

CIRCULAR DATED 27 AUGUST 2018

THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION. PLEASE READ IT CAREFULLY.

If you are in any doubt as to the action you should take, you should consult your stockbroker, bank manager, solicitor, accountant or other professional adviser immediately.

If you have sold or transferred all your shares in the capital of TIH Limited (the “**Company**”), you should immediately forward this Circular, the Notice of Extraordinary General Meeting and the attached proxy form to the purchaser or transferee or to the bank, stockbroker or agent through whom the sale or transfer was effected for onward transmission to the purchaser or transferee.

The Singapore Exchange Securities Trading Limited (the “**SGX-ST**”) assumes no responsibility for the contents of this Circular, including the correctness of any of the statements made, reports contained or opinions expressed in this Circular.

TIH LIMITED

(Company Registration Number: 199400941K)
(Incorporated in the Republic of Singapore)

CIRCULAR TO SHAREHOLDERS

IN RELATION TO

THE PROPOSED ADOPTION OF THE INTERESTED PERSON TRANSACTIONS MANDATE

Independent Financial Adviser
in relation to the Interested Person Transactions Mandate



PRIMEPARTNERS CORPORATE FINANCE PTE. LTD.

(Company Registration Number: 200207389D)
(Incorporated in the Republic of Singapore)

IMPORTANT DATES AND TIMES

Last date and time for lodgement of Proxy Form	:	8 September 2018 at 10.00 a.m.
Date and time of Extraordinary General Meeting	:	11 September 2018 at 10.00 a.m.
Place of Extraordinary General Meeting	:	Crowne Plaza Changi Airport, Chengal Ballroom 1, Level 1, 75 Airport Boulevard, Singapore 819664

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DEFINITIONS

In this Circular, unless the context otherwise requires, the following terms or expressions shall have the following meanings:

- “ASMHL”** : Argyle Street Management Holdings Limited
- “ASML”** : Argyle Street Management Limited
- “Audit Committee”** : The Audit Committee of the Company for the time being
- “BIC”** : The Board Investment Committee of the Company, which comprises of Mr Kin Chan, Mr Wang Ya Lun Allen and Mr Vince Feng as at the Latest Practicable Date, being the committee in charge of, *inter alia*, reviewing and overseeing investment proposals recommended by the MIC
- “Board” or “Board of Directors”** : Board of Directors of the Company as at the Latest Practicable Date
- “Category 1 Mandated IPTs”** : The acquisition or disposition by any member of the EAR Group or Mandated Interested Person of any interest in a General Partner as further elaborated in paragraph 4.1(a) of Appendix A to this Circular
- “Category 2A Mandated IPTs”** : The provision of investment advisory services or investment management services as further elaborated in paragraph 4.1(b) of Appendix A to this Circular
- “Category 2B Mandated IPTs”** : The receipt of investment management services or investment advisory services as further elaborated in paragraph 4.1(c) of Appendix A to this Circular
- “Category 3 Mandated IPTs”** : The entry into of any agreements to govern the relationship between the relevant member of the EAR Group and a Mandated Interested Person vis-à-vis a General Partner as further elaborated in paragraph 4.1(d) of Appendix A to this Circular
- “Category 4A Mandated IPTs”** : The direct or indirect investment by any member of the EAR Group in any investment fund as further elaborated in paragraph 4.1(e) of Appendix A to this Circular
- “Category 4B Mandated IPTs”** : The direct or indirect investment by any Mandated Interested Person in any investment fund as further elaborated in paragraph 4.1(f) of Appendix A to this Circular
- “Category 5 Mandated IPTs”** : The receipt of fees from or payment of fees to any Mandated Interested Person in connection with the sourcing by any member of the EAR Group and any Mandated Interested Person collectively of third party investors as further elaborated in paragraph 4.1(g) of Appendix A to this Circular
- “CDP”** : Central Depository (Pte) Limited
- “Circular”** : This circular dated 27 August 2018
- “Companies Act”** : Companies Act, Chapter 50 of Singapore, as amended or modified from time to time

DEFINITIONS

“Company”	:	TIH Limited
“controlling shareholder”	:	A person who: <ul style="list-style-type: none">(a) holds directly or indirectly 15% or more of the total number of issued shares in the Company excluding treasury shares and subsidiary holdings in the Company (SGX-ST may determine that such person is not a controlling shareholder); or(b) in fact exercises control over the Company
“Director”	:	A director of the Company for the time being
“EAR Group”	:	(a) the Company; <ul style="list-style-type: none">(b) subsidiaries of the Company (excluding subsidiaries listed on the SGX-ST or an approved exchange); and(c) associated companies of the Company (excluding associated companies listed on the SGX-ST or an approved exchange) over which the Company, or the Company and its interested person(s) has or have control
“EGM”	:	The extraordinary general meeting of the Company, notice of which is set out on page 39 of this Circular
“FY2017”	:	Financial year ended 31 December 2017
“General Partner”	:	A general partner of an investment fund which is deemed as an associate of a Mandated Interested Person or a general partner of an investment fund which is a member of the EAR Group, as the case may be, as further elaborated in paragraph 4.1(a) of Appendix A to this Circular
“Group”	:	The Company and its subsidiaries
“Investment Advisory Agreement”	:	An investment advisory agreement which governs the provision of investment advisory services by any member of the EAR Group or any of the Mandated Interested Persons to a General Partner as further elaborated in paragraph 4.2(b) of Appendix A to this Circular
“Investment Management Agreement”	:	An investment management agreement which governs the provision of investment management services by any member of the EAR Group or any of the Mandated Interested Persons to a General Partner as further elaborated in paragraph 4.2(b) of Appendix A to this Circular
“IPT Mandate”	:	The proposed mandate pursuant to Rule 920 of the Listing Manual for interested person transactions of a recurrent nature in the ordinary course of business, as modified or altered from time to time
“Latest Practicable Date”	:	20 August 2018, being the latest practicable date prior to the printing of this Circular

DEFINITIONS

“Listing Manual”	: The Listing Manual of the SGX-ST, including any amendments made thereto up to the Latest Practicable Date
“Mandated Interested Persons”	: ASMHL and its associates
“Mandated IPTs”	: The categories of transactions which will be covered by the IPT Mandate as further elaborated in paragraph 4.1 of Appendix A to this Circular
“MIC”	: The Manager Investment Committee of the Company, which comprises of Mr Stanley Wang and Mr Wang Ya Lun Allen as at the Latest Practicable Date, being the committee in charge of assessing investment and divestment decisions under the Group
“Notice of Extraordinary General Meeting”	: Notice of EGM as set out on page 39 of this Circular
“NTA”	: Net tangible asset
“PPCF”	: PrimePartners Corporate Finance Pte. Ltd.
“Review Procedures”	: The review procedures put in place for the respective categories of Mandated IPTs as further elaborated in paragraph 5 of Appendix A to this Circular
“SFA”	: Securities and Futures Act, Chapter 289 of Singapore, as amended or modified from time to time
“SGX-ST”	: Singapore Exchange Securities Trading Limited
“Shareholders”	: Registered holders of Shares, except that where the registered holder is CDP, the term “Shareholders” shall, in relation to such Shares and where the context admits, mean the Depositors whose securities accounts maintained with CDP are credited with Shares
“Shares”	: Ordinary shares in the capital of the Company
“S\$” and “cents”	: Singapore dollar and cents respectively, being the lawful currency of Singapore
“TIHIM”	: TIH Investment Management Pte. Ltd., being a wholly owned subsidiary of the Company
“%” or “per cent”	: Per centum or percentage

The terms “**Depositor**”, “**Depository Agent**” and “**Depository Register**” shall have the meanings ascribed to them respectively in Section 81SF of the SFA. The term “**treasury shares**” shall have the meaning ascribed to it in Section 4 of the Companies Act. The term “**subsidiary**” shall have the meaning ascribed to it in Section 5 of the Companies Act.

Words importing the singular shall, where applicable, include the plural and *vice versa* and words importing the masculine gender shall, where applicable, include the feminine and neuter genders. References to persons shall, where applicable, include corporations.

DEFINITIONS

Any discrepancies in the tables in this Circular between the listed amounts and the totals thereof are due to rounding. Accordingly, figures shown as totals may not be an arithmetic aggregation of the figures that precede them.

Any reference to a time of day and date in this Circular shall be a reference to Singapore time, unless otherwise stated.

Any reference in this Circular to any enactment is a reference to that enactment as for the time being amended or re-enacted. Any word defined under the Companies Act or the Listing Manual, or any modification thereof and not otherwise defined in this Circular shall have the same meaning ascribed to it under the Companies Act or the Listing Manual, or any modification thereof, as the case may be.

The headings in this Circular are inserted for convenience only and shall be ignored in construing this Circular.

LETTER TO SHAREHOLDERS

TIH LIMITED

(Company Registration Number: 199400941K)
(Incorporated in the Republic of Singapore)

Directors:

Kin Chan (*Chairman and Deemed Executive Director*)¹
Wang Ya Lun Allen (*Deemed Executive Director*)²
Li Yick Yee Angie (*Non-Executive Director*)
Liong Tong Kap (*Lead Independent Director*)
Vince Feng (*Independent Director*)
Thanathip Vidhayasirinun (*Independent Director*)
Alex Shiu Leung Au (*Non-Executive Director*)
Sin Boon Ann (*Independent Director*)
Tan Chade Phang, Roger (*Independent Director*)

Registered Office:

137 Telok Ayer Street,
#03-07, Singapore 068602

27 August 2018

To: The Shareholders of TIH Limited

THE PROPOSED ADOPTION OF THE INTERESTED PERSON TRANSACTIONS MANDATE

Dear Sir/Madam

1. INTRODUCTION

1.1 EGM

The Directors are proposing to convene an EGM to seek Shareholders' approval for the proposed adoption of the IPT Mandate.

1.2 Purpose of this Circular

The purpose of this Circular is to provide Shareholders with information pertaining to and reasons for the proposed IPT Mandate, and to seek Shareholders' approval in respect of the same at the EGM to be held on 11 September 2018 at 10.00 a.m. at Crowne Plaza Changi Airport, Chengal Ballroom 1, Level 1, 75 Airport Boulevard, Singapore 819664, the notice of which is set out on page 39 of this Circular.

2. THE PROPOSED IPT MANDATE

2.1 Rationale

The Company is proposing the implementation of the IPT Mandate, pursuant to Chapter 9 of the Listing Manual, to enable the EAR Group which are considered to be "entities at risk", in their ordinary course of businesses, to enter into the Mandated IPTs with Argyle Street Management Holdings Limited ("**ASMHL**") and its associates as defined in the Listing Manual (together, the "**Mandated Interested Persons**" and each a "**Mandated Interested Person**"), provided that such transactions are made in accordance with the Review Procedures. The Review Procedures are designed to ensure that the Mandated IPTs are entered into on normal commercial terms and are not prejudicial to the Company and its minority Shareholders.

¹ Mr Kin Chan had been a non-executive Director of the Company since his appointment to the Company's board on 1 October 2004. On 1 July 2016, TIHIM, being the investment manager of the Company, obtained its Capital Markets Services licence from The Monetary Authority of Singapore. Due to Mr Kin Chan's role as a BIC member, Mr Chan is now a licenced representative of TIHIM. Following his appointment as a licenced representative of TIHIM on 26 August 2016, Mr Chan is deemed as an Executive Director of the Company. However, other than being a BIC member, Mr Chan does not have any executive role in the day to day operations of TIHIM.

² Mr Allen Wang is deemed as an Executive Director of the Company as he is a representative of TIHIM on the Company's board and does not receive any director's fees or allowance from the Company. Mr Wang is paid an employee's salary from TIHIM.

LETTER TO SHAREHOLDERS

It is intended that approval will be sought for the renewal of the IPT Mandate from the Shareholders at the next and at each subsequent annual general meeting of the Company, subject to satisfactory review by the Audit Committee of its continued application to the Mandated IPTs and that the Review Procedures continue to be sufficient to ensure that the Mandated IPTs will be carried out on normal commercial terms and will not be prejudicial to the Company and its minority Shareholders.

The Company is a private equity fund with a principal business of making investments and divestments in a broad variety of sectors, including but not limited to, consumer and industrial products, healthcare and technology. In addition, the Company actively manages its investee companies to create value.

ASMHL is the holding company of Argyle Street Management Limited (“**ASML**”), a Hong Kong based SFC licensed fund manager, focused on pan-Asian special situations investments, with approximately US\$1 billion assets under management. ASMHL is a controlling shareholder of the Company, holding approximately 21.3% of Shares in the Company. As a controlling shareholder of the Company, ASMHL seeks to maximise profit for the Company so that it may reap the rewards as a controlling shareholder.

Founded in 2002, ASML has an established track record of investments and a wide base of strategic relationships. As TIH Investment Management Pte. Ltd. (“**TIHIM**”) was only issued its Capital Markets Services licence for fund management in July 2016, TIHIM leverages off its close relationship with ASML to better position itself to source investors and investments. This close relationship is also formalised in a strategic sourcing agreement with ASML, as disclosed in the Company’s FY2017 annual report.

Given the complementary capabilities and resources (such as sourcing networks and structuring and execution expertise) of the Company and its subsidiaries and associates, and the Mandated Interested Persons, the IPT Mandate and its subsequent renewal on an annual basis would also allow the EAR Group to secure a competitive advantage by capitalising on such complementary capabilities and resources.

The IPT Mandate and its subsequent renewal on an annual basis would eliminate the need to convene separate general meetings from time to time to seek Shareholders’ approval as and when potential Mandated IPTs arise, thereby reducing substantially administrative time and expenses in convening such meetings, without compromising the corporate objectives and adversely affecting the business opportunities available to the EAR Group.

Further, the IPT Mandate and its subsequent renewal on an annual basis would allow the EAR Group to adhere to its confidentiality obligations under various transactional agreements, which form part of recurring transactions that are likely to occur with some degree of frequency and arise at any time and from time to time. In particular, it would not be practicable, in view of the confidential and market-sensitive information relating to these transactional agreements, to convene general meetings to seek Shareholders’ approval for such agreements.

The IPT Mandate, including, *inter alia*, the rationale for, its scope, the benefits to the Company and Shareholders, the classes of Mandated Interested Persons, the Mandated IPTs, the Review Procedures and other general information relating to Chapter 9 of the Listing Manual, are set out in Appendix A to this Circular.

