

ROXY-PACIFIC HOLDINGS LIMITED

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

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

CLOSE OF OFFER AND SUSPENSION OF TRADING

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;
- (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;

- (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**"). A copy of the Close of Offer Announcement is 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. Close of the Offer

The Board wishes to inform Shareholders that on 17 February 2022, the Offeror announced that the Offer has closed at 5.30 p.m. (Singapore time) on 17 February 2022 ("**Closing Date**"). **Accordingly, the Offer is no longer open for acceptance and any acceptances received thereafter will be rejected.**

3. Final Level of Acceptances for the Offer

As stated in the Close of Offer Announcement, as at 5.30 p.m. (Singapore time) on the Closing Date, the total number of Shares (a) owned, controlled or agreed to be acquired by the Offeror and parties acting in concert with it ("**Concert Parties**") as at 20 September 2021, (b) acquired or agreed to be acquired by the Offeror and the Concert Parties between 20 September 2021 and up to 5.30 p.m. (Singapore time) on 17 February 2022 (other than pursuant to valid acceptances of the Offer) by the Offeror and the Concert Parties, and (c) for which valid acceptances of the Offer have been received as at 5.30 p.m. (Singapore time) on 17 February 2022, amounted to an aggregate of 1,279,932,420 Shares, representing approximately 98.16% of the total number of issued Shares of the Company (excluding treasury shares).

4. Trading Suspension

As set out in the Company's announcement dated 29 January 2022:

- (a) the percentage of Shares held by the public is less than 10% of the total number of issued Shares (excluding treasury Shares); and
- (b) pursuant to Rule 1303(1) of the Listing Manual, the SGX-ST will suspend trading of the listed securities of the issuer at the close of the take-over offer.

In view of the above, the Board wishes to inform Shareholders that it will request that the SGX-ST suspends the trading of the Shares with effect from 9.00 a.m. (Singapore time) on 18 February 2022, being the market day after the Closing Date.

5. Listing Status

As stated in the Company's announcement of 16 February 2022, the SGX-ST has informed the Company that it has no objection to the delisting of the Company. The delisting of the Company is pursuant to the Offeror exercising its rights of compulsory acquisition under Section 215(1) of the Companies Act. The SGX-ST's decision is not an indication of the merits of the delisting. The Company will update Shareholders on the date of delisting of the Company in due course.

6. 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

17 February 2022