

**CIRCULAR DATED 20 MAY 2024**

**THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION. PLEASE READ IT CAREFULLY.**

**If you are in any doubt about its contents or the action you should take, you should consult your stockbroker, bank manager, solicitor, accountant or other professional adviser immediately.**

Capitalised terms appearing on the cover of this Circular have the same meanings as defined in the section titled "DEFINITIONS" of this Circular.

If you have sold or transferred all your Shares, you should immediately forward this Circular together with the Notice of EGM and the attached Proxy Form to the purchaser or transferee, or the stockbroker or other agent through whom the sale or transfer was effected for onward transmission to the purchaser or transferee.

This Circular has been prepared by the Company and reviewed by the Company's Sponsor, Novus Corporate Finance Pte. Ltd., in compliance with Rule 226(2)(b) of the Catalist Rules.

This Circular has not been examined or approved by the SGX-ST and the SGX-ST assumes no responsibility for the contents of this Circular, including the correctness of any of the statements or opinions made, or reports contained in this Circular.

The contact person for the Sponsor is Mr. Andrew Leo, Chief Executive Officer, at 7 Temasek Boulevard, #04-02 Suntec Tower 1, Singapore 038987, telephone (65) 6950 2188.



**ONEAPEX**

**ONEAPEX LIMITED**

(Company Registration Number: 201020806C)  
(Incorporated in the Republic of Singapore)

**CIRCULAR TO SHAREHOLDERS**

**in relation to:-**

**PROPOSED DISPOSAL OF 30% OF THE ENTIRE ISSUED AND PAID-UP SHARE CAPITAL OF TUAS SEATOWN DORMITORY PTE. LTD., AS AN INTERESTED PERSON TRANSACTION UNDER CHAPTER 9 OF THE CATALIST RULES AND A MAJOR TRANSACTION UNDER CHAPTER 10 OF THE CATALIST RULES**

Independent Financial Adviser in relation to the Proposed Disposal as an Interested Person Transaction



(Incorporated in the Republic of Singapore)  
(Company Registration No. 201109968H)

**IMPORTANT DATES AND TIMES:**

Last date and time for lodgement of Proxy Form	:	21 June 2024 at 10 A.M.
Date and time of Extraordinary General Meeting	:	24 June 2024 at 10 A.M.
Place of Extraordinary General Meeting	:	18 Cross Street, #14-01, Singapore, 048423

## CONTENTS

DEFINITIONS.....	3
LETTER TO SHAREHOLDERS .....	7
1. INTRODUCTION.....	7
2. PROPOSED DISPOSAL.....	8
3. THE PROPOSED DISPOSAL AS AN INTERESTED PERSON TRANSACTION.....	12
4. STATEMENT OF THE AUDIT COMMITTEE.....	13
5. INTERESTS OF DIRECTORS AND CONTROLLING SHAREHOLDERS .....	14
6. DIRECTORS' RECOMMENDATION .....	14
7. ABSTENTATION FROM VOTING.....	15
8. DIRECTORS' RESPONSIBILITY STATEMENT .....	15
9. EXTRAORDINARY GENERAL MEETING.....	15
10. CONSENTS .....	15
11. ACTION TO BE TAKEN BY SHAREHOLDERS.....	16
12. DOCUMENTS AVAILABLE FOR INSPECTION .....	17
APPENDIX A – SUMMARISED VALUATION REPORT.....	18
APPENDIX B - IFA LETTER .....	36
NOTICE OF EXTRAORDINARY GENERAL MEETING .....	61
PROXY FORM	

## DEFINITIONS

For the purposes of this Circular, the following definitions apply throughout unless the context otherwise requires or otherwise stated:

<b>“Assignment of Shareholder’s Loan”</b>	:	Has the meaning ascribed to it at Section 2.6.2 of this Circular
<b>“Associate”</b>	:	(a) in relation to any individual, including a Director, Chief Executive Officer, Substantial Shareholder or Controlling Shareholder (being an individual) means: <ul style="list-style-type: none"><li>(i) his immediate family;</li><li>(ii) the trustees of any trust of which he or his immediate family is a beneficiary or, in the case of a discretionary trust, is a discretionary object; and</li><li>(iii) any company in which he and his immediate family together (directly or indirectly) have an interest of 30% or more; and</li></ul> (b) in relation to a Substantial Shareholder or a Controlling Shareholder (being a company) means any other company which is its subsidiary or holding company or is a subsidiary of such holding company or one in the equity of which it and/or such other company or companies taken together (directly or indirectly) have an interest of 30% or more
<b>“Auditors”</b>	:	The auditors of the Company for the time being, Ernst & Young LLP
<b>“Alex”</b>	:	Mr. Tan Pei Hong, Alex (Chen Peifeng)
<b>“Amos”</b>	:	Mr. Tan Theng Hong, Amos
<b>“Amount at Risk”</b>	:	Has the meaning ascribed to it at Section 3.4 of this Circular
<b>“Board” or “Directors”</b>	:	The directors of the Company as at the date of this Circular
<b>“Catalist”</b>	:	The sponsor-supervised listing platform of the SGX-ST
<b>“Catalist Rules”</b>	:	The SGX-ST Listing Manual Section B: Rules of Catalist, as amended, modified or supplemented from time to time
<b>“CDP”</b>	:	The Central Depository (Pte) Limited
<b>“Circular”</b>	:	This circular to Shareholders dated 20 May 2024
<b>“Companies Act”</b>	:	The Companies Act, 1967 of Singapore, as amended, modified or supplemented from time to time
<b>“Company”</b>	:	OneApex Limited

<b>“Completion”</b>	:	Has the meaning ascribed to it at Section 2.6.3 of this Circular
<b>“Conditions Precedent”</b>	:	Has the meaning ascribed to it at Section 2.6.3 of this Circular
<b>“Constitution”</b>	:	The constitution of the Company, as amended from time to time
<b>“Controlling Shareholder”</b>	:	A person who: <ul style="list-style-type: none"> <li>(a) holds directly or indirectly 15% or more of the nominal amount of all voting shares in the Company. The SGX-ST may determine that a person who satisfies this paragraph is not a Controlling Shareholder; or</li> <li>(b) in fact exercises control over the Company</li> </ul>
<b>“Director”</b>	:	A director of the Company for the time being, and <b>“Directors”</b> shall be construed accordingly
<b>“EGM”</b>	:	The extraordinary general meeting of the Company to be convened on 24 June 2024, for the purposes of considering and, if thought fit, passing the ordinary resolutions set out in the Notice of EGM on pages 61 to 63 of this Circular
<b>“EPS”</b>	:	Earnings per share
<b>“Existing Shareholders”</b>	:	Has the meaning ascribed to it at Section 2.1 of this Circular
<b>“FY2023”</b>	:	Financial year ended 30 September 2023
<b>“FY2023 Results”</b>	:	The Group’s audited consolidated financial statements for the financial year ended 30 September 2023
<b>“Group”</b>	:	The Company and its subsidiaries
<b>“Goldhill Trust”</b>	:	Has the meaning ascribed to it at Section 2.2 of this Circular
<b>“HY2024”</b>	:	Six months financial period ended 30 March 2024
<b>“HY2024 Results”</b>	:	The Group’s unaudited consolidated financial statements for the six months financial period ended 30 March 2024
<b>“Independent Financial Adviser” or “IFA”</b>	:	RHT Capital Pte. Ltd., the independent financial adviser appointed by the Company to advise the Recommending Directors on the Proposed Disposal
<b>“IFA Letter”</b>	:	The letter dated 20 May 2024 issued by the IFA to the Recommending Directors in respect of the Proposed Disposal as an interested person transaction as set out in Appendix B to this Circular
<b>“immediate family”</b>	:	in relation to a person, means the person’s spouse, child, adopted child, step-child, sibling and parent

<b>“Independent Valuer”</b>	:	Navi Corporate Advisory Pte. Ltd., the independent valuer appointed by the Company to conduct an independent valuation on Tuas Seatown
<b>“Latest Practicable Date”</b>	:	13 May 2024, being the latest practicable date prior to the release of this Circular
<b>“LPS”</b>	:	Loss per Share
<b>“Net Proceeds”</b>	:	Has the meaning ascribed to it in Section 2.3 of this Circular
<b>“NTA”</b>	:	Net tangible assets
<b>“Notice of EGM”</b>	:	Notice of the EGM dated 20 May 2024
<b>“OneFortune”</b>	:	OneFortune Holdings Pte. Ltd., the seller of the Sale Shares
<b>“Purchase Consideration”</b>	:	Has the meaning ascribed to it at Section 2.6.2 of this Circular
<b>“Property”</b>	:	Has the meaning ascribed to it at Section 2.1 of this Circular
<b>“Proposed Disposal”</b>	:	Has the meaning ascribed to it at Section 1.1 of this Circular
<b>“Proxy Form”</b>	:	The proxy form in respect of the EGM as set out in this Circular
<b>“Purchaser”</b>	:	Amwich Ptd. Ltd.
<b>“Recommending Directors”</b>	:	Directors who are regarded as independent for the purposes of making a recommendation on the Proposed Disposal, namely, Mr Low Chin Parn Eric and Mr See Chiau Hwa
<b>“Sale Shares”</b>	:	300,000 ordinary shares representing 30% of the entire issued and paid-up share capital of Tuas Seatown
<b>“SGX-ST”</b>	:	Singapore Exchange Securities Trading Limited
<b>“Shareholders”</b>	:	Registered holders of Shares in the Register of Members of the Company, except that where the registered holder is the Depository, the term <b>“Shareholders”</b> shall, in relation to such Shares and where the context so admits, mean the Depositors whose securities accounts are credited with those Shares. Any reference to Shares held by or shareholdings of Shareholders shall include Shares standing to the credit of their respective securities accounts in the Depository Register
<b>“Shareholder’s Loan”</b>	:	Has the meaning ascribed to it at Section 2.6.2 of this Circular
<b>“Shares”</b>	:	Ordinary shares in the capital of the Company
<b>“SPA”</b>	:	The conditional sale and purchase agreement dated 22 April 2024 entered into between the Purchaser and the Company’s wholly-owned subsidiary, OneFortune

“Sponsor”	:	Novus Corporate Finance Pte. Ltd.
“Substantial Shareholder”	:	A person who has an interest or interests in one (1) or more voting Shares and the total votes attaching to that Share, or those Shares, is not less than five per cent. (5%) of the total votes attached to all the voting Shares.
“Summarised Valuation Report”	:	The summarised valuation dated 20 May 2024 in respect of the Valuation Report, a copy of which is set out in Appendix A of this Circular
“Tuas Seatown”	:	Tuas Seatown Dormitory Pte. Ltd. (Company Registration No. 201932248K), a private company limited by shares incorporated in the Republic of Singapore on 26 September 2019 with an issued and paid-up share capital of S\$10 comprising of 1,000,000 ordinary shares
“Valuation Report”	:	The valuation report dated 20 May 2024 issued by the Independent Valuer in respect of the market value of the Sale Shares
“%”	:	per centum or percentage
“S\$” and “cents”	:	Singapore dollar and cents respectively, the lawful currency of the Republic of Singapore

The terms “**Depositor**”, “**Depository**”, “**Depository Agent**” and “**Depository Register**” shall have the meanings ascribed to them, respectively, in Section 81SF of the Securities and Futures Act, Chapter 289 of Singapore.

The term “**subsidiary**” shall have the meaning ascribed to it in Section 5 of the Companies Act.

The term “**treasury shares**” shall have the meaning ascribed to it in Section 76H of the Companies Act.

Words importing the singular shall, where applicable, include the plural and *vice versa*. Words importing the masculine gender shall, where applicable, include the feminine and neuter genders and *vice versa*. References to persons shall include corporations.

Any reference in this Circular to any enactment is a reference to that enactment as for the time being amended or re-enacted. Any word defined under the Companies Act, the Catalist Rules or any statutory modification thereof and not otherwise defined in this Circular, shall have the same meaning assigned to it under the Companies Act, the Catalist Rules or any statutory modification thereof, as the case may be.

Any reference to a time of day in this Circular is made by reference to Singapore time unless otherwise stated.

Any discrepancies in figures included in this Circular between the amounts and totals thereof are due to rounding. Accordingly, figures shown as totals in certain tables in this Circular may not be an arithmetic aggregation of the figures that precede them.

# LETTER TO SHAREHOLDERS

## ONEAPEX LIMITED

(Company Registration Number: 201020806C)

(Incorporated in the Republic of Singapore)

### Directors

Mr. Low Chin Parn Eric (Independent Non-Executive Chairman)  
Mr. Tan Pei Hong, Alex (Chen Peifeng) (Executive Director and Chief Executive Officer)  
Mr See Chiau Hwa (Independent Non-Executive Director)  
Ms Tan Shu Hui Eileen (Non-Independent Non-Executive Director)

### Principal Place of Business

38 Jalan Pemimpin  
#06-06  
Singapore 577178

20 May 2024

To: **The Shareholders of OneApex Limited**

Dear Sir / Madam

### **PROPOSED DISPOSAL OF 30% OF THE ENTIRE ISSUED AND PAID-UP SHARE CAPITAL OF TUAS SEATOWN DORMITORY PTE. LTD., AS AN INTERESTED PERSON TRANSACTION UNDER CHAPTER 9 OF THE CATALIST RULES AND A MAJOR TRANSACTION UNDER CHAPTER 10 OF THE CATALIST RULES**

#### **1. INTRODUCTION**

##### **1.1. Overview**

On 22 April 2024, the Company announced that the Company's wholly-owned subsidiary, OneFortune, had on the same day entered into the SPA with the Purchaser, pursuant to which OneFortune has agreed to sell to the Purchaser, and the Purchaser has agreed to acquire from OneFortune the Sale Shares, on the terms and subject to the conditions of the SPA ("**Proposed Disposal**"). Upon completion of the Proposed Disposal, Tuas Seatown will cease to be an associated company of the Group.

The key terms of the SPA are set out in Section 2.6 of this Circular.

##### **1.2. EGM**

The Proposed Disposal is conditional upon, *inter alia*, the approval of the Shareholders. Accordingly, the Board is convening the EGM to seek Shareholders' approval for the Proposed Disposal.

##### **1.3. Circular**

The purpose of this Circular is to provide Shareholders with information relating to the Proposed Disposal, and to seek Shareholders' approval for the Proposed Disposal at the EGM. The Notice of EGM is set out on pages 61 to 63 of this Circular.

##### **1.4. Legal Adviser**

Withers KhattarWong LLP has been appointed as the legal adviser to the company in relation to the Proposed Disposal (the "**Legal Adviser**").

## 2. PROPOSED DISPOSAL

### 2.1. Information on Tuas Seatown

Tuas Seatown is a private company limited by shares, incorporated in Singapore on 26 September 2019 and has an issued and paid-up share capital of S\$10 comprising of 1,000,000 ordinary shares. Tuas Seatown is principally engaged in the business of hostels and dormitories for students, workers and other individuals, operating a four-storey workers' dormitory at 69H Tuas South Avenue 1 Seatown Industrial Center Singapore 637509 ("**Property**").

As at the Latest Practicable Date, the shareholders of Tuas Seatown are Etrek Network Building Pte. Ltd. (40%), OneFortune (30%), the Purchaser (20%) and DC Genesis Pte. Ltd. (10%) (the "**Existing Shareholders**").

### 2.2. Information on the Purchaser

The Purchaser is an investment holding company incorporated in Singapore, and is wholly-owned by Amos, a Controlling Shareholder of the Company, by virtue of his deemed interest in 62,466,590 Shares, comprising 73.93% of the issued and paid-up capital of the Company, held through Goldhill Trust Pte. Ltd. ("**Goldhill Trust**"). Accordingly, the Purchaser is an Associate of the Controlling Shareholder of the Company and is therefore an interested person under Chapter 9 of the Catalyst Rules and the Proposed Disposal constitutes an interested person transaction under Chapter 9 of the Catalyst Rules.

### 2.3. Financial Information relating to Tuas Seatown

Based on the FY2023 Results, (i) the book value of the Sale Shares is approximately S\$3,003,662 (which is inclusive of the Shareholder's Loan (as defined below)); (ii) the net profit attributable to the Sale Shares amounted to approximately S\$704,643; and (iii) the net tangible asset value of the Sale Shares is approximately S\$951,735.

The Company has engaged the Independent Valuer to conduct an independent valuation on Tuas Seatown. Please refer to Section 2.4 for further details on the Valuation Report.

The estimated net proceeds from the Proposed Disposal (after deducting estimated expenses to be incurred in connection therewith of approximately S\$100,000) is approximately S\$5,100,000 ("**Net Proceeds**"). The Net Proceeds represent an excess of S\$2,096,338 *vis-à-vis* the book value of the Sale Shares. Accordingly, the Proposed Disposal will result in a profit on disposal of approximately S\$2,096,338. Please refer to Section 2.7 below for further information on the intended use of the Net Proceeds.

### 2.4. Valuation Report

Based on the Valuation Report, the market value of Sale Shares as at 31 December 2023, subject to the assumptions stated therein, is in the region of S\$2.0 million to S\$2.7 million. The valuation was conducted on a market value basis in accordance with the International Valuation Standards (2022)<sup>1</sup> using the cost approach as the primary approach, and market approach for reference purposes.

Please refer to Appendix A to this Circular for a copy of the Summarised Valuation Report. Shareholders are advised to read the Valuation Report carefully in its entirety.

None of the Directors, the Controlling Shareholders or their respective Associates have any interests, direct or indirect in the Independent Valuer.

<sup>1</sup> "Market Value" is defined in the International Valuation Standards as "the estimated amount for which an asset or liability should exchange on the valuation date between a willing buyer and willing seller in an arm's-length transaction, after proper marketing and where the parties had each acted knowledgeably, prudently and without compulsion".



