

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

**NOTIFICATION FORM FOR SUBSTANTIAL
SHAREHOLDER(S)/UNITHOLDER(S) IN RESPECT OF INTERESTS IN**

FORM

3

(Electronic Format)

Explanatory Notes

1. Please read the explanatory notes carefully before completing the notification form.
2. This form is for a Substantial Shareholder(s)/Unitholder(s) to give notice under section 135, 136, 137, 137J (as applicable to sections 135, 136 and 137) or 137U (as applicable to sections 135, 136 and 137) of the Securities and Futures Act (the "SFA").
3. This electronic Form 3 and a separate Form C, containing the particulars and contact details of the Substantial Shareholder(s)/Unitholder(s), must be completed by the Substantial Shareholder(s)/Unitholder(s) or a person duly authorised by the Substantial Shareholder(s)/Unitholder(s) to do so. The person so authorised should maintain records of information furnished to him by the Substantial Shareholder(s)/Unitholder(s).
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. Where a transaction results in similar notifiable obligations on the part of more than one Substantial Shareholder/Unitholder, all of these Substantial Shareholders/Unitholders may give notice using the same notification form.
6. A single form may be used by a Substantial Shareholder/Unitholder for more than one transaction resulting in notifiable obligations which occur within the same notifiable period (i.e. within two business days 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.
7. All applicable parts of the notification form must be completed. If there is insufficient space for your answers, please include attachment(s) by clicking the paper clip icon on the bottom left-hand corner or in item 11 of Part II or item 10 of Part III. The total file size for all attachment(s) should not exceed 1MB.
8. Except for item 5 of Part II and item 1 of Part IV, please select only one option from the relevant check boxes.
9. Please note that submission of any false or misleading information is an offence under Part VII of the SFA.
10. 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").
11. For further instructions and guidance on how to complete this notification form, please refer to section 7 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:

Huan Hsin Holdings Ltd

2. Type of Listed Issuer:

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

3. Is more than one Substantial Shareholder/Unitholder giving notice in this form?

- ☐ No *(Please proceed to complete Part II)*
☒ Yes *(Please proceed to complete Parts III & IV)*

4. Date of notification to Listed Issuer:

10-Jun-2020

Part III - Substantial Shareholder(s)/Unitholder(s) Details

[To be used for multiple Substantial Shareholders/Unitholders to give notice]

Substantial Shareholder/Unitholder **A** 

1. Name of Substantial Shareholder/Unitholder:

Hsu Chang Yu-Mei

2. Is Substantial Shareholder/Unitholder a fund manager or a person whose interest in the securities of the Listed Issuer are held solely through fund manager(s)?

☐ Yes

☒ No

3. Notification in respect of:

☐ Becoming a Substantial Shareholder/Unitholder

☒ Change in the percentage level of interest while still remaining a Substantial Shareholder/Unitholder

☐ Ceasing to be a Substantial Shareholder/Unitholder

4. Date of acquisition of or change in interest:

08-Jun-2020

5. Date on which Substantial Shareholder/Unitholder became aware of the acquisition of, or the change in, interest  (if different from item 4 above, please specify the date):

08-Jun-2020

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

N.A.

7. Quantum of total voting shares/units (including voting shares/units underlying rights/options/warrants/convertible debentures {conversion price known}) held by Substantial Shareholder/Unitholder before and after the transaction:

<i>Immediately before the transaction</i>	<i>Direct Interest</i>	<i>Deemed Interest</i>	<i>Total</i>
No. of voting shares/units held and/or underlying the rights/options/warrants/convertible debentures:	3,000,000	72,712,234	75,712,234
As a percentage of total no. of voting shares/  :	0.75	18.18	18.93
<i>Immediately after the transaction</i>	<i>Direct Interest</i>	<i>Deemed Interest</i>	<i>Total</i>
No. of voting shares/units held and/or underlying the rights/options/warrants/convertible debentures :	0	339,521,739	339,521,739
As a percentage of total no. of voting shares/  :	0	84.88	84.88

8. Circumstances giving rise to deemed interests (*if the interest is such*):
[You may attach a chart in item 10 to illustrate how the Substantial Shareholder/Unitholder's deemed interest arises]

Mrs Hsu Chang Yu-Mei is the wife of Mr. Hsu Hung Chun (a director of Huan Hsin).

