

OKH GLOBAL LTD.
(Company Registration No. 35479)
(Incorporated in Bermuda)

LEASE OF TWO OFFICE UNITS BY OKH HOLDINGS PTE. LTD. WITH CEL PROPERTY INVESTMENT PTE. LTD., AS AN INTERESTED PERSON TRANSACTION PURSUANT TO CHAPTER 9 OF THE LISTING MANUAL OF THE SINGAPORE EXCHANGE SECURITIES TRADING LIMITED

1. INTRODUCTION

The board of directors (the “**Board**” or the “**Directors**”) of OKH Global Ltd. (the “**Company**”, and together with its subsidiaries, the “**Group**”) wishes to announce that OKH Holdings Pte. Ltd. (“**OKHH**”), a wholly-owned subsidiary of the Company, has entered into a tenancy agreement (“**Tenancy Agreement**”) with CEL Property Investment Pte. Ltd. (“**CELPI**”), as referred to in Section 3 below.

On the basis of: -

- a) OKHH being an “**entity at risk**” within the meaning of Chapter 9 of the Listing Manual of the Singapore Exchange Securities Trading Limited (“**SGX-ST**”) by virtue of OKHH being a wholly-owned subsidiary of the Company; and
- b) CELPI being an “**interested person**” within the meaning of Chapter 9 of the Listing Manual of the SGX-ST (on the basis set out in Section 2 below),

the lease of two office units located at 171 Chin Swee Road #02-01 and #02-14 CES Centre Singapore 169877 is regarded as an “**interested person transaction**” within the meaning of Chapter 9 of the Listing Manual of the SGX-ST (the “**IPT**”).

2. DETAILS OF THE INTERESTED PERSON

Celine Tang is a Director and the non-executive chairman of the Company. Further, she is a controlling shareholder of the Company and is deemed to be interested in 500,000,000 shares in the capital of the Company, representing 44.3% of the total number of issued shares. Chip Eng Seng Corporation Ltd. (“**CES Corp**”) is the holding company of CELPI. Celine Tang and her spouse, Gordon Tang collectively hold 100% of the share capital of Tang Dynasty Treasure Pte. Ltd., which is a controlling shareholder of CES Corp. Celine Tang is also the Non-Executive Chairman and Non-Independent and Non-Executive Director of CES Corp. CELPI is therefore an associate of Celine Tang and is regarded as an “**interested person**” within the meaning of Chapter 9 of the Listing Manual of the SGX-ST.

3. DETAILS OF THE INTERESTED PERSON TRANSACTION

OKHH has entered into the Tenancy Agreement with CELPI on 13 January 2023 for two office units located at 171 Chin Swee Road #02-01 and #02-14 CES Centre Singapore 169877 (the “**Premises**”), comprising an aggregate area of 253 square metres (approximately 2,723.29 square feet) for a term of two (2) years commencing on 1 March 2023 and expiring on 28 February 2025 (the “**Term**”), at an aggregate sum of S\$14,433.44 per month, with a one (1) month fitting out period commencing 1 February 2023, as set out below: -

- (1) Base Rent of S\$11,710.15 per month, calculated at the rate of S\$4.30 per square foot of the Area of the Premises; and
- (2) Service Charge of S\$2,723.29 per month, calculated at the rate of S\$1.00 per square foot of the Area of the Premises.

The terms of the Tenancy Agreement are supported by an independent valuation by the independent valuer, SRE Global Pte. Ltd. (the “**Valuer**”). Based on the Valuer’s rental valuation report dated 4 January 2023 which uses market approach, the market rental value of the Premises is S\$14,433.44 per month (“**Independent Valuation Report**”).

4. RATIONALE FOR AND BENEFIT OF THE IPT TO OKHH

The Group’s rationale for the IPT is as follows: -

- (i) The Group’s current office’s lease at the Herencia, 46 Kim Yam Road, #01-11, Singapore 239351 is expiring in end February 2023 and it is not renewable;
- (ii) The Premises is situated within a property that is strategically located within walking distance to nearby MRT stations, affording convenience to the Group’s employees;
- (iii) The Premises is of lower rental rate compared to other available spaces in the surrounding area; and
- (iv) The Independent Valuation Report reflects that the aggregate rental charged by CELPI is fair and on normal commercial terms.

In view of the above, the Tenancy Agreement is of benefit to and in the commercial interests of the Group.

5. RULE 916 OF THE LISTING MANUALS OF THE SGX-ST

Rule 905 of the Listing Manual of the SGX-ST provides, inter alia, that an issuer must make an immediate announcement of any interested person transaction of a value equal to, or more than, (a) 3% of the company’s latest audited net tangible assets (“**NTA**”), or (b) 3% or more of the company’s latest audited NTA, when aggregated with other transactions entered into with the same interested person during the same financial year and all future transactions entered into with that same interested person during the same financial year.

