



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**

**PAYMENT OF THE CUSCADEN SCHEME CONSIDERATION AND DELISTING OF THE
COMPANY**

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**”); and
- (ii) the announcement by the Company to Shareholders on 29 April 2022 in relation to the Effective Date (“**Effective Date Announcement**”).

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

2. PAYMENT OF THE CUSCADEN SCHEME CONSIDERATION

As set out in the Effective Date Announcement, the Company announced, *inter alia*, that the Cuscaden Scheme had taken effect on 29 April 2022, and the latest date for the crediting of the SPH REIT Units to Shareholders who have elected (or were deemed to have elected) to receive the Cuscaden Cash and Units Consideration and latest date for the payment of the Cash Consideration was expected to be on or around 12 May 2022.

The Company wishes to announce that the payment of the Cuscaden Scheme Consideration, which comprises the Cash Consideration and, for Eligible Shareholders who have elected (or were deemed to have elected) to receive the Cuscaden Cash and Units Consideration, the SPH REIT Units, has been effected today.

3. DELISTING OF THE COMPANY

The Company further wishes to announce that the Company will be delisted from the Mainboard of the SGX-ST with effect from **9:00 a.m. on 13 May 2022 (Friday)**.

4. ODD LOTS TRADING ARRANGEMENT

4.1 Odd Lots Trading for up to 99 SPH REIT Units

The Company has arranged with the following named brokers to facilitate Odd Lots Trades (as defined below) of SPH REIT Units from 12 May 2022 to 23 June 2022 (the “**Applicable Period**”):

- (i) OCBC Securities Private Limited;
- (ii) Phillip Securities Pte Ltd; and
- (iii) UOB Kay Hian Private Limited,

(collectively, the “**Brokers**”).

The term “**Odd Lots Trade**” shall mean (i) an aggregate of 99 or less SPH REIT Units bought in a single day; or (ii) an aggregate of 99 or less SPH REIT Units sold in a single day.

The brokerage fees (including any goods and services tax relating to such fees) in respect of Odd Lots Trades carried out via the Brokers during the Applicable Period will be borne by the Company, in respect of Odd Lots Trades in the SPH REIT Units. As such, holders of SPH REIT Units will NOT be charged any brokerage fees for Odd Lots Trades during the Applicable Period (the “**Odd Lots Trading Brokerage Fee Arrangement**”).

By way of illustration:

- (i) if an Eligible Shareholder received 198 SPH REIT Units and wishes to buy 2 SPH REIT Units to round up to 200 SPH REIT Units, such holder of SPH REIT Units will be entitled to the Odd Lots Trading Brokerage Fee Arrangement and may do so on the trading platforms of the Brokers. For avoidance of doubt, the buy order can be made in multiple tranches but should not exceed 99 SPH REIT Units in a single day; or
- (ii) if an Eligible Shareholder received 198 SPH REIT Units and wishes to sell 98 SPH REIT Units to round down to 100 SPH REIT Units, such holder of SPH REIT Units will be entitled to the Odd Lots Trading Brokerage Fee Arrangement and may do so on the trading platforms of the Brokers. For avoidance of doubt, the sell order can be made in multiple tranches but should not exceed 99 SPH REIT Units in a single day.

Holders of SPH REIT Units should note that notwithstanding the Odd Lots Trading Brokerage Fee Arrangement, holders of SPH REIT Units will be required to continue to bear clearing fees and other regular trading fees imposed by the SGX-ST (including any goods and services tax relating to such fees), which shall be based on customary rates imposed from time to time.

After the Applicable Period, the Odd Lots Trading Brokerage Fee Arrangement will no longer be applicable to any trades of odd lots of SPH REIT Units carried out via the Brokers.

For further information, please refer to (i) the joint announcement made by the Company and Cuscaden on 14 April 2022 in relation to the despatch of Election Forms and (ii) the scheme election and settlement process presentation made available on the website of the SGX-ST at www.sgx.com on 14 April 2022.

4.2 Account with the Brokers

Holders of SPH REIT Units who intend to carry out any Odd Lots Trades via the Brokers, or who intend to use the online trading platforms of the Brokers, should note that if they do not have an existing account with the relevant Broker, they must personally apply to open such an account with such Broker.

To open an account with OCBC Securities, holders of SPH REIT Units are requested to refer to the account opening instructions within the following link (<https://portal.iocbc.com/platforms/iocbc-trading-platform#apply-online-iocbc>) or to visit the OCBC Securities customer service branch at the address set out below.

OCBC Securities

Customer Service Department

18 Church Street #01-00 OCBC Centre South

Singapore 049479

Tel: 1800 338 8688 (toll-free within Singapore) / +65 6338 8688

Operating hours: Monday – Friday: 8:30 a.m. to 5:30 p.m. (except public holidays)

Email: cs@iocbcsec.com

Website: www.iocbc.com

To open an account with Phillip Securities, holders of SPH REIT Units are requested to refer to the account opening instructions within the following link (www.poems.com.sg/open-an-account) or to visit any of 15 Phillip Investor Centres conveniently located at your neighbourhood at the address set out at <https://www.poems.com.sg/pic/#find-pic>.

Phillip Securities

250 North Bridge Road

#06-00 Raffles City Tower

Singapore 179101

Tel: +65 6531 1555

Operating hours: Monday – Friday: 8:45 a.m. to 12:00 a.m. (except public holidays)

Email: talktophillip@phillip.com.sg

Website: www.poems.com.sg

To open an account with UOB Kay Hian, holders of SPH REIT Units are requested to refer to the account opening instructions within the following link (<https://sg.uobkayhian.com/login/open-trading-account.html>) or to contactappointment@uobkayhian.com to arrange for an appointment to visit UOB Kay Hian's customer service branch at the address set out below.

UOB Kay Hian

Customer Service Department

8 Anthony Road,

#01-01 Singapore 229957

Tel: +65 6536 9338

Operating hours: Monday – Friday: 8:30 a.m. to 6:00 p.m. (except public holidays)

Email: contact@utrade.com.sg

Website: www.utrade.com.sg

5. 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

12 May 2022