## 2.5. Rationale for the Proposed Disposal

On 11 October 2023, the Singapore Ministry of Manpower introduced the Dormitory Transition Scheme, with the aim “to uplift migrant worker housing resilience and improve living conditions for dormitory residents”<sup>2</sup>, whereby migrant worker dormitories will be required to adhere to new dormitory standards relating to occupancy per room, living spaces (excluding shared living facilities), toilets and isolation facilities by 2040.

In light of the above, the Company is of the view that the Proposed Disposal is in the best interest of the Group for the reasons as follows:

- (a) the Company has assessed and is mindful of the potential costs of the implementation (which includes retrofitting the Property to meet the new dormitory standards) as well as the ongoing operational costs;
- (b) the Proposed Disposal presents a good opportunity for the Group to realise and unlock the value of the Property;
- (c) as set out in Section 2.3 above, the Proposed Disposal will result in a profit on disposal of approximately S\$2,096,338; and
- (d) the Group will be able to utilise the Net Proceeds to reallocate its resources in other businesses.

## 2.6. Material terms of the SPA

### 2.6.1. Sale Shares

Subject to the terms and conditions of the SPA, the Sale Shares shall, at Completion (as defined herein) be free from all encumbrances and together with all rights, entitlements and benefits now and hereafter attaching thereto as of and including the date of Completion (including the right to receive all dividends or distributions declared, made or paid on or after Completion).

### 2.6.2. Purchase Consideration:

The total consideration for the Proposed Disposal is S\$5,200,000 (“**Purchase Consideration**”), comprising the following:

- (a) S\$3,148,070 for the Sale Shares; and
- (b) S\$2,051,930<sup>3</sup> for the assignment of the shareholder’s loan extended by OneFortune to Tuas Seatown (“**Shareholder’s Loan**”), in favour of the Purchaser (“**Assignment of Shareholder’s Loan**”), which is in accordance with the terms and conditions of the joint venture agreement previously entered into between the Existing Shareholders on 14 January 2020 in relation to Tuas Seatown,

to be satisfied fully in cash at Completion.

The Purchase Consideration was arrived at after arms’ length negotiations between OneFortune and the Purchaser, on a ‘willing-buyer willing-seller’ basis, and after taking into account, *inter alia*, the Shareholder’s Loan.

### 2.6.3. Conditions Precedent

Completion of the Proposed Disposal (“**Completion**”) is subject to and conditional upon, *inter alia*, the fulfilment (or such waiver agreed by both the Purchaser and OneFortune in writing) of the following conditions (“**Conditions Precedent**”):

- (a) the warranties provided by OneFortune and the Purchaser (as the case may be) under the SPA being true in all material respects on and as of date of Completion with the same force and effect as though made on and as of the date of Completion;

<sup>2</sup> <https://www.mom.gov.sg/newsroom/press-releases/2023/1011-dts>

<sup>3</sup> This represents the principal amount of the Shareholder’s Loan as there is no interest charged or accrued in respect of the Shareholder’s Loan.

- (b) the receipt of the opinion from the IFA that the Proposed Disposal on the terms and conditions of the SPA is on normal commercial terms and is not prejudicial to the interests of the Company and its minority Shareholders;
- (c) the approval of the Shareholders having been obtained at the EGM and the Board (as appropriate) in respect of, amongst others: (a) the entry into the SPA; (b) the Proposed Disposal on the terms set out in the SPA in compliance with Chapters 9 and 10 of the Catalist Rules;
- (d) OneFortune having procured the written consent from Tuas Seatown in respect of the Assignment of the Shareholder's Loan; and
- (e) all necessary approvals, consents and waivers from third parties, governmental or regulatory body or relevant competent authority, including but not limited to the SGX-ST for the Proposed Disposal being granted or obtained, being in full force and effect and not having been withdrawn, suspended, amended or revoked, and if such approvals, consents and/or waivers are granted or obtained subject to any conditions, and if such conditions affect any of the parties, such conditions being acceptable to OneFortune and the Purchaser, and if such conditions are to be fulfilled before Completion, such conditions being fulfilled before Completion.

#### 2.6.4. Completion

Subject to the terms and conditions of the SPA, Completion shall take place within fourteen (14) business days from fulfilment and/or written waiver of all the Conditions Precedent or such other date as OneFortune and the Purchaser may mutually agree in writing.

#### 2.7. **Use of proceeds**

The Net Proceeds from the Proposed Disposal shall be utilised for general working capital purposes.

Pending deployment of the Net Proceeds, such proceeds may be placed as deposits with banks and/or other financial institutions, invested in short-term money markets or debt instruments or for any other purpose on a short term basis as the Directors may, in their absolute discretion, deem fit from time to time.

#### 2.8. **No service contracts**

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

#### 2.9. **Relative figures for the Proposed Disposal under Rule 1006 of the Catalist Rules**

The relative figures for the Proposed Disposal as computed on the bases set out in Rule 1006 of the Catalist Rules and the HY2024 Results are as follows:

<b>Rule 1006</b>	<b>Bases</b>	<b>Relative figures</b>
(a)	The net asset value of the assets to be disposed of, compared with the Group's net asset value	14.5% <sup>(1)</sup>
(b)	The net profits attributable to the assets acquired or disposed of, compared with the Group's net losses <sup>(2)</sup>	-259.8% <sup>(2)</sup>
(c)	The aggregate value of the consideration given or received, compared with the Company's market capitalisation	54.5% <sup>(3)</sup>
(d)	The number of equity securities issued by the Company as consideration for the proposed acquisition, as compared with the number of equity securities previously in issue	Not applicable <sup>(4)</sup>
(e)	The aggregate volume or amount of proved and probable reserves to be disposed of, compared with the Group's proved and probable reserves	Not applicable <sup>(5)</sup>

**Notes:**

- (1) Computed based on (i) the net asset value of the assets to be disposed of, that is, of Tuas Seatown which amounted to approximately S\$1,752,545; and (ii) the net asset value of the Group which amounted to approximately S\$12,068,943 as of 31 March 2024.
- (2) Net profits/(losses) is defined to be profit or loss including discontinued operations that have not been disposed and before income tax and non-controlling interests. The net profit before income tax attributable to the Sale Shares based on 30.0% of Tuas Seatown's financial results for HY2024 is S\$652,874. The Group's net loss based on the HY2024 Results is S\$252,289.
- (3) Computed based on (i) the Purchase Consideration of S\$5,200,000; and (ii) the Company's market capitalisation of approximately S\$9,548,274. Under Rule 1002(5) of the Catalist Rules, the market capitalisation of the Company is determined by multiplying the number of shares in issue (being 84,498,000 shares) by the weighted average price of S\$0.113 on 19 April 2024 (being the last market day on which the shares of the Company were traded prior to the date of signing of the SPA).
- (4) Not applicable as no equity securities will be issued by the Company in relation to the Proposed Disposal.
- (5) Not applicable as the Company is not a mineral, oil or gas company.

As the relative figure computed under Rule 1006(b) of the Catalist Rules is negative and the figures computed under Rules 1006(b) and 1006(c) exceed 50%, the Proposed Disposal therefore constitutes a major transaction pursuant to Chapter 10 and Practice Note 10A of the Catalist Rules.

**2.10. Financial effects of the Proposed Disposal****2.10.1. Bases and assumptions**

The pro forma financial effects of the Proposed Disposal on the Group set out below are purely for illustrative purposes only and are therefore not indicative of the actual future financial position of the Company or the Group after Completion.

The pro forma financial effects of the Proposed Disposal have been prepared based on the FY2023 Results, and on the following bases and assumptions:

- (a) the financial effect on the consolidated NTA per Share is computed based on the assumption that the Proposed Disposal was completed on 30 September 2023;
- (b) the financial effect on the consolidated LPS is computed based on the assumption that the Proposed Disposal was completed on 1 October 2022; and
- (c) the expenses to be incurred in connection with the Proposed Disposal are estimated to be approximately S\$100,000.

**2.10.2. NTA**

	<b>Before the Proposed Disposal</b>	<b>After the Proposed Disposal</b>
NTA (S\$)	12,332,819	14,429,157
Number of Shares	84,498,000	84,498,000
NTA per Share (cents)	14.60	17.08

**2.10.3. (LPS) / EPS**

	<b>Before the Proposed Disposal</b>	<b>After the Proposed Disposal</b>
Earnings attributable to Shareholders (S\$)	(590,774)	1,505,564
Weighted average number of issued Shares	84,498,000	84,498,000
(LPS) / EPS (cents)	(0.70)	1.78

### **3. THE PROPOSED DISPOSAL AS AN INTERESTED PERSON TRANSACTION**

#### **3.1. Interested Person Transaction under Chapter 9 of the Catalist Rules**

Rule 904(5) of the Catalist Rules provides that an interested person transaction means a transaction between an entity at risk and an interested person. Rule 904(2)(a) of the Catalist Rules provides, *inter alia*, that an entity at risk means a subsidiary of the issuer that is not listed on the SGX-ST or an approved exchange. Rule 904(4) of the Catalist Rules provides, *inter alia*, that an interested person means a director, chief executive officer, controlling shareholder of the issuer or any of their associates. Rule 904(6)(f) of the Catalist Rules provides, *inter alia*, that a transaction includes the disposal of assets.

#### **3.2. Shareholder Approval**

Rule 906(1) of the Catalist Rules provides 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. However, a transaction which has been approved by shareholders, or is the subject of aggregation with another transaction that has been approved by shareholders, need not be included in any subsequent aggregation.

Rule 918 of the Catalist Rules provides that if a transaction requires shareholder approval, it must be obtained either prior to the transaction being entered into, or if the transaction is expressed to be conditional on such approval, prior to the completion of the transaction.

Rule 909 of the Catalist Rules provides, *inter alia*, that the value of a transaction is the amount at risk to the issuer.

#### **3.3. The Proposed Disposal as an Interested Person Transaction**

As set out in Section 2.2 above, the Purchaser is wholly-owned by Amos, a Controlling Shareholder of the Company. Accordingly as an Associate of Amos, the Purchaser is deemed to be an interested person under Chapter 9 of the Catalist Rules, and the Proposed Disposal constitutes an interested person transaction entered into with OneFortune as the entity at risk under Chapter 9 of the Catalist Rules.

#### **3.4. Amount at Risk**

The amount at risk in respect of the Proposed Disposal is the Purchase Consideration (as defined Section 2.6.2 above), which represents approximately 42.2% when compared to the Group's latest audited net tangible asset ("NTA") of approximately S\$12,332,819 as at 30 September 2023. As the amount at risk exceeds 5% of the Group's latest audited NTA, the Company is seeking Shareholders' approval for the Proposed Disposal in accordance with Rule 906(1)(a) of the Catalist Rules.

#### **3.5. Interested Person Transactions since 1 October 2023**

Save for the Proposed Disposal, the Company has not entered into any other transaction with the Purchaser, Amos and/or his Associates or any transaction with interested persons since the beginning of this financial year ending 30 September 2024.

#### **3.6. Appointment of IFA**

In accordance with Rule 921(4)(a) of the Catalist Rules, the Company has appointed RHT Capital Pte. Ltd. as the IFA to advise the Recommending Directors as to whether the Proposed Disposal as an interested person transaction is on normal commercial terms and is prejudicial to the interests of the Company and its minority shareholders.

The IFA Letter has been reproduced in Appendix B to this Circular. Please refer to Section 3.7 below for further information on the opinion of the IFA.

### 3.7. Opinion of the IFA

The relevant opinion of the IFA in respect of the Proposed Disposal as an interested person transaction has been extracted from the IFA Letter and set out below. All terms and expressions used in the extract below shall have the same meanings as those defined in the IFA letter, unless otherwise stated.

#### **7. OUR OPINION**

*In arriving at our recommendation in respect of the Proposed Disposal as an Interested Person Transaction, we have reviewed and taken into consideration, inter alia, the following factors summarised below as well as elaborated elsewhere in this Letter. The following should be read in conjunction with, and in the context of, the full text of this Letter.*

- (i) Rationale of the Proposed Disposal;*
- (ii) Independent valuation of Tuas Seatown;*
- (iii) Assessment of the Purchase Consideration;*
- (iv) Financial effects of the Proposed Disposal; and*
- (v) Other relevant considerations as set out in Section 6.6 of this Letter, namely: profit arising from the Proposed Disposal and use of proceeds; no alternative offers from third parties; and abstention from voting by interested persons.*

*Having regards to the considerations as set out above and the information available to us as at the Latest Practicable Date, we are of the opinion that the Proposed Disposal, as an Interested Person Transaction, is on normal commercial terms and is not prejudicial to the interest of the Company and its Minority Shareholders.*

Shareholders are advised to read and consider the IFA Letter issued by the IFA in its entirety as reproduced in Appendix B to this Circular and consider carefully the recommendations of the Recommending Directors for the Proposed Disposal set out in Section 6 of this Circular.

### 4. STATEMENT OF THE AUDIT COMMITTEE

The Audit Committee (save for Ms Tan Shu Hui Eileen (“**Eileen**”) for reasons set out in Section 6.1 below), having considered and reviewed, *inter alia*, the rationale for and benefits of the Proposed Disposal, the Valuation Report, as well as the advice and opinion of the IFA as set out in the IFA Letter, concurs with the IFA and is of the opinion that the Proposed Disposal is on normal commercial terms and is not prejudicial to the interests of the Company and its minority Shareholders.

## 5. INTERESTS OF DIRECTORS AND CONTROLLING SHAREHOLDERS

As at the Latest Practicable Date, the interests of the Directors and Substantial Shareholders in the Shares, as recorded in the Register of Directors' shareholdings and Register of Substantial Shareholders' shareholdings maintained pursuant to Section 164 and Section 88 of the Companies Act respectively, are set out below:

	Number of Shares		Total <sup>(1)</sup> (%)
	Direct Interest	Deemed Interest	
<b>Directors</b>			
Low Chin Parn Eric	–	–	–
Tan Pei Hong, Alex (Chen Peifeng) <sup>(2)</sup>	–	62,466,590	73.93
See Chiau Hwa	–	–	–
Tan Shu Hui Eileen	–	–	–
<b>Substantial shareholders (other than Directors)</b>			
Goldhill Trust	62,466,590	–	73.93
Tan Theng Hong, Amos <sup>(3)</sup>	–	62,466,590	73.93
Ang De Yu	4,769,284	–	5.64

### Notes:

- (1) Based on 84,498,000 Shares as at the Latest Practicable Date.
- (2) Alex is deemed interested in the Shares held by Goldhill Trust through his 50% interest in the issued share capital of Goldhill Trust.
- (3) Amos is deemed interested in the Shares held by Goldhill Trust through his 50% interest in the issued share capital of Goldhill Trust.

Save as disclosed above and in this Circular, none of the Directors, Controlling Shareholders or Substantial Shareholders or their respective Associates has any interests, direct or indirect, in the Proposed Disposal (other than in their capacity as Directors or Shareholders, where applicable).

## 6. DIRECTORS' RECOMMENDATION

### 6.1. Proposed Disposal

Both Alex and Eileen, are siblings of Amos. Accordingly, both Alex and Eileen have abstained from participating in the deliberations of the Board in respect of the Proposed Disposal and will abstain from making any recommendations to Shareholders on the Proposed Disposal in their capacity as Directors of the Company.

The Recommending Directors, having considered, *inter alia*, the terms and rationale of the Proposed Disposal, the financial effects thereof, as well as the advice and recommendation of the IFA, are of the opinion that the Proposed Disposal is in the best interests of the Company. Accordingly, the Recommending Directors recommend that Shareholders vote in favour of the ordinary resolution approving the Proposed Disposal as set out in the Notice of EGM.

### 6.2. Note to Shareholders

Shareholders, in deciding whether to vote in favour of the Proposed Disposal, should read carefully the terms, rationale for and benefits of the Proposed Disposal. In giving the above recommendations, the Directors and the Recommending Directors have not had regard to the specific investment objectives, financial situation, tax position or unique needs or constraints of any individual Shareholder. As Shareholders would have different investment objectives, the Directors and the Recommending Directors recommend that any Shareholder who may require specific advice in relation to his or her specific investment objectives or portfolio should consult his or her stockbroker, bank, solicitor, accountant, tax adviser or other professional advisers.



**7. ABSTENTATION FROM VOTING**

Pursuant to Rule 919 of the Catalist Rules, the interested person and any Associate of the interested person must not vote on the resolution, nor accept appointments as proxies unless specific instructions as to voting are given. Accordingly, Amos, Alex (as the remaining shareholder of Goldhill Trust), Eileen, Goldhill Trust and the Purchaser and their respective associates shall abstain from exercising their voting rights in respect of all existing issued shares in the Company owned by them and shall not accept appointments as proxies unless specific instructions as to voting are given, in respect of the resolutions to approve the Proposed Disposal.

The Company will disregard any votes cast on a resolution by the person required to abstain from voting by the Catalist Rules or pursuant to a court order where such court order is served on the Company.

**8. DIRECTORS' RESPONSIBILITY STATEMENT**

The Directors collectively and individually accept full responsibility for the accuracy of the information given in this Circular and confirm after making all reasonable enquiries that, to the best of their knowledge and belief, this Circular constitutes full and true disclosure of all material facts about the Proposed Disposal and the Group, and the Directors are not aware of any facts the omission of which would make any statement in this Circular misleading. Where information in this Circular has been extracted from published or otherwise publicly available sources or obtained from a named source, the sole responsibility of the Directors has been to ensure that such information has been accurately and correctly extracted from those sources and/or reproduced in this Circular in its proper form and context.

**9. EXTRAORDINARY GENERAL MEETING**

The EGM, notice of which is set out on pages 61 to 63 of this Circular, will be held at 10 a.m. on 24 June 2024 at the registered office of the Company at 18 Cross Street, #14-01, Singapore 048423 for the purpose of considering and, if thought fit, passing (with or without modifications), the ordinary resolution in connection with the Proposed Disposal as set out in the Notice of EGM.

