Disclosure of Interest/ Changes in Interest of Substantial Shareholder(s)/ Unitholder(s)::Notificati... Page 1 of 1

DISCLOSURE OF INTEREST/ CHANGES IN INTEREST OF SUBSTANTIAL SHAREHOLDER(S)/UNITHOLDER(S)::NOTIFICATION OF CESSATION AS SUBSTANTIAL SHAREHOLDERS

**Issuer & Securities** Issuer/Manager THAKRAL CORPORATION LTD Securities THAKRAL CORPORATION LTD - SG1AJ2000005 - AWI **Stapled Security** No **Announcement Details Announcement Title** Disclosure of Interest/ Changes in Interest of Substantial Shareholder(s)/ Unitholder(s) Date & Time of Broadcast 07-May-2019 17:16:18 Status New **Announcement Sub Title** Notification of Cessation as Substantial Shareholders **Announcement Reference** SG190507OTHR32UQ Submitted By (Co./ Ind. Name) Anil Daryanani Designation Chief Financial Officer Description (Please provide a detailed description of the event in the box below - Refer to the Online help for the format) Please refer to attachment. **Additional Details** Person(s) giving notice Substantial Shareholder(s)/Unitholder(s) (Form 3) Date of receipt of notice by Listed Issuer 06/05/2019 **Attachments** 

eFORM3 VDL CS CYI Final.pdf

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Total size = 149K MB

# SECURITIES AND FUTURES ACT (CAP. 289) SECURITIES AND FUTURES (DISCLOSURE OF INTERESTS) REGULATIONS 2012

# NOTIFICATION FORM FOR SUBSTANTIAL SHAREHOLDER(S)/UNITHOLDER(S) IN RESPECT OF INTERESTS IN SECURITIES

FORM

3
(Electronic Format)

#### **Explanatory Notes**

- 1. Please read the explanatory notes carefully before completing the notification form.
- 2. This form is for a Substantial Shareholder(s)/Unitholder(s) to give notice under section 135, 136, 137, 137J (as applicable to sections 135, 136 and 137) or 137U (as applicable to sections 135, 136 and 137) of the Securities and Futures Act (the "SFA").
- 3. This electronic Form 3 and a separate Form C, containing the particulars and contact details of the Substantial Shareholder(s)/Unitholder(s), must be completed by the Substantial Shareholder(s)/Unitholder(s) or a person duly authorised by the Substantial Shareholder(s)/Unitholder(s) to do so. The person so authorised should maintain records of information furnished to him by the Substantial Shareholder(s)/Unitholder(s).
- 4. This form and Form C, are to be completed electronically and sent to the Listed Issuer via an electronic medium such as an e-mail attachment. The Listed Issuer will attach both forms to the prescribed SGXNet announcement template for dissemination as required under section 137G(1), 137R(1) or 137ZC(1) of the SFA, as the case may be. While Form C will be attached to the announcement template, it will not be disseminated to the public and is made available only to the Monetary Authority of Singapore (the "Authority").
- 5. Where a transaction results in similar notifiable obligations on the part of more than one Substantial Shareholder/Unitholder, all of these Substantial Shareholders/Unitholders may give notice using the same notification form.
- 6. A single form may be used by a Substantial Shareholder/Unitholder for more than one transaction resulting in notifiable obligations which occur within the same notifiable period (i.e. within two business days of becoming aware of the earliest transaction). There must be no netting-off of two or more notifiable transactions even if they occur within the same day.
- 7. All applicable parts of the notification form must be completed. If there is insufficient space for your answers, please include attachment(s) by clicking the paper clip icon on the bottom left-hand corner or in item 11 of Part II or item 10 of Part III. The total file size for all attachment(s) should not exceed 1MB.
- 8. Except for item 5 of Part II and item 1 of Part IV, please select only one option from the relevant check boxes.
- 9. Please note that submission of any false or misleading information is an offence under Part VII of the SFA.
- 10. In this form, the term "Listed Issuer" refers to -
  - (a) a company incorporated in Singapore any or all of the shares in which are listed for quotation on the official list of a securities exchange;
  - (b) a corporation (not being a company incorporated in Singapore, or a collective investment scheme constituted as a corporation) any or all of the shares in which are listed for quotation on the official list of a securities exchange, such listing being a primary listing;

