

GENERAL ANNOUNCEMENT::COURT SANCTION OF THE CUSCADEN SCHEME**Issuer & Securities****Issuer/ Manager**

SINGAPORE PRESS HOLDINGS LIMITED

Securities

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Court Sanction of the Cuscaden Scheme

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Submitted By (Co./ Ind. Name)

Ginney Lim May Ling

Designation

Company Secretary

Description (Please provide a detailed description of the event in the box below)

Please refer to the attached announcement.

Attachments[Court Sanction Announcement.pdf](#)

Total size =81K MB



SINGAPORE PRESS HOLDINGS LIMITED

(Incorporated in the Republic of Singapore)

(Company Registration No.: 198402868E)

**PROPOSED ACQUISITION BY CUSCADEN PEAK PTE. LTD. OF ALL THE ISSUED ORDINARY
SHARES IN THE CAPITAL OF SINGAPORE PRESS HOLDINGS LIMITED BY WAY OF A
SCHEME OF ARRANGEMENT**

COURT SANCTION OF THE CUSCADEN SCHEME

RECORD DATE FOR THE CUSCADEN SCHEME AND LAST DAY OF TRADING OF THE SHARES

1. BACKGROUND

The board of directors (the “**Board**”) of Singapore Press Holdings Limited (the “**Company**”) refers to:

- (i) the composite document despatched on 28 February 2022 to the shareholders of the Company (the “**Shareholders**”) in relation to the proposed acquisition by Cuscaden Peak Pte. Ltd. (“**Cuscaden**”) of all the issued and paid-up ordinary shares (the “**Shares**”) in the capital of the Company by way of a scheme of arrangement (the “**Cuscaden Scheme**”) under Section 210 of the Companies Act 1967 and the Singapore Code on Take-overs and Mergers (the “**Cuscaden Composite Document**”);
- (ii) the announcement by the Company to Shareholders on 22 March 2022 in relation to the approval by Shareholders of the DIS at the EGM and the Cuscaden Scheme at the Scheme Meeting; and
- (iii) the announcement by the Company to Shareholders on 25 March 2022 in relation to the notice of the Court hearing date to sanction the Cuscaden Scheme (the “**Court Hearing Date Announcement**”).

Unless otherwise defined, capitalised terms in this Announcement shall bear the same meaning as set out in the Cuscaden Composite Document.

2. COURT SANCTION OF THE CUSCADEN SCHEME

The Company wishes to announce that the Court has sanctioned the Cuscaden Scheme today.

Subject to the satisfaction (or, where applicable, waiver) of all the Scheme Conditions in accordance with the terms of the Cuscaden Implementation Agreement, the Cuscaden Scheme

shall become effective and binding upon the lodgement of the Scheme Court Order with the Accounting and Corporate Regulatory Authority of Singapore (“ACRA”).

3. RECORD DATE

As set out in the Court Hearing Date Announcement, the transfer books and the register of members of the Company will be closed at 5.00 p.m. on 11 April 2022 in order to determine the entitlements of the Eligible Shareholders in respect of the DIS and the Cuscaden Scheme.

4. LAST TRADING DAY

As set out in the Court Hearing Date Announcement, the last day of trading of the Shares will be on 7 April 2022 and trading of the Shares will be suspended on and from 9.00 a.m. on 8 April 2022.

5. KEY EVENTS AND INDICATIVE TIMETABLE FOR THE CUSCADEN SCHEME

Shareholders are reminded to note the following indicative timetable in relation to the Cuscaden Scheme:

Event	Indicative Date (on or around)
Last date of trading of the Shares on SGX-ST	Thursday, 7 April 2022
Date and time of trading suspension	Friday, 8 April 2022 at 9.00 a.m.
Record Date	Monday, 11 April 2022
Date of despatch of Election Forms by Cuscaden (or on its behalf) to Eligible Shareholders	Thursday, 14 April 2022
Election Period	Thursday, 14 April 2022 to Tuesday, 26 April 2022
Latest date and time for submission of Election Forms	Tuesday, 26 April 2022 at 5.00 p.m.
Effective Date	Thursday, 28 April 2022 ⁽¹⁾
Latest date for the crediting of the SPH REIT Units to Shareholders who have elected (or are deemed to have elected) to receive the Cuscaden Cash and Units Consideration and latest date for the payment of the Cash Consideration	Wednesday, 11 May 2022 ⁽²⁾
Date for the delisting of the Shares	Friday, 13 May 2022
Period of Odd Lots Trading Arrangement ⁽³⁾	Wednesday, 11 May 2022 to Wednesday, 22 June 2022

Notes:

(1) The Cuscaden Scheme will only be effective and binding upon lodgement of the Scheme Court Order with ACRA. The Scheme Court Order will be lodged with ACRA upon the satisfaction (or, where applicable, waiver) of all the Scheme Conditions, a list of which is set out in **Appendix 9** to the Cuscaden Composite Document.

(2) Assuming the Effective Date is 28 April 2022.

- (3) The Company has arranged with the following brokers to facilitate Odd Lots Trades during this period: (i) OCBC Securities Private Limited, (ii) Philip Securities Pte. Ltd. and (iii) UOB Kay Hian Private Limited. Please refer to Paragraph 11.5 of the Explanatory Statement in the Cuscaden Composite Document for further details relating to the Odd Lots Trading Arrangement.
- (4) All references to dates and times are made by reference to Singapore dates and times.

Save for the last day of trading of the Shares, the date of trading suspension and the Record Date, the above dates are indicative only and may be subject to change. Please refer to future announcement(s) by the Company and/or the SGX-ST for the exact dates of these events.

6. RESPONSIBILITY STATEMENT

The directors of the Company (including any director who may have delegated detailed supervision of the preparation of this Announcement) have taken all reasonable care to ensure that the facts stated and opinions expressed in this Announcement are fair and accurate and that there are no other material facts not contained in this Announcement, the omission of which would make any statement in this Announcement misleading. The directors of the Company jointly and severally accept responsibility accordingly.

Where any information has been extracted or reproduced from published or otherwise publicly available sources or obtained from Cuscaden or the IFA, the sole responsibility of the directors of the Company 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 Announcement. The directors of the Company do not accept any responsibility for any information relating to SPH REIT, Cuscaden or any opinion expressed by Cuscaden or the IFA (save for the Company's unitholding interest in SPH REIT).

By Order of the Board
SINGAPORE PRESS HOLDINGS LIMITED

Ginney Lim May Ling
Company Secretary
1 April 2022