

**GENERAL ANNOUNCEMENT::RECOMMENDED PRE-CONDITIONAL FINAL CASH OFFER FOR MILLENNIUM & COPTHORNE HOTELS PLC**

## Issuer &amp; Securities

## Issuer/ Manager

CITY DEVELOPMENTS LIMITED

## Securities

CITY DEVELOPMENTS LIMITED - SG1R89002252 - C09

## Stapled Security

No

## Announcement Details

## Announcement Title

General Announcement

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## Announcement Sub Title

Recommended Pre-Conditional Final Cash Offer for Millennium &amp; Copthorne Hotels plc

## Announcement Reference

SG190809OTHRSCRM

## Submitted By (Co./ Ind. Name)

Enid Ling Peek Fong

## Designation

Company Secretary

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

Please refer to the attached announcement relating to the Update on the satisfaction of the OIO Pre-Condition.

## Attachments

[20190809-CDL.pdf](#)

Total size =449K MB

## **CITY DEVELOPMENTS LIMITED**

(Company Registration No. 196300316Z)  
(Incorporated in the Republic of Singapore)

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### **Recommended Pre-Conditional Final Cash Offer for Millennium & Copthorne Hotels plc ("M&C") by Agapier Investments Limited ("Bidco") (a company indirectly and wholly-owned by City Developments Limited)**

#### **Offer Update – OIO Pre-Condition Satisfaction**

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City Developments Limited (the "**Company**") refers to the announcement dated 7 June 2019 (the "**Final Offer Announcement**") jointly released by the Company, Bidco and the independent non-executive directors of M&C on the London Stock Exchange (the "**LSE**") in relation to a recommended pre-conditional final cash offer to be made by Bidco for M&C.

Bidco has today announced on the LSE, among other things, that the OIO Pre-Condition (as defined in the Final Offer Announcement) has been satisfied. A copy of the said announcement is set out in the **Schedule** to this Announcement and is also available on the Company's website at [www.cdl.com.sg/Millennium-Offer](http://www.cdl.com.sg/Millennium-Offer).

#### **CITY DEVELOPMENTS LIMITED**

Shufen Loh @ Catherine Shufen Loh  
Enid Ling Peek Fong  
Company Secretaries  
9 August 2019

## SCHEDULE

## Regulatory Story

[Go to market news section](#)



- Update regarding OIO Pre-Condition Satisfaction  
Released 11:01 09-Aug-2019

RNS Number : 5740I  
City Developments Limited  
09 August 2019

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**9 August 2019**

### **RECOMMENDED PRE-CONDITIONAL FINAL CASH OFFER**

**for**

**Millennium & Copthorne Hotels plc ("M&C")**

**by**

**Agapier Investments Limited ("Bidco")**

**(a company indirectly and wholly-owned by City Developments Limited ("CDL"))**

### **Offer Update - OIO Pre-Condition Satisfaction Announcement**

On 7 June 2019, the Boards of Bidco and CDL and the independent directors of M&C announced that they had reached agreement on the terms of a recommended pre-conditional final cash offer to be made by Bidco for the entire issued and to be issued ordinary share capital of M&C not already held by the CDL Parties (the "**Final Offer Announcement**").

In particular, the making of the Final Offer remained subject to the OIO Pre-Condition, being the granting of consent and/or receipt of applicable exemptions under the New Zealand Overseas Investment Act 2005 and the New Zealand Overseas Investment Regulations 2005 for the indirect acquisition of interests in sensitive land and significant business assets in New Zealand that would occur if the Final Offer takes place and is successful (as set out paragraph 1 of Appendix I of the Final Offer Announcement).

Bidco, CDL and M&C are pleased to announce that the OIO Pre-Condition has been satisfied today. For the avoidance of doubt, Condition 2(b) of Appendix I to

the Final Offer Announcement, which Condition contains equivalent terms to the OIO Pre-Condition, has also been satisfied.

