

## **BANYAN TREE HOLDINGS LIMITED**

(Company Registration Number 200003108H)

### **TENDER OFFER FOR PURCHASE OF SHARES OF LAGUNA RESORTS & HOTELS PUBLIC COMPANY LIMITED**

#### **1. INTRODUCTION**

Banyan Tree Holdings Limited ("**BTH**")/ the "**Company**", and together with its subsidiaries, the "**BTH Group**") announces that BTH Group intends to acquire all the remaining ordinary shares (i.e. an aggregate of 57,084,525 shares) in its subsidiary, Laguna Resorts & Hotels Public Company Limited ("**LRH**" and "**LRH Shares**") which BTH Group does not already own ("**Acquisition**"). A copy of the letter of offer from the Group of Offerors (as defined below) dated 26 February 2018 sent to the board of directors of LRH, marked as Appendix "A", is attached to this Announcement ("**Offer Letter**").

#### **2. PRINCIPAL TERMS OF ACQUISITION**

- 2.1 Offer.** The Acquisition will be effected by way of a voluntary tender offer ("**Tender Offer**") for the LRH Shares by BTH and its subsidiary, Banyan Tree Resorts & Spas (Thailand) Company Limited ("**BTR & Spa**") (collectively referred to as the "**Group of Offerors**"). It is intended that the LRH Shares which are validly tendered into the Tender Offer shall be acquired and held by BTR & Spa. The Tender Offer Price is THB 40 in cash for each LRH Share, ("**Tender Offer Price**"), in aggregate approximately THB 2,283.38 million (or approximately S\$95.50 million based on the Illustrative Exchange Rate<sup>1</sup>) for the Acquisition.
- 2.2 Tender Offer Price.** The Tender Offer Price was determined after taking into account the historical trading price of the LRH Shares on the Stock Exchange of Thailand ("**SET**"), LRH's historical earnings and financial position, as well as the anticipated future growth potential and market outlook of the Thai tourism and hospitality industry.

<sup>1</sup> The "Illustrative Exchange Rate" used in this Announcement is S\$1: THB 23.91. The Illustrative Exchange Rate is solely for illustrative purposes and should not be construed as a representation that the relevant amounts have been or could be converted at this rate or at any other rate.

**2.3 LRH Shares.** The LRH Shares represent in aggregate approximately 34.25% of the total issued share capital of LRH as at the date of this Announcement. The Offer Letter has indicated that BTH together with BTR & Spa hold an aggregate of 54.22% shareholding in LRH which refer to the direct interest held by the Group of Offerors. However, BTH Group’s total aggregate shareholding interest in LRH is 65.75% as shown in the table below, which an additional aggregate 11.53% shareholding interest in LRH which are held through (a) a nominee, Maybank Kim Eng Securities Pte. Ltd. and (b) the Thai Trust Fund Management Co., Ltd (TTF) , in total comprising 19,228,027 LRH shares. The said 11.53% shareholding interest was included in the Offer Letter and forms part of the 76,312,552 shares under the Tender Offer in compliance with the applicable Thai takeover rules because these shares are not directly held by the Group of Offerors. However, as these shares already form part of the BTH Group’s current shareholding interest in LRH, the information in this Announcement has been presented on the basis of the remaining 34.25% shareholding interest which are not currently held by the BTH Group.

### 3. RATIONALE FOR AND BENEFITS OF THE ACQUISITION

- 3.1 The Acquisition enables BTH Group to increase its economic interest in LRH.
- 3.2 BTH is offering LRH shareholders the opportunity to realise their investment in LRH.
- 3.3 The Group of Offerors has no plan to delist shares of LRH from SET.

### 4. BTH GROUP’S SHAREHOLDING IN LRH

BTH Group has a total aggregate interest of approximately 65.75% in LRH as shown below.

Name	Shares	Percentage of total paid up shares in LRH
<b>I The Group of Offerors</b>	<b>90,370,149</b>	<b>54.22</b>
1) BTH	74,632,342	44.78
2) BTR & Spa	15,737,807	9.44
<b>II Other shareholders of LRH within the BTH Group</b>	<b>1,052,762</b>	<b>0.63</b>
1) Maybank Kim Eng Securities Pte. Ltd. (acting as nominee for Banyan Tree Hotels & Resorts Pte. Ltd. formerly known as Banyan Tree Corporate Pte. Ltd.)	18,175,265	10.90
2) TTF		
<b>Total</b>	<b>109,598,176</b>	<b>65.75</b>

## 5. LRH

LRH was founded in 1983. It shortly thereafter acquired a large parcel of land on the site of an abandoned tin mine at Bangtao Bay, Phuket, Thailand which was later developed to become the Laguna Phuket integrated resort complex. LRH has been listed on the SET since 1993.

