



Jardine Cycle & Carriage Limited

(Incorporated in the Republic of Singapore)

Company Registration No. 196900092R

ANNOUNCEMENT

PROPOSED DISPOSAL BY ASTRA OF SHARES IN BANK PERMATA

1. INTRODUCTION

The Board of Directors (the “**Board**”) of Jardine Cycle & Carriage Limited (“**JC&C**” or the “**Company**”, and together with its subsidiaries, the “**JC&C Group**”) wishes to announce that PT Astra International Tbk (“**Astra**”), a subsidiary* of the Company, has today entered into a conditional share purchase agreement (“**CSPA**”) with Standard Chartered Bank (“**SCB**”) and Bangkok Bank Public Company Limited (the “**Purchaser**”, and together with Astra and SCB, the “**Parties**”) in relation to the sale of shares owned respectively by each of Astra and SCB in PT Bank Permata Tbk (“**Bank Permata**”) to the Purchaser.

Pursuant to the CSPA, Astra will sell all its shares (representing approximately 44.56% of the issued and paid-up share capital) in Bank Permata (the “**Sale Shares**”) to the Purchaser (the “**Proposed Disposal**”).

Following completion of the Proposed Disposal, the JC&C Group will cease to have any shares in Bank Permata.

2. INFORMATION ON BANK PERMATA

Bank Permata is a public company incorporated in Indonesia, and is listed on the Indonesian Stock Exchange (“**IDX**”) since 1990. A commercial bank with over 300 bank branches throughout Indonesia, Bank Permata offers a wide range of banking products, such as services and digital banking solutions for its retail, commercial and corporate customers, including customer loans and deposits, transaction banking, as well as financial market products.

3. PRINCIPAL TERMS OF THE PROPOSED DISPOSAL

- 3.1 **Consideration.** The aggregate consideration to be received by Astra for the Sale Shares (the “**Consideration**”) will be 1.77 times multiple of the book value of Bank Permata based on the latest financial statements of Bank Permata published prior to completion of the Proposed Disposal (the “**Completion**”). The Consideration shall be paid by the Purchaser to Astra upon Completion and shall be satisfied fully in cash.

For illustrative purposes only, based on the book value of Bank Permata as at 30 September 2019 (“**3QFY2019**”) (being Bank Permata’s latest published book value as at the date of this Announcement) and assuming that Completion had occurred on the date of this

* JC&C holds 50.1% of the issued and paid-up share capital of Astra as at the date of this Announcement.

Announcement, the amount of the Consideration per Sale Share would be IDR1,498 (approximately US\$1.3 billion in total) ("**Illustrative Consideration**").

The Illustrative Consideration is not to be taken as indicative of the actual Consideration for the Proposed Disposal, which will be determined on Completion.

- 3.2 **Conditions Precedent.** Completion of the Proposed Disposal is subject to and conditional upon the fulfilment of all conditions precedent as set out in the CSPA, including (but not limited to) the obtaining of the necessary approvals such as the approval from the Indonesian Financial Services Authority (Otoritas Jasa Keuangan – OJK) and the Bank of Thailand.
- 3.3 **Completion.** Unless otherwise agreed by the Parties in writing, the Completion of the Proposed Disposal shall take place within 12 months from the date of entry into of the CSPA.

4. FINANCIAL INFORMATION RELATING TO THE SALE SHARES

- 4.1 **Market Value.** The market value of the Sale Shares, calculated based on the volume weighted average price ("**VWAP**") of approximately IDR 1,273 per Bank Permata share for all trades done on 11 December 2019 (being the last full market day on which the Bank Permata shares were traded on IDX preceding the date of the CSPA), is approximately US\$1,133.1 million¹ (the "**Market Value**").
- 4.2 **Gain on Disposal.** Based on the unaudited consolidated financial statements of the JC&C Group for the nine months ended 30 September 2019 ("**3QFY2019 Financial Statements**"), the carrying value¹ of the Sale Shares is US\$729.7 million. The Illustrative Consideration represents a gain on disposal of approximately US\$603.7 million over the carrying value of the Sale Shares.
- 4.3 **Net Profit attributable to Sale Shares.** Based on the 3QFY2019 Financial Statements, the net profit attributable to the Sale Shares was approximately US\$35.0 million.

5. RATIONALE AND USE OF PROCEEDS

- 5.1 **Rationale.** Astra has disclosed that the rationale behind the Proposed Disposal is to implement its business strategy.
- 5.2 **Use of Proceeds.** Astra has disclosed that it shall use the net proceeds from the Proposed Disposal for its investment purposes.

