



TSH Corporation Limited

(Company Registration Number: 200003865N)

(Incorporated in the Republic of Singapore)

APPLICATION TO THE SGX-ST FOR A WAIVER FROM COMPLIANCE WITH RULE 1017(2) OF THE CATALIST RULES AND AN EXTENSION OF TIME TO MEET THE REQUIREMENTS FOR A NEW LISTING UNDER RULE 1017(2) OF THE CATALIST RULES

The Board of Directors (the “**Board**”) of TSH Corporation Limited (the “**Company**”) refers to the Company’s announcements on 21 August 2017 and 25 August 2017 (the “**Announcements**”) relating to the signing by the Company of a non-binding Term Sheet (as defined in the Announcements) by the Company for the Proposed Acquisition (as defined in the Announcements) and the application submitted by the Company to the SGX-ST to seek a waiver from compliance with Rule 1017(2) of the Catalist Rules and an extension of time for the Company to complete the Proposed Acquisition to meet the requirements for a new listing under Rule 1017(2) of the Catalist Rules. All capitalised terms used herein shall, unless otherwise defined herein, bear the meanings ascribed to them in the Announcements.

The Company had sought the Waiver and Extension, through its sponsor, from the SGX-ST, *inter alia*, for the following reasons:-

- (a) the Company had on 21 August 2017 signed the non-binding Term Sheet with the Vendors, and the Company and the Vendors will require additional time to complete necessary works before entering into a definitive agreement for the Proposed Acquisition and thereafter, to complete the Proposed Acquisition to meet the requirements for a new listing pursuant to Rule 1017(2) of the Catalist Rules; and
- (b) The Board is of the view that a delisting of the Company may not be in the interests of the Company and its Shareholders in light of the potential opportunities arising out of the Proposed Acquisition which the Company is considering.

The SGX-ST has advised on 31 August 2017 that it has no objection in granting the Company a 3-month extension to enter into a definitive agreement for the Proposed Acquisition by 30 November 2017 (the “**Time Extension**”) and the Proposed Acquisition, if undertaken and completed, would constitute a reverse takeover (“**RTO**”) / very substantial acquisition (“**VSA**”). The Time Extension is subject to the following:

- (a) the Company making an announcement of the extension granted and disclosing the reasons for seeking the extension;
- (b) the Company making regular updates via SGXNET of its progress in the Proposed Acquisition which should amount to a RTO/VSA;
- (c) the Board providing an undertaking that the escrow monies be safeguarded until completion of the RTO/VSA. The escrow monies are to be distributed to shareholders should the RTO/VSA fail; and
- (d) at the end of the 3-month extension period, the Company may submit a further extension of time to complete the acquisition provided:
 - (i) the Company enters into definitive agreement(s) to acquire businesses that meet the SGX-ST’s listing requirements for a new listing; and

- (ii) the Company appoints a full sponsor and submits the milestones envisaged until the completion of the Proposed Acquisition.

The Company will submit, as soon as practicable, the written confirmation described in (c) above.

The SGX-ST reserves the right to (i) suspend trading of securities should the Company fail to comply with Catalyst Rule 1017(2) as it deems fit, and (ii) amend/vary the above confirmation as it deems fit and the above confirmation is subject to changes in the SGX-ST's policies.

Shareholders and potential investors should exercise caution when trading in the shares of the Company. In the event of any doubt as to the action they should take, Shareholders should consult their stockbrokers, solicitors, accountants or other professional advisers. The Proposed Acquisition is subject to the execution of the Definitive Agreements and conditions precedent to be fulfilled and there is no certainty or assurance that the Definitive Agreements will be entered into or that the completion of the Proposed Acquisition will take place. The Company will make the necessary announcements as and when there are material developments on the Proposed Acquisition and other matters contemplated by this announcement.

By Order of the Board

Wong Weng Foo John
Non-Executive Chairman
31 August 2017

*This announcement has been prepared by the Company and its contents have been reviewed by the Company's sponsor, SAC Capital Private Limited ("**Sponsor**"), for compliance with the relevant rules of the Singapore Exchange Securities Trading Limited ("**SGX-ST**"). The Sponsor has not independently verified the contents of this announcement.*

This announcement has not been examined or approved by the SGX-ST and the SGX-ST assumes no responsibility for the contents of this announcement, including the correctness of any of the statements or opinions made or reports contained in this announcement.

The contact person for the Sponsor is Mr Ong Hwee Li (Tel: (65) 6532 3829) at 1 Robinson Road, #21-02 AIA Tower, Singapore 048542. SAC Capital Private Limited is the parent company of SAC Advisors Private Limited.