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Miscellaneous	
* 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 *	Company Secretary
Date & Time of Broadcast	06-Dec-2013 17:33:58
Announcement No.	00069



>> Announcement Details

The details of the announcement start here ...

Announcement Title * Commencement of new consent solicitation process by F&N Treasury Pte. Ltd.

Description Please see attached.

Attachments

 Commencement_of_Consent_Solicitation_Process_Series_009_010-6.12.13.pdf
 FNTreasury-Notice_of_Meetings-06.12.13.pdf
 Total size = **76K**
 (2048K size limit recommended)

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F&N TREASURY PTE. LTD.
(UEN/Company Registration No. 200617668D)
(Incorporated in the Republic of Singapore)

ANNOUNCEMENT

S\$108,250,000 5.50 per cent. Notes due 2016 comprised in Series 009 (ISIN: SG7S52942461) (the "Series 009 Notes") and S\$200,000,000 6.00 per cent. Notes due 2019 comprised in Series 010 (ISIN: SG7S69943098) (the "Series 010 Notes" and, together with the Series 009 Notes, the "Notes"), in each case, issued by F&N Treasury Pte. Ltd. (the "Company") pursuant to the S\$2,000,000,000 Multicurrency Medium Term Note Programme (the "Programme") established on 7 May 2007 and unconditionally and irrevocably guaranteed by Fraser and Neave, Limited ("F&N")

Commencement of consent solicitation process by the Company in connection with the Notes

Reference is made to:

- (a) the announcement (the "**Announcement**") made by F&N on 27 August 2013 in relation to the proposed demerger of its property business through the dividend *in specie* (the "**FCL Distribution**") of all the issued shares in Frasers Centrepoint Limited ("**FCL**") to shareholders and the listing of FCL by way of introduction;
- (b) the announcement made by F&N on 27 September 2013 in relation to the intention to, *inter alia*, seek the relevant third party consents, approvals or waivers in respect of the Facilities (as defined in the Announcement), including the Notes;
- (c) the Notes.

The Company wishes to announce that it has today commenced a new consent solicitation process to seek the approval of the holders (the "**Noteholders**") of the Notes (the "**Consent Solicitation**"), by way of extraordinary resolutions to, *inter alia*:

- (a) waive the non-compliance with certain provisions of the Notes, in each case, which will or may occur as a result of the FCL Distribution;
- (b) waive the occurrence of certain event(s) of default or (as the case may be) potential event(s) of default under the terms and conditions of the Notes, in each case, which will or may occur as a result of the FCL Distribution; and
- (c) make an amendment to the terms and conditions of the Notes to include a call option, where the Company may, at its option by giving not less than five days' notice, redeem all (but not some only) of the Notes on any date falling on or prior to 30 June 2014 at:

- (i) (in the case of the Series 009 Notes) 100 per cent. of the nominal amount of the Series 009 Notes, together with a prepayment fee of 6.50 per cent. of the nominal amount of such Series 009 Notes and interest accrued to (but excluding) the date fixed for redemption; and
- (ii) (in the case of the Series 010 Notes) 100 per cent. of the nominal amount of the Series 010 Notes, together with a prepayment fee of 9.00 per cent. of the nominal amount of such Series 010 Notes and interest accrued to (but excluding) the date fixed for redemption.

DBS Bank Ltd. has been appointed as the solicitation agent in connection with the Consent Solicitation.

For further details on the Consent Solicitation, Noteholders are advised to refer to the notice of meetings published in *The Business Times* and announced via SGXNET on 6 December 2013.

A copy of the consent solicitation statement pertaining to the Consent Solicitation (the "**Consent Solicitation Statement**") will be mailed to the Noteholders respectively.

In order to avoid any violation of laws applicable in countries other than Singapore, the Consent Solicitation Statement have not been and will not be mailed to Noteholders who do not presently have an address in Singapore ("**Foreign Holders**"). Foreign Holders who wish to obtain a copy of the Consent Solicitation Statement should provide in writing such address in Singapore to Oversea-Chinese Banking Corporation Limited, as issuing and paying agent for the Programme, not later than five days before the Early Acceptance Fee Deadline (as defined in the Consent Solicitation Statement).

