

SECURITIES AND FUTURES ACT (CAP. 289)
SECURITIES AND FUTURES (DISCLOSURE OF INTERESTS)
REGULATIONS 2012

**NOTIFICATION FORM FOR SUBSTANTIAL
SHAREHOLDER(S)/UNITHOLDER(S) IN RESPECT OF INTERESTS IN**

FORM

3

(Electronic Format)

Explanatory Notes

1. Please read the explanatory notes carefully before completing the notification form.
2. This form is for a Substantial Shareholder(s)/Unitholder(s) to give notice under section 135, 136, 137, 137J (as applicable to sections 135, 136 and 137) or 137U (as applicable to sections 135, 136 and 137) of the Securities and Futures Act (the "SFA").
3. This electronic Form 3 and a separate Form C, containing the particulars and contact details of the Substantial Shareholder(s)/Unitholder(s), must be completed by the Substantial Shareholder(s)/Unitholder(s) or a person duly authorised by the Substantial Shareholder(s)/Unitholder(s) to do so. The person so authorised should maintain records of information furnished to him by the Substantial Shareholder(s)/Unitholder(s).
4. This form and Form C, are to be completed electronically and sent to the Listed Issuer via an electronic medium such as an e-mail attachment. The Listed Issuer will attach both forms to the prescribed SGXNet announcement template for dissemination as required under section 137G(1), 137R(1) or 137ZC(1) of the SFA, as the case may be. While Form C will be attached to the announcement template, it will not be disseminated to the public and is made available only to the Monetary Authority of Singapore (the "Authority").
5. Where a transaction results in similar notifiable obligations on the part of more than one Substantial Shareholder/Unitholder, all of these Substantial Shareholders/Unitholders may give notice using the same notification form.
6. A single form may be used by a Substantial Shareholder/Unitholder for more than one transaction resulting in notifiable obligations which occur within the same notifiable period (i.e. within two business days of becoming aware of the earliest transaction). There must be no netting-off of two or more notifiable transactions even if they occur within the same day.
7. All applicable parts of the notification form must be completed. If there is insufficient space for your answers, please include attachment(s) by clicking the paper clip icon on the bottom left-hand corner or in item 11 of Part II or item 10 of Part III. The total file size for all attachment(s) should not exceed 1MB.
8. Except for item 5 of Part II and item 1 of Part IV, please select only one option from the relevant check boxes.
9. Please note that submission of any false or misleading information is an offence under Part VII of the SFA.
10. In this form, the term "Listed Issuer" refers to -
 - (a) a company incorporated in Singapore any or all of the shares in which are listed for quotation on the official list of a securities exchange;
 - (b) a corporation (not being a company incorporated in Singapore, or a collective investment scheme constituted as a corporation) any or all of the shares in which are listed for quotation on the official list of a securities exchange, such listing being a primary listing;

- (c) a registered business trust (as defined in the Business Trusts Act (Cap. 31A)) any or all of the units in which are listed for quotation on the official list of a securities exchange;
 - (d) a recognised business trust any or all of the units in which are listed for quotation on the official list of a securities exchange, such listing being a primary listing; or
 - (e) a collective investment scheme that is a trust, that invests primarily in real estate and real estate-related assets specified by the Authority in the Code on Collective Investment Schemes, and any or all the units in which are listed for quotation on the official list of a securities exchange, such listing being a primary listing ("Real Estate Investment Trust").
11. For further instructions and guidance on how to complete this notification form, please refer to section 7 of the User Guide on Electronic Notification Forms which can be accessed at the Authority's Internet website at <http://www.mas.gov.sg> (under "Regulations and Financial Stability", "Regulations, Guidance and Licensing", "Securities, Futures and Fund Management", "Forms", "Disclosure of Interests").

Part I - General

1. Name of Listed Issuer:

MindChamps Preschool Limited

2. Type of Listed Issuer:

- Company/Corporation
 Registered/Recognised Business Trust
 Real Estate Investment Trust

3. Is more than one Substantial Shareholder/Unitholder giving notice in this form?

- No (*Please proceed to complete Part II*)
 Yes (*Please proceed to complete Parts III & IV*)

4. Date of notification to Listed Issuer:

09-May-2022

Part III - Substantial Shareholder(s)/Unitholder(s) Details

[To be used for multiple Substantial Shareholders/Unitholders to give notice]

Substantial Shareholder/Unitholder A

1. Name of Substantial Shareholder/Unitholder:

Nassim Developments Pte. Ltd.

