

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 SECURITIES**

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:

Yongmao Holdings Limited ("YMH")

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:

06-Jul-2018

Part III - Substantial Shareholder(s)/Unitholder(s) Details

[To be used for multiple Substantial Shareholders/Unitholders to give notice]

Substantial Shareholder/Unitholder A 

1. Name of Substantial Shareholder/Unitholder:

TH60 Investments Pte. Ltd. ("TH60")

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

3. 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

4. Date of acquisition of or change in interest:

28-May-2018



5. Date on which Substantial Shareholder/Unitholder became aware of the acquisition of, or the change in, interest  (if different from item 4 above, please specify the date):

05-Jul-2018

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

The deemed interests disclosed herein arise from the Offeror (defined below). The Offeror is a newly incorporated company for the purpose of making the Offer (defined below), and is not involved in the operational matters of THH or its subsidiaries and associated companies.

7. 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:	0	0	0
As a percentage of total no. of voting shares/units: 	0	0	0
<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 :	0	21,253,153	21,253,153
As a percentage of total no. of voting shares/units: 	0	23.95	23.95

1. Name of Substantial Shareholder/Unitholder:

Ng Chwee Cheng

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

3. 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

4. Date of acquisition of or change in interest:

28-May-2018

5. Date on which Substantial Shareholder/Unitholder became aware of the acquisition of, or the change in, interest ⓘ (if different from item 4 above, please specify the date):

05-Jul-2018

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

The deemed interests disclosed herein arise from the Offeror. The Offeror is a newly incorporated company for the purpose of making the Offer, and is not involved in the operational matters of THH or its subsidiaries and associated companies.

7. 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:	0	2,644,000	2,644,000
As a percentage of total no. of voting shares/units: ⓘ	0	2.98	2.98
<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 :	0	23,897,153	23,897,153
As a percentage of total no. of voting shares/units: ⓘ	0	26.93	26.93

8. Circumstances giving rise to deemed interests (if the interest is such):


[You may attach a chart in item 10 to illustrate how the Substantial Shareholder/Unitholder's deemed interest arises]

3. 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

4. Date of acquisition of or change in interest:

28-May-2018



5. Date on which Substantial Shareholder/Unitholder became aware of the acquisition of, or the change in, interest  (if different from item 4 above, please specify the date):

05-Jul-2018

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

The deemed interests disclosed herein arise from the Offeror. The Offeror is a newly incorporated company for the purpose of making the Offer, and is not involved in the operational matters of THH or its subsidiaries and associated companies.

7. 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:	0	0	0
As a percentage of total no. of voting shares/units: 	0	0	0
<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 :	0	21,253,153	21,253,153
As a percentage of total no. of voting shares/units: 	0	23.95	23.95

8. Circumstances giving rise to deemed interests (if the interest is such):

[You may attach a chart in item 10 to illustrate how the Substantial Shareholder/Unitholder's deemed interest arises]

Pursuant to the terms of a trust deed dated 29 July 1997 (as amended) (the "Trust Deed"), Mr. Ng San Tiong Roland, Mr. Ng Sun Ho Tony, Mr. Ng San Wee David and Mr. Ng Sun Giam Roger, are joint trustees of the Chwee Cheng Trust ("Trustees") constituted under the Trust Deed and which owns approximately 43.56% of Chwee Cheng & Sons Pte Ltd ("CCS"). As Trustees, each Trustee is deemed interested in approximately 69.83% of TH60 Investments Pte. Ltd. ("TH60") which was allotted and issued to CCS on 28 May 2018. TH60 in turn holds approximately 70.8% of the shares in the Offeror. Upon the Completion of the CA, the Offeror will hold 100% of THH, which in turn holds approximately 23.95% of YMH Shares.

Accordingly, Mr. Ng Sun Ho Tony is deemed to be interested in the YMH Shares held by THH.

9. Relationship between the Substantial Shareholders/Unitholders giving notice in this form:
[You may attach a chart in item 10 to show the relationship between the Substantial Shareholders/
Unitholders]

Mr. Ng Sun Ho Tony is a joint trustee of the Chwee Cheng Trust which owns approximately 43.56% of the issued share capital of CCS, which in turn holds approximately 69.83% of TH60.

Mr. Ng San Tiong Roland is a director of YMH and has given separate disclosure of his interests as a director of YMH.

10. Attachments (if any): 



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

11. 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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12. Remarks (if any):

The percentage shareholding is calculated based on YMH's issued share capital of 88,749,997 YMH Shares (excluding treasury shares).

All references to the total number of issued THH Shares shall be to 753,205,207 THH Shares.