In addition, Noteholders may collect copies of the Consent Solicitation Statement from the office of Oversea-Chinese Banking Corporation Limited, as issuing and paying agent for the Programme, at 31 Tampines Avenue 4, #04-00 OCBC Tampines Centre Two, Singapore 529680.

By Order of the Board
F&N Treasury Pte. Ltd.

Cheong Fook Seng Anthony
Company Secretary
6 December 2013

NOTE: this announcement does not constitute an invitation to participate in the Consent Solicitation. No offer or invitation to issue or redeem any securities is being made pursuant to this release. This announcement must be read in conjunction with the Consent Solicitation Statement. This announcement does not constitute or form part of, and should not be construed as, an offer for sale or subscription of, or a solicitation of any offer to buy or subscribe for, any securities of the Company or any other entity.

The term "related party", in relation to a person, means any other person who, directly or indirectly, controls that person, or is controlled, directly or indirectly, by that person, or where he and that other person, directly or indirectly, are under the control of a common person.

The terms "prepayment fee", "redemption premium" and "break cost" are defined in the ITA as follows:

- (a) "prepayment fee", in relation to debt securities and qualifying debt securities, means any fee payable by the issuer of the securities on the early redemption of the securities, the amount of which is determined by the terms of the issuance of the securities;
- (b) "redemption premium", in relation to debt securities and qualifying debt securities, means any premium payable by the issuer of the securities on the redemption of the securities upon their maturity; and
- (c) "break cost", in relation to debt securities and qualifying debt securities, means any fee payable by the issuer of the securities on the early redemption of the securities, the amount of which is determined by any loss or liability incurred by the holder of the securities in connection with such redemption.

References to "prepayment fee", "redemption premium" and "break cost" in this Singapore tax disclosure have the same meaning as defined in the ITA.

Where interest, discount income, prepayment fee, redemption premium or break cost is derived from any of the Series 009 Notes or Series 010 Notes (as the case may be) by any person who is not resident in Singapore and who carries on any operations in Singapore through a permanent establishment in Singapore, the tax exemption available for qualifying debt securities (subject to certain conditions) under the ITA shall not apply if such person acquires such Notes using the funds and profits of such person's operations through a permanent establishment in Singapore. Any person whose interest, discount income, prepayment fee, redemption premium or break cost derived from the Series 009 Notes or Series 010 Notes (as the case may be) is not exempt from tax (including for the reasons described above) shall include such income in a return of income made under the ITA.

As set out in Condition 7 of the Notes, all payments of principal and interest in respect of the Notes and Coupons (as defined in the Trust Deed) by F&NT will be made without withholding or deduction for or on account of any present or future taxes or duties of whatever nature imposed or levied by or on behalf of Singapore or any political subdivision or any authority thereof or therein having power to tax unless such withholding or deduction is required by law. In such event, F&NT will pay such additional amounts as shall be necessary in order that the net amounts received by the holder of the Notes or Coupons after such withholding or deduction shall equal the respective amounts of principal and interest which would otherwise have been receivable in respect of the Notes or Coupons, as the case may be, in the absence of such withholding or deduction; except that no such additional amounts shall be payable with respect to any Note or Coupon presented for payment:

- (a) by or on behalf of a holder who is liable for such taxes or duties in respect of such Note or Coupon by reason of his having some connection with Singapore other than the mere holding of such Note or Coupon or the receipt of any sums due in respect of such Note or Coupon (including, without limitation, the holder being a resident of, or a permanent establishment in, Singapore); or
- (b) more than 30 days after the Relevant Date (as defined in the Conditions) except to the extent that the holder thereof would have been entitled to an additional amount on presenting the same for payment on such thirtieth day assuming that day to have been a Payment Day (as defined in the Conditions).

An advance tax ruling has been sought from the Inland Revenue Authority of Singapore ("IRAS") to confirm that (a) the Early Acceptance Fee and Consent Fee do not fall under Section 12(1) of the ITA, and accordingly the Early Acceptance Fee and Consent Fee payable by F&NT to non-resident Noteholders under this Consent Solicitation are not subject to any Singapore withholding tax; and (b) the prepayment fee payable to non-resident Noteholders (upon exercise of the Call Option) would not be subject to withholding tax under the QDS Scheme and that Noteholders would be eligible for the tax exemptions and concessions for such prepayment fee under the QDS Scheme. There is no guarantee that a favourable ruling will be obtained from the IRAS.

