



**SOO KEE GROUP LTD.**  
(Company Registration No.: 201214694Z)  
(Incorporated in the Republic of Singapore)

---

## **ENTRY INTO DEFINITIVE AGREEMENTS IN RELATION TO THE PROPOSED JOINT VENTURE IN THAILAND WITH AURORA DESIGN CO., LTD. (THE "PROPOSED JOINT VENTURE")**

---

The board of directors (the "**Board**") of Soo Kee Group Ltd. (the "**Company**") and together with its subsidiaries, the "**Group**") refers to the Company's announcements dated 9 February 2017 and 8 May 2017 (the "**Prior Announcements**") in relation to the memorandum of understanding (the "**MOU**") and addendum entered into by the Company with Aurora Design Co., Ltd. ("**Aurora**") in connection with the Proposed Joint Venture.

Capitalised terms not defined herein shall bear the same meanings as ascribed to them in the Prior Announcements.

Further to the Prior Announcements, the Board wishes to announce that:

- (i) its wholly-owned subsidiary, Love & Co. International Pte. Ltd. ("**Love & Co.**"), Aurora and LVC (Thailand) Co., Ltd. ("**JVC**") had on 7 July 2017, entered into a joint venture agreement (the "**JV Agreement**"); and
- (ii) Love & Co. and the JVC had on 7 July 2017, entered into a licensing and supply agreement (the "**Licensing Agreement**").

The JVC was incorporated in Thailand on 5 July 2017 and will be engaging in the sale of gold and diamond products under the "Love & Co." trade marks and trade or brand name to retail customers in Thailand.

Under the terms of the JV Agreement, Love & Co. shall, *inter alia*, subscribe for 1,200 shares in the JVC ("**JVC Shares**") for an aggregate subscription price of THB12.0 million, and Aurora shall, *inter alia*, subscribe for 1,800 JVC Shares for an aggregate subscription price of THB18.0 million (the "**JVC Shares Subscriptions**"). To meet certain requirements under Thai laws, upon the completion of the JVC Shares Subscriptions, Dato' Sri Dr. Lim Yong Guan, the Group's Non-Executive Chairman, will hold one (1) JVC Share on trust for Love & Co., and Lapatlapa Ruetivarangkoon, a representative of Aurora, will hold one (1) JVC Share on trust for Aurora.

Following the completion of the JVC Shares Subscriptions, Love & Co. and Aurora will hold 40% and 60% of the equity interest in the JVC, respectively.

In connection with the Proposed Joint Venture, Love & Co. and the JVC had entered into the Licensing Agreement pursuant to which Love & Co. shall, *inter alia*, (i) grant an exclusive licence to the JVC to use in Thailand certain intellectual property rights, including, *inter alia*, the "Love & Co." trade marks and trade or brand name; and (ii) supply exclusively to the JVC gold and diamond products for sale to retail customers in Thailand under the "Love & Co." trade marks and trade or brand name.

The JV Agreement and the Licensing Agreement shall have an initial term of five (5) years and will thereafter automatically be renewed for a further five (5) years unless either Love & Co. or Aurora provides a written notice to the other party to renegotiate the terms of the renewal at least six (6) months before the initial term expires. The Licensing Agreement automatically terminates when the JV Agreement is terminated.

The Board is of the view that the Proposed Joint Venture is in line with the Group's plans to expand its business beyond Singapore and Malaysia, and will allow the Group to establish a foothold in Thailand by leveraging on Aurora's extensive retail network and experience in Thailand. The Proposed Joint Venture will also allow the Group to capitalise on the growth opportunities presented by the increasing affluence among Thailand's large population.

The subscription price payable by the Group for its investment in the JVC will be funded by internal resources. Love & Co.'s entry into the JV Agreement and the Licensing Agreement is not expected to have a material impact on the net tangible assets or earnings per share of the Group for the current financial year ending 31 December 2017.

Save as disclosed in this announcement and their respective shareholdings in the Company (if any), none of the directors or controlling shareholders of the Company has any interest, direct or indirect, in the JV Agreement, the Licensing Agreement or the Proposed Joint Venture.

#### **BY ORDER OF THE BOARD**

Lim Yong Sheng  
Executive Director and Chief Executive Officer  
7 July 2017

*This announcement has been prepared by the Company and its contents have been reviewed by the Company's sponsor, United Overseas Bank Limited (the "Sponsor"), for compliance with the relevant rules of the Singapore Exchange Securities Trading Limited (the "SGX-ST"). The Sponsor has not independently verified the contents of this announcement.*

*The announcement has not been examined or approved by the SGX-ST. The Sponsor and the SGX-ST assume no responsibility for the contents of this announcement, including the correctness of any of the statements or opinions made or reports contained in this announcement.*

*The contact person for the Sponsor is Mr Lim Hoon Khiat, Director, Equity Capital Markets, who can be contacted at 80 Raffles Place, #03-03 UOB Plaza 1, Singapore 048624, telephone: +65 6533 9898.*