

NOT FOR RELEASE, PUBLICATION OR DISTRIBUTION, IN WHOLE OR IN PART, IN, INTO OR FROM ANY JURISDICTION WHERE TO DO SO WOULD CONSTITUTE A VIOLATION OF THE RELEVANT LAWS OF THAT JURISDICTION. THIS ANNOUNCEMENT SHALL NOT CONSTITUTE AN OFFER TO SELL OR A SOLICITATION OF AN OFFER TO SUBSCRIBE FOR OR BUY SECURITIES IN ANY JURISDICTION WHERE SUCH OFFER OR SOLICITATION IS UNLAWFUL OR UNAUTHORISED.

VOLUNTARY CONDITIONAL GENERAL OFFER

by



Oversea-Chinese Banking Corporation Limited

(Incorporated in Singapore)
(Company Registration No. 193200032W)

for and on behalf of

TKL & Family Pte. Ltd.
(Incorporated in the Republic of Singapore)
(Company Registration No. 202127763N)

for

all the issued ordinary shares (excluding treasury shares) in the capital of



Roxy-Pacific
Holdings Limited

Roxy-Pacific Holdings Limited

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

other than those already owned, controlled or agreed to be acquired by TKL & Family Pte. Ltd.

DESPATCH OF OFFER DOCUMENT ANNOUNCEMENT

1. INTRODUCTION

Oversea-Chinese Banking Corporation Limited (“**OCBC Bank**”) refers to the announcement released on 15 December 2021 by OCBC Bank, for and on behalf of TKL & Family Pte. Ltd. (the “**Offeror**”), in relation to the voluntary conditional general offer (the “**Offer**”) for all the issued ordinary shares (excluding treasury shares) (the “**Shares**”) in the capital of Roxy-Pacific Holdings Limited (the “**Company**”), 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,

Chapter 289 of Singapore and the Singapore Code on Take-overs and Mergers.

Unless otherwise defined, capitalised terms in this Announcement shall bear the same meanings as set out in the Offer Document (as defined in paragraph 2.1 below).

2. OFFER DOCUMENT AND PROCEDURES FOR ACCEPTANCE

2.1 OCBC Bank wishes to announce, for and on behalf of the Offeror, that the formal document dated 5 January 2022 containing the terms and conditions of the Offer (the “**Offer Document**”) has today been despatched to the shareholders of the Company (“**Shareholders**”). The Offer Document is also available for download at www.sgx.com.

2.2 The following forms (the “**Relevant Acceptance Forms**”) are included with the Offer Document:

2.2.1 for Shareholders whose Shares are deposited with The Central Depository (Pte) Limited (“**CDP**”), a Form of Acceptance and Authorisation for Shares (“**FAA**”) is included; and

2.2.2 for Shareholders whose Shares are not deposited with CDP, a Form of Acceptance and Transfer for Shares (“**FAT**”) is included.

Electronic copies of the Relevant Acceptance Forms are also available at www.sgx.com.

2.3 The procedures for acceptance of the Offer are set out in **Appendix 2** to the Offer Document and in the Relevant Acceptance Forms. Shareholders who wish to accept the Offer may do so by completing and returning the FAA and/or FAT (as the case may be).

3. CLOSING DATE

Acceptances of the Offer must be received **no later than 5.30pm (Singapore time) on 3 February 2022** or such later date(s) as may be announced from time to time by or on behalf of the Offeror (the “**Closing Date**”).

4. REQUEST FOR OFFER DOCUMENT AND RELATED DOCUMENTS

4.1 Non-receipt of Offer Document and/or Relevant Acceptance Forms. If you are a Shareholder and do not receive the Offer Document and/or the Relevant Acceptance Forms within a week from the date of this Announcement, please refer to the procedure set out in paragraph 4.3 below.

4.2 Overseas Shareholders. The Offer Document, the Relevant Acceptance Forms and/or any related documents do not constitute an offer to sell or the solicitation of an offer to subscribe for or to buy any security, nor is it a solicitation of any vote or approval in any jurisdiction in contravention of applicable law, nor shall there be any sale, issuance or transfer of the securities referred to in the Offer Document, the Relevant Acceptance Forms and/or any related documents in any jurisdiction in contravention of applicable law.