- (c) a registered business trust (as defined in the Business Trusts Act (Cap. 31A)) any or all of the units in which are listed for quotation on the official list of a securities exchange;
- (d) a recognised business trust any or all of the units in which are listed for quotation on the official list of a securities exchange, such listing being a primary listing; or
- (e) a collective investment scheme that is a trust, that invests primarily in real estate and real estaterelated assets specified by the Authority in the Code on Collective Investment Schemes, and any or all the units in which are listed for quotation on the official list of a securities exchange, such listing being a primary listing ("Real Estate Investment Trust").
- 11. For further instructions and guidance on how to complete this notification form, please refer to section 7 of the User Guide on Electronic Notification Forms which can be accessed at the Authority's Internet website at http://www.mas.gov.sg (under "Regulations and Financial Stability", "Regulations, Guidance and Licensing", "Securities, Futures and Fund Management", "Forms", "Disclosure of Interests").

Part I - General 1. Name of Listed Issuer: Thakral Corporation Ltd 2. Type of Listed Issuer: ✓ Company/Corporation Registered/Recognised Business Trust Real Estate Investment Trust 3. Is more than one Substantial Shareholder/Unitholder giving notice in this form? ☐ No (Please proceed to complete Part II) ✓ Yes (Please proceed to complete Parts III & IV) 4. Date of notification to Listed Issuer: 06-May-2019

## Part III - Substantial Shareholder(s)/Unitholder(s) Details

[To be used for multiple Substantial Shareholders/Unitholders to give notice]



Sub	ostantial Shareholder/Unitholder A 🕥
1.	Name of Substantial Shareholder/Unitholder:
	Venture Delta Limited ("VDL")
2.	Is Substantial Shareholder/Unitholder a fund manager or a person whose interest in the securities of the Listed Issuer are held solely through fund manager(s)?  Yes  No
3.	Notification in respect of:
	Becoming a Substantial Shareholder/Unitholder
	Change in the percentage level of interest while still remaining a Substantial Shareholder/Unitholder
	✓ Ceasing to be a Substantial Shareholder/Unitholder
4.	Date of acquisition of or change in interest:
	30-Apr-2019
5.	Date on which Substantial Shareholder/Unitholder became aware of the acquisition of, or the change in, interest (if different from item 4 above, please specify the date):
	06-May-2019
6.	Explanation (if the date of becoming aware is different from the date of acquisition of, or the change in, interest):
	The Notification of result of allocation by The Central Depository (Pte) Limited was received by VDL on 6 May 2019.

7. Quantum of total voting shares/units (including voting shares/units underlying rights/options/ warrants/convertible debentures {conversion price known}) held by Substantial Shareholder/ Unitholder before and after the transaction:

Immediately before the transaction	Direct Interest	Deemed Interest	Total
No. of voting shares/units held and/or underlying the rights/options/warrants/ convertible debentures:	10,122,667		10,122,667
As a percentage of total no. of voting shares/ units:	7.74	0	7.74
Immediately after the transaction	Direct Interest	Deemed Interest	Total
Immediately after the transaction  No. of voting shares/units held and/or underlying the rights/options/warrants/ convertible debentures :	Direct Interest 5,339,903	Deemed Interest	<i>Total</i> 5,339,903

9.	Relationship between the Substantial Shareholders/Unitholders giving notice in this form: [You may attach a chart in item 10 to show the relationship between the Substantial Shareholders/Unitholders]
	VDL is a wholly owned subsidiary of Constellation Star Holdings Limited, which is in turn a wholly owned subsidiary of China Yuchai International Limited.
	Accordingly, each of Constellation Star Holdings Limited and China Yuchai International Limited has a deemed interest in VDL's shares in Thakral Corporation Ltd under Section 4 of the Securities and Futures Act, Chapter 289 of Singapore ("SFA").
10.	Attachments (if any):
	(The total file size for all attachment(s) should not exceed 1MB.)
11.	If this is a <b>replacement</b> of an earlier notification, please provide:
	(a) SGXNet announcement reference of the <u>first</u> notification which was announced on SGXNet (the "Initial Announcement"):
	(b) Date of the Initial Announcement:
	(c) 15-digit transaction reference number of the relevant transaction in the Form 3 which was attached in the Initial Announcement:
12.	Remarks (if any):
	Pursuant to the voluntary conditional cash partial offer (the "Partial Offer") made on 4 March 2019 by W Capital Markets Pte. Ltd., for and on behalf of Prime Trade Enterprises Limited (the "Offeror"), to acquire 26,510,000 ordinary shares in the issued and paid-up share capital of Thakral Corporation Ltd (the "Offer Shares"), VDL tendered an aggregate of 4,782,764 shares in Thakral Corporation Ltd to the Offeror, comprising:
	i. VDL's acceptance of the Partial Offer of 28.9 per cent of VDL's shares in Thakral Corporation Ltd (comprising 2,925,450 shares) ("Relevant Percentage Offer Shares"); and ii. the shares tendered by VDL in excess to the Relevant Percentage Offer Shares and accepted by Offeror under the Partial Offer (comprising 1,857,314 shares) ("Excess Shares"),
	(the Relevant Percentage Offer Shares and Excess Shares collectively referred to as "VDL Total Tendered Shares").
	The transfer of the VDL Total Tendered Shares to the Offeror was completed on 30 April 2019. VDL has

