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

**MAJOR TRANSACTION AND CONNECTED TRANSACTION AT SUBSIDIARY LEVEL
IN RELATION TO FORMATION OF JOINT VENTURE**

FORMATION OF SPC

The Company is pleased to announce that, on 24 January 2025, BHCC Projects, an indirect wholly-owned subsidiary of the Company, entered into the JV Agreement with the JV Partners, in relation to the formation of the SPC to take up the lease and development of the Land.

Pursuant to the terms of the JV Agreement, the SPC is to be incorporated for the lease and development of the Land as the approved developer in place of the JV Partners, which previously acquired the Land by way of Tender. The maximum BHCC Capital Commitment under the JV Agreement is S\$20 million (equivalent to approximately HK\$115 million), comprising the initial acquisition and/or subscription of the SPC share capital in the amount of S\$10,000 (equivalent to approximately HK\$57,500), and further equity investment in the SPC and/or shareholder's loan to the SPC in the aggregate amount not exceeding S\$19.99 million (equivalent to approximately HK\$114.94 million). The SPC will be owned as to 10% by BHCC Projects upon its establishment and BHCC Projects' shareholding in the SPC will be classified as an investment of the Group.

LISTING RULES IMPLICATIONS

As the highest applicable percentage ratios (as defined under the Listing Rules) in respect of the BHCC Capital Commitment exceeds 25% but is under 100%, the JV Agreement and the BHCC Capital Commitment contemplated thereunder will constitute a major transaction of the Company under Chapter 14 of the Listing Rules. Accordingly, the JV Agreement and the BHCC Capital Commitment contemplated thereunder is subject to the reporting, announcement and Shareholders' approval requirements under Chapter 14 of the Listing Rules.

As at the date of this announcement, AA Investment is one of the parties to the JV Agreement, AA Investment is indirectly owned as to 100% by AA Development, which in turn is the indirect holder of 10% of the issued share capital of Tai Seng Food Point Development Pte. Ltd. (formerly known as Evermega Investment Holdings Pte. Ltd.), an indirect non wholly-owned subsidiary of the Company, AA Investment is therefore a connected person of the Company at subsidiary level. As such, the entering into of the JV Agreement constitutes a connected transaction at the subsidiary level of the Company under Chapter 14A of the Listing Rules. The Board has approved the entering into of the JV Agreement and the BHCC Capital Commitment contemplated thereunder, and the independent non-executive Directors have

confirmed that the terms of the JV Agreement and the transactions contemplated thereunder are fair and reasonable, on normal or better commercial terms and in the interests of the Company and the Shareholders as a whole. Accordingly, the entering into of the JV Agreement and the BHCC Capital Commitment is subject to the reporting and announcement requirements but is exempt from the Shareholders' approval requirement (in respect of the connected transaction at subsidiary level) under Chapter 14A 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 BHCC Capital Commitment. Should the JV Agreement and the BHCC Capital Commitment contemplated thereunder 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 JV Agreement and the BHCC Capital Commitment contemplated thereunder. The Company will obtain a written approval for the JV Agreement and the BHCC Capital Commitment contemplated thereunder from Huada Developments, the controlling Shareholder of the Company holding 409,050,000 Shares, 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 JV Agreement and the BHCC Capital Commitment 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 JV Agreement and the BHCC Capital Commitment contemplated thereunder; (ii) financial information of the Group; (iii) details of the Valuation Report; and (iv) any other information required under the Listing Rules, is expected to be despatched to the Shareholders on or before 18 February 2025.

FORMATION OF SPC

The Company is pleased to announce that, on 24 January 2025, BHCC Projects, an indirect wholly-owned subsidiary of the Company, entered into the JV Agreement with the JV Partners, in relation to the formation of the SPC to take up the lease and development of the Land.

Set out below are the principal terms of the JV Agreement:

Date of JV Agreement	24 January 2025
Parties	(i) BHCC Projects;
	(ii) Santarli;
	(iii) AA Investment;
	(iv) SLH; and
	(v) Kay Lim

To the best of the knowledge, information and belief of

the Directors, and having made all reasonable enquiries, as at the date of this announcement, save for AA Investment which is a connected person of the Company at subsidiary level, each of the other JV Partners is an Independent Third Party.

Incorporation and shareholding structure of the SPC

The parties to the JV Agreement shall procure the incorporation of the SPC (or the purchase of a new shelf company as the SPC) within 30 Business Days after the signing of the JV Agreement.

