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|---|--|--|
| * Asterisks denote mandatory informatio     | sterisks denote mandatory information  |  |
| 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                    | 05-Apr-2012 19:29:06   |  |
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| >> Announcement Details                    |
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| The details of the appouncement start here |

Announcement Title \*

FINANCING FOR THE ACQUISITION OF 50% INTEREST IN CAROLINE CHISHOLM CENTRE

Description

Please see attached.

**Attachments** 

FCOT-Announcement-Financing-5.4.12.pdf

Total size = **56K** 

(2048K size limit recommended)

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## **SGX-ST Announcement**

For immediate release

## FINANCING FOR THE ACQUISITION OF 50% INTEREST IN CAROLINE CHISHOLM CENTRE

Singapore, 5 April 2012 – Further to the announcement on 16 February 2012, Frasers Centrepoint Asset Management (Commercial) Ltd (the "Manager"), the manager of Frasers Commercial Trust ("FCOT"), is pleased to announce that Frasers Commercial Sub No. 2 Pte. Ltd. ("Sub No. 2"), a wholly-owned subsidiary of FCOT, has today entered into a facility agreement (the "Facility Agreement") with Commonwealth Bank of Australia, Singapore Branch, as lender, for a transferable term loan facility of A\$86.0 million (the "New Facility") to be used primarily to finance the acquisition of 361,721,500 ordinary units in Athllon Drive Landholding Trust ("ADLT"), representing 50% of the issued units in ADLT, by ARCOT Pty Ltd, in its capacity as trustee of ARC Trust, a wholly-owned trust of FCOT (the "Acquisition"). ADLT owns Caroline Chisholm Centre in Canberra, Australia.

The interest rate for the New Facility is the Australian BBSY rate plus a margin of 1.70% per annum subject to adjustment in accordance with the terms of the Facility Agreement. Sub No. 2 will be entering into hedging arrangements to hedge its interest rate exposure in accordance with the terms of the Facility Agreement.

The New Facility would result in an increase in FCOT's aggregate leverage from 37% to 40% based on the audited financial statements of FCOT as at 30 September 2011.

Pursuant to Rule 704(31) of the Listing Manual of Singapore Exchange Securities Trading Limited, the Manager announces that the Facility Agreement contains the following loan covenants which make reference to controlling unitholders' interest in FCOT or places restrictions on a change of control of the Manager):

- (a) save with the prior written consent of all the Lenders (as defined in the Facility Agreement), Sub No. 2 shall ensure that:
  - (i) the Manager shall at all times be the manager of FCOT; and
  - (ii) the Manager shall at all times be a wholly-owned (directly or indirectly) subsidiary of Frasers Centrepoint Limited ("FCL"); and
- (b) the occurrence of any of the following shall be an event of default under the Facility Agreement:
  - (i) save with the prior written consent of all the Lenders (as defined in the Facility Agreement),
    - (A) the Manager resigns or is removed as the manager of FCOT; or
    - (B) the Manager ceases to be a wholly-owned (directly or indirectly) subsidiary of FCL; and
  - (ii) FCL ceases at any time to hold, directly or indirectly through one or more subsidiaries, at least 20% of the units in FCOT (without taking into account the conversion rights of the Series A convertible perpetual preferred Units).

The aggregate level of the loan facilities of FCOT and its subsidiaries that may be affected by a breach of a Loan Covenant (assuming that such breach causes a cross default under the borrowings of FCOT) amounts to approximately \$\$752,547,600 (excluding interest) as at the date of this announcement.

The Acquisition is expected to complete no later than 15 April 2012.

Frasers Centrepoint Asset Management (Commercial) Ltd (Company Registration No: 200503404G)
As manager of Frasers Commercial Trust

Anthony Cheong Fook Seng Company Secretary 5 April 2012

## For further information, kindly contact:

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## **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.