

# Alpha Tiger Property Trust Limited

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16 December 2009

## **Proposed Tender Offer, Share Buyback Authority and Takeover Panel Waiver**

The board of directors of Alpha Tiger Property Trust Limited announces today that it intends to return up to £12.1 million to Qualifying Shareholders, being the holders of ordinary shares of no par value in the capital of the Company. This will be effected by way of a tender offer, a summary of which is set out below.

Capitalised terms used in this announcement have the meanings set out at the end of this announcement.

### **Highlights**

- tender offer for up to 24.99 per cent. of the Existing Ordinary Shares, representing up to 16,868,250 Ordinary Shares
- the Tender Price is a fixed price of 72 pence per Ordinary Share
- the return of up to £12.1 million to Shareholders by way of a Tender Offer
- the price of 72 pence per Ordinary Share represents:
  - a premium of 6.7 per cent. to the Closing Price of 67.50 pence on 26 November 2009, the last business day prior to the announcement of the interim results for the nine months ended 30 September 2009;
  - a premium of 10.3 per cent. to the Closing Price of 65.25 pence on 10 September 2009, the last business day prior to the announcement of the change of investing policy;
  - a discount of approximately 29.6 per cent. to the 30 September 2009 adjusted net asset value per Ordinary Share of 102.3 pence;
  - a discount of approximately 5.6 per cent. to the Closing Price of 76.25 pence on 15 December 2009, the last business day prior to the announcement of the Tender Offer and
  - an amount equal to the highest closing trading price in the twelve months prior to the announcement of the change of investing policy
- renewal of buyback authority for up to 24.99 per cent. of its ordinary share capital following completion of the Tender Offer
- Antler and the Antler Concert Parties are deemed to be acting in concert for the purpose of the Takeover Code. Antler already holds 32.7 per cent. of the issued share capital of the Company and together with the Antler Concert Parties holds 39.9 per cent. of the issued share capital of the Company

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- the Takeover Panel has agreed to waive the obligation on Antler and the Antler Concert Parties to make a general offer that would otherwise arise as a result of any share buyback, subject to the approval of the Independent Shareholders voting on a poll at an extraordinary general meeting to be held at 10.00 a.m. on 12 January 2010.

Full details of the Tender Offer, including the terms and conditions on which it is being made, are set out in a circular, which is being sent to holders of Ordinary Shares today.

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Further information on Alpha Tiger Property Trust Limited is available at [www.alphatigerpropertytrust.com](http://www.alphatigerpropertytrust.com)

Panmure Gordon, which is authorised and regulated in the UK by the Financial Services Authority, is acting exclusively for Alpha Tiger only and no one else in connection with the proposals set out herein and will not be responsible to anyone other than Alpha Tiger for providing the protections afforded to clients of Panmure Gordon nor for providing advice in relation to any of the matters referred to or contemplated in this document.

## Notes to editors:

Further information on the background to and reasons for the proposals set out in the Circular is set out below:

### **Proposed Tender Offer, Share Buyback Authority and Panel Waiver**

#### **1. Introduction**

On 28 September 2009 Shareholders approved the Revised Investing Policy that allows the Company to invest in real estate opportunities unconstrained by geography, but with a particular focus on the UK, Europe and Asia.

In the circular to Shareholders dated 11 September 2009 issued in connection with the Revised Investing Policy, the Directors stated that they would support in principle the instigation of a share buyback programme by way of tender offer to all Shareholders or by way of on-market purchases. The Company and its Investment Manager have been in discussions with a number of Shareholders and understand that some Shareholders have investment objectives that are no longer aligned with the Revised Investing Policy and as a result may wish to seek to realise their investment in the Company. To this end, the Company wishes to implement a tender offer for up to 24.99 per cent. of its Existing Ordinary Shares (representing up to 16,868,250 Ordinary Shares) at a fixed price of 72 pence per Ordinary Share to provide some liquidity for these Shareholders. In addition, the Company wishes to renew its general authority to buy back Ordinary Shares, such authority to be in respect of up to 24.99 per cent. of its issued ordinary share capital following completion of the Tender Offer.

As at the Latest Practicable Date, Antler and the Antler Concert Parties' holding of 26,934,500 Ordinary Shares represents 39.9 per cent. of the Existing Ordinary Shares. As a result, under Rule 9 and Rule 37 of the Takeover Code, unless a specific waiver is obtained from the Takeover Panel and approved by Independent Shareholders voting on a poll, Antler and the Antler Concert Parties would normally be obliged to make a mandatory offer for the Company in the event that their aggregate percentage holding of voting rights attaching to the Company's issued share capital increased as a result of the Tender Offer or the subsequent exercise of the Share Buyback Authority. Antler and the Antler Concert Parties are disenfranchised for the purposes of voting on the Panel Waiver Resolution. Phillip Rose's Ordinary Shares are also disenfranchised for the purposes of the Panel Waiver Resolution as a result of him being deemed to be a concert party with Antler.

#### **2. Interim results**

The Company announced its interim results for the 9 months ended 30 September 2009 on 27 November 2009, reporting an adjusted net asset value of 102.3 pence per Ordinary Share. The interim results are available on the Company's website at <http://www.alphatigerpropertytrust.com>. The total equity committed (including conditional commitments and capitalised costs) to real estate investments as at 30 September 2009

was £29.6 million (INR 2,300 million) of which £8.8 million (INR 706 million) had been spent to 30 September 2009. The existing cash resources of the Company as at 30 September 2009 were £64.4 million. The existing cash resources net of committed cash of the Company as at 30 September 2009 were £43.6 million. The exchange rate as at 30 September 2009 of GBP 1.00: INR 76.97 has been used for the interim results except for historic funded amounts which reflect the exchange rate on the date of funding.