**10. CONSENTS**

**10.1. Consent of the IFA**

RHT Capital Pte. Ltd., the IFA in respect of the Proposed Disposal, has given and has not before the date of this Circular withdrawn its written consent to the issue of this Circular with the inclusion of its name, the IFA Letter and all references thereto, in the form and context in which they appear in this Circular and to act in such capacity in relation to this Circular.

**10.2. Consent of the Independent Valuer**

Navi Corporate Advisory Pte. Ltd., the Independent Valuer in respect of the Proposed Disposal, has given and has not before the date of this Circular withdrawn its written consent to the issue of this Circular with the inclusion of its name, the Summarised Valuation Report and all references thereto, in the form and context in which they appear in this Circular and to act in such capacity in relation to this Circular.

**10.3. Consent of the Legal Adviser**

Withers KhattarWong LLP, the Legal Adviser in respect of the Proposed Disposal, has given and has not before the date of this Circular withdrawn its written consent to the issue of this Circular with the inclusion of its name and all references thereto, in the form and context in which they appear in this Circular and to act in such capacity in relation to this Circular.

## **11. ACTION TO BE TAKEN BY SHAREHOLDERS**

### **11.1. Appointment of Proxies**

A Shareholder who is unable to attend the EGM and wishes to appoint a proxy to attend and vote on his behalf should complete, sign and return the attached proxy form in accordance with the instructions printed thereon as soon as possible and, in any event so as to arrive at the Company's principal place of business at 38 Jalan Pemimpin, #06-06, Singapore 577178, not less than 72 hours before the time fixed for the EGM.

The sending of a proxy form by a Shareholder does not preclude him from attending and voting in person at the EGM if he finds that he is able to do so. In such an event, the relevant proxy forms will be deemed to be revoked.

The Depositor shall not be regarded as a Shareholder entitled to attend the EGM and to speak and vote thereat unless his name appears on the Depository Register at least 72 hours before the time fixed for the EGM, as certified by CDP to the Company.

### **11.2. Submission of Questions in Advance**

Shareholders may submit substantial and relevant questions relating to the resolution to be tabled for approval at the EGM, in advance of the EGM, in the following manner, in each case, by 5.00 p.m. (Singapore time) on 7 June 2024 ("**Cut-Off Time**"):

- (a) by post and lodging the same at the Company's principal place of business at 38 Jalan Pemimpin, #06-06, Singapore 577178; or
- (b) by email to the Company at [contactus@oneapex.com.sg](mailto:contactus@oneapex.com.sg).

When submitting substantial and relevant questions electronically via email or by post, Shareholders must provide the Company with the following details to enable the Company to verify their status as Shareholders: (a) status: individual shareholder or corporate representative; (b) full name/full company name (as per CDP/Scrip-based records); (c) NRIC/FIN/Passport No./UEN; (d) email address; and (e) contact number (optional).

Persons who hold Shares through Relevant Intermediaries (as defined under Section 181(6) of the Companies Act) should contact their respective Relevant Intermediaries through which they hold such Shares to submit their questions relating to the resolution to be tabled for approval at the EGM based on the abovementioned instructions.

The Company will endeavour to address all substantial and relevant questions received from Shareholders prior to the EGM, before or during the EGM. The responses to substantial and relevant questions received from Shareholders by the Cut-Off Time will be posted on the SGXNET and the Company's corporate website at the URL <http://oneapex.wixsite.com/home/investor-relations> by 17 June 2024. The Company will address any subsequent clarifications sought, or substantial and relevant follow-up questions (relating to the resolution to be tabled for approval at the EGM) received after the Cut-Off Time which have not already been addressed prior to the EGM, as well as those substantial and relevant questions received at the EGM, during the EGM. Where substantially similar questions are received, the Company will consolidate such questions and consequently not all questions may be individually addressed.



## 12. DOCUMENTS AVAILABLE FOR INSPECTION

Copies of the following documents are available for inspection at the registered office of the Company during normal business hours for a period of three (3) months from the date of this Circular:

- (a) the Constitution of the Company;
- (b) the annual report of the Company for FY2023;
- (c) the SPA;
- (d) the IFA Letter;
- (e) the Summarised Valuation Report
- (f) the Valuation Report;
- (g) the letter of consent from the IFA;
- (h) the letter of consent from the Independent Valuer; and
- (i) the letter of consent from the Legal Adviser.

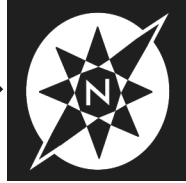
Yours faithfully

For and on behalf of the Board of  
**ONEAPEX LIMITED**

**Tan Pei Hong, Alex (Chen Peifeng)**  
Executive Director and Chief Executive Officer  
20 May 2024

## APPENDIX A – SUMMARISED VALUATION REPORT

Report date:  
20 May 2024



# SUMMARISED VALUATION REPORT OF THE TARGET

PREPARED FOR ONEAPEX LIMITED

## Executive Summary

<b>Valuation of 30% equity interest in the capital of the Target (as defined herein)</b>	
Valuation Date	31 December 2023
Purpose of valuation	Public disclosure purpose for seeking shareholders' approval by OneApex Limited (" <b>Company</b> " or " <b>OneApex</b> ").
Background	<p>The Company was incorporated on 30 September 2010 and was listed on the Catalist board of the Singapore Exchange Securities Trading Limited on 28 February 2011 under the name of Chew's Group Limited. On 31 January 2019, the Company officially changed its name to OneApex Limited and obtained the shareholders' approval to diversify the business into property investment, property management, property development and financial investment services.</p> <p>The Company's wholly-owned subsidiary, OneFortune Holdings Pte Ltd owns 30% equity interest in the capital of Tuas Seatown Pte. Ltd. ("<b>Tuas Seatown</b>" or "<b>Target</b>"). The Target owns a dormitory located in 69H Tuas South Avenue 1, Singapore 637509. Tuas Seatown is principally involved in the provision of dormitory accommodation services. We further understand that there may be a proposed disposal to be undertaken in relation to the Target.</p> <p>As a result of the proposed disposal, the Company would like to perform the valuation of 30% equity interest in the capital of the Target.</p>
Subject matter	30% equity interest in the capital of the Target
Basis of Valuation	Market Value
Valuation approach	Cost approach with market approach as a cross check
Valuation currency	SGD
Other details	<p>We wish to highlight that any discrepancies in tables included herein between the amounts and the totals thereof are due to rounding; accordingly, figures shown as totals in certain tables may not be an arithmetic aggregation of the figures that precede them.</p> <p>We have been provided with unaudited financial statements of Tuas Seatown for the financial year ended 30 September 2023 ("<b>FY2023</b>") as the financial statements were not available as at the Valuation Date. We have been informed by Management that there are no significant differences between the financial statements for FY2023 and Valuation Date. Based on the above, we have used financial statements for FY2023 throughout our analysis and valuation for Tuas Seatown.</p>

**Valuation of 30% equity interest in the capital of the Target (as defined herein)**

Based on the analysis outlined in the report which follows, we are of the opinion that the Market Value of 30% equity interest in the capital of the Target is ranging from **S\$2.0 million to S\$2.7 million (rounded)**.



**Private and Confidential**

Our reference: O0002-BV-r001b

20 May 2024

**OneApex Limited**

38 Jalan Pemimpin

#06-06

Singapore 577178

Attention: Mr. Ron Loi

Email: [ronloi@oneapex.com.sg](mailto:ronloi@oneapex.com.sg)

**NAVI CORPORATE ADVISORY PTE LTD**  
Company Registration No. 202224784E

6 Battery Road  
Level 42 The Executive Centre  
Singapore 049909

[www.navi.sg](http://www.navi.sg)

**By Email**

Dear Sirs,

**VALUATION OF 30% EQUITY INTEREST IN THE CAPITAL OF THE TARGET (AS DEFINED HEREIN) FOR ONEAPEX LIMITED (“COMPANY” OR “ONEAPEX”)**

In accordance with your instructions, we have undertaken valuation service for OneApex in relation to the Target (as defined herein).

All capitalised terms used in this summarised valuation report dated 20 May 2024 (“**Summarised Valuation Report**”) shall bear the same meanings as ascribed to them in the valuation report dated 20 May 2024 (“**Full Report**”).

The Company is a Singapore-based company incorporated in 2010, which is principally involved in property investment, property management, property development and financial investments services.

The Company’s wholly-owned subsidiary, OneFortune owns 30% equity interest in the capital of Tuas Seatown Pte. Ltd. (“**Tuas Seatown**” or “**Target**”). The Target owns a dormitory located in 69H Tuas South Avenue 1, Singapore 637509. Seatown is principally involved in the provision of dormitory accommodation services.

On 22 April 2024, the Company had announced that its wholly-owned subsidiary, OneFortune had entered into a conditional sale and purchase agreement with Amwich, pursuant to which OneFortune had agreed to sell to the Purchaser, and the Purchaser had agreed to acquire from OneFortune, 300,000 ordinary shares representing 30% of the total issued and paid-up share capital of Tuas Seatown, on the terms and subject to the conditions of the SPA (“**Proposed Disposal**”).

As a result of the Proposed Disposal, the Company would like to perform the valuation of 30% equity interest in the capital of the Target.



This valuation has been undertaken on a Market Value basis in accordance with the International Valuation Standards (2022) which is defined as follows:

*“The estimated amount for which an asset or liability should exchange on the valuation date between a willing buyer and a willing seller in an arm’s-length transaction, after proper marketing and where the parties had each acted knowledgeably, prudently and without compulsion.”*

The valuation date is 31 December 2023 (“**Valuation Date**”) and the date of our report is 20 May 2024 (“**Report Date**”).

Based on the analysis outlined in the report which follows, we are of the opinion that the Market Value of 30% equity interest in the capital of the Target as at the Valuation Date is as follows:

**S\$2.0 million to S\$2.7 million (rounded).**

The following pages outline the factors considered and methodology & assumptions employed in formulating our views, opinions and conclusions. Any views, opinions and/or conclusions are subject to the assumptions and limiting conditions contained therein.

Yours Faithfully,

For and on behalf of

**NAVI CORPORATE ADVISORY PTE LTD**

Richard Yap

CEO



## Terms of reference

Navi Corporate Advisory Pte Ltd (“NAVI” or “Valuer”) has been appointed to undertake an independent valuation of 30% equity interest in the capital of the Target. We were neither a party to the negotiations entered into by the Group in relation to the Proposed Disposal nor were we involved in the deliberation leading up to the decision on the part of the management of the Company, Group and/or Target (“Management”) to enter into the Proposed Disposal (as the case may be) and we do not, by the Summarised Valuation Report, Full Report or otherwise, advise or form any judgement on the merits of the Proposed Disposal. We do not warrant the merits of the Proposed Disposal or the acceptability of the risk for the Proposed Disposal.

We have confined our evaluation strictly and solely on the financials of the Target and have not taken into account the commercial/financial risks and/or merits (if any) of the Proposed Disposal or the strategic merits or the comparison with other deals involving shares of the Company, Group and/or Target. We were not required to comment on or evaluate the methods or procedures used by the Target to manage the change in any risk profile of the Company, Group and/or Target in the context of possible changes in the nature of operations. Such evaluation or comment remains the responsibility of the Management although we may draw upon their views or make such comments in respect thereof (to the extent deemed necessary or appropriate by us) in arriving at our view as set out in the Summarised Valuation Report and/or Full Report.

We were not requested or authorised to solicit, and we have not solicited, any indications of interest from any third party with respect to the Proposed Disposal. In addition, we do not express any views or opinion on the merits of the Proposed Disposal, the legality or all other matters pertaining to the Proposed Disposal, documents for the Proposed Disposal (the notice of meeting and the accompanying explanatory notes), *inter alia*, the independence of any party or mechanism or process of voting, acceptance, its eligibility or validity or the other alternatives (if any) or the sufficiency of information.

In the course of our evaluation, we have held discussions with, *inter alia*, the Management regarding their assessment of the Proposed Disposal and have examined publicly available information collated by us as well as the financial information, both written and verbal, provided to us by the Management, including its consultants or advisers (where applicable). We have not independently verified such information but have made enquiries and used our judgement as we deemed necessary on such information and have found no reason to doubt the reliability of the information. Accordingly, we cannot and do not expressly or impliedly represent or warrant, and do not accept any responsibility for, the accuracy, completeness or adequacy of such information or the manner in which it has been classified or presented.

We do not warrant and have not commented on the acceptability of the risk that the Company, Group and/or Target may be subject to for the Proposed Disposal.





The scope of our appointment does not require us to perform an independent evaluation or appraisal of the individual assets, liabilities and/or profitability of Group and/or the Target and we do not express a view on the financial position, future growth prospects and earnings potential of the Company or Group after the completion of the Proposed Disposal in accordance with the terms of the SPA. As such, we have relied on the disclosures and representations made by the Company on the value of the assets and liabilities and profitability of the Group and/or the Target and we have also engaged an independent property valuation firm to perform the valuation of the dormitory located at 69H Tuas South Avenue 1 Singapore 637509 (the “**Property**”) as at 31 December 2023 (“**Property Valuation**”). As we are not experts in the evaluation or appraisal of the Property, we have placed sole reliance on the Property Valuation in relation to the Property.

Our opinion in this Summarised Valuation Report and Full Report is based on economic conditions, market, industry, monetary and other conditions (if applicable) in effect on, and the information provided to us, as at the Valuation Date. Accordingly, the bases or assumptions and likewise our views or opinion may change in light of developments which inter alia, includes general as well as company specific or industry specific conditions or sentiments or factors.

Shareholders should note that the evaluation is based solely on publicly available information and other information provided by the Management as well as the economic and market conditions prevailing as at the Valuation Date, and therefore does not reflect unexpected financial performance and financial condition after the Valuation Date or developments both macro and company specific and that these factors do and will necessarily affect the valuation of the interests in the capital of the Target. Likewise, this Summarised Valuation Report outlines some of the matters or bases or factors or assumptions which we have used in our valuation and is a summary. They are by no means exhaustive or a reproduction of all the matters or bases or factors or assumptions etc. which we have used in the valuation.

In rendering the opinion, we have made no regard for the general or specific investment objectives, financial situation, tax position, risk profiles or unique needs and constraints of any individual shareholder of the Company, Group and/or Target (“**Shareholder**”). As such, any individual Shareholder who may require advice in the context of his or her specific investment portfolio, including his or her investment in the Company, Group and/or Target, should consult his or her stockbroker, bank manager, solicitor, accountant, tax adviser or other professional adviser immediately.

Accordingly, any factor or assumption or basis as well as the relative emphasis on any matter set out in this Summarised Valuation Report and provided by the Company, Group and/or Target which we used or may have used may differ from the relative emphasis accorded by any individual Shareholder and that any reliance on our opinion or view or assessment, is subject to the contents of the Summarised Valuation Report and Full Report in its entirety.



Accordingly, our Summarised Valuation Report, Full Report, opinion or views or recommendation should not be used or relied by anyone for any other purposes and should only be used by the Company, subject to the terms of reference and the contents of the Summarised Valuation Report and Full Report as one of the basis for their opinion or views or recommendation. In addition, any references to our Summarised Valuation Report, Full Report, opinion or views, should not be made except with our prior consent in writing and even if made with our prior consent in writing, shall be subject to the contents of the Summarised Valuation Report and/or Full Report in its entirety inter alia the matters, conditions, assumptions, factors and bases as well as our terms of reference for the Summarised Valuation Report and/or the Full Report.

*(The rest of this page is intentionally left blank)*



## Credentials

NAVI is a boutique corporate advisory firm founded by the CEO, Richard Yap (“**Richard**”) in 2022. He has more than 15 years of dedicated corporate advisory and valuation experience in Singapore and Asia. Throughout his career, Richard achieved various certifications such as Chartered Financial Analyst, Chartered Valuer and Appraiser and Chartered Accountant (Singapore). Besides that, Richard performed several business valuation exercises for companies such as BRC Asia Limited, 9R Limited, LifeBrandz Limited and Q & M Dental Group Limited.

*(The rest of this page is intentionally left blank)*



## 1.0 Background

### 1.1 Introduction

The Company was incorporated on 30 September 2010 and was listed on the Catalist board of the Singapore Exchange Securities Trading Limited on 28 February 2011 under the name of Chew's Group Limited. On 31 January 2019, the Company officially changed its name to OneApex Limited and obtained the shareholders' approval to diversify the business into property investment, property management, property development and financial investments services.

The Company's wholly-owned subsidiary, OneFortune owns 30% equity interest in the capital of Tuas Seatown. The Target owns a dormitory located in 69H Tuas South Avenue 1, Singapore 637509. Tuas Seatown is principally involved in the provision of dormitory accommodation services. The dormitory is a 4-storey walk-up workers' dormitory with a strata floor area of 7,239 square meters within a 4-storey corner strata-titled industrial building. Presently, it can accommodate up to 1,200 workers and has amenities such as kitchens, common bathrooms/toilets, laundry, some recreational facilities and offices.

On 22 April 2024, the Company had announced that its wholly-owned subsidiary, OneFortune had entered into a conditional sale and purchase agreement with Amwich, pursuant to which OneFortune had agreed to sell to the Purchaser, and the Purchaser had agreed to acquire from OneFortune, 300,000 ordinary shares representing 30% of the total issued and paid-up share capital of Tuas Seatown, on the terms and subject to the conditions of the SPA.

### 1.2 Instruction

The Company had instructed NAVI to perform the valuation of the 30% equity interest in the capital of the Target.

The Valuation Date is 31 December 2023 and the Report Date is 20 May 2024.

### 1.3 Purpose of Valuation

The purpose of the valuation is to ascertain the Market Value of the 30% equity interest in the capital of the Target for public disclosure purpose to seek Shareholder's approval by the Company.

