



## 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 28 May 2014 at 2.30 p.m. for the purpose of considering and, if thought fit, passing with or without modifications, the following resolutions:

#### ORDINARY RESOLUTION

##### 1. THE PROPOSED REIT TRANSACTION

That approval be and is hereby given for:

- (a) the proposed REIT Transaction (as described in the circular to shareholders of FCL dated 12 May 2014 (the "**Shareholders' Circular**") as an Interested Person Transaction (as defined in the Shareholders' Circular), which involves:
  - (i) the grant of a 75-year leasehold interest in each of six serviced residences held by FCL (whether directly or indirectly through its subsidiaries) to Frasers Hospitality Real Estate Investment Trust ("**FH-REIT**"), a proposed real estate investment trust which will form part of Frasers Hospitality Trust ("**FHT**"), a proposed hospitality stapled group to be sponsored by FCL, on the terms and conditions set out in the REIT SPA and Lease Agreements (as defined in the Shareholders' Circular); and
  - (ii) the entry into all transactions by FCL (whether directly or indirectly through its subsidiaries) and payment of all fees and expenses contemplated by the REIT SPA and Lease Agreements or are necessary to give effect to the REIT Transaction, including transactions which amount to interested person transactions for the purposes of the Listing Manual (as defined in the Shareholders' Circular) as set out in Appendix E to the Shareholders' Circular; and

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 REIT Transaction.

#### ORDINARY RESOLUTION

##### 2. THE PROPOSED RENEWAL OF A SHAREHOLDERS' MANDATE FOR INTERESTED PERSON TRANSACTIONS

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 (the "**SGX-ST**"), 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 F of the Shareholders' Circular), with any party who is of the class of Mandated Interested Persons described in Appendix F to the Shareholders' Circular, 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.

By Order of the Board

Anthony Cheong Fook Seng / Piya Treuangrachada  
Company Secretaries

Singapore  
12 May 2014