

GENERAL ANNOUNCEMENT::VOLUNTARY CONDITIONAL GENERAL OFFER - OFFER ANNOUNCEMENT

Issuer & Securities

Issuer/ Manager

GL LIMITED

Securities

GL LIMITED - BMG392401094 - B16

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Designation

Managing Director

Effective Date and Time of the event

15/01/2021 07:00:00

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

Please refer to the attached.

Attachments

[Offer Announcement.pdf](#)[Press Release.pdf](#)

Total size =279K MB

VOLUNTARY CONDITIONAL CASH OFFER

by



DBS Bank Ltd.

(Incorporated in Singapore)
(Company Registration No. 196800306E)

for and on behalf of

GUOCOLEISURE HOLDINGS LIMITED

(Incorporated in the Cayman Islands)
(Company Registration No. 369672)

for all the issued ordinary shares in the capital of

GL Limited

(Continued in Bermuda as an exempted company)
(Company Registration No. 27568)

OFFER ANNOUNCEMENT

1. INTRODUCTION

DBS Bank Ltd. ("**DBS**") wishes to announce for and on behalf of GuocoLeisure Holdings Limited (the "**Offeror**") that the Offeror intends to make a voluntary conditional cash offer (the "**Offer**") for all the issued ordinary shares (the "**Shares**") in the capital of GL Limited (the "**Company**").

2. THE OFFER

2.1 Terms of the Offer. Subject to the terms and conditions of the Offer set out in the formal offer document (the "**Offer Document**") to be issued by the Offeror and in accordance with Section 139 of the Securities and Futures Act, Chapter 289 of Singapore ("**SFA**"), and the Singapore Code on Take-overs and Mergers (the "**Code**"), the Offeror will make the Offer for all the Shares, including any Shares owned, controlled or agreed to be acquired by parties acting or deemed to be acting in concert with the Offeror in connection with the Offer ("**Concert Parties**").

2.2 Offer Price. The offer price for each Share is S\$0.70 in cash (the "**Offer Price**").

2.3 Shares. The Offer, when made, will be extended to all Shares at the Offer Price, including

any Shares owned, controlled or agreed to be acquired by any Concert Parties.

2.4 No Encumbrances. The Shares are to be acquired (i) fully paid, (ii) free from any claim, charge, pledge, mortgage, encumbrance, lien, option, equity, power of sale, declaration of trust, hypothecation, retention of title, right of pre-emption, right of first refusal, moratorium or other third party right or security interest of any kind or an agreement, arrangement or obligation to create any of the foregoing, and (iii) together with all rights, benefits and entitlements attached thereto as at the date of this Announcement (the “**Announcement Date**”) and thereafter attaching thereto, including, but not limited to, the right to receive and retain all dividends, rights, other distributions and/or return of capital (if any) declared, paid or made by the Company in respect of the Shares (collectively, the “**Distributions**” and each, a “**Distribution**”) on or after the Announcement Date.

2.5 Adjustment for Distributions. Without prejudice to the foregoing, the Offer Price has been determined on the basis that the Shares will be acquired with the right to receive any Distribution that may be declared, paid or made by the Company on or after the Announcement Date.

In the event any Distribution is or has been declared, paid or made by the Company on or after the Announcement Date to a shareholder of the Company (“**Shareholder**”) who validly accepts or has validly accepted the Offer, the Offer Price payable to such accepting Shareholders shall be reduced by an amount which is equal to the amount of such Distribution depending on when the settlement date in respect of the Shares tendered in acceptance by such accepting Shareholders pursuant to the Offer falls, as follows:

2.5.1 if such settlement date falls on or before the books closure date for the determination of entitlements to the Distribution (the “**Books Closure Date**”), the Offer Price shall remain unadjusted for each Share, as the Offeror will receive the Distribution in respect of such Shares from the Company; or

2.5.2 if such settlement date falls after the Books Closure Date, the Offer Price shall be reduced by an amount which is equal to the amount of the Distribution in respect of each Share, as the Offeror will not receive the Distribution in respect of such Shares from the Company.

2.6 Minimum Acceptance Condition. The Offer will be conditional upon the Offeror having received, by the close of the Offer, valid acceptances (which have not been withdrawn) pursuant to the Offer and/or otherwise acquiring or agreeing to acquire Shares other than through valid acceptances of the Offer from the date of despatch or publication of the Offer Document (such date of despatch or publication, the “**Commencement Date**”) in respect of such number of Shares which, when taken together with the Shares owned, controlled or agreed to be acquired by the Offeror and its Concert Parties before or during the Offer, will result in the Offeror and its Concert Parties holding such number of Shares carrying not less than 90 per cent. of the voting rights attributable to all the Shares in issue (excluding treasury shares) as at the close of the Offer (the “**Minimum Acceptance Condition**”).

The Offeror reserves the right to reduce the Minimum Acceptance Condition to a level which is more than 50 per cent. of the total number of Shares or waive the Minimum Acceptance

Condition, subject to the consent of the Securities Industry Council (the “**SIC**”). In the event that the SIC consents to the Minimum Acceptance Condition being waived or revised, (i) the revised Offer will remain open for at least 14 days following the posting of the written notification to Shareholders of such waiver or revision, and (ii) Shareholders who have accepted the initial Offer will be allowed to withdraw their acceptance within eight days of the posting of such notification.

Save for the Minimum Acceptance Condition, the Offer is unconditional in all other respects.

- 2.7 Further Information.** Further information on the Offer and the terms and conditions upon which the Offer will be made will be set out in the Offer Document.

3. INFORMATION ON THE OFFEROR

- 3.1 Introduction.** The Offeror is a special purpose vehicle incorporated in the Cayman Islands on 23 December 2020 and is a private exempted company limited by shares. The Offeror is a wholly-owned subsidiary of Guoco Group Limited (“**GGL**”). GGL has an interest in 969,088,334 Shares, representing 70.84 per cent. of the Shares (excluding treasury shares), held directly by GuocoLeisure Assets Limited (“**GAL**”), a wholly-owned subsidiary of GGL. The Offeror’s principal activity is that of investment holding. The Offeror has not carried on any business since its incorporation, except for matters in connection with making the Offer.

