

SECURITIES AND FUTURES ACT (CAP. 289)
SECURITIES AND FUTURES (DISCLOSURE OF INTERESTS)
REGULATIONS 2012

**NOTIFICATION FORM FOR SUBSTANTIAL SHAREHOLDER(S)/
UNITHOLDER(S) IN RESPECT OF INTERESTS IN SECURITIES**

FORM

3

(Electronic Format)

Explanatory Notes

1. Please read the explanatory notes carefully before completing the notification form.
2. This form is for a Substantial Shareholder(s)/Unitholder(s) to give notice under section 135, 136, 137, 137J (as applicable to sections 135, 136 and 137) or 137U (as applicable to sections 135, 136 and 137) of the Securities and Futures Act (the "SFA").
3. This electronic Form 3 and a separate Form C, containing the particulars and contact details of the Substantial Shareholder(s)/Unitholder(s), must be completed by the Substantial Shareholder(s)/Unitholder(s) or a person duly authorised by the Substantial Shareholder(s)/Unitholder(s) to do so. The person so authorised should maintain records of information furnished to him by the Substantial Shareholder(s)/Unitholder(s).
4. This form and Form C, are to be completed electronically and sent to the Listed Issuer via an electronic medium such as an e-mail attachment. The Listed Issuer will attach both forms to the prescribed SGXNet announcement template for dissemination as required under section 137G(1), 137R(1) or 137ZC(1) of the SFA, as the case may be. While Form C will be attached to the announcement template, it will not be disseminated to the public and is made available only to the Monetary Authority of Singapore (the "Authority").
5. Where a transaction results in similar notifiable obligations on the part of more than one Substantial Shareholder/Unitholder, all of these Substantial Shareholders/Unitholders may give notice using the same notification form.
6. A single form may be used by a Substantial Shareholder/Unitholder for more than one transaction resulting in notifiable obligations which occur within the same notifiable period (i.e. within two business days of becoming aware of the earliest transaction). There must be no netting-off of two or more notifiable transactions even if they occur within the same day.
7. All applicable parts of the notification form must be completed. If there is insufficient space for your answers, please include attachment(s) by clicking the paper clip icon on the bottom left-hand corner or in item 11 of Part II or item 10 of Part III. The total file size for all attachment(s) should not exceed 1MB.
8. Except for item 5 of Part II and item 1 of Part IV, please select only one option from the relevant check boxes.
9. Please note that submission of any false or misleading information is an offence under Part VII of the SFA.
10. In this form, the term "Listed Issuer" refers to -
 - (a) a company incorporated in Singapore any or all of the shares in which are listed for quotation on the official list of a securities exchange;
 - (b) a corporation (not being a company incorporated in Singapore, or a collective investment scheme constituted as a corporation) any or all of the shares in which are listed for quotation on the official list of a securities exchange, such listing being a primary listing;

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- (c) a registered business trust (as defined in the Business Trusts Act (Cap. 31A)) any or all of the units in which are listed for quotation on the official list of a securities exchange;
 - (d) a recognised business trust any or all of the units in which are listed for quotation on the official list of a securities exchange, such listing being a primary listing; or
 - (e) a collective investment scheme that is a trust, that invests primarily in real estate and real estate-related assets specified by the Authority in the Code on Collective Investment Schemes, and any or all the units in which are listed for quotation on the official list of a securities exchange, such listing being a primary listing ("Real Estate Investment Trust").
11. For further instructions and guidance on how to complete this notification form, please refer to section 7 of the User Guide on Electronic Notification Forms which can be accessed at the Authority's Internet website at <http://www.mas.gov.sg> (under "Regulations and Financial Stability", "Regulations, Guidance and Licensing", "Securities, Futures and Fund Management", "Forms", "Disclosure of Interests").

Part I - General

1. Name of Listed Issuer:

TIH LIMITED

2. Type of Listed Issuer:

- Company/Corporation
 Registered/Recognised Business Trust
 Real Estate Investment Trust

3. Is more than one Substantial Shareholder/Unitholder giving notice in this form?

- No *(Please proceed to complete Part II)*
 Yes *(Please proceed to complete Parts III & IV)*

4. Date of notification to Listed Issuer:

15-Jan-2018

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Part III - Substantial Shareholder(s)/Unitholder(s) Details

[To be used for multiple Substantial Shareholders/Unitholders to give notice]

Substantial Shareholder/Unitholder **A**



Delete This Part III Substantial Shareholder/Unitholder

1. Name of Substantial Shareholder/Unitholder:

ALEXANDRA ROAD LIMITED

2. Is Substantial Shareholder/Unitholder a fund manager or a person whose interest in the securities of the Listed Issuer are held solely through fund manager(s)?

