



# TSH CORPORATION LIMITED

(Incorporated in the Republic of Singapore)  
(Company Registration Number: 200003865N)

## NOTICE OF EXTRAORDINARY GENERAL MEETING

**NOTICE IS HEREBY GIVEN** that an Extraordinary General Meeting ("EGM") of TSH CORPORATION LIMITED (the "Company") will be held at 1 Irving Place #08-10, The Commerz @ Irving, Singapore 369546 on 25 January 2019 at 3.00 p.m. for the purpose of considering and, if thought fit, passing with or without modifications, the following resolutions:

### ORDINARY RESOLUTIONS

#### RESOLUTION 1: PROPOSED ACQUISITION

That contingent upon passing of Resolutions 2, 3, 4 and 5 in this Notice:

- (a) approval be and is hereby given to the Company for the acquisition by the Company of the entire issued share capital of Sloshed! Pte. Ltd. ("**Proposed Acquisition**") from Teo Kok Woon, Chua Khoon Hui and Lim Kian Boon Charles at a consideration of S\$19,400,000 ("**Purchase Consideration**") and on the terms and subject to the conditions set out in the sale and purchase agreement dated 31 August 2018 entered into between the Company and the Vendors; and
- (b) the directors of the Company ("**Directors**") and each of them be and are hereby authorised and empowered to complete and do all such acts and things (including without limitation, to execute all such documents as may be required, to approve any amendments, alterations or modifications to any documents, and to sign, file and/or submit any notices, forms and documents with or to the relevant authorities) as they may consider necessary, desirable or expedient to give effect to the matters contemplated by this Resolution.

#### RESOLUTION 2: PROPOSED SHARE CONSOLIDATION

That contingent upon passing of Resolutions 1, 3, 4 and 5 in this Notice:

- (a) approval be and is hereby given for every twenty (20) existing ordinary shares in the capital of the Company to be consolidated into one (1) ordinary share in the capital of the Company ("**Consolidated Share**") with effect from a date to be fixed by the Directors (the "**Proposed Share Consolidation**");
- (b) the Directors are hereby authorised to disregard any fraction of a Consolidated Share which may arise from the Proposed Share Consolidation pursuant to paragraph (a) above, and all fractions of Consolidated Shares to which holders of the existing shares would otherwise be entitled to, be aggregated and dealt with in such manner (including the cancellation thereof) as the Directors may, in their absolute discretion, deem fit in the interest of the Company; and
- (c) the Directors and each of them be and are hereby authorised and empowered to complete and do all such acts and things (including without limitation, to execute all such documents as may be required, to approve any amendments, alterations or modifications to any documents, and to sign, file and/or submit any notices, forms and documents with or to the relevant authorities) as they may consider necessary, desirable or expedient to give effect to the matters contemplated by this Resolution.

#### RESOLUTION 3: PROPOSED ALLOTMENT AND ISSUE OF CONSIDERATION SHARES

That contingent upon passing of Resolutions 1, 2, 4 and 5 in this Notice and pursuant to section 161 of the Companies Act (Chapter 50) ("**Companies Act**"):

- (a) the Directors be hereby authorised to allot and issue 32,333,333 new ordinary shares in the capital of the Company ("**Consideration Shares**") at an issue price of S\$0.60 for each share in satisfaction of the Purchase Consideration for the Proposed Acquisition; and
- (b) the Directors and each of them be and are hereby authorised and empowered to complete and do all such acts and things (including without limitation, to execute all such documents as may be required, to approve any amendments, alterations or modifications to any documents, and to sign, file and/or submit any notices, forms and documents with or to the relevant authorities) as they may consider necessary, desirable or expedient to give effect to the matters contemplated by this Resolution.

#### RESOLUTION 4: PROPOSED WHITEWASH RESOLUTION

That contingent upon passing of Resolutions 1, 2, 3 and 5 in this Notice, the shareholders of the Company other than Teo Kok Woon, Chua Khoon Hui, parties acting in concert with them, as well as parties not independent of them or the Proposed Acquisition, hereby resolve, on a poll, unconditionally and irrevocably to waive their rights to receive a mandatory general offer in accordance with Rule 14 of the Singapore Code on Take-overs and Mergers from Teo Kok Woon and Chua Khoon Hui for all the shares in the capital of the Company in issue not already owned, controlled or agreed to be acquired by Teo Kok Woon, Chua Khoon Hui and their concert parties as a result of the allotment and issue of the Consideration Shares to Teo Kok Woon and Chua Khoon Hui pursuant to the Proposed Acquisition.

