


## General Announcement::Recommended Final Cash Offer for Millennium &amp; Copthorne Hotels plc - Lapse of Final Offer

## Issuer &amp; Securities

<b>Issuer/ Manager</b>	CITY DEVELOPMENTS LIMITED
<b>Securities</b>	CITY DEVELOPMENTS LIMITED - SG1R89002252 - C09
<b>Stapled Security</b>	No

## Announcement Details

<b>Announcement Title</b>	General Announcement
<b>Date &amp; Time of Broadcast</b>	27-Jan-2018 00:54:14
<b>Status</b>	New
<b>Announcement Sub Title</b>	Recommended Final Cash Offer for Millennium & Copthorne Hotels plc - Lapse of Final Offer
<b>Announcement Reference</b>	SG180127OTHR7D55
<b>Submitted By (Co./ Ind. Name)</b>	Enid Ling Peek Fong
<b>Designation</b>	Company Secretary
<b>Description (Please provide a detailed description of the event in the box below)</b>	Please refer to the attached announcement on Lapse of Final Offer relating to the Recommended Final Cash Offer for Millennium & Copthorne Hotels plc by Agapier Investments Limited, a wholly-owned subsidiary of City Developments Limited.
<b>Attachments</b>	 <a href="#">MOZART SGX Announcement - Lapse of Final Offer with Appendix.PDF</a> Total size =250K

## **CITY DEVELOPMENTS LIMITED**

(Company Registration No. 196300316Z)

(Incorporated in the Republic of Singapore)

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### **Recommended Final Cash Offer for Millennium & Copthorne Hotels plc (“M&C” or the “Offeree”) by Agapier Investments Limited (the “Offeror”) (a company indirectly and wholly-owned by City Developments Limited)**

#### **Lapse of Final Offer**

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On 8 December 2017, the boards of City Developments Limited (the “**Company**”) and the Offeror and the independent non-executive directors of M&C, announced a recommended final cash offer pursuant to which the Offeror would acquire the entire issued and to be issued ordinary share capital of the Offeree not already owned by CDL and its subsidiaries (and persons acting in concert with them), which is final and will not be increased (the “**Final Offer**”). The full terms of, and conditions to, the Final Offer and the procedures for acceptance were set out in the offer document dated 21 December 2017.

The Offeror has, on 26 January 2018 (London time), released an announcement (the “**Announcement**”) on the London Stock Exchange announcing, amongst others, (i) the level of valid acceptances received in respect of the Final Offer and (ii) the lapse of the Final Offer with immediate effect from 1.00 p.m. on 26 January 2018 (London time). A copy of the Announcement is attached as an Appendix to this announcement.

**The Company wishes to advise shareholders of the Company to refrain from taking any action in respect of their shares or other securities in the Company which may be prejudicial to their interests, and to exercise caution when dealing in such shares or other securities.**

**CITY DEVELOPMENTS LIMITED**

Shufen Loh @ Catherine Shufen Loh

Enid Ling Peek Fong

Company Secretaries

27 January 2018, Singapore

**Appendix**

**Announcement**

NOT FOR RELEASE, PUBLICATION OR DISTRIBUTION, IN WHOLE OR IN PART, IN, INTO OR FROM ANY JURISDICTION WHERE TO DO SO WOULD CONSTITUTE A VIOLATION OF THE RELEVANT LAWS OF THAT JURISDICTION

26 January 2018

**RECOMMENDED FINAL CASH OFFER**

for

**Millennium & Copthorne Hotels plc (“Offeree”)**

by

**Agapier Investments Limited (“Offeror”)**

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

**LAPSE OF FINAL OFFER**

**1 Introduction**

On 8 December 2017, the boards of CDL and the Offeror and the Offeree Independent Directors announced a recommended final cash offer pursuant to which the Offeror would acquire the entire issued and to be issued ordinary share capital of the Offeree not already owned by CDL and its subsidiaries (and persons acting in concert with them), which is final and will not be increased (the “**Final Offer**”). The full terms of, and conditions to, the Final Offer and the procedures for acceptance were set out in the offer document dated 21 December 2017 (the “**Offer Document**”).

Defined terms used but not defined in this announcement have the same meanings as set out in the Offer Document.

