

IFA to Tung Lok Restaurants (2000) Ltd in relation to IPT Disposal and IPT General Mandate

On 18 June 2019, SGX-ST Catalist-listed Tung Lok Restaurants (2000) Ltd ("**Tung Lok**" or the "**Company**") announced that its wholly-owned subsidiary, Tung Lok Millennium Pte Ltd ("**TLM**"), had on 18 June 2019 entered into a conditional sale and purchase agreement with Maker Food Manufacturing Pte Ltd ("**MFM**") in relation to the proposed disposal (the "**IPT Disposal**") of TLM's entire 50% shareholding interest in T&T Gourmet Cuisine Pte Ltd ("**T&T**"), a joint venture company which is owned equally by the Company and Tee Yih Jia Food Manufacturing Pte Ltd ("**TYJ**") through their respective wholly-owned subsidiaries, to MFM for a consideration of S\$1,150,000 (the "**Consideration**").

Tung Lok and its subsidiaries (collectively, the "**Group**") and its associated companies own and/or manage more than 40 restaurants. Tee Yih Jia Food Manufacturing Pte Ltd ("**TYJ**", together with its subsidiaries, referred to as the "**TYJ Group**") and its associated companies (including T&T) are, amongst other things, carrying on the business as manufacturers and distributors of frozen foods. Mr Goi Seng Hui ("**Mr Goi**") has been a Non-Executive Director of the Company since 23 June 2011. Mr Goi and TYJ are controlling shareholders of the Company. MFM is a wholly-owned subsidiary of TYJ. Mr Goi, TYJ and their associates (including MFM and T&T) are accordingly "interested persons" within the meaning of Chapter 9 of the Catalist Rules and the IPT Disposal constitutes an "interested person transaction".

The Company had also previously obtained the approval of its Shareholders for a general mandate whereby authority was given to the Group and its associated companies (including T&T) to enter into recurring interested person transactions ("**IPT**") with Mr Goi, the TYJ Group and its associated companies (including T&T) (collectively, the "**GSH Interested Group**"). Notwithstanding the Proposed Disposal, the Group and its associated companies (other than T&T) (the "**Tung Lok Target Group**") intends to continue with certain recurrent transactions arising from the ordinary course of business of the Tung Lok Target Group with the GSH Interested Group. Accordingly, the proposed adoption of the new Shareholders' general mandate for IPTs was proposed to enable the Tung Lok Target Group following completion of the Proposed Disposal, to enter into certain recurrent transactions in the ordinary course of business (the "**Mandated IPTs**") with the GSH Interested Group (the "**New IPT Mandate**").

SAC Capital was appointed as the Independent Financial Adviser (the “**IFA**”) to the directors of the Company who are considered independent (the “**Unaffected Directors**”) for the purposes of making recommendations to the independent shareholders of the Company (the “**Independent Shareholders**”) in respect of the IPT Disposal and the proposed adoption of the New IPT Mandate. The circular, containing *inter alia*, SAC Capital’s opinion on the IPT Disposal and the New IPT Mandate, the recommendation of the Unaffected Directors and relevant information pertaining to the IPT Disposal and the New IPT Mandate for the consideration of Independent Shareholders, had been despatched to shareholders of the Company (the “**Shareholders**”) on 15 July 2019.

At the EGM held on 31 July 2019, the Company had received Shareholders’ approval for the resolutions with respect to the IPT Disposal and the New IPT Mandate.

For more information on our past transactions, click [here](#).

About SAC Capital

SAC Capital enjoys a long-standing reputation as a specialist in corporate finance, and we have been a trusted advisor to our clients and partners since 2004.

As an expert in the small-medium enterprise space across various disciplines – Initial Public Offerings (IPOs), mergers and acquisitions (M&As), corporate transactions for listed companies, underwriting and share placement, fund raising and Catalist Sponsorship – we understand our clients’ needs very well, and we are able to steer them in the right direction.

Financial Advisory - acting as FA and IFA

We provide financial advisory services for corporate exercises, taking into account the various compliance requirements, working alongside our clients to achieve their objectives.

Acting as Financial Adviser or Independent Financial Adviser, we have wide ranging experiences spanning Reverse Takeovers, General Offers, Interested Person Transactions, Delisting and IPO Pre-Clearances. To date, we have completed more than 130 advisory engagements which gives us in depth knowledge of a broad spectrum of corporate advisory services.

Fundraising, M&A and Underwriting

Our Equity Capital Markets (ECM) units assists our clients in fund-raising activities in both private and public equity markets. Our services include IPOs, secondary placements, rights issues, convertible bonds, pre-IPO financing, strategic equity and M&A. We deal with each client’s specific requirements and provide customised capital markets solutions.

We are a leading placement agent and underwriter of equity and equity-linked offerings in Singapore, having completed offerings in the Lifestyle, Consumers, Healthcare, Technology, Media and Telecom

(TMT), Real Estate, Manufacturing, Mineral, Oil and Gas (MOG) and Specialised Engineering sectors. Notwithstanding the above, the ECM unit is sector agnostic with a wide range of expertise. ECM also assists our clients in their communications with the equity markets.

Mainboard & Catalyst Listing

We advise our clients on equity fund raising which includes IPOs. Our work involves advising on, amongst others, restructuring exercises and compliance requirements of the Singapore Exchange and other regulatory authorities for the purpose of equity fund raising.

We also advise on Reverse Takeovers and secondary listings. We seek to understand our client's long term business plan and strategy so as to provide the appropriate advice to tailor to their needs and requirements.

Catalist Sponsorship

SAC Capital is one of the leaders in the market in the Catalist Sponsorship space, with a view to support the growth of our sponsored issuers. Our principal scope of services as a Catalist Sponsor is to advise and guide our sponsored issuers in relation to their continuing listing obligations, on an ongoing basis under the Catalist Rules. Our experienced team of professionals work closely with the directors and management team of the sponsored issuers and assist them in disclosure and compliance matters for corporate actions and developments.

Research

With comprehensive knowledge of the local capital market, our experience and access to information means that the company is well placed to produce research reports. We seek to fill the gap in the industry where there is minimal research coverage for small and medium enterprises (SMEs) listed on the SGX. SAC Advisors aims to provide a platform which assists investors in making informed decisions when investing in these high-growth small/medium companies while promoting awareness and educating the general public of the merits of investing in listed SMEs.

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