

ASSET ACQUISITIONS AND DISPOSALS::PROPOSED PUBLIC TENDER OFFER FOR SHARES IN REFRIGERATION ELECTRICAL ENGINEERING CORPORATION

Issuer & Securities

Issuer/ Manager

JARDINE CYCLE & CARRIAGE LIMITED

Securities

JARDINE CYCLE & CARRIAGE LTD - SG1B51001017 - C07

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Announcement Details

Announcement Title

Asset Acquisitions and Disposals

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Proposed Public Tender Offer for Shares in Refrigeration Electrical Engineering Corporation

Announcement Reference

SG190815OTHRG349

Submitted By (Co./ Ind. Name)

Jeffery Tan Eng Heong

Designation

Company Secretary

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

Jardine Cycle & Carriage Limited ("JC&C") wishes to announce that its wholly-owned subsidiary, Platinum Victory Pte. Ltd. ("PVPL"), has submitted an application to launch a public tender offer ("PTO") for shares in Refrigeration Electrical Engineering Corporation ("REE"). The application is pending regulatory approval.

PVPL currently owns 24.9% of REE. In order to further acquire shares which would bring its shareholding in REE to above 25.0%, PVPL is required under Vietnam laws to make a PTO for shares in REE.

If approved, and subject to the level of acceptances, the proposed PTO will be for the acquisition of up to 10.11% of shares in REE at an offer price of VND45,000 per share. As at today, the closing market

price of a REE share on the Ho Chi Minh Stock Exchange was VND36,550. The proposed PTO will only be for shares in REE that are held by non-Vietnamese persons and entities, as PVPL is a non-Vietnamese entity and REE is subject to a 49.0% foreign ownership limit, which has been reached.

JC&C will make a further announcement upon receipt of regulatory approval to proceed with the PTO.

Assuming that the proposed PTO is proceeded with, it will be funded by internal resources and external borrowings, and is not expected to have a material impact on the JC&C Group's net tangible assets or earnings per share. REE has been equity accounted for as an associate and contributes to the earnings of the JC&C Group. Purely for illustrative purposes only, assuming a maximum 10.11% of shares in REE at an offer price of VND45,000 per share, the aggregate price would be VND1.4 billion (approximately US\$60.8 million). As such, had the PTO taken place on 1st January 2018, it would not have had a material impact on the JC&C Group's earnings per share for the financial year ended 31st December 2018, and had the PTO taken place on 31st December 2018, it would not have had a material impact on the JC&C Group's net tangible assets per share for the financial year ended 31st December 2018.

None of the Directors or controlling shareholders of JC&C has any interest, direct or indirect, in the proposed transaction (save through their shareholding interests, if any, in JC&C or directorship in REE).