Substantial Shareholder/Unitholder D 

1. Name of Substantial Shareholder/Unitholder:

Ng San Wee David

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

3. 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

4. Date of acquisition of or change in interest:

28-May-2018



5. Date on which Substantial Shareholder/Unitholder became aware of the acquisition of, or the change in, interest  (if different from item 4 above, please specify the date):

05-Jul-2018

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

The deemed interests disclosed herein arise from the Offeror. The Offeror is a newly incorporated company for the purpose of making the Offer, and is not involved in the operational matters of THH or its subsidiaries and associated companies.

7. 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:	0	0	0
As a percentage of total no. of voting shares/units: 	0	0	0
<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 :	0	21,253,153	21,253,153
As a percentage of total no. of voting shares/units: 	0	23.95	23.95

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


Pursuant to the terms of a trust deed dated 29 July 1997 (as amended) (the "Trust Deed"), Mr. Ng San Tiong Roland, Mr. Ng Sun Ho Tony, Mr. Ng San Wee David and Mr. Ng Sun Giam Roger, are joint trustees of the Chwee Cheng Trust ("Trustees") constituted under the Trust Deed and which owns approximately 43.56% of Chwee Cheng & Sons Pte Ltd ("CCS"). As Trustees, each Trustee is deemed interested in approximately 69.83% of TH60 Investments Pte. Ltd. ("TH60") which was allotted and issued to CCS on 28 May 2018. TH60 in turn holds approximately 70.8% of the shares in the Offeror. Upon the Completion of the CA, the Offeror will hold 100% of THH, which in turn holds approximately 23.95% of YMH Shares.

Accordingly, Mr. Ng San Wee David is deemed to be interested in the YMH Shares held by THH.

9. Relationship between the Substantial Shareholders/Unitholders giving notice in this form:
[You may attach a chart in item 10 to show the relationship between the Substantial Shareholders/Unitholders]

Mr. Ng San Wee David is a joint trustee of the Chwee Cheng Trust which owns approximately 43.56% of the issued share capital of CCS, which in turn holds approximately 69.83% of TH60.

Mr. Ng San Tiong Roland is a director of YMH and has given separate disclosure of his interests as a director of YMH.

10. Attachments (if any): 



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

11. 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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12. Remarks (if any):

The percentage shareholding is calculated based on YMH's issued share capital of 88,749,997 YMH Shares (excluding treasury shares).

All references to the total number of issued THH Shares shall be to 753,205,207 THH Shares.

Substantial Shareholder/Unitholder E 

1. Name of Substantial Shareholder/Unitholder:

Ng Sun Giam Roger

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

3. 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

4. Date of acquisition of or change in interest:

28-May-2018

5. Date on which Substantial Shareholder/Unitholder became aware of the acquisition of, or the change in, interest  (if different from item 4 above, please specify the date):

05-Jul-2018

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

The deemed interests disclosed herein arise from the Offeror. The Offeror is a newly incorporated company for the purpose of making the Offer, and is not involved in the operational matters of THH or its subsidiaries and associated companies.

(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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12. Remarks (*if any*):

The percentage shareholding is calculated based on YMH's issued share capital of 88,749,997 YMH Shares (excluding treasury shares).

All references to the total number of issued THH Shares shall be to 753,205,207 THH Shares.

Part IV - Transaction details

1. 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*):

2. Number of shares, units, rights, options, warrants and/or principal amount of convertible debentures acquired or disposed of by Substantial Shareholders/Unitholders:

N.A. with respect to YMH Shares. See paragraph 8 of Substantial Shareholder A's notification.

3. Amount of consideration paid or received by Substantial Shareholders/Unitholders (*excluding brokerage and stamp duties*):

N.A. with respect to YMH Shares. See paragraph 8 of Substantial Shareholder A's notification.

4. 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 Shareholders/Unitholders did not participate in (*please specify*):

- Others (*please specify*):

See paragraph 8 of Substantial Shareholder A's notification. In addition to THH and CCS who are interested in YMH Shares held by THH since prior to the Offer, TH60, Mr. Ng Chwee Cheng, Mr. Ng San Tiong Roland, Mr. Ng Sun Ho Tony, Mr. Ng San Wee David and Mr. Ng Sun Giam Roger are now deemed interested in YMH Shares held by THH pursuant to the Offer. All holdings and dealings in THH Shares by the Offeror during the Offer period were disclosed in accordance with the Singapore Code on Take-overs and Mergers.

Item 5 is to be completed by an individual submitting this notification form on behalf of the Substantial Shareholders/Unitholders.

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

(a) Name of Individual:

Tan Aik Tian

(b) Designation (if applicable):

(c) Name of entity (if applicable):

Transaction Reference Number (auto-generated):

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