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

Part I - General Name of Listed Issuer: 1. Cityneon Holdings Limited 2. Type of Listed Issuer: ✓ Company/Corporation Registered/Recognised Business Trust □ Real Estate Investment Trust 3. 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) 4. Date of notification to Listed Issuer: 30-Aug-2017

Part III - Substantial Shareholder(s)/Unitholder(s) Details

[To be used for multiple Substantial Shareholders/Unitholders to give notice]

Sub	ostantial Shareholder/Unitholder A
1.	Name of Substantial Shareholder/Unitholder:
	Lucrum 1 Investment Limited
2.	Is Substantial Shareholder/Unitholder a fund manager or a person whose interest in the securities of the Listed Issuer are held solely through fund manager(s)? Yes No
3.	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
4.	Date of acquisition of or change in interest:
	29-Aug-2017
5.	Date on which Substantial Shareholder/Unitholder became aware of the acquisition of, or the change in, interest (if different from item 4 above, please specify the date):
	29-Aug-2017
6.	Explanation (if the date of becoming aware is different from the date of acquisition of, or the change in, interest):
	Not Applicable.
7.	Quantum of total voting shares/units (including voting shares/units underlying rights/options/

7. 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:	0	128,458,590	128,458,590
As a percentage of total no. of voting shares/units:	0	52.51	52.51
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	Deemed Interest 0	Total 168,692,268

8. Circumstances giving rise to deemed interests (if the interest is such):

[You may attach a chart in item 10 to illustrate how the Substantial Shareholder/Unitholder's deemed interest arises]

[As disclosed by Lucrum 1 Investment Limited ("Lucrum") in its Form 3 dated 16 May 2017, Lucrum had on 12

As disclosed by Lucrum 1 Investment Limited ("Lucrum") in its Form 3 dated 16 May 2017, Lucrum had on 12 May 2017 entered into a conditional sale and purchase agreement with Laviani Pte. Ltd. ("vendor"), pursuant to which Lucrum agreed to acquire and the Vendor agreed to sell, a total of 128, 458,590 shares in the issued and paid-up capital of Cityneon Holdings Limited ("Sale Shares"), representing 52.51% of the total number of issued shares of Cityneon Holdings Limited (the "Company").

As announced by the Company on 17 July 2017, completion of the sale and purchase of the Sale Shares took place on 17 July 2017.

The Change in Lucrum's interest arises from:

- (a) completion of the purchase of 128,458,590 Sale Shares from Vendor on 17 July 2017;
- (b) the purchase of 40,000,000 Shares from Philadelphia Investments Ltd. and IGV33 Investments Ltd. on 19 July 2017 (please refer to Section 8 of the Offer document issued by DBS Bank Ltd. for and on behalf of Lucrum on 1 August 2017 for further details); and
- (c) valid acceptances of 233,678 shares pursuant to the Mandatory Unconditional Cash Offer as at the close of the Offer on 29 August 2017
- 9. Relationship between the Substantial Shareholders/Unitholders giving notice in this form: [You may attach a chart in item 10 to show the relationship between the Substantial Shareholders/Unitholders]

Massive Right Investments Limited ("Massive Right") is deemed to be interested in the shares held by Lucrum by virtue of its 76.0% shareholding in Lucrum, pursuant to Section 4(5) of the Securities and Futures Act (Chapter 289) of Singapore.

Mr Geng Zhihua is a director of Lucrum, and holds 100% of the voting rights in Massive Right. He is deemed to be interested in the Shares held by Lucrum by virtue of Section 4(5) of the Securities and Futures Act (Chapter 289) of Singapore.

Philadelphia Investments Ltd's ("Philadelphia") shareholding in Lucrum is less than 20%. Notwithstanding that Philadelphia considers itself to be deemed interested in the Shares held by Lucrum by virtue of (a) its 15.5% shareholding in Lucrum and (b) its director, Mr Tan Aik Ti, Ron is also a director of the Company and Lucrum.

Mr Tan Aik Ti, Ron considers himself to be deemed interested in the Shares held by Lucurm by virtue of (a) his 15.5% shareholding in Lucrum (through his 100% shareholding in Philadelphia which holds 15.5% of Lucrum) and (b) he is a director of the Company, Lucrum and Philadelphia.

