

**Allens**

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**Allens > < Linklaters**

24 September 2014

The Manager  
Company Announcements Office  
ASX Limited  
Level 4  
20 Bridge Street  
Sydney NSW 2000

**Electronic Lodgement**

Dear Sir/Madam

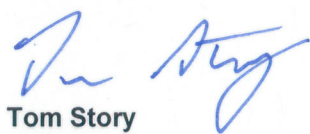
**Takeover Bid by Frasers Amethyst Pte. Ltd. in relation to Australand Property Group**

As you are aware, Frasers Amethyst Pte. Ltd. (**FCL Bidder**) has offered under its off-market takeover bid to acquire all of the stapled securities in Australand Property Group (**Australand**). The offer closed at 7.00 pm (Sydney time) on Thursday, 4 September 2014.

On 23 September 2014, FCL Bidder had a relevant interest in 98.61% of the Australand securities. As FCL Bidder has acquired a relevant interest in more than 90% of Australand securities, FCL Bidder intends to compulsorily acquire all outstanding Australand securities.

On behalf of FCL Bidder, we enclose, by way of service pursuant to section 661B(1)(d) of the *Corporations Act 2001* (Cth) a copy of ASIC Form 6021 ("Notice of compulsory acquisition following takeover bid") and a pro-forma copy of the accompanying letter to be sent to Australand securityholders.

Yours faithfully



**Tom Story**

Partner

Allens

Tom.Story@allens.com.au

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Encl.

# Cover page: Notice of compulsory acquisition following takeover bid

If there is insufficient space in any section of the form, you may attach an annexure and submit as part of this lodgement

## Lodgement details

### Who should ASIC contact if there is a query about this form?

Name

Chris Blane

ASIC registered agent number (if applicable)

269 - Sydney

Company/entity name

Allens

ACN/ABN/ARBN/ARSN

Telephone number

02 92304000

Postal address

Level 5, Deutsche Bank Place, 126 Phillip Street

Sydney, NSW, 2000

Email address (optional)

## How to complete this form

1. Complete this COVER page and the notice pages.
2. Send copies of notice pages to holders. **DO NOT INCLUDE THIS COVER PAGE** or GUIDE.
3. Lodge COVER page and notice pages with ASIC.

## Lodgement

Send completed and signed form to:  
Australian Securities and Investments Commission,  
PO Box 9827 in your capital city.

Or lodge the form in person at an ASIC Service Centre  
(see [www.asic.gov.au/servicecentres](http://www.asic.gov.au/servicecentres))

### For more information

Web [www.asic.gov.au](http://www.asic.gov.au)

Need help? [www.asic.gov.au/question](http://www.asic.gov.au/question)

Telephone 1300 300 630

# Notice of compulsory acquisition following takeover bid

## Notice

## To each holder of:

Description of class of securities to which the bid relates

Stapled securities in Australand Property Group, each stapled security comprising one share in Australand Holdings Limited ("AHL") and one unit in each of Australand Property Trust ("APT"), Australand Property Trust No.4 ("APT4") and Australand Property Trust No.5 ("APT5")

('Bid Class Securities')

in

Name of target company or body

Name ('the Company')

Australand Property Group

ACN/ARBN/ARSN

AHL (ACN 008 443 696), APT (ARSN 106 680 424), APT4 (ARSN 108 254 413) and APT5 (ARSN 108 254 771)

Tick applicable box(es)

☐

and each holder of securities that will or may be converted into, or confer rights to be issued, in the next 6 weeks, securities to which the bid related.

☐

and each holder of non-transferable securities issued under an employee incentive scheme referred to in paragraph 2.

Name of bidder

### 1. Under a takeover bid offers were made by

Frasers Amethyst Pte. Ltd.

in respect of the acquisition of Bid Class Securities in the company.

The offers

Tick one box

☒

closed

☐

are scheduled to close

Date offers closed or are scheduled to close

on

Date

0 4 / 0 9 / 1 4  
[D] [D] [M] [M] [Y] [Y]

Tick applicable box(es).  
(see subsection 661A(4) and (4A))

### 2. You are, as at the date of this notice, the holder of one or more of the following

☒

securities in respect of which the takeover offer was made, but have not accepted the offer. (If you have accepted the offer but have received this notice you do not need to do anything in response to this notice—the bidder will acquire your securities under the offer.)