- 3.2 Share Capital.** As at the Announcement Date, the Offeror has an issued and paid-up share capital of US\$1.00 comprising of one ordinary share.

- 3.3 Directors of the Offeror.** As at the Announcement Date, the directors of the Offeror are Ms Cynthia Cheng and Mr Wong Sau Kwong.

4. INFORMATION ON THE COMPANY

- 4.1 Introduction.** Based on publicly available information, the Company is a company continued in Bermuda as an exempted company. The Company was founded in 1961 and is listed on the Main Board of the Singapore Exchange Securities Trading Limited (“**SGX-ST**”). The Company is an investment holding company with core business activity in hotel management & operations in the United Kingdom. In addition to its hospitality business, the Company owns rights to royalties from the production of oil & natural gas in the Bass Strait, Australia and real estate in Hawaii.

- 4.2 Share Capital.** As at the Announcement Date and based on the latest information available to the Offeror, the Company has a total of 1,368,063,633 Shares (excluding treasury shares). The Offeror is not aware of other securities which carry voting rights in the Company, or any convertible securities, warrants and options issued or granted by the Company in respect of the Shares or securities which carry voting rights in the Company.

4.3 Directors of the Company. As at the Announcement Date, the directors of the Company (“**Directors**”) are:

4.3.1 Mr Kwek Leng Hai, Non-Independent and Non-Executive Chairman;

4.3.2 Mr Paul Jeremy Brough, Independent Non-Executive Director;

4.3.3 Ms Chua Kheng Yeng, Jennie, Independent Non-Executive Director;

4.3.4 Mr Teo Lai Wah Timothy, Independent Non-Executive Director;

4.3.5 Ms Lim Suat Jien, Independent Non-Executive Director; and

4.3.6 Mr Chew Seong Aun, Executive Director.

5. IRREVOCABLE UNDERTAKING

5.1 GAL. As at the Announcement Date, the Offeror has received an irrevocable undertaking from GAL (the “**Irrevocable Undertaking**”) dated the date hereof, pursuant to which GAL has undertaken to tender all its Shares in acceptance of the Offer (the “**Undertaking Shares**”), and will waive its right to receive the cash consideration payable to it under Rule 30 of the Code.

5.2 Termination. It is currently intended that the Irrevocable Undertaking will terminate or lapse upon the earlier of:

5.2.1 the Offer being withdrawn;

5.2.2 the Offeror failing to release this Announcement within three (3) business days from the date of the Irrevocable Undertaking or such other date as may be extended by the mutual written agreement of the Offeror and GAL, subject to the requirements of the Code; or

5.2.3 the Offer not being formally made by the Offeror by the posting of the Offer Document within the time period prescribed under the Code (or such later date as the SIC may permit).

6. REASONS AND BENEFITS FOR THE OFFER

6.1 Greater management flexibility to navigate a challenging and unprecedented operating environment. The Offeror is making the Offer with a view to privatising and delisting the Company from the SGX-ST and exercising any rights of compulsory acquisition that may arise under either Section 102 or Section 103 of the Companies Act 1981 of Bermuda (the “**Compulsory Acquisition**”). The Offeror believes that privatising the Company will give the Offeror and the management of the Company more flexibility to manage the business of the Company and optimise capital resources amidst a challenging and unprecedented operating environment driven by the COVID-19 pandemic and Brexit as well as low oil and gas prices.

6.1.1 The Company faces a challenging and unprecedented operating environment driven by COVID-19 and Brexit. The ongoing COVID-19 pandemic has had an adverse impact on the global economy and has significantly affected the performance of the Company's core businesses. In the Company's main market of the United Kingdom ("UK"), the disruption of the pandemic is compounded by the impact of Brexit.

The pandemic has caused unprecedented and severe disruptions to the hospitality sector in the UK. As the Company's main business is in the hotel sector of the UK, its operations were significantly impacted by pandemic driven restrictions which resulted in most of the Company's hotels being closed during the six-month financial period ended 31 December 2020 ("1H FY21"), contributing to a decline in the Company's revenue of 90 per cent. in comparison to the financial period ended 31 December 2019 ("1H FY20"), resulting in a net loss of US\$19.8m which would have been significantly larger if not for other operating income of US\$26.5m which mainly comprised of insurance claims relating to UK hotel business disruption and government grants relating to the pandemic. This followed a 27 per cent. decline in hotel segment revenue in the financial year ended 30 June 2020 ("FY2020") in comparison to the financial year ended 30 June 2019 ("FY2019").

The pandemic continues to significantly curtail demand for UK hotel rooms, with renewed government-imposed lockdowns commencing in January 2021 resulting in the closure of the Company's hotels. Given this, it is likely the Company's UK hotels will continue to face a difficult operating environment in 2021. Further uncertainties are driven by a post-Brexit environment that may materially impact business travel and retail tourism.¹

6.1.2 The Company's Oil and Gas business has been affected by low oil and gas prices. The Company's oil and gas business relies on royalty income from its entitlement to Bass Strait's oil and gas production in Australia. This royalty income has declined given lower crude oil and gas prices impacted by the ongoing pandemic. This contributed to a 90 per cent. decline in the Company's revenue in 1H FY21 in comparison to 1H FY20 and followed a 14 per cent. decline in oil and gas segment revenue in FY2020 in comparison to FY2019.¹

6.1.3 The Company did not declare a dividend for FY2020. The Company did not declare a dividend for FY2020 considering a bleak economic outlook and the need to conserve cash to meet its operational requirements.¹

