

**CIRCULAR DATED 5 JANUARY 2022**

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

**If you are in any doubt as to the action that you should take, you should consult your stockbroker, bank manager, solicitor, accountant, tax adviser or other professional adviser(s) immediately.**

If you have sold or transferred all your shares in the capital of OUE Lippo Healthcare Limited (the “**Company**”), you should immediately inform the purchaser or transferee or bank, stockbroker or agent through whom the sale or transfer was effected for onward notification to the purchaser or transferee, that this Circular (together with the Notice of Extraordinary General Meeting (“**EGM**”) and the accompanying Proxy Form and Questions Form) may be accessed on SGXNet and the Company’s website at [https://investor.ouelh.com/agm\\_egm.html](https://investor.ouelh.com/agm_egm.html).

This Circular has been reviewed by the Company’s sponsor, PrimePartners Corporate Finance Pte. Ltd. (the “**Sponsor**”). It has not been examined or approved by the Singapore Exchange Securities Trading Limited (the “**Exchange**”) and the Exchange assumes no responsibility for the contents of this document, including the correctness of any of the statements or opinions made or reports contained in this document.

The contact person for the Sponsor is Ms. Foo Jien Jieng, 16 Collyer Quay, #10-00 Income at Raffles, Singapore 049318, [sponsorship@ppcf.com.sg](mailto:sponsorship@ppcf.com.sg).

**OUE LIPPO**  
Healthcare

**OUE LIPPO HEALTHCARE LIMITED**

(Company Registration No. 201304341E)  
(Incorporated in the Republic of Singapore)

**CIRCULAR TO SHAREHOLDERS**

in relation to

**THE PROPOSED DIVESTMENT BY THE COMPANY OF 100.0% OF THE ISSUED AND PAID-UP SHARE CAPITAL OF EACH OF (1) OUELH JAPAN MEDICAL FACILITIES PTE. LTD., WHICH OWNS A 100.0% INTEREST IN 12 NURSING HOMES LOCATED IN JAPAN; AND (2) OUELH JAPAN MEDICAL ASSETS PTE. LTD. AS A MAJOR TRANSACTION UNDER CHAPTER 10 OF THE CATALIST RULES (“PROPOSED TRANSACTION”)**

Financial Adviser in respect of the Proposed Transaction



**RHT CAPITAL PTE. LTD.**

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

**IMPORTANT DATES AND TIMES**

Last date and time to submit questions for the VIS	:	14 January 2022 at 9.00 a.m.
Last date and time to pre-register online to attend the VIS	:	16 January 2022 at 6.00 p.m.
Date and time of the VIS	:	19 January 2022 at 6.00 p.m.
Last date and time to submit questions for the EGM	:	24 January 2022 at 9.00 a.m.
Last date and time to pre-register online to attend the EGM	:	25 January 2022 at 9.00 a.m.
Last date and time for lodgement of Proxy Form	:	25 January 2022 at 9.00 a.m.
Date and time of EGM	:	28 January 2022 at 9.00 a.m.
Place of EGM	:	The EGM will be convened and held by way of electronic means. Please refer to Sections 17 and 19 of this Circular for further details.

This Circular has been made available on SGXNet and the Company’s website which may be accessed at the URL [https://investor.ouelh.com/agm\\_egm.html](https://investor.ouelh.com/agm_egm.html). A printed copy of this Circular will NOT be despatched to Shareholders.

**Due to the current COVID-19 situation in Singapore, Shareholders will not be able to attend the EGM in person.** Instead, alternative arrangements have been put in place to allow Shareholders to participate at the EGM by (a) watching the EGM proceedings via “live” audio-and-video webcast or listening to the EGM proceedings via “live” audio-only stream; (b) submitting questions in advance of the EGM; (c) having their questions addressed at a VIS to be held prior to the closing date and time for the lodgement of the proxy forms prior to the EGM; and/or (d) voting by appointing the Chairman of the EGM as proxy at the EGM.

Please refer to Section 19.1 of this Circular for further information, including the steps to be taken by Shareholders to participate at the EGM.

Shareholders should note that the Company may make further changes to its EGM arrangements (including but not limited to any applicable alternative arrangements as may be prescribed or permitted (as the case may be) under the COVID-19 Act and any regulations promulgated thereunder (including the COVID-19 Order) as well as other guidelines issued by the relevant authorities) as the situation evolves. Shareholders are advised to keep abreast of any such changes as may be announced by the Company from time to time on SGXNet.

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**PROXY FORM**

**QUESTIONS FORM**

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## DEFINITIONS

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In this Circular, the following definitions shall apply throughout unless the context otherwise requires:

“1H”	:	The six-month period ended or ending 30 June
“Announcement”	:	The announcement dated 8 December 2021 made by the Company in relation to the Proposed Transaction
“Balance Sheet Date”	:	30 September 2021
“BHPL”	:	Browny Healthcare Pte. Ltd.
“Board”	:	The board of Directors of the Company as at the date of this Circular
“Business Day”	:	A day (other than a Saturday, Sunday or public holiday in Singapore) on which commercial banks are generally open for business in Singapore
“Catalist”	:	The Catalist of the SGX-ST, being the sponsor-supervised listing platform of the SGX-ST
“Catalist Rules”	:	The Listing Manual of the SGX-ST, Section B: Rules of Catalist, as amended, modified or supplemented from time to time
“CDP”	:	The Central Depository (Pte) Limited
“Circular”	:	This circular to Shareholders dated 5 January 2022
“Code”	:	The Singapore Code on Take-overs and Mergers
“Companies Act”	:	Companies Act (Chapter 50) of Singapore, as amended, modified or supplemented from time to time
“Company”	:	OUE Lippo Healthcare Limited
“Company Shareholdings”	:	Has the meaning ascribed to it in Section 19.1(b)(iii)(B) of this Circular
“Completion Date”	:	The tenth Business Day after all the Conditions Precedent (except for such conditions that, by their nature, can only be satisfied on the Completion Date) have been satisfied or waived (or such other date as the Company and the Purchaser may agree in writing but not later than the Long Stop Date)
“Concert Parties”	:	Has the meaning ascribed to it in Section 6.4(d) of this Circular
“Conditions Precedent”	:	The conditions precedent to be fulfilled (or waived) prior to the Long Stop Date, some of which are reproduced in Section 6.4 of this Circular (and each, a “ <b>Condition Precedent</b> ”)
“Consideration Units”	:	431,147,541 new Units to be issued by First REIT to the Company and/or its nominee(s), as partial payment of the JMF Consideration

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## DEFINITIONS

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<b>“Controlling Shareholder”</b>	:	A person who:  (a) holds directly or indirectly 15.0% or more of the total voting rights in the company. The SGX-ST may determine that a person who satisfies this paragraph is not a Controlling Shareholder; or  (b) in fact exercises control over a company
<b>“COVID-19 Act”</b>	:	The COVID-19 (Temporary Measures) Act 2020, as amended, modified or supplemented from time to time, which, <i>inter alia</i> , enables the Minister for Law by order to prescribe alternative arrangements for listed companies in Singapore to conduct general meetings, either wholly or partly, by electronic communication, video conferencing, tele-conferencing or other electronic means
<b>“COVID-19 Order”</b>	:	The COVID-19 (Temporary Measures) (Alternative Arrangements for Meetings for Companies, Variable Capital Companies, Business Trusts, Unit Trusts and Debenture Holders) Order 2020, as amended, modified or supplemented from time to time, which sets out the alternative arrangements in respect of, <i>inter alia</i> , general meetings of companies
<b>“CPF”</b>	:	The Central Provident Fund of Singapore
<b>“CPF Agent Banks”</b>	:	Agent banks included under the CPFIS
<b>“CPFIS”</b>	:	CPF Investment Scheme
<b>“CPFIS Investors”</b>	:	Investors who purchased Shares using their CPF savings under the CPFIS
<b>“DCF”</b>	:	Has the meaning ascribed to it in Section 5 of this Circular
<b>“Directors”</b>	:	The directors of the Company for the time being
<b>“EGM”</b>	:	The extraordinary general meeting of the Company to be convened and held on 28 January 2022 at 9.00 a.m. (Singapore time) by way of electronic means, notice of which is set out on pages N-1 to N-3 of this Circular
<b>“EPS”</b>	:	Earnings per Share
<b>“Existing BHPL Shares”</b>	:	Has the meaning ascribed to it in Section 10 of this Circular
<b>“Existing TIHPL Shares”</b>	:	Has the meaning ascribed to it in Section 10 of this Circular
<b>“Financial Adviser”</b>	:	RHT Capital Pte. Ltd.
<b>“First REIT”</b>	:	First Real Estate Investment Trust
<b>“First REIT Manager”</b>	:	First REIT Management Limited, in its capacity as the manager of First REIT
<b>“FY”</b>	:	The financial year ended or ending 31 December
<b>“Group”</b>	:	The Company and its subsidiaries

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## DEFINITIONS

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“HJKK”	:	OUELH Japan Management Co., Ltd., a <i>kabushiki kaisha</i> company incorporated in Japan
“HMAC”	:	OUELH Medical Assets Pte. Ltd., a wholly-owned subsidiary of the Company
“Independent Valuer”	:	Colliers International Japan KK Valuation & Advisory Services
“Investors”	:	Has the meaning ascribed to it in Section 19.1(a)(iii) of this Circular
“Irrevocable Undertakings”	:	Has the meaning ascribed to it in Section 10 of this Circular
“Japan Nursing Homes”	:	12 nursing homes located across Japan in Hokkaido, Nagano, Nara and Kyoto
“JMA”	:	OUELH Japan Medical Assets Pte. Ltd.
“JMA Accrued Amounts”	:	Has the meaning ascribed to it in Section 7.3 of this Circular
“JMA Consideration”	:	The purchase consideration of approximately S\$0.3 million for the JMA Sale Shares
“JMA Group”	:	JMA and its subsidiaries
“JMA Intercompany Balances”	:	Has the meaning ascribed to it in Section 7.3 of this Circular
“JMA Sale Shares”	:	100.0% of the issued and paid-up share capital of JMA
“JMA SPA”	:	The sale and purchase agreement dated 7 December 2021 entered into between the Company and the Purchaser in respect of the sale and purchase of the JMA Sale Shares
“JMA SPA Completion”	:	Completion of the JMA SPA
“JMF”	:	OUELH Japan Medical Facilities Pte. Ltd.
“JMF Accrued Amounts”	:	Has the meaning ascribed to it in Section 6.3 of this Circular
“JMF Consideration”	:	The purchase consideration of approximately S\$163.2 million for the JMF Sale Shares
“JMF Group”	:	JMF and its subsidiaries
“JMF Intercompany Balances”	:	Has the meaning ascribed to it in Section 6.3 of this Circular
“JMF Sale Shares”	:	100.0% of the issued and paid-up share capital of JMF
“JMF SPA”	:	The sale and purchase agreement dated 7 December 2021 entered into between the Company and the Purchaser in respect of the sale and purchase of the JMF Sale Shares
“JMF SPA Completion”	:	Completion of the JMF SPA
“JPY”	:	Japanese yen, being the lawful currency of Japan
“Latest Practicable Date”	:	27 December 2021, being the latest practicable date prior to the issue of this Circular

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## DEFINITIONS

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“Long Stop Date”	:	The date falling six (6) months from the date of the JMF SPA and the JMA SPA (or such other date as the Parties mutually agree in writing)
“NAV”	:	Net asset value
“Net Proceeds”	:	The total cash proceeds of the Proposed Transaction (with deductions for expenses incurred in connection with the Proposed Transaction)
“Notice of EGM”	:	The notice of EGM dated 5 January 2022 as set out on pages N-1 to N-3 of this Circular
“NTA”	:	Net tangible assets
“OHI”	:	OLH Healthcare Investments Pte. Ltd.
“OUE”	:	OUE Limited
“OUELH GK (Japan)”	:	OUELH Japan 1 <i>godo kaisha</i> , a limited liability company incorporated in Japan
“OUELH ISH (Japan)”	:	OUELH Japan One <i>ippan shadan hojin</i> , a bankruptcy remote entity incorporated in Japan
“OUELH TMK (Japan)”	:	OUELH Japan First <i>tokutei mokuteki kaisha</i> , a TMK incorporated in Japan
“Parties”	:	The parties to the JMF SPA and the JMA SPA, being the Company and the Purchaser (and each, a “Party”)
“Proposed Transaction”	:	The proposed divestment of the JMF Sale Shares and the JMA Sale Shares by the Company to the Purchaser, as defined in Section 1.1 of this Circular
“Purchaser”	:	Perpetual (Asia) Limited (in its capacity as trustee of First REIT)
“Registration Deadline”	:	Has the meaning ascribed to it in Section 19.1(a)(i) of this Circular
“Securities Account”	:	A securities account maintained by a Depositor with CDP but does not include a securities sub-account maintained with a Depository Agent
“Securitization Law”	:	Act on Securitization of Assets of Japan
“SFA”	:	The Securities and Futures Act, Chapter 289 of Singapore
“SGXNet”	:	The SGXNet Corporate Announcement System, being a system network used by listed companies to send information and announcements to the SGX-ST or any other system networks prescribed by the SGX-ST
“SGX-ST”	:	Singapore Exchange Securities Trading Limited

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## DEFINITIONS

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“Shareholders”	:	Registered holders of Shares in the register of members of the Company except that where the registered holder is CDP, the term “Shareholders” shall, in relation to such Shares and where the context so admits, mean the Depositors whose Securities Accounts maintained with CDP are credited with Shares
“Shares”	:	Ordinary shares in the capital of the Company (and each, a “Share”)
“Shinsei Bank”	:	Shinsei Bank Limited
“Shinsei Bank Guarantee”	:	The Guarantee of Specified Indemnified Obligations (for Specified Bondholder) dated 29 May 2020 executed by the Company in favour of Shinsei Bank
“Sponsor”	:	PrimePartners Corporate Finance Pte. Ltd.
“SRS”	:	Supplementary Retirement Scheme
“SRS Agent Banks”	:	Agent banks included under the SRS
“SRS Investors”	:	Investors who have purchased Shares using their SRS contributions pursuant to the SRS
“Substantial Shareholder”	:	A person who has an interest in one or more voting shares in a company and the total votes attached to such share(s) is not less than 5.0% of the total votes attached to all the voting shares in the Company
“S\$” and “cents”	:	Singapore dollars and cents respectively, being the lawful currency of Singapore
“Target Group”	:	Collectively, the JMF Group and the JMA Group
“Target Shares”	:	Collectively, the JMF Sale Shares and the JMA Sale Shares
“TIHPL”	:	Treasure International Holdings Pte. Ltd.
“TIHPL Shareholder Loan Conversion”	:	The allotment and issuance of convertible perpetual bonds by the Company to TIHPL following the conversion of existing shareholder loans, as announced by the Company on 23 February 2021 and completed on 16 March 2021
“TMK”	:	<i>Tokutei mokuteki kaisha</i> , a special purpose company established under the Securitization Law
“Unitholders”	:	Unitholders of First REIT
“Units”	:	Units in First REIT
“Valuation Certificates”	:	The valuation certificates issued by the Independent Valuer on 3 December 2021 as a summary of the Valuation Reports, as set out in <b>Appendix B</b> to this Circular
“Valuation Reports”	:	The valuation reports issued by the Independent Valuer on 3 December 2021 in relation to the valuation of the Japan Nursing Homes as at 12 November 2021

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## DEFINITIONS

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“VIS”	:	Has the meaning ascribed to it in Section 17.2(c) of this Circular
“VIS Questions Deadline”	:	Has the meaning ascribed to it in Section 19.1(b)(i) of this Circular
“VIS RSVP Deadline”	:	Has the meaning ascribed to it in Section 19.1(b)(iii)(A) of this Circular
“%” or “per cent.”	:	Percentage or per centum

Unless otherwise stated, the S\$ equivalent of the JPY figures in this Circular have been arrived at based on the exchange rate of S\$1.00:JPY80.00.

The terms “**subsidiary**”, “**relevant intermediary**”, and “**treasury shares**” shall have the meanings ascribed to them respectively in the Companies Act.

The terms “**Depositor**”, “**Depository Agent**” and “**Depository Register**” shall have the meanings ascribed to them respectively in Section 81SF of the SFA.

Words importing the singular shall, where applicable, include the plural and *vice versa*, and words importing the masculine gender shall, where applicable, include the feminine and neuter genders and *vice versa*. References to persons shall, where applicable, 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 or term defined under the Companies Act, the SFA, the Catalist Rules or any modification thereof and used in this Circular shall have the same meaning assigned to it thereunder, as the case may be, unless otherwise provided.

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

Any discrepancies in tables included herein (if any) between the amounts listed 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 preceded them.

The headings in this Circular are inserted for convenience only and shall be ignored in construing this Circular.



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## LETTER TO SHAREHOLDERS

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### OUÉ LIPPO HEALTHCARE LIMITED

(Company Registration No. 201304341E)  
(Incorporated in the Republic of Singapore)

#### Board of Directors:

Mr. Lee Yi Shyan (Non-Independent, Non-Executive Chairman)  
Mr. Yet Kum Meng (Chief Executive Officer, Executive Director)  
Mr. Tadahiro Kiyosu (Non-Independent, Non-Executive Director)  
Mr. Roger Tan Chade Phang (Lead Independent Director)  
Mr. Eric Sho Kian Hin (Independent Director)  
Mr. Jackson Tay Eng Kiat (Independent Director)  
Ms. Usha Raneé Chandradas (Independent Director)

#### Registered Office:

6 Shenton Way  
#10-09A OUE Downtown  
Singapore 068809

5 January 2022

To: The Shareholders of the Company

Dear Sir/Madam,

**THE PROPOSED DIVESTMENT BY THE COMPANY OF 100.0% OF THE ISSUED AND PAID-UP SHARE CAPITAL OF EACH OF (1) OUELH JAPAN MEDICAL FACILITIES PTE. LTD., WHICH OWNS A 100.0% INTEREST IN 12 NURSING HOMES LOCATED IN JAPAN; AND (2) OUELH JAPAN MEDICAL ASSETS PTE. LTD. AS A MAJOR TRANSACTION UNDER CHAPTER 10 OF THE CATALIST RULES**

#### 1 INTRODUCTION

##### 1.1 Background on the Proposed Transaction

Reference is made to the Announcement made by the Company on 8 December 2021, where the Company announced that it had on 7 December 2021 entered into:

- (a) the JMF SPA with the Purchaser for the divestment of the JMF Sale Shares, being 100.0% of the issued and paid-up share capital of JMF, a wholly-owned subsidiary of the Group, which owns a 100.0% interest in the Japan Nursing Homes, to the Purchaser, for the JMF Consideration of approximately S\$163.2 million, subject to certain post-completion adjustments based on the net assets of the JMF Group as at the Completion Date; and
- (b) the JMA SPA with the Purchaser for the divestment of the JMA Sale Shares, being 100.0% of the issued and paid-up share capital of JMA, a wholly-owned subsidiary of the Group, to the Purchaser, for the JMA Consideration of approximately S\$0.3 million, subject to certain post-completion adjustments based on the net assets of the JMA Group as at the Completion Date,

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

Following the completion of the Proposed Transaction, the Target Group will no longer be held directly by the Company, save that the Company will be indirectly interested in the Target Group via its unitholdings in First REIT.

The Proposed Transaction constitutes a “major transaction” of the Company as defined under Chapter 10 of the Catalist Rules. Accordingly, the Proposed Transaction is subject to, amongst others, the approval of Shareholders at the EGM.

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## LETTER TO SHAREHOLDERS

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### 1.2 EGM

The Directors are convening the EGM by way of electronic means on 28 January 2022 at 9.00 a.m. (Singapore time) to seek Shareholders' approval in relation to the Proposed Transaction.

### 1.3 Purpose of this Circular

The purpose of this Circular is to provide Shareholders with information relating to the Proposed Transaction and to seek the approval of Shareholders by way of an ordinary resolution for the Proposed Transaction at the EGM. The Notice of EGM is set out at pages N-1 to N-3 of this Circular.

### 1.4 Legal Adviser and Financial Adviser

Rajah & Tann Singapore LLP is the legal adviser to the Company as to Singapore law in relation to the Proposed Transaction.

RHT Capital Pte. Ltd. is the Financial Adviser to the Company in relation to the Proposed Transaction.

## 2 INFORMATION RELATING TO FIRST REIT

*Shareholders should note that information relating to First REIT in this section and elsewhere in this Circular has been provided by First REIT. The Company and the Directors have not independently verified the accuracy and correctness of such information herein. The sole responsibility of the Directors and the Company for the purpose of such information has been to ensure that such information has been accurately and correctly extracted and reproduced in this Circular in its proper form and context.*

First REIT is a real estate investment trust listed on the Main Board of the SGX-ST. The First REIT Manager is responsible for the day-to-day management of First REIT. Listed on the SGX-ST on 11 December 2006, First REIT's investment policy is to invest in a diversified portfolio of income-producing real estate and/or real estate-related assets in Asia that are primarily used for healthcare and/or healthcare-related purposes<sup>1</sup>.

As at 30 June 2021, First REIT's existing portfolio comprised 20<sup>2</sup> properties, 16 of which were located in Indonesia, three in Singapore and one in South Korea<sup>2</sup>. The value of First REIT and its subsidiaries' total assets as at 30 June 2021 was S\$1,016.5 million. As at 15 October 2021, the market capitalisation of First REIT was S\$426.5 million<sup>3</sup>.

As at the Latest Practicable Date, OUE, a Controlling Shareholder of the Company, has a deemed interest in approximately 28.81%<sup>4</sup> of the Units, held through OHI, a wholly-owned subsidiary of the Company (approximately 15.30%), the First REIT Manager (approximately 10.19%) and Clifford Development Pte. Ltd., a wholly-owned subsidiary of OUE (approximately 3.31%).

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<sup>1</sup> Including, but not limited to, hospitals, nursing homes, medical clinics, pharmacies, laboratories, diagnostic/imaging facilities and real estate and/or real estate related assets used in connection with healthcare research, education, lifestyle and wellness management, manufacture, distribution or storage of pharmaceuticals, drugs, medicine and other healthcare goods and devices and such other ancillary activities relating to the primary objective, whether wholly or partially owned, and whether directly or indirectly held through the ownership of special purpose vehicles whose primary purpose is to hold or own real estate.

<sup>2</sup> As announced by the First REIT Manager on 19 July 2021, First REIT's wholly-owned subsidiaries had entered into conditional sale and purchase agreements in relation to the sale by First REIT's indirect wholly-owned subsidiary, Kalmore (Korea) Limited ("**Kalmore Korea**"), of the property known as "Sarang Hospital" and the sale by First REIT's direct wholly-owned subsidiary, Kalmore Investments Pte. Ltd., of all of the shares of Kalmore Korea (the "**Divestment**"). As announced by the First REIT Manager on 31 August 2021, the Divestment had been completed on 31 August 2021.

<sup>3</sup> Based on a total number of Units of 1,609,277,956 Units and a closing price of S\$0.265 per Unit.

<sup>4</sup> Unless otherwise stated, all percentage unitholdings in this Circular are based on 1,613,028,634 Units in issue as at the Latest Practicable Date and any discrepancies in the percentage unitholdings are due to rounding.

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## LETTER TO SHAREHOLDERS

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### 3 INFORMATION RELATING TO THE TARGET GROUP AND THE TARGET SHARES

The corporate structure of the Group before and immediately after the completion of the Proposed Transaction is set out in **Appendix A** to this Circular.

#### 3.1 Information relating to the JMF Group

JMF is a private company limited by shares incorporated in Singapore on 3 January 2013 and is an investment holding company. As at the Latest Practicable Date, the Company holds 45,734,139 shares in JMF, representing 100.0% of the issued and paid-up share capital of JMF.

JMF indirectly owns the Japan Nursing Homes, which are leased to independent nursing home operators via OUELH TMK (Japan), a subsidiary of JMF. Further information in relation to the equity holdings is provided below.

OUELH TMK (Japan) is a TMK established in Japan. OUELH TMK (Japan) holds the Japan Nursing Homes, as well as acts as lessor to the master lease agreements entered into with the various local Japanese operators of the Japan Nursing Homes that provide daily services, medical consultation services, leisure and entertainment programmes as well as nursing care, including special meal preparation, provision of functional training and toilet and bathing assistance.

A TMK refers to a special purpose company established under the Securitization Law, which is entitled to reduced tax rates (upon the acquisition of a real estate) provided certain criteria are met. A TMK can also constitute a tax pass-through entity (although only with respect to profits) if certain criteria are satisfied.

In order to be a tax-qualifying TMK, the shareholding structure of OUELH TMK (Japan) is as follows:

- (a) 75.0% of the specified equities<sup>5</sup> in OUELH TMK (Japan) are held by OUELH ISH (Japan), which is a bankruptcy remote entity<sup>6</sup> established solely to act as a holder of the specified equities of OUELH TMK (Japan). OUELH ISH (Japan) has no potential income, loss or net worth. As at the Latest Practicable Date, JMF and Mr. Hiroko Takizawa, JMF's representative director on the board of OUELH ISH (Japan), are the members of OUELH ISH (Japan);
- (b) 51.0% of the preferred equities<sup>7</sup> in OUELH TMK (Japan) are held by OUELH GK (Japan), which is a limited liability company established under the Company Act of Japan. As at the Latest Practicable Date, JMF holds 100.0% of the issued and paid-up capital of OUELH GK (Japan); and
- (c) the remaining 25.0% of the specified equities and 49.0% of the preferred equities of OUELH TMK (Japan) are held by JMF.

