



TUAN SING HOLDINGS LIMITED
(Company Registration No. 196900130M)

ACQUISITION OF ASSETS FROM PT SENIMBA BAY RESORT

1. INTRODUCTION

- 1.1 The Board of Directors (the “**Board**”) of Tuan Sing Holdings Limited (the “**Company**”, together with its subsidiaries, the “**Group**”) wishes to announce that the Group has, through the Company’s indirect wholly-owned subsidiaries, entered into the following transactions to acquire the following assets from PT Senimba Bay Resort (the “**Seller**”):

| Asset | Purchaser | Comments | Consideration |
|--|---|---|---|
| 1. Land located at Jalan Raya Marina City, Tanjung Riau, District of Sekupang, Batam City, Indonesia and the two (2) storey Teluk Senimba Ferry Terminal erected therein (collectively, the “ Ferry Terminal ”) | PT Opus Bay Harbour (“ OBH ”) | Upon completion of the acquisition of the Ferry Terminal, OBH and the Seller will enter into a Co-operation Agreement and a Management Operation and Maintenance Agreement pursuant to which the Seller will continue to manage, operate and maintain the Ferry Terminal on a profit sharing basis for an initial term of two years | Land : SGD 3,008,304 (approximately IDR 35,524,000,000 ¹) Building : SGD 805,132 (approximately IDR 9,507,000,000) |
| 2. 4 hectares of land located adjacent to the Ferry Terminal (the “ 4 Ha Land ”) | OBH | Land adjacent to the Ferry Terminal which is designated for commercial use | SGD 4,276,806 (approximately IDR 50,503,000,000) |
| 3. 74 hectares of land located at Marina City, Tanjung Riau, District of Sekupang, Batam City, Indonesia (the “ Aquamarine Land ”) | PT Opus Bangun Persada (“ OBP ”) | Residential land | SGD 15,616,276 (approximately IDR 184,405,000,000) |

¹ Unless indicated otherwise, the exchange rate used in this announcement is IDR11,809: S\$1 and is purely for illustrative purpose.

| | | | |
|---|---|---|---|
| <p>4. 2.8 hectares of land located at Ocean Park Residential Estate, Jalan Raya Marina City, Tanjung Riau, District of Sekupang, Batam City, Indonesia (the “Ocean Park Land”)</p> | <p>PT Opus Bay Lisata (“OBL”)</p> | <p>Residential land</p> | <p>SGD 2,596,268 (approximately IDR30,658,000,000)</p> |
| <p>5. Six (6) units of shophouses located at Marina City shophouse complex, Jalan Raya Marina City, Tanjung Riau, District of Sekupang, Batam City, Indonesia (the “Shophouses”) and seven (7) units of terrace houses located at Ocean Park Residential Estate, Jalan Raya Marina City, Tanjung Riau, District of Sekupang, Batam City, Indonesia (the “Terrace Houses”)</p> | <p>PT Goodworth Investments (“GI”)</p> | <p>Completed shophouses and terrace houses</p> | <p>6 Shophouses: SGD 327,510 (approximately IDR 3,868,000,000) 7 Terrace houses: SGD 127,625 (approximately IDR 1,508,000,000)</p> |
| <p>6. 15.65% of shares in PT Hean Yi Marina Perkasa (the “HY Shares”)</p> | <p>PT Tuan Sing Nusantara (“TSN”)</p> | <p>PT Hean Yi Marina Perkasa (“HY”) is a joint venture company which shares are held by the Seller, Hean Yi Investment (S) Pte Ltd, and PT Batam Andayani Indah, and currently owns the 4-star / 275-suite Holiday Inn Resort Batam managed by PT SC Hotels & Resort Indonesia</p> | <p>SGD 1,242,079 (approximately IDR 14,667,000,000)</p> |

(collectively, the “**Proposed Transactions**”).

1.2 The Proposed Transactions constitute:

- (a) interested person transactions under Chapter 9 of the Listing Manual Rules of Mainboard (the “**Listing Rules**”) of the Singapore Exchange Securities Trading Limited (the “**SGX-ST**”); and
- (b) an acquisition of the assets of the Seller by the Company’s indirect wholly owned subsidiaries which are discloseable transactions under Chapter 10 of the Listing Rules.