10.	Attachments	(if any):	
-----	-------------	-----------	--



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

11.	If this is a	replacement	of an earlier	notification,	please p	rovide:
-----	--------------	-------------	---------------	---------------	----------	---------

(a)	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:

12. Remarks (if any):

	The above percentage is based on the to shares.	tal issued share capita	al in Cityneon Holdings	Limited of 244,656,195
Sub	stantial Shareholder/Unitholder B			
1.	Name of Substantial Shareholder/U	Jnitholder:		7
	Philadelphia Investments Ltd			
2.	Is Substantial Shareholder/Unithousecurities of the Listed Issuer are hardy Yes No		•	vhose interest in the
3.	Notification in respect of:			
	Becoming a Substantial Sharehold	ler/Unitholder		
	✓ Change in the percentage level of	interest while still re	maining a Substantia	Shareholder/Unitholder
	Ceasing to be a Substantial Share	holder/Unitholder		
4.	Date of acquisition of or change in	interest:		
	29-Aug-2017			
5.	Date on which Substantial Sharehochange in, interest (if different			
	29-Aug-2017			
6.	Explanation (if the date of becoming change in, interest):	ng aware is differe	ent from the date of	acquisition of, or the
	Not Applicable			
7.	Quantum of total voting shares/un warrants/convertible debentures {c Unitholder before and after the trans	conversion price k		
	Immediately before the transaction	Direct Interest	Deemed Interest	Total
und	of voting shares/units held and/or erlying the rights/options/warrants/vertible debentures:	14,000,000	128,458,590	142,458,590
As a	a percentage of total no. of voting shares/s:	5.72	52.51	58.23

Direct Interest

0

Deemed Interest

168,692,268

convertible debentures :

Immediately after the transaction

No. of voting shares/units held and/or underlying the rights/options/warrants/

Total

168,692,268

		st arises]	iliustrate now the Su	interest is such): bstantial Shareholdei	r/Unitholder's deemed
		ange of Philadelphia Investments	Ltd. ("Philadelphia")'s	direct interest arises fr	om the sale of
		,000 Shares by Philadelphia to Luc	,		
	(a) con (b) the (c) vali	ange in Philadelphia's deemed into opletion of the purchase of 128,450 purchase of 40,000,000 Shares fro d acceptances of 233,678 Shares p fer on 29 August 2017.	8,590 Sale Shares fron m Philadelphia and IC	GV33 Investments Ltd.	on 19 July 2017; and
	[You l	ionship between the Substan may attach a chart in item 10 to solders]		•	
	be dee	chstanding that Philadelphia's shar emed interested in the Shares held ector, Mr. Ron Tan, is also a director	by Lucrum by virtue	of (a) its 15.5% shareho	
10.	Attac	hments (<i>if any</i>): ① (The total file size for all attachmen	ıt(s) should not exceed	l 1MB.)	
11.	If this	is a replacement of an earli	er notification, plea	ase provide:	
	(a)	SGXNet announcement referon SGXNet (the "Initial Anno	·	notification which	was announced
	(b)	Date of the Initial Announcer	ment:		
	(c)	15-digit transaction reference which was attached in the In			n in the Form 3
12.	Rema	arks (<i>if any</i>):			
	The ab	ove percentage is based on the to	tal issued share capita	al in Cityneon Holdings	s Limited of 244,656,195

Name of Substantial Shareholder/Unitholder:
Massive Right Investments Limited
Is Substantial Shareholder/Unitholder a fund manager or a person whose interest in the securities of the Listed Issuer are held solely through fund manager(s)? Yes
✓ No
Notification in respect of:
Becoming a Substantial Shareholder/Unitholder
✓ Change in the percentage level of interest while still remaining a Substantial Shareholder/Unitholde
Ceasing to be a Substantial Shareholder/Unitholder
Date of acquisition of or change in interest:
29-Aug-2017
Date on which Substantial Shareholder/Unitholder became aware of the acquisition of, or the change in, interest (if different from item 4 above, please specify the date):
29-Aug-2017
Explanation (if the date of becoming aware is different from the date of acquisition of, or the change in, interest):
Not Applicable

