# 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 SECURITIES

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 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 estaterelated 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 <a href="http://www.mas.gov.sg">http://www.mas.gov.sg</a> (under "Regulations and Financial Stability", "Regulations, Guidance and Licensing", "Securities, Futures and Fund Management", "Forms", "Disclosure of Interests").

#### Part I - General

Fart I - General
Name of Listed Issuer:
KHONG GUAN FLOUR MILLING LTD ('KGFM')
Type of Listed Issuer:  ✓ Company/Corporation  ☐ Registered/Recognised Business Trust  ☐ Real Estate Investment Trust
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)
Date of notification to Listed Issuer:
28-Oct-2015

### Part II - Substantial Shareholder/Unitholder and Transaction(s) Details

[To be used for single Substantial Shareholder/Unitholder to give notice]

	ne of Substantial Shareholder/Unitholder: HEUS CORPORATION PTE LTD ('Cepheus')				
	ubstantial Shareholder/Unitholder a fund manager or a person whose interest in the				
	urities of the Listed Issuer are held solely through fund manager(s)?				
	/es				
1	No				
Tra	nsaction A ①				
1.	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				
2.	Date of acquisition of or change in interest:				
	21-Oct-2015				
3.	Date on which Substantial Shareholder/Unitholder became aware of the acquisition of, or the change in, interest (i) (if different from item 2 above, please specify the date):				
	22-Oct-2015				
4.	Explanation (if the date of becoming aware is different from the date of acquisition of, or the change in, interest):				
	Cepheus Corporation Pte Ltd was informed of the change interest by Khong Guan Group Pte Ltd on 22 Oct 2015.				
5.	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):				
6.	Number of shares, units, rights, options, warrants and/or principal amount of convertible debentures acquired or disposed of by Substantial Shareholder/Unitholder:				
	NA				

S. 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 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 Shareholder/Unitholder did not participate in (please specify):		brokerage and stamp duties):			
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 Shareholder/Unitholder did not participate in (please specify):	0				
<ul> <li>Securities via market transaction</li> <li>✓ Securities via off-market transaction (e.g. married deals)</li> <li>Securities via physical settlement of derivatives or other securities</li> <li>Securities pursuant to rights issue</li> <li>Securities via a placement</li> <li>Securities following conversion/exercise of rights, options, warrants or other convertibles</li> <li>Disposal of:</li> <li>Securities via market transaction</li> <li>Securities via off-market transaction (e.g. married deals)</li> <li>Other circumstances:</li> <li>Acceptance of take-over offer for the Listed Issuer</li> <li>Corporate action by the Listed Issuer which Substantial Shareholder/Unitholder did not participate in (please specify):</li> </ul>	8.				
<ul> <li>✓ Securities via off-market transaction (<i>e.g. married deals</i>)</li> <li>☐ Securities via physical settlement of derivatives or other securities</li> <li>☐ Securities pursuant to rights issue</li> <li>☐ Securities via a placement</li> <li>☐ Securities following conversion/exercise of rights, options, warrants or other convertibles</li> <li>Disposal of:</li> <li>☐ Securities via market transaction</li> <li>☐ Securities via off-market transaction (<i>e.g. married deals</i>)</li> <li>Other circumstances:</li> <li>☐ Acceptance of take-over offer for the Listed Issuer</li> <li>☐ Corporate action by the Listed Issuer which Substantial Shareholder/Unitholder did not participate in (<i>please specify</i>):</li> </ul>		·			
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 Shareholder/Unitholder did not participate in (please specify):					
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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 Shareholder/Unitholder did not participate in (please specify):		Securities via physical settlement of derivatives or other securities			
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 Shareholder/Unitholder did not participate in (please specify):		Securities pursuant to rights issue			
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 Shareholder/Unitholder did not participate in (please specify):		Securities via a placement			
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 Shareholder/Unitholder did not participate in (please specify):		Securities following conversion/exercise of rights, options, warrants or other convertibles			
Securities via off-market transaction ( <i>e.g. married deals</i> )  Other circumstances:  Acceptance of take-over offer for the Listed Issuer  Corporate action by the Listed Issuer which Substantial Shareholder/Unitholder did not participate in ( <i>please specify</i> ):		Disposal of:			
Other circumstances:  Acceptance of take-over offer for the Listed Issuer  Corporate action by the Listed Issuer which Substantial Shareholder/Unitholder did not participate in (please specify):		Securities via market transaction			
<ul> <li>☐ Acceptance of take-over offer for the Listed Issuer</li> <li>☐ Corporate action by the Listed Issuer which Substantial Shareholder/Unitholder did not participate in (please specify):</li> </ul>		Securities via off-market transaction (e.g. married deals)			
<ul> <li>☐ Acceptance of take-over offer for the Listed Issuer</li> <li>☐ Corporate action by the Listed Issuer which Substantial Shareholder/Unitholder did not participate in (please specify):</li> </ul>		Other circumstances:			
Corporate action by the Listed Issuer which Substantial Shareholder/Unitholder did not participate in ( <i>please specify</i> ):					
		Corporate action by the Listed Issuer which Substantial Shareholder/Unitholder did not			
☐ Others (please specify):		participate in ( <i>please specify</i> ):			
Others (please specify):					
☐ Others (please specify):					
□ Others (please specify):					
☐ Others (please specify):					
□ Official (piedase specify).		Others (please specifix):			
		Official (pictage apocary).			

9. 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
No. of voting shares/units held and/or underlying the rights/options/warrants/ convertible debentures:	5,152,430	2,477,400	7,629,830
As a percentage of total no. of voting shares/units:	19.96	9.6	29.56
Immediately after the transaction	Direct Interest	Deemed Interest	Total
No. of voting shares/units held and/or underlying the rights/options/warrants/ convertible debentures:	Direct Interest 5,152,430	Deemed Interest 3,694,465	<i>Total</i> 8,846,895

10. Circumstances giving rise to deemed interests (*if the interest is such*):
[You may attach a chart in item 11 to illustrate how the Substantial Shareholder/Unitholder's deemed interest arises]

The change in interests is due to an internal family restructuring of shareholding interests in KGFM, which does not result in a net increase in the Chew family's aggregate shareholding interests in KGFM. Pursuant to the internal restructuring, Khong Guan Group Pte Ltd ('KGG') acquired (a) all the 1,217,065 shares in KGFM held by Golden River International Pte Ltd; and (b) all the 2,375,000 shares in KGFM held by Khong Guan Biscuit Factory (Singapore) Private Limited ('KGBF').

KGG owns approximately 75.20% of the issued share capital of KGBF. Accordingly, KGG is deemed to be interested in the shares in KGFM held by KGBF.

Cepheus owns approximately 36.00% of the issued share capital of KGG. Accordingly, Cepheus is deemed to be interested in the shares in KGFM held by KGG and KGBF.

11. Attachments (if any): 🕦



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

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

(a)	SGXNet announcement reference of the <u>first</u> notification which was announced on SGXNet (the "Initial Announcement"):
(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:

13. Remarks (if any):

In this form, unless otherwise stated, all references to the total number of KGFM shares shall be 25,812,520 shares.

	Trai	nsaction Reference Number (auto-generated):
		5 5 9 5 0 2 4 3 4 1 0 0 2 5
		to be completed by an individual submitting this notification form on behalf of the Substantial er/Unitholder.
14.	Par	iculars of Individual submitting this notification form to the Listed Issuer:
	(a)	Name of Individual:
		CHEW SOO LIN
	(b)	Designation (if applicable):
		DIRECTOR
	(c)	Name of entity (if applicable):
		CEPHEUS CORPORATION PTE LTD