¹ On an IFRS-adjusted basis.

6. DISCLOSEABLE TRANSACTION

The relevant figures computed on the bases set out in Rule 1006 of the Listing Manual of the Singapore Exchange Securities Trading Limited (“**SGX-ST**”) in respect of Proposed Disposal are as follows:

| Rule 1006 | Bases | Sale Shares (US\$ million) | JC&C Group (US\$ million) | Relative Figures (%) |
|--------------|---|----------------------------------|------------------------------------|----------------------------|
| (a) | Net asset value of the Sale Shares, compared with the JC&C Group’s net asset value ⁽¹⁾ as at 3QFY2019 | 729.7 | 14,438.7 | 5.1 |
| (b) | Net profits attributable to the Sale Shares, compared with the JC&C Group’s net profits ⁽²⁾ for the nine months ended 3QFY2019 | 35.0 | 1,934.2 | 1.8 |
| (c) | Consideration ⁽³⁾ to be received for the Sale Shares, compared with JC&C’s market capitalisation ⁽⁴⁾ ⁽⁵⁾ | 1,333.4 | 8,725.1 | 15.3 |

Notes:

- (1) “Net asset value” in this section means total assets less total liabilities.
- (2) “Net profits” in this section means profit before income tax, non-controlling interests and extraordinary items.
- (3) The Consideration set out herein is the Illustrative Consideration.
- (4) JC&C’s market capitalisation is based on 395.2 million issued ordinary shares in the capital of JC&C (excluding treasury shares) (the “**JC&C Shares**”) as at 11 December 2019, at a VWAP of S\$30.15 per JC&C Share on 11 December 2019, being the last market day on which JC&C Shares were traded on the SGX-ST prior to the date of the CSPA.
- (5) Based on an exchange rate of US\$1.00 : S\$1.3657.

As the relative figures under Rules 1006(a) and Rule 1006(c) above exceeds 5 per cent. but does not exceed 20 per cent., the Proposed Disposal constitutes a discloseable transaction as defined in Chapter 10 of the SGX-ST Listing Manual.

7. FINANCIAL EFFECTS

7.1 Bases and Assumptions. The pro forma financial effects of the Proposed Disposal on the JC&C Group as set out below are for illustrative purposes only, and do not reflect the actual financial effects or future financial performance and/or condition of JC&C Group following Completion. The pro forma financial effects of the Proposed Disposal are prepared based on the audited consolidated financial statements of the JC&C Group for the financial year ended 31 December 2018 (“**FY2018**”), and on the following bases and assumptions:

- (i) that Completion had taken place on 31 December 2018 for the purposes of the financial effects on the net tangible assets (“**NTA**”) per JC&C Share;

(ii) that Completion had taken place on 1 January 2018 for purposes of the financial effects on the earnings per JC&C Share ("**EPS**"); and

(iii) that the Consideration is equivalent to the Illustrative Consideration of US\$1,333.4 million, based on Bank Permata's latest published book value as at 3QFY2019.

7.2 **NTA.** The pro forma financial effects of the Proposed Disposal on the consolidated NTA per JC&C Share are set out below:

| | Before the Proposed Disposal | After the Proposed Disposal |
|---------------------------------|------------------------------|-----------------------------|
| NTA (US\$ million) | 5,254.9 | 5,601.4 |
| Number of JC&C Shares (million) | 395.2 | 395.2 |
| NTA per JC&C Share (US\$) | 13.30 | 14.17 |

7.3 **EPS.** The pro forma financial effects of the Proposed Disposal on the EPS are set out below:

| | Before the Proposed Disposal | After the Proposed Disposal |
|--|------------------------------|-----------------------------|
| Profit attributable to shareholders (US\$ million) | 419.6 | 738.4 |
| EPS – Basic (US cents) | 106 | 187 |
| EPS – Diluted (US cents) | 106 | 187 |

7.4 **Share Capital.** The Proposed Disposal will not have any impact on the issued and paid-up share capital of JC&C.

8. FURTHER INFORMATION

8.1 **Directors' Service Contracts.** No person is proposed to be appointed as a director of JC&C in connection with the Proposed Disposal. Accordingly, no service contract is proposed to be entered into between JC&C and any such person.

8.2 **Interests of Directors and Controlling Shareholders of the Company.** None of the Directors or the controlling shareholders of the Company has any interest, direct or indirect, in the Proposed Disposal (save through their shareholding interests, if any, in JC&C and/or Astra).

By Order of the Board

Jeffery Tan Eng Heong
Company Secretary
Singapore, 12 December 2019