
INTERESTED PERSON TRANSACTIONS – ADDITIONAL SHAREHOLDERS’ LOANS

1. Introduction

Reference is made to the announcement by UOL Group Limited (the “**Company**”) on 12 September 2018 on the shareholders’ loans extended by:

- (i) UOL Venture Investments Pte. Ltd. (“**UVI**”), a wholly-owned subsidiary of the Company,
- (ii) UIC Homes Pte. Ltd. (“**UIC**”), a wholly-owned subsidiary of United Industrial Corporation Limited; and
- (iii) Kheng Leong Company (Private) Limited (“**KLC**”) (collectively, the “**Parties**”),

to United Venture Development (Silat) Pte. Ltd. (“**UVDS**”) on a 50:30:20 basis in furtherance of the joint venture formed by the Parties (“**Joint Venture**”) to acquire and develop the residential site at Silat Avenue (with commercial use) (the “**Site**”), which the Parties successfully tendered from Urban Redevelopment Authority at the price of S\$1,035,300,000.

2. Additional Shareholders’ Loans extended to UVDS

The Company wishes to update that the estimated additional unsecured shareholders’ loans to be granted to UVDS (the “**Additional Shareholders’ Loans**”) by the Company for the financial year ending 31 December 2018 has increased from S\$23.10 million to S\$40.00 million.

The purpose and the terms of the Additional Shareholders’ Loans remain unchanged and continues to be granted by the Parties on a **50:30:20 basis** (i.e. in proportion to each Party’s equity interest in UVDS).

3. Interested Person Transactions

Under the Listing Manual of the Singapore Exchange Securities Trading Limited (the “**Listing Manual**”), KLC is considered an associate of Dr Wee Cho Yaw, the Chairman and a controlling shareholder of the Company, Mr Wee Ee Cheong, a controlling shareholder of the Company, Mr Wee Ee Lim and Mr Wee Ee-chao, directors and substantial shareholders of the Company. Dr Wee Cho Yaw, Mr Wee Ee Cheong, Mr Wee Ee Lim and Mr Wee Ee-chao are also directors of KLC.

Hence, the Additional Shareholders’ Loans are interested person transactions within the meaning set out in Chapter 9 of the Listing Manual.

The rationale for granting the Additional Shareholders’ Loans is to provide funding to UVDS in connection with the acquisition and/or development of the Site.

UVI’s contributions to the Additional Shareholders’ Loans are in accordance with the terms of the Joint Venture. The Company’s Audit & Risk Committee (with Mr Wee Ee Lim abstaining) had previously reviewed and is satisfied that the terms of the Joint Venture are not prejudicial to the interests of the Company and its minority shareholders.

For the financial year ending 31 December 2018, the aggregate value of all current interested person transactions entered into and, estimated value of all future interested person transactions anticipated to be entered into between UOL Group and KLC (including the subject of this announcement) amounts to approximately S\$644.15 million, representing approximately 4.62% of the Group's latest audited net tangible assets as at 31 December 2017 (i.e. S\$13,965,340,000). Details of these interested persons transactions are as follows:

Transaction	Amount (S\$' million)	Percentage of Group's latest audited net tangible asset (%)
Acquisition of the Site by UVDS which is funded by a mix of equity in and shareholders' loans to UVDS	517.65	3.71
Contribution of additional shareholders' loans (including estimated interest income) and accounting fee income from UVDS in the development of the Site	44.00	0.32
Payment of shared payroll costs of project management team by Shanghai JinPeng Realty Co., Ltd to Jin Qing (Shanghai) Investment Consultancy Co., in the development of Park Eleven	1.00	0.01
Shareholders' loans advanced (including interest income), project management fee and accounting fee income from Secure Venture Development (Alexandra) Pte. Ltd., in the development of Principal Garden	63.50	0.45
Shareholders' loans advanced (including interest income) to Secure Venture Development (No. 1) Pte. Ltd. in the enbloc acquisition and redevelopment of Nanak Mansion at Meyer Road	18.00	0.13
Total:	644.15	4.62

All the above-mentioned interested person transactions (including the subject of this announcement) are entered into by the UOL Group in its ordinary course of business and are on an arm's length basis.

4. Interests of Directors and Controlling Shareholders

Save as disclosed above, the Board of Directors of the Company is not aware of any other Director or controlling shareholder of the Company represented on the Board of the Company having any interest, direct or indirect, in these interested persons transactions (including without limitation the Additional Shareholders' Loans).

Submitted by Yeong Sien Seu, Company Secretary, on 05/11/2018 to the SGX