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:	0	128,458,590	128,458,590
As a percentage of total no. of voting shares/units:	0	52.51	52.51
Immediately after the transaction	Direct Interest	Deemed Interest	Total
Immediately after the transaction No. of voting shares/units held and/or underlying the rights/options/warrants/ convertible debentures :	Direct Interest	Deemed Interest 168,692,268	Total 168,692,268

Circumstances giving rise to deemed interests (if the interest is such): 8. [You may attach a chart in item 10 to illustrate how the Substantial Shareholder/Unitholder's deemed interest arises]

	The change in Massive Right Investments Limited ("Massive Right")'s interest arises from: (a) completion of the purchase of 128,458,590 Sale Shares from Vendor on 17 July 2017; (b) the purchase of 40,000,000 Shares from Philadelphia Investments Ltd. and IGV33 Investments Ltd. on 19 July 2017; and (c) valid acceptances of 233,678 Shares pursuant to the Mandatory Unconditional Cash Offer as at the close of the Offer on 29 August 2017.
9.	Relationship between the Substantial Shareholders/Unitholders giving notice in this form: [You may attach a chart in item 10 to show the relationship between the Substantial Shareholders/Unitholders]
	Massive Right is deemed to be interested in the Shares held by Lucrum by virtue of its 76.0% shareholding in Lucrum, pursuant to Section 4(5) of the Securities and Futures Act (Chapter 289) of Singapore.
10.	Attachments (if any):
	(The total file size for all attachment(s) should not exceed 1MB.)
11.	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:
12.	Remarks (if any):
	The above percentage is based on the total issued share capital in Cityneon Holdings Limited of 244,656,195 Shares.
Sub	stantial Shareholder/Unitholder D
1.	Name of Substantial Shareholder/Unitholder:
	Geng Zhihua
2.	Is Substantial Shareholder/Unitholder a fund manager or a person whose interest in the securities of the Listed Issuer are held solely through fund manager(s)? — Yes
	✓ No
3.	Notification in respect of:
	Becoming a Substantial Shareholder/Unitholder Change in the paraenters level of interest while still remaining 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

	change in, interest 🛈 (if different from item 4 above, please specify the date):					
	29-Aug-2017					
6.	Explanation (if the date of becoming aware is different from the date of acquisition of, or the change in, interest):					
	Not Applicable					
7.	Quantum of total voting shares/un warrants/convertible debentures { Unitholder before and after the train	conversion price k	~			
	Immediately before the transaction	Direct Interest	Deemed Interest	Total		
und	of voting shares/units held and/or erlying the rights/options/warrants/ vertible debentures:	0	128,458,590	128,458,590		
As a	a percentage of total no. of voting shares/s:	0	52.51	52.51		
	lance eliciole esta eliciole de la companya di con	Direct Interest	Deemed Interest	Total		
	Immediately after the transaction	Direct interest	Decined interest			
und	of voting shares/units held and/or erlying the rights/options/warrants/vertible debentures :	0	168,692,268	168,692,268		
und con	of voting shares/units held and/or erlying the rights/options/warrants/vertible debentures :					
und con As a	of voting shares/units held and/or erlying the rights/options/warrants/vertible debentures :	0 0 ed interests (<i>if the</i>	168,692,268 68.95 e interest is such):	168,692,268		
As a	of voting shares/units held and/or erlying the rights/options/warrants/vertible debentures: a percentage of total no. of voting shares/s: Circumstances giving rise to deem [You may attach a chart in item 10 to item]	o oed interests (if the illustrate how the Sustaines from: 8,590 Sale Shares from Philadelphia Invest	168,692,268 68.95 e interest is such): abstantial Shareholde m Vendor on 17 July 20 tments Ltd. and IGV33	168,692,268 68.95 r/Unitholder's deemed 017; Investments Ltd. on 19		
As a	of voting shares/units held and/or erlying the rights/options/warrants/vertible debentures: a percentage of total no. of voting shares/s: Circumstances giving rise to deem [You may attach a chart in item 10 to interest arises] The change in Mr. Geng Zhihua's interest (a) completion of the purchase of 128,45 (b) the purchase of 40,000,000 Shares fro July 2017; and (c) valid acceptances of 233,678 Shares p	o o ded interests (if the illustrate how the Substitute of the Manda of the Substitute of the Manda of the Substitute	168,692,268 68.95 e interest is such): abstantial Shareholde m Vendor on 17 July 20 tments Ltd. and IGV33 etory Unconditional Ca	168,692,268 68.95 7/Unitholder's deemed 17; Investments Ltd. on 19 ash Offer as at the close of notice in this form:		

deemed to be interested in the shares held by Lucrum by virtue of Section 4(5) of the Securities and Futures

Date on which Substantial Shareholder/Unitholder became aware of the acquisition of, or the

Act (Chapter 289) of Singapore.

