Nyata : **i) Tanah ini hendaklah ditanam dengan tanaman Kelapa.**

ii) Pemilik tanah ini hendaklah sepanjang masa mengambil langkah-langkah menurut perintah yang dikehendaki oleh Pentadbir Tanah menjaga tanah ini daripada hakisan.

Sekatan Kepentingan : **Tanah yang dikurniakan ini tidak boleh dijual, dicagar, digadai, dipajak atau dipindahmilik dengan apa cara sekalipun termasuk dengan cara menggunakan segala surat perjanjian yang bertujuan untuk melepaskan / menjual tanah ini tanpa kebenaran Penguasa Negeri**

Rekod Ketuanpunyaan :

ASCOLTE (M) SDN. BHD. , No. Syarikat : 296712-K
1/1 bahagian
5TH. FLOOR, WISMA CONCORD NO. 2, JALAN SULTAN ISMAIL KUALA LUMPUR 50200 Wilayah Persekutuan KL

Rekod Urusan Dan Lain-lain :

Nombor Perserahan : 431/2006 Pindahmilik Tanah
oleh CAHAYA CITRAPADU (M) SDN. BHD. ,1/1 bahagian
kepada ASCOLTE (M) SDN. BHD., No sykt :296712-K, 1/1 bahagian
5TH. FLOOR, WISMA CONCORD NO. 2, JALAN SULTAN ISMAIL KUALA LUMPUR 50200 Wilayah Persekutuan KL
di daftarkan pada 7 September 2006 jam 12:24:54 petang
Surat Kebenaran : 142/2006

Nombor Perserahan : 1600/2019 Pindaan Cukai Tanah
di daftarkan pada 21 Oktober 2019 jam 05:01:00 petang

Hakmilik : 011406GM00000155
Mukasurat : 1 [2]
Tarikh : 25 / 01 / 2022

No Pers P05730/2001 Kemasukan Dalam Rezab Melayu
Kawasan PUNGGAI
Dibawah seksyen 6 Enakmen Rezab Melayu
Sebagaimana diisytiharkan dalam Warta Kerajaan Negeri Johor
No Warta 242 Bertarikh 21 Februari 1940
di daftarkan pada 21 Julai 1975 jam 10:07:00 pagi.
(No. Rujukan Fail :)

Urusan-urusan dalam Perserahan yang belum didaftarkan : Tiada

Urusan-urusan dalam Perserahan yang digantung : **0**

Perkara lain yang melibatkan hakmilik :
Cukai tanah dipinda dari RM RM 17.00 kepada RM 22.00
menurut Seksyen 101 Kanun Tanah Negara mulai dar 1 Januari 2020.
(No Warta J. P.U. 49. bertarikh 5 Disember 2019.)

Dikeluarkan pada	: 10:43:47 pagi	**Tarikh**	: 25 Januari 2022
Bayaran dijelaskan	: RM 280.00	**Nombor Resit**	: 2501220413740098

Hakmilik : 011406GM00000155
Mukasurat : 2 [2]
Tarikh : 25 / 01 / 2022

CATATAN CARIAN PERSENDIRIAN

Jenis dan No. Hakmilik	: GM 156	Nombor Lot / PT	: Lot 1307
Bandar/Pekan/Mukim	: Mukim Pantai Timor	Tempat	: TANJONG PUNGGAI
Keluasan	: 1.3709 Hektar (3 Ekar 1 Rood 22.0000 Pole.)	Daerah	: Pengerang
Nombor Syit Piawai	: 73 B	Nombor Pelan Akui	: 41506
Taraf Pegangan *(Selama-lamanya atau Pajakan)*	: Selama-lamanya	Tarikh Luput Pajakan *(Jika Berkenaan)*	:
Tarikh Daftar	: 4 April 1984	Cukai Tanah	: RM22.00
Kawasan Rizab *(Jika Berkenaan)*	: KEMASUKAN DALAM REZAB MELAYU		

Kategori Kegunaan Tanah : **Pertanian**

Syarat Nyata : **i) Tanah ini hendaklah ditanam dengan tanaman Kelapa.**

ii) Pemilik tanah ini hendaklah sepanjang masa mengambil langkah-langkah menurut perintah yang dikehendaki oleh Pentadbir Tanah menjaga tanah ini daripada hakisan.

Sekatan Kepentingan : **Tanah yang dikurniakan ini tidak boleh dijual, dicagar, digadai, dipajak atau dipindahmilik dengan apa cara sekalipun termasuk dengan cara menggunakan segala surat perjanjian yang bertujuan untuk melepaskan / menjual tanah ini tanpa kebenaran Penguasa Negeri**

Rekod Ketuanpunyaan :

ASCOLTE (M) SDN. BHD. , No. Syarikat : 296712-K
1/1 bahagian
5TH. FLOOR, WISMA CONCORD NO. 2, JALAN SULTAN ISMAIL KUALA LUMPUR 50200 Wilayah Persekutuan KL

Rekod Urusan Dan Lain-lain :

Nombor Perserahan : 431/2006 Pindahmilik Tanah
oleh CAHAYA CITRAPADU (M) SDN. BHD. ,1/1 bahagian
kepada ASCOLTE (M) SDN. BHD., No sykt :296712-K, 1/1 bahagian
5TH. FLOOR, WISMA CONCORD NO. 2, JALAN SULTAN ISMAIL KUALA LUMPUR 50200 Wilayah Persekutuan KL
di daftarkan pada 7 September 2006 jam 12:24:54 petang
Surat Kebenaran : 142/2006

Nombor Perserahan : 1600/2019 Pindaan Cukai Tanah
di daftarkan pada 21 Oktober 2019 jam 05:01:00 petang

Hakmilik : 011406GM00000156
Mukasurat : 1 [2]
Tarikh : 25 / 01 / 2022

No Pers P05730/2001 Kemasukan Dalam Rezab Melayu
Kawasan PUNGGAI
Dibawah seksyen 6 Enakmen Rezab Melayu
Sebagaimana diisytiharkan dalam Warta Kerajaan Negeri Johor
No Warta 242 Bertarikh 21 Februari 1940
di daftarkan pada 21 Julai 1975 jam 10:07:00 pagi.
(No. Rujukan Fail :)

Urusan-urusan dalam Perserahan yang belum didaftarkan : Tiada

Urusan-urusan dalam Perserahan yang digantung : **0**

Perkara lain yang melibatkan hakmilik :
Cukai tanah dipinda dari RM RM 17.00 kepada RM 22.00
menurut Seksyen 101 Kanun Tanah Negara mulai dar 1 Januari 2020.
(No Warta J. P.U. 49. bertarikh 5 Disember 2019.)

Dikeluarkan pada	: 10:43:47 pagi	**Tarikh**	: 25 Januari 2022
Bayaran dijelaskan	: RM 280.00	**Nombor Resit**	: 2501220413740098

Hakmilik : 011406GM000000156
Mukasurat : 2 [2]
Tarikh : 25 / 01 / 2022

CATATAN CARIAN PERSENDIRIAN

Jenis dan No. Hakmilik	: **GM 151**	Nombor Lot / PT	: **Lot 1308**
Bandar/Pekan/Mukim	: **Mukim Pantai Timor**	Tempat	: **KG. PUNGGAI**
Keluasan	: **1.1432 Hektar (2 Ekar 3 Rood 12.0000 Pole.)**	Daerah	: **Pengerang**
Nombor Syit Piawai	: **73 B**	Nombor Pelan Akui	: **41506**
Taraf Pegangan *(Selama-lamanya atau Pajakan)*	: **Selama-lamanya**	Tarikh Luput Pajakan *(Jika Berkenaan)*	:
Tarikh Daftar	: **4 April 1984**	Cukai Tanah	: **RM22.00**
Kawasan Rizab *(Jika Berkenaan)*	: **KEMASUKAN DALAM REZAB MELAYU**		

Kategori Kegunaan Tanah : **Pertanian**

Syarat Nyata : **i) Tanah ini hendaklah ditanam dengan tanaman Kelapa.**

ii) Pemilik tanah ini hendaklah sepanjang masa mengambil langkah-langkah menurut perintah yang dikehendaki oleh Pentadbir Tanah menjaga tanah ini daripada hakisan.

