



SINGAPORE PRESS HOLDINGS LIMITED

(Registration No. 198402868E)

Incorporated in the Republic of Singapore

**ANNOUNCEMENT PURSUANT TO RULE 1013(3)(a) OF THE LISTING MANUAL OF THE
SINGAPORE EXCHANGE SECURITIES TRADING LIMITED**

Singapore Press Holdings Limited (“**SPH**”) had on 13 September 2018 announced that Straits One (Jersey) Limited, Straits Two (Jersey) Limited and Straits Three (Jersey) Limited (collectively the “**Purchasers**”) had completed the purchase of a portfolio comprising operating assets for purpose-built student accommodation in the United Kingdom (the “**Assets**”).

SPH wishes to now announce that the Purchasers have received £7,838,265 (approximately S\$13,756,939) pursuant to the Rent Guarantee (as defined below) and the Rental Income Adjustment (as defined below).

As previously disclosed in SPH’s announcement made on 10 September 2018 (the “**Announcement**”), under the terms of the sale and purchase agreement entered into on 7 September 2018 (the “**SPA**”) between the Purchasers, and the sellers being USAF No. 1 Limited Partnership, LDC (Radmarsh Road) Limited, USAF No. 8 Limited Partnership, LDC (Portfolio) Limited, USAF No. 10 Limited Partnership, Unite Capital Cities Two LP and USAF No. 14 Limited Partnership (collectively the “**Sellers**”):

- (a) the consideration payable by the Purchasers in connection with the acquisition of the Assets (the “**Consideration**”) is subject to adjustments downwards if, as at 30 November 2018, the actual Income in respect of certain Assets (the “**Particular Assets**”) is lower than 95% of the estimated Income for those Assets (the “**Rental Income Adjustment**”);
- (b) the Sellers have provided a rent guarantee capped at £2,500,000 (approximately S\$4,387,750) (the “**Rent Guarantee**”). The Rent Guarantee will cover, up to the amount of the Rent Guarantee, the shortfall between the estimated Income and actual Income of the Assets (excluding the Particular Assets to which the Rental Income Adjustment applies) as at 30 November 2018.

The Rental Income Adjustment applies to three of the Particular Assets because as at 30 November 2018, the actual Income in respect of each of these three Particular Assets is lower than 95% of the estimated Income for that asset. The downward adjustment to the Consideration pursuant to the Rental Income Adjustment amounts to a total of £7,697,819 (approximately S\$13,510,442).

With regard to the fourth Particular Asset, the issue is still the subject of discussions between the parties. SPH will make the appropriate announcement on this issue in due course, where necessary.

In respect of the Assets excluding the Particular Assets, the shortfall between the estimated Income and the actual Income as at 30 November 2018 is £140,446 (approximately S\$246,497). The Purchasers are therefore entitled to a sum of £140,446 (approximately S\$246,497) in respect of the Assets excluding the Particular Assets under the Rent Guarantee.

The total amount that the Purchasers are entitled to under the Rent Guarantee and the Rental Income Adjustment for the Assets (excluding the fourth Particular Asset) is therefore £7,838,265 (approximately S\$13,756,939). The Purchasers have received the said amount from the escrow account opened in accordance with the SPA.

Unless indicated otherwise, the indicative £-to-S\$ exchange rate used for the purposes of this announcement is £1: S\$1.7551.

All definitions are as set out in the Announcement unless otherwise defined in this announcement.

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