



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

Results of 51st Annual General Meeting

The following Ordinary Resolutions were duly passed at the 51st Annual General Meeting (the “AGM”) of Frasers Centrepoint Limited (“FCL” or the “Company”) held on 30 January 2015:

ROUTINE BUSINESS

Resolution 1

That the report of the Directors and audited financial statements for the year ended 30 September 2014 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 2014 be and is hereby approved.

Resolution 3(a)

That pursuant to Section 153(6) of the Companies Act, Cap. 50, Mr Charoen Sirivadhanabhakdi be and is hereby re-appointed as a Director of the Company, to hold office from the date of this Annual General Meeting until the next Annual General Meeting 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 pursuant to Section 153(6) of the Companies Act, Cap. 50, Khunying Wanna Sirivadhanabhakdi be and is hereby re-appointed as a Director of the Company, to hold office from the date of this Annual General Meeting until the next Annual General Meeting of the Company.

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

Resolution 3(c)

That Mr Wee Joo Yeow, who will cease to hold office pursuant to Article 97 of the Articles of Association 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 Wee, who is considered an independent Director, is also re-appointed as a Member of the Board Executive Committee and a Member of the Audit Committee.

Resolution 3(d)

That Mr Charles Mak Ming Ying, who will retire by rotation pursuant to Article 91 of the Articles of Association 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 Mak, who is considered an independent Director, is also re-appointed as Vice Chairman of the Board Executive Committee, Chairman of the Audit Committee, a Member of the Risk Management Committee and a Member of the Remuneration Committee.

Resolution 3(e)

That Mr Philip Eng Heng Nee, who will retire by rotation pursuant to Article 91 of the Articles of Association 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 Eng, who is considered an independent Director, is also re-appointed as Chairman of the Remuneration Committee and a Member of the Audit Committee.

Resolution 3(f)

That Mr Weerawong Chittmittrapap, who will retire by rotation pursuant to Article 91 of the Articles of Association 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 Chittmittrapap, who is considered an independent Director, is also re-appointed as Chairman of the Nominating Committee and a Member of the Risk Management Committee.

Resolution 4

That Directors' fees of up to S\$2,000,000 payable by the Company for the year ending 30 September 2015 be and is hereby approved.

Resolution 5

That Ernst & Young LLP be and are hereby re-appointed as the Company's auditors for the ensuing year 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 in the capital of the Company, 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 in the capital of the Company, 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 in the capital of the Company, 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 Articles of Association 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 in the capital of the Company 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 in the capital of the Company (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” (as that term is used in Chapter 9), or any of them, to enter into any of the transactions falling within the types of Mandated Transactions (as described in Appendix A to the Letter to Shareholders dated 9 January 2015 (the “**Letter to Shareholders**”)), with any party who is of the class of Mandated Interested Persons described in Appendix A to the Letter to Shareholders, 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 Company and any Director of the Company be and is hereby severally authorised to complete and do all such acts and things (including executing all such documents as may be required) as the Company or, as the case may be, such Director of the Company may consider expedient or necessary or in the interests of the Company to give effect to this Resolution.

Noting that no notice had been received of any other business for consideration, the Chairman declared the AGM closed at 3.30 p.m.

RESULTS OF POLL VOTING

Voting on all of the Ordinary 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	Total No. of Valid Votes Cast	FOR		AGAINST	
		No. of Shares	%	No. of Shares	%
<u>ROUTINE BUSINESS</u>					
Resolution 1 To receive and adopt the report of Directors and audited financial statements for the year ended 30 September 2014 and the auditors' report thereon	2,577,222,434	2,577,160,434	100.00	62,000	0.00
Resolution 2 To approve a final tax-exempt (one-tier) dividend of 6.2 cents per share in respect of the year ended 30 September 2014	2,577,672,676	2,577,582,676	100.00	90,000	0.00
Resolution 3(a) To re-appoint Director: Mr Charoen Sirivadhanabhakdi	2,578,008,948	2,577,849,043	99.99	159,905	0.01
Resolution 3(b) To re-appoint Director: Khunying Wanna Sirivadhanabhakdi	2,578,422,548	2,578,218,643	99.99	203,905	0.01
Resolution 3(c) To re-appoint Director: Mr Wee Joo Yeow	2,577,998,022	2,577,118,377	99.97	879,645	0.03
Resolution 3(d) To re-appoint Director: Mr Charles Mak Ming Ying	2,577,886,562	2,573,416,213	99.83	4,470,349	0.17
Resolution 3(e) To re-appoint Director: Mr Philip Eng Heng Nee	2,577,906,660	2,575,005,635	99.89	2,901,025	0.11
Resolution 3(f) To re-appoint Director: Mr Weerawong Chittmittrapap	2,577,557,812	2,576,955,907	99.98	601,905	0.02

ORDINARY RESOLUTIONS	Total No. of Valid Votes Cast	FOR		AGAINST	
		No. of Shares	%	No. of Shares	%
Resolution 4 To approve Directors' fees of up to S\$2,000,000 payable by the Company for the year ending 30 September 2015	2,578,109,322	2,577,280,400	99.97	828,922	0.03
Resolution 5 To re-appoint Ernst & Young LLP as the Company's auditors for the ensuing year and to authorise the Directors to fix their remuneration	2,577,551,494	2,577,385,679	99.99	165,815	0.01
<u>SPECIAL BUSINESS</u>					
Resolution 6 To authorise Directors to issue shares and to make or grant convertible instruments	2,577,629,294	2,575,403,777	99.91	2,225,517	0.09
Resolution 7 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	2,576,477,571	2,553,522,862	99.11	22,954,709	0.89
Resolution 8 To approve the proposed renewal of the mandate for interested person transactions	36,232,846	36,030,846	99.44	202,000	0.56

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 87.77% 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 appointment 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 Treruanchada
Company Secretary

30 January 2015