

## SGX-ST Announcement

For immediate release

### **Results of Conversion of Series A Convertible Perpetual Preferred Units and Preferred Distribution Payment Date**

**Singapore, 3 September 2014** - Further to the announcements dated 22 August 2014 and 1 September 2014, Frasers Centrepont Asset Management (Commercial) Ltd., as manager of Frasers Commercial Trust ("**FCOT**", and the manager of FCOT, the "**Manager**") wishes to notify all holders of ordinary units of FCOT and holders of Series A Convertible Perpetual Preferred Units ("**Series A CPPUs**" and the holders of Series A CPPUs, the "**Series A CPPU Holders**") that the right of conversion has been successfully exercised in respect of 80,750 Series A CPPUs and that such Series A CPPUs shall be converted into 68,170 new ordinary units in FCOT ("**Conversion Units**") on 1 October 2014 ("**Effective Date**") in accordance with the terms and conditions of the Series A CPPUs. The number of Conversion Units was calculated based on a conversion price of S\$1.1845 per Conversion Unit with any fractional Conversion Units disregarded.

The Series A CPPUs that will be converted to Conversion Units on the Effective Date have been earmarked and removed from the available balance and are no longer available for trading. There is no Series A CPPUs outstanding subsequent to the earmarking of these Series A CPPUs.

Series A CPPU Holders shall be separately notified by the Registrar of the number of Series A CPPUs to be converted and the number of Conversion Units they will receive. All Series A CPPU holders should not trade in their Series A CPPU holdings.

The Conversion Units are not entitled to any distributions on the ordinary units of FCOT (the "**Ordinary Units Distribution**") which may be declared by the Manager in respect of the period from 1 July 2014 to 30 September 2014. The Conversion Units will be placed in a separate stock counter until the books closure date in connection with the declaration of Ordinary Units Distribution for the distribution period from 1 July 2014 to 30 September 2014, following which such separate stock counter shall be merged with the main counter for the ordinary units in FCOT. The Manager shall notify the name of the separate stock counter on 1 October 2014.

An application will be made to the SGX-ST to delist the Series A CPPUs counter following the conversion of the Series A CPPUs to Conversion Units on the Effective Date.

### **SERIES A CPPU DISTRIBUTION**

The Manager is pleased to announce that FCOT shall pay a preferred distribution in respect of the Series A CPPUs ("**Series A CPPU Distribution**") of 1.3863 cents per Series A CPPU for the period from 1 July 2014 to 30 September 2014. This represents an annualised distribution yield of 5.5% per Series A CPPU, based on the issue price of S\$1.00 per Series A CPPU. The Series A CPPU Holders whose securities accounts with The Central Depository (Pte) Limited were credited with Series A CPPUs as at 5.00 p.m. on the Books Closure Date of 1 September 2014 will be entitled to the Series A CPPU Distribution to be paid on the Effective Date.

## WITHHOLDING PAYMENTS FOR SINGAPORE TAX PURPOSES

The Series A CPPU Distribution will be paid on the Effective Date, save that the Manager will withhold payments, of such amount as determined by the Manager, to meet any withholding tax which may be payable on the Series A CPPU Distribution in connection with any relevant Series A CPPU Holders to whom withholding tax applies.

The Manager shall (i) notify the relevant Series A CPPU Holder of the breakdown of the tax-exempt component and taxable income component ("**Taxable Distribution**") of the Series A CPPU Distribution as soon as practicable after the Effective Date when such components are determined, and (ii) make an announcement on SGXNET as to the date of payment of the portion of the tax-exempt component which has been withheld from those relevant Series A CPPU Holders to whom withholding tax applied, such payment date being no later than 17 November 2014.

## IMPORTANT REMINDER

### Last Date and Time for Return of the Forms

Boardroom Corporate & Advisory Services Pte. Ltd. will despatch the relevant forms to Series A CPPU Holders on or around 5 September 2014. Series A CPPU Holders and depository agents must complete and return Form A or Form B (and its annexes) respectively to the office of Boardroom Corporate & Advisory Services Pte. Ltd. by 5.00 p.m. on 16 September 2014, in order to receive the Taxable Distribution either at gross or net (after deduction of tax at 10.0%) as the case may be.

## DECLARATION IN INCOME TAX RETURN

The Taxable Distribution is considered as income for the year 2014. Beneficial owners of the Taxable Distribution, other than those who are exempt from tax on the Taxable Distribution or who are entitled to the reduced rate of 10.0%, are required to declare the Taxable Distribution as taxable income in their income tax return for the year of assessment 2015.