- Yes
 No

3. Notification in respect of:

- Becoming a Substantial Shareholder/Unitholder
 Change in the percentage level of interest while still remaining a Substantial Shareholder/Unitholder
 Ceasing to be a Substantial Shareholder/Unitholder

4. Date of acquisition of or change in interest:

12-Jan-2018

5. Date on which Substantial Shareholder/Unitholder became aware of the acquisition of, or the change in, interest (if different from item 4 above, please specify the date):

12-Jan-2018

6. Explanation (if the date of becoming aware is different from the date of acquisition of, or the change in, interest):

7. Quantum of total voting shares/units (including voting shares/units underlying rights/options/warrants/convertible debentures {conversion price known}) held by Substantial Shareholder/Unitholder before and after the transaction:

<i>Immediately before the transaction</i>	<i>Direct Interest</i>	<i>Deemed Interest</i>	<i>Total</i>
No. of voting shares/units held and/or underlying the rights/options/warrants/convertible debentures:	0	0	0
As a percentage of total no. of voting shares/units:	0	0	0
<i>Immediately after the transaction</i>	<i>Direct Interest</i>	<i>Deemed Interest</i>	<i>Total</i>
No. of voting shares/units held and/or underlying the rights/options/warrants/convertible debentures :	0	129,011,216	129,011,216
As a percentage of total no. of voting shares/units:	0	53.38	53.38

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Substantial Shareholder/Unitholder BDelete This Part III Substantial Shareholder/Unitholder

1. Name of Substantial Shareholder/Unitholder:

ASM VENTURES LIMITED

2. Is Substantial Shareholder/Unitholder a fund manager or a person whose interest in the securities of the Listed Issuer are held solely through fund manager(s)?

 Yes No

3. Notification in respect of:

 Becoming a Substantial Shareholder/Unitholder Change in the percentage level of interest while still remaining a Substantial Shareholder/Unitholder Ceasing to be a Substantial Shareholder/Unitholder

4. Date of acquisition of or change in interest:

12-Jan-2018

5. Date on which Substantial Shareholder/Unitholder became aware of the acquisition of, or the change in, interest (if different from item 4 above, please specify the date):


12-Jan-2018

6. Explanation (if the date of becoming aware is different from the date of acquisition of, or the change in, interest):

7. Quantum of total voting shares/units (including voting shares/units underlying rights/options/warrants/convertible debentures {conversion price known}) held by Substantial Shareholder/Unitholder before and after the transaction:

<i>Immediately before the transaction</i>	<i>Direct Interest</i>	<i>Deemed Interest</i>	<i>Total</i>
No. of voting shares/units held and/or underlying the rights/options/warrants/convertible debentures:	0	48,802,048	48,802,048
As a percentage of total no. of voting shares/units:	0	20.19	20.19
<i>Immediately after the transaction</i>	<i>Direct Interest</i>	<i>Deemed Interest</i>	<i>Total</i>
No. of voting shares/units held and/or underlying the rights/options/warrants/convertible debentures :	0	129,011,216	129,011,216

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Substantial Shareholder/Unitholder C 

Delete This Part III Substantial Shareholder/Unitholder

1. Name of Substantial Shareholder/Unitholder:

ASM ASIA RECOVERY (MASTER) FUND

2. Is Substantial Shareholder/Unitholder a fund manager or a person whose interest in the securities of the Listed Issuer are held solely through fund manager(s)?