### 1.4 Basis of Valuation

This valuation has been undertaken on a Market Value basis in accordance with the International Valuation Standards (2022) which is defined as follows:

*"The estimated amount for which an asset or liability should exchange on the valuation date between a willing buyer and a willing seller in an arm's-length transaction, after proper marketing and where the parties had each acted knowledgeably, prudently and without compulsion."*



### 1.5 Statement of Independence

We confirm that we have no present or contemplated interest in the Target which are the subject of this valuation and are acting independent of all parties. We were not involved in the discussion leading up to the decision on the part of the Management to enter into the Proposed Disposal. Our fees are agreed on a lump sum basis and are not contingent on the outcome. As such, we are in a position to provide an objective and unbiased valuation.

### 1.6 Limitation of Circulation

This Summarised Valuation Report has been prepared solely for public disclosure purpose to seek Shareholder's approval by the Company and is not intended for any legal or court proceedings, general circulation, publication or reproduction in any form without our prior written consent. We will assume no responsibility or liability for any losses incurred by you or any third party as a result of unauthorized circulation, publication or reproduction of this Summarised Valuation Report in any form and/or if used contrary to the purpose stated therein.

*(The rest of this page is intentionally left blank)*

## 2.0 Valuation of 30% Equity Interest of the Target

### 2.1 Valuation Approaches

We have considered the 3 valuation approaches namely Income Approach, Market Approach and Cost Approach. The details of the various valuation approaches are described as follows:

#### *2.1.1 Income Approach*

Income Approach provides an indication of value by converting future cash flow to a single current value. Under the Income Approach, the value of an asset is determined by reference to the value of income, cash flow or cost savings generated by the asset.

#### *2.1.2 Market Approach*

Market Approach provides an indication of value by comparing the asset with identical or comparable (that is similar) assets for which price information is available. The Market Approach often uses market multiples derived from a set of comparable companies or comparable precedent transactions, each with different multiples. The selection of the appropriate multiple within the range requires judgement, considering qualitative and quantitative factors.

#### *2.1.3 Cost Approach*

Cost Approach provides an indication of value using the economic principle that a buyer will pay no more for an asset than the cost to obtain an asset of equal utility, whether by purchase or by construction, unless undue time, inconvenience, risk or other factors are involved. The approach provides an indication of value by calculating the current replacement or reproduction cost of an asset and making deductions for physical deterioration and all other relevant forms of obsolescence.

### 2.2 Valuation Methodology

Based on the discussion with Management and review of the information, we have adopted Cost Approach as our primary approach and Market Approach as reference.

The rationale for adopting Cost Approach is because the Target is very asset intensive and its future cashflow is driven mainly by its property, plant and equipment, particularly the dormitories located with Seatown Industrial Centre along Tuas South Avenue 1, which there was a property valuation performed by an independent valuer.

Under Market Approach, we have considered the EV/EBITDA and P/B multiples in the valuation. Based on the analysis, the volatilities from the multiples of Comparable Companies make it difficult to conclude a reliable amount for the valuation by adopting the result from a single market multiple approach and no single company was comparable in size, capital nature of business and operations. Further, the current earnings of the Target is not at its normalised stage. Thus, the Market Approach is used as reference only.



The Income Approach is not adopted because the Company does not own a significant stake or controlling stake in the Target.

Accordingly, we have relied solely on Cost Approach in assessing the equity value of the Target and the Market Approach as reference.

2.3 Cost Approach – RNAV

We have used RNAV method which is one application of the Cost Approach to assess the overall equity of Target based on the underlying value of its net asset.

The equity value is estimated to its Market Value based on the following formula:

$$RNAV = (\text{Market Value of total assets}) - (\text{Market Value of total liabilities})$$

Based on the analysis and discussion with the Management, the Market Value of the net assets of the Target is approximately S\$10.3 million and we had set a range of its Market Value after taking into consideration of marketability discount of 25.0% and discount for lack of control of 12.0%. DLOM is based on reference made to historical empirical studies including *inter alia*, to Maher Study, Trout Study, Standard Research Consultant, Management Planning, Inc. Study and Columbia Financial Study and DLOC is based on reference made to control premium information from Business Valuation Resources.

As such, based on Cost Approach, the Market Value of 100% equity interest in the capital of the Target as at the Valuation Date is between S\$6.8 million and S\$9.1 million. Accordingly, the 30% equity interest in the capital of the Target as at the Valuation Date is between **S\$2.0 million and S\$2.7 million (rounded)**.

2.4 Market Approach – EV/EBITDA and P/B multiples

We performed an estimation of equity value of the Target using the Market Approach for reference purposes based on selected market multiples, namely EV/EBITDA and P/B multiples.

The following table illustrates the result of equity value of the 30% equity interest of the Target based on Market Approach which is purely for reference purpose only and does not reflect Market Value of 30% equity interest in the capital of the Target as at Valuation Date.

SGD, unless otherwise specified	Low	High
Market Approach	289,256	5,554,737



### 3.0 Key Assumptions

We have made the following key assumptions in this valuation exercise. Any deviation from the following key assumptions may significantly vary the valuation of the Target (where applicable):

- The financial information provided accurately reflects the Target's financial, operating position and performance.
- The financial statements were prepared in accordance with accounting principles generally accepted internationally on a true and fair basis.
- The business and operation of Target shall continue to operate as a going concern.
- The Target has sufficient liquidity to continue its business and operation.
- There will not be any material changes in the political, legal, regulatory, market and/or economic conditions in country(ies) where the Target operates which may adversely affect the future prospects of the Target.
- There will be no material change in inflation, interest rates, exchange rates and/or rates of taxation from those prevailing as at the Valuation Date.
- There are no contingent liabilities, unusual contractual obligations or substantial commitments which would have a material effect on the value of the Target.
- The property valuation performed by independent property valuer accurately reflects the Market Value of the dormitory property as at the Valuation Date.
- The current owners of the Target have clear and unencumbered title of ownership over all assets included in this assessment.
- The Target's operations and business will not be severely interrupted by any force majeure event or unforeseeable factors or any unforeseeable reasons that are beyond the control of the Management, including but not limited to the occurrence of natural disasters or catastrophes, epidemics or serious accidents.

Other assumptions specific to a particular valuation approach or certain observations and conclusions are outlined in the ensuing sections of the report.

It should be noted that the valuation of the Target is critical upon the following key drivers, where applicable:

- The Target continues to operate as a going concern and is able to meet all its financial obligations.
- The Target's sales, costs, and net profit continue to grow according to the forecast. Their capital expenditure and working capital requirements are estimated accurately in the projections.
- The Target has sufficient operational resources to support the projected turnover and profitability.





The valuation is largely based on information provided to us by the Management who is solely responsible for their contents/accuracy. We have not performed any work in the nature of an audit or due diligence or investigation of the information provided to us and accordingly have not expressed any such opinion in this report. Further, we have not carried out any work in the nature of a feasibility study, nor have we expressed a viability opinion on the Proposed Disposal. We have also not verified or confirmed information provided to us and have assumed that all such information is accurate and is not subject to material error or omission.

For this exercise, we have considered published market data and other public information relating to the comparable transactions. We are not responsible as to their content and accuracy in deriving parameters such as country risk rate for purposes of valuation. Such information was obtained from Bloomberg and other sources, where applicable.

*(The rest of this page is intentionally left blank)*



## 4.0 Conclusion

Based on Cost Approach, we are of the opinion that the Market Value of 30% equity interest in the capital of the Target as at the Valuation Date is between **S\$2.0 million and S\$2.7 million (rounded)**.

Based on Market Approach, the equity value of 30% equity interest in the capital of the Target which is purely for reference purposes only and do not reflect Market Value of 30% equity interest in the capital of Target as at Valuation Date is between S\$0.2 million to S\$5.6 million.

*(The rest of this page is intentionally left blank)*



## 5.0 Exclusions and Limitation of Liability

Our work has been performed in accordance with and subject to our Standard Conditions of Engagement, a copy of which has been previously provided. For your reference, we highlight some of the more pertinent points:

- We have used due skill and care in the provision of the services set out in this report;
- We shall not under any circumstances be liable for damages, or for losses, that are not a direct result of breach of contract, or negligence, on our part in respect of services provided in connection with, or arising out of, the engagement set out in this letter (or any variation or addition thereto), or for any consequential losses or loss of profits of whatsoever nature. In any event, the liability of NAVI, its related companies, partners, directors and staff (whether in contract, negligence or otherwise) shall in no circumstances exceed the fees paid specifically for the work in question which allegedly entailed a breach of contract or negligence on our part;
- In no event shall NAVI, its related companies, partners, directors and staff be liable for any loss, damage, cost or expense arising in any form or in connection with the fraudulent acts or omissions, or any misrepresentations or any default on the part of the directors, employees or agents of the management of the Company and its subsidiaries;
- Without derogating from the aforesaid provisions, we shall not under any circumstances whatsoever, be liable to any third party, whether or not they are shown a copy of any work that we have done pursuant to the terms of our engagement, and whether or not we have consented to such work being shown to them, save and except where we specifically agreed in writing to accept such liability; and
- Except as a result of our own negligence or wilful default, in the event that we find ourselves subject to a claim or incur legal costs from another party as a result of false or misrepresented information provided by Management in connection with this engagement, any claim established against us and the cost we necessarily incur in defending it would form part of the expenses we would look to recover from the management of the Company.

## APPENDIX B - IFA LETTER

**RHT CAPITAL PTE. LTD.**  
(Company Registration Number: 201109968H)  
(Incorporated in the Republic of Singapore)  
36 Robinson Road, #10-06  
City House, Singapore 068877

20 May 2024

To: The Independent Directors of OneApex Limited  
(deemed to be independent in respect of the Proposed Disposal)

Mr Low Chin Parn Eric (Independent Non-Executive Chairman)  
Mr See Chiau Hwa (Independent Non-Executive Director)

Dear Sirs,

**INDEPENDENT FINANCIAL ADVICE IN RELATION TO THE PROPOSED DISPOSAL (AS DEFINED  
HEREIN) AS AN INTERESTED PERSON TRANSACTION**

---

*Unless otherwise defined or the context otherwise requires, all terms defined in the circular dated 20 May 2024 issued by OneApex Limited to its shareholders shall have the same meaning herein.*

**1. INTRODUCTION**

On 22 April 2024, the board of directors ("**Directors**") of OneApex Limited ("**Company**") announced that the Company's wholly-owned subsidiary, OneFortune Holdings Pte. Ltd. ("**OneFortune**"), had on 22 April 2024 entered into a sale and purchase agreement ("**SPA**") with Amwich Ptd. Ltd. ("**Purchaser**"), pursuant to which OneFortune has agreed to sell to the Purchaser, and the Purchaser has agreed to acquire from OneFortune, 300,000 ordinary shares representing 30% of the total issued and paid-up share capital ("**Sale Shares**") of Tuas Seatown Dormitory Pte. Ltd ("**Tuas Seatown**"), the Company's associated company, on the terms and subject to the conditions of the SPA ("**Proposed Disposal**"). Upon completion of the Proposed Disposal, Tuas Seatown will cease to be an associated company of the Company and its subsidiaries ("**Group**").

Tuas Seatown is a company incorporated in Singapore on 26 September 2019 and has an issued and paid-up share capital of S\$10 comprising of 1,000,000 ordinary shares. Tuas Seatown is principally engaged in the business of hostels and dormitories for students, workers and other individuals, operating a four-storey walk-up workers' dormitory at 69H Tuas South Avenue 1 Seatown Industrial Center, Singapore 637509 ("**Property**"). The shareholders of Tuas Seatown are Etrek Network Building Pte. Ltd. (40.0%), OneFortune (30.0%), the Purchaser (20.0%) and DC Genesis Pte. Ltd. (10.0%) ("**Existing Shareholders**").

The Purchaser is an investment holding company incorporated in Singapore, and is wholly-owned by Mr Tan Theng Hong, Amos ("**Amos**"), a controlling shareholder of the Company, by virtue of his deemed interest in 62,466,590 shares in the capital of the Company ("**Shares**"), comprising 73.9% of the issued and paid-up capital of the Company, held through Goldhill Trust Pte. Ltd. ("**Goldhill Trust**"). Amos is deemed interested in the 62,466,590 Shares held by Goldhill Trust, by virtue of his 50.0% shareholding interest in Goldhill Trust.

Accordingly, pursuant to Chapter 9 of Section B of the Listing Manual of the Singapore Exchange Securities Trading Limited ("**SGX-ST**") ("**Catalist Rules**"), the Purchaser is deemed as an interested person with respect to the Proposed Disposal ("**Interested Person**") and the Proposed Disposal is deemed as an interested person transaction ("**Interested Person Transaction**").

In accordance with Chapter 9 of the Catalist Rules, the Company's shareholders' ("**Shareholders**") approval must be obtained for any Interested Person Transaction of a value which is equal to or greater than 5.0% of the Group's latest audited net tangible assets ("**NTA**") or when aggregated with other Interested Person Transactions during the same financial period, the value is equal to or more than 5.0% of the Group's latest audited NTA. In obtaining such approval, pursuant to Rule 919 of the Catalist Rules, the interested persons and their associates are required to abstain from voting on the resolutions approving the Interested Person Transactions.

The amount at risk to the Company in respect of the Proposed Disposal is the Purchase Consideration (as defined herein), which represents approximately 42.2% when compared to the Group's latest audited NTA of approximately S\$12,332,819 as at 30 September 2023. Pursuant to Rule 906(1) of the Catalist Rules, the Proposed Disposal is subject to the approval of the Company's shareholders who are independent of the Proposed Disposal ("**Minority Shareholders**") at an extraordinary general meeting ("**EGM**") to be convened.

Pursuant to Rule 919 of the Catalist Rules, Amos, Mr Tan Pei Hong, Alex ("**Alex**") (the remaining shareholder of Goldhill Trust), Goldhill Trust and the Purchaser will abstain, and will procure their respective associates to abstain, from voting on the resolutions to approve the Proposed Disposal at the EGM in respect of their entire shareholdings in the Company.

Pursuant to Rule 921(4)(a) of the Catalist Rules, the Company is required to appoint an independent financial adviser ("**IFA**") to advise the Directors who are deemed to be independent with respect to the Proposed Disposal, as to whether the Proposed Disposal, as an Interested Person Transaction, is on normal commercial terms and is prejudicial to the interests of the Company and its Minority Shareholders.

Accordingly, RHT Capital Pte. Ltd. ("**RHTC**") has been appointed by the Company as the IFA to the Directors who are deemed to be independent with respect to the Proposed Disposal ("**Independent Directors**") to render an opinion on whether the Proposed Disposal, as an Interested Person Transaction, is on normal commercial terms and is prejudicial to the interests of the Company and its Minority Shareholders.

Both Alex and Ms Tan Shu Hui Eileen ("**Eileen**"), Non-Independent and Non-Executive Director of the Company, are siblings of Amos. Accordingly, both Alex and Eileen have abstained from participating in the deliberations of the Board in respect of the Proposed Disposal and will abstain from making any recommendations to shareholders on the Proposed Disposal in their capacity as Directors of the Company. The remaining Directors, namely, Mr Low Chin Parn Eric and Mr See Chiau Hwa, who are deemed to be the Independent Directors with respect to the Proposed Disposal, will be making a recommendation on the relevant resolution in relation to the Proposed Disposal.

This letter ("**Letter**") is addressed to the Independent Directors and sets out, *inter alia*, our evaluation and recommendation on the Proposed Disposal as an Interested Person Transaction. This Letter forms part of the circular to Shareholders ("**Circular**") which provides, *inter alia*, the details of the Proposed Disposal and the recommendation of the Independent Directors thereon.

## 2. TERMS OF REFERENCE

RHTC have been appointed as the IFA as required under Rule 921(4)(a) of the Catalist Rules to advise the Independent Directors in respect of the Proposed Disposal as an Interested Person Transaction. The purpose of this Letter is to provide an independent opinion, for the purpose of Chapter 9 of the Catalist Rules, on whether the Proposed Disposal, as an Interested Person Transaction, is on normal commercial terms and is prejudicial to the interests of the Company and its Minority Shareholders.

We were neither a party to the negotiations entered into by the Company in relation to the Proposed Disposal, nor were we involved in the deliberations leading up to the decision on the part of the Directors to enter into the Proposed Disposal. We do not, by this Letter, warrant the merits of the Proposed Disposal other than to form an opinion on the Proposed Disposal as an Interested Person Transaction for the purposes of Chapter 9 of the Catalist Rules.

It is not within our terms of reference to evaluate or comment on the legal, strategic, commercial and financial merits and/or risks of the Proposed Disposal or to compare its relative merits *vis-à-vis* alternative transactions previously considered by the Company (if any) or that may otherwise be available to the Company currently or in the future, and we have not made such evaluation or comment. Such evaluation or comment, if any, remains the sole responsibility of the Directors and/or the management of the Company ("**Management**") although we may draw upon the views of the Directors and/or the Management or make such comments in respect thereof (to the extent deemed necessary or appropriate by us) in arriving at our opinion as set out in this Letter.

In the course of our evaluation, we have relied on, and assumed without independent verification, the accuracy and completeness of published information relating to the Company, the Group and/or Tuas Seatown. We have also relied on information provided and representations made by the Directors, Management and the Company's advisers, including but not limited to its solicitors, valuers and/or auditors. We have not independently verified such information or any representation or assurance made by them, whether written or verbal, and accordingly cannot and do not make any representation or warranty, expressed or implied, in respect of, and do not accept any responsibility for, the accuracy, completeness or adequacy of such information. We have nevertheless made reasonable enquiries and exercised our judgement on the reasonable use of such information as we deemed necessary and have found no reason to doubt the accuracy and reliability of the information.