2. Is Substantial Shareholder/Unitholder a fund manager or a person whose interest in the securities of the Listed Issuer are held solely through fund manager(s)?

- Yes
 No

3. Notification in respect of:

- Becoming a Substantial Shareholder/Unitholder
 Change in the percentage level of interest while still remaining a Substantial Shareholder/Unitholder
 Ceasing to be a Substantial Shareholder/Unitholder

4. Date of acquisition of or change in interest:

29-Apr-2022

5. Date on which Substantial Shareholder/Unitholder became aware of the acquisition of, or the change in, interest (if different from item 4 above, please specify the date):

06-May-2022

6. Explanation (if the date of becoming aware is different from the date of acquisition of, or the change in, interest):

Became aware from substantial shareholdings disclosures released on 6 May 2022

7. Quantum of total voting shares/units (including voting shares/units underlying rights/options/warrants/convertible debentures {conversion price known}) held by Substantial Shareholder/Unitholder before and after the transaction:

| <i>Immediately before the transaction</i> | <i>Direct Interest</i> | <i>Deemed Interest</i> | <i>Total</i> |
|--|------------------------|------------------------|--------------|
| No. of voting shares/units held and/or underlying the rights/options/warrants/convertible debentures: | 0 | 0 | 0 |
| As a percentage of total no. of voting shares/: | 0 | 0 | 0 |
| <i>Immediately after the transaction</i> | <i>Direct Interest</i> | <i>Deemed Interest</i> | <i>Total</i> |
| No. of voting shares/units held and/or underlying the rights/options/warrants/convertible debentures : | 0 | 48,320,000 | 48,320,000 |
| As a percentage of total no. of voting shares/: | 0 | 20 | 20 |

8. Circumstances giving rise to deemed interests (if the interest is such):
 [You may attach a chart in item 10 to illustrate how the Substantial Shareholder/Unitholder's deemed interest arises]

On 29 April 2022 ("Effective Date"), the proposed acquisition by Cuscaden Peak Pte. Ltd ("Cuscaden") of all the issued and paid-up ordinary shares ("Shares") of Singapore Press Holdings Limited ("SPH") by way of a scheme of arrangement ("Scheme") (as set out in the composite document despatched on 28 February 2022 to the shareholders of SPH ("Shareholders")) became effective in accordance with its terms.

Cuscaden's deemed interest in the shares of MindChamps PreSchool Limited ("MindChamps") arises as follows:

- (i) Invest Learning Pte. Ltd. ("Invest Learning") owns 20% of shares in MindChamps.
- (ii) SPH owns 100% of Invest Learning.
- (iii) Cuscaden is deemed interested in all 1,617,010,890 shares of SPH on the Effective Date. The shares of SPH will be legally transferred to Cuscaden upon Shareholders receiving payment of the scheme consideration, which is expected to take place on 12 May 2022.

Cuscaden is deemed to be interested in the shares of MindChamps that Invest Learning has an interest in.

Tiga Stars Pte. Ltd. ("Tiga") has an interest of more than 20% of Cuscaden. Hotel Properties Limited ("HPL") is the majority shareholder of Tiga. HPL is deemed to have an interest in the shares of MindChamps that Cuscaden has an interest in pursuant to Section 4 of the Securities and Futures Act 2001 of Singapore ("SFA").

Nassim Developments Pte. Ltd. ("Nassim") has an interest of 22.5% in HPL, Nassim is therefore deemed to have an interest in the shares of MindChamps that HPL has an interest in pursuant to Section 4 of the SFA.

9. Relationship between the Substantial Shareholders/Unitholders giving notice in this form:
 [You may attach a chart in item 10 to show the relationship between the Substantial Shareholders/Unitholders]

Nassim Developments Pte. Ltd. is a wholly-owned subsidiary of WI Investments (Singapore) Pte. Ltd. which in turn is a wholly-owned subsidiary of City Fairy Limited ("CFL"). CFL is a wholly-owned subsidiary of Wheelock Investments Limited ("WIL"). WIL is a wholly-owned subsidiary of Wheelock and Company Limited.

