

VOLUNTARY CONDITIONAL CASH OFFER

by

ASIAN CORPORATE ADVISORS PTE. LTD.

(Company Registration No. 200310232R)
(Incorporated in Singapore)

for and on behalf of

THC VENTURE PTE. LTD.

(Company Registration No. 202205146H)
(Incorporated in Singapore)

to acquire all the issued and paid-up ordinary shares in the capital of

T T J HOLDINGS LIMITED

(Company Registration No. 199204617M)
(Incorporated in Singapore)

10 June 2022

To : **The Shareholders of T T J Holdings Limited**

Dear Sir / Madam

NOTIFICATION OF ELECTRONIC DISSEMINATION OF OFFER DOCUMENT AND RELATED DOCUMENTS (THE “NOTIFICATION”)

Unless otherwise defined herein, capitalised terms used in the Notification shall have the same meanings as defined in the Offer Document (as defined herein).

1. Asian Corporate Advisors Pte. Ltd. (“**ACA**”) refers to the announcement released on 20 May 2022, for and on behalf of THC Venture Pte. Ltd. (the “**Offeror**”), in relation to the voluntary conditional cash offer (the “**Offer**”) to acquire all the issued and paid-up ordinary shares (the “**Shares**”) in the capital of T T J Holdings Limited (the “**Company**”) (excluding any Shares held in treasury) as at the date of the Offer (the “**Offer Shares**”) in accordance with Rule 15 of the Singapore Code on Take-overs and Mergers (the “**Code**”).
2. ACA has today issued the offer document dated 10 June 2022 (the “**Offer Document**”) and its related documents for and on behalf of the Offeror. Pursuant to the Public Statement on the Further Extension of the Temporary Measure to allow for Electronic Despatch of Take-over Documents under the Code issued by the Securities Industry Council on 29 June 2021, the Offeror has opted to electronically disseminate the Offer Document containing the terms and conditions of the Offer and enclosing the Acceptance Forms (as defined herein). Accordingly, please note that no printed copies of the Offer Document will be despatched to the Shareholders.
3. The electronic version of the Offer Document is located on the SGXNET announcement page of the Company. To obtain an electronic copy of the Offer Document and related documents, you may directly access the Company’s announcement page on the website of the SGX-ST by scanning the following QR code:



Alternatively, please access the Company's announcement page on the website of the SGX-ST at www.sgx.com and select the section "**Securities**", select "**Company Information**" and then "**Company Announcements**" from the dropdown menu list and type the name of the Company: "**T T J HOLDINGS LIMITED**" in the box titled "**Filter by Company/Security Name**". "**T T J HOLDINGS LIMITED**" will appear as a drop-down item below the filter box.

Thereafter, please select the announcement dated 10 June 2022 titled "**[Voluntary Conditional Cash Offer – Electronic Dissemination of Offer Document]**". The Offer Document, the Acceptance Form and its related documents can be accessed by clicking on the link under the section titled "**Attachments**" at the bottom of the announcement.

4. The Offer Document and its related documents may also be accessed on the Company's website at the following URL: www.ttj.com.sg, selecting the section "News Room", and thereafter selecting the announcement dated 10 June 2022 titled "**[Voluntary Conditional Cash Offer – Electronic Dissemination of Offer Document]**".
5. Printed copies of the Notification sent to you would also be accompanied by a pre-addressed envelope (in which it is your responsibility to affix adequate postage on the said envelope), together with:
 - (a) the Form of Acceptance and Authorisation for Offer Shares ("**FAA**") for Depositors who wish to accept the Offer in respect of all or part of the total number of Offer Shares standing to the credit of the "Free Balance" of their Securities Account; or
 - (b) the Form of Acceptance and Transfer for Offer Shares ("**FAT**") for Shareholders who wish to accept the Offer in respect of all or part of the total number of Offer Shares represented by share certificate(s) which have not been deposited with The Central Depository (Pte) Limited ("**CDP**"),

(the FAA and FAT collectively, the "**Acceptance Forms**").

