



FRASERS CENTREPOINT LIMITED

(Incorporated in the Republic of Singapore)

(Company Registration No. 196300440G)

Results of 52nd Annual General Meeting

The following Resolutions were duly passed at the 52nd Annual General Meeting (the “AGM”) of Frasers Centrepoint Limited (“FCL” or the “Company”) held on 29 January 2016:-

ROUTINE BUSINESS

Resolution 1

That the statement of the Directors and audited financial statements for the year ended 30 September 2015 and the auditors’ report thereon be and are hereby received and adopted.

Resolution 2

That a final tax-exempt (one-tier) dividend of 6.2 cents per share in respect of the year ended 30 September 2015 be and is hereby approved.

Resolution 3(a)

That Mr Charoen Sirivadhanabhakdi, who will retire pursuant to Section 153(6) of the Companies Act, Chapter 50 which was in force immediately before 3 January 2016, be and is hereby re-appointed as a Director of the Company.

Mr Charoen is also re-appointed as Chairman of the Board of Directors and Chairman of the Board Executive Committee.

Resolution 3(b)

That Khunying Wanna Sirivadhanabhakdi, who will retire pursuant to Section 153(6) of the Companies Act, Chapter 50 which was in force immediately before 3 January 2016, be and is hereby re-appointed as a Director of the Company.

Khunying Wanna is also re-appointed as Vice Chairman of the Board of Directors.

Resolution 3(c)

That Mr Chan Heng Wing, who will retire by rotation pursuant to Article 91 of the Constitution of the Company and who, being eligible, has offered himself for re-election, be and is hereby re-appointed as a Director of the Company.

Mr Chan, who is considered an independent Director, is also re-appointed as a Member of the Risk Management Committee and a Member of the Nominating Committee.

Resolution 3(d)

That Mr Chotiphat Bijananda, who will retire by rotation pursuant to Article 91 of the Constitution of the Company and who, being eligible, has offered himself for re-election, be and is hereby re-appointed as a Director of the Company.

Mr Bijananda is also re-appointed as Vice Chairman of the Board Executive Committee, Chairman of the Risk Management Committee and a Member of the Nominating Committee.

Resolution 3(e)

That Mr Panote Sirivadhanabhakdi, who will retire by rotation pursuant to Article 91 of the Constitution of the Company and who, being eligible, has offered himself for re-election, be and is hereby re-appointed as a Director of the Company.

Mr Panote Sirivadhanabhakdi is also re-appointed as Member of the Board Executive Committee, a Member of the Risk Management Committee and a Member of the Remuneration Committee.

Resolution 4

That Directors' fees of up to S\$2,000,000 payable by the Company for the year ending 30 September 2016 be and is hereby approved.

Resolution 5

That KPMG LLP be and are hereby appointed as the Company's auditor in place of the retiring auditor, Ernst & Young LLP, and the Directors be and are hereby authorised to fix their remuneration.

SPECIAL BUSINESS

Resolution 6

That authority be and is hereby given to the Directors of the Company to:

- (a)
 - (i) issue shares in the capital of the Company ("**shares**") whether by way of rights, bonus or otherwise; and/or
 - (ii) make or grant offers, agreements or options (collectively, "**Instruments**") that might or would require shares to be issued, including but not limited to the creation and issue of (as well as adjustments to) warrants, debentures or other instruments convertible into shares,

at any time and upon such terms and conditions and for such purposes and to such persons as the Directors may in their absolute discretion deem fit; and

- (b) (notwithstanding the authority conferred by this Resolution may have ceased to be in force) issue shares in pursuance of any Instrument made or granted by the Directors while this Resolution was in force,

provided that:

- (1) the aggregate number of shares to be issued pursuant to this Resolution (including shares to be issued in pursuance of Instruments made or granted pursuant to this Resolution) does not exceed 50% of the total number of issued shares, excluding treasury shares (as calculated in accordance with sub-paragraph (2) below), of which the aggregate number of shares to be issued other than on a *pro rata* basis to shareholders of the Company (including shares to be issued in pursuance of Instruments made or granted pursuant to this Resolution) shall not exceed 20% of the total number of issued shares, excluding treasury shares (as calculated in accordance with sub-paragraph (2) below);
- (2) (subject to such manner of calculation as may be prescribed by the Singapore Exchange Securities Trading Limited (“**SGX-ST**”)) for the purpose of determining the aggregate number of shares that may be issued under sub-paragraph (1) above, the percentage of issued shares shall be based on the total number of issued shares, excluding treasury shares, at the time this Resolution is passed, after adjusting for:
 - (i) new shares arising from the conversion or exercise of any convertible securities or share options or vesting of share awards which are outstanding or subsisting at the time this Resolution is passed; and
 - (ii) any subsequent bonus issue, consolidation or subdivision of shares;
- (3) in exercising the authority conferred by this Resolution, the Company shall comply with the provisions of the Listing Manual of the SGX-ST for the time being in force (unless such compliance has been waived by the SGX-ST) and the Constitution for the time being of the Company; and
- (4) (unless revoked or varied by the Company in general meeting) the authority conferred by this Resolution shall continue in force until the conclusion of the next Annual General Meeting of the Company or the date by which the next Annual General Meeting of the Company is required by law to be held, whichever is the earlier.

