

Fraser's Property Limited

(Formerly known as Fraser's Centrepoint Limited)

Incorporated in Singapore

Company Registration No. 196300440G

FRASERS PROPERTY LIMITED ENTERS INTO JOINT VENTURES IN FURTHERANCE OF JOINT ACQUISITION AND DEVELOPMENT OF LEASEHOLD SITE IN CENTRAL BANGKOK INTO AN INTEGRATED MIXED-USE DEVELOPMENT

INTRODUCTION

Fraser's Property Limited (the "**Company**" or "**FPL**") refers to its announcement dated 3 April 2017 (the "**Previous Announcement**") in relation to the entry by its subsidiary, Fraser's Property Holdings (Thailand) Co., Ltd. ("**FPHT**"), into a joint venture agreement (the "**OBH JVA**") with TCC Assets (Thailand) Co., Ltd. ("**TCCAT**") to establish a joint venture company, One Bangkok Holdings Co., Ltd. ("**OBH**"), to jointly acquire and develop a leasehold site in central Bangkok into an integrated mixed-use development (the "**Project**").

The Company wishes to announce that in furtherance of the Project, FPHT and TCCAT have decided to undertake the following (together, the "**Restructuring**"):

- (i) FPHT has on 3 April 2018 entered into a joint venture agreement (the "**OBV JVA**") with OBH to establish a new joint venture investment holding company, One Bangkok Ventures Co., Ltd. ("**OBV**") in Thailand. FPHT and OBH will each have a shareholding interest of 19.9% and 80.1% respectively in OBV upon its establishment.
- (ii) OBV will be incorporated for the purposes of investing in Kasemsubvadhana Company Limited ("**KSV**"), a Thai-incorporated limited liability company and subsidiary of TCCAT, by subscribing for 682,500,000 ordinary shares issued by KSV representing 45.5% of the total share capital of KSV upon the completion of the Restructuring (as defined below).

KSV is the lessee of the Project leasehold site in central Bangkok that is intended to be jointly developed by FPHT and TCCAT into an integrated mixed-use development.

Pursuant to the Restructuring, it is intended that KSV, instead of OBH, will serve as the master developer of the Project and will be involved in the development, design, construction, leasing and/or the operation of the Project.

Consequently, the OBH JVA has also been amended and restated by way of an amended and restated joint venture agreement (the "**Amended and Restated JVA**") to reflect the change in the main purpose of OBH into a general investment holding company. FPHT's and TCCAT's interests in OBH remain unchanged at 19.9% and 80.1% respectively

- (iii) In addition, FPHT intends to invest directly in KSV by subscribing for 52,500,000 ordinary shares issued by KSV, representing 3.5% of the total share capital of KSV upon the completion of the Restructuring. Upon the completion of the Restructuring, TCCAT's direct shareholding in KSV will be diluted to 51.0%.

- (iv) TCCAT, OBV and FPHT have on 3 April 2018 entered into a joint venture agreement (the “**KSV JVA**”) to govern their rights, duties and obligations with regard to their shares in KSV and the management and business operations of KSV.

Upon the completion of the Restructuring, FPHT and OBH will each have a shareholding interest of 19.9% and 80.1% respectively in OBV, and the resultant shareholding structure of KSV will be as follows:

- (i) TCCAT will have a shareholding interest of 51.0% in KSV;
- (ii) OBV will have a shareholding interest of 45.5% in KSV; and
- (iii) FPHT will have a shareholding interest of 3.5% in KSV.

RATIONALE FOR THE RESTRUCTURING

The Project leverages the combined expertise and experience of FPL and TCCAT in the development and management of large scale integrated mixed-use developments. To facilitate the development, design and construction of the Project, FPHT and TCCAT have decided to undertake the Restructuring to enable KSV, the lessee of the Project leasehold site, to serve as the master developer of the Project. Upon the completion of the Restructuring, TCCAT and FPHT will have an effective economic interest of 80.2% and 19.8% in the Project respectively.

SALIENT TERMS OF THE OBV JVA

Pursuant to the OBV JVA, FPHT and OBH will establish OBV in Thailand as a limited liability company. Upon its incorporation and subsequent capital increase, OBV is expected to have a registered capital of Baht 6,825,000,000¹ (approximately S\$286.6 million²), which FPHT and OBH shall subscribe and pay for in the proportion of 19.9% and 80.1% respectively.

CAPITAL COMMITMENT

Pursuant to the OBV JVA, both FPHT and OBH have agreed to fund OBV through capital contributions and/or shareholders' loans of up to an aggregate of Baht 16,289,000,000 (approximately S\$684.1 million) (inclusive of their initial subscriptions), in proportion to their respective shareholding interests. Based on FPHT's direct shareholding interest of 19.9% in OBV, the capital commitment of FPHT pursuant to the OBV JVA is up to Baht 3,241,511,000 (approximately S\$136.1 million), which will be funded progressively over the development period of the Project. Any contribution shall be in accordance with the shareholding ratio of the parties to the OBV JVA at the time of such contribution. The parties to the OBV JVA shall be subject to shareholding ratio dilution for failure to contribute to the capital of OBV in accordance with the OBV JVA.