If your Offer Shares are deposited with CDP and you do not receive the FAA, you may obtain a copy of such FAA, upon production of satisfactory evidence that you are a Shareholder, from CDP by contacting CDP's Customer Service Hotline at +65 6535 7511 during their operating hours or emailing CDP at asksgx@sgx.com for instructions on how to obtain a copy of the FAA.

If you are a scrip holder and you do not receive the FAT, you may obtain a copy of such FAT, upon production of satisfactory evidence that you are a Shareholder, from the Registrar, B.A.C.S. Private Limited, at its office located at 77 Robinson Road #06-03, Robinson 77, Singapore 068896.

Electronic copies of the Acceptance Forms may also be obtained on the website of the SGX-ST at <https://www.sgx.com>, in the manner set out in paragraph 3 above.

6. **ACCEPTANCE**

If you wish to accept the Offer, you should complete and sign the relevant enclosed Acceptance Form, and deliver the completed and signed original relevant Acceptance Form in its entirety (no part may be detached or otherwise mutilated), and other relevant document(s) as required in the Offer Document:

- (a) if you hold Offer Shares deposited with CDP:
 - (i) **in physical form**, after signing the FAA in accordance with the Offer Document and the instructions printed on the FAA and delivering the completed and signed FAA (no part may be detached or otherwise mutilated) by post, in the enclosed pre-addressed envelope at your own risk, to THC Venture Pte. Ltd. c/o The Central Depository (Pte) Limited at Robinson Road Post Office, P.O. Box 1984, Singapore 903934; or
 - (ii) **in electronic form**, via SGX-ST's Investor Portal at <https://investors.sgx.com>, (in respect of individual and Joint-Alt account holders only). Depositors who are corporations or Joint-And account holders cannot submit their FAA in electronic form and should sign the enclosed FAA per its/their signing mandate and where appropriate, affix its common seal to the FAA in accordance with its constitution or relevant constitutive documents; or

(b) if you hold Offer Shares in scrip form:

- (i) **by hand**, to THC Venture Pte. Ltd. c/o The Share Registrar, B.A.C.S. Private Limited at 77 Robinson Road #06-03, Robinson 77, Singapore 068896; or
- (ii) **by post**, in the enclosed pre-addressed envelope at your own risk, to THC Venture Pte. Ltd. c/o The Share Registrar, B.A.C.S. Private Limited at 77 Robinson Road #06-03, Robinson 77, Singapore 068896,

in each case, so as to arrive **NOT LATER THAN 5.30 P.M. (SINGAPORE TIME) ON 8 JULY 2022** or such later date(s) as may be announced from time to time by or on behalf of the Offeror.

Please use the enclosed pre-addressed envelope. It is your responsibility to affix adequate postage on the said envelope. Proof of posting is not proof of receipt by the Offeror at the above addresses. Settlement of the consideration under the Offer will be subject to, amongst other things, the receipt of all relevant documents, properly completed and delivered.

The procedures for acceptance of the Offer are also set out in Appendix B to the Offer Document and in the accompanying FAA and/or FAT (as applicable).

CPFIS Investors and SRS Investors should receive further information on how to accept the Offer from their respective CPF Agent Banks and SRS Agent Banks (as the case maybe) directly.

7. OVERSEAS SHAREHOLDERS

The Notification does not constitute an offer to sell or the solicitation of an offer to subscribe for or buy any security, nor is it a solicitation of any vote or approval in any jurisdiction, nor shall there be any sale, issuance or transfer of the securities referred to in the Notification in any jurisdiction in contravention of applicable laws.

The Offer is made solely by the Offer Document and the relevant Acceptance Form accompanying the Offer Document, which contain the full terms and conditions of the Offer, including details of how the Offer may be accepted.