Sekatan Kepentingan : **Tanah yang dikurniakan ini tidak boleh dijual, dicagar, digadai, dipajak atau dipindahmilik dengan apa cara sekalipun termasuk dengan cara menggunakan segala surat perjanjian yang bertujuan untuk melepaskan / menjual tanah ini tanpa kebenaran Penguasa Negeri**

Rekod Ketuanpunyaan :

ASCOLTE (M) SDN. BHD. , No. Syarikat : 296712-K
Syarikat Yang Mempunyai Nombor Tempatan , 1/1 bahagian
5TH. FLOOR, WISMA CONCORD NO. 2, JALAN SULTAN ISMAIL KUALA LUMPUR 50200 Wilayah Persekutuan KL

Rekod Urusan Dan Lain-lain :

Nombor Perserahan : 432/2006 Pindahmilik Tanah
oleh CAHAYA CITRAPADU (M) SDN. BHD. ,1/1 bahagian
kepada ASCOLTE (M) SDN. BHD., No sykt :296712-K, 1/1 bahagian
5TH. FLOOR, WISMA CONCORD NO. 2, JALAN SULTAN ISMAIL KUALA LUMPUR 50200 Wilayah Persekutuan KL
di daftarkan pada 7 September 2006 jam 12:20:27 petang
Surat Kebenaran : 143/2006

Nombor Perserahan : 1600/2019 Pindaan Cukai Tanah
di daftarkan pada 21 Oktober 2019 jam 05:01:00 petang

Hakmilik : 011406GM00000151
Mukasurat : 1 [2]
Tarikh : 25 / 01 / 2022

No Pers P05730/2001 Kemasukan Dalam Rezab Melayu
Kawasan PUNGGAI
Dibawah seksyen 6 Enakmen Rezab Melayu
Sebagaimana diisytiharkan dalam Warta Kerajaan Negeri Johor
No Warta 242 Bertarikh 21 Februari 1940
di daftarkan pada 21 Julai 1975 jam 10:07:00 pagi.
(No. Rujukan Fail :)

Urusan-urusan dalam Perserahan yang belum didaftarkan : Tiada

Urusan-urusan dalam Perserahan yang digantung : **0**

Perkara lain yang melibatkan hakmilik :
Cukai tanah dipinda dari RM RM 17.00 kepada RM 22.00
menurut Seksyen 101 Kanun Tanah Negara mulai dar 1 Januari 2020.
(No Warta J. P.U. 49. bertarikh 5 Disember 2019.)

Dikeluarkan pada	: 10:43:47 pagi	**Tarikh**	: 25 Januari 2022
Bayaran dijelaskan	: RM 280.00	**Nombor Resit**	: 2501220413740098

Hakmilik : 011406GM000000151
Mukasurat : 2 [2]
Tarikh : 25 / 01 / 2022

CATATAN CARIAN PERSENDIRIAN

Jenis dan No. Hakmilik	: **GM 224**	Nombor Lot / PT	: **Lot 1309**
Bandar/Pekan/Mukim	: **Mukim Pantai Timor**	Tempat	: **KAMPONG PUNGGAI**
Keluasan	: **1.145 Hektar**	Daerah	: **Pengerang**
Nombor Syit Piawai	: **73 D**	Nombor Pelan Akui	: **41506**
Taraf Pegangan *(Selama-lamanya atau Pajakan)*	: **Selama-lamanya**	Tarikh Luput Pajakan *(Jika Berkenaan)*	:
Tarikh Daftar	: **5 Ogos 1995**	Cukai Tanah	: **RM22.00**
Kawasan Rizab	: **KEMASUKAN DALAM REZAB MELAYU**		
(Jika Berkenaan)			

Kategori Kegunaan Tanah : **Pertanian**

Syarat Nyata : **i) Tanah ini hendaklah ditanam dengan tanaman Kelapa.**

ii) Pemilik tanah ini hendaklah sepanjang masa mengambil langkah-langkah menurut perintah yang dikehendaki oleh Pentadbir Tanah menjaga tanah ini daripada hakisan.

Sekatan Kepentingan : **Tanah yang dikurniakan ini tidak boleh dijual, dicagar digadai, dipajak atau dipindahmilik dengan apa cara sekalipun termasuklah dengan cara menggunakan segala surat perjanjian yang bertujuan untuk melepaskan/menjual tanah ini tanpa persetujuan Pihak Berkuasa Negeri.**

Rekod Ketuanpunyaan :

ASCOLTE (M) SDN. BHD , No. Syarikat : 296712-K
Tertubuh di bawah Akta Syarikat 1965 , 1/1 bahagian
-

Rekod Urusan Dan Lain-lain :

Nombor Perserahan : 294/2012 Pindahmilik Tanah
oleh SYED MOHD YUSOF BIN TUN SYED NASIR, ,No. kp : 471109-01-5611 ,1/1 bahagian
kepada ASCOLTE (M) SDN. BHD, No sykt :296712-K, 1/1 bahagian
-
di daftarkan pada 4 April 2012 jam 03:40:39 petang

Nombor Perserahan : 1600/2019 Pindaan Cukai Tanah
di daftarkan pada 21 Oktober 2019 jam 05:01:00 petang

Hakmilik : 011406GM00000224
Mukasurat : 1 [2]
Tarikh : 25 / 01 / 2022

No Pers P06649/2004 Kemasukan Dalam Rezab Melayu
Kawasan PUNGGAI
Dibawah seksyen 6 Enakmen Rezab Melayu
Sebagaimana diisytiharkan dalam Warta Kerajaan Negeri Johor
No Warta 242 Bertarikh 21 Februari 1940
di daftarkan pada 21 Julai 1984 jam 10:07:00 pagi.
(No. Rujukan Fail :)

Urusan-urusan dalam Perserahan yang belum didaftarkan : Tiada

Urusan-urusan dalam Perserahan yang digantung : **0**

Perkara lain yang melibatkan hakmilik :
Cukai tanah dipinda dari RM RM 17.00 kepada RM 22.00
menurut Seksyen 101 Kanun Tanah Negara mulai dar 1 Januari 2020.
(No Warta J. P.U. 49. bertarikh 5 Disember 2019.)

Dikeluarkan pada	: 10:43:47 pagi	**Tarikh**	: 25 Januari 2022
Bayaran dijelaskan	: RM 280.00	**Nombor Resit**	: 2501220413740098

Hakmilik : 011406GM00000224
Mukasurat : 2 [2]
Tarikh : 25 / 01 / 2022

CATATAN CARIAN PERSENDIRIAN

Jenis dan No. Hakmilik	: **HSM 529**	Nombor Lot / PT	: **LO 1446**
Bandar/Pekan/Mukim	: **Mukim Pantai Timor**	Tempat	: **KG.PUNGGAI**
Keluasan	: **2.6962 Hektar (6 Ekar 2 Rood 26.0000 Pole.)**	Daerah	: **Pengerang**
Nombor Syit Piawai	: **73 C**	No.Permohonan Ukur	: Tiada
Taraf Pegangan *(Selama-lamanya atau Pajakan)*	: **Selama-lamanya**	Tarikh Luput Pajakan *(Jika Berkenaan)*	:
Tarikh Daftar	: **22 Mac 1983**	Cukai Tanah	: **RM36.00**
Kawasan Rizab *(Jika Berkenaan)*	: **KEMASUKAN DALAM REZAB MELAYU**		

Kategori Kegunaan Tanah : **Pertanian**

Syarat Nyata : **i) Tanah ini hendaklah ditanam dengan tanaman Kelapa.**

ii) Pemilik tanah ini hendaklah sepanjang masa mengambil langkah-langkah menurut perintah yang dikehendaki oleh Pentadbir Tanah menjaga tanah ini daripada hakisan.