### **3. Background to and reasons for the proposed Tender Offer, Share Buyback Authority and Panel Waiver**

#### **3.1 Background**

Alongside the Company's change in investing policy, and as stated in the circular to Shareholders dated 11 September 2009 in connection therewith, the Board and the Investment Manager have been actively considering share buybacks and other returns of capital where such an exercise would be in Shareholders' best interests.

Following the recent change to the Company's investing policy, and in light of the fact that the Company is currently trading at a significant discount to the unaudited net asset value of the Company (such discount being 25.5 per cent. as at the Last Practicable Date, based on the unaudited NAV as at 30 September 2009), the Board believes that it is in the Company's interests, and in the interest of Shareholders as a whole, to undertake a return of capital at this point in time to provide Shareholders who wish to realise part or all of their investment in the Company with an opportunity to access liquidity which might otherwise not be available in the market.

The Board therefore wishes to implement the Tender Offer for up to 16,868,250 Ordinary Shares at a fixed price of 72 pence per Ordinary Share, returning up to £12.1 million of capital to Qualifying Shareholders who choose to tender their Ordinary Shares under the Tender Offer.

In addition, the Company wishes to renew its general authority to buy back Ordinary Shares, such authority to be in respect of up to 24.99 per cent. of its issued ordinary share capital following completion of the Tender Offer. A general authority to buy back up to 24.99 per cent. of the Company's issued ordinary share capital was sought and approved by ordinary resolution at this year's annual general meeting held on 8 May 2009. If the Tender Offer is approved by Shareholders, this existing authority will be revoked and instead Shareholders will be asked to approve the Share Buyback Authority.

Any share purchases after the completion of the Tender Offer and made in accordance with the Share Buyback Authority will be made at a price which is considered by the Board to be in the best interests of Shareholders at the relevant time and at a discount to the last reported NAV (subject to a maximum price of 105 per cent. of the average of the middle market quotation as published by the London Stock Exchange for the five business days immediately preceding the date of the purchase). However, the Board has no current intention to use the Share Buyback Authority.

The Board has sought to ensure that as many Shareholders as possible can participate in the return of capital (without incurring disproportionate costs in making the Tender Offer to persons other than Qualifying Shareholders) whilst allowing Shareholders individually to choose whether to participate in the Tender Offer or not. As a Shareholder, you can decide whether you want to tender all or any of your Ordinary Shares under the Tender Offer or to keep them. A Shareholder tendering all of his Ordinary Shares may be subject to scale back and in this event will still retain Ordinary Shares in the Company.

The Tender Offer will be financed from the Company's existing cash resources. As at 30 September 2009, the Company had cash available in an amount of £64.4 million. The Tender Offer is conditional upon the Directors being satisfied that Alpha Tiger will satisfy the solvency test as prescribed by The Companies (Guernsey) Law, 2008 (as amended). The solvency test will be satisfied if, immediately after the completion of the Tender Offer:

- Alpha Tiger will be able to pay its debts as they become due;
- the value of Alpha Tiger's assets is greater than the value of its liabilities; and
- Alpha Tiger satisfies any other requirements as to solvency imposed pursuant to its authorisation as an Authorised Closed-ended Investment Scheme.

Following the proposed Tender Offer, the Board believes that Alpha Tiger will remain in a net cash position with a strong balance sheet.

### 3.2 *Summary information on the Tender Offer*

Full details of the Tender Offer, including the terms and conditions on which it is being made, are set out in Part 3 of the Circular and on the Tender Form (which is being sent to Qualifying Shareholders who hold their Ordinary Shares in certificated form).

The Tender Offer is conditional, amongst other things, on the passing of the Panel Waiver Resolution. Other conditions to the Tender Offer are specified in Part 3 of the Circular.

The Tender Offer is only available to Qualifying Shareholders on the register of members of the Company on the Record Date and in respect of the Ordinary Shares held by them on the Record Date.

Qualifying Shareholders can choose whether they want to tender all or any of their Ordinary Shares under the Tender Offer. Qualifying Shareholders are not obliged to tender any of their Ordinary Shares if they do not wish to do so.

The Tender Offer involves the following:

- Panmure Gordon has irrevocably committed to purchase up to 16,868,250 Ordinary Shares at the Tender Offer Price and has irrevocably committed to sell such shares to the Company (all such shares will then be cancelled).
- 16,868,250 Ordinary Shares represents approximately 24.99 per cent. of the issued ordinary share capital of the Company.
- All Qualifying Shareholders are being given the opportunity to participate in the Tender



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Offer.

- Qualifying Shareholders may tender such number of Ordinary Shares under the Tender Offer as they choose.
- Qualifying Shareholders do not have to tender any of their Ordinary Shares if they do not wish to do so.
- All Ordinary Shares tendered by any Qualifying Shareholder up to their Basic Entitlement Amount (which represents such Qualifying Shareholder's pro rata share of the maximum number of Ordinary Shares to be acquired under the Tender Offer) will be accepted in full.
- The Tender Form to be completed by Qualifying Shareholders who hold their Ordinary Shares in certificated form contains a box to enable those Qualifying Shareholders who wish to tender their Basic Entitlement Amount to do so. If Qualifying Shareholders hold their Ordinary Shares in certificated form and tick this box the Registrars will calculate Basic Entitlement Amount for them on the Record Date.
- If the number of Ordinary Shares validly tendered is 16,868,250 or less, all such Ordinary Shares will be accepted and purchased.
- If the number of Ordinary Shares validly tendered is more than 16,868,250, tenders will be accepted in the order set out below:
  - (i) all Ordinary Shares tendered by any Qualifying Shareholder up to its Basic Entitlement Amount will be accepted in full; and
  - (ii) the number of Ordinary Shares tendered by a Qualifying Shareholder in excess of its Basic Entitlement Amount will be scaled down pro rata (rounded down to the nearest whole number) to the amount by which the Excess Purchase Amount exceeds the Excess Purchase Funds, such that the total number of Ordinary Shares purchased pursuant to the Tender Offer does not exceed 16,868,250.
- Ordinary Shares will be purchased without commissions and dealing charges.