As at the date of this Announcement, LRH has a paid-up share capital of THB 1,666,827,010 divided into 166,682,701 ordinary shares of par value of THB 10 per share. LRH and its subsidiaries are principally engaged in hotel operations, property development operations and office rental. LRH's major business investment largely revolves around the operation and management of the integrated resort of Laguna Phuket, located on the island of Phuket in Thailand, as well as its investments in the Banyan Tree Bangkok. Moreover, its subsidiaries also engage in operating a golf club, sales of merchandise, office and resort rental and sales of holiday club memberships.

Based on the audited consolidated financial statements of LRH for its financial year ended 31 December 2017 as announced on SET, the book value and net tangible asset value of LRH Shares are THB 4,336,282,276 (equivalent to S\$ 181,358,523 based on the Illustrative Exchange Rate<sup>1</sup>) and THB 4,107,939,417 (equivalent to S\$ 171,808,424 based on the Illustrative Exchange Rate<sup>1</sup>) respectively. The closing price of the LRH Shares on SET on the market day immediately preceding the date of this Announcement was THB 29.75 per LRH Share.

Further information on LRH is available on its corporate website at

<http://www.lagunaresorts.com/>

and on the SET's website at

<https://www.set.or.th/set/factsheet.do?symbol=LRH&language=en&country=US>

<sup>1</sup> The "Illustrative Exchange Rate" used in this Announcement is S\$1: THB 23.91. The Illustrative Exchange Rate is solely for illustrative purposes and should not be construed as a representation that the relevant amounts have been or could be converted at this rate or at any other rate.

6. **FINANCIAL EFFECTS**

6.1 **Financing.** The Tender Offer is to be financed by a loan underwritten by The Siam Commercial Bank Public Company Limited.

6.2 **Illustrative Financial Effects.** For illustrative purposes only, the financial effects of the Tender Offer as set out below were based on the unaudited financial statements of BTH Group for the nine months ended 30 September 2017 and the following assumptions:

- (a) the Tender Offer was fully accepted and all 57,084,525 LRH Shares were tendered into the Tender Offer and acquired by BTR & Spa; and
- (b) the Tender Offer had been effected on 30 September 2017.

Based on the foregoing assumptions, BTH Group's net tangible assets ("**NTA**") per ordinary share of the Company ("**Share**")<sup>(1) (2)</sup> will increase from 68.97 Singapore cents to 78.02 Singapore cents and there will be no impact on earnings per Share ("**EPS**")<sup>(2)</sup> as a result of the Acquisition.

**Notes:**

(1) NTA excluding minority interests.

(2) Based on the total number of Shares of 801,156,980 (excluding 208,000 treasury shares) as at 30 September 2017.

The illustrative financial effects set out above are theoretical in nature and purely for illustration purposes only, and therefore not indicative of the actual or potential financial performance, financial position or earnings of BTH Group after completion of the Acquisition.

## 7. INTERESTED PARTY TRANSACTIONS

The Tender Offer will be open for acceptance by all other shareholders of LRH. Certain interested persons of the Company, namely, Thai Wah Public Company Limited ("**TWPC**"), International Commercial Development Company Limited ("**ICD**") and ICD(HK) Limited ("**ICD(HK)**") hold an interest in LRH Shares. TWPC, ICD and ICD(HK) are corporations in which Mr. Ho KwonPing, our director and a controlling shareholder of the Company, and his immediate family have an equity interest of 30% or more. Accordingly, TWPC, ICD and ICD(HK) are interested persons of the Company for the purposes of Chapter 9 of the Listing Manual and the acceptance of the Tender Offer by TWPC, ICD and ICD(HK) are "interested person transactions" under Chapter 9 of the Listing Manual.

However, the maximum aggregate amount which is payable for the LRH Shares held by TWPC, ICD and ICD(HK) (assuming they choose to tender these into the Tender Offer) is lower than the threshold prescribed by Rule 905 of the Listing Manual (i.e. 3% of the Group's latest audited net tangible assets; aggregated within the same financial year). Accordingly, the shareholders' approval and announcement requirements under Chapter 9 of the Listing Manual will not be applicable to the Tender Offer in respect of the LRH Shares held by TWPC, ICD and ICD(HK).

By Order of the Board

Jane Teah

Company Secretary

Date: 26 February 2018

