SGX-ST Announcement

For immediate release

NOTICE OF EXTRAORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN that an **EXTRAORDINARY GENERAL MEETING** of Frasers Commercial Trust ("**FCOT**") will be held on Monday, 22 June 2015 at 10.00 a.m. at Level 2, Alexandra Point, 438 Alexandra Road, Singapore 119958, for the purpose of considering and, if thought fit, passing, with or without modifications, the following resolutions:

ORDINARY RESOLUTION

1. THE PROPOSED ENTRY INTO THE BUILDING AGREEMENT FOR THE DEVELOPMENT OF THE HOTEL AND THE GRANT OF A LONG LEASE AT THE CHINA SQUARE CENTRAL PROPERTY

That:

(a) approval be and is hereby given for the:

(i) entry into the Building Agreement (as described in the circular dated 3 June 2015 (the "**Circular**")) by British and Malayan Trustees Limited (in its capacity as trustee of FCOT, the "**Trustee**") with Frasers Hospitality China Square Trustee Pte. Ltd. (in its capacity as trustee-manager of Frasers Hospitality China Square Trust ("**FHCST**"), an indirect wholly-owned special purpose trust of Frasers Centrepoint Limited ("**FCL**")) (the "**FHCS Trustee**") to facilitate the carrying out by the FHCS Trustee of the Hotel Project (as described in the Circular) and certain proposed additions and alterations to the China Square Central Property; and

(ii) grant of a long lease by the Trustee to the FHCS Trustee in respect of the Hotel (the "**Lease**") under an instrument of lease for the Leasehold Term (as described in the Circular),

the "**China Square Central Hotel Transaction**";

(b) approval be and is hereby given for the entry into the Licence Agreement (as described in the Circular) following the fulfilment of the applicable conditions in the Building Agreement relating to the grant of the Lease for the Leasehold Term;

(c) the entry into the Conditional Agreement (as described in the Circular) be and is hereby approved and ratified; and

(d) Frasers Centrepoint Asset Management (Commercial) Ltd., in its capacity as manager of FCOT (the "**Manager**"), any director of the Manager ("**Director**"), and the Trustee be and are hereby severally authorised to complete and do all such acts and things (including executing all such documents as may be required) as the Manager, such Director or, as the case may be, the Trustee may consider

expedient or necessary or in the interests of FCOT to give effect to the China Square Central Hotel Transaction.

ORDINARY RESOLUTION

2. THE PROPOSED ACQUISITION OF 357 COLLINS STREET, MELBOURNE, VICTORIA, AUSTRALIA

That:

(a) approval be and is hereby given for the acquisition of 357 Collins Street, Melbourne, Victoria, Australia ("**357 Collins Street**", and the acquisition of the property, the "**357 Collins Street Acquisition**") from Australand Property Holdings (Collins St No.1) Pty Limited (in its capacity as trustee of APT (Collins St No.1) Trust (the "**Vendor**"), an indirect wholly-owned special purpose trust of Frasers Australand Pty Ltd), based on the terms and conditions described in the Circular; and

(b) the Manager, any Director, and the Trustee be and are hereby severally authorised to complete and do all such acts and things (including executing all such documents as may be required) as the Manager, such Director or, as the case may be, the Trustee may consider expedient or necessary or in the interests of FCOT to give effect to the 357 Collins Street Acquisition.

ORDINARY RESOLUTION

3. THE PROPOSED ISSUE OF UP TO 95.0 MILLION NEW UNITS UNDER THE PRIVATE PLACEMENT

That subject to and contingent upon the passing of Resolution 2:

(a) approval be and is hereby given for the issue of up to 95.0 million new units in FCOT ("**New Units**") under a private placement (the "**Private Placement**") in the manner described in the Circular; and

(b) the Manager, any Director and the Trustee be and are hereby severally authorised to complete and do all such acts and things (including executing all such documents as may be required) as the Manager, such Director or, as the case may be, the Trustee may consider expedient or necessary or in the interests of FCOT to give effect to the Private Placement.