SALIENT TERMS OF THE KSV JVA

Pursuant to the KSV JVA, TCCAT, FPHT and OBV will each subscribe for shares in KSV. Upon the completion of such subscriptions, KSV is expected to have a registered and paid-up capital of Baht

¹ Comprising 682,500,000 ordinary shares, with a par value of Baht 10 per ordinary share.

² In this announcement, unless otherwise stated, translations of amounts from the Thai Baht to Singapore dollars have been made on the basis of S\$1:Baht 23.81.

15,000,000,000³ (approximately S\$630.0 million), which TCCAT, FPHT and OBV shall hold in the proportion of 51.0%, 3.50% and 45.50% respectively.

CAPITAL COMMITMENT

Pursuant to the KSV JVA, TCCAT, FPHT and OBV have agreed to fund KSV through capital contributions and/or shareholders' loans up to an aggregate of Baht 35,800,000,000 (approximately S\$1,503.6 million) (inclusive of their initial subscriptions), in proportion to their respective shareholding interests. Based on FPHT's direct shareholding interest of 3.5% in KSV, the capital commitment of FPHT pursuant to the KSV JVA is up to Baht 1,253,000,000 (approximately S\$52.6 million), which will be funded progressively over the development period of the Project. Any contribution shall be in accordance with the shareholding ratio of the parties to the KSV JVA at the time of such contribution. The parties to the KSV JVA shall be subject to shareholding ratio dilution for failure to contribute to the capital of KSV in accordance with the KSV JVA.

FINANCING FOR FPHT'S INVESTMENTS IN OBV AND KSV

FPHT's investments in OBV and in KSV are expected to be financed through internal cash resources and/or borrowings.

INTERESTED PERSON TRANSACTIONS

TCCAT is a company established in Thailand and is part of the TCC Group (being the companies and entities in the TCC Group which are controlled by Mr. Charoen Sirivadhanabhakdi and Khunying Wanna Sirivadhanabhakdi, who are directors and controlling shareholders of the Company). TCCAT is held by Mr. Charoen Sirivadhanabhakdi and Khunying Wanna Sirivadhanabhakdi on a 50:50 basis. The Company's Group Chief Executive Officer and Director, Mr. Panote Sirivadhanabhakdi is the son of Mr. Charoen Sirivadhanabhakdi and Khunying Wanna Sirivadhanabhakdi and is also a director of TCCAT and OBH.

As TCCAT has a shareholding interest of 80.1% in OBH, OBH is considered an "associate" of each of Mr. Charoen Sirivadhanabhakdi, Khunying Wanna Sirivadhanabhakdi and Mr. Panote Sirivadhanabhakdi for the purposes of the Listing Manual of the Singapore Exchange Securities Trading Limited (the "**SGX-ST Listing Manual**"). Accordingly, OBH is considered an "interested person" of the Company and FPHT's investment in OBH and joint venture with TCCAT in relation to OBH is each considered an "interested person transaction" for the purposes of Chapter 9 of the SGX-ST Listing Manual. Please refer to the Previous Announcement for further details on FPHT's investment in OBH and the joint venture with TCCAT in relation to OBH. For completeness, due to the Restructuring, FPHT's and TCCAT's aggregate capital commitment in relation to OBH has been reduced from up to Baht 35.8 billion (as announced previously) to Baht 13.0 billion (approximately S\$546.0 million), and based on FPHT's shareholding interest of 19.9% in OBH, the capital commitment of FPHT pursuant to the OBH JVA has been reduced from up to Baht 7.1 billion to up to Baht 2,587,000,000 (approximately S\$108.7 million). Nevertheless, when aggregated with FPHT's capital commitments under the OBV JVA and the KSV JVA, FPHT's aggregate capital commitment for the Project is maintained at up to approximately Baht 7.1 billion (approximately S\$297.4 million).

As OBH, TCCAT's subsidiary, on completion of the Restructuring, will have a shareholding interest of 80.1% in OBV, OBV is considered an "associate" of each of Mr. Charoen Sirivadhanabhakdi, Khunying Wanna

³ Comprising 1,500,000,000 ordinary shares, with a par value of Baht 10 per ordinary share.

Sirivadhandabhakdi and Mr. Panote Sirivadhanabhakdi for the purposes of the SGX-ST Listing Manual. Accordingly, OBV is considered an “interested person” of the Company and FPHT’s proposed investment in OBV and joint venture with OBH in relation to OBV is each considered an “interested person transaction” for the purposes of Chapter 9 of the SGX-ST Listing Manual.