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<sup>5</sup> The equivalent of ordinary shares. The holders of specified equities are subordinated to the holders of the preferred equities in the distributions of the dividends from and, at the time of winding-up, the residual assets of, the TMK. Usually, no dividend is distributed to the specified equity holders. Under the Securitization Law, the holders of the specified equities are entitled to vote at the general meetings of the equity holders. The transfer of a specified equity is subject to the approval of the TMK.

<sup>6</sup> This refers to an entity formed to own a specific asset (which, in the case of OUELH ISH (Japan), would be the specified equities) while isolating financial risk and minimising bankruptcy risk. It is typically prohibited from incurring debt and is limited in its purpose and the activities in which it may engage (which, in the case of OUELH ISH (Japan), is to own the specified equities). Often, a person who is independent from an owner of the entity will take a seat of the governance of the entity so that the entity may not be affected by the bankruptcy risk of the owner.

<sup>7</sup> The equivalent of preference shares, designed for investment by investors. The holders of preferred equities have priority over the holders of the specified equities in the distributions of the dividends from and, at the time of winding-up, the residual assets of, the TMK. Under the Securitization Law, except otherwise provided by law or the articles of incorporation of the TMK, the holders of the preferred equities are not entitled to vote at the general meeting of the equity holders. The restriction on the transfer of the preferred equity is prohibited.

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### 3.2 Information relating to the JMA Group

JMA is a private company limited by shares incorporated in Singapore on 2 October 2014 and is an investment holding company. As at the Latest Practicable Date, the Company holds one (1) ordinary share in JMA, representing 100.0% of the issued and paid-up share capital of JMA.

JMA in turn holds 100.0% of the total issued and paid-up capital in HJKK, a *kabushiki kaisha* company incorporated in Japan, and is a joint stock company established to act as the current asset manager in respect of the Japan Nursing Homes.

### 3.3 Financial Information of the Target Group

Based on the latest audited consolidated financial statements of the Group for FY2020 and the unaudited consolidated financial statements of the Group for 1H2021, certain key financial information of the Target Group for FY2020 and 1H2021 is as follows:

<b>Profit and Loss</b>	<b>FY2020 (S\$'000)</b>	<b>1H2021 (S\$'000)</b>
Revenue	17,526	8,424
Profit before income tax	11,182	6,158
Profit after income tax	8,950	4,986

<b>Financial Position</b>	<b>FY2020 (S\$'000)</b>	<b>1H2021 (S\$'000)</b>
Total assets	363,088	352,929
Total liabilities	(203,670)	(195,226)
Total shareholders' equity / NTA	159,418	157,703

Based on the latest audited consolidated financial statements of the Group for FY2020, the Target Group recorded a book value and net tangible asset value of S\$159.4 million, a revenue of approximately S\$17.5 million and a net profit of approximately S\$11.2 million.

Based on the unaudited consolidated financial statements of the Group for 1H2021:

- (a) the book value and the NTA value attributable to the Target Group are approximately S\$157.7 million; and
- (b) the net profits attributable to the Target Group is approximately S\$6.2 million.

The Proposed Transaction will not result in any material net gain or net loss for the Group upon completion.

## 4 RATIONALE FOR THE PROPOSED TRANSACTION

The Board is of the view that the Proposed Transaction is in the best interests of the Company and proposes to undertake the Proposed Transaction for the following reasons:

### (a) Consistent with Asset-Light Business Model

The Proposed Transaction is in line with the asset-light business model which the Company undertakes towards its long-term growth. As part of the JMF Consideration, the Company will be issued Consideration Units in First REIT. Assuming that the Proposed Transaction had completed on 1 January 2021 and based on the unaudited consolidated financial statements of the Group for 1H2021, the Consideration Units would have generated similar

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## LETTER TO SHAREHOLDERS

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net income and cash flows for the Group as compared to the Japan Nursing Homes. Further, the Group's gearing position would have improved from 0.5 to 0.1. The Company believes that its investment in First REIT remains an integral component of the Company's three-pronged business strategy, with First REIT serving as a capital recycling platform allowing the Group to continue its growth strategy with an asset-light business model.

With the Proposed Transaction, the Company is able to sharpen its focus on its asset-light businesses, which includes asset management and healthcare services. Furthermore, the Proposed Transaction will provide the Company with greater capital efficiency and flexibility, allowing it to redeploy capital to fund any future organic or inorganic growth, including any increase in business scalability or investment in new high-growth, quality healthcare investments in the Pan-Asian market.

### **(b) Benefit from First REIT's Repositioning Strategy**

The Proposed Transaction is expected to assist with First REIT's repositioning strategy for future growth across the Pan-Asian market.

Following the Proposed Transaction and the issuance of the Consideration Units, the Company's investment in First REIT is expected to more than double from 15.3% to 33.2%. As such, the Company's prospects are expected to become more closely aligned with the growth and success of First REIT, including any potential market re-rating and share price appreciation following from First REIT's repositioning strategy and diversification of its assets.

Based on the foregoing, the Board is of the view that the Proposed Transaction is a good opportunity for the Company to dispose of a stable, low-risk asset and realise its value at a satisfactory consideration.

## **5 INDEPENDENT VALUATION OF THE JAPAN NURSING HOMES**

Pursuant to Rule 1014(5) of the Catalist Rules, for the purposes of the Proposed Transaction, the Company has commissioned the Independent Valuer, Colliers International Japan KK Valuation & Advisory Services, as a competent and independent valuer, to perform a valuation on the Japan Nursing Homes. The Independent Valuer is licensed as a real estate appraiser under the Tokyo Metropolitan Government Office to perform property valuations in Japan, and has more than five (5) years of experience in valuing real properties in a similar industry and area as the Japan Nursing Homes.

Based on the Valuation Reports issued by the Independent Valuer on 3 December 2021, the market value of the Japan Nursing Homes as at 12 November 2021 is approximately JPY24.2 billion (approximately S\$302.7 million). The valuation of the Japan Nursing Homes was arrived at based on the income approach (discounted cash flow ("DCF") method and direct capitalisation method), with reference made to the cost approach. In respect of the income approach, the DCF method was the preferred approach as it is considered to be a more convincing method due to, among others, using specific net operating income for each period and reversionary value in arriving at the income approach value. The valuation was conducted in accordance with the Japan's Real Estate Appraisal Standard.

**Shareholders are advised to read and consider the Valuation Reports and the Valuation Certificates issued by the Independent Valuer in respect of the valuation of the Japan Nursing Homes carefully, in particular the terms of reference, key assumptions and critical factors. The Valuation Certificates are set out in Appendix B to this Circular.**

## **6 PRINCIPAL TERMS OF THE JMF SPA**

A summary of the material terms and conditions of the JMF SPA is as follows.

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## LETTER TO SHAREHOLDERS

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### 6.1 JMF Sale Shares

The Company shall sell, and the Purchaser shall purchase, the JMF Sale Shares free and clear of any encumbrance and together with all rights, benefits and advantages attaching thereto from the Completion Date.

### 6.2 JMF Consideration

The JMF Consideration, subject to post-completion adjustments, shall be satisfied by the Purchaser on the JMF SPA Completion in the following manner:

- (a) approximately S\$9.4 million and any net JMF Accrued Amounts will be net-off against the Company's obligation to pay the amount of the JMF Intercompany Balances;
- (b) approximately S\$6.8 million and any net JMA Accrued Amounts will be net-off against the Company's obligation to pay the amount of the JMA Intercompany Balances;
- (c) approximately S\$15.5 million shall be satisfied in cash; and
- (d) approximately S\$131.5 million shall be satisfied by way of the allotment and issuance of 431,147,541 Consideration Units at the issue price of S\$0.305 per Consideration Unit to the Company and/or its nominee(s). In connection therewith, the Company intends to nominate OHI, a wholly-owned subsidiary of the Company, to receive the Consideration Units.

As the Consideration Units will not be entitled to participate in the distributable income of First REIT for the period immediately prior to the date the Consideration Units are issued and will only be entitled to participate in the distributable income of First REIT from the date of their issue, it is necessary for the Consideration Units to trade under a separate stock counter for the period commencing from the date of issue of the Consideration Units to the last day of "cum-distribution" trading, in respect of the distribution period in which the Consideration Units are issued. After the last day of "cum-distribution" trading, the Consideration Units trading on the temporary stock counter as well as the existing Units will be aggregated and traded under the same stock counter on the next market day, i.e. the first day of "ex-distribution" trading for both the Consideration Units and the existing Units.

The Consideration Units, when issued and delivered in accordance with the terms of the JMF SPA, will rank *pari passu* in all respects with all existing Units in issue as at the date prior to the date of issue of the Consideration Units, including the right to receive any distributions declared, made or paid, save for the entitlement to any distribution to Unitholders for the period up to the day immediately preceding the date of issue of the Consideration Units. The Consideration Units will be entitled to receive distributions by First REIT from the date of their issue to the end of the distribution period in which the Consideration Units are issued, as well as all distributions thereafter.

The JMF Consideration of approximately S\$163.2 million and the issue price of S\$0.305 per Consideration Unit was arrived at after negotiations on an arm's length basis and on a willing-buyer and willing-seller basis, after taking into account, *inter alia*, (a) the estimated net asset value of the JMF Group as set out in the consolidated accounts of the JMF Group as at 30 September 2021, which includes the valuation of the Japan Nursing Homes based on the Valuation Reports; (b) that the issue price of S\$0.305 per Consideration Unit represents a discount of 13.1% to the net asset value per Unit of S\$0.351 of First REIT as at 30 June 2021; and (c) that the issue price of S\$0.305 per Consideration Unit represents a slight premium of 3.4% to the volume weighted average price of S\$0.295 of the Units for the full market day on 6 December 2021, being the full market day prior to which the JMF SPA was signed.

The JMF Consideration represents an excess of approximately S\$4.1 million and S\$5.8 million over the book value of the JMF Group as at 31 December 2020 and 30 June 2021 respectively.

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### 6.3 Novation of JMF Intercompany Balances

There are certain loans and other amounts owing by the Company to the JMF Group amounting to the net amount equivalent to approximately S\$9.4 million as at 30 September 2021 (the “**JMF Intercompany Balances**”). At the JMF SPA Completion, the Company shall novate all of its rights, interests, obligations and liabilities under the JMF Intercompany Balances to the Purchaser, and the Purchaser shall assume all of such rights, interests, obligations and liabilities from the Company under the JMF Intercompany Balances on and subject to the terms of the JMF SPA and the deeds of novation to be entered into on the JMF SPA Completion in respect of the JMF Intercompany Balances.

As disclosed in Section 6.2(a) of this Circular, the amount of the JMF Intercompany Balances of approximately S\$9.4 million and any interest and other amounts accruing under the JMF Intercompany Balances after the Balance Sheet Date and up to the Completion Date (the “**JMF Accrued Amounts**”) shall be net-off against the JMF Consideration payable in accordance with the terms of the JMF SPA.

### 6.4 Conditions Precedent

The JMF SPA Completion is conditional upon, among others, the following Conditions Precedent:

- (a) the passing at the EGM of the resolution to approve the Proposed Transaction;
- (b) the passing at a general meeting of Unitholders of (i) a resolution to approve the proposed acquisition of the Target Shares; and (ii) a resolution to approve the issue of the Consideration Units as part payment of the JMF Consideration;
- (c) the receipt of a waiver from the Securities Industry Council of Singapore of the obligation on OHI to make a mandatory offer under Rule 14 of the Code;
- (d) the passing at a general meeting of Unitholders of a resolution by Unitholders other than OHI and its concert parties<sup>8</sup> (together, the “**Concert Parties**”) by way of a poll to waive their rights to receive a mandatory general offer under Rule 14 of the Code for Units not already owned or controlled by the Concert Parties;
- (e) the receipt of approval-in-principle of the SGX-ST for the listing of and quotation for the Consideration Units, and there not having occurred any revocation, amendment or withdrawal of such approval and, if applicable, the conditions to such approval having been fulfilled on or before the Completion Date;
- (f) none of the Japan Nursing Homes and the plant and equipment located in or which otherwise relate to each of the Japan Nursing Homes or their respective operations, and which are owned by JMF are materially damaged;
- (g) the written consent in a form and on terms (if any) reasonably satisfactory to the Purchaser from the Purchaser’s existing financiers in respect of the assumption by the Purchaser of the Shinsei Bank Guarantee executed by the Company in favour of Shinsei Bank;
- (h) the written consent in a form and on terms (if any) reasonably satisfactory to the Purchaser from Shinsei Bank in respect of:
  - (i) the novation of the Shinsei Bank Guarantee from the Company to the Purchaser or the termination of the Shinsei Bank Guarantee and the execution of a guarantee agreement by and between the Purchaser and Shinsei Bank in the form and substance equivalent to the Shinsei Bank Guarantee (as the case may be);

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<sup>8</sup> OUE, the First REIT Manager, the Company and Clifford Development Pte. Ltd. would be presumed to be persons acting in concert in the acquisition of voting rights in First REIT under the Code.

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## LETTER TO SHAREHOLDERS

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- (ii) the change of the directors of OUELH TMK (Japan) (if applicable); and
- (iii) the replacement of HJKK as the asset management company of OUELH TMK (Japan) with an asset management company agreed to by the Purchaser; and
- (i) the replacement of HJKK as the asset management company of OUELH TMK (Japan) with an asset management company agreed to by the Purchaser and Shinsei Bank, the cessation of the asset management business of HJKK (including the cancellation, termination, assignment and/or novation of substantially all licenses and relevant agreements) and, to the extent required, the entry into such agreements or deeds to evidence the JMA Intercompany Balances on terms satisfactory to the Purchaser acting reasonably.

As at the Latest Practicable Date, the Condition Precedent set out in Section 6.4(c) of this Circular has been satisfied.

### 6.5 JMF SPA Completion

Subject to the fulfilment (or waiver, as applicable) of the Conditions Precedent, the JMF SPA Completion is to take place on the Completion Date, being the tenth Business Day after all the Conditions Precedent (except for such conditions that, by their nature, can only be satisfied on the Completion Date) have been satisfied or waived (or such other date as the Company and the Purchaser may agree in writing but not later than the Long Stop Date). Completion under the JMF SPA shall take place simultaneously with completion under the JMA SPA.

### 6.6 Long Stop Date

If any of the Conditions Precedent are not satisfied or waived by the Purchaser on or before the Long Stop Date, being the date falling six (6) months from the date of the JMF SPA (or such other date as the Parties mutually agree in writing), then the JMF SPA shall lapse and neither Party shall have any claim against the other in relation to the JMF SPA, save for any claim arising from any antecedent breach of certain undertakings under the JMF SPA for each Party to use its best endeavours to procure the fulfilment of the Conditions Precedent or to co-operate with any request for information by any government agency.

## 7 PRINCIPAL TERMS OF THE JMA SPA

A summary of the material terms and conditions of the JMA SPA is as follows.

### 7.1 JMA Sale Shares

The Company shall sell, and the Purchaser shall purchase, the JMA Sale Shares free and clear of any encumbrance and together with all rights, benefits and advantages attaching thereto from the Completion Date.

### 7.2 JMA Consideration

The JMA Consideration of approximately S\$0.3 million, subject to post-completion adjustments, shall be satisfied in cash by the Purchaser on the JMA SPA Completion.

The JMA Consideration of approximately S\$0.3 million was arrived at after negotiations on an arm's length basis and on a willing-buyer and willing-seller basis, after taking into account, *inter alia*, the estimated net asset value of the JMA Group as set out in the consolidated accounts of the JMA Group as at 30 September 2021.

The JMA Consideration represents an excess of approximately S\$43,000 and S\$69,000 over the book value of the JMA Group as at 31 December 2020 and 30 June 2021 respectively.



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### 7.3 Novation of JMA Intercompany Balances

There are certain loans and other amounts owing by the Company and its subsidiary, HMAAC, to the JMA Group equivalent to approximately S\$6.8 million as at 30 September 2021 (the “**JMA Intercompany Balances**”). At the JMA SPA Completion, the Company shall, and the Company shall procure that HMAAC shall, novate all of its rights, interests, obligations and liabilities under the JMA Intercompany Balances to the Purchaser, and the Purchaser shall assume all of such rights, interests, obligations and liabilities from the Company and HMAAC under the respective JMA Intercompany Balances on and subject to the terms of the JMA SPA and the deeds of novation to be entered into on the JMA SPA Completion in respect of the JMA Intercompany Balances.

As disclosed in Section 6.2(b) of this Circular, the amount of the JMA Intercompany Balances of approximately S\$6.8 million and any interest and other amounts accruing under the JMA Intercompany Balances after the Balance Sheet Date and up to the Completion Date (the “**JMA Accrued Amounts**”) shall be net-off against the JMF Consideration payable in accordance with the terms of the JMF SPA.

### 7.4 Conditions Precedent

The JMA SPA Completion is conditional upon, among others, the fulfilment (or waiver, as applicable) of the Conditions Precedent set out in Section 6.4 of this Circular. Please refer to Section 6.4 of this Circular for the status of satisfaction of the Conditions Precedent as at the Latest Practicable Date.

### 7.5 JMA SPA Completion

Subject to the fulfilment (or waiver, as applicable) of the Conditions Precedent, the JMA SPA Completion is to take place on the Completion Date, and shall take place simultaneously with completion under the JMF SPA.

### 7.6 Long Stop Date

If any of the Conditions Precedent are not satisfied or waived by the Purchaser on or before the Long Stop Date, then the JMA SPA shall lapse and neither of the Parties shall have any claim against the other in relation to the JMA SPA, save for any claim arising from any antecedent breach of certain undertakings under the JMA SPA for each Party to use its best endeavours to procure the fulfilment of the Conditions Precedent or to co-operate with any request for information by any government agency.

## 8 SIMULTANEOUS COMPLETION OF THE JMF SPA AND THE JMA SPA

It is the intention of the Parties that the JMF SPA Completion will take place simultaneously with the JMA SPA Completion. Accordingly, pursuant to the JMF SPA and the JMA SPA, neither the Company nor the Purchaser shall be bound to effect the JMF SPA Completion or the JMA SPA Completion unless all of the below are completed at the same time:

- (a) the transfer of all (and not some only) of the JMF Sale Shares to the Purchaser;
- (b) the transfer of all (and not some only) of the JMA Sale Shares to the Purchaser;
- (c) the novation of the JMF Intercompany Balances; and
- (d) the novation of the JMA Intercompany Balances.

In view of the foregoing, the JMF SPA and the JMA SPA will be presented under a single resolution for Shareholders' approval at the EGM.

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## LETTER TO SHAREHOLDERS

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### 9 USE OF PROCEEDS

As the JMF Consideration will be satisfied through a combination of (a) net-off against the amount of the JMF Intercompany Balances and the JMA Intercompany Balances; (b) cash; and (c) the issue of Consideration Units, while the JMA Consideration will be satisfied entirely in cash, the total cash proceeds from the Proposed Transaction is approximately S\$15.8 million. The Net Proceeds of the Proposed Transaction will be used for working capital purposes.

The Company will make periodic announcement(s) as to the use of the Net Proceeds, including a breakdown on the working capital purposes, as and when such Net Proceeds are materially disbursed and whether such use of the Net Proceeds is in accordance with the stated use and percentage allocated. The Company will also provide a status report on the use of the Net Proceeds in the Company's interim and full-year financial statements and/or its annual report(s). Where the Net Proceeds have been used for working capital purposes, the Company will provide a breakdown with specific details on how the Net Proceeds have been applied in its results announcement(s) and annual report(s). Where there is any material deviation from the stated use of the Net Proceeds, the Company will announce the reasons for such deviation.

### 10 IRREVOCABLE UNDERTAKINGS

As at the Latest Practicable Date, BHPL, a Controlling Shareholder of the Company, is the legal and beneficial owner of 858,412,248 Shares, representing approximately 19.32% of the total number of issued Shares (the "**Existing BHPL Shares**"), and TIHPL, also a Controlling Shareholder of the Company, is the legal and beneficial owner of 3,126,316,752 Shares, representing approximately 70.36% of the total number of issued Shares (the "**Existing TIHPL Shares**"). Each of BHPL and TIHPL have, on 30 December 2021, given undertakings (together, the "**Irrevocable Undertakings**" and each, an "**Irrevocable Undertaking**") to the Company that, *inter alia*:

- (a) it will vote, and will procure the voting of, all the Relevant Shares in favour of the resolution to approve the Proposed Transaction and all other matters in connection therewith at the EGM; and
- (b) it will not, from the date of the Irrevocable Undertaking until the expiry thereof, directly or indirectly, (i) sell, transfer or otherwise dispose of, (ii) grant any option or right to purchase in respect of, (iii) charge or otherwise create an Encumbrance over, or (iv) enter into any swap or other arrangement that transfers to another, in whole or in part, any of the legal, beneficial or economic consequences of ownership of, all or any of the Relevant Shares or any interest therein.

For the purposes of the Irrevocable Undertakings:

- (i) "**Encumbrance**" means any mortgage, assignment, debenture, lien, charge, pledge, title retention, hypothecation, right to acquire, security interest, option, claim, pre-emptive or other similar right, right of first refusal and any other encumbrance or condition whatsoever; and
- (ii) "**Relevant Shares**" means the Existing BHPL Shares or the Existing TIHPL Shares (as the case may be) and any other Shares which may be acquired, directly or indirectly, by BHPL or TIHPL (as the case may be).

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### 11 FINANCIAL EFFECTS OF THE PROPOSED TRANSACTION

#### 11.1 Bases and Assumptions

The *pro forma* financial effects of the Proposed Transaction set out below are purely for illustrative purposes only and should not be taken as an indication of the actual future financial performance or position of the Group following the Proposed Transaction nor a projection of the future financial performance or position of the Group after completion of the Proposed Transaction.

The *pro forma* financial effects of the Proposed Transaction are prepared based on the latest audited consolidated financial statements of the Group for FY2020 and the unaudited consolidated financial statements of the Group for 1H2021 as well as the following bases and assumptions:

- (a) the financial effects on the NTA per Share of the Group for FY2020 are computed assuming that the Proposed Transaction had been completed on 31 December 2020;
- (b) the financial effects on the NTA per Share of the Group for 1H2021 are computed assuming that the Proposed Transaction had been completed on 30 June 2021;
- (c) the financial effects on the EPS of the Group for FY2020 are computed assuming that the Proposed Transaction had been completed on 1 January 2020;
- (d) the financial effects on the EPS of the Group for 1H2021 are computed assuming that the Proposed Transaction had been completed on 1 January 2021;
- (e) the allotment and issuance of the Consideration Units to the Group as partial payment of the JMF Consideration has been completed as at 1 January 2020; and
- (f) the allotment and issuance of the Consideration Units to the Group as partial payment of the JMF Consideration has been completed as at 1 January 2021.

The *pro forma* financial effects set out in this Circular are theoretical in nature and are therefore not necessarily reflective of the results of the Group or the related effects on its financial position that would have been attained had the Proposed Transaction taken place in accordance with the main assumptions set out herein.

#### 11.2 Effects on NTA per Share

	As at 31 December 2020			As at 30 June 2021	
	Before the Proposed Transaction	Pro Forma Adjusted <sup>(1)</sup>	After the Proposed Transaction	Before the Proposed Transaction	After the Proposed Transaction
NTA <sup>(2)</sup> (S\$'000)	138,233	327,841	331,953	323,696	329,523
Number of Shares	4,443,129,206	4,443,129,206	4,443,129,206	4,443,129,206	4,443,129,206
NTA per Share (cents)	3.1	7.4	7.5	7.3	7.4

**Notes:**

- (1) Adjusted for the TIHPL Shareholder Loan Conversion, as announced by the Company on 23 February 2021 and completed on 16 March 2021.
- (2) NTA means total assets less the sum of total liabilities and intangible assets.