ORDINARY RESOLUTION

4. THE PROPOSED PLACEMENT OF NEW UNITS TO THE FCL GROUP UNDER THE PRIVATE PLACEMENT

That subject to and contingent upon the passing of Resolution 2 and Resolution 3:

(a) approval be and is hereby given for the issue of up to such number of New Units, as part of the Private Placement, to FCL and/or any of its subsidiaries (collectively, the "**FCL Group**", and the placement of New Units to the FCL Group, the "**FCL Group Placement**") as described in the Circular; and

(b) the Manager, any Director and the Trustee be and are hereby severally authorised to complete and do all such acts and things (including executing all such

documents as may be required) as the Manager, such Director or, as the case may be, the Trustee may consider expedient or necessary or in the interests of FCOT to give effect to the FCL Group Placement.

BY ORDER OF THE BOARD
Frasers Centrepoint Asset Management (Commercial) Ltd.
(Company Registration No. 200503404G)
As manager of Frasers Commercial Trust

Piya Treruangrachada
Company Secretary

Singapore
3 June 2015

Important Notice:

(1) A Unitholder entitled to attend and vote at the Extraordinary General Meeting is entitled to appoint one or two proxies to attend and vote in his/her stead. A proxy need not be a Unitholder.

(2) The instrument appointing a proxy must be lodged at the Manager's registered office at 438 Alexandra Road, #21-00 Alexandra Point, Singapore 119958, not less than 48 hours before the time appointed for the Extraordinary General Meeting.

Personal Data Privacy

(3) By submitting an instrument appointing a proxy(ies) and/or representative(s) to attend, speak and vote at the Extraordinary General Meeting and/or any adjournment thereof, a Unitholder (i) consents to the collection, use and disclosure of the Unitholder's personal data by the Manager and the Trustee (or their agents) for the purpose of the processing and administration by the Manager and the Trustee (or their agents) of proxies and representatives appointed for the Extraordinary General Meeting (including any adjournment thereof) and the preparation and compilation of the attendance lists, minutes and other documents relating to the Extraordinary General Meeting (including any adjournment thereof), and in order for the Manager and the Trustee (or their agents) to comply with any applicable laws, listing rules, regulations and/or guidelines (collectively, the "**Purposes**"), (ii) warrants that where the Unitholder discloses the personal data of the Unitholder's proxy(ies) and/or representative(s) to the Manager and the Trustee (or their agents), the Unitholder has obtained the prior consent of such proxy(ies) and/or representative(s) for the collection, use and disclosure by the Manager and the Trustee (or their agents) of the personal data of such proxy(ies) and/or representative(s) for the Purposes, and (iii) agrees that the Unitholder will indemnify the Manager and the Trustee in respect of any penalties, liabilities, claims, demands, losses and damages as a result of the Unitholder's breach of warranty.

IMPORTANT NOTICE

This announcement may contain forward-looking statements that involve risks and uncertainties. Actual future performance, outcomes and results may differ materially from those expressed in forward-looking statements as a result of a number of risks, uncertainties and assumptions. Representative examples of these factors include (without limitation) general industry and economic conditions, interest rate trends, cost of capital and capital availability, competition from similar developments, shifts in expected levels of property rental income, changes in operating expenses, (including employee wages, benefits and training costs), property expenses and governmental and public policy changes and the continued availability of financing in the amounts and the terms necessary to support future business.

Investors are cautioned not to place undue reliance on these forward-looking statements, which are based on the Manager's current view on future events.

The value of Units and the income derived from them, if any, may fall or rise. Units are not obligations of, deposits in, or guaranteed by, the Manager or any of its affiliates. An investment in Units is subject to investment risks, including the possible loss of the principal amount invested.

Investors should note that they have no right to request the Manager to redeem their Units while the Units are listed. It is intended that Unitholders may only deal in their Units through trading on the SGX-ST. Listing of the Units on the SGX-ST does not guarantee a liquid market for the Units.

This publication is for information only and does not constitute an invitation or offer to acquire, purchase or subscribe for the Units. The past performance of FCOT and the Manager is not necessarily indicative of the future performance of FCOT and the Manager.