ROXY-PACIFIC HOLDINGS LIMITED

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

ANNOUNCEMENT

INVESTMENT IN ASSOCIATES

1. Introduction

Pursuant to Rule 704(17)(c) of the Singapore Exchange Securities Trading Limited Listing Manual, the Board of Directors (the "**Board**") of Roxy-Pacific Holdings Limited (the "**Company**", and collectively with its subsidiaries, the "**Group**") is pleased to announce that the Company through its indirect subsidiary, Roxy-Pacific Hotels Pty Ltd (**RPH**), has in its ordinary course of business subscribed for 49% of the following securities (collectively, the "**Stapled Securities**"):

(i) the total issued ordinary shares in ACH Head Operator Pty Ltd (an Australian company);
(ii) the total issued ordinary shares in ACH Projects Pty Ltd (an Australian company); and
(iii) the total issued Class A units in the ACH Head Trust (an Australian unit trust),

issued pursuant to an Investors Deed dated 27 October 2014 between RPH, Aviva Investors Real Estate Capital Partners 1-A, LP and AUB Pan Asian Investment Fund Limited ("**Aviva**"), ACH GP Pty Ltd as trustee of the ACH GP Trust ("**Lotus**"), ACH Head Operator Pty Ltd and ACH Projects Pty Ltd as trustee of the ACH Head Trust ("**ACH**"). Following the issue of the Stapled Securities to RPH, ACH Head Operator Pty Ltd, ACH Projects Pty Ltd and the ACH Head Trust will become associates of the Company.

The shares in ACH Head Operator Pty Ltd, the shares in ACH Projects Pty Ltd and the units in the ACH Head Trust held by RPH comprising the Stapled Securities held by RPH are linked together such that the shares in ACH Head Operator Pty Ltd, the shares in ACH Projects Pty Ltd and the units in the ACH Head Trust must be held by the same investors in the same proportions at all times.

RPH, Aviva and Lotus have subscribed for 49%, 41% and 10%, respectively, of all the Stapled Securities for the purpose of the establishing an incorporated joint venture with the following objectives (**Joint Venture**):

(a) to acquire and own a series of hotel development opportunities in Australia;

(b) to develop hotel development opportunities and initiate its hotel program, using modular construction technology; and

(c) to engage an international hotel operator to operate the developed hotel development opportunities.

2. Subscription Consideration and Funding

RPH has been issued the following Stapled Securities for a total consideration approximating AU$2,058.00 (the "**Consideration**"), which was arrived at on a willing buyer, willing seller basis, taking into account the book value and net tangible asset value of the Stapled Securities.

	No. and Class of Units or Shares subscribed for	Unit or Share Subscription Price	Consideration
ACH Head Trust	98 Class A Units	AU$1.00	AU$98.00
ACH Head Operator Pty Ltd	980 Ordinary Shares	AU$1.00	AU$980.00
ACH Projects Pty Ltd	980 Ordinary Shares	AU$1.00	AU$980.00
		Total	AU$2,058.00

The Consideration will be financed by internal funds.

The Joint Venture is not expected to have a material impact on the Group's consolidated earnings and net tangible assets per share of the Company for the current financial year ending 31 December 2014.

3. Directors' and Controlling Shareholders' Interests

None of the Directors or controlling shareholders of the Company has any interest, direct or indirect in the Joint Venture, other than their shareholdings in the Company.

By Order of the Board
ROXY-PACIFIC HOLDINGS LIMITED

KOH SENG GEOK
Executive Director and Company Secretary
10 November 2014