Within 30 Business Days from the date of incorporation of the SPC (or the date when a new shelf company is purchased as the SPC), the parties to the JV Agreement shall complete the acquisition and/or subscription of their respective SPC Shares at the nominal price of S\$1.00 per SPC Share. The shareholding of the SPC will be as follows:-

SPC Shareholder	Number of SPC Shares	SPC Share Capital	Shareholdings in SPC
Santarli	40,000	S\$45,000	40%
AA Investment	25,000	S\$25,000	25%
BHCC	10,000	S\$10,000	10%
SLH	15,000	S\$15,000	15%
Kay Lim	10,000	S\$10,000	10%

The issued and paid-up share capital of the SPC may be increased to S\$4,000,000, provided any further subscription of the share capital of the SPC shall only be made by the parties to the JV Agreement in proportion to their respective shareholdings as set out above.

The SPC will be owned as to 10% by BHCC Projects upon its establishment and BHCC Projects' shareholding in the SPC will be accounted for as an investment in the consolidated accounts of the Company.

Business of the SPC

The SPC shall sign the Building Agreement President of Singapore and his successors in office in respect of the lease of the Land and shall be principally engaged in the lease of and development of the Land.

Constitution of the board of directors of the SPC

The board of the SPC shall comprise of eight directors which shall be nominated and by the parties to the JV Agreement as follows:-

SPC Shareholder	No. of directors to be nominated
Santarli	3
AA Investment	2

BHCC	1
SLH	1
Kay Lim	1

Financing and capital commitment The initial capital contribution from the shareholders of the SPC shall be an aggregate maximum amount of S\$200 million (the “**Initial Capital Contribution**”), which comprise of (a) the initial issued and paid-up share capital of the SPC of S\$100,000 as disclosed under “*Incorporation and shareholding structure of the SPC*” above; and (b) further equity investment in the SPC and/or shareholders’ loans to the SPC in the amount up to S\$199.9 million, and the Initial Capital Contribution shall be contributed by the parties to the JV Agreement in proportion to their respective shareholdings in the SPC.

The maximum BHCC Capital Commitment under the JV Agreement is S\$20 million (equivalent to approximately HK\$115 million), being 10% of the Initial Capital Contribution, comprising the initial acquisition and/or subscription of the SPC share capital in the amount of S\$10,000 (equivalent to approximately HK\$57,500), and further equity investment in the SPC and/or shareholder’s loan to the SPC in the aggregate amount not exceeding S\$19.99 million (equivalent to approximately HK\$114.94 million). The Group will finance the BHCC Capital Commitment from its internal resources.

Any financing or capital requirement of the SPC beyond the Initial Capital Contribution shall be met by financing(s) obtained by the SPC from bank(s) and/or financial institution(s) on such terms and conditions as the board of directors of the SPC may determine.

The SPC shall not require the shareholders of the SPC to provide further financing unless unanimous consent from all shareholders has been obtained.

Basis for determination of the BHCC Capital Commitment

The amount of the BHCC Capital Commitment was determined after arm’s length negotiations among the parties to the JV Agreement with reference to (i) the acquisition cost of the Land under the Tender; (ii) the preliminary development costs of the Land, working capital needs of the SPC; (iii) the SPC’s capability to obtain external financings from bank(s) and/or financial institution(s); and (iv) the pro-rata shareholding of 10% of BHCC Projects in the SPC.

INFORMATION OF THE LAND

Pursuant to the terms of the JV Agreement, the SPC is to be incorporated for the lease and development of the Land as the approved developer in place of the JV Partners. The Land was previously acquired through the tender submitted by the JV Partners, as joint tenderers, and

accepted by the Tenderee, as tenderee. Set out below is the summary of the information of the Land:-

Tender acceptance date	21 January 2025
Tender acceptance price	S\$504,515,000
Address of the Land	the land parcel situated at Dairy Farm Walk
Site area	21,881.8 square meters
Maximum permissible gross floor area	45,951 square meters
Permitted uses	Residential – Condominium or flats, or with prior written approval, a combination of flats and strata landed houses

REASONS FOR AND BENEFITS OF THE TRANSACTIONS

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.