HungChun Holdings Limited is directly interested in 54,534,175 ordinary shares in Huan Hsin Holdings Limited ("Huan Hsin").

HungChun Assets Limited is directly interested in 18,178,059 ordinary shares in Huan Hsin.

HungChun Holdings Limited and HungChun Assets Limited are each wholly-owned and controlled by Mr. Hsu Hung Chun (a director of Huan Hsin).

Mrs Hsu Chang Yu-Mei is therefore, by virtue of her relationship with Mr. Hsu Hung Chun (a director of Huan Hsin), deemed to be interested in the ordinary shares held by HungChun Holdings Limited and HungChun Assets Limited which is an aggregate of 72,712,234 ordinary shares (the "Acceptance Shares") representing approximately 18.18% of the total ordinary shares in Huan Hsin.

On 29 April 2020, Huan Hsin and Pacific Moment Holdings Ltd (the "Offeror") jointly announced (the "Joint Announcement") that the Offeror intended to make an exit offer to the shareholders of Huan Hsin to acquire all the issued and paid up ordinary shares in Huan Hsin (the "Exit Offer").

As announced in the Joint Announcement, Mr. Hsu Hung Chun (a director of Huan Hsin), HungChun Holdings Limited, HungChun Assets Limited and Mrs. Hsu Chang Yu-Mei had undertaken to (i) tender all the shares held by them in acceptance of the Exit Offer, and (ii) unconditionally waive their rights to receive any cash settlement or payment in respect of the shares held by them and tendered in acceptance of the Exit Offer.

The exit offer letter containing the terms and conditions of the Exit Offer, together with the relevant form(s) of acceptance, were despatched to the shareholders of Huan Hsin on 14 May 2020.

The Exit Offer turned unconditional on 8 June 2020. As at 8 June 2020, the Offeror had received acceptances in respect of 339,521,739 ordinary shares (including the Acceptance Shares) representing 84.88% of the total number of ordinary shares in Huan Hsin.

Accordingly, with effect from 8 June 2020, Mrs. Hsu Chang Yu-Mei ceased to have direct and/or deemed interest in the Acceptance Shares (as the case may be) which were tendered in acceptance of the Exit Offer. She is, however, deemed to have an interest in all the ordinary shares tendered to the Offeror in acceptance of the Exit Offer by virtue of her husband, Mr Hsu Hung Chun (a director of Huan Hsin), holding an interest of 50% in the Offeror.

9. Relationship between the Substantial Shareholders/Unitholders giving notice in this form:
[You may attach a chart in item 10 to show the relationship between the Substantial Shareholders/Unitholders]

Mr. Hsu Hung Chun (a director of Huan Hsin) and Mrs. Hsu Chang Yu-Mei are husband and wife.

HungChun Holdings Limited is wholly-owned and controlled by Mr. Hsu Hung Chun (a director of Huan Hsin).

Mrs. Hsu Chang Yu-Mei is therefore, by virtue of her relationship with Mr. Hsu Hung Chun (a director of Huan Hsin), deemed to be interested in the ordinary shares of Huan Hsin held by HungChun Holdings Limited.

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 3 which was attached in the Initial Announcement:

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12. Remarks (if any):

Mr. Hsu Hung Chun (a director of Huan Hsin), HungChun Holdings Limited, HungChun Assets Limited and Mrs. Hsu Chang Yu-Mei had tendered their shares pursuant to the above-mentioned undertakings and accordingly no consideration was received by them for their shares which were tendered in acceptance of the Exit Offer.

Substantial Shareholder/Unitholder B

1. Name of Substantial Shareholder/Unitholder:

HungChun Holdings Limited

2. Is Substantial Shareholder/Unitholder a fund manager or a person whose interest in the securities of the Listed Issuer are held solely through fund manager(s)?

☐ Yes

☒ No

3. Notification in respect of:

☐ Becoming a Substantial Shareholder/Unitholder

☐ Change in the percentage level of interest while still remaining a Substantial Shareholder/Unitholder

☒ Ceasing to be a Substantial Shareholder/Unitholder

4. Date of acquisition of or change in interest:

08-Jun-2020

5. Date on which Substantial Shareholder/Unitholder became aware of the acquisition of, or the change in, interest  (if different from item 4 above, please specify the date):

08-Jun-2020

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

N.A.

