



CITYNEON HOLDINGS LIMITED
Company Registration No. 199903628E
(Incorporated in the Republic of Singapore)

APPROVAL FOR (1) THE PROPOSED DELISTING OF THE COMPANY, (2) WAIVER OF RULE 1307 OF THE LISTING MANUAL, AND (3) CONFIRMATION OF COMPLIANCE WITH RULE 1309 OF THE LISTING MANUAL

1. Introduction

The board of directors (the "**Board**" or the "**Directors**") of Cityneon Holdings Limited (the "**Company**") refers to:

- (a) the announcement dated 29 October 2018 made by Credit Suisse (Singapore) Limited ("**Credit Suisse**"), for and on behalf of West Knighton Limited (the "**Offeror**"), in relation to the mandatory unconditional cash offer (the "**Offer**") for all the issued and paid-up ordinary shares (the "**Shares**") in the capital of the Company, other than those already owned, controlled or agreed to be acquired by the Offeror;
- (b) the announcement dated 5 November 2018 made by the Company in relation to the appointment on 5 November 2018 of Novus Corporate Finance Pte. Ltd. as the independent financial adviser (the "**IFA**") to advise the Independent Directors;
- (c) the announcement dated 14 November 2018 made by Credit Suisse, for and on behalf of the Offeror, in relation to the formal offer document (the "**Offer Document**") containing the terms and conditions of the Offer, together with the FAA and/or the FAT, which had been despatched to the shareholders of the Company (the "**Shareholders**") on 14 November 2018;
- (d) the announcement dated 5 December 2018 made by Credit Suisse, for and on behalf of the Offeror, in relation to the Offeror owning, controlling or agreeing to acquire more than 90% of the total number of issued Shares (excluding treasury shares) and accordingly, the Company no longer satisfying the the requirement under Rule 723 of the Listing Manual that the Company must ensure that at least 10% of the total number of issued Shares (excluding treasury shares) is at all times held in public hands;
- (e) the announcement dated 11 December 2018 made by Credit Suisse, for and on behalf of the Offeror, in relation to, among others, the Offeror becoming entitled to exercise its rights of compulsory acquisition under section 215(1) of the Companies Act;
- (f) the announcements dated 12 December 2018 and 26 December 2018 made by Credit Suisse, for and on behalf of the Offeror, in relation to the extension of the Closing Date of the Offer;



- (g) the announcement dated 4 January 2019 made by Credit Suisse, for and on behalf of the Offeror, in relation to the despatch of notices pursuant to Section 215(1) and Section 215(3) of the Companies Act; and
- (h) the announcement dated 9 January 2019 made by Credit Suisse, for and on behalf of the Offeror, in relation to the close of the Offer and the suspension of trading in the Shares with effect from 9.00 a.m. (Singapore time) on 10 January 2019 (the "**Close of Offer Announcement**").

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

2. Background to and grounds for the SGX application

Further to the Close of Offer Announcement, an application was made to the SGX-ST to seek approval for:

- (a) the delisting of the Company from the SGX-ST (the "**Delisting**");
- (b) a waiver from compliance with the requirement under Rule 1307 of the Listing Manual that the Delisting be approved by Shareholders in a general meeting (the "**Rule 1307 Waiver**"); and
- (c) a waiver from compliance with the requirement under Rule 1309 of the Listing Manual that an exit offer be made to the Shareholders in connection with the Delisting and that an independent financial adviser be appointed to advise on the exit offer (the "**Rule 1309 Waiver**").

2.1 The application for Delisting, the Rule 1307 Waiver and the Rule 1309 Waiver

(a) Listing Manual requirements

Pursuant to Rule 1307 of the Listing Manual, the SGX-ST may agree to an application by an issuer to delist from the SGX-ST if:

- (1) the issuer convenes a general meeting to obtain shareholder approval for the delisting ("**Delisting EGM**");
- (2) the resolution to delist the issuer ("**Delisting Resolution**") has been approved by a majority of at least 75% of the total number of issued shares excluding treasury shares and subsidiary holdings held by the shareholders present and voting, on a poll, either in person or by proxy at the meeting (the issuer's directors and controlling shareholder need not abstain from voting on the resolution); and
- (3) the Delisting Resolution has not been voted against by 10% or more of the total number of issued shares excluding treasury shares and subsidiary holdings held by the shareholders present and voting, on a poll, either in person or by proxy at the Delisting EGM.



Pursuant to Rule 1309 of the Listing Manual, if an issuer is seeking to delist from the SGX-ST:

- (1) a reasonable exit alternative, which should normally be in cash, should be offered to (a) the issuer's shareholders and (b) holders of any other classes of listed securities to be delisted; and
- (2) the issuer should normally appoint an independent financial adviser to advise on the exit offer.

(b) Grounds for application

The Rule 1307 Waiver is sought based on the following grounds:

- (1) It is the intention of the Offeror to delist the Company from the SGX-ST and privatise the Company.
- (2) The Offer has despatched the formal notice of its intention to effect Compulsory Acquisition (as required under Section 215(1) of the Companies Act) on 4 January 2019.
- (3) As at the close of the Offer, the Offeror owned, controlled, has acquired or has agreed to acquire an aggregate of 242,199,929 Shares representing approximately 99.00% of the total number of issued Shares. If a Delisting EGM were to be convened, the Offeror (who had made the Offer with a view to delisting the Company) will vote in favour of the Delisting Resolution. In addition, after the Compulsory Acquisition is completed, the Offeror would become the sole shareholder of the Company.
- (4) As at the close of Offer, the number of Shares that can be voted against the Delisting Resolution will not be capable of meeting the veto requirements under Rule 1307(2) of the Listing Manual.
- (5) In light of the above, there would be no utility in imposing the requirement under Rule 1307(1) of the Listing Manual that the Company seek the approval of its Shareholders for the Delisting.

The Rule 1309 Waiver is sought based on the following grounds:

- (1) The Offeror has declared its intention to exercise its Compulsory Acquisition rights and has, on 4 January 2019, despatched notices of Compulsory Acquisition to the Dissenting Shareholders.
- (2) In addition, the Company had appointed the IFA who had opined, in its IFA Opinion dated 26 November 2018, that the Offer is "fair and reasonable".
- (3) In light of the above, there would be no utility in imposing the requirement under Rule 1309 of the Listing Manual that an exit offer be made to the Shareholders in connection with the Delisting and that an independent financial adviser be appointed to advise on the exit offer.



3. Waiver and confirmation from the SGX-ST

- 3.1** The Board wishes to announce that, on 24 January 2019, based on the Offeror's submissions and representations, the SGX-ST has stated that:
- (a) it has no objection to the Delisting of the Company from the Official List of the Exchange;
 - (b) it has no objection to granting the Company the Rule 1307 Waiver; and
 - (c) Rule 1309 has been complied with as the Company has provided a cash exit alternative and appointed an IFA to opine on the Offer.
- 3.2** The SGX-ST had also on 24 January 2019, informed the Company that the Rule 1307 Waiver is subject to the Company announcing the Waiver granted, the reasons for seeking the Waiver, and the conditions as required under Rule 107 of the Listing Manual.
- 3.3** The Company wishes to announce that the conditions in respect of the Rule 1307 Waiver have been satisfied.
- 3.4** The SGX-ST's decision is not an indication of the merits of the Delisting.
- 3.5** The date and time of the Delisting will be announced in due course.

BY ORDER OF THE BOARD

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Corporate Secretary

24 January 2019