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**THE OFFER IS BEING MADE IN THE UNITED STATES PURSUANT TO APPLICABLE LAWS AND REGULATIONS, INCLUDING SECTION 14(E) AND REGULATION 14E UNDER THE US EXCHANGE ACT. CK BIDCO AND ITS AFFILIATES AND AGENTS MAY PURCHASE CIVITAS SHARES OUTSIDE THE OFFER, OUTSIDE THE UNITED STATES, IN COMPLIANCE WITH APPLICABLE LAWS AND REGULATIONS, INCLUDING THE US EXCHANGE ACT.**

**FOR IMMEDIATE RELEASE**

**23 June 2023**

## **RECOMMENDED CASH OFFER**

**for**

**CIVITAS SOCIAL HOUSING PLC ("CIVITAS")**

**by**

**WELLNESS UNITY LIMITED ("CK BIDCO")**

**(a wholly-owned indirect subsidiary of CK Asset Holdings Limited ("CKA"))**

## **OFFER DECLARED UNCONDITIONAL**

### **1. Background**

On 9 May 2023, CK Bidco and Civitas announced a recommended all-cash offer to be made by CK Bidco for the entire issued and to be issued share capital of Civitas, other than the Civitas Shares already held by CK Bidco (the "**Offer**"), to be implemented by way of a takeover offer within the meaning of Part 28 of the Companies Act. The offer document containing the full terms of, and Conditions to, the Offer (the "**Offer Document**") was published and sent to Civitas Shareholders on 22 May 2023.

Capitalised terms used but not defined in this announcement shall have the meanings given to them in the Offer Document.

### **2. Acceptance level update**

In accordance with Rule 17 and Rule 31 of the Takeover Code, CK Bidco announces that, as at 5.00 p.m. (London time) on 22 June 2023, CK Bidco had received valid acceptances of the Offer in respect of 285,696,548 Civitas Shares, representing

approximately 47.11 per cent. of the existing issued ordinary share capital of Civitas (excluding treasury shares).

So far as CK Bidco is aware, 727,579 of these acceptances (representing approximately 0.11 per cent. of the existing issued share capital of Civitas (excluding treasury shares)) have been received from the following persons who have given an irrevocable undertaking to accept the Offer, being:

- Michael Wrobel, in respect of 200,000 Civitas Shares;
- Caroline Gulliver, in respect of 58,832 Civitas Shares;
- Paul Bridge, in respect of 52,240 Civitas Shares;
- Thomas Pridmore, in respect of 105,140 Civitas Shares;
- Alastair Moss, in respect of 11,766 Civitas Shares;
- Alison Hadden, in respect of 31,937 Civitas Shares;
- Andrew Dawber, in respect of 100,000 Civitas Shares; and
- CIM, in respect of 167,664 Civitas Shares.

So far as CK Bidco is aware, 167,664 of these acceptances (representing approximately 0.02 per cent. of the existing issued share capital of Civitas (excluding treasury shares)) have been received from persons acting in concert with CK Bidco, being the acceptance from CIM set out above. As CKA is an indirect shareholder of CIM, CIM is deemed to be a concert party of CKA and CK Bidco.

So far as CK Bidco is aware, it has not received valid acceptances of the Offer in respect of 82,065 Civitas Shares which were subject to an irrevocable commitment from Peter Baxter (representing approximately 0.01 per cent. of the existing issued share capital of Civitas (excluding treasury shares)). CK Bidco has been informed that Peter Baxter has instructed his CREST nominee to accept the Offer, however, such acceptance has not yet been received by the Receiving Agent.

As at 5.00 p.m. (London time) on 22 June 2023, CK Bidco beneficially held a total of 103,796,035 Civitas Shares representing approximately 17.11 per cent. of the existing issued ordinary share capital of Civitas (excluding treasury shares).

**Accordingly, as at 5.00 p.m. (London time) on 22 June 2023, CK Bidco either held, or had received valid acceptances of the Offer in respect of, a total of 389,492,583 Civitas Shares, representing approximately 64.23 per cent. of the existing issued share capital of Civitas (excluding treasury shares), which it may count towards satisfaction of the Acceptance Condition.**

### **3. Waiving down of the Acceptance Condition & Offer unconditional**

In accordance with paragraph 1 of Part A of Appendix I to the Offer Document, CK Bidco is hereby waiving down the percentage required to satisfy the Acceptance Condition from not less than 75 per cent. of the voting rights then normally exercisable at a general meeting of Civitas, to more than 50 per cent. of the voting rights then normally exercisable at a general meeting of Civitas (the "**Amended Acceptance Condition**").