Qualifying Shareholders are able to tender their Ordinary Shares up until 3.00 p.m on the closing date of the Tender Offer, which is 11 January 2010. In order to participate in the Tender Offer:

- Qualifying Shareholders holding Ordinary Shares in certificated form must return the Tender Form together with any share certificate(s) and/or other document(s) of title in accordance with the instructions set out on the Tender Form by 3.00 p.m. on 11 January 2010.
- Qualifying Shareholders holding Ordinary Shares in uncertificated form (that is, in CREST) are directed to paragraph 3.3 of Part 3 of the Circular which details specific procedures for those holders.

Shareholders who choose not to participate in the Tender Offer and who therefore do not tender their Ordinary Shares will not receive any cash proceeds in respect of their Ordinary

Shares under the Tender Offer but will benefit from owning a greater percentage of the Ordinary Shares of the Company as there will be fewer Ordinary Shares in issue after completion of the Tender Offer than prior to the completion of the Tender Offer.

The Tender Offer is subject to shareholder approval which will be sought at the Extraordinary General Meeting to be held at 10.00 a.m. on 12 January 2010.

Ordinary Shares may be traded in the normal way during the period in which the Tender Offer remains open.

The purchase from Qualifying Shareholders and the sale of the Ordinary Shares concerned to the Company will be effected via normal market trades, in accordance with the Rules of the London Stock Exchange.

The Tender Offer is only available to Qualifying Shareholders and is not available to Shareholders in Australia, Canada, Japan, South Africa or the United States of America or to Shareholders who are otherwise within an Excluded Territory.

Any rights of Qualifying Shareholders who choose not to tender their Ordinary Shares will be unaffected.

The Directors reserve the right, at any time prior to the announcement that the Tender Offer has become unconditional in all respects, to decline from proceeding with the Tender Offer if they conclude that its implementation is no longer in the interests of the Company and/or Shareholders as a whole. Full details of the Tender Offer, including the terms and conditions on which it is made, are set out in Part 3 of the Circular.

### 3.3 *Summary information on the Share Buyback Authority*

A general authority to buy back up to 24.99 per cent. of the Company's issued ordinary share capital was sought and approved by ordinary resolution at the annual general meeting of the Company held on 8 May 2009. As at the Latest Practicable Date, the Company had not bought back any Ordinary Shares pursuant to such authority.

If the Tender Offer is approved by Shareholders, this existing general authority will be revoked and instead Shareholders will be asked to approve the Share Buyback Resolution to enable the Company to make market purchases of up to 12,652,874 Ordinary Shares, representing a maximum of 24.99 per cent. of Alpha Tiger's issued ordinary share capital after completion of the Tender Offer (assuming that the maximum number of Ordinary Shares authorised to be purchased by the Company pursuant to the Tender Offer is purchased by the Company). The Share Buyback Authority is conditional upon the passing of the Panel Waiver Resolution and so will therefore, like the Tender Offer, have the benefit of the Panel Waiver (see paragraph 3.5 below for further details).

### 3.4 *Information on Antler and its concert parties*

Antler is an investment company based in the British Virgin Islands that currently holds approximately 32.7 per cent. of the issued share capital of Alpha Tiger. Antler is in the

same corporate/trust holding structure as Arrco, a company which controls a 50 per cent. partnership interest in ARC, Alpha Tiger's investment manager. Accordingly, Arrco and ARC are concert parties of Antler. Other parties deemed to be acting in concert with Antler are the other partners in ARC. Together, the Antler Concert Parties hold approximately a further 7.2 per cent. of the Company's issued share capital, bringing the total holding of Antler and the Antler Concert Parties to 39.9 per cent. of Alpha Tiger.

Phillip Rose cannot be treated as an independent director of Alpha Tiger in relation to the proposed Tender Offer, Share Buyback Authority and Panel Waiver as he is a partner in ARC. Accordingly, Phillip Rose has taken no part in the recommendation of the Board in connection with these matters. The Independent Alpha Tiger Directors comprise David Jeffreys, Jeff Chowdhry, Roddy Sage and Serena Tremlett. The Takeover Panel has consented to such exclusion.

Further information on Antler and the Antler Concert Parties can be found in Appendix I.

Antler and the Antler Concert Parties have indicated to the Company that their current intentions are for the Company to remain admitted to trading on AIM and to pursue its Revised Investing Policy. Antler and the Antler Concert Parties have also indicated that their current intention is that the Company's board of directors will remain the same.

### 3.5 *The Takeover Code*

Under Rule 9 of the Code, any person who acquires an interest (as defined in the Code) in shares which, taken together with shares in which he is already interested and in which persons acting in concert with him are interested, carry 30 per cent. or more of the voting rights of a company which is subject to the Code, is normally required to make a general offer to all the remaining shareholders to acquire their shares.

An offer under Rule 9 must be made in cash and at the highest price paid by the person required to make the offer, or any person acting in concert with him, for any interest in shares of the Company during the 12 months prior to the announcement of the offer.

