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31 July 2014

The Manager
Company Announcements Office
ASX Limited
Level 4
20 Bridge Street
Sydney NSW 2000

Dear Sir/Madam

Takeover Bid by Frasers Amethyst Pte. Ltd. in relation to Australand Property Group

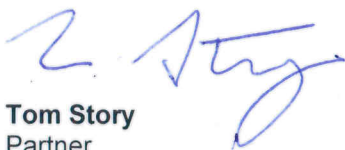
On behalf of Frasers Amethyst Pte. Ltd. (**FCL Bidder**), we enclose:

- 1 the supplementary bidder's statement of FCL Bidder dated 31 July 2014 (the **Supplementary Bidder's Statement**), in accordance with section 647(3)(b) of the *Corporations Act 2001* (Cth) (the **Act**); and
- 2 a notice of status of conditions pursuant to section 630(3) of the Act.

A copy of the Supplementary Bidder's Statement was lodged with the Australian Securities and Investments Commission today.

Unless otherwise defined, capitalised terms used in this letter have the same meaning given in the Bidder's Statement of FCL Bidder dated 1 July 2014.

Yours faithfully



Tom Story
Partner
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Encl.

THIS IS AN IMPORTANT DOCUMENT AND REQUIRES YOUR IMMEDIATE ATTENTION.

IF YOU ARE IN ANY DOUBT AS TO HOW TO ACT, YOU SHOULD CONSULT YOUR FINANCIAL OR LEGAL ADVISER AS SOON AS POSSIBLE.

Supplementary Bidder's Statement

31 July 2014

Accept the Offer

by

Frasers Amethyst Pte. Ltd., a wholly owned subsidiary of **Frasers Centrepoint Limited**

to acquire all of your stapled securities in

Australand Property Group

(each stapled security comprising one share in Australand Holdings Limited (ACN 008 443 696) and one unit in each of Australand Property Trust (ARSN 106 680 424), Australand Property Trust No.4 (ARSN 108 254 413) and Australand Property Trust No.5 (ARSN 108 254 771))

for

A\$4.48 cash per stapled security

Under the terms of the Offer, Australand Securityholders will also be entitled to the Allowed Distribution. See the Bidder's Statement for further details on the Allowed Distribution.

This is a Supplementary Bidder's Statement under section 643 of the *Corporations Act 2001* (Cth).

This Supplementary Bidder's Statement supplements, and should be read together with, the Bidder's Statement dated 1 July 2014 given by FCL Bidder to Australand and lodged with ASIC on 1 July 2014 (the **Bidder's Statement**).

Words and phrases defined in the Bidder's Statement have the same meaning in this Supplementary Bidder's Statement unless the context requires otherwise.

This Supplementary Bidder's Statement is dated 31 July 2014. A copy of this Supplementary Bidder's Statement was lodged with ASIC on 31 July 2014. Neither ASIC nor any of its officers takes any responsibility for the contents of this Supplementary Bidder's Statement.

Please call the Frasers Offer Information Line on 1800 992 613 (toll-free within Australia) or +61 1800 992 613 (from outside Australia) if you require assistance.

Financial Advisers

Legal Adviser

Deutsche Bank 

Standard
Chartered 

Allens & Linklaters

1 The Offer price will not be increased in the absence of a competing proposal

As announced on 28 July 2014, FCL Bidder has declared that the Offer price of \$4.48 per Security is FCL Bidder's best and final offer in the absence of a competing proposal.

Under the terms of the Offer, Australand Securityholders will also be entitled to the Allowed Distribution. See the Bidder's Statement for further detail on the Allowed Distribution.

FCL Bidder will not increase the Offer price in the absence of a competing proposal.

2 Offer to close on 7 August 2014 unless 50% acceptances achieved¹

Securityholders who have not yet accepted the Offer should note that the Offer Period will end at 7.00 p.m. (Sydney time) on 7 August 2014, unless FCL Bidder's voting power in Australand increases to more than 50% in the last seven days of the Offer Period¹.