Since March 2024, the Group has ventured into the property development business via the acquisition of a redevelopment project of an industrial property in Singapore. The Group has since continued to search for new opportunities in the Singapore property market and have actively explored possible tenders with other market players for a variety of lands of different uses in Singapore. The formation of the SPC marks the second major real estate development project that the Group will take part in and the first of residential land use. The Group considers that the Land, situated in an established premium private residential area in Singapore with high-end residential and commercial complex consisting a variety of recreational and community amenities in the immediate vicinity, the Land is also located in close proximity to the nature park, international school and transportation infrastructures, and therefore has promising developmental prospects and potential. Hence, the Company is of the view that the formation of the SPC and the development of the Land will allow the Company to further expand its real estate development business as well as diversifying the development portfolio of the Group.

As a relatively new market player in the property development sector, the present transaction structure will also allow the Group to (i) minimize its risk exposure by taking a minor stake in the development of the Land; (ii) more effectively utilizing the resources of the Group by limiting the amount of capital commitment and reserve working capital for other investment opportunities; (iii) accumulate key experiences and industry know-hows in the property development sector by forming a consortium and cooperating with the JV Partners which are more established property developers; and (iv) secure its place in partaking in the development project of the Land by directly acquiring equity interest in the SPC at cost and without premium after the tender process of the Land has been completed as opposed to submitting the tender itself.

Having considered that the terms of the JV Agreement and the amount of the BHCC Capital

Commitment were determined after arm's length negotiations among the parties to the JV Agreement and are in line with the terms of other joint ventures with other property developers, the Directors (including the independent non-executive Directors) therefore consider the terms of the JV Agreement and the BHCC Capital Commitment are fair and reasonable, on normal commercial terms and in the interests of the Company and the Shareholders as a whole.

INFORMATION OF THE PARTIES TO THE TRANSACTIONS

BHCC Projects

BHCC Projects is a company incorporated in Singapore and is principally engaged in real-estate development, it is an indirect wholly-owned subsidiary of the Company.

Santarli

Santarli is a company incorporated in Singapore and is principally engaged in real estate development. To the best of the knowledge, information and belief of the Directors, and having made all reasonable enquiries, as at the date of this announcement, Santarli is ultimately owned as to 33.4% by Lee Boon Teow, as to 33.3% by Sim How Tiong and as to 33.3% by Chan Thiam Seng, and each of Santarli and its ultimate beneficial owners is an Independent Third Party.

AA Investment

AA Investment is a company incorporated in Singapore and is principally engaged in real estate development. To the best of the knowledge, information and belief of the Directors, and having made all reasonable enquiries, as at the date of this announcement, AA Investment is indirectly owned as to 100% by AA Development, which in turn is ultimately owned as to 70% by Li Jun and as to 30% by Tan Shu Mei. As AA Development is the indirect holder of 10% of the issued share capital of Tai Seng Food Point Development Pte. Ltd. (formerly known as Evermega Investment Holdings Pte. Ltd.), an indirect non-wholly owned subsidiary of the Company, AA Investment is therefore also a connected person of the Company at subsidiary level.

SLH

SLH is a company incorporated in Singapore and is principally engaged in water and gas pipeline and sewer construction and installation of industrial machinery and equipment, and mechanical engineering works. To the best of the knowledge, information and belief of the Directors, and having made all reasonable enquiries, as at the date of this announcement, SLH is owned as to 25% by Ong Gim Leong, as to 25% by Ong Gim loo, as to 25% by Ong Gim Giap and as to 25% by Ong Yew Lye, and each of SLH and its ultimate beneficial owners is an Independent Third Party.

Kay Lim

Kay Lim is a company incorporated in Singapore and is principally engaged in real estate development. To the best of the knowledge, information and belief of the Directors, and having made all reasonable enquiries, as at the date of this announcement, Kay Lim is owned as to 90% by Kay Lim Holdings Pte. Ltd., which in turn is owned as to 50% by Tan Gek Eng and 50% by Tng Kay Lim.

LISTING RULES IMPLICATIONS

As the highest applicable percentage ratios (as defined under the Listing Rules) in respect of the BHCC Capital Commitment exceeds 25% but is under 100%, the JV Agreement and the BHCC Capital Commitment contemplated thereunder will constitute a major transaction of the Company under Chapter 14 of the Listing Rules. Accordingly, the JV Agreement and the BHCC Capital Commitment contemplated thereunder is subject to the reporting, announcement and Shareholders' approval requirements under Chapter 14 of the Listing Rules.