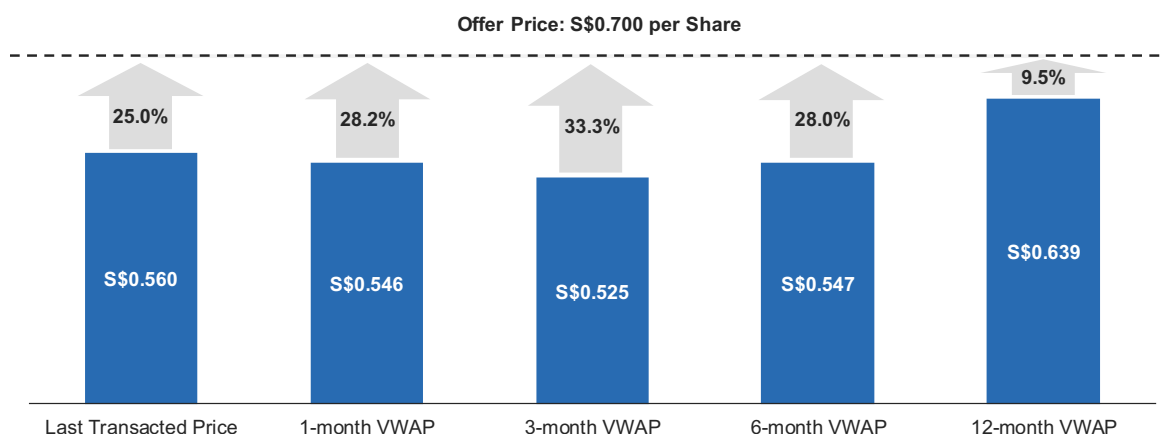
¹ Financial figures and explanatory statements pertaining to the financial performance and business operations of the Company have been sourced from the Company's unaudited and audited financial statements for 1H FY21 and FY2020 respectively and the FY2020 Annual Report, as disclosed on SGXNet.

6.2 Opportunity for Shareholders to realise their investment at a premium without incurring brokerage fees.

6.2.1 The Offer represents an opportunity for Shareholders to realise their investment at a premium amidst a challenging and unprecedented operating environment for the Company.

6.2.2 As set out in paragraph 9 of this Announcement, the Offer Price represents a premium of approximately:

- (i) 25.0 per cent. over the last transacted price (the “**Last Transacted Price**”) per Share of S\$0.560 on 14 January 2021 (being the last full Market Day² on which the Shares were transacted on prior to the release of this Announcement (the “**Last Trading Day**”)); and
- (ii) 28.2 per cent., 33.3 per cent., 28.0 per cent. and 9.5 per cent. over the volume weighted average price (the “**VWAP**”) per Share for the one (1)-month, three (3)-month, six (6)-month and twelve (12)-month periods, respectively, up to and including the Last Trading Day.



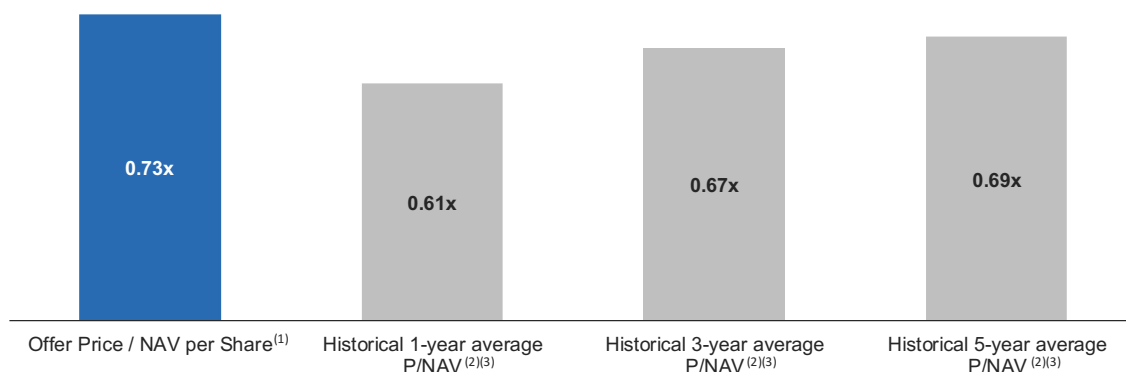
Notes:

- (1) The S\$ figures (other than the Offer Price) are rounded to the nearest three (3) decimal places and computed on data sourced from Bloomberg L.P. up to and including the Last Trading Day.
- (2) The respective premia are rounded to the nearest one (1) decimal place.

6.2.3 The Offer Price implies a price to net asset value multiple (“**P / NAV**”) of 0.73 times, which exceeds the Company’s historical averages.

² For the purposes of this Announcement, “**Market Day**” means a day on which the SGX-ST is open for the trading of securities.

The P / NAV multiple implied by the Offer Price of 0.73 times represents a premium of 19.7 per cent., 9.0 per cent. and 5.8 per cent to the historical 1-year, 3-year, 5-year average P / NAV multiple of the Shares.



Notes:

- (1) Based on the reported NAV per Share of the Company as at 31 December 2020, converted to Singapore dollars at an exchange rate of 1 USD: 1.3218 SGD.
- (2) Multiples shown in the chart above are rounded to the nearest two (2) decimal places.
- (3) The historical average P / NAV is computed daily up to and including the Last Trading Day and reflects the market capitalisation of the Shares at the end of each trading day divided by total common equity (net assets) for the last reported financial quarter or period, as sourced from Capital IQ and Company filings. Total common equity has been translated to Singapore dollars at the prevailing historical USD:SGD exchange rate as at the end of each respective financial quarter or period.

6.3 Opportunity for Shareholders who may otherwise find it difficult to exit their investment in the Company due to low trading liquidity. The historical trading liquidity of the Shares on the SGX-ST has been low. The average daily trading volume of the Shares over the twelve (12)-, six (6)-, three (3)- and one (1)-month periods up to and including the Last Trading Day are detailed in the table below.