- Yes
 No

3. Notification in respect of:

- Becoming a Substantial Shareholder/Unitholder
 Change in the percentage level of interest while still remaining a Substantial Shareholder/Unitholder
 Ceasing to be a Substantial Shareholder/Unitholder

4. Date of acquisition of or change in interest:


12-Jan-2018

5. Date on which Substantial Shareholder/Unitholder became aware of the acquisition of, or the change in, interest  (if different from item 4 above, please specify the date):

12-Jan-2018

6. Explanation (if the date of becoming aware is different from the date of acquisition of, or the change in, interest):

7. Quantum of total voting shares/units (including voting shares/units underlying rights/options/warrants/convertible debentures {conversion price known}) held by Substantial Shareholder/Unitholder before and after the transaction:

<i>Immediately before the transaction</i>	<i>Direct Interest</i>	<i>Deemed Interest</i>	<i>Total</i>
No. of voting shares/units held and/or underlying the rights/options/warrants/convertible debentures:	0	111,559,541	111,559,541
As a percentage of total no. of voting shares/units: 	0	46.16	46.16
<i>Immediately after the transaction</i>	<i>Direct Interest</i>	<i>Deemed Interest</i>	<i>Total</i>
No. of voting shares/units held and/or underlying the rights/options/warrants/convertible debentures :	0	129,011,216	129,011,216

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As a percentage of total no. of voting shares/ units: 	0	53.38	53.38
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8. Circumstances giving rise to deemed interests (*if the interest is such*):
[You may attach a chart in item 10 to illustrate how the Substantial Shareholder/Unitholder's deemed interest arises]

As at the date hereof, ASM and certain funds managed by it, being ASMV, ARF and HRF, hold Shares in TIH through their respective custodians. The Sellers intend to consolidate their shareholdings in TIH into a single entity, ARL, by transferring each of their shareholdings in TIH to ARL, with the result that ARL will hold all such Shares through its custodian, CIMB. Each Seller holds, and will on completion of the Transfer hold, shares in ARL in such proportion so as to allow each Seller to maintain the same effective shareholding in TIH both before and after the Transfer.

In connection with the Transfer, the Sellers and ARL have entered into an SPA pursuant to which the Sellers agree to sell, and ARL agrees to purchase, all the Shares held by the Sellers (through their respective custodians) in consideration for the Purchase Consideration on the terms and subject to the conditions set out in the SPA.


Before completion of the Transfer, ARF holds 62,757,493 Shares (representing 25.97% of all the issued Shares) registered in the name of its custodian, HSBC Nominees. It is also deemed interested in all the 48,802,048 Shares held by ASMV as it is a 20% or more holder of the shares in ASMV. On completion of the Transfer, ARF's 62,757,493 Shares will be transferred to ARL, and ARF will be deemed interested in all the 129,011,216 Shares held by ARL as it is, and will on completion of the Transfer be, a 20% or more holder of the shares in ARL. Both before and on completion of the Transfer, ARF's effective interest in TIH is and will be 25.97%.

9. Relationship between the Substantial Shareholders/Unitholders giving notice in this form:
[You may attach a chart in item 10 to show the relationship between the Substantial Shareholders/Unitholders]

ARL is, and will on completion of the Transfer be, held 0.38% by ASM, 37.83% by ASMV, 48.64% by ARF and 13.15% by HRF. Each of ASMV, ARF and HRF are funds managed by ASM.

Each of ARF and HRF are, and on completion of the Transfer will be, holders of more than 20% of the shares in ASMV. There are no other shareholders in ASMV which hold 20% or more of the shares in ASMV.

Further, RF is, and on completion of the Transfer will be, a holder of more than 20% of the shares in ARF. There are no other shareholders in ARF which hold 20% or more of the shares in ARF.

10. Attachments (*if any*): 



(The total file size for all attachment(s) should not exceed 1MB.)

11. If this is a **replacement** of an earlier notification, please provide:

- (a) SGXNet announcement reference of the **first** notification which was announced on SGXNet (*the "Initial Announcement"*):

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- (b) Date of the Initial Announcement:

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- (c) 15-digit transaction reference number of the relevant transaction in the Form 3 which was attached in the Initial Announcement:

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12. Remarks (*if any*):

Substantial Shareholder/Unitholder D 

Delete This Part III Substantial Shareholder/Unitholder

1. Name of Substantial Shareholder/Unitholder:

ASM HUDSON RIVER FUND

2. Is Substantial Shareholder/Unitholder a fund manager or a person whose interest in the securities of the Listed Issuer are held solely through fund manager(s)?