## LETTER TO SHAREHOLDERS

### 11.3 Effects on the EPS

	FY2020			1H2021	
	Before the Proposed Transaction	Pro Forma Adjusted <sup>(1)</sup>	After the Proposed Transaction <sup>(2)(3)</sup>	Before the Proposed Transaction	After the Proposed Transaction <sup>(2)</sup>
(Loss) / profit after tax attributable to the Shareholders of the Company (S\$'000)	(98,726)	17,863	(69,564)	113,849	113,686
Weighted average number of Shares	4,443,129,206	4,443,129,206	4,443,129,206	4,443,129,206	4,443,129,206
(LPS) / EPS (cents)	(2.2)	0.4	(1.6)	2.6	2.6

**Notes:**

- (1) Adjusted for the TIHPL Shareholder Loan Conversion, as announced by the Company on 23 February 2021 and completed on 16 March 2021.
- (2) The *pro forma* (loss) / profit after tax attributable to Shareholders takes into account, *inter alia*: (a) the *pro forma* increase in profit share as a result of the increase in the Company's unitholding in First REIT pursuant to the allotment and issuance of the Consideration Units as partial payment of the JMF Consideration; and (b) the *pro forma* increase in profit from the First REIT Manager due to an increase in management fees, as a result of the larger asset portfolio of First REIT following the completion of the Proposed Transaction. For the avoidance of doubt, the financial effects have been computed on a basis consistent with the current accounting policies and standard of the Group.
- (3) For avoidance of doubt, First REIT recorded a loss attributable to its Unitholders for FY2020 and, accordingly, the *pro forma* increase in profit share as a result of the increase in the Company's unitholding in First REIT pursuant to the allotment and issuance of the Consideration Units as partial payment of the JMF Consideration would not be meaningful.

### 12 RELATIVE FIGURES UNDER RULE 1006 OF THE CATALIST RULES

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

Rule 1006	Bases	Relative Figures (%)
(a)	The net asset value of the assets to be disposed of, compared with the Group's net asset value	48.3% <sup>(1)</sup>
(b)	The net profits attributable to the assets disposed of, compared with the Group's net profits	127.2% <sup>(2)</sup>
(c)	The aggregate value of the consideration received for the Proposed Transaction, compared with the Company's market capitalisation based on the total number of issued shares excluding treasury shares	99.5% <sup>(3)</sup>
(d)	The number of equity securities to be issued by the Company as consideration for an acquisition, compared with the number of equity securities of the Company 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 probable and proved reserves	Not applicable <sup>(5)</sup>

**Notes:**

- (1) "Net assets" means total assets less total liabilities. Based on the net asset value of the Target Group of approximately S\$157.7 million and the unaudited net asset value of the Group of approximately S\$326.5 million as at 30 June 2021.

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- (2) “Net profits” means profit or loss including discontinued operations that have not been disposed and before income tax and non-controlling interests. Based on the net profits attributable to the Target Group of approximately S\$6.2 million for 1H2021 and the unaudited consolidated net profits of the Group of approximately S\$4.8 million for 1H2021, excluding the one-off gain from the TIHPL Shareholder Loan Conversion.
- (3) The Company’s market capitalisation of approximately S\$164.4 million is based on its total number of 4,443,129,206 issued Shares and the volume weighted average price of S\$0.037 per Share on 6 December 2021, being the last traded market day prior to the date of the JMF SPA and the JMA SPA.
- (4) Not applicable as the transaction is not an acquisition.
- (5) Not applicable as the Company is not a mineral, oil and gas company.

As the relative figures for the Proposed Transaction as computed on the bases set out in Rules 1006(b) and (c) of the Catalist Rules exceed 50.0%, the Proposed Transaction will be classified as a major transaction under Rule 1014 of the Catalist Rules and is subject to the approval of Shareholders at the EGM.

### 13 INTERESTS OF THE DIRECTORS AND SUBSTANTIAL SHAREHOLDERS

#### 13.1 Shareholdings of Directors and Substantial Shareholders

As at the Latest Practicable Date, the direct and deemed interests of the Directors and Substantial Shareholders in the Shares of the Company, based on information of recorded in the register of Director’s shareholdings and the register of Substantial Shareholders maintained by the Company, are as follows:

	As at the Latest Practicable Date			
	Number of Shares			%(1)
	Direct Interest	Deemed Interest <sup>(2)</sup>	Total Interest	
<b>Directors</b>	–	–	–	–
Mr. Lee Yi Shyan	–	–	–	–
Mr. Yet Kum Meng	–	–	–	–
Mr. Tadahiro Kiyosu	–	–	–	–
Mr. Roger Tan Chade Phang	–	–	–	–
Mr. Eric Sho Kian Hin	–	–	–	–
Mr. Jackson Tay Eng Kiat	–	–	–	–
Ms. Usha Ranee Chandradas	–	–	–	–
<b>Substantial Shareholders (other than Directors)</b>				
TIHPL	3,126,316,752	–	3,126,316,752	70.36
OUE <sup>(3)</sup>	–	3,126,316,752	3,126,316,752	70.36
OUE Realty Pte. Ltd. (“OUE <sup>R</sup> ”) <sup>(4)</sup>	–	3,126,316,752	3,126,316,752	70.36
Golden Concord Asia Limited (“GCAL”) <sup>(5)</sup>	–	3,126,316,752	3,126,316,752	70.36
Fortune Crane Limited (“FCL”) <sup>(6)</sup>	–	3,126,316,752	3,126,316,752	70.36
Lippo ASM Asia Property Limited (“LAAPL”) <sup>(7)</sup>	–	3,126,316,752	3,126,316,752	70.36
HKC Property Investment Holdings Limited (“HKC Property”) <sup>(8)</sup>	–	3,126,316,752	3,126,316,752	70.36
Hongkong Chinese Limited (“HCL”) <sup>(9)</sup>	–	3,126,316,752	3,126,316,752	70.36
Hennessy Holdings Limited (“Hennessy”) <sup>(10)</sup>	–	3,126,316,752	3,126,316,752	70.36
Prime Success Limited (“PSL”) <sup>(11)</sup>	–	3,126,316,752	3,126,316,752	70.36
Lippo Limited (“LL”) <sup>(12)</sup>	–	3,126,400,252	3,126,400,252	70.36
Lippo Capital Limited (“LCL”) <sup>(13)</sup>	–	3,126,400,252	3,126,400,252	70.36

## LETTER TO SHAREHOLDERS

	As at the Latest Practicable Date			
	Number of Shares			
	Direct Interest	Deemed Interest <sup>(2)</sup>	Total Interest	%( <sup>1</sup> )
Lippo Capital Holdings Company Limited (“ <b>LCH</b> ”) <sup>(14)</sup>	–	3,126,400,252	3,126,400,252	70.36
Lippo Capital Group Limited (“ <b>LCG</b> ”) <sup>(15)</sup>	–	3,126,400,252	3,126,400,252	70.36
PT Trijaya Utama Mandiri (“ <b>PT Trijaya</b> ”) <sup>(16)</sup>	–	3,126,400,252	3,126,400,252	70.36
Admiralty Station Management Limited (“ <b>Admiralty</b> ”) <sup>(17)</sup>	–	3,126,316,752	3,126,316,752	70.36
Argyle Street Management Limited (“ <b>ASML</b> ”) <sup>(18)</sup>	–	3,126,316,752	3,126,316,752	70.36
Argyle Street Management Holdings Limited (“ <b>ASMHL</b> ”) <sup>(19)</sup>	–	3,126,316,752	3,126,316,752	70.36
Mr. James Tjahaja Riady <sup>(20)</sup>	–	3,126,400,252	3,126,400,252	70.36
Dr. Stephen Riady <sup>(21)</sup>	–	3,126,400,252	3,126,400,252	70.36
Mr. Kin Chan <sup>(22)</sup>	–	3,126,316,752	3,126,316,752	70.36
Mr. V-Nee Yeh <sup>(23)</sup>	–	3,126,316,752	3,126,316,752	70.36
BHPL	858,412,248	–	858,412,248	19.32
ITOCHU Singapore Pte Ltd (“ <b>ITOCHU SG</b> ”) <sup>(24)</sup>	–	858,412,248	858,412,248	19.32
ITOCHU Corporation (“ <b>ITOCHU Corp</b> ”) <sup>(25)</sup>	–	858,412,248	858,412,248	19.32

**Notes:**

- (1) Based on the total number of 4,443,129,206 issued Shares as at the Latest Practicable Date.
- (2) Deemed interests refer to interests determined pursuant to Section 4 of the SFA.
- (3) OUE is deemed to have an interest in the Shares held by TIHPL. TIHPL is a wholly-owned subsidiary of OUE.
- (4) OUER is deemed to have an interest in the Shares in which its subsidiary, OUE, has a deemed interest.
- (5) GCAL is deemed to have an interest in the Shares in which its subsidiary, OUER, has a deemed interest.
- (6) FCL is deemed to have an interest in the Shares in which its subsidiary, GCAL, has a deemed interest.
- (7) LAAPL is deemed to have an interest in the Shares in which its subsidiary, FCL, has a deemed interest.
- (8) LAAPL is jointly held by HKC Property and Admiralty. Accordingly, HKC Property is deemed to have an interest in the Shares in which LAAPL has a deemed interest.
- (9) HCL is the immediate holding company of HKC Property. Accordingly, HCL is deemed to have an interest in the Shares in which HKC Property has a deemed interest.
- (10) Hennessy is an intermediate holding company of HKC Property. Accordingly, Hennessy is deemed to have an interest in the Shares in which HKC Property has a deemed interest.
- (11) PSL is an intermediate holding company of HKC Property. Accordingly, PSL is deemed to have an interest in the Shares in which HKC Property has a deemed interest.
- (12) LL is an intermediate holding company of HKC Property. Accordingly, LL is deemed to have an interest in the Shares in which HKC Property has a deemed interest, as well as a deemed interest in the 83,500 Shares held by Hongkong China Treasury Limited, a subsidiary of LL (the “**HKCTL Shares**”).
- (13) LCL is an intermediate holding company of HKC Property and the immediate holding company of LL. Accordingly, LCL is deemed to have an interest in the Shares in which HKC Property has a deemed interest, as well as a deemed interest in the HKCTL Shares in which LL has a deemed interest.
- (14) LCH is an intermediate holding company of HKC Property and LL. Accordingly, LCH is deemed to have an interest in the Shares in which HKC Property has a deemed interest, as well as a deemed interest in the HKCTL Shares in which LL has a deemed interest.

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## LETTER TO SHAREHOLDERS

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- (15) LCG is the holding company of LCH, which in turn is an intermediate holding company of HKC Property and LL. Accordingly, LCG is deemed to have an interest in the Shares in which HKC Property has a deemed interest, as well as a deemed interest in the HKCTL Shares in which LL has a deemed interest.
- (16) PT Trijaya holds more than 20% of the shares in LCL, which is an intermediate holding company of HKC Property and the immediate holding company of LL. Accordingly, PT Trijaya is deemed to have an interest in the Shares in which HKC Property has a deemed interest, as well as a deemed interest in the HKCTL Shares in which LL has a deemed interest.
- (17) LAAPL is jointly held by Admiralty and HKC Property. Accordingly, Admiralty is deemed to have an interest in the Shares in which LAAPL has a deemed interest.
- (18) ASML owns 100% of the voting shares in the capital of Admiralty. Accordingly, ASML is deemed to have an interest in the Shares in which Admiralty has a deemed interest.
- (19) ASMHL is the immediate holding company of ASML. Accordingly, ASMHL is deemed to have an interest in the Shares in which ASML has a deemed interest.
- (20) Mr. James Tjahaja Riady effectively holds all the shares in PT Trijaya, which holds more than 20% of the shares in LCL. LCL in turn is an intermediate holding company of HKC Property and the immediate holding company of LL. Accordingly, Mr. James Tjahaja Riady is deemed to have an interest in the Shares in which HKC Property has a deemed interest, as well as a deemed interest in the HKCTL Shares in which LL has a deemed interest.
- (21) Dr. Stephen Riady holds the entire issued share capital of LCG, which is the holding company of LCH. LCH in turn is an intermediate holding company of HKC Property and LL. Accordingly, Dr. Stephen Riady is deemed to have an interest in the Shares in which HKC Property has a deemed interest, as well as a deemed interest in the HKCTL Shares in which LL has a deemed interest.
- (22) Mr. Kin Chan is the beneficial holder of more than 20% of the issued share capital of ASMHL. Accordingly, Mr. Kin Chan is deemed to have an interest in the Shares in which ASMHL has a deemed interest.
- (23) Mr. V-Nee Yeh is the beneficial holder of more than 20% of the issued share capital of ASMHL. Accordingly, Mr. V-Nee Yeh is deemed to have an interest in the Shares in which ASMHL has a deemed interest.
- (24) ITOCHU SG is deemed to have an interest in the Shares held by BHPL. ITOCHU SG holds 60% of the issued share capital of BHPL.
- (25) ITOCHU Corp is deemed to have an interest in the Shares in which its subsidiary, ITOCHU SG, has a deemed interest. ITOCHU Corp also holds 40% of the issued share capital of BHPL.

### 14 INTERESTS OF THE DIRECTORS AND SUBSTANTIAL SHAREHOLDERS IN THE PROPOSED TRANSACTION

Save for the deemed interest of OUE, a Controlling Shareholder of the Company, of 28.81% of the Units, as disclosed in Section 2 of this Circular, as at the Latest Practicable Date, none of the Directors or Substantial Shareholders of the Company has any interest, direct or indirect, (other than their respective shareholding in the Company, if any) in the Proposed Transaction.

### 15 DIRECTORS' SERVICE CONTRACTS

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

### 16 DIRECTORS' RECOMMENDATION

Having reviewed, *inter alia*, the rationale for the Proposed Transaction, the Directors are of the view that the Proposed Transaction is in the interests of the Company, and they recommend that Shareholders **VOTE IN FAVOUR** of the ordinary resolution relating to the Proposed Transaction at the EGM.

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## LETTER TO SHAREHOLDERS

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Shareholders are advised to exercise caution in trading their Shares as the Proposed Transaction is subject to Conditions Precedent and there is no certainty or assurance as at the date of this Circular that all of the Conditions Precedent will be satisfied (or waived, as the case may be), or that the Proposed Transaction will be completed. Shareholders are advised to read this Circular and any announcements by the Company carefully. Shareholders should consult their stockbrokers, bank managers, solicitors or other professional advisers if they have doubt about the actions they should take.

### 17 EXTRAORDINARY GENERAL MEETING

#### 17.1 Date and Time of EGM

The EGM, notice of which is set out on pages N-1 to N-3 of this Circular, will be convened and held by way of electronic means on 28 January 2022 at 9.00 a.m. (Singapore time) for the purpose of considering and, if thought fit, passing with or without modifications the ordinary resolution to approve the Proposed Transaction as set out in the Notice of EGM.

#### 17.2 No Attendance at EGM

**Due to the current COVID-19 situation in Singapore, Shareholders will not be able to attend the EGM in person.** Instead, alternative arrangements have been put in place to allow Shareholders to participate in the EGM by:

- (a) watching the EGM proceedings via “live” audio-and-video webcast or listening to the EGM proceedings via “live” audio-only stream;
- (b) submitting questions in advance of the EGM;
- (c) having their questions addressed at a virtual information session (“**VIS**”) to be held prior to the closing date and time for the lodgement of the proxy forms prior to the EGM; and/or
- (d) voting by appointing the Chairman as proxy at the EGM.

Please refer to Section 19.1 of this Circular for further details on the alternative arrangements.

**In addition, Shareholders should note that the Company may make further changes to its EGM arrangements (including but not limited to any applicable alternative arrangements as may be prescribed or permitted (as the case may be) under the COVID-19 Act and any regulations promulgated thereunder (including the COVID-19 Order) as well as other guidelines issued by the relevant authorities) as the situation evolves. Shareholders are advised to keep abreast of any such changes as may be announced by the Company from time to time on SGXNet.**

### 18 NO DESPATCH OF PRINTED COPIES OF CIRCULAR, NOTICE OF EGM, PROXY FORM AND QUESTIONS FORM

In line with the provisions under the COVID-19 Order, no printed copies of this Circular, the Notice of EGM, the Proxy Form and the Questions Form in respect of the EGM will be despatched to Shareholders.

Copies of this Circular, the Notice of EGM, the Proxy Form and the Questions Form have been uploaded on SGXNet and are now also available on the Company’s website at the URL [https://investor.ouelh.com/agm\\_egm.html](https://investor.ouelh.com/agm_egm.html).

A Shareholder will need an Internet browser and PDF reader to view these documents on SGXNet and the Company’s designated website.

Shareholders are advised to read this Circular carefully in order to decide whether they should vote in favour of or against the resolution in relation to the Proposed Transaction to be proposed at the EGM.



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## LETTER TO SHAREHOLDERS

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### 19 ACTION TO BE TAKEN BY SHAREHOLDERS

#### 19.1 Alternative Arrangements

Alternative arrangements have been put in place to allow Shareholders to participate at the EGM as follows:

##### (a) Registration to attend the EGM

The Chairman of the EGM will conduct the proceedings of the EGM by way of electronic means.

Shareholders will be able to watch these proceedings through a “live” audio-and-video webcast via their mobile phones, tablets or computers or listen to these proceedings through a “live” audio-only stream via telephone.

In order to do so, Shareholders must follow these steps:

- (i) Shareholders, CPFIS Investors and SRS Investors who wish to follow the proceedings through a “live” audio-and-video webcast via their mobile phones, tablets or computers or listen to the proceedings through a “live” audio-only stream via telephone must pre-register at <http://www.ouelh.com/EGMJan2022.html> no later than 9.00 a.m. on 25 January 2022 (the “**Registration Deadline**”). Following verification, an email containing instructions on how to access the “live” audio-and-video webcast and “live” audio-only stream of the proceedings of the EGM will be sent to authenticated Shareholders, CPFIS Investors and SRS Investors by 12.00 p.m. on 27 January 2022.
- (ii) Shareholders, CPFIS Investors and SRS Investors who do not receive any email by 12.00 p.m. on 27 January 2022, but have registered by the Registration Deadline, should contact the Company’s Share Registrar, Boardroom Corporate & Advisory Services Pte. Ltd. at [srs.teamE@boardroomlimited.com](mailto:srs.teamE@boardroomlimited.com) stating: (A) the Shareholder’s full name; and (B) the Shareholder’s identification/registration number.
- (iii) Investors holding Shares through relevant intermediaries (as defined in Section 181 of the Companies Act) (“**Investors**”) (other than CPFIS Investors and SRS Investors) will not be able to pre-register at <http://www.ouelh.com/EGMJan2022.html> for the “live” broadcast of the EGM. An Investor (other than CPFIS Investors and SRS Investors) who wishes to participate in the “live” broadcast of the EGM should instead approach his/her relevant intermediary as soon as possible in order for the relevant intermediary to make the necessary arrangements to pre-register. The relevant intermediary is required to submit a consolidated list of participants (setting out in respect of each participant, his/her name, email address and NRIC/Passport number) to the Company’s Share Registrar, Boardroom Corporate & Advisory Services Pte. Ltd., via email to [srs.teamE@boardroomlimited.com](mailto:srs.teamE@boardroomlimited.com) no later than 9.00 a.m. on 25 January 2022.

##### (b) Submission of questions in advance for the VIS and the EGM or asking questions “live” at the VIS

Shareholders and Investors will not be able to ask questions “live” during the broadcast of the EGM, but will be able to via an online chat box function during the VIS to be held prior to the EGM. Shareholders and Investors who pre-register to watch the “live” audio-and-video webcast or listen to the “live” audio-only stream of the EGM may submit questions related to the resolution to be tabled for approval for the EGM by submitting the completed Questions Form in advance of the VIS or the EGM:

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## LETTER TO SHAREHOLDERS

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- (i) All Questions Forms must be submitted in the following manner:
- (A) if submitted electronically, be submitted via email to the Company's Share Registrar, Boardroom Corporate & Advisory Services Pte. Ltd. at [srs.teamE@boardroomlimited.com](mailto:srs.teamE@boardroomlimited.com); or
  - (B) if submitted by post, be lodged at the registered office of the Company's Share Registrar, Boardroom Corporate & Advisory Services Pte. Ltd., at 50 Raffles Place, #32-01 Singapore Land Tower, Singapore 048623,

in either case, by **9.00 a.m. on 14 January 2022** for the purposes of the VIS (the "**VIS Questions Deadline**") or by **9.00 a.m. on 24 January 2022** for the purposes of the EGM (being 24 hours before the closing time for the lodgement of the proxy forms prior to the EGM).

The Company will endeavour to address all substantial and relevant questions:

- (C) received by the VIS Questions Deadline during the VIS (see Section 19.1(b)(iii) below for further information), and will also publish the minutes, or provide a link for Shareholders and Investors to access a recording of the VIS, by **21 January 2022** (see Section 19.1(b)(iv) below for further information); and
  - (D) received after the VIS Questions Deadline, either before the EGM on SGXNet at the URL <https://www.sgx.com/securities/company-announcements> and the Company's website at the URL [https://investor.ouelh.com/agm\\_egm.html](https://investor.ouelh.com/agm_egm.html) or during the EGM.
- (ii) The Questions Form may be accessed and downloaded from the Company's website at the URL [https://investor.ouelh.com/agm\\_egm.html](https://investor.ouelh.com/agm_egm.html) and on SGXNet.

### VIS

- (iii) A VIS will be held for Shareholders and Investors prior to the EGM, at **6.00 p.m. on 19 January 2022** where the Company will endeavour to address all substantial and relevant questions received by the VIS Questions Deadline from Shareholders and Investors in relation to the ordinary resolution to approve the Proposed Transaction as set out in the Notice of EGM. Shareholders and Investors will also be able to ask questions "live" via the online chat box function during the VIS.

In order to participate in the VIS, Shareholders and Investors must follow these steps:

- (A) Shareholders and Investors who wish to participate in the VIS through a "live" audio-and-video webcast via their mobile phones, tablets or computers or listen to the proceedings of the VIS through a "live" audio-only stream via telephone must pre-register no later than **6.00 p.m. on 16 January 2022** (the "**VIS RSVP Deadline**"). The weblink for pre-registration for the VIS is contained in the Company's announcement dated 5 January 2022, which is available on SGXNet.

Pre-registration for the VIS is compulsory and any registration received after the VIS RSVP Deadline will not be accepted.

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## LETTER TO SHAREHOLDERS

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- (B) As the VIS is being held only for Shareholders and Investors, Shareholders, CPFIS Investors and SRS Investors are required to submit an electronic copy of the latest proof of their shareholdings in the Company (“**Company Shareholdings**”) for verification purposes when they pre-register, failing which, they will not be provided with the login details for the “live” audio-and-video webcast or the “live” audio-only stream of the VIS.

Investors (other than CPFIS Investors and SRS Investors) who hold Shares through relevant intermediaries will not be able to pre-register for the VIS and should instead approach his/her relevant intermediary as soon as possible for the relevant intermediary to make the necessary arrangements to pre-register. The relevant intermediary is required to submit a consolidated list of participants (setting out in respect of each participant, his/her name, email address and NRIC/Passport number) to the Company’s Share Registrar, Boardroom Corporate & Advisory Services Pte. Ltd., via email to [srs.teamE@boardroomlimited.com](mailto:srs.teamE@boardroomlimited.com) no later than **6.00 p.m. on 16 January 2022**, failing which, they will not be provided with the login details for the “live” audio-and-video webcast or the “live” audio-only stream of the VIS.

A Shareholder who is a corporation may appoint one representative by submitting an authorisation letter (on the corporation’s letterhead) authorising its named representative to attend the “live” audio-and-video webcast or “live” audio-only stream of the VIS on its behalf and indicate the details as required during the pre-registration process for the VIS. A Shareholder who is a corporation is also required to submit an electronic copy of the latest proof of its Company Shareholdings for verification purposes when it pre-registers for the VIS, failing which, it will not be provided with the login details for the “live” audio-and-video webcast or the “live” audio-only stream for the VIS.

- (C) Following verification, an email containing login details and instructions on how to access the “live” audio-and-video webcast or the “live” audio-only stream for the VIS will be sent to authenticated Shareholders and Investors prior to the VIS.
- (D) Each set of login details will only allow one person to login during the “live” audio-and-video webcast or the “live” audio-only stream for the VIS. Multiple logins using the same set of login details are not allowed.

Shareholders and Investors are not permitted to appoint a proxy to join the “live” audio-and-video webcast or the “live” audio-only stream for the VIS on their behalf.

- (iv) The Company will publish the minutes, or provide a link for Shareholders and Investors to access the recording of the VIS on SGXNet at the URL <https://www.sgx.com/securities/company-announcements> and the Company’s website at the URL [https://investor.ouelh.com/agm\\_egm.html](https://investor.ouelh.com/agm_egm.html) by **21 January 2022**.

### Post-VIS Arrangements

- (v) The Company will endeavour to address any further substantial and relevant clarifications or follow-up questions received from Shareholders and Investors after the VIS Questions Deadline but by **9.00 a.m. on 24 January 2022** either before the EGM on SGXNet at the URL <https://www.sgx.com/securities/company-announcements> and the Company’s website at the URL [https://investor.ouelh.com/agm\\_egm.html](https://investor.ouelh.com/agm_egm.html) or during the EGM.

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## LETTER TO SHAREHOLDERS

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- (vi) The Company will also, within one (1) month after the date of the EGM, publish the minutes of the EGM on SGXNet and the Company's website, and the minutes will include the responses to the questions referred to above.
- (vii) Please note that Shareholders and Investors will not be able to ask questions at the EGM "live" during the webcast and the audio feed, and therefore it is important for Shareholders to submit their Questions Forms in advance of the EGM in accordance with the foregoing instructions.

