



FRASERS CENTREPOINT LIMITED

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

Results of Extraordinary General Meeting

The following Ordinary Resolution was duly passed at the Extraordinary General Meeting (the “**EGM**”) of Frasers Centrepoint Limited (the “**Company**”) held at Level 2, Alexandra Point, 438 Alexandra Road, Singapore 119958 on 24 June 2015:

THE PROPOSED SALE AND LEASEBACK ARRANGEMENT IN RESPECT OF SOFITEL SYDNEY WENTWORTH (ORDINARY RESOLUTION)

That approval be and is hereby given for the Proposed Transactions (as described in the circular to shareholders of the Company dated 9 June 2015 (the “**Shareholders’ Circular**”)) as an Interested Person Transaction (as defined in the Shareholders’ Circular), which involves:

- (i) the divestment of a 75-year leasehold interest in Sofitel Sydney Wentworth (the “**Hotel**”) by Frasers Sydney Wentworth Trust (an Australian trust indirectly wholly-owned by the Company) (the “**Vendor**”) to FHT Sydney Trust 3 (an Australian sub-trust wholly-owned by Frasers Hospitality Real Estate Investment Trust (“**FH-REIT**”)), on the terms and conditions set out in the 75-year Lease Agreement (as defined in the Shareholders’ Circular), the sale of the furniture, furnishings and equipment under the FF&E Agreement (as defined in the Shareholders’ Circular) and the Investment Management Agreement entered into in respect of FHT Sydney Trust 3 (as defined in the Shareholders’ Circular). FH-REIT is a real estate investment trust which forms part of Frasers Hospitality Trust (a hospitality stapled group sponsored by the Company);
- (ii) the master lease arrangement pursuant to the Master Lease Agreement (as defined in the Shareholders’ Circular) entered into between Ananke Holdings Pty Ltd (the “**Master Lessee**”) (an indirect wholly-owned subsidiary of FCL) and FHT Sydney Trust 3, pursuant to which the Master Lessee will lease the Hotel for an initial term of 20 years, with an option granted to the Master Lessee and exercisable at the option of the Master Lessee to renew the lease for a further term of 20 years on the same terms and conditions, save for any amendments required due to change in law and excluding any further option to renew, and the provision of the Corporate Guarantee (as defined in the Shareholders’ Circular) by the Company in relation to the master lease arrangement; and
- (iii) 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 the Proposed Transactions (as defined in the Shareholders’ Circular).

The Chairman declared the EGM closed at 10.30 a.m.

RESULTS OF POLL VOTING

Voting on the Ordinary Resolution at the EGM was conducted by poll.

RHT Corporate Advisory Pte. Ltd. was appointed as the scrutineer at the EGM for the purpose of the poll.

For information, the votes cast are set out below:

ORDINARY RESOLUTION	FOR		AGAINST		Total No. of Valid Votes Cast
	No. of Shares	%	No. of Shares	%	
The Proposed Sale and Leaseback Arrangement in respect of Sofitel Sydney Wentworth	36,365,599	99.94	22,100	0.06	36,387,699

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 the Ordinary Resolution. TCC Hospitality Limited (“**TCC Hospitality**”) owns approximately 39.56% of Frasers Hospitality Trust (“**FHT**”). FHT, and thus Frasers Hospitality Real Estate Investment Trust, is considered an associate of the TCC Group (as defined in the Shareholders’ Circular).

The TCC Group declined to accept, and procured their associates not to accept, appointments as proxies in relation to the Ordinary Resolution unless specific instructions as to voting are given.

BY ORDER OF THE BOARD

Piya Treruagrachada

Company Secretary

24 June 2015

The admission and listing of Frasers Centrepoint Limited on the Singapore Exchange Securities Trading Limited (the “Listing”) was sponsored by DBS Bank Ltd. as the Sole Issue Manager. DBS Bank Ltd., United Overseas Bank Limited and Morgan Stanley Asia (Singapore) Pte. were the Joint Financial Advisers for the Listing. DBS Bank Ltd., United Overseas Bank Limited and Morgan Stanley Asia (Singapore) Pte. assume no responsibility for the contents of this announcement.