



Update on Proposed Privatization

27 October 2017



Overview of Proposed Privatization



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

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 (“the Offeror”) is owned by leading investment companies with a global capital investor base. Each member of the consortium understands the different elements of the logistics ecosystem.

SCHEME CONSIDERATION

S\$3.38 per share in cash
Expected date for payment¹: **By 19 January 2018**

Note:

1. Payment of the Scheme Consideration to be within seven (7) Business Days from the date the Scheme becomes effective. You should note that the expected date for payment of the Scheme Consideration is indicative only and may be subject to change. Please refer to future announcement(s) by the Company for the exact dates of these events.

Background of the Strategic Review



- Request received from GLP's largest shareholder, GIC Real Estate Private Limited
- A Special Committee comprising four independent directors was constituted to oversee the Strategic Review, with a focus on maximizing shareholder value and execution certainty
- Directors who were conflicted or potentially conflicted recused themselves from discussions and decisions relating to the Strategic Review
- GLP received firm proposals from shortlisted bidders for final evaluation

Announcement of Strategic Review
1 Dec 2016

Submission Deadline for Firm Proposals
30 Jun 2017

3 Feb 2017
Receipt of Non-Binding Proposals

- GLP received non-binding proposals from several parties for evaluation
- Shortlisted parties invited to conduct due diligence

14 Jul 2017
Conclusion of Strategic Review

- After final evaluation, Nesta Investment Holdings Limited was selected as the preferred bidder

Recommendation



- The Independent Financial Adviser (“IFA”) has advised that the Scheme Consideration is **FAIR** and **REASONABLE** from a financial point of view
- The Independent Directors unanimously recommend that shareholders **VOTE IN FAVOR** of the Scheme

Independent Financial Adviser’s Advice¹

Evercore has been appointed as IFA. An extract from the IFA letter is set out below:

“...we are of the opinion that as of the IFA Reference Date, from a financial point of view, the Scheme Consideration is **FAIR AND REASONABLE**. Accordingly, we advise the Independent Directors to recommend Shareholders to **VOTE IN FAVOR** of the Scheme.”

Independent Directors’ Recommendation¹

An extract of the recommendations from the Independent Directors of the Company is set out below:

“The Independent Directors, having considered carefully the terms of the Scheme and the advice given by the IFA in the IFA Letter, concur with the recommendation of the IFA in respect of the Scheme. Accordingly, the Independent Directors recommend that Shareholders **VOTE IN FAVOR** of the Scheme at the Scheme Meeting.”



Note:

1. It is important that the extracts of the Independent Financial Adviser’s Advice and the Independent Directors’ Recommendation are read together with and in the context of the IFA Letter in full and the Letter to Shareholders in full. You are advised against relying solely on these extracts

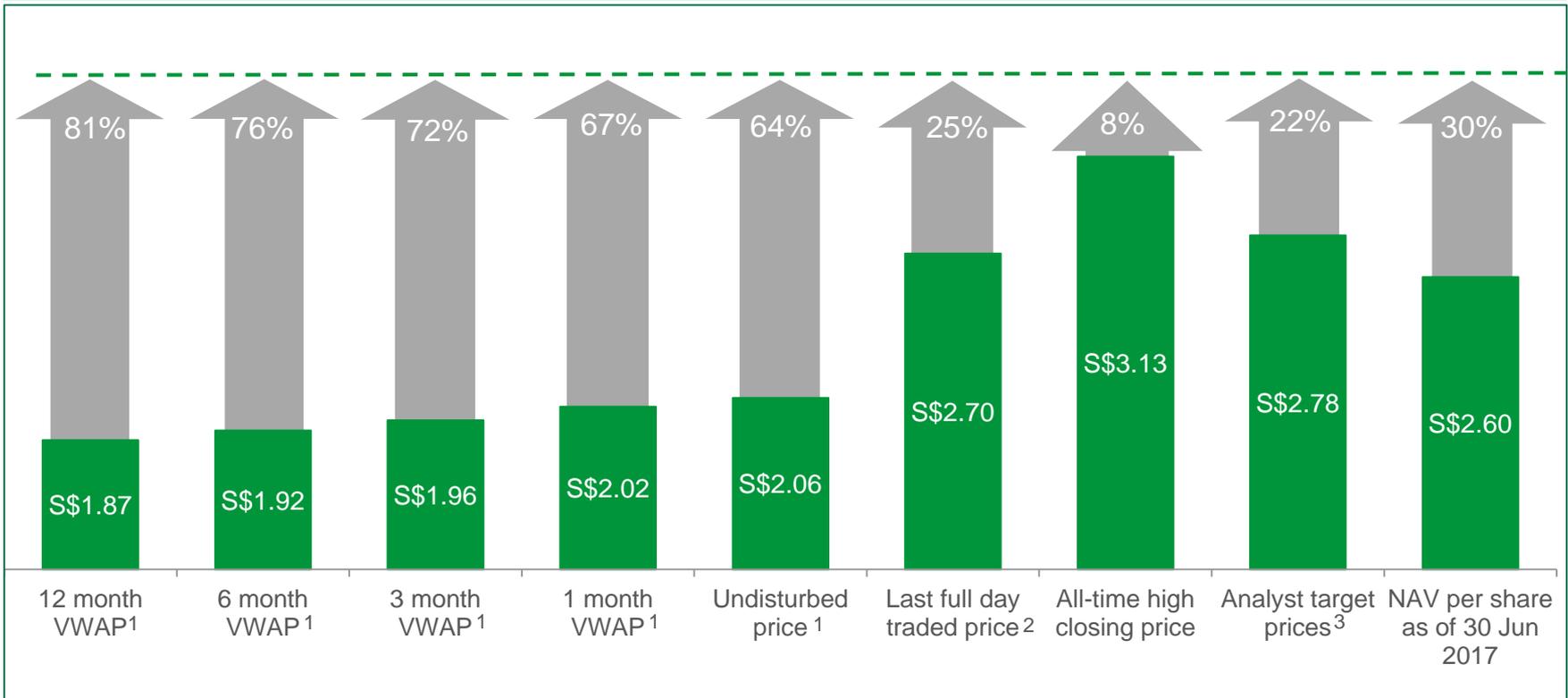
Rationale for Selection of the Offeror as the Preferred Bidder