**In view of the current COVID-19 situation in Singapore and the related safe distancing measures which may make it difficult to submit completed Questions Forms by post, Shareholders and Investors are strongly encouraged to submit their completed Questions Forms electronically via email.**

**(c) Voting by proxy only**

Shareholders will not be able to vote online on the resolution to be tabled for approval at the EGM. Instead, if Shareholders (whether individual or corporate) wish to exercise their votes, they must submit a Proxy Form to **appoint the Chairman of the EGM** to vote on their behalf:

- (i) Shareholders (whether individual or corporate) appointing the Chairman of the EGM as proxy must give specific instructions as to his manner of voting, or abstentions from voting, in the Proxy Form, failing which the appointment will be treated as invalid.
- (ii) The Proxy Form must be submitted to the Company in the following manner:
  - (A) if submitted electronically, be submitted via email to the Company's Share Registrar, Boardroom Corporate & Advisory Services Pte. Ltd. at [srs.teamE@boardroomlimited.com](mailto:srs.teamE@boardroomlimited.com); or
  - (B) if submitted by post, be lodged at the registered office of the Company's Share Registrar, Boardroom Corporate & Advisory Services Pte. Ltd., at 50 Raffles Place, #32-01 Singapore Land Tower, Singapore 048623,

in either case, by **9.00 a.m. on 25 January 2022** (being 72 hours before the time appointed for holding the EGM).

- (iii) The Proxy Form may be accessed and downloaded from the Company's website at the URL [https://investor.ouelh.com/agm\\_egm.html](https://investor.ouelh.com/agm_egm.html) and on SGXNet.
- (iv) Investors (other than CPFIS Investors and SRS Investors) who wish to vote should approach his/her relevant intermediary by **5.00 p.m. on 19 January 2022, being at least seven (7) working days before the date of the EGM**, to specify his/her voting instructions. CPFIS Investors and SRS Investors who wish to exercise their votes by appointing the Chairman of the EGM as proxy should approach their respective relevant intermediaries (including their respective CPF Agent Banks or SRS Agent Banks) to submit their voting instructions by **5.00 p.m. on 19 January 2022, being at least seven (7) working days before the date of the EGM**, in order to allow sufficient time for their respective relevant intermediaries to in turn submit a Proxy Form to appoint the Chairman of the EGM to vote on their behalf by 9.00 a.m. on 25 January 2022 (being 72 hours before the time appointed for holding the EGM).

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## LETTER TO SHAREHOLDERS

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### 19.2 Depositor not Shareholder

A Depositor will not be regarded as a Shareholder of the Company entitled to attend the EGM and to speak and vote thereat unless he is shown to have Shares entered against his name in the Depository Register as certified by CDP to the Company at least 72 hours before the time fixed for the EGM.

## 20 RESPONSIBILITY STATEMENTS

### 20.1 Directors

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 Transaction and the Group in relation to the Proposed Transaction, 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.

### 20.2 Financial Adviser

To the best of the knowledge and belief of RHT Capital Pte. Ltd., as the Financial Adviser to the Company in respect of the Proposed Transaction, this Circular contains full and true disclosure of all material facts about the Proposed Transaction and the Group, and RHT Capital Pte. Ltd. is not aware of any facts the omission of which would make any statement in this Circular misleading.

## 21 CONSENTS

### 21.1 Financial Adviser

RHT Capital Pte. Ltd., the Financial Adviser to the Company in respect of the Proposed Transaction, has given and has not withdrawn its written consent to the issue of this Circular with the inclusion of its name and all references to its name in the form and context in which it appears in this Circular.

### 21.2 Independent Valuer

Colliers International Japan KK Valuation & Advisory Services, the Independent Valuer, has given and has not withdrawn its written consent to the issue of this Circular with the inclusion of its name and the Valuation Certificates as set out in Appendix B to this Circular, and all references to its name in the form and context in which it appears in this Circular.

## 22 DOCUMENTS AVAILABLE FOR INSPECTION

Copies of the following documents are available for inspection<sup>9</sup> at the registered office of the Company at 6 Shenton Way, #10-09A OUE Downtown, Singapore 068809, 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 and audited financial statements of the Company for FY2020;
- (c) the unaudited financial statements of the Company for 1H2021;
- (d) the JMF SPA;

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<sup>9</sup> Prior appointment is required in light of the COVID-19 situation.

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## LETTER TO SHAREHOLDERS

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- (e) the JMA SPA;
- (f) the Valuation Reports and the Valuation Certificates;
- (g) the Irrevocable Undertakings referred to in Section 10 of this Circular; and
- (h) the letters of consent referred to in Section 21 of this Circular.

Yours faithfully,

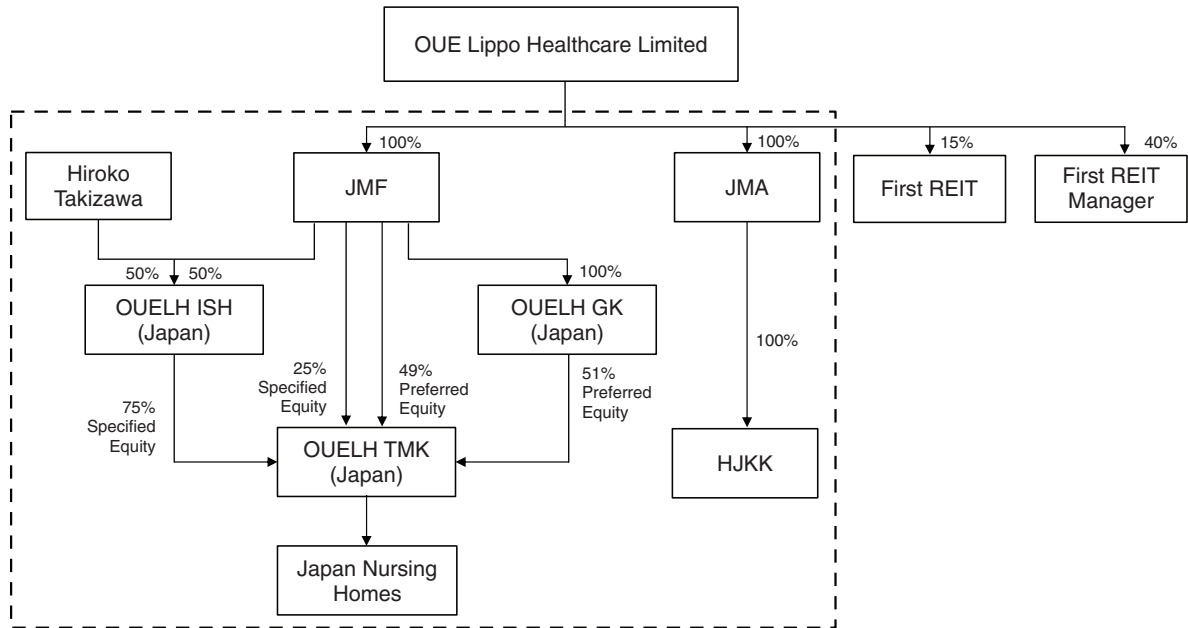
For and on behalf of the Board

**OUE Lippo Healthcare Limited**

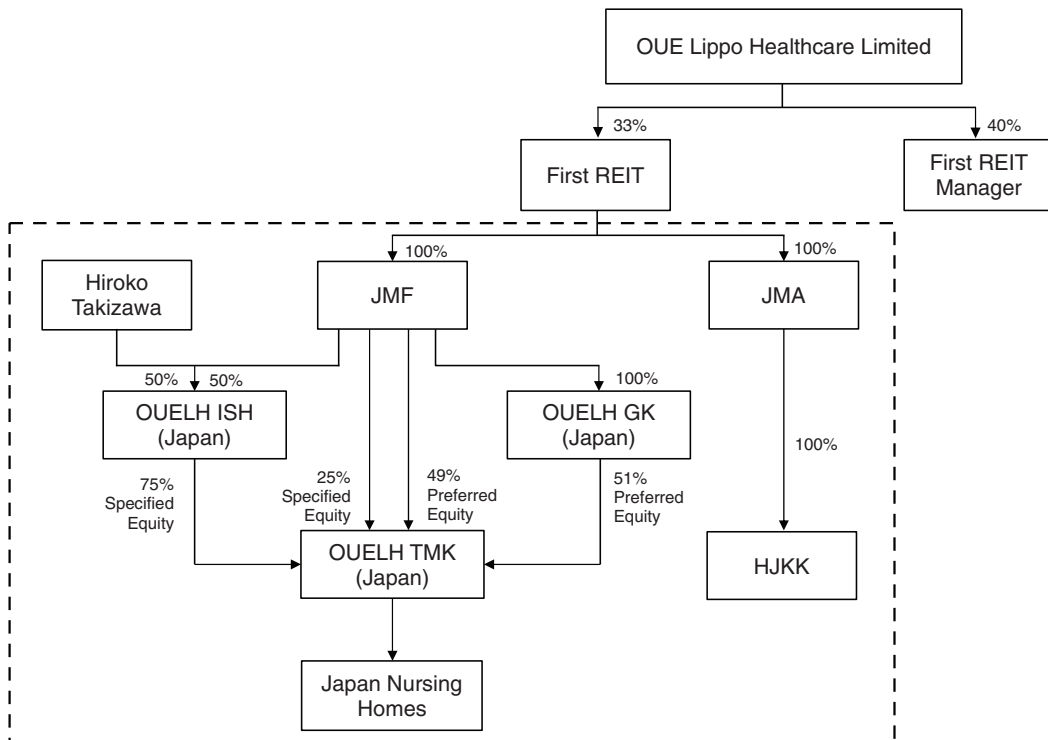
Mr. Yet Kum Meng  
Chief Executive Officer and Executive Director

## APPENDIX A - GROUP STRUCTURE BEFORE AND AFTER THE PROPOSED TRANSACTION

### (I) GROUP STRUCTURE BEFORE THE PROPOSED TRANSACTION



### (II) GROUP STRUCTURE AFTER THE PROPOSED TRANSACTION



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## APPENDIX B - VALUATION CERTIFICATES

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Colliers International Japan KK  
Valuation & Advisory Services

MAIN +81 3 4540 8600  
EMAIL noriko.hattori@colliers.com



Hibiya Kokusai Building  
2-2-3, Uchisaiwaicho, Chiyoda-ku, Tokyo,  
100-0011 Japan

3 December, 2021

OUE LIPPO Healthcare Limited Limited  
6 Shenton Way, OUE Downtown 2,  
#10-09A Singapore 068809

Dear Sirs,

**Re: Hikari Heights Varus Fujino in Japan (the “Property”)**

We refer to your instructions to carry out a valuation in respect of the abovementioned Property for the purpose of assessing the market value for financing, statutory reporting and OUE Lippo Healthcare Limited’s corporate action. Our instructions are to provide our opinion of the Market Value of Property as at 12 November 2021. The basis of the valuation is stated in the valuation certificate appended.

We confirm that we have prepared a formal valuation report in accordance with the requirements of the instructions.

The valuation has been carried out in accordance with The Royal Institution of Chartered Surveyors (RICS) Valuation Standards and Guidelines, incorporating International Valuation Standards (IVS), and the Japanese Real Estate Valuation Standards.

Our valuation is on the basis of Market Value which is intended to mean “the estimated amount for which a property should exchange on the date of valuation between a willing buyer and a willing seller in an arm’s length transaction after proper marketing wherein the parties had each acted knowledgeably, prudently and without compulsion”.

This definition of value is consistent with the international definition of Market Value as advocated by RICS, IVS, and the Japanese Real Estate Valuation Standards.

No allowance has been made in our valuation for any charges, mortgages or amounts owing on the property, nor for any expenses or taxation which may be incurred in effecting a sale. It is assumed that the property is free from any major or material encumbrances, restrictions and outgoings of an onerous nature which could affect its value.

This letter and the valuation summary do not contain all the necessary data and information included in arriving at our valuation opinion.

The valuation and market information are not guarantees or predictions and must be read in consideration of the following:

- The estimated value is based upon the factual information provided. Property data/information provided is assumed to be correct. Whilst Colliers International Japan KK has endeavored to ensure the accuracy of the information, it has not independently verified all information provided.
- The valuation and report was undertaken based upon information available as at the date of valuation. Colliers International Japan KK accepts no responsibility for subsequent changes in information as to proposed scheme, areas, income, expenses or market conditions.
- The methodologies adopted in valuing the property are based upon estimates of future results and are not predictions. Each methodology is based on a set of assumptions as to income and expenses of the property and future economic conditions in the local market.

The reported analysis, opinion and conclusion are limited only by the reported assumptions and limiting conditions and is our personal, unbiased professional analysis, opinion and conclusion.

We also confirm that we do not have a pecuniary interest that would conflict with a proper valuation of the property and the valuers undertaking the valuation are authorized to practice as valuers.



## APPENDIX B - VALUATION CERTIFICATES

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2-2-3, Uchisaiwaicho, Chiyoda-ku, Tokyo,  
100-0011 Japan



Normally, in undertaking a market valuation, the valuer would assess the property to be valued assuming its highest and best use and competent and efficient management. The typical methods employed by valuers of commercial assets are the income approach (Discount Cash Flow method and Direct Capitalization method), cost approach and sale comparable approach. In providing our opinion for the nursing home, we have adopted the income approach and the cost approach.

### Discounted Cash Flow method

We have carried out a discounted cash flow analysis over a 10-year investment horizon in which we have assumed that the Property is sold at the commencement of the eleventh year of the cash flow. This form of analysis allows an investor to make an assessment of the long term return that is likely to be derived from a property with a combination of both net income/rental and capital growth over an assumed investment horizon in undertaking this analysis, a wide range of assumptions are made including a target discount rate, rental growth, sale price of the property at the end of the investment horizon as well as costs associated with its disposal at the end of the investment period.

### Direct Capitalization method

we have also utilized the Capitalization Approach by estimating sustainable revenue of a property, adjusting to reflect anticipated operating expenses or outgoings, deriving a net income which is then capitalized at appropriate capitalization rate.

### Cost Approach

In the cost approach, we indicates the value of an asset by the cost to create or replace the asset with another similar one, on the premise that a purchaser would not pay more for an asset than the cost to obtain one of equal usefulness.

The income approach using the DCF technique is the method normally employed by Colliers and is believed to be the one best able to reflect the process used by an investor when assessing a price to bid for a particular dynamic income generating property such as nursing homes.

In our opinion, the market value of the Property as at the valuation date is:

**JPY1,574,000,000**  
**(ONE BILLION FIVE HUNDRED AND SEVENTY-FOUR MILLION JAPANESE YEN)**

Our Valuation Certificate is appended.

Yours faithfully,

For and on behalf of

**Colliers International Japan KK**

*Noriko Hattori*



**Noriko Hattori**  
MRICS  
Licensed Real Estate Appraiser No 8788  
Director  
Valuation and Advisory Services

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### VALUATION CERTIFICATE

<b>Property</b>	:	Hikari Heights Varus Fujino 240-1 and other lots, Fujino 3jo 11-chome, Minami-ku, Sapporo-shi, Hokkaido.
<b>Client</b>	:	OUE LIPPO Healthcare Limited, Shinsei Bank, Limited.
<b>Purpose</b>	:	For assessing the market value of for financing, statutory reporting and OUE Lippo Healthcare Limited's corporate action.
<b>Brief Description</b>	:	The subject property is a 13-storey paid nursing home facility, located approximately 8.2km southwest of Sapporo City Subway Nanboku Line Makomanai Station. Each floor comprises several types of rooms. There are 139 units in total (one-bedroom type and two- bedroom type from 2nd floor to 13th floor).
<b>Registered Owner</b>	:	IHC Japan First TMK
<b>Zoning</b>	:	Category I Residential Area
<b>Interest Valued</b>	:	Freehold land and building
<b>Land area</b>	:	7,230 sqm
<b>Gross Floor Area</b>	:	9,781.80 sqm
<b>Net Lettable Area</b>	:	9,781.80 sqm
<b>Condition and tenancy</b>	:	The subject property is master leased to Hikari Heights Varus Co., Ltd.  Lease tenure: 25 April 2013 – 24 April 2043 (30 years) Rent: JPY8,600,000 per month (The amount shall be fixed during the lease period but may be revised every 2 years upon negotiation based on the rise in prices and interest rates.) Deposit: 6 months of monthly rent Cancellation clause: The lease shall not be terminated during the lease term until 24 April 2022. The agreement may be cancelled by Lessee with a written notice (12 months advance notice) to Lessor of the desire to cancel the agreement on the cancellation date after April 24, 2022.
<b>Basis of Valuation</b>	:	Market Value
<b>Valuation Approach</b>	:	Income approach (Discount Cash Flow method and Direct Capitalization method) and Cost approach
<b>Capitalization Rate</b>	:	4.7%
<b>Discount Rate</b>	:	4.5%
<b>Terminal Cap Rate</b>	:	4.8%
<b>Date of Valuation</b>	:	12 November 2021
<b>Valuation</b>	:	<b>Market Value:</b>

**JPY1,574,000,000**

**(ONE BILLION FIVE HUNDRED AND SEVENTY-FOUR MILLION JAPANESE YEN)**

**Rate on Net Lettable Area:** Approximately JPY160,911 per sqm.

<b>Assumptions, Disclaimers, Limitations &amp; Qualifications</b>	:	In respect of the property sector, as at the valuation dates on 12 November 2021 we continue to be faced with an unprecedented set of circumstances caused by COVID-19 and an absence of relevant/sufficient market evidence on which to base our judgements. Our valuation is therefore reported as being subject to 'material valuation uncertainty' as set out in VPS 3 and VPGA 10 of the RICS Valuation – Global Standards. Consequently, less certainty and a higher degree of caution should be attached to our valuation than would normally be the case. We recommend that you keep the valuation of the property under frequent review.
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This opinion report is provided subject to the assumptions, qualifications, limitations and disclaimers detailed throughout this report which are made in conjunction with those included within the Assumptions, Qualifications, Limitations & Disclaimers section located within the formal report and our engagement letter. Reliance on this report and

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100-0011 Japan

extension of our liability is conditional upon the reader's acknowledgement and understanding of these statements. This opinion is for the use only of the party to whom it is addressed and for no other purpose. No responsibility is accepted to any third party who may use or rely on the whole or any part of the content of this opinion. The valuer has no pecuniary interest that would conflict with the proper valuation of the property.

For the purpose of the valuation, we have relied upon various sources of information provided which included historical operating performance accounts from October 2020 to September 2021. Unless stated otherwise, we have assumed that the information provided is accurate and that we have been supplied with all the information that has a material effect upon the value of the property.

Furthermore, we have assumed that any information supplied can, if necessary, be verified. Should any of the information provided be found to be inaccurate or incomplete there could be a variation in value.

**Prepared By**

: Noriko Hattori MRICS  
Registered Valuer (No. 6937514) - Colliers International Japan KK

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Hibiya Kokusai Building  
2-2-3, Uchisaiwaicho, Chiyoda-ku, Tokyo,  
100-0011 Japan

3 December, 2021

OUE LIPPO Healthcare Limited Limited  
6 Shenton Way, OUE Downtown 2,  
#10-09A Singapore 068809

Dear Sirs,

**Re: Hikari Heights Varus Ishiyama in Japan (the “Property”)**

We refer to your instructions to carry out a valuation in respect of the abovementioned Property for the purpose of assessing the market value for financing, statutory reporting and OUE Lippo Healthcare Limited’s corporate action. Our instructions are to provide our opinion of the Market Value of Property as at 12 November 2021. The basis of the valuation is stated in the valuation certificate appended.

We confirm that we have prepared a formal valuation report in accordance with the requirements of the instructions.

The valuation has been carried out in accordance with The Royal Institution of Chartered Surveyors (RICS) Valuation Standards and Guidelines, incorporating International Valuation Standards (IVS), and the Japanese Real Estate Valuation Standards.

Our valuation is on the basis of Market Value which is intended to mean “the estimated amount for which a property should exchange on the date of valuation between a willing buyer and a willing seller in an arm’s length transaction after proper marketing wherein the parties had each acted knowledgeably, prudently and without compulsion”.

This definition of value is consistent with the international definition of Market Value as advocated by RICS, IVS, and the Japanese Real Estate Valuation Standards.

No allowance has been made in our valuation for any charges, mortgages or amounts owing on the property, nor for any expenses or taxation which may be incurred in effecting a sale. It is assumed that the property is free from any major or material encumbrances, restrictions and outgoings of an onerous nature which could affect its value.

This letter and the valuation summary do not contain all the necessary data and information included in arriving at our valuation opinion.

The valuation and market information are not guarantees or predictions and must be read in consideration of the following:

- The estimated value is based upon the factual information provided. Property data/information provided is assumed to be correct. Whilst Colliers International Japan KK has endeavored to ensure the accuracy of the information, it has not independently verified all information provided.
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- The methodologies adopted in valuing the property are based upon estimates of future results and are not predictions. Each methodology is based on a set of assumptions as to income and expenses of the property and future economic conditions in the local market.

The reported analysis, opinion and conclusion are limited only by the reported assumptions and limiting conditions and is our personal, unbiased professional analysis, opinion and conclusion.

We also confirm that we do not have a pecuniary interest that would conflict with a proper valuation of the property and the valuers undertaking the valuation are authorized to practice as valuers.

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2-2-3, Uchisaiwaicho, Chiyoda-ku, Tokyo,  
100-0011 Japan



Normally, in undertaking a market valuation, the valuer would assess the property to be valued assuming its highest and best use and competent and efficient management. The typical methods employed by valuers of commercial assets are the income approach (Discount Cash Flow method and Direct Capitalization method), cost approach and sale comparable approach. In providing our opinion for the nursing home, we have adopted the income approach and the cost approach.

### Discounted Cash Flow method

We have carried out a discounted cash flow analysis over a 10-year investment horizon in which we have assumed that the Property is sold at the commencement of the eleventh year of the cash flow. This form of analysis allows an investor to make an assessment of the long term return that is likely to be derived from a property with a combination of both net income/rental and capital growth over an assumed investment horizon in undertaking this analysis, a wide range of assumptions are made including a target discount rate, rental growth, sale price of the property at the end of the investment horizon as well as costs associated with its disposal at the end of the investment period.

### Direct Capitalization method

we have also utilized the Capitalization Approach by estimating sustainable revenue of a property, adjusting to reflect anticipated operating expenses or outgoings, deriving a net income which is then capitalized at appropriate capitalization rate.

### Cost Approach

In the cost approach, we indicates the value of an asset by the cost to create or replace the asset with another similar one, on the premise that a purchaser would not pay more for an asset than the cost to obtain one of equal usefulness.

The income approach using the DCF technique is the method normally employed by Colliers and is believed to be the one best able to reflect the process used by an investor when assessing a price to bid for a particular dynamic income generating property such as nursing homes.

In our opinion, the market value of the Property as at the valuation date is:

**JPY844,000,000**  
**(EIGHT HUNDRED AND FORTY-FOUR MILLION JAPANESE YEN)**

Our Valuation Certificate is appended.

Yours faithfully,

For and on behalf of

**Colliers International Japan KK**

*Noriko Hattori*



**Noriko Hattori**  
MRICS  
Licensed Real Estate Appraiser No 8788  
Director  
Valuation and Advisory Services

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### VALUATION CERTIFICATE

<b>Property</b>	:	Hikari Heights Varus Ishiyama 216-1 and other lots, Ishiyama 1jo 3-chome, Minami-ku, Sapporo-shi, Hokkaido
<b>Client</b>	:	OUE LIPPO Healthcare Limited, Shinsei Bank, Limited.
<b>Purpose</b>	:	For assessing the market value of for financing, statutory reporting and OUE Lippo Healthcare Limited's corporate action.
<b>Brief Description</b>	:	The subject property is a 9-storey paid nursing home facility, located approximately 3.6km southwest of Sapporo City Subway Nanboku Line Makomanai Station. Each floor comprises several types of rooms. There are 117 units in total (one-bedroom type and two- bedroom type from 1st floor to 8th floor).
<b>Registered Owner</b>	:	IHC Japan First TMK
<b>Zoning</b>	:	Neighborhood Commercial Area
<b>Interest Valued</b>	:	Freehold land and building
<b>Land area</b>	:	4,413.25 sqm
<b>Net Lettable Area</b>	:	8,746.98 sqm
<b>Gross Floor Area</b>	:	8,746.98 sqm
<b>Condition and tenancy</b>	:	The subject property is master leased to Hikari Heights Varus Co., Ltd.  Lease tenure: 25 April 2013 – 24 April 2043 (30 years) Rent: JPY5,500,000 per month (The amount shall be fixed during the lease period but may be revised every 2 years upon negotiation based on the rise in prices and interest rates.) Deposit: 6 months of monthly rent Cancellation clause: The lease shall not be terminated during the lease term until 24 April 2021. The agreement may be cancelled by Lessee with a written notice (12 months advance notice) to Lessor of the desire to cancel the agreement on the cancellation date after April 24, 2021.
<b>Basis of Valuation</b>	:	Market Value
<b>Valuation Approach</b>	:	Income approach (Discount Cash Flow method and Direct Capitalization method) and Cost approach
<b>Capitalization Rate</b>	:	4.5%
<b>Discount Rate</b>	:	4.3%
<b>Terminal Cap Rate</b>	:	4.6%
<b>Date of Valuation</b>	:	12 November 2021
<b>Valuation</b>	:	<b>Market Value:</b>

**JPY844,000,000**

**(EIGHT HUNDRED AND FORTY-FOUR MILLION JAPANESE YEN)**

**Rate on Net Lettable Area:** Approximately JPY96,490 per sqm.

**Assumptions, Disclaimers, Limitations & Qualifications** : In respect of the property sector, as at the valuation dates on 12 November 2021 we continue to be faced with an unprecedented set of circumstances caused by COVID-19 and an absence of relevant/sufficient market evidence on which to base our judgements. Our valuation is therefore reported as being subject to 'material valuation uncertainty' as set out in VPS 3 and VPGA 10 of the RICS Valuation – Global Standards. Consequently, less certainty and a higher degree of caution should be attached to our valuation than would normally be the case. We recommend that you keep the valuation of the property under frequent review.

