



*The following announcement was issued today to a Regulatory Information Service approved by the Financial Conduct Authority in the United Kingdom.*

## **Jardine Matheson Group Companies Propose Transfer of Listing Segment**

6th March 2014 – It was today announced that certain listed companies in the Jardine Matheson Group (the ‘Group’) intend to transfer the listing segment of their shares on the Main Market of the London Stock Exchange to a Standard listing from the current Premium listing.

The proposed change to a Standard listing will, subject to shareholder approval, apply to Jardine Matheson Holdings Limited, Jardine Strategic Holdings Limited, Dairy Farm International Holdings Limited, Hongkong Land Holdings Limited and Mandarin Oriental International Limited (the ‘Group Companies’).

Trading arrangements for shares in each of the Group Companies will remain unchanged following the transfers. They will each continue to maintain their existing secondary listings on the Singapore Exchange and the Bermuda Stock Exchange. As the Group Companies are not included in the UK series of the FTSE indices there will be no change as a consequence of the proposed transfers. There is not expected to be any impact on their membership of any other indices.

The transfers to a Standard listing are proposed in light of anticipated changes in the UK to the regulation of Premium listed companies with a controlling shareholder. The proposed transfers to a Standard listing will allow the Group to maintain its existing structure and governance model. These are well-suited to Asian conditions and have enabled each Group Company to take a long-term view in the development of its business and to produce sustained growth in shareholder value.

The Standard listing fully complies with the relevant European Directives setting common listing standards across all European Union member states. Accordingly, each Group Company will remain subject to the relevant UK Listing Rules, the UK Disclosure and Transparency Rules and the UK Prospectus Rules. The UK Financial Conduct Authority will remain each Group Company’s principal securities regulator, and each will continue to be subject to the Admission and Disclosure Standards of the Main Market of the London Stock Exchange.

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The principal difference will be that the UK Listing Rules in respect of significant transactions and related party transactions, including the requirement for shareholder approval in certain instances, pre-emption and the UK Corporate Governance Code will no longer apply. The Group Companies intend to continue certain governance practices in relation to these and other areas, which go further than the Standard listing requirements, as part of the Group's commitment to maintaining corporate governance arrangements that are familiar to its long-term investors.

Full details of the proposed transfers to a Standard listing, including applicable governance practices after the proposed transfers, are being sent to shareholders of each Group Company in a circular today.

Completion of the proposed transfers is subject to shareholder approval. Special General Meetings for shareholders of each Group Company to consider the proposed transfers will be held on 8th April 2014. If approved, the Company will give at least 20 business days' notice of the date that the transfer will become effective, which can be no earlier than 12th May 2014. Further details of the Special General Meetings are contained in the circulars.

## **NOTES**

### **Proposed changes in the UK to regulations governing Premium listed companies**

The UK Financial Conduct Authority recently announced its intention to introduce changes in the UK to the regulation for Premium listed companies with a controlling shareholder. The changes are in response to a small number of high profile cases of poor corporate governance in the UK relating to recently listed companies within the UK series of the FTSE indices where index-tracking investors felt compelled to buy the securities. The proposed new rules seek to regulate the degree of influence of controlling shareholders over the operations and management of Premium listed companies, requiring those companies to operate on a standalone basis and emphasizing the role of independent directors, as defined in the UK Corporate Governance Code, in relation to their governance.

### **About the Jardine Matheson Group**

The Jardine Matheson Group is made up of a diversified range of businesses focused principally on Asia. These include Jardine Pacific, Jardine Motors, Jardine Lloyd Thompson, Hongkong Land, Dairy Farm, Mandarin Oriental, Jardine Cycle & Carriage and Astra. These companies are leaders in the fields of engineering and construction, transport services, insurance broking, property investment and development, retailing, restaurants, luxury hotels, motor vehicles and related activities, financial services, heavy equipment, mining and agribusiness.

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