- Yes
 No

3. Notification in respect of:

- Becoming a Substantial Shareholder/Unitholder
 Change in the percentage level of interest while still remaining a Substantial Shareholder/Unitholder
 Ceasing to be a Substantial Shareholder/Unitholder

4. Date of acquisition of or change in interest:


12-Jan-2018

5. Date on which Substantial Shareholder/Unitholder became aware of the acquisition of, or the change in, interest  (if different from item 4 above, please specify the date):

12-Jan-2018

6. Explanation (if the date of becoming aware is different from the date of acquisition of, or the change in, interest):

7. Quantum of total voting shares/units (including voting shares/units underlying rights/options/warrants/convertible debentures {conversion price known}) held by Substantial Shareholder/Unitholder before and after the transaction:

<i>Immediately before the transaction</i>	<i>Direct Interest</i>	<i>Deemed Interest</i>	<i>Total</i>
No. of voting shares/units held and/or underlying the rights/options/warrants/convertible debentures:	0	65,768,281	65,768,281
As a percentage of total no. of voting shares/units: 	0	27.21	27.21
<i>Immediately after the transaction</i>	<i>Direct Interest</i>	<i>Deemed Interest</i>	<i>Total</i>
No. of voting shares/units held and/or underlying the rights/options/warrants/convertible debentures :	0	129,011,216	129,011,216

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Substantial Shareholder/Unitholder E



Delete This Part III Substantial Shareholder/Unitholder

1. Name of Substantial Shareholder/Unitholder:

ASM ASIA RECOVERY FUND

2. Is Substantial Shareholder/Unitholder a fund manager or a person whose interest in the securities of the Listed Issuer are held solely through fund manager(s)?

- Yes
 No

3. Notification in respect of:

- Becoming a Substantial Shareholder/Unitholder
 Change in the percentage level of interest while still remaining a Substantial Shareholder/Unitholder
 Ceasing to be a Substantial Shareholder/Unitholder

4. Date of acquisition of or change in interest:

12-Jan-2018

5. Date on which Substantial Shareholder/Unitholder became aware of the acquisition of, or the change in, interest (if different from item 4 above, please specify the date):

12-Jan-2018

6. Explanation (if the date of becoming aware is different from the date of acquisition of, or the change in, interest):

7. Quantum of total voting shares/units (including voting shares/units underlying rights/options/warrants/convertible debentures {conversion price known}) held by Substantial Shareholder/Unitholder before and after the transaction:

<i>Immediately before the transaction</i>	<i>Direct Interest</i>	<i>Deemed Interest</i>	<i>Total</i>
No. of voting shares/units held and/or underlying the rights/options/warrants/convertible debentures:	0	111,559,541	111,559,541
As a percentage of total no. of voting shares/units:	0	46.16	46.16
<i>Immediately after the transaction</i>	<i>Direct Interest</i>	<i>Deemed Interest</i>	<i>Total</i>
No. of voting shares/units held and/or underlying the rights/options/warrants/convertible debentures :	0	129,011,216	129,011,216

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As a percentage of total no. of voting shares/ units: 	0	53.38	53.38
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8. Circumstances giving rise to deemed interests (if the interest is such):
 [You may attach a chart in item 10 to illustrate how the Substantial Shareholder/Unitholder's deemed interest arises]

As at the date hereof, ASM and certain funds managed by it, being ASMV, ARF and HRF, hold Shares in TIH through their respective custodians. The Sellers intend to consolidate their shareholdings in TIH into a single entity, ARL, by transferring each of their shareholdings in TIH to ARL, with the result that ARL will hold all such Shares through its custodian, CIMB. Each Seller holds, and will on completion of the Transfer hold, shares in ARL in such proportion so as to allow each Seller to maintain the same effective shareholding in TIH both before and after the Transfer.

In connection with the Transfer, the Sellers and ARL have entered into an SPA pursuant to which the Sellers agree to sell, and ARL agrees to purchase, all the Shares held by the Sellers (through their respective custodians) in consideration for the Purchase Consideration on the terms and subject to the conditions set out in the SPA.