	One-month	Three-month	Six-month	Twelve-month
Average daily trading volume as a percentage of total number of Shares ⁽¹⁾	0.004%	0.003%	0.003%	0.010%

Notes:

- (1) The average daily trading volume is based on data extracted from Bloomberg L.P. as at the Last Trading Day and calculated using the daily total volume of Shares traded divided by the total number of Shares (excluding those held by the trust established by the Company for the GL Limited Executives' Share Options Scheme).
- (2) The percentage figures are rounded to the nearest three decimal places.

6.4 Only Offer capable of turning unconditional or succeeding. Given that Shares representing approximately 70.84 per cent. of the issued share capital of the Company has undertaken to accept the Offer, no other general offer will be capable of turning unconditional or succeeding. Should the Offer fail to become or be declared unconditional, the Offeror is not permitted under the Code to make another general offer for the Company for 12 months following the lapse of the Offer.

6.5 Costs of maintaining listing status. In maintaining its listed status, the Company incurs compliance and other costs associated with the requirements of being listed. In the event that the Company is delisted from the SGX-ST, the Company will be able to save on expenses relating to the maintenance of its listed status and focus its resources on its operational matters amidst a challenging and unprecedented operating environment.

7. THE OFFEROR'S INTENTIONS FOR THE COMPANY

The Offeror intends for the Company to continue with its existing activities and has no intention to, in connection with or as a result of the Offer, (i) introduce any major changes to the business of the Company, (ii) re-deploy the fixed assets of the Company, or (iii) discontinue the employment of any of the existing employees of the Company and its subsidiaries, other than in the ordinary course of business. However, the board of directors of the Offeror retains the flexibility at any time to consider any options in relation to the Company and its subsidiaries which may present themselves and which it may regard to be in the interest of the Offeror.

8. LISTING STATUS AND COMPULSORY ACQUISITION

8.1 Listing Status and Trading Suspension. Under Rule 1105 of the Listing Manual of the SGX-ST (the "**Listing Manual**"), upon an announcement by the Offeror that acceptances have been received pursuant to the Offer that bring the holdings of the Shares owned by the Offeror and its Concert Parties to above 90 per cent. of the total number of Shares (excluding treasury shares), the SGX-ST may suspend the trading of the listed securities of the Company on the SGX-ST until such time when the SGX-ST is satisfied that at least 10 per cent. of the total number of Shares (excluding treasury shares) are held by at least 500 Shareholders who are members of the public. Rule 1303(1) of the Listing Manual provides that where the Offeror succeeds in garnering acceptances exceeding 90 per cent. of the total number of Shares (excluding treasury shares), thus causing the percentage of the total number of Shares (excluding treasury shares) held in public hands to fall below 10 per cent., the SGX-ST will suspend trading of the Shares only at the close of the Offer. Under the Listing Manual, "**public**" refers to persons other than:

- (i) directors, chief executive officer, substantial shareholders, or controlling shareholders of the Company or its subsidiary companies; and
- (ii) associates of the persons referred to in **paragraph 8.1(i)** above.

Shareholders are advised to note that Rule 723 of the Listing Manual requires the Company to ensure that at least 10 per cent. of the total number of Shares (excluding preference shares, convertible equity securities and treasury shares) is at all times held by the public

(the “**Free Float Requirement**”). In addition, under Rule 724(1) of the Listing Manual, if the percentage of the total number of Shares (excluding treasury shares) held in public hands falls below 10 per cent., the Company must, as soon as practicable, announce that fact and the SGX-ST may suspend trading of all the listed securities of the Company on the SGX-ST. Rule 724(2) of the Listing Manual further states that the SGX-ST may allow the Company a period of three (3) months, or such longer period as the SGX-ST may agree, for the percentage of the total number of Shares (excluding treasury shares) held by members of the public to be raised to at least 10 per cent., failing which the Company may be removed from the Official List of the SGX-ST.

In the event acceptances of the Offer result in the Free Float Requirement not being met and/or trading of Shares on the SGX-ST is suspended pursuant to Rules 724, 1105 or 1303(1) of the Listing Manual, the Offeror does not intend to preserve the listing status of the Company and has no intention of undertaking or supporting any action to satisfy the Free Float Requirement or for any such trading suspension by the SGX-ST to be lifted. In such event, the Offeror intends to delist the Company from the Official List of the SGX-ST.

8.2 Compulsory Acquisition. In the event that the Offeror (i) receives valid acceptances pursuant to the Offer from the Commencement Date in respect of not less than 90 per cent. of the total number of Shares; or (ii) acquires Shares whether through valid acceptances of the Offer or otherwise such that the Offeror holds 95 per cent. or more of the total number of Shares, the Offeror intends to exercise its right under either Section 102 or Section 103 of the Companies Act 1981 of Bermuda to effect the Compulsory Acquisition.

9. FINANCIAL ASPECTS OF THE OFFER

The Offer Price represents the following premia over the historical traded prices of the Shares:

	Benchmark Price ⁽¹⁾⁽²⁾	Premium of the Offer Price over the Benchmark Price ⁽³⁾
	(\$)	(%)
Last traded price per Share as quoted on the SGX-ST on 14 January 2021, being the Last Trading Day	0.560	25.0%
VWAP of the Shares as transacted on the SGX-ST for the one (1)-month period up to and including the Last Trading Day	0.546	28.2%
VWAP of the Shares as transacted on the SGX-ST for the three (3)-month period up to and including the Last Trading Day	0.525	33.3%
VWAP of the Shares as transacted on the SGX-ST for the six (6)-month period up to and including the Last Trading Day	0.547	28.0%

	Benchmark Price ⁽¹⁾⁽²⁾	Premium of the Offer Price over the Benchmark Price ⁽³⁾
	(S\$)	(%)
VWAP of the Shares as transacted on the SGX-ST for the twelve (12)-month period up to and including the Last Trading Day	0.639	9.5%

Notes:

- (1) Based on data extracted from Bloomberg L.P. as at 14 January 2021.
- (2) Computed based on the Share prices rounded to the nearest three (3) decimal places.
- (3) Percentages rounded to the nearest one (1) decimal place.