Sekatan Kepentingan : **Tanah yang dikurniakan ini tidak boleh dijual,dicagar, dipajak ,digadai atau dipindah milik dengan apa cara sekali pun ,termasuk dengan cara mengunakan /menjual tanah ini ,tanpa Kebenaran Penguasa Negeri.**

Rekod Ketuanpunyaan :

ASCOLTE (M) SDN. BHD , No. Syarikat : 296712-K
Tertubuh di bawah Akta Syarikat 1965 , 1/1 bahagian
-

Rekod Urusan Dan Lain-lain :

Nombor Perserahan : 293/2012 Pindahmilik Tanah
oleh SHARIFAH FARRAH SORAYA BINTI SYED MOHD YUSOF, ,No. kp : 840305-14-5780 ,1/1 bahagian
kepada ASCOLTE (M) SDN. BHD, No sykt :296712-K, 1/1 bahagian
-
di daftarkan pada 4 April 2012 jam 03:32:30 petang

Nombor Perserahan : 1600/2019 Pindaan Cukai Tanah
di daftarkan pada 21 Oktober 2019 jam 05:01:00 petang

Hakmilik : 0114061HSM00000529
Mukasurat : 1 [2]
Tarikh : 25 / 01 / 2022

No Pers 33/1983 Kemasukan Dalam Rezab Melayu
Kawasan PUNGGAI
Dibawah seksyen 6 Enakmen Rezab Melayu
Sebagaimana diisytiharkan dalam Warta Kerajaan Negeri Johor
No Warta 242 Bertarikh 21 Februari 1940
di daftarkan pada 22 Mac 1983 jam 10:03:00 pagi.
(No. Rujukan Fail :)

Urusan-urusan dalam Perserahan yang belum didaftarkan : Tiada

Urusan-urusan dalam Perserahan yang digantung : 0

Perkara lain yang melibatkan hakmilik :
Cukai tanah dipinda dari RM RM 26.00 kepada RM 36.00
menurut Seksyen 101 Kanun Tanah Negara mulai dar 1 Januari 2020.
(No Warta J. P.U. 49. bertarikh 5 Disember 2019.)

Dikeluarkan pada	: 10:43:47 pagi	**Tarikh**	: 25 Januari 2022
Bayaran dijelaskan	: RM 280.00	**Nombor Resit**	: 2501220413740098

Hakmilik : 011406HSM00000529
Mukasurat : 2 [2]
Tarikh : 25 / 01 / 2022

CATATAN CARIAN PERSENDIRIAN

Jenis dan No. Hakmilik	: GM 231	Nombor Lot / PT	: Lot 1990
Bandar/Pekan/Mukim	: Mukim Pantai Timor	Tempat	: TANJUNG PUNGGAI
Keluasan	: 1.378 Hektar	Daerah	: Pengerang
Nombor Syit Piawai	: 73 B	Nombor Pelan Akui	: 57154
Taraf Pegangan *(Selama-lamanya atau Pajakan)*	: Selama-lamanya	Tarikh Luput Pajakan *(Jika Berkenaan)*	:
Tarikh Daftar	: 7 Disember 1999	Cukai Tanah	: RM22.00
Kawasan Rizab *(Jika Berkenaan)*	: KEMASUKAN DALAM REZAB MELAYU		

Kategori Kegunaan Tanah : **Pertanian**

Syarat Nyata : **i) Tanah ini hendaklah ditanam dengan tanaman Kelapa.**

ii) Pemilik tanah ini hendaklah sepanjang masa mengambil langkah-langkah menurut perintah yang dikehendaki oleh Pentadbir Tanah menjaga tanah ini daripada hakisan.

Sekatan Kepentingan : **Tanah yang dikurniakan ini tidak boleh dijual,dicagar, digadai,dipajak atau dipindah milik dengan apa cara sekalipun termasuk dengan cara menggunakan segala surat perjanjian yang bertujuan untuk melepaskan/menjual tanah ini ,tanpa Kebenaran Penguasa Negeri.**

Rekod Ketuanpunyaan :

ASCOLTE (M) SDN. BHD. , No. Syarikat : 296712-K
1/1 bahagian
5TH. FLOOR, WISMA CONCORD NO. 2, JALAN SULTAN ISMAIL KUALA LUMPUR 50200 Wilayah Persekutuan KL

Rekod Urusan Dan Lain-lain :

Nombor Perserahan : 431/2006 Pindahmilik Tanah
oleh CAHAYA CITRAPADU (M) SDN. BHD. ,1/1 bahagian
kepada ASCOLTE (M) SDN. BHD., No sykt :296712-K, 1/1 bahagian
5TH. FLOOR, WISMA CONCORD NO. 2, JALAN SULTAN ISMAIL KUALA LUMPUR 50200 Wilayah Persekutuan KL
di daftarkan pada 7 September 2006 jam 12:24:54 petang
Surat Kebenaran : 142/2006

Nombor Perserahan : 1600/2019 Pindaan Cukai Tanah
di daftarkan pada 21 Oktober 2019 jam 05:01:00 petang

Hakmilik : 011406GM00000231
Mukasurat : 1 [2]
Tarikh : 25 / 01 / 2022

No Pers 31/1991 Kemasukan Dalam Rezab Melayu
Kawasan PUNGGAI
Dibawah seksyen 6 Enakmen Rezab Melayu
Sebagaimana diisytiharkan dalam Warta Kerajaan Negeri Johor
No Warta 242 Bertarikh 21 Februari 1940
di daftarkan pada 30 Januari 1991 jam 10:01:00 pagi.
(No. Rujukan Fail :)

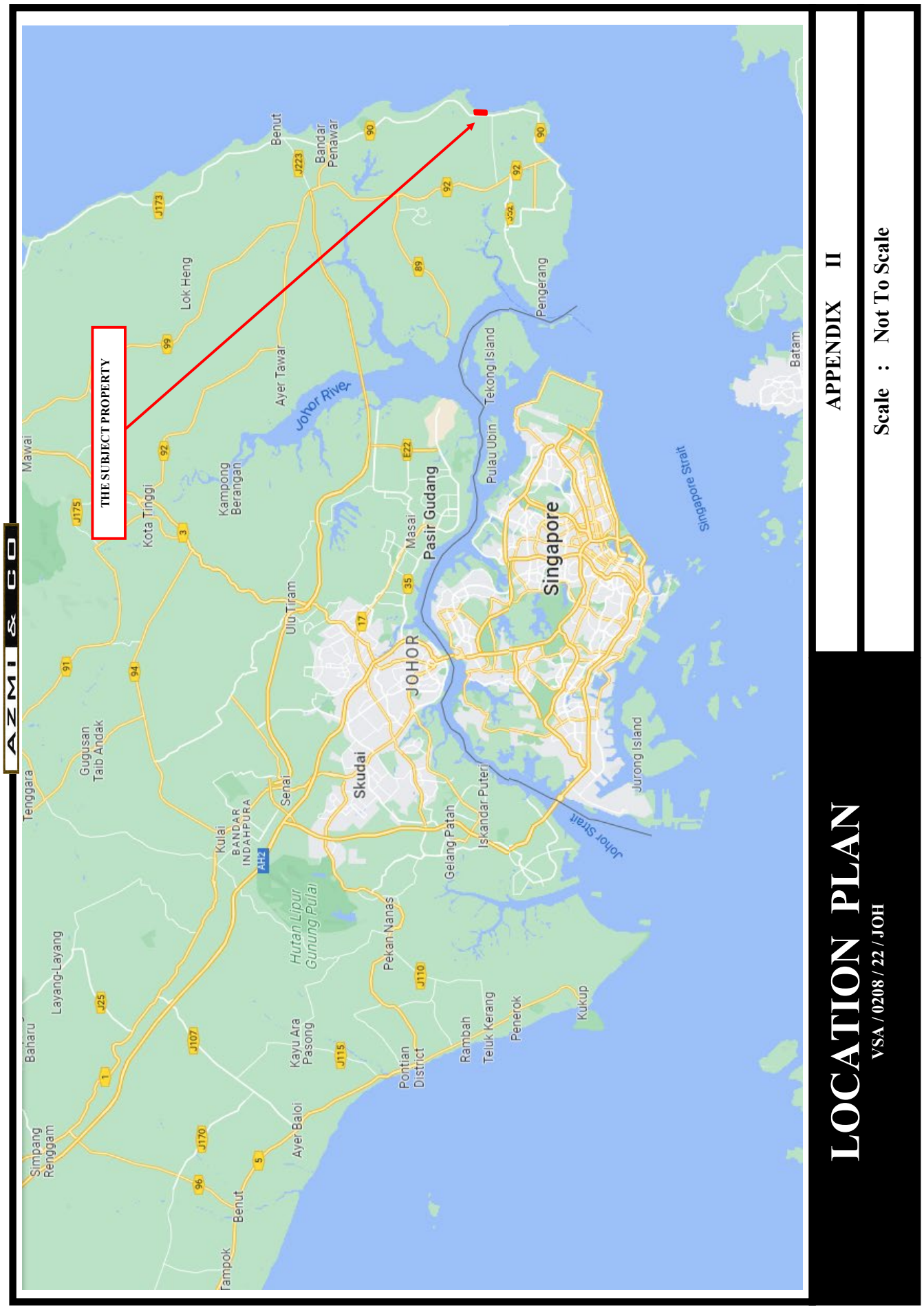
Urusan-urusan dalam Perserahan yang belum didaftarkan : Tiada

