

Hong Kong Exchanges and Clearing Limited and The Stock Exchange of Hong Kong Limited take no responsibility for the contents of this announcement, make no representation as to its accuracy or completeness and expressly disclaim any liability whatsoever for any loss howsoever arising from or in reliance upon the whole or any part of the contents of this announcement.

BHCC Holding Limited
(Incorporated in the Cayman Islands with limited liability)
(Stock Code: 1552)

MAJOR TRANSACTION IN RELATION TO POSSIBLE DISPOSAL OF PROPERTY

THE POSSIBLE DISPOSAL

The Company is pleased to announce that on 28 March 2024 (after trading hours), the Vendor, an indirect wholly-owned subsidiary of the Company, entered into the Option Letter granting the Option to the Purchaser, pursuant to which the Vendor has conditionally offered to sell the Property to the Purchaser at the Consideration of S\$7,840,000 (equivalent to approximately HK\$45,472,000) and the offer remains open until 4:00pm on 9 April 2024. The Company will issue further announcement if the Purchaser exercises the Option within the prescribed time.

LISTING RULES IMPLICATIONS

Rule 14.73 of the Listing Rules states that the grant, acquisition, transfer or exercise of an option by a listed issuer will be treated as a transaction and classified by reference to the percentage ratios (as defined under the Listing Rules). Rule 14.74 of the Listing Rules states that where an option involving a listed issuer, the exercise of which is not at the listed issuer's discretion, the transaction will be classified as if the option had been exercised, and upon the exercise of such option, such exercise shall be disclosed by way of an additional announcement.

As the highest applicable percentage ratios (as defined under the Listing Rules) in respect of the transaction contemplated under the Option, i.e. the Possible Disposal exceeds 25% but is under 75%, the grant of Option and the transactions contemplated thereunder will constitute a major transaction of the Company under Chapter 14 of the Listing Rules. Accordingly, each of the grant of Option and the Possible Disposal is subject to the reporting, announcement, circular and Shareholders' approval requirements under Chapter 14 of the Listing Rules.

To the best knowledge, information and belief of the Directors, having made all reasonable enquiries, no Shareholders or any of their respective associates have a material interest in the grant of Option and the transactions contemplated thereunder. Should the grant of Option be put forward to the Shareholders to approve at a general meeting of the Company, no Shareholder would be required to abstain from voting for the resolution to approve the grant of Option. The Company has obtained a written approval for the grant of Option and the transactions contemplated thereunder, i.e. the Possible Disposal, from Huada Developments, the controlling shareholder of the Company holding 409,050,000, representing approximately 51.13125% of the entire issued share capital of the Company as at the date of this announcement pursuant to Rule 14.44 of the Listing Rules in lieu of a resolution to be passed at a general meeting of the Company. Accordingly, the Company is exempted from the

requirement to convene a shareholders' meeting for the purpose of approving the grant of Option and the transactions contemplated thereunder pursuant to Rule 14.44 of the Listing Rules.

Pursuant to Rule 14.41(a) of the Listing Rules, a circular containing, among other things, (i) further details of the grant of Option and the transactions contemplated thereunder, (ii) financial information of the Group; (iii) details of the Valuation Report; and (v) any other information required under the Listing Rules, is expected to be despatched to the Shareholders on or before 23 April 2024.

Shareholders and potential investors should note that the Possible Disposal is subject to the exercise of the Option by the Purchaser and the conditions set out in the Option Letter and therefore the Possible Disposal may or may not proceed. Shareholders and potential investors are therefore reminded to exercise caution when dealing in the securities of the Company.

THE POSSIBLE DISPOSAL

The Company is pleased to announce that on 28 March 2024 (after trading hours), the Vendor, an indirect wholly-owned subsidiary of the Company, entered into the Option Letter granting the Option to the Purchaser, pursuant to which subject to the acceptance of the Purchaser, the Vendor has conditionally offered to sell the Property at the Consideration of S\$7,840,000 (equivalent to approximately HK\$45,472,000).