Accordingly, the Offer Document, which will contain the full terms and conditions of the Final Offer, together with the procedure for acceptance of the Final Offer, will be published as soon as reasonably practicable and in any event within 28 days of 9 August 2019.

In addition, the Final Offer is subject to, amongst other Conditions, the granting by the Takeovers Panel of New Zealand of an unconditional exemption from the requirements of rule 6(1) of the New Zealand Takeovers Code. The Takeovers Panel of New Zealand has confirmed that the New Zealand Takeovers Code does not apply to the Final Offer and therefore no exemption is required. Accordingly, Condition 2(c) of Appendix I of the Final Offer Announcement has been determined by Bidco to be satisfied.

Terms used but not defined in this announcement have the meanings given in the Final Offer Announcement unless the context requires otherwise.

## Further information

### Enquiries

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**Important Notices**

*Barclays Bank PLC, acting through its Investment Bank ("Barclays"), which is authorised by the Prudential Regulation Authority and regulated in the United Kingdom by the FCA and the PRA, is acting exclusively for CDL and Bidco and no one else in connection with the Final Offer and will not be responsible to anyone other than CDL and Bidco for providing the protections afforded to clients of Barclays nor for providing advice in relation to the Final Offer or any other matter referred to in this announcement.*

*BofA Merrill Lynch, a subsidiary of Bank of America Corporation, is acting exclusively for CDL and Bidco in connection with the Final Offer and for no one else and will not be responsible to anyone other than CDL and Bidco for providing the protections afforded to its clients or for providing advice in relation to the Final Offer or any other matter referred to in this announcement.*

*In accordance with the Code, normal United Kingdom market practice and Rule 14e-5(b) of the Exchange Act, each of Barclays and BofA Merrill Lynch and their respective affiliates will continue to act as exempt principal trader in M&C securities on the London Stock Exchange. These purchases and activities by exempt principal traders which are required to be made public in the United Kingdom pursuant to the Code will be reported to a Regulatory Information Service and will be available on the London Stock Exchange website at [www.londonstockexchange.com](http://www.londonstockexchange.com). This information will also be publicly disclosed in the United States to the extent that such information is made public in the United Kingdom.*

*Credit Suisse is authorised by the Prudential Regulation Authority and regulated by the Financial Conduct Authority and the Prudential Regulation Authority. Credit Suisse is acting exclusively for the Independent Committee and for no-one else in connection with the Final Offer, the content of this announcement and other matters described in this announcement. Credit Suisse will not regard any other person as its client in relation to the Final Offer, the content of this announcement and other matters described in this announcement and will not be responsible to anyone other than the Independent Committee for providing the protections afforded to its clients, nor for providing advice to any other person in relation to the Final Offer, the content of this announcement or any other matters described in this announcement.*

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*This announcement has been prepared for the purpose of complying with English law and the Code, the Listing Rules, the rules of the London Stock Exchange, the Market Abuse Regulation (EU) No. 596/2014 and the Disclosure Guidance and Transparency Rules and the information disclosed may not be the same as that which would have been disclosed if this announcement had been prepared in accordance with the laws and regulations of jurisdictions outside the United Kingdom.*

**Overseas Shareholders**

*The Final Offer is not being made, directly or indirectly, in, into or from a Restricted Jurisdiction where to do so would violate the laws in that jurisdiction, and the Final Offer is not capable of acceptance from or within a Restricted Jurisdiction. Accordingly, copies of the Offer Document, the Form of Acceptance and any accompanying document are not being, and must not be, directly or indirectly, mailed or otherwise forwarded, distributed or sent in, into or from a Restricted Jurisdiction where to do so would violate the laws in that jurisdiction, and persons receiving the Offer Document, the Form of Acceptance and any accompanying document (including custodians, agents, nominees and trustees) must not mail or otherwise distribute or send them in, into or from such jurisdictions as doing so may invalidate any purported acceptance of the Final Offer.*