Urusan-urusan dalam Perserahan yang digantung : 0

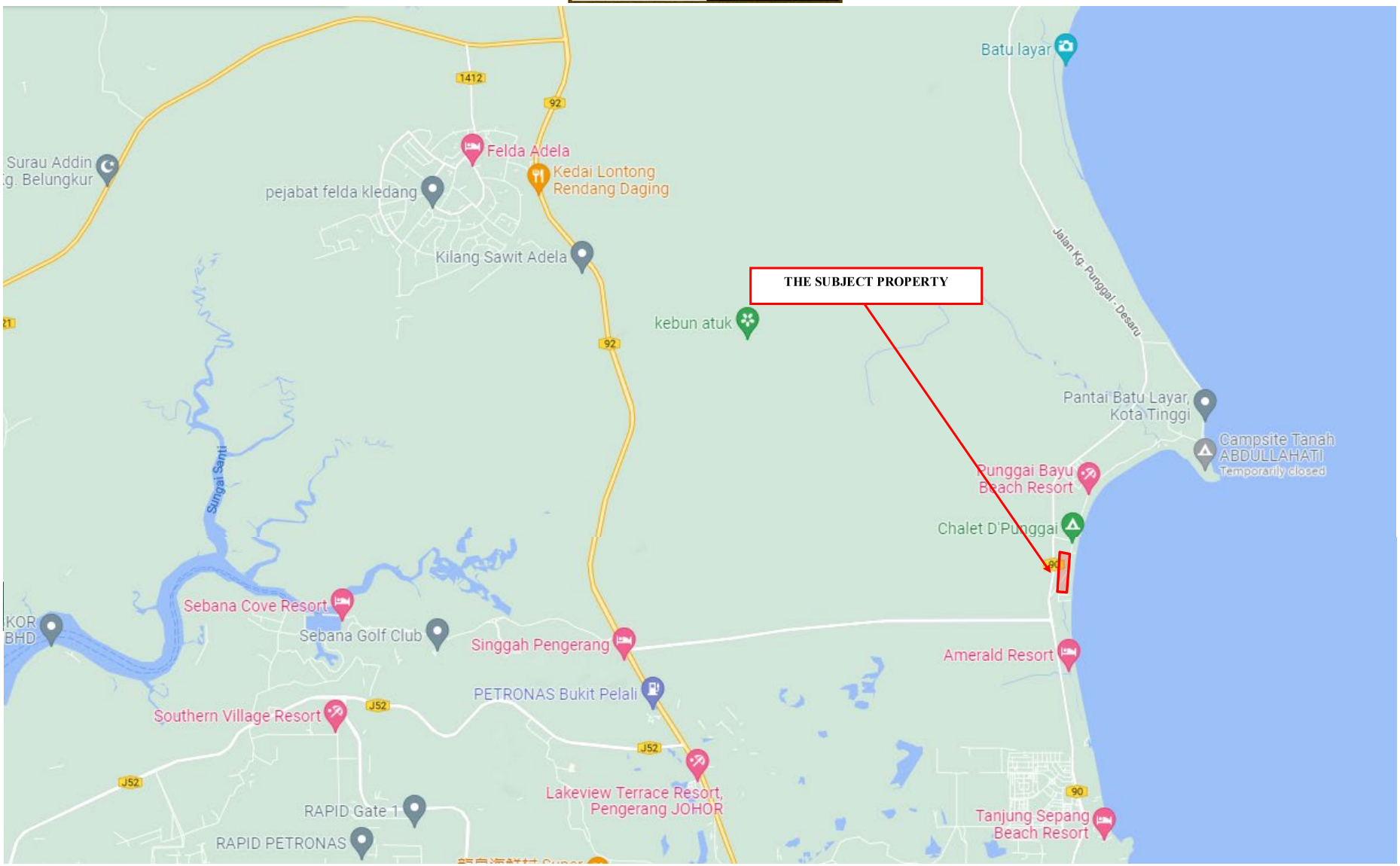
Perkara lain yang melibatkan hakmilik :
Cukai tanah dipinda dari RM RM 17.00 kepada RM 22.00
menurut Seksyen 101 Kanun Tanah Negara mulai dar 1 Januari 2020.
(No Warta J. P.U. 49. bertarikh 5 Disember 2019.)

Dikeluarkan pada	: 10:43:47 pagi	**Tarikh**	: 25 Januari 2022
Bayaran dijelaskan	: RM 280.00	**Nombor Resit**	: 2501220413740098

Hakmilik : 011406GM00000231
Mukasurat : 2 [2]
Tarikh : 25 / 01 / 2022


AZMI & CO
THE SUBJECT PROPERTY
Johor River
Singapore Strait
Johor Strait
JOHOR
Singapore
Skudai
Pasir Gudang
Iskandar Puteri
Johor Bahru
Batam
Tekong Island
Pulau Ubin
Jurong Island
Pengerang
Bandar Penawar
Benut
Lok Heng
Ayer Tawar
Kampong Berangan
Kota Tinggi
Mawai
Gugusan Taib Andak
Tenggara
Layang-Layang
Baharu
Simpang Renggam
Ayer Baloi
Tampok
Kayu Ara Pasong
Pontian District
Rambah
Teluk Kerang
Penerok
Kukup
Pekan Nanas
Gelang Patah
Hutan Lipur Gunung Pulai
Kulai
BANDAR INDAHPURA
Senai
Ulu Tiram
Masai
LOCATION PLAN
VSA / 0208 / 22 / JOH
APPENDIX II
Scale : Not To Scale