**Antler and the Antler Concert Parties are deemed to be acting in concert for the purpose of the Code. As Antler already controls 32.7 per cent. of the issued share capital of the Company and together with the Antler Concert Parties controls 39.9 per cent. of the issued share capital of the Company, they are already able to block special resolutions of the Company.**

**If Antler and the Antler Concert Parties do not participate in the Tender Offer, the maximum shareholding of Antler could increase to approximately 43.6 per cent. of the issued share capital of the Company and, together with the Antler Concert Parties, approximately 53.2 per cent. of the issued share capital of the Company (assuming that the maximum number of Ordinary Shares authorised to be purchased by the Company pursuant to the Tender Offer is purchased by the Company).**



Furthermore, after the completion of the Tender Offer (assuming the Tender Offer was fully taken up, Shareholders approved the Share Buyback Resolution, the Board were to subsequently exercise the Share Buyback Authority in full and Antler and the Antler Concert Parties did not participate in such share buyback), the maximum shareholding of Antler could increase to approximately 58.1 per cent. of the issued share capital of the Company and, together with the Antler Concert Parties, approximately 70.9 per cent. of the issued share capital of the Company. Even on the assumption that the Tender Offer did not proceed, on the basis of the Share Buyback Authority being exercised in full, the maximum shareholding of Antler could increase to approximately 43.6 per cent. of the issued share capital of the Company and, together with the Antler Concert Parties, approximately 53.2 per cent. of the issued share capital of the Company. In either of such scenarios (save for Antler where the Tender Offer had not proceeded), Antler and the Antler Concert Parties would also be able to block ordinary resolutions of the Company as they would control in excess of 50 per cent. of the voting rights of Alpha Tiger.

The Code provides that, should Antler and the Antler Concert Parties pass through 50 per cent. ownership of Alpha Tiger as a result of the Tender Offer or any subsequent exercise of the Share Buyback Authority, then it will have so-called “buyer’s freedom”. This means that Antler and the Antler Concert Parties could buy more Ordinary Shares in the market without triggering a requirement to make a mandatory general offer. Individually, however, should Antler or members of the Antler Concert Party, following the Tender Offer or any subsequent exercise of the Share Buyback Authority, hold not less than 30 per cent. but not more than 50 per cent. of the voting rights of the Company and should any such persons then acquire additional shares carrying voting rights of the Company with the effect that their percentage holding of voting rights is increased, that person will normally be required by the Takeover Panel to make a general offer to all shareholders of the Company at the highest price paid by them for shares in the Company during the previous 12 months.

Otherwise, if Antler and the Antler Concert Parties do not pass through 50 per cent. ownership, whilst the obligations under Rule 9 would be waived in relation to the Tender Offer and any exercise of the Share Buyback Authority, any other future share buybacks or purchases of Ordinary Shares by Antler or the Antler Concert Parties would remain subject to Rule 9 and the other provisions of the Code.

The Takeover Panel has agreed to waive the obligation to make a general offer that would otherwise arise as a result of any share buyback, subject to the approval of the Independent Shareholders voting on a poll. Accordingly, a resolution to give such approval is being proposed at the Extraordinary General Meeting, and will be taken on a poll. Neither Antler nor the Antler Concert Parties will be entitled to vote on such

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Resolution.

Any Panel Waiver obtained from Independent Shareholders will expire 12 months after the date on which the Panel Waiver Resolution is approved by Shareholders.

A table showing the interests of Antler and the Antler Concert Parties in the Ordinary Shares following the Tender Offer and exercise of the Share Buyback Authority is set out below.

Name	Number of Ordinary Shares	% of Existing Ordinary Shares	% of issued share capital following Tender Offer (1)	% of issued share capital following exercise of Share Buyback Authority (2)
Antler	22,075,000	32.7	43.6	58.1
Antler and the Antler Concert Parties	26,934,500	39.9	53.2	70.9

<sup>1</sup> Assuming Tender Offer is taken up in full

<sup>2</sup> Assuming Tender Offer is taken up in full and Share Buyback Authority is exercised in full

If Shareholders approve the Panel Waiver Resolution, they will be waiving the requirement for Antler and the Antler Concert Parties to make a mandatory general offer under Rule 9 of the Code as a result of the Tender Offer and/or exercise of the Share Buyback Authority.

**Before consenting to a waiver of the Code in relation to the Tender Offer and the Share Buyback Resolution Shareholders may want to take independent professional advice from an appropriate independent financial adviser.**

#### 4. Dividends

Successfully tendered Ordinary Shares will be cancelled and will not rank for any future dividends.

#### 5. Tax

A guide to certain UK tax consequences of the Tender Offer for Shareholders under UK law and HMRC practice is set out in Part 4 of the Circular. Qualifying Shareholders who are in any doubt as to their tax position or who are subject to tax in a jurisdiction other

than the UK should consult a professional adviser.

## **6. Overseas Shareholders**

The attention of Qualifying Shareholders who are not resident in the UK is drawn to paragraph 7 of Part 3 of the Circular headed "Overseas Shareholders".

## **7. The Company's warrant instrument**

Pursuant to the terms of the Company's warrant instrument dated 18 December 2006, the Board may:

- (i) determine whether any adjustments to the warrants should be made;
- (ii) request the Company's auditors to confirm how, in their opinion, the exercise price and/or the number and/or the denomination of shares relating to the warrants may be adjusted in a manner they consider to be fair and reasonable; and
- (iii) follow the auditors' view on any adjustment.

Following completion of the Tender Offer, the Board will consider whether any of the warrants need to be adjusted.

