

## ROXY-PACIFIC HOLDINGS LIMITED

(Company Registration No.: 196700135Z)

(Incorporated in the Republic of Singapore)

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### PRE-CONDITIONAL VOLUNTARY GENERAL OFFER BY OVERSEA-CHINESE BANKING CORPORATION LIMITED FOR AND ON BEHALF OF TKL & FAMILY PTE. LTD.

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#### 1. Introduction

The Board of Directors (the “**Board**”) of Roxy-Pacific Holdings Limited (the “**Company**”) wishes to refer shareholders of the Company (the “**Shareholders**”) to the announcement (the “**Pre-Conditional Offer Announcement**”) issued on 20 September 2021 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 Take-overs and Mergers.

Further details of the Offer (if and when made) are set out in the Pre-Conditional Offer Announcement, a copy of which is available on the website of the Singapore Exchange Securities Trading Limited at <http://www.sgx.com>. Shareholders are advised to refer to the full text of the Pre-Conditional Offer Announcement for, *inter alia*, the principal terms of the Offer.

**Shareholders should note that, as stated in the Pre-Conditional Offer Announcement, the Offer will not be made unless and until the Pre-Condition has been satisfied on or before 5:00 p.m. on 20 February 2022, being the date falling five (5) months after the date of the Pre-Conditional Offer Announcement (or such other date as the Offeror may determine in consultation with the Securities Industry Council of Singapore). Accordingly, all references to the Offer in this announcement refer to the possible Offer which will only be made if and when the Pre-Condition is satisfied.**

#### 2. Independent Financial Advisor

If and when the Offer is made:

- (i) the Board will appoint an 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. An announcement relating to the same will be made by the Company in due course; and
- (ii) 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.**

### **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

20 September 2021