



OLDTOWN
WHITE COFFEE

Press Release

Pre-Conditional Cash Offer for Shares in OldTown Berhad by Jacobs Douwe Egberts Holdings Asia NL. B.V.

- *Subject to the satisfaction of certain pre-conditions, the proposed pre-conditional cash offer for all the issued ordinary shares of OldTown at RM3.18 per share represents a 10.42% premium over the last transacted price of OldTown shares on 7 December 2017 or a total aggregate consideration of approximately RM1.47 billion*
- *Opportunity for shareholders of OldTown to realise their investment for cash at an attractive premium to the market traded price*
- *Shareholders of OldTown holding approximately 51.45% of the total issued share capital fully support the transaction and have irrevocably undertaken to tender all of their shares in acceptance of the Offer*

Malaysia, 11 December 2017 – The directors of OldTown Berhad (“**OldTown**” or the “**Company**”), one of Asia’s leading coffee manufacturers and operators of café outlets, today announced that the Company has received an announcement in respect of a pre-conditional cash offer for all the issued ordinary shares of OldTown (the “**Offer**”) by Jacobs Douwe Egberts Holdings Asia NL. B.V. (the “**Offeror**”), an indirect wholly-owned subsidiary of Jacobs Douwe Egberts B.V. (“**JDE**”), the world’s leading pure-play CPG coffee company, subject to the satisfaction of certain pre-conditions. Shareholders of OldTown holding approximately 51.45% of the total issued share capital of the Company have irrevocably undertaken to tender all of their shares in acceptance of the Offer.

Upon the satisfaction of the pre-conditions (being approvals from antitrust authorities), as set out in the *Pre-Conditional Voluntary Conditional General Offer Announcement dated 11 December 2017* (“**Offeror Announcement**”), the Offeror will announce and issue a notice of its firm intention to make a voluntary conditional general offer at a price of RM3.18 per share, which represents a premium of approximately:

- *10.42% over the last transacted price as at 7 December 2017, being the last full trading date prior to the date of the Offeror Announcement (“**LTD**”)*
- *16.45% over the volume weighted average market price (“**VWAMP**”) of the shares for the 5-day period up to and including the LTD*
- *19.64% over the VWAMP of the shares for the 1-month period up to and including the LTD*
- *20.95% over the VWAMP of the shares for the 3-month period up to and including the LTD*
- *18.98% over the VWAMP of the shares for the 6-month period up to and including the LTD*
- *20.29% over the VWAMP of the shares for the 12-month period up to and including the LTD*

A copy of the Offeror Announcement is available on the website of Bursa Malaysia Securities Berhad at www.bursamalaysia.com.

Mr. Lee Siew Heng, Group Managing Director of OldTown, said “We are deeply honoured that JDE recognises the powerful brand and platform that we have tirelessly built over the past 18 years. We strongly believe JDE is the ideal partner as we continue to serve best-in-class products to our customers. We look forward to drawing on JDE’s deep global expertise and building a highly successful partnership with them.”

Mr. Keith Magnus, Chairman of Evercore Asia, who is advising on the deal as Exclusive and International Financial Adviser to OldTown, and the architect of the transaction said, “The proposed general offer by JDE is a ringing endorsement of the business that the founding group, led by Mr. Lee,

has built in the last 18 years. Given both the opportunities and challenges the Company faces, the proposed offer is a unique opportunity for shareholders of OldTown to realise their investment for cash, at a significant premium to the market traded price. It is also noteworthy that the founding shareholders have agreed to the proposed offer by JDE, which unlocks substantial value for shareholders of the company.”

Mr. Fabien Simon, CFO of JDE, said, “The team at OldTown has built an impressive footprint of FMCG and F&B business across the Asia Pacific region under the leadership of Group Managing Director, Mr. Lee Siew Heng. The OldTown team is focused on delivering premium, high-quality products to consumers and we see huge potential in the business. We are excited to work with the OldTown team to rapidly grow the business as part of the broader JDE platform.”

About OldTown

Founded in 1999, OldTown is principally involved in investment holding, whilst the principal activities of OldTown Group are of café chain operations and the manufacturing, marketing and sales of coffee and other beverages, including instant coffee mix, instant milk tea mix, instant chocolate mix and roasted coffee powder. It offers its products to more than 17 markets including Malaysia, Hong Kong, China, Macau, Singapore, Taiwan, United States of America, Canada, Indonesia, Philippines, Thailand, Brunei, United Kingdom, Australia, Myanmar, Cambodia and New Zealand.

As at 30 September 2017, OldTown operates a total chain of 232 café outlets, comprising 189 in Malaysia, 9 in Singapore, 27 in Indonesia, 1 in Australia, 3 in China, 1 in Hong Kong and 2 in Myanmar. It operates its café outlets under the brand name of ‘OldTown White Coffee’. For more information, please visit: www.oldtown.com.my.

About JDE

A global coffee & tea company, serving consumers in more than 120 countries through iconic brands including: Jacobs, Tassimo, Moccona, Senseo, L’OR, Douwe Egberts, Super, Kenco, Pilao & Gevalia. Find out more at www.jacobsdouweegberts.com.

About Evercore

Evercore (NYSE: EVR) is a premier global independent investment banking advisory firm. We are dedicated to helping our clients achieve superior results through trusted independent and innovative advice on matters of strategic significance to boards of directors, management teams and shareholders, including mergers and acquisitions, strategic shareholder advisory, restructurings, and capital structure. Evercore also assists clients in raising public and private capital and delivers equity research and equity sales and agency trading execution, in addition to providing wealth and investment management services to high net worth and institutional investors. Founded in 1995, the Firm is headquartered in New York and maintains offices and affiliate offices in major financial centers in North America, Europe, South America and Asia. Evercore was awarded Best M&A House in Singapore in The Asset’s Triple A Country Awards 2015, 2016 and 2017 as well as the Best Independent Advisory Firm in Asia by The Asset in 2016. More information about Evercore can be found on the company’s website at www.evercore.com.

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This press release should be read in conjunction with the Offeror Announcement. Shareholders of OldTown should exercise caution and seek appropriate independent advice when dealing in OldTown shares.

Shareholders of OldTown are advised to read all the documents relating to the Offer that are filed with Bursa Malaysia Securities Berhad ("Bursa Securities") when they become available because they contain important information. Copies of the documents may be obtained, when available, from the website of Bursa Securities (www.bursamalaysia.com).

The application for a waiver in relation to Subparagraph 9.09(1) of the Rules on Take-Overs, Mergers and Compulsory Acquisitions 2016 was submitted to the SC for the pre-conditions, the approval of which was received from the SC on 11 December 2017.

Shareholders of OldTown should note that there is no certainty that the pre-conditions will be satisfied and that a firm intention to make the Offer will be made by the Offeror. Shareholders are advised to exercise caution when dealing in OldTown shares.

The directors of the Company (including any director who may have delegated detailed supervision of this press release) have taken all reasonable care to ensure that the facts stated and all opinions expressed in this press release are fair and accurate and that no material facts have been omitted from this press release.

Where any information has been extracted or reproduced from published or otherwise publicly available sources or otherwise obtained from JDE, the sole responsibility of the directors of the Company has been to ensure, through reasonable enquiries, that such information is accurately and correctly extracted from such sources or, as the case may be, reflected or reproduced in this press release.

The Company has sought and engaged Evercore Asia (Singapore) Pte. Ltd. as Exclusive and International Financial Adviser to advise the Company on the sale of its shares to JDE, an international world-leading CPG coffee company.