*The availability of the Final Offer to M&C shareholders who are not resident in the United Kingdom may be affected by the laws of the relevant jurisdictions in which they are resident. Such persons should inform themselves of, and observe, any applicable legal or regulatory requirements of their jurisdiction. If you remain in any doubt, you should consult your professional adviser on the relevant jurisdiction without delay.*

**If you are a resident of the United States, please read the following:**

*The Final Offer is being made for securities of an English company and is being made in the United States in compliance with, and in reliance on, Section 14(e) of the US Securities Exchange Act of 1934 (the "**Exchange Act**") and Regulation 14E thereunder and the exemption therefrom provided by Rule 14d-1(d) under the Exchange Act. The Final Offer is being made in the United States by Bidco and no one else.*

*The Final Offer is subject to disclosure and procedural requirements of the United Kingdom which are different from those in the United States. In addition, the payment and settlement procedure with respect to the Final Offer will comply with the relevant UK rules, which differ from US payment and settlement procedures. Neither the SEC, nor any securities commission of any state of the United States has approved the Final Offer, passed upon the fairness of the Final Offer or passed upon the adequacy or accuracy of this announcement. Any representation to the contrary is a criminal offence in the United States.*

*It may be difficult for US holders of shares in CDL, Bidco or M&C to enforce their rights and claims arising out of the US federal securities laws, since CDL, Bidco and M&C are located in countries other than the United States, and some or all of their officers and directors may be residents of countries other than the United States. Holders in the United States may not be able to sue a non-US company or its officers or directors in a non-US court for violations of US securities laws. Further, it may be difficult to compel a non-US company and its affiliates to subject themselves to a US court's judgment.*

*In accordance with normal UK practice, CDL, Bidco or their respective nominees, or their respective brokers (acting as agents), may from time to time make certain purchases of, or arrangements to purchase, shares or other securities of M&C outside of the United States, other than pursuant to the Final Offer, before or during the period in which the Final Offer remains open for acceptance. These purchases may occur either in the open market at prevailing prices or in private transactions at negotiated prices. Any information about such purchases shall be disclosed as required in the United Kingdom, will be reported to a Regulatory Information Service and will be available on the London Stock Exchange website at [www.londonstockexchange.com](http://www.londonstockexchange.com). To the extent that such information is required to be publicly disclosed in the United Kingdom in accordance with applicable regulatory requirements, this information will, as applicable, also be publicly disclosed in the United States.*

**Forward Looking Statements**

*This announcement, including any information included or incorporated by reference in this announcement, contains statements about Bidco, CDL and M&C that are or may be forward looking statements. All statements other than statements of historical facts included in this announcement may be forward looking statements. Without limitation, any statements preceded or followed by or that include the words "targets", "plans", "believes", "expects", "aims", "intends", "will", "may", "anticipates", "estimates", "projects" or words or terms of similar*

*substance or the negative thereof, are forward looking statements. Forward looking statements include statements relating to the following: (i) future capital expenditures, expenses, revenues, earnings, synergies, economic performance, indebtedness, financial condition, dividend policy, losses and future prospects; (ii) business and management strategies and the expansion and growth of Bidco's or CDL's or M&C's operations; and (iii) the anticipated effects of the Final Offer on the Wider CDL Group and the business and operations of M&C.*

*Such forward looking statements involve risks and uncertainties that could significantly affect expected results and are based on certain key assumptions. Many factors could cause actual results to differ materially from those projected or implied in any forward looking statements. Much of the risk and uncertainty relates to factors that are beyond the companies' abilities to control or estimate precisely, such as future events, future market conditions and the behaviours of other market participants. Other unknown or unpredictable factors could affect future operations and/or cause actual results to differ materially from those in the forward looking statements. Such forward looking statements should be construed in the light of such factors, and therefore undue reliance should not be placed on such statements.*