2. ENTRY INTO CO-OPERATION AGREEMENT AND MANAGEMENT OPERATION AND MAINTENANCE AGREEMENT

2.1 OBH will upon completion of the acquisition of the Ferry Terminal enter into a Co-operation Agreement and a Management Operation and Maintenance Agreement with the Seller, the customs, immigration and quarantine (CIQ) licence holder of the Teluk Senimba Ferry Terminal, to appoint the Seller to continue to manage, operate and maintain the Ferry Terminal on a profit-sharing basis for the initial term of two years (collectively, the “**Management Service Transaction**”).

2.2 The Management Service Transaction constitutes an interested person transaction for the purpose of Chapter 9 of the Listing Rules

2.3 At the 54th Annual General Meeting of the Company held on 26 April 2024, approval of the shareholders of the Company (“**Shareholders**”) was obtained for the renewal of the general mandate (“**IPT Mandate**”) to enable the Company, its subsidiaries and associated companies which are considered to be “entities at risk”, in their ordinary course of businesses under Chapter 9 of the Listing Rules, or any of them, to enter into categories or transactions which will be covered by the IPT Mandate (“**Mandated IPTs**”), with interested persons, provided that such transactions are made in accordance with the review procedures put in place for the respective categories of Mandated IPTs (“**Review Procedures**”).

2.4 The Board wishes to inform Shareholders that the Management Service Transaction falls within the categories of transactions covered by the IPT Mandate and have been entered into in compliance with the Review Procedures. Accordingly, specific approval of Shareholders is not required in respect of the Management Service Transaction for the purpose of Chapter 9 of the Listing Rules. The Company will continue to disclose the aggregate value of all interested person transactions entered into during the financial year under review in its annual report and financial statements pursuant to the requirements under the Listing Rules.

2.5 As the Management Service Transaction does not involve an acquisition or disposal of assets, or the provision of financial assistance, it does not fall within the definition of “transaction” under Chapter 10 of the Listing Rules and are not subject to Chapter 10 of the Listing Rules.

3. INFORMATION ON THE RELEVANT PARTIES IN THE PROPOSED TRANSACTIONS

3.1 OBH, OBP, OBL, and GI are all indirect wholly-owned subsidiaries of the Company which shares are held by TSN and the Company’s wholly-owned subsidiaries of TSHI Holdings Pte. Ltd. (“**TSHI**”), Lantana Pte Ltd (“**Lantana**”), Lachenalia Pte Ltd, Goodworth Investments Pte. Ltd., and Splendourland Pte. Ltd., as the case may be. TSN is an indirect wholly-owned subsidiary of the Company which shares are held by TSHI and Lantana.

- 3.2 HY is a joint venture company incorporated in Indonesia on 27 November 1997 and has an issued and paid-up share capital of IDR 39,100,000,000 comprising 1,150,000 shares. HY is in the business of developing and operating the Holiday Inn Resort Batam in Batam Island, Indonesia. The shareholders of HY are Hean Yi Investment (S) Pte. Ltd., the Seller and PT Batam Andayani Indah.
- 3.3 The Seller is a company incorporated in Indonesia on 10 April 1990 and has an issued and paid-up share capital of IDR 470,583,557,712 comprising 84,345,898 shares. The Seller is in the business of real estate development. Ms Michelle Liem Mei Fung (“**Michelle**”), Mr William Nursalim alias William Liem (“**William**”) and Dr Tan Enk Ee (“**Dr Tan**”) are each a controlling shareholder of the Company (Michelle, William and Dr Tan collectively, the “Interested Persons”), and are also the ultimate beneficial owners of the Seller. Accordingly, the Seller is an associate of the Interested Persons and are considered as interested persons of the Company for the purposes of Chapter 9 of the Listing Rules.

4. PRINCIPAL TERMS OF THE PROPOSED TRANSACTIONS

4.1 Consideration

The aggregate value of the consideration for the Proposed Transactions is S\$28,000,000, which is approximately IDR 330,640,000,000 (the “**Aggregate Consideration**”), and which comprises the consideration amounts for the Ferry Terminal, the 4 Ha Land, the Aquamarine Land, the Ocean Park Land, the Shophouses, the Terrace Houses and the HY Shares (refer to table in paragraph 1.1 above). The Aggregate Consideration was arrived at on an arm’s length and a “willing buyer willing seller” basis, and after taking into account, amongst other factors, prevailing market conditions, independent valuation reports on assets, the rationale for the Proposed Transactions as disclosed in paragraph 5, and the net asset value of the assets of the Seller, and will be settled by way of cash.

