

SECURITIES AND FUTURES ACT (CAP. 289)
SECURITIES AND FUTURES (DISCLOSURE OF INTERESTS)
REGULATIONS 2012

**NOTIFICATION FORM FOR DIRECTOR/CHIEF EXECUTIVE OFFICER
IN RESPECT OF INTERESTS IN SECURITIES**

FORM

1

(Electronic Format)

Explanatory Notes

1. Please read the explanatory notes carefully before completing this notification form.
2. This form is for a Director/Chief Executive Officer ("CEO") to give notice of his interests in the securities of the Listed Issuer under section 133, 137N or 137Y of the Securities and Futures Act (Cap. 289) (the "SFA"). Please note that the requirement to disclose interests in participatory interests applies **only** to a director and where the Listed Issuer is a Singapore-incorporated company.
3. This electronic Form 1 and a separate Form C, containing the particulars and contact details of the Director/CEO, must be completed by the Director/CEO or a person duly authorised by him to do so. The person so authorised should maintain records of information furnished to him by the Director/CEO.
4. This form and Form C, are to be completed electronically and sent to the Listed Issuer via an electronic medium such as an e-mail attachment. The Listed Issuer will attach both forms to the prescribed SGXNet announcement template for dissemination as required under section 137G(1), 137R(1) or 137ZC(1) of the SFA, as the case may be. While Form C will be attached to the announcement template, it will not be disseminated to the public and is made available only to the Monetary Authority of Singapore (the "Authority").
5. A single form may be used by a Director/CEO for more than one transaction resulting in notifiable obligations which occur within the same notifiable period (i.e. within two business days of/of becoming aware of, the earliest transaction). There must be no netting-off of two or more notifiable transactions even if they occur within the same day.
6. All applicable parts of the notification form must be completed. If there is insufficient space for your answers, please include attachment(s) by clicking on the paper clip icon on the bottom left-hand corner or in item 3 of Part II or item 10 of Part III. The total file size for all attachment(s) should not exceed 1MB.
7. Except for item 4 of Part III, please select only one option from the relevant check boxes.
8. Please note that submission of any false or misleading information is an offence under Part VII of the SFA.
9. In this form, the term "Listed Issuer" refers to –
 - (a) a company incorporated in Singapore any or all of the shares in which are listed for quotation on the official list of a securities exchange;
 - (b) a corporation (not being a company incorporated in Singapore, or a collective investment scheme constituted as a corporation) any or all of the shares in which are listed for quotation on the official list of a securities exchange, such listing being a primary listing;
 - (c) a registered business trust (as defined in the Business Trusts Act (Cap. 31A)) any or all of the units in which are listed for quotation on the official list of a securities exchange;
 - (d) a recognised business trust any or all of the units in which are listed for quotation on the official list of a securities exchange, such listing being a primary listing; or
 - (e) a collective investment scheme that is a trust, that invests primarily in real estate and real estate-related assets specified by the Authority in the Code on Collective Investment Schemes, and any or all the units in which are listed for quotation on the official list of a securities exchange, such listing being a primary listing ("Real Estate Investment Trust").
10. For further instructions and guidance on how to complete this notification form, please refer to section 6 of the User Guide on Electronic Notification Forms which can be accessed at the Authority's Internet website at <http://www.mas.gov.sg> (under "Regulations and Financial Stability", "Regulations, Guidance and Licensing", "Securities, Futures and Fund Management", "Forms", "Disclosure of Interests").

Part I - General

1. Name of Listed Issuer:

Roxy-Pacific Holdings Limited

2. Type of Listed Issuer:

- Company/Corporation
 Registered/Recognised Business Trust
 Real Estate Investment Trust

3. Name of Director/CEO:

Teo Hong Yeow

4. Is the Director/CEO also a substantial shareholder/unitholder of the Listed Issuer?

- Yes
 No

5. Is the Director/CEO notifying in respect of his interests in securities of, or made available by, the Listed Issuer at the time of his appointment?

- Yes *(Please proceed to complete Part II)*
 No *(Please proceed to complete Part III)*

6. Date of notification to Listed Issuer:

03-Feb-2022

Part III - For an incumbent Director/CEO giving notice of an acquisition of, or a change in his interest in, securities of or made available by the Listed Issuer

Transaction **A** 

1. Date of acquisition of or change in interest:

28-Jan-2022

2. Date on which Director/CEO became aware of the acquisition of, or change in, interest 
(if different from item 1 above, please specify the date):

28-Jan-2022

3. Explanation (if the date of becoming aware is different from the date of acquisition of, or change in, interest):

4. Type of securities which are the subject of the transaction (more than one option may be chosen):

Ordinary voting shares/units of Listed Issuer

Other types of shares/units (excluding ordinary voting shares/units) of Listed Issuer

Rights/Options/Warrants over shares/units of Listed Issuer

Debentures of Listed Issuer

Rights/Options over debentures of Listed Issuer

Contracts over shares of the Listed Issuer which Director/CEO is a party to, or under which he is entitled to a benefit, being contracts under which any person has a right to call for or to make delivery of shares in the Listed Issuer

