Print this page

Notice of a Director's (including a director who is a substantial shareholder) Interest and Change in Interest *

*** Asterisks denote mandatory information**

>> Explanatory Notes

This form is for the purpose of Listing Rule 704(3). Completion of this form does not necessarily mean that Section 83 of the Companies Act has been complied with.

Name of Announcer *	FRASERS COMMERCIAL TRUST
Company Registration No.	200503404G
Announcement submitted on behalf of	FRASERS COMMERCIAL TRUST
Announcement is submitted with respect to *	FRASERS COMMERCIAL TRUST
Announcement is submitted by *	Anthony Cheong Fook Seng
Designation *	Company Secretary, Frasers Centrepoint Asset Management (Commercial) Ltd. (as Manager of FRASERS COMMERCIAL TRUST)
Date & Time of Broadcast	
Announcement No.	

The Price Sensitivity and Contact Number information will not be published.

Price Sensitivity *	No
Contact Number *	63189302

>> Announcement Details

The details of the announcement start here ...

>> PART I [Please complete this part]

1. Date of notice to issuer * — 11-03-2010
2. Name of Director * — Tan Guong Ching
3. Please tick one or more appropriate box(es): *

- Notice of a Director's (including a director who is a substantial shareholder) Interest and Change in Interest. [Please complete Part II and IV]

>> PART II

1. Date of change of Interest — 09-03-2010
2. Name of Registered Holder — Tan Guong Ching
3. Circumstance(s) giving rise to the interest or change in interest — # Others

   # Please specify details — Acquisition of 40,000 Series A convertible perpetual preferred units in Frasers Commercial Trust ("Series A CPPUs") pursuant to a non-renounceable offer for sale of Series A CPPUs by FCL Investments Pte. Ltd..
4. Information relating to shares held in the name of the Registered Holder

No. of Shares held before the change	0
As a percentage of issued share capital	0 %

No. of Shares which are subject of this notice	40,000
As a percentage of issued share capital	0.012 %
Amount of consideration (excluding brokerage and stamp duties) per share paid or received	1.00
No. of Shares held after the change	40,000
As a percentage of issued share capital	0.012 %

>> PART III

1.	Date of change of [Select Option]	
2.	The change in the percentage level	From % To %
3.	Circumstance(s) giving rise to the interest or change in interest	[Select Option]
	# Please specify details	
4.	A statement of whether the change in the percentage level is the result of a transaction or a series of transactions:	

>> PART IV

1. Holdings of Director , including direct and deemed interest :

	Direct	Deemed
No. of shares held before the change	0	0
As a percentage of issued share capital	0 %	0 %
No. of shares held after the change	40,000	0
As a percentage of issued share capital	0.012 %	0 %

Footnotes

(1) Where reference is made to shares, it refers to the Series A CPPUs.

(2) The percentage figures shown above are calculated based on the number of issued Series A CPPUs as at the date of this Notice, being 342,500,000.

(3) Please see attached disclosure made pursuant to Note 2 on Section2 of Appendix 1 to the Singapore Code on Takeovers and Mergers.

Attachments:

FCOT-Disclosure-110310.pdf
Total size = **19K**
(2048K size limit recommended)

Close Window

FRASERS COMMERCIAL TRUST – ISSUE OF SERIES A CPPUS AND COMPLIANCE WITH DISCLOSURE REQUIREMENTS IN NOTE 2 SECTION 2 OF APPENDIX 1 OF THE SINGAPORE CODE ON TAKE-OVERS AND MERGERS

In an Extraordinary General Meeting held on 22 July 2009, the holders of units of FCOT ("**Units**", and the holders of Units, the "**Unitholders**") approved, *inter alia*, (i) a rights issue of 2,252 million new Units (the "**Rights Units**") on a fully underwritten and renounceable basis (the "**Rights Issue**"), and (ii) a Whitewash Resolution (as defined below). In connection with the Whitewash Resolution, the disclosures required under Note 2 Section 2 of Appendix 1 of the Singapore Code on Take-overs and Mergers (the "**Code**"), are set out below:

(a) the Unitholders approved a whitewash resolution waiving their rights to receive a mandatory offer made pursuant to Rule 14 of the Code from Frasers Centrepoint Limited ("**FCL**") and parties acting in concert with FCL (the "**Concert Parties**") for all the remaining issued Units not already owned or controlled by them, in the event that FCL and the Concert Parties incur a mandatory bid obligation under the Code as a result of:

(i) FCL and/or certain of its wholly-owned subsidiaries subscribing for Rights Units to be issued pursuant to the Rights Issue; and/or

(ii) the conversion of Series A convertible perpetual preferred units in FCOT (the "**Series A CPPUs**") held by Orrick Investments Pte Limited (or its nominees) into Units,

(the "**Whitewash Resolution**").

The Whitewash Resolution is subject to the acquisition of the Rights Units and the Series A CPPUs being completed within 3 months of the date of approval of the Whitewash Resolution being 22 July 2009 and the acquisition of the new Units upon the conversion of the Series A CPPUs being completed within 5 years of the date of the issue of the Series A CPPUs being 26 August 2009;

(b) as at 10 March 2010, being the latest practicable date prior to the date of this announcement (the "**Latest Practicable Date**"), FCL and the Concert Parties held in aggregate:

(i) 725,789,977 Units representing 23.77 per cent. of voting rights in FCOT[1]; and

(ii) 306,421,884 Series A CPPUs;

(c) the maximum potential voting rights of FCL and the Concert Parties in FCOT, assuming that only FCL and the Concert Parties (but not other Unitholders) exercise their right to convert the Series A CPPUs in full is 46.46 per cent. of the total number of Units in issue as at the Latest Practicable Date (including all Units converted from the Series A CPPUs);

(d) 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

(e) having approved the Whitewash Resolution on 22 July 2009, Unitholders could be foregoing 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.

---

[1] The computation of percentage voting rights is based on the total number of Units in issue, as at the Latest Practicable Date, being 3,052,987,981.