



FRASERS CENTREPOINT LIMITED
(Incorporated in the Republic of Singapore)
(Company Registration No. 196300440G)

ONE-TIME OFFER FOR ALL REMAINING SHARES IN GENEBA PROPERTIES N.V.

*Unless otherwise defined, all capitalised terms used herein shall have the same meanings ascribed to them in the announcements dated 16 April 2017 and 5 July 2017 (the “**Announcements**”).*

1. INTRODUCTION

Frasers Centrepoint Limited (“**FCL**”, and together with its subsidiaries, the “**Group**”) refers to the Announcements in relation to the acquisition of 84,143,602 depositary receipts (the “**Depositary Receipts**”) representing approximately 86.56% of the ordinary shares in the share capital of Geneba Properties N.V. (“**Geneba**”) (the “**Acquisition**”).

2. ONE-TIME OFFER

- 2.1 Following the completion of the Acquisition (“**Completion**”), FCL’s indirect wholly-owned subsidiary Frasers Property Investments (Holland) B.V. (“**Frasers Property**”) has launched a one-time all-cash offer for all the remaining issued and outstanding Depositary Receipts (the “**One-Time Offer**”), at a price of EUR 3.74 (approximately S\$6.03¹) per Depositary Receipt (the “**Offer Price**”). This is the same price per Depositary Receipt paid by Frasers Property for the 86.56% stake in Geneba on Completion. In connection with the One-Time Offer, Frasers Property has published an information memorandum dated 4 August 2017 (the “**Information Memorandum**”) specifying, amongst others, the offer period and other relevant information in relation to the One-Time Offer.
- 2.2 The aggregate offer price payable by FCL for the One-Time Offer, assuming that all the remaining holders of the Depositary Receipts (the “**Depositary Receipt Holders**”) accept the One-Time Offer at the Offer Price, will be EUR 48.9 million (approximately S\$78.9 million) (the “**Total Offer Price**”).
- 2.3 Frasers Property intends to terminate the listing agreement between Geneba and NPEX and the listing of the Depositary Receipts. Upon the settlement of the One-Time Offer, in the event that Frasers Property and/or its affiliates acquire 95% or more of the total number of Depositary Receipts in Geneba, Frasers Property intends to initiate squeeze-out proceedings under article 2:92a of the Dutch Civil Code. Frasers Property may also effect a legal merger or any other restructuring of Geneba and its group companies after settlement of the One-Time Offer including transfer of corporate seat and issuance of shares.

¹ In this announcement, unless otherwise stated, translations of amounts from the EUR to Singapore dollars have been made on the basis of EUR 1: S\$1.6128 as at 3 August 2017.

3. OTHER INFORMATION

A copy of the press release issued by Geneba and the Information Memorandum in relation to the One-Time Offer is attached for information.

Catherine Yeo
Company Secretary

4 August 2017