Name of Substantial Shareholder/Unitholder:
Constellation Star Holdings Limited
Is Substantial Shareholder/Unitholder a fund manager or a person whose interest in the securities of the Listed Issuer are held solely through fund manager(s)?  Yes  No
Notification in respect of:
Becoming a Substantial Shareholder/Unitholder
Change in the percentage level of interest while still remaining a Substantial Shareholder/Unitholde
✓ Ceasing to be a Substantial Shareholder/Unitholder
Date of acquisition of or change in interest:
30-Apr-2019
Date on which Substantial Shareholder/Unitholder became aware of the acquisition of, or the change in, interest (if different from item 4 above, please specify the date):
06-May-2019
Explanation (if the date of becoming aware is different from the date of acquisition of, or the change in, interest):
Was notified by VDL on the change in interest on 6 May 2019.

warrants/convertible debentures {conversion price known}) held by Substantial Shareholder/ Unitholder before and after the transaction:

Immediately before the transaction	Direct Interest	Deemed Interest	Total
No. of voting shares/units held and/or underlying the rights/options/warrants/ convertible debentures:	0	10,122,667	10,122,667
As a percentage of total no. of voting shares/units:	0	7.74	7.74
Lanca d'alta de la compansa d'an			
Immediately after the transaction	Direct Interest	Deemed Interest	Total
No. of voting shares/units held and/or underlying the rights/options/warrants/ convertible debentures :	O Direct Interest	Deemed Interest 5,339,903	<i>Total</i> 5,339,903

8. Circumstances giving rise to deemed interests (if the interest is such): [You may attach a chart in item 10 to illustrate how the Substantial Shareholder/Unitholder's deemed interest arises]

	VDL is a wholly owned subsidiary of Constellation Star Holdings Limited, which is in turn a wholly owned subsidiary of China Yuchai International Limited.
	Accordingly, each of Constellation Star Holdings Limited and China Yuchai International Limited has a deemed interest in VDL's shares in Thakral Corporation Ltd under Section 4 of the SFA.
9.	Relationship between the Substantial Shareholders/Unitholders giving notice in this form: [You may attach a chart in item 10 to show the relationship between the Substantial Shareholders/Unitholders]
	Please refer to item 8 above.
10.	Attachments (if any):
	(The total file size for all attachment(s) should not exceed 1MB.)
11.	If this is a <b>replacement</b> of an earlier notification, please provide:
	(a) SGXNet announcement reference of the <b>first</b> notification which was announced on SGXNet (the "Initial Announcement"):
	(b) Date of the Initial Announcement:
	(c) 15-digit transaction reference number of the relevant transaction in the Form 3 which was attached in the Initial Announcement:
12.	Remarks (if any):
	Pursuant to the Partial Offer made on 4 March 2019 by W Capital Markets Pte. Ltd., for and on behalf of the Offeror, to acquire the Offer Shares, VDL tendered the VDL Total Tendered Shares.
	The transfer of the VDL Total Tendered Shares to the Offeror was completed on 30 April 2019. VDL has consequently ceased to be a substantial shareholder of Thakral Corporation Ltd.
Sub	estantial Shareholder/Unitholder C
1.	Name of Substantial Shareholder/Unitholder:
	China Yuchai International Limited
2.	Is Substantial Shareholder/Unitholder a fund manager or a person whose interest in the securities of the Listed Issuer are held solely through fund manager(s)?  Yes
	✓ No
3.	Notification in respect of:
	Becoming a Substantial Shareholder/Unitholder
	Change in the percentage level of interest while still remaining a Substantial Shareholder/Unithological
	✓ Ceasing to be a Substantial Shareholder/Unitholder