**2 Level of acceptances**

As set out in the Offer Document, the Final Offer was conditional, amongst other things, upon the Offeror securing valid acceptances of the Final Offer in respect of more than 50 per cent. in nominal value of the Offeree Shares not already owned by the CDL Parties and of the voting rights attached to those shares.

As at 1.00 p.m. on 26 January 2018, being the final closing date of the Final Offer, the Offeror has received valid acceptances in respect of a total of 53,276,762 Offeree Shares, representing approximately 47.14 per cent. of the Offeree’s issued share capital Offeree Shares not already owned by the CDL Parties as at 8 December 2017, which the Offeror was able to count towards the satisfaction of the Acceptance Condition.

So far as CDL is aware, none of these acceptances had been received from persons acting in concert with CDL or the Offeror.

The percentages of Offeree Shares referred to in this announcement are based upon the figure of 324,765,838 Offeree Shares in issue as at the close of business on 25 January 2018, being the latest practicable date prior to publication of this announcement.

### 3 Lapse of Final Offer

In light of the acceptances referred to in paragraph 2 above, the Acceptance Condition has not been satisfied. Accordingly, the Final Offer was not capable of being declared unconditional as to acceptances at 1.00 p.m. on 26 January 2018 and therefore the Final Offer has lapsed with immediate effect.

As the Final Offer has lapsed, it is no longer capable of further acceptance and any accepting Offeree Shareholders cease to be bound by their acceptances. Acceptances of the Final Offer will be returned to acceptors as soon as practicable.

### 4 CDL's ongoing commitment to the Offeree

The Board of CDL respects the decision of the Offeree Shareholders. CDL remains committed to maintaining its controlling shareholding in the Offeree, supporting the Offeree's strategy as a hotel owner and operator and the extensive capital expenditure program required to improve performance.

### 5 Interests in relevant securities

Save for the interests set out below, as at close of business on 25 January 2018, being the latest practicable date prior to publication of this announcement, none of the Offeror, the Offeror Directors or their respective related parties nor (so far as the Offeror is aware) any person acting in concert with the Offeror (a) is interested in, or has any rights to subscribe for, any relevant securities of the Offeree, or securities convertible or exchangeable into Offeree Shares, (b) has any short position (whether conditional or absolute and whether in the money or otherwise) in, including any short position under a derivative or any agreement to sell or any delivery obligation or right to require another person to purchase or take delivery of, any relevant securities of the Offeree, or (c) has any borrowing or lending of any relevant securities of the Offeree (save for any borrowed Offeree Shares which have been either on-lent or sold).

Prior to the commencement of the Offer Period and as at close of business on 25 January 2018, being the latest practicable date prior to publication of this announcement, the CDL Parties held the following 211,749,487 Offeree Shares, representing approximately 65.20 per cent. of the Offeree's issued share capital:

<i>Name</i>	<i>Nature of interest or rights concerned</i>	<i>Number of Offeree Shares</i>	<i>Class of relevant securities</i>
Singapura Developments (Private) Limited	Direct	170,604,309	Ordinary shares
Reach Across International Limited	Direct	4,683,251	Ordinary shares
Reach Across International Limited (held by Pershing LLC)	Direct	36,461,927	Ordinary shares

The CDL Group has no current intention to dispose of any shares held by it in the Offeree.

## 6 General

In accordance with the terms of the Final Offer, forms of acceptance and share certificates will be returned to shareholders within the next three US business days.

## 7 Further Information

### Enquiries:

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### **Important Notices**

*Unless expressly defined in this announcement, terms defined in the Offer Document have the same meaning when used in this announcement. All references to time in this announcement are to London time.*

*Deutsche Bank AG is subject to supervision by the European Central Bank and by BaFin, Germany's Federal Financial Supervisory Authority, and is subject to limited regulation in the United Kingdom by the Prudential Regulation Authority and Financial Conduct Authority and in Singapore by the Monetary Authority of Singapore. Details about the extent of Deutsche Bank AG's authorisation and regulation by the Prudential Regulation Authority, the Financial Conduct Authority and the Monetary Authority of Singapore are available on request. Deutsche Bank AG, acting through its Singapore branch, is acting as financial adviser to CDL and no-one else in connection with the subject matter of the Final Offer and this announcement and will not be responsible to anyone other than CDL for providing the protections afforded to its clients or for providing advice in connection with the subject matter of the Final Offer and this announcement.*

