

# Proposed Privatization of GLP

14 July 2017



# Overview of Proposed Privatization of GLP



TRANSACTION STRUCTURE	Scheme of Arrangement (“Scheme”) for all the issued and paid-up ordinary shares of GLP (excluding treasury shares) with the intention to delist and privatize GLP
OFFEROR	Nesta Investment Holdings Limited, owned by a consortium comprising HOPU, Hillhouse Capital, SMG, BOCGI and Vanke
SCHEME CONSIDERATION	<p><b><u>S\$3.38</u></b> per share in cash</p> <ul style="list-style-type: none"><li>Will <u>not</u> be reduced by the proposed cash dividend<sup>1</sup> of S\$0.06 per share announced on 19 May 2017</li></ul>
TIMELINE	The Scheme is expected to be completed on or before 14 April 2018 <sup>2</sup>
IRREVOCABLE UNDERTAKING	GIC, as the single largest shareholder of the Company with a 36.84% stake, has provided an irrevocable undertaking to the Offeror to <u>vote in favor</u> of the Scheme on and subject to the terms set out in the Joint Announcement

<sup>1</sup> For the financial year ended 31 March 2017, subject to shareholders' approval at the Annual General Meeting to be held on 28 July 2017

<sup>2</sup> No later than nine months from the date of the Implementation Agreement or such other date as may be agreed in writing between the Offeror and the Company

# Independent Strategic Review



## Proposed Scheme is the result of the rigorous and independent Strategic Review process

### **SPECIAL COMMITTEE OF INDEPENDENT DIRECTORS**

- The Strategic Review was overseen by the Special Committee (“SC”)
  - Comprises four independent directors
  - Focused on maximizing value for all shareholders

### **WELL-ADVISED; RIGOROUS PROCESS**

- Independent, thorough and disciplined review of submitted proposals
- In consultation with
  - Financial adviser J.P. Morgan (S.E.A.) Limited
  - Legal adviser Allen & Gledhill LLP

### **KEY CONSIDERATIONS**

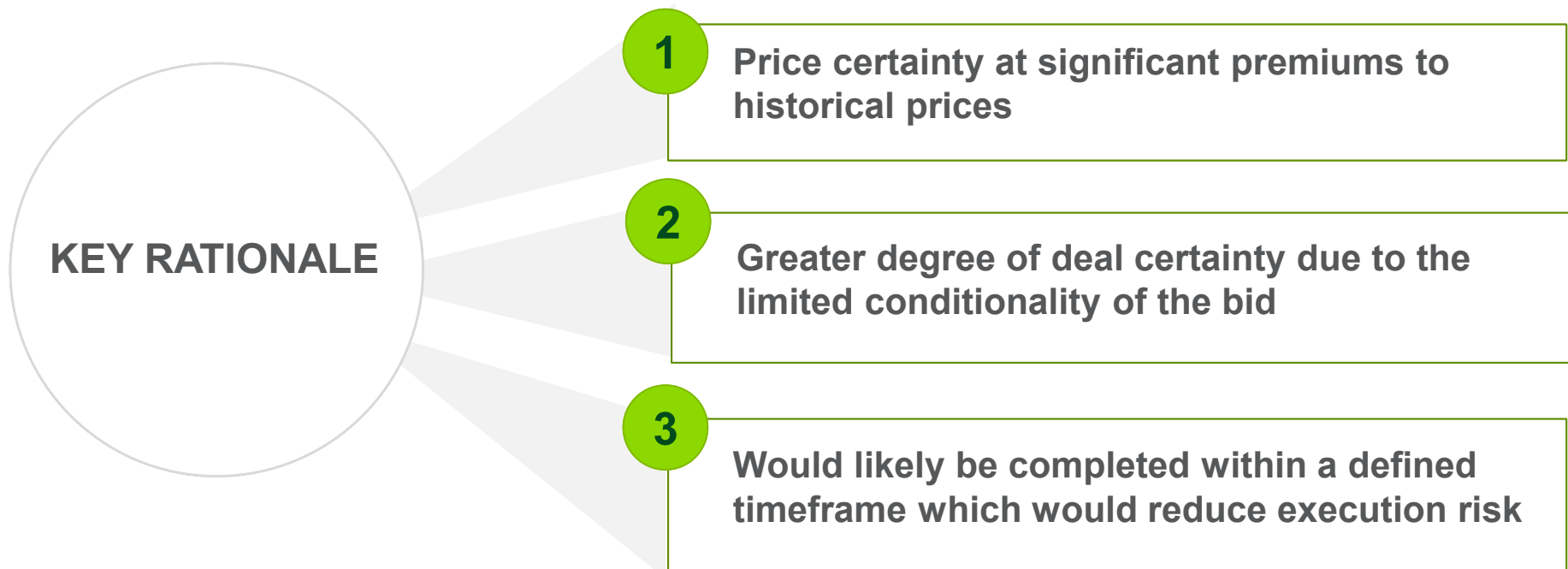
- ✓ **Price certainty**
- ✓ **Deal certainty**
- ✓ **Completion within a defined timeframe**



