

ROXY-PACIFIC HOLDINGS LIMITED

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

VOLUNTARY GENERAL OFFER BY OVERSEA-CHINESE BANKING CORPORATION LIMITED FOR AND ON BEHALF OF TKL & FAMILY PTE. LTD.

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; and
- (b) the announcement dated 20 September 2021 made by the Company informing shareholders of the Company (the “**Shareholders**”) of the Offer.

The Board wishes to inform the Shareholders that the Offeror has on 15 December 2021 announced (the “**Formal Offer Announcement**”) 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.

A copy of the Formal Offer Announcement is available on the website of the Singapore Exchange Securities Trading Limited at www.sgx.com. Shareholders are advised to refer to the full text of the Formal Offer Announcement.

2. Offer Document

As set out in the Formal Offer Announcement, the formal offer document to be issued in respect of the Offer (the “**Offer Document**”) setting out the terms and conditions of the Offer and enclosing the appropriate form(s) of acceptance of the Offer will be electronically disseminated via an announcement on SGXNET and the Company’s website not earlier than 14 days and not later than 21 days from the date of the Formal Offer Announcement. The Offer will remain open for acceptances by Shareholders for a period of at least 28 days from the date of posting of the Offer Document.

A hardcopy notification, together with the appropriate form(s) of acceptance of the Offer, will be despatched to the Shareholders with instructions on how to access the electronic version of the Offer Document and its related documents.

3. Circular to Shareholders

The Board will appoint an independent financial adviser (the “**IFA**”) to advise the directors of the Company (the “**Directors**”) who are considered to be independent for the purposes of the Offer (the “**Independent Directors**”), in respect of the Offer. A circular (the “**Circular**”) containing, *inter alia*, the advice of the IFA and the recommendation of the Independent Directors will be sent to Shareholders within 14 days from the date of posting of the Offer Document to be issued by the Financial Adviser, for and on behalf of the Offeror, in relation to the Offer.

In the meantime, Shareholders are advised to exercise caution when dealing in their Shares or otherwise refrain from taking any action in relation to their Shares, which may be prejudicial to their interests. The Company will release further announcements at the appropriate junctures.

Shareholders who are in doubt as to the action they should take should consult their stockbroker, bank manager, solicitor or other professional advisers.

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 Pre-Conditional Offer Announcement and/or the Formal Offer Announcement), 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

15 December 2021