

Hong Kong Exchanges and Clearing Limited, The Stock Exchange of Hong Kong Limited (the “**Stock Exchange**”) and Hong Kong Securities Clearing Company Limited (“**HKSCC**”) take no responsibility for the contents of this announcement, make no representation as to its accuracy or completeness and expressly disclaim any liability whatsoever for any loss howsoever arising from or in reliance upon the whole or any part of the contents of this announcement.

Unless otherwise defined in this announcement, capitalized terms used herein shall have the same meanings as those defined in the prospectus dated October 24, 2024 (the “**Prospectus**”) of T.S. Lines Limited (the “**Company**”).

This announcement is made pursuant to section 9(2) of the Securities and Futures (Price Stabilizing) Rules (Chapter 571W of the Laws of Hong Kong).

This announcement is for information purposes only and does not constitute an invitation or offer to acquire, purchase or subscribe for securities of the Company. This announcement is not a prospectus. Potential investors should read the Prospectus for detailed information about the Company and the Global Offering described below before deciding whether or not to invest in the Offer Shares. Any investment decision in relation to the Offer Shares should be taken solely in reliance on the information provided in the Prospectus.

This announcement is not for release, publication, distribution, directly or indirectly, in or into the United States (including its territories and possessions, any state of the United States and the District of Columbia). This announcement does not, and is not intended to, constitute or form a part of any offer to sell or solicitation to purchase or subscribe for any securities in the United States. The Offer Shares have not been, and will not be, registered under the United States Securities Act of 1933, as amended (the “**U.S. Securities Act**”) or securities law of any state or other jurisdiction of the United States and may not be offered, sold, pledged or otherwise transferred within the United States, except pursuant to an available exemption from, or in a transaction not subject to, the registration requirements of the U.S. Securities Act. There will be no public offer of the Offer Shares in the United States. The Offer Shares are being offered and sold solely (1) in the United States to qualified institutional buyers as defined in Rule 144A under the U.S. Securities Act pursuant to Rule 144A or another available exemption from registration under the U.S. Securities Act and (2) outside the United States in offshore transactions in reliance on Regulation S under the U.S. Securities Act.



T.S. Lines Limited
德翔海運有限公司

(Incorporated in Hong Kong with limited liability)

(Stock Code: 2510)

PARTIAL EXERCISE OF THE OVER-ALLOTMENT OPTION, STABILIZING ACTIONS AND END OF STABILIZATION PERIOD

PARTIAL EXERCISE OF THE OVER-ALLOTMENT OPTION

The Company announces that the Over-allotment Option described in the Prospectus has been partially exercised by the Overall Coordinators (for themselves and on behalf of the International Underwriters) on Thursday, November 28, 2024, in respect of an aggregate of 14,091,000 Shares, representing approximately 5.62% of the total number of the Offer Shares initially available under the Global Offering before any exercise of the Over-allotment Option.

The Over-allotment Shares will be allotted and issued by the Company at HK\$4.18 per Share (exclusive of brokerage of 1.0%, SFC transaction levy of 0.0027%, Stock Exchange trading fee of 0.00565% and AFRC transaction levy of 0.00015%), being the Offer Price per Share under the Global Offering. The Over-allotment Shares will be used to facilitate the return to Providence of part of the 37,641,000 Shares borrowed by J.P. Morgan Securities plc, as an affiliate of the Stabilizing Manager under the Stock Borrowing Agreement which were used to cover over-allocations in the International Offering.

STABILIZING ACTIONS AND END OF STABILIZATION PERIOD

Pursuant to section 9(2) of the Securities and Futures (Price Stabilizing) Rules (Chapter 571W of the Laws of Hong Kong), the Company announces that the stabilization period in connection with the Global Offering ended on Thursday, November 28, 2024, being the 30th day after the last day for lodging applications under the Hong Kong Public Offering.

Further information in relation to the stabilizing actions undertaken by the Stabilizing Manager, or its affiliates or any person acting for it, during the stabilization period, is set out in this announcement.

PARTIAL EXERCISE OF THE OVER-ALLOTMENT OPTION

The Company announces that the Over-allotment Option described in the Prospectus has been partially exercised by the Overall Coordinators (for themselves and on behalf of the International Underwriters) on Thursday, November 28, 2024, in respect of an aggregate of 14,091,000 Shares (the “**Over-allotment Shares**”), representing approximately 5.62% of the total number of the Offer Shares initially available under the Global Offering before any exercise of the Over-allotment Option.

