



Media Release

Cuscaden submits superior revised offer of S\$2.400¹ per share and enters into implementation agreement with SPH

- Cuscaden Scheme Consideration provides SPH shareholders higher consideration and value certainty with either:
 - (i) A total consideration of S\$2.400¹ per share, comprising S\$1.602 of cash per share and 0.782 SPH REIT units valued at S\$0.798 per share; or
 - (ii) All cash offer of S\$2.360 per share
- Cuscaden's Scheme Consideration of S\$2.400 per share which values SPH at S\$3.9 billion, represents a superior offer to Keppel's Revised Scheme Consideration of S\$2.351 per share, both in terms of price and value certainty
- Subject to IFA's opinion and in the absence of a Superior Competing Offer, SPH Independent Directors preliminarily recommend to the Shareholders² to
 - (i) Vote against the Keppel Scheme at the scheme meeting in relation to the Keppel Scheme; and
 - (ii) Vote in favour of the Cuscaden Scheme at the Cuscaden Scheme Meeting
- SPH will proceed to hold the Keppel Scheme Meeting for SPH shareholders to decide on the Keppel Scheme by 8 December 2021³
- The Cuscaden Scheme Meeting for the Cuscaden Scheme can only proceed if SPH shareholders vote against the Keppel Scheme at the Keppel Scheme Meeting

Singapore, 15 November 2021 --- Singapore Press Holdings Limited ("SPH") and Cuscaden Peak Pte. Ltd. ("Cuscaden") announced today that they have entered into an implementation agreement to privatise SPH via a scheme of arrangement ("Cuscaden Scheme").

Cuscaden Scheme Consideration – superior in terms of price and optionality

As part of the Cuscaden Scheme, once approved, each SPH shareholder has the option to elect (“the Election”) either to receive (i) a total consideration of S\$2.400¹ per share, comprising S\$1.602 of cash per share and 0.782 SPH REIT units valued at S\$0.798 per share through a distribution-in-specie (“DIS”) by SPH; or (ii) an all cash offer of S\$2.36 per share (“Cuscaden Scheme Consideration”).

This provides SPH shareholders with the optionality of a higher total value of the cash and SPH REIT consideration while continuing to participate in the potential future growth of SPH REIT and receive its distributions, or value certainty associated with an all cash consideration. In both options, the Cuscaden Scheme Consideration is higher than the Keppel Scheme Consideration⁴ in terms of total value, and also provides a materially higher proportion of cash.

The Cuscaden Scheme Consideration at S\$2.400¹ per share represents a significant improvement of 14.3% over the original Cuscaden possible offer price of S\$2.10 per share, as well as a premium of 2.1% over the revised Keppel Scheme Consideration of S\$2.351 per share. It also represents a premium of 60.0% to the last undisturbed SPH share price of S\$1.50⁵, a premium of 10.1% over SPH’s FY2021 pro forma net asset value per share of S\$2.18⁶, and implies a total equity value for SPH of S\$3.9 billion. The Cuscaden Scheme Consideration will not be adjusted for SPH’s FY2021 Final Dividend of S\$0.03 per share or any break fee payable to Keppel.

The break fee is only payable to Keppel if the Cuscaden Scheme and/or any other competing offer is effective or goes unconditional.

The Cuscaden Scheme is not subject to approval by shareholders of the Cuscaden consortium members, and Cuscaden has also waived the Material Adverse Effect condition⁷. The Cuscaden Scheme remains subject to approval by SPH shareholders, other formal regulatory approvals, and the successful completion of the Media Business Restructuring, which is expected to complete on or around 1 December 2021. Cuscaden has submitted all regulatory applications and the process of obtaining approvals is underway.

Distribution-in-specie of SPH REIT Units and Possible Chain Offer for SPH REIT

As part of the Cuscaden Scheme, SPH will undertake a DIS of SPH REIT units which it currently holds. The DIS will be up to approximately 45.2% of total SPH REIT units outstanding. Depending on the outcome of the Election by each shareholder, the completion of the Cuscaden Scheme may result in Cuscaden incurring an obligation to

undertake a chain offer for all the remaining units in SPH REIT (“SPH REIT Chain Offer”). In the event that the SPH REIT Chain Offer is triggered, Cuscaden will undertake the SPH REIT Chain Offer at a minimum offer price of S\$0.964 per SPH REIT Unit⁸.