As CK Bidco either holds, or has received valid acceptances of the Offer in respect of, a total of 389,492,583 Civitas Shares, representing approximately 64.23 per cent. of the issued ordinary share capital of Civitas and of the voting rights attaching to those shares, CK Bidco is pleased to confirm that the Amended Acceptance Condition has been satisfied.

Furthermore, CK Bidco confirms that all other Conditions as set out in paragraph 2 of Part A of Appendix I to the Offer Document have now been satisfied or, where applicable, waived.

Accordingly, the Offer is hereby declared unconditional.

#### 4. Offer remains open

The Offer will remain open for acceptance until further notice. At least 14 days' notice will be given before the Offer is closed.

Civitas Shareholders who have not yet accepted the Offer are urged to do so by signing and returning the Form of Acceptance, or by making an Electronic Acceptance, as soon as possible.

Full details of the procedure for acceptance of the Offer are set out in paragraph 13 of Part 1 of, and Parts C and D of Appendix I to, the Offer Document and (in respect of Civitas Shares held in certificated form) in the Form of Acceptance.

#### 5. Proposed cancellation of UK listing and trading

As described in paragraph 10 of Part 1 of the Offer Document, and pursuant to LR 5.2.5 R, once the Offer has become or been declared unconditional and if CK Bidco has obtained 75 per cent. or more of the voting rights of Civitas, CK Bidco intends to procure that Civitas make applications to cancel the listing of Civitas Shares on the FCA's Official List and to cancel trading in Civitas Shares on the London Stock Exchange's Main Market. A notice period of no less than 20 Business Days shall apply in respect of the cancellation of listing. Civitas will make a further announcement in respect of the expected cancellation date as soon as possible.

**The cancellation of trading in Civitas Shares on the Main Market will significantly reduce the liquidity and marketability of any Civitas Shares in respect of which the Offer has not been accepted at that time. Any remaining Civitas Shareholders will become minority shareholders in a majority controlled private limited company and may therefore be unable to sell their Civitas Shares. There can be no certainty that Civitas will pay any further dividends or other distributions or that such minority Civitas Shareholders will again be offered an opportunity to sell their Civitas Shares on terms which are equivalent to or no less advantageous than those under the Offer.**

If CK Bidco receives acceptances under the Offer in respect of, or has acquired or unconditionally contracted to acquire, 90 per cent. or more of the Civitas Shares to which the Offer relates, CK Bidco intends to exercise its rights pursuant to the provisions of Chapter 3 of Part 28 of the 2006 Act to acquire compulsorily the remaining Civitas Shares in respect of which the Offer has not been accepted.

#### 6. Interests in securities

As at 5.00 p.m. (London time) on 22 June 2023, the interests and rights to subscribe (other than through acceptances of the Offer) in respect of relevant securities of Civitas held by CK Bidco and persons acting in concert with CK Bidco were as follows:

##### *Holdings in Civitas Shares*

<u>Name</u>	<u>Number of Civitas Shares</u>	<u>Percentage of Civitas' existing issued ordinary share capital (excluding treasury shares)</u>
<i>CK Bidco</i>	<i>103,796,035</i>	<i>17.11</i>
<i>Yue Seng Chiu (director of CK Bidco)</i>	<i>20,000</i>	<i>0.00</i>
<i>Civitas Investment Management Limited (CIM)</i>	<i>167,664</i>	<i>0.02</i>

As at 5.00 p.m. (London time) on 22 June 2023, and save as disclosed in this announcement, neither CK Bidco nor, so far as CK Bidco is aware, any person acting in concert with CK Bidco had:

- any interest in, or right to subscribe in respect of, or any short position (whether conditional or absolute and whether in the money or otherwise) in relation to relevant securities of Civitas, including any short position under a derivative, any agreement to sell or any delivery obligation or right to require another person to purchase or take delivery of relevant securities of Civitas;
- any outstanding irrevocable commitment or letter of intent with respect to relevant securities of Civitas; or
- borrowed or lent any relevant securities of Civitas (including any financial collateral arrangements) save for any borrowed shares which have been either on-lent or sold.

