



FRASERS CENTREPOINT LIMITED

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

NOTICE OF EXTRAORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN that an Extraordinary General Meeting of Frasers Centrepoint Limited (the "**Company**" or "**FCL**") will be held at Level 2, Alexandra Point, 438 Alexandra Road, Singapore 119958 on 12 November 2014 at 2.00 p.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 AUSTRALAND PROPERTY GROUP

THAT pursuant to Chapter 10 of the Listing Manual of the Singapore Exchange Securities Trading Limited (the "**Listing Manual**"), retroactive approval be and is hereby given for:

- (a) the Proposed Acquisition (as described in this circular to the shareholders of FCL dated 27 October 2014 (the "**Shareholders' Circular**")), which involves the acquisition of up to 100% of the Australand Securities (as defined in the Shareholders' Circular) via an off-market takeover offer for cash consideration of A\$4.48 per Australand Security (as defined in the Shareholders' Circular), further details of which are set out in the Shareholders' Circular; and
- (b) the directors of the Company (or any of them) to complete and do all such acts and things (including without limitation to execute all such deeds and documents and release all relevant announcements) and to approve any amendments, alterations or modifications thereto, as they or any of them may consider necessary, desirable or expedient to give effect to the Proposed Acquisition, this Ordinary Resolution and the transactions contemplated thereunder.

ORDINARY RESOLUTION 2 – THE PROPOSED ISSUE AND PLACEMENT OF PERPETUAL CAPITAL SECURITIES TO TCC PROSPERITY LIMITED AS AN INTERESTED PERSON TRANSACTION

THAT pursuant to Chapter 9 of the Listing Manual, approval be and is hereby given for:

- (a) the Proposed Interested Person Transaction (as described in the Shareholders' Circular), which involves the subscription by TCC Prosperity Limited of up to 50.0% or S\$300 million in principal amount of the Perpetual Capital Securities (as defined in the Shareholders' Circular) to be offered pursuant to the Proposed Offering (as defined in the Shareholders' Circular), whichever is lower, further details of which are set out in the Shareholders' Circular; and
- (b) the directors of the Company (or any of them) to complete and do all such acts and things (including without limitation to execute all such deeds and documents and release all relevant announcements) and to approve any amendments, alterations or modifications thereto, as they or any of them may consider necessary, desirable or expedient to give effect to the Proposed Interested Person Transaction, this Ordinary Resolution and the transactions contemplated thereunder.

By Order of the Board

Piya Treruagrachada
Company Secretary

27 October 2014