# Preliminary Recommendation



- The Independent Directors have received an opinion from GLP's financial adviser
- The Independent Directors concur with the financial adviser's opinion that the Scheme Consideration is fair, from a financial point of view, to the shareholders
- The Independent Directors made a preliminary recommendation to shareholders to vote in favor of the Scheme

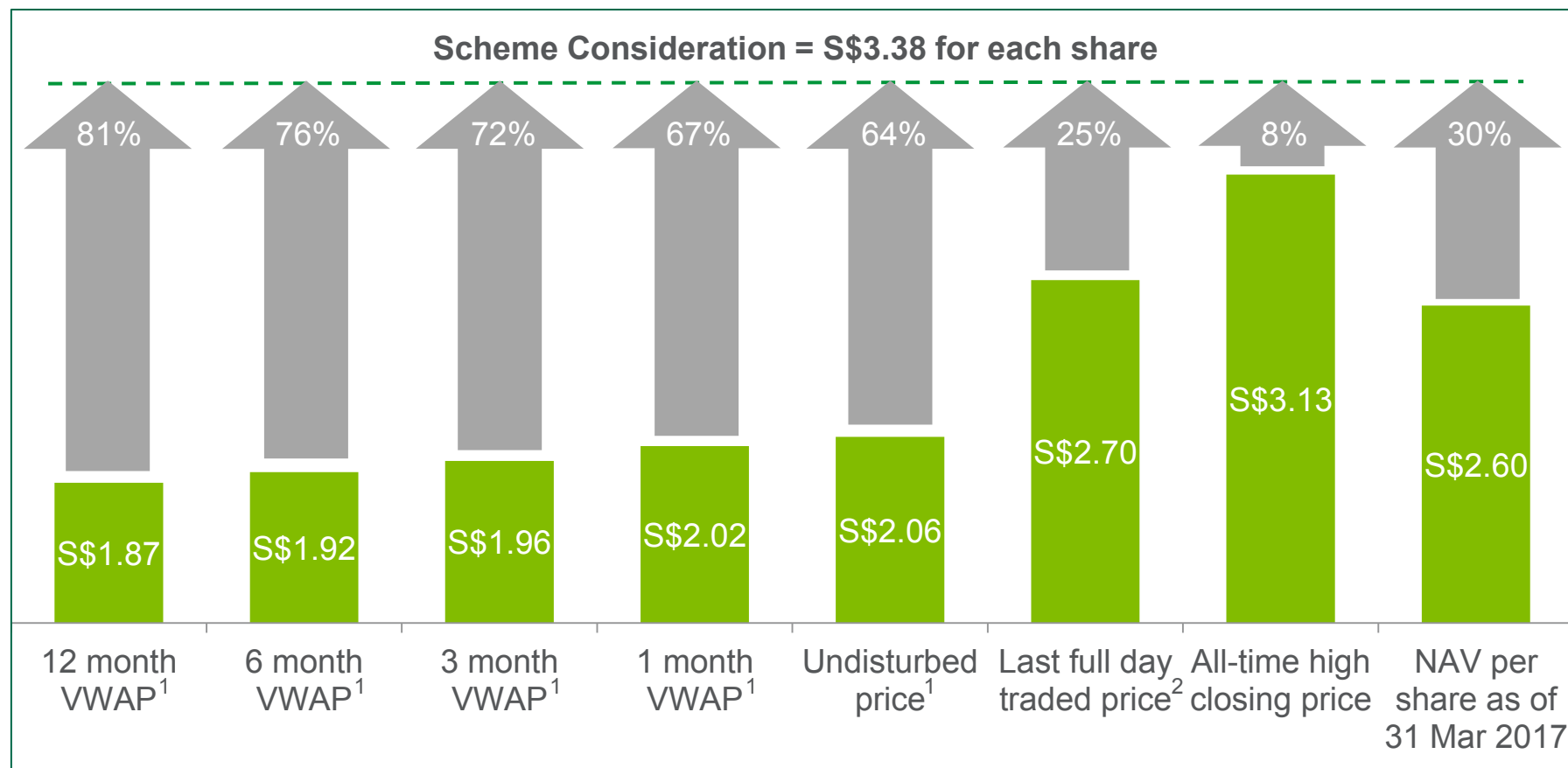


## Rationale for Recommendation

### 1 Price certainty at significant premiums to historical prices



Attractive premium to current and historical market prices



Source: Bloomberg

<sup>1</sup> Closing price as of 30 November 2016, which is the last trading day immediately before 1 December 2016, being the date on which the Company released the announcement in respect of the undertaking of an independent strategic review. The VWAPs are with reference to the relevant periods up to and including 30 November 2016

<sup>2</sup> Closing price as of 12 July 2017

<sup>3</sup> Based on 4,687,009,190 shares outstanding (excluding treasury shares) as at 31 March 2017 and assuming the exchange rate of US\$1 = S\$1.40 as at 31 March 2017

**2 Greater degree of deal certainty due to the limited conditionality of the bid**



**The Consortium's bid has limited conditions to the Scheme**

- ☒ No Antitrust Approvals<sup>(1)</sup>
- ☒ No CFIUS Approval<sup>(1)</sup>
- ☒ No Third Party Consents<sup>(2)</sup>
- ☒ No Fund Management Consents<sup>(2)</sup>

<sup>1</sup> As defined in the Joint Announcement

<sup>2</sup> As defined in the Implementation Agreement

## Rationale for Recommendation (cont'd)

- 3** Would likely be completed within a defined timeframe which would reduce execution risk



### INDICATIVE TIMELINE

**14 July 2017**

**To be announced**

**On or before  
14 April 2018<sup>1,2</sup>**

- **Release of Joint Announcement**
- **Appointment of IFA**
- **Despatch of Scheme Document**
- **Scheme Meeting**
- **If Scheme becomes effective**
  - **Shareholders receive S\$3.38 per share**
  - **GLP delisted**

<sup>1</sup> No later than nine months from the date of the Implementation Agreement or such other date as may be agreed in writing between the Offeror and the Company

<sup>2</sup> Closing of transaction subject to shareholders' approval at Scheme Meeting and subject to the satisfaction or waiver, where applicable, of the other Scheme conditions

## Next Steps



### IFA & FINAL RECOMMENDATION

- The Company will appoint an independent financial adviser
