

**TIH LIMITED**  
("Company" or "TIH")  
*Incorporated in the Republic of Singapore*  
*Unique Entity Number: 199400941K*

**Follow On Investment in Fortune Code Limited ("FCL")**

We refer to the Announcement made on 3 August 2006, whereby the Company informed that certain funds and investment companies (the "ASM" companies) managed by Argyle Street Management Limited ("Argyle") and another investor had co-invested in Fortune Code Limited ("FCL"). The equity interests in FCL held by the Company is 7.9513% while the rest are held by the ASM companies and the other investors through a joint venture entity (the Company, ASM companies and other investors and their joint venture entity shall collectively be known as the "Parties").

On 29 May 2015, FCL had issued new shares to the relevant Parties for a total sum of S\$27 million, of which TIH has subscribed its pro rata share amounting to approximately S\$2.147 million. The purpose of the issuance of new shares is to finance the repayment of certain indebtedness of FCL and its subsidiaries.

**INTERESTS OF DIRECTORS AND CONTROLLING SHAREHOLDERS**

FCL is a joint investment of the Company with the ASM companies (including deemed shareholders ASM Asia Recovery (Master) Fund and ASM Hudson River Fund) managed by Argyle, a deemed substantial shareholder of the Company, and other third parties.

Mr Kin Chan, Chairman of the Board of Directors and Ms Angie Li, a Non-Independent Director of the Company, are also Directors of Argyle. Accordingly, Kin Chan and Angie Li, the ASM group and Argyle as disclosed above, are considered interested persons for purposes of Chapter 9 of the Listing Manual.

Save as disclosed in this Announcement, none of the Directors or controlling shareholders of the Company has any interest, direct or indirect, in the joint investment in FCL.

**STATEMENT BY AUDIT COMMITTEE**

Pursuant to Chapter 9 of the SGX Listing Manual, the Audit Committee, having considered the terms of the follow on investment, is of the view that the risks and rewards of the new shares subscription are in proportion to the equity interests held by the relevant Parties. The Audit Committee is also of the view that the terms of the new shares subscription are not prejudicial to the interests of the Company and its minority shareholders.

Pursuant to Rule 916 of the SGX Listing Manual, the follow on investment to FCL does not require shareholders' approval.

## **FINANCIAL EFFECTS**

The investment in FCL is done in the ordinary course of the Company's business and is classified as an investment available-for-sale. TIH's stake in the follow on investment amounting to S\$2.147 million which is approximately 2.17% of the Group's Net Asset Value as at 31 December 2014 and 0.99% of the Company's market capitalization as at the date hereof (based on the last traded share price on 29 May 2015 of S\$0.90 and approximately 242 million issued shares).

## **DISCLOSURE ANNOUNCEMENTS**

For Shareholders' information, this announcement discloses information under Rule 1010 of the Listing Manual. The investment in FCL is made in the ordinary course of business and is not subject to the requirements of Rule 1014 of the Listing Manual and accordingly, the investment is not subject to the approval by the Company's shareholders.

### **BY ORDER OF THE BOARD OF DIRECTORS**

Allen Wang

CEO

TIH Investment Management Pte. Ltd.

Investment Manager

29 May 2015