As CKA is listed on the Hong Kong Stock Exchange, it intends to release a voluntary announcement in Hong Kong in the next publication window.

### **Enquiries:**

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### **Important notices**

HSBC Bank plc ("**HSBC**"), 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 CKA and CK Bidco and no one else in connection with the matters described in this announcement and will not be responsible to anyone other than CKA and CK Bidco for providing the protections afforded to clients of HSBC, or for providing advice in connection with the matters referred to herein. Neither HSBC nor any of its group undertakings or affiliates owes or accepts any duty, liability or responsibility whatsoever (whether direct or indirect, whether in contract, in tort, under statute or otherwise) to any person who is not a client of HSBC in connection with this announcement or any matter referred to herein.

This announcement is for information purposes only. It is not intended to and does not constitute, or form part of, any offer or invitation or the solicitation of any offer to sell or purchase any securities or the solicitation of any offer to otherwise acquire, subscribe for, sell or otherwise dispose of any security pursuant to the Offer or otherwise. The Offer is made solely by the Offer Document and Civitas Shareholders should carefully read the Offer Document (and, if they hold their Civitas Shares in certificated form, the Form of Acceptance) in its entirety before making a decision with respect to the Offer.

This announcement does not constitute a prospectus or prospectus equivalent document.

## **Overseas jurisdictions**

The release, publication or distribution of this announcement in, and the availability of the Offer to persons who are residents, citizens or nationals of, jurisdictions other than the United Kingdom may be restricted by laws and/or regulations of those jurisdictions. Therefore, any persons who are subject to the laws and regulations of any jurisdiction other than the United Kingdom should inform themselves of, and observe, any applicable legal or regulatory requirements of their jurisdictions. Any failure to comply with the applicable requirements may constitute a violation of the laws and/or regulations of any such jurisdiction. In particular, copies of this announcement and any formal documentation relating to the Offer are not being, and must not be, directly or indirectly, mailed or otherwise forwarded, distributed or sent in or into or from any Restricted Jurisdiction and persons receiving such documents (including custodians, nominees and trustees) must not mail or otherwise forward, distribute or send it in or into or from any Restricted Jurisdiction. Unless otherwise determined by CK Bidco or required by the Takeover Code, and permitted by applicable law and regulation, the Offer may not be made directly or indirectly, in or into, or by use of mails or any means of instrumentality (including but not limited to, facsimile, e-mail or other electronic transmission, telex or telephone) of interstate or foreign commerce of, or of any facility of a national, state or other securities exchange of any Restricted Jurisdiction and the Offer may not be capable of acceptance by any such use, means, instrumentality or facilities.

This announcement has been prepared for the purpose of complying with English law and the Takeover Code, and 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 of jurisdictions outside of England and Wales.

## **Important Notice to US holders of Civitas Shares**

The Offer relates to the shares of an English company and is being made by means of a contractual takeover offer under the Takeover Code and under the laws of England and Wales. The Offer is being made in the United States pursuant to all applicable laws and regulations, including, to the extent applicable, Section 14(e) and Regulation 14E under the US Securities Exchange Act of 1934 (the "**US Exchange Act**") and otherwise in accordance with the requirements of the Takeover Code. Accordingly, the Offer is subject to the disclosure and other procedural requirements, including with respect to withdrawal rights, offer timetable, settlement procedures and timing of payments that are different from those applicable under US domestic tender offer procedures and law. The Offer is being made in the United States by CK Bidco and no one else.

In accordance with, and to the extent permitted by, the Takeover Code and normal UK market practice, HSBC and its respective affiliates may continue to act as exempt principal traders or exempt market makers in Civitas Shares on the London Stock Exchange and will engage in certain other purchasing activities consistent with their respective normal and usual practice and applicable law, as permitted by Rule 14e-5(b) (9) under the US Exchange Act. In addition, CK Bidco, its affiliates, their advisors and nominees or brokers (acting as agents) may make certain purchases of, or arrangements to purchase, Civitas Shares outside the Offer, such as in open market purchases or privately negotiated purchases, during the Offer Period and the period in which the Offer remains open for acceptance. If such purchases or arrangements to purchase were to be made, they would be made outside the US and would comply with applicable law, including United Kingdom laws and the US Exchange Act. Any such purchases by CK Bidco or its affiliates will not be made at prices higher than the price of the Offer provided in the Offer Document unless the price of the Offer is increased accordingly. Any information about such purchases or arrangements to purchase shall be disclosed as required under United Kingdom laws and will be available to all investors (including US investors) via the Regulatory Information Service and shall be available on the London Stock Exchange website at [www.londonstockexchange.com](http://www.londonstockexchange.com). To the extent that such information is required to be publicly disclosed in the United

