
APPENDIX A – TARGET’S LETTER TO SHAREHOLDERS

transaction from independent sources or advisers, including the obtaining of valuations from independent professional valuers.

A register will be maintained to record all interested person transactions (incorporating the basis, amount and nature, on which they are entered into and any quotation from unrelated parties obtained to support such basis). The New Audit Committee will review all interested person transactions to ensure that the prevailing rules and regulations of the SGX-ST (in particular, Chapter 9 of the Catalist Rules) are complied with. The Target Company will also endeavour to comply with the recommendations set out in the Code of Corporate Governance.

The annual internal audit plan will incorporate a review of all interested person transactions entered into. The New Audit Committee will review internal audit reports to ascertain that the guidelines and procedures established to monitor interested person transactions have been complied with. In addition, the New Audit Committee will also review from time to time such guidelines and procedures to determine if they are adequate and/or commercially practicable in ensuring that transactions between the Enlarged Group and its Interested Persons are conducted on arm’s length commercial terms and are not prejudicial to the interests of the Enlarged Group or the minority Shareholders.

In the event that a member of the New Audit Committee is interested in any interested person transaction, he/she will abstain from reviewing that particular transaction. The Enlarged Group will also disclose the aggregate value of interested person transactions conducted during the current financial year in its annual report, as required pursuant to the Catalist Rules.

14. POTENTIAL CONFLICTS OF INTEREST

14.1 Potential Conflicts of Interest

Save as disclosed below and in Section 13 of this Target’s Letter to Shareholders titled “*Interested Person Transactions*”, none of the Proposed New Board or controlling shareholders of the Target Company and/or their respective associates has any interest directly or indirectly in:

- (a) any material transaction to which any company in the Enlarged Group was or is to be a party;
- (b) any entity carrying on the same business or dealing in similar services which competes materially and directly with the business of the Enlarged Group; and
- (c) any entity that is a customer or supplier of goods or services to the Enlarged Group.

14.2 Potential Conflicts of Interest of Directors and Executive Officers

Certain of the Company’s Proposed New Directors (specifically Mr. Hansa Susayan and Mrs. Sasinan Allmand) hold concurrent positions and roles in certain controlling shareholders of the Target Group and/or associates of controlling shareholders of the Target Group, and such concurrent positions and roles are proposed to continue post-Closing.

APPENDIX A – TARGET’S LETTER TO SHAREHOLDERS

Mr. Hansa Susayan and Mrs. Sasinan Allmand

Each of the Proposed New Board, the New Nominating Committee and the Sponsor is of the view that (i) Mr. Hansa Susayan is suitable to be appointed as the Vice Chairman of the Proposed New Board and Non-Executive Director of the Company, notwithstanding his concurrent appointments as executive director on the boards of certain controlling shareholders of the Target Group and/or associates of controlling shareholders of the Target Group, and (ii) Mrs. Allmand is suitable to be appointed as Non-Executive Director of the Company, notwithstanding her concurrent role as the president and country director of the Japan branch office of DTGO Corporation, based on the following reasons:

- (a) as Non-Executive Directors of the Company, Mr. Susayan will primarily focus on the Enlarged Group’s overall business, investment strategy and strategy development, and Mrs. Allmand will primarily focus on the Enlarged Group’s marketing strategy. These are high-level strategic roles and neither Mr. Susayan nor Mrs. Allmand will be involved in the overall day-to-day running of the business operations and management of the Enlarged Group;
- (b) the day-to-day running of the business operations and management of the Company is primarily undertaken by the proposed Chief Executive Officer Mr. Iqbal Jumabhoy, who is well supported by the Proposed New Executive Officers and management;
- (c) it is in the interests of DTGO Corporation, as a controlling shareholder of the Company post-Closing (with a deemed interest of approximately 84.8 per cent. of the enlarged share capital of the Company), to ensure the success of the Company (which will become a subsidiary of DTGO Corporation post-Closing), both for the DTGO Group and Enlarged Group, which would also be aligned with the interests of other shareholders of the Company.