4.2 Principal Terms of the Proposed Transactions

The principal terms of the Proposed Transactions are as follows:

(a) Conditions Precedent

The Proposed Transactions are conditional upon the satisfaction (or waiver) of, *inter alia*, the following conditions:

- (i) all of the land titles of the respective immovable properties having been renewed or extended (as the case may be) in accordance with the applicable Indonesian laws, and verified by an Indonesian land deed official to be free from any kind of encumbrance including any mortgage or disputes relating to civil or criminal cases, and not being subject to any seizure or conflict;
- (ii) all applicable stamp duties, land and building taxes, and administrative transfer fees required under Indonesian law having been paid to the relevant government authorities and regulatory bodies; and
- (iii) all governmental authorisations and consents, waivers, approvals, authorisations and notices from any governmental authority or regulatory body which are necessary for the consummation of the Proposed

Transactions under Indonesian law having been obtained by the Seller and delivered to the respective Purchasers.

(b) Completion

Completion of the Proposed Transactions is anticipated to be in stages over the next twelve months, upon the issuance of the relevant land titles.

(c) Other Material Terms

Management was informed of a litigation matter whereby proceedings had been issued against the Seller and another party as joint defendants (the “**Defendants**”) by PT Segi Tiga Kridamas (the “**Plaintiff**”) in respect of a construction dispute in 1998, when conducting due diligence investigations of the Seller and the assets. The Plaintiff had originally commenced legal proceedings against, *inter alia*, the Defendants in Jakarta in 2000, however its claim was ultimately rejected in 2005 by the Supreme Court of Indonesia, which also rejected the Plaintiff’s petition for judicial review in 2014. The Plaintiff subsequently recommenced fresh proceedings against the Defendants in Batam in 2023, but its claim has so far been rejected by both the Batam District Court and the Riau High Court. The Plaintiff’s appeal to the Supreme Court of Indonesia remains pending at the moment. Customary representations, warranties and indemnities had been provided by the Seller in the respective sale and purchase agreements. Parties are monitoring the matter.

- 4.3 The Aggregate Consideration and transaction costs of approximately S\$2.2 million will be financed through the use of the Group’s internal sources of funds or external borrowings or a combination of both.

5. RATIONALE FOR THE PROPOSED TRANSACTIONS

The Proposed Transactions involve a strategic acquisition of the Ferry Terminal and surrounding land which will allow the Group to benefit from potential growth opportunities in Batam. The Proposed Transactions are also part of the Group’s strategy to manage risk and land restrictions, and also expand its existing scale and capacity. In particular, the rationale of the Proposed Transactions, and the acquisition of the assets of the Seller (including its assets), is to capitalize on a rare opportunity to own the Ferry Terminal, to be jointly operated with the Seller, which will offer greater convenience and accessibility for the international tourists and travellers from Singapore and Malaysia, boosting Opus Bay’s overall attractiveness.

6. VALUATION

The Aggregate Consideration is based on the agreed property values of the Ferry Terminal, the 4 Ha Land, the Aquamarine Land, the Ocean Park Land, the Shophouses, the Terrace Houses, and the HY Shares (collectively, the “**Acquisition Assets**”), which were arrived at on a willing-buyer and willing-seller basis after taking into account the independent valuations of the Acquisition Assets.

- 6.1 The latest available open market value of the Acquisition Assets is as set out below:

- (a) The Company appointed an independent valuer, KJPP Wiseso dan Rekan (“**Wiseso**”), to assess the market values of the Ferry Terminal, the 4 Ha Land, the Aquamarine Land, the Ocean Park Land, the Shophouses, and the Terrace Houses (the “**Asset Valuation Report**”). Wiseso adopted the market approach and income approach with

land development method in its valuation and based on the Asset Valuation Report dated 14 November 2024, the market values of the assets as at 7 October 2024 are set out below:

| No. | Assets | Market Values as at 7 October 2024 |
|-----|-----------------------------------|---------------------------------------|
| 1 | Ferry Terminal and the 4 Ha Land | IDR 98,979,500,000 |
| 2 | Aquamarine Land | IDR 215,237,000,000 |
| 3 | Ocean Park Land | IDR 35,784,000,000 |
| 4 | Shophouses and the Terrace Houses | IDR 5,754,400,000 |
| | Total | IDR 355,754,900,000 |

