

## ROXY-PACIFIC HOLDINGS LIMITED

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

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### VOLUNTARY CONDITIONAL GENERAL OFFER BY OVERSEA-CHINESE BANKING CORPORATION LIMITED FOR AND ON BEHALF OF TKL & FAMILY PTE. LTD. – APPOINTMENT OF INDEPENDENT FINANCIAL ADVISER

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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; and
- (d) the announcement dated 15 December 2021 made by the Company, in response to the Formal Offer Announcement.

#### 2. Independent Financial Adviser

The Board wishes to announce that it had on 17 December 2021 appointed ZICO Capital Pte. Ltd. as the independent financial adviser (the “**IFA**”) to advise the directors of the Company (the “**Directors**”) who are considered to be independent for the purposes of the Offer (the “**Independent Directors**”), in respect of the Offer.

A circular containing, *inter alia*, the advice of the IFA and the recommendation of the Independent Directors in respect of the Offer (the “**Offeree Circular**”) will be sent to Shareholders within 14 days from the date of the despatch of the formal offer document to be issued by the Financial Adviser, for and on behalf of the Offeror, in relation to the Offer.

**In the meantime, Shareholders are advised to exercise caution when dealing in their Shares or otherwise refrain from taking any action in relation to their Shares, which may be prejudicial to their interests, until they or their advisers have considered the information and the recommendations of the Independent Directors as well as the advice of the IFA, which will be set out in the Offeree Circular to be issued in due course.**

**Shareholders who are in doubt as to the action they should take should consult their stockbroker, bank manager, solicitor or other professional advisers.**

### **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 Pre-Conditional Offer Announcement), 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

17 December 2021