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**國浩集團有限公司**  
**Guoco Group Limited**

*(Incorporated in Bermuda with limited liability)*  
(Stock Code: 53)

**Connected Transaction**  
**Joint Venture Agreement for a Project on a Land Parcel**  
**at Lentor Hills Road in Singapore**

On 27 April 2022, GLS, a wholly-owned subsidiary of GuocoLand has entered into the JV Agreement with Intrepid and TIDR as well as LHD, a joint venture company established for the Project, for the development of the Property in the Agreed JV Proportion.

Pursuant to the JV Agreement, LHD will undertake the Project as the approved developer, including (among other things) the acquisition of, the development of and dealing with the Property. The Property was won through a tender at a tender price of S\$586,591,288 (approximately HK\$3,338,932,164) accepted by the Urban Redevelopment Authority of Singapore. The total funding commitment of GLS is S\$60,127,691 (approximately HK\$342,252,409) comprising share capital of S\$1,200,000 (approximately HK\$6,830,512) and a shareholder's loan of S\$58,927,691 (approximately HK\$335,421,897).

Intrepid is a wholly-owned subsidiary of HLHL which is in turn a subsidiary of HLIL. TIDR is a wholly-owned subsidiary of TID Pte. Ltd. which in turn is a subsidiary of HLHL. As HLIL is a deemed substantial shareholder of the Company, Intrepid and TIDR are associates of a connected person of the Company as defined under Chapter 14A of the Listing Rules. The Transaction therefore constitutes a connected transaction of the Company. The applicable percentage ratios of the total funding commitment of GLS under the JV Agreement exceed 0.1% but are less than 5%. The Transaction is therefore subject only to reporting and announcement requirements but is exempt from independent shareholders' approval under Chapter 14A of the Listing Rules.

## **INTRODUCTION**

On 27 April 2022, GLS, a wholly-owned subsidiary of GuocoLand has entered into the JV Agreement with Intrepid and TIDR as well as LHD, a joint venture company established for the Project, for the development of the Property in the Agreed JV Proportion. The shareholding proportion of LHD is the same as the Agreed JV Proportion.

Pursuant to the JV Agreement, LHD will undertake the Project as the approved developer, for the purpose as more detail set out under the "Purpose of LHD" below. The Property was won through a tender at a tender price of S\$586,591,288 (approximately HK\$3,338,932,164) accepted by the Urban Redevelopment Authority of Singapore. The Property is situated at Lentor Hills Road in Singapore with a site area of 17,136.9 square meters and is next to the Lentor mass rapid transit station and in close proximity to multiple local schools.

## MAJOR TERMS OF THE JV AGREEMENT

Shareholders and Agreed JV Proportion	:	<u>Shareholders</u>	<u>Agreed JV Proportion</u>
		Intrepid	50%
		GLS	30%
		TIDR	20%

The rights and obligations in the joint venture will be borne by the Shareholders in their respective Agreed JV Proportion above

Purpose of LHD : To undertake, among other things, the completion of the acquisition of the Property, implementation and construction of the Project, management, operation and maintenance including marketing for sale of the residential units on the Property, funding for and dealing with the Property and the Project pursuant to the terms and conditions described in the JV Agreement

Board composition	:	<u>Shareholders</u>	<u>No. of directors to be nominated</u>
		Intrepid	2
		GLS	1
		TIDR	1

Pre-emptive rights : No Shareholder shall transfer shares held by it in LHD, or otherwise sell, dispose of or deal with such shares except with the prior written approvals or consents of the board of directors of LHD pursuant to the terms of the JV Agreement

## FUNDING COMMITMENT AND FINANCING OF THE PROJECT

Pursuant to the JV Agreement, the Shareholders undertake to fund the Project by way of subscription to the share capital in and provision of shareholders' loans to LHD in proportion to the Agreed JV Proportion. Further funds and working capital for the Project may be provided by external loans from banks, financial institutions or other third parties. In the event that any guarantees or other securities are required for the purpose of external security financing for LHD, the Shareholders shall provide the necessary guarantees and securities severally according to the Agreed JV Proportion.

The Shareholders have committed to the provision of aggregate funding of S\$200,425,637 (approximately HK\$1,140,841,365) to LHD in the form of paid-up share capital of S\$4,000,000 (approximately HK\$22,768,372) and shareholders' loans of S\$196,425,637 (approximately HK\$1,118,072,993) according to the Agreed JV Proportion. The total funding commitment of GLS is S\$60,127,691 (approximately HK\$342,252,409) comprising share capital of S\$1,200,000 (approximately HK\$6,830,512) and a shareholder's loan of S\$58,927,691 (approximately HK\$335,421,897).

External banking facility for an aggregate amount of up to S\$521.7 million (approximately HK\$2,970 million) has been arranged to finance part of the acquisition cost of the Property and future construction costs of the Project. The Shareholders have not given any guarantee and/or other security as part of or in connection with the aforesaid financing.

The terms of the JV Agreement and the funding commitment were determined after arm's length negotiations among the Shareholders based on normal commercial terms.

## RATIONALE FOR THE TRANSACTION

The GuocoLand Group engages in property development and investment business with embedded operations in Singapore, China and Malaysia. The Transaction is carried out in the ordinary and usual course of business of the GuocoLand Group.

