Disclosure of Interest/ Changes in Interest of Substantial Shareholder(s)/ Unitholder(s)::Disclosure of Interest/Changes in Interest of Substantial Shareholder

### Issuer & Securities

Issuer/ Manager	JARDINE CYCLE & CARRIAGE LIMITED	
Securities	JARDINE CYCLE & CARRIAGE LTD - SG1B51001017 - C07	
Stapled Security	No	

### **Announcement Details**

Announcement Title	Disclosure of Interest/ Changes in Interest of Substantial Shareholder(s)/ Unitholder(s)
Date & Time of Broadcast	08-Oct-2014 17:16:38
Status	New
Announcement Sub Title	Disclosure of Interest/Changes in Interest of Substantial Shareholder
Announcement Reference	SG141008OTHRH1BO
Submitted By (Co./ Ind. Name)	Ho Yeng Tat
Designation	Group Company Secretary
Description (Please provide a detailed description of the event in the box below - Refer to the Online help for the format)	Please see attachments

### **Additional Details**

Person(s) giving notice	Substantial Shareholder(s)/Unitholder(s) (Form 3)	
Date of receipt of notice by Listed Issuer	07/10/2014	
Attachments	<u>□</u> 20141007eForm3V.pdf  if you are unable to view the above file, please click the link below. <u>□</u> 20141007eForm3V.pdf  Total size =178K	

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# 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 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 <a href="http://www.mas.gov.sg">http://www.mas.gov.sg</a> (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:
	Jardine Cycle & Carriage Limited ('JC&C')
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)  Date of notification to Listed Issuer:
4.	07-Oct-2014

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

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

<u>Substantial</u>	Shareholder/Unitholder A	



1.	Name of Substantial Shareholder/Unitholder:		
	Jardine Strategic Singapore Pte Ltd ('JSS')		

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	

<b>✓</b>	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:
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07-Oct-2014	

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):

	(
07-Oct-2014	
07-OCt-2014	

6. Explanation (if the date of becoming aware is different from the date of acquisition of, or the change in, interest):

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:	263,146,540	0	263,146,540
As a percentage of total no. of voting shares/units:	73.98	0	73.98
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 263,247,540	Deemed Interest  0	Total 263,247,540

	N/A
	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 the attached corporate structure chart.
	Attachments (if any): 1
	(The total file size for all attachment(s) should not exceed 1MB.)
	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:
	Remarks (if any):
S	stantial Shareholder/Unitholder B
	Name of Substantial Shareholder/Unitholder:
	JSH Asian Holdings Limited
[	Is Substantial Shareholder/Unitholder a fund manager or a person whose interest in t securities of the Listed Issuer are held solely through fund manager(s)?  Yes  No

substantial Shareholder/Unitholder
i Substantial Shareholder/Unitholder
ware of the acquisition of, or the specify the date):
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the date of acquisition of, or the
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is such):
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).	Attac	chments ( <i>if any</i> ): <b>①</b>
	Ø	(The total file size for all attachment(s) should not exceed 1MB.)
	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:
	(b)	Date of the initial Africuncement.
	(c)	15-digit transaction reference number of the relevant transaction in the Form 3 which was attached in the Initial Announcement:
ubs	stantia	al Shareholder/Unitholder C
ubs		al Shareholder/Unitholder C  e of Substantial Shareholder/Unitholder:
ubs	Nam	e of Substantial Shareholder/Unitholder:
	Nam Jardin	e of Substantial Shareholder/Unitholder:  e Strategic Holdings Limited
ubs	Nam  Jardin  Is Su  secu	e of Substantial Shareholder/Unitholder:  de Strategic Holdings Limited  ubstantial Shareholder/Unitholder a fund manager or a person whose interest in the rities of the Listed Issuer are held solely through fund manager(s)?
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	Nam  Jardin  Is St secu  Ye Notifi	e of Substantial Shareholder/Unitholder:  de Strategic Holdings Limited  substantial Shareholder/Unitholder a fund manager or a person whose interest in the rities of the Listed Issuer are held solely through fund manager(s)?  description in respect of:
	Nam  Jardin  Is St secu  Ye Notifi  Be	e of Substantial Shareholder/Unitholder:  de Strategic Holdings Limited  substantial Shareholder/Unitholder a fund manager or a person whose interest in the rities of the Listed Issuer are held solely through fund manager(s)?  des coming a Substantial Shareholder/Unitholder
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ubs	Nam  Jardin  Is Su secu  Ye  Notifi  Be  Co  Date  07-0c  Date  chan	e of Substantial Shareholder/Unitholder:  de Strategic Holdings Limited  ubstantial Shareholder/Unitholder a fund manager or a person whose interest in the rities of the Listed Issuer are held solely through fund manager(s)?  es  o  ication in respect of: ecoming a Substantial Shareholder/Unitholder hange in the percentage level of interest while still remaining a Substantial Shareholder/Unitholder  easing to be a Substantial Shareholder/Unitholder  of acquisition of or change in interest:

	Quantum of total voting shares/unwarrants/convertible debentures of Unitholder before and after the tra	conversion price				
	Immediately before the transaction	Direct Interes	t Deemed Interest	Total		
und	of voting shares/units held and/or erlying the rights/options/warrants/ vertible debentures:	0	263,146,540	263,146,540		
As a	a percentage of total no. of voting shares/s:	0	73.98	73.98		
	Immediately after the transaction	Direct Interest	t Deemed Interest	Total		
und	of voting shares/units held and/or erlying the rights/options/warrants/ vertible debentures :	0	263,247,540	263,247,540		
As a	a percentage of total no. of voting shares/	0	74.01	74.01		
	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]					
				er/Unitholder's deemed		
	[You may attach a chart in item 10 to	illustrate how the ing interest in JSS, J	Substantial Shareholde			
101	[You may attach a chart in item 10 to interest arises]  By way of indirect substantial sharehold	illustrate how the ing interest in JSS, Jn JC&C.	Substantial Shareholde lardine Strategic Holding	gs Limited was deemed to		
	[You may attach a chart in item 10 to interest arises]  By way of indirect substantial sharehold be interested in JSS's notifiable interest in the interest in the substantial sharehold.  Relationship between the Substantial sharehold in the substantial sharehold.	illustrate how the ing interest in JSS, Jon JC&C.  In JC&C.  In JC&C.  In JC&C.  In JC&C.  In JC&C.	Substantial Shareholde lardine Strategic Holding	gs Limited was deemed to		
	[You may attach a chart in item 10 to interest arises]  By way of indirect substantial sharehold be interested in JSS's notifiable interest in the interest in JSS's notifiable interest in JS	illustrate how the ing interest in JSS, Jon JC&C.  In JC&C.  In itial Shareholder show the relations ructure chart.	Substantial Shareholders ardine Strategic Holding Strategic Holdin	gs Limited was deemed to		
	[You may attach a chart in item 10 to interest arises]  By way of indirect substantial sharehold be interested in JSS's notifiable interest in the substantial sharehold. Relationship between the Substantial sharehold in JSS's notifiable interest in the substantial sharehold in JSS's notifiable interest in the substantial sharehold in JSS's notifiable interest in	illustrate how the ing interest in JSS, J in JC&C.  In JC&C.  In itial Shareholder show the relations ructure chart.	Substantial Shareholders ardine Strategic Holding s/Unitholders giving ship between the Substantial But Substantial Substantia	gs Limited was deemed to		

12.	Rem	narks (if any):
Sub	ostantia	al Shareholder/Unitholder D
1.	Nam	ne of Substantial Shareholder/Unitholder:
	I HML	nvestments Limited
2.	secu	ubstantial Shareholder/Unitholder a fund manager or a person whose interest in the urities of the Listed Issuer are held solely through fund manager(s)?
	☑ .	
3.	Notif	ication in respect of:
		ecoming a Substantial Shareholder/Unitholder
	✓ C	change in the percentage level of interest while still remaining a Substantial Shareholder/Unithold
	□ c	easing to be a Substantial Shareholder/Unitholder
1	Date	of acquisition of or change in interest:
4	Date	
4.	07-0	
	07-0d	
	Date	on which Substantial Shareholder/Unitholder became aware of the acquisition of, or the
	Date	
<ol> <li>5.</li> <li>6.</li> </ol>	Date char	on which Substantial Shareholder/Unitholder became aware of the acquisition of, or the age in, interest (if different from item 4 above, please specify the date):
5.	Date char	on which Substantial Shareholder/Unitholder became aware of the acquisition of, or the age in, interest (if different from item 4 above, please specify the date):
5.	Date char	on which Substantial Shareholder/Unitholder became aware of the acquisition of, or the age in, interest (if different from item 4 above, please specify the date):
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5.	Date chan	on which Substantial Shareholder/Unitholder became aware of the acquisition of, or the age in, interest (if different from item 4 above, please specify the date):