Participatory interests made available by Listed Issuer

Others (please specify):

5. Number of shares, units, rights, options, warrants, participatory interests and/or principal amount/value of debentures or contracts acquired or disposed of by Director/CEO:

31,627,062

6. Amount of consideration paid or received by Director/CEO (excluding brokerage and stamp duties):

Please see paragraph 9 below

7. Circumstance giving rise to the interest or change in interest:

Acquisition of:

- Securities via market transaction
- Securities via off-market transaction (*e.g. married deals*)
- Securities via physical settlement of derivatives or other securities
- Securities pursuant to rights issue
- Securities via a placement
- Securities following conversion/exercise of rights, options, warrants or other convertibles

Disposal of:

- Securities via market transaction
- Securities via off-market transaction (*e.g. married deals*)


Other circumstances :


- Acceptance of employee share options/share awards
- Vesting of share awards
- Exercise of employee share options
- Acceptance of take-over offer for Listed Issuer
- Corporate action by Listed Issuer (*please specify*):

- Others (*please specify*):

8. Quantum of interests in securities held by Director/CEO before and after the transaction. Please complete relevant table(s) below (*for example, Table 1 should be completed if the change relates to ordinary voting shares of the Listed Issuer; Table 4 should be completed if the change relates to debentures*):

Table 1. Change in respect of **ordinary voting shares/units** of Listed Issuer

<i>Immediately before the transaction</i>	<i>Direct Interest</i>	<i>Deemed Interest</i>	<i>Total</i>
No. of ordinary voting shares/units held:	31,627,062	20,625	31,647,687
As a percentage of total no. of ordinary voting shares/units: 	2.42	0	2.42
<i>Immediately after the transaction</i>	<i>Direct Interest</i>	<i>Deemed Interest</i>	<i>Total</i>
No. of ordinary voting shares/units held:	0	1,175,140,802	1,175,140,802

As a percentage of total no. of ordinary voting shares/units: 	0	90.12	90.12
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9. Circumstances giving rise to deemed interests (*if the interest is such*):
 [You may attach a chart(s) in item 10 to illustrate how the Director/CEO's deemed interest, as set out in item 8 tables 1 to 8, arises]


The change in interests took place as a result of a voluntary conditional general offer ("Offer") made by Oversea-Chinese Banking Corporation Limited, for and on behalf of TKL & Family Pte. Ltd. ("Offeror") on 15 December 2021 to acquire all the issued and paid-up ordinary shares ("Shares") in the capital of Roxy-Pacific Holdings Limited ("Company") at the Offer price of S\$0.485 in cash for each Share ("Offer Price"), other than those already owned, controlled or agreed to be acquired by the Offeror in accordance with Section 139 of the Securities and Futures Act 2001 and the Singapore Code on Take-overs and mergers. On 28 January 2022, Oversea-Chinese Banking Corporation Limited, for and on behalf of the Offeror, announced that the Offer had turned unconditional in all respects.

Before the completion of the Offer, Mr. Teo Hong Yeow is deemed interested in 20,625 shares held by his spouse.

An aggregate of Shares comprising 31,627,062 Shares held by Mr. Teo Hong Yeow were validly tendered in acceptance of the Offer and in accordance with his respective undertakings as disclosed in the offer document dated 5 January 2022. Mr. Teo Hong Yeow's spouse also tendered the 20,625 shares in acceptance of the Offer.

Mr Teo Hong Yeow have agreed to be allotted and issued new ordinary shares in the capital of the Offeror for an aggregate subscription price that will be set-off in full against the consideration that would otherwise be payable by the Offeror to him for his Shares at the Offer Price pursuant to the acceptance of the Offer by him.

After the completion of the Offer, Mr. Teo Hong Yeow would own 13.08% of the Offeror. Accordingly, following the tender by Mr. Teo Hong Yeow of his Shares in acceptance of the Offer, pursuant to Section 4 of the Securities and Futures Act 2001 and based on the information set out in the offer document dated 5 January 2022, Mr. Teo Hong Yeow is deemed interested in the 1,175,140,802 Shares held by the Offeror arising from the acceptances for the Offer as at 28 January 2022.

10. Attachments (*if any*): 



(The total file size for all attachment(s) should not exceed 1MB.)

11. If this is a **replacement** of an earlier notification, please provide:

(a) SGXNet announcement reference of the **first** notification which was announced on SGXNet (*the "Initial Announcement"*):

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(b) Date of the Initial Announcement:

(c) 15-digit transaction reference number of the relevant transaction in the Form 1 which was attached in the Initial Announcement:

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12. Remarks (*if any*):

Transaction Reference Number (auto-generated):

7	3	3	0	9	0	5	4	4	9	4	6	3	6	7
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Item 13 is to be completed by an individual submitting this notification form on behalf of the Director/CEO.

13. Particulars of Individual submitting this notification form to the Listed Issuer:

(a) Name of Individual:

NA

(b) Designation (*if applicable*):

NA

(c) Name of entity (*if applicable*):

NA