



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

NOTICE OF EXTRAORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN that an EXTRAORDINARY GENERAL MEETING of the holders of units of Frasers Centrepoint Trust ("**FCT**", and the holders of units of FCT, the "**Unitholders**") will be held on 28 June 2019 at 10.00 a.m. at Level 2, Alexandra Point, 438 Alexandra Road, Singapore 119958, for the following purposes:

ORDINARY RESOLUTION

THE PROPOSED ACQUISITION OF A 33⅓% INTEREST IN WATERWAY POINT FROM AN INTERESTED PERSON OF FCT (AS AN INTERESTED PERSON TRANSACTION)

RESOLVED that:

- (i) approval be and is hereby given for the acquisition of 33⅓% of the total issued units of Sapphire Star Trust ("**SST**") and a 33⅓% interest in an existing unitholders' loan extended by the unitholders of SST to FC Retail Trustee Pte. Ltd., the trustee-manager of SST (the "**SST Trustee-Manager**"), from FCL Emerald (2) Pte. Ltd. (the "**Vendor**"), an indirect wholly-owned subsidiary of Frasers Property Limited, the sponsor of Frasers Centrepoint Trust, on the terms and conditions set out in the conditional unit sale and purchase agreement between HSBC Institutional Trust Services (Singapore) Limited (as trustee of FCT) (the "**Trustee**") and the Vendor dated 16 May 2019 (the "**Target Units SPA**") for a purchase consideration of approximately S\$240.8 million (the "**Proposed Property Acquisition**");
- (ii) approval be and is hereby given for the acquisition of 33⅓% of the issued share capital of the SST Trustee-Manager from the Vendor on the terms and conditions set out in the conditional share sale and purchase agreement between the Trustee and the Vendor dated 16 May 2019 (the "**SST Trustee-Manager SPA**") for a purchase consideration of approximately S\$8,700 (together with the Proposed Property Acquisition, the "**Proposed Acquisition**"); and
- (iii) 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 FCT to give effect to the Proposed Acquisition, the Target Units SPA, the SST Trustee-Manager SPA and all transactions in connection therewith.

BY ORDER OF THE BOARD

Frasers Centrepoint Asset Management Ltd.
(as manager of Frasers Centrepoint Trust)
(Company Registration No. 200601347G)

Dr Cheong Choong Kong
Chairman and Non-Executive Independent Director
13 June 2019

PERSONAL DATA PRIVACY:

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 (or their agents) in respect of any penalties, liabilities, claims, demands, losses and damages as a result of the Unitholder's breach of warranty.

IMPORTANT NOTICE:

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 or purchase their Units for so long as the Units are listed on the SGX-ST. It is intended that Unitholders may only deal in their Units through trading on the SGX-ST. The listing of the Units on the SGX-ST does not guarantee a liquid market for the Units.

The past performance of FCT is not necessarily indicative of the future performance of FCT.