Scheme Meetings – Cuscaden Scheme can only proceed if the Keppel Scheme is voted down

As part of Keppel’s Revised Proposal, SPH will proceed with holding the Keppel Scheme Meeting for shareholders to decide on Keppel’s Scheme by 8 December 2021⁹. The Composite Document to be despatched to the SPH shareholders with respect to the Keppel Scheme will include the IFA and the Independent Directors’ recommendation on the Keppel Scheme, and will take into account the Cuscaden Scheme.

Subject to IFA’s opinion to be issued in the composite document in relation to the Keppel Scheme and the composite document in relation to the Cuscaden Scheme, and in the absence of a Superior Competing Offer, SPH Independent Directors preliminarily recommend to the Shareholders to vote against the Keppel Scheme at the scheme meeting in relation to the Keppel Scheme, and to vote in favour of the Cuscaden Scheme at the Cuscaden Scheme Meeting.

If SPH shareholders are in favour of the Cuscaden Scheme, they should vote against the Keppel Scheme at the Keppel Scheme Meeting. The Cuscaden Scheme Meeting can only proceed if the Keppel Scheme has been voted down.

Rationale for the Cuscaden Scheme and Acquisition

The Cuscaden Scheme is the outcome of (a) the SPH Strategic Review announced on 30 March 2021 and (b) SPH’s active engagement with the Cuscaden consortium after receipt of the Cuscaden Proposal as well as after the announcement of the Keppel Revised Proposal, to unlock and maximise shareholder value for SPH shareholders.

The first step in the Strategic Review was the restructuring of SPH’s Media business (“Media Restructuring”), which was announced on 6 May 2021, and approved by SPH shareholders on 10 September 2021. The Media Restructuring is scheduled to be completed on or around 1 December 2021, after which the restrictions under the Newspaper and Printing Presses Act¹⁰ (“Newspaper Act”), including the 5% shareholder cap restriction and issue of management shares, will be lifted.

The SPH Board had carried out a comprehensive review of the various strategic options, including maintaining the status quo, monetisation of certain assets, a partial sale or privatisation of SPH post Media Restructuring. With an objective to maximise value and minimise disruption for shareholders after the lifting of the Newspaper Act restrictions, the

Board had concluded that the privatisation of the entire company would be the preferred solution as it may lead to a better valuation outcome for all shareholders if a control premium is paid for the entire company.

As the final step in the Strategic Review, a thorough and orderly two-stage process was conducted to solicit and evaluate proposals from a number of potentially interested parties. In Phase 1, SPH reached out to more than 20 potentially interested parties to solicit and evaluate proposals and in Phase 2, multiple shortlisted parties conducted a detailed due diligence on SPH in order to submit a final proposal. The final closed bids were evaluated based on price, terms and conditions, financing certainty, regulatory approvals, transaction structure and execution risk. At the end of the process, the final proposal from Keppel to privatise SPH was selected after careful evaluation, based on the foregoing criteria, which led to the joint announcement of Keppel's proposed privatisation on 2 August 2021.

Mr. Ng Yat Chung, Chief Executive Officer of SPH said, "We present a superior revised offer by Cuscaden for shareholders to consider. We started the strategic review process with the goal to unlock value for all SPH shareholders. This offer represents a substantial premium of 60.0% over the undisturbed price as at 30 March 2021 before the announcement of the strategic review."

Following Cuscaden's announcement on 29 October 2021, and Keppel's announcement of the Revised Keppel Proposal on 9 November 2021, SPH continued its discussions with Cuscaden with a view to giving Cuscaden the opportunity to improve their current proposal. The Cuscaden Scheme is the outcome of SPH's engagement with Cuscaden to improve their proposal.

Given the ongoing developments of the situation, shareholders of SPH should exercise caution when dealing in the shares of SPH. They should consult their stockbrokers, bank managers, solicitors or other professional advisers if they have any doubt about the actions they should take.