10. DISCLOSURE OF HOLDINGS AND DEALINGS

10.1 Holdings and Dealings of Company Securities. As at the Announcement Date, based on the latest information available to the Offeror and save as set out in this Announcement and **Appendix 1**:

- 10.1.1** none of (i) the Offeror, (ii) the directors of the Offeror, (iii) GGL; (iv) the directors of GGL; (v) GAL and (vi) DBS (the “**Relevant Persons**” and each, a “**Relevant Person**”) own, control or have agreed to acquire any (a) Shares, (b) other securities which carry voting rights in the Company, or (c) convertible securities, warrants, options or derivatives in respect of the Shares or securities which carry voting rights in the Company (collectively, the “**Company Securities**”); and
- 10.1.2** no Relevant Person has dealt for value in any Company Securities in the three (3) months prior to the Announcement Date (such period, the “**Relevant Period**”).

10.2 Other Arrangements. To the best of the Offeror’s knowledge and save as set out in this Announcement and **Appendix 1**, no Relevant Person has, as at the Announcement Date, in respect of any Company Securities:

- 10.2.1** entered into any arrangement including any indemnity or option arrangements, or any agreement or understanding, formal or informal, of whatever nature, relating to any Company Securities which may be an inducement to deal or refrain from dealing in the Company Securities;
- 10.2.2** received any irrevocable commitment or undertaking (other than the Irrevocable Undertaking) to accept the Offer in respect of any Company Securities;
- 10.2.3** granted any security interest in respect of any Company Securities in favour of any other person, whether through a charge, pledge or otherwise;
- 10.2.4** borrowed any Company Securities from any other person (excluding those which

have been on-lent or sold); or

10.2.5 lent any Company Securities to any other person.

10.3 Confidentiality. In the interests of confidentiality, neither the Offeror nor DBS has made enquiries in respect of certain other parties who are or may be Concert Parties. Further enquiries will be made of such persons after the Announcement Date and the relevant disclosures will be made in the Offer Document.

11. CONFIRMATION OF FINANCIAL RESOURCES

DBS, as the sole financial adviser to the Offeror in connection with the Offer, confirms that sufficient financial resources are available to the Offeror to satisfy in full all acceptances of the Offer by Shareholders on the basis of the Offer Price, excluding the Undertaking Shares to be tendered by GAL pursuant to the Irrevocable Undertaking and for which payment will be waived, as described in **paragraph 5.1** to this Announcement.

12. DESPATCH AND PUBLICATION OF THE OFFER DOCUMENT

Further information on the Offer will be set out in the Offer Document. The Offer Document, which will contain the terms and conditions of the Offer and enclose the appropriate form(s) of acceptance, will be despatched to Shareholders and posted on the website of the Company at <https://www.gl-grp.com> and the website of the SGX-ST at www.sgx.com not earlier than 14 days and not later than 21 days from the Announcement Date, subject to any restrictions as disclosed in **paragraph 13** below. The Offer will remain open for acceptances by Shareholders for a period of at least 28 days from the Commencement Date.

13. OVERSEAS SHAREHOLDERS

13.1 Overseas Shareholders. This Announcement does not constitute an offer to sell or the solicitation of an offer to subscribe for or to buy any security, nor is it a solicitation of any vote or approval in any jurisdiction, nor shall there be any sale, issuance or transfer of the securities referred to in this Announcement in any jurisdiction in contravention of applicable law.

The Offer will be made solely by the Offer Document and the relevant form(s) of acceptance accompanying the Offer Document, which will contain the full terms and conditions of the Offer, including details of how the Offer may be accepted. The Offer is to be made to all Shareholders by the Offer Document or by the Offer Document being despatched to Shareholders or posted on the website of the Company at <https://www.gl-grp.com> and the website of the SGX-ST at www.sgx.com. Copies of the Offer Document and the relevant form(s) of acceptance accompanying the Offer Document shall be available during normal business hours at the office of the Company's share registrar, M & C Services Private Limited, at 112 Robinson Road, #05-01, Singapore 068902.

The Offer or any revisions to the Offer may be made by announcement on the website of the Company at <https://www.gl-grp.com> and the website of the SGX-ST at www.sgx.com, in

which case the Offer or any revision to the Offer shall be deemed to have been made and communicated to all Shareholders notwithstanding the failure by any particular Shareholder to receive the Offer Document or to see any announcement relating to the Offer.

For the avoidance of doubt, the Offer will be open to all Shareholders, including those to whom the Offer Document and relevant form(s) of acceptance may not be sent.

The release, publication or distribution of this Announcement in certain jurisdictions may be restricted by law and therefore persons in any such jurisdictions into which this Announcement is released, published or distributed should inform themselves about and observe such restrictions.

The availability of the Offer to Shareholders whose addresses are outside Singapore as shown in the register of shareholders of the Company or, as the case may be, in the records of The Central Depository (Pte) Limited (the “**Overseas Shareholders**”) may be affected by the laws of the relevant overseas jurisdictions. Accordingly, all Overseas Shareholders should inform themselves about, and observe, any applicable legal requirements in their own jurisdictions. Further details in relation to Overseas Shareholders will be contained in the Offer Document.

- 13.2 Copies of the Offer Document.** Where there are potential restrictions on sending the Offer Document to any overseas jurisdictions, requirements imposed in this regard by the relevant regulatory body or stock exchange in such overseas jurisdictions or where it may not be expedient to do so, each of the Offeror and DBS reserves the right not to send the Offer Document to such overseas jurisdictions. Any affected Overseas Shareholder may nonetheless obtain copies of the Offer Document during normal business hours from the office of the Company’s share registrar, M & C Services Private Limited, at 112 Robinson Road, #05-01, Singapore 068902. Alternatively, an affected Overseas Shareholder may write to the Company’s share registrar to request the Offer Document to be sent to an address in Singapore by ordinary post at his own risk.