#### RESOLUTION 5: PROPOSED APPOINTMENT OF CHUA KHOON HUI AS DIRECTOR

That contingent upon completion of the Proposed Acquisition ("**Completion**") and the passing of Resolutions 1, 2, 3 and 4 in this Notice, Chua Khoon Hui be and is hereby appointed as a Director of the Company with effect from Completion.

### SPECIAL RESOLUTION

#### RESOLUTION 6: PROPOSED ADOPTION OF THE NEW CONSTITUTION OF THE COMPANY

That:

- (a) the regulations of the Company contained in the new constitution as set out in Appendix H of the circular to shareholders of the Company dated 31 December 2018 be approved and adopted as the constitution of the Company in substitution for, and to the exclusion of, the existing constitution, comprising the memorandum and articles of association, of the Company; and
- (b) the Directors and each of them be and are hereby authorised and empowered to complete and to do all such acts and things (including without limitation, to execute all such documents as may be required, to approve any amendments, alterations or modifications to any documents, and to sign, file and/or submit any notices, forms and documents with or to the relevant authorities) as they may consider necessary, desirable or expedient to give effect to the matters contemplated by this Resolution.

By Order of the Board

Dr Yu Lai Boon

Non-Executive Chairman and Independent Director

Singapore, 31 December 2018

### Notes:-

- (i) Unless otherwise permitted under the Companies Act, Chapter 50 (the "**Companies Act**"), member of the Company entitled to attend and vote at the EGM may appoint not more than two proxies to attend and vote in his stead. A proxy need not be a member of the Company.
- (ii) Where a member appoints more than one proxy, he shall specify the proportion of his shareholding to be represented by each proxy in the instrument appointing the proxies. If the proportion is not specified, the first named proxy shall be deemed to represent 100 per cent. of the shareholding of that member and the second named proxy shall be deemed to be an alternate of the first named proxy.
- (iii) A member who is a relevant intermediary (as defined in the Companies Act) may appoint more than two proxies, but each proxy must be appointed to exercise the rights attached to a different share or shares held by such member.
- (iv) If the member is a corporation, the instrument appointing the proxy must be under its common seal or signed by its duly authorised officer or attorney.
- (v) The duly executed instrument appointing a proxy or proxies must be deposited at the registered office of the Company at 51 Changi Business Park Central 2, #04-05 The Signature, Singapore 486066 not less than 48 hours before the time appointed for holding the EGM.

### Personal data privacy:-

By submitting an instrument appointing a proxy(ies) and/or representative(s) to attend, speak and vote at the EGM and/or any adjournment thereof, a member of the Company (i) consents to the collection, use and disclosure of the member's personal data by the Company (or its agents) for the purpose of the processing and administration by the Company (or its agents) of proxies and representatives appointed for the EGM (including any adjournment thereof) and the preparation and compilation of the attendance lists, minutes and other documents relating to the EGM (including any adjournment thereof), and in order for the Company (or its agents) to comply with any applicable laws, listing rules, regulations and/or guidelines (collectively, the "**Purposes**"), and (ii) warrants that where the member discloses the personal data of the member's proxy(ies) and/or representative(s) to the Company (or its agents), the member has obtained the prior consent of such proxy(ies) and/or representative(s) for the collection, use and disclosure by the Company (or its agents) of the personal data of such proxy(ies) and/or representative(s) for the Purposes, and (iii) agrees that the member will indemnify the Company in respect of any penalties, liabilities, claims, demands, losses and damages as a result of the member's breach of warranty.

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

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

*The contact person for the Sponsor is Mr. Bernard Lim, Director, at 1 Robinson Road, #21-00 AIA Tower, Singapore 048542, telephone (65)6232 3200.*