The availability of the Offer to Overseas Shareholders may be affected by the laws of the relevant overseas jurisdictions. Accordingly, any Overseas Shareholder should inform himself about and observe any applicable legal requirements. **Where there are potential restrictions on sending the Notification, the Offer Document, the Acceptance Forms and/or any related documents to any overseas jurisdictions, the Offeror, ACA, CDP and the Registrar each reserves the right not to send these documents to Shareholders in such overseas jurisdictions.**

For the avoidance of doubt, the Offer is open to all Shareholders, including those to whom the Notification, the Offer Document, the Acceptance Forms and/or any related documents have not been, or may not be, sent.

Copies of the Notification, the Offer Document, the Acceptance Forms and/or any other formal documentation relating to the Offer are not being, and must not be, directly or indirectly, mailed or otherwise forwarded, distributed or sent in or into or from any Restricted Jurisdiction and will not be capable of acceptance by any such use, means, instrumentality or facility within any Restricted Jurisdiction and persons receiving such documents (including custodians, nominees and trustees) must not mail or otherwise forward, distribute or send them in or into or from any Restricted Jurisdiction.

Overseas Shareholders may (subject to compliance with applicable laws) obtain electronic copies of this Notification, the Offer Document, the Acceptance Forms and/or any related documents from the website of the SGX-ST at <https://www.sgx.com>.

It is the responsibility of any Overseas Shareholder who wishes to (a) request for the Notification, the Acceptance Forms and/or any related documents; and/or (b) accept the Offer, to satisfy himself as to the full observance of the laws of the relevant jurisdiction in that connection, including the obtaining of any governmental or other consent which may be required, and compliance with all necessary formalities or legal requirements and the payment of any taxes, imposts, duties or other requisite payments due in such jurisdiction. Such Overseas Shareholder shall be liable for any such taxes, imposts, duties or other requisite payments payable and the Offeror, its related corporations, ACA, CDP, the Registrar and any person acting on their behalf shall be fully indemnified and held harmless by such Overseas Shareholder for any such taxes, imposts, duties or other requisite payments as the Offeror, its related corporations, ACA, CDP, the Registrar and any person acting on their behalf may be required to pay. In (i) requesting for the Notification, the Acceptance Forms and/or any related documents; and/or (ii) accepting the Offer, each Overseas Shareholder represents and warrants to the Offeror and ACA that he is in full observance of the laws of the relevant jurisdiction in that connection, and that he is in full compliance with all necessary formalities or legal requirements. **Any Overseas Shareholder who is in any doubt about his position should consult his professional adviser in the relevant jurisdiction.**

Further details in relation to Overseas Shareholders will be contained in the Offer Document.

8. **INDEPENDENT ADVICE**

In preparing the Offer Document and its related documents, the Offeror has not had regard to the general or specific investment objectives, tax position, risk profiles, financial situation or particular needs and constraints of any individual Shareholder.

The views of the directors of the Company who are considered independent for the purposes of the Offer (the **"Independent Directors"**) and the independent financial adviser to the Independent Directors on the Offer will be made available by the Company to Shareholders in the circular to be despatched by the Company within 14 days after the Despatch Date. Shareholders should consider their advice before taking any action in relation to the Offer.

If any Shareholder is in any doubt about the Offer or the action he/she/it should take, he/she/it should consult his/her/its stockbroker, bank manager, solicitor, accountant, tax adviser or other professional adviser immediately.

9. **RESPONSIBILITY STATEMENT**

The sole director of the Offeror (who may have delegated detailed supervision of the Notification) has taken all reasonable care to ensure that the facts stated and opinions expressed in the Notification are fair and accurate and that there are no material facts that are not contained in this Notification, the omission of which would make any statement in the Notification misleading and accepts responsibility accordingly.

Where any information has been extracted or reproduced from published or otherwise publicly available sources or obtained from the Company, the sole responsibility of the sole director of the Offeror has been to ensure, through reasonable enquiries, that such information is accurately and correctly extracted from such sources or, as the case may be, reflected or reproduced in the Notification.

Issued by
ASIAN CORPORATE ADVISORS PTE. LTD.

For an on behalf of
THC VENTURE PTE. LTD.

Any inquiries relating to this Offer Document or the Offer should be directed during office hours to the ACA helpline at (65) 6221 0271.