



(Constituted in the Republic of Singapore pursuant to a trust deed dated 5 June 2006 (as amended))

NOTICE OF EXTRAORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN that an EXTRAORDINARY GENERAL MEETING of Frasers Centrepoint Trust (“**FCT**”) will be held at Level 2, Alexandra Point, 438 Alexandra Road, Singapore 119958 on 29 May 2014 at 10.00 a.m. for the purpose of considering and, if thought fit, passing, with or without modifications, the following resolutions:

ORDINARY RESOLUTION

1. THE PROPOSED ACQUISITION OF CHANGI CITY POINT AS A RELATED PARTY TRANSACTION

That:

- (i) approval be and is hereby given for the acquisition of Changi City Point (as defined in the circular dated 12 May 2014 (the “**Circular**”) issued by Frasers Centrepoint Asset Management Ltd., as manager of FCT (the “**Manager**”), to unitholders of FCT (the “**Unitholders**”) from Ascendas Frasers Pte. Ltd. (the “**Vendor**”), a joint venture between Frasers Centrepoint Limited (“**FCL**”) and Ascendas Development Pte. Ltd. in which FCL holds an indirect 50.0% interest through its wholly-owned subsidiary, FCL Emerald (1) Pte. Ltd., for an aggregate purchase consideration of S\$305.0 million (the “**Acquisition**”) on the terms and subject to the conditions set out in the conditional sale and purchase agreement entered into between the Vendor and HSBC Institutional Trust Services (Singapore) Limited, as trustee of FCT (the “**Trustee**”), in respect of the sale and purchase of Changi City Point; and
- (ii) the Manager, any director of the Manager 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 of the Manager or, as the case may be, the Trustee may consider expedient or necessary or in the interests of FCT to give effect to the Acquisition.

ORDINARY RESOLUTION

2. THE PROPOSED ISSUE OF UP TO 90.0 MILLION NEW UNITS UNDER THE PRIVATE PLACEMENT

That subject to and contingent upon the passing of Resolution 1:

- (i) approval be and is hereby given for the issue of up to 90.0 million new units in FCT (“**New Units**”) under a private placement (the “**Private Placement**”) in the manner described in the Circular; and
- (ii) the Manager, any director of the Manager 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 of the Manager or, as the case may be, the Trustee may consider expedient or necessary or in the interests of FCT to give effect to the Private Placement.

ORDINARY RESOLUTION

3. THE PROPOSED PLACEMENT OF NEW UNITS TO THE FCL GROUP UNDER THE PRIVATE PLACEMENT AS A RELATED PARTY TRANSACTION

That subject to and contingent upon the passing of Resolution 1 and Resolution 2:

- (i) 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
- (ii) the Manager, any director of the Manager 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 of the Manager or, as the case may be, the Trustee may consider expedient or necessary or in the interests of FCT to give effect to the FCL Group Placement.

BY ORDER OF THE BOARD

Frasers Centrepoint Asset Management Ltd.

(Company Registration No. 200601347G)

As manager of Frasers Centrepoint Trust

Anthony Cheong Fook Seng/ Piya Treruagrachada

Company Secretaries

12 May 2014

Important Notice

A unitholder of FCT is entitled to attend and vote at the Extraordinary General Meeting is entitled to appoint not more than two proxies to attend and vote in his stead. A proxy need not be a unitholder of FCT. The instrument appointing a proxy or proxies 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.