This opinion report is provided subject to the assumptions, qualifications, limitations and disclaimers detailed throughout this report which are made in conjunction with those included within the Assumptions, Qualifications, Limitations & Disclaimers section located within the formal report and our engagement letter. Reliance on this report and

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## APPENDIX B - VALUATION CERTIFICATES

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For the purpose of the valuation, we have relied upon various sources of information provided which included historical operating performance accounts from October 2020 to September 2021. Unless stated otherwise, we have assumed that the information provided is accurate and that we have been supplied with all the information that has a material effect upon the value of the property.

Furthermore, we have assumed that any information supplied can, if necessary, be verified. Should any of the information provided be found to be inaccurate or incomplete there could be a variation in value.

**Prepared By**

: Noriko Hattori MRICS  
Registered Valuer (No. 6937514) - Colliers International Japan KK

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100-0011 Japan

3 December, 2021

OUE LIPPO Healthcare Limited Limited  
6 Shenton Way, OUE Downtown 2,  
#10-09A Singapore 068809

Dear Sirs,

**Re: Hikari Heights Varus Kotoni in Japan (the “Property”)**

We refer to your instructions to carry out a valuation in respect of the abovementioned Property for the purpose of assessing the market value for financing, statutory reporting and OUE Lippo Healthcare Limited’s corporate action. Our instructions are to provide our opinion of the Market Value of Property as at 12 November 2021. The basis of the valuation is stated in the valuation certificate appended.

We confirm that we have prepared a formal valuation report in accordance with the requirements of the instructions.

The valuation has been carried out in accordance with The Royal Institution of Chartered Surveyors (RICS) Valuation Standards and Guidelines, incorporating International Valuation Standards (IVS), and the Japanese Real Estate Valuation Standards.

Our valuation is on the basis of Market Value which is intended to mean “the estimated amount for which a property should exchange on the date of valuation between a willing buyer and a willing seller in an arm’s length transaction after proper marketing wherein the parties had each acted knowledgeably, prudently and without compulsion”.

This definition of value is consistent with the international definition of Market Value as advocated by RICS, IVS, and the Japanese Real Estate Valuation Standards.

No allowance has been made in our valuation for any charges, mortgages or amounts owing on the property, nor for any expenses or taxation which may be incurred in effecting a sale. It is assumed that the property is free from any major or material encumbrances, restrictions and outgoings of an onerous nature which could affect its value.

This letter and the valuation summary do not contain all the necessary data and information included in arriving at our valuation opinion.

The valuation and market information are not guarantees or predictions and must be read in consideration of the following:

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- The methodologies adopted in valuing the property are based upon estimates of future results and are not predictions. Each methodology is based on a set of assumptions as to income and expenses of the property and future economic conditions in the local market.

The reported analysis, opinion and conclusion are limited only by the reported assumptions and limiting conditions and is our personal, unbiased professional analysis, opinion and conclusion.

We also confirm that we do not have a pecuniary interest that would conflict with a proper valuation of the property and the valuers undertaking the valuation are authorized to practice as valuers.



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Normally, in undertaking a market valuation, the valuer would assess the property to be valued assuming its highest and best use and competent and efficient management. The typical methods employed by valuers of commercial assets are the income approach (Discount Cash Flow method and Direct Capitalization method), cost approach and sale comparable approach. In providing our opinion for the nursing home, we have adopted the income approach and the cost approach.

#### Discounted Cash Flow method

We have carried out a discounted cash flow analysis over a 10-year investment horizon in which we have assumed that the Property is sold at the commencement of the eleventh year of the cash flow. This form of analysis allows an investor to make an assessment of the long term return that is likely to be derived from a property with a combination of both net income/rental and capital growth over an assumed investment horizon in undertaking this analysis, a wide range of assumptions are made including a target discount rate, rental growth, sale price of the property at the end of the investment horizon as well as costs associated with its disposal at the end of the investment period.

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#### Cost Approach

In the cost approach, we indicates the value of an asset by the cost to create or replace the asset with another similar one, on the premise that a purchaser would not pay more for an asset than the cost to obtain one of equal usefulness.

The income approach using the DCF technique is the method normally employed by Colliers and is believed to be the one best able to reflect the process used by an investor when assessing a price to bid for a particular dynamic income generating property such as nursing homes.

In our opinion, the market value of the Property as at the valuation date is:

**JPY6,209,000,000**  
**(SIX BILLION TWO HUNDRED AND NINE MILLION JAPANESE YEN)**

Our Valuation Certificate is appended.

Yours faithfully,

For and on behalf of

**Colliers International Japan KK**

*Noriko Hattori* 

**Noriko Hattori**  
MRICS  
Licensed Real Estate Appraiser No 8788  
Director  
Valuation and Advisory Services

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### VALUATION CERTIFICATE

<b>Property</b>	:	Hikari Heights Varus Kotoni 8 and other lots, 24ken 4jo 1-chome, Nishi-ku, Sapporo-shi, Hokkaido.
<b>Client</b>	:	OUE LIPPO Healthcare Limited, Shinsei Bank, Limited.
<b>Purpose</b>	:	For assessing the market value of for financing, statutory reporting and OUE Lippo Healthcare Limited's corporate action.
<b>Brief Description</b>	:	The subject property is a 14-storey paid nursing home facility, located approximately 500m southeast of JR Hakodate Main Line Kotoni Station. Each floor comprises several types of rooms. There are 281 units in total (one-bedroom type and two- bedroom type from 1st floor to 13th floor).
<b>Registered Owner</b>	:	IHC Japan First TMK
<b>Zoning</b>	:	Quasi Industrial Area
<b>Interest Valued</b>	:	Freehold land and building
<b>Land area</b>	:	11,032.94 sqm
<b>Gross Floor Area</b>	:	20,756.44 sqm
<b>Net Lettable Area</b>	:	20,756.44 sqm
<b>Condition and tenancy</b>	:	The subject property is master leased to Hikari Heights Varus Co., Ltd.  Lease tenure: 25 April 2013 – 24 April 2043 (30 years) Rent: JPY27,000,000 per month (The amount shall be fixed during the lease period but may be revised every 2 years upon negotiation based on the rise in prices and interest rates.) Deposit: 6 months of monthly rent Cancellation clause: The lease shall not be terminated during the lease term until 24 April 2022. The agreement may be cancelled by Lessee with a written notice (12 months advance notice) to Lessor of the desire to cancel the agreement on the cancellation date after April 24, 2022.
<b>Basis of Valuation</b>	:	Market Value
<b>Valuation Approach</b>	:	Income approach (Discount Cash Flow method and Direct Capitalization method) and Cost approach
<b>Capitalization Rate</b>	:	4.4%
<b>Discount Rate</b>	:	4.2%
<b>Terminal Cap Rate</b>	:	4.5%
<b>Date of Valuation</b>	:	12 November 2021
<b>Valuation</b>	:	<b>Market Value:</b>

**JPY6,209,000,000**  
**(SIX BILLION TWO HUNDRED AND NINE MILLION JAPANESE YEN)**

**Rate on Net Lettable Area:** Approximately JPY299,136 per sqm.

**Assumptions, Disclaimers, Limitations & Qualifications** : In respect of the property sector, as at the valuation dates on 12 November 2021 we continue to be faced with an unprecedented set of circumstances caused by COVID-19 and an absence of relevant/sufficient market evidence on which to base our judgements. Our valuation is therefore reported as being subject to 'material valuation uncertainty' as set out in VPS 3 and VPGA 10 of the RICS Valuation – Global Standards. Consequently, less certainty and a higher degree of caution should be attached to our valuation than would normally be the case. We recommend that you keep the valuation of the property under frequent review.

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**Prepared By**

: Noriko Hattori MRICS  
Registered Valuer (No. 6937514) - Colliers International Japan KK

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3 December, 2021

OUE LIPPO Healthcare Limited Limited  
6 Shenton Way, OUE Downtown 2,  
#10-09A Singapore 068809

Dear Sirs,

**Re: Hikari Heights Varus Makomanai-Koen in Japan (the “Property”)**

We refer to your instructions to carry out a valuation in respect of the abovementioned Property for the purpose of assessing the market value for financing, statutory reporting and OUE Lippo Healthcare Limited’s corporate action. Our instructions are to provide our opinion of the Market Value of Property as at 12 November 2021. The basis of the valuation is stated in the valuation certificate appended.

We confirm that we have prepared a formal valuation report in accordance with the requirements of the instructions.

The valuation has been carried out in accordance with The Royal Institution of Chartered Surveyors (RICS) Valuation Standards and Guidelines, incorporating International Valuation Standards (IVS), and the Japanese Real Estate Valuation Standards.

Our valuation is on the basis of Market Value which is intended to mean “the estimated amount for which a property should exchange on the date of valuation between a willing buyer and a willing seller in an arm’s length transaction after proper marketing wherein the parties had each acted knowledgeably, prudently and without compulsion”.

This definition of value is consistent with the international definition of Market Value as advocated by RICS, IVS, and the Japanese Real Estate Valuation Standards.

No allowance has been made in our valuation for any charges, mortgages or amounts owing on the property, nor for any expenses or taxation which may be incurred in effecting a sale. It is assumed that the property is free from any major or material encumbrances, restrictions and outgoings of an onerous nature which could affect its value.

This letter and the valuation summary do not contain all the necessary data and information included in arriving at our valuation opinion.

The valuation and market information are not guarantees or predictions and must be read in consideration of the following:

- The estimated value is based upon the factual information provided. Property data/information provided is assumed to be correct. Whilst Colliers International Japan KK has endeavored to ensure the accuracy of the information, it has not independently verified all information provided.
- The valuation and report was undertaken based upon information available as at the date of valuation. Colliers International Japan KK accepts no responsibility for subsequent changes in information as to proposed scheme, areas, income, expenses or market conditions.
- The methodologies adopted in valuing the property are based upon estimates of future results and are not predictions. Each methodology is based on a set of assumptions as to income and expenses of the property and future economic conditions in the local market.

The reported analysis, opinion and conclusion are limited only by the reported assumptions and limiting conditions and is our personal, unbiased professional analysis, opinion and conclusion.

We also confirm that we do not have a pecuniary interest that would conflict with a proper valuation of the property and the valuers undertaking the valuation are authorized to practice as valuers.

## APPENDIX B - VALUATION CERTIFICATES

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100-0011 Japan



Normally, in undertaking a market valuation, the valuer would assess the property to be valued assuming its highest and best use and competent and efficient management. The typical methods employed by valuers of commercial assets are the income approach (Discount Cash Flow method and Direct Capitalization method), cost approach and sale comparable approach. In providing our opinion for the nursing home, we have adopted the income approach and the cost approach.

### Discounted Cash Flow method

We have carried out a discounted cash flow analysis over a 10-year investment horizon in which we have assumed that the Property is sold at the commencement of the eleventh year of the cash flow. This form of analysis allows an investor to make an assessment of the long term return that is likely to be derived from a property with a combination of both net income/rental and capital growth over an assumed investment horizon in undertaking this analysis, a wide range of assumptions are made including a target discount rate, rental growth, sale price of the property at the end of the investment horizon as well as costs associated with its disposal at the end of the investment period.

### Direct Capitalization method

we have also utilized the Capitalization Approach by estimating sustainable revenue of a property, adjusting to reflect anticipated operating expenses or outgoings, deriving a net income which is then capitalized at appropriate capitalization rate.

### Cost Approach

In the cost approach, we indicates the value of an asset by the cost to create or replace the asset with another similar one, on the premise that a purchaser would not pay more for an asset than the cost to obtain one of equal usefulness.

The income approach using the DCF technique is the method normally employed by Colliers and is believed to be the one best able to reflect the process used by an investor when assessing a price to bid for a particular dynamic income generating property such as nursing homes.

In our opinion, the market value of the Property as at the valuation date is:

**JPY4,475,000,000**

**(FOUR BILLION FOUR HUNDRED AND SEVENTY-FIVE MILLION JAPANESE YEN)**

Our Valuation Certificate is appended.

Yours faithfully,

For and on behalf of

**Colliers International Japan KK**

*Noriko Hattori*



**Noriko Hattori**  
MRICS  
Licensed Real Estate Appraiser No 8788  
Director  
Valuation and Advisory Services

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### VALUATION CERTIFICATE

<b>Property</b>	:	Hikari Heights Varus Makomanai-Koen 1-1, Makomanaimidorimachi 1-chome, Minami-ku, Sapporo-shi, Hokkaido
<b>Client</b>	:	OUE LIPPO Healthcare Limited, Shinsei Bank, Limited.
<b>Purpose</b>	:	For assessing the market value of for financing, statutory reporting and OUE Lippo Healthcare Limited's corporate action.
<b>Brief Description</b>	:	The subject property is a 10-storey paid nursing home facility, located approximately 1km northwest of Sapporo City Subway Nanboku Line Makomanai Station. Each floor comprises several types of rooms. There are 161 units in total (one-bedroom type and two- bedroom type from 2nd floor to 10th floor).
<b>Registered Owner</b>	:	IHC Japan First TMK
<b>Zoning</b>	:	Category II Middle-/High-rise Residential Area
<b>Interest Valued</b>	:	Freehold land and building
<b>Land area</b>	:	6,652.96 sqm
<b>Gross Floor Area</b>	:	13,301.30 sqm
<b>Net Lettable Area</b>	:	13,301.30 sqm
<b>Condition and tenancy</b>	:	The subject property is master leased to Hikari Heights Varus Co., Ltd.  Lease tenure: 25 April 2013 – 24 April 2043 (30 years) Rent: JPY19,400,000 per month (The amount shall be fixed during the lease period but may be revised every 2 years upon negotiation based on the rise in prices and interest rates.) Deposit: 6 months of monthly rent Cancellation clause: The lease shall not be terminated during the lease term until 24 April 2022. The agreement may be cancelled by Lessee with a written notice (12 months advance notice) to Lessor of the desire to cancel the agreement on the cancellation date after April 24, 2022.
<b>Basis of Valuation</b>	:	Market Value
<b>Valuation Approach</b>	:	Income approach (Discount Cash Flow method and Direct Capitalization method) and Cost approach
<b>Capitalization Rate</b>	:	4.4%
<b>Discount Rate</b>	:	4.2%
<b>Terminal Cap Rate</b>	:	4.5%
<b>Date of Valuation</b>	:	12 November 2021
<b>Valuation</b>	:	<b>Market Value:</b>

**JPY4,475,000,000**

**(FOUR BILLION FOUR HUNDRED AND SEVENTY-FIVE MILLION JAPANESE YEN)**

**Rate on Net Lettable Area:** Approximately JPY336,433 per sqm.

<b>Assumptions, Disclaimers, Limitations &amp; Qualifications</b>	:	In respect of the property sector, as at the valuation dates on 12 November 2021 we continue to be faced with an unprecedented set of circumstances caused by COVID-19 and an absence of relevant/sufficient market evidence on which to base our judgements. Our valuation is therefore reported as being subject to 'material valuation uncertainty' as set out in VPS 3 and VPGA 10 of the RICS Valuation – Global Standards. Consequently, less certainty and a higher degree of caution should be attached to our valuation than would normally be the case. We recommend that you keep the valuation of the property under frequent review.
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This opinion report is provided subject to the assumptions, qualifications, limitations and disclaimers detailed throughout this report which are made in conjunction with those included within the Assumptions, Qualifications, Limitations & Disclaimers section located within the formal report and our engagement letter. Reliance on this report and

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extension of our liability is conditional upon the reader's acknowledgement and understanding of these statements. This opinion is for the use only of the party to whom it is addressed and for no other purpose. No responsibility is accepted to any third party who may use or rely on the whole or any part of the content of this opinion. The valuer has no pecuniary interest that would conflict with the proper valuation of the property.

For the purpose of the valuation, we have relied upon various sources of information provided which included historical operating performance accounts from October 2020 to September 2021. Unless stated otherwise, we have assumed that the information provided is accurate and that we have been supplied with all the information that has a material effect upon the value of the property.

Furthermore, we have assumed that any information supplied can, if necessary, be verified. Should any of the information provided be found to be inaccurate or incomplete there could be a variation in value.

**Prepared By**

: Noriko Hattori MRICS  
Registered Valuer (No. 6937514) - Colliers International Japan KK

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100-0011 Japan

3 December, 2021

OUE LIPPO Healthcare Limited Limited  
6 Shenton Way, OUE Downtown 2,  
#10-09A Singapore 068809

Dear Sirs,

**Re: Hikari Heights Varus Tsukisamu-Koen in Japan (the “Property”)**

We refer to your instructions to carry out a valuation in respect of the abovementioned Property for the purpose of assessing the market value for financing, statutory reporting and OUE Lippo Healthcare Limited’s corporate action. Our instructions are to provide our opinion of the Market Value of Property as at 12 November 2021. The basis of the valuation is stated in the valuation certificate appended.

We confirm that we have prepared a formal valuation report in accordance with the requirements of the instructions.

The valuation has been carried out in accordance with The Royal Institution of Chartered Surveyors (RICS) Valuation Standards and Guidelines, incorporating International Valuation Standards (IVS), and the Japanese Real Estate Valuation Standards.

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This definition of value is consistent with the international definition of Market Value as advocated by RICS, IVS, and the Japanese Real Estate Valuation Standards.

No allowance has been made in our valuation for any charges, mortgages or amounts owing on the property, nor for any expenses or taxation which may be incurred in effecting a sale. It is assumed that the property is free from any major or material encumbrances, restrictions and outgoings of an onerous nature which could affect its value.

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#### Discounted Cash Flow method

We have carried out a discounted cash flow analysis over a 10-year investment horizon in which we have assumed that the Property is sold at the commencement of the eleventh year of the cash flow. This form of analysis allows an investor to make an assessment of the long term return that is likely to be derived from a property with a combination of both net income/rental and capital growth over an assumed investment horizon in undertaking this analysis, a wide range of assumptions are made including a target discount rate, rental growth, sale price of the property at the end of the investment horizon as well as costs associated with its disposal at the end of the investment period.

#### Direct Capitalization method

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#### Cost Approach

In the cost approach, we indicates the value of an asset by the cost to create or replace the asset with another similar one, on the premise that a purchaser would not pay more for an asset than the cost to obtain one of equal usefulness.

The income approach using the DCF technique is the method normally employed by Colliers and is believed to be the one best able to reflect the process used by an investor when assessing a price to bid for a particular dynamic income generating property such as nursing homes.

In our opinion, the market value of the Property as at the valuation date is:


**JPY636,000,000**  
**(SIX HUNDRED AND THIRTY-SIX MILLION JAPANESE YEN)**

Our Valuation Certificate is appended.

Yours faithfully,

For and on behalf of

**Colliers International Japan KK**

*Noriko Hattori* 

**Noriko Hattori**  
MRICS  
Licensed Real Estate Appraiser No 8788  
Director  
Valuation and Advisory Services

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### VALUATION CERTIFICATE

<b>Property</b>	:	Hikari Heights Varus Tsukisamu-Koen 26 and other lots, Misono 9jo 8-chome, Toyohira-ku, Sapporo-shi, Hokkaido
<b>Client</b>	:	OUE LIPPO Healthcare Limited, Shinsei Bank, Limited.
<b>Purpose</b>	:	For assessing the market value of for financing, statutory reporting and OUE Lippo Healthcare Limited's corporate action.
<b>Brief Description</b>	:	The subject property is a 10-storey paid nursing home facility, located approximately 450m southeast of Sapporo City Subway Toho Line Misono Station. Each floor comprises several types of rooms. There are 58 units in total (one-bedroom type and two- bedroom type from 2nd floor to 10th floor).
<b>Registered Owner</b>	:	IHC Japan First TMK
<b>Zoning</b>	:	Category I Middle-/High-rise Residential Area
<b>Interest Valued</b>	:	Freehold land and building
<b>Land area</b>	:	2,248.92 sqm
<b>Gross Floor Area</b>	:	4,362.45 sqm
<b>Net Lettable Area</b>	:	4,362.45 sqm
<b>Condition and tenancy</b>	:	The subject property is master leased to Hikari Heights Varus Co., Ltd.  Lease tenure: 25 April 2013 – 24 April 2043 (30 years) Rent: JPY3,800,000 per month (The amount shall be fixed during the lease period but may be revised every 2 years upon negotiation based on the rise in prices and interest rates.) Deposit: 6 months of monthly rent Cancellation clause: The lease shall not be terminated during the lease term until 24 April 2022. The agreement may be cancelled by Lessee with a written notice (12 months advance notice) to Lessor of the desire to cancel the agreement on the cancellation date after April 24, 2022.
<b>Basis of Valuation</b>	:	Market Value
<b>Valuation Approach</b>	:	Income approach (Discount Cash Flow method and Direct Capitalization method) and Cost approach
<b>Capitalization Rate</b>	:	4.6%
<b>Discount Rate</b>	:	4.4%
<b>Terminal Cap Rate</b>	:	4.7%
<b>Date of Valuation</b>	:	12 November 2021
<b>Valuation</b>	:	<b>Market Value:</b>

**JPY636,000,000**

**(SIX HUNDRED AND THIRTY-SIX MILLION JAPANESE YEN)**

**Rate on Net Lettable Area:** Approximately JPY145,790 per sqm.

**Assumptions, Disclaimers, Limitations & Qualifications** : In respect of the property sector, as at the valuation dates on 12 November 2021 we continue to be faced with an unprecedented set of circumstances caused by COVID-19 and an absence of relevant/sufficient market evidence on which to base our judgements. Our valuation is therefore reported as being subject to 'material valuation uncertainty' as set out in VPS 3 and VPGA 10 of the RICS Valuation – Global Standards. Consequently, less certainty and a higher degree of caution should be attached to our valuation than would normally be the case. We recommend that you keep the valuation of the property under frequent review.

This opinion report is provided subject to the assumptions, qualifications, limitations and disclaimers detailed throughout this report which are made in conjunction with those included within the Assumptions, Qualifications, Limitations & Disclaimers section located within the formal report and our engagement letter. Reliance on this report and

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For the purpose of the valuation, we have relied upon various sources of information provided which included historical operating performance accounts from October 2020 to September 2021. Unless stated otherwise, we have assumed that the information provided is accurate and that we have been supplied with all the information that has a material effect upon the value of the property.

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**Prepared By**

: Noriko Hattori MRICS  
Registered Valuer (No. 6937514) - Colliers International Japan KK

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100-0011 Japan



3 December, 2021

OUE LIPPO Healthcare Limited Limited  
6 Shenton Way, OUE Downtown 2,  
#10-09A Singapore 068809

Dear Sirs,

**Re: Varus Cuore Sapporo-Kita and Varus Cuore Sapporo-Kita Annex in Japan (the "Property")**

We refer to your instructions to carry out a valuation in respect of the abovementioned Property for the purpose of assessing the market value for financing, statutory reporting and OUE Lippo Healthcare Limited's corporate action. Our instructions are to provide our opinion of the Market Value of Property as at 12 November 2021. The basis of the valuation is stated in the valuation certificate appended.

We confirm that we have prepared a formal valuation report in accordance with the requirements of the instructions.

The valuation has been carried out in accordance with The Royal Institution of Chartered Surveyors (RICS) Valuation Standards and Guidelines, incorporating International Valuation Standards (IVS), and the Japanese Real Estate Valuation Standards.

Our valuation is on the basis of Market Value which is intended to mean "the estimated amount for which a property should exchange on the date of valuation between a willing buyer and a willing seller in an arm's length transaction after proper marketing wherein the parties had each acted knowledgeably, prudently and without compulsion".

This definition of value is consistent with the international definition of Market Value as advocated by RICS, IVS, and the Japanese Real Estate Valuation Standards.

No allowance has been made in our valuation for any charges, mortgages or amounts owing on the property, nor for any expenses or taxation which may be incurred in effecting a sale. It is assumed that the property is free from any major or material encumbrances, restrictions and outgoings of an onerous nature which could affect its value.

This letter and the valuation summary do not contain all the necessary data and information included in arriving at our valuation opinion.

The valuation and market information are not guarantees or predictions and must be read in consideration of the following:

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- The methodologies adopted in valuing the property are based upon estimates of future results and are not predictions. Each methodology is based on a set of assumptions as to income and expenses of the property and future economic conditions in the local market.

