

# MANDATORY UNCONDITIONAL CASH OFFER

by



## CREDIT SUISSE (SINGAPORE) LIMITED

(Company Registration No.: 197702363D)  
(Incorporated in the Republic of Singapore)

for and on behalf of

## WEST KNIGHTON LIMITED

(BVI Company No.: 1991027)  
(Incorporated in the British Virgin Islands)

to acquire all the issued and paid-up ordinary shares in the capital of



## CITYNEON HOLDINGS LIMITED

(Company Registration No.: 199903628E)  
(Incorporated in the Republic of Singapore)

other than those already owned, controlled or agreed to be acquired by  
West Knighton Limited

## DESPATCH OF OFFER DOCUMENT

### 1. INTRODUCTION

Credit Suisse (Singapore) Limited ("**Credit Suisse**") refers to the announcement dated 29 October 2018 released by 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 Cityneon Holdings Limited (the "**Company**"), other than those already owned, controlled or agreed to be acquired by the Offeror (the "**Offer Shares**").

*All capitalised terms used and not defined herein shall have the same meanings given to them in the Offer Document (as defined in paragraph 2 below).*

### 2. DESPATCH OF OFFER DOCUMENT

Credit Suisse wishes to announce, for and on behalf of the Offeror, that the formal offer document dated 14 November 2018 (the "**Offer Document**") containing the terms and conditions of the Offer, together with the Form of Acceptance and Authorisation for Offer Shares (the "**FAA**") and/or the Form of Acceptance and Transfer for Offer Shares (the "**FAT**"), has been despatched today to the shareholders of the Company (the "**Shareholders**").

Electronic copies of the Offer Document, the FAA and the FAT are available on the website of the Singapore Exchange Securities Trading Limited (the "SGX-ST") at [www.sgx.com](http://www.sgx.com).

### 3. OFFER DOCUMENT

The following documents are included with the Offer Document:

- (a) in the case of the Offer Document sent to a Shareholder whose Offer Shares are deposited with The Central Depository (Pte) Limited ("CDP") ("Depositor"), the FAA;
- (b) in the case of the Offer Document sent to a Shareholder whose Offer Shares are not deposited with CDP ("Scripholder"), the FAT.

### 4. CLOSING DATE

**The Offer will remain open for acceptance until 5.30 p.m. (Singapore time) on 12 December 2018 or such later date(s) as may be announced from time to time by or on behalf of the Offeror (the "Closing Date").**

### 5. PROCEDURES FOR ACCEPTANCE

The procedures for acceptance of the Offer are set out in Appendix B to the Offer Document and in the accompanying FAA and/or FAT (as applicable). Shareholders who wish to accept the Offer may do so by completing and returning the FAA and/or the FAT (as the case may be).

### 6. REQUEST FOR OFFER DOCUMENT AND RELATED DOCUMENTS

If you are a Shareholder and do not receive the Offer Document, the FAA and/or the FAT within a week of the date of this Announcement, please contact CDP (if you are a Depositor) or B.A.C.S. Private Limited (the "Share Registrar") (if you are a Scripholder), as the case may be, immediately at the addresses and the telephone numbers set out below:

**The Central Depository (Pte) Limited**

9 North Buona Vista Drive  
#01-19/20 The Metropolis  
Singapore 138588

Tel: (65) 6535 7511

**B.A.C.S. Private Limited**

8 Robinson Road  
#03-00 ASO Building  
Singapore 048544

Tel: (65) 6593 4848

Copies of the Offer Document and the FAA may be obtained by Depositors from CDP during normal business hours and up to 5.30 p.m. on the Closing Date, upon production of satisfactory evidence that their Securities Accounts with CDP are or will be credited with the Offer Shares.

Copies of the Offer Document and the FAT may be obtained by Scripholders from the Share Registrar during normal business hours and up to 5.30 p.m. on the Closing Date, upon production of satisfactory evidence of title to the Offer Shares.

## 7. OVERSEAS SHAREHOLDERS

- 7.1 **Overseas Shareholders.** The availability of the Offer to Shareholders whose mailing addresses are outside Singapore, as appearing on the register of members of the Company or, as the case may be, in the records of CDP (each, an "**Overseas Shareholder**") may be affected by the laws of the relevant overseas jurisdictions. Accordingly, any Overseas Shareholder should inform himself about and observe any applicable legal requirements. **Where there are potential restrictions on sending the Offer Document, the FAA and/or the FAT to any overseas jurisdiction, the Offeror reserves the right not to send the Offer Document, the FAA and/or the FAT to any overseas jurisdiction. For the avoidance of doubt, the Offer is made to all Shareholders holding Offer Shares, including those to whom the Offer Document and the acceptance forms have not been, or will not be, sent.**

Copies of the Offer Document and any formal documentation relating to the Offer are not being, and must not be, directly or indirectly, mailed or otherwise forwarded, distributed or sent in or into or from any jurisdiction where the making of or the acceptance of the Offer would violate the law of that jurisdiction (a "**Restricted Jurisdiction**") and will not be capable of acceptance by any such use, instrumentality or facility within any Restricted Jurisdiction and persons receiving such documents (including custodians, nominees and trustees) must not mail or otherwise forward, distribute or send them in or into or from any Restricted Jurisdiction.

