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**Acquisitions and Disposals :: Non-Mandatory Disclosure :: Joint Announcement relating to Possible Disposal of shares in Frasers Property (China) Limited**

\* Asterisks denote mandatory information

Name of Announcer *	FRASER AND NEAVE, LIMITED
Company Registration No.	189800001R
Announcement submitted on behalf of	FRASER AND NEAVE, LIMITED
Announcement is submitted with respect to *	FRASER AND NEAVE, LIMITED
Announcement is submitted by *	Anthony Cheong Fook Seng
Designation *	Group Company Secretary
Date & Time of Broadcast	11-Sep-2012 21:57:40
Announcement No.	00095



**>> Announcement Details**

The details of the announcement start here ...

Announcement Title *	Joint Announcement relating to Possible Disposal of shares in Frasers Property (China) Limited
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Description	Please see attached.
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**Attachments**

 FNL-Announcement-11.9.12.pdf  
 Joint-Announcement-FCL-FPCL-11.9.12.pdf  
 Total size = **111K**  
 (2048K size limit recommended)

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**FRASER AND NEAVE, LIMITED**

(Incorporated in the Republic of Singapore)  
(Company Registration No.: 189800001R)

**Joint Announcement relating to Possible Disposal of shares  
in Frasers Property (China) Limited**

Fraser and Neave, Limited (the "**Company**") attaches for information an announcement jointly issued by FCL (China) Pte. Ltd. ("**FCLC**") (an indirect wholly-owned subsidiary of the Company held through its subsidiary, Frasers Centrepoint Limited) and Frasers Property (China) Limited ("**FPCL**"), stating that FCLC is in discussion with a third party regarding a possible disposal by FCLC of its controlling stake in FPCL, following the receipt of an unsolicited offer from such third party (the "**Proposal**").

FPCL is incorporated in Bermuda and is listed on the Main Board of The Stock Exchange of Hong Kong Limited. FCLC currently holds approximately 56.05% of the issued share capital of FPCL.

As at the date of this announcement, the terms of the Proposal have not been finalised and FCLC may or may not proceed further with the Proposal. The Company will make appropriate announcement(s) at the relevant time.

Shareholders and potential investors of the Company are advised to exercise caution when dealing in the shares of the Company.

**DIRECTORS' RESPONSIBILITY STATEMENT**

The directors of the Company (including any who may have delegated detailed supervision of this announcement) have taken all reasonable care to ensure that the facts stated and all opinions expressed in this announcement are fair and accurate and that no material facts have been omitted from this announcement, and the directors of the Company jointly and severally accept full responsibility accordingly.

Where any information has been extracted or reproduced from published or otherwise publicly available sources, the sole responsibility of the directors of the Company has been to ensure through reasonable enquiries that such information is accurately extracted from such sources or, as the case may be, reflected or reproduced in this announcement.

BY ORDER OF THE BOARD

Anthony Cheong Fook Seng  
Group Company Secretary

11 September 2012

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**FCL (CHINA) PTE. LTD.**  
*(Incorporated in Singapore with  
limited liability)*



**Frasers Property (China) Limited**  
**星獅地產(中國)有限公司\***  
*(Incorporated in Bermuda with limited liability)*  
**(Stock Code: 535)**

## **JOINT ANNOUNCEMENT**

### **Possible disposal of shares in FRASERS PROPERTY (CHINA) LIMITED**

The board of directors of Frasers Property (China) Limited (the “**Company**”) has been informed by FCL (China) Pte. Ltd. (“**FCLC**”) that following the receipt of an unsolicited offer from a third party, FCLC is in discussion with such third party regarding a possible disposal of its controlling stake in the Company to such third party (the “**Proposal**”).

As at the date of this announcement, (i) the issued share capital of the Company comprises 6,864,136,580 ordinary shares of HK\$0.10 each (the “**Shares**”) and FCLC holds 3,847,509,895 Shares, representing approximately 56.05% of the Company’s issued share capital, and (ii) there are 107,729,130 outstanding share options issued by the Company pursuant to which an aggregate of 107,729,130 new Shares may fall to be issued upon exercise in full of such share options. Save as disclosed above, the Company has no other class of relevant securities (as defined under Note 4 to Rule 22 of the Hong Kong Code on Takeovers and Mergers (“**Takeovers Code**”)) in issue as at the date of this announcement.

Associates (as defined under the Takeovers Code and including persons who hold 5% or more of the relevant securities of the Company) of the Company are reminded to disclose their dealings in the relevant securities of the Company under Rule 22 of the Takeovers Code. In accordance with Rule 3.8 of the Takeovers Code, reproduced below is the full text of Note 11 to Rule 22 of the Takeovers Code:

*\* For identification purpose only*

**Responsibilities of stockbrokers, banks and other intermediaries**

*“Stockbrokers, banks and others who deal in relevant securities on behalf of clients have a general duty to ensure, so far as they are able, that those clients are aware of the disclosure obligations attaching to associates and other persons under Rule 22 and that those clients are willing to comply with them. Principal traders and dealers who deal directly with investors should, in appropriate cases, likewise draw attention to the relevant Rules. However, this does not apply when the total value of dealings (excluding stamp duty and commission) in any relevant security undertaken for a client during any 7 day period is less than \$1 million.*

*This dispensation does not alter the obligation of principals, associates and other persons themselves to initiate disclosure of their own dealings, whatever total value is involved.*

*Intermediaries are expected to co-operate with the Executive in its dealings enquiries. Therefore, those who deal in relevant securities should appreciate that stockbrokers and other intermediaries will supply the Executive with relevant information as to those dealings, including identities of clients, as part of that co-operation.”*

**As at the date of this announcement, the terms of the Proposal have not been finalised and FCLC may or may not proceed further with the Proposal. Shareholders and potential investors of the Company are advised to exercise caution when dealing in the Shares or other securities of the Company.**

By order of the board of  
directors of  
**FCL (China) Pte. Ltd.**  
**Tang Kok Kai, Christopher**  
*Director*

By order of the board of  
directors of  
**Frasers Property (China) Limited**  
**Kwee Chong Kok, Michael**  
*Chairman*

Hong Kong, 11 September 2012

*As at the date of this announcement, the board of directors of FCLC comprises the following directors:*

*Lim Ee Seng  
Cheong Fook Seng, Anthony  
Chia Khong Shoong  
Tang Kok Kai, Christopher*

*As at the date of this announcement, the board of directors of the Company comprises the following directors:*

*Executive Director:  
Leung Ka Hing, Harry (Chief Executive Officer)*

*Non-executive Directors:  
Cheong Fook Seng, Anthony  
Chong Siak Ching (whose alternate is Chia Nam Toon)  
Hui Choon Kit  
Lim Ee Seng  
Tang Kok Kai, Christopher*

*Independent non-executive Directors:  
Kwee Chong Kok, Michael (Chairman)  
Chong Kok Kong  
Hui Chiu Chung  
Wong Siu Ming, Helen*

*The directors of FCLC jointly and severally accept full responsibility for the accuracy of the information contained in this announcement (other than that relating to the Company) and confirm, having made all reasonable enquiries, that to the best of their knowledge, opinions expressed in this announcement have been arrived at after due and careful consideration and there are no other facts not contained in this announcement, the omission of which would make any statement in this announcement misleading.*

*The directors of the Company jointly and severally accept full responsibility for the accuracy of the information contained in this announcement (other than that relating to FCLC) and confirm, having made all reasonable inquiries, that to the best of their knowledge, opinions expressed in this announcement have been arrived at after due and careful consideration and there are no other facts not contained in this announcement, the omission of which would make any statement in the announcement misleading.*