As at the date of this announcement, AA Investment is one of the parties to the JV Agreement, AA Investment is indirectly owned as to 100% by AA Development, which in turn is the indirect holder of 10% of the issued share capital of Tai Seng Food Point Development Pte. Ltd. (formerly known as Evermega Investment Holdings Pte. Ltd.), an indirect non wholly-owned subsidiary of the Company, AA Investment is therefore a connected person of the Company at subsidiary level. As such, the entering into of the JV Agreement constitutes a connected transaction at the subsidiary level of the Company under Chapter 14A of the Listing Rules. The Board has approved the entering into of the JV Agreement and the BHCC Capital Commitment contemplated thereunder, and the independent non-executive Directors have confirmed that the terms of the JV Agreement and the transactions contemplated thereunder are fair and reasonable, on normal or better commercial terms and in the interests of the Company and the Shareholders as a whole. Accordingly, the entering into of the JV Agreement and the BHCC Capital Commitment is subject to the reporting and announcement requirements but is exempt from the Shareholders' approval requirement (in respect of the connected transaction at subsidiary level) under Chapter 14A 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 BHCC Capital Commitment. Should the JV Agreement and the BHCC Capital Commitment contemplated thereunder 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 JV Agreement and the BHCC Capital Commitment contemplated thereunder. The Company will obtain a written approval for the JV Agreement and the BHCC Capital Commitment contemplated thereunder from Huada Developments, the controlling Shareholder of the Company holding 409,050,000 Shares, 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 JV Agreement and the BHCC Capital Commitment 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 JV Agreement and the BHCC Capital Commitment contemplated thereunder; (ii) financial information of the Group; (iii) details of the Valuation Report; and (iv) any other information required under the Listing Rules, is expected to be despatched to the Shareholders on or before 18 February 2025.

DEFINITIONS

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

“AA Development”	Apex Asia Development Pte. Ltd., a company incorporated in Singapore and a connected person of the Company at subsidiary level
“AA Investment”	Apex Asia Alpha Investment Two Pte. Ltd., a company incorporated in Singapore, an indirect wholly owned subsidiary of AA Development and a connected person of the Company at subsidiary level
“BHCC Capital Commitment”	the sum of a maximum of S\$20 million (equivalent to approximately HK\$115 million) to be contributed by BHCC Projects to the SPC, comprising the initial acquisition and/or subscription of the SPC share capital in the amount of S\$10,000 (equivalent to approximately HK\$57,500), and further equity investment in the SPC and/or shareholder’s loan to the SPC in the aggregate amount not exceeding S\$19.99 million (equivalent to approximately HK\$114.94 million)
“BHCC Projects”	BHCC Development (Projects) Pte Ltd., a company incorporated in Singapore and an indirect wholly-owned subsidiary of the Company
“Board”	the board of Directors of the Company
“Building Agreement”	the building agreement to be entered into between the SPC in place of the JV Partners with the President of Singapore and his successors in office for the lease of the Land
“Business Day”	any day (other than Saturdays, Sundays or a gazetted public holiday of Singapore)
“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)
“connected persons”	has the meaning ascribed to it in the Listing Rules and “connected” shall be construed accordingly
“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
“Independent Third Party(ies)”	third party(ies) independent of and not connected with the Company and connected person(s) of the Company
“JV Agreement”	the joint venture agreement dated 24 January 2025 entered into among BHCC Projects and the JV Partners in relation to the formation of the SPC for the lease and development of the Land

“JV Partners”	collectively, Santarli, AA Investment, SLH and Kay Lim
“Kay Lim”	Kay Lim Realty Pte. Ltd., a company incorporated in Singapore and an Independent Third Party
“Land”	the land parcel situated at Dairy Farm Walk
“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange
“Santarli”	SNC2 Realty Pte. Ltd., a company incorporated 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
“SLH”	Soon Li Heng Civil Engineering Pte Ltd, a company incorporated in Singapore and an Independent Third Party
“SPC”	the special purpose company to be incorporated in Singapore for the lease and development of the Land and is to be owned as to 10% by BHCC Projects
“SPC Shares”	ordinary share(s) in the share capital of the SPC
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“Tender”	the tender submitted by the JV Partners to the Tenderee for the lease of the Land by way of public tender
“Tenderee”	Urban Redevelopment Authority of Singapore
“Valuation Report”	the valuation report on the Land to be prepared by a firm of independent professional valuers appointed by 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\$5.75 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, 24 January 2025

As at the date of this announcement, the Board comprises Mr. Yang Xiping and Ms. Han Yuying as executive Directors; and Ms. Chan Bee Leng, Mr. Kwong Choong Kuen (Huang Zhongquan) and Mr. Wang Lian as independent non-executive Directors.