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

- RECEIPT OF APPROVAL FOR DELISTING

1. INTRODUCTION

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 Offeree Circular dated 24 June 2022, together with the announcement dated 24 June 2022 made by the Company in relation to the despatch of the Offeree Circular;
- (g) the announcement dated 29 June 2022 made by ACA, for and on behalf of the Offeror, in relation to the Offeror not intending to increase the Offer Price;
- (h) the announcement dated 7 July 2022 made by ACA, for and on behalf of the Offeror, in relation to the extension of closing date for the Offer and the level of acceptances;

- (i) the announcement dated 8 July 2022 made by ACA, for and on behalf of the Offeror in relation to, *inter alia*, the Offer being declared unconditional in all respects;
- (j) the announcement dated 9 July 2022 made by the Company in relation to the Offer being declared unconditional and the loss of free float;
- (k) the announcement dated 22 July 2022 made by ACA, for and on behalf of the Offeror, in relation to, *inter alia*, the close of the Offer;
- (l) the announcement dated 22 July 2022 made by the Company in relation to, *inter alia*, the close of Offer; and
- (m) the announcement dated 22 July 2022 made by ACA, for and on behalf of the Offeror, in relation to, *inter alia*, the despatch of the documents relating to the Compulsory Acquisition (the “**Compulsory Acquisition Announcement**”).

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

2. SGX-ST’S APPROVAL FOR THE PROPOSED DELISTING

The Company had on 21 July 2022 made an application to the Singapore Exchange Securities Trading Limited (“**SGX-ST**”) to, *inter alia*, seek the SGX-ST’s approval and confirmation that it has no objections to the proposed delisting of the Company (the “**Proposed Delisting**”) upon completion of the Compulsory Acquisition. It is noted that Rule 1307 and Rule 1309 of the Listing Manual of the SGX-ST (“**Listing Manual**”) are not applicable to the Company pursuant to Rule 1308(1)(b) of the Listing Manual where there is an offer under the Singapore Code on Take-overs and Mergers (the “**Code**”) provided that the offeror is exercising its right of compulsory acquisition.

As stated in the Compulsory Acquisition Announcement, the Offeror had on 22 July 2022 despatched the relevant notices to the Shareholders in relation to the Compulsory Acquisition.

The Board wishes to announce that the SGX-ST in its letter dated 1 August 2022 has informed the Company that based on the Company’s submissions and representations to the SGX-ST, the SGX-ST has no objection to the Proposed Delisting of the Company from the Official List of the SGX-ST. Shareholders should note that the SGX-ST’s decision is not an indication of the merits of the Proposed Delisting.

The date and time of the delisting of the Shares from the Main Board of the SGX-ST will be announced in due course, following the completion of the Compulsory Acquisition.

3. DIRECTORS’ RESPONSIBILITY STATEMENT

The Directors of the Company (including those who have delegated detailed supervision of this announcement) have taken all reasonable care to ensure that the facts stated in this announcement are fair and accurate and that no material facts have been omitted from this announcement (the omission of which would render any statement in this announcement 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,

any 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 announcement in its proper form and context.

BY ORDER OF THE BOARD

Tan Swee Gek
Company Secretary
1 August 2022