



**FRASERS CENTREPOINT LIMITED**

(Incorporated in the Republic of Singapore)

(Company Registration No. 196300440G)

**CONSENT SOLICITATION AND TENDER OFFER EXERCISE BY FCL TREASURY PTE. LTD. (THE “ISSUER”) IN RESPECT OF THE S\$75,000,000 3.70 PER CENT. NOTES DUE 2019 (ISIN: SG6T92980232) COMPRISED IN SERIES 001 (THE “SERIES 001 NOTES”) AND THE S\$50,000,000 3.80 PER CENT. NOTES DUE 2022 (ISIN: SG6V46982819) COMPRISED IN SERIES 002 (THE “SERIES 002 NOTES” AND, TOGETHER WITH THE SERIES 001 NOTES, THE “NOTES”), IN EACH CASE, ISSUED BY THE ISSUER PURSUANT TO ITS S\$3,000,000,000 MULTICURRENCY DEBT ISSUANCE PROGRAMME, UNCONDITIONALLY AND IRREVOCABLY GUARANTEED BY FRASERS CENTREPOINT LIMITED (THE “COMPANY”)**

- **RESULTS OF MEETINGS HELD ON 4 OCTOBER 2017**
- **EXECUTION OF SUPPLEMENTAL TRUST DEEDS**
- **EXERCISE OF CALL OPTION**

Reference is made to the announcements made by the Company on 18 September 2017 and 2 October 2017 (collectively, the “**Announcements**”) and the Invitation Memorandum dated 18 September 2017 (the “**Invitation Memorandum**”) in relation to the tender offer and consent solicitation exercise by the Issuer. Capitalised or other terms used but not defined herein shall, unless the context otherwise requires, have the meaning set out in the Announcements and the Invitation Memorandum.

**1. Results of Meeting**

The Company wishes to announce that:

- (a) the Extraordinary Resolution tabled at the meeting of the holders of the Series 001 Notes on 4 October 2017 has been duly passed as an Extraordinary Resolution of the holders of the Series 001 Notes without any amendment; and
- (b) the Extraordinary Resolution tabled at the meeting of the holders of the Series 002 Notes on 4 October 2017 has been duly passed as an Extraordinary Resolution of the holders of the Series 002 Notes without any amendment.

**2. Supplemental Trust Deeds**

With the passing of the Extraordinary Resolutions, the Issuer, as issuer, and the Company, as guarantor, have on 4 October 2017 entered into supplemental trust deeds in respect of each

Series of Notes (together, the “**Supplemental Trust Deeds**”) with DBS Trustee Limited, as trustee (the “**Trustee**”), to include the Call Option.

### 3. **Notes Accepted Pursuant to the Invitation**

The Company wishes to announce that on 4 October 2017:

- (a) in respect of the Series 001 Notes, S\$67,750,000 in aggregate principal amount of the Series 001 Notes have been validly accepted for purchase by the Issuer pursuant to the Invitation, representing approximately 90.33% of the aggregate principal amount of the Series 001 Notes outstanding; and
- (b) in respect of the Series 002 Notes, S\$47,750,000 in aggregate principal amount of the Series 002 Notes have been validly accepted for purchase by the Issuer pursuant to the Invitation, representing 95.50% of the aggregate principal amount of the Series 002 Notes outstanding,

(together, the “**Accepted Notes**”).

On 11 October 2017 (the “**Settlement Date**”), the Issuer will, subject to the fulfilment of the Tender Settlement Conditions, purchase, or procure the purchase of, the Accepted Notes at the Purchase Price, together with interest accrued from (and including) the last preceding interest payment date prior to the Settlement Date to (but excluding) the Settlement Date.

### 4. **Exercise of Call Option**

The Company wishes to announce that notice has been given by the Issuer pursuant to Condition 15 of the Notes on 5 October 2017 of the Issuer’s intention to redeem all of the Series 001 Notes (other than Series 001 Notes which have already been accepted for purchase by the Issuer pursuant to the Invitation) pursuant to Condition 5(k) of the Series 001 Notes and all of the Series 002 Notes (other than Series 002 Notes which have already been accepted for purchase by the Issuer pursuant to the Invitation) pursuant to Condition 5(k) of the Series 002 Notes, in each case, on 20 October 2017 (the “**Redemption Date**”).

The Series 001 Notes will be redeemed at 102.85 per cent. of the principal amount of the Series 001 Notes, being S\$257,125 for each S\$250,000 in principal amount of the Series 001 Notes, together with interest accrued to (but excluding) the Redemption Date.

The Series 002 Notes will be redeemed at 104.60 per cent. of the principal amount of the Series 002 Notes, being S\$261,500 for each S\$250,000 in principal amount of the Series 002 Notes, together with interest accrued to (but excluding) the Redemption Date.

The Issuer shall make or cause to be made payment of the redemption moneys in respect of the Notes in Singapore dollars to The Central Depository (Pte) Limited (the “**Depository**”) for the account of the Noteholders. Such redemption moneys will be paid to the persons who, as at the

date falling five business days before the Redemption Date, are shown in the records of the Depository as holders of a particular amount of the Notes via the payment method as previously agreed between themselves and the Depository.

BY ORDER OF THE BOARD

Catherine Yeo

Company Secretary

5 October 2017

NOTE: This announcement does not constitute an invitation to participate in the Invitation. No offer or invitation to issue or redeem any securities is being made pursuant to this release. This announcement must be read in conjunction with the Invitation Memorandum. This announcement does not constitute or form part of, and should not be construed as, an offer for sale or subscription of, or a solicitation of any offer to buy or subscribe for, any securities of the Company or any other entity.