Rule 906 of the Listing Manual of the SGX-ST provides, inter alia, that an issuer must obtain shareholder approval for any interested person transaction of a value equal to, or more than (a) 5% of the group’s latest audited NTA, or (b) 5% of the group’s latest audited NTA, when aggregated with other transactions entered into with the same interested person during the same financial year. Notwithstanding, Rule 916(1) of the Listing Manual of the SGX-ST provides that the entering into, or renewal of a lease or tenancy of real property of not more than three (3) years if the terms are supported by independent valuation will not be required to comply with Rule 906 of the Listing Manual of the SGX-ST.

With reference to the announcement dated 8 November 2022, the Group had awarded a public tender to CES Properties (Tai Seng) Pte. Ltd. for the sale of property located at 12 Tai Seng Link, Singapore (“**Tender Sale**”). As the Tender Sale falls under the exemption of Rule 916(4) of the Listing Manual of the SGX-ST, shareholders’ approval under Rule 906 of the Listing Manual of the SGX-ST is not required for the Tender Sale.

The aggregate rental and service charge for the Premises payable for the duration of the Term (“**Rental of Premises**”) is approximately S\$346,403, representing approximately 0.7% of the Group’s latest audited NTA. In view that the Tender Sale and Rental of Premises are entered into with the same interested person pursuant to Rule 908 of the Listing Manual of the SGX-ST, the aggregate value of the Tender Sale and Rental of Premises is approximately S\$35,346,403 (the “**Aggregate Value**”), representing approximately 66.5% of the Group’s latest audited NTA.

Although the Aggregate Value of the IPTs entered into between the Group and the same interested person exceeds 5% of the Group’s latest audited NTA and *prima facie* requires shareholders’ approval, the Term of the Tenancy Agreement is not more than three (3) years and the terms are supported by an independent valuation, pursuant to Rule 916(1) of the Listing

Manual of the SGX-ST, the IPT will not be required to comply with Rule 906 of the Listing Manual of the SGX-ST, and shareholders' approval is not required for the IPT. This announcement is therefore made pursuant to Rule 905 of the Listing Manual of the SGX-ST.

6. CURRENT TOTAL FOR THE FINANCIAL YEAR ENDING 30 JUNE 2023 ("FY2023") OF ALL TRANSACTIONS WITH CELPI AND CURRENT TOTAL OF ALL INTERESTED PERSON TRANSACTIONS FOR FY2023

The total value of all the interested person transactions the Group has entered into with CELPI for FY2023 as at the date of this announcement, including the lease of the two office units pursuant to the Tenancy Agreement which is the subject of this announcement, is estimated to be as follows:-

Name of Interested Person and details of transactions	Nature of relationship	Aggregate value of all interested person transactions during the financial period under review (excluding transactions less than S\$100,000 and transactions conducted under Shareholders' mandate pursuant to Rule 920) (S\$'000)	Aggregate value of all interested person transactions conducted under Shareholders' mandate pursuant to Rule 920 (excluding transactions less than S\$100,000) (S\$'000)
<u>CEL Property Investment Pte. Ltd.</u> Rental of office units	Associate of Celine Tang	346	-

The total value of all interested persons transactions for FY2023 is estimated to be as follows:-

Name of Interested Person and details of transactions	Nature of relationship	Aggregate value of all interested person transactions during the financial period under review (excluding transactions less than S\$100,000 and transactions conducted under Shareholders' mandate pursuant to Rule 920) (S\$'000)	Aggregate value of all interested person transactions conducted under Shareholders' mandate pursuant to Rule 920 (excluding transactions less than S\$100,000) (S\$'000)
<u>Haiyi Holdings Pte. Ltd.</u> Interest on loan	Controlling shareholder	144	-
<u>CES Properties (Tai Seng) Pte. Ltd.</u> Sale of 12 Tai Seng Link via a Public Tender	Associate of Celine Tang	35,000	-

7. AUDIT COMMITTEE'S STATEMENT

The Audit Committee of the Company has reviewed the Tenancy Agreement and is of the view that the terms of the Tenancy Agreement are on normal commercial terms, and are not prejudicial to the interests of the issuer and its minority shareholders.

8. INTERESTS OF DIRECTORS AND SUBSTANTIAL SHAREHOLDERS

Celine Tang, being a common director of both the Company and CES Corp and for reasons as set out in item 2 above and Lock Wai Han, being a common director of Company and CES Corp and sitting on the Audit and Risk Committee of CES Corp, had abstained from all deliberations in the entry of the Tenancy Agreement.

Save as disclosed above and save for their interests arising by way of their shareholdings in the Company and/or directorships in the Group, as the case may be, none of the Directors or substantial shareholders of the Company has any interest, direct or indirect, in the entry of the Tenancy Agreement.

9. DOCUMENTS AVAILABLE FOR INSPECTION

Copies of the Tenancy Agreement and the Independent Valuation Report are available for inspection during normal business hours at the head office of the Company at the Herencia, 46 Kim Yam Road, #01-11, Singapore 239351 for a period of three (3) months from the date of this announcement.

By Order Of The Board

LOCK WAI HAN

EXECUTIVE DIRECTOR AND CHIEF EXECUTIVE OFFICER

13 January 2023