

THSC INVESTMENTS PTE. LTD.
(Incorporated in the Republic of Singapore)
(Company Registration Number: 201735548R)

11 June 2018

To: Shareholders of Tat Hong Holdings Ltd

Dear Sir/ Madam,

COMPULSORY ACQUISITION OF SHARES IN TAT HONG HOLDINGS LTD (THE “COMPANY”) BY THSC INVESTMENTS PTE. LTD. (THE “OFFEROR”) PURSUANT TO SECTION 215(1) OF THE COMPANIES ACT (CHAPTER 50) OF SINGAPORE (THE “COMPANIES ACT”), AND RIGHTS PURSUANT TO SECTION 215(3) OF THE COMPANIES ACT

1. INTRODUCTION

1.1 **Offer.** We refer to the formal offer document dated 29 March 2018, including the FAA and FAT, and any other document(s) issued by Oversea-Chinese Banking Corporation Limited (“OCBC Bank”), for and on our behalf, to amend, revise, supplement or update such documents (including the letter dated 30 April 2018 from OCBC Bank, for and on our behalf, to Shareholders in relation to the revision of the Offer Price) (the “**Offer Document**”), containing the terms and conditions of the voluntary conditional cash offer (the “**Offer**”) by OCBC Bank, for and on our behalf, to acquire all the issued and paid-up ordinary shares (the “**Shares**”) in the capital of the Company, other than those Shares already held by the Company as treasury shares and those Shares already held, directly or indirectly, by us as at the date of the Offer (the “**Offer Shares**”).

All capitalised terms used and not defined in this letter (this “**Letter**”) shall have the same meanings given to them in the Offer Document, unless otherwise expressly stated or the context otherwise requires.

Please disregard this Letter and the enclosed Form 57 and Form 58 (both as defined herein) if you have already (a) validly accepted the Offer in respect of all your Shares by completing and returning a valid FAA or FAT (as the case may be); or (b) sold all your Shares on the SGX-ST prior to the date of this Letter.

1.2 **Offer Closed.** On 4 June 2018, OCBC Bank announced, for and on our behalf, that the Offer closed at 5.30 p.m. (Singapore time) on 4 June 2018. Accordingly, the Offer is no longer open for acceptance and any acceptances received thereafter will be rejected.

1.3 **Compulsory Acquisition.** As at the date of this Letter, we own, control or have agreed to acquire not less than 90% of the Shares and we, our related corporations and our/their respective nominees did not hold any Shares as at the date of the Offer. Accordingly, we are entitled to, and intend to exercise our right of compulsory acquisition under Section 215(1) of the Companies Act to compulsorily acquire all the Shares of the Shareholders who have not accepted the Offer as at the close of the Offer (the “**Dissenting Shareholders**”) at the Final Offer Price of S\$0.55 in cash for each remaining Share (the aggregate amount payable being the “**Consideration**”).

1.4 **Dissenting Shareholders.** According to the records maintained by The Central Depository (Pte) Limited (“**CDP**”) and/or M & C Services Private Limited (the “**Registrar**”), as the case may be, you did not accept the Offer in respect of your Offer Shares. Accordingly, we are writing to inform you that we are exercising our right of compulsory acquisition under Section 215(1) of

the Companies Act to acquire all the Shares held by you at the Consideration. We enclose, for this purpose, a Notice to Dissenting Shareholder in the form prescribed under the Companies Act ("**Form 57**").

- 1.5 **Consultation.** If you are in any doubt about this Letter, you should consult your stockbroker, bank manager, solicitor, accountant, tax adviser or any other professional adviser immediately.

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

- 2.1 **Compulsory Acquisition.** We will exercise our right of compulsory acquisition to acquire all the Shares held by you on or after 12 July 2018 (the "**Transfer Date**"), being the date falling one (1) month after the date of the Form 57, subject to and on the terms set out in the enclosed Form 57.

- 2.2 **Registration of Transfer.** Upon the payment of the Consideration to the Company on the Transfer Date, the Company will cause to be transferred to us all the Shares held by you and will register us as the holder of all those Shares as soon as practicable. The Consideration will be credited by the Company into a separate bank account and held by the Company in trust for you and paid to you in accordance with the settlement procedures set out in paragraph 2.3 below.

- 2.3 **Settlement.** Subject to and in accordance with the provisions of Section 215(1) of the Companies Act and the terms set out in the enclosed Form 57, as soon as practicable after the Transfer Date:

- (a) if your Shares are held through a Securities Account maintained with CDP, CDP will, on behalf of the Company, despatch remittances in the form of S\$ crossed cheques drawn on a bank in Singapore for the appropriate amounts of the Consideration payable in respect of your Shares to you by ordinary post, at your own risk, to your address as it appears in the records of CDP, or by such other manner as you may have agreed with CDP for the payment of any cash distributions; and
- (b) if your Shares are held in certification form, the Registrar will, on behalf of the Company, despatch a S\$ crossed cheque drawn on a bank in Singapore for the appropriate amount of the Consideration payable to you in respect of your Shares to you by ordinary post, at your own risk, to your address as it appears in the register of members of the Company, as maintained by the Registrar.

- 2.4 **No Action Needed.** No action needs to be taken by you in relation to the Form 57 to entitle you to payment, which will be made to you in accordance with paragraphs 2.2 and 2.3 above.

3. **RIGHTS UNDER SECTION 215(3) OF THE COMPANIES ACT**

- 3.1 **Non-Assenting Shareholder.** Under Section 215(3) of the Companies Act, you have the right to require us to acquire your Shares. In connection therewith, a Notice to Non-Assenting Shareholder in the form prescribed under the Companies Act ("**Form 58**") is enclosed with this Letter. You may, within three (3) months from the date of the Form 58 (that is, by 11 September 2018), require us to acquire your Shares and we shall be entitled and bound to acquire your Shares at the Consideration.

- 3.2 **No Action Needed.** As we will be proceeding to compulsorily acquire your Shares pursuant to Section 215(1) of the Companies Act as described in paragraph 2 above, you

need not take any action in relation to the Form 58. If you wish to exercise your right under Section 215(3) of the Companies Act, you are advised to seek your own independent legal advice.

4. RESPONSIBILITY STATEMENT

The directors of the Offeror and the directors of SCPE (including any who may have delegated detailed supervision of this Letter) have taken all reasonable care to ensure that the facts stated and all opinions expressed in this Letter are fair and accurate and that no material facts have been omitted from this Letter, the omission of which would make any statement in this Letter misleading, and the directors of the Offeror and the directors of SCPE jointly and severally accept responsibility accordingly.

Where any information has been extracted from published or otherwise publicly available sources or obtained from the Company, the responsibility of the directors of the Offeror and the directors of SCPE has been to ensure through reasonable enquiries, that such information has been accurately and correctly extracted from those sources or, as the case may be, accurately reflected or reproduced in this Letter in its proper form and context.

Yours faithfully

For and on behalf of
THSC INVESTMENTS PTE. LTD.

A handwritten signature in blue ink, appearing to be 'Tay Ruixian', written over the company name.

Tay Ruixian, Jeremiah
Director

Enclosed: Form 57 and Form 58