

ASSET ACQUISITIONS AND DISPOSALS::ANNOUNCEMENT ON PROPOSED SALE OF PROPERTY BY CDL HOTELS (KOREA) LTD.

Issuer & Securities

Issuer/ Manager

CITY DEVELOPMENTS LIMITED

Securities

CITY DEVELOPMENTS LIMITED - SG1R89002252 - C09

Stapled Security

No

Announcement Details

Announcement Title

Asset Acquisitions and Disposals

Date & Time of Broadcast

13-Dec-2021 07:45:17

Status

New

Announcement Sub Title

Announcement on proposed sale of property by CDL Hotels (Korea) Ltd.

Announcement Reference

SG211213OTHRM9P3

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 documents issued by City Developments Limited on 13 December 2021:

- (1) Announcement on proposed sale of property by CDL Hotels (Korea) Ltd.; and
- (2) News Release titled "CDL to divest Seoul Hotel for KRW 1.1 Trillion as part of Strategic Capital Recycling Initiative to unlock Latent Asset Values".

Attachments

[MHS Disposal Announcement Final.pdf](#)[CDL News Release Millennium Hilton Seoul divestment.pdf](#)

Total size =560K MB

PROPOSED SALE OF PROPERTY BY CDL HOTELS (KOREA) LTD.

1. INTRODUCTION

The Board of Directors (the “**Board**”) of City Developments Limited (“**CDL**” or the “**Company**”, and together with its subsidiaries, the “**Group**”) wishes to announce that its indirect wholly-owned subsidiary, CDL Hotels (Korea) Ltd. (the “**Seller**”), has today entered into a property sale and purchase agreement (the “**SPA**”) with YD427 PFV Co., Ltd., a company registered in the Republic of Korea which is an unrelated party of the Group (the “**Buyer**”) for the sale of its assets as described below (the “**Transferred Assets**”) to the Buyer for a consideration of One Trillion One Hundred Billion Korean Won (KRW1.1 trillion or approximately S\$1.26 billion based on the exchange rate of KRW 0.00115 : S\$1.00), excluding value-added tax (the “**Sale Consideration**”), upon the terms and conditions of the SPA (the “**Proposed Transaction**”).

2. PRINCIPAL TERMS OF THE SPA

2.1 Transferred Assets

The Transferred Assets, comprise, *inter alia*, the following:

- (a) the land at 395, 500-1, 627 – 630, 652-1, 653 – 656, Namdaemunno5-ga, Jung-gu, Seoul, Republic of Korea;
- (b) the hotel building comprising 680 guest rooms and 29 suites, business center, fitness center, pool, area used for the casino and other retail shops, restaurants and bar facilities and other associated facilities and amenities (the “**Building**”); and
- (c) all furniture, fixtures, equipment, supplies and other tangible personal properties that are utilised in the hotel business and casino business.

2.2 Sale Consideration

The Sale Consideration was arrived at after negotiations on an arm’s length basis and on a willing-buyer and willing-seller basis after taking into account, *inter alia*, that it represents an excess of KRW835.17 billion (approximately S\$960.44 million) over the Group’s net book value of the Transferred Assets as at 30 November 2021 and was the highest offer received by the Group. The Group had received several unsolicited and competing offers for the Seller’s assets.

Pursuant to the SPA, the Sale Consideration shall be paid in the following manner:

- (a) Within three (3) business days following the execution of the SPA, the Buyer shall pay an amount equal to ten percent (10%) of the Sale Consideration.
- (b) The Buyer shall pay to the Seller the balance Sale Consideration by the Closing Date (defined in the SPA as 28 February 2022), subject to certain adjustments in accordance with the terms of the SPA.

3. RATIONALE FOR THE PROPOSED TRANSACTION

The Board believes that the Proposed Transaction, which is in the ordinary course of the Group's business, is in the interests of the Company due to *inter alia* the following reasons:

- (a) demonstrates the Group's commitment to recycle capital, and is in accord with the Group's overall strategy to divest assets at a premium to net book value, valuation or offers received, as well as the Group's execution of the strategic review of the Millennium & Copthorne hotel portfolio after the successful privatisation of Millennium & Copthorne Hotels Limited;
- (b) performance of the Hotel has been trending negatively over the years, further exacerbated by the coronavirus outbreak in 2020 to-date; and
- (c) the Proposed Transaction would improve the Group's RNAV gearing as at 30 September 2021 from 66% to 58%, had the transaction taken place on 30 September 2021.

4. FINANCIAL EFFECTS OF THE PROPOSED TRANSACTION

Upon completion of the Proposed Transaction, the Group is expected to recognise an estimated gain in the income statement of approximately S\$529.73 million, net of taxes and related transaction costs. The Proposed Transaction is expected to be completed by 28 February 2022 and have a positive impact on the net asset value per share and the earnings per share of the Group.

5. DIRECTORS' AND CONTROLLING SHAREHOLDERS' INTEREST

Save for their shareholding interests in the Company, none of the Directors nor any of the controlling shareholders has any interest, direct or indirect, in the Proposed Transaction.

