

ASX ANNOUNCEMENT

24 JULY 2025

**EXECUTION OF SHARE PURCHASE AGREEMENT RELATING TO THE
ACQUISITION OF LAND IN VIETNAM**

United Overseas Australia Ltd (**ASX: UOS, Company**) refers to its announcement of 16 July 2025 noting that the UOA Vietnam Pte Ltd (**UOAV**), a wholly owned subsidiary of the Company, had executed a binding agreement for the acquisition of 100% of the shares in a company in Vietnam, VIAS Hong Ngoc Bao Joint Stock Company (**Target Company**), for VND1,775,000,000,000 (approximately US\$68,270,000, AU\$104,720,000), subject to due diligence and other conditions precedent.

As noted in the announcement, due diligence had been progressing whilst the terms of the binding agreement were settled and has now been completed to UOAV's and the Company's satisfaction.

Under the Share Purchase Agreement (**SPA**) executed today, which remains subject to conditions precedent, the shares in the Target Company will be acquired by UOAV together with UTD Vietnam Pte Ltd and UTM Vietnam Pte Ltd, both wholly owned subsidiaries of UOAV.

Significant conditions precedent include:

- 1) The approval and legal clearance issued by the relevant Vietnam authorities remain valid as at the Closing Date;
- 2) The Land Use Rights Certificate has been issued to the Target Company by the Office of Land Registration of Ho Chi Minh City noting the Target Company is the sole and legal holder of the land and the land use purposes has been recorded as "commercial and service land" with a long-term duration; and
- 3) There has been no Material Adverse Change affecting the condition of the land and/or the Target Company.

The Closing Date is to be seven days after the date on which the SPA becomes unconditional. The SPA contemplates the Unconditional Date to be on or before 20 August 2025, but this may be extended under the SPA by either party to be no later than 31 December 2025.

Upon completion of the SPA transaction, the Target Company will have unencumbered title to a parcel of land in District 1 in Ho Chi Minh City consisting of more than 2,000 sqm in accordance with the Land Use Right Certificate issued by the relevant authority in Vietnam.

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The Company is planning to develop a commercial office building to be held as an investment property. The intended development is expected to have a gross floor area of 20,160 sqm, which will further expand the Group's investment in Vietnam. Providing the SPA completes as intended in August 2025, it is anticipated that the development project will commence in the last quarter of 2025.

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