
**INTERESTED PERSON TRANSACTIONS
PURSUANT TO RULE 905(2) OF THE CATALIST RULES**

1. INTRODUCTION

- 1.1. The Board of Directors (the "**Board**" or "**Directors**") of OUE Lippo Healthcare Limited (the "**Company**" and together with its subsidiaries, the "**Group**") wishes to announce the interested person transactions ("**IPTs**") entered into by the Group with the same interested person, as defined and pursuant to Chapter 9 of the Listing Manual of the Singapore Exchange Securities Trading Limited (the "**SGX-ST**"), Section B: Rules of Catalist ("**Catalist Rules**").

Rule 905(2) of the Catalist Rules provides that if the aggregate value of all transactions entered into with the same interested person during the same financial year amounts to 3% or more of the Group's latest audited net tangible assets, the Company must make an immediate announcement of (a) the latest transaction; and (b) all future transactions entered into with that same interested person during that financial year.

2. DETAILS OF THE INTERESTED PERSONS

- 2.1. During the course of the current financial year, up to the date of this Announcement, the Group has entered into certain IPTs with the following interested persons as defined under Chapter 9 of the Catalist Rules:

- (a) First REIT Management Limited (the "**First REIT Manager**"), as manager of First Real Estate Investment Trust ("**First REIT**"). The First REIT Manager is a joint venture between the Company and OUE Limited, who hold 40% and 60% of the total issued and paid-up share capital of the First REIT Manager respectively; and
- (b) OUE Treasury Pte. Ltd. ("**OUE Treasury**"), a wholly-owned subsidiary of OUE Limited, a controlling shareholder of the Company,

(collectively, the "**Interested Persons**").

- 2.2. OUE Limited is a controlling shareholder of the Company, holding an indirect interest in approximately 70.36% of the total issued and paid-up share capital of the Company as at the date of this Announcement. OUE Treasury and the First REIT Manager are entities each in which OUE Limited holds an interest of 30% or more. Accordingly, OUE Treasury and the First REIT Manager are each an "associate" of OUE Limited and an "interested person", as defined under Chapter 9 of the Catalist Rules.
- 2.3. Pursuant to Rule 908(2) of the Catalist Rules, for the purposes of Rules 905(2) and 906(1)(b) of the Catalist Rules, the Interested Persons (as well as other interested persons who are members of the same group) (collectively, the "**Interested Group**") are treated as the "same interested person" and hence, the transactions entered into between the Group and the Interested Group in the same financial year are aggregated (where required pursuant to

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Chapter 9 of the Catalist Rules) in determining whether the thresholds under Rules 905(2) and 906(1)(b) of the Catalist Rules are triggered.

3. DETAILS OF AND RATIONALE FOR THE INTERESTED PERSON TRANSACTIONS

3.1. Loan from the Group to the First REIT Manager

First REIT had, on 19 January 2021, launched a non-underwritten rights issue of 791,062,223 units in First REIT, to raise gross proceeds of approximately S\$158.2 million (the "**Rights Issue**") and the First REIT Manager had subscribed for its *pro rata* entitlement of the Rights Issue.

On 11 February 2021, the Company granted an interest-free loan of S\$5,924,957.12 to the First REIT Manager (the "**First REIT Manager Loan**")¹. The purpose of the First REIT Manager Loan is for the Company, being the 40% shareholder of the First REIT Manager, to fund its portion of the outstanding funding required by the First REIT Manager, in order for the First REIT Manager to subscribe for its total provisional allotment of units in First REIT pursuant to the Rights Issue consisting of 81,921,809 units.

The value at risk to the Company for the First REIT Manager Loan for the financial year ending 31 December 2021 ("**FY2021**") is the value of the First REIT Manager Loan, being the sum of S\$5,924,957.12.

3.2. Loan from OUE Treasury to the Group

As disclosed in page 67 of the Company's Annual Report for the financial year ended 31 December 2019, on 14 August 2019, OUE Medical Assets Pte. Ltd. ("**OMA**"), a subsidiary of the Company, entered into a loan agreement with OUE Treasury (the "**OUE Treasury Loan**"), pursuant to which OUE Treasury advanced to OMA an aggregate principal amount of S\$4.15 million at an interest rate of 4% per annum. The OUE Treasury Loan is obtained for the purposes of funding the general working capital of the Company.

On 22 January 2021 and 25 June 2021, OUE Treasury and OMA entered into extension letters, pursuant to which, the term of the OUE Treasury Loan was extended to 29 June 2021 and 29 December 2021 respectively (each, the "**OUE Treasury Loan Extension**", together, the "**OUE Treasury Loan Extensions**"). All other terms of the OUE Treasury Loan remain unchanged.

The value at risk to OMA for the OUE Treasury Loan Extensions for FY2021 is the interest payable on the OUE Treasury Loan in FY2021, being the sum of S\$165,000.00.

4. TOTAL VALUE OF INTERESTED PERSON TRANSACTIONS

Details of the IPTs entered into between the Group and the Interested Group for FY2021 (excluding transactions that are less than S\$100,000) are set out below:

¹ As at the date of entry into the First REIT Manager Loan on 11 February 2021, the value at risk to the Company for the First REIT Manager Loan (based on the Group's latest audited net tangible assets ("**NTA**") then as at 31 December 2019) did not exceed the relevant threshold of 3.0% of the Group's latest audited NTA under Rule 905(1) of the Catalist Rules. Accordingly, an immediate announcement of the entry into the First REIT Manager Loan was not required at the date of entry. Further information on the value at risk at the time of entry into the First REIT Manager Loan can be found in Paragraph 4 of this Announcement.