14. RESPONSIBILITY STATEMENT

The directors of the Offeror (including any who may have delegated detailed supervision of the preparation of this Announcement) have taken all reasonable care to ensure that the facts stated are accurate and all opinions expressed in this Announcement are fair and that, where appropriate, no material facts in relation thereto have been omitted from this Announcement.

Where any information has been extracted or reproduced from published or otherwise publicly available sources or obtained from a named source (including information relating to the Company), the sole responsibility of the directors of the Offeror 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 Offeror jointly and severally accept responsibility accordingly.

Issued by
DBS Bank Ltd.

For and on behalf of
GuocoLeisure Holdings Limited

15 January 2021

Any inquiries relating to this Announcement or the Offer should be directed during office hours to DBS Bank Ltd. at telephone number + (65) 6878 6212.

Forward-Looking Statements

All statements other than statements of historical facts included in this Announcement are or may be forward-looking statements. Forward-looking statements include but are not limited to those using words such as “aim”, “seek”, “expect”, “anticipate”, “estimate”, “believe”, “intend”, “project”, “plan”, “strategy”, “forecast” and similar expressions or future and conditional verbs such as “will”, “would”, “should”, “could”, “may” and “might”. These statements reflect the Offeror’s current expectations, beliefs, hopes, intentions or strategies regarding the future and assumptions in light of currently available information. Such forward-looking statements are not guarantees of future performance or events and involve known and unknown risks and uncertainties. Accordingly, actual results may differ materially from those described in such forward-looking statements. Shareholders and investors of the Company should not place undue reliance on such forward-looking statements. Neither the Offeror nor DBS guarantees any future performance or event or undertakes any obligation to update publicly or revise any forward-looking statements.

APPENDIX 1

Details of Holdings of Company Securities by the Relevant Persons as at the Announcement Date

No.	Name	Direct Interest		Deemed Interest ⁽²⁾	
		No. of Shares	% ⁽¹⁾	No. of Shares	% ⁽¹⁾
1.	GAL	969,088,334	70.84	-	-
2.	GGL	-	-	969,088,334 ⁽³⁾	70.84 ⁽³⁾
3.	Kwek Leng Hai ⁽⁴⁾	300,000	0.02	-	-

Notes:

- (1) Calculated based on 1,368,063,633 Shares (excluding treasury shares) and rounded to the nearest two (2) decimal places.
- (2) The deemed interest arises by virtue of Section 4 of the SFA.
- (3) GGL's deemed interest arises from its interest in GAL.
- (4) Kwek Leng Hai is a director of GGL.

Details of Dealings in Company Securities by the Relevant Persons in the Relevant Period

No.	Name	Date	Number of Shares in respect of the Dealing	Nature of Trade	Average Transaction Price per Share (S\$)
1.	GAL	29-Oct-2020	2,400	Purchase of Shares	0.482710
2.	GAL	30-Oct-2020	1,600	Purchase of Shares	0.481880
3.	GAL	02-Nov-2020	8,300	Purchase of Shares	0.488190
4.	GAL	03-Nov-2020	42,300	Purchase of Shares	0.488550
5.	GAL	04-Nov-2020	60,700	Purchase of Shares	0.472470
6.	GAL	05-Nov-2020	18,400	Purchase of Shares	0.470030
7.	GAL	06-Nov-2020	52,200	Purchase of Shares	0.487580
8.	GAL	09-Nov-2020	74,200	Purchase of Shares	0.478370

No.	Name	Date	Number of Shares in respect of the Dealing	Nature of Trade	Average Transaction Price per Share (S\$)
9.	GAL	11-Nov-2020	100,000	Purchase of Shares	0.500000
10.	GAL	13-Nov-2020	39,600	Purchase of Shares	0.497530

PRESS RELEASE

15 January 2021
For Immediate Release

GUOCO GROUP TO PRIVATISE GL LIMITED AT S\$0.70 PER SHARE

All capitalised terms which are used in this press release but not otherwise defined herein shall have the meanings ascribed to them in the offer announcement (“Offer Announcement”) released by GuocoLeisure Holdings Limited (the “Offeror”) dated 15 January 2021.

- The Offeror believes that privatising GL Limited will provide greater management flexibility to navigate a challenging and unprecedented operating environment driven by COVID-19, Brexit and low oil and gas prices:
 - The Company’s core business of owning and operating UK hotels has been severely impacted by pandemic driven restrictions and faces further uncertainties driven by a post-Brexit environment that may materially impact business travel and retail tourism;
 - The Company’s oil & gas business has been impacted by the weakening of crude oil and gas prices caused by the ongoing pandemic; and
 - The Company did not declare a dividend for FY2020 considering a bleak economic outlook and the need to conserve cash to meet its operational requirements.
- The Offer Price of S\$0.70 per Share represents a favourable valuation:
 - 25.0% premium over the last transacted price per Share on 14 January 2021, being the Last Trading Day prior to the Offer Announcement;
 - 28.2%, 33.3%, 28.0% and 9.5% premium over the 1-month, 3-month, 6-month and 12-month VWAPs up to (and including) the Last Trading Day; and
 - The implied P / NAV multiple of 0.73x represents a 19.7% premium to the 1-year historical average of 0.61x.
- The Offeror has secured an irrevocable undertaking for 70.84% of the Shares, and is the only offer capable of turning unconditional or succeeding. Should the Offer fail to become or be declared unconditional, the Offeror is not permitted under the Singapore Code of Take-overs and Mergers to make another general offer for 12 months following the lapse of the Offer.
- The Offer is conditional upon the Offeror receiving acceptances, which together with Shares held by its concert parties, is not less than 90% of the Shares.