2.2 Independent Financial Adviser

PrimePartners Corporate Finance Pte. Ltd. (“**PPCF**”) has been appointed as the independent financial adviser in relation to the proposed adoption of the IPT Mandate. Having regard to considerations set out in its letter dated 27 August 2018 to the Independent Directors (as defined in paragraph 4.1 below), and the information available to PPCF as at the Latest Practicable Date, PPCF is of the opinion that the review procedures set up by the Company under the IPT Mandate in Appendix A to this Circular are sufficient to ensure that the Mandated IPTs will be

LETTER TO SHAREHOLDERS

carried out on normal commercial terms and will not be prejudicial to the interests of the Company and its minority Shareholders. PPCF's letter dated 27 August 2018 to the Independent Directors is reproduced in Appendix B to this Circular.

PPCF has given and has not withdrawn its written consent to the issue of this Circular with the inclusion of its name, its letter to the Independent Directors dated 27 August 2018 and all references thereto, in the form and context in which they appear in this Circular.

2.3 Disclosures

Disclosure will be made in the Company's annual report of the aggregate value of all Mandated IPTs conducted pursuant to the IPT Mandate during the relevant financial year, in accordance with Chapter 9 of the Listing Manual. The Company will also announce the aggregate value of Mandated IPTs conducted pursuant to the IPT Mandate for the relevant financial periods that it is required to report on pursuant to Rule 705 of the Listing Manual and within the time period required for the announcement of such report.

2.4 Interested Person Transactions

The following transactions took place between the Group and Mandated Interested Persons from 1 January 2018 to the Latest Practicable Date:

Name of Mandated Interested Person	Aggregate value of all interested person transactions during the year under review (excluding transactions less than S\$100,000) ³
ASML group	(1) Strategic support services fee of S\$694,000.
	(2) During the year, the Group and ASML group separately entered into a series of agreements to participate in various investments. The Group's total investment amounted to S\$2,821,000.
	(3) Fee income of S\$122,000.

3. INTERESTS OF DIRECTORS AND SUBSTANTIAL SHAREHOLDERS

3.1 Directors' Interests in Shares

The interests of the Directors in the issued and paid-up share capital of the Company as at the Latest Practicable Date, as recorded in the register of Director's shareholdings kept by the Company, were as follows:

	Direct Interest		Deemed Interest		Total Interest	
	No. of Shares	% ⁽¹⁾	No. of Shares	%	No. of Shares	% ⁽¹⁾
Directors						
Kin Chan ²	–	–	51,473,500	21.3	51,473,500	21.3
Li Yick Yee Angie ²	–	–	51,473,500	21.3	51,473,500	21.3
Wang Ya Lun Allen	49,800	0.02	–	–	49,800	0.02
Liong Tong Kap	–	–	–	–	–	–
Vince Feng	–	–	–	–	–	–
Thanathip Vidhayasirinun	–	–	–	–	–	–
Alex Shiu Leung Au	–	–	–	–	–	–
Sin Boon Ann	–	–	–	–	–	–
Tan Chade Phang Roger	–	–	–	–	–	–

³ The figures in this table are rounded down to the nearest thousand.

LETTER TO SHAREHOLDERS

Notes:

- (1) As at the Latest Practicable Date, the issued and paid-up share capital of the Company was S\$56,650,307.76 comprising 241,685,638 Shares.
- (2) Mr Kin Chan and Ms Angie Li are deemed interested through bodies corporate which (i) they have controlling interests in; or (ii) are accustomed to act in accordance with their directions.

3.2 Substantial Shareholders' Interests in Shares

The interests of the Substantial Shareholders (other than Directors) in the issued and paid-up share capital of the Company as at the Latest Practicable Date, as recorded in the register of Substantial Shareholders' shareholdings kept by the Company, were as follows:

	Direct Interest		Deemed Interest		Total Interest	
	No. of Shares	% ⁽¹⁾	No. of Shares	%	No. of Shares	% ⁽¹⁾
Substantial Shareholders (other than Directors)						
Kaiser Union Limited ²	–	–	96,473,203	39.9	96,473,203	39.9
Premier Asia Limited ³	–	–	96,473,203	39.9	96,473,203	39.9
Tamsett Holdings Limited ⁴	–	–	96,473,203	39.9	96,473,203	39.9
Rickon Holdings Limited ⁵	–	–	96,473,203	39.9	96,473,203	39.9
Lippo China Resources Limited ⁶	–	–	96,473,203	39.9	96,473,203	39.9
Skyscraper Realty Limited ⁷	–	–	96,473,203	39.9	96,473,203	39.9
First Tower Corporation ⁸	–	–	96,473,203	39.9	96,473,203	39.9
Lippo Limited ⁹	–	–	96,473,203	39.9	96,473,203	39.9
Lippo Capital Limited ¹⁰	–	–	96,473,203	39.9	96,473,203	39.9
Lippo Capital Holdings Company Limited ¹¹	–	–	96,473,203	39.9	96,473,203	39.9
Lippo Capital Group Limited ¹²	–	–	96,473,203	39.9	96,473,203	39.9
Dr Stephen Riady ¹³	–	–	96,473,203	39.9	96,473,203	39.9
PT Trijaya Utama Mandiri ¹⁴	–	–	96,473,203	39.9	96,473,203	39.9
James Tjahaja Riady ¹⁵	–	–	96,473,203	39.9	96,473,203	39.9
Alexandra Road Limited ¹⁶	–	–	51,473,500	21.3	51,473,500	21.3
ASM Ventures Limited ¹⁷	–	–	51,473,500	21.3	51,473,500	21.3
ASM Asia Recovery (Master) Fund ¹⁸	–	–	51,473,500	21.3	51,473,500	21.3
ASM Asia Recovery Fund ¹⁹	–	–	51,473,500	21.3	51,473,500	21.3
ASM Hudson River Fund ²⁰	–	–	51,473,500	21.3	51,473,500	21.3
Argyle Street Management Limited ²¹	–	–	51,473,500	21.3	51,473,500	21.3
ASMHL ²²	–	–	51,473,500	21.3	51,473,500	21.3
V-Nee Yeh ²³	–	–	51,473,500	21.3	51,473,500	21.3
Transpac Investments Limited	24,576,126	10.17	–	–	24,576,126	10.17
Bastion Associates Limited ²⁴	–	–	24,576,126	10.17	24,576,126	10.17
Techno-Ventures Hong Kong Limited ²⁵	–	–	24,576,126	10.17	24,576,126	10.17
Leong Ho Gong Cliff ²⁶	–	–	24,576,126	10.17	24,576,126	10.17

LETTER TO SHAREHOLDERS

Notes:

- (1) As at the Latest Practicable Date, the issued and paid-up share capital of the Company was S\$56,650,307.76 comprising 241,685,638 Shares.
- (2) Kaiser Union Limited (“**KUL**”) holds 96,473,203 Shares registered in the name of its custodian, Citibank Nominees Singapore Private Limited.
- (3) Premier Asia Limited (“**PAL**”) is the direct holding company of KUL.
- (4) Tamsett Holdings Limited (“**THL**”) is the direct holding company of PAL and an indirect holding company of KUL.
- (5) Rickon Holdings Limited (“**RHL**”) is the direct holding company of THL and an indirect holding company of KUL.
- (6) Lippo China Resources Limited (“**LCR**”) is the direct holding company of RHL and an indirect holding company of KUL.
- (7) Skyscraper Realty Limited (“**SRL**”) is the direct holding company of LCR and an indirect holding company of KUL.
- (8) First Tower Corporation (“**FTC**”) is the direct holding company of SRL and an indirect holding company of KUL.
- (9) Lippo Limited is the direct holding company of FTC and an indirect holding company of KUL.
- (10) Lippo Capital Limited is the direct holding company of Lippo Limited and an indirect holding company of KUL.
- (11) Lippo Capital Holdings Company Limited is the direct holding company of Lippo Capital Limited and an indirect holding company of KUL.
- (12) Lippo Capital Group Limited is the direct holding company of Lippo Capital Holdings Company Limited and an indirect holding company of KUL.
- (13) Dr Stephen Riady holds all the shares in Lippo Capital Group Limited, which is an indirect holding company of KUL.
- (14) PT Trijaya Utama Mandiri holds not less than 20% of the shares in Lippo Capital Limited, which is an indirect holding company of KUL.
- (15) Mr James Tjahaja Riady holds, through PT Trijaya Utama Mandiri, not less than 20% of the shares in Lippo Capital Limited, which is an indirect holding company of KUL.
- (16) Alexandra Road Limited (“**ARL**”) holds 51,473,500 Shares in the name of its nominee, CGS-CIMB Securities (Singapore) Pte. Ltd..
- (17) ASM Ventures Limited (“**ASMVL**”) is deemed interested in all the Shares held by ARL as it is a 20% or more holder of the shares in ARL.
- (18) ASM Asia Recovery (Master) Fund (“**ASMARMF**”) is deemed interested in all the Shares held by ARL as it is a 20% or more holder of the shares in ARL.
- (19) ASM Asia Recovery Fund is deemed interested in all the Shares held by ARL as it is a 20% or more holder of the shares in ASMARMF which in turn holds 20% or more of the shares in ARL.
- (20) ASM Hudson River Fund is deemed interested in all the Shares held by ARL as it is a 20% or more holder of the shares in ASMVL which in turn holds 20% or more of the shares in ARL.
- (21) Argyle Street Management Limited is deemed interested in all the Shares held by ARL as it has the ability to exercise or control the exercise of rights attached to all the Shares held by ARL.
- (22) ASMHL is deemed interested in all the Shares owned by ARL as it is the holding company of Argyle Street Management Limited.
- (23) V-Nee Yeh is deemed a substantial shareholder through bodies corporate which (i) he has controlling interests in; or (ii) which are accustomed to act in accordance with his directions.
- (24) Bastion Associates Limited (“**Bastion**”) is deemed interested in the 24,576,126 Shares held by Transpac Investments Limited (“**TIL**”) as it owns 71% of TIL.
- (25) Techno-Ventures Hong Kong Limited (“**TVHK**”) is deemed interested in the 24,576,126 Shares held by TIL as it owns 29% of TIL.
- (26) Mr Leong Ho Gong Cliff is deemed interested in the 24,576,126 Shares held by TIL as he owns 100% of Bastion and is deemed to hold 100% of TVHK. Bastion and TVHK in turn own 71% and 29% of TIL respectively.

LETTER TO SHAREHOLDERS

4. INDEPENDENT DIRECTORS' RECOMMENDATIONS

4.1 Proposed IPT Mandate

Having fully considered the rationale for the proposed adoption of the IPT Mandate and the opinion of PPCF, being the independent financial advisor, the Directors who are considered independent for the purposes of the IPT Mandate, being Mr Wang Ya Lun Allen, Mr Liong Tong Kap, Mr Vince Feng, Mr Thanathip Vidhayasirinun, Mr Sin Boon Ann, Mr Tan Chade Phang, Roger and Mr Alex Shiu Leung Au (collectively, the "**Independent Directors**"), are of the opinion that the entry by the EAR Group (as defined in paragraph 2.2 of Appendix A) into the Mandated IPTs (as described in paragraph 4.1 of Appendix A) with the Mandated Interested Persons (as described in paragraph 3.1 of Appendix A) in the ordinary course of business will enhance the efficiency of the Group and is in the interests of the Company. Accordingly, the Independent Directors recommend that Shareholders vote in favour of the Ordinary Resolution relating to the proposed adoption of the IPT Mandate to be proposed at the EGM.

Mr Kin Chan (being a director and shareholder of ASMHL) and Ms Angie Li (being a director and shareholder of ASMHL) are not considered independent for the purposes of the IPT Mandate, and accordingly:

- (a) have abstained from making any recommendation to Shareholders in relation to the Ordinary Resolution;
- (b) will abstain from voting their respective holdings of Shares (if any) on the Ordinary Resolution, and have undertaken to ensure that his/her respective associates will abstain from voting their respective holdings of Shares (if any) on the Ordinary Resolution; and
- (c) will also decline to accept appointment as proxy for any Shareholder to vote in respect of the Ordinary Resolution, unless the Shareholder concerned shall have given specific instructions in his Proxy Form as to the manner in which his votes are to be cast in respect of the Ordinary Resolution.

4.2 No Regard to Specific Objectives

In making the above recommendations, the Independent Directors have not had regard to the specific investment objectives, financial situation, tax position or unique needs or constraints of any individual Shareholder. As different Shareholders would have different investment objectives and profiles, the Independent Directors recommend that any individual Shareholder who may require specific advice in relation to his specific investment portfolio or the IPT Mandate should consult his stockbroker, bank manager, solicitor, accountant, tax adviser or other professional advisers.

5. ABSTENTION FROM VOTING

Under Rule 919 of the Listing Manual, where a meeting is held to obtain shareholders' approval, the interested person and any associate of the interested person must not vote on the resolutions, nor accept appointments as proxies unless specific instructions as to voting are given.

As at the Latest Practicable Date, ASMHL, being a Mandated Interested Person, and being deemed interested in the 51,473,500 Shares, which comprises approximately 21.3% of Shares in the Company, will abstain and undertake to ensure that its associates shall abstain from voting their Shares (if any) at the EGM in respect of the Ordinary Resolution relating to the proposed adoption of the IPT Mandate.

Furthermore, ASMHL and its associates shall not accept nominations to act as proxy, corporate representative or attorney in respect of the Ordinary Resolution relating to the proposed adoption of the IPT Mandate unless specific instructions as to voting have been given.

LETTER TO SHAREHOLDERS

6. EXTRAORDINARY GENERAL MEETING

The EGM, notice of which is set out on page 39 of this Circular, will be held on 11 September 2018 at 10.00 a.m. at Crowne Plaza Changi Airport, Chengal Ballroom 1, Level 1, 75 Airport Boulevard, Singapore 819664 for the purpose of considering and, if thought fit, passing, with or without modifications the Ordinary Resolution set out in the Notice of Extraordinary General Meeting.

7. ACTION TO BE TAKEN BY SHAREHOLDERS

Shareholders who are unable to attend the EGM and who wish to appoint a proxy to attend and vote at the EGM on their behalf shall complete and sign the attached proxy form in accordance with the instructions printed thereon and return it to the Company's registered office at 137 Telok Ayer Street, #03-07, Singapore 068602 not less than 72 hours before the time fixed for the holding of the EGM. The completion and return of the proxy form by a Shareholder will not preclude him from attending the EGM and voting in person in place of his proxy should he subsequently wish to do so.

A Depositor shall not be regarded as a Shareholder of the Company entitled to attend the EGM and to speak and vote thereat unless his name appears on the Depository Register maintained by the CDP at least 72 hours before the EGM.

8. DIRECTORS' RESPONSIBILITY STATEMENT

The Directors collectively and individually accept full responsibility for the accuracy of the information given in this Circular and confirm after making all reasonable enquiries that, to the best of their knowledge and belief, this Circular constitutes full and true disclosure of all material facts about the proposed IPT Mandate, and the Company and its subsidiaries which are relevant to the proposed IPT Mandate, and the Directors are not aware of any facts the omission of which would make any statement in this Circular misleading.