Provided the Offer becomes unconditional, Securityholders who accept the Offer before the closing date will be entitled to receive the Offer price of \$4.48 per Security and the Allowed Distribution. The Offer price will be paid by the later of:

- 15 Business Days after the date that the Offer becomes unconditional; and
- 10 Business Days after the date of acceptance.

3 Offer will become immediately unconditional if FCL Bidder achieves greater than 50% acceptances

If FCL Bidder achieves acceptances in respect of more than 50% of all Securities (including under the Institutional Acceptance Facility) prior to the scheduled closing date of the Offer, FCL Bidder will immediately declare the Offer free from all unfulfilled Defeating Conditions that are contained in section 7.7 of the Bidder's Statement.

If FCL Bidder does not achieve acceptances in respect of more than 50% of all Securities (including under the Institutional Acceptance Facility) prior to 7.00 p.m. (Sydney time) on 7 August 2014, the Offer will lapse (unless extended in accordance with the Corporations Act)¹ and Securityholders will not be entitled to the Offer price of \$4.48 per Security.

In addition, if the Offer lapses, there is a risk that the price of Australand Securities will fall and trade at a discount to the Offer price.

4 Australand directors' support for the Offer

On 14 July 2014, Australand released a copy of its Target's Statement to the ASX. The Target's Statement contained a unanimous recommendation from the Australand directors to accept the Offer as well as an Independent Expert Report concluding that FCL Bidder's Offer is 'fair and reasonable' to Australand Securityholders.

The Australand directors, including the Managing Director, Bob Johnston, have now accepted the Offer in respect of all of the Securities they hold.

¹ An automatic extension of the Offer Period will arise under section 624 of the Corporations Act if FCL Bidder's voting power in Australand increases to more than 50% in the last 7 days of the Offer Period or FCL Bidder could elect to extend if an event contemplated in section 650C of the Corporations Act occurs.

5 Approval

This Supplementary Bidder's Statement has been approved by a unanimous resolution of the directors of Frasers Amethyst Pte. Ltd.

Dated 31 July 2014

Signed on behalf of Frasers Amethyst Pte. Ltd.

A handwritten signature in purple ink, consisting of a large loop followed by a horizontal stroke and a small flourish.

Mr Jerry Yang Chiang Lee

Director

Frasers Amethyst Pte. Ltd.

Corporations Act 2001 (Cth)

Section 630(3)

Notice of Status of Conditions

This notice is issued under section 630(3) of the *Corporations Act 2001* (Cth) (the **Act**) by Frasers Amethyst Pte. Ltd. (**FCL Bidder**) in relation to FCL Bidder's takeover offer for all of the securities in Australand Property Group (**Australand**) dated 7 July 2014.

FCL Bidder gives notice under section 630(3) of the Act that:

- 1 the condition in section 7.7(b) of the Bidder's Statement dated 1 July 2014 (the **Bidder's Statement**) in relation to foreign investment approval has been fulfilled;
- 2 so far as FCL Bidder is aware, none of the other conditions set out in section 7.7 of the Bidder's Statement have been fulfilled or waived and accordingly the Offer remains subject to those conditions; and
- 3 FCL Bidder has elected that subsection 624(5) of the Act, which is set out in paragraph 4(g) of Class Order 13/521 (the **Subsection**), is to apply. The effect of the Subsection is that in determining FCL Bidder's voting power in Australand for the purposes of subsection 624(2)(b) of the Act, FCL Bidder is taken to acquire a relevant interest in Securities the subject of facility acceptances under the Institutional Acceptance Facility.

As at the date of this notice, FCL Bidder's voting power in Australand is 2.99%.

The Offer Period will end at 7.00 p.m. (Sydney time) on 7 August 2014 unless FCL Bidder's voting power in Australand increases to more than 50% in the last seven days of the Offer Period or an event contemplated in section 650C of the Act occurs.

Unless otherwise defined, capitalised terms used in this notice have the meaning given in the Bidder's Statement.

Dated 31 July 2014



Jerry Yang Chiang Lee

Director

Signed for and on behalf of Frasers Amethyst Pte.
Ltd.