

TRANSIT-MIXED CONCRETE LTD

Company Registration No. 197902587H
(Incorporated In The Republic Of Singapore)

GRANT OF WAIVER FROM SEEKING SHAREHOLDERS' APPROVAL ON THE COMPANY'S PROPOSED DISPOSAL OF PT ATMC UNDER RULE 1007(1) OF THE SINGAPORE EXCHANGE SECURITIES TRADING LIMITED (THE "SGX-ST") LISTING MANUAL

1. Introduction

The Board of Directors of Transit-Mixed Concrete Ltd (the "Company", together with its subsidiaries, the "Group") refers to the Company's announcement on 7 June 2021 which states the Company has entered into a sale and purchase agreement in accordance to the provisions of the existing shareholders agreement with PT Acset Indonusa, Tbk ("PT ACSET" or the "Purchaser"). The Company has exercised its put option to dispose the Company's entire 45% of the issued and paid-up capital ("Sales Shares") of PT ATMC Pump Services ("PT ATMC") (the "Proposed Disposal") to the Purchaser and the Purchaser has agreed to acquire the Sales Shares.

2. Waiver Sought With SGX-ST

On 9 June 2021, the Company had sought the SGX-ST's guidance pursuant to Rule 1007(1) on the classification of the Proposed Disposal under Chapter 10 of the SGX-ST Listing Manual, as the relative figures computed pursuant to Rule 1006(b) (as set out in our announcement dated 7 June 2021) involve a negative figure. The Company sought the SGX-ST's approval for waiver from the requirement to obtain shareholders' prior approval for the Proposed Disposal (the "Waiver").

The Board wishes to announce that the Company had received a letter from the SGX-ST on 16 July 2021, granting the approval for the Waiver, subject to the following conditions:

(a) the Company announcing the Waiver granted, the reasons for seeking the Waiver, the conditions as required under Mainboard Listing Rule 107 and if the Waiver conditions have been satisfied. If the Waiver conditions have not been met on the date of the announcement, the Company must make an update announcement when the conditions have all been met; and

(b) the Board of Directors' confirmation that the Waiver will not be in contravention of any laws and regulations governing the Company and its constitution (or the equivalent in the Company's country of incorporation).

3. Reasons For Seeking The Waiver

The Waiver was sought for the following reasons:

(a) The Proposed Disposal would allow the Group to exit from a loss-making investment caused by the COVID-19 pandemic situation. It would be prudent for the Group to realize the Proposed Disposal and re-deploy the proceeds to potentially higher yielding assets to optimize returns to the shareholders of the Company;

(b) PT ATMC is not a core asset of the Company and it is not critical to the Company's core operations. Additionally, the Company has no management control over the business affairs of PT ATMC; and

(c) The loss on the Proposed Disposal of approximately S\$11,704 is not expected to have a material impact on the Company's consolidated net tangible assets or earnings per share for the financial year ending 28 February 2022.

4. Board's Confirmation

The Board of Directors confirms that:

(a) the Waiver conditions have been satisfied and have been met on the date of this announcement; and

(b) the Waiver will not be in contravention of any laws and regulations governing the Company and its constitution.

5. Waiver From EGM

As the SGX-ST has granted the Waiver to the Company, the Company will not be convening an extraordinary general meeting to seek shareholder's approval for the Proposed Disposal and accordingly, will not be dispatching a circular to shareholders in relation thereto.

By Order of the Board
Transit-Mixed Concrete Ltd

Submitted by Chen Lee Lee, Company Secretary on 19/7/2021