The Over-allotment Shares will be allotted and issued by the Company at HK\$4.18 per Share (exclusive of brokerage of 1.0%, SFC transaction levy of 0.0027%, Stock Exchange trading fee of 0.00565% and AFRC transaction levy of 0.00015%), being the Offer Price per Share under the Global Offering. The Over-allotment Shares will be used to facilitate the return to Providence of part of the 37,641,000 Shares borrowed by J.P. Morgan Securities plc, as an affiliate of J.P. Morgan Securities (Asia Pacific) Limited (the “**Stabilizing Manager**”) under the Stock Borrowing Agreement which were used to cover over-allocations in the International Offering.

APPROVAL FOR LISTING

Approval for the listing of and permission to deal in the Over-allotment Shares has already been granted by the Stock Exchange. Listing of and dealings in the Over-allotment Shares are expected to commence on the Main Board of the Stock Exchange at 9:00 a.m. on Tuesday, December 3, 2024 (Hong Kong time).

SHAREHOLDING STRUCTURE OF THE COMPANY UPON COMPLETION OF THE PARTIAL EXERCISE OF THE OVER-ALLOTMENT OPTION

The shareholding structure of the Company immediately before and after completion of the partial exercise of the Over-allotment Option is as follows:

	Immediately before completion of the partial exercise of the Over-allotment Option		Immediately after completion of the partial exercise of the Over-allotment Option	
	Number of issued Shares	Approximate % of the Company's issued share capital	Number of issued Shares	Approximate % of the Company's issued share capital
Non-public Shareholders				
TS Investment ⁽¹⁾	162,073,020	9.82%	162,073,020	9.73%
Prevalence ⁽¹⁾	176,829,400	10.71%	176,829,400	10.62%
Providence ⁽¹⁾	140,000,000	8.48%	140,000,000	8.41%
AM Holding ⁽¹⁾	140,000,000	8.48%	140,000,000	8.41%
Vision Investments ⁽²⁾	618,902,420	37.49%	618,902,420	37.17%
Sub-total	<u>1,237,804,840</u>	<u>74.98%</u>	<u>1,237,804,840</u>	<u>74.34%</u>
Public Shareholders				
Cornerstone Investors ⁽³⁾	118,735,000	7.19%	118,735,000	7.13%
Other Public Shareholders	<u>294,400,160</u>	<u>17.83%</u>	<u>308,491,160</u>	<u>18.53%</u>
Sub-total	<u>413,135,160</u>	<u>25.02%</u>	<u>427,226,160</u>	<u>25.66%</u>
Total	<u><u>1,650,940,000</u></u>	<u><u>100%</u></u>	<u><u>1,665,031,000</u></u>	<u><u>100%</u></u>

Notes:

- (1) Each of TS Investment, Prevalence, Providence and AM Holding is wholly-owned by Maritime Legacy. Maritime Legacy is in turn owned by TS Chen Holding (a company wholly owned by Mr. Chen), Search & Search (a company wholly owned by Mrs. Chen, the spouse of Mr. Chen), JC Righteous (a company wholly owned by Mr. James Chen, the son of Mr. Chen) and Avermay (a company wholly owned by Ms. Christy Chen, the daughter of Mr. Chen). Mr. Chen, Mrs. Chen, Mr. James Chen and Ms. Christy Chen, by virtue of their family relationship, are parties acting in concert with each other in respect of the Company. By virtue of the SFO, each of Mr. Chen, Mrs. Chen, Mr. James Chen, Ms. Christy Chen, TS Chen Holding, Search & Search, JC Righteous, Avermay and Maritime Legacy is deemed to be interested in the Shares held by TS Investment, Prevalence, Providence and AM Holding. As such, Mr. Chen, Mrs. Chen, Mr. James Chen, Ms. Christy Chen and their respective wholly-owned investment holding companies, namely TS Chen Holding, Search & Search, JC Righteous and Avermay and Maritime Legacy (a company owned by the four aforesaid investment holding companies) are a group of Controlling Shareholders.