7. Quantum of total voting shares/units (including voting shares/units underlying rights/options/warrants/convertible debentures {conversion price known}) held by Substantial Shareholder/Unitholder before and after the transaction:

Immediately before the transaction	Direct Interest	Deemed Interest	Total
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No. of voting shares/units held and/or underlying the rights/options/warrants/convertible debentures:	54,534,175	0	54,534,175
As a percentage of total no. of voting shares/ ⓘ:	13.63	0	13.63
<i>Immediately after the transaction</i>	<i>Direct Interest</i>	<i>Deemed Interest</i>	<i>Total</i>
No. of voting shares/units held and/or underlying the rights/options/warrants/convertible debentures :	0	0	0
As a percentage of total no. of voting shares/ ⓘ:	0	0	0

8. Circumstances giving rise to deemed interests (if the interest is such):
[You may attach a chart in item 10 to illustrate how the Substantial Shareholder/Unitholder's deemed interest arises]

N.A.

9. Relationship between the Substantial Shareholders/Unitholders giving notice in this form:
[You may attach a chart in item 10 to show the relationship between the Substantial Shareholders/Unitholders]

Mr. Hsu Hung Chun (a director of Huan Hsin) and Mrs. Hsu Chang Yu-Mei are husband and wife.

HungChun Holdings Limited is wholly-owned and controlled by Mr. Hsu Hung Chun.

Mrs. Hsu Chang Yu-Mei is therefore, by virtue of her relationship with Mr. Hsu Hung Chun (a director of Huan Hsin), deemed to be interested in the ordinary shares of Huan Hsin held by HungChun Holdings Limited.

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:

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- (c) 15-digit transaction reference number of the relevant transaction in the Form 3 which was attached in the Initial Announcement:

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12. Remarks (if any):

On 29 April 2020, Huan Hsin and Pacific Moment Holdings Ltd (the "Offeror") jointly announced that the Offeror intended to make an exit offer to the shareholders of Huan Hsin to acquire all the issued and paid up ordinary shares in Huan Hsin (the "Exit Offer").

The exit offer letter containing the terms and conditions of the Exit Offer, together with the relevant form(s) of acceptance, were despatched to the shareholders of Huan Hsin on 14 May 2020.

Mr. Hsu Hung Chun (a director of Huan Hsin), HungChun Holdings Limited, HungChun Assets Limited and Mrs. Hsu Chang Yu-Mei had undertaken to (i) tender all the shares held by them in acceptance of the Exit Offer, and (ii) unconditionally waive their rights to receive any cash settlement or payment in respect of the shares held by them and tendered in acceptance of the Exit Offer.

Mr. Hsu Hung Chun (a director of Huan Hsin), HungChun Holdings Limited, HungChun Assets Limited and Mrs. Hsu Chang Yu-Mei had tendered their shares pursuant to the above-mentioned undertakings and accordingly no consideration was received by them for their shares which were tendered in acceptance of the Exit Offer.

Part IV - Transaction details

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

- ☒ Voting shares/units
☐ Rights/Options/Warrants over voting shares/units
☐ Convertible debentures over voting shares/units (*conversion price known*)
☐ Others (*please specify*):

2. Number of shares, units, rights, options, warrants and/or principal amount of convertible debentures acquired or disposed of by Substantial Shareholders/Unitholders:

Please refer to paragraph 7 on each of pages 4 and 6 for details.

3. Amount of consideration paid or received by Substantial Shareholders/Unitholders (*excluding brokerage and stamp duties*):

N.A. Please refer to paragraph 12 on each of pages 6 and 8 for details.

4. 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 take-over offer for the Listed Issuer
☐ Corporate action by the Listed Issuer which Substantial Shareholders/Unitholders did not participate in (*please specify*):

- ☐ Others (*please specify*):

Item 5 is to be completed by an individual submitting this notification form on behalf of the Substantial Shareholders/Unitholders.

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

(a) Name of Individual:

Ng Woan Mee

(b) Designation (if applicable):

Head of Finance

(c) Name of entity (if applicable):

Huan Hsin Holdings Ltd

Transaction Reference Number (auto-generated):

5	7	5	5	3	9	3	4	9	0	2	7	0	6	3
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