☐

securities to which the bid related issued after the end of the offer period and before the date of this notice

☐

securities that will or may be converted into, or confer rights to be issued, in the next 6 weeks, securities to which the bid related

☐

securities issued under an employee incentive scheme to which restrictions on transfer apply under the company's constitution or the terms of issue, being

Description of securities

☐

the following securities in the bid class in which the bidder has a relevant interest

Description of securities

### 3. The bidder gives you notice under subsection 661B(1) of the Corporations Act 2001 ('the Act') that the bidder has become entitled pursuant to subsection

Tick one box

☒

661A(1)

☐

661A(3)

of the Act to compulsorily acquire your securities and desires to acquire those securities.

## Continued... Notice

4. Under section 661D of the Act, you have the right, by notice in writing given to the bidder within one month after this notice is lodged with ASIC, to ask the bidder for a written statement of the names and addresses of everyone else the bidder has given this notice to.

Date of lodgement

This notice was lodged with ASIC on

Date

2	4	0	9	1	4
[D	D]	[M	M]	[Y	Y]

5. Under section 661E of the Act, you have the right, within one month after being given this notice (see paragraph 8) or within 14 days after being given a statement requested under section 661D of the Act (as referred to in paragraph 4 of this notice), whichever is later, to apply to the Court for an order that the securities not be compulsorily acquired.

6. The bidder is entitled and bound to acquire the securities on the terms that applied under the takeover bid immediately before

Tick one box

☐

this notice was given.

☒

the end of the offer period.

7. Unless the Court otherwise orders, on application made by you under section 661E of the Act within one month after being given this notice (see paragraph 8) or within 14 days after being given a statement under section 661D (as referred to in paragraph 4 of this notice), whichever is the later, the bidder must comply with paragraph 6 of this notice.

8. A notice sent by post to you is taken to be given to you 3 days after it is posted.

## Signature

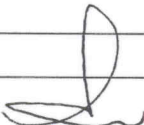
Name of person signing

Jerry Yang Chiang Lee

Capacity

Director

Signature



Date signed

1	9	0	9	1	4
[D	D]	[M	M]	[Y	Y]



**Frasers Amethyst Pte. Ltd.**

(INCORPORATED IN THE REPUBLIC OF SINGAPORE)

A member of the Frasers Centrepoint Group



24 September 2014

Dear Australand Property Group Securityholder

**Compulsory Acquisition of your Stapled Securities in Australand Property Group**

Frasers Amethyst Pte. Ltd. (**FCL Bidder**), a wholly owned subsidiary of Frasers Centrepoint Limited, offered to acquire your stapled securities in Australand Property Group (**Australand**) under its Bidder's Statement dated 1 July 2014 (the **Offer**). The Offer closed at 7.00 pm (Sydney time) on 4 September 2014 and our records show that FCL Bidder did not receive a valid acceptance of its Offer from you before the Offer closed.

As FCL Bidder has acquired a relevant interest in more than 90% of the stapled securities in Australand, FCL Bidder proposes to acquire your stapled securities under the compulsory acquisition provisions of the *Corporations Act 2001* (Cth) (the **Corporations Act**).

The acquisition will be effected on the same terms as the Offer, which means that you will receive A\$4.48 cash per stapled security, subject to section 7 of the Bidder's Statement of FCL Bidder dated 1 July 2014.

If you attempted to accept the Offer but failed to validly do so, you will be treated as a securityholder whose securities may be compulsorily acquired.

The formal notice which FCL Bidder is required to give you under the compulsory acquisition provisions of the Corporations Act is enclosed. This notice specifies the rights that you have in regard to the compulsory acquisition.

On completion of the compulsory acquisition procedures, FCL Bidder will pay (or procure payment of) the consideration for your stapled securities to Australand. On receipt of that consideration, Australand is required to notify you that the consideration for your stapled securities has been received and that it is being held pending your instructions. Australand will also send you a form which will set out how you may claim your consideration.

If you have any questions, please call 1300 855 080 (within Australia) or +61 3 9415 4000 (outside Australia).

Yours sincerely

**Jerry Yang Chiang Lee**  
Director  
Frasers Amethyst Pte. Ltd.  
Encl

Company Registration No: 201418702K

Registered Address: 438 Alexandra Road #21-00 Alexandra Point Singapore 119958 Tel: (65) 6276 4882 Fax: (65) 6276 6328

Mailing Address: 438 Alexandra Road #02-00 Alexandra Point Singapore 11998 Tel: (65) 6276 4882