AZMI & CO

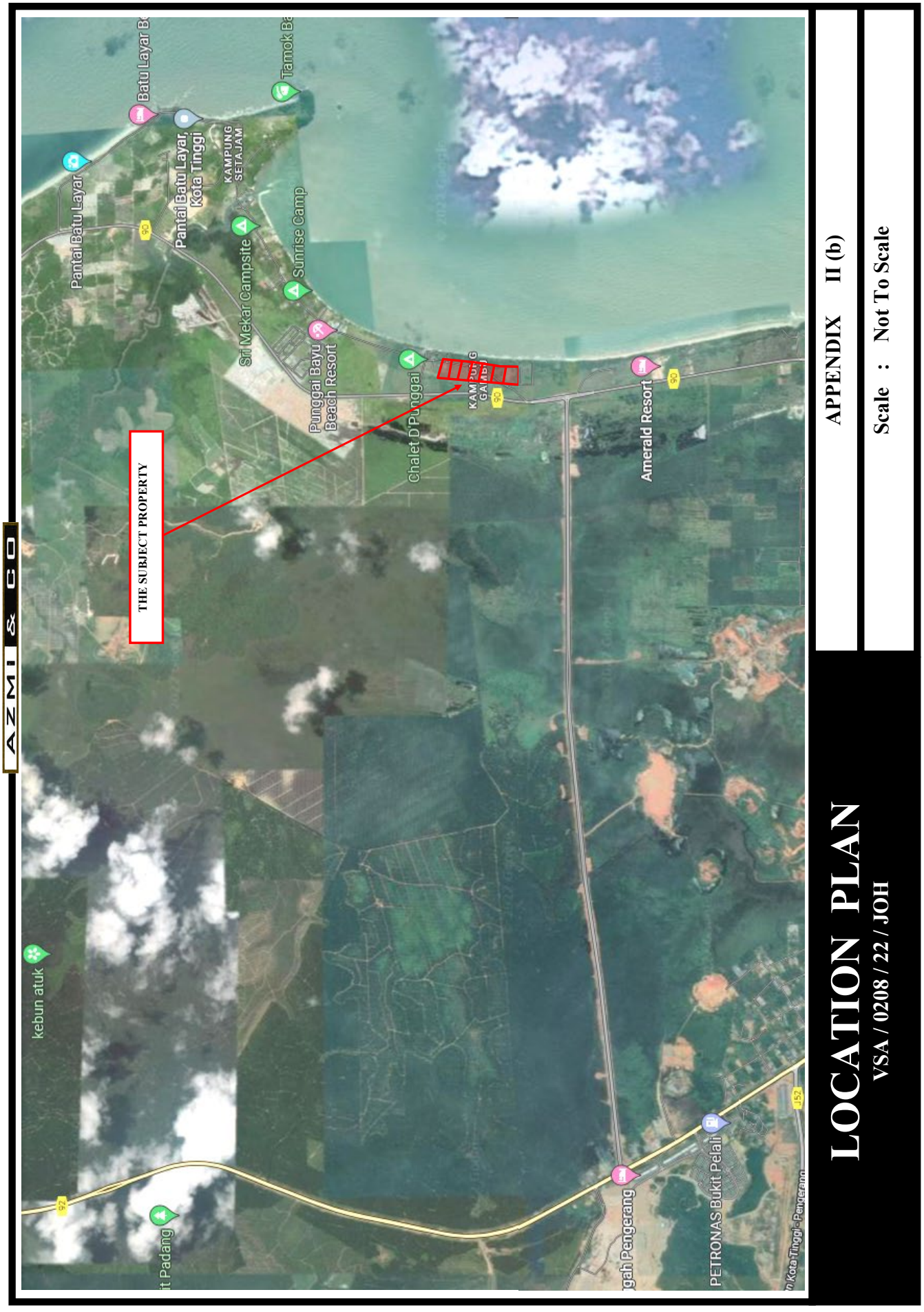


LOCATION PLAN

VSA / 0208 / 22 / JOH

APPENDIX II (a)

Scale : Not To Scale


AZMI & CO
THE SUBJECT PROPERTY
Batu Layar Bt
Pantai Batu Layar
Pantai Batu Layar, Kota Tinggi
KAMPUNG SETAJAM
Tamok Ba
Sri Mekar Campsite
Sunrise Camp
Punggai Bayu Beach Resort
Chalet D'Punggai
KAMPUNG GAJAH
Amerald Resort
kebun atuk
PETRONAS Bukit Pelali
LOCATION PLAN
VSA / 0208 / 22 / JOH
APPENDIX II (b)
Scale : Not To Scale