Where information in the Circular has been extracted from published or otherwise publicly available sources or obtained from a named source, the sole responsibility of the Directors has been to ensure that such information has been accurately and correctly extracted from those sources and/or reproduced in the Circular in its proper form and context.

9. DOCUMENTS AVAILABLE FOR INSPECTION

Copies of the following documents are available for inspection at the registered office of the Company at 137 Telok Ayer Street, #03-07, Singapore 068602 during normal business hours from the date of this Circular up to and including the time and date of the EGM:

- (a) the annual report of the Company for FY2017;
- (b) PPCF's letter to the Independent Directors referred to in paragraph 2.2 above;
- (c) PPCF's letter of consent referred to in paragraph 2.2 above; and
- (d) the Constitution of the Company.

Yours faithfully
For and on behalf of the Board of Directors of
TIH LIMITED

Wang Ya Lun Allen
Director

APPENDIX A – THE IPT MANDATE

1. Chapter 9 of the Listing Manual

- 1.1 Chapter 9 of the listing manual (the “**Listing Manual**”) of the Singapore Exchange Securities Trading Limited (“**SGX-ST**”) governs transactions between a listed company, as well as transactions by its subsidiaries and associated companies that are considered to be “at risk”, with the listed company’s interested persons.
- 1.2 Except for certain transactions which, by reason of the nature of such transactions, are not considered to put the listed company at risk to its interested person and hence are excluded from the ambit of Chapter 9, when this Chapter applies to a transaction with an interested person and the value of the transaction alone or in aggregation with other transactions conducted with the same interested person during the financial year reaches or exceeds certain materiality thresholds (which are based on the listed company’s latest audited consolidated NTA), the listed company is required to make an immediate announcement, or to make an immediate announcement and seek its shareholders’ approval for the transaction. In particular, shareholders’ approval is required for an interested person transaction of a value equal to, or exceeding:
- (a) 5% of the listed company’s latest audited consolidated NTA; or
 - (b) 5% of the listed company’s latest audited consolidated NTA, when aggregated with the values of all other transactions entered into with the same interested person (as such term is construed under Chapter 9 of the Listing Manual) during the same financial year.
- 1.3 Based on the latest audited consolidated financial statements of TIH Limited (the “**Company**”) and its subsidiaries (collectively, the “**Group**”) for the financial year ended 31 December 2017 (“**FY2017**”), the consolidated NTA of the Group was S\$126,632,000. In relation to the Company, and for the purposes of complying with Chapter 9, in the current financial year and until such time as the consolidated audited financial statement of the Group for the financial year ending 31 December 2018 are published, 5% of the latest audited consolidated NTA of the Group would be S\$6,331,000⁴.
- 1.4 Chapter 9 permits a listed company, however, to seek a general mandate from its shareholders for recurrent transactions of a revenue or trading nature or those necessary for its day-to-day operations such as the purchase and sale of supplies and materials (but not in respect of the purchase or sale of assets, undertakings or businesses) that may be carried out with the listed company’s interested persons.
- 1.5 Under the Listing Manual:
- (a) an “**approved exchange**” means a stock exchange that has rules which safeguard the interests of shareholders against interested person transactions according to similar principles to Chapter 9;
 - (b) (in the case of a company) an “**associate**” in relation to an interested person who is a director, chief executive officer or controlling shareholder includes an immediate family member (that is, the spouse, child, adopted-child, step-child, sibling or parent) of such director, chief executive officer or controlling shareholder, the trustees of any trust of which the director/his immediate family, the chief executive officer/his immediate family or controlling shareholder/his immediate family is a beneficiary or, in the case of a discretionary trust, is a discretionary object, and any company in which the director/his immediate family, the chief executive officer/his immediate family or controlling shareholder/his immediate family has an aggregate interest (directly or indirectly) of 30% or more, and, where a controlling shareholder is a corporation, its subsidiary or holding company or fellow subsidiary or a company in which it and/or they have (directly or indirectly) an interest of 30% or more;

⁴ This figure is rounded down to the nearest thousand.

APPENDIX A – THE IPT MANDATE

- (c) an “**associated company**” means a company in which at least 20% but not more than 50% of its shares are held by the listed company or group;
- (d) “**control**” means the capacity to dominate decision-making, directly or indirectly, in relation to the financial and operating policies of a company;
- (e) a “**controlling shareholder**” means a person who (i) holds directly or indirectly 15% or more of the total number of issued shares in the company excluding treasury shares and subsidiary holdings in the company (the SGX-ST may determine that such person is not a controlling shareholder); or (ii) in fact exercises control over a company;
- (f) an “**entity at risk**” means:
 - (i) the listed company;
 - (ii) a subsidiary of the listed company that is not listed on the SGX-ST or an approved exchange; or
 - (iii) an associated company of the listed company that is not listed on the SGX-ST or an approved exchange, provided that the listed company and/or its subsidiaries (the “**listed group**”), or the listed group and its interested person(s), has control over the associated company;
- (g) (in the case of a company) an “**interested person**” means a director, chief executive officer or controlling shareholder of the listed company or an associate of such director, chief executive officer or controlling shareholder; and
- (h) an “**interested person transaction**” means a transaction between an entity at risk and an interested person.

2. Rationale for and Benefits of the IPT Mandate

- 2.1 It is anticipated that the EAR Group (as defined in paragraph 2.2 below) would, in the ordinary course of its business, enter into certain transactions with its Mandated Interested Persons (as defined in paragraph 3.1 below). It is likely that such transactions will occur with some degree of frequency and could arise at any time.
- 2.2 Owing to the time-sensitive nature of commercial transactions, the Directors of the Company (the “**Directors**”) are seeking approval from the shareholders of the Company (the “**Shareholders**”) for the IPT Mandate pursuant to Chapter 9 to enable:
 - (a) the Company;
 - (b) subsidiaries of the Company (excluding subsidiaries listed on the SGX-ST or an approved exchange); and
 - (c) associated companies of the Company (excluding associated companies listed on the SGX-ST or an approved exchange) over which the Company, or the Company and its interested person(s) has or have control,

(together, the “**EAR Group**”), or any of them, in the normal course of their business, to enter into the categories of Mandated IPTs with the Mandated Interested Persons provided that such transactions are made on normal commercial terms and are not prejudicial to the interests of the Company and its minority Shareholders. The adoption of the IPT Mandate will provide greater clarity and transparency on the Mandated IPTs entered into by the EAR Group with the Mandated Interested Persons.

APPENDIX A – THE IPT MANDATE

- 2.3 The IPT Mandate will not cover any transaction by a member of the EAR Group with a Mandated Interested Person that is below S\$100,000 in value for so long as the threshold and aggregation requirements of Chapter 9 do not apply to such transactions. For the avoidance of doubt, the IPT Mandate shall cover any transaction by a member of the EAR Group with a Mandated Interested Person that is below S\$100,000 in value in the event the S\$100,000 threshold in Chapter 9 ceases to apply.
- 2.4 The IPT Mandate will take effect from the date of the passing of the Ordinary Resolution to be proposed at the Extraordinary General Meeting (“**EGM**”) of the Company to be held on 11 September 2018, and will (unless revoked or varied in general meeting) continue in force until the conclusion of the next annual general meeting (“**AGM**”) of the Company. Thereafter, approval from Shareholders for a renewal of the IPT Mandate will be sought at each subsequent AGM or EGM (as the case may be) of the Company, subject to the satisfactory review by the Audit Committee of its continued application to the Mandated IPTs and that the Review Procedures continue to be sufficient to ensure that the Mandated IPTs will be carried out on normal commercial terms and will not be prejudicial to the Company and its minority Shareholders.
- 2.5 The Company is a private equity fund with a principal business of making investments and divestments in a broad variety of sectors, including but not limited to, consumer and industrial products, healthcare and technology. In addition, the Company actively manages its investee companies to create value.
- 2.6 ASMHL is the holding company of ASML, a Hong Kong based SFC licensed fund manager, focused on pan-Asian special situations investments, with approximately US\$1 billion assets under management. ASMHL is a controlling shareholder of the Company, holding approximately 21.3% of shares in the Company. As a controlling shareholder of the Company, ASMHL seeks to maximise profit for the Company so that it may reap the rewards as a controlling shareholder.
- 2.7 Founded in 2002, ASML has an established track record of investments and a wide base of strategic relationships. As TIHIM was only issued its Capital Markets Services licence for fund management in July 2016, TIHIM leverages off its close relationship with ASML to better position itself to source investors and investments. This close relationship is also formalised in a strategic sourcing agreement with ASML, as disclosed in the Company’s FY2017 annual report.
- 2.8 Given the complementary capabilities and resources (such as sourcing networks and structuring and execution expertise) of the Company and its subsidiaries and associates, and the Mandated Interested Persons, the IPT Mandate and its subsequent renewal on an annual basis would also allow the EAR Group to secure a competitive advantage by capitalising on the aforementioned capabilities and resources.
- 2.9 The IPT Mandate and its subsequent renewal on an annual basis would eliminate the need to convene separate general meetings from time to time to seek Shareholders’ approval as and when potential Mandated IPTs arise, thereby reducing substantially administrative time and expenses in convening such meetings, without compromising the corporate objectives and adversely affecting the business opportunities available to the EAR Group.
- 2.10 Further, the IPT Mandate and its subsequent renewal on an annual basis would allow the EAR Group to adhere to its confidentiality obligations under various transactional agreements, which form part of recurring transactions that are likely to occur with some degree of frequency and arise at any time and from time to time. In particular, it would not be practicable, in view of the confidential and market-sensitive information relating to these transactional agreements, to convene general meetings to seek Shareholders’ approval for such agreements.

APPENDIX A – THE IPT MANDATE

3. Classes of Mandated Interested Persons

- 3.1 The IPT Mandate will apply to the EAR Group's transactions with ASMHL and its associates as defined in the Listing Manual (together, the "**Mandated Interested Persons**" and each a "**Mandated Interested Person**").
- 3.2 Transactions with Mandated Interested Persons which do not fall within the ambit of the IPT Mandate shall be subject to the relevant provisions of Chapter 9.

4. Mandated IPTs

- 4.1 The categories of transactions which will be covered by the IPT Mandate are as follows:

- (a) acquisition or disposition by (the "**Category 1 Mandated IPTs**"):
- (i) any member of the EAR Group of any interest in a general partner of an investment fund which is deemed as an associate of a Mandated Interested Person; or
 - (ii) a Mandated Interested Person of any interest in a general partner of an investment fund which is a member of the EAR Group,
- (each of the general partner in (i) and (ii) above referred to as "**General Partner**");
- (b) provision of investment advisory services or investment management services by any member of the EAR Group (including but not limited to TIHIM) to a General Partner, such General Partner being an entity in which the Mandated Interested Person has an interest (the "**Category 2A Mandated IPTs**");
- (c) receipt of investment management services or investment advisory services from any of the Mandated Interested Persons by a General Partner, such General Partner being an entity in which the EAR Group has an interest (the "**Category 2B Mandated IPTs**");
- (d) entry into of any agreements to govern its relationship vis-à-vis a General Partner, including but not limited to shareholders or joint venture agreement, between any member of the EAR Group and a Mandated Interested Person(s) in connection with any investment fund, such fund being a fund in which any Mandated Interested Person or the EAR Group has an interest (the "**Category 3 Mandated IPTs**");
- (e) direct or indirect investment by any member of the EAR Group in any investment fund, such fund being a fund in which any Mandated Interested Person has an interest (the "**Category 4A Mandated IPTs**");
- (f) direct or indirect investment by any Mandated Interested Person in any investment fund, such fund being one in which the EAR Group has an interest (the "**Category 4B Mandated IPTs**"); and
- (g) receipt of fees from or payment of fees to any Mandated Interested Person in connection with the sourcing by any member of the EAR Group and any Mandated Interested Person collectively of third party investors, as standalone investors or joint investors, for investments made by any of the funds managed by any Mandated Interested Person and/or members of the EAR Group (the "**Category 5 Mandated IPTs**"),

(each a "**Mandated IPT**" and collectively, the "**Mandated IPTs**").

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- 4.2 Each of the Mandated IPTs relate to transactions which occur in the normal course of business, or which are necessary for the day-to-day operations, of the EAR Group in the context of investment funds activities (being the primary business of the Company). Further elaboration on each of the Mandated IPTs are as follows:
- (a) **Category 1 Mandated IPTs:** in general, investments funds are set up as a limited partnership. The general partner of a limited partnership typically has management control, actual authority and at times acts as an agent of the limited partnership in contact with third parties in the ordinary course of the partnership's investments. In the context of investment funds being first incorporated by a Mandated Interested Person or a member of the EAR Group, for the purpose of joint management control over the investment fund, it is anticipated that the EAR Group and one of the Mandated Interested Persons will jointly hold interests in the General Partner;
 - (b) **Category 2A Mandated IPTs and Category 2B Mandated IPTs:**
 - (i) the provision of investment advisory services by any member of the EAR Group or any of the Mandated Interested Persons to a General Partner within the ambit of paragraph 4.1(b) or 4.1(c) above, as the case may be, will ordinarily be governed by an investment advisory agreement (the "**Investment Advisory Agreement**"). The Investment Advisory Agreement, which is separately negotiated in respect of each investment fund, will set out the range of fees, term of service provided and scope of investment advisory services which typically include but are not limited to, *inter alia*, (i) sourcing, identifying and evaluating potential investment opportunities, (ii) assisting with investment due diligence, negotiation and execution, and (iii) keeping such books and records of actions undertaken by the investment advisor as may be necessary; and
 - (ii) the provision of investment management services by any member of the EAR Group or any of the Mandated Interested Persons to a General Partner within the ambit of paragraph 4.1(b) or 4.1(c) above, as the case may be, will ordinarily be governed by an investment management agreement (the "**Investment Management Agreement**"). The Investment Management Agreement, which is separately negotiated in respect of each investment fund, will set out the range of fees, term of service provided and scope of investment management services provided by the investment manager, which typically include but are not limited to, *inter alia*, (i) managing the fund's operations and performing duties and functions attributed to the General Partner, (ii) entering into agreements, instruments, deeds or transactions for the acquisition or disposal of investments on behalf of the fund, and (iii) managing the fund's investment portfolio to achieve investment objectives;
 - (c) **Category 3 Mandated IPTs:** in connection with the transactions covered in Category 1 Mandated IPTs, it is anticipated that any member of the EAR Group and a Mandated Interested Person(s) may enter into agreements to govern its relationship vis-à-vis a General Partner. These agreements include, but are not limited to, shareholders or joint venture agreements and will set out rights (such as voting rights, entitlements to dividends and liquidation preferences) of the relevant member of the EAR Group and Mandated Interested Person(s) in its respective capacity as a shareholder or joint venture partner of the General Partner. These agreements are essential in the context of a typical funds structure where the General Partner has management control over the fund. Accordingly, as each shareholder or joint venture partner of the General Partner has control over the General Partner and are entitled to profit (if any) derived from the General Partner, it is necessary for the relevant member of the EAR Group and Mandated Interested Person(s) to enter into such agreements in respect of each fund. Given that the relevant members of the EAR Group operate primarily as a fund manager, the setting up of funds occurs on a frequent basis and the entry into of such agreements would occur on a recurring basis to regulate their respective rights in the relevant General Partner;

