



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

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

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*All capitalised terms used herein shall, unless otherwise defined herein, bear the meanings ascribed to them in the circular to shareholders of the Company dated 31 December 2018 (the “Circular”).*

**1. INTRODUCTION**

The Board of Directors (the “**Board**”) of TSH Corporation Limited (the “**Company**”) refers to the Company’s announcements on 31 August 2018, 21 September 2018, 23 November 2018, 28 December 2018 and 31 December 2018 relating to the Proposed Acquisition by the Company of Slosed! Pte. Ltd. and the Circular, as well as the announcements on 25 January 2019 relating to the results of the EGM held on 25 January 2019 and the notice of Books Closure Date.

**2. COMPLETION OF THE PROPOSED SHARE CONSOLIDATION**

- 2.1 The Board wishes to announce that the Proposed Share Consolidation has been completed and become effective as at 9.00 a.m. on 7 February 2019. Accordingly, on 7 February 2019, every twenty (20) existing Shares registered in the name or standing to the credit of the Securities Account, as the case may be, of each Shareholder or Depositor as at the Books Closure Date have been consolidated into one (1) Consolidated Share. As at 9.00 a.m. on 7 February 2019, the issued share capital of the Company comprised 12,022,158 Consolidated Shares, after disregarding any fractions of Consolidated Shares arising from the Proposed Share Consolidation.
- 2.2 Each Consolidated Share ranks *pari passu* with each other, and will be traded in board lots of 100 Consolidated Shares.
- 2.3 The Register of Members of the Company and the Depository Register have been updated to reflect the number of Consolidated Shares held by Shareholders or Depositors, as the case may be, based on their shareholdings as at the Books Closure Date.
- 2.4 Shareholders and Depositors should note that the number of Consolidated Shares which they are entitled to pursuant to the Proposed Share Consolidation, based on their shareholdings as at the Books Closure Date, have been rounded down to the nearest whole Consolidated Share and any fractions of Consolidated Shares arising from the Proposed Share Consolidation have been disregarded.
- 2.5 Shareholders and Depositors who have odd lots of Consolidated Shares pursuant to the Proposed Share Consolidation and who wish to trade such odd lots of Consolidated Shares on the SGX-ST should note that such odd lots can be traded on the unit share market which allows trading in odd lots with a minimum size of one (1) Consolidated Share.
- 2.6 The Board also wishes to announce that the SGX-ST has, in accordance with its practice, delisted the Company’s previous stock code, 574, and issued a new, randomly generated stock code, KUH, to the Company. All Consolidated Shares of the Company have been debited from the old stock code and credited to the new stock code. In connection with the Proposed Share Consolidation, the new ISIN code of the Company is SGXE89604008.

### **3. COMPLETION OF THE PROPOSED ACQUISITION**

- 3.1 The Board wishes to announce that the conditions for the Completion of the Proposed Acquisition have been fulfilled and the Proposed Acquisition has been completed today.
- 3.2 Pursuant to the Completion, the Company has:
- (a) acquired the entire issued and paid-up share capital of Slosed! and become the holding company of the Target Group; and
  - (b) allotted and issued 32,333,333 Consideration Shares to the Vendors at the Issue Price of S\$0.60 per Consideration Share, in satisfaction of the Purchase Consideration for the Proposed Acquisition.
- 3.3 Following the issue of the Consideration Shares, the total issued share capital of the Company has increased from 12,022,158 Shares to 44,355,491 Shares. The Consideration Shares rank *pari passu* in all respects with the existing Shares in the capital of the Company as at Completion.
- 3.4 The Consideration Shares are expected to be listed and quoted on Catalist with effect from 9.00 a.m. on 12 February 2019.

### **4. APPOINTMENT OF CHIEF EXECUTIVE OFFICER AND EXECUTIVE DIRECTOR**

- 4.1 Further to the Completion, Mr Chua Khoon Hui has been appointed as the Chief Executive Officer and Executive Director of the Company. The details of the appointment of Mr Chua Khoon Hui as required under Rule 704(6) of the Catalist Rules are set out in a separate announcement today.
- 4.2 The composition of the Board following the Completion is as follows:
- (a) Dr Yu Lai Boon (Non-Executive Chairman and Independent Director);
  - (b) Mr Chua Khoon Hui (Chief Executive Officer and Executive Director);
  - (c) Mr Tan Dah Ching (Non-Executive Independent Director); and
  - (d) Mr Teo Kok Woon (Non-Executive Non-Independent Director).
- 4.3 There are no changes in the composition of the Audit Committee, Nominating Committee and Remuneration Committee.

### **5. APPOINTMENT OF GROUP CHIEF FINANCIAL OFFICER**

Further to the Completion, Mr Ng Kim Chew has been appointed as the Group Chief Financial Officer of the Company. The details of the appointment of Mr Ng Kim Chew as required under Rule 704(6) of the Catalist Rules are set out in a separate announcement today.

### **6. RELEASE OF ESCROW AMOUNT**

- 6.1 With effect from 31 August 2016, the Company had become a cash company under Rule 1017 of the Catalist Rules, and in accordance with Rule 1017(1)(a) of the Catalist Rules, the Company had opened an escrow account with United Overseas Bank Limited (the "**Escrow Account**") and placed approximately 90% of the Company's then cash balance in the Escrow Account. As at the date of this announcement, the Company holds approximately S\$4.28 million (the "**Escrow Amount**") in the Escrow Account.
- 6.2 Following the Completion of the Proposed Acquisition, the Escrow Amount will be withdrawn by the Company and the Escrow Account will be closed.

## 7. CHANGE OF REGISTERED OFFICE

With effect from 7 February 2019, the address of the registered office of the Company has been changed to 315 Outram Road, #14-02 Tan Boon Liat Building, Singapore 169074. The new telephone number and email address of the registered office of the Company are as follows:

Telephone number : (65) 6732 3452  
Email address : [contact@tshcorp.com.sg](mailto:contact@tshcorp.com.sg)

## 8. 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.

By Order of the Board

Dr Yu Lai Boon  
Non-Executive Chairman and Independent Director  
7 February 2019

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*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.*