AZMI & CO

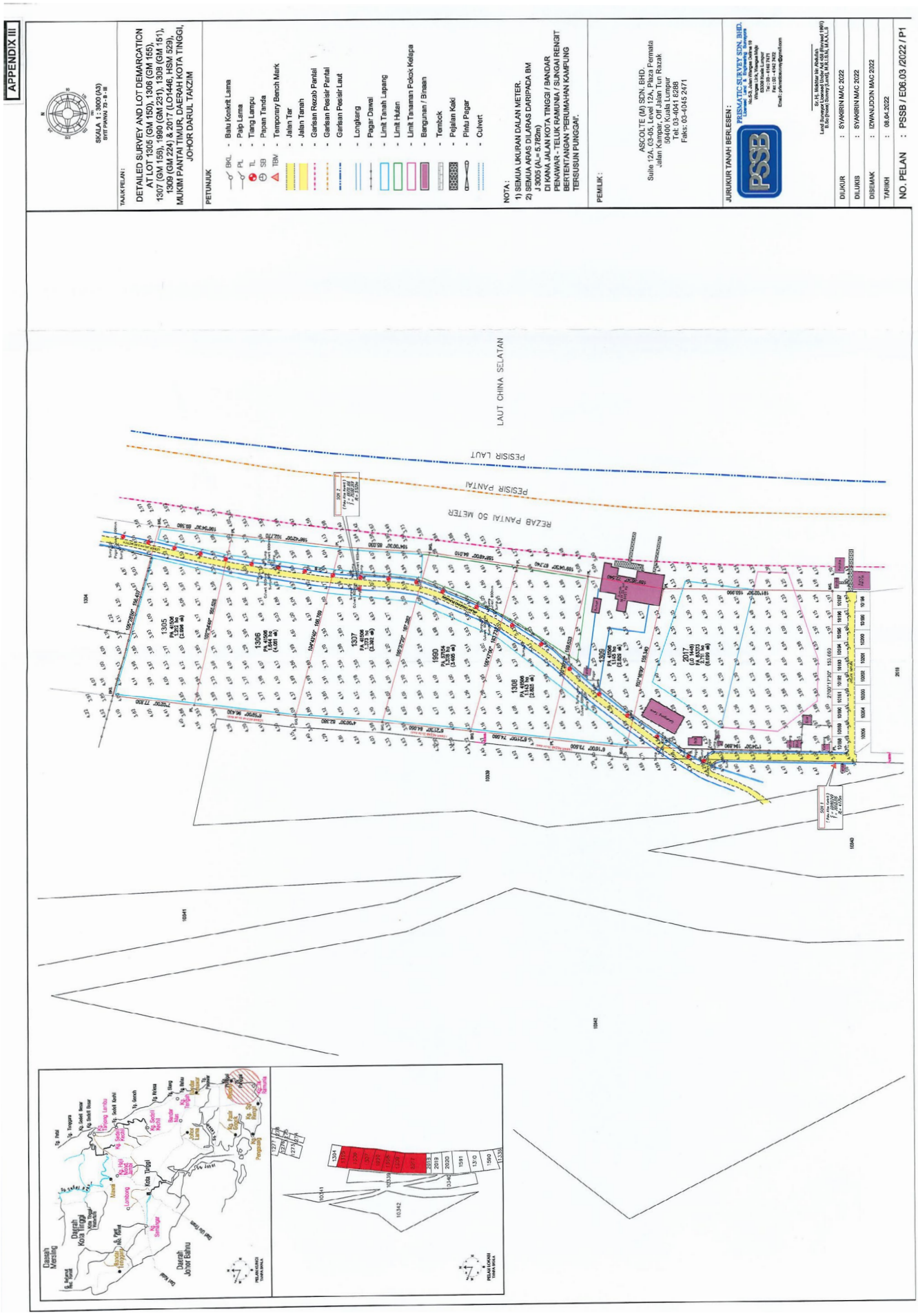


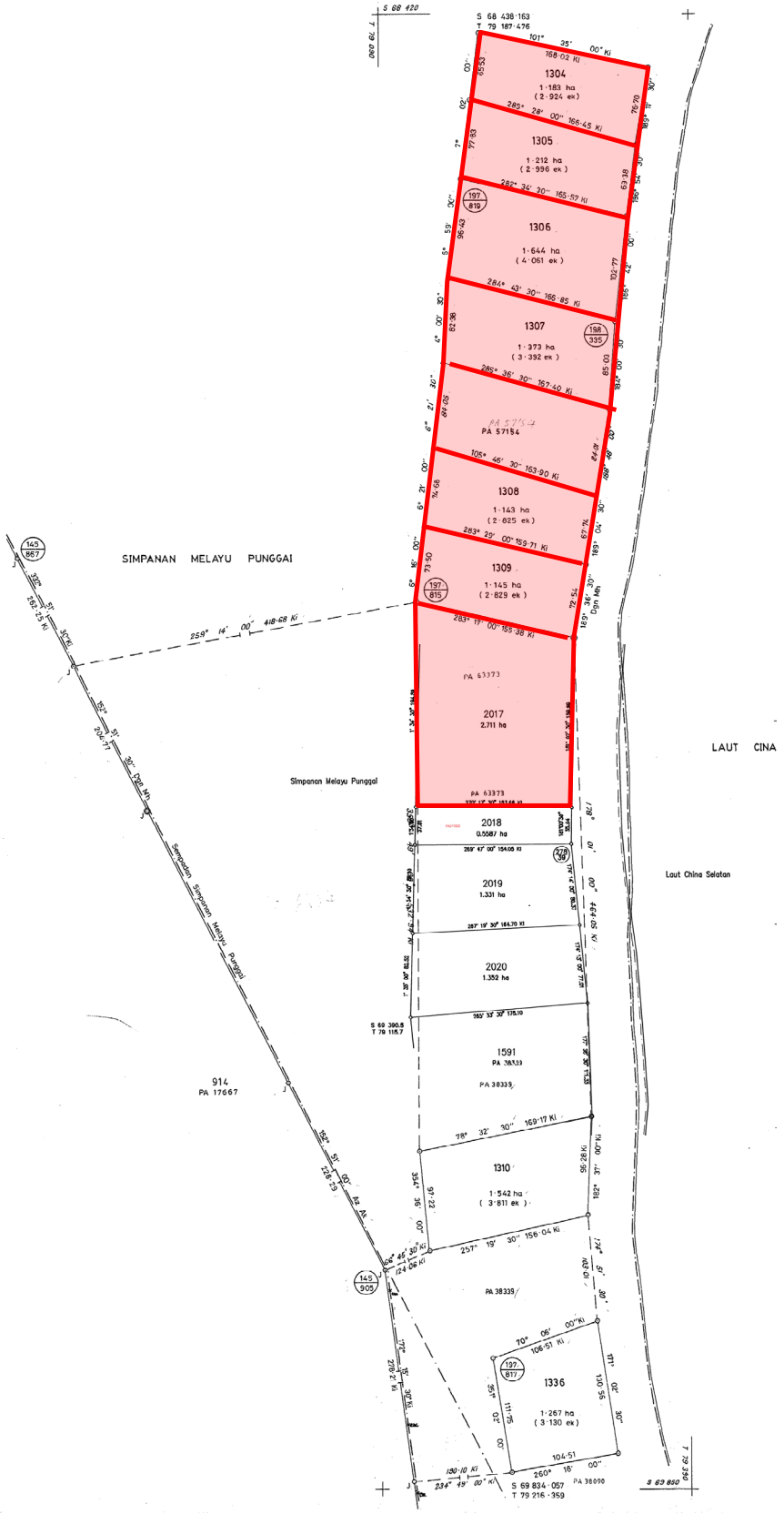
LOCATION PLAN

VSA / 0208 / 22 / JOH

APPENDIX II (c)

Scale : Not To Scale


APPENDIX III
SKALA 1 : 3800 (A3)
UNTUK PAKAI 20 - 6 M
TAJUK PELAN :
DETAILED SURVEY AND LOT DEMARCATION AT LOT 1305 (GM 150), 1306 (GM 155), 1307 (GM 156), 1990 (GM 231), 1308 (GM 151), 1309 (GM 224) & 2017 (LO1446, HSM 529), MUKIM PANTAI TIMUR, DAERAH KOTA TINGGI, JOHOR DARUL TAKZIM
PETUNJUK
BKL - Batu Konkrit Lama
PL - Pulp Lama
TL - Tiang Lampu
SB - Papan Tanda
TBM - Temporary Bench Mark
Jalan Tar
Jalan Tanah
Garisan Rezab Pantai
Garisan Pesisir Pantai
Garisan Pesisir Laut
Longkang
Pagar Dawai
Limit Tanah Lapang
Limit Hutan
Limit Tanaman Pokok Kelapa
Bangunan / Binaan
Tembok
Pejalan Kaki
Pintu Pagar
Culvert
NOTA :
1) SEMUA UKURAN DALAM METER.
2) SEMUA ARAS DILARAS DARIPADA BM J 3005 (AL= 5.782m) DI KAWASAN JALAN KOTA TINGGI / BANDAR PENAWAR - TELUK RAMUNIA / SUNGAI RENGIT BERTENTANGAN PERUMAHAN KAMPUNG TERSUSUN PUNGGAI.
PEMILIK :
ASCOLTE (M) SDN. BHD.
Suite 12A, 03-05, Level 12A, Plaza Permata
Jalan Kampar, Off Jalan Tun Razak
50400 Kuala Lumpur
Tel: 03-4041 5293
Faks: 603-4045 2471
JURUKUR TANAH BERLESEN :
PRISMATIC SURVEY SDN. BHD.
PSSB
DIUKUR : SYAKIRIN MAC 2022
DILUKIS : SYAKIRIN MAC 2022
DISEMAK : IZWANJODIN MAC 2022
TARIKH : 08.04.2022
NO. PELAN : PSSB / E06.03 /2022 / P1
LAUT CHINA SELATAN
PESISIR LAUT
PESISIR PANTAI
REZAB PANTAI 50 METER
1305
1306
1307
1990
1308
1309
2017
Daerah Mersing
Daerah Kota Tinggi
Daerah Johor Bahru
Kota Tinggi
Lombong
Sg. Sembilang
Sg. Pelah
Sg. Pulai
Sg. Rengit
Sg. Rengit Kecil
Sg. Rengit Besar
Sg. Tiram
Sg. Kelapa
Sg. Kelapa Kecil
Sg. Kelapa Besar
Sg. Benut
Sg. Kelapa
Sg. Tiram
Sg. Benut Kecil
Sg. Benut Besar
Sg. Benut Lama
Sg. Pasir Gudang
Sg. Pasir Gudang Baharu
Sg. Pengerang
Sg. Tiram Kecil
Sg. Tiram Besar
Sg. Tiram Baharu
Sg. Tiram Lama
Sg. Tiram Tengah
Sg. Tiram Kanan
Sg. Tiram Kiri
Sg. Tiram Kecil
Sg. Tiram Besar
Sg. Tiram Baharu
Sg. Tiram Lama
Sg. Tiram Tengah
Sg. Tiram Kanan
Sg. Tiram Kiri



SITE PLAN

VSA / 008 / 22 / JOH

APPENDIX III (a)

Scale : Not To Scale

SCHEDULE OF SALE COMPARISONS

Item No.	Address	Area Of Lot (Acres)	Sale Prices		Date	Remarks
			Amount (RM)	Analysis (RM-p.s.f.)		
1.	Lot No. PTD 2257, Mukim of Pantai Timor, District of Pengerang, State of Johor Darul Takzim.	1.2560	4,900,000	89.56	10.01.2022	A parcel of Leasehold Non Malay Reserved vacant commercial land located in Kampung Teluk Ramunia, Pengerang. It has an unexpired lease term of about 77 years.
2.	Lot No. LO 173, Mukim of Pantai Timor, District of Pengerang, State of Johor Darul Takzim.	1.6311	4,831,876	68.00	05.03.2019	A parcel of Freehold Non Malay Reserved vacant commercial land located in Kampung Baru Teluk Ramunia, Pengerang.
3.	Lot No. 1979, Mukim of Pantai Timor, District of Pengerang, State of Johor Darul Takzim.	2.8862	4,500,000	35.79	08.08.2018	A parcel of Leasehold Non Malay Reserved vacant agricultural land located in Tanjung Sepang, Pengerang. It has an unexpired lease term of about 70 years.

UG HEALTHCARE CORPORATION LIMITED
(Incorporated in the Republic of Singapore)
(Company Registration No. 201424579Z)

NOTICE IS HEREBY GIVEN THAT an Extraordinary General Meeting (the "**EGM**") of UG Healthcare Corporation Limited (the "**Company**") will be held at YMCA @ One Orchard, Tan Chin Tuan Function Room, Level 4, One Orchard Road, Singapore 238824 on Thursday, 8 December 2022 at 10.00 a.m. for the purpose of considering and, if thought fit, passing the following resolution as an ordinary resolution:

*All capitalised terms in this Notice which are not defined herein shall unless the context otherwise requires have the same meanings as ascribed to them in the Company's circular to Shareholders dated 23 November 2022 (including supplements and modifications thereto) (the "**Circular**").*

ORDINARY RESOLUTION

THE PROPOSED DIVERSIFICATION INTO THE PROPOSED NEW BUSINESS OF ACTIVE RETIREMENT HOMES, AND HEALTHCARE AND WELLNESS

THAT:

(a) approval be and is hereby granted for the diversification of the business activities of the Company and its subsidiaries into the new business of investing, developing, operating and managing active retirement homes, healthcare and wellness centres, similar resorts, hotels and centres, and the provision of related services and offerings; and

(b) the Directors and any of them be and are hereby authorised to complete, enter and do all acts and things (including without limitation, prepare and finalise, approve, sign, execute and deliver all such documents or agreements as may be required) and do all deeds and things as they may consider necessary, desirable, incidental or expedient for the purposes of or to give effect to this Ordinary Resolution and implement any of the foregoing as they think fit and in the interests of the Company.