4.

5.

29-Aug-2017

Date of acquisition of or change in interest:

10.	Attachments (if any):
	(The total file size for all attachment(s) should not exceed 1MB.)
11.	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:
12.	Remarks (if any):
	The above percentage is based on the total issued share capital in Cityneon Holdings Limited of 244,656,195 Shares.
Sub	stantial Shareholder/Unitholder E
1.	Name of Substantial Shareholder/Unitholder:
	Tan Aik Ti, Ron
2.	Is Substantial Shareholder/Unitholder a fund manager or a person whose interest in the securities of the Listed Issuer are held solely through fund manager(s)? Yes No
3.	Notification in respect of: Becoming a Substantial Shareholder/Unitholder
	✓ Change in the percentage level of interest while still remaining a Substantial Shareholder/Unitholde
	Ceasing to be a Substantial Shareholder/Unitholder
4.	Date of acquisition of or change in interest:
	29-Aug-2017
5.	Date on which Substantial Shareholder/Unitholder became aware of the acquisition of, or the change in, interest (if different from item 4 above, please specify the date):
	29-Aug-2017
6.	Explanation (if the date of becoming aware is different from the date of acquisition of, or the change in, interest):
	Not Applicable

7.	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:	0	168,458,590	168,458,590
As a percentage of total no. of voting shares/units:	0	68.86	68.86
Immediately after the transaction	Direct Interest	Deemed Interest	Total
Immediately after the transaction No. of voting shares/units held and/or underlying the rights/options/warrants/ convertible debentures :	Direct Interest 0	Deemed Interest	Total 168,692,268

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

Mr Tan Aik Ti, Ron considers himself to be deemed interested in the Shares held by Lucrum by virtue of (a) his 15.5% shareholding in Lucrum (through his 100% shareholding in Philadelphia, which holds 15.5% of Lucrum) and (b) he is a director of Lucrum, Philadelphia and the Company.

9. Relationship between the Substantial Shareholders/Unitholders giving notice in this form: [You may attach a chart in item 10 to show the relationship between the Substantial Shareholders/Unitholders]

10. Attachments (if any): 🕥



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

- 11. If this is a **replacement** of an earlier notification, please provide:
 - (a) SGXNet announcement reference of the **first** notification which was announced on SGXNet (the "Initial Announcement"):

						ı	l .	
						ı	l .	
						ı		

(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:

1

12.	Remarks (if any):
	The above percentage is based on the total issued share capital in Cityneon Holdings Limited of 244,656, Shares.

Part IV - Transaction details

	umber of shares, units, rights, options, warrants and/or principal amount of convertible bentures acquired or disposed of by Substantial Shareholders/Unitholders:
16	98,692,268
	mount of consideration paid or received by Substantial Shareholders/Unitholders (excluding observage and stamp duties):
S\$	50.90 per share
Ci	rcumstance giving rise to the interest or change in interest:
A	cquisition of: Securities via market transaction
L	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
ח	sposal of:
	Securities via market transaction
	Securities via off-market transaction (e.g. married deals)
0	ther circumstances:
	Acceptance of take-over offer for the Listed Issuer
	Corporate action by the Listed Issuer which Substantial Shareholders/Unitholders did not participate in (please specify):

	(a)	Name of Individual:
	(α)	Ron Tan
	(b)	Designation (if applicable):
	(6)	Director
	(c)	Name of entity (<i>if applicable</i>):
	(c)	Lucrum 1 Investment Limited
Tran	sactio	on Reference Number (auto-generated):
4 4	т т	1 3 7 2 4 9 6 4 0 9 6 3
4 4	• •	