

**TRANSIT-MIXED CONCRETE LTD**  
(UEN: 197902587H)  
(incorporated in the Republic of Singapore)

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**PLACEMENT OF 34,700,000 NEW ORDINARY SHARES IN THE CAPITAL OF TRANSIT-MIXED  
CONCRETE LTD AT S\$0.14 FOR EACH PLACEMENT SHARE**

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**1. INTRODUCTION**

The board of directors (the "**Directors**") of Transit-Mixed Concrete Ltd (the "**Company**", and together with its subsidiaries, the "**Group**") wishes to announce that the Company has, on 25 May 2021, entered into a placement agreement (the "**Agreement**") with seven investors (collectively, the "**Investors**") pursuant to which the Investors have agreed to subscribe for, and the Company has agreed to issue and allot, an aggregate 34,700,000 new ordinary shares in the capital of the Company (the "**Placement Shares**") at a placement price of S\$0.14 (the "**Placement Price**") for each Placement Share (the "**Placement**"). The aggregate consideration payable by the Investors for the Placement is S\$4,858,000.

The Company will be applying to Singapore Exchange Securities Trading Limited ("**SGX-ST**") for the dealing in, listing of and quotation for the Placement Shares on the Mainboard of SGX-ST ("**Mainboard**") and will make the necessary announcement upon receipt of the listing and quotation notice from SGX-ST.

The Placement Shares will be issued by way of a private placement in accordance with Section 272B of the Securities and Futures Act, Chapter 289 of Singapore. As such, no prospectus or offer information statement will be issued by the Company in connection with the Placement.

**2. PLACEMENT**

**2.1 Placement Price**

The Placement Price of S\$0.14 per Placement Share represents a premium of approximately 7.7% to the volume weighted average price ("**VWAP**") of S\$0.13 per ordinary share in the capital of the Company (each a "**Share**") for trades done on the Shares on SGX-ST for the full market day on 18 May 2021, being the last full market day on which the Shares were traded prior to the date of the Agreement.

There were no trades done on the Shares from 19 May 2021 to 25 May 2021.

The premium of 7.7% complies with the 10.0% discount limit stated in Rule 811(1) of the Listing Manual of SGX-ST.

**2.2 Placement Shares**

The Placement Shares represent approximately 49.9% of the existing issued and paid-up share capital (excluding treasury Shares) of the Company as at the date of this announcement. Assuming the successful issuance and allotment of the Placement Shares, the Placement Shares will represent approximately 33.3% of the enlarged issued and paid-up share capital (excluding

treasury Shares) of the Company following the completion of the Placement.

The Placement Shares will be allotted and issued pursuant to the general share issue mandate approved by shareholders of the Company (the "**Shareholders**") by way of an ordinary resolution (the "**General Mandate**") at the annual general meeting of the Company held on 25 August 2020 ("**2020 AGM**"). As at the date of the 2020 AGM, the Company had 69,590,800 Shares in issue and the Company does not hold treasury Shares.

As at the date of this announcement, the Company has not issued and allotted any new Shares under the General Mandate. Therefore, the maximum number of new Shares which may be issued other than on a *pro-rata* basis to existing Shareholders pursuant to the General Mandate is 34,795,400 new Shares. Accordingly, the proposed allotment and issue of the Placement Shares falls within the limit of the General Mandate.

The Placement Shares shall be issued free from all claims, charges, liens and other encumbrances whatsoever and shall rank, *pari passu*, in all respects with the existing Shares save that the Placement Shares will not rank for any dividends, rights, allotments or other distributions, the record date for which falls on or before the completion date of the Placement ("**Completion Date**").