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- (d) **Category 4A Mandated IPTs:** as certain entities within the Mandated Interested Person(s) also manage or operate existing investment portfolios or may do so in the future (“**IP Funds**”), where any member of the EAR Group chooses to invest in such IP Funds, it may invest only in the capacity of a passive investor (including but not limited to an acquisition of interest by way of limited partnership interest). It is an industry norm for affiliated entities of a fund to commit capital to the fund to show third party investors that the investment manager and investment advisor are invested in the fund. Hence, it is necessary for members of the EAR Group to have the ability to invest in the capacity of a passive investor in IP Funds as and when new IP Funds are set up;
- (e) **Category 4B Mandated IPTs:** as certain entities within the EAR Group also manage or operate investment portfolios or may do so in the future (“**EAR Funds**”), where any member of the Mandated Interested Person(s) chooses to invest in such EAR Funds, it may invest only in the capacity of a passive investor (including but not limited to an acquisition of interest by way of limited partnership interest). It is an industry norm for affiliated entities of a fund to commit capital to the fund to show third party investors that the investment manager and investment advisor are invested in the fund. Hence, it is necessary for EAR Funds to have the ability to obtain investments from any member of the Mandated Interested Person(s) in the capacity of a passive investor in EAR Funds as and when new EAR Funds are set up; and
- (f) **Category 5 Mandated IPTs:** as part of the ordinary course of business of certain funds managed by the Mandated Interested Persons and/or members of the EAR Group, the funds may enter into co-investment arrangements with third parties in respect of other ventures or the provision of debt financing. In line with industry norm for similarly sized fund managers, it is anticipated that members of the EAR Group and the Mandated Interested Persons may collectively introduce these third parties to any of the funds managed by the Mandated Interested Person(s) and/or members of the EAR Group in exchange for certain introduction fees and performance fees as these third parties are not subject to the fees charged by the investment manager and/or investment advisor to the fund, such fees to be split between such member of the EAR Group and Mandated Interested Person in proportion to the remuneration provided to or by the relevant member of the EAR Group in Category 2A Mandated IPTs, Category 2B Mandated IPTs and Category 3 Mandated IPTs.

4.3 By way of example, an illustration of the Mandated IPTs, save for Category 5 Mandated IPTs which operate separately, in the context of a typical investment fund structure is set out in the Annex to this Appendix A.

5. Review Procedures

5.1 Ordinary Procedures

The Company has established procedures to ensure that the Mandated IPTs are undertaken on an arm's length basis and on normal commercial terms, consistent with the EAR Group's usual business practices and policies, and are no more favourable to the relevant Mandated Interested Person or the relevant member of the EAR Group (as the case may be), having regard to all relevant factors. In particular, the following Review Procedures have been put in place for the respective categories of Mandated IPTs:

(a) Category 1 Mandated IPTs

- (i) In relation to the acquisition or disposition of any interest by any member of the EAR Group in a General Partner, the relevant member of the EAR Group shall evaluate the potential acquisition or disposition according to a set of pre-determined criteria, including but not limited to:

- (A) the amount of the investment or divestment (as the case may be) and the basis for which such investment or divestment amount is calculated; and

APPENDIX A – THE IPT MANDATE

- (B) the rationale behind and/or the benefits to the relevant member of the EAR Group of entering into the acquisition/disposition, including but not limited to the proportionate returns which may accrue to the EAR Group.
 - (ii) Pursuant to the evaluation carried out in accordance with paragraph 5.1(a)(i) above, the relevant member of the EAR Group will only enter into such transaction if the terms of the transaction are no more favourable to the Mandated Interested Persons than the usual commercial terms extended to at least two independent third parties.
 - (iii) With regard to paragraph 5.1(a)(ii) above, where the relevant member of the EAR Group is, for any reason whatsoever, not able to meaningfully evaluate the terms of the potential Mandated IPT against the usual commercial terms extended to independent third parties, the following review procedures shall apply:
 - (A) individual potential Mandated IPTs which are valued below the lower of 5% of the EAR Group's latest consolidated audited NTA or US\$3,000,000 must be reviewed and approved by a majority of the members of the Manager Investment Committee of the Company ("MIC")⁵ who are not interested in the transaction prior to the entry into of such potential Mandated IPTs; and
 - (B) individual potential Mandated IPTs which are valued at or above the lower of 5% of the EAR Group's latest consolidated audited NTA or US\$3,000,000 must be reviewed and approved unanimously by all members of the Audit Committee who are not interested in the transaction prior to the entry into of such potential Mandated IPTs to ensure that the credit and investment risks related to such Mandated IPTs are not prejudicial to the interests of the Company and its minority shareholders.
- (b) Category 2A Mandated IPTs
- (i) In relation to the entry into by any member of the EAR Group of any Investment Advisory Agreement or Investment Management Agreement with a General Partner, the relevant member of the EAR Group shall evaluate the potential Investment Advisory Agreement or Investment Management Agreement according to certain pre-determined criteria, including but not limited to:
 - (A) an acceptable percentage range, which shall always be at least or better than a same-risk same-reward basis, for the fees to be received on an annual basis by the relevant member of the EAR Group as an investment advisor or investment manager;
 - (B) whether or not the fees to be received by the relevant member of the EAR Group are proportionate to the shareholding of any member of the EAR Group in the General Partner, which at the minimum, shall be equal to or more than such fees being received on a same-risk same-reward basis; and
 - (C) other cost-plus quantitative bases, including but not limited to the operational expenses of the relevant member of the EAR Group.
 - (ii) The relevant member of the EAR Group will only enter into such Investment Advisory Agreement or Investment Management Agreement with a General Partner provided that the terms of the transaction are no more favourable to the General Partner than the usual commercial terms extended to at least two independent third party general partners.

⁵ The MIC currently comprises Mr Stanley Wang and Mr Wang Ya Lun Allen as at the Latest Practicable Date. The MIC is in charge of assessing investment and divestment decisions of the Group (including transactions which are not interested person transactions). As such, members of MIC are not precluded from being a member of committees of other external funds, including funds managed by the Mandated Interested Persons. For the avoidance of doubt, where any member of MIC has a conflict of interests in relation to the Mandated IPTs, he will abstain from reviewing such transactions.

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- (iii) With regard to paragraph 5.1(b)(ii) above, where the relevant member of the EAR Group is, for any reason whatsoever, not able to meaningfully evaluate the terms of the potential Mandated IPT against the usual commercial terms extended to independent third parties, the following review procedures shall apply:
 - (A) individual potential Mandated IPTs which are valued below the lower of 5% of the EAR Group's latest consolidated audited NTA or US\$3,000,000 must be reviewed and approved by a majority of the members of the MIC who are not interested in the transaction prior to the entry into of such potential Mandated IPTs; and
 - (B) individual potential Mandated IPTs which are valued at or above the lower of 5% of the EAR Group's latest consolidated audited NTA or US\$3,000,000 must be reviewed and approved unanimously by all members of the Audit Committee who are not interested in the transaction prior to the entry into of such potential Mandated IPTs.
- (c) Category 2B Mandated IPTs
 - (i) In relation to the entry into by any member of the EAR Group of any Investment Management Agreement or Investment Advisory Agreement with an investment manager or investment advisor which is a Mandated Interested Person, the relevant member of the EAR Group shall evaluate the potential Investment Management Agreement or Investment Advisory Agreement according to a set of pre-determined criteria, including but not limited to:
 - (A) an acceptable percentage range for the fees, which shall be no better than a same-risk same-reward basis, payable to the Mandated Interested Person as an investment manager or investment advisor;
 - (B) professional experience of the Mandated Interested Person as an investment manager or investment advisor;
 - (C) whether or not the fees payable to the Mandated Interested Person are proportionate to the shareholding of any Mandated Interested Person in the General Partner, which at the maximum, shall be equal to or less than such fees being payable on a same-risk same-reward basis; and
 - (D) other cost-plus quantitative bases, including but not limited to the operational expenses of the Mandated IPT.
 - (ii) The relevant member of the EAR Group will only enter into such Investment Management Agreement or Investment Advisory Agreement provided that the terms of the transaction are no more favourable to the potential investment manager or investment advisor than the usual commercial terms extended to at least two independent third party investment managers or investment advisors.
 - (iii) With regard to paragraph 5.1(c)(ii) above, where the relevant member of the EAR Group is, for any reason whatsoever, not able to meaningfully evaluate the terms of the potential Mandated IPT against the usual commercial terms extended to independent third parties, the following review procedures shall apply:
 - (A) individual potential Mandated IPTs which are valued below the lower of 5% of the EAR Group's latest consolidated audited NTA or US\$3,000,000 must be reviewed and approved by a majority of the members of the MIC who are not interested in the transaction prior to the entry into of such potential Mandated IPTs; and

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- (B) individual potential Mandated IPTs which are valued at or above the lower of 5% of the EAR Group's latest consolidated audited NTA or US\$3,000,000 must be reviewed and approved unanimously by all members of the Audit Committee who are not interested in the transaction prior to the entry into of such potential Mandated IPTs.
- (d) Category 3 Mandated IPTs
- (i) In relation to the entry into of any shareholders or joint venture agreement between any member of the EAR Group and a Mandated Interested Person(s), the relevant member of the EAR Group shall evaluate the potential shareholders or joint venture agreement according to a set of pre-determined criteria, including but not limited to:
- (A) an acceptable percentage range, which shall always be at least or better than a same-risk same-reward basis, for the profit sharing margin between the relevant member of the EAR Group and any Mandated Interested Person(s) shareholder or joint venture partner;
- (B) professional experience of the Mandated Interested Person(s) shareholder or joint venture partner;
- (C) whether the risks and rewards are in proportion to the equity of each member of the potential joint venture. For the avoidance of doubt, the relevant member of the EAR Group shall only proceed with the potential joint venture where the risks are less or at least proportional to the equity of each member of the potential joint venture; and
- (D) other cost-plus quantitative bases.
- (ii) The relevant member of the EAR Group will only enter into such shareholders or joint venture agreement with a Mandated Interested Person(s) provided that the terms of the agreement are no more favourable to the Mandated Interested Person(s) shareholder or joint venture partner than the usual commercial terms extended to at least two independent third party shareholders or joint venture partners.
- (iii) With regard to paragraph 5.1(d)(ii) above, where the relevant member of the EAR Group is, for any reason whatsoever, not able to meaningfully evaluate the terms of the potential Mandated IPT against the usual commercial terms extended to independent third parties, the following review procedures shall apply:
- (A) individual potential Mandated IPTs which are valued below the lower of 5% of the EAR Group's latest consolidated audited NTA or US\$3,000,000 must be reviewed and approved by a majority of the members of the MIC who are not interested in the transaction prior to the entry into of such potential Mandated IPTs; and
- (B) individual potential Mandated IPTs which are valued at or above the lower of 5% of the EAR Group's latest consolidated audited NTA or US\$3,000,000 must be reviewed and approved unanimously by all members of the Audit Committee who are not interested in the transaction prior to the entry into of such potential Mandated IPTs to ensure that that the credit and investment risks related to such Mandated IPTs are not prejudicial to the interests of the Company and its minority shareholders.

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(e) Category 4A Mandated IPTs

- (i) In relation to the direct or indirect investment by any member of the EAR Group in any investment fund, such fund being a fund in which any Mandated Interested Person has an interest, the following review procedures shall apply:
- (A) an investment proposal in respect of each Category 4A Mandated IPT shall be prepared by the investment professionals of TIHIM (“**Investment Proposal**”), who shall evaluate the amount of the investment and the basis for which such investment amount is calculated so as to ensure that:
- (1) where the Mandated Interested Person will not invest in such fund as a limited partner, the terms of the investment by the relevant member of the EAR Group are the same or no less favourable to the relevant member of the EAR Group as compared to the terms extended to at least two independent third party investors; or
- (2) where the Mandated Interested Person will invest in such fund as a limited partner, the terms of the investment by the relevant member of the EAR Group are the same or no less favourable to the relevant member of the EAR Group as compared to the Mandated Interested Person;
- (B) where the Investment Proposal is able to be meaningfully evaluated against the usual commercial terms extended to independent third parties or the Mandated Interested Person, each Investment Proposal shall be reviewed and approved by a majority of the members of the MIC who are not interested in the transaction prior to the entry into of such potential Mandated IPTs taking into account, amongst others, the following criteria:
- (1) the potential growth of the proposed business model;
- (2) the experience of the management team; and
- (3) the relevant risk-reward profiles; and
- (C) if the Investment Proposal is approved by a majority of the members of the MIC who are not interested in the transaction prior to the entry into of such potential Mandated IPTs, the Investment Proposal shall be recommended to the Board Investment Committee of the Company (“**BIC**”)⁶ for review and oversight. The BIC shall have the ability to veto any Investment Proposal presented by the MIC.
- (ii) With regard to paragraph 5.1(e)(i)(A) above, where the relevant member of the EAR Group is, for any reason whatsoever, not able to meaningfully evaluate the terms of the potential Mandated IPT against the usual commercial terms extended to independent third parties or the Mandated Interested Person, the following review procedures shall apply:
- (A) individual potential Mandated IPTs which are valued below the lower of 5% of the EAR Group’s latest consolidated audited NTA or US\$3,000,000 must be reviewed and approved by a majority of the members of the MIC who are not interested in the transaction prior to the entry into of such potential Mandated IPTs; and

⁶ The BIC currently comprises Mr Kin Chan, Mr Wang Ya Lun Allen and Mr Vince Feng as at the Latest Practicable Date and BIC is in charge of reviewing and overseeing Investment Proposals recommended by the MIC. Mr Kin Chan is a director and shareholder of ASMHL, being a Mandated Interested Person, and is not considered independent for the purposes of the IPT Mandate. As such, Mr Kin Chan will abstain from reviewing such Investment Proposals.