1 Price Certainty



Scheme Consideration = S\$3.38 for each share



Source: Bloomberg

Note:

1. 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 the independent strategic review. The VWAPs are with reference to the relevant periods up to and including 30 November 2016
2. Closing price as of 12 July 2017
3. Average analyst 12-month target price as of 12 July 2017, based on analyst recommendations updated over the prior 3 months. Target price range is S\$1.72 – S\$3.06. (Source: Bloomberg)

2 Deal Certainty



DEAL CERTAINTY due to limited conditionality of the bid

The Scheme is not conditional on:

- Antitrust Approvals¹
- CFIUS Approval¹
- Third Party Consents²
- Fund Management Consents²

Note:

1. As defined in the Joint Announcement
2. As defined in the Implementation Agreement

3 Defined Timeline



COMPLETION WITHIN A DEFINED TIMEFRAME reduces execution risk

Jul – Sep 2017

14 July

- Joint Announcement of Scheme of Arrangement

2 August

- Appointment of Evercore as IFA

Oct – Nov 2017

6 October

- SGX approval for delisting¹

27 October

- Despatch of Scheme Document

30 November

- Scheme Meeting

Dec 2017 – Jan 2018

If approved by shareholders

12 December²

- Expected Court hearing date to sanction the Scheme

10 January^{2,3}

- Expected Effective Date

By 19 January^{2,3}

- Expected date for payment

**Scheme is expected to be effective on 10 January 2018,
well ahead of the long-stop date of 14 April 2018**

Note:

1. The SGX approval for delisting is not to be taken as an indication of the merits of the Scheme, the delisting of GLP from the Official List of the SGX-ST, GLP, its subsidiaries and/or their securities
2. Dates are indicative and subject to change. Actual dates will be announced by GLP in due course
3. Assuming that all other Scheme conditions are satisfied (or, where applicable, waived)

Shareholder Approval



The Scheme is subject to, inter alia, approval from Shareholders and the Court. TWO conditions must be met for the Scheme to be approved by Shareholders at the Scheme Meeting.

“HEAD-COUNT” CONDITION

>50%

Of the total number of Shareholders present and voting in person or by proxy at the Scheme Meeting, **more than 50% in number** must vote to approve the Scheme



“SHARE-COUNT” CONDITION

≥75%

Of the total number of Shares voted by Shareholders present and voting in person or by proxy at the Scheme Meeting, **at least 75% in value** must be voted to approve the Scheme

IRREVOCABLE UNDERTAKING

GIC, as the Company's single largest shareholder with a 36.84% interest, has provided an irrevocable undertaking to the Offeror to **vote in favor** of the Scheme

Appendix: Corporate Governance



Deal Governance

- Special Committee, comprising four independent directors, was constituted to oversee the Strategic Review process, and ensure that the due diligence process was in compliance with industry guidelines and best practices
- Process was guided by Allen & Gledhill, external legal counsel, and J.P. Morgan, financial adviser, to ensure compliance with the Singapore Code on Take-Overs and Mergers
- Any person deemed to have a conflict of interest recused themselves from any decisions relating to the Strategic Review

Fair and Transparent Process

- All bidders were provided with management information sessions and equal access to the same virtual and physical data rooms
- All proposals were assessed on the same criteria of maximizing value to shareholders, deal certainty and level of execution risk

Key Considerations

1

Price certainty

2

Deal certainty

3

Completion within a defined timeframe

Appendix: Nesta Consortium Members



- **Nesta Investment Holdings Limited is owned by leading investment companies with a global capital investor base. Each member of the consortium understands the different elements of the logistics ecosystem.**

**HOPU
(21.3%)**

**Hillhouse Capital
(21.2%)**

**SMG
(21.2%)**

**BOCGI
(15.0%)**

**Vanke
(21.4%)**

Appendix: Long-Term Strategy and Future Plans



Continued Growth of Global Platform

- Offeror intends to **continue the businesses and operations** of the GLP Group in their present form and to steer the GLP Group towards further growth¹
- Further **strengthen GLP's market-leading position in key markets**, underpinned by a solid capital base and strength and expertise of Consortium members
- **Create a logistics ecosystem for the future** by utilizing latest technology and big data to provide solutions to customers

Strategic Pillars Solid

- **Operations** – Focus on building a solid global logistics infrastructure network
- **Development** – Maintain strong capital discipline while developing to meet demand
- **Fund management** – Actively build on the platform in new and existing markets, including a potential new China income fund, continuing to sell assets to the J-REIT and expanding into Europe

Management Continuity

- **Existing management team, led by CEO Ming Mei**, will be retained following completion of the Acquisition¹ and will continue to execute on GLP's growth strategy
- **Strong local teams** remain focused on further developing **GLP's global platform**
- Maintain communication with key stakeholders including customers, investment partners and team members

1. Please refer to the statement from the Offeror dated 8 August 2017 for more details

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