### 2.3 **Conditions Precedent**

Completion of the Placement shall be conditional upon the following conditions (the "**Conditions**"):

- (a) approval for the listing of and quotation for the Placement Shares on the Mainboard having been obtained and such approval not having been revoked or amended and, where such approval is subject to conditions, such conditions being acceptable to the Company, and to the extent that any conditions for the listing of and quotation for the Placement Shares on the Mainboard are required to be fulfilled on or before the Completion Date, they are so fulfilled;
- (b) the Placement not being prohibited by any statute, order, rule, regulation or directive promulgated or issued after the date of the Agreement by any legislative, executive or regulatory body or authority of the Republic of Singapore (including, without limitation, SGX-ST, the Monetary Authority of Singapore and/or the Securities Industry Council of Singapore) or elsewhere which is applicable to the Company or any Investor; and
- (c) the respective representations, warranties and undertakings of each Investor and the Company as set out in Clauses 5 and 6, as the case may be, of the Agreement remaining true and accurate in all material respects as at the date of the Agreement and up to and including the Completion Date.

If any of the conditions is not fulfilled or waived by the Investors and/or the Company, as the case may be, on or before 30 June 2021 or such other date as the Investors and the Company may agree in writing (the "**Long-Stop Date**"), the Agreement shall *ipso facto* cease and determine, and no party to the Agreement shall have any claim whatsoever against any other party to the Agreement.

### 2.4 **Completion**

Completion will take place on a date falling no later than three (3) Business Days from the Conditions being fulfilled or waived or such other date as the parties to the Agreement may mutually agree in writing, but in any event being a date no later than the Long-Stop Date.

### 3. INFORMATION ON THE INVESTORS

The details of the Investors, including the respective number of Placement Shares to be allotted and issued to the respective Investors, are set out in Appendix A.

No placement agent has been appointed for the Placement, and the Placement is not underwritten.

The Investors were introduced to the Company by its controlling shareholder, Mr. Lee Sai Sing, and are making their investments in the Company based solely on their own assessment and evaluation of the Company (including its financials and prospects).

None of the Investors is related to the Group or its Directors, controlling shareholders and/or their respective associates, and none of the Directors or substantial shareholders of the Company have, to the best of the Company's knowledge, save as disclosed in Appendix A, any connection (including business relationship) with any of the Investors or, where applicable, their director(s) and substantial shareholder(s). Further, none of Investors fall within the categories of persons as specified under Rule 812(1) of the Listing Manual of SGX-ST.

The Placement will also not result in any transfer of controlling interest in the Company.

### 4. RATIONALE FOR THE PLACEMENT AND USE OF PROCEEDS

The Directors are of the view that the Placement is beneficial to the Group as it will support the future growth of the Group.

The estimated amount of proceeds from the Placement (net of estimated expenses of approximately S\$45,000 in connection with the Placement) will be approximately S\$4,813,000 ("**Net Proceeds**"). The Company intends to utilise the Net Proceeds in the following proportion:

Use of Net Proceeds	Proportion of Net Proceed (%)	Approximate Amount (S\$)
Expansion of business and general working capital	100.0	4,813,000

Pending the deployment of the Net Proceeds, the Net Proceeds may be deposited with banks and/or financial institutions and/or invested in short-term money market instruments and/or marketable securities, and/or used for any other purposes on a short-term basis, as the Directors may, in their absolute discretion, deem fit in the interests of the Company from time to time.

The Company will make periodic announcements on the utilisation of the Net Proceeds as and when such proceeds are materially disbursed and whether such use is in accordance with the stated use. Where there is any material deviation from the stated use of the Net Proceeds, the Company will announce the reasons for such deviation. The Company will also provide a status report on the use of the Net Proceeds in its annual report(s).

## 5. DIRECTORS' COMPENSATION

The Directors are of the opinion that after taking into consideration the Group's present bank facilities, the working capital available to the Group is sufficient to meet its present requirements.

The Directors are also of the opinion that the Net Proceeds will further strengthen and supplement the Group's financial position and capital base.

## 6. FINANCIAL EFFECTS OF THE PLACEMENT

- 6.1 The financial effects of the Placement are presented solely for illustrative purposes and are not intended to be indicative or reflective of the actual future financial situation of the Company and the Group after the completion of the Placement.

