



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

The following Ordinary Resolutions were duly passed at an Extraordinary General Meeting (“**EGM**”) of Frasers Centrepoint Trust (“**FCT**”) held on 29 May 2014:

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.

Results of Poll Voting

Voting on the Ordinary Resolutions at the EGM was conducted by poll. For information, the results of votes cast (including proxies received) at the EGM are set out below:

RESOLUTION	FOR		AGAINST		Total No. of Votes Cast
	No. of Shares	%	No. of Shares	%	
Resolution 1 To approve the Proposed Acquisition of Changi City Point as a Related Party Transaction (Ordinary Resolution)	162,647,113	99.94	102,000	0.06	162,749,113
Resolution 2 To approve the Proposed Issue of Up to 90.0 Million New Units under the Private Placement (Ordinary Resolution) (Conditional upon Resolution 1)	502,266,956	99.98	103,500	0.02	502,370,456
Resolution 3 To approve the Proposed Placement of New Units to the FCL Group under the Private Placement as a Related Party Transaction (Ordinary Resolution) (Conditional upon Resolution 1 and Resolution 2)	162,610,613	99.93	110,500	0.07	162,721,113

Notes:

- (1) Rule 919 of the Listing Manual prohibits interested persons and their associates (as defined in the Listing Manual) from voting on a resolution in relation to a matter in respect of which such persons are interested.

The following entities abstained from voting on Resolution 1, and from accepting appointments as proxies in relation to this Resolution, and have procured their associates to abstain from voting on this Resolution, and from accepting appointments as proxies in relation to this Resolution, unless specific instructions to voting are given:

- (a) FCL, which holds an indirect 50% interest in Ascendas Frasers Pte Ltd, the vendor of Changi City Point, and has a deemed interest in 339,270,343 Units in FCT;
- (b) FCL Trust Holdings Pte. Ltd., a wholly-owned subsidiary of FCL, holding 313,500,000 Units in FCT; and
- (c) The Manager, a wholly-owned subsidiary of FCL, holding 25,770,343 Units in FCT.

- (2) Rule 812(2) of the Listing Manual prohibits the restricted placee under Rule 812(1) and each of its associates (as defined in the Listing Manual), from voting on the resolution to approve the placement to the restricted placee.

Each of FCL, FCL Trust Holdings Pte. Ltd., and the Manager, abstained from voting on Resolution 3, and from accepting appointments as proxies in relation to this Resolution, and have procured their associates to abstain from accepting appointments as proxies in relation to this Resolution, unless specific instructions to voting are given.

By Order of the Board
Anthony Cheong Fook Seng / Piya Treruagrachada
Company Secretaries

29 May 2014

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, 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 on the SGX-ST. 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 announcement is for information only and does not constitute an invitation or offer to acquire, purchase or subscribe for the Units. The past performance of FCT and the Manager is not necessarily indicative of the future performance of FCT and the Manager.