



## FRASERS COMMERCIAL TRUST

(a real estate investment trust constituted on 12 September 2005 under the laws of the Republic of Singapore)

### NOTICE OF EXTRAORDINARY GENERAL MEETING

**NOTICE IS HEREBY GIVEN** that an **EXTRAORDINARY GENERAL MEETING** of the holders of FCOT Units (the "**FCOT Unitholders**") of Frasers Commercial Trust ("**FCOT**") will be held at Level 3, Summit 2, Suntec Singapore Convention & Exhibition Centre, 1 Raffles Boulevard, Suntec City, Singapore 039593 on 11 March 2020 at 2.30 p.m., for the purpose of considering and, if thought fit, passing, with or without modifications, the following resolution:

#### FCOT TRUST DEED AMENDMENTS RESOLUTION (EXTRAORDINARY RESOLUTION)

##### THE FCOT TRUST DEED AMENDMENTS

That:

- approval be and is hereby given to amend the FCOT Trust Deed dated 12 September 2005 constituting FCOT (as further amended and supplemented) ("**FCOT Trust Deed**"), with the proposed amendments to the FCOT Trust Deed (the "**FCOT Trust Deed Amendments**") being described and set out in Appendix D to the Scheme Document dated 14 February 2020; and
- Frasers Commercial Asset Management Ltd. (as manager of FCOT) (the "**FCOT Manager**"), any director of the FCOT (the "**Director**"), and British and Malayan Trustees Limited, in its capacity as trustee of FCOT ("**FCOT 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 FCOT Manager, such Director or as the case may be, the FCOT Trustee, may consider expedient or necessary or in the interests of FCOT to give effect to the FCOT Trust Deed Amendments.

By Order of the Board of Directors

**Frasers Commercial Asset Management Ltd.**

(Company Registration No. 200503404G)

As manager of Frasers Commercial Trust

14 February 2020

##### Notes:

- A FCOT Unitholder (who is not a Relevant Intermediary) entitled to attend, speak and vote at the Extraordinary General Meeting is entitled to appoint not more than two (2) proxies to attend, speak and vote in the FCOT Unitholder's stead. A proxy need not be a FCOT Unitholder. Where a FCOT Unitholder appoints more than one (1) proxy, the appointments shall be invalid unless the FCOT Unitholder specifies the proportion of the FCOT Unitholder's holdings (expressed as a percentage of the whole) to be represented by each proxy.
- A FCOT Unitholder who is a Relevant Intermediary entitled to attend, speak and vote at the Extraordinary General Meeting is entitled to appoint more than two (2) proxies to attend, speak and vote instead of the FCOT Unitholder, but each proxy must be appointed to exercise the rights attached to a different FCOT Unit or FCOT Units held by such FCOT Unitholder. Where each FCOT Unitholder appoints more than two (2) proxies, the appointments shall be invalid unless the FCOT Unitholder specifies in the proxy form the number of FCOT Units in relation to which each proxy has been appointed.  
"**Relevant Intermediary**" means:
  - a banking corporation licensed under the Banking Act (Chapter 19 of Singapore) or a wholly-owned subsidiary of such a banking corporation, whose business includes the provision of nominee services and who holds FCOT Units in that capacity;
  - a person holding a capital markets services licence to provide custodial services for securities under the Securities and Futures Act (Chapter 289 of Singapore) who holds FCOT Units in that capacity; or
  - the Central Provident Fund Board ("**CPF Board**") established by the Central Provident Fund Act (Chapter 36 of Singapore), in respect of FCOT Units purchased under the subsidiary legislation made under that Act providing for the making of investments from the contributions and interest standing to the credit of members of the Central Provident Fund, if the CPF Board holds those FCOT Units in the capacity of an intermediary pursuant to or in accordance with that subsidiary legislation.
- The proxy form must be lodged at the Unit Registrar's office, Boardroom Corporate & Advisory Services Pte. Ltd., at 50 Raffles Place, #32-01, Singapore Land Tower, Singapore 048623 not less than 72 hours before the time set for holding the Extraordinary General Meeting.

