

TIH LIMITED
(Incorporated in the Republic of Singapore)
(Unique Entity Number. 199400941K)
(the “**Company**” or “**TIH**”)

INVESTMENT IN CAPAS ROAD LIMITED

The board of directors (“**Board**”) of the Company (and together with its subsidiaries, the “**Group**”) wishes to announce that Twin Fountain Investments Limited (“**TFIL**”), a wholly-owned subsidiary of the Company has entered into a shareholders’ agreement dated 19 December 2018 (the “**Agreement**”) with Stanley Street Limited (“**SSL**”) to invest in Capas Road Limited (“**CRL**”), for the purpose of participating in an investment into an Indonesian financial services business (the “**Transaction**”). SSL is a wholly controlled subsidiary of certain investment funds managed by Argyle Street Management Limited (“**ASML**”).

Total capital commitment by all the shareholders in CRL is US\$10 million, of which TFIL’s share is US\$1.68 million, representing approximately 16.8% equity interest and SSL’s share is US\$8.32 million representing approximately 83.2% equity interest. The shareholders of CRL will be meeting their respective capital commitments through a subscription of shares in CRL using cash. As CRL is a special purpose vehicle solely for the purpose of carrying out the Transaction, the book value and net tangible assets of CRL will be US\$10 million, being the total capital commitment of its shareholders. All the income and expenses arising in connection with the Transaction shall be shared and borne by the shareholders of CRL in proportion of their respective shareholdings, while the profits of CRL that are derived from the Transaction shall similarly be distributed to the shareholders of CRL in proportion to their respective shareholdings.

ASML is a deemed controlling shareholder of the Company and an interested person for the purposes of Chapter 9 of the listing manual of the Singapore Exchange Securities Trading Limited.

Save as disclosed in this Announcement, none of the Directors or controlling shareholders of the Company has any interest, direct or indirect, (other than through their respective shareholdings in the Company) in the Transaction.

INTERESTED PARTY TRANSACTION

The Company has entered into this Transaction due to the attractive potential returns on the Transaction.

The Company’s total commitment in the Transaction is US\$1.68 million. This is the amount of financial capital at risk to the Company under the Agreement. After the investment of US\$1.68 million (equivalent to approximately S\$2.31 million at an exchange rate of US\$1: S\$1.3728) into CRL, the total aggregate value of interested party transactions between the Company and ASML and its related affiliates is approximately S\$6.01 million, which is approximately 4.8% of the Company’s latest audited NAV as at 31 December 2017 of S\$126.63 million. As the total aggregate value of all transactions with ASML and its related affiliates during the same financial year exceeds 3% of the Company’s latest audited NAV, Rule 905(2) is applicable and this announcement is made in compliance with that rule.

STATEMENT BY THE AUDIT COMMITTEE

The Audit Committee is of the view that the Transaction is not prejudicial to the interests of the Company and its minority shareholders.

DISCLOSURE ANNOUNCEMENTS

The transaction is conducted in the Company's ordinary course of business and therefore does not require the approval of the shareholders of the Company under Chapter 10 of the Listing Manual.

BY ORDER OF THE BOARD

Allen Wang

CEO

TIH Investment Management Pte. Ltd.

Investment Manager of TIH Limited

19 December 2018