	of voting shares/units held and/or derlying the rights/options/warrants/ overtible debentures:	0	263,146,540	263,146,540
As unit	a percentage of total no. of voting shares/	0	73.98	73.98
lyk.	Immediately after the transaction	Direct Interest	Deemed Interest	Total
unc	of voting shares/units held and/or derlying the rights/options/warrants/ overtible debentures :	0	263,247,540	263,247,540
As : unit	a percentage of total no. of voting shares/	0	74.01	74.01
	Circumstances giving rise to deem [You may attach a chart in item 10 to interest arises]  By way of indirect substantial shareholdi interested in JSS's notifiable interest in Jo	illustrate how the St ng interest in JSS, JM	ubstantial Shareholde	
*	Relationship between the Substan [You may attach a chart in item 10 to Unitholders]  Please refer to the attached corporate str	show the relationsh		
0.	Attachments (if any): 1	it(s) should not exceed	d 1MB.)	
		er notification, plearence of the firs	ase provide:	was announced
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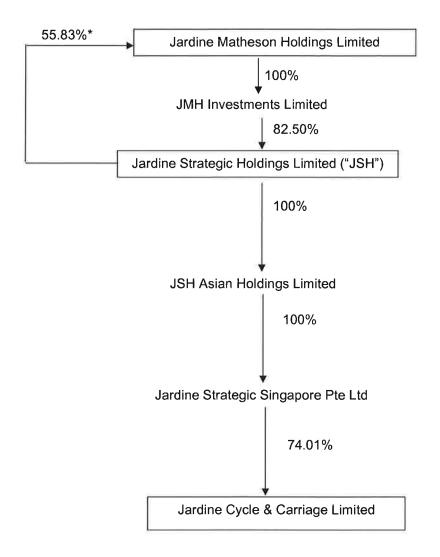
Sub	ostantial Shareholder/Unitholder E	<b>a</b>		
Jub				
1.	Name of Substantial Shareholder/U	nitholder:		1
	Jardine Matheson Holdings Limited			]
<b>4</b> 0	Is Substantial Shareholder/Unithold securities of the Listed Issuer are hearth Yes  No		•	whose interest in the
40	Notification in respect of:			
	Becoming a Substantial Shareholde	er/Unitholder		
	✓ Change in the percentage level of in	nterest while still re	maining a Substantia	Shareholder/Unitholder
	Ceasing to be a Substantial Shareho	older/Unitholder		
	Date of acquisition of or change in ir	nterest:		
	07-Oct-2014			
Ş	Date on which Substantial Sharehol change in, interest (if different from			•
	07-Oct-2014			
e	Explanation (if the date of becoming change in, interest):	g aware is differe	nt from the date of	acquisition of, or the
•	Quantum of total voting shares/units warrants/convertible debentures {countition unitholder before and after the trans	onversion price k		
P	Immediately before the transaction	Direct Interest	Deemed Interest	Total
und	of voting shares/units held and/or derlying the rights/options/warrants/overtible debentures:	0	263,146,540	263,146,540

immediately before the transaction	Direct Interest	Deemea Interest	I Otal
No. of voting shares/units held and/or underlying the rights/options/warrants/ convertible debentures:	0	263,146,540	263,146,540
As a percentage of total no. of voting shares/units:	0	73.98	73.98
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 0	Deemed Interest 263,247,540	Total 263,247,540

[Y	elationship 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/
_	ease refer to the attached corporate structure chart.
A	itachments ( <i>if any</i> ): <b>1</b>
Ċ	(The total file size for all attachment(s) should not exceed 1MB.)
	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:
R	emarks (if any):

	Part IV - Transaction details							
	Type of securities which are the subject of the transaction (more than one option may be chosen):  Voting shares/units Rights/Options/Warrants over voting shares/units Convertible debentures over voting shares/units (conversion price known) Others (please specify):							
•	Number of shares, units, rights, options, warrants and/or principal amount of convertible debentures acquired or disposed of by Substantial Shareholders/Unitholders:							
	101,000 ordinary shares							
	Amount of consideration paid or received by Substantial Shareholders/Unitholders (excluding brokerage and stamp duties):							
	S\$41.2523 per share							
	Circumstance giving rise to the interest or change in interest:  Acquisition 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 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 in (please specify):							
	Others (please specify):							

5.	Parti	Neil M McNamara						
	(a)							
	(b)							
	(c)	Name of entity (if applicable):  Jardine Matheson Limited						
	T = T	n Reference Number (au						
8	9 9 0	3 9 1 4 8 3 1 7	4 3 3					



Public Listed Company

Date: 07/10/2014

<sup>\*</sup> direct and indirect holdings