

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**

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 estate-related 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

1. Name of Listed Issuer:

ST Group Food Industries 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:

10-Jun-2022

Part II - Substantial Shareholder/Unitholder and Transaction(s) Details

[To be used for single Substantial Shareholder/Unitholder to give notice]

1. Name of Substantial Shareholder/Unitholder:

Tan Tee Ooi

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

Transaction **A**

1. 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

2. Date of acquisition of or change in interest:

09-Jun-2022

3. Date on which Substantial Shareholder/Unitholder became aware of the acquisition of, or the change in, interest  (if different from item 2 above, please specify the date):

09-Jun-2022

4. Explanation (if the date of becoming aware is different from the date of acquisition of, or the change in, interest):

Not applicable

5. Type of securities which are the subject of the transaction (more than one option may be chosen):

Voting shares/units

Rights/Options/Warrants over voting shares/units

Convertible debentures over voting shares/units (conversion price known)

Others (please specify):

6. Number of shares, units, rights, options, warrants and/or principal amount of convertible debentures acquired or disposed of by Substantial Shareholder/Unitholder:

600,000 and 10,000,000 shares disposed of by Mr. Tan Tee Ooi and Centurion Equity Pty Limited respectively

7. Amount of consideration paid or received by Substantial Shareholder/Unitholder (excluding brokerage and stamp duties):

S\$72,000 received by Mr. Tan Tee Ooi and S\$1,200,000 received by Centurion Equity Pty Limited

8. Circumstance giving rise to the interest or change in interest:

Acquisition of:

- Securities via market transaction
- 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

Disposal of:

- Securities via market transaction
- Securities via off-market transaction (*e.g. married deals*)

Other circumstances:

- Acceptance of take-over offer for the Listed Issuer
- Corporate action by the Listed Issuer which Substantial Shareholder/Unitholder did not participate in (*please specify*):

- Others (*please specify*):

The decrease in Mr Tan Tee Ooi's interest in ST Group Food Industries Holdings Limited (the "Company") was due to (1) a decrease in direct interest as a result of the disposal of 600,000 shares for a consideration of S\$72,000, (2) decrease in deemed interest as a result of the disposal of 10,000,000 ordinary shares by Centurion Equity Pty Limited for a consideration of S\$1,200,000 and (3) the sale of 752,400 treasury shares of the Company via a market transaction as announced on 9 June 2022.

9. 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:

<i>Immediately before the transaction</i>	<i>Direct Interest</i>	<i>Deemed Interest</i>	<i>Total</i>
No. of voting shares/units held and/or underlying the rights/options/warrants/convertible debentures:	6,174,000	28,077,800	34,251,800
As a percentage of total no. of voting shares/units: ⓘ	2.52	11.45	13.97
<i>Immediately after the transaction</i>	<i>Direct Interest</i>	<i>Deemed Interest</i>	<i>Total</i>
No. of voting shares/units held and/or underlying the rights/options/warrants/convertible debentures:	5,574,000	18,077,800	23,651,800
As a percentage of total no. of voting shares/units: ⓘ	2.26	7.35	9.61

10. Circumstances giving rise to deemed interests (if the interest is such):
 [You may attach a chart in item 11 to illustrate how the Substantial Shareholder/Unitholder's deemed interest arises]

Mr. Tan Tee Ooi (1) holds 50% of the issued and paid-up share capital of Tan & Saw Investments Pty Ltd and (2) is the spouse of Ms. Saw Lee Ping who is the director of Tan & Saw Investments Pty Ltd and holds the remaining 50% of its issued and paid-up share capital, and is also a unitholder (as trustee of the Tian & Young Family Trust) of the Centurion Equity Trust for which the trustee is Centurion Equity Pty Limited.


(1) Tan & Saw Investments Pty Ltd is the trustee of the Tan & Saw Family Trust, a discretionary trust, and the named beneficiaries are Ms. Saw Lee Ping, Mr. Tan Tee Ooi and their children, Ms. Tan Xin Tian and Mr. Tan Jet Young. The beneficiaries have no entitlement to any part of the trust fund, and the trustee has the absolute discretion to distribute the income of the trust fund to the beneficiaries. The appointor of the trust is Ms. Saw Lee Ping, who has the power to, inter alia, remove and appoint a new trustee. The settlor of the trust is Mr. Saw Kee Guan, an unrelated third party, who is not entitled to any benefit under the trust.

(2) Centurion Equity Pty Limited is the trustee of the Centurion Equity Trust, a fixed unit trust, and holds the Company's shares in trust for the unitholders. The unitholders of the Centurion Equity Trust are (a) STG Investments Pty Ltd (as trustee for the Tatt Ghee Saw Family Trust) which holds 51% of the units, (b) Ms. Saw Lee Ping (as trustee for the Tian & Young Family Trust) which holds 19% of the units, (c) Ricgo Pty Ltd which holds 6% of the units, (d) JL Lee Investments Pty Ltd which holds 5% of the units, (e) KCPLP Investments Pty Ltd which holds 6% of the units, (f) Lemy Pty Ltd which holds 6% of the units, (g) YSN Investments Pty Ltd which holds 6% of the units, and (h) Alpine Investments Pty Ltd which holds 1% of the units.

Ms. Saw Lee Ping holds the units in Centurion Equity Trust as trustee for the Tian & Young Family Trust. The settlor of the Tian & Young Family Trust is Mr. Tan Tee Ooi, her spouse, and the beneficiaries are (a) the corpus beneficiaries, which comprise Ms. Saw Lee Ping and her children, Ms. Tan Xin Tian and Mr. Tan Jet Young, (b) the related beneficiaries of the corpus beneficiaries, which includes her spouse, Mr. Tan Tee Ooi, (c) any company which the beneficiaries in (b) is a shareholder or director of, and (d) any trust of which the beneficiaries in (b) or the company in (c) is entitled to a benefit under.

By virtue of Section 4 of the SFA, the beneficiaries of the Tan & Saw Family Trust are deemed to have an interest in the Company's shares held by Tan & Saw Investments Pty Ltd and the beneficiaries of the Tian & Young Family Trust are deemed to have an interest in the units of Centurion Equity Trust held by Ms. Saw Lee Ping (as trustee for the Tian & Young Family Trust).

Accordingly, Mr. Tan Tee Ooi is deemed to have an interest in the shares of the Company held by Tan & Saw Investments Pty Ltd and Centurion Equity Pty Limited.

11. Attachments (if any): 



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

12. 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"):

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- (b) Date of the Initial Announcement:

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- (c) 15-digit transaction reference number of the relevant transaction in the Form 3 which was attached in the Initial Announcement:

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13. Remarks (if any):

The shareholding percentages before the change are calculated based on the total number of 245,247,600 ordinary shares of the Company (excluding 752,400 treasury shares of the Company).

The shareholding percentages after the change are calculated based on the total number of 246,000,000 ordinary shares of the Company (immediately after the sale of 752,400 treasury shares of the Company via a market transaction as announced on 9 June 2022).

Any discrepancies in the percentages listed and totals thereof are due to rounding.

Transaction Reference Number (auto-generated):

6	0	8	2	5	2	4	4	7	1	1	4	1	0	5
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Item 14 is to be completed by an individual submitting this notification form on behalf of the Substantial Shareholder/Unitholder.

14. Particulars of Individual submitting this notification form to the Listed Issuer:

- (a) Name of Individual:

Lim Hoe Keng

- (b) Designation (if applicable):

Chief Financial Officer

- (c) Name of entity (if applicable):

ST Group Food Industries Holdings Limited
