

## ROXY-PACIFIC HOLDINGS LIMITED

(Company Registration No.: 196700135Z)  
(Incorporated in the Republic of Singapore)

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### THE SGX-ST APPROVAL FOR THE PROPOSED DELISTING OF THE COMPANY

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#### 1. Introduction

The Board of Directors (the “**Board**”) of Roxy-Pacific Holdings Limited (the “**Company**”) refers to:

- (a) the announcement dated 20 September 2021 (the “**Pre-Conditional Offer Announcement**”) made by Oversea-Chinese Banking Corporation Limited (the “**Financial Adviser**”), for and on behalf of TKL & Family Pte. Ltd. (the “**Offeror**”), stating, *inter alia*, that subject to and contingent upon the satisfaction of the Pre-Condition (as defined in the Pre-Conditional Offer Announcement), the Offeror intends to make a voluntary conditional general offer (the “**Offer**”) for all the issued ordinary shares (the “**Shares**”) (excluding treasury shares) in the capital of the Company, other than those Shares already owned, controlled or agreed to be acquired by the Offeror as at the date of the Offer in accordance with Rule 15 of the Singapore Code on Takeovers and Mergers;
- (b) the announcement dated 20 September 2021 made by the Company informing shareholders of the Company (the “**Shareholders**”) of the Offer;
- (c) the formal offer announcement dated 15 December 2021 (the “**Formal Offer Announcement**”) made by the Financial Adviser, for and on behalf of the Offeror, that *inter alia* as at 15 December 2021, the Pre-Condition has been satisfied. Accordingly, the Offeror announced its firm intention to make the Offer;
- (d) the announcement dated 15 December 2021 made by the Company, in response to the Formal Offer Announcement;
- (e) the offer document dated 5 January 2022 (the “**Offer Document**”) issued by the Financial Adviser, for and on behalf of the Offeror, setting out the terms and conditions of the Offer;
- (f) the offeree circular dated 19 January 2022 (the “**Offeree Circular**”) issued by the Company in connection with the Offer;
- (g) the announcement dated 28 January 2022 (the “**Unconditional Announcement**”) made by the Financial Adviser on behalf of the Offeror in relation to, *inter alia*, the Offer being declared unconditional in all respects, the level of acceptances of the Offer, the extension of the closing date and the Offeror’s right of compulsory acquisition;
- (h) the announcement dated 29 January 2022 made by the Company, in response to the Unconditional Announcement, informing the Shareholders of the loss of public float; and
- (i) the announcement dated 15 February 2022 made by the Financial Adviser on behalf of the Offeror in relation to, *inter alia*, the despatch of notices pursuant to Section 215(1) and Section 215(3) of the Companies Act 1967

(collectively referred to as the “**Announcements**”).

All capitalised terms not defined herein shall have the same meanings ascribed to them in the Offeree Circular.

## 2. Background to and Grounds for the SGX-ST Application

The Company wishes to inform that it had on 7 February 2022 submitted an application to the SGX-ST to seek approval for, *inter alia*, the Company to be delisted from the SGX-ST (“**Delisting**”) in accordance with Rule 1308 of the Listing Manual upon the completion of the Compulsory Acquisition, subject to finalisation of logistical arrangements with the SGX-ST issuer services department.

The approval for the Delisting was sought on the basis that the Offeror had announced on 28 January 2022 that it had become entitled to, and would exercise its statutory right of Compulsory Acquisition under Section 215(1) of the Companies Act, such that on completion of the Compulsory Acquisition, the Offeror will own 100% of the total number of Shares and the Company will become a wholly-owned subsidiary of the Offeror.

## 3. Confirmations from the SGX-ST

The SGX-ST had responded that based on the Company's submissions and representations to the SGX-ST, as the Offeror and its concert parties hold, in aggregate, more than 90% of all the Shares (excluding treasury shares), resulting in the Company's free float falling below 10%, and taking into consideration the Offeror's intention to exercise its right to the Compulsory Acquisition:

- (a) the SGX-ST has no objection to the delisting of the Company from the Official List of the SGX-ST subject to an announcement via SGXNet of the SGX-ST's decision; and
- (b) as the Delisting is pursuant to the Offeror exercising its right of Compulsory Acquisition, Listing Rules 1307 and 1309 will not apply to the Delisting.

The SGX-ST's decision is not an indication of the merits of the Delisting. The date and time of the Delisting will be announced in due course.

## 4. Responsibility Statement

The Directors (including those who have delegated detailed supervision of this announcement) have taken all reasonable care to ensure that the facts stated in this announcement and all opinions expressed herein are fair and accurate and that no material facts have been omitted from this announcement (the omission of which would render any statement in this announcement misleading in any material aspect), and they jointly and severally accept responsibility accordingly.

Where any information has been extracted or reproduced from published or otherwise publicly available sources or obtained from the Offeror (including, without limitation, the Offer Document and announcements made by or on behalf of the Offeror), the sole responsibility of the Directors has been to ensure, through reasonable enquiries, that such information is accurately extracted from such sources or, as the case may be, reflected or reproduced in this announcement.

BY ORDER OF THE BOARD

Mr Tong Din Eu

Lead Independent Director, Chairman of the Audit Risk Management Committee

16 February 2022