- (b) The Company appointed an independent valuer, KJPP Rengganis, Hamid & Rekan (“RHR”), to assess the market value of the HY Shares (the “Share Valuation Report”). RHR adopted the market approach and asset approach in its valuation and based on the Share Valuation Report dated 14 November 2024, the market value of the HY Shares as at 31 August 2024 is IDR 14,700,000,000.

7. THE PROPOSED TRANSACTIONS AS AN INTERESTED PERSON TRANSACTION

7.1 Interested Person Transaction

Pursuant to the Proposed Transactions, OBH, OBP, OBL, GI, and TSN, being indirect subsidiaries of the Company, are entities at risk under Chapter 9 of the Listing Rules.

As set out in paragraph 3.3, the Seller is an interested person of the Company for the purposes of Chapter 9 of the Listing Rules. Accordingly, the Proposed Transactions, being transactions between the Seller and each of (a) OBH; (b) OBP; (c) OBL; (d) GI; and (e) TSN, are interested person transactions of the Company that fall within the ambit of Chapter 9 of the Listing Rules.

The Aggregate Consideration represents 2.3% of the audited net tangible assets (“NTA”) of the Group as at 31 December 2023.

7.2 Total Value of Interested Person Transactions for the Financial Year

In respect of the current financial year ending 31 December 2024:

- (a) the aggregate value of all interested person transactions (excluding transactions which are less than S\$100,000 and transactions conducted under the Company’s IPT Mandate) entered into between, on the one hand, the Group, and on the other hand, the Seller, is S\$28.0 million, representing approximately 2.3% of the latest audited NTA of the Group as at 31 December 2023. For the avoidance of doubt, apart from the Proposed Transactions, there are no other interested person transactions between the Group and the Seller in the current financial year ending 31 December 2024; and
- (b) the aggregate value of all interested person transactions (excluding transactions which are less than S\$100,000 and transactions conducted under the Company’s IPT Mandate) entered into by the Group (including the transactions entered into with the Seller as set out in paragraph 7.2(a) above) is approximately S\$56.6 million, representing approximately 4.6% of the latest audited NTA of the Group as at 31 December 2023.

7.3 Audit and Risk Committee Statement

The Audit and Risk Committee of the Company, save for Ms Michelle Liem who is regarded to be an Interested Person in respect of the Proposed Transactions and has abstained from the Audit and Risk Committee's decision in respect of the Proposed Transactions, has obtained an opinion from an independent financial advisor, Soochow CSSD Capital Markets (Asia) Pte. Ltd. ("IFA"), and is of the view that the Proposed Transactions are on normal commercial terms and are not prejudicial to the interests of the Company and its minority shareholders, noting that this is also the IFA's view in respect of the Proposed Transactions.

8. THE PROPOSED TRANSACTIONS UNDER CHAPTER 10 OF THE LISTING RULES

8.1 Relative Figures under Rule 1006 of the Listing Rules

Based on the latest unaudited consolidated financial statements of the Group for the six months ended 30 June 2024, the relative figures of the Proposed Transactions computed on the bases set out in Rule 1006 of the Listing Rules are set out below:

| Rule 1006 | Bases | Relative Figures (%) ⁽ⁱ⁾ |
|-----------|---|-------------------------------------|
| (a) | Net asset value of the assets to be disposed of, compared with the Group's net asset value | Not applicable |
| (b) | Net loss attributable to the assets acquired, compared with the Group's net losses ⁽ⁱⁱ⁾ | 2.7 |
| (c) | Aggregate value of the consideration given, compared with the Company's market capitalisation based on the total number of issued shares excluding treasury shares ⁽ⁱⁱⁱ⁾ | 9.0 |
| (d) | Number of equity securities issued by the Company as consideration for an acquisition, compared with the number of equity securities previously in issue | Not applicable |
| (e) | Aggregate volume or amount of proved and probable reserves to be disposed of, compared with the aggregate of the Group's proved and probable reserves | Not applicable |