##### Personal Data Privacy:

By either (a) attending the Extraordinary General Meeting or (b) 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 FCOT Unitholder (i) consents to the collection, use and disclosure of the FCOT Unitholder's personal data by the FCOT Manager and the FCOT Trustee (or their agents) for the purpose of the processing and administration by the FCOT Manager and the FCOT 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 FCOT Manager and the FCOT Trustee (or their agents) to comply with any applicable laws, listing rules, regulations and/or guidelines (collectively, the "**Purposes**"), (ii) warrants that where the FCOT Unitholder discloses the personal data of the FCOT Unitholder's proxy(ies) and/or representative(s) to the FCOT Manager and the FCOT Trustee (or their agents), the FCOT Unitholder has obtained the prior consent of such proxy(ies) and/or representative(s) for the collection, use and disclosure by the FCOT Manager and the FCOT Trustee (or their agents) of the personal data of such proxy(ies) and/or representative(s) for the Purposes, and (iii) agrees that the FCOT Unitholder will indemnify the FCOT Manager and the FCOT Trustee (or their agents) in respect of any penalties, liabilities, claims, demands, losses and damages as a result of the FCOT Unitholder's breach of warranty.

##### Important Notice from the FCOT Manager on the Novel Coronavirus

As the Novel Coronavirus situation continues to evolve, the FCOT Manager is closely monitoring the situation, including any precautionary measures which may be required or recommended by government agencies to minimise the risk of spread of the Novel Coronavirus. The FCOT Manager reserves the right to take any measures as appropriate in order to minimise any risk to FCOT Unitholders and others attending the Extraordinary General Meeting and/or the Trust Scheme Meeting. In the event that such measures are adopted, the FCOT Manager will make announcements as appropriate.

### NOTICE OF TRUST SCHEME MEETING IN THE HIGH COURT OF THE REPUBLIC OF SINGAPORE

HC/OS 52/2020

In the Matter of Order 80 of the Rules of Court (Cap. 322, R5, 2014 Rev Ed)

And

In the Matter of FRASERS COMMERCIAL TRUST (a real estate investment trust constituted on 12 September 2005 under the laws of the Republic of Singapore)

- FRASERS COMMERCIAL ASSET MANAGEMENT LTD. (in its capacity as manager of Frasers Commercial Trust)** (Company Registration Number: 200503404G)
- BRITISH AND MALAYAN TRUSTEES LIMITED (in its capacity as trustee of Frasers Commercial Trust)** (Company Registration Number: 192400010M)

... Applicants

#### TRUST SCHEME OF ARRANGEMENT

Between

Frasers Commercial Asset Management Ltd.  
(in its capacity as manager of Frasers Commercial Trust)

British and Malayan Trustees Limited  
(in its capacity as trustee of Frasers Commercial Trust)

And

FCOT Unitholders (as defined herein)

And

Frasers Logistics & Industrial Asset Management Pte. Ltd.  
(in its capacity as manager of Frasers Logistics & Industrial Trust)

And

Perpetual (Asia) Limited (in its capacity as trustee of Frasers Logistics & Industrial Trust)

**NOTICE IS HEREBY GIVEN** that by an Order of Court made in the above matter, the High Court of the Republic of Singapore (the "**Court**") has directed a meeting (the "**Trust Scheme Meeting**") of unitholders (the "**FCOT Unitholders**") of Frasers Commercial Trust ("**FCOT**") to be convened and such Trust Scheme Meeting shall be held at Level 3, Summit 2, Suntec Singapore Convention & Exhibition Centre, 1 Raffles Boulevard, Suntec City, Singapore 039593 on 11 March 2020 at 3.30 p.m. (or as soon thereafter following the conclusion or adjournment of the extraordinary general meeting of the FCOT Unitholders to be held at 2.30 p.m. on the same day and at the same venue (the "**Extraordinary General Meeting**"), whichever is later), for the purpose of considering and, if thought fit, approving the following resolution. All capitalised terms used in this Notice which are not defined herein shall have the meanings ascribed to them in the Scheme Document dated 14 February 2020.