We have relied upon the assurance of the Directors (including those who may have delegated detailed supervision of the Circular) that, upon making all reasonable inquiries and to the best of their respective knowledge and belief, all facts stated and opinions expressed in the Circular which relate to the Proposed Disposal, the Company, the Group and Tuas Seatown are fair and accurate and that there are no material facts or omissions of which would make any statement in the Circular misleading in any material respect. The Directors collectively and individually accept responsibility accordingly.

For the purposes of assessing the terms of the Proposed Disposal and reaching our conclusions thereon, we have not relied upon any financial projections or forecasts in respect of the Company, the Group and/or Tuas Seatown. We will not be required to express, and we do not express, any view on the growth prospects and earnings potential of the Company, the Group and/or Tuas Seatown in connection with our opinion in this Letter.

We have not made an independent evaluation or appraisal of the assets and liabilities of the Company, the Group and/or Tuas Seatown (including without limitation, property, plant and equipment ("**PPE**")). We have, however, been furnished with a valuation report by the independent valuer, Navi Corporate Advisory Pte. Ltd. ("**Independent Valuer**"), setting out the market value of Tuas Seatown as at the valuation date, being 31 December 2023 ("**Valuation Date**") ("**Valuation Report**"), on which we have placed sole reliance on for such valuation. For the purpose of arriving at a valuation for Tuas Seatown, the Independent Valuer had appointed an independent property valuer to carry out a valuation on the Property ("**Property Valuer**"). The summary of the Valuation Report ("**Summarised Valuation Report**") is set out in Appendix A of the Circular while the Valuation Report will be available for inspection at the registered office of the Company during normal business hours for a period of three (3) months from the date of the Circular.

We are not experts in the evaluation or appraisal of the assets concerned and we have made reference to the Valuation Report and Summarised Valuation Report for such assets appraisal and have not made any independent verification of the contents thereof. In particular, we do not assume any responsibility to enquire about the basis of the valuation contained in the Valuation Report and Summarised Valuation Report or if the contents thereof have been prepared and/or included in the Circular in accordance with all applicable regulatory requirements.

We will be relying on the disclosures and representations made by the Company on the value of the assets, liabilities and profitability of the Company, the Group and/or Tuas Seatown. We have not relied on any financial projections or forecasts in respect of the Company, the Group and/or Tuas Seatown for the purpose of our evaluation of the Proposed Disposal.

Our opinion as set out in this Letter is based upon the market, economic, industry, monetary and other conditions in effect on, and the information provided to us as of the Latest Practicable Date, being 13 May 2024. Such conditions may change significantly over a relatively short period of time. We assume no responsibility to update, revise or reaffirm our opinion in light of any subsequent development after the Latest Practicable Date that may affect our opinion contained herein. Independent Shareholders should further take note of any announcements relevant to their consideration of the Proposed Disposal which may be released by the Company after the Latest Practicable Date.

In rendering our opinion, we did not have regard to the specific investment objectives, financial situation, tax status, risk profiles or unique needs and constraints of any individual Shareholder. As each Shareholder would have different investment objectives and profiles, we advise the Independent Directors to recommend that any individual Shareholder who may require specific advice in relation to his investment objectives or portfolio should consult his stockbroker, bank manager, solicitor, accountant or other professional adviser immediately.

The Company has been separately advised by its own advisers in the preparation of the Circular (other than this Letter set out in the Circular). Accordingly, we take no responsibility for and express no views, expressed or implied, on the contents of the Circular (other than this Letter set out in the Circular).

Whilst a copy of this Letter may be reproduced in the Circular, neither the Company, the Directors nor any other persons may reproduce, disseminate or quote this Letter (or any part thereof) for any purposes other than for the purposes of the Shareholders' resolutions in relation to the Proposed Disposal as an Interested Person Transaction at any time and in any manner without the prior written consent of RHTC in each specific case.

This Letter sets out, *inter alia*, our opinion on whether the Proposed Disposal, as an Interested Person Transaction, is on normal commercial terms and is prejudicial to the interests of the Company and its Minority Shareholders, and should be considered in the context of the entirety of this Letter and the Circular.

### **3. INFORMATION ON THE COMPANY AND THE GROUP**

#### **3.1 Overview**

The Company, through its subsidiaries, is primarily focused on developing two (2) core businesses, namely (i) Property Business; and (ii) Financial Investments Services Business.

As at the Latest Practicable Date, the Company has an issued and paid-up share capital comprising 84,498,000 Shares. Based on the last transacted Share price of S\$0.113 and the outstanding Shares as at the Latest Practicable Date, the market capitalisation of the Company was approximately S\$9.5 million.



### 3.2 Key financial information of the Group

The summary of the audited financial performance of the Group for the last three financial years ended 30 September 2021 (“FY2021”), 2022 (“FY2022”) and 2023 (“FY2023”), as well as the unaudited financial statements of the Group for the 6-month financial period ended 31 March 2024 (“HY2024”) and its comparative figures for the 6-month financial period ended 31 March 2023 (“HY2023”) is set out below.

The following summary of financial information should be read in conjunction with the full text of the Group’s published financial statements in respect of the relevant financial years/periods including the notes thereto.

#### Financial performance of the Group

Consolidated Income Statement (S\$000)	Audited			Unaudited	
	FY2021	FY2022	FY2023	HY2023	HY2024
Revenue	1,248	929	1,033	529	582
Other income	1,205	1,224	245	53	40
Other operating expenses	(701)	(552)	(684)	(370)	(359)
Finance cost	(603)	(313)	(40)	(22)	(15)
Profit / (Loss) attributable to owners of the Company, net of tax	(899)	17	(591)	(443)	(79)

*Sources:* Annual reports of the Company for the FY2022 and FY2023 and results announcement for the HY2024.

#### Review of financial performance

##### **FY2022 vs FY2021**

Revenue generated by the Group decreased by approximately S\$0.3 million or 25.6%, from S\$1.2 million in FY2021 to S\$0.9 million in FY2022, mainly due to the decrease in revenue generated from the Financial Investments Services Business of S\$0.3 million.

Other income increased by S\$19,261 or 1.6%, mainly due to the increase in gain on disposal of associated company of S\$1.1 million. The increase was partially offset by the decrease in (i) reversal of impairment in investment properties of S\$0.9 million; and (ii) reimbursement income of S\$0.2 million.

Other operating expenses decreased by approximately S\$0.1 million or 21.3%, from S\$0.7 million in FY2021 to S\$0.6 million in FY2022, mainly due to the decrease in (i) referral fee expenses of S\$97,229; and (ii) property tax of S\$63,716. The decrease was partially offset by the increase in (i) rental expenses of S\$39,600 and (ii) transport expenses of S\$13,646.

Finance cost decreased by approximately S\$0.3 million or 48.1%, from S\$0.6 million in FY2021 to S\$0.3 million in FY2022, mainly due to the decrease in interest on bank loans of S\$0.3 million.

Loss attributable to owners of the Company, net of tax decreased by approximately S\$0.9 million or 101.9%, from a loss of S\$0.9 million in FY2021 to a profit of S\$17,274 in FY2022, mainly due to the above mentioned reasons, as well as loss attributable to non-controlling interests, net of tax of S\$0.4 million.

### **FY2023 vs FY2022**

Revenue generated by the Group increased by approximately S\$0.1 million or 11.2%, from S\$0.9 million in FY2022 to S\$1.0 million in FY2023, mainly due to the increase in revenue generated from the Property Business of S\$56,733 and revenue generated from the Financial Investments Services Business of S\$47,272.

Other income decreased by S\$1.0 million or 80.0%, from S\$1.2 million in FY2022 to S\$0.2 million in FY2023, mainly due to the decrease in gain on disposal of associated company of S\$1.1 million. The increase was partially offset by the increase in government grants of S\$0.1 million.

Other operating expenses increased by approximately S\$0.1 million or 23.9%, from S\$0.6 million in FY2022 to S\$0.7 million in FY2023, mainly due to (i) impairment of goodwill of S\$0.1 million; and (ii) professional expenses of S\$38,890.

Finance cost decreased by approximately S\$0.3 million or 87.2%, from S\$0.3 million in FY2022 to S\$40,352 in FY2023, mainly due to the decrease in interest on bank loans of S\$0.3 million.

Profit attributable to owners of the Company, net of tax decreased by S\$608,048 or 3,320.0%, from a profit of S\$17,274 in FY2022 to a loss of S\$590,774 in FY2023, mainly due to the decrease in other income of S\$1.0 million. The increase was partially offset by the increase in share of associate results of S\$0.4 million.

### **HY2024 vs HY2023**

Revenue generated by the Group increased by approximately S\$52,644 or 9.9%, from S\$529,244 in HY2023 to S\$581,888 in HY2024, due to the increase in revenue generated from the Financial Investments Services Business of S\$44,067 and revenue generated from the Property Business of S\$8,476.

Other income decreased by S\$13,724 or 25.8%, from S\$53,232 in HY2023 to S\$39,508 in HY2024, mainly due to the decrease in interest on deposits of S\$13,452.

Other operating expenses decreased by S\$10,318 or 2.8%, from S\$369,648 in HY2023 to S\$359,330 in HY2024, mainly due to the decrease in sundry expenses of S\$84,431. The decrease was partially offset by the increase in (i) donations, gifts and sponsorships of S\$15,000; (ii) printing and stationary expenses of S\$10,670; and (iii) audit fee of S\$7,455.

Finance cost decreased by S\$6,771 or 31.1%, from S\$21,744 in HY2023 to S\$14,973 in HY2024, mainly due to the decrease in interest on bank loans due to the reduction in the principal amount of the loan due to repayments.

Loss attributable to owners of the Company, net of tax decreased by approximately S\$0.3 million or 82.2%, from a loss of S\$0.4 million in HY2023 to a loss of S\$0.1 million in HY2024, mainly due to the increase in share of associate results of S\$0.3 million.

### **Financial position of the Group**

<b>Consolidated Balance Sheet</b>	<b>Audited</b>			<b>Unaudited</b>
	<b>As at 30 September 2021</b>	<b>As at 30 September 2022</b>	<b>As at 30 September 2023</b>	<b>As at 31 March 2024</b>
<b>(S\$000)</b>				
Current assets	8,286	60,228	62,980	65,537
Current liabilities	3,311	20,098	49,188	57,128
Working capital	4,975	40,130	13,792	8,409

Consolidated Balance Sheet (S\$000)	Audited			Unaudited
	As at 30 September 2021	As at 30 September 2022	As at 30 September 2023	As at 31 March 2024
Non-current assets	38,653	2,645	3,194	3,676
Non-current liabilities	30,126	29,611	4,653	15
Equity attributable to owners of the Company	9,625	9,642	9,051	8,972

**Sources:** Annual reports of the Company for the FY2022 and FY2023 and results announcement for the HY2024.

#### Review of financial position

##### **As at 30 September 2021**

The assets of the Group as at 30 September 2021 comprised mainly: (i) investment properties of S\$36.2 million; (ii) cash and cash equivalents of S\$7.5 million; and (iii) investment in associated companies of S\$2.2 million, representing 77.2%, 16.0% and 4.7% of the Group's total assets respectively.

The liabilities of the Group as at 30 September 2021 comprised mainly: (i) bank loans of S\$30.5 million; and (ii) other payables of S\$2.8 million, representing 91.3% and 8.5% of the Group's total liabilities respectively.

Other payables comprised accruals, amounts due to non-controlling interests of a subsidiary, provision for reinstatement costs and others.

The Group maintained a positive working capital of S\$5.0 million as at 30 September 2021.

##### **As at 30 September 2022**

The assets of the Group as at 30 September 2022 comprised mainly: (i) development properties of S\$40.1 million; (ii) cash and cash equivalents of S\$17.7 million; (iii) investment in associated companies of S\$2.4 million and (iv) capitalised contract costs of S\$2.2 million, representing 63.8%, 28.2%, 3.9% and 3.5% of the Group's total assets respectively.

The liabilities of the Group as at 30 September 2022 comprised mainly: (i) bank loans of S\$30.2 million; (ii) contract liabilities of S\$15.2 million; and (iii) other liabilities of S\$3.8 million, representing 60.7%, 30.7% and 7.6% of the Group's total liabilities respectively.

Other liabilities comprised accruals, amounts due to non-controlling interests of a subsidiary, goods and services payables, provision for reinstatement costs and others.

The Group maintained a positive working capital of S\$40.1 million as at 30 September 2022.

##### **As at 30 September 2023**

The assets of the Group as at 30 September 2023 comprised mainly: (i) development properties of S\$53.6 million; (ii) cash and cash equivalents of S\$6.8 million; (iii) investment in associated companies of S\$3.0 million and (iv) capitalised contract costs of S\$2.2 million, representing 81.0%, 10.3%, 4.5% and 3.4% of the Group's total assets respectively.

The liabilities of the Group as at 30 September 2023 comprised mainly: (i) contract liabilities of S\$30.5 million; (ii) bank loans of S\$16.5 million; and (iii) other liabilities of S\$6.8 million, representing 56.6%, 30.6% and 12.6% of the Group's total liabilities respectively.

Other payables comprised accruals, amounts due to non-controlling interests of a subsidiary, goods and services payables, provision for reinstatement costs and others.

The Group maintained a positive working capital of S\$13.8 million as at 30 September 2023.

#### **As at 31 March 2024**

The assets of the Group as at 31 March 2024 comprised mainly: (i) development properties of S\$58.4 million; (ii) cash and cash equivalents of S\$4.3 million; (iii) investment in associated companies of S\$3.5 million and (iv) capitalised contract costs of S\$2.2 million, representing 84.3%, 6.2%, 5.1% and 3.2% of the Group's total assets respectively.

The liabilities of the Group as at 31 March 2024 comprised mainly: (i) contract liabilities of S\$49.5 million; (ii) bank loans of S\$4.2 million; and (iii) other liabilities of S\$3.3 million, representing 86.7%, 7.3% and 5.9% of the Group's total liabilities respectively.

Other payables comprised accruals, amounts due to non-controlling interests of a subsidiary, goods and services payables, provision for reinstatement costs and others.

The Group maintained a positive working capital of S\$8.4 million as at 31 March 2024.

### **3.3 Key developments**

The Company was formerly known as Chew's Group Limited and was engaged in the business of producing and selling generic and designer eggs, liquid eggs, trading of spent grains and food processing in Singapore and Hong Kong ("**Designer and Generic Egg Business**"). However, since 8 June 2020, following the disposal of four (4) wholly-owned subsidiaries and one (1) 90.0% owned subsidiary, the Group ceased its Designer and Generic Egg Business.

Prior to 8 October 2018, the Company was a subsidiary corporation of Fenghe Investment Holding Pte. Ltd. ("**Fenghe Investment**"), a Singapore incorporated company, which was also the Company's ultimate holding company. Fenghe Investment entered into a sale and purchase agreement with Goldhill Trust on 22 August 2018 to dispose its entire shareholdings in the Company to Goldhill Trust. The disposal was approved by Shareholders and made effective on 8 October 2018.

On 31 January 2019, the Company obtained Shareholders' approval for, *inter alia*, the proposed diversification of the Group's business to include the (i) Property Business and the (ii) Financial Investments Services Business. On the same day, the Company changed its name to OneApex Limited.

In the past three (3) years, the Company had entered into a joint venture and acquired a property for its Property Business, as well as disposed an associated company.

On 31 May 2021, an associated company of the Group, Ember Properties Pte. Ltd. ("**Ember Properties**"), exercised its option to purchase a freehold industrial property located at 7 Kim Chuan Lane, Singapore 537071 for a total consideration of S\$17.0 million. The acquisition was completed on 29 December 2021. Ember Properties was a real estate development company and was a joint investment between OneApex Development Pte. Ltd., a wholly owned subsidiary of the Company, and A38 Holdings Pte. Ltd..

On 29 March 2022, OneApex Development Pte. Ltd. completed the disposal of its 20.0% shareholding in Ember Properties for a total consideration of S\$28.0 million which comprised of the sales of its shares in Ember Properties and the assignment and transfer of the shareholders' loans by the shareholders of Ember Properties. OneApex Development Pte. Ltd.'s share of the net proceeds amounted to approximately S\$1.1 million.

## 4. INFORMATION ON TUAS SEATOWN

### 4.1 Information on Tuas Seatown

Details on Tuas Seatown is set out in paragraph 2.1 of the Circular, extracted and set out below for your reference.

#### [“2.1 Information on Tuas Seatown

*Tuas Seatown is a private company limited by shares, incorporated in Singapore on 26 September 2019 and has an issued and paid-up share capital of S\$10 comprising of 1,000,000 ordinary shares. Tuas Seatown is principally in the business of hostels and dormitories for students, workers and other individuals, operating a four-storey workers' dormitory at 69H Tuas South Avenue 1 Seatown Industrial Center Singapore 637509 ("Property").*

*As at Latest Practicable Date, the shareholders of Tuas Seatown are Etrek Network Building Pte. Ltd. (40%), OneFortune (30%), the Purchaser (20%) and DC Genesis Pte. Ltd. (10%) (the "Existing Shareholders").”]*

Details of the Property is set out below.

Location	Zoning	Tenure	Strata floor area (sq m)	Usage
69H Tuas South Avenue 1, Tuas Seatown Dormitory, Singapore 637509	Industrial	Leasehold / 60 years commencing 24 October 2000	7,239	Workers dormitory

### 4.2 Financial performance and position of Tuas Seatown

#### Financial performance of Tuas Seatown

The summary of the unaudited financial performance of Tuas Seatown for the last three financial years, FY2021, FY2022 and FY2023 is set out below.

The following summary of financial information should be read in conjunction with the full text of Tuas Seatown's financial statements in respect of the relevant financial years including the notes thereto.