Kingdom in accordance with applicable regulatory requirements, this information will, as applicable, also be publicly disclosed in the United States.

It may be difficult for US holders of Civitas Shares to enforce their rights and any claim arising out of the US federal securities laws in connection with the Offer, since CK Bidco and Civitas are located in a non-US jurisdiction, and some or all of their officers and directors may be residents of a non-US jurisdiction. US holders of Civitas Shares may not be able to sue a non-US company or its officers or directors in a non-US court for violations of the US securities laws. Further, it may be difficult to compel a non-US company and its affiliates to subject themselves to a US court's judgement.

The financial statements and financial information included in or incorporated by reference into the Offer Document have been prepared in accordance with accounting standards applicable in the United Kingdom and Hong Kong (as applicable) and thus may not be comparable to financial statements and information of US companies or companies whose financial statements are prepared in accordance with generally accepted accounting principles in the US ("US GAAP"). US GAAP differs in certain significant respects from accounting standards applicable in the United Kingdom and Hong Kong (as applicable). None of the financial information in the Offer Document has been audited in accordance with auditing standards generally accepted in the United States or the auditing standards of the Public Company Accounting Oversight Board (United States).

Neither the Offer nor this announcement has been approved or disapproved by the US Securities and Exchange Commission, any state securities commission in the United States or any other US regulatory authority, nor have such authorities approved or disapproved or passed judgement upon the fairness or the merits of the Offer, or determined if the information contained in this announcement is adequate, accurate or complete. Any representation to the contrary is a criminal offence in the United States. The receipt of cash pursuant to the Offer by a US holder as consideration for the transfer of its Civitas Shares pursuant to the Offer will likely be a taxable transaction for US federal income tax purposes and under applicable US state and local, as well as foreign and other, tax laws. Each US holder of Civitas Shares is urged to consult their independent legal, tax and financial advisers regarding the tax consequences of the Offer applicable to them, including under applicable US state and local, as well as overseas and other, tax laws.

### **Publication on website**

A copy of this announcement, subject to certain restrictions relating to persons resident in Restricted Jurisdictions, will be made available at <https://webfilter.ckah.com/WF07/> and on Civitas' website at [www.civitassocialhousing.com/takeover-offer/](http://www.civitassocialhousing.com/takeover-offer/) no later than 12 noon (London time) on the Business Day following this announcement, pursuant to Rule 26 of the Takeover Code. The contents of the websites referred to in this announcement are not incorporated into, and do not form part of, this announcement.

### **Requesting hard copy documents**

Pursuant to Rule 30.3 of the Takeover Code, and subject to certain restrictions in relation to persons in any Restricted Jurisdiction, person so entitled may request a copy of this announcement in hard copy form by contacting Link on 0371 664 0321 if calling from within the UK or on +44 371 664 0321 if calling from outside the UK. Lines are open from 9.00 a.m. to 5.30 p.m. Monday to Friday excluding public holidays in England and Wales. Calls are charged at the standard geographic rate and will vary by provider. Calls from outside the UK will be charged at the applicable international rate. Different charges may apply to calls from mobile telephones. Please note that Link cannot provide any financial, legal or tax advice and calls may be recorded and monitored for security and training purposes. A person may also request that all future documents, announcements and information to be sent to that person in relation to the Offer should be in hard copy form. A hard copy of this announcement will not be sent unless so requested.

## **General**

If you are in any doubt about the contents of this announcement or the action you should take, you are recommended to seek your own independent financial advice immediately from your stockbroker, bank manager, solicitor or independent financial adviser duly authorised under the Financial Services and Markets Act 2000 (as amended) if you are resident in the United Kingdom or, if not, from another appropriate authorised independent financial adviser.

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