The Offer is not being proposed in any jurisdiction in which the introduction or implementation of the Offer would not be in compliance with the laws of such jurisdiction. Where there are

potential restrictions on sending the Offer Document, the Relevant Acceptance Forms and/or any related documents to any overseas jurisdictions, the Offeror and OCBC Bank reserve the right not to send the Offer Document, the Relevant Acceptance Forms and/or any related documents to such overseas jurisdictions. The availability of the Offer to Shareholders whose addresses are outside Singapore, as shown on the Register or, as the case may be, in the records of CDP (each, an “**Overseas Shareholder**”) may be affected by the laws of the relevant overseas jurisdictions. Accordingly, all Overseas Shareholders should inform themselves about, and observe, any applicable legal requirements in their own jurisdictions.

The Offer will be made solely by the Offer Document and the Relevant Acceptance Forms accompanying the Offer Document, which will contain the full terms and conditions of the Offer, including details of how the Offer may be accepted. The Offer is to be made to all Shareholders by the Offer Document or by the Offer Document being despatched to Shareholders or posted on the website of the SGX-ST at www.sgx.com.

For the avoidance of doubt, the Offer will be open to all Shareholders including those to whom the Offer Document, the Relevant Acceptance Forms and/or any related documents have not been, or will not be, sent.

4.3 Copies of the Offer Document and Relevant Acceptance Forms. Shareholders (including Overseas Shareholders) may (subject to compliance with applicable laws) obtain copies of the Offer Document, the Relevant Acceptance Forms and/or any related documents, during normal business hours up to the Closing Date from TKL & Family Pte. Ltd. c/o KCK CorpServe Pte. Ltd. at 24 Raffles Place, #07-07 Clifford Centre, Singapore 048621. Alternatively, Shareholders (including Overseas Shareholders) may (subject to compliance with applicable laws) write to the Offeror at TKL & Family Pte. Ltd. c/o KCK CorpServe Pte. Ltd., at 24 Raffles Place, #07-07 Clifford Centre, Singapore 048621 (if he is a scrip holder) or The Central Depository (Pte) Limited (if he is a depositor) at Robinson Road Post Office P.O. Box 1984, Singapore 903934, to request for the Offer Document, the Relevant Acceptance Forms and/or any related documents to be sent to an address in Singapore by ordinary post at his own risk, up to five (5) Market Days prior to the Closing Date.

4.4 Compliance with Applicable Laws. It is the responsibility of any Overseas Shareholder who wishes to: (i) request for the Offer Document, the Relevant Acceptance Forms and/or any related documents; or (ii) accept the Offer, to satisfy himself as to the full observance of the laws of the relevant jurisdictions in that connection, including the obtaining of any governmental or other consent which may be required, or compliance with other necessary formalities or legal requirements, or the payment of any taxes, imposts, duties or other requisite payments due in such jurisdiction. Such Overseas Shareholder shall also be liable for any taxes, imposts, duties or other requisite payments payable and the Offeror and any person acting on its behalf (including OCBC Bank, CDP and the Registrar/Receiving Agent) shall be fully indemnified and held harmless by such Overseas Shareholder for any such taxes, imposts, duties or other requisite payments that may be required to be paid and the Offeror shall be entitled to set-off any such amounts against any sum payable to the Overseas Shareholder pursuant to the Offer and/or any acquisition of Shares pursuant to the Compulsory Acquisition. In (i) requesting for the Offer Document, the Relevant Acceptance Forms and/or any related documents; and/or (ii) accepting the Offer, the Overseas Shareholder represents and warrants to the Offeror, OCBC Bank, CDP and the Registrar/Receiving Agent that he is in full observance of the laws of the relevant jurisdiction in that connection, and that he is in full compliance with all necessary formalities or legal requirements. **If any Overseas Shareholder is in any doubt about his**

position, he should consult his professional adviser in the relevant jurisdiction. All Overseas Shareholders should inform themselves about, and observe, any applicable legal requirements in their own jurisdiction.