THE OPTION

Set out below are the principal terms of the Option Letter:

Parties (i) the Vendor (as vendor); and
(ii) the Purchaser (as purchaser).

Date of grant of Option by Vendor 28 March 2024

Subject matter

The Property is sold on an "as-is" basis and with vacant possession.

Option Money

Option money in the sum of S\$85,456.00 (the "**Option Money**"), representing 1% of the Consideration plus the Singapore goods and services tax at the prevailing rate of 9% (**GST**), has been paid by the Purchaser to the Vendor, such Option Money shall form part of the Consideration if the Option is exercised by the Purchaser within the prescribed time. If the Purchaser elects not to exercise the Option, the Option Money will be forfeited by the Vendor.

Option expiry date

The Option is exercisable by the Purchaser until 4:00 p.m. on 9 April 2024. As at the date of this announcement, the Purchaser has not exercised the Option.

THE POSSIBLE DISPOSAL

In the event the Purchaser exercises the Option on or before the expiry date, the Vendor and the Purchaser will enter into the formal agreement in respect of the sale and purchase of the Property, which shall contain the following material terms:

Consideration

The sum of S\$8,545,600 (equivalent to approximately HK\$45,472,000), being the aggregate of the Consideration of S\$7,840,000 (equivalent to approximately HK\$45,472,000) and GST of S\$705,600 (equivalent to approximately HK\$4,092,480), shall be satisfied by the Purchaser in the following manners:

- (i) as to S\$85,456 (equivalent to approximately HK\$495,644.80), being the Option Money paid by the Purchaser, shall be used to satisfy part payment towards the Consideration upon Completion;
- (ii) as to S\$341,824 (equivalent to approximately HK\$1,982,579.20), is payable by the Purchaser upon exercise of the Option, representing 5% of the Consideration less the Option Money, being the deposit (together with the Option Money, the “**Deposit**”) and part payment towards the Consideration upon Completion;
- (iii) as to the remaining balance of S\$8,118,320 (equivalent to approximately HK\$47,086,256), is payable by the Purchaser on Completion.

Purchaser’s requisition

The Property is sold subject to the Purchaser being satisfied with the Vendor’s replies to the usual Purchaser’s solicitors’ requisitions in relation to the title of the Property.

If any of the Vendor fails to address the Purchaser’s requisition to the satisfaction of the Purchaser, the Purchaser shall have the option to rescind the Option Letter by written notice to the Vendor, and thereafter, the Vendor shall refund the Deposit and all other monies paid by the Purchaser to the Vendor but without any interest compensation or deductions whatsoever, and thereafter neither party shall have any claim or demand against the other party for damages, costs, compensation or otherwise whatsoever.

Completion

Completion shall take place on or before 31 August 2024.

Basis for determination of the Consideration

The Consideration was arrived after arm’s length negotiation between the Vendor and the Purchaser with reference to, among other things, (i) the market values of comparable properties in the vicinity, (ii) the preliminary valuation of the Property indicated by an independent property

valuer; and (iii) the prevailing market conditions.

Information of the Property

The Property is located at 11 Irving Place #08-01/02/03 Tai Seng Point Singapore 369551 of gross floor area of approximately 888 square meters. As at the date of this announcement, the Property has been held by the Vendor as investment properties which was leased out as offices or warehouses.

Set out below are the net rental income generated from the Property before and after taxation (taking into account all related disbursements but excluding depreciation expenses) for the years ended 31 December 2022 and 2023 respectively:

	For the year ended 31 December	
	2022	2023
	<i>S\$</i>	<i>S\$</i>
Net rental income (before taxation)	104,795	103,758
Net rental income (after taxation)	95,969	95,050

FINANCIAL EFFECTS OF THE POSSIBLE DISPOSAL AND THE USE OF PROCEEDS

The net proceeds arising from the Possible Disposal are approximately S\$7,635,300 (after deducting expenses in relation to the Possible Disposal) and will be utilized as general working capital of the Group.