- The Independent Directors will make their final recommendation to shareholders on the Scheme in the Scheme Document to be issued in due course

### The Scheme will require, among others, shareholder approval and court sanction

### SHAREHOLDER APPROVAL

- **Head-count condition:** Approval of more than 50% of the number of shareholders present and voting in person or by proxy at the Scheme Meeting
- **Share-count condition:** Approval of at least 75% in value of shares held by the shareholders present and voting in person or by proxy at the Scheme Meeting

The Offeror and its concert parties will be required to abstain from voting on the Scheme.



# Appendix: Consortium Members



		% Interest <sup>(1)</sup>
<b>HOPU</b>	<ul style="list-style-type: none"> <li>Established by Mr. Fang Fenglei in 2008</li> <li>Leading China-based private equity investment firm, with offices in Beijing, Hong Kong and Singapore</li> <li>Managed approximately US\$7.5 billion through multiple funds, and has generated transactions amounting to US\$24 billion in deal size</li> </ul>	21.3%
<b>Hillhouse Capital</b>	<ul style="list-style-type: none"> <li>Global firm of investment professionals and operating executives focused on building and investing in high quality business franchises</li> <li>Founded in 2005, Hillhouse Capital and its group members currently manage US\$30 billion in assets on behalf of leading institutional clients globally</li> </ul>	21.2%
<b>SMG</b>	<ul style="list-style-type: none"> <li>Co-founded by Mr. Ming Z. Mei, the Chief Executive Officer and Executive Director of the Company</li> </ul>	21.2%
<b>BOCGI</b>	<ul style="list-style-type: none"> <li>Incorporated in Hong Kong in 1984, Bank of China Group Investment (“BOCGI”) is the financial service investment arm of Bank of China Limited</li> <li>BOCGI invests in Hong Kong, China, and overseas, and focuses mainly on Bank of China Limited’s key customers, target clients, and strategic partners</li> </ul>	15.0%
<b>Vanke</b>	<ul style="list-style-type: none"> <li>Established in 1984, Vanke is a leading real estate company headquartered in Shenzhen</li> <li>Develops residential properties, as well as other retail and industrial properties</li> <li>Conducts investment, financing, and property development activities outside of China through Vanke’s offshore management platform, Vanke Real Estate (Hong Kong) Company Limited</li> </ul>	21.4%

