



## **Emperor Inc.**

*(incorporated with limited liability in the Republic of the Philippines on 26 November 2001)*

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### **RESPONSES TO QUERIES FROM THE SINGAPORE EXCHANGE SECURITIES TRADING LIMITED (THE “SGX-ST”) ON THE DEFINITIVE INFORMATION STATEMENT OF THE COMPANY PUBLISHED ON THE SGXNET ON 18 APRIL 2023**

Emperor Inc. (the “**Company**”, and together with its subsidiaries, the “**Group**”) sets out its responses to the queries raised by the SGX-ST on 20 April 2023 in relation to the Company’s Definitive Information Statement for the financial year ended 31 December 2022 (the “**DIS**”).

#### SGX Query 1

It is disclosed in page 50 of the Announcement that the Company had entered into interested person transactions with the Associates of Dr. Tan and AGI subsidiaries and associates amounting to PHP 710.6 million and PHP 942.9 million respectively in FY2022.

Please note that the Company is required to comply with Chapter 9 requirements. Please disclose (i) the name of the interested person, and (ii) nature of their relationships in accordance with Listing Rule 907.

#### Company’s response

The Group’s FY2021 audited NTA as at 31 December 2021 was approximately PHP49.28 billion. The Company is aware that it is required to comply with the requirements under Chapter 9 of the SGX-ST Listing Manual.

Please refer to the table in the Appendix herein for information required under Listing Rule 907, including the names of the relevant interested persons and the nature of their relationships.

## SGX Query 2

Pursuant to Listing Rule 905 of the SGX-ST, an issuer must make an immediate announcement of any IPT if the value of the IPT, when aggregated with other IPTs entered into with the same interested person, exceed 3% of the group's latest NTA. It is disclosed that the IPTs on page 50 amounted to PHP 1.65 billion or 3.36% of the Group's FY2021 audited NTA.

## Company's response

The Company refers to its introductory document dated 20 June 2022 (the "**Introductory Document**") issued in connection with its secondary listing on the SGX-ST. The Company disclosed on pg232 of the Introductory Document that the transactions described under the section "*—Present and On-going Interested Person Transaction*" were not subject to Listing Rules 905 and 906 of the SGX-ST to the extent that there are no subsequent changes to the terms of the agreements in relation to those transaction.

Accordingly, only those relevant transactions following the latest practicable date of 7 June 2022 (the "**LPD Date**") for the financial year ended 31 December 2022 which were not disclosed in the Introductory Document (the "**Relevant IPTs**") are relevant for the purposes of Listing Rule 905.

The value of the Relevant IPTs amounted to approximately 2.1% of the Group's FY2021 audited NTA as at 31 December 2021 of approximately PHP49.28 billion. As the proportion of the Relevant IPTs is less than the 3% threshold under Listing Rule 905, none of the Relevant IPTs are required to be announced by the Company in FY2022 following the Company's secondary listing on the SGX-ST on 14 July 2022.

By Order of the Board

Anna Michelle T.Llovido

Corporate Secretary

## OTHER INFORMATION

**INTERESTED PERSON TRANSACTIONS**

During the financial year December 31, 2022, the following interested person transactions were entered into by the Group:

Name of Interested Person	Nature of Relationship	Aggregate value of all interested person transactions during the financial year under review (excluding transaction less than \$100,000 and transactions conducted under shareholders' mandate pursuant to Rule 920)	Aggregate value of all interested person transactions conducted under shareholders' mandate pursuant to Rule 920 of the SGX Listing Manual (excluding transactions less than \$100,000)*
		2022 PHP millions	2022 PHP millions
<b>Transactions with Associates of Dr. Tan</b>		<b>814</b>	Not applicable
<i>Sale of Services</i>		567	Not applicable
Andresons Global, Inc.		567	Not applicable
		-	-
<i>Sale of Finished Goods</i>		87.7	Not applicable
Eastwood Cinema 2000, Inc.		0.03	Not applicable
Lucky Chinatown Cinema, Inc.		0.03	Not applicable
Raffles & Company, Inc.	All of the entities are associates of Dr. Andrew L. Tan, our Chairman, Director and ultimate controlling shareholder.	0.07	Not applicable
Southwoods Cinema, Inc.		0.04	Not applicable
Uptown Cinema, Inc.		0.05	Not applicable
Andresons Global, Inc.		88	Not applicable
		-	-
<i>Purchase of Raw Materials &amp; Spare Parts</i>			83
Andresons Global, Inc.		83	Not applicable
		-	-
<i>Purchase of Services</i>		60	Not applicable
Consolidated Distillers of the Far East, Inc.		60	Not applicable
		-	-
<i>Lease Transactions</i>		16	Not applicable
Global One Real Estate Spain, S.A.		16	Not applicable
		-	-
<b>Transactions with AGI subsidiaries &amp; associates</b>		<b>839</b>	Not applicable
		-	-
<i>Sale of Services</i>		47	Not applicable
Great American Foods, Inc.		47	Not applicable
		-	-
<i>Sale of Finished Goods</i>		162	Not applicable
Megaworld Corporation & Subsidiaries	Alliance Global Group, Inc. (AGI) is a controlling shareholder of the Company.	148	Not applicable
Travellers International Hotel Group, Inc. & Subsidiaries	All of the entities are associates of Dr. Andrew L. Tan, our Chairman, Director and ultimate controlling shareholder.	14	Not applicable
		-	-
<i>Purchase of Finished Goods</i>		524	Not applicable
Great American Foods, Inc.		524	Not applicable
		-	-
<i>Lease Transactions</i>		106	Not applicable
Megaworld Corporation & Subsidiaries		48	Not applicable
Empire East Land Holdings, Inc.		32	Not applicable
Alliance Global Group, Inc.		27	Not applicable
		-	-
<b>Total Interested Person Transactions</b>		<b>1,654</b>	<b>Not applicable</b>

\* The Company has not sought a general mandate from shareholders pursuant to Listing Rule 920.