By Order of the Board

Yeo Swee Gim, Joanne
Enid Ling Peek Fong
Company Secretaries

13 December 2021



News Release

13 December 2021

CDL TO DIVEST SEOUL HOTEL FOR KRW 1.1 TRILLION AS PART OF STRATEGIC CAPITAL RECYCLING INITIATIVE TO UNLOCK LATENT ASSET VALUES

- **Enters into agreement to divest Millennium Hilton Seoul and adjoining land to IGIS Asset Management for KRW 1.1 trillion (approximately S\$1.26 billion¹) – at a significant premium to book value**
- **Divestment is in line with the Group’s capital recycling focus to unlock the deep value of its hotel assets since its privatisation of Millennium & Copthorne Hotels Limited**
- **Expected completion of proposed divestment in Q1 2022**

City Developments Limited (CDL), through CDL Hotels (Korea) Limited, its indirect wholly-owned subsidiary, had on Friday, 10 December 2021, entered into a sale and purchase agreement with YD427 PFV Co., Ltd, an entity managed by IGIS Asset Management Co. Ltd. for the proposed divestment of Millennium Hilton Seoul and the adjoining land plot in Korea for KRW 1.1 trillion (approximately S\$1.26 billion¹). IGIS Asset Management is one of the largest real estate managers in Korea with US\$34 billion in assets under management as of 2020.

Located at the foot of Mount Namsan and within walking distance to Seoul’s downtown business district, the 5-star, 22-storey Millennium Hilton Seoul is operated by Hilton Hotels & Resorts under a management contract. The hotel building comprises 680 guest rooms and 29 suites, a business centre, fitness centre, pool, area used for the casino and retail shops, restaurants and bar facilities and other associated facilities and amenities.

Opened in 1983, the hotel was previously owned by Daewoo Group before it was acquired by the CDL Group in November 1999 for US\$213.5 million following the Asian Financial Crisis. In 2013, CDL Hotels (Korea) Limited acquired the adjoining 1,563.7 square metre freehold land plot from Woo Yang Industrial Development Co. Ltd. for KRW 29.5 billion.

The proposed divestment which is expected to be completed by 28 February 2022, is in line with the acceleration of the CDL Group’s capital recycling strategy to unlock latent value from its long-held assets. Following its privatisation of Millennium & Copthorne Hotels Limited (M&C) in November 2019, the Group embarked on a strategic, holistic review of M&C’s entire global hotel footprint to restructure hotel assets as well as streamline cost structures with a view to unlock value at the right time.

The sale price for the assets was arrived on a willing-buyer and willing-seller basis. The Group accepted the highest offer, having received several unsolicited and competing offers. The amount represents an excess of KRW 835.17 billion (approximately S\$960.44 million) over the Group’s net book value of the property as of 30 November 2021.

The performance of Millennium Hilton Seoul has been trending negatively over the years, further exacerbated by the COVID-19 pandemic since 2020, which led to a sharp decline in accommodation and event bookings due to international travel restrictions and temporary lockdown regimes.

Mr Kwek Leng Beng, Executive Chairman of CDL and M&C, said, “Ever since I led our foray into the hotel industry in the 1970s, we have amassed a portfolio of valuable assets through strategic

¹ Based on an exchange rate of KRW 0.00115 = S\$1.00

acquisitions and geographical expansion. Many of these assets have been held at book value for decades.

Since acquiring Millennium Hilton Seoul in the late 1990s, we have steadfastly invested in the hotel, driven optimal performance and extracted good value from the property. We have always believed that this would be an asset that could provide tremendous value to shareholders at the right time and at the right price.

We received several unsolicited offers and negotiated hard to maximise value. This sizeable divestment at a significant premium to book value was the impetus to sell without hesitation and realise a substantial profit. The proposed divestment is in line with our capital recycling commitment to realise the deep, latent value from our assets.

We remain confident of the global hospitality recovery with pent-up demand. We will continue to review and fine-tune our portfolio to accelerate the Group's growth and transformation while enhancing shareholder value."

Upon completing this proposed divestment, the Group is expected to recognise an estimated gain in the income statement of S\$529.73 million, net of taxes and related transaction costs. This is expected to positively impact the NAV per share and earnings per share of the Group.

The proposed sale of the Seoul assets marks the Group's fourth hotel divestment of the M&C portfolio since its privatisation and the largest hotel divestment to date. The previous two non-core M&C hotel divestments completed were Millennium Hotel Cincinnati and Copthorne Hotel Birmingham, with Millennium Harvest House Boulder in the US expected to complete in 2022. These three non-core divestments have a combined sales value of around S\$178.96 million.

As of 30 June 2021, M&C owns, manages and operates over 145 hotels across some 80 locations worldwide throughout Asia, Europe, the Middle East, New Zealand and the US.

Issued by City Developments Limited (Co. Regn. No. 196300316Z)

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VISUALS

S/N	Caption	Visual
1	Located at the foot of Mount Namsan and within walking distance to Seoul's downtown business district, the 22-storey Millennium Hilton Seoul has 680 rooms and 29 suites and is operated by Hilton Hotels & Resorts under a management contract	
2	Millennium Hilton Seoul	