

VOLUNTARY CONDITIONAL GENERAL OFFER

by



Oversea-Chinese Banking Corporation Limited

(Incorporated in Singapore)
(Company Registration No. 193200032W)

for and on behalf of

TKL & Family Pte. Ltd.
(Incorporated in the Republic of Singapore)
(Company Registration No. 202127763N)

for

all the issued ordinary shares (excluding treasury shares) in the capital of



Roxy-Pacific
Holdings Limited

Roxy-Pacific Holdings Limited

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

other than those already owned, controlled or agreed to be acquired by TKL & Family Pte. Ltd.

DEALINGS DISCLOSURE ANNOUNCEMENT

1. INTRODUCTION

1.1 The board of directors (the “**Directors**”) of TKL & Family Pte. Ltd. (the “**Offeror**”) refers to the following:

1.1.1 the announcement dated 20 September 2021 in relation to the proposed acquisition by the Offeror of all the issued ordinary shares (the “**Shares**”) (excluding treasury shares) in the capital of Roxy-Pacific Holdings Limited (the “**Company**”), other than those Shares already owned, controlled or agreed to be acquired by the Offeror, by way of a pre-conditional voluntary general offer (the “**Offer**”) in accordance with Section 139 of the Securities and Futures Act 2001, and the Singapore Code on Take-overs and Mergers (the “**Code**”);

- 1.1.2 the formal offer announcement dated 15 December 2021 in relation to the Offeror's firm intention to make the Offer; and
- 1.1.3 the announcement dated 5 January 2022 in relation to the despatch of the formal document dated 5 January 2022 containing the terms and conditions of the Offer (the "Offer Document") to the shareholders of the Company.
- 1.2 Unless otherwise defined, all capitalised terms used and not defined herein shall have the same meanings given to them in the Offer Document.

2. DEALINGS BY SEN LEE DEVELOPMENT PRIVATE LIMITED ("SLD")

Pursuant to Rule 12.1 of the Code and based on information received by the Offeror on 26 January 2022 from SLD, a concert party of the Offeror, the Offeror wishes to announce the following dealing in Shares by SLD on 26 January 2022 (the "Dealing"):

Date of Dealing	Nature of Dealing	Number of Shares	Dealing Price (\$)
26 January 2022	Purchase	267,000	0.480

Based on the above information received by the Offeror, after the Dealing reported above, SLD holds 157,304,925 Shares representing approximately 12.06 per cent. of the total Shares in issue¹ and the Undertaking Parties hold in aggregate 1,007,773,259 Shares, representing approximately 77.28 per cent. of the total Shares in issue¹.

3. RESPONSIBILITY STATEMENT

The directors of the Offeror (including where he has delegated detailed supervision of this Announcement) have taken all reasonable care to ensure that the facts stated and all opinions expressed in this Announcement are fair and accurate and that no material facts have been omitted from this Announcement, and they jointly and severally accept responsibility accordingly.

Where any information has been extracted or reproduced from published or otherwise publicly available sources, the sole responsibility of the directors of the Offeror has been to ensure through reasonable enquiries that such information is accurately and correctly extracted from such sources or, as the case may be, reflected or reproduced in this Announcement.

26 January 2022

BY ORDER OF THE BOARD

TKL & Family Pte. Ltd.
(Company Registration No: 202127763N)

¹ The percentage shareholding is computed based on a total of 1,303,979,944 Shares (excluding treasury shares) as at 26 January 2022 and rounded to the nearest two (2) decimal places.