



TSH Corporation Limited

Company Registration No: 200003865N
(Incorporated in the Republic of Singapore)

DISPOSAL OF ENTIRE SHAREHOLDING IN EXPLOMO CONSULTING PTE LTD

1. INTRODUCTION

The Board of Directors of TSH Corporation Limited (the “**Company**” and together with its subsidiaries, the “**Group**”) wishes to announce that the Company has entered into a sale and purchase agreement (the “**SPA**”) with Mr. Ang Han Wee (the “**Purchaser**”) on 29 December 2015 for the sale of its entire shareholding in its wholly-owned subsidiary, Explomo Consulting Pte Ltd (“**EC**”), (the “**Disposal**”) for a consideration of S\$650,000.00 (the “**Consideration**”). The Purchaser is currently an employee of EC and is not related to any of the substantial shareholder or Directors of the Company.

2. ABOUT EXPLOMO CONSULTING PTE LTD

Explomo Consulting Pte Ltd is engaged in events management services. Based on the latest announced unaudited results of the Group for the six (6) months ended 30 June 2015 (“**HY2015**”), the net assets value and net tangible assets of EC amounted to approximately S\$150,000, and the net profit attributable to EC amounted to \$0.13 million. No valuation was undertaken on EC.

3. PRINCIPAL TERMS OF THE SPA

The Consideration was based on arm’s length negotiations and was arrived at on a willing-buyer willing-seller basis after taking into consideration the latest book value of EC.

Under the terms of the SPA, the Consideration is payable in cash. The Purchaser has settled the Consideration on the date of this SPA, pursuant to which the Disposal has been completed

4. RATIONALE FOR THE DISPOSAL AND USE OF PROCEEDS

The Disposal is in line with the Group’s plan to focus its resources on the scalable core businesses. In addition, the Disposal offers an opportunity for the Group to unlock the value of EC above its book value and in turn enhance shareholders’ value.

The Company intends to use the proceeds from the Disposal for working capital of its core businesses.

5. RELATIVE FIGURES UNDER RULE 1006 OF THE CATALIST RULES

The relative figures computed on the bases set out in Rule 1006 of the Listing Manual: Section B: Rules of Catalist of the Singapore Exchange Securities Trading Limited (the “**SGX-ST**”) (“**Catalist Rules**”) in respect of the Disposal, based on the unaudited consolidated financial statements of the Group for HY2015 are as follows:

	Relative Figure
Rule 1006(a)	
The net asset value of EC of \$0.15 million, compared with the Group net asset value of \$45.23 million.	0.33%
Rule 1006(b)	
The net profit attributable to EC of \$0.13 million, compared with the Group net loss of \$0.80 million.	Not meaningful ⁽¹⁾
Rule 1006(c)	
The aggregate value of the Consideration received of \$0.65 million, compared with the Company’s market capitalisation of \$16.49 million ⁽²⁾ based on the total number of issued shares excluding treasury shares	3.94%
Rule 1006(d)	
The number of equity securities issued by the Company as consideration for the acquisition, compared with the number of equity securities previously in issue.	Not applicable
Rule 1006(e)	
The aggregate volume or amount of proved and probable reserves to be disposed of, compared with the aggregate of the Group’s proven and probable reserves.	Not applicable

Notes:

(1) Not meaningful as it is negative.

(2) 240,443,565 shares, being the number of the Company’s issued shares multiplied by the volume weighted average price of the Company’s shares of \$0.0686 on 11 December 2015, being the market day preceding the date of the SPA on which shares of the Company were traded on the SGX-ST.

As the relative figures computed under Rule 1006(b) of the Catalist Rules is negative, the Company had, pursuant to Rule 1007(1), consulted the SGX-ST on the application of Chapter 10 of the Catalist Rules to the Disposal. Following the consultation, the Disposal constitutes a discloseable transaction under Chapter 10 of the Catalist Rules and does not require shareholders’ approval.

6. FINANCIAL EFFECTS OF THE DISPOSAL

Based on the unaudited consolidated financial statements of the Group for HY2015, the Consideration represents an excess of approximately S\$0.50 million over the unaudited book value of EC as at 30 June 2015 and is expected to result in a net gain on Disposal of approximately S\$0.50 million.

The financial effects of the Disposal as set out below are strictly for illustrative purposes and do not necessarily reflect the actual financial position and results of the Group following the completion of the Disposal.

The financial effects of the Disposal are computed based on the audited consolidated financial statements of the Group for the financial year ended 31 December 2014 (“FY2014”).

(a) Net Tangible Assets (“NTA”) per Share

Assuming that the Disposal had been completed on 31 December 2014, the proforma effect on the NTA per share of the Group as at 31 December 2014 would be as follows:

	Before the Disposal	After the Disposal
NTA (S\$'000)	43,981	44,610
Number of shares	240,443,565	240,443,565
NTA per share (cents)	18.29	18.55

(b) Earnings per Share (“EPS”)

Assuming that the Disposal had been completed on 1 January 2014, the proforma effect on the EPS of the Group for FY2014 would be as follows:

	Before the Disposal	After the Disposal
Profit attributable to shareholders of the Company (S\$'000)	1,043	1,672
Weighted average number of shares	240,443,565	240,443,565
EPS (cents)	0.43	0.70

7. DIRECTORS’ SERVICE CONTRACT

No person is proposed to be appointed as a director of the Company in connection with the Disposal. Accordingly, no service contract is proposed to be entered into between the Company and any such person.

8. **INTERESTS OF DIRECTORS AND CONTROLLING SHAREHOLDERS**

None of the Directors or controlling shareholders of the Company has any interest, direct or indirect, in the Disposal (other than through their interests in the shares of the Company).

9. **DOCUMENTS FOR INSPECTION**

A copy of the SPA is available for inspection during normal business hours at the Company's office address at 62 Burn Road #06-01 TSH Centre Singapore 369976 for three (3) months from the date of this announcement.

By Order of the Board

Anthony Lye Chee Fei
Chief Executive Officer
29 December 2015

This announcement has been prepared by the Company and its contents have been reviewed by the Company's Sponsor, SAC Capital Private Limited ("**Sponsor**"), for compliance with the relevant rules of the Singapore Exchange Securities Trading Limited ("**Exchange**"). The Sponsor has not independently verified the contents of this announcement.

This announcement has not been examined or approved by the Exchange and the Exchange assumes no responsibility for the contents of this announcement, including the correctness of any of the statements or opinions made or reports contained in this announcement.

The contact person for the Sponsor is Ms Tan Pei Woon (Tel: (65) 6532 3829) at 1 Robinson Road, #21-02 AIA Tower, Singapore 048542.