*Each forward looking statement speaks only as at the date of this announcement. None of Bidco, nor CDL nor M&C, nor any of their respective associates or directors, officers, employees, managers, agents, representatives, partners, members, consultants or advisers: (i) provide any representation, warranty, assurance or guarantee that the occurrence of the events expressed or implied in any forward looking statements will actually occur; nor (ii) assume any obligation to, and do not intend to, revise or update these forward looking statements, except as required pursuant to applicable law. Bidco and CDL disclaim any obligation to update any forward looking or other statements contained herein, except as required by applicable law. All forward looking statements contained in this announcement are expressly qualified in their entirety by the cautionary statements contained or referred to in this section.*

#### **Disclosure requirements of the Code**

*Under Rule 8.3(a) of the Code, any person who is interested in 1 per cent. or more of any class of relevant securities of an offeree company or of any securities exchange offeror (being any offeror other than an offeror in respect of which it has been announced that its offer is, or is likely to be, solely in cash) must make an Opening Position Disclosure following the commencement of the Offer Period and, if later, following the announcement in which any securities exchange offeror is first identified. An Opening Position Disclosure must contain details of the person's interests and short positions in, and rights to subscribe for, any relevant securities of each of (i) the offeree company and (ii) any securities exchange offeror(s). An Opening Position Disclosure by a person to whom Rule 8.3(a) applies must be made by no later than 3.30 p.m. (London time) on the 10th Business Day following the commencement of the Offer Period and, if appropriate, by no later than 3.30 p.m. (London time) on the 10th Business Day following the announcement in which any securities exchange offeror is first identified. Relevant persons who deal in the relevant securities of the offeree company or of a securities exchange offeror prior to the deadline for making an Opening Position Disclosure must instead make a Dealing Disclosure.*

*Under Rule 8.3(b) of the Code, any person who is, or becomes, interested in 1 per cent. or more of any class of relevant securities of the offeree company or of any securities exchange offeror must make a Dealing Disclosure if the person deals in any relevant securities of the offeree company or of any securities exchange offeror. A Dealing Disclosure must contain details of the dealing concerned and of the person's interests and short positions in, and rights to subscribe for, any relevant securities of each of (i) the offeree company, and (ii) any securities exchange offeror, save to the extent that these details have previously been disclosed under Rule 8. A Dealing Disclosure by a person to whom Rule 8.3(b) applies must be made by no later than 3.30 p.m. (London time) on the Business Day following the date of the relevant dealing.*

*If two or more persons act together pursuant to an agreement or understanding, whether formal or informal, to acquire or control an interest in relevant securities of*



*an offeree company or a securities exchange offeror, they will be deemed to be a single person for the purpose of Rule 8.3.*

*Opening Position Disclosures must also be made by the offeree company and by any offeror and Dealing Disclosures must also be made by the offeree company, by any offeror and by any persons acting in concert with any of them (see Rules 8.1, 8.2 and 8.4).*

*Details of the offeree and offeror companies in respect of whose relevant securities Opening Position Disclosures and Dealing Disclosures must be made can be found in the Disclosure Table on the Panel's website at <http://www.thetakeoverpanel.org.uk>, including details of the number of relevant securities in issue, when the Offer Period commenced and when any offeror was first identified. If you are in any doubt as to whether you are required to make an Opening Position Disclosure or a Dealing Disclosure, you should contact the Panel's Market Surveillance Unit on +44 (0)20 7638 0129.*

#### **Publication on Website**

*In accordance with Rule 26.1 of the Code, a copy of this announcement, subject to certain restrictions relating to persons resident in Restricted Jurisdictions, shall be made available on the website of CDL at: <http://www.cdl.com.sg/Millennium-Offer> and M&C at: <https://investors.millenniumhotels.com/regulatory-announcements-and-news/city-developments-ltd-offer-documents> promptly and by no later than 12 noon (London time) on the next Business Day following the date of this announcement. For the avoidance of doubt, the contents of these websites referred to in this announcement are not incorporated into and do not form part of this announcement.*

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Update regarding OIO Pre-Condition Satisfaction - RNS