



Trans-China Automotive Holdings Limited
#3002, 30th Floor, 88 Hing Fat Street, Causeway Bay, Hong Kong
(Company Registration Number: 306871)
(Incorporated in the Cayman Islands on 18 December 2015)

CORRIGENDUM TO THE COMPANY'S ANNOUNCEMENT ON THE PROPOSED DISTRIBUTION OF SHARES IN THE CAPITAL OF THE COMPANY BY CONTROLLING SHAREHOLDER

1. INTRODUCTION

The Board of Directors (the "**Board**" or "**Directors**") of Trans-China Automotive Holdings Limited (the "**Company**" and together with its subsidiaries, the "**Group**") refers to the announcement dated 18 October 2022 (the "**Announcement**") in relation to the Proposed Share Distribution (as defined in the Announcement). Capitalised terms used herein, unless otherwise defined, shall have the meanings ascribed to them in the Announcement.

2. CORRIGENDUM TO THE ANNOUNCEMENT DATED 18 OCTOBER 2022

- 2.1 The Board wishes to clarify certain paragraphs of the Announcement, as there were inadvertent clerical errors contained in certain figures disclosed in the Announcement.
- 2.2 The Board refers to paragraph 3.3 on page 3 of the Announcement and wishes to clarify that immediately following the Proposed Share Distribution, it is expected that Mr. Francis Tjia would have a deemed interest in 385,299,524 Shares representing approximately 65.35% of the total number of issued Shares following the Proposed Share Distribution, instead of 385,440,041 Shares representing approximately 65.37% of the total number of issued Shares. Accordingly, paragraph 3.3 of the Announcement should be read as follows (the correction has been bolded and underlined for easy reference):

"Immediately following the Proposed Share Distribution, it is expected that Mr. Francis Tjia will have a deemed interest in **385,299,524** Shares, representing approximately **65.35%** of the total number of issued Shares. Accordingly, it is expected that Mr. Francis Tjia will continue to remain as the largest and sole controlling shareholder of the Company."

- 2.3 The Board further refers to paragraph 4.1 on page 4 and 5 of the Announcement, which should be read as follows (the corrections have been bolded and underlined for easy reference):

"The direct and deemed interests of the Directors and Substantial Shareholders in the Shares of the Company, based on information as recorded in the register of Director's shareholdings and the register of Substantial Shareholders maintained by the Company, before and after the Proposed Share Distribution, are as follows:

Directors	Immediately before the Proposed Share Distribution ⁽⁵⁾				Immediately after the Proposed Share Distribution ⁽⁵⁾			
	Direct Interest Number of Shares	%	Deemed Interest Number of Shares	%	Direct Interest Number of Shares	%	Deemed Interest Number of Shares	%
Francis Tjia ^{(1) (2)}	-	-	462,778,488	78.49%	-	-	<u>385,299,524</u>	<u>65.35%</u>
Michael Cheung ⁽⁴⁾	10,900,731	1.85%	10,623,922	1.80%	10,900,731	1.85%	10,764,439	1.83%
Henry Tan	-	-	-	-	-	-	-	-
David Leow	-	-	-	-	-	-	-	-
Steven Petersohn	-	-	350,000	0.06%	-	-	350,000	0.06%
Substantial Shareholders (other than the Directors)								
TCA International ⁽²⁾	338,657,280	57.44%	-	-	<u>225,657,318</u>	<u>38.27%</u>	-	-
TCA, L.P. ⁽²⁾	-	-	338,657,280	57.44%	-	-	<u>225,657,318</u>	<u>38.27%</u>
TCA Management ⁽³⁾	-	-	338,657,280	57.44%	4,106,635	0.70%	<u>225,657,318</u>	<u>38.27%</u>
Octo Holdings ^{(1) (2) (3)}	124,121,208	21.05%	338,657,280	57.44%	155,535,571	26.38%	<u>229,763,953</u>	<u>38.97%</u>

Notes:

- (1) Mr. Francis Tjia, the Executive Chairman and CEO of the Group, holds the entire shareholding interest in Octo Holdings. Accordingly, Mr. Francis Tjia is deemed to have an interest in all the Shares held by Octo Holdings in the Company by virtue of Section 4 of the SFA and is deemed a controlling shareholder of the Company.
- (2) TCA International is wholly owned by TCA, L.P. which was founded by Mr. Francis Tjia in 2009 with the investment objective to achieve capital appreciation through investment, owning and operating automobile dealerships in the PRC through TCA International's shareholding interest in the Company. TCA, L.P. comprises approximately 75 investors (including the general partner, TCA Management) with majority of the common shares held by: (i) Octo Holdings, an investment holding company which is wholly owned by Mr. Francis Tjia, holding approximately 27.80% shareholding interest; (ii) Mandarin Holdings Ltd., an investment holding company, which is wholly owned by Billy Woo, the father of Mr. Raymond Woo, the COO (Premium Luxury) of the Group, holding approximately 6.63% shareholding interest; (iii) HSBC Nominees (Hong Kong) Limited, which holds the common shares in TCA, L.P. on behalf of IP Asian Opportunities Fund, an investment company primarily focused on private investment opportunities in Asia-Pacific, holding approximately 5.45% shareholding interest. IP Asian Opportunities Fund is managed by Income Partners Asset Management; and (iv) TCA Investments, a company wholly owned by Servco Pacific Limited which is engaged in the automotive distribution and retail business in North America and elsewhere, holding approximately 5.17% shareholding interest. The rest of the investors in TCA, L.P. comprise individuals whom each hold no more than 5.0% shareholding interest in TCA, L.P. and are unrelated to any of the shareholders, directors or key management of the Group.
- (3) TCA, L.P. is managed by its general partner TCA Management. TCA Management has been granted the authority to operate, manage and control the affairs of TCA, L.P., including making investment decisions and voting on the securities and interests held by TCA, L.P., including those in TCA International. By virtue of Section 4 of the SFA, TCA Management is deemed interested in the shares held by TCA International. Octo Holdings holds more than 20.0% of the voting shares in TCA Management, and is accordingly deemed to have an interest in the shares held by TCA Management (through TCA, L.P. and TCA International) by virtue of Section 4 of the SFA.
- (4) Mr. Michael Cheung, the Executive Director and CFO of the Group, is deemed to have an interest in the Shares held by him through a nominee account maintained with Citibank Nominees Singapore Pte. Ltd.
- (5) Based on 589,615,183 Shares issued and paid-up share capital of the Company as at the date of announcement.

3 FURTHER INFORMATION

Save as disclosed above, there are no other changes to be made to the Announcement. The Board also wishes to clarify that the shareholding table under paragraph 4.1 on page 4 and 5 of the Announcement has been provided solely for illustrative purposes as to the resultant interests of the Directors and Substantial Shareholders in the Shares, following completion of the Proposed Share Distribution. Further, it is highlighted that as the Proposed Share Distribution is still in progress, there may be changes to the shareholdings of the Directors and Substantial Shareholders from time to time while the Proposed Share Distribution is being implemented. The Board will make further announcements, in compliance with the requirements of the Listing Manual Section B: Rules of Catalist of the SGX-ST, as and when there are material developments in respect of the Proposed Share Distribution, including completion of the Proposed Share Distribution.

4 CAUTIONARY STATEMENT

Shareholders are advised to refrain from taking any action in respect of their Shares which may be prejudicial to their interests, and for Shareholders and potential investors to exercise caution when trading in the Shares. Shareholders are advised to read this corrigendum announcement, the Announcement and any further announcements by the Company carefully. **Persons who are in doubt as to the action they should take should consult their stockbroker, bank manager, solicitor or other professional advisers.**

Shareholders and potential investors are advised to exercise caution when dealing or trading in the shares as there is no certainty or assurance that the Proposed Share Distribution will be completed or that no changes will be made to the terms thereof. Shareholders and potential investors are also advised to read this corrigendum announcement, the Announcement and any further announcements by the Company carefully, and where in doubt as to the action that they should take, they should consult their financial, tax or other professional adviser immediately.

By Order of the Board

Trans-China Automotive Holdings Limited

Francis Tjia
Executive Chairman and CEO
16 November 2022

This announcement has been prepared by the Company and its contents have been reviewed by the Company's sponsor, RHT Capital Pte. Ltd. (the "**Sponsor**") for compliance with the relevant rules of the SGX-ST.

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 Mr Leong Weng Tuck – Registered Professional, 36 Robinson Road, #10-06 City House, Singapore 068877, sponsor@rhtgoc.com.