By Order of the Board

Maureen Low
Company Secretary

23 November 2022
Singapore

NOTES:

1. The members of the Company are invited to attend physically at the EGM. There will be no option for shareholders to participate virtually. Printed copies of this Notice and the accompanying Proxy Form will NOT be sent to members. Instead, these documents will be made available on the Company's website at https://www.ughealthcarecorporation.com/investor-relation and on the SGXNet at https://www.sgx.com/securities/company-announcements. A member will need an internet browser and PDF reader to view these documents.

2. Members (including Central Provident Fund ("**CPF**") Investment Scheme members ("**CPF Investors**") and/or Supplementary Retirement Scheme investors ("**SRS Investors**")) may participate in the EGM by:

   (a) attending the EGM in person;

   (b) raising questions at the EGM or submitting questions in advance of the EGM; and/ or

   (c) voting at the EGM (i) themselves personally; or (ii) through their duly appointed proxy(ies).

   CPF Investors and SRS Investors who wish to appoint the Chairman of the EGM (and not third-party proxy(ies)) as proxy should approach their respective CPF Agent Banks or SRS Operators to submit their votes by 10.00 a.m. on 29 November 2022, being seven (7) working days prior to the date of the EGM.

   Please bring along your NRIC/passport so as to enable the Company to verify your identity. Members are requested to arrive early to facilitate the registration process and are advised not to attend the EGM if they are feeling unwell. Members are strongly encouraged to exercise social responsibility to rest at home and consider appoint / appoint a proxy(ies) to attend the Meeting. We encourage members to mask up when attending the EGM.

3. A member who is not a Relevant Intermediary is entitled to appoint not more than two (2) proxies to attend, speak and vote on his/her/its behalf at the EGM. A member of the Company which is a corporation is entitled to appoint its authorised representative or proxy to vote on its behalf. A proxy need not be a member of the Company.

   Where such member appoints two (2) proxies, the proportion of his shareholding to be represented by each proxy shall be specified. If no proportion is specified, the Company shall be entitled to treat the first named proxy as representing the entire number of shares entered against his name in the Depository Register and any second named proxy as an alternate to the first named.

4. A member who is a Relevant Intermediary is entitled to appoint more than two (2) proxies to attend, speak and vote at the EGM, but each proxy must be appointed to exercise the rights attached to a different share or shares held by such member. Where such member appoints more than two (2) proxies, the number and class of shares in relation to which each proxy has been appointed shall be specified in the form of proxy.

   "**Relevant Intermediary**" has the meaning prescribed to it in Section 181 of the Companies Act:

   (a) a banking corporation licensed under the Banking Act 1970 of Singapore, or a wholly-owned subsidiary of such a banking corporation, whose business includes the provision of nominee services and who holds shares in that capacity;

   (b) a person holding a capital markets services licence holder to provide under the Securities and Futures Act and who holds shares in that capacity; and

   (c) Central Provident Fund ("**CPF**") Board established by the Central Provident Fund Act 1953 of Singapore, in respect of shares purchased under the subsidiary legislation made under that Act providing for the making of investments from the contributions and interest standing to the credit of members of the Central Provident Fund, if the Board holds those shares in the capacity of an intermediary pursuant to or in accordance with the subsidiary legislation.

5. A member can appoint the Chairman of the Meeting as his/her/its proxy **but** this is **not mandatory**.

   If a member wishes to appoint the Chairman of the Meeting as proxy, such member (whether individual or corporate) must give specific instructions as to voting for, voting against, or abstentions from voting on, each resolution in the instrument appointing the Chairman of the Meeting as proxy. If no specific direction as to voting or abstentions from voting in respect of a resolution in the form of proxy, the appointment of the Chairman of the EGM as proxy for that resolution will be treated as invalid.

6. The Proxy Form must be submitted in the following manner:

   (a) if submitted by post, be lodged at the Company's Share Registrar, B.A.C.S. Private Limited, at 77 Robinson Road, #06-03, Robinson 77, Singapore 068896; or

   (b) if submitted electronically, be submitted via email to the Company's Share Registrar, B.A.C.S. Private Limited at main@zicoholdings.com,

in either case, by 5 December 2022, 10.00 a.m. being no later than seventy-two (72) hours before the time fixed for the EGM. A Member who wishes to submit a Proxy Form must complete and sign the Proxy Form, before submitting it by post to the address provided above, or before sending it by email to the email address provided above.

The instrument appointing a proxy(ies) must be signed by the appointer or his/her attorney duly authorised in writing. Where the instrument appointing a proxy(ies) is executed by a corporation, it must be executed either under its common seal or signed on its behalf by an attorney or a duly authorised officer of the corporation. Where the instrument appointing a proxy(ies) is signed on behalf of the appointer by an attorney, the letter or power of attorney (or other authority) or a duly certified copy thereof must (failing previous registration with the Company) be lodged with the instrument of proxy, failing which the instrument may be treated as invalid.

The Company shall be entitled to reject the instrument of proxy if it is incomplete, improperly completed, illegible or where the true intentions of the appointer are not ascertainable from the instructions of the appointer specified in the instrument of proxy (such as in the case where the appointer submits more than one (1) instrument of proxy).

In the case of a member whose shares are entered against his/her name in the Depository Register (as defined in Section 81SF of the Securities and Futures Act), the Company may reject any instrument of proxy lodged if such member, being the appointer, is not shown to have any shares entered against his/her name in the Depository Register as at seventy-two (72) hours before the time set for holding the EGM, as certified by the CPD to the Company.

7. Members may raise questions at the EGM or submit questions related to the resolutions to be tabled for approval at the EGM, in advance of the EGM. For members who would like to submit questions in advance of the EGM, they may do so by 1 December 2022, 10.00 a.m.:

   (a) by email to main@zicoholdings.com; or

   (b) by post to the Company's Share Registrar, B.A.C.S. Private Limited, at 77 Robinson Road, #06-03, Robinson 77, Singapore 068896.

   Members submitting questions are requested to state: (a) their full name; and (b) the member's identification/ registration number, failing which the Company shall be entitled to regard the submission as invalid.

   The Company will endeavour to address all substantial and relevant questions submitted by shareholders prior to or during the EGM. Where substantially similar questions are received, the Company will consolidate such questions and consequently not all questions may be individually addressed. The Company will publish the responses to such questions together with the minutes of the EGM on SGXNet and the Company's website at https://www.ughealthcarecorporation.com/investorrelation within one (1) month after the date of the EGM.

8. Members are reminded to check SGXNet for any latest updates on the status of the EGM.

PERSONAL DATA PRIVACY

Where a member of the Company submits an instrument appointing a proxy(ies) and/or representative(s) to attend, speak and vote at the EGM and/or any adjournment thereof, a member of the Company (a) consents to the collection, use and disclosure of the member's personal data by the Company (or its agents) for the purpose of the processing and administration by the Company (or its agents) of proxies and representatives appointed for the EGM (including any adjournment thereof) and the preparation and compilation of the attendance lists, proxy lists, minutes and other documents relating to the EGM (including any adjournment thereof), and in order for the Company (or its agents) to comply with any applicable laws, listing rules, regulations and/or guidelines (collectively, the "**Purposes**"); (b) warrants that where the member discloses the personal data of the member's proxy(ies) and/ or representative(s) to the Company (or its agents), the member has obtained the prior consent of such proxy(ies) and/or representative(s) for the collection, use and disclosure by the Company (or its agents) of the personal data of such proxy(ies) and/or representative(s) for the Purposes; and (c) agrees that the member will indemnify the Company in respect of any penalties, liabilities, claims, demands, losses and damages as a result of the member's breach of warranty.