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- ¹ Illustrative value of the Cash and Units Consideration based on closing price for SPH REIT of S\$1.020 as at 12 November 2021 (being the last trading day prior to the Cuscaden Joint Announcement) and 9 November 2021 (being the date of the Joint Revision Announcement by SPH and Keppel (“Keppel Joint Revision Announcement”).
- ² Subject to the opinions of the Independent Financial Advisor to be issued in the composite document in relation to the Keppel Scheme and the Composite Document, and in the absence of a Superior Competing Offer.
- ³ The Keppel Scheme Meeting may be held at a later date if it cannot be held on 8 December 2021 as a result of a delay arising solely from (each of the following, a “Specified Event”) pending requisite approvals from regulators such as the SIC and the SGX-ST or from pending finalisation of the IFA’s opinion.
- ⁴ Implied value of the Keppel Scheme Consideration is S\$2.351 per SPH share, based on the closing price for SPH REIT (S\$1.020 per SPH REIT Unit) and Keppel REIT (S\$1.150 per Keppel REIT Unit) on 9 November 2021, being the date of the Keppel Joint Revision Announcement.
- ⁵ The closing price of SPH on 30 March 2021, being the last full trading day prior to the announcement of the SPH Strategic Review.
- ⁶ FY2021 pro forma net asset value per share is based on the assumption that the Media Restructuring had been completed as at 31 August 2021.
- ⁷ The waiver takes effect from the date of the despatch of the Cuscaden Scheme Document and is conditional upon the Cuscaden Scheme Document containing (a) an opinion from the IFA that the terms of the Cuscaden Scheme are fair and reasonable, and (b) a recommendation from the Independent Directors to the Shareholders to vote in favour of the Cuscaden Scheme at the Cuscaden Scheme Meeting.
- ⁸ Based on the clarification announcement by Cuscaden dated 1 November 2021, and as determined by the Singapore Code on Take-overs and Mergers.
- ⁹ The Keppel Scheme Meeting may be held at a later date if it cannot be held on 8 December 2021 as a result of a delay arising solely from a Specified Event.
- ¹⁰ Shareholders should note that under the Newspaper and Printing Presses Act, Chapter 206 of Singapore no person shall, without the approval of the Minister:
- (i) become a substantial shareholder of SPH; or
 - (ii) enter into any agreement or arrangement (whether oral or in writing, express or implied) to act together with any other person with respect to the acquisition, holding or the exercise of rights in relation to, in aggregate more than 5% of the shares.

Financial and Legal Advisers

Credit Suisse (Singapore) Limited and Allen & Gledhill LLP are acting as the exclusive financial adviser and legal adviser respectively to SPH for the Strategic Review and the proposed transaction.

SPH has appointed Evercore Asia (Singapore) Pte. Ltd. as the independent financial adviser to the SPH Independent Directors for the purposes of making a recommendation to shareholders in connection with the Cuscaden Scheme.

Responsibility Statement

The directors of SPH (including any who may have delegated detailed supervision of the preparation of this media release) have taken all reasonable care to ensure that the facts stated and all opinions expressed in this media release which relate to SPH (excluding information relating to Keppel, Keppel Corporation Limited, Keppel REIT, SPH REIT, Cuscaden or any opinion expressed by Keppel, Keppel Corporation Limited or Cuscaden (save for SPH's unitholding interest in SPH REIT)) are fair and accurate and that, where appropriate, no material facts which relate to SPH have been omitted from this media release, and the directors of SPH jointly and severally accept responsibility accordingly.

Where any information has been extracted or reproduced from published or otherwise publicly available sources or obtained from Keppel, Keppel Corporation Limited or Cuscaden, the sole responsibility of the directors of SPH has been to ensure, through reasonable enquiries, that such information is accurately extracted from such sources or, as the case may be, reflected or reproduced in this media release. The directors of SPH do not accept any responsibility for any information relating to Keppel, Keppel Corporation Limited, Keppel REIT, SPH REIT, Cuscaden or any opinion expressed by Keppel, Keppel Corporation Limited or Cuscaden (save for SPH's unitholding interest in SPH REIT).

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About Singapore Press Holdings Ltd

Incorporated in 1984, main board-listed Singapore Press Holdings Ltd (SPH) is Asia's leading media organisation, engaging minds and enriching lives across multiple languages and platforms. SPH has several business segments. The first is the media business, engaged in the publishing of newspapers, magazines and books in both print and digital editions. It also owns other digital products, online classifieds, radio stations and outdoor media.

On the retail and commercial front, SPH owns 65% in SPH REIT whose portfolio comprises three properties in Singapore, namely Paragon, The Clementi Mall and The Rail Mall. In Australia, SPH REIT holds an 85% stake in Figtree Grove Shopping Centre and a 50% stake in Westfield Marion Shopping Centre. SPH also owns and operates The Seletar Mall^a and holds a 50 per cent stake in two joint venture companies which are developing an integrated development consisting of The Woodleigh Residences and The Woodleigh Mall.

Under the Purpose-Built Student Accommodation ("PBSA") segment, the Company is an owner, manager and developer of a portfolio of PBSA in the United Kingdom and Germany, and currently operates two distinctive brands, Student Castle and Capitol Students.

The Company is also in the aged care sector in Singapore and Japan, and owns Orange Valley, one of Singapore's largest private nursing homes.

^a SPH owns a 70 per cent. interest in The Seletar Mall.

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