APPENDIX A – THE IPT MANDATE

- (B) individual potential Mandated IPTs which are valued at or above the lower of 5% of the EAR Group's latest consolidated audited NTA or US\$3,000,000 must be reviewed and approved unanimously by all members of the Audit Committee who are not interested in the transaction prior to the entry into of such potential Mandated IPTs to ensure that that the credit and investment risks related to such Mandated IPTs are not prejudicial to the interests of the Company and its minority shareholders.
- (f) Category 4B Mandated IPTs
 - (i) In relation to the direct or indirect investment by any Mandated Interested Person in any investment fund, such fund being a fund in which the EAR Group has an interest, the relevant member of the EAR Group shall evaluate the amount of the investment so as to ensure that:
 - (A) where the EAR Group will not invest in such fund as a limited partner, the terms of the investment by Mandated Interested Persons are the same or no more favourable to the Mandated Interested Persons as compared to the terms extended to at least two independent third party investors; or
 - (B) where the EAR Group will invest in such fund as a limited partner, the terms of the investment by Mandated Interested Persons are the same or no more favourable to the Mandated Interested Persons as compared to the terms extended to the relevant EAR Group.
 - (ii) With regard to paragraph 5.1(f)(i) above, where the relevant member of the EAR Group is, for any reason whatsoever, not able to meaningfully evaluate the terms of the potential Mandated IPT against the usual commercial terms extended to independent third parties or the relevant member of the EAR Group, the following review procedures shall apply:
 - (A) individual potential Mandated IPTs which are valued below the lower of 5% of the EAR Group's latest consolidated audited NTA or US\$3,000,000 must be reviewed and approved by a majority of the members of the MIC who are not interested in the transaction prior to the entry into of such potential Mandated IPTs; and
 - (B) individual potential Mandated IPTs which are valued at or above the lower of 5% of the EAR Group's latest consolidated audited NTA must be reviewed and approved unanimously by all members of the Audit Committee who are not interested in the transaction prior to the entry into of such potential Mandated IPTs to ensure that that the credit and investment risks related to such Mandated IPTs are not prejudicial to the interests of the Company and its minority shareholders.
- (g) Category 5 Mandated IPTs
 - (i) In relation to the introduction fees and performance fees received by any member of the EAR Group from any Mandated Interested Person or received by any Mandated Interested Person from any member of the EAR Group in connection with the introduction of third party investors to any of the funds managed by the Mandated Interested Persons and/or members of the EAR Group ("**Fee Arrangements**"), the relevant member of the EAR Group shall ensure that the Fee Arrangements are proportionate to the remuneration provided to or by the relevant member of the EAR Group in Category 2A Mandated IPTs, Category 2B Mandated IPTs and Category 3 Mandated IPTs.

APPENDIX A – THE IPT MANDATE

- (ii) For the avoidance of doubt, the relevant member of the EAR Group or Mandated Interested Persons shall be paid, in the context of Category 5 Mandated IPTs, according to the percentage split of any fees payable to the relevant member of the EAR Group or Mandated Interested Persons under Category 2A Mandated IPTs, Category 2B Mandated IPTs and Category 3 Mandated IPTs, being the percentage split based on the interest of the relevant member of the EAR Group or the Mandated Interested Persons in the General Partner. As the percentage split of any fees payable to the relevant member of the EAR Group or Mandated Interested Persons under Category 2A Mandated IPTs, Category 2B Mandated IPTs and Category 3 Mandated IPTs would first need to be approved in accordance with its respective review procedure, the Fee Arrangements would in effect have been approved through the similar review procedures.

5.2 Other Review Procedures

The Company has also implemented the following review procedures for the identification of Mandated Interested Persons and the recording of all of the EAR Group's interested person transactions.

(a) Register of Mandated IPTs

The Company will maintain a register recording (i) all Mandated IPTs; (ii) the amount of monies at risk for the EAR Group in connection with each Mandated IPT; (iii) the basis for determining the transaction amounts / prices (as the case may be); and (iv) supporting evidence obtained to support the aforementioned basis.

(b) Review by Audit Committee

- (i) On a quarterly basis, TIHIM will submit a report to the Audit Committee of all recorded interested person transactions entered into by the EAR Group.
- (ii) The Audit Committee shall review the report referred to in sub-paragraph (b)(i) above to ascertain whether the guidelines and procedures established to monitor Mandated IPTs have been complied with. In addition, the Audit Committee shall also review from time to time such guidelines and procedures to determine if they are adequate and/or commercially practicable in ensuring that transactions between the EAR Group and the Mandated Interested Persons are conducted on normal commercial terms. Further, if during these periodic reviews by the Audit Committee, the Audit Committee is of the view that the guidelines and procedures as stated above are not sufficient or appropriate to ensure that these Mandated IPTs will be on normal commercial terms and will not be prejudicial to the Company and its minority Shareholders, the Company will revert to Shareholders for a fresh mandate based on new guidelines and procedures for transactions with Mandated Interested Persons.
- (iii) In the event that a member of the Board, a member of the Audit Committee, a member of the MIC, a member of the BIC or an authorised reviewing officer (where applicable) has a conflict of interests in relation to any Mandated IPT, he will abstain from reviewing that particular transaction. In such instances, an alternative approving authority will be responsible for reviewing the transaction.
- (iv) The Board will also ensure that all disclosure requirements on Mandated IPTs, including those required by prevailing legislation, the Listing Manual and accounting standards, are complied with.
- (v) The internal audit plan, which shall be renewed once every three years, shall incorporate a review of all Mandated IPTs entered into pursuant to the IPT Mandate on a yearly basis.

APPENDIX A – THE IPT MANDATE

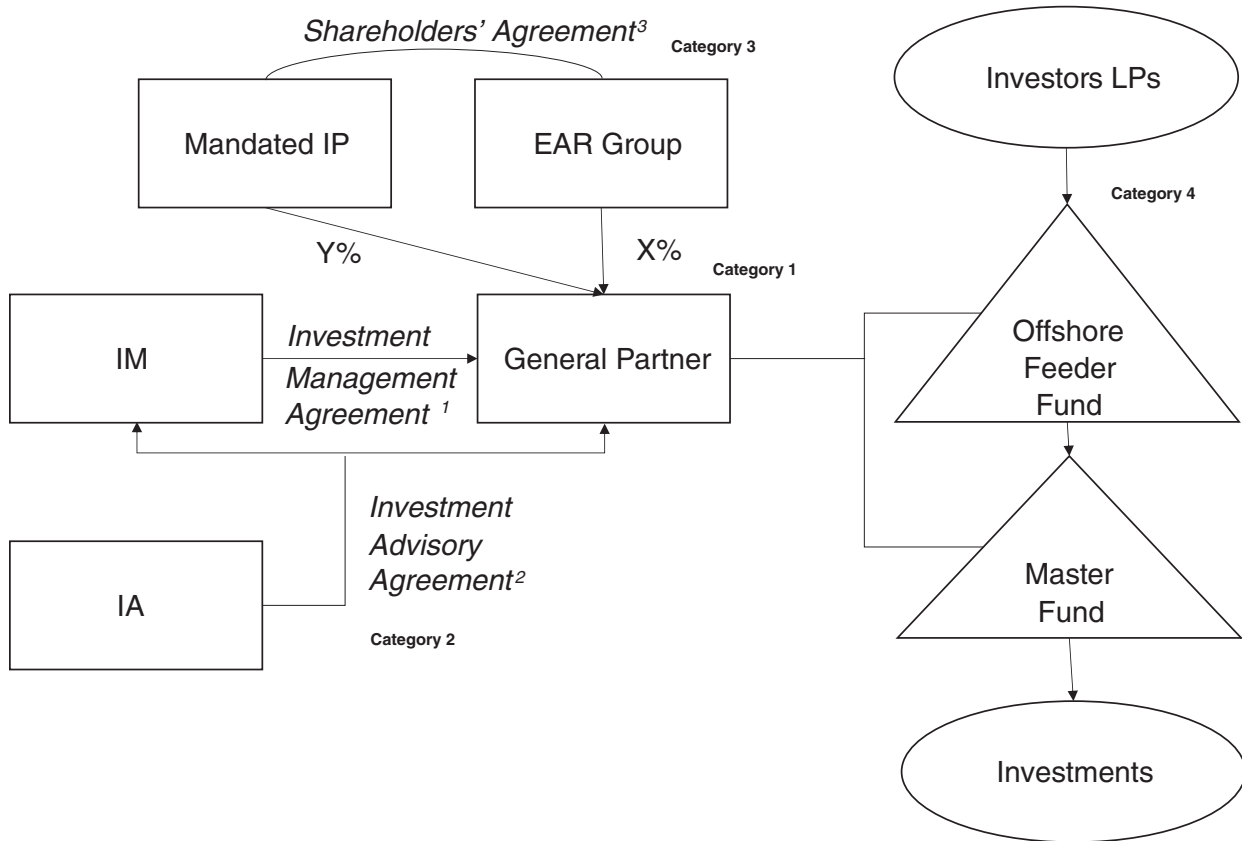
5.3 Overall Responsibility

All investment proposals for Mandated IPTs will be concurrently circulated to the Board of Directors to keep the Board of Directors aware of such transactions. The Board of Directors will not be required to approve the Mandated IPT but can provide their input (if any) on the investment proposal(s).

The Board of Directors shall have overall responsibility for the determination of the review procedures with the authority to sub-delegate to individuals or committees within the Company as it deems appropriate.

APPENDIX A – THE IPT MANDATE

ANNEX



Notes :

- 1 Investment Management Agreement refers to the agreement relating to the provision of investment management services by any member of the EAR Group or any of the Mandated Interested Persons to a General Partner as set out in Paragraph 4.2(b)(ii) of Appendix A.
 - 2 Investment Advisory Agreement refers to the agreement relating to the provision of investment advisory services by any member of the EAR Group or any of the Mandated Interested Persons to a General Partner as set out in Paragraph 4.2(b)(i) of Appendix A.
 - 3 Shareholders' Agreement is an example of one of the agreements referred to in Category 3 Mandated IPTs as set out in Paragraph 4.2(c) of Appendix A.
- "Investors LPs": Investors which hold limited partnership interests in the fund.
 "IM": Investment Manager.
 "IA": Investment Advisor.

APPENDIX B – LETTER FROM PPCF TO THE INDEPENDENT DIRECTORS



PRIMEPARTNERS CORPORATE FINANCE PTE. LTD.

16 Collyer Quay
#10-00 Income at Raffles
Singapore 049318

27 August 2018

To: The Independent Directors of TIH Limited

Dear Sirs,

THE PROPOSED ADOPTION OF THE INTERESTED PERSON TRANSACTIONS MANDATE

1. INTRODUCTION

TIH Limited (the “**Company**” and together with its subsidiaries, the “**Group**”) is a private equity investment company which invests primarily in companies located in Asia. Listed on the Mainboard (“**Mainboard**”) of Singapore Exchange Securities Trading Limited (“**SGX-ST**”), the Company is a private equity fund with a principal business of making investments and divestments in a broad variety of sectors, including but not limited to, consumer and industrial products, healthcare and technology. In addition, the Company actively manages its investee companies to create value. TIH Investment Management Pte. Ltd. (“**TIHIM**”), a wholly-owned subsidiary of the Company, holds a Capital Markets Services licence from The Monetary Authority of Singapore.

The Company had, via its subsidiaries, previously entered into joint ventures with subsidiaries and/or associated companies of Argyle Street Management Holdings Limited (“**ASMHL**”). ASMHL is a controlling shareholder of the Company as it has a deemed shareholding interest in approximately 21.3% of the issued and paid-up share capital of the Company and is therefore considered an interested person under Chapter 9 of the listing manual of the SGX-ST (the “**Listing Manual**”). Further details of ASMHL’s shareholding interests are disclosed in paragraph 3 of this Circular (as defined herein).

It is envisaged that the Company, its subsidiaries and its associated companies (collectively, the “**EAR Group**”) would on a recurrent basis, continue to enter into transactions in the ordinary course of the business with ASMHL and its associates (collectively, the “**Mandated Interested Persons**” and each a “**Mandated Interested Person**”) (as the case may be) which include, *inter alia*, (i) the aforementioned joint ventures; (ii) the provision or receipt of investment advisory services or investment management services; and (iii) the investment into the fund and/or receive investment from. Accordingly, the Company is proposing to seek approval from independent shareholders of the Company (“**Shareholders**”) for the proposed adoption of a Shareholders’ mandate for interested person transactions pursuant to Rule 920 of the Listing Manual (the “**IPT Mandate**”). Upon approval by Shareholders in the EGM, the IPT Mandate shall, unless revoked or varied by the Company in general meeting, continue in force until the conclusion of the next annual general meeting of the Company.

PrimePartners Corporate Finance Pte. Ltd. (“**PPCF**”) has been appointed as the independent financial adviser (“**IFA**”) as required under Rule 920(1)(b)(v) of the Listing Manual to provide an opinion on whether the review procedures pursuant to the IPT Mandate are sufficient to ensure that the Mandated IPTs will be carried out on normal commercial terms and will not be prejudicial to the interests of the Company and its minority Shareholders. The directors who are considered independent for the purposes of the IPT Mandate are namely Mr. Wang Ya Lun Allen, Mr. Liong Tong Kap, Mr. Vince Feng, Mr. Thanathip Vidhayasirinun, Mr. Alex Shiu Leung Au, Mr. Sin Boon Ann and Mr. Tan Chade Phang, Roger (collectively, the “**Independent Directors**”).

APPENDIX B – LETTER FROM PPCF TO THE INDEPENDENT DIRECTORS

This letter has been prepared to be incorporated as Appendix B to the circular dated 27 August 2018 (the “**Circular**”) to the Shareholders which provides, *inter alia*, details of the IPT Mandate and the opinion of the Audit Committee of the Company (“**Audit Committee**”) thereon. Unless otherwise defined herein or the context otherwise requires, all terms defined in the Circular shall have the same meaning herein.

2. TERMS OF REFERENCE

The purpose of this letter is to provide an independent opinion as required under Rule 920(1)(b)(v) of the Listing Manual, on whether the review procedures pursuant to the IPT Mandate are sufficient to ensure that the Mandated IPTs will be carried out on normal commercial terms and will not be prejudicial to the interests of the Company and its minority shareholders.

We were neither a party to the negotiations entered into by the Company in relation to the transactions contemplated under the IPT Mandate nor were we involved in the deliberations leading up to the decision of the Directors of the Company to seek approval for the IPT Mandate. We do not, by this letter, warrant the merits of the IPT Mandate other than to form an opinion, for the purposes of Chapter 9 of the Listing Manual, on whether the review procedures set up by the Company are adequate to ensure that the Mandated IPTs will be carried out on normal commercial terms and will not be prejudicial to the interests of the Company and its minority Shareholders. We have not conducted a comprehensive review of the business, operations or financial condition of the Group.