5.	Date on which Substantial Shareh change in, interest (if different			
	06-May-2019		-, <sub> </sub>	,
6.	Explanation (if the date of becomi change in, interest):	ing aware is differ	ent from the date of	f acquisition of, or the
	Was notified by VDL on the change of in	terest on 6 May 2019	•	
7.	Quantum of total voting shares/ur warrants/convertible debentures { Unitholder before and after the tra	conversion price l	•	
	Immediately before the transaction	Direct Interest	Deemed Interest	Total
und	of voting shares/units held and/or lerlying the rights/options/warrants/ vertible debentures:	0	10,122,667	10,122,667
As unit	a percentage of total no. of voting shares/	0	7.74	7.74
	Immediately after the transaction	Direct Interest	Deemed Interest	Total
und	of voting shares/units held and/or lerlying the rights/options/warrants/ vertible debentures :	0	5,339,903	5,339,903
As	a percentage of total no. of voting shares/	0	4.08	4.08
8.	Circumstances giving rise to deem [You may attach a chart in item 10 to interest arises]  Please refer to item 8 for Substantial Sha	illustrate how the St		r/Unitholder's deemed
9.	Relationship between the Substan [You may attach a chart in item 10 to Unitholders]  Please refer to item 8 above.		9	

4.

30-Apr-2019

Date of acquisition of or change in interest:

10.	Attac	hments ( <i>if any</i> ):
	<b>I</b>	(The total file size for all attachment(s) should not exceed 1MB.)
11.	If this	s is a <b>replacement</b> of an earlier notification, please provide:
	(a)	SGXNet announcement reference of the <b>first</b> notification which was announced on SGXNet (the "Initial Announcement"):
	(b)	Date of the Initial Announcement:
	(c)	15-digit transaction reference number of the relevant transaction in the Form 3 which was attached in the Initial Announcement:
12.	Rema	arks ( <i>if any</i> ):
		ant to the Partial Offer made on 4 March 2019 by W Capital Markets Pte. Ltd., for and on behalf of the
		r, to acquire the Offer Shares, VDL tendered the VDL Total Tendered Shares.
		ansfer of the VDL Total Tendered Shares to the Offeror was completed on 30 April 2019. VDL has quently ceased to be a substantial shareholder of Thakral Corporation Ltd.
	consec	quentity ceased to be a substantial shareholder of makial corporation Etd.