Resolution 7

That approval be and is hereby given to the Directors of the Company to:

- (a) grant awards in accordance with the provisions of the FCL Restricted Share Plan (the “**Restricted Share Plan**”) and/or the FCL Performance Share Plan (the “**Performance Share Plan**”); and
- (b) allot and issue such number of ordinary shares as may be required to be delivered pursuant to the vesting of awards under the Restricted Share Plan and/or the Performance Share Plan,

provided that the aggregate number of new ordinary shares allotted and issued and/or to be allotted and issued, when aggregated with existing ordinary shares (including shares held in treasury) delivered and/or to be delivered, pursuant to the Restricted Share Plan and the Performance Share Plan, shall not exceed 10% of the total number of issued ordinary shares in the capital of the Company, excluding treasury shares, from time to time.

Resolution 8

That:

- (a) approval be and is hereby given, for the purposes of Chapter 9 of the Listing Manual (“**Chapter 9**”) of the Singapore Exchange Securities Trading Limited, for the Company, its subsidiaries and associated companies that are considered to be “entities at risk” under Chapter 9, or any of them, to enter into any of the transactions falling within the types of Mandated Transactions described in Appendix 2 to the Letter to Shareholders dated 5 January 2016 (the “**Letter**”), with any party who is of the class of Mandated Interested Persons described in Appendix 2 to the Letter, provided that such transactions are carried out on normal commercial terms and in accordance with the review procedures for Mandated Transactions (the “**IPT Mandate**”);
- (b) the IPT Mandate shall, unless revoked or varied by the Company in general meeting, continue in force until the conclusion of the next Annual General Meeting of the Company; and
- (c) the Directors of the Company be and are hereby authorised to complete and do all such acts and things (including executing all such documents as may be required) as they may consider expedient or necessary or in the interests of the Company to give effect to the IPT Mandate and/or this Resolution.

Resolution 9

That:

- (a) for the purposes of Sections 76C and 76E of the Companies Act, Chapter 50 (the “**Companies Act**”), the exercise by the Directors of the Company of all the powers of the Company to purchase or otherwise acquire issued ordinary shares of the Company (“**Shares**”) not exceeding in aggregate the Maximum Percentage (as hereafter defined), at such price or prices as may be determined by the Directors from time to time up to the Maximum Price (as hereafter defined), whether by way of:
 - (i) market purchase(s) on the Singapore Securities Exchange Trading Limited (“**SGX-ST**”) transacted through the SGX-ST trading system and/or any other securities exchange on which the Shares may for the time being be listed and quoted (“**Other Exchange**”); and/or
 - (ii) off-market purchase(s) (if effected otherwise than on the SGX-ST or, as the case may be, Other Exchange) in accordance with any equal access scheme(s) as may be determined or formulated by the Directors as they consider fit, which scheme(s) shall satisfy all the conditions prescribed by the Companies Act,

and otherwise in accordance with all other laws and regulations and rules of the SGX-ST or, as the case may be, Other Exchange as may for the time being be applicable, be and is hereby authorised and approved generally and unconditionally (the “**Share Purchase Mandate**”);

- (b) unless varied or revoked by the Company in general meeting, the authority conferred on the Directors of the Company pursuant to the Share Purchase Mandate may be exercised by the Directors at any time and from time to time during the period commencing from the date of the passing of this Resolution and expiring on the earliest of:
 - (i) the date on which the next Annual General Meeting of the Company is held;
 - (ii) the date by which the next Annual General Meeting of the Company is required by law to be held; and

- (iii) the date on which purchases and acquisitions of Shares pursuant to the Share Purchase Mandate are carried out to the full extent mandated;
- (c) in this Resolution:
- “**Average Closing Price**” means the average of the closing market prices of a Share over the five consecutive market days on which the Shares are transacted on the SGX-ST or, as the case may be, Other Exchange, immediately preceding the date of the market purchase by the Company or, as the case may be, the date of the making of the offer pursuant to the off-market purchase, and deemed to be adjusted, in accordance with the listing rules of the SGX-ST, for any corporate action that occurs after the relevant five-day period;
- “**date of the making of the offer**” means the date on which the Company makes an offer for the purchase or acquisition of Shares from holders of Shares, stating therein the relevant terms of the equal access scheme for effecting the off-market purchase;
- “**Maximum Percentage**” means that number of issued Shares representing 2% of the issued Shares as at the date of the passing of this Resolution (excluding any Shares which are held as treasury shares as at that date); and
- “**Maximum Price**” in relation to a Share to be purchased or acquired, means the purchase price (excluding related brokerage, commission, applicable goods and services tax, stamp duties, clearance fees and other related expenses) which shall not exceed 105% of the Average Closing Price of the Shares; and
- (d) the Directors of the Company and/or any of them be and are hereby authorised to complete and do all such acts and things (including executing such documents as may be required) as they and/or he may consider expedient or necessary to give effect to the transactions contemplated and/or authorised by this Resolution.