## **8. Notice of Extraordinary General Meeting**

Notice of the Extraordinary General Meeting proposed to be held at 10.00 a.m. on 12 January 2010 at Regency Court, Glatigny Esplanade, St. Peter Port, Guernsey GY1 1WW will be despatched to Shareholders today.

At this meeting an ordinary resolution, Resolution 1 (the Panel Waiver Resolution), will be proposed to approve the waiver conditionally granted by the Takeover Panel of any obligation which would otherwise be imposed by Antler and the Antler Concert Parties, either individually or collectively, to make a general offer to all Shareholders under Rule 9 of the Takeover Code, as a result of the implementation of the Tender Offer or the exercise of the Share Buyback Authority. The shareholdings of Antler and the Antler Concert Parties (in respect of 26,934,500 Ordinary Shares (representing approximately 39.9 per cent. of the issued share capital of the Company)) are disenfranchised for the purposes of this resolution. As a result, only Independent Shareholders will be entitled to vote on this resolution and, as required by the Code, the resolution will be voted on by way of a poll.

Resolution 2 (the Tender Offer) is conditional upon the passing of Resolution 1 and will confer authority to make market purchases of Ordinary Shares pursuant to the Tender Offer. Resolution 2 specifies the maximum number of Ordinary Shares which may be acquired pursuant to this authority and the Tender Offer Price. It also revokes the share buyback authority granted by Shareholders at the last annual general meeting of the Company.

Resolution 3 (the Share Buyback Resolution) is conditional upon the passing of Resolution 1 and will confer authority for the market purchase by the Company of up to

12,652,874 Ordinary Shares. This number represents 24.99 per cent. of the Company's issued ordinary share capital after completion of the Tender Offer (assuming that the maximum number of Ordinary Shares authorised under Resolution 2 to be purchased by the Company pursuant to the Tender Offer is purchased by the Company). The number of Ordinary Shares will therefore represent less than 24.99 per cent. of the Company's issued ordinary share capital if fewer than the maximum number of Ordinary Shares authorised to be acquired under the Tender Offer under Resolution 2 are purchased.

The maximum price (exclusive of expenses) to be paid on any occasion will be equal to 105 per cent. of the average of the middle market quotation as published by the London Stock Exchange for the five business days immediately preceding the date of purchase. The Share Buyback Authority would expire 18 months after the passing of Resolution 3.

## 9. Recommendation

The Independent Alpha Tiger Directors, who have been so advised by Panmure Gordon, consider that the resolution in relation to the Tender Offer, the Share Buyback Resolution and the Panel Waiver Resolution to be proposed at the Extraordinary General Meeting are fair and reasonable and in the best interests of Independent Shareholders and the Company as a whole and unanimously recommend that Shareholders vote in favour of such resolutions, as the Independent Alpha Tiger Directors intend to do in respect of their own beneficial holdings amounting to, in aggregate, Ordinary Shares (representing approximately 0.5 per cent. of the issued share capital of the Company). In providing advice to the Independent Alpha Tiger Directors, Panmure Gordon has taken into account the commercial assessments of the Independent Alpha Tiger Directors.

The Board is making no recommendation to Qualifying Shareholders in relation to participation in the Tender Offer itself. Whether or not Qualifying Shareholders decide to tender all or any of their Ordinary Shares will depend, among other things, on their view of the Company's prospects and their own individual circumstances, including their tax position. Qualifying Shareholders are recommended to consult their duly authorised independent advisers and make their own decision.

None of the Directors or Antler intend to tender any of their Ordinary Shares pursuant to the Tender Offer.

**If you are in any doubt about the contents of the Circular or the action you should take, you should seek your own independent financial or legal advice immediately.**

## RISK FACTORS RELATING TO THE TENDER OFFER

*Shareholders should carefully consider the risks relating to the Tender Offer described below, together with all other information contained in the Circular, before deciding whether or not to participate in the Tender Offer.*

### **1. Risks relating to the Ordinary Shares if a Shareholder chooses to retain all or some of his Ordinary Shares**

#### **1.1 *The Ordinary Shares are admitted to trading on AIM***

The Ordinary Shares have been admitted to trading on AIM, a market designed primarily for emerging or smaller companies to which a higher investment risk tends to be attached than to companies on the Official List. An investment in shares quoted on AIM may carry a higher risk than an investment in shares quoted on the Official List. AIM has been in existence since June 1995 but its future success, and liquidity in the market for the Company's securities, cannot be guaranteed.

The market price of the Ordinary Shares may be volatile and may go down as well as up and current and prospective Shareholders may therefore be unable to recover their original investment. The Company's operating results and prospects from time to time may be below the expectations of market analysts and investors.

At the same time, equity investment market conditions may affect the Ordinary Shares regardless of the operating performance of the Company. Share market conditions are affected by many factors, such as general economic and political conditions, terrorist activity, movements in or outlook on interest rates and inflation rates, currency fluctuations, commodity prices, changes in investor sentiment towards particular market sectors and the supply and demand of capital.

Accordingly, the market price of the Ordinary Shares may not reflect the underlying value of the Company's assets, and the price at which investors may dispose of their Ordinary Shares at any point in time may be influenced by a number of factors, only some of which may pertain to the Company while others may be outside the Company's control. The Company does not have a fixed winding up date and therefore, unless Shareholders vote to wind up the Company, Shareholders will only be able to realise their investment through the market

#### **1.2 *Limited regulatory control compared with the Official List***

The holders of the Ordinary Shares do not enjoy any protection or rights other than those reflected in the articles of incorporation of the Company and those rights conferred by law. Although the AIM Rules and the Takeover Code apply to the Company, neither the



Listing Rules of the UK Listing Authority nor the Combined Code apply. It is, however, the intention of the Directors to comply with the Combined Code on corporate governance, to the extent they consider appropriate, taking into account the size of the Company and nature of its business.