Before completion of the Transfer, RF is deemed interested in all the 111,559,541 Shares held by ARF as it is a 20% or more holder of the shares in ARF. On completion of the Transfer, RF will be deemed interested in all the 129,011,216 Shares in which ARF is deemed interested as it is, and will on completion of the Transfer be, a 20% or more holder of the shares in ARF. Both before and on completion of the Transfer, RF's effective interest in TIH is and will be 23.52%.

9. Relationship between the Substantial Shareholders/Unitholders giving notice in this form:
 [You may attach a chart in item 10 to show the relationship between the Substantial Shareholders/Unitholders]

ARL is, and will on completion of the Transfer be, held 0.38% by ASM, 37.83% by ASMV, 48.64% by ARF and 13.15% by HRF. Each of ASMV, ARF and HRF are funds managed by ASM.

Each of ARF and HRF are, and on completion of the Transfer will be, holders of more than 20% of the shares in ASMV. There are no other shareholders in ASMV which hold 20% or more of the shares in ASMV.

Further, RF is, and on completion of the Transfer will be, a holder of more than 20% of the shares in ARF. There are no other shareholders in ARF which hold 20% or more of the shares in ARF.

10. Attachments (if any): 



(The total file size for all attachment(s) should not exceed 1MB.)

11. If this is a **replacement** of an earlier notification, please provide:

(a) SGXNet announcement reference of the **first** notification which was announced on SGXNet (the "Initial Announcement"):

(b) Date of the Initial Announcement:

(c) 15-digit transaction reference number of the relevant transaction in the Form 3 which was attached in the Initial Announcement:

12. Remarks (if any):

Substantial Shareholder/Unitholder F

Delete This Part III Substantial Shareholder/Unitholder

1. Name of Substantial Shareholder/Unitholder:

ARGYLE STREET MANAGEMENT LIMITED

2. Is Substantial Shareholder/Unitholder a fund manager or a person whose interest in the securities of the Listed Issuer are held solely through fund manager(s)?

 Yes No

3. Notification in respect of:

 Becoming a Substantial Shareholder/Unitholder Change in the percentage level of interest while still remaining a Substantial Shareholder/Unitholder Ceasing to be a Substantial Shareholder/Unitholder

4. Date of acquisition of or change in interest:

12-Jan-2018

5. Date on which Substantial Shareholder/Unitholder became aware of the acquisition of, or the change in, interest (if different from item 4 above, please specify the date):

12-Jan-2018

6. Explanation (if the date of becoming aware is different from the date of acquisition of, or the change in, interest):

7. Quantum of total voting shares/units (including voting shares/units underlying rights/options/warrants/convertible debentures {conversion price known}) held by Substantial Shareholder/Unitholder before and after the transaction:

<i>Immediately before the transaction</i>	<i>Direct Interest</i>	<i>Deemed Interest</i>	<i>Total</i>
No. of voting shares/units held and/or underlying the rights/options/warrants/convertible debentures:	0	129,011,216	129,011,216
As a percentage of total no. of voting shares/units:	0	53.38	53.38
<i>Immediately after the transaction</i>	<i>Direct Interest</i>	<i>Deemed Interest</i>	<i>Total</i>
No. of voting shares/units held and/or underlying the rights/options/warrants/convertible debentures :	0	129,011,216	129,011,216

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As a percentage of total no. of voting shares/ units: 	0	53.38	53.38
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8. Circumstances giving rise to deemed interests (if the interest is such):
 [You may attach a chart in item 10 to illustrate how the Substantial Shareholder/Unitholder's deemed interest arises]

As at the date hereof, ASM and certain funds managed by it, being ASMV, ARF and HRF, hold Shares in TIH through their respective custodians. The Sellers intend to consolidate their shareholdings in TIH into a single entity, ARL, by transferring each of their shareholdings in TIH to ARL, with the result that ARL will hold all such Shares through its custodian, CIMB. Each Seller holds, and will on completion of the Transfer hold, shares in ARL in such proportion so as to allow each Seller to maintain the same effective shareholding in TIH both before and after the Transfer.

In connection with the Transfer, the Sellers and ARL have entered into an SPA pursuant to which the Sellers agree to sell, and ARL agrees to purchase, all the Shares held by the Sellers (through their respective custodians) in consideration for the Purchase Consideration on the terms and subject to the conditions set out in the SPA.