The reported analysis, opinion and conclusion are limited only by the reported assumptions and limiting conditions and is our personal, unbiased professional analysis, opinion and conclusion.

We also confirm that we do not have a pecuniary interest that would conflict with a proper valuation of the property and the valuers undertaking the valuation are authorized to practice as valuers.

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### Discounted Cash Flow method

We have carried out a discounted cash flow analysis over a 10-year investment horizon in which we have assumed that the Property is sold at the commencement of the eleventh year of the cash flow. This form of analysis allows an investor to make an assessment of the long term return that is likely to be derived from a property with a combination of both net income/rental and capital growth over an assumed investment horizon in undertaking this analysis, a wide range of assumptions are made including a target discount rate, rental growth, sale price of the property at the end of the investment horizon as well as costs associated with its disposal at the end of the investment period.

### Direct Capitalization method

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### Cost Approach

In the cost approach, we indicates the value of an asset by the cost to create or replace the asset with another similar one, on the premise that a purchaser would not pay more for an asset than the cost to obtain one of equal usefulness.

The income approach using the DCF technique is the method normally employed by Colliers and is believed to be the one best able to reflect the process used by an investor when assessing a price to bid for a particular dynamic income generating property such as nursing homes.

In our opinion, the market value of the Property as at the valuation date is:

**Varus Cuore Sapporo-Kita**  
**JPY1,823,000,000**  
**(ONE BILLION EIGHT HUNDRED AND TWENTY-THREE MILLION JAPANESE YEN)**

**Varus Cuore Sapporo-Kita Annex**  
**JPY1,024,000,000**  
**(ONE BILLION AND TWENTY-FOUR MILLION JAPANESE YEN)**

Our Valuation Certificate is appended.

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## APPENDIX B - VALUATION CERTIFICATES

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Yours faithfully,

For and on behalf of

**Colliers International Japan KK**

*Noriko Hattori*



**Noriko Hattori**

MRICS

Licensed Real Estate Appraiser No 8788

Director

Valuation and Advisory Services

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### **VALUATION CERTIFICATE (Varus Cuore Sapporo-Kita)**

<b>Property</b>	: Varus Cuore Sapporo-Kita 3-1 and other lots, Tonden 8jo 9-chome, Kita-ku, Sapporo-shi., Hokkaido.
<b>Client</b>	: OUE LIPPO Healthcare Limited, Shinsei Bank, Limited.
<b>Purpose</b>	: For assessing the market value of for financing, statutory reporting and OUE Lippo Healthcare Limited's corporate action.
<b>Brief Description</b>	: The subject property is a 5-storey paid nursing home facility, located approximately 4.5km northwest of JR Gakuentoshi Line Taihei Station. Each floor comprises several types of rooms. There are 126 units in total (one-bedroom type and two- bedroom type from 1st floor to 5th floor).
<b>Registered Owner</b>	: IHC Japan First TMK
<b>Zoning</b>	: Category I Residential Area
<b>Interest Valued</b>	: Freehold land and building
<b>Land area</b>	: 2,683.83 sqm
<b>Gross Floor Area</b>	: 5,213.32 sqm
<b>Net Lettable Area</b>	: 5,213.32 sqm
<b>Condition and tenancy</b>	: The subject property is master leased to Hikari Heights Varus Co., Ltd.  Lease tenure: 25 April 2013 – 24 April 2043 (30 years) Rent: 7,904,762per month (The amount shall be fixed during the lease period but may be revised every 2 years upon negotiation based on the rise in prices and interest rates.) Deposit: 6 months of monthly rent Cancellation clause: The lease shall not be terminated during the lease term until 24 April 2022. The agreement may be cancelled by Lessee with a written notice (12 months advance notice) to Lessor of the desire to cancel the agreement on the cancellation date after April 24, 2022.
<b>Basis of Valuation</b>	: Market Value
<b>Valuation Approach</b>	: Income approach (Discount Cash Flow method and Direct Capitalization method) and Cost approach
<b>Capitalization Rate</b>	: 4.6%
<b>Discount Rate</b>	: 4.4%
<b>Terminal Cap Rate</b>	: 4.7%
<b>Date of Valuation</b>	: 12 November 2021
<b>Valuation</b>	: <b>Market Value:</b>

**JPY1,823,000,000**

**(ONE BILLION EIGHT HUNDRED AND TWENTY-THREE MILLION JAPANESE YEN)**

**Rate on Net Lettable Area:** Approximately JPY349,681 per sqm.

**Assumptions, Disclaimers, Limitations & Qualifications** : In respect of the property sector, as at the valuation dates on 12 November 2021 we continue to be faced with an unprecedented set of circumstances caused by COVID-19 and an absence of relevant/sufficient market evidence on which to base our judgements. Our valuation is therefore reported as being subject to 'material valuation uncertainty' as set out in VPS 3 and VPGA 10 of the RICS Valuation – Global Standards. Consequently, less certainty and a higher degree of caution should be attached to our valuation than would normally be the case. We recommend that you keep the valuation of the property under frequent review.

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Furthermore, we have assumed that any information supplied can, if necessary, be verified. Should any of the information provided be found to be inaccurate or incomplete there could be a variation in value.

**Prepared By**

: Noriko Hattori MRICS  
Registered Valuer (No. 6937514) - Colliers International Japan KK



## APPENDIX B - VALUATION CERTIFICATES

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Valuation & Advisory Services

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EMAIL noriko.hattori@colliers.com



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### **VALUATION CERTIFICATE (Varus Cuore Sapporo-Kita Annex)**

<b>Property</b>	: Varus Cuore Sapporo-Kita Annex 3-20 and other lots, Tonden 8jo 9-chome, Kita-ku, Sapporo-shi., Hokkaido.
<b>Client</b>	: OUE LIPPO Healthcare Limited, Shinsei Bank, Limited.
<b>Purpose</b>	: For assessing the market value of for financing, statutory reporting and OUE Lippo Healthcare Limited's corporate action.
<b>Brief Description</b>	: The subject property is a 3-storey paid nursing home facility, located approximately 4.5km northwest of JR Gakuentoshi Line Taihei Station. Each floor comprises several types of rooms. There are 90 units in total (one-bedroom type and two- bedroom type from 1 <sup>st</sup> floor to 3 <sup>rd</sup> floor).
<b>Registered Owner</b>	: IHC Japan First TMK
<b>Zoning</b>	: Category I Residential Area
<b>Interest Valued</b>	: Freehold land and building
<b>Land area</b>	: 2,585.30 sqm
<b>Gross Floor Area</b>	: 2,423.28 sqm
<b>Net Lettable Area</b>	: 2,423.28 sqm
<b>Condition and tenancy</b>	: The subject property is master leased to Hikari Heights Varus Co., Ltd.  Lease tenure: 30 September 2014 – 24 April 2043 (28.6 years) Rent: 4,500,000per month (The amount shall be fixed during the lease period but may be revised every 2 years upon negotiation based on the rise in prices and interest rates.) Deposit: 6 months of monthly rent Cancellation clause: The lease shall not be terminated during the lease term until 24 April 2022. The agreement may be cancelled by Lessee with a written notice (12 months advance notice) to Lessor of the desire to cancel the agreement on the cancellation date after April 24, 2022.
<b>Basis of Valuation</b>	: Market Value
<b>Valuation Approach</b>	: Income approach (Discount Cash Flow method and Direct Capitalization method) and Cost approach
<b>Capitalization Rate</b>	: 4.6%
<b>Discount Rate</b>	: 4.4%
<b>Terminal Cap Rate</b>	: 4.7%
<b>Date of Valuation</b>	: 12 November 2021
<b>Valuation</b>	: <b>Market Value:</b>

**JPY1,024,000,000**  
**(ONE BILLION AND TWENTY-FOUR MILLION JAPANESE YEN)**

**Rate on Net Lettable Area:** Approximately JPY422,568 per sqm.

**Assumptions, Disclaimers, Limitations & Qualifications** : In respect of the property sector, as at the valuation dates on 12 November 2021 we continue to be faced with an unprecedented set of circumstances caused by COVID-19 and an absence of relevant/sufficient market evidence on which to base our judgements. Our valuation is therefore reported as being subject to 'material valuation uncertainty' as set out in VPS 3 and VPGA 10 of the RICS Valuation – Global Standards. Consequently, less certainty and a higher degree of caution should be attached to our valuation than would normally be the case. We recommend that you keep the valuation of the property under frequent review.

This opinion report is provided subject to the assumptions, qualifications, limitations and disclaimers detailed throughout this report which are made in conjunction with those included within the Assumptions, Qualifications, Limitations & Disclaimers section located within the formal report and our engagement letter. Reliance on this report and

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100-0011 Japan

extension of our liability is conditional upon the reader's acknowledgement and understanding of these statements. This opinion is for the use only of the party to whom it is addressed and for no other purpose. No responsibility is accepted to any third party who may use or rely on the whole or any part of the content of this opinion. The valuer has no pecuniary interest that would conflict with the proper valuation of the property.

For the purpose of the valuation, we have relied upon various sources of information provided which included historical operating performance accounts from October 2020 to September 2021. Unless stated otherwise, we have assumed that the information provided is accurate and that we have been supplied with all the information that has a material effect upon the value of the property.

Furthermore, we have assumed that any information supplied can, if necessary, be verified. Should any of the information provided be found to be inaccurate or incomplete there could be a variation in value.

**Prepared By**

: Noriko Hattori MRICS  
Registered Valuer (No. 6937514) - Colliers International Japan KK

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100-0011 Japan



3 December, 2021

OUE LIPPO Healthcare Limited Limited  
6 Shenton Way, OUE Downtown 2,  
#10-09A Singapore 068809

Dear Sirs,

**Re: Varus Cuore Yamanote in Japan (the “Property”)**

We refer to your instructions to carry out a valuation in respect of the abovementioned Property for the purpose of assessing the market value for financing, statutory reporting and OUE Lippo Healthcare Limited’s corporate action. Our instructions are to provide our opinion of the Market Value of Property as at 12 November 2021. The basis of the valuation is stated in the valuation certificate appended.

We confirm that we have prepared a formal valuation report in accordance with the requirements of the instructions.

The valuation has been carried out in accordance with The Royal Institution of Chartered Surveyors (RICS) Valuation Standards and Guidelines, incorporating International Valuation Standards (IVS), and the Japanese Real Estate Valuation Standards.

Our valuation is on the basis of Market Value which is intended to mean “the estimated amount for which a property should exchange on the date of valuation between a willing buyer and a willing seller in an arm’s length transaction after proper marketing wherein the parties had each acted knowledgeably, prudently and without compulsion”.

This definition of value is consistent with the international definition of Market Value as advocated by RICS, IVS, and the Japanese Real Estate Valuation Standards.

No allowance has been made in our valuation for any charges, mortgages or amounts owing on the property, nor for any expenses or taxation which may be incurred in effecting a sale. It is assumed that the property is free from any major or material encumbrances, restrictions and outgoings of an onerous nature which could affect its value.

This letter and the valuation summary do not contain all the necessary data and information included in arriving at our valuation opinion.

The valuation and market information are not guarantees or predictions and must be read in consideration of the following:

- The estimated value is based upon the factual information provided. Property data/information provided is assumed to be correct. Whilst Colliers International Japan KK has endeavored to ensure the accuracy of the information, it has not independently verified all information provided.
- The valuation and report was undertaken based upon information available as at the date of valuation. Colliers International Japan KK accepts no responsibility for subsequent changes in information as to proposed scheme, areas, income, expenses or market conditions.
- The methodologies adopted in valuing the property are based upon estimates of future results and are not predictions. Each methodology is based on a set of assumptions as to income and expenses of the property and future economic conditions in the local market.

The reported analysis, opinion and conclusion are limited only by the reported assumptions and limiting conditions and is our personal, unbiased professional analysis, opinion and conclusion.

We also confirm that we do not have a pecuniary interest that would conflict with a proper valuation of the property and the valuers undertaking the valuation are authorized to practice as valuers.

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100-0011 Japan



Normally, in undertaking a market valuation, the valuer would assess the property to be valued assuming its highest and best use and competent and efficient management. The typical methods employed by valuers of commercial assets are the income approach (Discount Cash Flow method and Direct Capitalization method), cost approach and sale comparable approach. In providing our opinion for the nursing home, we have adopted the income approach and the cost approach.

#### Discounted Cash Flow method

We have carried out a discounted cash flow analysis over a 10-year investment horizon in which we have assumed that the Property is sold at the commencement of the eleventh year of the cash flow. This form of analysis allows an investor to make an assessment of the long term return that is likely to be derived from a property with a combination of both net income/rental and capital growth over an assumed investment horizon in undertaking this analysis, a wide range of assumptions are made including a target discount rate, rental growth, sale price of the property at the end of the investment horizon as well as costs associated with its disposal at the end of the investment period.

#### Direct Capitalization method

we have also utilized the Capitalization Approach by estimating sustainable revenue of a property, adjusting to reflect anticipated operating expenses or outgoings, deriving a net income which is then capitalized at appropriate capitalization rate.

#### Cost Approach

In the cost approach, we indicates the value of an asset by the cost to create or replace the asset with another similar one, on the premise that a purchaser would not pay more for an asset than the cost to obtain one of equal usefulness.

The income approach using the DCF technique is the method normally employed by Colliers and is believed to be the one best able to reflect the process used by an investor when assessing a price to bid for a particular dynamic income generating property such as nursing homes.

In our opinion, the market value of the Property as at the valuation date is:

**JPY1,007,000,000**  
**(ONE BILLION AND SEVEN MILLION JAPANESE YEN)**

Our Valuation Certificate is appended.

Yours faithfully,

For and on behalf of

**Colliers International Japan KK**

*Noriko Hattori*



**Noriko Hattori**  
MRICS  
Licensed Real Estate Appraiser No 8788  
Director  
Valuation and Advisory Services

## APPENDIX B - VALUATION CERTIFICATES

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### VALUATION CERTIFICATE

<b>Property</b>	:	Varus Cuore Yamanote 1 and 2, Yamanote 6jo 2-chome, Nishi ku, Sapporo-shi, Hokkaido
<b>Client</b>	:	OUE LIPPO Healthcare Limited, Shinsei Bank, Limited.
<b>Purpose</b>	:	For assessing the market value of for financing, statutory reporting and OUE Lippo Healthcare Limited's corporate action.
<b>Brief Description</b>	:	The subject property is a 4-storey paid nursing home facility, located approximately 1.5km southwest of Sapporo City Subway Tozai Line Kotoni Station. Each floor comprises several types of rooms. There are 59 units in total (one-bedroom type and two- bedroom type from 1st floor to 4th floor).
<b>Registered Owner</b>	:	IHC Japan First TMK
<b>Zoning</b>	:	Category I Middle-/High-rise Residential Area
<b>Interest Valued</b>	:	Freehold land and building
<b>Land area</b>	:	1,667.87 sqm
<b>Gross Floor Area</b>	:	2,807.83 sqm
<b>Net Lettable Area</b>	:	2,807.83 sqm
<b>Condition and tenancy</b>	:	The subject property is master leased to Hikari Heights Varus Co., Ltd.  Lease tenure: 25 April 2013 – 24 April 2043 (30 years) Rent: JPY4,800,000 per month (The amount shall be fixed during the lease period but may be revised every 2 years upon negotiation based on the rise in prices and interest rates.) Deposit: 6 months of monthly rent Cancellation clause: The lease shall not be terminated during the lease term until 24 April 2023. The agreement may be cancelled by Lessee with a written notice (12 months advance notice) to Lessor of the desire to cancel the agreement on the cancellation date after April 24, 2023.
<b>Basis of Valuation</b>	:	Market Value
<b>Valuation Approach</b>	:	Income approach (Discount Cash Flow method and Direct Capitalization method) and Cost approach
<b>Capitalization Rate</b>	:	4.6%
<b>Discount Rate</b>	:	4.4%
<b>Terminal Cap Rate</b>	:	4.7%
<b>Date of Valuation</b>	:	12 November 2021
<b>Valuation</b>	:	Market Value:

JPY1,007,000,000  
(ONE BILLION AND SEVEN MILLION JAPANESE YEN)

**Rate on Net Lettable Area:** Approximately JPY358,640 per sqm.

**Assumptions, Disclaimers, Limitations & Qualifications** : In respect of the property sector, as at the valuation dates on 12 November 2021 we continue to be faced with an unprecedented set of circumstances caused by COVID-19 and an absence of relevant/sufficient market evidence on which to base our judgements. Our valuation is therefore reported as being subject to 'material valuation uncertainty' as set out in VPS 3 and VPGA 10 of the RICS Valuation – Global Standards. Consequently, less certainty and a higher degree of caution should be attached to our valuation than would normally be the case. We recommend that you keep the valuation of the property under frequent review.

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**Prepared By**

: Noriko Hattori MRICS  
Registered Valuer (No. 6937514) - Colliers International Japan KK

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3 December, 2021

OUE LIPPO Healthcare Limited Limited  
6 Shenton Way, OUE Downtown 2,  
#10-09A Singapore 068809

Dear Sirs,

**Re: Orchard Amanohashidate in Japan (the “Property”)**

We refer to your instructions to carry out a valuation in respect of the abovementioned Property for the purpose of assessing the market value for financing, statutory reporting and OUE Lippo Healthcare Limited’s corporate action. Our instructions are to provide our opinion of the Market Value of Property as at 12 November 2021. The basis of the valuation is stated in the valuation certificate appended.

We confirm that we have prepared a formal valuation report in accordance with the requirements of the instructions.

The valuation has been carried out in accordance with The Royal Institution of Chartered Surveyors (RICS) Valuation Standards and Guidelines, incorporating International Valuation Standards (IVS), and the Japanese Real Estate Valuation Standards.

Our valuation is on the basis of Market Value which is intended to mean “the estimated amount for which a property should exchange on the date of valuation between a willing buyer and a willing seller in an arm’s length transaction after proper marketing wherein the parties had each acted knowledgeably, prudently and without compulsion”.

This definition of value is consistent with the international definition of Market Value as advocated by RICS, IVS, and the Japanese Real Estate Valuation Standards.

No allowance has been made in our valuation for any charges, mortgages or amounts owing on the property, nor for any expenses or taxation which may be incurred in effecting a sale. It is assumed that the property is free from any major or material encumbrances, restrictions and outgoings of an onerous nature which could affect its value.

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The reported analysis, opinion and conclusion are limited only by the reported assumptions and limiting conditions and is our personal, unbiased professional analysis, opinion and conclusion.

We also confirm that we do not have a pecuniary interest that would conflict with a proper valuation of the property and the valuers undertaking the valuation are authorized to practice as valuers.

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### Discounted Cash Flow method

We have carried out a discounted cash flow analysis over a 10-year investment horizon in which we have assumed that the Property is sold at the commencement of the eleventh year of the cash flow. This form of analysis allows an investor to make an assessment of the long term return that is likely to be derived from a property with a combination of both net income/rental and capital growth over an assumed investment horizon in undertaking this analysis, a wide range of assumptions are made including a target discount rate, rental growth, sale price of the property at the end of the investment horizon as well as costs associated with its disposal at the end of the investment period.

### Direct Capitalization method

we have also utilized the Capitalization Approach by estimating sustainable revenue of a property, adjusting to reflect anticipated operating expenses or outgoings, deriving a net income which is then capitalized at appropriate capitalization rate.

### Cost Approach

In the cost approach, we indicates the value of an asset by the cost to create or replace the asset with another similar one, on the premise that a purchaser would not pay more for an asset than the cost to obtain one of equal usefulness.

The income approach using the DCF technique is the method normally employed by Colliers and is believed to be the one best able to reflect the process used by an investor when assessing a price to bid for a particular dynamic income generating property such as nursing homes.

In our opinion, the market value of the Property as at the valuation date is:

**JPY939,000,000**  
**(NINE HUNDRED AND THIRTY-NINE MILLION JAPANESE YEN)**

Our Valuation Certificate is appended.

Yours faithfully,

For and on behalf of

**Colliers International Japan KK**

  
**Kumiko Nakakubo**  
MRICS  
Licensed Real Estate Appraiser No 9952  
Associate Director  
Valuation and Advisory Services





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## APPENDIX B - VALUATION CERTIFICATES

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### VALUATION CERTIFICATE

<b>Property</b>	:	Orchard Amanohashidate 1058-1 and other lots, Koaza-Ikami, Aza-Mannen, Miyazu City, Kyoto Prefecture.
<b>Client</b>	:	OUE LIPPO Healthcare Limited, Shinsei Bank, Limited.
<b>Purpose</b>	:	For assessing the market value of for financing, statutory reporting and OUE Lippo Healthcare Limited's corporate action.
<b>Brief Description</b>	:	The subject property is a 3-storey paid nursing home building and a 2-storey daycare service center, located approximately 1,200m southeast of Kyoto Tango Railway Amanohashidate Station. There are 60 units in total (one-bedroom type only).
<b>Registered Owner</b>	:	IHC Japan First TMK
<b>Zoning</b>	:	Non-divided City Planning Area
<b>Interest Valued</b>	:	Freehold land and building
<b>Land area</b>	:	2,694.41 sqm
<b>Gross Floor Area</b>	:	2,927.14 sqm
<b>Net Lettable Area</b>	:	2,927.14 sqm
<b>Condition and tenancy</b>	:	The subject property is master leased to K.K. SANC (current Orchard Care KK).  Lease tenure: 25 April 2013 – 24 April 2043 (30 years) Rent: JPY4,560,000 per month (The amount shall be fixed during the lease period but may be revised every 3 years upon negotiation based on the rise in prices and interest rates.) Deposit: 4 months of monthly rent Cancellation clause: The lease shall not be terminated during the lease term until 24 April 2023. The agreement may be cancelled by Lessee with a written notice (12 months advance notice) to Lessor of the desire to cancel the agreement on the cancellation date after April 24, 2023.
<b>Basis of Valuation</b>	:	Market Value
<b>Valuation Approach</b>	:	Income approach (Discount Cash Flow method and Direct Capitalization method) and Cost approach
<b>Capitalization Rate</b>	:	4.7%
<b>Discount Rate</b>	:	4.5%
<b>Terminal Cap Rate</b>	:	4.8%
<b>Date of Valuation</b>	:	12 November 2021
<b>Valuation</b>	:	<b>Market Value:</b>

**JPY939,000,000**

**(NINE HUNDRED AND THIRTY-NINE MILLION JAPANESE YEN)**

**Rate on Net Lettable Area:** Approximately JPY320,791 per sqm.

**Assumptions, Disclaimers, Limitations & Qualifications** : In respect of the property sector, as at the valuation dates on 12 November 2021 we continue to be faced with an unprecedented set of circumstances caused by COVID-19 and an absence of relevant/sufficient market evidence on which to base our judgements. Our valuation is therefore reported as being subject to 'material valuation uncertainty' as set out in VPS 3 and VPGA 10 of the RICS Valuation – Global Standards. Consequently, less certainty and a higher degree of caution should be attached to our valuation than would normally be the case. We recommend that you keep the valuation of the property under frequent review.

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**Prepared By**

: Kumiko Nakakubo MRICS  
Registered Valuer (No. 6909383) - Colliers International Japan KK

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100-0011 Japan



3 December, 2021

OUE LIPPO Healthcare Limited Limited  
6 Shenton Way, OUE Downtown 2,  
#10-09A Singapore 068809

Dear Sirs,

**Re: Orchard Kaichi West in Japan (the “Property”)**

We refer to your instructions to carry out a valuation in respect of the abovementioned Property for the purpose of assessing the market value for financing, statutory reporting and OUE Lippo Healthcare Limited’s corporate action. Our instructions are to provide our opinion of the Market Value of Property as at 12 November 2021. The basis of the valuation is stated in the valuation certificate appended.

We confirm that we have prepared a formal valuation report in accordance with the requirements of the instructions.

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We also confirm that we do not have a pecuniary interest that would conflict with a proper valuation of the property and the valuers undertaking the valuation are authorized to practice as valuers.

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#### Discounted Cash Flow method

We have carried out a discounted cash flow analysis over a 10-year investment horizon in which we have assumed that the Property is sold at the commencement of the eleventh year of the cash flow. This form of analysis allows an investor to make an assessment of the long term return that is likely to be derived from a property with a combination of both net income/rental and capital growth over an assumed investment horizon in undertaking this analysis, a wide range of assumptions are made including a target discount rate, rental growth, sale price of the property at the end of the investment horizon as well as costs associated with its disposal at the end of the investment period.

#### Direct Capitalization method

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#### Cost Approach

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The income approach using the DCF technique is the method normally employed by Colliers and is believed to be the one best able to reflect the process used by an investor when assessing a price to bid for a particular dynamic income generating property such as nursing homes.

In our opinion, the market value of the Property as at the valuation date is:

**JPY405,000,000**  
**(FOUR HUNDRED AND FIVE MILLION JAPANESE YEN)**

Our Valuation Certificate is appended.

