



SHC CAPITAL ASIA LIMITED

(Incorporated in the Republic of Singapore) (Company
Registration Number: 201201631D)

THE PROPOSED ACQUISITION OF TONG DA MEDICAL DEVICE LIMITED

– EXTENSION OF TIME GRANTED BY SGX-ST

1 INTRODUCTION

The board of directors (the “**Board**”) of SHC Capital Asia Limited (the “**Company**”) refers to the announcements made by the Company on 27 March 2015, 30 April 2015, 15 May 2015, 2 June 2015, 21 July 2015 and 27 July 2015 (the “**Announcements**”) in relation to the proposed acquisition of Tong Da Medical Device Limited (the “**Proposed Acquisition**”).

Unless otherwise defined, all capitalised terms herein shall bear the same meanings ascribed to them in the Announcements.

2 EXTENSION OF TIME FOR THE COMPANY, AS A CASH COMPANY, TO MEET THE REQUIREMENTS FOR A NEW LISTING

Further to the Announcements, the Board is pleased to announce that the SGX-ST had, by way of letter dated 21 August 2015, granted the Company, in its capacity as a cash company, a 6-months extension of time to meet the requirements for a new listing, i.e. from 1 August 2015 to 31 January 2016 (the “**Extension**”). The Extension is subject to the following conditions:

- (a) the Company making an announcement of the Extension granted and disclosing the reasons for seeking the Extension; and
- (b) regular updates via SGXNET on its progress in meeting key milestones of the Proposed Acquisition to the SGX-ST and its investors.

3 REASONS FOR SEEKING THE EXTENSION

The Company became a cash company on 1 August 2014 following completion of the disposal of its general insurance business, SHC Insurance Pte. Ltd.. The SGX-ST had, on 30 June 2014, granted approval for continued trading in the Company’s shares, subject to compliance with Rule 1017 of the Catalist Rules. Under Rule 1017(2) of the Catalist Rules, the Company was given 12 months until 1 August 2015 to meet the requirements for a new listing.

Although the Company had entered into the SPA on 29 May 2015 and the Supplemental SPA on 21 July 2015 (collectively, the “**Restated SPA**”), the Company applied for the Extension (the “**Application**”) for the following reasons:

- (i) the Company had signed the Restated SPA;

- (ii) subject to due diligence and other works to be performed by the professionals appointed for the Proposed Acquisition, the Board believes that the Target Group is able to satisfy the SGX-ST's requirements for a new listing on Catalist;
- (iii) based on preliminary due diligence findings (as further elaborated below) and subject to further due diligence and other works to be performed by the professionals appointed for the Proposed Acquisition, the Board is currently not aware of any other adverse findings relating to the Target Group which may have an adverse impact on the Target Group or its ability to satisfy the SGX-ST's requirements for a new listing. In particular, the Board is currently not aware of any adverse issues arising from the earlier listing application made to the Securities Commission of Malaysia on 30 January 2014 which may have an adverse impact on the Proposed Acquisition;
- (iv) the Board is of the view that the Company will be able to complete the Proposed Acquisition by the extended date (i.e. 31 January 2016) for reasons as elaborated in the Application;
- (v) the Extension will enable the Company to acquire a business which meets the requirements for a new listing and thereby remain listed on Catalist; and
- (vi) the Proposed Acquisition will provide the Company an opportunity to venture into a business with proven track record and has the potential for growth.

4 RESPONSIBILITY STATEMENT

The Directors collectively and individually accept full responsibility for the accuracy of the information given in this announcement and confirm, after making all reasonable enquiries, that to the best of their knowledge and belief, this announcement constitutes full and true disclosure of all material facts about the Application and, the Company and the Directors are not aware of any facts, the omission of which, would make any statement in this announcement misleading.

5 CAUTIONARY STATEMENT

The Directors of the Company would like to advise shareholders that Completion of the Proposed Acquisition remains subject to the fulfilment of the various conditions precedent as set out in the Restated SPA, as well as the results of any legal, financial and other due diligence conducted by the Company on the Target Group being satisfactory to the Company (and its professional advisers).

Shareholders and potential investors are accordingly advised to exercise caution when dealing in the Company's shares, as there is no certainty or assurance, as at the date of this announcement, as to whether the Proposed Acquisition will proceed to Completion, and/or whether the existing terms and conditions of the Proposed Acquisition may be varied by agreement of the Parties in writing from those set out in the Restated SPA. The Company will provide regular updates and make the necessary announcements via SGXNET when there are further developments on the Proposed Acquisition and other matters contemplated in the Announcements.

Shareholders should further note that, in the event the Company is unable to complete the Proposed Acquisition within the extended period granted by the SGX-ST (i.e. by 31 January 2016), no further extension may be granted by the SGX-ST, in which event the Company will be required to delist in accordance with the Catalist Rules.

Shareholders are advised to read this announcement and any further announcements by the Company carefully. In the event of any doubt, shareholders and potential investors should

consult their stockbrokers, bank managers, solicitors, accountants or other professional advisers about the actions they should take.

By Order of the Board
SHC CAPITAL ASIA LIMITED

Teo Yiam Beng Steven
Interim Chief Financial Officer

21 August 2015

*This announcement has been prepared by the Company and its contents have been reviewed by the Company's sponsor ("**Sponsor**"), Canaccord Genuity Singapore Pte. Ltd., 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 Ms Alice Ng, Director and Head of Continuing Sponsorship, Canaccord Genuity Singapore Pte. Ltd. at 77 Robinson Road #21-02 Singapore 068896, telephone (65) 6854 6160.