Consolidated Income Statement (S\$000)	Unaudited		
	FY2021	FY2022	FY2023
Revenue	2,871	3,524	5,095
Gross profit	1,907	2,272	3,767
Profit after tax	463	775	1,856

*Sources: Unaudited financial statements of Tuas Seatown for the FY2022 and FY2023.*

#### Review of financial performance

##### **FY2022 vs FY2021**

Revenue generated by Tuas Seatown increased by approximately S\$0.7 million or 22.8%, from S\$2.9 million in FY2021 to S\$3.5 million in FY2022, mainly due to the increase in revenue generated from (i) accommodation charges of S\$0.4 million as a result of the increase in rental rates for dormitory beds; and (ii) laundry and services charges of S\$0.3 million.

Gross profit increased by approximately S\$0.4 million or 19.1%, from S\$1.9 million in FY2021 to S\$2.3 million in FY2022, mainly due to the increase in revenue generated from accommodation charges and laundry and services charges of S\$0.4 million and S\$0.3 million respectively.

Profit after tax increased by approximately S\$0.3 million or 67.1%, from S\$0.5 million in FY2021 to S\$0.8 million in FY2022, mainly due to the increase in revenue generated as explained above.

### ***FY2023 vs FY2022***

Revenue generated by Tuas Seatown increased by approximately S\$1.6 million or 44.6%, from S\$3.5 million in FY2022 to S\$5.1 million in FY2023, mainly due to the increase in revenue generated from accommodation charges of S\$1.5 million as a result of the increase in rental rates for dormitory beds.

Gross profit increased by approximately S\$1.5 million or 65.8%, from S\$2.3 million in FY2022 to S\$3.8 million in FY2023, mainly due to the increase in revenue generated from accommodation charges of S\$1.5 million.

Profit after tax increased by approximately S\$1.1 million or 139.6%, from S\$0.8 million in FY2022 to S\$1.9 million in FY2023, mainly due to the increase in revenue generated as explained above.

### Financial position of Tuas Seatown

<b>Consolidated Balance Sheet</b>	<b>Unaudited</b>			
	<b>(S\$000)</b>	<b>As at 30 September 2021</b>	<b>As at 30 September 2022</b>	<b>As at 30 September 2023</b>
Current assets		1,014	948	1,643
Current liabilities		16,521	15,631	14,305
Working capital		(15,507)	(14,683)	(12,662)
Non-current assets		23,912	23,281	22,623
Non-current liabilities		7,834	7,282	6,789
Total equity		572	1,317	3,172

*Sources: Unaudited financial statements of Tuas Seatown for the FY2022 and FY2023.*

### Review of financial position

#### ***As at 30 September 2021***

The assets of Tuas Seatown as at 30 September 2021 comprised mainly: (i) PPE of S\$23.9 million; and (ii) cash and cash equivalents of S\$1.0 million, representing 95.9% and 3.8% of Tuas Seatown's total assets respectively.

PPE comprised leasehold building, furniture and fittings, leasehold improvements and computer and software.

The liabilities of Tuas Seatown as at 30 September 2021 comprised mainly: (i) revolving working capital loan of S\$8.4 million; (ii) term loan of S\$8.3 million; and (iii) amount due to shareholders of S\$6.8 million, representing 34.6%, 34.3% and 28.1% of Tuas Seatown's total liabilities respectively.

The revolving working capital loan was used to finance the purchase of the Property.

Tuas Seatown had a negative working capital of S\$15.5 million as at 30 September 2022.

***As at 30 September 2022***

The assets of Tuas Seatown as at 30 September 2022 comprised mainly: (i) PPE of S\$23.3 million; and (ii) cash and cash equivalents of S\$0.9 million, representing 96.1% and 3.8% of Tuas Seatown's total assets respectively.

PPE comprised leasehold building, furniture and fittings, leasehold improvements and computer and software.

The liabilities of Tuas Seatown as at 30 September 2022 comprised mainly: (i) term loan of S\$7.8 million; (ii) revolving working capital loan of S\$7.0 million; and (iii) amount due to shareholders of S\$6.8 million, representing 34.1%, 30.6% and 29.9% of Tuas Seatown's total liabilities respectively.

The revolving working capital loan was used to finance the purchase of the Property.

Tuas Seatown had a negative working capital of S\$14.7 million as at 30 September 2022.

***As at 30 September 2023***

The assets of Tuas Seatown as at 30 September 2023 comprised mainly: (i) PPE of S\$22.6 million; and (ii) cash and cash equivalents of S\$1.6 million, representing 93.2% and 6.6% of Tuas Seatown's total assets respectively.

PPE comprised leasehold building, furniture and fittings, leasehold improvements and computer and software.

The liabilities of Tuas Seatown as at 30 September 2023 comprised mainly: (i) term loan of S\$7.3 million; (ii) amount due to shareholders of S\$6.8 million; and (iii) revolving working capital loan of S\$5.0 million, representing 34.6%, 32.4% and 23.8% of Tuas Seatown's total liabilities respectively.

The revolving working capital loan was used to finance the purchase of the Property.

Tuas Seatown had a negative working capital of S\$12.7 million as at 30 September 2023.

**Directors and Management Confirmation**

In respect of the above, we have sought the following confirmations from the Directors and Management, and they confirmed to us that as at the Latest Practicable Date, save for in the ordinary course of business of Tuas Seatown, to the best of their knowledge and belief that:

- (i) there are no material differences of Tuas Seatown's respective book values between 30 September 2023 and the Latest Practicable Date, which would have a material impact on the net asset value ("**NAV**") of the Group;
- (ii) other than that already provided for or disclosed in Tuas Seatown's financial statements as at 30 September 2023, there are no other contingent liabilities, bad or doubtful debts or material events which would likely have a material impact on the NAV of the Group as at the Latest Practicable Date;
- (iii) there are no litigation, claim or proceedings pending or threatened against Tuas Seatown or of any fact likely to give rise to any proceedings which might materially and adversely affect the financial position of Tuas Seatown;



- (iv) there are no other intangible assets which ought to be disclosed in the statement of financial position of Tuas Seatown in accordance with the Singapore Financial Reporting Standards (International) and which have not been so disclosed and where such intangible assets would have had a material impact on the overall financial position of Tuas Seatown; and
- (v) there are no material acquisitions or disposals of assets by Tuas Seatown between 30 September 2023 and the Latest Practicable Date, and Tuas Seatown does not have any plans for any such impending material acquisition or disposal of assets, conversion of the use of its material assets or material change in the nature of its business.

## 5. THE PROPOSED DISPOSAL

The details of the Proposed Disposal are set out in paragraph 2 of the Circular. A summary of the Proposed Disposal and the key terms of the Proposed Disposal is set out below for your reference.

### 5.1 Information on the Purchaser

Details on the Purchaser is set out in paragraph 2.2 of the Circular, extracted and set out below for your reference.

#### *[“2.2 Information on the Purchaser*

*The Purchaser is an investment holding company incorporated in Singapore, and is wholly-owned by Amos, a Controlling Shareholder of the Company, by virtue of his deemed interest in 62,466,590 Shares, comprising 73.93% of the issued and paid-up capital of the Company, held through Goldhill Trust Pte. Ltd. (“Goldhill Trust”). Accordingly, the Purchaser is an Associate of the Controlling Shareholder of the Company and is therefore an interested person under Chapter 9 of the Catalist Rules and the Proposed Disposal constitutes an interested person transaction under Chapter 9 of the Catalist Rules.”]*

### 5.2 Salient terms of the Proposed Disposal

#### 5.2.1 Purchase Consideration

The purchase consideration for the Proposed Disposal is determined to be a cash consideration of S\$5,200,000 (“**Purchase Consideration**”), comprising of the following:

- (i) S\$3,148,070 for the Sale Shares (“**Sale Shares Purchase Consideration**”); and
- (ii) S\$2,051,930 for the assignment of the shareholder's loan extended by OneFortune to Tuas Seatown (“**Shareholder's Loan**”) in favour of the Purchaser (“**Assignment of Shareholder's Loan**”), which is in accordance with the terms and conditions of the joint venture agreement previously entered into between the Existing Shareholders on 14 January 2020 in relation to Tuas Seatown (“**Joint Venture Agreement**”).

The Purchase Consideration was arrived at on a willing-seller, willing-buyer basis after arms' length negotiations between OneFortune and the Purchaser, after taking into account, *inter alia*, the Shareholder's Loan.



## 5.2.2 Conditions Precedent

The completion of the Proposed Disposal is subject to the following conditions precedent, which has been set out in paragraph 2.6.3 of the Circular and is extracted and reproduced in italics below:

### [“2.6.3 Conditions Precedent”

*Completion of the Proposed Disposal (“**Completion**”) is subject to and conditional upon, inter alia, the fulfilment (or such waiver agreed by both the Purchaser and OneFortune in writing) of the following conditions (“**Conditions Precedent**”):*

- (a) the warranties provided by OneFortune and the Purchaser (as the case may be) under the SPA being true in all material respects on and as of date of Completion with the same force and effect as though made on and as of the date of Completion;*
- (b) the receipt of the opinion from the IFA that the Proposed Disposal on the terms and conditions of the SPA is on normal commercial terms and is not prejudicial to the interests of the Company and its minority Shareholders;*
- (c) the approval of the Shareholders having been obtained at the EGM and the Board (as appropriate) in respect of, amongst others: (a) the entry into the SPA; (b) the Proposed Disposal on the terms set out in the SPA in compliance with Chapters 9 and 10 of the Catalist Rules;*
- (d) OneFortune having procured the written consent from Tuas Seatown in respect of the Assignment of the Shareholder's Loan; and*
- (e) all necessary approvals, consents and waivers from third parties, governmental or regulatory body or relevant competent authority, including but not limited to the SGX-ST for the Proposed Disposal being granted or obtained, being in full force and effect and not having been withdrawn, suspended, amended or revoked, and if such approvals, consents and/or waivers are granted or obtained subject to any conditions, and if such conditions affect any of the parties, such conditions being acceptable to OneFortune and the Purchaser, and if such conditions are to be fulfilled before Completion, such conditions being fulfilled before Completion.]*

## 6. EVALUATION OF THE PROPOSED DISPOSAL

In our evaluation of the Proposed Disposal, we have given due consideration to, *inter alia*, the following key factors:

- (i) Rationale of the Proposed Disposal;
- (ii) Independent valuation of Tuas Seatown;
- (iii) Assessment of the Purchase Consideration;
- (iv) Financial effects of the Proposed Disposal; and
- (v) Other relevant considerations.

## 6.1 Rationale of the Proposed Disposal

We have considered the rationale of the Proposed Disposal which has been set out in paragraph 2.5 of the Circular is extracted and reproduced in italics below:

### *[“2.5 Rationale for the Proposed Disposal*

*On 11 October 2023, the Singapore Ministry of Manpower introduced the Dormitory Transition Scheme, with the aim “to uplift migrant worker housing resilience and improve living conditions for dormitory residents”<sup>2</sup>, whereby migrant worker dormitories will be required to adhere to new dormitory standards relating to occupancy per room, living spaces (excluding shared living facilities), toilets and isolation facilities by 2040.*

*In light of the above, the Company is of the view that the Proposed Disposal is in the best interest of the Group for the reasons as follows:*

- (a) the Company has assessed and is mindful of the potential costs of the implementation (which includes retrofitting the Property to meet the new dormitory standards) as well as the ongoing operational costs;*
- (b) the Proposed Disposal presents a good opportunity for the Group to realise and unlock the value of the Property;*
- (c) as set out in Section 2.3 above, the Proposed Disposal will result in a profit on disposal of approximately S\$2,096,338; and*
- (d) the Group will be able to utilise the Net Proceeds to reallocate its resources in other businesses.]*

In light of the new dormitory standards to be implemented, the Company is mindful of the potential costs required for the implementation to ensure compliance with the new standards, as well as the ongoing operational costs. As such, the Proposed Disposal will enable the Company to realise and unlock the value of its investment in Tuas Seatown, prior to incurring additional costs to comply with the new standards and the expected increase in operational costs of the Property.

Additionally, the Company will be able to record an estimated profit on disposal of S\$2,096,338, as well as utilise the net proceeds of approximately S\$2,096,338 (“**Net Proceeds**”) for its working capital purposes. This is in line with the Company’s intention to focus and reallocate its resources in other businesses.

## 6.2 Independent valuation of Tuas Seatown

In connection with the Proposed Disposal, the Company had engaged the Independent Valuer to undertake an independent valuation of the market value of Tuas Seatown.

For the purpose of arriving at a valuation for Tuas Seatown, the Independent Valuer had appointed the Property Valuer to carry out a valuation on the Property.

As at the Valuation Date, the independent valuation of 30.0% equity interest in the capital of Tuas Seatown is between S\$2.0 million to S\$2.7 million.

Further details are set out in the sections below of this Letter. The Summarised Valuation Report is set out in Appendix A of the Circular.

## 6.2.1 Valuation basis

The Independent Valuer had valued Tuas Seatown at market value, which is defined in the Valuation Report and Summarised Valuation Report as *“the estimated amount for which an asset or liability should exchange on the valuation date between a willing buyer and a willing seller in an arm’s-length transaction, after proper marketing and where the parties had each acted knowledgeably, prudently and without compulsion.”*

The Independent Valuer had conducted the independent valuation on a market value basis in accordance with the International Valuation Standards (2022).

## 6.2.2 Valuation approach

The Independent Valuer had adopted the cost approach as its primary approach and market approach as its reference as a check against each other. The valuation approaches as extracted from the Valuation Report are as elaborated below:

- (i) **Cost approach** provides an indication of value using the economic principle that a buyer will pay no more for an asset than the cost to obtain an asset of equal utility, whether by purchase or by construction, unless undue time, inconvenience, risk or other factors are involved. The cost approach provides an indication of value by calculating the current replacement or reproduction cost of an asset and making deductions for physical deterioration and all other relevant forms of obsolescence.

The cost approach was used because Tuas Seatown is asset intensive and its future cashflow is driven mainly by its PPE, particularly the Property, in which a property valuation was performed. The revalued net asset value (“**RNAV**”) cost approach was adopted as it takes into consideration of any surplus and/or deficit arising from the revaluation of material assets. The values of the revalued assets are revised to reflect the market value of the said assets based on the assumption that their market values can be realised upon the sale of the said assets.

- (ii) **Market approach** provides an indication of value by comparing the asset with identical or comparable assets for which price information is available. The market approach often uses market multiples derived from a set of comparable companies or comparable precedent transactions, each with different multiples. The selection of the appropriate multiple within the range requires judgement, considering qualitative and quantitative factors.

The market approach entails the enterprise value over earnings before interest, depreciation and amortisation (“**EV/EBITDA**”) and price to book (“**P/B**”) multiples in the valuation. The market approach was used as reference only due to the volatilities from the multiples of the comparable companies selected which made it difficult to conclude a reliable amount for the valuation by adopting the result from a single market multiple approach. In addition, there was no company which was a direct comparable in size, capital nature of business and operations. Furthermore, the current earnings of Tuas Seatown is not at its normalised stage.

The Independent Valuer had also considered the income approach which is a generally accepted valuation approach, as elaborated below:

**Income approach** provides an indication of value by converting future cash flow to a single current value. Under the income approach, the value of an asset is determined by reference to the value of income, cash flow or cost savings generated by the asset.

The income approach was not adopted because the Company does not own a significant or controlling stake in Tuas Seatown.

The market value of 30% equity interest in the capital of Tuas Seatown based on the cost approach conducted by the Independent Valuer ranges as follows:

Valuation approach	Lower range (S\$'million)	Higher range (S\$'million)
Cost approach	2.0	2.7

The Independent Valuer also performed an estimation of equity value of the 30% equity interest in the capital of Target using the Market Approach for reference purposes which the results are ranges as follows:

Valuation approach	Lower range (S\$'million)	Higher range (S\$'million)
Market approach	0.2	5.6

The Directors and Management have confirmed to us that they have made due and careful enquires with respect to the assumptions underlying the valuation of Tuas Seatown prepared by the Independent Valuer and the valuation of the Property prepared by the Property Valuer.

**We recommend the Independent Directors to advise the Independent Shareholders to read the Valuation Report and Summarised Valuation Report carefully, in particular the terms of reference, key assumptions and critical factors.**

### 6.3 Assessment of the Purchase Consideration

The Purchase Consideration for the Proposed Disposal is determined to be S\$5,200,000, comprising S\$3,148,070 for the Sale Shares; and S\$2,051,930 for the Assignment of Shareholder's Loan, which is in accordance with the terms and conditions of the Joint Venture Agreement and the agreement dated 15 January 2020 which was entered into by the Existing Shareholders and Tuas Seatown whereby the Existing Shareholders agreed to waive all annual interest in the Shareholder's Loans until the bank loans from Hong Leong Finance are fully repaid ("**Waiver Agreement**"). Accordingly, the Sale Shares Purchase Consideration values 100.0% equity value of Tuas Seatown at approximately S\$10.5 million.

As mentioned in Section 5.2.1 of this Letter, the Purchase Consideration was arrived at on a willing-seller, willing-buyer basis after arms' length negotiations among OneFortune and the Purchaser, after taking into consideration, *inter alia*, the Shareholder's Loan.

#### RNAV of Tuas Seatown

Based on the latest unaudited financial statements of Tuas Seatown as at 30 September 2023, the NAV of Tuas Seatown amounted to S\$3,172,449.

Subsequent to the cost approach conducted by the Independent Valuer, the Independent Valuer was of the opinion that as at the Valuation Date, 100.0% equity value of Tuas Seatown is between S\$6.8 million to S\$9.1 million, after taking into consideration of the RNAV of Tuas Seatown, as well as marketability discount of 25.0% and discount of lack of control of 12.0%. Accordingly, the market value of 30.0% equity interest in Tuas Seatown is in the range from S\$2.0 million to S\$2.7 million.

