

DISCLOSURE OF INTEREST/ CHANGES IN INTEREST OF SUBSTANTIAL SHAREHOLDER(S)/ UNITHOLDER(S)::CHANGE IN INTEREST OF SUBSTANTIAL SHAREHOLDERS/BECOMING A SUBSTANTIAL SHAREHOLDER

Issuer & Securities

Issuer/ Manager

IFS CAPITAL LIMITED

Securities

IFS CAPITAL LIMITED - SG1A35000706 - I49

Stapled Security

No

Announcement Details

Announcement Title

Disclosure of Interest/ Changes in Interest of Substantial Shareholder(s)/ Unitholder(s)

Date & Time of Broadcast

16-Jun-2020 17:50:14

Status

New

Announcement Sub Title

Change in Interest of Substantial Shareholders/Becoming a Substantial Shareholder

Announcement Reference

SG200616OTHRJ6H4

Submitted By (Co./ Ind. Name)

Chionh Yi Chian/Angeline Ng

Designation

Company Secretary/Assistant Company Secretary

Description (Please provide a detailed description of the event in the box below - Refer to the Online help for the format)

Please refer to the attachment.

Additional Details

Person(s) giving notice

Substantial Shareholder(s)/Unitholder(s) (Form 3)

Date of receipt of notice by Listed Issuer

16/06/2020

Attachments

[FORM%203 FINAL%20update_Dymon.pdf](#)

if you are unable to view the above file, please click the link below.

[FORM%203 FINAL%20update_Dymon.pdf](#)

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:

IFS CAPITAL 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:

16-Jun-2020

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:

DYMON ASIA CAPITAL LTD

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:

16-Jun-2020

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):

16-Jun-2020

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

N/A

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	25,773,280	25,773,280
As a percentage of total no. of voting shares/:	0	6.855	6.855
<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	25,773,280	25,773,280
As a percentage of total no. of voting shares/:	0	6.855	6.855

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]

- (1) Factorie, L.P. has a direct interest in 25,773,280 ordinary shares in the capital of IFS Capital Limited (the "IFS Shares").
- (2) Factorie Ltd. is the general partner of Factorie, L.P. and is deemed to be interested in the IFS Shares.
- (3) Diamond GP Holdings Ltd is the sole shareholder of Factorie Ltd, and Dymon Asia Private Equity (S.E. Asia) Ltd is the sole shareholder of Diamond GP Holdings Ltd. Pursuant to an internal restructuring, all the shares in Dymon Asia Private Equity (S.E. Asia) Ltd were disposed to DAPE Ltd. In this regard, DAPE Ltd is currently the sole shareholder of Dymon Asia Private Equity (S.E. Asia) Ltd. In turn, Dymon Asia Capital Ltd and Tan Keng Soon are shareholders with more than 20% of voting shares in DAPE Ltd, and Danny Yong has more than 20% of the voting shares in Dymon Asia Capital Ltd.
- (4) Therefore by virtue of Dymon Asia Capital Ltd having more than 20% of the voting shares in DAPE Ltd, and DAPE Ltd having more than 20% of the voting shares in Dymon Asia Private Equity (S.E. Asia) Ltd, and Dymon Asia Private Equity (S.E. Asia) Ltd having more than 20% of the voting shares in Diamond GP Holdings Ltd., and Diamond GP Holdings Ltd having more than 20% of the voting shares in Factorie Ltd, Dymon Asia Capital Ltd is deemed to have an interest in the IFS Shares.
- (5) The internal restructuring does not result in any change in Dymon Asia Capital Ltd's deemed interest in the IFS Shares. Instead, the internal restructuring has resulted in a change in the manner in which Dymon Asia Capital Ltd is deemed interested in the IFS Shares, i.e instead of Dymon Asia Capital Ltd being deemed interested by virtue of its controlling interest in Dymon Asia Private Equity (S.E. Asia) Ltd, it is now deemed interested by virtue of its controlling interest in DAPE Ltd.

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]

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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):

N/A

Substantial Shareholder/Unitholder B 

1. Name of Substantial Shareholder/Unitholder:

DAPE LTD

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:

16-Jun-2020



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):

16-Jun-2020

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

N/A

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/  :	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	25,733,280	25,733,280
As a percentage of total no. of voting shares/  :	0	6.855	6.855

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]

(1) Factorie, L.P. has a direct interest in 25,773,280 ordinary shares in the capital of IFS Capital Limited (the "IFS Shares").