10. Attachments (if any): 



(The total file size for all attachment(s) should not exceed 1MB.)

11. If this is a **replacement** of an earlier notification, please provide:

- (a) SGXNet announcement reference of the **first** notification which was announced on SGXNet (the "Initial Announcement"):

| | | | | | | | | | | | | | | | | | | | |
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- (b) Date of the Initial Announcement:

- (c) 15-digit transaction reference number of the relevant transaction in the Form 3 which was attached in the Initial Announcement:

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12. Remarks (if any):

The percentage shareholdings above are computed based on 241,600,000 shares in issue (excluding treasury shares) based on publicly available information. Any discrepancies in the percentages listed and totals thereof are due to rounding. All total figures are automatically inserted electronically.

Substantial Shareholder/Unitholder B 

1. Name of Substantial Shareholder/Unitholder:

WI Investments (Singapore) Pte. Ltd.

2. Is Substantial Shareholder/Unitholder a fund manager or a person whose interest in the securities of the Listed Issuer are held solely through fund manager(s)?

Yes

No

3. Notification in respect of:


Becoming a Substantial Shareholder/Unitholder

Change in the percentage level of interest while still remaining a Substantial Shareholder/Unitholder

Ceasing to be a Substantial Shareholder/Unitholder

4. Date of acquisition of or change in interest:

29-Apr-2022



5. Date on which Substantial Shareholder/Unitholder became aware of the acquisition of, or the change in, interest  (if different from item 4 above, please specify the date):

06-May-2022

6. Explanation (if the date of becoming aware is different from the date of acquisition of, or the change in, interest):

Became aware from substantial shareholdings disclosures released on 6 May 2022

7. Quantum of total voting shares/units (including voting shares/units underlying rights/options/warrants/convertible debentures {conversion price known}) held by Substantial Shareholder/Unitholder before and after the transaction:

| <i>Immediately before the transaction</i> | <i>Direct Interest</i> | <i>Deemed Interest</i> | <i>Total</i> |
|--|------------------------|------------------------|--------------|
| No. of voting shares/units held and/or underlying the rights/options/warrants/convertible debentures: | 0 | 0 | 0 |
| As a percentage of total no. of voting shares/  : | 0 | 0 | 0 |
| <i>Immediately after the transaction</i> | <i>Direct Interest</i> | <i>Deemed Interest</i> | <i>Total</i> |
| No. of voting shares/units held and/or underlying the rights/options/warrants/convertible debentures : | 0 | 48,320,000 | 48,320,000 |
| As a percentage of total no. of voting shares/  : | 0 | 20 | 20 |

8. Circumstances giving rise to deemed interests (if the interest is such):

[You may attach a chart in item 10 to illustrate how the Substantial Shareholder/Unitholder's deemed interest arises]

On the Effective Date, the proposed acquisition by Cuscaden of all the Shares of SPH by way of the Scheme (as set out in the composite document despatched on 28 February 2022 to the shareholders) became effective in accordance with its terms.

Cuscaden's deemed interest in the shares of MindChamps arises as follows:

- (i) Invest Learning owns 20% of shares in MindChamps.
- (ii) SPH owns 100% of Invest Learning.
- (iii) Cuscaden is deemed interested in all 1,617,010,890 shares of SPH on the Effective Date. The shares of SPH will be legally transferred to Cuscaden upon Shareholders receiving payment of the scheme consideration, which is expected to take place on 12 May 2022.


Cuscaden is deemed to be interested in the shares of MindChamps that Invest Learning has an interest in.

Tiga has an interest of more than 20% of Cuscaden. HPL is the majority shareholder of Tiga. HPL is deemed to have an interest in the shares of MindChamps that Cuscaden has an interest in pursuant to Section 4 of the SFA.

Nassim has an interest of 22.5% in HPL. Nassim is a wholly-owned subsidiary of WI Investments (Singapore) Pte. Ltd. ("WII"). WII is therefore deemed to have an interest in the shares of MindChamps that HPL has an interest in pursuant to Section 4 of the SFA.

