TIH LIMITED

("Company" or "TIH")

Incorporated in the Republic of Singapore

Unique Entity Number: 199400941K

RESPONSE TO QUERIES RAISED BY SGX RegCo ON ANNUAL REPORT 2020

In response to queries raised by the SGX RegCo on the Annual Report for the financial year ended 31 December 2020, the Board of Directors of the Company wish to announce the following : -

SGX RegCo's query (1)

We refer to the interested person transactions table disclosed in the FY2020 annual report. We note the $63,151,000 worth of interested person transactions conducted under shareholders' mandate pursuant to Rule 920 in the listing manual of SGX-ST in relation to the Vasanta Fund and advisory fee payable pursuant to the ASM Connaught House Fund III. Please provide a breakdown of how $63,151,000 was computed. The breakdown should separately identify the capital flows into each different fund.

Company's Response

Name of interested person	***Details***	***Aggregate value of all interested person transactions conducted under shareholders' mandate pursuant to Rule 920 in the listing manual of SGX-ST (excluding transactions less than S$100,000) S$'000***
ASM Connaught House Fund III	*Fees paid to TIH Investment Management Pte Ltd ("**TIHIM**")*	*1,097*
Vasanta Fund 1 SP [(1)]	*Class A Participating Shares allotted to Killian Court Pte. Ltd.* [(1)]	*20,532*
	Class A Participating Shares allotted to Vasanta Cornerstone Capital [(2)]	*41,064*
	Fees paid to TIHIM [(3)]	*382*
	Performance incentives of Vasanta Fund paid to Two Coopers Road Limited [(4)]	*76*
	Total	***63,151***

Notes:

(1) On 18 May 2020, the Company announced that it had established a new Asian active engagement fund, being the Vasanta Fund. The Company through its wholly-owned subsidiary, Killian Court Pte. Ltd. has committed US$15 million (which is approximately S$20,532,000 based on an exchange rate of US$1 :

*S$1.3688 as at 30 September 2020) in Vasanta Fund 1 SP, a segregated portfolio of the Vasanta Fund SPC ("**VF SPC**"). Of the US$15 million, an aggregate of US$13 million (which is approximately S$17,967,000 based on an average exchange rate of US$1 : S$1.3821 as at 22 September 2020) has been paid up by Killian Court Pte. Ltd..*

(2) Vasanta Cornerstone Capital is a joint venture entity set up by Two Coopers Road Limited, an indirect wholly owned subsidiary of Argyle Street Management Holdings Limited and Vasanta Asia Pte. Ltd.. Vasanta Cornerstone Capital has committed US$30 million (which is approximately S$41,064,000 based on an exchange rate of US$1 : S$1.3688 as at 30 September 2020) in Vasanta Fund 1 SP. Of the US$30 million, an aggregate of US$26 million (which is approximately S$35,935,000 based on an average exchange rate of US$1 : S$1.3821 as at 22 September 2020) has been paid up by Vasanta Cornerstone Capital.

*(3) VF SPC is an open-ended segregated portfolio company incorporated with limited liability under the laws of the Cayman Islands. VF SPC is set up as a feeder fund and all or substantially all of its assets, to the extent not retained in cash or cash equivalents, will be invested in redeemable preference shares of Vasanta Master Fund Pte. Ltd. ("**Singapore MF**"), a private limited company incorporated in Singapore. Singapore MF is managed by TIHIM, a wholly owned subsidiary of the Company and holder of capital markets services licence for fund management under the Securities and Futures Act (Chapter 289 of Singapore). Accordingly, TIHIM received fees for the investment management services provided to Singapore MF.*

(4) Two Coopers Road Limited, together with another third party investor, subscribed for special allocation shares in the capital of VF SPC which conferred each party a right to receive performance incentives from the Vasanta Fund.

Each of the above interested person transactions are disclosed in the Company's announcement dated 18 May 2020.

SGX RegCo's query (2)

Listing Rule 710 requires issuers to explicitly state, when deviating from the provisions prescribed in the Code of Corporate Governance 2018 (the "Code"), an explanation on how the practices it had adopted are consistent with the intent of the relevant principle. We note that the Company had not complied with Provision 2.4 of the Code as you have not disclosed your board diversity policy and progress made towards implementing the board diversity policy, including objectives, and there were no explanations provided for in your FY2020 annual report on how it is consistent with the intent of Principle 2 of the Code. Please clarify how the practices the Company had adopted are consistent with the intent of Principle 2 of the Code, which requires the Board to have an appropriate level of independence and diversity of thought and background in its composition to enable it to make decisions in the best interest of the Company.

Company's Response

As disclosed in page 70 of the Annual Report, the Board is of the view that gender plays an important aspect of diversity and when a Board vacancy arises, the Board will as far as possible, include suitable female candidates for consideration by the NC/NRC (from FY2021). Currently, the Board comprises 8 male directors (88.89%) and 1 female director (11.11%).

Each of the Board Committees is chaired by the Independent Non-executive Director with their professional background and expertise as disclosed in pages 85 to 88 of the Annual Report. Every year, the NC/NRC (from FY2021) conducts its review of the composition of the Board, which comprises members of both genders and from different backgrounds whose core competencies, qualifications, skills and experiences, met with the requirement of the Group. The NC/NRC (from FY2021) is satisfied that the Board has the appropriate mix of expertise and experience, and collectively possesses the necessary core competencies to lead and govern the Group effectively. In particular, the Non-executive Directors, who are mostly professionals in their selected fields, are able to take a broader view of the Group's activities, contribute their valuable experience and provide independent judgement during the Board's deliberation on the Group's matters.

In view of the foregoing, the Board is of the view that the Board's composition has an appropriate level of independence and diversity of thought and background to enable it to make decisions in the best interests of the Company and its shareholders as a whole, consistent with the intent of Principle 2 of the Code.

BY ORDER OF THE BOARD
TIH Investment Management Pte. Ltd.
for and on behalf of TIH Limited
Allen Wang
CEO

19 April 2021