**1.3** *There is no guarantee that dividends will be paid*

There can be no assurance that projects in which the Company invests will increase in value or provide increased dividends over time, or that future investments will increase the Company's cash available for distributions. Accordingly, there can be no assurance that the Company will be able to pay or maintain distributions or that distributions will increase over time. If it determines that it will pay dividends, there can be no assurance that it will be able to pay dividends in the future.

**2. Risks relating to the Ordinary Shares if a Qualifying Shareholder chooses to participate in the Tender Offer**

**2.1** *Past performance not necessarily indicative of likely future performance*

Shareholders should be aware that past performance is not necessarily indicative of likely future performance. The price of the Ordinary Shares may increase going forward and a Shareholder, to the extent he participates in the Tender Offer, will lose the benefit of such gains.

**2.2** *Changes in tax laws affecting Shareholders*

The levels of, and reliefs from, taxation may change. The tax reliefs referred to in the Circular are those currently available and their value depends on the individual circumstances of investors. Investors should have regard to the information in relation to the terms and conditions of the Tender Offer and the information in relation to taxation set out in Part 4 of the Circular and should seek their own advice on their tax position.

**2.3** *Exchange rate fluctuations*

Qualifying Shareholders who successfully tender their Ordinary Shares pursuant to the Tender Offer will be paid in Sterling. Overseas Shareholders will therefore bear any associated exchange rate risks.

**3. Risks for Shareholders if the Primary Resolutions and Panel Waiver Resolution are approved**

**3.1** Antler and the Antler Concert Parties already control 39.9 per cent. of the issued share capital of the Company and are able to block special resolutions of the Company.

**3.2** If Antler and the Antler Concert Parties do not participate in the Tender Offer, the maximum shareholding of Antler could increase to approximately 43.6 per cent. of the

issued share capital of the Company and, together with the Antler Concert Parties, approximately 53.2 per cent. of the issued share capital of the Company. In such circumstances Antler and the Antler Concert Parties would also be able to block ordinary resolutions of the Company as they would control in excess of 50 per cent. of the voting rights of Alpha Tiger.

- 3.3 Furthermore, after the completion of the Tender Offer (assuming the Tender Offer was fully taken up, Shareholders approved the Share Buyback Resolution, the Board were to subsequently exercise the Share Buyback Authority in full and Antler and the Antler Concert Parties did not participate in such share buyback), the maximum shareholding of Antler could increase to approximately 58.1 per cent. of the issued share capital of the Company and, together with the Antler Concert Parties, approximately 70.9 per cent. of the issued share capital of the Company. Even on the assumption that the Tender Offer did not proceed, on the basis of the Share Buyback Authority being exercised in full, the maximum shareholding of Antler could increase to approximately 43.6 per cent. of the issued share capital of the Company and, together with the Antler Concert Parties, approximately 53.2 per cent. of the issued share capital of the Company. In either of such scenarios (save for Antler where the Tender Offer had not proceeded), Antler and the Antler Concert Parties would also be able to block ordinary resolutions of the Company as they would control in excess of 50 per cent. of the voting rights of Alpha Tiger.
- 3.4 The Code provides that, should Antler and the Antler Concert Parties pass through 50 per cent. ownership of Alpha Tiger as a result of the Tender Offer or any subsequent exercise of the Share Buyback Authority, then it will have so-called “buyer’s freedom”. This means that Antler and the Antler Concert Parties could buy more Ordinary Shares in the market without triggering a requirement to make a mandatory general offer.

## APPENDIX I

### ANTLER AND ITS CONCERT PARTIES

#### Antler

Antler is an investment company, based in the British Virgin Islands, which holds a mixture of listed and unlisted investments. Antler is ultimately owned by a trust of which Phillip Gower is a discretionary beneficiary. Phillip Gower is a UK and international commercial and residential real estate investor and developer.

#### Arrco

Arrco is in the same corporate/trust holding structure as Antler. Arrco is a wholly-owned subsidiary of Rockmount Ventures Limited. Rockmount Ventures Limited is ultimately owned by a trust of which Phillip Gower is a discretionary beneficiary. Phillip Gower is a UK and international commercial and residential real estate investor and developer.

#### Other Antler Concert Parties

Other Antler Concert Parties comprise ARC and the other partners in ARC. Their shareholdings in Alpha Tiger are set out below, together with further information in relation to each of them.

ARC / ARC Partners	Alpha Tiger Shareholding	
	Number	%
ARC	-	-
Phillip Rose	239,695	0.4%
Brad Bauman	55,006	0.1%
Sir John Beckwith	1,493,381	2.2%
Mark Johnson	56,187	0.1%
Simon Wilson	4,631	0.0%
IPGL Limited	3,000,000	4.4%
IPGL Property Funds Limited	10,100	0.0%
Ronnie Armist	500	0.0%
Arrco Limited*	22,075,000	32.7%
<b>Total</b>	<b>26,934,500</b>	<b>39.9%</b>

# Alpha Tiger Property Trust Limited

(correct as at the Latest Practicable Date)

\* the shareholding of 22,075,000 Ordinary Shares in Alpha Tiger is held by Antler, a company in the same corporate/trust holding structure as Arrco.

## Alpha Real Capital LLP

ARC is a global real estate investment manager and has arms-length investment management agreements with Alpha Tiger and with other funds. ARC's investment management agreement with Alpha Tiger is summarised in Appendix V of the Circular.