*HSBC Bank plc, which is authorised by the Prudential Regulation Authority and regulated in the United Kingdom by the Financial Conduct Authority and the Prudential Regulation Authority, is acting as financial adviser to CDL and for no-one else in connection with the subject matter of the Final Offer and this announcement and will not be responsible to anyone other than CDL for providing the protections afforded to its clients or for providing advice in connection with the subject matter of the Final Offer and this announcement.*

*This announcement is for information purposes only and does not constitute an offer to sell or an invitation to purchase any securities or the solicitation of an offer to buy any*

securities, pursuant to the Final Offer or otherwise. The Final Offer has been made solely by means of an Offer Document and the Form of Acceptance accompanying the Offer Document, which contain the full terms and conditions of the Final Offer, including details of how the Final Offer may be accepted.

### **Overseas Shareholders**

The release, publication or distribution of this announcement in certain jurisdictions may be restricted by law. Persons who are not resident in the United Kingdom or who are subject to the laws and/or regulations of any jurisdictions other than the United Kingdom should inform themselves of, and observe, any applicable requirements. Any failure to comply with the applicable legal and/or regulatory requirements may constitute a violation of the laws of any such jurisdiction. To the fullest extent permitted by applicable law, the companies and persons involved in the Final Offer disclaim any responsibility or liability for the violation of such restrictions by any person.

This announcement has been prepared for the purposes of complying with English law, the Listing Rules, the rules of the London Stock Exchange and the Code 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/or regulations of jurisdiction outside the United Kingdom.

Unless otherwise determined by the Offeror or required by the Code, and permitted by applicable law and regulation, 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 this announcement and all documents relating to the Final Offer 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 this announcement and all documents relating to the Final Offer (including agents, custodians, nominees and trustees) must not mail or otherwise distribute or send them in, into or from such Restricted Jurisdiction as doing so may invalidate any purported acceptance of the Final Offer. Any person (including, without limitation, any agent, custodian, nominee and trustee) who would, or otherwise intends to, or who may have a contractual or legal obligation to, forward this announcement and/or the Offer Document and/or any other related document to any jurisdiction outside the UK should inform themselves of, and observe, any applicable legal or regulatory requirements of their jurisdiction.

The availability of the Final Offer to Offeree Shareholders who are not resident in the United Kingdom may be affected by the laws of the relevant jurisdictions in which they are resident. Persons who are not resident in the United Kingdom should inform themselves of, and observe, any applicable requirements.

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

The Final Offer is being made for the securities of the Offeree, a company incorporated under the laws of England and Wales, and is being made in the United States in compliance with, and reliance on, Section 14(e) of the US Securities Exchange Act of 1934 (the "**Exchange Act**") and Regulation 14E thereunder. The Final Offer will be made in the United States by the Offeror and no one else.

*The Final Offer is subject to the disclosure and procedural requirements of the United Kingdom which are different from those in the United States.*

*It may be difficult for United States holders of shares in CDL or the Offeree to enforce their rights and claims arising out of the United States federal securities laws, since CDL, the Offeror and the Offeree 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-United States company or its officers or directors in a non-United States court for violations of United States securities laws. Further, it may be difficult to compel a non-United States company and its affiliates to subject themselves to a United States court's judgement.*

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

*Under Rule 8.3(a) of the Code, any person who is interested in 1% 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 pm on the 10th business day following the commencement of the offer period and, if appropriate, by no later than 3.30 pm 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% 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 pm 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 Takeover 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 Takeover Panel's Market Surveillance Unit on +44 (0)20 7638 0129.*

***Publication on website and availability of hard copies***

*This announcement will be available subject to certain restrictions relating to persons resident in restricted jurisdictions on CDL's website at [www.cdl.com.sg/Millennium-Offer](http://www.cdl.com.sg/Millennium-Offer) by no later than 12 noon on 29 January 2018. For the avoidance of doubt, the contents of this website are not incorporated into and does not form part of this announcement.*

*You may request a hard copy of this announcement by contacting Equiniti Limited on 0371-384-2343 (if calling within the UK) or +44 (0)121-415-7047 (if calling from outside the UK). Lines are open Monday to Friday 8.30 am to 5.30 pm, excluding UK Bank Holidays. You may also request that all future documents, announcements and information to be sent to you in relation to the Final Offer should be in hard copy form.*