9. Relationship between the Substantial Shareholders/Unitholders giving notice in this form:
[You may attach a chart in item 10 to show the relationship between the Substantial Shareholders/Unitholders]

Nassim Developments Pte. Ltd. is a wholly-owned subsidiary of WI Investments (Singapore) Pte. Ltd. which in turn is a wholly-owned subsidiary of City Fairy Limited ("CFL"). CFL is a wholly-owned subsidiary of Wheelock Investments Limited ("WIL"). WIL is a wholly-owned subsidiary of Wheelock and Company Limited.

10. Attachments (if any): 



(The total file size for all attachment(s) should not exceed 1MB.)

11. If this is a **replacement** of an earlier notification, please provide:

- (a) SGXNet announcement reference of the **first** notification which was announced on SGXNet (the "Initial Announcement"):

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- (b) Date of the Initial Announcement:

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- (c) 15-digit transaction reference number of the relevant transaction in the Form 3 which was attached in the Initial Announcement:

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12. Remarks (if any):

The percentage shareholdings above are computed based on 241,600,000 shares in issue (excluding treasury shares) based on publicly available information. Any discrepancies in the percentages listed and totals thereof are due to rounding. All total figures are automatically inserted electronically.

Substantial Shareholder/Unitholder **C** 

1. Name of Substantial Shareholder/Unitholder:

City Fairy Limited

2. Is Substantial Shareholder/Unitholder a fund manager or a person whose interest in the securities of the Listed Issuer are held solely through fund manager(s)?

Yes

No

3. Notification in respect of:

Becoming a Substantial Shareholder/Unitholder

Change in the percentage level of interest while still remaining a Substantial Shareholder/Unitholder

Ceasing to be a Substantial Shareholder/Unitholder

4. Date of acquisition of or change in interest:

29-Apr-2022

5. Date on which Substantial Shareholder/Unitholder became aware of the acquisition of, or the change in, interest ⓘ (if different from item 4 above, please specify the date):

06-May-2022

6. Explanation (if the date of becoming aware is different from the date of acquisition of, or the change in, interest):

Became aware from substantial shareholdings disclosures released on 6 May 2022

7. Quantum of total voting shares/units (including voting shares/units underlying rights/options/warrants/convertible debentures {conversion price known}) held by Substantial Shareholder/Unitholder before and after the transaction:

| <i>Immediately before the transaction</i> | <i>Direct Interest</i> | <i>Deemed Interest</i> | <i>Total</i> |
|--|------------------------|------------------------|--------------|
| No. of voting shares/units held and/or underlying the rights/options/warrants/convertible debentures: | 0 | 0 | 0 |
| As a percentage of total no. of voting shares/units ⓘ: | 0 | 0 | 0 |
| <i>Immediately after the transaction</i> | <i>Direct Interest</i> | <i>Deemed Interest</i> | <i>Total</i> |
| No. of voting shares/units held and/or underlying the rights/options/warrants/convertible debentures : | 0 | 48,320,000 | 48,320,000 |
| As a percentage of total no. of voting shares/units ⓘ: | 0 | 20 | 20 |

8. Circumstances giving rise to deemed interests (if the interest is such):

[You may attach a chart in item 10 to illustrate how the Substantial Shareholder/Unitholder's deemed interest arises]

On the Effective Date, the proposed acquisition by Cuscaden of all the Shares of SPH by way of the Scheme (as set out in the composite document despatched on 28 February 2022 to the shareholders) became effective in accordance with its terms.

Cuscaden's deemed interest in the shares of MindChamps arises as follows:

- (i) Invest Learning owns 20% of shares in MindChamps.
- (ii) SPH owns 100% of Invest Learning.
- (iii) Cuscaden is deemed interested in all 1,617,010,890 shares of SPH on the Effective Date. The shares of SPH will be legally transferred to Cuscaden upon Shareholders receiving payment of the scheme consideration, which is expected to take place on 12 May 2022.


Cuscaden is deemed to be interested in the shares of MindChamps that Invest Learning has an interest in.

Tiga has an interest of more than 20% of Cuscaden. HPL is the majority shareholder of Tiga. HPL is deemed to have an interest in the shares of MindChamps that Cuscaden has an interest in pursuant to Section 4 of the SFA.