#### THE TRUST SCHEME RESOLUTION

##### RESOLVED THAT:

- subject to and contingent upon the passing of the FCOT Trust Deed Amendments Resolution at the Extraordinary General Meeting, the trust scheme of arrangement dated 14 February 2020 proposed to be made in accordance with the FCOT Trust Deed (as amended pursuant to the FCOT Trust Deed Amendments Resolution at the Extraordinary General Meeting) and in compliance with the Code, between (i) the FCOT Manager, (ii) the FCOT Trustee, (iii) the FCOT Unitholders, (iv) the FLT Manager and (v) the FLT Trustee, a copy of which has been circulated with the Notice convening this Trust Scheme Meeting, be and is hereby approved; and
- the FCOT Manager and the FCOT Trustee are hereby severally authorised to complete and do all such acts and things (including executing all such documents) as the FCOT Manager and the FCOT Trustee may consider expedient or necessary or in the interests of FCOT to give effect to the Trust Scheme.

##### Notes:

- A copy of the said Trust Scheme is incorporated in the Scheme Document of which this Notice forms part.
- FCOT Unitholders (including Overseas FCOT Unitholders) may obtain copies of the Scheme Document and any related documents during normal business hours and up to the date of the Trust Scheme Meeting from the Unit Registrar, Boardroom Corporate & Advisory Services Pte. Ltd., at 50 Raffles Place, #32-01, Singapore Land Tower, Singapore 048623. Alternatively, an Overseas FCOT Unitholder may write in to the Unit Registrar at the same address to request for the Scheme Document and any related documents to be sent to an address in Singapore by ordinary post at his own risk, up to three (3) Market Days prior to the date of the Trust Scheme Meeting.
- A form of proxy applicable for the Trust Scheme Meeting (the "**Proxy Form (Trust Scheme Meeting)**") is enclosed with the Scheme Document, of which this Notice forms part.
- The Proxy Form (Trust Scheme Meeting) and the power of attorney or other authority (if any) under which it is signed or a notarially certified copy of such power or authority shall be deposited with the Unit Registrar, Boardroom Corporate & Advisory Services Pte. Ltd. at 50 Raffles Place, #32-01, Singapore Land Tower, Singapore 048623 not less than 72 hours before the time appointed for the Trust Scheme Meeting or adjourned meeting at which the person named in the instrument proposes to vote and in default the instrument of proxy shall not be treated as valid. No instrument appointing a proxy shall be valid after the expiration of 12 months from the date named in it as the date of its execution. A person appointed to act as a proxy need not be a FCOT Unitholder but must attend the Trust Scheme Meeting in person to represent the appointor.
- A FCOT Unitholder may only cast all the votes it holds at the Trust Scheme Meeting in one (1) way, namely, either for or against the resolution to be proposed at the Trust Scheme Meeting.
- A FCOT Unitholder may appoint one (1) (and not more than one (1)) proxy to attend, speak and vote at the Trust Scheme Meeting, PROVIDED THAT if the FCOT Unitholder is a depositor, the FCOT Manager shall be entitled and bound:
  - to reject any Proxy Form (Trust Scheme Meeting) lodged if the depositor is not shown to have any FCOT Units entered against his name in the Depository Register as at 72 hours before the time of the Trust Scheme Meeting as certified by the Depository to the FCOT Manager; and
  - to accept as the maximum number of votes which the proxy appointed by the depositor is able to cast on a poll a number which is the number of FCOT Units entered against the name of that depositor in the Depository Register as at 72 hours before the time of the Trust Scheme Meeting as certified by the Depository to the FCOT Manager, whether that number is greater or smaller than the number specified in any Proxy Form (Trust Scheme Meeting) executed by or on behalf of that depositor.
- Each Proxy Form (Trust Scheme Meeting) must be signed by the appointor or his/her attorney duly authorised in writing. Where a Proxy Form (Trust Scheme Meeting) is executed by a corporation, it must be executed either under its common seal or signed by its duly authorised attorney or officer. Where a Proxy Form (Trust Scheme Meeting) is signed on behalf of the appointor by an attorney, the letter or power of attorney or a duly certified copy thereof must (failing previous registration with FCOT) be lodged with the Proxy Form (Trust Scheme Meeting), failing which the Proxy Form (Trust Scheme Meeting) may be treated as invalid.
- A corporation, being a FCOT Unitholder, may by resolution of its directors or other governing body authorise such person as it thinks fit to act as its representative at the Trust Scheme Meeting and the person so authorised shall upon production of a copy of such resolution certified by a director of the corporation to be a true copy, be entitled to exercise the powers on behalf of the corporation so represented as the corporation could exercise in person if it were an individual.
- A FCOT Unitholder voting by proxy shall be included in the count of FCOT Unitholders present and voting at the Trust Scheme Meeting as if that FCOT Unitholder was voting in person, such that the votes of a proxy who has been appointed to represent more than one (1) FCOT Unitholder at the Trust Scheme Meeting shall be counted as the votes of the number of appointing FCOT Unitholders.
- In the case of joint FCOT Unitholders, any one (1) of such persons may vote, but not more than one (1) of such persons is present at the Trust Scheme Meeting, the person whose name stands first in the Register of FCOT Unitholders or the Depository Register, as the case may be, shall alone be entitled to vote.
- By the said Order of Court, the Court has appointed Mr. Bobby Chin Yoke Choong, or failing him, any director of the FCOT Manager, to act as Chairman of the Trust Scheme Meeting and has directed the Chairman to report the results thereof to the Court.
- The said Trust Scheme will be subject to, *inter alia*, the subsequent approval of the Court.