<sup>1</sup> It is anticipated that each Consortium member will hold a direct stake in the limited partnership interests in Nesta Investment Holdings, L.P. and a corresponding direct stake in the Class A ordinary shares of Nesta Investment Holdings GenPar Limited in the depicted proportions at the closing of the Acquisition. Refer to the Joint Announcement for more details

# Appendix: Offeror Rationale



1

## Opportunity for shareholders to realize their investment

- ✓ Opportunity for shareholders to realize their investments at an attractive premium
  - Premium of 8% over the all-time high closing price
  - Premium of 81% over the 12-month VWAP prior to last undisturbed price<sup>(1)</sup>

2

## Unique opportunity for the Offeror

- ✓ Opportunity to invest in a company with an exceptional platform
- ✓ Help to expand its leadership position in the modern logistics space

<sup>1</sup> Closing price as of 30 Nov 2016, which is the last trading day immediately before 1 Dec 2016, being the date on which the Company released the announcement in respect of the undertaking of an independent strategic review. The VWAP is with reference to the relevant period up to and including 30 Nov 2016

# Disclaimer



*All capitalized terms which are used in this presentation deck but not otherwise defined herein shall have the meanings ascribed to them in the Joint Announcement dated 14 July 2017. This presentation deck should be read in conjunction with the Joint Announcement, a copy of which is available on <http://ir.glprop.com>*

*All statements other than statements of historical facts included in this presentation deck are or may be forward-looking statements. Forward-looking statements include but are not limited to those using words such as “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 or the Company’s (as the case may be) 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 may differ materially from those described in such forward-looking statements. Shareholders and investors of the Offeror and the Company should not place undue reliance on such forward-looking statements, and neither the Offeror nor the Company undertakes any obligation to update publicly or revise any forward-looking statements.*

## **Responsibility statements**

### **GLP**

*The directors of the Company (including any who may have delegated detailed supervision of the preparation of this presentation deck) have taken all reasonable care to ensure that the facts stated and all opinions expressed in this presentation deck in each case which relate to the Company (excluding information relating to the Offeror or any opinion expressed by the Offeror) are fair and accurate and that, where appropriate, no material facts which relate to the Company have been omitted from this presentation deck, and the directors of the Company jointly and severally accept responsibility accordingly. For the avoidance of doubt, the Relevant Directors (being Mr. Ming Z. Mei and Mr. Fang Fenglei) take no responsibility for the Preliminary Recommendation.*

*Where any information which relates to the Company has been extracted or reproduced from published or otherwise publicly available sources or obtained from the Offeror, the sole responsibility of the directors of the Company has been to ensure that, through reasonable enquiries, such information is accurately extracted from such sources or, as the case may be, reflected or reproduced in this presentation deck. The directors of the Company do not accept any responsibility for any information relating to the Offeror or any opinion expressed by the Offeror.*

### **Offeror**

*The directors of the Offeror (including any who may have delegated detailed supervision of the preparation of this presentation deck) have taken all reasonable care to ensure that the facts stated and all opinions expressed in this presentation deck (excluding information relating to the Company or any opinion expressed by the Company) are fair and accurate and that, where appropriate, no material facts in relation thereto have been omitted from this presentation deck and the directors of the Offeror jointly and severally accept responsibility accordingly.*

*Where any information has been extracted or reproduced from published or otherwise publicly available sources or obtained from the Company, the sole responsibility of the directors of the Offeror has been to ensure that, through reasonable enquiries, such information is accurately extracted from such sources or, as the case may be, reflected or reproduced in this presentation deck. The directors of the Offeror do not accept any responsibility for any information relating to or any opinion expressed by the Company.*

# Investor and Media Relations Contact

Ambika Goel, CFA

SVP - Capital Markets and Investor Relations

Tel: +65 6643 6372

Email: [agoel@glprop.com](mailto:agoel@glprop.com)

# Financial Adviser Contact

J.P. Morgan (S.E.A.) Limited

Tel: +65 6882 8342