To the extent that the payments to non-resident Noteholders of the prepayment fee (upon the exercise of the Call Option), the Early Acceptance Fee or (as the case may be) the Consent Fee may be subject to Singapore withholding tax, F&NT has agreed (subject to and in accordance with Condition 7 of the Notes) to pay such additional amounts as will result in the receipt by such Noteholders of such amount of the prepayment fee, the Early Acceptance Fee or (as the case may be) the Consent Fee as would have been received by them had no such withholding or deduction been required in respect of such payment.

For the purpose of enabling F&NT to determine the amount of such withholding tax payable to the IRAS, the holders and/or the beneficial owners of Notes are requested to complete the relevant Tax Residency Declaration Form (the form of which may be found in the section entitled "Form of Tax Residency Declaration Form" in the Consent Solicitation Statement) and return the duly completed Tax Residency Declaration Form to the Issuing and Paying Agent on or prior to the Expiration Time or, if after the Expiration Time, to F&NT at the address set forth on the back cover of the Consent Solicitation Statement by 31 December 2013.

J2 Capital Gains

Singapore does not impose tax on capital gains. However, there are no specific laws or regulations which deal with the characterisation of capital gains, and hence, any gains arising from the participation in the Consent Solicitation or disposal of the Notes may be construed to be of an income nature and subject to income tax, especially if they arise from activities which the IRAS would regard as the carrying on of a trade or business in Singapore.

In addition, holders of the Notes who apply or are required to apply Singapore Financial Reporting Standard 39 ("FRS 39"), may for Singapore income tax purposes, be required to recognise gains or losses (netting gains or losses in the nature of capital) on the Notes or participation in the Consent Solicitation in accordance with FRS 39. Please see the section below on "Adoption of FRS 39 Treatment for Singapore Income Tax Purposes".

J3 Adoption of FRS 39 Treatment for Singapore Income Tax Purposes

The IRAS has issued a circular entitled "Income Tax Implications Arising from the Adoption of FRS 39 – Financial Instruments: Recognition and Measurement" (the "FRS 39 Circular"). The ITA has since been amended to give effect to the FRS 39 Circular.

The FRS 39 Circular generally applies, subject to certain "opt-out" provisions, to taxpayers who are required to comply with FRS 39 for financial reporting purposes.

Holders of the Notes who may be subject to the tax treatment under the FRS 39 Circular should consult their own accounting and tax advisers regarding the Singapore income tax consequences of their participation in the Consent Solicitation.

J4 Estate Duty

Singapore estate duty has been abolished with respect to all deaths occurring on or after 15 February 2008.

K Tax Residency Declaration Forms

For the purpose of enabling F&NT to determine the amount of withholding tax (if any) payable to the IRAS in respect of amounts payable under the Consent Solicitation and the Notes, the holders and/or the beneficial owners of Notes are requested to complete the relevant Tax Residency Declaration Form (the form of which may be found in the section entitled "Form of Tax Residency Declaration Form" in the Consent Solicitation Statement) and return the duly completed Tax Residency Declaration Form to the Issuing and Paying Agent on or prior to the Expiration Time or, if after the Expiration Time, to F&NT at the address set forth on the back cover of the Consent Solicitation Statement by 31 December 2013.

L Governing Law

This notice is governed by, and shall be construed in accordance with, Singapore law.

The Solicitation Agent for the Consent Solicitation is:

DBS Bank Ltd,
12 Marina Boulevard, Level 42
Marina Bay Financial Centre Tower 3
Singapore 018882
Telephone: (65) 6222 4261
Facsimile: (65) 6225 9783

The Issuing and Paying Agent for the Consent Solicitation is:

Oversea-Chinese Banking Corporation Limited
31 Tampines Avenue 4
#04-00 OCBC Tampines Centre Two
Singapore 529580
Telephone: (65) 6318 7016/7015/7227
Attention: Treasury Operations

BY ORDER OF THE BOARD

F&N Treasury Pte. Ltd.

Anthony Cheong Pook Seng
Company Secretary

6 December 2013