For the purpose of arriving at our opinion in respect of the IPT Mandate, we have, as the IFA required under Rule 920(1)(b)(v) of the Listing Manual, taken into account the current review procedures set up by the Company but have not evaluated and have not been requested to comment on the strategic or commercial merits or risks of the IPT Mandate or the prospects or earnings potential of the Group in view of the adoption of the IPT Mandate, and such evaluation and comments shall remain the sole responsibility of the Directors, although we may draw upon their views or make such comments in respect thereof (to the extent deemed necessary or appropriate by us) in arriving at our opinion as set out in this letter.

We were also not required or authorised to obtain, and we have not obtained, any quotation or transacted prices from third parties for products or services similar to those which are to be covered by the IPT Mandate, and therefore are not able to, and will not compare the transactions to similar transactions with third parties.

In the course of our evaluation of the IPT Mandate, we have relied on, and assumed without independent verification, the accuracy and completeness of published information relating to the Company. We have also relied on information provided and representations made by the Directors and the Company’s management. We have not independently verified such information or any representation or assurance made by them, whether written or verbal, and accordingly cannot and do not accept any responsibility for, the accuracy, completeness or adequacy of such information, representation or assurance. We have nevertheless made reasonable enquiries and exercised our judgment on the reasonable use of such information and have found no reason to doubt the accuracy or reliability of the information.

We have relied upon the Company’s representations that, after making all reasonable inquiries and to the best of the Company’s knowledge, information and belief, all material information in connection with the IPT Mandate and the Company has been disclosed to us, that such information is true, complete and accurate in all material aspects and that there is no other information or fact, the omission of which would cause any information disclosed to us or the facts of or in relation to the Company stated in the Circular to be inaccurate, incomplete or misleading in any material aspect.

APPENDIX B – LETTER FROM PPCF TO THE INDEPENDENT DIRECTORS

Our opinion, as set out in this letter, is based upon the market, economic, political, industry, monetary and other applicable conditions subsisting on, and the information made available to us as at the Latest Practicable Date prior to the issue of this letter. Such conditions may change significantly over a relatively short period of time. We assume no responsibility to update, revise or reaffirm our opinion in light of any subsequent development after the Latest Practicable Date that may affect our opinion contained herein. Shareholders should further take note of any announcements relevant to their consideration of the Mandated IPTs which may be released by the Company after the Latest Practicable Date.

In arriving at our opinion, we have not had regard to the specific investment objectives, financial situation, tax position, risk profile or unique needs and constraints of any individual Shareholder. As each Shareholder would have different investment objectives and profiles, we would advise the Independent Directors to recommend that any individual Shareholder who may require specific advice in relation to his or her investment objectives or portfolio should consult his or her stockbroker, bank manager, solicitor, accountant or other professional adviser immediately.

The Company has been separately advised by its own advisers in the preparation of the Circular (other than our letter set out in Appendix B to the Circular). Accordingly, we take no responsibility for and state no views, express or implied, on the contents of the Circular (other than our letter as set out in Appendix B to the Circular).

Our opinion in respect of the IPT Mandate should be considered in the context of the entirety of this letter and the Circular.

3. RATIONALE FOR AND BENEFITS OF THE IPT MANDATE

It is not within our terms of reference to comment or express an opinion on the merits of the adoption of the proposed IPT Mandate or the future prospects of the Group in view of the adoption of the proposed IPT Mandate. Nevertheless, we have reviewed the rationale for and benefits of the adoption of the proposed IPT Mandate as set out in paragraph 2 of Appendix A of the Circular, and certain rationale and benefits are extracted in italics below for your reference. Shareholders are advised to read the paragraph 2 of appendix A of the Circular for more details.

“2.1 It is anticipated that the EAR Group (as defined in paragraph 2.2 below) would, in the ordinary course of its business, enter into certain transactions with its Mandated Interested Persons (as defined in paragraph 3.1 below). It is likely that such transactions will occur with some degree of frequency and could arise at any time.

2.2 Owing to the time-sensitive nature of commercial transactions, the Directors of the Company (the “Directors”) are seeking approval from the shareholders of the Company (the “Shareholders”) for the IPT Mandate pursuant to Chapter 9 to enable:

- (a) the Company;*
- (b) subsidiaries of the Company (excluding subsidiaries listed on the SGX-ST or an approved exchange); and*
- (c) associated companies of the Company (excluding associated companies listed on the SGX-ST or an approved exchange) over which the Company, or the Company and its interested person(s) has or have control,*

(together, the “EAR Group”), or any of them, in the normal course of their business, to enter into the categories of Mandated IPTs with the Mandated Interested Persons provided that such transactions are made on normal commercial terms and are not prejudicial to the interests of the Company and its minority Shareholders. The adoption of the IPT Mandate will provide greater clarity and transparency on the Mandated IPTs entered into by the EAR Group with the Mandated Interested Persons.

APPENDIX B – LETTER FROM PPCF TO THE INDEPENDENT DIRECTORS

- 2.6 *ASMHL is the holding company of ASML, a Hong Kong based SFC licensed fund manager, focused on pan-Asian special situations investments, with approximately US\$1 billion assets under management. ASMHL is a controlling shareholder of the Company, holding approximately 21.3% of shares in the Company. As a controlling shareholder of the Company, ASMHL seeks to maximise profit for the Company so that it may reap the rewards as a controlling shareholder.*
- 2.7 *Founded in 2002, ASML has an established track record of investments and a wide base of strategic relationships. As TIHIM was only issued its Capital Markets Services licence for fund management in July 2016, TIHIM leverages off its close relationship with ASML to better position itself to source investors and investments. This close relationship is also formalised in a strategic sourcing agreement with ASML, as disclosed in the Company's FY2017 annual report.*
- 2.8 *Given the complementary capabilities and resources (such as sourcing networks and structuring and execution expertise) of the Company and its subsidiaries and associates, and the Mandated Interested Persons, the IPT Mandate and its subsequent renewal on an annual basis would also allow the EAR Group to secure a competitive advantage by capitalising on the aforementioned capabilities and resources.*
- 2.9 *The IPT Mandate and its subsequent renewal on an annual basis would eliminate the need to convene separate general meetings from time to time to seek Shareholders' approval as and when potential Mandated IPTs arise, thereby reducing substantially administrative time and expenses in convening such meetings, without compromising the corporate objectives and adversely affecting the business opportunities available to the EAR Group.*
- 2.10 *Further, the IPT Mandate and its subsequent renewal on an annual basis would allow the EAR Group to adhere to its confidentiality obligations under various transactional agreements, which form part of recurring transactions that are likely to occur with some degree of frequency and arise at any time and from time to time. In particular, it would not be practicable, in view of the confidential and market-sensitive information relating to these transactional agreements, to convene general meetings to seek Shareholders' approval for such agreements."*

4. SCOPE OF THE IPT MANDATE

The IPT Mandate covers the various categories of transactions between the EAR Group and Mandated Interested Persons, and describes the review procedures for ensuring that such transactions will be entered into on normal commercial terms and will not be prejudicial to the interests of the Company and its minority Shareholders.

The IPT Mandate will not apply to any transaction by any company in the EAR Group with an Interested Person that:

- (a) is below S\$100,000 in value, as the threshold and aggregation requirements under Chapter 9 of the Listing Manual would not apply to such a transaction; or
- (b) is equal to or exceeds S\$100,000 in value, but qualifies as an exempted transaction for the purposes of Chapter 9 of the Listing Manual and is thus exempted from the threshold and aggregation requirements under Chapter 9 of the Listing Manual.

Transactions with interested persons (including the Mandated Interested Persons) that do not fall within the ambit of either of the exceptions in (a) or (b) above, or the scope of the IPT Mandate, will be subject to the relevant provisions of Chapter 9 of the Listing Manual and/or other applicable provisions of the Listing Manual.

5. CLASSES OF MANDATED INTERESTED PERSONS

The IPT Mandate will apply to the Mandated IPTs (as described in paragraph 6 of this letter) which are carried out between any company within the EAR Group and the Mandated Interested Persons.

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6. CATEGORIES OF INTERESTED PERSON TRANSACTIONS

6.1 The categories of transactions which will be covered by the IPT Mandate are as follows:

- (a) acquisition or disposition by (the “**Category 1 Mandated IPTs**”):
 - (i) any member of the EAR Group of any interest in a general partner of an investment fund which is deemed as an associate of a Mandated Interested Person; or
 - (ii) a Mandated Interested Person of any interest in a general partner of an investment fund which is a member of the EAR Group,(each of the general partner in (i) and (ii) above referred to as “**General Partner**”);
- (b) provision of investment advisory services or investment management services by any member of the EAR Group (including but not limited to TIHIM) to a General Partner, such General Partner being an entity in which the Mandated Interested Person has an interest (the “**Category 2A Mandated IPTs**”);
- (c) receipt of investment management services or investment advisory services from any of the Mandated Interested Persons by a General Partner, such General Partner being an entity in which the EAR Group has an interest (the “**Category 2B Mandated IPTs**”);
- (d) entry into of any agreements to govern its relationship vis-à-vis a General Partner, including but not limited to shareholders or joint venture agreement, between any member of the EAR Group and a Mandated Interested Person(s) in connection with any investment fund, such fund being a fund in which any Mandated Interested Person or the EAR Group has an interest (the “**Category 3 Mandated IPTs**”);
- (e) direct or indirect investment by any member of the EAR Group in any investment fund, such fund being a fund in which any Mandated Interested Person has an interest (the “**Category 4A Mandated IPTs**”);
- (f) direct or indirect investment by any Mandated Interested Person in any investment fund, such fund being one in which the EAR Group has an interest (the “**Category 4B Mandated IPTs**”); and
- (g) receipt of fees from or payment of fees to any Mandated Interested Person in connection with the sourcing by any member of the EAR Group and any Mandated Interested Person collectively of third party investors, as standalone investors or joint investors, for investments made by any of the funds managed by any Mandated Interested Person and/or members of the EAR Group (the “**Category 5 Mandated IPTs**”).

6.2 The Mandated IPTs, to which the IPT Mandate will apply, relate to transactions arising in the ordinary course of business of the EAR Group or which are necessary for the day-to-day operations of the EAR Group, comprising the following:

- (a) **Category 1 Mandated IPTs:** in general, investments funds are set up as a limited partnership. The general partner of a limited partnership typically has management control, actual authority and at times acts as an agent of the limited partnership in contact with third parties in the ordinary course of the partnership’s investments. In the context of investment funds being first incorporated by a Mandated Interested Person or a member of the EAR Group, for the purpose of joint management control over the investment fund, it is anticipated that the EAR Group and one of the Mandated Interested Persons will jointly hold interests in the General Partner;
- (b) **Category 2A Mandated IPTs and Category 2B Mandated IPTs:**
 - (i) the provision of investment advisory services by any member of the EAR Group or any of the Mandated Interested Persons to a General Partner within the ambit of paragraph 6.1(b) or 6.1(c) above, as the case may be, will ordinarily be governed by

APPENDIX B – LETTER FROM PPCF TO THE INDEPENDENT DIRECTORS

- an investment advisory agreement (the “**Investment Advisory Agreement**”). The Investment Advisory Agreement, which is separately negotiated in respect of each investment fund, will set out the range of fees, term of service provided and scope of investment advisory services which typically include but are not limited to, *inter alia*, (i) sourcing, identifying and evaluating potential investment opportunities, (ii) assisting with investment due diligence, negotiation and execution, and (iii) keeping such books and records of actions undertaken by the investment advisor as may be necessary; and
- (ii) the provision of investment management services by any member of the EAR Group or any of the Mandated Interested Persons to a General Partner within the ambit of paragraph 6.1(b) or 6.1(c) above, as the case may be, will ordinarily be governed by an investment management agreement (the “**Investment Management Agreement**”). The Investment Management Agreement, which is separately negotiated in respect of each investment fund, will set out the range of fees, term of service provided and scope of investment management services provided by the investment manager, which typically include but are not limited to, *inter alia*, (i) managing the fund’s operations and performing duties and functions attributed to the General Partner, (ii) entering into agreements, instruments, deeds or transactions for the acquisition or disposal of investments on behalf of the fund, and (iii) managing the fund’s investment portfolio to achieve investment objectives;
- (c) Category 3 Mandated IPTs: in connection with the transactions covered in Category 1 Mandated IPTs, it is anticipated that any member of the EAR Group and a Mandated Interested Person(s) may enter into agreements to govern its relationship vis-à-vis a General Partner. These agreements include, but are not limited to, shareholders or joint venture agreements and will set out rights (such as voting rights, entitlements to dividends and liquidation preferences) of the relevant member of the EAR Group and Mandated Interested Person(s) in its respective capacity as a shareholder or joint venture partner of the General Partner. These agreements are essential in the context of a typical funds structure where the General Partner has management control over the fund. Accordingly, as each shareholder or joint venture partner of the General Partner has control over the General Partner and are entitled to profit (if any) derived from the General Partner, it is necessary for the relevant member of the EAR Group and Mandated Interested Person(s) to enter into such agreements in respect of each fund. Given that the relevant members of the EAR Group operate primarily as a fund manager, the setting up of funds occurs on a frequent basis and the entry into of such agreements would occur on a recurring basis to regulate their respective rights in the relevant General Partner;
- (d) Category 4A Mandated IPTs: as certain entities within the Mandated Interested Person(s) also manage or operate existing investment portfolios or may do so in the future (“**IP Funds**”), where any member of the EAR Group chooses to invest in such IP Funds, it may invest only in the capacity of a passive investor (including but not limited to an acquisition of interest by way of limited partnership interest). It is an industry norm for affiliated entities of a fund to commit capital to the fund to show third party investors that the investment manager and investment advisor are invested in the fund. Hence, it is necessary for members of the EAR Group to have the ability to invest in the capacity of a passive investor in IP Funds as and when new IP Funds are set up;
- (e) Category 4B Mandated IPTs: as certain entities within the EAR Group also manage or operate investment portfolios or may do so in the future (“**EAR Funds**”), where any member of the Mandated Interested Person(s) chooses to invest in such EAR Funds, it may invest only in the capacity of a passive investor (including but not limited to an acquisition of interest by way of limited partnership interest). It is an industry norm for affiliated entities of a fund to commit capital to the fund to show third party investors that the investment manager and investment advisor are invested in the fund. Hence, it is necessary for EAR Funds to have the ability to obtain investments from any member of the Mandated Interested Person(s) in the capacity of a passive investor in EAR Funds as and when new EAR Funds are set up; and

APPENDIX B – LETTER FROM PPCF TO THE INDEPENDENT DIRECTORS

- (f) Category 5 Mandated IPTs: as part of the ordinary course of business of certain funds managed by the Mandated Interested Persons and/or members of the EAR Group, the funds may enter into co-investment arrangements with third parties in respect of other ventures or the provision of debt financing. In line with industry norm for similarly sized fund managers, it is anticipated that members of the EAR Group and the Mandated Interested Persons may collectively introduce these third parties to any of the funds managed by the Mandated Interested Person(s) and/or members of the EAR Group in exchange for certain introduction fees and performance fees as these third parties are not subject to the fees charged by the investment manager and/or investment advisor to the fund, such fees to be split between such member of the EAR Group and Mandated Interested Person in proportion to the remuneration provided to or by the relevant member of the EAR Group in Category 2A Mandated IPTs, Category 2B Mandated IPTs and Category 3 Mandated IPTs.