Mr. Susayan and Mrs. Allmand will, given their concurrent roles within the DTGO Group, be able to consider overall strategies to align the interests of the relevant controlling shareholders of the Enlarged Group and the Enlarged Group (and its shareholders) and to make recommendations in the best interests of the DTGO Group, which includes the Enlarged Group. In particular, Mr. Susayan and Mrs. Allmand will be able to give guidance as to the DTGO Group’s policies for the Proposed New Board to consider and for the Proposed New Board to decide whether to adopt such policies or modify as appropriate for the Enlarged Group, and to provide guidance on the strategic directions of the DTGO Group to the Proposed New Board and management of the Enlarged Group to consider with the view to ensuring that the best interests of the DTGO Group including the Enlarged Group are aligned. Mr. Susayan’s and Mrs. Allmand’s extensive business experience and knowledge, coupled with their concurrent roles within DTGO Corporation, provide him/her with valuable insight into the wider commercial and market environment, which may be valuable intelligence that is relevant to the business of the Enlarged Group;

- (d) each of Mr. Susayan and Mrs. Allmand will recuse himself/herself from discussions on conflicted matters, unless he/she is specifically invited by the Proposed New Board, or has the Proposed New Board’s consent and the Proposed New Board believes that he/she is able to provide relevant information without which the Proposed New Board may make an unsound decision;

APPENDIX A – TARGET’S LETTER TO SHAREHOLDERS

- (e) each of Mr. Susayan and Mrs. Allmand will recuse himself/herself from voting on conflicted matters and will excuse himself/herself from the meeting at the time when voting takes place, especially in relation to any matters relating to the ROFO or ROFR, as well as any other interested person transactions with the controlling shareholders of the Enlarged Group and their associates that may arise from time to time; and
- (f) the proposed Independent Directors of the Company are established and experienced individuals who comprise three (3) out of seven (7) members of the Proposed New Board, and do not overlap with the directors of any DTGO Group entity.

Based on the foregoing, each of the Proposed New Board, the New Nominating Committee and the Sponsor is of the view that (i) Mr. Susayan is able to devote adequate time and attention to the affairs of the Company; and potential conflicts of interest have been adequately mitigated, and accordingly Mr. Susayan is suitable to be appointed as the Vice Chairman and Non-Executive Director notwithstanding his concurrent appointments as executive director on the boards of certain controlling shareholders of the Target Group and/or associates of such controlling shareholders; and (ii) Mrs. Allmand is able to devote adequate time and attention to the affairs of the Company; and potential conflicts of interest have been adequately mitigated, and accordingly Mrs. Allmand is suitable to be appointed as a Non-Executive Director notwithstanding her concurrent role at DTGO Corporation.

The New Nominating Committee will continue to monitor and determine annually whether each of Mr. Susayan and Mrs. Allmand will be able to devote adequate time and attention to the affairs of the Company and adequately carry out his/her duties as (in the case of Mr. Susayan) Vice Chairman of the Proposed New Board and (in the case of both Mr. Susayan and Mrs. Allmand) Non-Executive Director.

14.3 Deed of Undertaking – Right of First Offer and Right of First Refusal

Upon Closing, DTGO Corporation will be a controlling shareholder of the Company. DTGO Corporation and its subsidiaries have business operations across several commercial sectors including, amongst others, hospitality businesses and services, as well as property development and its related businesses including commercial and retail buildings, alongside its non-profit initiatives in education, healthcare and the environment. Insofar as the DTGO Group’s hospitality and real estate business is concerned, the focus is on developmental projects, whereas the investment focus of the Enlarged Group is on hospitality or lodging-related assets which are operational and revenue-generating (see Section 4.2 of this Target’s Letter to Shareholders titled “*Business and Operations – Ownership and Investment Focus – Investment Focus and Criteria*” for further information regarding the investment focus of the Enlarged Group). Accordingly, there is generally no overlap in the core business areas of the DTGO Group and the Enlarged Group. However, given the scope and scale of the DTGO Group’s business and operations, there may on occasions be overlaps between the investment foci of the DTGO Group and the Enlarged Group, for example in relation to hospitality assets which were constructed by the DTGO Group and subsequently become operational.

To preserve the inherent business advantages of scale, synergy, capabilities and expertise embedded within the existing DTGO Corporation ecosystem in order to benefit the Company while mitigating potential competition concerns, the Company and DTGO