HLHL is a well-established property development and investment company in Singapore. GLS's participation in the Project enhances diversification of the GuocoLand Group's property portfolio, while the capital commitment of such participation allows the GuocoLand Group to reserve working capital for other investment opportunities.

The Board (including the independent non-executive directors) considers that the terms of the JV Agreement are on normal commercial terms, and not less favourable than the terms of other joint ventures with independent property developers, and are fair and reasonable and in the interests of the Company and its shareholders as a whole.

## LISTING RULES IMPLICATIONS

Intrepid is a wholly-owned subsidiary of HLHL which is in turn a subsidiary of HLIL. TIDR is a wholly-owned subsidiary of TID Pte. Ltd. which in turn is a subsidiary of HLHL. As HLIL is a deemed substantial shareholder of the Company, Intrepid and TIDR are associates of a connected person of the Company as defined under Chapter 14A of the Listing Rules. The Transaction therefore constitutes a connected transaction of the Company. The Transaction is entered into on a separate basis from and is independent of other joint venture projects between the GuocoLand Group and HLIL group of companies. The applicable percentage ratios of the total funding commitment of GLS under the JV Agreement exceed 0.1% but are less than 5%. The Transaction is therefore subject only to reporting and announcement requirements but is exempt from independent shareholders' approval under Chapter 14A of the Listing Rules.

Mr. KWEK Leng Hai and Mr. KWEK Leng San, directors of the Company, are also shareholders of HLHL. While they are not considered as having a material interest in the Transaction, they have voluntarily elected to abstain from voting on the relevant board resolutions in relation to the approval of the Transaction.

## INFORMATION ON THE COMPANY, INTREPID AND TIDR

The Company is an investment holding and management company. Its subsidiaries and associated companies are primarily involved in principal investment, property development and investment, hospitality and leisure operations and financial services, located in Hong Kong, China, Singapore, Malaysia, the United Kingdom and Australasia.

Intrepid is a wholly-owned subsidiary of HLHL which is in turn a subsidiary of HLIL. TIDR is also an indirect subsidiary of HLIL. HLHL is a property development and investment company in Singapore.

## DEFINITIONS

"Agreed JV Proportion" in relation to Intrepid, GLS and TIDR, the following agreed shareholding proportions in LHD:

<u>Shareholders</u>	<u>Agreed JV Proportion</u>
Intrepid	50%
GLS	30%
TIDR	20%

"Board" the board of directors of the Company

“Company”	Guoco Group Limited, a company incorporated in Bermuda with limited liability, the shares of which are listed on the Stock Exchange (Stock Code: 53)
“GLS”	GuocoLand (Singapore) Pte. Ltd., a company incorporated in Singapore with limited liability and a wholly-owned subsidiary of GuocoLand
“GuocoLand”	GuocoLand Limited, a company incorporated in Singapore with limited liability and a subsidiary of the Company listed on SGX-ST in which the Company owns 66.8% of the issued share capital
“GuocoLand Group”	GuocoLand and its subsidiaries from time to time
“HK\$”	Hong Kong dollars, the lawful currency of the Hong Kong Special Administrative Region
“HLHL”	Hong Leong Holdings Limited, a company incorporated in Singapore with limited liability and a subsidiary of HLIL
“HLIL”	Hong Leong Investment Holdings Pte. Ltd., a company incorporated in Singapore with limited liability and a deemed substantial shareholder of the Company
“Intrepid”	Intrepid Investments Pte. Ltd., a company incorporated in Singapore with limited liability and a wholly-owned subsidiary of HLHL
“JV Agreement”	the joint venture agreement dated 27 April 2022 entered into among the Parties relating to the Project
“LHD”	Lentor Hills Development Pte. Ltd., a company incorporated in Singapore with limited liability, the joint venture project company under the JV Agreement
“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange
“Party(ies)”	Party(ies) to the JV Agreement including GLS, Intrepid and TIDR as well as LHD
“Project”	the acquisition, development and dealing of the Property as more detail set out under the “Purpose of LHD” above
“Property”	all that parcel of land known as Lot 05380L of Mukim 20 and situated at Lentor Hills Road, Singapore with a site area of 17,136.9 square meters
“S\$”	Singapore dollars, the lawful currency of Singapore
“SGX-ST”	Singapore Exchange Securities Trading Limited
“Shareholders”	GLS, Intrepid and TIDR and any other person holding shares in the capital of LHD, and “Shareholder” means any one of them
“Singapore”	Republic of Singapore

“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“TIDR”	TID Residential Pte. Ltd., a company incorporated in Singapore with limited liability and a wholly-owned subsidiary of TID Pte. Ltd. which in turn is a subsidiary of HLHL
“Transaction”	the entering into of the JV Agreement by the Parties and the transactions contemplated thereunder
“%”	per cent

Note:

The exchange rate of S\$:HK\$ as referred to in this announcement is S\$1:HK\$5.692093 as at 27 April 2022 and is for reference only.

By Order of the Board  
**Stella Lo Sze Man**  
*Company Secretary*

Hong Kong, 27 April 2022

*As at the date of this announcement, the Board comprises Mr. KWEK Leng Hai as Executive Chairman; Mr. CHEW Seong Aun as Executive Director; Mr. KWEK Leng San as Non-executive Director; Mr. David Michael NORMAN, Mr. Lester G. HUANG, SBS, JP and Mr. Paul Jeremy BROUGH as Independent Non-executive Directors.*