The RNAV of Tuas Seatown based on the cost approach ascertained by the Independent Valuer is as follows:

	(S\$)
NAV of Tuas Seatown as at 30 September 2023	3,172,449
<b>Add adjustment and reclassification:</b>	
PPE <sup>(1)</sup>	6,478,091
<b>Minus adjustment and reclassification:</b>	
Amounts due to shareholders <sup>(2)</sup>	(673,262)
<b>RNAV of Tuas Seatown as at the Valuation Date (100.0%)</b>	<b>10,323,802</b>
<b>RNAV of Tuas Seatown as at the Valuation Date (30.0%)</b>	<b>3,097,141</b>
<b>Sale Shares Purchase Consideration</b>	<b>3,148,070</b>
<b>Difference between the Sale Shares Purchase Consideration and the RNAV of Tuas Seatown (30.0%)</b>	<b>50,929</b>
<b>Premium of the Sale Shares Purchase Consideration for the Sale Shares over the RNAV of Tuas Seatown (30.0%) (%)</b>	<b>1.6%</b>

Notes:

- (1) The Property contributes approximately 99.6% of Tuas Seatown's PPE. The Property is valued based on discounted cash flow analysis as the primary approach and capitalisation method as a cross check by the Property Valuer to perform a valuation of the leasehold property as at the valuation date of 31 December 2023 and the basis of valuation is market value in accordance with International Valuation Standards (2022) ("**Property Valuation**").

The net book value ("**NBV**") of the Property as at 30 September 2023 is S\$22.6 million whilst the Property Valuation is S\$29.0 million. Hence, the Property, and accordingly the PPE of Tuas Seatown, recorded an adjustment and reclassification of S\$6.5 million.

- (2) The amount due to shareholders of S\$6.8 million ("**Shareholder's Loans**") which comprises of the following:
- (i) Amount due to the Company of S\$2.0 million; and
  - (ii) Amount due to other shareholders of S\$4.8 million.

According to the Joint Venture Agreement, the Shareholder's Loans shall bear interest at 5% per annum or such other rate as the parties may agree in writing. The principal and interest on the said loans shall only be repayable by Tuas Seatown upon a shareholder ceasing to be a shareholder of Tuas Seatown or if the cash flow so allows per the agreed proportion. However, the Existing Shareholders had entered into the Waiver Agreement.

Based on the discussion with Management, the amount due to OneFortune is expected to be settled within the next 12 months. As such, the NBV is representative of the market value.

The amount due to other shareholders is expected to be settled in 3 years from the Valuation Date. As such, the NBV of the amount due to other shareholders is discounted from the expected repayment date to the Valuation Date with a discount rate of 5.2% based on credit rating of BBB+ and BBB.

Based on the above, we note that:

- (i) the Sale Shares Purchase Consideration is at a premium of S\$50,929 or approximately 1.6% over the RNAV of Tuas Seatown (30.0%);

- (ii) the Sale Shares Purchase Consideration is at a premium of approximately S\$1.1 million or 34.2% as compared to the lower market value range of Tuas Seatown ascertained by the Independent Valuer of S\$2.0 million;
- (iii) the Sale Shares Purchase Consideration is at a premium of approximately S\$0.4 million or 11.9% as compared to the higher market value range of Tuas Seatown ascertained by the Independent Valuer of S\$2.7 million; and
- (iv) the Shareholder's Loan Purchase Consideration represents the total outstanding amount of loan extended by OneFortune to Tuas Seatown, which is in accordance with the Joint Venture Agreement and the Waiver Agreement.

Comparison of valuation ratios of selected listed companies which principal business is broadly comparable to Tuas Seatown

For the purpose of our evaluation on assessing the Purchase Consideration, we have made reference to the valuation ratios of the following selected companies which are deemed to be broadly comparable to Tuas Seatown's business operations of engaging in the business of hostels and dormitories ("**Comparable Companies**") to give an indication of the current market expectations with regard to the perceived valuation of Tuas Seatown.

We have first considered comparable companies listed on the SGX-ST and in Malaysia. However, we note that save for Centurion Corp Ltd ("**Centurion**"), there appears to be no such companies listed on the SGX-ST which may be directly comparable to Tuas Seatown. Accordingly, we have considered companies listed on the securities exchanges in Asia which are engaged in the business of hostels and dormitories as companies which are deemed to be comparable to Tuas Seatown.

Having regard to the Valuation Report, Summarised Valuation Report and Bloomberg L.P., we have identified 3 Comparable Companies. Brief descriptions of the Comparable Companies are as follows:

<b>Company</b>	<b>Listing exchange</b>	<b>Business description</b>	<b>Financial year-end</b>
Centurion	Singapore Stock Exchange	Centurion is principally involved in the purpose of providing purpose-built workers and student accommodation services. Centurion owns, develops, and manages quality and purpose-built workers accommodation assets.	31 December
Oriental University City Holdings (HK) Limited (" <b>Oriental University</b> ")	Hong Kong Stock Exchange	Oriental University owns and leases education facilities. The company focuses on primarily teaching buildings and dormitories of education facilities in China.	30 June
Kyoritsu Maintenance Co Ltd (" <b>Kyoritsu</b> ")	Tokyo Stock Exchange	Kyoritsu operates and manages business hotels and resort hotels. The company also operates student dormitories and dormitories for young businessmen throughout Japan.	31 December

Source: Bloomberg L.P.

We wish to highlight that the Comparable Companies are not exhaustive and we recognise that there may not be any listed company which may be considered identical to Tuas Seatown in terms of, *inter alia*, composition of business activities, scale and size of business operations, geographical markets, risk profile, asset base, valuation methodologies adopted, accounting policies, track record, future prospects, market/industry size, political risk, competitive and regulatory environment, financial positions and other relevant criteria and that such businesses may have fundamentally different profitability objectives. As such, any comparison made with respect to the Comparable Companies merely serves as an illustrative perceived market valuation of Tuas Seatown as at the Latest Practicable Date and any conclusion drawn from the comparison may not necessarily reflect the perceived or implied fair market valuation of Tuas Seatown as at the Latest Practicable Date.

We have assessed the following widely used valuation ratios in our analysis:

<b>Valuation parameter</b>	<b>Description</b>
Enterprise value ("EV") to sales ("EV/Sales")	<p>The EV/Sales ratio illustrates the ratio of the EV of a company's business in relation to the sales it generates. The EV/Sales ratio is able to evaluate companies which are showing temporary negative earnings.</p> <p>We have considered the EV/Sales ratios of the Comparable Companies based on their respective closing prices on the Latest Practicable Date and the sales generated as provided in their latest full year audited financial statements.</p>
Price to earnings ratio ("P/E")	<p>The P/E ratio is an earnings-based valuation methodology and is calculated based on the net earnings attributable to shareholders after interest, taxation, depreciation and amortisation expenses.</p> <p>The P/E ratio illustrates the ratio of the market price of a company's shares relative to its historical consolidated earnings per share attributable to its shareholders.</p> <p>We have considered the P/E ratios of the Comparable Companies based on their respective closing prices on the Latest Practicable Date and trailing 12-months earnings per share.</p>
Price to net asset value ("NAV") ("P/NAV") or price to net tangible asset ("NTA") ("P/NTA")	<p>The P/NAV and P/NTA ratio represents asset-based relative valuations which takes into consideration the NAV or NTA backing of a company.</p> <p>The NAV or NTA of a company provides an estimate of its value assuming the hypothetical sale of all its assets and repayment of its liabilities and obligations, with the balance being distribution to its shareholders. It is an asset based valuation methodology and this approach is meaningful to the extent that it measures the value of each share that is attached to the net assets or net tangible assets of the company or group.</p> <p>We have considered the historical P/NAV and P/NTA of the Comparable Companies based on their respective closing prices on the Latest Practicable Date and latest announced NAV and NTA per share as at the end of the relevant financial year/period.</p>



<b>Valuation parameter</b>	<b>Description</b>
EV to earnings before interest, taxes, depreciation, and amortisation ("EBITDA") ("EV/EBITDA")	The EV/EBITDA ratio is an earnings-based valuation methodology which illustrates the ratio of the market value of an entity's business relative to its historical consolidated pre-tax operating cash flow performance. The EV/EBITDA ratio does not take into account the capital structure of a company as well as its interest, taxation, depreciation and amortisation charges. Hence, it provides an indication of the company's current market valuation relative to its operating performance.

"EV" is the sum of a company's market capitalisation, preferred equity, minority interests, short- and long-term debts and lease liabilities less cash and cash equivalents, which represents the actual cost to acquire the entire company. "EBITDA" refers to historical consolidated earnings before interest, tax, depreciation and amortisation expenses. EBITDA can be used to analyse the profitability between companies as it eliminates the effects of financing and accounting decisions.

We have considered the EV/EBITDA ratios of the Comparable Companies based on their respective closing prices on the Latest Practicable Date, latest available balance sheet values, and trailing 12 months EBITDA.

#### Comparative valuation statistics of the Comparable Companies against Tuas Seatown

<b>Comparable Company</b>	<b>EV/Sales (times)</b>	<b>P/E (times)</b>	<b>P/NTA (times)</b>	<b>EV/EBITDA (times)</b>
Centurion	5.7	2.7	0.5	9.3
Oriental University	4.6	N/A <sup>(1)</sup>	~ <sup>(3)</sup>	572.0 <sup>(2)</sup>
Kyoritsu	2.1	32.1 <sup>(2)</sup>	3.7	26.8
<b>High</b>	<b>5.7</b>	<b>2.7</b>	<b>3.7</b>	<b>26.8</b>
<b>Mean</b>	<b>4.1</b>	<b>2.7</b>	<b>1.4</b>	<b>18.1</b>
<b>Median</b>	<b>4.6</b>	<b>2.7</b>	<b>0.5</b>	<b>18.1</b>
<b>Low</b>	<b>2.1</b>	<b>2.7</b>	<b>~<sup>(3)</sup></b>	<b>9.3</b>
<b>Tuas Seatown</b>	<b>4.2</b>	<b>5.7<sup>(4)</sup></b>	<b>1.0<sup>(5)</sup></b>	<b>5.9</b>

Source: Bloomberg L.P.

Notes:

- (1) Not applicable as the respective Comparable Company recorded net losses attributable to owners of the company and/or negative EBITDA, as the case may be.
- (2) Excluded as statistical outliers for the purposes of the high, mean, median and low computations.
- (3) Figure denoted is less than 0.1.
- (4) Computed based on 100.0% equity value of Tuas Seatown from the Sale Shares Purchase Consideration of approximately S\$10.5 million to the profit after tax of Tuas Seatown for the FY2023 of approximately S\$1.9 million.
- (5) Computed based on 100.0% equity value of Tuas Seatown from the Sale Shares Purchase Consideration of approximately S\$10.5 million to the revalued NTA of Tuas Seatown of approximately S\$10.3 million, as the case may be.

Based on the above, we note that:

- (i) the EV/Sales ratio of Tuas Seatown of 4.2 times is (i) within the range of the EV/Sales ratios of the Comparable Companies, (ii) higher than the mean of 4.1 times of the EV/Sales ratios of the Comparable Companies, and (iii) below the median of the EV/Sales ratios of the Comparable Companies of 4.6 times;



- (ii) the P/E ratio of Tuas Seatown of 5.7 times is above the range of the P/E ratio of the Comparable Companies after removing the P/E ratios which are deemed as statistical outliers and negative P/E ratio as the respective Comparable Company recorded net losses;
- (iii) the P/NTA ratio of Tuas Seatown of 1.0 times is (i) within the range of the P/NTA ratio of the Comparable Companies, (ii) lower than the mean of the P/NTA ratios of the Comparable Companies of 1.4 times and, (iii) higher than the median of the P/NTA ratios of the Comparable Companies of 0.5 times; and
- (iv) the EV/EBITDA ratio of Tuas Seatown of 5.9 times is below the range of the EV/EBITDA ratio of the Comparable Companies.

**We wish to highlight to the Independent Directors that in arriving at our calculations above, we have not considered any tax implications, market risk, execution risk or other related risks/costs, other than those already considered and ascribed by the Independent Valuer in the Valuation Report and Summarised Valuation Report. The above analysis is only for illustrative purposes and is not meant to be an indication of, or comment on Tuas Seatown’s future profitability, growth prospects, financial positions and working capital sufficiency.**

#### **6.4 Financial effects of the Proposed Disposal**

The pro forma financial effects of the Proposed Disposal which has been set out in paragraph 2.10 of the Circular are extracted and reproduced in italics below:

##### ***["2.10. FINANCIAL EFFECTS OF THE PROPOSED DISPOSAL***

###### ***2.10.1 Bases and assumption***

*The pro forma financial effects of the Proposed Disposal on the Group set out below are purely for illustrative purposes only and are therefore not indicative of the actual future financial position of the Company or the Group after Completion.*

*The pro forma financial effects of the Proposed Disposal have been prepared based on the FY2023 Results, and on the following bases and assumptions:*

- (a) *the financial effect on the consolidated NTA per Share is computed based on the assumption that the Proposed Disposal was completed on 30 September 2023;*
- (b) *the financial effect on the consolidated loss per share LPS is computed based on the assumption that the Proposed Disposal was completed on 1 October 2022; and*
- (c) *the expenses to be incurred in connection with the Proposed Disposal are estimated to be approximately S\$100,000.*

###### ***2.10.2 NTA***

	<b><i>Before the Proposed Disposal</i></b>	<b><i>After the Proposed Disposal</i></b>
NTA (S\$)	12,332,819	14,429,157
Number of Shares	84,498,000	84,498,000
NTA per Share (cents)	14.60	17.08

### 2.10.3 LPS

	<b><i>Before the Proposed Disposal</i></b>	<b><i>After the Proposed Disposal</i></b>
<i>Loss attributable to Shareholders (S\$)</i>	<i>(590,774)</i>	<i>1,505,564</i>
<i>Weighted average number of issued Shares</i>	<i>84,498,000</i>	<i>84,498,000</i>
<i>LPS (cents)</i>	<i>(0.70)</i>	<i>1.78]</i>

In summary, we note the following:

(i) NTA

Assuming that the Proposed Disposal was completed on 30 September 2023, the NTA of the Group as at 30 September 2023 will increase from S\$12.3 million to S\$14.4 million, due to the profit on disposal of Tuas Seatown of approximately S\$2.1 million.

(ii) Loss

Assuming that the Proposed Disposal was completed on 30 September 2023, the Group's loss attributable to Shareholders for FY2023 will reduce from S\$0.6 million to a profit of S\$1.5 million, due to the profit on disposal of Tuas Seatown of approximately S\$2.1 million.

## **6.6 Other relevant considerations**

### **6.6.1 Profit arising from the Proposed Disposal and use of proceeds**

As stated in the FY2023 of the Group, the NBV of the Sale Shares is S\$3,003,662 (inclusive of the Shareholder's Loan). The Sale Consideration constitutes an excess of approximately S\$2,096,338 over the NBV of the Sale Shares as at 30 September 2023, after deducting for estimated expenses. Accordingly, the Proposed Disposal will result in a profit on disposal of S\$2,096,338.

The Net Proceeds from the Proposed Disposal will be utilised for the Company's working capital purposes.

### **6.6.2 No alternative offers**

The Directors confirmed that the Company has not received any alternative offer to acquire Tuas Seatown in the last 6 months prior to the announcement of the Proposed Disposal on 22 April 2024. The Directors also confirmed that since the announcement date and up to the Latest Practicable Date, they have not received any other offers for Tuas Seatown. Additionally, there is no open market for Tuas Seatown shares as they are not publicly traded.

### **6.6.3 Occupancy rate of Tuas Seatown**

For the past 6 months up to the Latest Practicable Date, the occupancy rate of Tuas Seatown has been above 95.0%. Furthermore, Management has not been informed of any expansion plans for the construction of additional rooms to accommodate additional workers. As such, Tuas Seatown's performance could have reached its peak and could be adversely impacted moving forward, after taking into consideration the potential costs to comply with the new dormitory standards to be implemented by the Singapore Ministry of Manpower.

#### 6.6.4 Redeployment of capital

As mentioned in Section 6.6.3 above, Tuas Seatown's performance could have reached its peak and could be adversely impacted moving forward. As such, the Proposed Disposal will enable the Group to unlock and realise the value of its investment in Tuas Seatown, as well as redeploy the Net Proceeds. This will enable the Group to focus its efforts and financial resources on its Property Business and Financial Investments Services Business. Additionally, the Proposed Disposal will enable the Group to better utilise the Shareholder's Loan as pursuant to the Waiver Agreement, the Group is not entitled to any interest payment from the Shareholder's Loan provided.

#### 6.6.5 No dividend payments in the past and near future

Since Tuas Seatown begun its operations in 2019, Tuas Seatown has neither declared nor paid any dividends to its shareholders. Furthermore, taking into consideration the potential costs to comply with the new dormitory standards to be implemented by the Singapore Ministry of Manpower, Tuas Seatown is not expected to declare nor pay any dividend for the near future. As such, save for the Proposed Disposal, the Group will not be able to realise any returns from its investment in Tuas Seatown in the near future.

### 7. OUR OPINION

In arriving at our recommendation in respect of the Proposed Disposal as an Interested Person Transaction, we have reviewed and taken into consideration, *inter alia*, the following factors summarised below as well as elaborated elsewhere in this Letter. The following should be read in conjunction with, and in the context of, the full text of this Letter.

- (i) Rationale of the Proposed Disposal;
- (ii) Independent valuation of Tuas Seatown;
- (iii) Assessment of the Purchase Consideration;
- (iv) Financial effects of the Proposed Disposal; and
- (v) Other relevant considerations as set out in Section 6.6 of this Letter, namely: profit arising from the Proposed Disposal and use of proceeds; no alternative offers; occupancy rate of Tuas Seatown; redeployment of capital; and no dividend payments in the past and near future.

