

## ROXY-PACIFIC HOLDINGS LIMITED

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

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### VOLUNTARY CONDITIONAL GENERAL OFFER FOR ROXY-PACIFIC HOLDINGS LIMITED

#### DELISTING OF THE COMPANY FROM THE SINGAPORE EXCHANGE SECURITIES TRADING LIMITED (THE “SGX-ST”)

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#### 1. Introduction

The Board of Directors (the “**Board**”) of Roxy-Pacific Holdings Limited (the “**Company**”) refers to:

- (a) the announcement dated 20 September 2021 (the “**Pre-Conditional Offer Announcement**”) made by Oversea-Chinese Banking Corporation Limited (the “**Financial Adviser**”), for and on behalf of TKL & Family Pte. Ltd. (the “**Offeror**”), stating, *inter alia*, that subject to and contingent upon the satisfaction of the Pre-Condition (as defined in the Pre-Conditional Offer Announcement), the Offeror intends to make a voluntary conditional general offer (the “**Offer**”) for all the issued ordinary shares (the “**Shares**”) (excluding treasury shares) in the capital of the Company, other than those Shares already owned, controlled or agreed to be acquired by the Offeror as at the date of the Offer in accordance with Rule 15 of the Singapore Code on Takeovers and Mergers;
- (b) the announcement dated 20 September 2021 made by the Company informing shareholders of the Company (the “**Shareholders**”) of the Offer;
- (c) the formal offer announcement dated 15 December 2021 (the “**Formal Offer Announcement**”) made by the Financial Adviser, for and on behalf of the Offeror, that *inter alia* as at 15 December 2021, the Pre-Condition has been satisfied. Accordingly, the Offeror announced its firm intention to make the Offer;
- (d) the announcement dated 15 December 2021 made by the Company, in response to the Formal Offer Announcement;
- (e) the offer document dated 5 January 2022 (the “**Offer Document**”) issued by the Financial Adviser, for and on behalf of the Offeror, setting out the terms and conditions of the Offer;
- (f) the offeree circular dated 19 January 2022 (the “**Offeree Circular**”) issued by the Company in connection with the Offer;
- (g) the announcement dated 28 January 2022 (the “**Unconditional Announcement**”) made by the Financial Adviser on behalf of the Offeror in relation to, *inter alia*, the Offer being declared unconditional in all respects, the level of acceptances of the Offer, the extension of the closing date and the Offeror’s right of compulsory acquisition to compulsorily acquire all the Shares of Shareholders who have not accepted the Offer (the “**Dissenting Shareholders**”);
- (h) the announcement dated 29 January 2022 made by the Company, in response to the Unconditional Announcement, informing the Shareholders of the loss of public float;

- (i) the announcement dated 15 February 2022 made by the Financial Adviser on behalf of the Offeror in relation to, *inter alia*, the despatch of notices pursuant to Section 215(1) and Section 215(3) of the Companies Act 1967 (the “**Companies Act**”);
- (j) the announcement dated 16 February 2022 made by the Company, informing the Shareholders that the SGX-ST has no objections to the delisting; and
- (k) the announcement dated 17 February 2022 made by the Financial Adviser for and on behalf of the Offeror in relation to, *inter alia*, the close of the Offer (“**Close of Offer Announcement**”);
- (l) the announcement dated 17 February 2022 made by the Company in relation to, *inter alia*, the close of the Offer;
- (m) the announcement dated 16 March 2022 made by the Financial Adviser on behalf of the Offeror in relation to the Offeror’s right of compulsory acquisition under Section 215(1) of the Companies Act to compulsorily acquire all the Shares of the Dissenting Shareholders (the “**Compulsory Acquisition**”); and
- (n) the announcement dated 23 March 2022 made by the Financial Adviser on behalf of the Offeror in relation to the Offeror’s completion of the exercise of its right of Compulsory Acquisition.

Electronic copies of the Offer Document and the relevant announcements are available on the website of the Singapore Exchange Securities Trading Limited at <http://www.sgx.com>.

All capitalized terms used herein, unless otherwise defined, shall have the meanings ascribed in the Offeree Circular.

## 2. **Delisting of the Company**

The Board wishes to announce that following the completion of the Offeror’s exercise of its right of Compulsory Acquisition on 23 March 2022, the Company will be delisted from the SGX-ST with effect from 9.00am (Singapore time) on 30 March 2022.

## 3. **Responsibility Statement**

The Directors (including those who have delegated detailed supervision of this announcement) have taken all reasonable care to ensure that the facts stated in this announcement and all opinions expressed herein are fair and accurate and that no material facts have been omitted from this announcement (the omission of which would render any statement in this announcement misleading in any material aspect), and they jointly and severally accept responsibility accordingly.

Where any information has been extracted or reproduced from published or otherwise publicly available sources or obtained from the Offeror (including, without limitation, the Offer Document and announcements made by or on behalf of the Offeror), the sole responsibility of the Directors has been to ensure, through reasonable enquiries, that such information is accurately extracted from such sources or, as the case may be, reflected or reproduced in this announcement.

BY ORDER OF THE BOARD

Mr Tong Din Eu

Lead Independent Director, Chairman of the Audit Risk Management Committee

28 March 2022