## Phillip Rose

Phillip Rose is a Fellow of the Securities Institute and holds a Master of Law degree. Phillip Rose has 28 years' experience in the real estate, funds management and banking industries in Europe, the USA, Asia and Australasia. He has been the Head of Real Estate for ABN AMRO Bank, Chief Operating Officer of European shopping centre investor and developer TrizecHahn Europe, Managing Director of Lend Lease Global Investment and Executive Manager of listed fund General Property Trust. Phillip is currently a non executive director of Great Portland Estates and a member of the Management Committee of the Hermes Property Unit Trust.

## Brad Bauman

Brad Bauman has 21 years' experience in the real estate and finance industries in Asia, Australasia and Europe in Investment Banks, Property Companies and Institutions, including 7 years with CB Richard Ellis where he was Managing Director of CBRE Financial Services. Prior to joining Alpha Real Capital, Brad was Executive Director, Real Estate Investment Banking at Lehman Brothers.

## Mark Johnson

Mark Johnson was a corporate financier for 10 years with Barclays de Zoete Wedd and Rutland Trust. He was a director and then CEO of Riverside PLC from 1991 to 1997, when he negotiated its sale to First Leisure Corporation.

Mark is a qualified solicitor and is a founding director and shareholder of the majority of Pacific's investment portfolio companies including Barbican Healthcare, Sports & Outdoor Media, Thames River Capital and Liontrust Asset Management. Mark has worked directly and indirectly with John Beckwith for over 15 years.

## IPGL Limited

IPGL Limited is a private holding company. Michael Spencer, together with his wife and family trusts, are majority shareholders of the company. Its registered office is Park House, 16 Finsbury Circus, London EC2M 7EB. IPGL Limited is the ultimate parent company of IPGL Property Funds Limited.

## IPGL Property Funds Limited

IPGL Property Funds Limited is a private holding company. Its registered office is Park House, 16 Finsbury Circus, London EC2M 7EB.

## Simon Wilson

Simon is a Director of Corporate Finance at Pacific Investments Group and is primarily responsible for the Group's Asset Management activities. Prior to joining Pacific he worked at Hawkpoint Partners, and Deloitte Corporate Finance. Simon qualified as a Chartered Accountant at Deloitte in their Financial Institutions Group.

## Ronnie Armist

Ronnie is an Executive Director of the Stonehage Group. Ronnie joined the Stonehage Group in 2006 after working at Lombard Odier for nearly twenty years where he was Chief Executive of the London office and co-head of the Group's Institutional Client Unit. More recently, Ronnie worked as a Director of IPGL Limited.



## EXPECTED TIMETABLE OF PRINCIPAL EVENTS

Announcement of the Tender Offer	16 December 2009
Tender Offer opens	16 December 2009
Latest time and date for receipt of forms of proxy for the Extraordinary General Meeting	10.00 a.m. on 10 January 2010
Closing Date – latest time and date for receipt of Tender Forms and TTE Instructions	3.00 p.m. on 11 January 2010
Record Date for Tender Offer	5.00 p.m. on 11 January 2010
Extraordinary General Meeting	10.00 a.m. on 12 January 2010
Announcement of result of Extraordinary General Meeting and take-up level under the Tender Offer	By close of business on 12 January 2010
Settlement of proceeds through CREST for the Tender Offer and despatch of cheques in respect of the Tender Offer, as appropriate	By 26 January 2010
Balance certificates in respect of unsold Ordinary Shares dispatched	By 26 January 2010

The dates and times (which are UK times) given are based on the Company's current expectation and may be subject to change. Any changes to the expected timetable will be announced via a Regulatory Information Service.

# Alpha Tiger Property Trust Limited

## DEFINITIONS

<b>AIM</b>	the AIM market of the London Stock Exchange
<b>AIM Rules</b>	the rules governing the admission to, and operation of, AIM as set out in the AIM Rules for Companies published by the London Stock Exchange from time to time
<b>ARC or the Investment Manager</b>	Alpha Real Capital LLP, a limited liability partnership incorporated under the laws of England and Wales whose registered office is at 1B Portland Place, London, United Kingdom W1B 1PN
<b>Alpha Tiger or the Company</b>	Alpha Tiger Property Trust Limited, a Guernsey registered closed-ended investment company with registered number 44786
<b>Antler</b>	Antler Investment Holdings Limited, a company whose registered office is at Palm Grove House, PO Box 438, Road Town, Tortola, British Virgin Islands
<b>Antler Concert Parties</b>	the persons deemed to be acting in concert with Antler as set out in Appendix 1
<b>Arrco</b>	Arrco Limited, a company incorporated in England & Wales, which is a member of the same corporate/trust holding structure as Antler and whose registered office is at Willow House, Oldfield Road, Heswall, Wirral, United Kingdom CH60 OFW
<b>Basic Entitlement Amount</b>	<p>in the case of each Shareholder, a number of Ordinary Shares (rounded down to the nearest whole number) equal to <math>(X/Y) \times Z</math> where:</p> <p>X = the total number of Ordinary Shares registered in the name</p> <p>of such Shareholder in the register of members of the Company at 5.00 p.m. on the Record Date;</p> <p>Y = the total number of Existing Ordinary Shares in issue at 5.00 p.m. on</p> <p>the Record Date; and</p> <p>Z = 16,868,250, being the maximum number of Ordinary Shares which could be bought back pursuant to the Tender Offer</p>