Nassim has an interest of 22.5% in HPL. Nassim is a wholly-owned subsidiary of WII which in turn is a wholly-owned subsidiary of City Fairy Limited ("CFL"). CFL is therefore deemed to have an interest in the shares of MindChamps that HPL has an interest in pursuant to Section 4 of the SFA.

9. Relationship between the Substantial Shareholders/Unitholders giving notice in this form: [You may attach a chart in item 10 to show the relationship between the Substantial Shareholders/Unitholders]

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10. Attachments (if any): 



(The total file size for all attachment(s) should not exceed 1MB.)

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(b) Date of the Initial Announcement:

(c) 15-digit transaction reference number of the relevant transaction in the Form 3 which was attached in the Initial Announcement:

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12. Remarks (if any):

The percentage shareholdings above are computed based on 241,600,000 shares in issue (excluding treasury shares) based on publicly available information. Any discrepancies in the percentages listed and totals thereof are due to rounding. All total figures are automatically inserted electronically.

Substantial Shareholder/Unitholder D 

1. Name of Substantial Shareholder/Unitholder:

Wheelock Investments Limited

2. Is Substantial Shareholder/Unitholder a fund manager or a person whose interest in the securities of the Listed Issuer are held solely through fund manager(s)?

Yes

No

3. Notification in respect of:

Becoming a Substantial Shareholder/Unitholder

Change in the percentage level of interest while still remaining a Substantial Shareholder/Unitholder

Ceasing to be a Substantial Shareholder/Unitholder

4. Date of acquisition of or change in interest:

29-Apr-2022

5. Date on which Substantial Shareholder/Unitholder became aware of the acquisition of, or the change in, interest ⓘ (if different from item 4 above, please specify the date):

06-May-2022

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7. Quantum of total voting shares/units (including voting shares/units underlying rights/options/warrants/convertible debentures {conversion price known}) held by Substantial Shareholder/Unitholder before and after the transaction:

| <i>Immediately before the transaction</i> | <i>Direct Interest</i> | <i>Deemed Interest</i> | <i>Total</i> |
|--|------------------------|------------------------|--------------|
| No. of voting shares/units held and/or underlying the rights/options/warrants/convertible debentures: | 0 | 0 | 0 |
| As a percentage of total no. of voting shares/units ⓘ: | 0 | 0 | 0 |
| <i>Immediately after the transaction</i> | <i>Direct Interest</i> | <i>Deemed Interest</i> | <i>Total</i> |
| No. of voting shares/units held and/or underlying the rights/options/warrants/convertible debentures : | 0 | 48,320,000 | 48,320,000 |
| As a percentage of total no. of voting shares/units ⓘ: | 0 | 20 | 20 |

8. Circumstances giving rise to deemed interests (if the interest is such):

[You may attach a chart in item 10 to illustrate how the Substantial Shareholder/Unitholder's deemed interest arises]

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- (b) Date of the Initial Announcement:

- (c) 15-digit transaction reference number of the relevant transaction in the Form 3 which was attached in the Initial Announcement:

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12. Remarks (if any):

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Substantial Shareholder/Unitholder E



1. Name of Substantial Shareholder/Unitholder:

Wheelock and Company Limited

2. Is Substantial Shareholder/Unitholder a fund manager or a person whose interest in the securities of the Listed Issuer are held solely through fund manager(s)?

Yes

No

3. Notification in respect of:

Becoming a Substantial Shareholder/Unitholder

Change in the percentage level of interest while still remaining a Substantial Shareholder/Unitholder

Ceasing to be a Substantial Shareholder/Unitholder

4. Date of acquisition of or change in interest:

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5. Date on which Substantial Shareholder/Unitholder became aware of the acquisition of, or the change in, interest ⓘ (if different from item 4 above, please specify the date):

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| <i>Immediately before the transaction</i> | <i>Direct Interest</i> | <i>Deemed Interest</i> | <i>Total</i> |
|--|------------------------|------------------------|--------------|
| No. of voting shares/units held and/or underlying the rights/options/warrants/convertible debentures: | 0 | 0 | 0 |
| As a percentage of total no. of voting shares/units ⓘ: | 0 | 0 | 0 |
| <i>Immediately after the transaction</i> | <i>Direct Interest</i> | <i>Deemed Interest</i> | <i>Total</i> |
| No. of voting shares/units held and/or underlying the rights/options/warrants/convertible debentures : | 0 | 48,320,000 | 48,320,000 |
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- (i) Invest Learning owns 20% of shares in MindChamps.
- (ii) SPH owns 100% of Invest Learning.
- (iii) Cuscaden is deemed interested in all 1,617,010,890 shares of SPH on the Effective Date. The shares of SPH will be legally transferred to Cuscaden upon Shareholders receiving payment of the scheme consideration, which is expected to take place on 12 May 2022.