- 4.5 Notice.** The Offeror and OCBC Bank each reserves the right to notify any matter, including the fact that the Offer has been made or any revision to the Offer, to any or all Shareholders (including Overseas Shareholders) by announcement on the website of the SGX-ST at www.sgx.com or paid advertisement in a daily newspaper published and circulated in Singapore, in which case, such notice shall be deemed to have been sufficiently given notwithstanding any failure by any Shareholder (including Overseas Shareholders) to receive or see such announcement or advertisement.

5. INFORMATION RELATING TO CPFIS INVESTORS AND SRS INVESTORS

Investors who have purchased Shares using their Central Provident Fund contributions pursuant to the Central Provident Fund Investment Scheme (“**CPFIS**”, and such investors, “**CPFIS Investors**”) and investors who have purchased Shares pursuant to the Supplementary Retirement Scheme (“**SRS**”, and such investors, “**SRS Investors**”) should receive further information on how to accept the Offer from their respective agent banks included under the CPFIS (“**CPF Agent Banks**”) and agent banks included under the SRS (“**SRS Agent Banks**”) (as the case may be) directly. CPFIS Investors and SRS Investors are advised to consult their respective CPF Agent Banks and SRS Agent Banks (as the case may be) should they require further information, and if they are in any doubt as to the action they should take, CPFIS Investors and SRS Investors should seek independent professional advice.

CPFIS Investors and SRS Investors who wish to accept the Offer are to reply to their respective CPF Agent Banks and SRS Agent Banks (as the case may be) by the deadline stated in the letter from their respective CPF Agent Banks and SRS Agent Banks (as the case may be). Subject to the Offer becoming or being declared to be unconditional in all respects in accordance with its terms, CPFIS Investors and SRS Investors who validly accept the Offer will receive the payment for their Offer Shares in their respective CPF investment accounts and SRS investment accounts (as the case may be).

6. INDEPENDENT ADVICE OF INDEPENDENT DIRECTORS AND ITS INDEPENDENT FINANCIAL ADVISER

OCBC Bank is acting for and on behalf of the Offeror and does not purport to advise the Shareholders and/or any other person. In preparing the Offer Document on behalf of the Offeror, OCBC Bank has not had regard to the general or specific investment objectives, tax positions, risk profiles, financial situation or particular needs and constraints of any individual Shareholder. You must make your own decision as to whether to tender your Shares. If you are in any doubt as to the action you should take, you should consult your stockbroker, bank manager, solicitor, accountant, tax adviser or other professional adviser immediately.

The views of the directors of the Company who are considered independent for the purposes of the Offer (the “**Independent Directors**”) and the independent financial adviser to the Independent Directors on the Offer will be made available to Shareholders in due course. The Independent Directors are required under the Code to despatch their views within 14 days of the Commencement Date. Shareholders may wish to consider their advice before taking any action in relation to the Offer.

7. GOVERNING LAW AND JURISDICTION

The Offer, the Offer Document, the Relevant Acceptance Forms, and/or any related documents, all acceptances of the Offer and all contracts made pursuant thereto and actions taken or made or deemed to be taken or made thereunder shall be governed by, and construed in accordance with, the laws of the Republic of Singapore. The Offeror and each Shareholder who validly tenders his Shares in acceptance of the Offer submit to the non-exclusive jurisdiction of the Singapore courts.

8. RESPONSIBILITY STATEMENT

The directors of the Offeror (including where he has delegated detailed supervision of this Announcement) have taken all reasonable care to ensure that the facts stated and all opinions expressed in this Announcement are fair and accurate and that no material facts have been omitted from this Announcement, and they jointly and severally accept responsibility accordingly.

Where any information has been extracted or reproduced from published or otherwise publicly available sources, the sole responsibility of the directors of the Offeror has been to ensure through reasonable enquiries that such information is accurately and correctly extracted from such sources or, as the case may be, reflected or reproduced in this Announcement.

Issued by
Oversea-Chinese Banking Corporation Limited

For and on behalf of
TKL & Family Pte. Ltd.

5 January 2022

Any enquiries relating to this Announcement or the Offer should be directed from 9 a.m. to 5 p.m. during weekdays to Oversea-Chinese Banking Corporation Limited at telephone number +(65) 6318 7902.