While there is no change in ASM's deemed interest in TIH, there will be a change in the manner in which ASM's deemed interest arises. Before completion of the Transfer, ASM holds 485,442 Shares in the name of its custodian, CIMB. It is also deemed interested in all the 128,525,774 Shares held by ARF and HRF as it has the ability to exercise or control the exercise of rights attached to all the Shares held by each of ARF and HRF. On completion of the Transfer, ASM's 485,442 Shares will be transferred to ARL, and ASM will continue to be deemed interested in all the 129,011,216 Shares held by ARL as it has, and will on completion of the Transfer have, the ability to exercise or control the exercise of rights attached to all the Shares held by ARL. Both before and on completion of the Transfer, ASM's effective interest in TIH is and will be 0.2%.

9. Relationship between the Substantial Shareholders/Unitholders giving notice in this form:
 [You may attach a chart in item 10 to show the relationship between the Substantial Shareholders/Unitholders]

ARL is, and will on completion of the Transfer be, held 0.38% by ASM, 37.83% by ASMV, 48.64% by ARF and 13.15% by HRF. Each of ASMV, ARF and HRF are funds managed by ASM.

Each of ARF and HRF are, and on completion of the Transfer will be, holders of more than 20% of the shares in ASMV. There are no other shareholders in ASMV which hold 20% or more of the shares in ASMV.

Further, RF is, and on completion of the Transfer will be, a holder of more than 20% of the shares in ARF. There are no other shareholders in ARF which hold 20% or more of the shares in ARF.

10. Attachments (if any): 



(The total file size for all attachment(s) should not exceed 1MB.)

11. If this is a **replacement** of an earlier notification, please provide:

(a) SGXNet announcement reference of the **first** notification which was announced on SGXNet (the "Initial Announcement"):

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(b) Date of the Initial Announcement:

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(c) 15-digit transaction reference number of the relevant transaction in the Form 3 which was attached in the Initial Announcement:

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12. Remarks (if any):

Additional Substantial Shareholder/Unitholder ("B", "C" etc) where the information in Part I and Part IV is the same for the additional Substantial Shareholder/Unitholder

Add New Part III Substantial Shareholder/Unitholder

Part IV - Transaction details

1. Type of securities which are the subject of the transaction (*more than one option may be chosen*):

- Voting shares/units
 Rights/Options/Warrants over voting shares/units
 Convertible debentures over voting shares/units (*conversion price known*)
 Others (*please specify*):

2. Number of shares, units, rights, options, warrants and/or principal amount of convertible debentures acquired or disposed of by Substantial Shareholders/Unitholders:

The Sellers agree to sell in aggregate, and ARL agrees to purchase, 129,011,216 Shares.

3. Amount of consideration paid or received by Substantial Shareholders/Unitholders (*excluding brokerage and stamp duties*):

The Purchase Consideration (as defined in Part III, Paragraph 8 above).

4. Circumstance giving rise to the interest or change in interest:

Acquisition of:

- Securities via market transaction
 Securities via off-market transaction (*e.g. married deals*)
 Securities via physical settlement of derivatives or other securities
 Securities pursuant to rights issue
 Securities via a placement
 Securities following conversion/exercise of rights, options, warrants or other convertibles

Disposal of:

- Securities via market transaction
 Securities via off-market transaction (*e.g. married deals*)

Other circumstances:

- Acceptance of take-over offer for the Listed Issuer
 Corporate action by the Listed Issuer which Substantial Shareholders/Unitholders did not participate in (*please specify*):

- Others (*please specify*):

The circumstances giving rise to the interest for ARL is the acquisition of securities pursuant to the SPA, and the circumstances giving rise to the change in interest for ASMV, ARF, HRF and RF, and the change in the manner of holding of interest for ASM, is the disposal of securities pursuant to the SPA.

Item 5 is to be completed by an individual submitting this notification form on behalf of the Substantial Shareholders/Unitholders.

5. Particulars of Individual submitting this notification form to the Listed Issuer:

(a) Name of Individual:

STEVEN WONG

(b) Designation (if applicable):

LEGAL COUNSEL

(c) Name of entity (if applicable):

ARGYLE STREET MANAGEMENT LIMITED

Transaction Reference Number (auto-generated):

6	8	2	5	3	0	3	4	1	8	4	3	4	5	3
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