Resolution 10

That the regulations contained in the new Constitution submitted to this meeting and, for the purpose of identification, subscribed to by the Company Secretary, be approved and adopted as the Constitution of the Company in substitution for, and to the exclusion of, the existing Constitution.

The Chairman declared the AGM closed at 3.30 p.m.

RESULTS OF POLL VOTING

Voting on all of the Resolutions at the AGM was conducted by poll.

RHT Corporate Advisory Pte. Ltd. was appointed scrutineer at the AGM for the purpose of the poll. For information, the votes cast are set out below:

ORDINARY RESOLUTIONS	FOR		AGAINST		Total No. of Valid Votes Cast
	No. of Shares	%	No. of Shares	%	
<u>ROUTINE BUSINESS</u>					
<u>Resolution 1</u> To receive and adopt the Director's statement and audited financial statements for the year ended 30 September 2015 and the auditor's report thereon.	2,586,852,232	100.00	51,200	0.00	2,586,903,432
<u>Resolution 2</u> To approve a final tax-exempt (one-tier) dividend of 6.2 cents per share in respect of the year ended 30 September 2015.	2,586,762,886	100.00	18,000	0.00	2,586,780,886
<u>Resolution 3(a)</u> To re-appoint Director: Mr Charoen Sirivadhanabhakdi	2,585,540,106	99.95	1,352,400	0.05	2,586,892,506
<u>Resolution 3(b)</u> To re-appoint Director: Khunying Wanna Sirivadhanabhakdi	2,585,285,130	99.95	1,329,100	0.05	2,586,614,230
<u>Resolution 3(c)</u> To re-appoint Director: Mr Chan Heng Wing	2,586,364,339	100.00	15,500	0.00	2,586,379,839
<u>Resolution 3(d)</u> To re-appoint Director: Mr Chotiphat Bijananda	2,556,429,956	98.85	29,697,111	1.15	2,586,127,067
<u>Resolution 3(e)</u> To re-appoint Director: Mr Panote Sirivadhanabhakdi	2,579,602,250	99.73	6,869,450	0.27	2,586,471,700
<u>Resolution 4</u> To approve Directors' fees of up to S\$2,000,000 payable by the Company for the year ending 30 September 2016.	2,586,382,813	100.00	73,400	0.00	2,586,456,213
<u>Resolution 5</u> To appoint KPMG LLP as the Company's auditor in place of the retiring auditor, Ernst & Young LLP, and to authorise the Directors to fix their remuneration.	2,586,338,327	100.00	128,500	0.00	2,586,466,827

ORDINARY RESOLUTIONS	FOR		AGAINST		Total No. of Valid Votes Cast
	No. of Shares	%	No. of Shares	%	
<u>SPECIAL BUSINESS</u>					
<u>Resolution 6</u> To authorise Directors to issue shares and to make or grant convertible instruments.	2,567,680,437	99.29	18,407,366	0.71	2,586,087,803
<u>Resolution 7</u> To authorise Directors to grant awards and to allot and issue shares pursuant to the FCL Restricted Share Plan and/or the FCL Performance Share Plan.	2,563,878,132	99.29	18,304,226	0.71	2,582,182,358
<u>Resolution 8</u> To approve the proposed renewal of the mandate for interested person transactions.	41,368,619	99.77	94,502	0.23	41,463,121
<u>Resolution 9</u> To approve the proposed renewal of the share purchase mandate.	2,586,028,414	100.0	88,962	0.00	2,586,117,376
<u>Resolution 10</u> To approve the proposed adoption of the new Constitution.	2,554,137,547	98.75	32,236,347	1.25	2,586,373,894

Notes:

InterBev Investment Limited (“**IBIL**”) and TCC Assets Limited (“**TCCA**”), who respectively hold 824,847,644 and 1,716,160,124 shares, and in total 2,541,007,768 ordinary shares representing 87.62% of the issued share capital of the Company, abstained from voting on Resolution (8). IBIL and TCCA are associates of Mr Charoen Sirivadhanabhakdi and Khunying wanna Sirivadhanabhakdi, both controlling shareholders of the Company and interested persons in relation to Resolution (8).

Mr Charoen Sirivadhanabhakdi, Khunying Wanna Sirivadhanabhakdi, Mr Chotiphat Bijananda, Mr Panote Sirivadhanabhakdi and Mr Sithichai Chaikriangkrai (none of whom hold any ordinary shares in the capital of the Company directly) declined to accept as proxy for shareholders to vote in respect of Resolution (8), except where the shareholder concerned had given specific instructions in his Proxy Form as to the manner in which his votes were to be cast in respect of Resolution (8).

By Order of the Board
Piya Treruangrachada
Company Secretary

29 January 2016