*This notice has been reviewed by the Company's sponsor, SAC Capital Private Limited (the "**Sponsor**").*

*This notice has not been examined or approved by the Singapore Exchange Securities Trading Limited ("**SGX-ST**") and the SGX-ST assumes no responsibility for the contents of this notice, including the correctness of any of the statements or opinions made, or reports contained in this notice.*

The contact person for the Sponsor is Ms Charmian Lim (Telephone no.: (65) 6232 3210) at 1, Robinson Road, #21-00 AIA Tower, Singapore 048542.

This page has been intentionally left blank.

(Incorporated in the Republic of Singapore)
(Company Registration No. 201424579Z)

PROXY FORM

IMPORTANT

1. A relevant intermediary may appoint more than two (2) proxies to attend the extraordinary general meeting ("**EGM**") and vote (please see Note 3 for the definition of "**Relevant Intermediary**").
2. An investor who holds shares under the Central Provident Fund Investment Scheme (the "**CPF Investor**") and/or the Supplementary Retirement Scheme (the "**SRS Investors**") (as may be applicable) may attend and cast his vote(s) at the EGM. CPF and SRS Investors who are unable to attend the EGM but would like to vote, may inform their CPF and/or SRS Approved Nominees to appoint the Chairman of the EGM to act as their proxy. In which case, the CPF and SRS Investors shall be precluded from attending the EGM.
3. This Proxy Form is not valid for use by CPF and/or SRS Investors and shall be ineffective for all intents and purported to be used by them.
4. All capitalised terms used in this Proxy Form which are not defined herein shall unless the context otherwise requires have the same meanings ascribed to them in the Company's circular to Shareholders dated 23 November 2022 (including supplements and modifications thereto).

*I/We, _____ (Name)

*NRIC/Passport/Co Reg No. _____

of _____ (Address)

being a member/members* of **UG HEALTHCARE CORPORATION LIMITED** (the "**Company**"), hereby appoint:

Name	**NRIC / Passport No.**	**Proportion of Shareholdings**	
		No of Shares	**(%)**
Address			

and / or (delete as appropriate)

Name	**NRIC / Passport No.**	**Proportion of Shareholdings**	
		No of Shares	**(%)**
Address			

or failing the person, or either or both of the persons referred to above, the Chairman of the EGM as *my/our *proxy/proxies to attend, speak or vote on *my/our behalf at the EGM of the Company to be held at YMCA @ One Orchard, Tan Chin Tuan Function Room, Level 4, One Orchard Road, Singapore 238824 on Thursday, 8 December 2022 at 10.00 a.m. and at any adjournment thereof.

*I/We have directed *my/our proxy/proxies to vote for or against the resolutions to be proposed at the EGM as indicated hereunder. If no specific directions as to voting are given, the *proxy/proxies may vote or abstain from voting at *his/their discretion, as *he/they will on any other matters arising at the EGM and/or at any adjournment thereof.

Voting would be conducted by poll. Please indicate the number of votes as appropriate.

Ordinary Resolution relating to:	**No. of Votes For****	**No. of Votes Against****	**No. of Votes Abstain****
The Proposed Diversification			

* *Delete where inapplicable*

** *If you wish to exercise all you votes "For" or "Against" or to "Abstain" from voting, please indicate with an "√" within the box provided. Alternatively, please indicate the number of votes as appropriate.*

Dated this _____ day of _____ 2022

Total Number of Shares in Held in:	
(a) CDP Register	
(b) Register of Members	

_____

Signature(s) of Member(s) or
Common Seal of Corporate Member

IMPORTANT: PLEASE READ NOTES OVERLEAF

PROXY FORM

Notes:

1. Please insert the total number of Shares held by you. If you have shares entered against your name in the Depository Register (as defined in Section 81SF of the Securities and Futures Act), you should insert that number of Shares. If you have shares registered in your name in the Register of Members, you should insert that number of shares. If you have shares entered against your name in the Depository Register and shares registered in your name in the Register of Members, you should insert the aggregate number of shares entered against your name in the Depository Register and registered in your name in the Register of Members. If no number is inserted, the instrument appointing a proxy or proxies shall be deemed to relate to all the shares held by you.

2. A member who is not a Relevant Intermediary is entitled to appoint not more than two (2) proxies to attend, speak and vote on his/her/its behalf at the EGM. A member of the Company which is a corporation is entitled to appoint its authorised representative or proxy to vote on its behalf.

   Where such member appoints two (2) proxies, the proportion of his shareholding to be represented by each proxy shall be specified. If no proportion is specified, the Company shall be entitled to treat the first named proxy as representing the entire number of shares entered against his name in the Depository Register and any second named proxy as an alternate to the first named.

3. For any member who acts as a Relevant Intermediary pursuant to Section 181 of the Companies Act, who is either:

   (a) a banking corporation licensed under the Banking Act 1970 of Singapore, or a wholly-owned subsidiary of such a banking corporation, whose business includes the provision of nominee services and who holds shares in that capacity;

   (b) a person holding a capital markets services licence holder to provide under the Securities and Futures Act and who holds shares in that capacity; and

   (c) Central Provident Fund ("**CPF**") Board established by the Central Provident Fund Act 1953 of Singapore, in respect of shares purchased under the subsidiary legislation made under that Act providing for the making of investments from the contributions and interest standing to the credit of members of the Central Provident Fund, if the Board holds those shares in the capacity of an intermediary pursuant to or in accordance with the subsidiary legislation.

   A member who is a Relevant Intermediary is entitled to appoint more than two (2) proxies to attend, speak and vote at the EGM but each proxy must be appointed to exercise the rights attached to a different share or shares held by such member. Where such member appoints more than two (2) proxies, the number and class of shares in relation to which each proxy has been appointed shall be specified in the form of proxy.

   The proxy need not be a member of the Company. Please note that if any of your shareholdings are not specified in the list provided by the intermediary to the Company, the Company may have the sole discretion to disallow the said participation of the said proxy at the forthcoming EGM.

   A member can appoint the Chairman of the Meeting as his/her/its proxy but this is not mandatory.

4. The Proxy Form must be submitted in the following manner:

   (a) if submitted by post, be lodged at the Company's Share Registrar, B.A.C.S. Private Limited, at 77 Robinson Road, #06-03, Robinson 77, Singapore 068896; or

   (b) if submitted electronically, be submitted via email to the Company's Share Registrar, B.A.C.S. Private Limited at main@zicoholdings.com,

   in either case, by 5 December 2022, 10.00 a.m. being no later than seventy-two (72) hours before the time fixed for the EGM. A Member who wishes to submit a Proxy Form must complete and sign the Proxy Form, before submitting it by post to the address provided above, or before sending it by email to the email address provided above.

5. Completion and return of the Proxy Form by a member will not prevent him/her from attending, speaking and voting at the EGM if he/she so wishes. The appointment of the proxy(ies) for the EGM will be deemed to be revoked if the member attends the EGM in person and in such event, the Company reserves the right to refuse to admit any person or persons appointed under the relevant instrument appointing a proxy(ies) to the EGM.

6. A Proxy Form must be signed by the appointer or of his/her attorney duly authorised in writing. Where the Proxy Form is executed by a corporation, it must be executed either under its seal or under the hand of an officer or attorney duly authorised. Where the Proxy Form is executed by an attorney on behalf of the appointer, the letter or power of attorney or a duly certified copy thereof must be lodged with the instrument of proxy, failing which the instrument may be treated as invalid.

   A corporation which is a member may authorise by resolution of its directors or other governing body such person as it thinks fit to act as its representative at the EGM, in accordance with Section 179 of the Companies Act.

General:

The Company shall be entitled to reject this instrument of proxy if it is incomplete, improperly completed, illegible or where the true intentions of the appointer are not ascertainable from the instructions of the appointer specified in this instrument of proxy. In addition, in the case of members whose shares are entered in the Depository Register, the Company shall be entitled to reject any instrument of proxy lodged if the member, being the appointer, is not shown to have any shares entered against his/her name in the Depository Register as at seventy-two (72) hours before the time set for holding the EGM, as certified by the CDP to the Company.

PERSONAL DATA PRIVACY:

By submitting an instrument appointing a proxy(ies) and/or representative(s), the member accepts and agrees to the personal data privacy terms set out in the Notice of EGM dated 23 November 2022.

This page has been intentionally left blank.

This page has been intentionally left blank.