
PROPOSED ACQUISITION OF A COMPANY WITH TWO PLOTS OF LAND IN JOHOR BAHRU, MALAYSIA

1. INTRODUCTION & RATIONALE

The Board of Directors of Tiong Seng Holdings Limited (the “**Company**”) together with its subsidiaries (collectively, the “**Group**”) would like to announce that its wholly owned subsidiary, Robin Village Development Pte Ltd (“**RVD**”), has entered into a shares sale agreement (“**Agreement**”) to acquire 100% interest of Kinsbina Sdn. Bhd. (“**Kinsbina**”), a company incorporated in Malaysia and is engaged in the business of properties investment (the “**Proposed Acquisition**”). Kinsbina is the registered proprietor of two (2) vacant plots of land in Mukim Rimba Terjun, Daerah Pontian, Negeri Johor (the “**Lands**”). The shareholders of Kinsbina are independent third parties who are not related to any director or substantial shareholder of the Company.

The Proposed Acquisition is aligned to the Group’s plans to expand the production capacity and capability of the group in pre-cast manufacturing and prefabrication. The Proposed Acquisition will be subject to obtaining relevant approvals from the government authorities.

2. PURCHASE CONSIDERATION

The total purchase consideration of Kinsbina is approximately RM29.9 million (equivalent to approximately S\$10.0 million) (the “**Consideration**”), arrived at on a willing buyer willing seller basis after arm’s length negotiations, taking into consideration, *inter alia*, relevant enquiries, references and comparisons to the comparable lands in the surrounding area, and on the condition that the above conditions precedents are met. No independent valuation was commissioned by the Company. The Consideration will be funded by a combination of internal resources of the Group and bank facilities.

3. RELATIVE FIGURES UNDER RULE 1006

Based on Group’s unaudited financial statements for the 3 months ended 31 March 2018 as announced on 14 May 2018, the applicable figure under Chapter 10 of the Listing Manual is Rule 1006(c) where the aggregate value of the consideration given is 5.6% of the Company’s market capitalisation based on the total number of shares excluding treasury shares. As the relative figure is less than 20%, the Proposed Acquisition constitutes a “discloseable transaction”.

** Company’s market capitalization is determined by multiplying the issued and paid up capital of 445,023,449 shares, excluding treasury shares, by the weighted average price of S\$0.4000 per share as at 13 June 2018, being the market day immediately preceding the date of this announcement.*

4. FINANCIAL EFFECTS, SERVICE CONTRACTS & AGREEMENT AVAILABLE FOR INSPECTION

Based on the latest financial year ended 31 December 2017, assuming that the transaction had been effected at the beginning of that financial year, the Proposed Acquisition does not have any material effect on the earnings per share or net tangible assets per share of the Group.

None of the directors or substantial shareholders of the Company has any interest, direct or indirect, in the Proposed Acquisition. There are no Directors’ Service contracts in the Proposed Acquisition. A copy of the shares sale agreement is available for inspection during normal business hours at 21 Fan Yong Road Singapore 629796, for a period of three months commencing from the date of this Announcement. The Company will make further announcements in respect of the Proposed Acquisition as and when appropriate or there are further updates or developments in due course.

BY ORDER OF THE BOARD
TIONG SENG HOLDINGS LIMITED

Pek Lian Guan
Executive Director and CEO
18 June 2018