(2) Factorie Ltd. is the general partner of Factorie, L.P. and is deemed to be interested in the IFS Shares.

(3) Diamond GP Holdings Ltd is the sole shareholder of Factorie Ltd, and Dymon Asia Private Equity (S.E. Asia) Ltd is the sole shareholder of Diamond GP Holdings Ltd. Pursuant to an internal restructuring, all the shares in Dymon Asia Private Equity (S.E. Asia) Ltd were disposed to DAPE Ltd. In this regard, DAPE Ltd is currently the sole shareholder of Dymon Asia Private Equity (S.E. Asia) Ltd. In turn, Dymon Asia Capital Ltd and Tan Keng Soon are shareholders with more than 20% of voting shares in DAPE Ltd, and Danny Yong has more than 20% of the voting shares in Dymon Asia Capital Ltd.

(4) Therefore, by virtue of DAPE Ltd having more than 20% of the voting shares in Dymon Asia Private Equity (S.E. ASIA) Ltd, and Dymon Asia Private Equity (S.E. ASIA) Ltd having more than 20% of the voting shares in Diamond GP Holdings Ltd., and Diamond GP Holdings Ltd having a controlling interest in Factorie Ltd, DAPE Ltd is deemed to have an interest in the IFS Shares.

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]

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:

- (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):

N/A

Substantial Shareholder/Unitholder **C** 

1. Name of Substantial Shareholder/Unitholder:

Tan Keng Soon

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:

16-Jun-2020

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):

16-Jun-2020

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

N/A

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	25,733,280	25,733,280
As a percentage of total no. of voting shares/units ⓘ:	0	6.855	6.855
<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	25,733,280	25,733,280
As a percentage of total no. of voting shares/units ⓘ:	0	6.855	6.855

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]

(1) Factorie, L.P. has a direct interest in 25,773,280 ordinary shares in the capital of IFS Capital Limited (the "IFS Shares").

(2) Factorie Ltd. is the general partner of Factorie, L.P. and is deemed to be interested in the IFS Shares.

(3) Diamond GP Holdings Ltd is the sole shareholder of Factorie Ltd, and Dymon Asia Private Equity (S.E. Asia) Ltd is the sole shareholder of Diamond GP Holdings Ltd. Pursuant to an internal restructuring, all the shares in Dymon Asia Private Equity (S.E. Asia) Ltd were disposed to DAPE Ltd. In this regard, DAPE Ltd is currently the sole shareholder of Dymon Asia Private Equity (S.E. Asia) Ltd. In turn, Dymon Asia Capital Ltd and Tan Keng Soon are shareholders with more than 20% of voting shares in DAPE Ltd, and Danny Yong has more than 20% of the voting shares in Dymon Asia Capital Ltd.

(4) Therefore by virtue of Tan Keng Soon having more than 20% of the voting shares in DAPE Ltd, and DAPE Ltd having more than 20% of the voting shares in Dymon Asia Private Equity (S.E. Asia) Ltd, and Dymon Asia Private Equity (S.E. Asia) Ltd having more than 20% of the voting shares in Diamond GP Holdings Ltd. , and Diamond GP Holdings Ltd having a controlling interest in Factorie Ltd, Tan Keng Soon is deemed to have an interest in the IFS Shares.

(5) The internal restructuring does not result in any change in Tan Keng Soon's deemed interest in the IFS Shares. Instead, the internal restructuring has resulted in a change in the manner in which Tan Keng Soon is deemed interested in the IFS Shares, i.e instead of Tan Keng Soon being deemed interested by virtue of its controlling interest in Dymon Asia (S.E. Asia) Ltd, it is now deemed interested by virtue of his controlling interest in DAPE Ltd.

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]

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:

(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):

N/A

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:

25,733,280

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

N/A

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*):

The circumstance giving rise to the interest is due to DAPE Ltd being interposed as a 100% shareholder of Dymon Asia Private Equity (S.E. Asia) Ltd

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:

ENG JASON

(b) Designation (if applicable):

CHIEF COMPLIANCE OFFICER

(c) Name of entity (if applicable):

DYMON ASIA CAPITAL (SINGAPORE) PTE. LTD.

Transaction Reference Number (auto-generated):

4	0	6	5	3	9	3	4	9	2	2	8	8	3	3
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