

VOLUNTARY UNCONDITIONAL CASH OFFER

by

ASIAN CORPORATE ADVISORS PTE. LTD.

(Company Registration No. 200310232R)
(Incorporated in Singapore)

for and on behalf of

THC VENTURE PTE. LTD.

(Company Registration No. 202205146H)
(Incorporated in Singapore)

to acquire all the issued and paid-up ordinary shares in the capital of

T T J HOLDINGS LIMITED

(Company Registration No. 199204617M)
(Incorporated in Singapore)

COMPLETION OF COMPULSORY ACQUISITION UNDER SECTION 215(1) OF THE COMPANIES ACT 1967 (THE “COMPANIES ACT”)

1. INTRODUCTION

1.1 Asian Corporate Advisors Pte. Ltd. (“**ACA**”) refers to:

- (a) the announcement released on 20 May 2022 (the “**Offer Announcement**”), for and on behalf of THC Venture Pte. Ltd. (the “**Offeror**”), in relation to the voluntary conditional cash offer (the “**Offer**”) for all the issued and paid-up ordinary shares (the “**Shares**”) in the capital of T T J Holdings Limited (the “**Company**”) (excluding Shares held by the Company in treasury) as at the date of the Offer in accordance with Rule 15 of the Singapore Code on Take-overs and Mergers (the “**Code**”);
- (b) the announcement released on 10 June 2022, in relation to the despatch of notification of electronic dissemination (the “**Notification**”) of the offer document dated 10 June 2022 (the “**Offer Document**”) containing the terms and conditions of the Offer and related documents;
- (c) the announcement released on 29 June 2022, in relation to the Offeror not intending to increase the Offer Price;
- (d) the announcement released on 7 July 2022, in relation to the extension of closing date for the Offer and the level of acceptances;
- (e) the announcement released on 8 July 2022 (the “**Offer Declared Unconditional Announcement**”), for and on behalf of the Offeror, in relation to, amongst other things, the Offer being declared unconditional in all respects and the Offeror being entitled to exercise its rights of compulsory acquisition under Section 215(1) of the Companies Act to compulsorily acquire all the Shares of Shareholders who have not accepted the Offer (the “**Dissenting Shareholders**”);
- (f) the announcement released on 22 July 2022 (the “**Close of Offer Announcement**”), for and on behalf of the Offeror, in relation to, amongst other things, the close of the Offer;
- (g) the announcement released on 22 July 2022 (the “**Despatch of Compulsory Acquisition Documents Announcement**”) in relation to the despatch of a letter to Dissenting Shareholders (the “**Compulsory Acquisition Letter**”) enclosing two notices, each in the form prescribed under the Companies Act, pursuant to Section

215(1) of the Companies Act (“**Form 57**”) and Section 215(3) of the Companies Act (“**Form 58**”); and

- (h) the announcement released on 23 August 2022 (the “**Exercise of Compulsory Acquisition Announcement**”) in relation to the exercise by the Offeror of its right of compulsory acquisition under Section 215(1) of the Companies Act to compulsorily acquire all the Shares held by Dissenting Shareholders (the “**Compulsory Acquisition**”).

1.2 Electronic copies of the Offer Document, the Notification, the Offer Declared Unconditional Announcement, the Close of Offer Announcement, the Despatch of Compulsory Acquisition Documents Announcement, the Compulsory Acquisition Letter, Form 57, Form 58 and the Exercise of Compulsory Acquisition Announcement are available on the website of the Singapore Exchange Securities Trading Limited (the “**SGX-ST**”) at <https://www.sgx.com> and the website of the Company at <http://www.ttj.com.sg>.

1.3 Unless otherwise defined, capitalised terms in this announcement (“**Completion of Compulsory Acquisition Announcement**”) shall bear the same meaning as set out in the Offer Document, unless otherwise expressly stated or the context otherwise requires.

2. COMPLETION OF COMPULSORY ACQUISITION UNDER SECTION 215(1) OF THE COMPANIES ACT

ACA wishes to announce, for and on behalf of the Offeror, that the Compulsory Acquisition has been completed on 29 August 2022. As at the date of the Completion of Compulsory Acquisition Announcement, the transfer of the Shares of the Dissenting Shareholders to the Offeror has been effected and payment for such Shares has been despatched and credited to the Dissenting Shareholders.

Accordingly, the Company has become a wholly-owned subsidiary of the Offeror and will be delisted from the Official List of the SGX-ST with effect from 9.00 a.m. (Singapore time) on 30 August 2022.

3. DIRECTOR'S RESPONSIBILITY STATEMENT

The sole Director of the Offeror (who may have delegated detailed supervision of this Completion of Compulsory Acquisition Announcement) has taken all reasonable care to ensure that the facts stated and all opinions expressed in this Completion of Compulsory Acquisition Announcement are fair and accurate and that there are no material facts that are not contained in this Completion of Compulsory Acquisition Announcement, the omission of which would make any statement in this Completion of Compulsory Acquisition Announcement misleading, and accepts responsibility accordingly.

Where any information has been extracted or reproduced from published or otherwise publicly available sources or obtained from the Company (including without limitation, information relating to the Group), the sole responsibility of the sole Director of the Offeror has been to ensure, through reasonable enquiries, that such information is accurately and correctly extracted from such sources or, as the case may be, accurately reflected or reproduced in this Completion of Compulsory Acquisition Announcement.

Issued by
Asian Corporate Advisors Pte. Ltd.

For and on behalf of
THC Venture Pte. Ltd.
29 August 2022

Any inquiries relating to this Completion of Compulsory Acquisition Announcement or the Offer should be directed during office hours to the ACA helpline at (65) 6221 0271.

IMPORTANT NOTICE

All statements other than statements of historical facts included in this Completion of Compulsory Acquisition Announcement are or may be forward-looking statements. Forward-looking statements include but are not limited to those using words such as **“aim”**, **“seek”**, **“expect”**, **“anticipate”**, **“estimate”**, **“believe”**, **“intend”**, **“project”**, **“plan”**, **“strategy”**, **“forecast”**, **“target”** and similar expressions or future or conditional verbs such as **“will”**, **“if”**, **“would”**, **“shall”**, **“should”**, **“could”**, **“may”** and **“might”**. These statements reflect the Offeror’s current expectations, beliefs, hopes, intentions or strategies regarding the future and assumptions in light of currently available information. Such forward looking statements are not guarantees of future performance or events and involve known and unknown risks and uncertainties. Accordingly, actual results may differ materially from those described in such forward-looking statements. Shareholders and investors should not place undue reliance on such forward-looking statements, and the Offeror does not undertake any obligation to update publicly or revise any forward-looking statements, subject to compliance with all applicable laws and regulations and/or rules of the SGX-ST and/or any other regulatory or supervisory body or agency.