Singapore, 15 January 2021 – Hong Kong-listed Guoco Group Limited (“GGL”) has today announced the proposed privatisation and delisting of GL Limited (“GL” or the “Company”) from the Singapore Exchange Trading Securities Limited (“SGX-ST”). The proposed privatisation will be effected by way of a voluntary conditional cash offer (“Offer”), pursuant to which GuocoLeisure Holdings Limited (the “Offeror”), a wholly owned subsidiary of GGL, is seeking to acquire all the ordinary shares in the capital of GL (“Shares”).

The Offer is conditional upon the Offeror receiving acceptances, which together with Shares held by its concert parties, is not less than 90% of the Shares. GGL has an indirect stake of 70.84% of the Company held through its wholly-owned subsidiary, GuocoLeisure Assets Limited (“GAL”) and GAL has irrevocably undertaken to accept the Offer and will waive its right to receive the cash consideration payable to it for the Shares it holds (the “Undertaking Shares”). If the Offeror receives sufficient valid acceptances, the Offeror intends to exercise its rights of Compulsory Acquisition¹ and subsequently delist GL from the SGX-ST. In this case, GL will be a wholly-owned subsidiary of the Offeror and an indirect wholly-owned subsidiary of GGL.

The consideration for each Share is S\$0.70 in cash (“Offer Price”). The Offer Price will be reduced for any dividends declared, paid or made on or after the date of the Offer Announcement if the Offeror is not entitled to receive such dividends. However, Shareholders should note that no dividend was declared for FY2020.

Key Rationale for the Offer

Greater management flexibility to navigate a challenging and unprecedented operating environment.

The Offeror believes that privatising the Company will give the Offeror and the management of the Company more flexibility to manage the business of the Company and optimise capital resources amidst a challenging and unprecedented operating environment driven by the COVID-19 pandemic and Brexit as well as low oil and gas prices.

- The Company faces a challenging and unprecedented operating environment driven by COVID-19 and Brexit.

The Company’s core business of owning and operating United Kingdom (“UK”) hotels has been severely impacted by pandemic driven restrictions which resulted in most of the Company’s hotels being closed during the six-month financial period ended 31 December 2020 (“1H FY21”), contributing to a decline in the Company’s revenue of 90 per cent. in comparison to the financial period ended 31 December 2019 (“1H FY20”), resulting in a net loss of US\$19.8m which would have been significantly larger if not for other operating income of US\$26.5m which mainly comprised of insurance claims relating to UK hotel business disruption and government grants relating to the pandemic. This followed a 27 per cent. decline in hotel segment revenue in the financial year ended 30 June 2020 (“FY2020”) in comparison to the financial year ended 30 June 2019 (“FY2019”).

The pandemic continues to significantly curtail demand for UK hotel rooms, with renewed government-imposed lockdowns commencing in January 2021 resulting in the closure of the Company’s hotels. Given this, it is likely the Company’s UK hotels will continue to face a difficult operating environment in 2021. Further uncertainties are driven by a post-Brexit environment that may materially impact business travel and retail tourism.²

¹ The Offeror is making the Offer with a view to privatising and delisting the Company from the SGX-ST and exercising any rights of compulsory acquisition that may arise under either Section 102 or Section 103 of the Companies Act 1981 of Bermuda (the “Compulsory Acquisition”).

² Financial figures and explanatory statements pertaining to the financial performance and business operations of the Company have been sourced from the Company’s unaudited and audited financial statements for 1H FY21 and FY2020 respectively and the FY2020 Annual Report, as disclosed on SGXNet.

- The Company's Oil and Gas business has been affected by low oil and gas prices.

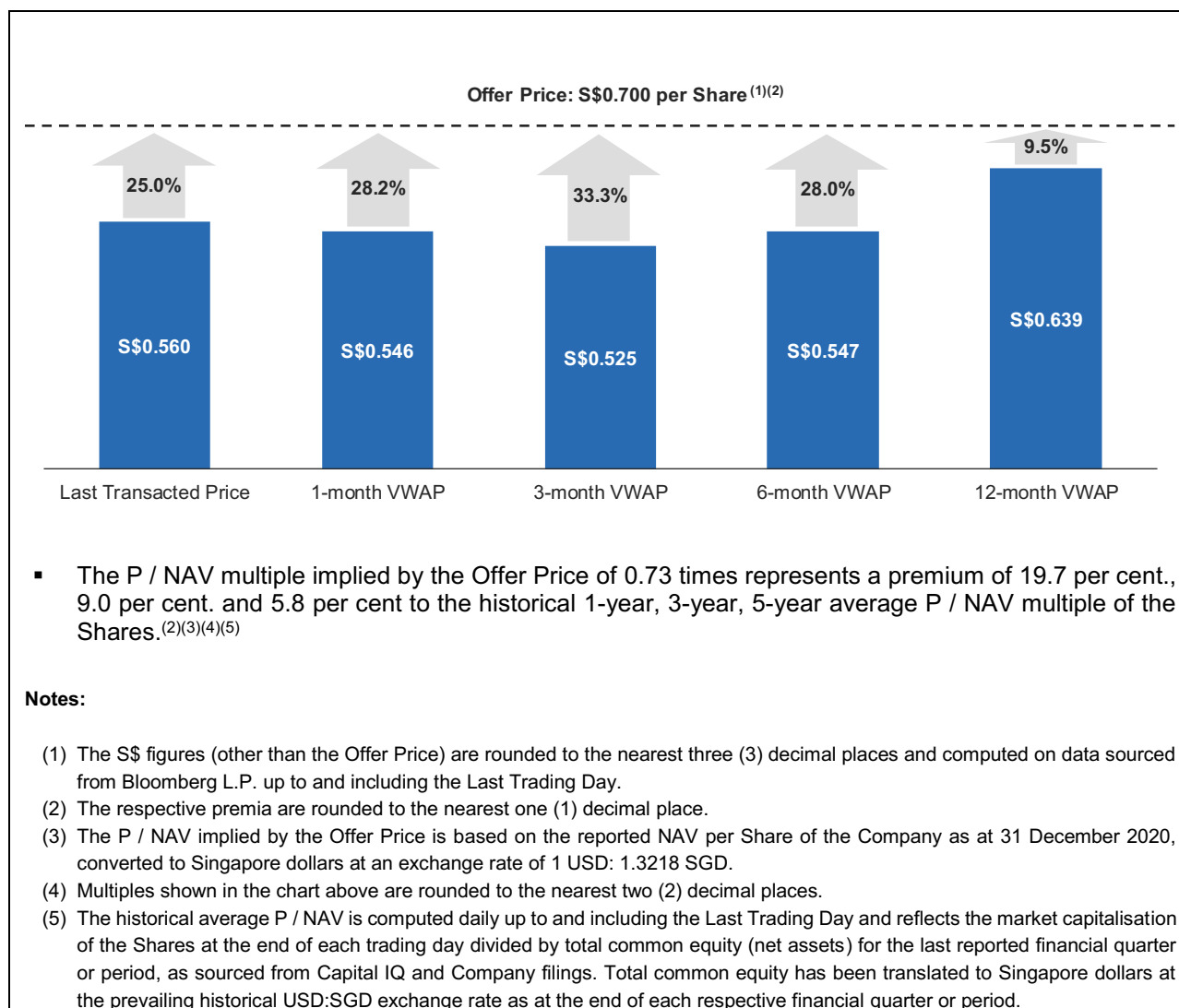
The Company's oil and gas business relies on royalty income from its entitlement to Bass Strait's oil and gas production in Australia. This royalty income has declined given lower crude oil and gas prices impacted by the ongoing pandemic. This contributed to a 90 per cent. decline in the Company's revenue in 1H FY21 in comparison to 1H FY20 and followed a 14 per cent. decline in oil and gas segment revenue in FY2020 in comparison to FY2019.²