7. GUIDELINES AND REVIEW PROCEDURES FOR INTERESTED PERSON TRANSACTIONS

7.1 The Company has established procedures to ensure that the Mandated IPTs are undertaken on an arm's length basis and on normal commercial terms, consistent with the EAR Group's usual business practices and policies, and are no more favourable to the relevant Mandated Interested Person or the relevant member of the EAR Group (as the case may be), having regard to all relevant factors. In particular, the following Review Procedures have been put in place for the respective categories of Mandated IPTs:

(a) Category 1 Mandated IPTs

- (i) In relation to the acquisition or disposition of any interest by any member of the EAR Group in a General Partner, the relevant member of the EAR Group shall evaluate the potential acquisition or disposition according to a set of pre-determined criteria, including but not limited to:
- (A) the amount of the investment or divestment (as the case may be) and the basis for which such investment or divestment amount is calculated; and
 - (B) the rationale behind and/or the benefits to the relevant member of the EAR Group of entering into the acquisition/disposition, including but not limited to the proportionate returns which may accrue to the EAR Group.
- (ii) Pursuant to the evaluation carried out in accordance with paragraph 7.1(a)(i) above, the relevant member of the EAR Group will only enter into such transaction if the terms of the transaction are no more favourable to the Mandated Interested Persons than the usual commercial terms extended to at least two independent third parties.
- (iii) With regard to paragraph 7.1(a)(ii) above, where the relevant member of the EAR Group is, for any reason whatsoever, not able to meaningfully evaluate the terms of the potential Mandated IPT against the usual commercial terms extended to independent third parties, the following review procedures shall apply:
- (A) individual potential Mandated IPTs which are valued below the lower of 5% of the EAR Group's latest consolidated audited NTA or US\$3,000,000 must be reviewed and approved by a majority of the members of the MIC who are not interested in the transaction prior to the entry into of such potential Mandated IPTs; and
 - (B) individual potential Mandated IPTs which are valued at or above the lower of 5% of the EAR Group's latest consolidated audited NTA or US\$3,000,000 must be reviewed and approved unanimously by all members of the Audit Committee who are not interested in the transaction prior to the entry into of such potential Mandated IPTs to ensure that the credit and investment risks related to such Mandated IPTs are not prejudicial to the interests of the Company and its minority shareholders.

APPENDIX B – LETTER FROM PPCF TO THE INDEPENDENT DIRECTORS

(b) Category 2A Mandated IPTs

- (i) In relation to the entry into by any member of the EAR Group of any Investment Advisory Agreement or Investment Management Agreement with a General Partner, the relevant member of the EAR Group shall evaluate the potential Investment Advisory Agreement or Investment Management Agreement according to certain pre-determined criteria, including but not limited to:
 - (A) an acceptable percentage range, which shall always be at least or better than a same-risk same-reward basis, for the fees to be received on an annual basis by the relevant member of the EAR Group as an investment advisor or investment manager;
 - (B) whether or not the fees to be received by the relevant member of the EAR Group are proportionate to the shareholding of any member of the EAR Group in the General Partner, which at the minimum, shall be equal to or more than such fees being received on a same-risk same-reward basis; and
 - (C) other cost-plus quantitative bases, including but not limited to the operational expenses of the relevant member of the EAR Group.
- (ii) The relevant member of the EAR Group will only enter into such Investment Advisory Agreement or Investment Management Agreement with a General Partner provided that the terms of the transaction are no more favourable to the General Partner than the usual commercial terms extended to at least two independent third party general partners.
- (iii) With regard to paragraph 7.1(b)(ii) above, where the relevant member of the EAR Group is, for any reason whatsoever, not able to meaningfully evaluate the terms of the potential Mandated IPT against the usual commercial terms extended to independent third parties, the following review procedures shall apply:
 - (A) individual potential Mandated IPTs which are valued below the lower of 5% of the EAR Group's latest consolidated audited NTA or US\$3,000,000 must be reviewed and approved by a majority of the members of the MIC who are not interested in the transaction prior to the entry into of such potential Mandated IPTs; and
 - (B) individual potential Mandated IPTs which are valued at or above the lower of 5% of the EAR Group's latest consolidated audited NTA or US\$3,000,000 must be reviewed and approved unanimously by all members of the Audit Committee who are not interested in the transaction prior to the entry into of such potential Mandated IPTs.

(c) Category 2B Mandated IPTs

- (i) In relation to the entry into by any member of the EAR Group of any Investment Management Agreement or Investment Advisory Agreement with an investment manager or investment advisor which is a Mandated Interested Person, the relevant member of the EAR Group shall evaluate the potential Investment Management Agreement or Investment Advisory Agreement according to a set of pre-determined criteria, including but not limited to:
 - (A) an acceptable percentage range for the fees, which shall be no better than a same-risk same-reward basis, payable to the Mandated Interested Person as an investment manager or investment advisor;
 - (B) professional experience of the Mandated Interested Person as an investment manager or investment advisor;

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- (C) whether or not the fees payable to the Mandated Interested Person are proportionate to the shareholding of any Mandated Interested Person in the General Partner, which at the maximum, shall be equal to or less than such fees being payable on a same-risk same-reward basis; and
 - (D) other cost-plus quantitative bases, including but not limited to the operational expenses of the Mandated IPT.
- (ii) The relevant member of the EAR Group will only enter into such Investment Management Agreement or Investment Advisory Agreement provided that the terms of the transaction are no more favourable to the potential investment manager or investment advisor than the usual commercial terms extended to at least two independent third party investment managers or investment advisors.
- (iii) With regard to paragraph 7.1(c)(ii) above, where the relevant member of the EAR Group is, for any reason whatsoever, not able to meaningfully evaluate the terms of the potential Mandated IPT against the usual commercial terms extended to independent third parties, the following review procedures shall apply:
 - (A) individual potential Mandated IPTs which are valued below the lower of 5% of the EAR Group's latest consolidated audited NTA or US\$3,000,000 must be reviewed and approved by a majority of the members of the MIC who are not interested in the transaction prior to the entry into of such potential Mandated IPTs; and
 - (B) individual potential Mandated IPTs which are valued at or above the lower of 5% of the EAR Group's latest consolidated audited NTA or US\$3,000,000 must be reviewed and approved unanimously by all members of the Audit Committee who are not interested in the transaction prior to the entry into of such potential Mandated IPTs.
- (d) Category 3 Mandated IPTs
 - (i) In relation to the entry into of any shareholders or joint venture agreement between any member of the EAR Group and a Mandated Interested Person(s), the relevant member of the EAR Group shall evaluate the potential shareholders or joint venture agreement according to a set of pre-determined criteria, including but not limited to:
 - (A) an acceptable percentage range, which shall always be at least or better than a same-risk same-reward basis, for the profit sharing margin between the relevant member of the EAR Group and any Mandated Interested Person(s) shareholder or joint venture partner;
 - (B) professional experience of the Mandated Interested Person(s) shareholder or joint venture partner;
 - (C) whether the risks and rewards are in proportion to the equity of each member of the potential joint venture. For the avoidance of doubt, the relevant member of the EAR Group shall only proceed with the potential joint venture where the risks are less or at least proportional to the equity of each member of the potential joint venture; and
 - (D) other cost-plus quantitative bases.
 - (ii) The relevant member of the EAR Group will only enter into such shareholders or joint venture agreement with a Mandated Interested Person(s) provided that the terms of the agreement are no more favourable to the Mandated Interested Person(s) shareholder or joint venture partner than the usual commercial terms extended to at least two independent third party shareholders or joint venture partners.

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- (iii) With regard to paragraph 7.1(d)(ii) above, where the relevant member of the EAR Group is, for any reason whatsoever, not able to meaningfully evaluate the terms of the potential Mandated IPT against the usual commercial terms extended to independent third parties, the following review procedures shall apply:
 - (A) individual potential Mandated IPTs which are valued below the lower of 5% of the EAR Group's latest consolidated audited NTA or US\$3,000,000 must be reviewed and approved by a majority of the members of the MIC who are not interested in the transaction prior to the entry into of such potential Mandated IPTs; and
 - (B) individual potential Mandated IPTs which are valued at or above the lower of 5% of the EAR Group's latest consolidated audited NTA or US\$3,000,000 must be reviewed and approved unanimously by all members of the Audit Committee who are not interested in the transaction prior to the entry into of such potential Mandated IPTs to ensure that that the credit and investment risks related to such Mandated IPTs are not prejudicial to the interests of the Company and its minority shareholders.
- (e) Category 4A Mandated IPTs
 - (i) In relation to the direct or indirect investment by any member of the EAR Group in any investment fund, such fund being a fund in which any Mandated Interested Person has an interest, the following review procedures shall apply:
 - (A) an investment proposal in respect of each Category 4A Mandated IPT shall be prepared by the investment professionals of TIHIM ("**Investment Proposal**") who shall evaluate the amount of the investment and the basis for which such investment amount is calculated so as to ensure that:
 - (1) where the Mandated Interested Person will not invest in such fund as a limited partner, the terms of the investment by the relevant member of the EAR Group are the same or no less favourable to the relevant member of the EAR Group as compared to the terms extended to at least two independent third party investors; or
 - (2) where the Mandated Interested Person will invest in such fund as a limited partner, the terms of the investment by the relevant member of the EAR Group are the same or no less favourable to the relevant member of the EAR Group as compared to the Mandated Interested Person;
 - (B) where the Investment Proposal is able to be meaningfully evaluated against the usual commercial terms extended to independent third parties or the Mandated Interested Person, each Investment Proposal shall be reviewed and approved by a majority of the members of the MIC who are not interested in the transaction prior to the entry into of such potential Mandated IPTs taking into account, amongst others, the following criteria:
 - (1) the potential growth of the proposed business model;
 - (2) the experience of the management team; and
 - (3) the relevant risk-reward profiles; and
 - (C) if the Investment Proposal is approved by a majority of the members of the MIC who are not interested in the transaction prior to the entry into of such potential Mandated IPTs, the Investment Proposal shall be recommended to the BIC for review and oversight. The BIC shall have the ability to veto any Investment Proposal presented by the MIC.

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- (ii) With regard to paragraph 7.1(e)(i)(A) above, where the relevant member of the EAR Group is, for any reason whatsoever, not able to meaningfully evaluate the terms of the potential Mandated IPT against the usual commercial terms extended to independent third parties or the Mandated Interested Person, the following review procedures shall apply:
 - (A) individual potential Mandated IPTs which are valued below the lower of 5% of the EAR Group's latest consolidated audited NTA or US\$3,000,000 must be reviewed and approved by a majority of the members of the MIC who are not interested in the transaction prior to the entry into of such potential Mandated IPTs; and
 - (B) individual potential Mandated IPTs which are valued at or above the lower of 5% of the EAR Group's latest consolidated audited NTA or US\$3,000,000 must be reviewed and approved unanimously by all members of the Audit Committee who are not interested in the transaction prior to the entry into of such potential Mandated IPTs to ensure that that the credit and investment risks related to such Mandated IPTs are not prejudicial to the interests of the Company and its minority shareholders.
- (f) Category 4B Mandated IPTs
 - (i) In relation to the direct or indirect investment by any Mandated Interested Person in any investment fund, such fund being a fund in which the EAR Group has an interest, the relevant member of the EAR Group shall evaluate the amount of the investment so as to ensure that:
 - (A) where the EAR Group will not invest in such fund as a limited partner, the terms of the investment by Mandated Interested Persons are the same or no more favourable to the Mandated Interested Persons as compared to the terms extended to at least two independent third party investors; or
 - (B) where the EAR Group will invest in such fund as a limited partner, the terms of the investment by Mandated Interested Persons are the same or no more favourable to the Mandated Interested Persons as compared to the terms extended to the relevant EAR Group.
 - (ii) With regard to paragraph 7.1(f)(i) above, where the relevant member of the EAR Group is, for any reason whatsoever, not able to meaningfully evaluate the terms of the potential Mandated IPT against the usual commercial terms extended to independent third parties or the relevant member of the EAR Group, the following review procedures shall apply:
 - (A) individual potential Mandated IPTs which are valued below the lower of 5% of the EAR Group's latest consolidated audited NTA or US\$3,000,000 must be reviewed and approved by a majority of the members of the MIC who are not interested in the transaction prior to the entry into of such potential Mandated IPTs; and
 - (B) individual potential Mandated IPTs which are valued at or above the lower of 5% of the EAR Group's latest consolidated audited NTA must be reviewed and approved unanimously by all members of the Audit Committee who are not interested in the transaction prior to the entry into of such potential Mandated IPTs to ensure that that the credit and investment risks related to such Mandated IPTs are not prejudicial to the interests of the Company and its minority shareholders.

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(g) Category 5 Mandated IPTs

- (i) In relation to the introduction fees and performance fees received by any member of the EAR Group from any Mandated Interested Person or received by any Mandated Interested Person from any member of the EAR Group in connection with the introduction of third party investors to any of the funds managed by the Mandated Interested Persons and/or members of the EAR Group (“**Fee Arrangements**”), the relevant member of the EAR Group shall ensure that the Fee Arrangements are proportionate to the remuneration provided to or by the relevant member of the EAR Group in Category 2A Mandated IPTs, Category 2B Mandated IPTs and Category 3 Mandated IPTs.
- (ii) For the avoidance of doubt, the relevant member of the EAR Group or Mandated Interested Persons shall be paid, in the context of Category 5 Mandated IPTs, according to the percentage split of any fees payable to the relevant member of the EAR Group or Mandated Interested Persons under Category 2A Mandated IPTs, Category 2B Mandated IPTs and Category 3 Mandated IPTs, being the percentage split based on the interest of the relevant member of the EAR Group or the Mandated Interested Persons in the General Partner. As the percentage split of any fees payable to the relevant member of the EAR Group or Mandated Interested Persons under Category 2A Mandated IPTs, Category 2B Mandated IPTs and Category 3 Mandated IPTs would first need to be approved in accordance with its respective review procedure, the Fee Arrangements would in effect have been approved through the similar review procedures.

