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TAN CHONG INTERNATIONAL LIMITED

(incorporated in Bermuda with limited liability)

(Stock code: 693)

CHANGE IN SHAREHOLDING

RESTORATION OF PUBLIC FLOAT

This announcement is made by Tan Chong International Limited (the "**Company**") pursuant to Rule 13.09(1) of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the "**Listing Rules**").

CHANGE IN SHAREHOLDING

The board of directors of the Company (the "**Board**") has been notified that, on 28 June 2012, each of Mr. Tan Eng Soon ("**TES**") (an executive director and a substantial shareholder of the Company), Tan Chong Consolidated Sdn. Bhd. ("**TCC**") (the controlling shareholder of the Company), Wealthmark Holdings Sdn. Bhd. (a private company incorporated in Malaysia in which each of TES and Dato' Tan Heng Chew (the brother of TES) holds approximately 16.14% and 36.06% of its issued share capital, respectively) and Dato' Tan Heng Chew has agreed to purchase, and Guoco Group Limited ("**Guoco**") (a substantial shareholder of the Company) has agreed to sell, 241,608,000 shares of HK\$0.5 each in the Company (the "**Shares**"), 40,257,000 Shares, 37,848,000 Shares and 20,136,000 Shares, respectively, representing approximately 12.00%, 2.00%, 1.88% and 1.00% of the issued share capital of the Company (the "**Transaction**").

RESTORATION OF PUBLIC FLOAT

Reference is made to the announcement of the Company dated 4 January 2010 concerning public float.

To the best of the knowledge, information and belief of the directors of the Company (the "**Directors**") and based on the information set out in the latest Disclosure of Interests Notices filed, the shareholding structure of the Company immediately before and after the Transaction are as below:

	<u>Immediately before the Transaction</u>		<u>Immediately after the Transaction</u>	
	<u>Number of Shares</u>	<u>Approximate %</u>	<u>Number of Shares</u>	<u>Approximate %</u>
Beneficial Interests of Directors				
TES	237,162,972	11.78%	478,770,972	23.78%
Joseph Ong Yong Loke	2,419,536	0.12%	2,419,536	0.12%
Tan Kheng Leong	2,415,000	0.12%	2,415,000	0.12%

	<u>Immediately before the Transaction</u>		<u>Immediately after the Transaction</u>	
	<u>Number of Shares</u>	<u>Approximate %</u>	<u>Number of Shares</u>	<u>Approximate %</u>
Sng Chiew Huat	849,000	0.04%	849,000	0.04%
Glenn Tan Chun Hong	99,000	0.00%	99,000	0.00%
Interests of Substantial Shareholders				
TCC	912,799,986 (Note 1)	45.34%	953,056,986	47.34%
Guoco Group Limited (" Guoco ")	400,308,068	19.88%	--	--
Other Connected Person				
Tan Boon Siong (Note 2)	2,601	0.00%	2,601	0.00%
Public				
Guoco	--	--	60,459,068	3.00%
Other public shareholders	457,252,837	22.71%	515,236,837 (Note 3)	25.59%
Total	2,013,309,000	100%	2,013,309,000	100%

Notes:

1. Based on the information disclosed in the latest Disclosure of Interests Notices filed by TCC on 26 March 2010, among the 912,799,986 Shares, 665,562,720 Shares are held by TCC in the capacity of a beneficial owner, and 247,237,266 Shares represent the aggregate number of Shares acquired pursuant to the relevant agreement specified under section 317(1) of the Securities and Futures Ordinance, Chapter 571 of the Laws of Hong Kong, by the parties to the same agreement.
2. Tan Boon Siong is a director of Singapore Automotive Industries Private Limited, Metaquip TC Industrial Pte Ltd, TC Autoworld Sdn Bhd, Man Commercial Vehicles (Thailand) Co., Ltd, and Motor Image Malaysia Sdn Bhd, all being subsidiaries of the Company.
3. Wealthmark Holdings Sdn. Bhd. and Dato' Tan Heng Chew are not connected persons of the Company as defined in Chapter 1 of the Listing Rules, and are counted as "public" for the purposes of ascertaining public float in accordance with Rule 8.24 of the Listing Rules.

Immediately after the Transaction, Guoco will cease to be a substantial shareholder of the Company and became a public shareholder of the Company.

As illustrated above, the public float of the Company will be restored to approximately 28.6%, which is above the minimum level provided under Rule 8.08(1)(a) of the Listing Rules, immediately after the Transaction.

On behalf of the Board
Tan Chong International Limited
Joseph Ong Yong Loke
Deputy Chairman and Managing Director

Hong Kong, 28 June 2012

As at the date of this announcement, the Executive directors are Mr. Tan Eng Soon, Mr. Joseph Ong Yong Loke, Mr. Tan Kheng Leong, Mdm. Sng Chiew Huat and Mr. Glenn Tan Chun Hong. Non-executive director is Mr. Ng Kim Tuck. Independent non-executive directors are Mr. Lee Han Yang, Mr. Masatoshi Matsuo and Mr. Tan Ngip Joo.