Notes:

- (i) Percentage figures are rounded to the nearest one (1) decimal place.
- (ii) The net loss attributable to the assets acquired based on the management accounts for the six months ended 30 June 2024 is approximately IDR1,979 million (approximately S\$0.2 million²) and the unaudited net loss before income tax and non-controlling interests of the Group for the six months ended 30 June 2024 is approximately S\$6.3 million.
- (iii) Market capitalisation of the Company as at 18 November 2024 (based on the volume weighted average price of S\$0.25 per share of the Company on such date), being the last market day on which shares of the Company were traded on the SGX-ST prior to the date of signing of the sales

² Based on the exchange rate of IDR11,801: S\$1 for the six months ended 30 June 2024.

and purchase agreements in respect of the Proposed Transactions is approximately S\$310.8 million.

9. FINANCIAL EFFECTS OF THE PROPOSED TRANSACTIONS

9.1 Illustrative Nature of Financial Effects

The financial effects of the Proposed Transactions have been prepared based on the audited financial statements of the Group for the financial year ended 31 December 2023 (“FY2023”). The financial effects below are purely for illustrative purposes and are not necessarily indicative of the actual financial position of the Group after completion of the Proposed Transactions.

The financial effects are based on the following assumptions:

- (a) the financial effects of the Proposed Transactions on the net tangible assets (“NTA”) per share of the Group are computed based on the assumption that the Proposed Transactions had been effected on 31 December 2023 (being the end of the most recently completed financial year);
- (b) the financial effects of the Proposed Transactions on the earnings per share (“EPS”) are computed based on the assumption that the Proposed Transactions had been effected on 1 January 2023 (being the beginning of the most recently completed financial year);
- (c) the Ferry Terminal is subject to annual depreciation in accordance with the Group’s accounting policy for leasehold land and buildings; and
- (d) an exchange rate of IDR11,711: S\$1 as at 31 December 2023 and IDR11,337: S\$1 for FY2023 are used for the purpose of illustrating the financial effects of NTA per share and EPS respectively.

9.2 NTA Per Share

| | Before Proposed Transactions | After Proposed Transactions |
|-------------------------|------------------------------|-----------------------------|
| NTA (S\$’000) | 1,222,323 | 1,222,323 |
| Number of shares (’000) | 1,237,842 | 1,237,842 |
| NTA per share (cents) | 98.7 | 98.7 |

9.3 EPS

| | Before Proposed Transactions | After Proposed Transactions |
|---|------------------------------|-----------------------------|
| Profit attributable to shareholders (S\$’000) | 4,836 | 4,456 |
| Weighted average number of | 1,228,538 | 1,228,538 |

| | | |
|---------------|------|------|
| shares ('000) | | |
| EPS (cents) | 0.39 | 0.36 |

10. INTERESTS OF DIRECTORS AND CONTROLLING SHAREHOLDERS

Other than the shareholding interests of the Interested Persons, none of the directors or the controlling shareholders (as defined in the Listing Rules) of the Company has any interest, direct or indirect, in the Proposed Transactions, otherwise than through their interests in shares of the Company.

11. DIRECTORS' SERVICE CONTRACTS

No person is proposed to be appointed as a director of the Company in connection with the Proposed Transactions. Accordingly, no service contract is proposed to be entered into between the Company and any such person in connection with the Proposed Transactions.

12. DOCUMENTS AVAILABLE FOR INSPECTION

Copies of the sale and purchase agreements in respect of the Proposed Transactions, the Asset Valuation Report, and the Share Valuation Report are available for inspection at the registered office of the Company at 18 Robinson Road, #05-02/03, 18 Robinson, Singapore 048547, during normal business hours for three (3) months from the date of this announcement.

13. CAUTIONARY STATEMENT

Shareholders and potential investors should note that that the Proposed Transactions are subject to the fulfilment of, *inter alia*, the conditions set out above, and accordingly should exercise caution when trading in the shares of the Company. Persons who are in doubt as to the action they should take should consult their legal, financial tax or other professional advisers. Further announcements will be made by the Company as and when appropriate.

BY ORDER OF THE BOARD

Leow May Cin
Company Secretary
19 November 2024