- The Company did not declare a dividend for FY2020.

The Company did not declare a dividend for FY2020 considering a bleak economic outlook and the need to conserve cash to meet its operational requirements.²

Opportunity for Shareholders to realise their investment at a premium without incurring brokerage fees.

The Offer represents an opportunity for Shareholders to realise their investment at a premium amidst a challenging and unprecedented operating environment for the Company.



- The P / NAV multiple implied by the Offer Price of 0.73 times represents a premium of 19.7 per cent., 9.0 per cent. and 5.8 per cent. to the historical 1-year, 3-year, 5-year average P / NAV multiple of the Shares.⁽²⁾⁽³⁾⁽⁴⁾⁽⁵⁾

Notes:

- (1) The S\$ figures (other than the Offer Price) are rounded to the nearest three (3) decimal places and computed on data sourced from Bloomberg L.P. up to and including the Last Trading Day.
- (2) The respective premia are rounded to the nearest one (1) decimal place.
- (3) The P / NAV implied by the Offer Price is based on the reported NAV per Share of the Company as at 31 December 2020, converted to Singapore dollars at an exchange rate of 1 USD: 1.3218 SGD.
- (4) Multiples shown in the chart above are rounded to the nearest two (2) decimal places.
- (5) The historical average P / NAV is computed daily up to and including the Last Trading Day and reflects the market capitalisation of the Shares at the end of each trading day divided by total common equity (net assets) for the last reported financial quarter or period, as sourced from Capital IQ and Company filings. Total common equity has been translated to Singapore dollars at the prevailing historical USD:SGD exchange rate as at the end of each respective financial quarter or period.

Only Offer capable of turning unconditional or succeeding.

Given that Shares representing approximately 70.84 per cent. of the issued share capital of the Company has undertaken to accept the Offer, no other general offer will be capable of turning unconditional or succeeding. Should the Offer fail to become or be declared unconditional, the Offeror is not permitted under the Singapore Code of Take-overs and Mergers to make another offer for the Company for 12 months following the lapse of the Offer.

Financial Advisers

DBS Bank Ltd. is the sole financial adviser to the Offeror.

Offer Document

A formal offer document containing the terms and conditions of the Offer and enclosing the appropriate form(s) of acceptance of the Offer will be despatched to Shareholders and posted on the website of the Company at <https://www.gl-grp.com> and the website of the SGX-ST at www.sgx.com not earlier than 14 days and not later than 21 days from today. The Offer will remain open for acceptances for a period of at least 28 days from the date of posting of the offer document.

About GL Limited

GL Limited is an investment holding company listed on the SGX-ST with core business activity in hotel management and operations in the United Kingdom. In addition to its hospitality business, GL owns rights to royalties from the production of oil and natural gas in the Bass Strait, Australia and real estate in Hawaii.

About Guoco Group Limited

Guoco Group Limited is an investment holding and management company with operations and investments principally located in Asia, Europe and New Zealand. Its subsidiaries and associated companies are primarily involved in principal investment, property development and investment, hospitality and leisure operations and financial services.

Responsibility Statement

The directors of the Offeror (including any who may have delegated detailed supervision of the preparation of this press release) have taken all reasonable care to ensure that the facts stated are accurate and opinions expressed in this press release are fair and that, where appropriate, no material facts in relation thereto have been omitted from this press release.

Where any information has been extracted or reproduced from published or otherwise publicly available sources or obtained from GL Limited, the sole responsibility of the directors of the Offeror 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 press release.

The directors of the Offeror jointly and severally accept responsibility accordingly.

All capitalised terms which are used in this press release but are not otherwise defined herein shall have the meanings ascribed to them in the Offer Announcement. This press release should be read in conjunction with the full text of the Offer Announcement which is available on www.sgx.com.

Any enquiries relating to the Offer should be directed during office hours to:

DBS Bank Ltd.

Strategic Advisory

Telephone: (65) 6878 6212