Yours faithfully,

For and on behalf of

**Colliers International Japan KK**

*Kouji Hiroki*



**Kouji Hiroki**  
MRICS  
Licensed Real Estate Appraiser No 9024  
Director  
Valuation and Advisory Services

## APPENDIX B - VALUATION CERTIFICATES

Colliers International Japan KK  
Valuation & Advisory Services

MAIN +81 3 4540 8600  
EMAIL kouji.hiroki@colliers.com



Hibiya Kokusai Building  
2-2-3, Uchisaiwaicho, Chiyoda-ku, Tokyo,  
100-0011 Japan

### VALUATION CERTIFICATE

<b>Property</b>	:	Orchard Kaichi West 1602-9 and other lots, Kaichi 2-chome, Matsumoto City, Nagano Prefecture.
<b>Client</b>	:	OUE LIPPO Healthcare Limited, Shinsei Bank, Limited.
<b>Purpose</b>	:	For assessing the market value of for financing, statutory reporting and OUE Lippo Healthcare Limited's corporate action.
<b>Brief Description</b>	:	The subject property is a 4-storey paid nursing home, located approximately 1,200m northeast of JR Oito Line Kitamatsumoto Station. There are 29 units in total (one-bedroom type only).
<b>Registered Owner</b>	:	IHC Japan First TMK
<b>Zoning</b>	:	Type I Residential Area
<b>Interest Valued</b>	:	Freehold land and building
<b>Land area</b>	:	796.98 sqm
<b>Gross Floor Area</b>	:	1,561.49 sqm
<b>Net Lettable Area</b>	:	1,561.49 sqm
<b>Condition and tenancy</b>	:	The subject property is master leased to K.K. SANC (current Orchard Care KK).  Lease tenure: April 25, 2013 – April 24, 2043 (30 years) Rent: JPY2,393,000 per month (The amount may be revised every 3 years upon negotiation based on the inflation rate, etc.) Deposit: 4 months of monthly rent Cancellation clause: The lease shall not be terminated during the lease term until April 24, 2023. The agreement may be cancelled by Lessee with a written notice (12 months advance notice) to Lessor of the desire to cancel the agreement on the cancellation date after April 24, 2023.
<b>Basis of Valuation</b>	:	Market Value
<b>Valuation Approach</b>	:	Income approach (Discount Cash Flow method and Direct Capitalization method) and Cost approach
<b>Capitalization Rate</b>	:	4.7%
<b>Discount Rate</b>	:	4.5%
<b>Terminal Cap Rate</b>	:	4.8%
<b>Date of Valuation</b>	:	12 November 2021
<b>Valuation</b>	:	<b>Market Value:</b>

**JPY405,000,000**  
**(FOUR HUNDRED AND FIVE MILLION JAPANESE YEN)**

**Rate on Net Lettable Area:** Approximately JPY259,368 per sqm.

<b>Assumptions, Disclaimers, Limitations &amp; Qualifications</b>	:	In respect of the property sector, as at the valuation dates on 12 November 2021 we continue to be faced with an unprecedented set of circumstances caused by COVID-19 and an absence of relevant/sufficient market evidence on which to base our judgements. Our valuation is therefore reported as being subject to 'material valuation uncertainty' as set out in VPS 3 and VPGA 10 of the RICS Valuation – Global Standards. Consequently, less certainty and a higher degree of caution should be attached to our valuation than would normally be the case. We recommend that you keep the valuation of the property under frequent review.
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This opinion report is provided subject to the assumptions, qualifications, limitations and disclaimers detailed throughout this report which are made in conjunction with those included within the Assumptions, Qualifications, Limitations & Disclaimers section located within the formal report and our engagement letter. Reliance on this report and extension of our liability is conditional upon the reader's acknowledgement and

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## APPENDIX B - VALUATION CERTIFICATES

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100-0011 Japan



understanding of these statements. This opinion is for the use only of the party to whom it is addressed and for no other purpose. No responsibility is accepted to any third party who may use or rely on the whole or any part of the content of this opinion. The valuer has no pecuniary interest that would conflict with the proper valuation of the property.

For the purpose of the valuation, we have relied upon various sources of information provided which included historical operating performance accounts from October 2020 to August 2021. Unless stated otherwise, we have assumed that the information provided is accurate and that we have been supplied with all the information that has a material effect upon the value of the property.

Furthermore, we have assumed that any information supplied can, if necessary, be verified. Should any of the information provided be found to be inaccurate or incomplete there could be a variation in value.

**Prepared By**

: Kouji Hiroki MRICS  
Registered Valuer (No. 6929010) - Colliers International Japan KK

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Hibiya Kokusai Building  
2-2-3, Uchisaiwaicho, Chiyoda-ku, Tokyo,  
100-0011 Japan

3 December, 2021

OUE LIPPO Healthcare Limited Limited  
6 Shenton Way, OUE Downtown 2,  
#10-09A Singapore 068809

Dear Sirs,

**Re: Orchard Kaichi North in Japan (the “Property”)**

We refer to your instructions to carry out a valuation in respect of the abovementioned Property for the purpose of assessing the market value for financing, statutory reporting and OUE Lippo Healthcare Limited’s corporate action. Our instructions are to provide our opinion of the Market Value of Property as at 12 November 2021. The basis of the valuation is stated in the valuation certificate appended.

We confirm that we have prepared a formal valuation report in accordance with the requirements of the instructions.

The valuation has been carried out in accordance with The Royal Institution of Chartered Surveyors (RICS) Valuation Standards and Guidelines, incorporating International Valuation Standards (IVS), and the Japanese Real Estate Valuation Standards.

Our valuation is on the basis of Market Value which is intended to mean “the estimated amount for which a property should exchange on the date of valuation between a willing buyer and a willing seller in an arm’s length transaction after proper marketing wherein the parties had each acted knowledgeably, prudently and without compulsion”.

This definition of value is consistent with the international definition of Market Value as advocated by RICS, IVS, and the Japanese Real Estate Valuation Standards.

No allowance has been made in our valuation for any charges, mortgages or amounts owing on the property, nor for any expenses or taxation which may be incurred in effecting a sale. It is assumed that the property is free from any major or material encumbrances, restrictions and outgoings of an onerous nature which could affect its value.

This letter and the valuation summary do not contain all the necessary data and information included in arriving at our valuation opinion.

The valuation and market information are not guarantees or predictions and must be read in consideration of the following:

- The estimated value is based upon the factual information provided. Property data/information provided is assumed to be correct. Whilst Colliers International Japan KK has endeavored to ensure the accuracy of the information, it has not independently verified all information provided.
- The valuation and report was undertaken based upon information available as at the date of valuation. Colliers International Japan KK accepts no responsibility for subsequent changes in information as to proposed scheme, areas, income, expenses or market conditions.
- The methodologies adopted in valuing the property are based upon estimates of future results and are not predictions. Each methodology is based on a set of assumptions as to income and expenses of the property and future economic conditions in the local market.

The reported analysis, opinion and conclusion are limited only by the reported assumptions and limiting conditions and is our personal, unbiased professional analysis, opinion and conclusion.

We also confirm that we do not have a pecuniary interest that would conflict with a proper valuation of the property and the valuers undertaking the valuation are authorized to practice as valuers.

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## APPENDIX B - VALUATION CERTIFICATES

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100-0011 Japan



Normally, in undertaking a market valuation, the valuer would assess the property to be valued assuming its highest and best use and competent and efficient management. The typical methods employed by valuers of commercial assets are the income approach (Discount Cash Flow method and Direct Capitalization method), cost approach and sale comparable approach. In providing our opinion for the nursing home, we have adopted the income approach and the cost approach.

### Discounted Cash Flow method

We have carried out a discounted cash flow analysis over a 10-year investment horizon in which we have assumed that the Property is sold at the commencement of the eleventh year of the cash flow. This form of analysis allows an investor to make an assessment of the long term return that is likely to be derived from a property with a combination of both net income/rental and capital growth over an assumed investment horizon in undertaking this analysis, a wide range of assumptions are made including a target discount rate, rental growth, sale price of the property at the end of the investment horizon as well as costs associated with its disposal at the end of the investment period.

### Direct Capitalization method

we have also utilized the Capitalization Approach by estimating sustainable revenue of a property, adjusting to reflect anticipated operating expenses or outgoings, deriving a net income which is then capitalized at appropriate capitalization rate.

### Cost Approach

In the cost approach, we indicates the value of an asset by the cost to create or replace the asset with another similar one, on the premise that a purchaser would not pay more for an asset than the cost to obtain one of equal usefulness.

The income approach using the DCF technique is the method normally employed by Colliers and is believed to be the one best able to reflect the process used by an investor when assessing a price to bid for a particular dynamic income generating property such as nursing homes.

In our opinion, the market value of the Property as at the valuation date is:

**JPY1,297,000,000**

**(ONE BILLION TWO HUNDRED AND NINETY – SEVEN MILLION JAPANESE YEN)**

Our Valuation Certificate is appended.

Yours faithfully,

For and on behalf of

**Colliers International Japan KK**

*Kouji Hiroki*



**Kouji Hiroki**  
MRICS  
Licensed Real Estate Appraiser No 9024  
Director  
Valuation and Advisory Services



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## APPENDIX B - VALUATION CERTIFICATES

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### **VALUATION CERTIFICATE**

<b>Property</b>	:	Orchard Kaichi North 1603-15 and other lots, Kaichi 2-chome, Matsumoto City, Nagano Prefecture.
<b>Client</b>	:	OUE LIPPO Healthcare Limited, Shinsei Bank, Limited.
<b>Purpose</b>	:	For assessing the market value of for financing, statutory reporting and OUE Lippo Healthcare Limited's corporate action.
<b>Brief Description</b>	:	The subject property is a 4-storey paid nursing home building with 1 basement, located approximately 1,200m northeast of JR Oito Line Kitamatsumoto Station. There are 79 units in total (one-bedroom type and two-bedroom type).
<b>Registered Owner</b>	:	IHC Japan First TMK
<b>Zoning</b>	:	Type I Residential Area
<b>Interest Valued</b>	:	Freehold land and building
<b>Land area</b>	:	2,833.41 sqm
<b>Gross Floor Area</b>	:	5,057.91 sqm
<b>Net Lettable Area</b>	:	5,057.91 sqm
<b>Condition and tenancy</b>	:	The subject property is master leased to K.K. SANC (current Orchard Care KK).  Lease tenure: April 25, 2013 – April 24, 2043 (30 years) Rent: JPY6,550,000 per month (The amount may be revised every 3 years upon negotiation based on the inflation rate, etc.) Deposit: 4 months of monthly rent Cancellation clause: The lease shall not be terminated during the lease term until April 24, 2023. The agreement may be cancelled by Lessee with a written notice (12 months advance notice) to Lessor of the desire to cancel the agreement on the cancellation date after April 24, 2023.
<b>Basis of Valuation</b>	:	Market Value
<b>Valuation Approach</b>	:	Income approach (Discount Cash Flow method and Direct Capitalization method) and Cost approach
<b>Capitalization Rate</b>	:	4.7%
<b>Discount Rate</b>	:	4.5%
<b>Terminal Cap Rate</b>	:	4.8%
<b>Date of Valuation</b>	:	12 November 2021
<b>Valuation</b>	:	<b>Market Value:</b>

**JPY1,297,000,000**

**(ONE BILLION TWO HUNDRED AND NINETY—SEVEN MILLION JAPANESE YEN)**

**Rate on Net Lettable Area:** Approximately JPY256,430 per sqm.

<b>Assumptions, Disclaimers, Limitations &amp; Qualifications</b>	:	In respect of the property sector, as at the valuation dates on 12 November 2021 we continue to be faced with an unprecedented set of circumstances caused by COVID-19 and an absence of relevant/sufficient market evidence on which to base our judgements. Our valuation is therefore reported as being subject to 'material valuation uncertainty' as set out in VPS 3 and VPGA 10 of the RICS Valuation – Global Standards. Consequently, less certainty and a higher degree of caution should be attached to our valuation than would normally be the case. We recommend that you keep the valuation of the property under frequent review.
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This opinion report is provided subject to the assumptions, qualifications, limitations and disclaimers detailed throughout this report which are made in conjunction with those included within the Assumptions, Qualifications, Limitations & Disclaimers section located within the formal report and our engagement letter. Reliance on this report and extension of our liability is conditional upon the reader's acknowledgement and

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understanding of these statements. This opinion is for the use only of the party to whom it is addressed and for no other purpose. No responsibility is accepted to any third party who may use or rely on the whole or any part of the content of this opinion. The valuer has no pecuniary interest that would conflict with the proper valuation of the property.

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**Prepared By**

: Kouji Hiroki MRICS  
Registered Valuer (No. 6929010) - Colliers International Japan KK

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## APPENDIX B - VALUATION CERTIFICATES

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100-0011 Japan

3 December, 2021

OUE LIPPO Healthcare Limited Limited  
6 Shenton Way, OUE Downtown 2,  
#10-09A Singapore 068809

Dear Sirs,

**Re: ElySION Gakuenmae in Japan (the “Property”)**

We refer to your instructions to carry out a valuation in respect of the abovementioned Property for the purpose of assessing the market value for financing, statutory reporting and OUE Lippo Healthcare Limited’s corporate action. Our instructions are to provide our opinion of the Market Value of Property as at 12 November 2021. The basis of the valuation is stated in the valuation certificate appended.

We confirm that we have prepared a formal valuation report in accordance with the requirements of the instructions.

The valuation has been carried out in accordance with The Royal Institution of Chartered Surveyors (RICS) Valuation Standards and Guidelines, incorporating International Valuation Standards (IVS), and the Japanese Real Estate Valuation Standards.

Our valuation is on the basis of Market Value which is intended to mean “the estimated amount for which a property should exchange on the date of valuation between a willing buyer and a willing seller in an arm’s length transaction after proper marketing wherein the parties had each acted knowledgeably, prudently and without compulsion”.

This definition of value is consistent with the international definition of Market Value as advocated by RICS, IVS, and the Japanese Real Estate Valuation Standards.

No allowance has been made in our valuation for any charges, mortgages or amounts owing on the property, nor for any expenses or taxation which may be incurred in effecting a sale. It is assumed that the property is free from any major or material encumbrances, restrictions and outgoings of an onerous nature which could affect its value.

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The reported analysis, opinion and conclusion are limited only by the reported assumptions and limiting conditions and is our personal, unbiased professional analysis, opinion and conclusion.

We also confirm that we do not have a pecuniary interest that would conflict with a proper valuation of the property and the valuers undertaking the valuation are authorized to practice as valuers.

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#### Discounted Cash Flow method

We have carried out a discounted cash flow analysis over a 10-year investment horizon in which we have assumed that the Property is sold at the commencement of the eleventh year of the cash flow. This form of analysis allows an investor to make an assessment of the long term return that is likely to be derived from a property with a combination of both net income/rental and capital growth over an assumed investment horizon in undertaking this analysis, a wide range of assumptions are made including a target discount rate, rental growth, sale price of the property at the end of the investment horizon as well as costs associated with its disposal at the end of the investment period.

#### Direct Capitalization method

we have also utilized the Capitalization Approach by estimating sustainable revenue of a property, adjusting to reflect anticipated operating expenses or outgoings, deriving a net income which is then capitalized at appropriate capitalization rate.

#### Cost Approach

In the cost approach, we indicates the value of an asset by the cost to create or replace the asset with another similar one, on the premise that a purchaser would not pay more for an asset than the cost to obtain one of equal usefulness.

The income approach using the DCF technique is the method normally employed by Colliers and is believed to be the one best able to reflect the process used by an investor when assessing a price to bid for a particular dynamic income generating property such as nursing homes.

In our opinion, the market value of the Property as at the valuation date is:

**JPY1,590,000,000**

**(ONE BILLION FIVE HUNDRED AND NINETY MILLION JAPANESE YEN)**

Our Valuation Certificate is appended.

Yours faithfully,

For and on behalf of

**Colliers International Japan KK**

*Kumiko Nakakubo*



**Kumiko Nakakubo**  
MRICS  
Licensed Real Estate Appraiser No 9952  
Associate Director  
Valuation and Advisory Services

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### VALUATION CERTIFICATE

<b>Property</b>	:	ElySION Gakuenmae 1994-6, Nakatomigaoka 1-chome, Nara City, Nara Prefecture.
<b>Client</b>	:	OUE LIPPO Healthcare Limited, Shinsei Bank, Limited.
<b>Purpose</b>	:	For assessing the market value of for financing, statutory reporting and OUE Lippo Healthcare Limited's corporate action.
<b>Brief Description</b>	:	The subject property is a 5-storey paid nursing home building located approximately 1,100m south of Kintetsu Keihanna Line Gakken Nara-Tomigaoka Station. There are 92 units in total (one-bedroom type only).
<b>Registered Owner</b>	:	IHC Japan First TMK
<b>Zoning</b>	:	Type I Middle/High-rise Exclusive Residential Area
<b>Interest Valued</b>	:	Freehold land and building
<b>Land area</b>	:	1,898.30 sqm
<b>Gross Floor Area</b>	:	3,790.00 sqm
<b>Net Lettable Area</b>	:	3,790.00 sqm
<b>Condition and tenancy</b>	:	The subject property is master leased to Safetylife Co., Ltd.  Lease tenure: 25 April 2013 – 24 April 2043 (30 years) Rent: JPY6,992,000 per month (The amount shall be fixed during the lease period but may be revised every 3 years upon negotiation based on the rise in prices and interest rates.) Deposit: 4 months of monthly rent Cancellation clause: The lease shall not be terminated during the lease term until 24 April 2023. The agreement may be cancelled by Lessee with a written notice (12 months advance notice) to Lessor of the desire to cancel the agreement on the cancellation date after April 24, 2023.
<b>Basis of Valuation</b>	:	Market Value
<b>Valuation Approach</b>	:	Income approach (Discount Cash Flow method and Direct Capitalization method) and Cost approach
<b>Capitalization Rate</b>	:	4.6%
<b>Discount Rate</b>	:	4.4%
<b>Terminal Cap Rate</b>	:	4.7%
<b>Date of Valuation</b>	:	12 November 2021
<b>Valuation</b>	:	<b>Market Value:</b>

**JPY1,590,000,000**  
**(ONE BILLION FIVE HUNDRED AND NINETY MILLION JAPANESE YEN)**

**Rate on Net Lettable Area:** Approximately JPY419,525 per sqm.

**Assumptions, Disclaimers, Limitations & Qualifications** : In respect of the property sector, as at the valuation dates on 12 November 2021 we continue to be faced with an unprecedented set of circumstances caused by COVID-19 and an absence of relevant/sufficient market evidence on which to base our judgements. Our valuation is therefore reported as being subject to 'material valuation uncertainty' as set out in VPS 3 and VPGA 10 of the RICS Valuation – Global Standards. Consequently, less certainty and a higher degree of caution should be attached to our valuation than would normally be the case. We recommend that you keep the valuation of the property under frequent review.

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**Prepared By**

: Kumiko Nakakubo MRICS  
Registered Valuer (No. 6909383) - Colliers International Japan KK

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100-0011 Japan

3 December, 2021

OUE LIPPO Healthcare Limited Limited  
6 Shenton Way, OUE Downtown 2,  
#10-09A Singapore 068809

Dear Sirs,

**Re: ElySION Mamigaoka, ElySION Mamigaoka Annex in Japan (the “Property”)**

We refer to your instructions to carry out a valuation in respect of the abovementioned Property for the purpose of assessing the market value for financing, statutory reporting and OUE Lippo Healthcare Limited’s corporate action. Our instructions are to provide our opinion of the Market Value of Property as at 12 November 2021. The basis of the valuation is stated in the valuation certificate appended.

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### Discounted Cash Flow method

We have carried out a discounted cash flow analysis over a 10-year investment horizon in which we have assumed that the Property is sold at the commencement of the eleventh year of the cash flow. This form of analysis allows an investor to make an assessment of the long term return that is likely to be derived from a property with a combination of both net income/rental and capital growth over an assumed investment horizon in undertaking this analysis, a wide range of assumptions are made including a target discount rate, rental growth, sale price of the property at the end of the investment horizon as well as costs associated with its disposal at the end of the investment period.

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The income approach using the DCF technique is the method normally employed by Colliers and is believed to be the one best able to reflect the process used by an investor when assessing a price to bid for a particular dynamic income generating property such as nursing homes.

In our opinion, the market value of the Property as at the valuation date is:

**JPY2,390,000,000**  
**(TWO BILLION THREE HUNDRED AND NINETY MILLION JAPANESE YEN)**

Our Valuation Certificate is appended.

Yours faithfully,

For and on behalf of

**Colliers International Japan KK**

  
  
**Kumiko Nakakubo**  
MRICS  
Licensed Real Estate Appraiser No 9952  
Associate Director  
Valuation and Advisory Services



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EMAIL Kumiko.Nakakubo@colliers.com

Hibiya Kokusai Building  
2-2-3, Uchisaiwaicho, Chiyoda-ku, Tokyo,  
100-0011 Japan



### VALUATION CERTIFICATE

<b>Property</b>	:	Elysiion Mamigaoka, Elysiion Mamigaoka Annex 1-1 and other lots, Umamiminami 4-chome, Koryocho, Kitakatsuragi-gun, Nara Prefecture.
<b>Client</b>	:	OUE LIPPO Healthcare Limited, Shinsei Bank, Limited.
<b>Purpose</b>	:	For assessing the market value of for financing, statutory reporting and OUE Lippo Healthcare Limited's corporate action.
<b>Brief Description</b>	:	The subject property is a 5-storey paid nursing home building and a 4-storey paid nursing home building, located approximately 1,400m northeast of Kintetsu Osaka Line Goido Station. There are 160 units in total (one-bedroom type and two- bedroom type).
<b>Registered Owner</b>	:	IHC Japan First TMK
<b>Zoning</b>	:	Type I Middle/High-rise Exclusive Residential Area
<b>Interest Valued</b>	:	Freehold land and building
<b>Land area</b>	:	6,997.21 sqm
<b>Gross Floor Area</b>	:	Total : 10,258.85 sq m. -Building 1 : 7,455.01 sq m. -Building 2 : 2,803.84 sq m.
<b>Net Lettable Area</b>	:	Total : 10,258.85 sq m. -Building 1 : 7,455.01 sq m. -Building 2 : 2,803.84 sq m.
<b>Condition and tenancy</b>	:	The subject property is master leased to Safetylife Co., Ltd.  Lease tenure: 25 April 2013 – 24 April 2043 (30 years) Rent: JPY11,220,000 per month (The amount shall be fixed during the lease period but may be revised every 3 years upon negotiation based on the rise in prices and interest rates.) Deposit: 4 months of monthly rent Cancellation clause: The lease shall not be terminated during the lease term until 24 April 2023. The agreement may be cancelled by Lessee with a written notice (12 months advance notice) to Lessor of the desire to cancel the agreement on the cancellation date after April 24, 2023.
<b>Basis of Valuation</b>	:	Market Value
<b>Valuation Approach</b>	:	Income approach (Discount Cash Flow method and Direct Capitalization method) and Cost approach
<b>Capitalization Rate</b>	:	4.6%
<b>Discount Rate</b>	:	4.4%
<b>Terminal Cap Rate</b>	:	4.7%
<b>Date of Valuation</b>	:	12 November 2021
<b>Valuation</b>	:	<b>Market Value:</b>

**JPY2,390,000,000**  
**(TWO BILLION THREE HUNDRED AND NINETY MILLION JAPANESE YEN)**

**Rate on Net Lettable Area:** Approximately JPY232,970 per sqm.

<b>Assumptions, Disclaimers, Limitations &amp; Qualifications</b>	:	In respect of the property sector, as at the valuation dates on 12 November 2021 we continue to be faced with an unprecedented set of circumstances caused by COVID-19 and an absence of relevant/sufficient market evidence on which to base our judgements. Our valuation is therefore reported as being subject to 'material valuation uncertainty' as set out in VPS 3 and VPGA 10 of the RICS Valuation – Global Standards. Consequently, less certainty and a higher degree of caution should be attached to our valuation than would normally be the case. We recommend that you keep the valuation of the property under frequent review.
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## APPENDIX B - VALUATION CERTIFICATES

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Colliers International Japan KK  
Valuation & Advisory Services

MAIN +81 3 4540 8600  
EMAIL Kumiko.Nakakubo@colliers.com



Hibiya Kokusai Building  
2-2-3, Uchisaiwaicho, Chiyoda-ku, Tokyo,  
100-0011 Japan

This opinion report is provided subject to the assumptions, qualifications, limitations and disclaimers detailed throughout this report which are made in conjunction with those included within the Assumptions, Qualifications, Limitations & Disclaimers section located within the formal report and our engagement letter. Reliance on this report and extension of our liability is conditional upon the reader's acknowledgement and understanding of these statements. This opinion is for the use only of the party to whom it is addressed and for no other purpose. No responsibility is accepted to any third party who may use or rely on the whole or any part of the content of this opinion. The valuer has no pecuniary interest that would conflict with the proper valuation of the property.

For the purpose of the valuation, we have relied upon various sources of information provided which included historical operating performance accounts from October 2020 to September 2021. Unless stated otherwise, we have assumed that the information provided is accurate and that we have been supplied with all the information that has a material effect upon the value of the property.