The financial effects of the Placement have been computed based on the audited consolidated financial statements of the Group for the financial year ended 29 February 2020. The financial effects are based on the following assumptions:

- (a) the financial effect on the consolidated net tangible asset ("**NTA**") per Share is computed based on the assumption that the Placement was completed, on 29 February 2020;
- (b) the financial effect on the earnings per Share ("**EPS**") is computed based on the assumption that the Placement was completed on 1 March 2020; and
- (c) the expenses incurred in connection with the Placement amount to approximately S\$45,000.

### 6.2 Share Capital

	Before the Placement	After the Placement
Issued and paid-up share capital (S\$)	11,190,764	16,048,764
Total number of issued Shares	69,590,800	104,290,800

### 6.3 NTA per Share

	Before the Placement	After the Placement
NTA (S\$)	11,496,258	16,309,258
NTA per Share (cents)	16.52	15.64

### 6.4 EPS

	Before the Placement	After the Placement
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Loss attributable to the Shareholders (S\$)	(1,754,014)	(1,799,014)
Weighted average number of Shares	69,590,800	104,290,800
Loss per Share (cents)	(2.52)	(1.72)

## **7. INTERESTS OF DIRECTORS AND SUBSTANTIAL SHAREHOLDERS**

Save as disclosed in this announcement and save for their interests arising by way of their shareholdings in the Company and/or directorships in the Group, as the case may be, none of the Directors or substantial Shareholders has any interest, direct or indirect, in the Placement.

## **8. DOCUMENTS AVAILABLE FOR INSPECTION**

A copy of the Agreement is available for inspection during normal business hours from 9.00 a.m. to 5.00 p.m. at the Company's registered office at 150 Changi Road, #03-05, Guthrie Building, Singapore 419973 for three months from the date of this announcement.

## **9. DIRECTORS' 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 Placement and the Group, 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 content.

## **10. CAUTIONARY STATEMENT**

Shareholders are advised to exercise caution in trading their Shares. The Placement is subject to certain conditions. There is no certainty or assurance as at the date of this announcement that the Placement will be completed or that no changes will be made to the terms thereof. The Company will make the necessary announcements when there are further developments. Shareholders and investors should read this announcement and further announcements by the Company carefully, and where in doubt as to what action to take, consult their stock brokers, bank managers, solicitors or other professional advisers immediately.

## **BY ORDER OF THE BOARD**

Tan Kok Hiang  
Non-Executive Chairman  
25 May 2021

# APPENDIX A

S/N	Name of Investor	Number of Placement Shares	Percentage Shareholding of the enlarged issue share capital of the Company	Placement Consideration	Background of Investor
1.	Lim Chye Huat @ Bobby Lim Chye Huat	11,000,000	10.6%	S\$1,540,000	Mr. Lim is the chairman and non-executive, non-independent director of Tai Sin Electric Limited. He is also a non-executive independent director of Hubline Berhad. Mr. Lim is subscribing to the Placement for personal investment purposes.
2.	Chua Keng Woon	11,000,000	10.6%	S\$1,540,000	Mr. Chua Keng Woon is an independent director of Hai Leck Holdings Limited and Asiamedic Limited. Mr. Chua is subscribing to the Placement for personal investment purposes.
3.	Lim Ching Tiew	3,500,000	3.3%	S\$490,000	Mr. Lim Ching Tiew is a private investor. Mr. Lim is subscribing to the Placement for personal investment purposes.
4.	Lim Siang Hwa	3,500,000	3.3%	S\$490,000	Mr. Lim Siang Hwa is a private investor. Mr. Lim is subscribing to the Placement for personal investment purposes.
5.	Too Lee Soong	2,700,000	2.6%	S\$378,000	Mr. Too Lee Soong is a private investor. Mr. Too is subscribing to the Placement for personal investment purposes.

6.	Yee Chia Hsing	2,000,000	1.9%	S\$280,000	Mr. Yee Chia Hsing is a private investor. Mr. Yee is subscribing to the Placement for personal investment purposes.
7.	Kok Shaw Terk	1,000,000	1.0%	S\$140,000	Mr. Kok Shaw Terk is a private investor. Mr. Kok is subscribing to the Placement for personal investment purposes.