



TSH Corporation Limited
(Company Registration Number: 200003865N)
(Incorporated in the Republic of Singapore)

PROPOSED ACQUISITION OF THE ENTIRE ISSUED AND PAID-UP SHARE CAPITAL OF SLOSHED! PTE. LTD.

- LODGEMENT AND DESPATCH OF CIRCULAR**
- RECEIPT OF LISTING AND QUOTATION NOTICE
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1. INTRODUCTION

The Board of Directors (the “**Board**”) of TSH Corporation Limited (the “**Company**”) refers to the Company’s announcements on 31 August 2018, 23 November 2018 and 28 December 2018 relating to the Proposed Acquisition by the Company of Slosed! Pte. Ltd. and the announcement on 21 September 2018 relating to the further extension of time from the Singapore Exchange Securities Trading Limited (the “**SGX-ST**”) to complete the Proposed Acquisition by 28 February 2019 (collectively, the “**Announcements**”).

All capitalised terms used herein shall, unless otherwise defined herein, bear the meanings ascribed to them in the Announcements.

2. LODGEMENT AND DESPATCH OF CIRCULAR

The Board of Directors wishes to inform the Shareholders that the Company has today lodged a circular dated 31 December 2018 (the “**Circular**”) containing information on, among other things, the Proposed Acquisition with the SGX-ST (acting as agent on behalf of the Monetary Authority of Singapore). The Company has also made arrangements to despatch the Circular to Shareholders. An electronic copy of the Circular and the notice of extraordinary general meeting of the Company (the “**EGM**”) is available on the website of the SGX-ST at www.sgx.com.

Shareholders should note the following dates and times in respect of the EGM:

Last date and time for lodgement of proxy form	:	23 January 2019 at 3.00 p.m.
Date and time of the EGM	:	25 January 2019 at 3.00 p.m.
Venue of the EGM	:	1 Irving Place #08-10 The Commerze @ Irving Singapore 369546

Shareholders who have not received the Circular within a week from the date hereof should contact the Company’s share registrar, Boardroom Corporate & Advisory Services Pte. Ltd. at 50 Raffles Place, #32-01 Singapore Land Tower, Singapore 048623. The Company will make the necessary follow-up announcements as and when required and/or as and when material developments arise in respect of the Proposed Acquisition.

3. RECEIPT OF LISTING AND QUOTATION NOTICE

In connection with the Proposed Transactions stated in the Circular, the Company has made an application to the SGX-ST for the listing and quotation of up to 44,355,511 Consolidated Shares arising from the following:

- (a) Up to 12,022,178 Consolidated Shares pursuant to the Proposed Share Consolidation of every 20 existing Shares into one Consolidated Share of the 240,443,565 existing Shares in the Company; and
- (b) 32,333,333 new Consolidated Shares at an issue price of S\$0.60 per Consolidated Share to the Vendors in satisfaction of the Consideration for the Proposed Acquisition,

(collectively, the “**Proposed Share Issuance Transactions**”).

The Board wishes to announce that it has today received the listing and quotation notice (“**LQN**”) from the SGX-ST subject to:

- (i) Compliance with the Catalist Rules;
- (ii) Shareholder’s approval being obtained for the Proposed Share Issuance Transactions;
- (iii) Submission of the section pertaining to additional listing of securities in Part I of the Listing Confirmation under Appendix 10A upon lodgement of the Offer Information Statement;
- (iv) Completion of the Proposed Acquisition; and
- (v) Written undertaking from each of the Company’s directors and executive directors in the form set out in Appendix 7H of the Catalist Rules and an undertaking from the Company in the form set out in Appendix I of the LQN to procure the same written undertaking from any newly appointed director or executive officer after the Company’s listing.

Please note that the LQN is not an indication of the merits of the Company, its subsidiaries, the Proposed Share Issuance Transactions and the Consolidated Shares.

The LQN is valid for three calendar months and is subject to any changes to the SGX-ST’s policies and/or listing requirements. The SGX-ST reserves the right to (i) impose further terms and conditions; or (ii) withdraw or amend the LQN, at any time, in its sole and absolute discretion, without giving any reason for its decision. The SGX-ST shall not be liable for any damages or losses howsoever arising as a result of such withdrawal or amendment.

4. RESPONSIBILITY STATEMENT

The Directors collectively and individually accept full responsibility for the accuracy of the information given in this announcement and confirm, after making all reasonable enquiries, that to the best of their knowledge and belief, this announcement constitutes full and true disclosure of all material facts about the Proposed Acquisition, the Proposed Share Consolidation and the Company, and the Directors are not aware of any facts the omission of which would make any statement in this announcement misleading. Where information in this announcement has been extracted from published or otherwise publicly available sources or obtained from a named source, the sole responsibility of the Directors has been to ensure that such information has been accurately and correctly extracted from those sources and/or reproduced in this announcement in its proper form and context.

5. CAUTION IN TRADING

Shareholders and potential investors should exercise caution when trading in the shares of the Company. In the event of any doubt as to the action they should take, Shareholders should consult their stockbrokers, solicitors, accountants or other professional advisers. The Proposed Acquisition is subject to the conditions precedent in the SPA (as supplemented by the Supplemental Agreement) being fulfilled, and there is no certainty or

assurance that the Completion of the Proposed Acquisition will take place. The Company will make the necessary announcements as and when there are material developments on the Proposed Acquisition and other matters contemplated by this announcement.

By Order of the Board

Dr Yu Lai Boon
Non-Executive Chairman and Independent Director
31 December 2018

*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 SGX-ST. The Sponsor has not independently verified the contents of this announcement.*

This announcement has not been examined or approved by the SGX-ST and the SGX-ST 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 Alicia Sun (Tel: (65) 6232 3210) at 1 Robinson Road, #21-00 AIA Tower, Singapore 048542.