



ELLIPSIZ LTD

Company Registration No. 199408329R
(Incorporated in the Republic of Singapore)

ANNOUNCEMENT OF INTERESTED PERSON TRANSACTIONS PURSUANT TO RULE 905(2) OF THE LISTING MANUAL

1. INTRODUCTION

- 1.1 The board of directors (the “**Board**”) of Ellipsiz Ltd (the “**Company**” and together with its subsidiaries, the “**Group**”) wishes to announce the latest interested person transaction entered into by Cyan Bay Pte Ltd (“**CBPL**”), a wholly-owned subsidiary of the Company, with Bluesky Real Estate Investment Pte Ltd (“**Bluesky REI**”), an interested person within the definitions set out in Chapter 9 of the Listing Manual of the Singapore Exchange Securities Trading Limited (“**Listing Manual**”).
- 1.2 Pursuant to Rule 905(2) of the Listing Manual, if the aggregate value of all transactions entered into with the same interested person during the same financial year amounts to 3% or more of the Group’s latest audited net tangible assets, the Company must make an immediate announcement of the latest transaction and all future transactions entered into with that same interested person during that financial year.
- 1.3 Pursuant to Rule 916(2) of the Listing Manual, shareholders’ approval pursuant to Rule 906 will not be required for investment in a joint venture with an interested person if:
- (a) the risks and rewards are in proportion to the equity of each joint venture partner;
 - (b) the issuer confirms by an announcement that its audit committee is of the view that the risks and rewards of the joint venture are in proportion to the equity of each joint venture partner and the terms of the joint venture are not prejudicial to the interests of the issuer and its minority shareholders; and
 - (c) the interested person does not have an existing equity interest in the joint venture prior to the participation of the entity at risk in the joint venture.

2. DETAILS OF THE INTERESTED PERSON

- 2.1 PT Super Makmur Sejahtera (“**PT SMS**”) is a company jointly owned by CBPL and Bluesky REI, a wholly-owned subsidiary of Lum Chang Holdings Limited (together with its subsidiaries, the “**LCH Group**”), with each holding 75% and 25% shareholding interests respectively. The LCH Group is an associate of Mr David Lum Kok Seng (“**DL**”), the controlling shareholder of the Company. DL and his associates did not have an existing equity interest in PT SMS prior to the participation of CBPL in PT SMS.

- 2.2 By the definitions set out in Chapter 9 of the Listing Manual, CBPL is an “entity at risk” and Bluesky REI is an “interested person”.

3. DETAILS OF THE LATEST INTERESTED PERSON TRANSACTION

- 3.1 Pursuant to a shareholders’ agreement entered into between CBPL and Bluesky REI on 9 October 2019 (the “**Shareholders’ Agreement**”), each of CBPL and Bluesky REI has today subscribed for additional shares in PT SMS in accordance with their respective shareholding proportions in PT SMS. In this respect, CBPL has made an additional capital injection of approximately S\$926,000 into PT SMS as paid-up capital (the “**Capital Injection**”).
- 3.2 The Capital Injection is to provide funding to PT SMS for acquisition of additional land in Bintan, Indonesia.
- 3.3 The aggregate value of interested person transactions (including the Capital Injection and excluding transactions less than S\$100,000¹) (“**IPTs**”) entered into by the Group with DL and his associates for the current financial year commencing on 1 July 2020 and up to the date of this announcement is approximately S\$6.5 million, representing approximately 6.9% of the Group’s latest audited net tangible assets as at 30 June 2020 of approximately S\$93.1 million.

Save as disclosed herein, there were no IPTs (excluding transactions less than S\$100,000) entered into between the Group and other interested persons for the current financial year commencing on 1 July 2020 and up to the date of this announcement.

4. AUDIT AND RISK COMMITTEE STATEMENT

Pursuant to Rule 916(2)(b) of the Listing Manual, the Audit and Risk Committee of the Company is of the view that the risks and rewards of the collaboration in PT SMS between CBPL and Bluesky REI are in proportion to their respective equity shareholdings in PT SMS, and the terms of the Shareholders’ Agreement are not prejudicial to the interests of the Company and its minority shareholders.

5. INTERESTS OF DIRECTORS AND CONTROLLING SHAREHOLDER

Save as disclosed in this announcement, none of the directors or the controlling shareholder of the Company has any interest, direct or indirect, in the Capital Injection, other than through their respective shareholdings (if any) in the Company.

By Order of the Board
CHOW CHING SIAN
JOHNIE TAN WEE LIANG
Company Secretaries
5 March 2021

¹ The Company had announced an IPT of S\$95,600 on 21 January 2021 notwithstanding that the transaction was less than S\$100,000. The IPT of S\$95,600 was included in computing the aggregate value of IPTs with the same interested person.