

TIH LIMITED
("Company" or "TIH")
Incorporated in the Republic of Singapore
Unique Entity Number: 199400941K

INVESTMENT IN SUNGEI ROAD LIMITED

The Board wishes to announce that the Company, through its indirectly wholly owned subsidiary, Centrex Link Limited ("CLL"), has entered into a Shareholders Agreement dated 28 April 2016 (the "Agreement") with Vision Street Limited ("VSL") to invest in Sungei Road Limited ("SRL"), for the purpose of participating in an investment into an Indonesian financial service business (the "Transaction"). VSL is a wholly controlled subsidiary of investment funds ("ASM Funds") managed by Argyle Street Management Limited ("ASML").

Total capital commitment by all the shareholders in SRL is US\$60 million, of which CLL's share is US\$7.5 million, representing approximately 12.5% equity interest, and VSL's share is US\$52.5 million, representing approximately 87.5% equity interest. The shareholders of SRL will be meeting their respective capital commitments through a subscription of shares in SRL using cash. As SRL is a special purpose vehicle solely for the purpose of investing in the Transaction, the book value and net tangible asset value of SRL will be US\$60 million, being the total capital commitment of its shareholders. All the income and expenses arising in connection with the Transaction shall be shared and borne by the shareholders of SRL in proportion to their respective shareholdings, while the profits of SRL that are derived from the Transaction shall similarly be distributed to the shareholders of SRL in proportion to their respective shareholdings.

The ASM Funds did not have any existing equity interest in SRL or the Transaction prior to the execution of the Agreement.

ASML is a deemed controlling shareholder of the Company and an interested person for the purposes of Chapter 9 of the listing manual of the Singapore Exchange Securities Trading Limited (the "SGX Listing Manual").

Save as disclosed in this Announcement and other than through their respective shareholdings (if any) in the Company, none of the Directors or controlling shareholders of the Company has any interest, direct or indirect, in the Transaction.

VALUE OF INTERESTED PARTY TRANSACTIONS ("IPT") FOR THE COMPANY'S INVESTMENT IN THE TRANSACTION

The Company entered into this Transaction due to the attractive potential returns on the Transaction.

The Company's total commitment in the Transaction is US\$7.5 million. This is the amount of financial capital at risk to the Company under the Agreement.

The latest audited net tangible asset of the Company and its subsidiaries (the “**Group**”) is S\$100.51 million as at 31 December 2015. The value of the interested person transaction of US\$7.5 million (equivalent to approximately S\$10.11 million at an exchange rate of US\$1: S\$1.34785) is approximately 10.06% of the Company’s latest audited net tangible asset value.

TOTAL VALUE OF IPT FOR CURRENT FINANCIAL YEAR

For the current financial year up to the date of this announcement, the total value of all transactions entered into by the Company with ASML and its related affiliates (including the Transaction) is approximately S\$10.78 million. The current total of all interested person transactions entered into by the Company for the current financial year up to the date of this announcement (excluding the contemplated Transaction) is S\$0.67 million. As the total aggregate value of all transactions with ASML during the same financial year exceeds 5% of the Group’s latest audited net tangible assets, Rule 906 of the SGX Listing Manual is *prima facie* applicable.

STATEMENT BY THE AUDIT COMMITTEE

Pursuant to Rule 916(2) of the SGX Listing Manual, the Audit Committee, having considered the terms of the Agreement, is of the view that the risks and rewards of the Agreement are in proportion to the equity held by the Company and ASML. The Audit Committee is also of the view that the terms of the Agreement are not prejudicial to the interests of the Company and its minority shareholders. Accordingly, shareholders’ approval under Rule 906 of the SGX Listing Manual is not required for the Transaction pursuant to the exemption under Rule 916(2) of the SGX Listing Manual.

FINANCIAL EFFECTS

The Company’s total commitment in the Transaction of approximately S\$10.11 million is about 10.06% of the Group’s net asset value as at 31 December 2015 and 8.04% of the Company’s market capitalization as at the date of this announcement (based on the last traded share price on 28 April 2016 of S\$0.52 and approximately 242 million issued shares).

The transaction is conducted in the Company’s ordinary course of business and therefore does not require the approval of the shareholders of the Company under Chapter 10 of the Listing Manual.

BY ORDER OF THE BOARD

TIH Investment Management Pte. Ltd.
for and on behalf of TIH Limited

Allen Wang

CEO

29 April 2016