The audited carrying value of the Property as at 31 December 2023 was approximately S\$4,955,792. The Group is expected to record a gain on the Possible Disposal of approximately S\$2,884,208, which is calculated based on the Consideration to be received by the Group for the Possible Disposal less the audited carrying value of the Property as at 31 December 2023 before any related expenses.

INFORMATION OF THE PARTIES TO THE OPTION LETTER

The Vendor

The Vendor is a company incorporated in Singapore and is principally engaged in property development and investment holding, it is an indirect wholly-owned subsidiary of the Company.

The Purchaser

To the best of the knowledge, information and belief of the Directors, and having made all reasonable enquiries, the Purchaser is a registered charity in Singapore principally engaged in the promotion and education of cancer prevention measures and is an Independent Third Party.

REASONS FOR AND BENEFITS OF THE GRANT OF OPTION AND POSSIBLE DISPOSAL

The Group is principally engaged as a main contractor in the provision of building and construction works, and properties investment, including the leasing of industrial properties in Singapore. The Group is also specialized in reinforcement concrete works which it has undertaken on a selected basis in the subcontractor projects.

The Property was not in use by the Group's business operations and has been held as investment properties and leased out as offices or warehouses to generate rental income. In view of the present property market conditions, the Company is of the view that the Possible Disposal represents a favourable opportunity for the Company to realize the value of the Property at a reasonable price.

In view of the aforesaid and taking into account the terms of the Option Letter were arrived at after arm's length negotiations and are in line with commercial real estate transactions norms and practices in Singapore, the Directors consider that the terms of the Option, including the Consideration payable for the Property are fair and reasonable, on normal commercial terms and in the interests of the Company and the Shareholders as a whole.

LISTING RULES IMPLICATIONS

Rule 14.73 of the Listing Rules states that the grant, acquisition, transfer or exercise of an option by a listed issuer will be treated as a transaction and classified by reference to the percentage ratios (as defined under the Listing Rules). Rule 14.74 of the Listing Rules states that where an option involving a listed issuer, the exercise of which is not at the listed issuer's discretion, the transaction will be classified as if the option had been exercised, and upon the exercise of such option, such exercise shall be disclosed by way of an additional announcement.

As the highest applicable percentage ratios (as defined under the Listing Rules) in respect of the transaction contemplated under the Option, i.e. the Possible Disposal exceeds 25% but is under 75%, the grant of Option and the transactions contemplated thereunder will constitute a major transaction of the Company under Chapter 14 of the Listing Rules. Accordingly, each of the grant of Option and the Possible is subject to the reporting, announcement, circular and Shareholders' approval requirements under Chapter 14 of the Listing Rules.

To the best knowledge, information and belief of the Directors, having made all reasonable enquiries, no Shareholders or any of their respective associates have a material interest in the grant of Option and the transactions contemplated thereunder. Should the grant of Option be put forward to the Shareholders to approve at a general meeting of the Company, no Shareholder would be required to abstain from voting for the resolution to approve the grant of Option. The Company has obtained a written approval for the grant of Option and the transactions contemplated thereunder, i.e. the Possible Disposal, from Huada Developments, the controlling shareholder of the Company holding 409,050,000, representing approximately 51.13125% of the entire issued share capital of the Company as at the date of this announcement pursuant to Rule 14.44 of the Listing Rules in lieu of a resolution to be passed at a general meeting of the Company. Accordingly, the Company is exempted from the requirement to convene a shareholders' meeting for the purpose of approving the grant of Option and the transactions contemplated thereunder pursuant to Rule 14.44 of the Listing Rules.

Pursuant to Rule 14.41(a) of the Listing Rules, a circular containing, among other things, (i) further details of the grant of Option and the transactions contemplated thereunder, (ii) financial information of the Group; (iii) details of the Valuation Report; and (v) any other information required under the Listing Rules, is expected to be despatched to the Shareholders on or before 23

April 2024.