## Part IV - Transaction details

mount of consideration paid or received by Substantial Shareholders/Unitholders (excluding okerage and stamp duties):  52,391,382  recumstance giving rise to the interest or change in interest:  52quisition of:  Securities via market transaction  Securities via off-market transaction (e.g. married deals)  Securities via physical settlement of derivatives or other securities  Securities pursuant to rights issue  Securities via a placement  Securities following conversion/exercise of rights, options, warrants or other convertibles  sposal of:  Securities via market transaction  Securities via off-market transaction (e.g. married deals)
Securities via off-market transaction (e.g. married deals)  Securities via physical settlement of derivatives or other securities  Securities pursuant to rights issue  Securities via a placement  Securities following conversion/exercise of rights, options, warrants or other convertibles  Disposal of:  Securities via market transaction  Securities via market transaction (e.g. married deals)  Other circumstances:  Acceptance of take-over offer for the Listed Issuer  Corporate action by the Listed Issuer which Substantial Shareholders/Unitholders did not participate
circumstance giving rise to the interest or change in interest:  cquisition of:  Securities via market transaction  Securities via off-market transaction (e.g. married deals)  Securities pursuant to rights issue  Securities via a placement  Acceptance of take-over offer for the Listed Issuer  Corporate action by the Listed Issuer which Substantial Shareholders/Unitholders did not participate
Circumstance giving rise to the interest or change in interest:    Coquisition of:   Securities via market transaction   Securities via off-market transaction (e.g. married deals)   Securities via physical settlement of derivatives or other securities   Securities pursuant to rights issue   Securities via a placement   Securities following conversion/exercise of rights, options, warrants or other convertibles   Disposal of:   Securities via market transaction   Securities via market transaction (e.g. married deals)   Other circumstances:   Acceptance of take-over offer for the Listed Issuer   Corporate action by the Listed Issuer which Substantial Shareholders/Unitholders did not participate
Securities via market transaction  Securities via off-market transaction (e.g. married deals)  Securities via physical settlement of derivatives or other securities  Securities pursuant to rights issue  Securities via a placement  Securities following conversion/exercise of rights, options, warrants or other convertibles  Disposal of:  Securities via market transaction  Securities via off-market transaction (e.g. married deals)  Other circumstances:  Acceptance of take-over offer for the Listed Issuer  Corporate action by the Listed Issuer which Substantial Shareholders/Unitholders did not participate
Securities via market transaction  Securities via off-market transaction (e.g. married deals)  Securities via physical settlement of derivatives or other securities  Securities pursuant to rights issue  Securities via a placement  Securities following conversion/exercise of rights, options, warrants or other convertibles  Disposal of:  Securities via market transaction  Securities via market transaction (e.g. married deals)  Other circumstances:  Acceptance of take-over offer for the Listed Issuer  Corporate action by the Listed Issuer which Substantial Shareholders/Unitholders did not participate
Securities via off-market transaction (e.g. married deals)  Securities via physical settlement of derivatives or other securities  Securities pursuant to rights issue  Securities via a placement  Securities following conversion/exercise of rights, options, warrants or other convertibles  Disposal of:  Securities via market transaction  Securities via market transaction (e.g. married deals)  Other circumstances:  Acceptance of take-over offer for the Listed Issuer  Corporate action by the Listed Issuer which Substantial Shareholders/Unitholders did not participate
Securities via physical settlement of derivatives or other securities  Securities pursuant to rights issue  Securities via a placement  Securities following conversion/exercise of rights, options, warrants or other convertibles  Securities via market transaction  Securities via market transaction (e.g. married deals)  Other circumstances:  Acceptance of take-over offer for the Listed Issuer  Corporate action by the Listed Issuer which Substantial Shareholders/Unitholders did not participate
Securities pursuant to rights issue  Securities via a placement  Securities following conversion/exercise of rights, options, warrants or other convertibles  Disposal of: Securities via market transaction Securities via off-market transaction (e.g. married deals)  Other circumstances: Acceptance of take-over offer for the Listed Issuer  Corporate action by the Listed Issuer which Substantial Shareholders/Unitholders did not participate
Securities via a placement  Securities following conversion/exercise of rights, options, warrants or other convertibles  Disposal of: Securities via market transaction Securities via off-market transaction (e.g. married deals)  Other circumstances: Acceptance of take-over offer for the Listed Issuer  Corporate action by the Listed Issuer which Substantial Shareholders/Unitholders did not participate
Securities following conversion/exercise of rights, options, warrants or other convertibles  Disposal of: Securities via market transaction Securities via off-market transaction (e.g. married deals)  Other circumstances: Acceptance of take-over offer for the Listed Issuer Corporate action by the Listed Issuer which Substantial Shareholders/Unitholders did not participate
Disposal of:  Securities via market transaction  Securities via off-market transaction (e.g. married deals)  Other circumstances:  Acceptance of take-over offer for the Listed Issuer  Corporate action by the Listed Issuer which Substantial Shareholders/Unitholders did not participate
Securities via market transaction  Securities via off-market transaction (e.g. married deals)  Other circumstances:  Acceptance of take-over offer for the Listed Issuer  Corporate action by the Listed Issuer which Substantial Shareholders/Unitholders did not participate
Securities via off-market transaction ( <i>e.g. married deals</i> )  Other circumstances:  Acceptance of take-over offer for the Listed Issuer  Corporate action by the Listed Issuer which Substantial Shareholders/Unitholders did not participate
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Acceptance of take-over offer for the Listed Issuer  Corporate action by the Listed Issuer which Substantial Shareholders/Unitholders did not participate
$_{ extstyle \neg}$ Corporate action by the Listed Issuer which Substantial Shareholders/Unitholders did not participate

-	Part	iculars of Individual submitting this notification form to the Listed Issuer:	
	(a)	Name of Individual:	
		Wong Teck Kow	
	(b)	Designation (if applicable):	
	(c)	Name of entity ( <i>if applicable</i> ):	
raı	nsactio	on Reference Number (auto-generated):	
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