# Alpha Tiger Property Trust Limited

<b>Board</b>	the Directors
<b>Circular</b>	the circular being sent to Shareholders today
<b>Closing Price</b>	the closing middle-market quotation of an Ordinary Share as derived from the Daily Official List on a particular day"
<b>Closing Date</b>	the closing date for the Tender Offer, being 3.00 p.m. on 11 January 2010
<b>Combined Code</b>	the Combined Code on Corporate Governance issued in July 2006
<b>Companies Act</b>	the UK Companies Act 2006, as amended
<b>CREST</b>	the Relevant System (as defined in the CREST Regulations) in respect of which Euroclear is the Operator (as defined in the CREST Regulations)
<b>CREST Regulations</b>	the UK Uncertificated Securities Regulations 2001
<b>Daily Official List</b>	the daily record setting out the prices of all trades in shares and other securities conducted on the London Stock Exchange
<b>Directors</b>	the directors of Alpha Tiger
<b>Euroclear</b>	Euroclear UK and Ireland Limited
<b>Excess Purchase Amount</b>	the Tender Offer Price multiplied by the total number of Ordinary Shares validly tendered by Shareholders pursuant to the Tender Offer in excess of such Shareholders' Basic Entitlement Amount
<b>Excess Purchase Funds</b>	<p>£12,145,140 minus (A x B) where:</p> <p>A = the Tender Offer Price; and</p> <p>B = the total number of Ordinary Shares validly tendered by Shareholders pursuant to the Tender Offer in an amount equal to or less than such Shareholders' Basic Entitlement Amount</p>
<b>Existing Ordinary Shares</b>	the existing ordinary share capital of the Company (excluding shares held in treasury) of 67,500,000 Ordinary Shares
<b>Excluded Territory</b>	Australia, Canada, Japan, South Africa, the United States of America and any other jurisdiction outside the UK in which it would be illegal to make the Tender Offer
<b>Extraordinary General Meeting</b>	the extraordinary general meeting of the Company, convened for 10.00 a.m. on 12 January 2010 or any adjournment

# Alpha Tiger Property Trust Limited

	thereof, notice of which is set out at the end of the Circular
<b>HMRC</b>	Her Majesty's Revenue and Customs
<b>Independent Alpha Tiger Directors</b>	the Directors, other than Phillip Rose
<b>Independent Shareholders</b>	Shareholders other than Antler and the Antler Concert Parties
<b>London Stock Exchange</b>	London Stock Exchange plc
<b>Latest Practicable Date</b>	the latest practicable date prior to the publication of the Circular, being 15 December 2009
<b>NAV</b>	the net asset value of the Company
<b>Notice of Extraordinary General Meeting</b>	the notice of the Extraordinary General Meeting set out at the end of the Circular
<b>Ordinary Shares</b>	ordinary shares of no par value in the Company
<b>Overseas Shareholders</b>	Shareholders resident in, or citizens of, jurisdictions outside the UK
<b>Panel Waiver</b>	the waiver conditionally granted by the Takeover Panel of any obligation which would otherwise be imposed on Antler or any of the Antler Concert Parties, either individually or collectively, to make a general offer to all Shareholders under Rule 9 of the Takeover Code, as a result of market purchases made pursuant to the Tender Offer or the exercise of the Share Buyback Authority
<b>Panel Waiver Resolution</b>	the resolution numbered 1 set out in the Notice of Extraordinary General Meeting to approve the Panel Waiver
<b>Panmure Gordon</b>	Panmure Gordon (UK) Limited
<b>Primary Resolutions</b>	the resolutions numbered 2 and 3 set out in the Notice of Extraordinary General Meeting to approve (i) the authority to buy back Ordinary Shares pursuant to the Tender Offer; and (ii) the Share Buyback Resolution
<b>Qualifying Shareholders</b>	Shareholders who are entitled to participate in the Tender Offer, each being a Shareholder on the register of members of the Company at the Record Date who is not an Overseas Shareholder resident in any Excluded Territory
<b>Record Date</b>	the record date for the Tender Offer, being 5.00 p.m. on 11 January 2010

# Alpha Tiger Property Trust Limited

<b>Registrars</b>	Computershare Investor Services (Jersey) Limited
<b>Revised Investing Policy</b>	the investing policy approved by Shareholders at an extraordinary general meeting of the Company held on 29 September 2009, as set out in Appendix III to the Circular
<b>Share Buyback Authority</b>	the general authority for the Company to buy back Ordinary Shares of up to 24.99 per cent. of its ordinary share capital following completion of the Tender Offer
<b>Share Buyback Resolution</b>	the resolution numbered 3 set out in the Notice of Extraordinary General Meeting to approve the Share Buyback Authority
<b>Shareholders</b>	the holders of Ordinary Shares
<b>Takeover Code or the Code</b>	the City Code on Takeovers and Mergers
<b>Takeover Panel</b>	the Panel on Takeovers and Mergers
<b>Tender Form</b>	the tender form issued for use by Qualifying Shareholders in respect of Ordinary Shares held in certificated form in connection with the Tender Offer
<b>Tender Offer</b>	the proposed tender offer for up to 24.99 per cent. of the Existing Ordinary Shares, representing up to 16,868,250 Ordinary Shares at the Tender Offer Price
<b>Tender Offer Price</b>	the price of 72 pence per Ordinary Share
<b>TTE Instruction</b>	a transfer from escrow instruction (as defined by the CREST manual issued by Euroclear)
<b>UK</b>	the United Kingdom of Great Britain and Northern Ireland

For the purposes of this document, “**subsidiary**” and “**subsidiary undertaking**” shall have the meanings given to them in the Companies Act.

Save where the context otherwise requires, references to the Company’s issued share capital or issued ordinary share capital exclude shares held in treasury.

## Notes:

References to time in this announcement are to London time. The above-mentioned dates are indicative only. If any of the above times or dates should change, the revised times and/or dates will be notified to Shareholders by an announcement on a Regulatory Information Service.