**Having regards to the considerations as set out above and the information available to us as at the Latest Practicable Date, we are of the opinion that the Proposed Disposal, as an Interested Person Transaction, is on normal commercial terms and is not prejudicial to the interest of the Company and its Minority Shareholders.**

We wish to highlight that we were neither a party to the negotiations entered into by the Company in relation to the Proposed Disposal, nor were we involved in the deliberations leading up to the decision on the part of the Directors to enter into the SPA, and we do not warrant the merits of the Proposed Disposal. Furthermore, we were not involved in the legal and financial due diligence that were conducted by the Company and its advisers on Tuas Seatown.

We have prepared this Letter for the use of the Independent Directors in connection with and for the purposes of their consideration of the Proposed Disposal. The recommendation made by them to the Minority Shareholders in relation to the Proposed Disposal shall remain the sole responsibility of the Independent Directors. Whilst a copy of this Letter may be reproduced in the Circular, neither the Company nor the Directors may reproduce, disseminate or quote this Letter (or any part thereof) for any other purpose other than for the purpose of the EGM at any time and in any manner without prior written consent of RHTC in each specific case.

This Letter is governed by, and construed in accordance with, the laws of Singapore, and is strictly limited to the matters stated herein and does not apply by implication to any other matter.

Yours sincerely  
For and on behalf of  
**RHT CAPITAL PTE. LTD.**

Khong Choun Mun  
Chief Executive Officer

Mah How Soon  
Managing Director

**ONEAPEX LIMITED**  
(Company Registration Number: 201020806C)  
(Incorporated in the Republic of Singapore)

**NOTICE OF EXTRAORDINARY GENERAL MEETING**

**NOTICE IS HEREBY GIVEN** that an Extraordinary General Meeting (“EGM”) of **ONEAPEX LIMITED** (the “Company”) will be held at 10.00 a.m. on 24 June 2024 at the registered office of the Company, 18 Cross Street, #14-01, Singapore 048423 for the purpose of considering and, if thought fit, passing the following resolution with or without any modifications to the following resolution (the “**Notice of EGM**”).

All capitalised terms used in this notice which are not defined herein shall have the same meaning ascribed to them in the circular to shareholders of the Company (“**Shareholders**”) dated 20 May 2024 (the “**Circular**”).

**ORDINARY RESOLUTION: PROPOSED DISPOSAL OF 30% OF THE ENTIRE ISSUED AND PAID-UP SHARE CAPITAL OF TUAS SEATOWN DORMITORY PTE. LTD., AS AN INTERESTED PERSON TRANSACTION UNDER CHAPTER 9 OF THE CATALIST RULES AND A MAJOR TRANSACTION UNDER CHAPTER 10 OF THE CATALIST RULES**

**RESOLVED THAT:**

- (a) approval be and is hereby given for the Proposed Disposal on the terms and subject to the conditions set out in the SPA as an interested person transaction under Chapter 9 of the Catalist Rules and a major transaction under Chapter 10 of the Catalist Rules; and
- (b) the Directors and any one of them be and are hereby authorised and empowered to approve and complete and do all such acts and things (including to approve, modify, ratify, sign, seal, execute and deliver all such documents as may be required) as they or he may consider expedient, desirable, necessary or in the interests of the Company to give effect to the Proposed Disposal and/or this Ordinary Resolution.

By Order of the Board

**Tan Pei Hong, Alex (Chen Peifeng)**  
Executive Director and Chief Executive Officer  
20 May 2024

**Notes:**

1. The EGM of the Company will be held, in a wholly physical format, at 10.00 a.m. on 24 June 2024 at 18 Cross Street, #14-01, Singapore 048423, for the purpose of considering and, if thought fit, passing with or without modifications the resolution set out in the Notice of EGM. There will be no option for Shareholders to participate virtually.
2. Printed copies of the Company's Circular dated 20 May 2024, which contains the Notice of EGM and Proxy Form, will be sent to Shareholders by post. These documents will also be published on SGXNet at the URL <https://www.sgx.com/securities/company-announcements> and the Company's corporate website at the URL <http://oneapex.wixsite.com/home/investor-relations>.
3. A member of the Company (other than a Relevant Intermediary\*) entitled to attend and vote at the EGM is entitled to appoint not more than two proxies to attend and vote in his stead. A member which is a corporation is entitled to appoint its authorised representative or proxy to vote on his behalf. A proxy need not be a member of the Company.
4. Where a member (other than a Relevant Intermediary\*) appoints two (2) proxies, he/she/it shall specify the proportion of his or her shareholding to be represented by each proxy in the instrument appointing the proxies.
5. A Relevant Intermediary may appoint more than two proxies, but each proxy must be appointed to exercise the rights attached to a different share or shares held by him (which number and class shares shall be specified).
6. The instrument appointing a proxy must be deposited at the Company's principal place of business at 38 Jalan Pemimpin, #06-06, Singapore 577178, not less than 72 hours before the time of the EGM, being by 10.00 a.m. on 21 June 2024.
7. The instrument appointing a proxy or proxies must be signed by the appointor or of his attorney duly authorised in writing. Where the instrument appointing a proxy or proxies is executed by a corporation, it must be executed either under its seal or under the hand of any officer or attorney duly authorised.
8. Where a member of the Company appoints the Chairman of the EGM as their proxy, he/she/it must give specific instructions as to voting, or abstentions from voting, at the EGM as proxy, for the resolutions will be treated as invalid.
9. An investor who buys shares using SRS monies ("SRS Investor") (as may be applicable) may attend and cast his/her vote(s) at the EGM in person. SRS Investors who are unable to attend the EGM but would like to vote, may inform their SRS Approved Nominees to appoint the Chairman of the EGM to act as their proxy, in which case, the SRS Investors shall be precluded from attending the EGM. SRS Investors who wish to appoint the Chairman of the EGM as proxy should approach their respective agent banks or SRS operators to submit their votes by 5.00 p.m. Singapore time on 11 June 2024.

**Submission of Questions in Advance**

10. Shareholders may submit substantial and relevant questions relating to the resolutions to be tabled for approval at the EGM, in advance of the EGM, in the following manner:
  - (a) All substantial and relevant questions must be submitted by 5.00 p.m. Singapore time on 7 June 2024 ("**Cut-Off Time**") via one of the following means:
    - (i) by post, to be deposited at the Company's principal place of business at 38 Jalan Pemimpin, #06-06, Singapore 577178; or
    - (ii) by email to [contactus@oneapex.com.sg](mailto:contactus@oneapex.com.sg)
  - (b) When submitting substantial and relevant questions electronically via email or by post, Shareholders must provide the Company with the following details to enable the Company to verify their status as Shareholders: (a) status: individual shareholder or corporate representative; (b) full name/full company name (as per CDP/Scip-based records); (c) NRIC/FIN/Passport No./UEN; (d) email address; and (e) contact number (optional).
  - (c) Persons who hold Shares through Relevant Intermediaries (as defined under Section 181(6) of the Companies Act 1967 of Singapore) should contact their respective Relevant Intermediaries through which they hold such Shares to submit their questions relating to the resolution to be tabled for approval at the EGM based on the abovementioned instructions.

- (d) The Company will endeavour to address all substantial and relevant questions received from Shareholders prior to the EGM, before or during the EGM. The responses to substantial and relevant questions received from Shareholders by the Cut-Off Time will be posted on the SGXNET and the Company's corporate website at the URL <http://oneapex.wixsite.com/home/investor-relations> by 17 June 2024. The Company will address any subsequent clarifications sought, or substantial and relevant follow-up questions (relating to the resolution to be tabled for approval at the EGM) received after the Cut-Off Time which have not already been addressed prior to the EGM, as well as those substantial and relevant questions received at the EGM, during the EGM. Where substantially similar questions are received, the Company will consolidate such questions and consequently not all questions may be individually addressed.

\* A Relevant Intermediary is:

- (a) a banking corporation licensed under the Banking Act 1970 or a wholly-owned subsidiary of such a banking corporation, whose business includes the provision of nominee services and who holds shares in that capacity;
- (b) a person holding a capital markets services licence to provide custodial services under the Securities and Futures Act 2001 and who holds shares in that capacity; or
- (c) the Central Provident Fund Board established by the Central Provident Fund Act 1953, in respect of shares purchased under the subsidiary legislation made under that Act providing for the making of investments from the contributions and interest standing to the credit of members of the Central Provident Fund, if the Board holds those shares in the capacity of an intermediary pursuant to or in accordance with that subsidiary legislation.

### **Personal Data Privacy**

By submitting the Proxy Form for proxy(ies) and/or representative(s) to attend, speak and vote at the EGM and/or any adjournment thereof, a member of the Company consents to the collection, use and disclosure of the member's personal data by the Company (or its agents or service providers) for the purpose of the processing, administration and analysis by the Company (or its agents or service providers) of the appointment of prox(ies) and/or representative(s) for the EGM (including any adjournment thereof) and the preparation and compilation of the attendance lists, minutes and other documents relating to the EGM (including any adjournment thereof), and in order for the Company (or its agents or service providers) to comply with any applicable laws, listing rules, regulations and/or guidelines.

*This Notice of EGM has been prepared by the Company and reviewed by the Company's sponsor ("**Sponsor**"), Novus Corporate Finance Pte. Ltd. (the "**Sponsor**"), in accordance with Rule 226(2)(b) the Singapore Exchange Securities Trading Limited (the "**SGX-ST**") Listing Manual Section B: Rules of Catalist.*

*This Notice of EGM has not been examined or approved by the SGX-ST and the SGX-ST assumes no responsibility for the contents of this Notice of EGM, including the correctness of any of the statements or opinions made, or reports contained in this Notice of EGM.*

*The contact person for the Sponsor is Mr Andrew Leo, Chief Executive Officer, 7 Temasek Boulevard, #04-02 Suntec Tower 1, Singapore 038987, Telephone (65) 6950 2188.*

*This page has been intentionally left blank.*





ONEAPEX

ONEAPEX LIMITED

(Company Registration Number: 201020806C)  
(Incorporated in the Republic of Singapore)

**PROXY FORM  
EXTRAORDINARY GENERAL MEETING**

**IMPORTANT:**

1. Relevant intermediaries as defined in Section 181 of the Companies Act 1967 of Singapore, may appoint more than two proxies to attend, speak and vote at the Extraordinary General Meeting (the "EGM").
2. For investors who have used their CPF/SRS monies to buy the shares of the Company ("Shares"), this Proxy Form is not valid for use and shall be ineffective for all intents and purposes if used or purported to be used by them.
3. CPF/SRS investors should approach their respective CPF Agent Banks of SRS Operators for any queries they may have with regards to their appointment as proxy(ies) or the appointment of their Agent Banks as proxy(ies) for the EGM.
4. By submitting this Proxy Form, the member accepts and agrees to the personal data privacy terms set out in the Notice of EGM dated 20 May 2024.

\*I/We \_\_\_\_\_ (Name) \_\_\_\_\_ (NRIC/Passport/ Co. Reg. No.)\*  
of \_\_\_\_\_ (Address)

being \*a member/members of ONEAPEX LIMITED (the "Company") hereby appoint:

Name	NRIC/Passport No.	Email Address	Proportion of Shareholdings	
			No. of Shares	%
<b>Address</b>				

and/or\*

Name	NRIC/Passport No.	Email Address	Proportion of Shareholdings	
			No. of Shares	%
<b>Address</b>				

or failing the person, or either or both of the persons, referred to above, the Chairman of the Meeting as my/our proxy/proxies to vote for me/us on my/our behalf at the Extraordinary General Meeting (the "EGM") of the Company to be held at 10.00 a.m. on Monday, 24 June 2024, at 18 Cross Street, #14-01, Singapore 048423 and at any adjournment thereof. I/We direct my/our proxy/proxies to vote for or against or abstain the Resolution proposed at the EGM as indicated hereunder. If no specific direction as to voting is given, the proxy/proxies will vote or abstain from voting at his/her/their discretion, as he/she/they will on any other matter arising at the AGM and at any adjournment thereof.

No.	Ordinary Resolution	For	Against	Abstain
1	To approve the Proposed Disposal as an interested person and a major transaction			

\* Delete where inapplicable.

\*\* If you wish to exercise all your votes "For" or "Against" the Resolution, please tick within the relevant box provided. Alternatively, if you wish to exercise your votes both "For" and "Against" the Resolution, please indicate the number of Shares in the boxes provided. If you tick on the abstain box for a particular resolution, you are directing your proxy, not to vote on that Resolution.

\*\*\* Voting will be conducted by poll.

Dated this \_\_\_\_\_ day of \_\_\_\_\_ 2024.

Total number of Shares	No. of Shares
(a) Depository Register	
(b) Register of Members	

Signature(s) of Member(s) or Common  
Seal of Corporate Member(s)

**IMPORTANT: PLEASE READ NOTES OVERLEAF**



Notes:

1. Please insert the total number of Shares in the capital of the Company held by you. If you have Shares entered against your name in the Depository Register (maintained by The Central Depository (Pte) Limited), you should insert that number of Shares. If you have Shares registered in your name in the Register of Members (maintained by or on behalf of the Company), you should insert that number of Shares. If you have Shares entered against your name in the Depository Register and Shares registered in your name in the Register of Members of the Company, you should insert the aggregate number of Shares. If no number is inserted, this instrument appointing a proxy or proxies ("**Proxy Form**") shall be deemed to relate to all the Shares held by you.
2. (a) A member who is not a relevant intermediary is entitled to appoint not more than two proxies to attend, speak and vote at the EGM. Where such member's form of proxy appoints more than one proxy, the proportion of the shareholding concerned to be represented by each proxy shall be specified in the form of proxy.  
(b) A member who is a relevant intermediary is entitled to appoint more than two proxies to attend, speak and vote at the EGM, but each proxy must be appointed to exercise the rights attached to a different share or shares held by such member. Where such member's form of proxy appoints more than two proxies, the number and class of shares in relation to which each proxy has been appointed shall be specified in the form of proxy. "Relevant intermediary" has the meaning ascribed to it in Section 181 of the Companies Act 1967 of Singapore.
3. A proxy need not be a member of the Company.
4. This Proxy Form must be deposited at the Company's principal place of business at 38 Jalan Pemimpin, #06-06, Singapore 577178, not less than 72 hours before the time appointed for the EGM, being by 10.00 a.m. on 21 June 2024. Completion and return of this Proxy Form appointing a proxy or proxies shall not preclude a member from attending and voting at the EGM. In such event, the relevant instrument appointing a proxy or proxies will be deemed to be revoked.
5. This Proxy Form must be under the hand of the appointor or of his attorney duly authorised in writing. Where this Proxy Form is executed by a corporation, it must be executed either under its seal or under the hand of an officer or attorney duly authorised. Where this Proxy Form is signed on behalf of the appointor by an attorney, the letter or power of attorney or a duly certified copy thereof must (failing previous registration with the Company) be lodged with this Proxy Form, failing which this Proxy Form may be treated as invalid.
6. A corporation which is a member may authorise by resolution of its directors or other governing body such person as it thinks fit to act as its representative at the EGM, in accordance with Section 179 of the Companies Act 1967 of Singapore.
7. The Company shall be entitled to reject the Proxy Form if it is incomplete, improperly completed or illegible or where the true intentions of the appointor are not ascertainable from the instructions of the appointor specified in the Proxy Form. In addition, in the case of a member whose shares are entered against his name in the Depository Register, the Company may reject any Proxy Form lodged if the member, being the appointor, is not shown to have shares entered against his name in the Depository Register as at 72 hours before the time appointed for holding the EGM (being 10.00 a.m. on 21 June 2024), as certified by The Central Depository (Pte) Limited to the Company.
8. **Submission of Questions in Advance**  
Shareholders may submit substantial and relevant questions relating to the resolution to be tabled for approval at the EGM, in advance of the EGM, in the following manner:
  - (a) All substantial and relevant questions must be submitted by 5.00 p.m. Singapore time on 7 June 2024 ("**Cut-Off Time**") via one of the following means:
    - i. by post, to be deposited at the Company's principal place of business at 38 Jalan Pemimpin, #06-06, Singapore 577178; or
    - ii. by email to [contactus@oneapex.com.sg](mailto:contactus@oneapex.com.sg)
  - (b) When submitting substantial and relevant questions electronically via email or by post, Shareholders must provide the Company with the following details to enable the Company to verify their status as Shareholders: (a) status: individual shareholder or corporate representative; (b) full name/ full company name (as per CDP/Scrip-based records); (c) NRIC/FIN/Passport No./UEN; (d) email address; and (e) contact number (optional).
  - (c) Persons who hold Shares through Relevant Intermediaries (as defined under Section 181(6) of the Companies Act 1967 of Singapore) should contact their respective Relevant Intermediaries through which they hold such Shares to submit their questions relating to the resolution to be tabled for approval at the EGM based on the abovementioned instructions.
  - (d) The Company will endeavour to address all substantial and relevant questions received from Shareholders prior to the EGM, before or during the EGM. The responses to substantial and relevant questions received from Shareholders by the Cut-Off Time will be posted on the SGXNET and the Company's corporate website at the URL <http://oneapex.wixsite.com/home/investor-relations> by 17 June 2024. The Company will address any subsequent clarifications sought, or substantial and relevant follow-up questions (relating to the resolution to be tabled for approval at the EGM) received after the Cut-Off Time which have not already been addressed prior to the EGM, as well as those substantial and relevant questions received at the EGM, during the EGM. Where substantially similar questions are received, the Company will consolidate such questions and consequently not all questions may be individually addressed.
9. By submitting this proxy form, the member of the Company accepts and agrees to the personal data privacy terms as set out in the Notice of EGM dated 20 May 2024.

Fold here

---

**AFFIX  
POSTAGE  
STAMP**

**ONEAPEX LIMITED**  
c/o 9 Raffles Place  
Republic Plaza  
Tower 1, #26-01  
Singapore 048619

Attn: The Share Registrar

---

Seal Here