- 7.2 **Copies of the Offer Document, the FAA and/or the FAT.** Subject to compliance with applicable laws, any Overseas Shareholder may, nonetheless, attend in person and obtain copies of the Offer Document, the FAA and/or the FAT, as the case may be, and/or any related documents, during normal business hours and up to 5.30 p.m. (Singapore time) on the Closing Date, from the Offeror c/o The Central Depository (Pte) Limited at 9 North Buona Vista Drive, #01-19/20, The Metropolis, Singapore 138588 (if he is a Depositor) or B.A.C.S. Private Limited, 8 Robinson Road, #03-00 ASO Building, Singapore 048544 (if he is not a Depositor), as the case may be. Alternatively, an Overseas Shareholder may, subject to compliance with applicable laws, write in to the Offeror c/o B.A.C.S. Private Limited at the above-stated address to request that the Offer Document, the FAA and/or the FAT, as the case may be, and/or any related documents be sent to an address in Singapore by ordinary post at his own risk, up to five (5) Market Days prior to the Closing Date.
- 7.3 **Overseas Jurisdiction.** It is the responsibility of an Overseas Shareholder who wishes to (a) request for the Offer Document, the FAA and/or the FAT, or (b) accept the Offer, to satisfy himself as to the full observance of the laws of the relevant jurisdiction in that connection, including the obtaining of any governmental or other consent which may be required, and compliance with other necessary formalities or legal requirements and the payment of any taxes, imposts, duties or other requisite payments due in such jurisdiction. Such Overseas Shareholder shall be liable for any such taxes, imposts, duties or other requisite payments payable and the Offeror, its related corporations, CDP, the Share Registrar and any person acting on their behalf (including Credit Suisse) shall be fully indemnified and held harmless by such Overseas Shareholder for any such taxes, imposts, duties or other requisite payments as the Offeror, its related corporations, CDP, the Share Registrar and/or any person acting on their behalf (including Credit Suisse) may be required to pay. In (a) requesting for the Offer Document, the FAA and/or the FAT and any related documents, and/or (b) accepting the Offer, the Overseas Shareholder represents and warrants to the Offeror that he is in full observance of the laws of the relevant jurisdiction in that connection, and that he is in full compliance with all necessary formalities or legal requirements.

**Any Overseas Shareholder who is in doubt about his position should consult his professional adviser in the relevant jurisdiction.**

**Overseas Shareholders should read paragraph 9 of the Offer Document entitled "Overseas Shareholders" carefully.**

**8. INFORMATION PERTAINING TO CPFIS INVESTORS AND SRS INVESTORS**

Investors who have purchased Shares using their Central Provident Fund contributions pursuant to the Central Provident Fund Investment Scheme ("**CPFIS**", and such investors, "**CPFIS Investors**") and investors who have purchased Shares pursuant to The Supplementary Retirement Scheme ("**SRS**", and such investors, "**SRS Investors**") should receive further information on how to accept the Offer from their respective CPF Agent Banks and SRS Agent Banks. CPFIS Investors and SRS Investors are advised to consult their respective CPF Agent Banks and SRS Agent Banks should they require further information, and if they are in any doubt as to the action they should take, CPFIS Investors and SRS Investors should seek independent professional advice. CPFIS Investors and SRS Investors who wish to accept the Offer are to reply to their respective CPF Agent Banks and SRS Agent Banks by the deadline stated in the letter from their respective CPF Agent Banks and SRS Agent Banks, which may be earlier than the Closing Date. CPFIS Investors and SRS Investors will receive the Offer Price payable in respect of their Offer Shares validly tendered in acceptance of the Offer through appropriate intermediaries in their respective CPF investment accounts and SRS investment accounts.

**9. INDEPENDENT ADVICE**

Credit Suisse is acting for and on behalf of the Offeror and does not purport to advise the Shareholders. In preparing the Offer Document on behalf of the Offeror, Credit Suisse has not had regard to the general or specific investment objectives, tax position, risk profiles, financial situation or particular needs and constraints of any Shareholder.

The views of the directors of the Company who are considered independent for the purposes of the Offer (the "**Independent Directors**") and the independent financial adviser to the Independent Directors on the Offer will be made available to Shareholders in due course and in any event, the Independent Directors are required under the Code to despatch their views within fourteen (14) days of the Despatch Date. Shareholders may wish to consider their advice before taking any action in relation to the Offer.

**10. RESPONSIBILITY STATEMENT**

The directors of the Offeror (including those who may have delegated detailed supervision of this Announcement) have taken all reasonable care to ensure that the facts stated and all opinions expressed in this Announcement are fair and accurate and that no material facts have been omitted from this Announcement, the omission of which would make any statement in this Announcement misleading, and they jointly and severally accept responsibility accordingly.

Where any information has been extracted or reproduced from published or otherwise publicly available sources (including without limitation, 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 and correctly extracted from such sources or, as the case may be, accurately reflected or reproduced in this Announcement.

Issued by  
**CREDIT SUISSE (SINGAPORE) LIMITED**

For and on behalf of  
**WEST KNIGHTON LIMITED**  
14 November 2018

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Any enquiries relating to this Announcement or the Offer should be directed during office hours to the following:

**Credit Suisse (Singapore) Limited**  
Investment Banking and Capital Markets  
Tel: (65) 6212 2000

**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 or 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 or outcomes may differ materially from those described in such forward-looking statements. Shareholders and investors should not place undue reliance on such forward-looking statements, and none of the Offeror or Credit Suisse undertakes any obligation to update publicly or revise any forward-looking statements, subject to compliance with all applicable laws and regulations and/or rules of the SGX-ST and/or any other regulatory or supervisory body or agency.*