GENERAL ANNOUNCEMENT::PROPOSED SCHEME OF ARRANGEMENT INVOLVING SINGAPORE PRESS HOLDINGS LIMITED (DEALING DISCLOSURE)

Issuer & Securities

Issuer/ Manager

SPH REIT MANAGEMENT PTE. LTD.

Securities

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Announcement Details

Announcement Title

General Announcement

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PROPOSED SCHEME OF ARRANGEMENT INVOLVING SINGAPORE PRESS HOLDINGS LIMITED (DEALING DISCLOSURE)

Announcement Reference

SG220204OTHRHW3J

Submitted By (Co./ Ind. Name)

J.P. Morgan (S.E.A.) Limited./ Vineet Mishra

Designation

Managing Director

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

Please see attached.

Attachments

SPH REIT 20220203 - Public Disclosure Form.pdf

Total size =129K MB

PROPOSED ACQUISITION OF SINGAPORE PRESS HOLDINGS BY WAY OF A SCHEME OF ARRANGEMENT

DEALINGS DISCLOSURE

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1. INTRODUCTION

J. P. Morgan (S.E.A.) Limited ("**JPMSEAL**") refers to the proposed scheme of arrangement (the "**Scheme**") to be undertaken by Singapore Press Holdings Limited (the "**Company**") and Keppel Pegasus Pte. Ltd. (the "**Offeror**") (which is a wholly-owned subsidiary of Keppel Corporation Limited ("**KCL**")) pursuant to Section 210 of the Companies Act, Chapter 50 of Singapore, involving, inter alia, (i) the distribution of units in SPH REIT held by the Company to the shareholders of the Company on a pro-rata basis and (ii) the Offeror acquiring the entire share capital of the Company (other than those already owned, controlled or agreed to be acquired by the Offeror and its concert parties), the consideration for which include units in Keppel REIT, which was announced on 2 August 2021 (the "**Joint Announcement**").

As stated in the Joint Announcement, JPMSEAL is the financial adviser to the Offeror in respect of the Scheme.

All capitalised terms used and not defined herein shall have the same meanings given to them in the Joint Announcement.

2. DISCLOSURE OF DEALINGS

Pursuant to Rule 12.1 of the Singapore Code on Take-overs and Mergers (the "**Code**") and the Practice Statement on the Exemption of Connected Fund Managers and Principal Traders under the Code, JPMSEAL wishes to announce the dealings by its associates in the relevant securities of SPH REIT on **03 February 2022**, details of which are set out in the Schedule hereto.

Issued by
J.P. Morgan (S.E.A.) Limited

04 February 2022
Singapore

Schedule

Dealing in Units												
Date of Dealing	Name of Relevant Entity and (if different) name of the ultimate beneficial owner or controller	Description of Security	Nature of Transaction			Number of Units	Price (SGD)	Highest and Lowest Prices Paid or Received (SGD)		Total Amount (Paid)/ (Received) (SGD)	Resultant Total of Equivalent units owned or controlled by the associate	% of Resultant Total of Equivalent units
			Buy/Sell	Product Type	Nature of Dealing			Highest	Lowest			
3-Feb-22	J.P. MORGAN SECURITIES PLC (dealing as principal)	SPH REIT	Sell	REIT	Swap Hedge	(1,700)	0.97	0.97	0.97	1,639.85	1,065,570	0.04%

Dealings in Derivatives in respect of Units										
Date of Dealing	Name of Relevant Entity and (if different) name of the ultimate beneficial owner or controller	Description of Security	Nature of Transaction			Number of Units to which the Derivatives relate	Maturity (Date)/ (Period)	Closing Out Date (if applicable)	Reference Price (SGD)	Total Amount (Paid)/ (Received) (SGD)
			Buy/Sell	Product Type	Nature of Dealing					
3-Feb-22	J.P. MORGAN SECURITIES PLC (dealing as principal)	SPH REIT	Buy	REIT	Swap	1,700	31-Oct-22	-	0.96	1,639.65