7.2 Other Review Procedures

The Company has also implemented the following review procedures for the identification of Mandated Interested Persons and the recording of all of the EAR Group’s interested person transactions.

(a) Register of Mandated IPTs

The Company will maintain a register recording (i) all Mandated IPTs; (ii) the amount of monies at risk for the EAR Group in connection with each Mandated IPT; (iii) the basis for determining the transaction amounts / prices (as the case may be); and (iv) supporting evidence obtained to support the aforementioned basis.

(b) Review by Audit Committee

- (i) On a quarterly basis, TIHIM will submit a report to the Audit Committee of all recorded interested person transactions entered into by the EAR Group.
- (ii) The Audit Committee shall review the report referred to in sub-paragraph (b)(i) above to ascertain whether the guidelines and procedures established to monitor Mandated IPTs have been complied with. In addition, the Audit Committee shall also review from time to time such guidelines and procedures to determine if they are adequate and/or commercially practicable in ensuring that transactions between the EAR Group and the Mandated Interested Persons are conducted on normal commercial terms. Further, if during these periodic reviews by the Audit Committee, the Audit Committee is of the view that the guidelines and procedures as stated above are not sufficient or appropriate to ensure that these Mandated IPTs will be on normal commercial terms and will not be prejudicial to the Company and its minority Shareholders, the Company will revert to Shareholders for a fresh mandate based on new guidelines and procedures for transactions with Mandated Interested Persons.
- (iii) In the event that a member of the Board, a member of the Audit Committee, a member of the MIC, a member of the BIC or an authorised reviewing officer (where applicable) has a conflict of interests in relation to any Mandated IPT, he will abstain from reviewing that particular transaction. In such instances, an alternative approving authority will be responsible for reviewing the transaction.

APPENDIX B – LETTER FROM PPCF TO THE INDEPENDENT DIRECTORS

- (iv) The Board will also ensure that all disclosure requirements on Mandated IPTs, including those required by prevailing legislation, the Listing Manual and accounting standards, are complied with.
- (v) The internal audit plan, which shall be renewed once every three years, shall incorporate a review of all Mandated IPTs entered into pursuant to the IPT Mandate on a yearly basis.

8. VALIDITY PERIOD OF THE IPT MANDATE

The IPT Mandate is subject to Shareholders' approval at the EGM. If approved by Shareholders at the EGM, the IPT Mandate will take effect from the passing of the Ordinary Resolution relating thereto as set out in the Notice of Extraordinary General Meeting, and will (unless revoked or varied by the Company in general meeting) continue in force until the conclusion of the next annual general meeting of the Company. Thereafter, approval from Shareholders will be sought for the renewal of the IPT Mandate at each subsequent annual general meeting or EGM (as the case may be) of the Company, subject to satisfactory review by the Audit Committee on the continued application of the IPT Mandate and that the Review Procedures continue to be sufficient to ensure the Mandated IPTs will be carried out on normal commercial terms and will not be prejudicial to the Company and its minority Shareholders.

9. OPINION

In arriving at our opinion in respect of the IPT Mandate, we have considered, *inter alia*, the review procedures set up by the Company, the role of the Audit Committee in enforcing the review procedures for Mandated IPTs pursuant to the IPT Mandate and the rationale for and benefits of the IPT Mandate.

Having regard to the considerations set out in this letter and the information available to us as at the Latest Practicable Date, we are of the opinion that the review procedures set up by the Company under the IPT Mandate in Appendix A to the Circular are sufficient to ensure that the Mandated IPTs will be carried out on normal commercial terms and will not be prejudicial to the interests of the Company and its minority Shareholders.

This letter has been prepared pursuant to Rule 920(1)(b)(v) of the Listing Manual as well as for the use of the Independent Directors in their consideration of the IPT Mandate. The recommendation made by the Independent Directors to the Shareholders in relation to the IPT Mandate shall remain the sole responsibility of the Independent Directors.

Whilst a copy of this letter may be reproduced in Appendix B to the Circular and for any matter in relation to the IPT Mandate, neither the Company nor the Directors may reproduce, disseminate or quote this letter (or any part thereof) for any other purpose at any time and in any manner without the prior written consent of PPCF in each specific case except for the purposes of the extraordinary general meeting of the Company to be held on 11 September 2018 and the IPT Mandate. This opinion is governed by, and construed in accordance with, the laws of Singapore, and is strictly limited to the matters stated herein and does not apply by implication to any other matter.

Yours truly,
For and on behalf of
PRIMEPARTNERS CORPORATE FINANCE PTE. LTD.

MARK LIEW
CHIEF OPERATING OFFICER

NOTICE OF EXTRAORDINARY GENERAL MEETING

TIH LIMITED

(Company Registration Number: 199400941K)
(Incorporated in the Republic of Singapore)

All capitalised terms in this Notice of Extraordinary General Meeting which are not defined herein shall have the same meanings ascribed to them in the Company's circular dated 27 August 2018.

NOTICE IS HEREBY GIVEN that an Extraordinary General Meeting of TIH Limited (the "**Company**") will be held on 11 September 2018 at 10.00 a.m. at Crowne Plaza Changi Airport, Chengal Ballroom 1, Level 1, 75 Airport Boulevard, Singapore 819664, for the purpose of considering and, if thought fit, passing (with or without modifications) the following Resolution which will be proposed as an ordinary resolution:

ORDINARY RESOLUTION

THE PROPOSED ADOPTION OF THE INTERESTED PERSON TRANSACTIONS MANDATE

That:

- (a) approval be and is hereby given, for the purposes of Chapter 9 of the Listing Manual ("**Chapter 9**"), for the Company, its subsidiaries and its associated companies which are entities at risk as defined under Chapter 9, to enter into any of the transactions falling within the types of interested person transactions described in the Appendix A to the Company's Circular to Shareholders dated 27 August 2018 (the "**Appendix A**"), with any person who falls within the classes of interested persons described in the Appendix A, provided that such transactions are made on normal commercial terms and are not prejudicial to the interests of the Company and its minority shareholders and are in accordance with the review procedures for interested person transactions as set out in Appendix A (the "**IPT Mandate**");
- (b) the IPT Mandate shall, unless revoked or varied by the Company in a general meeting, continue in force until the conclusion of the next Annual General Meeting of the Company;
- (c) the Audit Committee of the Company be and is hereby authorised to take such action as it deems proper in respect of such procedures and/or to modify or implement such procedures as may be necessary to take into consideration any amendment to Chapter 9 which may be prescribed by the SGX-ST from time to time; and
- (d) the Independent Directors for the purpose of the IPT Mandate be and are authorised to complete and do all such acts and things (including, without limitation, executing all such documents as may be required) as they may consider expedient or necessary in the interests of the Company to give effect to the IPT Mandate and/or this Resolution.

By Order of the Board

Wang Ya Lun Allen
Director

27 August 2018

NOTICE OF EXTRAORDINARY GENERAL MEETING

Notes:

1.
 - (a) A member of the Company entitled to attend and vote at this meeting is entitled to appoint not more than two proxies to attend, speak and vote in his/her stead. Where such member's instrument of proxy appoints more than one proxy, the proportion of the shareholding concerned to be represented by each proxy shall be specified in the instrument of proxy. If no such proportion or number is specified, the first named proxy may be treated as representing 100 per cent of the shareholding and any second named proxy as an alternate to the first named.
 - (b) Where a member of the Company is a relevant intermediary as defined in Section 181 of the Companies Act, the member is entitled to appoint more than two proxies to exercise all or any of his rights to attend and to speak and vote at the meeting, but each proxy must be appointed to exercise the rights attached to a different Share or Shares held by him (which number and class of Shares shall be specified).
 - (c) A proxy need not be a member of the Company.
2. The instrument of proxy shall be under the hand of the Member, or by its attorney duly authorized in writing, or if the Member is a corporation, under seal or under the hand of its attorney duly authorized in writing. The power of attorney or other authority, if any, under which the instrument of proxy is signed on behalf of the Member or duly certified copy of that power of attorney or other authority (failing previous registration with the Company), shall be attached to the instrument of proxy.
3. A body corporate which is a member may also appoint by resolution of its directors or other governing body, such person as it thinks fit to act as its authorized representative in accordance with its constitution and Section 179 of the Companies Act, Chapter 50 of Singapore.
4. The instrument appointing a proxy or proxies, (together with the power of attorney (if any) under which it is signed or a certified copy thereof), must be deposited at the registered office of the Company at 137 Telok Ayer Street #03-07 Singapore 068602 not less than 72 hours before the time appointed for holding the meeting.

Personal data privacy:

By attending the Meeting and/or any adjournment thereof or submitting an instrument appointing a proxy(ies) and/or representative(s) to attend, speak and vote at the Meeting 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 Meeting (including any adjournment thereof) and the preparation and compilation of the attendance lists, minutes and other documents relating to the Meeting (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**"), (ii) warrants that where the member of the Company discloses the personal data of the member's proxy(ies) and/or representative(s) to the Company (or its agents), the member of the Company 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.

PROXY FORM

TIH LIMITED

(Company Registration Number: 199400941K)
(Incorporated in the Republic of Singapore)

IMPORTANT:

1. For investors who have used their Central Provident Fund ("CPF") monies to buy TIH Limited's shares, this Circular is forwarded to them at the request of the CPF Approved Nominees and is sent solely **FOR INFORMATION ONLY**.
2. This Proxy Form is not valid for use by CPF investors and shall be ineffective for all intents and purposes if used or purported to be used by them.
3. Relevant intermediaries as defined in Section 181 of the Companies Act, Chapter 50 may appoint more than two proxies to attend, speak and vote at the Extraordinary General Meeting.
4. By submitting an instrument appointing a proxy(ies) and or representative(s), a member accepts and agrees to the personal data privacy terms set out in the Notice of Extraordinary General Meeting.

PROXY FORM

(Please see notes overleaf before completing this Form)

I/We, _____

of _____

being a member / members of **TIH LIMITED** (the "Company"), hereby appoint:

Name	NRIC/Passport No.	Proportion of Shareholdings	
		No. of Shares	%
Address			

and/or (delete as appropriate)

Name	NRIC/Passport No.	Proportion of Shareholdings	
		No. of Shares	%
Address			

or failing *him/her/them, the Chairman of the Extraordinary General Meeting of the Company as *my/our *proxy/proxies to attend and to vote for *me/us on *my/our behalf and, if necessary, to demand a poll at the Extraordinary General Meeting of the Company to be held at Crowne Plaza Changi Airport, Chengal Ballroom 1, Level 1, 75 Airport Boulevard, Singapore 819664 on 11 September 2018 at 10.00 a.m. and at any adjournment thereof.

I/We direct my/our proxy/proxies to vote for or against the resolution to be proposed at the Extraordinary General Meeting as indicated hereunder. If no specific direction as to voting is given, the proxy/proxies will vote or abstain from voting at his/her discretion.

No.	Resolutions	To be used for poll	
		No. of Votes For	No. of Votes Against
1	Ordinary Resolution: The Proposed Adoption of the Interested Person Transactions Mandate		

Dated this _____ day of _____ 2018

Total number of Shares in:	No. of Shares
(a) CDP Register	
(b) Register of Members	

Signature of Shareholder(s)
or, Common Seal of Corporate Shareholder

* Please delete accordingly.



PROXY FORM

Notes:

1.
 - (a) A member of the Company entitled to attend and vote at this meeting is entitled to appoint not more than two proxies to attend, speak and vote in his/her stead. Where such member's instrument of proxy appoints more than one proxy, the proportion of the shareholding concerned to be represented by each proxy shall be specified in the instrument of proxy. If no such proportion or number is specified, the first named proxy may be treated as representing 100 per cent of the shareholding and any second named proxy as an alternate to the first named.
 - (b) Where a member of the Company is a relevant intermediary as defined in Section 181 of the Companies Act, the member is entitled to appoint more than two proxies to exercise all or any of his rights to attend and to speak and vote at the meeting, but each proxy must be appointed to exercise the rights attached to a different Share or Shares held by him (which number and class of shares shall be specified).
 - (c) A proxy need not be a member of the Company.
2. The instrument of proxy shall be under the hand of the Member, or by its attorney duly authorized in writing, or if the Member is a corporation, under seal or under the hand of its attorney duly authorized in writing. The power of attorney or other authority, if any, under which the instrument of proxy is signed on behalf of the Member or duly certified copy of that power of attorney or other authority (failing previous registration with the Company) shall be attached to the instrument of proxy.
3. A body corporate which is a member may also appoint by resolution of its directors or other governing body, such person as it thinks fit to act as its authorised representative in accordance with its constitution and Section 179 of the Companies Act, Chapter 50 of Singapore.
4. The instrument appointing a proxy or proxies must be deposited at the registered office of the Company at 137 Telok Ayer Street, #03-07, Singapore 068602 **not less than 72 hours** before the time appointed for the Extraordinary General Meeting.
5. Please insert the total number of Shares held by you. If you have Shares entered against your name on the Depository Register (as defined in the Securities and Futures Act, Chapter 289 of Singapore), you should insert that number of Shares. If you have Shares entered against your name in the Depository Register and registered in your name in the Register of Members, you should insert the aggregate number of shares. If no number is inserted, this instrument of proxy will be deemed to relate to all the Shares held by you.
6. The Company shall be entitled to reject this instrument of proxy if it is incomplete, improperly completed or illegible or where the true intentions of the appointor are not ascertainable from the instructions of the appointor specified in this instrument of proxy. In addition, in the case of members whose Shares are deposited with The Central Depository (Pte) Limited ("**CDP**"), the Company may reject any instrument of proxy lodged if such member is not shown to have Shares entered against his name in the Depository Register as at 72 hours before the time appointed for the holding of the Extraordinary General Meeting as certified by CDP to the Company.

PERSONAL DATA PRIVACY

By submitting an instrument appointing a proxy(ies) and/or representative(s) to attend, speak and vote at the Extraordinary General Meeting and/or 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 or service providers) for the purpose of the processing, administration and analysis by the Company (or its agents or service providers) of proxies and representatives appointed for the Extraordinary General Meeting (including any adjournment thereof) and the preparation and compilation of the attendance lists, minutes and other documents relating to the Extraordinary General Meeting (including any adjournment thereof), and in order for the Company (or its agents or service providers) to comply with any applicable laws, listing rules, take-over rules, regulations and/or guidelines (collectively, the "**Purposes**"), (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 or its service providers), 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 or its service providers) 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.