

**SALE AND PURCHASE AGREEMENT RELATING TO THE ACQUISITION OF 51% OF THE ENTIRE ISSUED AND PAID UP CAPITAL IN TECHNICS STEEL PTE LTD (THE “TARGET COMPANY”) (THE “ACQUISITION”)**

---

**1. INTRODUCTION**

The Board of Directors (the “**Board**”) of **T T J Holdings Limited** (the “**Company**” and together with its subsidiaries, the “**Group**”) is pleased to announce that the Company has entered into a Sale and Purchase Agreement (the “**SPA**”) today with **Technics Offshore Engineering Pte Ltd (Under Judicial Management)** (the “**Vendor**”) pursuant to which the Vendor proposed to sell, and the Company acquired, 51% of the entire issued and paid-up share capital (“**Sale Shares**”) in Technics Steel Pte Ltd (the “**Target Company**”).

The Company is pleased to announce further that completion of the Acquisition has occurred on 1 February 2017 (the “**Completion**”). Following the Completion, the Target Company has become a subsidiary of the Company.

**2. INFORMATION ON THE TARGET COMPANY AND THE VENDOR**

2.1. The Target Company

The Target Company is a company incorporated in, and existing under the laws of Singapore, having its registered office at 72 Loyang Way, Singapore 508762. As at the date of the SPA, the Target Company has an issued and fully paid-up share capital of S\$500,000.00 comprising 500,000 ordinary shares.

The Target Company is engaged in, *inter alia*, the design, supply, fabrication and installation of structural steel works for erecting steel structural frames for long span aircraft hangars, high rise buildings, commercial and industrial buildings.

Based on the unaudited accounts of the Target Company as at 30 September 2016, the equivalent net tangible assets for 51% equity holding amounts to S\$426,615.00.

2.2. The Vendor

The Vendor is the owner of the Sale Shares and the Vendor is currently under judicial management. The Acquisition is a result of the Company participating in an open tender conducted by the judicial managers for the disposal of the Sale Shares.

**3. PRINCIPAL TERMS OF THE ACQUISITION**

3.1. Consideration

The aggregate consideration for the Sale Shares is S\$350,000.00 (the “**Consideration**”).

3.2. Binding Offer

As part of the Acquisition, the Company shall lend the Target Company a sum of S\$600,000.00 to settle the existing debt of the Target Company owing to the Vendor and the ultimate holding company, Technics Oil and Gas Limited (Under Judicial Management) (the “**Settlement Sum**”) as at the Completion of the SPA for and on behalf of the Target Company. The Consideration and the Settlement Sum shall collectively be referred to as the “**Binding Offer**”.

### 3.3. Terms of Payment

The Binding Offer shall be paid by the Company wholly in cash upon Completion of the SPA.

### 3.4. Basis of Binding Offer

The Binding Offer was arrived at on a willing-buyer, willing-seller basis, after taking into consideration, *inter alia*, the growth potential and relevant expertise possessed by the Target Company and the value of net assets owned by the Target Company.

### 3.5. Funding

The Binding Offer has been funded by internally generated funds of the Company.

## 4. **RATIONALE**

The Company has decided to acquire the Target Company as the Target Company has technical expertise in certain areas that the Group intends to leverage on. The Acquisition is in line with the core businesses of the Group in structural steel and will allow the Company to undertake different types of projects within the same core businesses.

The Company considers the Acquisition as an acquisition of assets in the ordinary course of the Group’s business and will not increase the scale of the Company’s existing operations significantly. Accordingly, Shareholders’ approval for the Acquisition will not be sought for the Acquisition.

As a result of the Acquisition, the Target Company has become a subsidiary of the Company.

## 5. **FINANCIAL EFFECTS**

The Acquisition is not expected to have any material impact on the earnings per share and net tangible asset per share of the Company for the current financial year.

## 6. **INTERESTS OF DIRECTORS AND SUBSTANTIAL SHAREHOLDERS**

None of the Directors or the controlling shareholders of the Company have any interest, direct or indirect, in the Acquisition, other than through their respective directorships and/or shareholdings in the Company.

## 7. **DOCUMENTS AVAILABLE FOR INSPECTION**

The SPA is available for inspection during normal business hours at the registered office of the Company at 57 Pioneer Road, Singapore 628508 for three (3) months from the date of this announcement.

**BY ORDER OF THE BOARD**

Teo Hock Chwee  
Chairman and Managing Director

1 February 2017