



**FRASERS CENTREPOINT LIMITED**

(Incorporated in the Republic of Singapore on 14 December 1963)  
(Company Registration No. 196300440G)

**ANNOUNCEMENT**

**RESOLUTIONS PASSED AT THE ANNUAL GENERAL MEETING**

The board of directors (the “**Board**”) of Frasers Centrepoint Limited (the “**Company**”) wishes to announce that the following Resolutions were duly passed at the Annual General Meeting of the Company held on 7 January 2014.

**ROUTINE BUSINESS**

1. That the report of the directors and audited financial statements for the year ended 30 September 2013 and the auditors’ report thereon be and is hereby received and adopted;
2. That the final tax-exempt (one-tier) dividend of 1.73 cents per share in respect of the year ended 30 September 2013 be and is hereby approved.
3. That Chan Heng Wing, who will retire pursuant to Article 91 of the Articles of Association of the Company and who, being eligible, has offered himself for re-election, be and is hereby re-appointed as a Director of the Company.

Upon his re-appointment, Chan Heng Wing is hereby re-appointed as a Member of the Nominating Committee and a Member of the Risk Management Committee.

4. That Siripen Sitasuwan, who will retire pursuant to Article 91 of the Articles of Association of the Company and who, being eligible, has offered herself for re-election, be and is hereby re-appointed as a Director of the Company.

Upon her re-appointment, Siripen Sitasuwan is hereby re-appointed as a Member of the Audit Committee and a Member of the Remuneration Committee.

5. That Chotiphat Bijananda, who will cease to hold office pursuant to Article 97 of the Articles of Association of the Company and who, being eligible, has offered himself for re-election, be and is hereby re-appointed as a Director of the Company.

Upon his re-appointment, Chotiphat Bijananda is hereby re-appointed as a Vice Chairman of the Board Executive Committee, the Chairman of the Risk Management Committee and a Member of the Nominating Committee.

*The Company’s admission to and listing on the Singapore Exchange Securities Trading Limited was sponsored by DBS Bank Ltd.. DBS Bank Ltd. assumes no responsibility for the contents of this announcement.*

6. That Panote Sirivadhanabhakdi, who will cease to hold office pursuant to Article 97 of the Articles of Association of the Company and who, being eligible, has offered himself for re-election, be and is hereby re-appointed as a Director of the Company.

Upon his re-appointment, Panote Sirivadhanabhakdi is hereby re-appointed as a Member of the Board Executive Committee, a Member of the Remuneration Committee and a Member of the Risk Management Committee.

7. That Sithichai Chaikrangkrai, who will cease to hold office pursuant to Article 97 of the Articles of Association of the Company and who, being eligible, has offered himself for re-election, be and is hereby re-appointed as a Director of the Company.

Upon his re-appointment, Sithichai Chaikrangkrai is hereby re-appointed as a Member of the Board Executive Committee, a Member of the Audit Committee and a Member of the Risk Management Committee.

8. That the Directors' fees of up to S\$1,453,000 payable by the Company for the year ending 30 September 2014 (last year: S\$150,000) be and is hereby approved.
9. That Ernst & Young LLP be and is hereby re-appointed as the Company's auditors to hold such office until the conclusion of the next Annual General Meeting at a remuneration to be determined by the Directors.

#### **SPECIAL BUSINESS**

10. That pursuant to Section 153(6) of the Companies Act, Khunying Wanna Sirivadhanabhakdi be and is hereby appointed as a Director of the Company to hold office from the date of this Annual General Meeting until the next annual general meeting of the Company.

Upon her appointment, Khunying Wanna Sirivadhanabhakdi is hereby appointed as the Non-executive and Non-Independent Vice Chairman of the Board of Directors.

11. That authority be and is hereby given to the Directors of the Company to:
  - (a)
    - (i) issue shares in the capital of the Company ("**shares**") whether by way of rights or bonus; and/or
    - (ii) make or grant offers, agreements or options (collectively, "**Instruments**") that might or would require shares to be issued, including but not limited to the creation and issue of (as well as adjustments to) warrants, debentures or other instruments convertible into shares,

at any time and upon such terms and conditions and for such purposes and to such persons as the Directors may in their absolute discretion deem fit; and

  - (b) (notwithstanding the authority conferred by this Resolution may have ceased to be in force) issue shares in pursuance of any Instrument made or granted by the Directors while this Resolution was in force,

provided that:

- (1) the aggregate number of shares to be issued pursuant to this Resolution (including shares to be issued in pursuance of Instruments made or granted pursuant to this Resolution) does not exceed 50% of the total number of issued shares in the capital of the Company, excluding treasury shares (as calculated in accordance with sub-paragraph (2) below), of which the aggregate number of shares to be issued other than on a *pro rata* basis to shareholders of the Company (including shares to be issued in pursuance of Instruments made or granted pursuant to this Resolution) shall not exceed 20 per cent of the total number of issued shares in the capital of the Company, excluding treasury shares (as calculated in accordance with sub-paragraph (2) below);
- (2) (subject to such manner of calculation as may be prescribed by the Singapore Exchange Securities Trading Limited (“**SGX-ST**”)) for the purpose of determining the aggregate number of shares that may be issued under sub-paragraph (1) above, the percentage of issued shares shall be based on the total number of issued shares in the capital of the Company, excluding treasury shares, at the time this Resolution is passed, after adjusting for:
  - (i) new shares arising from the conversion or exercise of any convertible securities or share options or vesting of share awards which are outstanding or subsisting at the time this Resolution is passed; and
  - (ii) any subsequent bonus issue, consolidation or subdivision of shares;
- (3) in exercising the authority conferred by this Resolution, the Company shall comply with the provisions of the Listing Manual of the SGX-ST for the time being in force (unless such compliance has been waived by the SGX-ST) and the Articles of Association for the time being of the Company; and
- (4) (unless revoked or varied by the Company in general meeting) the authority conferred by this Resolution shall continue in force until the conclusion of the next Annual General Meeting of the Company or the date by which the next Annual General Meeting of the Company is required by law to be held, whichever is the earlier.

12. That approval be and is hereby given to the Directors of the Company to:

- (a) grant awards in accordance with the provisions of the FCL Restricted Share Plan (the “**Restricted Share Plan**”) and/or the FCL Performance Share Plan (the “**Performance Share Plan**”); and
- (b) allot and issue such number of ordinary shares in the capital of the Company as may be required to be delivered pursuant to the vesting of awards under the Restricted Share Plan and/or the Performance Share Plan,

provided that the aggregate number of new ordinary shares allotted and issued and/or to be allotted and issued, when aggregated with existing ordinary shares in the capital of the Company (including shares held in treasury) delivered and/or to be delivered, pursuant to the Restricted Share Plan and the Performance Share Plan, shall not exceed 10% of the total number of issued ordinary shares in the capital of the Company, excluding treasury shares, from time to time.

By Order of the Board

Anthony Cheong Fook Seng  
Company Secretary  
8 January 2014