PROPOSED TRANSFER OF 11% INTEREST IN KTG & BOUSTEAD INDUSTRIAL LOGISTICS JOINT STOCK COMPANY

SINGAPORE, 8 DECEMBER 2023

1) Introduction

Boustead Projects Limited ("Boustead Projects") – a leading provider of innovative eco-sustainable real estate solutions – is pleased to announce that its wholly-owned subsidiary, BP-Vietnam Development Pte Ltd ("BP-VD") has on 8 December 2023 entered into a sale and purchase agreement ("Agreement") with Khai Toan Joint Stock Company ("KTG" or the "Purchaser") to transfer 11.0% of the issued and paid-up shares ("Transfer Shares") in KTG & Boustead Joint Stock Company ("KBJSC" or the "Company", and the transaction contemplated under the Agreement be known as "Proposed Transfer"). KBJSC is the 100%-owned parent company of KTG & Boustead Industrial Logistics Joint Stock Company ("KBIL"), which, through various special purpose vehicles, owns a portfolio of logistics and industrial properties in Vietnam.

2) Rationale for Proposed Transfer

On 2 June 2021, Boustead Projects announced that BP-VD had entered into an option agreement with KTG for the acquisition of 49.0% equity interest in KBJSC. Subsequently on 5 May 2022, Boustead Projects announced that BP-VD and KTG had entered into a strategic collaboration, which would see BP-VD acquire and hold 60.0% equity interest in KBJSC. It was originally contemplated by BP-VD and KTG that the respective parties' interest in KBIL would revert to a 49.0% (BP-VD) : 51.0% (KTG) joint venture upon the fulfilment of certain conditions. As the conditions have been fulfilled or waived (as the case may be), BP-VD and KTG have agreed to enter into the Agreement to implement the original intention of both joint venture partners. The Proposed Transfer is made in the ordinary course of Boustead Projects' real estate business.

3) Material Terms of the Agreement

a) Consideration

The Transfer Shares comprise 11% of the ordinary shares in the Company ("Transfer Ordinary Shares") and 11% of the redeemable preference shares in the Company ("Transfer Preference Shares"). The consideration for the transfer of the Transfer Shares shall be VND216,826,006,431 (equivalent to US$8,839,218[1]) ("Purchase Consideration"). The Purchase Consideration is based on the net asset value of the Company as at 30 September 2023 and such other adjustments as may be agreed between the parties. The Purchase Consideration shall be subject to such post-closing adjustment following the finalisation of the closing accounts.

b) Conditions Precedent to Closing

The completion of the Agreement is subject to conditions precedent, including but not limited to, (where applicable) all necessary Governmental Authority, regulatory and other approvals and/or consents which may be required in connection with this Agreement and the transactions contemplated hereunder having been obtained and not having been revoked or amended.

[1] An exchange rate of USD1 to VND24,530 has been applied for the purpose of this Announcement, which will be adjusted based on the prevailing exchange rate as at the date of transaction.

The conditions precedent are to be fulfilled within ten (10) days from the execution of the Agreement (or such other date as may be agreed between BP-VD and KTG). Completion of the Agreement shall take place five (5) business days from the date on which all conditions precedent having been fulfilled or waived (as the case may be).

4) Financial Effects

The Agreement is not expected to have a material impact on the Boustead Projects Group's profitability, earnings per share or net tangible assets per share for the current financial year ending 31 March 2024.

5) Interest of Directors and Controlling Shareholders

None of the directors of Boustead Projects has any interest, direct or indirect, in the Proposed Transfer, other than through their respective shareholding interests in Boustead Projects.

-- END OF COMPANY ANNOUNCEMENT --

By Order of the Board

Tay Chee Wah
Company Secretary

About Boustead Projects Limited

Established in 1996 and listed on the SGX Mainboard, Boustead Projects Limited (SGX:AVM) is a leading provider of innovative eco-sustainable real estate solutions with a regional presence across Singapore, China, Malaysia and Vietnam. Our core businesses are uniquely integrated to support the ecosystem of diversified classes of real estate, comprising:

- Turnkey engineering, full-fledged integrated digital delivery ("IDD"), and project and construction management encompassing design-and-build;
- Real estate development, asset and leasing management; and
- Real estate fund management including being the sponsor and manager of Boustead Industrial Fund, a scalable private real estate trust platform for business park, logistics and industrial properties, and joint owner of Echo Base-BP Capital Pte Ltd, an Asia-centric fund management and services platform focused on smart buildings and integrated developments.

To date, we have constructed and/or developed more than 3,000,000 square metres of real estate for clients including Fortune 500, S&P 500 and Euronext 100 corporations, across diverse sectors like aerospace, business park, food, healthcare and pharmaceutical, high-tech manufacturing, logistics, research & development, technology and waste management, among others. Under the Boustead Development Partnership with a reputable Middle East sovereign wealth fund, we have developed or redeveloped more than half a million square metres of real estate in Singapore including landmark developments like ALICE@Mediapolis and GSK Asia House.

Our in-house capabilities are backed by core engineering expertise, the progressive adoption of transformative methodologies including full-fledged IDD and Industry 4.0 technologies and augmented by strategic partnerships which enable the co-creation of smart, eco-sustainable and future-ready developments. Our wholly-owned Engineering & Construction subsidiary in Singapore, Boustead Projects E&C Pte Ltd ("BP E&C") is the eco-sustainability leader in pioneering Green Mark Platinum-rated new private sector industrial developments under the Building & Construction Authority ("BCA") Green Mark Certification Scheme and a national champion of best practices for transformation, quality, environmental, and workplace safety and health ("WSH") management. BP E&C's related achievements include being the first SkillsFuture Queen Bee for the built environment sector, quality leader on the BCA CONQUAS all-time top 100 industrial projects list and one of only eight bizSAFE Mentors, receiving numerous awards for exemplary WSH performance.

We were awarded the Corporate Excellence & Resilience Award at the Singapore Corporate Awards 2021 Special Edition, a recognition of our best practices in corporate governance and leadership, innovation and resilience during the COVID-19 pandemic. We were also awarded the Singapore Corporate Governance Award in the Newly Listed Category at the Securities Investors Association (Singapore) Investors' Choice Awards 2017 and are one of only 92 SGX-listed corporations on the SGX Fast Track Programme.

Boustead Projects is a subsidiary of Boustead Singapore Limited (SGX:F9D), a progressive global infrastructure-related engineering and technology group which is separately listed on the SGX Mainboard.

Visit us at **www.bousteadprojects.com**.

Contact Information

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