Date of entry into the Transaction	Name of Interested Person	Nature of the Transaction	Value of the Transaction for FY2021	% of the Group's latest audited NTA ⁽¹⁾
11 February 2021	First REIT Manager	Provision of shareholder's loan to interested person	S\$5,924,957.12	4.3% ⁽²⁾
23 February 2021	Treasure International Holdings Pte. Ltd. ("TIHPL") ⁽³⁾	Allotment and issuance of convertible perpetual bonds to interested person following the conversion of existing shareholder loans (the "TIHPL Shareholder Loan Conversion") ⁽⁴⁾	S\$189,607,700.00	137.2%
22 January 2021 and 25 June 2021	OUE Treasury	Extensions of shareholder's loan from interested person	S\$165,000.00	0.1%
Total			S\$195,697,657.12	141.6%

Notes:

- (1) As at 31 December 2020 of S\$138.2 million.
- (2) As at the date of entry into the First REIT Manager Loan on 11 February 2021, the value at risk to the Company for the First REIT Manager Loan was 2.39% of the Group's latest audited net tangible assets of S\$248.3 million as at 31 December 2019, which did not exceed the relevant threshold of 3.0% of the Group's latest audited NTA under Rule 905(1) of the Catalist Rules.
- (3) TIHPL is a wholly-owned subsidiary of OUE Limited and accordingly, also a member of the Interested Group.
- (4) The TIHPL Shareholder Loan Conversion was previously approved by shareholders of the Company at the extraordinary general meeting dated 12 March 2021.

Save as disclosed above, the Group has not entered into any interested person transactions in FY2021 up to the date of this Announcement (excluding transactions which are less than S\$100,000).

As at the date of this Announcement, post the entry into the OUE Treasury Loan Extension dated 25 June 2021, the aggregate value of all transactions entered into between the Group and the Interested Group for FY2021 (excluding transactions which are less than S\$100,000), is S\$195,697,657.12, which represents 141.6% of the Group's latest audited NTA as at 31 December 2020 of S\$138.2 million. This exceeds the relevant threshold of 3.0% of the Group's latest audited NTA under Rule 905(2) of the Catalist Rules. Accordingly, an immediate announcement is required in respect of the OUE Treasury Loan pursuant to Rule 905(2) of the Catalist Rules. For completeness, the First REIT Manager Loan is also disclosed in this Announcement.

No shareholders' approval is required in respect of the First REIT Manager Loan and the OUE Treasury Loan for the following reasons:

- (a) the Company is exempted from the requirement to obtain shareholders' approval in respect of the First REIT Manager Loan, as it falls within the exemption under Rule 916(3) of the Catalist Rules (please refer to Paragraph 5 of this Announcement for further details); and

- (b) the TIHPL Shareholder Loan Conversion was previously approved by shareholders of the Company at the extraordinary general meeting dated 12 March 2021 (details of which are disclosed in the circular to shareholders dated 25 February 2021). Accordingly, for purposes of determining whether shareholders' approval is required for the OUE Treasury Loan, the value of the First REIT Manager Loan and the TIHPL Shareholder Loan Conversion need not be included. The value of the OUE Treasury Loan represents 0.1% of the Group's latest audited NTA, which does not exceed the relevant threshold for shareholders' approval under Rule 906(1) of the Catalist Rules, being 5.0% of the Group's latest audited NTA. The Company is therefore exempted from the requirement to obtain shareholders' approval in respect of the OUE Treasury Loan.

5. EXEMPTION FROM SHAREHOLDERS' APPROVAL IN RESPECT OF THE FIRST REIT MANAGER LOAN

The First REIT Manager Loan falls within the exemption under Rule 916(3) of the Catalist Rules, as:

- (a) the loan is extended by both joint venture partners, the Company and OUE Limited, in proportion to their equity in the First REIT Manager and on the same terms. In this regard, OUE Limited, being the 60% shareholder of the First REIT Manager, also funded its portion of the funding required by the First REIT Manager, on the same terms as the First REIT Manager Loan, in order for the First REIT Manager to subscribe for its *pro rata* entitlement of the Rights Issue;
- (b) OUE Limited, being the interested person, did not have an existing equity interest in the First REIT Manager prior to the Company's participation, as both OUE Limited and the Company invested in the First REIT Manager concurrently; and
- (c) the Audit and Risk Committee of the Company, having reviewed the First REIT Manager Loan, is of the view that (i) the provision of the First REIT Manager Loan is not prejudicial to the interests of the Company and its minority shareholders; and (ii) 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.

6. STATEMENT BY THE AUDIT AND RISK COMMITTEE

The Audit and Risk Committee of the Company, having reviewed the terms of and rationale for the OUE Treasury Loan Extensions, is of the view that the OUE Treasury Loan Extensions are on normal commercial terms and are not prejudicial to the interests of the Company and its minority shareholders.

7. INTERESTS OF DIRECTORS AND SUBSTANTIAL SHAREHOLDERS

Save as disclosed above and other than through their respective shareholdings in the Company (if any), none of the Directors or substantial shareholders of the Company and their respective associates has any interest, direct or indirect, in the IPTs, namely, the OUE Treasury Loan (including the OUE Treasury Loan Extensions) and the First REIT Manager Loan.

By Order of the Board
OUE Lippo Healthcare Limited

Mr. Yet Kum Meng
Chief Executive Officer and Executive Director
25 June 2021

*This announcement has been reviewed by the Company's sponsor, PrimePartners Corporate Finance Pte. Ltd. (the "**Sponsor**"). It has not been examined or approved by the Singapore Exchange Securities Trading Limited (the "**Exchange**") and the Exchange assumes no responsibility for the contents of this document, including the correctness of any of the statements or opinions made or reports contained in this document.*

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