## IMPORTANT DATES AND TIMES

|                                   |                                                                                                                                                                                           |
|-----------------------------------|-------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| By 16 September 2014 at 5.00 p.m. | Series A CPPU Holders and/or depository agents must have completed and returned Form A or Form B, as applicable, to the Unit Registrar, Boardroom Corporate & Advisory Services Pte. Ltd. |
| 1 October 2014                    | Payment of Preferred Distribution.                                                                                                                                                        |
| On or about 17 November 2014      | Payment of excess withholding tax deducted from Series A CPPU Distribution to Series A CPPU Holders to whom withholding tax applied.                                                      |

BY ORDER OF THE BOARD

Frasers Centrepoint Asset Management (Commercial) Ltd.

(as manager of Frasers Commercial Trust)

(Company Registration No: 200503404G)

Piya Treruangrachada

Company Secretary

3 September 2014

**For further information, kindly contact:**

Ms. Wang Mei Ling

Manager, Investor Relations

Frasers Centrepoint Asset Management (Commercial) Ltd

Tel: +65 6277 2509

Email: [meiling.wang@fraserscentrepoint.com](mailto:meiling.wang@fraserscentrepoint.com)

**IMPORTANT NOTICE**

This announcement may contain forward-looking statements that involve risks and uncertainties. Actual future performance, outcomes and results may differ materially from those expressed in forward-looking statements as a result of a number of risks, uncertainties and assumptions. Representative examples of these factors include (without limitation) general industry and economic conditions, interest rate trends, cost of capital and capital availability, competition from similar developments, shifts in expected levels of property rental income, changes in operating expenses, (including employee wages, benefits and training costs), property expenses and governmental and public policy changes and the continued availability of financing in the amounts and the terms necessary to support future business.

Investors are cautioned not to place undue reliance on these forward-looking statements, which are based on the Manager's current view on future events.

The value of Units and the income derived from them, if any, may fall or rise. Units are not obligations of, deposits in, or guaranteed by, the Manager or any of its affiliates. An investment in Units is subject to investment risks, including the possible loss of the principal amount invested.

Investors should note that they have no right to request the Manager to redeem their Units while the Units are listed. It is intended that Unitholders may only deal in their Units through trading on SGX-ST. Listing of the Units on the SGX-ST does not guarantee a liquid market for the Units.

This publication is for information only and does not constitute an invitation or offer to acquire, purchase or subscribe for the Units. The past performance of FCOT and the Manager is not necessarily indicative of the future performance of FCOT and the Manager.

## DISCLOSURE NOTE

### Compliance with Disclosure Requirements in Note 2 Section 2 of Appendix 1 of the Code

On 7 May 2009, the Securities Industry Council granted a waiver of the obligation of Frasers Centrepoint Limited ("**FCL**") and parties acting in concert with it (the "**Concert Parties**") to make a mandatory offer for all the remaining issued Units not already owned or controlled by FCL and the Concert Parties pursuant to Rule 14 of the Singapore Code on Take-over and Mergers (the "**Code**", and a mandatory offer made pursuant thereto, a "**Mandatory Offer**") should the obligation to do so arise as a result of, among others, the issuance of Conversion Units pursuant to conversion of the Series A CPPUs by FCL and its Concert Parties (the "**Series A CPPU Conversion**"), subject to, among other things, the approval of the Whitewash Resolution (as defined herein) by Unitholders other than FCL, parties acting in concert with it and parties which are not independent of FCL at a general meeting.

Approval from such Unitholders was obtained at the extraordinary general meeting of Unitholders held on 22 July 2009 (the "**EGM**"), to approve the whitewash resolution for a waiver of the requirement for FCL and the parties acting in concert with it to make a Mandatory Offer under Rule 14 of the Code should the obligation to do so arise as a result of, among others, the issuance of Conversion Units pursuant to the Series A CPPU Conversion (the "**Whitewash Resolution**").

The Whitewash Resolution is subject to the acquisition of the new Units upon the conversion of the Series A CPPUs being completed within five years of the date of issue of the Series A CPPUs, being 26 August 2009. In connection with the Whitewash Resolution, the disclosures required under Note 2 Section 2 of Appendix 1 of the Code are set out below:

- (a) as at 2 September 2014:
  - (i) FCL and the Concert Parties hold in aggregate 188,656,790 Units representing 27.88% of voting rights in FCOT (calculated based on 676,684,648, the total number of Units in issue as at 2 September 2014); and
  - (ii) FCL and the Concert Parties do not hold any Series A CPPUs;
- (b) having approved the Whitewash Resolution on 22 July 2009, Unitholders have waived their rights to a Mandatory Offer from FCL and the Concert Parties at the highest price paid by FCL and the Concert Parties for Units in the six months preceding the commencement of the offer; and
- (c) having approved the Whitewash Resolution on 22 July 2009, Unitholders could be forgoing an opportunity to receive a general offer from another person who may be discouraged from making a general offer in view of the potential dilution effect of the Series A CPPUs.