Cuscaden is deemed to be interested in the shares of MindChamps that Invest Learning has an interest in.

Tiga has an interest of more than 20% of Cuscaden. HPL is the majority shareholder of Tiga. HPL is deemed to have an interest in the shares of MindChamps that Cuscaden has an interest in pursuant to Section 4 of the SFA.

Nassim has an interest of 22.5% in HPL. Nassim is a wholly-owned subsidiary of WII. WII is a wholly-owned subsidiary of CFL which in turn is a wholly-owned subsidiary of WIL. WIL is a wholly-owned subsidiary of Wheelock and Company Limited ("WCL"). WCL is therefore deemed to have an interest in the shares of MindChamps that HPL has an interest in pursuant to Section 4 of the SFA.

9. Relationship between the Substantial Shareholders/Unitholders giving notice in this form:
[You may attach a chart in item 10 to show the relationship between the Substantial Shareholders/Unitholders]

Nassim Developments Pte. Ltd. is a wholly-owned subsidiary of WI Investments (Singapore) Pte. Ltd. which in turn is a wholly-owned subsidiary of City Fairy Limited ("CFL"). CFL is a wholly-owned subsidiary of Wheelock Investments Limited ("WIL"). WIL is a wholly-owned subsidiary of Wheelock and Company Limited.

10. Attachments (if any): 



(The total file size for all attachment(s) should not exceed 1MB.)

11. If this is a **replacement** of an earlier notification, please provide:

- (a) SGXNet announcement reference of the **first** notification which was announced on SGXNet (the "Initial Announcement"):

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- (b) Date of the Initial Announcement:

- (c) 15-digit transaction reference number of the relevant transaction in the Form 3 which was attached in the Initial Announcement:

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12. Remarks (if any):

The percentage shareholdings above are computed based on 241,600,000 shares in issue (excluding treasury shares) based on publicly available information. Any discrepancies in the percentages listed and totals thereof are due to rounding. All total figures are automatically inserted electronically.

Part IV - Transaction details

1. Type of securities which are the subject of the transaction (*more than one option may be chosen*):

- Voting shares/units
 Rights/Options/Warrants over voting shares/units
 Convertible debentures over voting shares/units (*conversion price known*)
 Others (*please specify*):

2. Number of shares, units, rights, options, warrants and/or principal amount of convertible debentures acquired or disposed of by Substantial Shareholders/Unitholders:

Please refer to paragraph 12 of the notice by Substantial Shareholder A in Part III above

3. Amount of consideration paid or received by Substantial Shareholders/Unitholders (*excluding brokerage and stamp duties*):

Please refer to paragraph 12 of the notice by Substantial Shareholder A in Part III above

4. Circumstance giving rise to the interest or change in interest:

Acquisition of:

- Securities via market transaction
 Securities via off-market transaction (*e.g. married deals*)
 Securities via physical settlement of derivatives or other securities
 Securities pursuant to rights issue
 Securities via a placement
 Securities following conversion/exercise of rights, options, warrants or other convertibles

Disposal of:

- Securities via market transaction
 Securities via off-market transaction (*e.g. married deals*)

Other circumstances:

- Acceptance of take-over offer for the Listed Issuer
 Corporate action by the Listed Issuer which Substantial Shareholders/Unitholders did not participate in (*please specify*):

- Others (*please specify*):

Please refer to paragraph 12 of the notice by Substantial Shareholder A in Part III above

Item 5 is to be completed by an individual submitting this notification form on behalf of the Substantial Shareholders/Unitholders.

5. Particulars of Individual submitting this notification form to the Listed Issuer:

(a) Name of Individual:

Pearly Oon

(b) Designation (if applicable):

Company Secretary

(c) Name of entity (if applicable):

Nassim Developments Pte. Ltd.

Transaction Reference Number (auto-generated):

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