In addition, as KSV is a subsidiary of TCCAT, KSV is also considered an “associate” of each of Mr. Charoen Sirivadhanabhakdi, Khunying Wanna Sirivadhandabhakdi and Mr. Panote Sirivadhanabhakdi for the purposes of the SGX-ST Listing Manual. Accordingly, KSV is considered an “interested person” of the Company and the proposed FPHT investment in KSV and joint venture with TCCAT and OBV in relation to KSV is each considered an “interested person transaction” for the purposes of Chapter 9 of the SGX-ST Listing Manual.

For the avoidance of doubt, each of OBH, OBV and KSV is not considered an “entity at risk” of the Company pursuant to the SGX-ST Listing Manual as the Company and its subsidiaries do not hold 20% or more of the shares of OBH, OBV or KSV. As such, the OBH investment in OBV and the OBV investment in KSV are not considered interested person transactions of the Company.

As of the date of this announcement, the current total value of all interested person transactions (excluding transactions less than S\$100,000 and transactions conducted pursuant to the Company’s general mandate for interested person transactions) with the TCC Group, including FPHT’s initial subscription in OBV (directly and indirectly through OBH) of Baht 358,399 (approximately S\$15,000) for the incorporation of OBV, for the financial period from 1 October 2017 up to the date of this announcement is S\$397.2 million⁴, which represents approximately 6.2% of the Company’s latest net tangible asset value (“NTA”) based on the audited financials of the Company for the financial year ended 30 September 2017.

The total value of all interested person transactions (excluding transactions less than S\$100,000 and transactions conducted pursuant to the Company’s general mandate for interested person transactions), for the financial period from 1 October 2017 up to the date of this announcement, when aggregated with the maximum aggregate committed capital contribution of Baht 7.1 billion (approximately S\$297.4 million) that FPHT may fund progressively based on its shareholding interests in OBH, OBV and KSV as at the date of this announcement, is S\$694.6 million⁴, which represents approximately 10.9% of the Company’s latest NTA based on the audited financials of the Company for the financial year ended 30 September 2017.

Further, as TCCAT will hold directly 51.0% of KSV’s shares and OBV, its subsidiary upon the completion of the Restructuring, will hold 45.5% of KSV’s shares, KSV will continue to be considered an “associate” of each of Mr. Charoen Sirivadhanabhakdi, Khunying Wanna Sirivadhandabhakdi and Mr. Panote Sirivadhanabhakdi for the purposes of the SGX-ST Listing Manual, and any further transactions between FPHT and KSV (including investments and provisions of loans) will be considered an “interested person transaction” for the

⁴ Which includes the value of the joint venture investment by FPHT and TCCAT through Frasers Assets Co., Ltd. (“**FACL**”) in the ordinary shares of TICON Industrial Connection Public Company Limited (“**TICON**”) by way of acquisition of shares from Rojana Industrial Park Public Company Limited (the “**TICON Acquisition**”) and a potential tender offer for the remaining shares of TICON not held by FPHT or FACL, as announced on 9 February 2018. Such value comprises FPHT’s share of the sum of the aggregate consideration payable in relation to the TICON Acquisition and the aggregate tender offer price (but excludes ancillary costs in the implementation of the TICON Acquisition and the tender offer, the amount of which is not finalised), assuming that the TICON Acquisition is completed and the tender offer is successful and FACL acquires all the remaining shares of TICON. As at the date of this announcement, the TICON Acquisition has completed while the tender offer has not been launched. Please refer to the Company’s announcement dated 9 February 2018, 23 March 2018 and 26 March 2018 for more details.

purposes of Chapter 9 of the SGX-ST Listing Manual. As TCCAT has an existing equity interest in KSV prior to the FPHT investment in KSV, the FPHT investment in KSV and any further transactions between FPHT and KSV (including investments and provisions of loans) will not satisfy Rules 916(2) or 916(3) of the SGX-ST Listing Manual and are therefore required to comply with Rule 906 of the SGX-ST Listing Manual. The capital commitment of FPHT pursuant to the KSV JVA is up to Baht 1,253,000,000 (approximately S\$52.6 million), which represents approximately 0.83% of the Company's latest NTA based on the audited financials of the Company for the financial year ended 30 September 2017.

STATEMENT OF THE AUDIT COMMITTEE

The Audit Committee of the Company is of the view that the risks and rewards of the proposed joint venture with OBH in relation to OBV are in proportion to the equity of each joint venture partner, and the terms of the OBV JVA are not prejudicial to the interests of the Company and its minority shareholders. The Audit Committee of the Company is further of the view that the proposed FPHT investment in KSV and capital commitment of FPHT under the joint venture with TCCAT and OBV in relation to KSV are on normal commercial terms and not prejudicial to the interests of the Company and its minority shareholders. In addition, the Audit Committee of the Company affirms its view set out in the Previous Announcement that the risks and rewards of the joint venture with TCCAT in relation to OBH are in proportion to the equity of each joint venture partner, and the terms of the Amended and Restated JVA are not prejudicial to the interests of the Company and its minority shareholders.

BY ORDER OF THE BOARD

Catherine Yeo
Company Secretary
3 April 2018