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## VOLUNTARY UNCONDITIONAL 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.

## EXERCISE OF RIGHT OF COMPULSORY ACQUISITION UNDER SECTION 215(1) OF THE COMPANIES ACT 1967

### 1. INTRODUCTION

1.1 Oversea-Chinese Banking Corporation (“**OCBC Bank**”) refers to the following announcements for and on behalf of TKL & Family Pte. Ltd. (the “**Offeror**”):

- (i) the announcement dated 20 September 2021 in relation to the proposed acquisition by the Offeror of all the issued ordinary shares (the “**Shares**”) (excluding treasury

shares) in the capital of Roxy-Pacific Holdings Limited (the “**Company**”), other than those Shares already owned, controlled or agreed to be acquired by the Offeror, by way of a pre-conditional voluntary general offer (the “**Offer**”) in accordance with Section 139 of the Securities and Futures Act 2001, and the Singapore Code on Take-overs and Mergers (the “**Code**”);

- (ii) the formal offer announcement dated 15 December 2021 in relation to the Offeror’s firm intention to make the Offer;
- (iii) the announcement dated 5 January 2022 in relation to the despatch of the formal document dated 5 January 2022 containing the terms and conditions of the Offer (the “**Offer Document**”) to the shareholders of the Company;
- (iv) the announcement dated 28 January 2022 (the “**Unconditional and Compulsory Acquisition Announcement**”) in relation to the Offer being declared unconditional in all respects and the Offeror’s intention to exercise its right of compulsory acquisition (“**Compulsory Acquisition Right**”) under Section 215(1) of the Companies Act to compulsorily acquire all the Shares of Shareholders who have not accepted the Offer (“**Dissenting Shareholders**”) at the Offer Price of S\$0.485 for each Offer Share (the “**Offer Consideration**”) and on the same terms and conditions as the Offer;
- (v) the announcement dated 15 February 2022 (the “**Despatch of Notices Announcement**”) in relation to the despatch of a letter to Dissenting Shareholders (the “**Compulsory Acquisition Letter**”) enclosing two notices, each in the form prescribed under the Companies Act, pursuant to Section 215(1) of the Companies Act (the “**Form 57**”) and Section 215(3) of the Companies Act (the “**Form 58**”) respectively; and
- (vi) the announcement dated 17 February 2022 (the “**Close of Offer Announcement**”) in relation to the close of the Offer.

**1.2** All capitalised terms used and not defined herein shall have the same meanings given to them in the Offer Document.

**1.3** Electronic copies of the Offer Document, the Unconditional and Compulsory Acquisition Announcement, the Despatch of Notices Announcement, the Compulsory Acquisition Letter, the Form 57, the Form 58 and the Close of Offer Announcement are available on the website of the SGX-ST at [www.sgx.com](http://www.sgx.com).

## **2. EXERCISE OF COMPULSORY ACQUISITION RIGHT**

- 2.1 Compulsory Acquisition Right.** OCBC Bank wishes to announce, for and on behalf of the Offeror, that the Offeror has today exercised its Compulsory Acquisition Right to compulsorily acquire all the Shares of the Dissenting Shareholders at the Offer Consideration and on the same terms and conditions as the Offer. The aggregate amount of the Offer Consideration will be held by the Company on trust for the Dissenting Shareholders in a separate bank account established by the Company.
- 2.2 Registration of Transfer.** Upon the settlement of the aggregate amount of the Offer Consideration payable by the Offeror to the Company, the Company will cause to be transferred to the Offeror all such Shares held by the Dissenting Shareholders and register the Offeror as the holder of all those Shares as soon as practicable.
- 2.3 Settlement.** Subject to and in accordance with Section 215(1) of the Companies Act and the terms set out in the Form 57, as soon as practicable after the date of this Announcement, remittances for the Offer Consideration will be despatched, in a manner as the Dissenting Shareholders may have agreed with CDP for the payment of any cash distribution, to the Dissenting Shareholders (or, in the case of Dissenting Shareholders who are not Depositors, their designated agents, as they may direct) by ordinary post, at the risk of the Dissenting Shareholders.

## **3. DELISTING**

As announced by the Company in the announcement dated 16 February 2022, the SGX-ST has informed the Company that it has no objection to the delisting of the Company from the SGX-ST. The SGX-ST's decision is not an indication of the merits of the delisting of the Company.

**The date on which the Company will be delisted from the SGX-ST will be announced in due course.**

## **4. 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.**

16 March 2022

**Any enquiries relating to this Announcement 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.**

*Forward-Looking Statements*

*All statements other than statements of historical facts included in this Announcement are or may be forward-looking statements. Forward-looking statements include but are not limited to those using words such as “aim”, “seek”, “expect”, “anticipate”, “estimate”, “believe”, “intend”, “project”, “plan”, “strategy”, “forecast” and similar expressions or future and conditional verbs such as “will”, “would”, “should”, “could”, “may” and “might”. These statements reflect the Offeror’s current expectations, beliefs, hopes, intentions or strategies regarding the future and assumptions in light of currently available information. Such forward-looking statements are not guarantees of future performance or events and involve known and unknown risks and uncertainties. Accordingly, actual results may differ materially from those described in such forward-looking statements. Shareholders and investors of the Company should not place undue reliance on such forward-looking statements. Neither the Offeror nor OCBC Bank guarantees any future performance or event or undertakes any obligation to update publicly or revise any forward-looking statements.*