



TRANSIT-MIXED CONCRETE LTD
(Incorporated in the Republic of Singapore)
Company Registration No. 197902587H

**NOTICE TO SHAREHOLDERS REGARDING ELECTRONIC DISSEMINATION
OF OFFEREE BOARD CIRCULAR**

BOARD OF DIRECTORS:

MR. TAN KOK HIANG
(Chairman and Independent Non-Executive Director)

MR. KHOO HO TONG
(Independent Non-Executive Director)

MR. LOW WING HONG
(Non-independent Non-Executive Director)

23 March 2021

To: The Shareholders of Transit-Mixed Concrete Ltd

Dear Sir/Madam,

REGISTERED OFFICE:

150 Changi Road
#03-05
Guthrie Building
Singapore 419973

1. The Board of Directors ("**Directors**" or the "**Board**") of Transit-Mixed Concrete Ltd ("**Company**") refers to:
 - (a) the offer announcement issued on 20 February 2021 by Lee Sai Sing ("**Offeror**") relating to, *inter alia*, the mandatory unconditional cash offer ("**Offer**") for all the issued and paid-up ordinary shares in the capital of the Company, excluding treasury shares and those already owned, controlled or agreed to be acquired by the Offeror, in accordance with Section 139 of the Securities and Futures Act (Cap 289) and Rule 14 of the Singapore Code on Take-overs and Mergers ("**Offer Announcement**");
 - (b) the announcement issued on 20 February 2021 by the Company in response to the Offer Announcement; and
 - (c) the announcement issued on 25 February 2021, as amended by a subsequent announcement dated 25 February 2021, by the Company relating to the appointment of Xandar Capital Pte. Ltd. as the independent financial adviser ("**IFA**") to advise the directors of the Company who are considered to be independent for the purpose of making a recommendation to Shareholders in respect of the Offer ("**Independent Directors**");
 - (d) the offer document dated 9 March 2021 issued by the Offeror setting out the full terms and conditions of the Offer ("**Offer Document**");
 - (e) the announcement issued on 9 March 2021 by the Company in response to the dissemination of the Offer Document;

- (f) the news release by the Singapore Exchange Securities Trading Limited (“**SGX-ST**”) on 6 May 2020 announcing that the Monetary Authority of Singapore (“**MAS**”), the Securities Industry Council (“**SIC**”) and the Singapore Exchange Regulation (“**SGXRegCo**”) have introduced temporary measures to allow, with immediate effect until 30 September 2020, listed issuers and parties involved in take-over or merger transactions the option to electronically disseminate take-over documents through publication on SGXNET and their corporate websites, thereby dispensing with the need to despatch hardcopy documents related to such take-over or merger transactions as required under the Securities and Futures Act (Cap 289), the Code and the Singapore Exchange Listing Rules; and
- (g) the joint statement by the MAS, SIC and SGX RegCo on 29 September 2020 announcing that listed issuers and parties involved in take-over or merger transactions will continue to have the option to electronically disseminate take-over documents through publication on SGXNET and their corporate websites until 30 June 2021.
2. The Company has today issued the offeree board circular dated 23 March 2021 (“**Offeree Circular**”) to the Shareholders. The Offeree Circular contains, *inter alia*, the following information:
- (a) the advice of the IFA to the Independent Directors; and
- (b) the recommendation of the Independent Directors in respect of the Offer.
3. **The Company has opted for electronic dissemination of the Offeree Circular. Please note that no printed copies of the Offeree Circular will be despatched to Shareholders.**
4. The Offeree Circular has, as of the date of this Notice, been made available on the SGXNET announcement page of the Company. To access the electronic version of the Offeree Circular, please access the SGX-ST’s website at <https://www.sgx.com/> and select the section “**Securities**”, choose “**Company Information**” and then “**Company Announcements**” from the drop-down menu list and type the name of the Company: “Transit-Mixed Concrete Ltd” in the box titled “**Filter by Company/Security Name**”. “Transit-Mixed Concrete Ltd” will appear as an item below the filter box. Please click it to see a list of the announcements made by the Company and select the title of the announcement on the 23 March 2021 entry. The Offeree Circular can be accessed by clicking on the link under the section titled “**Attachments**” at the bottom of the 23 March 2021 announcement.
- Alternatively, the Offeree Circular is available on the SGXNET announcement page of the Company at the following URL: <https://www.sgx.com/securities/company-announcements?value=TRANSIT-MIXED%20CONCRETE%20LTD&type=company>
5. Should you have any question or require any clarification on the above, you may write to the Company at: llchen@tmcltd.com.sg
6. The Company has also today, despatched a printed copy of this Notice to Shareholders.
7. **Shareholders should read and consider carefully the contents of the Offeree Circular (in particular, the advice of the IFA to the Independent Directors, as well as the recommendation of the Independent Directors). If you are in any doubt in relation to the Offer or as to the action you should take, you should consult your stockbroker, bank manager, solicitor, accountant or other professional adviser immediately.**

8. **Closing Date**

Shareholders should note that the Offer Document states that acceptances of the Offer should be received by the close of the Offer at **5.30 p.m. (Singapore time) on 6 April 2021** (“**Closing Date**”). The Offer will not be extended, revised or open for acceptance beyond 5.30 p.m. (Singapore time) on the Closing Date.

9. **Directors’ Responsibility Statement**

The directors of the Company (including any director who may have delegated detailed supervision of this Notice) have taken all reasonable care to ensure that the facts stated and all opinions expressed in this Notice are fair and accurate and that no material facts have been omitted from this Notice, and they jointly and severally accept responsibility accordingly.

Where information in this Notice has been extracted from published or otherwise publicly available sources or obtained from a named source, the sole responsibility of the directors of the Company has been to ensure that such information has been accurately and correctly extracted from those sources and/or reproduced in this Notice in its proper form and context.

For and on behalf of the Board of Directors of
TRANSIT-MIXED CONCRETE LTD

Tan Kok Hiang
Chairman and Independent Non-Executive Director
23 March 2021

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