Shareholders and potential investors should note that the Possible Disposal is subject to the exercise of the Option by the Purchaser and the conditions set out in the Option Letter and therefore the Possible Disposal may or may not proceed. Shareholders and potential investors are therefore reminded to exercise caution when dealing in the securities of the Company.

DEFINITIONS

Unless otherwise stated or the context requires otherwise, the terms and expression in this announcement have the following meanings:

“Board”	the board of Directors of the Company
“Company”	BHCC Holding Limited, a company incorporated in the Cayman Islands with limited liability, the issued Shares of which are listed on the Main Board of the Stock Exchange (stock code: 1552)
“Completion”	the completion of the Possible Disposal
“connected persons”	has the meaning ascribed to it in the Listing Rules and “connected” shall be construed accordingly
“Consideration”	the sum of S\$7,840,000 (equivalent to approximately HK\$45,472,000), being the consideration payable by the Purchaser to the Vendor for the Property
“Director(s)”	director(s) of the Company
“Group”	the Company and its subsidiaries
“HK\$”	Hong Kong dollar, the lawful currency of Hong Kong
“Hong Kong”	the Hong Kong Special Administrative Region of the People’s Republic of China
“Huada Developments”	Huada Developments Limited, a company incorporated in the British Virgin Islands with limited liability and is beneficially owned as to 80% by Mr. Yang, and 20% by Ms. Chao Jie, the spouse of Mr. Yang. As at the date of this announcement, Huada Developments is the controlling Shareholder of the Company holding 409,050,000 Shares, representing approximately 51.13125% of the entire issued share capital of the Company
“Independent Third Party(ies)”	third party(ies) independent of and not connected with the Company and connected person(s) of the Company
“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange
“Mr. Yang”	Mr. Yang Xinping, an executive Director and chairman of the Company

“Option”	the option to purchase the Property at the Consideration pursuant to the terms and conditions of the Option Letter
“Option Letter”	the option letter dated 28 March 2024 entered into by the Vendor in relation to the grant of the Option to the Purchaser
“Possible Disposal”	the possible disposal of the Property by the Vendor to the Purchaser pursuant and subject to the terms and conditions of the Option Letter
“Property”	the units located at 11 Irving Place #08-01/02/03 Tai Seng Point Singapore 369551 of gross floor area of approximately 888 square metres
“Purchaser”	the potential purchaser of the Property and the grantee of the Option, namely 365 Cancer Prevention Society, a registered charity in Singapore and an Independent Third Party
“S\$”	Singapore dollar, the lawful currency of Singapore
“Share(s)”	ordinary share(s) of HK\$0.01 each in the share capital of the Company
“Shareholder(s)”	the holder(s) of the Share(s)
“Singapore”	The Republic of Singapore
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“Valuation Report”	the valuation report on the Property to be prepared by a firm of independent professional valuers appointed by the Company
“Vendor”	Wan Yoong Construction Pte Ltd., a company incorporated in Singapore and an indirect wholly-owned subsidiary of the Company
“%”	per cent.

In this announcement, unless the context requires otherwise, amounts denominated in S\$ have been translated to HK\$ at the exchange rate of S\$1.00:HK\$5.80 for illustration purpose only. Such conversions shall not be construed as representations that amounts in S\$ were or may have been converted into HK\$ at such rate or any other exchange rates.

By order of the Board
BHCC Holding Limited
Mr. Yang Xinping
Chairman and executive Director

Singapore, 28 March 2024

As at the date of this announcement, the Board comprises Mr. Yang Xinping and Ms. Han Yuying

as executive Directors; and Ms. Chan Bee Leng, Mr. Kwong Choong Kuen (Huang Zhongquan) and Mr. Ooi Soo Liat as independent non-executive Directors.