##### Personal Data Privacy:

By either (a) attending the Trust Scheme Meeting or (b) submitting an instrument appointing a proxy(ies) and/or representative(s) to attend, speak and vote at the Trust Scheme Meeting and/or any adjournment thereof, a FCOT Unitholder (i) consents to the collection, use and disclosure of the FCOT Unitholder's personal data by the FCOT Manager and the FCOT Trustee (or their agents) for the purpose of the processing and administration by the FCOT Manager and the FCOT Trustee (or their agents) of proxies and representatives appointed for the Trust Scheme Meeting (including any adjournment thereof) and the preparation and compilation of the attendance lists, minutes and other documents relating to the Trust Scheme Meeting (including any adjournment thereof), and in order for the FCOT Manager and the FCOT Trustee (or their agents) to comply with any applicable laws, listing rules, regulations and/or guidelines (collectively, the "**Purposes**"), (ii) warrants that where the FCOT Unitholder discloses the personal data of the FCOT Unitholder's proxy(ies) and/or representative(s) to the FCOT Manager and the FCOT Trustee (or their agents), the FCOT Unitholder has obtained the prior consent of such proxy(ies) and/or representative(s) for the collection, use and disclosure by the FCOT Manager and the FCOT Trustee (or their agents) of the personal data of such proxy(ies) and/or representative(s) for the Purposes, and (iii) agrees that the FCOT Unitholder will indemnify the FCOT Manager and the FCOT Trustee (or their agents) in respect of any penalties, liabilities, claims, demands, losses and damages as a result of the FCOT Unitholder's breach of warranty.

Dated this 14<sup>th</sup> day of February 2020

By Order of the Court

**Frasers Commercial Asset Management Ltd.**  
(in its capacity as manager of  
Frasers Commercial Trust)  
438 Alexandra Road, #21-00 Alexandra Point  
Singapore 119958

**British and Malayan Trustees Limited**  
(in its capacity as trustee of  
Frasers Commercial Trust)  
1 Coleman Street, #08-01 The Adelphi  
Singapore 179803

##### Important Notice from the FCOT Manager on the Novel Coronavirus

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