- (2) Vision Investments is wholly-owned by Nova Foundation, and pursuant to the rules of Nova Foundation, Vision Investments is beneficially held by Nova Foundation for its founder only, namely Mr. Sharafuddin, and shall not be beneficially held for any other beneficiary or person for a period expiring twelve months after the Listing Date. Mr. Sharafuddin is thus deemed to be interested in the Shares held by Vision Investments by virtue of the SFO. As such, Mr. Sharafuddin, Nova Foundation and Vision Investments are a group of Controlling Shareholders.
- (3) This refers to the Cornerstone Investors as set out in the section headed “Cornerstone Investors” of the Prospectus. The shareholding of the Cornerstone Investors immediately before the allotment of the Over-allotment Shares has been set out in the Company’s announcement of final Offer Price and allotment results dated October 31, 2024. The Over-allotment Shares to be allotted and issued by the Company will not affect the number of Shares held by the Cornerstone Investors, but will have a dilutive effect on the shareholding of the Cornerstone Investors on a *pro rata* basis.

USE OF PROCEEDS

The Company will receive additional net proceeds of approximately HK\$58.54 million (after deducting the underwriting commissions and other estimated expenses payable by the Company in connection with the partial exercise of the Over-allotment Option) for the 14,091,000 Shares to be allotted and issued following the partial exercise of the Over-allotment Option. The additional net proceeds will be allocated by the Company on a *pro rata* basis to the purposes as set out in the section headed “Future Plans and Use of Proceeds” in the Prospectus.

STABILIZING ACTIONS AND END OF STABILIZATION PERIOD

Pursuant to section 9(2) of the Securities and Futures (Price Stabilizing) Rules (Chapter 571W of the Laws of Hong Kong), the Company announces that the stabilization period in connection with the Global Offering ended on Thursday, November 28, 2024, being the 30th day after the last day for lodging applications under the Hong Kong Public Offering. The stabilizing actions undertaken by the Stabilizing Manager or any person acting for it, during the stabilization period are set out below:

- (i) over-allocations of an aggregate of 37,641,000 Shares under the International Offering, representing approximately 15% of the total number of the Offer Shares initially available under the Global Offering before any exercise of the Over-allotment Option;
- (ii) the borrowing of an aggregate of 37,641,000 Shares from Providence pursuant to the Stock Borrowing Agreement to cover over-allocations under the International Offering;
- (iii) successive purchases of an aggregate of 23,550,000 Shares in the price range of HK\$3.81 to HK\$4.18 per Share (exclusive of brokerage of 1.0%, SFC transaction levy of 0.0027%, Stock Exchange trading fee of 0.00565% and AFRC transaction levy of 0.00015%) on the market during the stabilization period, representing approximately 9.38% of the total number of the Offer Shares initially available under the Global Offering before any exercise of the Over-allotment Option. The last purchase made by the Stabilizing Manager, or any person acting for it, on the market during the course of the stabilization period was on Thursday, November 28, 2024 at the price of HK\$4.18 per Share (exclusive of brokerage of 1.0%, SFC transaction levy of 0.0027%, Stock Exchange trading fee of 0.00565% and AFRC transaction levy of 0.00015%); and

- (iv) the partial exercise of the Over-allotment Option by the Overall Coordinators (for themselves and on behalf of the International Underwriters) on Thursday, November 28, 2024 in respect of an aggregate of 14,091,000 Shares, representing approximately 5.62% of the total number of Offer Shares initially available under the Global Offering before any exercise of the Over-allotment Option, at HK\$4.18 per Share (exclusive of brokerage of 1.0%, SFC transaction levy of 0.0027%, Stock Exchange trading fee of 0.00565% and AFRC transaction levy of 0.00015%), being the Offer Price under the Global Offering, to facilitate the return to Providence of the remaining part of the 37,641,000 borrowed Shares under the Stock Borrowing Agreement which were used to cover the over-allocations under the International Offering.

The portion of the Over-allotment Option which has not been exercised by the Overall Coordinators on behalf of the International Underwriters lapsed on Thursday, November 28, 2024.

PUBLIC FLOAT

Immediately after the end of the stabilization period and the completion of the partial exercise of the Over-allotment Option, the Company continues to comply with the minimum public float requirement of 25.0% as prescribed in Rule 8.08(1)(a) of the Listing Rules.

By order of the Board

T.S. Lines Limited

Mr. Chen Teh-Sheng

Chairman of the Board, Executive Director and Chief Executive Officer

Hong Kong, November 28, 2024

As at the date of this announcement, the board of directors of the Company comprises, (i) Mr. Chen Teh-Sheng, Mrs. Chen Chuang Chuang-Li, Mr. To Hung-Lin, Mr. Chow Hong Man and Mr. Chen Shao-Hsiang as executive directors; and (ii) Mr. Wu Youn-Ger, Mr. Chang Shan-Hui and Mr. Yang Li-Yen as independent non-executive directors.