
**VOLUNTARY CONDITIONAL OFFER BY ASIAN CORPORATE ADVISORS PTE. LTD.
FOR AND ON BEHALF OF THC VENTURE PTE. LTD.**

**– NOTICE TO SHAREHOLDERS REGARDING ELECTRONIC DISSEMINATION
OF OFFEREE CIRCULAR**

Board of Directors:

Mr Teo Hock Chwee (*Executive Chairman*)
Ms Chiong Su Been (*Executive Director and Chief Financial Officer*)
Mr Lim Yian Poh (*Lead Independent Director*)
Mr Ling Chien Yien (*Independent Director*)
Mr Leong Yee Yew (*Independent Director*)

Registered Office:

57 Pioneer Road
Singapore 628508

24 June 2022

To: The Shareholders of T T J Holdings Limited

Dear Sir/Madam,

1. The Board of Directors (the “**Board**”) of T T J Holdings Limited (the “**Company**”, and together with its subsidiaries, the “**Group**”) refers to:
 - (a) the offer announcement (the “**Offer Announcement**”) issued on 20 May 2022 by Asian Corporate Advisors Pte. Ltd. (“**ACA**”) for and on behalf of THC Venture Pte. Ltd. (the “**Offeror**”) relating to, *inter alia*, a voluntary conditional offer (the “**Offer**”) for all the issued and paid-up ordinary shares (the “**Shares**”) in the capital of the Company (excluding any Shares held by the Company in treasury) as at the date of the Offer in accordance with Rule 15 of the Singapore Code on Take-overs and Mergers (the “**Code**”);
 - (b) the announcement dated 21 May 2022 made by the Company in response to the Offer Announcement;

- (c) the announcement dated 1 June 2022 made by the Company in relation to the appointment of ZICO Capital Pte. Ltd. as the independent financial adviser (the “**IFA**”) to advise the directors of the Company who are considered independent for the purposes of the Offer under the Code (the “**Recommending Directors**”) for the purposes of making a recommendation to the Shareholders in connection with the Offer;
- (d) the offer document dated 10 June 2022 issued by ACA for and on behalf of the Offeror setting out the full terms and conditions of the Offer (the “**Offer Document**”);
- (e) the announcement dated 10 June 2022 made by the Company in relation to the despatch of the Offer Document;
- (f) the news release by the Singapore Exchange Securities Trading Limited (“**SGX-ST**”) on 6 May 2020 announcing that the Monetary Authority of Singapore (“**MAS**”), the Securities Industry Council (“**SIC**”) and the Singapore Exchange Regulation (“**SGX RegCo**”) have introduced temporary measures to allow, with immediate effect until 30 September 2020, listed issuers and parties involved in take-over or merger transactions the option to electronically disseminate take-over documents through publication on SGXNET and their corporate websites, thereby dispensing with the need to despatch hardcopy documents related to such take-over or merger transactions as required under the Securities and Futures Act 2001, the Code and the Singapore Exchange Listing Rules;
- (g) the joint statement by the MAS, SIC and SGX RegCo on 29 September 2020, announcing that listed issuers and parties involved in take-over or merger transactions will continue to have the option to electronically disseminate take-over documents through publication on SGXNET and their corporate websites for another nine (9) months, until 30 June 2021; and
- (h) the joint statement by the MAS, SIC and SGX RegCo on 29 June 2021 announcing that listed issuers and parties involved in take-over or merger transactions will continue to have the option to electronically disseminate take-over documents through publication on SGXNET and their corporate websites beyond 30 June 2021, until revoked or amended by MAS, SIC and SGX RegCo. It was announced that at least six (6) months’ advance notice will be given before the temporary measure ceases to be available.

Unless otherwise defined, all capitalised terms used herein shall have the meanings ascribed in the aforesaid announcements and documents.

2. The Company has today issued the offeree board circular dated 24 June 2022 (the “**Offeree Circular**”). The Offeree Circular contains, *inter alia*, the advice of the IFA to the Recommending Directors, and the recommendation of the Recommending Directors in respect of the Offer.
3. **The Company has opted for electronic dissemination of the Offeree Circular. Please note that no printed copies of the Offeree Circular will be despatched to Shareholders.**
4. The Offeree Circular has, as of the date of this notice to shareholders (“**Notice to Shareholders**”), been made available on the SGXNET announcement page of the Company. To access the electronic version of the Offeree Circular, please access the SGXST’s website at <https://www.sgx.com> and select the section “**Securities**”, choose “**Company Information**” and then “**Company Announcements**” from the drop-down 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 an item below the filter box. Please click it to see a list of the announcements made by the Company and select the title of the announcement on the 24 June 2022 entry. The Offeree Circular can be accessed by clicking on the link under the section titled “Attachments” at the bottom of the 24 June 2022 announcement.
5. The Offeree Circular is available on the corporate website of the Company at <http://www.ttj.com.sg/newsroom/>. Thereafter, select the link titled “Voluntary Conditional Cash Offer – Offeree Circular” to access the Offeree Circular.
6. Should you have any question or require any clarification on the above, you may write to the Company at ttjde@ttj.com.sg.
7. The Company has also today despatched a printed copy of this Notice to Shareholders.
8. **The Offeree Circular requires the immediate attention of Shareholders. Shareholders should read and consider carefully the advice of the IFA to the Recommending Directors as well as the recommendations of the Recommending Directors as set out in the Offeree Circular before deciding whether or not to accept the Offer. Shareholders who are in doubt as to the action they should take should consult their stockbroker, bank manager, solicitor or other professional advisers immediately.**
9. **Closing Date**

Shareholders should note that pursuant to the Offer Document, the Offer will close at **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.

10. **Directors' Responsibility Statement**

The Directors of the Company (including those who have delegated detailed supervision of this Notice to Shareholders) have taken all reasonable care to ensure that the facts stated in this Notice to Shareholders are fair and accurate and that no material facts have been omitted from this Notice to Shareholders (the omission of which would render any statement in this Notice to Shareholders misleading in any material aspect), and they jointly and severally accept responsibility accordingly. Where any information has been extracted or reproduced from published or otherwise publicly available sources (including, without limitation, the Offer Document, the Offer Announcement and any other announcements made by or on behalf of the Offeror), the sole responsibility of the Directors of the Company has been to ensure that such information has been accurately and correctly extracted from such sources and/or reproduced in this Notice to Shareholders in its proper form and context.

BY ORDER OF THE BOARD

Mr Lim Yian Poh
Lead Independent Director
24 June 2022