Furthermore, we have assumed that any information supplied can, if necessary, be verified. Should any of the information provided be found to be inaccurate or incomplete there could be a variation in value.

**Prepared By**

: Kumiko Nakakubo MRICS  
Registered Valuer (No. 6909383) - Colliers International Japan KK

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## NOTICE OF EXTRAORDINARY GENERAL MEETING

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### QUE LIPPO HEALTHCARE LIMITED

(Company Registration No. 201304341E)  
(Incorporated in the Republic of Singapore)  
(the "Company")

*All capitalised terms used in this Notice which are not defined herein shall, unless the context otherwise requires, have the same meaning ascribed to them in the circular issued by the Company to Shareholders dated 5 January 2022.*

**NOTICE IS HEREBY GIVEN** that an Extraordinary General Meeting ("EGM") of the Company will be convened and held by way of electronic means on 28 January 2022 at 9.00 a.m. (Singapore time) for the purpose of considering and, if thought fit, passing with or without modifications, the following resolution:

#### **ORDINARY RESOLUTION**

**THE PROPOSED DIVESTMENT BY THE COMPANY OF 100.0% OF THE ISSUED AND PAID-UP SHARE CAPITAL OF EACH OF (1) OUELH JAPAN MEDICAL FACILITIES PTE. LTD., WHICH OWNS A 100.0% INTEREST IN 12 NURSING HOMES LOCATED IN JAPAN; AND (2) OUELH JAPAN MEDICAL ASSETS PTE. LTD. AS A MAJOR TRANSACTION**

#### **THAT:**

- (a) pursuant to Rule 1014 of the Catalist Rules, approval be and is hereby given for the Company to enter into the Proposed Transaction pursuant to the terms and conditions of the JMF SPA and the JMA SPA as entered into between the Purchaser and the Company;
- (b) the Directors of the Company and each of them be and are hereby authorised to do and complete all such acts and things, including without limitation, executing all such documents and to approve any amendments, alterations or modifications to any documents as any of them may consider necessary, desirable or expedient to give effect to the Proposed Transaction as they or he may think fit; and
- (c) any acts, matters and things done or performed, and/or documents signed, executed, sealed and/or delivered by a Director in connection with the Proposed Transaction and this Resolution be and are hereby approved, confirmed and ratified.

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

Victor Chong  
Company Secretary

5 January 2022

#### **Personal data privacy**

By completing and submitting the proxy form appointing the Chairman of the EGM 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, analysis and facilitation by the Company (or its agents or its service providers) of the appointment of the Chairman of the EGM as proxy 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, take-over rules, regulations and/or guidelines.

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## NOTICE OF EXTRAORDINARY GENERAL MEETING

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### Notes:

1. The EGM is being convened, and will be held, by way of electronic means pursuant to the COVID-19 (Temporary Measures) (Alternative Arrangements for Meetings for Companies, Variable Capital Companies, Business Trusts, Unit Trusts and Debenture Holders) Order 2020. Printed copies of this Notice will not be sent to members. Instead, this Notice will be sent to members by electronic means via announcement on the website of the SGX-ST at the URL <https://www.sgx.com/securities/company-announcements> and may be accessed at the Company's website at the URL [https://investor.ouelh.com/agm\\_egm.html](https://investor.ouelh.com/agm_egm.html).
2. Alternative arrangements relating to attendance at the EGM via electronic means (including arrangements by which the EGM can be electronically accessed via "live" audio-and-video webcast or "live" audio-only stream), submission of questions to the Chairman of the EGM in advance of the EGM, addressing of substantial and relevant questions either before the EGM (including at a virtual information session ("VIS")) or at the EGM and voting by appointing the Chairman of the EGM as proxy at the EGM, are set out in this Notice, which may be accessed at the Company's website at the URL [https://investor.ouelh.com/agm\\_egm.html](https://investor.ouelh.com/agm_egm.html), and will also be made available on the website of the SGX-ST at the URL <https://www.sgx.com/securities/company-announcements>.
3. **Due to the current COVID-19 situation in Singapore, members will not be able to attend the EGM in person. Shareholders, CPFIS Investors and SRS Investors who wish to follow the proceedings through a "live" audio-and-video webcast via their mobile phones, tablets or computers or listen to the proceedings through a "live" audio-only stream via telephone must pre-register at <http://www.ouelh.com/EGMJan2022.html> no later than 9.00 a.m. on 25 January 2022 (the "Registration Deadline").** Following verification, an email containing instructions on how to access the "live" audio-and-video webcast and "live" audio-only stream of the proceedings of the EGM will be sent to authenticated Shareholders, CPFIS Investors and SRS Investors by 12.00 p.m. on 27 January 2022.

Shareholders, CPFIS Investors and SRS Investors who do not receive any email by 12.00 p.m. on 27 January 2022, but have registered by the Registration Deadline, should contact the Company's Share Registrar, Boardroom Corporate & Advisory Services Pte. Ltd. at [srs.teamE@boardroomlimited.com](mailto:srs.teamE@boardroomlimited.com) stating: (a) his/her/its full name; and (b) his/her/its identification/registration number.

An investor holding Shares through relevant intermediaries (as defined in Section 181 of the Companies Act, Chapter 50 of Singapore) ("**Investors**") (other than CPFIS Investors and SRS Investors) will not be able to pre-register at <http://www.ouelh.com/EGMJan2022.html> for the "live" broadcast of the EGM. An Investor (other than CPFIS Investors and SRS Investors) who wishes to participate in the "live" broadcast of the EGM should instead approach his/her relevant intermediary as soon as possible in order for the relevant intermediary to make the necessary arrangements to pre-register. The relevant intermediary is required to submit a consolidated list of participants (setting out in respect of each participant, his/her name, email address and NRIC/Passport number) to the Company's Share Registrar, Boardroom Corporate & Advisory Services Pte. Ltd., via email to [srs.teamE@boardroomlimited.com](mailto:srs.teamE@boardroomlimited.com) no later than 9.00 a.m. on 25 January 2022.

4. **A member (whether individual or corporate) must submit his/her/its proxy form appointing the Chairman of the EGM as his/her/its proxy to attend, speak and vote on his/her/its behalf at the EGM if such member wishes to exercise his/her/its voting rights at the EGM.** The accompanying proxy form for the EGM will be announced together with this Notice and may be accessed at the Company's website at the URL [https://investor.ouelh.com/agm\\_egm.html](https://investor.ouelh.com/agm_egm.html) and the website of the SGX-ST at the URL <https://www.sgx.com/securities/company-announcements>.

Where a member (whether individual or corporate) appoints the Chairman of the EGM as his/her/its proxy, he/she/it must give specific instructions as to voting, or abstentions from voting, in respect of a resolution in the proxy form, failing which the appointment of the Chairman of the EGM as proxy for that resolution will be treated as invalid.

CPFIS Investors and SRS Investors who wish to appoint the Chairman of the EGM as proxy should approach their respective CPF Agent Banks or SRS Agent Banks to submit their votes by 5.00 p.m. on 19 January 2022, being at least seven (7) working days before the date of the EGM.

5. The Chairman of the EGM, as proxy, need not be a member of the Company.
6. The instrument appointing the Chairman of the EGM as proxy must be submitted to the Company in the following manner:
  - a. if submitted electronically, be submitted via email to the Company's Share Registrar, Boardroom Corporate & Advisory Services Pte. Ltd., at [srs.teamE@boardroomlimited.com](mailto:srs.teamE@boardroomlimited.com); or
  - b. if submitted by post, be lodged at the registered office of the Company's Share Registrar, Boardroom Corporate & Advisory Services Pte. Ltd., at 50 Raffles Place, #32-01 Singapore Land Tower, Singapore 048623,

in either case, by **9.00 a.m. on 25 January 2022** (being 72 hours before the time appointed for holding the EGM).

A member who wishes to submit an instrument of proxy must first download, complete and sign the proxy form, before submitting it by post to the address provided above, or before scanning and sending it by email to the email address provided above.

**Due to the current COVID-19 situation in Singapore and the related safe distancing measures which may make it difficult for members to submit completed proxy forms by post, members are strongly encouraged to submit completed proxy forms electronically via email.**

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## NOTICE OF EXTRAORDINARY GENERAL MEETING

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7. Members will not be able to ask questions during the “live” audio-and-video webcast or the “live” audio-only stream of the EGM. Members who wish to ask questions relating to the resolution to be tabled at the EGM must complete and submit the questions form for the EGM, which will be announced together with this Notice and may be accessed at the Company’s website at the URL [https://investor.ouelh.com/agm\\_egm.html](https://investor.ouelh.com/agm_egm.html) and will also be made available on the website of the SGX-ST at the URL <https://www.sgx.com/securities/company-announcements>.
8. The questions form must be submitted to the Company in the following manner:
- if submitted electronically, be submitted via email to the Company’s Share Registrar, Boardroom Corporate & Advisory Services Pte. Ltd., at [srs.teamE@boardroomlimited.com](mailto:srs.teamE@boardroomlimited.com); or
  - if submitted by post, be lodged at the registered office of the Company’s Share Registrar, Boardroom Corporate & Advisory Services Pte. Ltd., at 50 Raffles Place, #32-01 Singapore Land Tower, Singapore 048623,

in either case, by **9.00 a.m. on 14 January 2022** for the purposes of the VIS (the “**VIS Questions Deadline**”) or by **9.00 a.m. on 24 January 2022** for the purposes of the EGM (being 24 hours before the closing time for the lodgement of the proxy forms prior to the EGM).

A member who wishes to submit the questions form must first download, complete and sign the question form, before submitting it by post to the address provided above, or before scanning and sending it by email to the email address provided above.

**Due to the current COVID-19 situation in Singapore and the related safe distancing measures which may make it difficult for members to submit completed questions forms by post, members are strongly encouraged to submit completed questions forms electronically via email.**

9. A VIS will also be held for Shareholders and Investors prior to the EGM, at **6.00 p.m. on 19 January 2022** where the Company will endeavour to address all substantial and relevant questions received by the VIS Questions Deadline from Shareholders and Investors in relation to the ordinary resolution to approve the Proposed Transaction as set out in the Notice of EGM. Shareholders and Investors will also be able to ask questions “live” via the online chat box function during the VIS. Further details on the VIS are set out in Section 19.1(b) of the Circular.
10. The Company will endeavour to address all substantial and relevant questions received from Shareholders and/or Investors during the VIS (if received by the VIS Questions Deadline), or prior to or during the EGM (if received after the VIS Questions Deadline but by **9.00 a.m. on 24 January 2022**), having regard to the limited time available at the VIS and the EGM, respectively.
11. The Company will publish the minutes, or provide a link for Shareholders and Investors to access the recording of the VIS on SGXNet at the URL <https://www.sgx.com/securities/company-announcements> and the Company’s website at the URL [https://investor.ouelh.com/agm\\_egm.html](https://investor.ouelh.com/agm_egm.html) by **21 January 2022**. The Company will also, within one (1) month after the date of the EGM, publish the minutes of the EGM on SGXNet and the Company’s website, and the minutes will include the responses to the questions referred to above.

## PROXY FORM

### OUÉ LIPPO HEALTHCARE LIMITED

(Incorporated in the Republic of Singapore)  
(Registration No. 201304341E)

#### PROXY FORM

**IMPORTANT:**

1. The Extraordinary General Meeting (“EGM”) is being convened, and will be held, by way of electronic means pursuant to the COVID-19 (Temporary Measures) (Alternative Arrangements for Meetings for Companies, Variable Capital Companies, Business Trusts, Unit Trusts and Debenture Holders) Order 2020. Printed copies of this Proxy Form will not be sent to members. Instead, it will be sent to members by electronic means via announcement on the website of the SGX-ST at the URL <https://www.sgx.com/securities/company-announcements> and may be accessed at the Company’s website at the URL [https://investor.ouelh.com/agm\\_egm.html](https://investor.ouelh.com/agm_egm.html).
2. Alternative arrangements relating to attendance at the EGM via electronic means (including arrangements by which the EGM can be electronically accessed via “live” audio-and-video webcast or “live” audio-only stream), submission of questions to the Chairman of the EGM in advance of the EGM, addressing of substantial and relevant questions either before the EGM (including at a virtual information session) or at the EGM and voting by appointing the Chairman of the EGM as proxy at the EGM, are set out in the Notice of EGM, which may be accessed at the Company’s website at the URL [https://investor.ouelh.com/agm\\_egm.html](https://investor.ouelh.com/agm_egm.html) and will also be made available on the website of the SGX-ST at the URL <https://www.sgx.com/securities/company-announcements>.
3. **Due to the current COVID-19 situation in Singapore, members will not be able to attend the EGM in person. A member (whether individual or corporate) must submit his/her/its proxy form appointing the Chairman of the EGM as his/her/its proxy to attend, speak and vote on his/her/its behalf at the EGM if such member wishes to exercise his/her/its voting rights at the EGM.**
4. CPFIS Investors and SRS Investors who wish to appoint the Chairman of the EGM as proxy should approach their respective CPF Agent Banks or SRS Agent Banks to submit their votes by 5.00 p.m. on 19 January 2022, being at least seven (7) working days before the date of the EGM.
5. By submitting an instrument appointing the Chairman of the EGM as proxy, the member accepts and agrees to the personal data privacy terms set out in the Notice of EGM dated 5 January 2022.
6. **Please read the notes overleaf which contain instructions on, *inter alia*, the appointment of the Chairman of the EGM as a member’s proxy to attend, speak and vote on his/her/its behalf at the EGM.**

#### EXTRAORDINARY GENERAL MEETING

I/We\*, \_\_\_\_\_, \_\_\_\_\_,  
(Name) (NRIC/Passport No./Company Registration No.\*)

of \_\_\_\_\_  
(Address)

being a member/members\* of OUE Lippo Healthcare Limited (the “Company”), hereby appoint the **Chairman of the EGM**, as my/our\* proxy to attend, speak and to vote for me/us\* on my/our\* behalf at the EGM of the Company to be convened and held by way of electronic means on 28 January 2022 at 9.00 a.m. and at any adjournment thereof.

NO.	ORDINARY RESOLUTION	VOTING		ABSTAIN FROM VOTING**
		FOR**	AGAINST**	
1.	The proposed divestment by the Company of 100.0% of the issued and paid-up share capital of each of (1) OUELH Japan Medical Facilities Pte. Ltd., which owns a 100.0% interest in 12 nursing homes located in Japan; and (2) OUELH Japan Medical Assets Pte. Ltd. as a major transaction			

\* Delete as appropriate

\*\* Voting will be conducted by poll. If you wish the Chairman of the EGM as your proxy to cast all your votes “for” or “against” the resolution, please indicate with an “X” in the “For” or “Against” box provided in respect of the resolution. Alternatively, please indicate the number of votes “for” or “against” in the “For” or “Against” box in respect of the resolution. If you wish the Chairman of the EGM as your proxy to abstain from voting on the resolution, please indicate with an “X” in the “Abstain From Voting” box provided in respect of the resolution. Alternatively, please indicate the number of shares that the Chairman of the EGM as your proxy is directed to abstain from voting in the “Abstain From Voting” box in respect of the resolution. In the absence of specific directions in respect of the resolution, the appointment of the Chairman of the EGM as your proxy for the resolution will be treated as invalid.

Dated this \_\_\_\_\_ day of \_\_\_\_\_ 2022

Total Number of Shares held in:	No. of Shares
CDP Register	
Register of Members	

Signature(s) of member(s) or  
Common Seal of Corporate Shareholder



**Notes:**

1. If the member has shares entered against his name in the Depository Register (maintained by The Central Depository (Pte) Limited), he should insert that number of shares. If the member has shares registered in his name in the Register of Members (maintained by or on behalf of the Company), he should insert that number of shares. If the member has shares entered against his name in the Depository Register and shares registered in his name in the Register of Members, he should insert the aggregate number of shares. If no number is inserted, this form of proxy (the "**Proxy Form**") will be deemed to relate to all the shares held by the member.
2. **Due to the current COVID-19 situation in Singapore, members will not be able to attend the EGM in person. A member (whether individual or corporate) must submit his/her/its Proxy Form appointing the Chairman of the EGM as his/her/its proxy to attend, speak and vote on his/her/its behalf at the EGM if such member wishes to exercise his/her/its voting rights at the EGM. Where a member (whether individual or corporate) appoints the Chairman of the EGM as his/her/its proxy, he/she/it must give specific instructions as to voting, or abstentions from voting, in respect of a resolution in the Proxy Form, failing which the appointment of the Chairman of the EGM as proxy for that resolution will be treated as invalid.** The Proxy Form for the EGM will be announced together with the Notice of EGM and may be accessed at the Company's website at the URL [https://investor.ouelh.com/agm\\_egm.html](https://investor.ouelh.com/agm_egm.html) and the website of the SGX-ST at the URL <https://www.sgx.com/securities/company-announcements>.  
CPFIS Investors and SRS Investors who wish to appoint the Chairman of the EGM as proxy should approach their respective CPF Agent Banks or SRS Agent Banks to submit their votes by 5.00 p.m. on 19 January 2022.
3. The Chairman of the EGM, as proxy, need not be a member of the Company.

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**PROXY FORM**

The Share Registrar  
**QUE LIPPO HEALTHCARE LIMITED**  
50 Raffles Place  
#32-01 Singapore Land Tower  
Singapore 048623

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4. The Proxy Form must be submitted to the Company in the following manner:
  - a. **if submitted electronically, be submitted via email to the Company's Share Registrar, Boardroom Corporate & Advisory Services Pte. Ltd., at [srs.teamE@boardroomlimited.com](mailto:srs.teamE@boardroomlimited.com); or**
  - b. **if submitted by post, be lodged at the registered office of the Company's Share Registrar, Boardroom Corporate & Advisory Services Pte. Ltd., at 50 Raffles Place, #32-01 Singapore Land Tower, Singapore 048623,**in either case, by **9.00 a.m. on 25 January 2022** (being 72 hours before the time appointed for holding the EGM).  
A member who wishes to submit a Proxy Form must first download, complete and sign the Proxy Form, before submitting it by post to the address provided above, or before scanning and sending it by email to the email address provided above.  
**Due to the current COVID-19 situation in Singapore and the related safe distancing measures which may make it difficult for members to submit completed Proxy Forms by post, members are strongly encouraged to submit completed Proxy Forms electronically via email.**
5. The Proxy Form must be under the hand of the appointor or of his attorney duly authorised in writing. Where the Proxy Form is executed by a corporation, it must be executed under its common seal or under the hand of its attorney or a duly authorised officer.
6. Where a 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 the Proxy Form, failing which the Proxy Form may be treated as invalid.
7. 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, Chapter 50 of Singapore.
8. The Company shall be entitled to reject a Proxy Form which is incomplete, improperly completed, illegible or where the true intentions of the appointor are not ascertainable from the instructions of the appointor specified on the Proxy Form. In addition, in the case of shares entered in the Depository Register, the Company may reject a Proxy Form (or any related attachment) 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, as certified by The Central Depository (Pte) Limited to the Company.

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## QUESTIONS FORM

### QUE LIPPO HEALTHCARE LIMITED

(Company Registration No. 201304341E)  
(Incorporated in the Republic of Singapore)  
(the "Company")

#### QUESTIONS FORM EXTRAORDINARY GENERAL MEETING ON 28 JANUARY 2022 AT 9.00 A.M.

Please note that Shareholders and investors holding Shares through relevant intermediaries (as defined in Section 181 of the Companies Act, Chapter 50 of Singapore) ("Investors") will not be able to ask questions at the Extraordinary General Meeting ("EGM") of the Company, "live" during the audio-and-video webcast and the audio-only stream, and therefore it is important for Shareholders and Investors who wish to ask questions related to the resolution to be tabled at the EGM to complete and submit this Questions Form in advance of the EGM. Please read the notes overleaf which contain instructions on, *inter alia*, the submission of questions ahead of the EGM and the timeframe for submission of questions.

Please complete all fields below. We regret that incomplete or incorrectly completed forms will not be processed.

Full Name (as per CDP / CPF / SRS / Scrip-based / DA records)	
NRIC / Passport No. / Company Registration No.	
Shareholding Type*	CDP Direct Account Holder CPF / SRS Investment Account Holder Physical Scrip Holder Holder through Depository Agent

\*delete as applicable

#### QUESTIONS FOR THE BOARD OF DIRECTORS AND MANAGEMENT:

Note: Questions should be related to the resolution to be tabled at the EGM. Please refer to the Summary of Resolutions for the number of the relevant resolution. Please include additional pages as necessary.

Question 1	In relation to the Ordinary Resolution
Question 2	In relation to the Ordinary Resolution
Question 3	In relation to the Ordinary Resolution

Dated this \_\_\_\_\_ day of \_\_\_\_\_ 2022

\_\_\_\_\_  
Signature(s) of member(s) or  
Common Seal of Corporate Shareholder

SUMMARY OF RESOLUTIONS	
No.	Ordinary Resolution
1.	The proposed divestment by the Company of 100.0% of the issued and paid-up share capital of each of (1) OUELH Japan Medical Facilities Pte. Ltd., which owns a 100.0% interest in 12 nursing homes located in Japan; and (2) OUELH Japan Medical Assets Pte. Ltd. as a major transaction





**Notes:**

1. The EGM is being convened, and will be held, by way of electronic means pursuant to the COVID-19 (Temporary Measures) (Alternative Arrangements for Meetings for Companies, Variable Capital Companies, Business Trusts, Unit Trusts and Debenture Holders) Order 2020.
2. Alternative arrangements relating to attendance at the EGM via electronic means (including arrangements by which the EGM can be electronically accessed via "live" audio-and-video webcast or "live" audio-only stream), submission of questions to the Chairman of the EGM in advance of the EGM, addressing of substantial and relevant questions either before the EGM (including at a virtual information session ("VIS")) or at the EGM and voting by appointing the Chairman of the EGM as proxy at the EGM, are set out in the Notice of EGM, which may be accessed at the Company's website at the URL [https://investor.ouelh.com/agm\\_egm.html](https://investor.ouelh.com/agm_egm.html) and will also be made available on the website of the SGX-ST at the URL <https://www.sgx.com/securities/company-announcements>.
3. The VIS will be held for Shareholders and Investors prior to the EGM, at **6.00 p.m. on 19 January 2022** where the Company will endeavour to address all substantial and relevant questions received by **9.00 a.m. on 14 January 2022** (the "**VIS Questions Deadline**") from Shareholders and Investors in relation to the ordinary resolution to approve the Proposed Transaction as set out in the Notice of EGM. Shareholders and Investors will also be able to ask questions "live" via the online chat box function during the VIS. Further details on the VIS are set out in Section 19.1(b) of the Circular.
4. The Company will endeavour to address all substantial and relevant questions received from Shareholders and/or Investors during the VIS (if received by the VIS Questions Deadline), or prior to or during the EGM (if received after the VIS Questions Deadline but by **9.00 a.m. on 24 January 2022**), having regard to the limited time available at the VIS and the EGM, respectively.

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**QUESTIONS FORM**

The Share Registrar  
**QUE LIPPO HEALTHCARE LIMITED**  
50 Raffles Place  
#32-01 Singapore Land Tower  
Singapore 048623

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The Company will publish the minutes, or provide a link for Shareholders and Investors to access the recording of the VIS on SGXNet at the URL <https://www.sgx.com/securities/company-announcements> and the Company's website at the URL [https://investor.ouelh.com/agm\\_egm.html](https://investor.ouelh.com/agm_egm.html) by **21 January 2022**. The Company will also, within one (1) month after the date of the EGM, publish the minutes of the EGM on SGXNet and the Company's website, and the minutes will include the responses to the questions referred to above.

5. The Questions Form must be submitted to the Company in the following manner:
  - a. **if submitted electronically, be submitted via email to the Company's Share Registrar, Boardroom Corporate & Advisory Services Pte. Ltd., at [srs.teamE@boardroomlimited.com](mailto:srs.teamE@boardroomlimited.com); or**
  - b. **if submitted by post, be lodged at the registered office of the Company's Share Registrar, Boardroom Corporate & Advisory Services Pte. Ltd., at 50 Raffles Place, #32-01 Singapore Land Tower, Singapore 048623,**

in either case, by the VIS Questions Deadline for the purposes of the VIS or by **9.00 a.m. on 24 January 2022** for the purposes of the EGM (being 24 hours before the closing time for the lodgement of the proxy forms prior to the EGM).

6. A Shareholder or Investor who wishes to submit this Questions Form must first download, complete and sign the Questions Form, before submitting it by post to the address provided above, or before scanning and sending it by email to the email address provided above. **Due to the current COVID-19 situation in Singapore and the related safe distancing measures which may make it difficult to submit completed Questions Forms by post, Shareholders and Investors are strongly encouraged submit completed Questions Forms electronically via email.**
7. By completing and submitting this Questions Form, 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 processing, administration, analysis and facilitation by the Company (or its agents or service providers) of the member's participation at the EGM (including any adjournment thereof) and the preparation and compilation of the attendance lists, minutes (including questions and answers) 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, take-over rules, regulations and/or guidelines.

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