

**Frasers Commercial Trust**

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

**Term Loan Facility and  
Disclosure pursuant to Rule 704(31) of SGX-ST Listing Manual**

Frasers Commercial Asset Management Ltd. (the "**Manager**"), the manager of Frasers Commercial Trust ("**FCOT**") is pleased to announce that a facility agreement (the "**Facility Agreement**") for a sustainability linked term loan facility of S\$100 million (the "**Facility**") for a term of 5 years from the date of first drawdown of the Facility, has been entered into between British and Malayan Trustees Limited, in its capacity as trustee of FCOT (the "**Trustee**"), as borrower, and Bank of China Limited, Singapore Branch, as lender (the "**Lender**") today.

**Disclosure pursuant to Rule 704(31) of the Listing Manual of Singapore Exchange Securities Trading Limited (the "SGX-ST")**

Pursuant to Rule 704(31) of the Listing Manual of the SGX-ST, the Manager wishes to announce that the Facility Agreement contains the following condition which makes reference to the shareholding interests of Frasers Property Limited ("**FPL**") in the shares of the Manager (the "**Specified Condition**"):

It shall be a "Mandatory Prepayment Event" under the Facility Agreement if, *inter alia*, without the prior written consent of the Lender, the Manager<sup>1</sup> ceases to be (directly or indirectly) a subsidiary of FPL. The term "subsidiary" is as defined in Section 5 of the Companies Act (Chapter 50 of Singapore).

The Trustee shall promptly notify the Lender upon becoming aware of the occurrence of such "Mandatory Prepayment Event", whereupon the commitment for the Facility will be immediately cancelled and, upon demand by the Lender on the Trustee for repayment of the Facility, the Trustee shall make payment of all loan amounts outstanding under the Facility.

As of the date of this announcement, assuming the full amount of the Facility is drawn down, the level of the loan facilities of FCOT and its subsidiaries that may be affected by the occurrence of the "Mandatory Prepayment Event" (assuming that such breach causes a cross default of the borrowings of FCOT and its subsidiaries) amounts to approximately S\$659.8 million (assuming an exchange rate of A\$1:S\$0.9255 and GBP1:S\$1.8108) (excluding interest). This does not take into account (i) the amount of the loan facilities which have not been, and which remain available for drawdown, and (ii) future notes issuances under the S\$1,000,000,000 Multicurrency Medium Term Note Programme of FCOT Treasury Pte. Ltd. (a wholly-owned subsidiary of FCOT)

**BY ORDER OF THE BOARD****Frasers Commercial Asset Management Ltd.**

As manager of Frasers Commercial Trust  
Company Registration No: 200503404G

Catherine Yeo  
Company Secretary  
24 February 2020

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<sup>1</sup> Including its successors, or any other person permitted to be a manager of FCOT from time to time.

**For further information, kindly contact:**

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**IMPORTANT NOTICE**

This announcement may contain forward-looking statements that involve risks and uncertainties. Actual future performance, outcomes and results may differ materially from those expressed in forward-looking statements as a result of a number of risks, uncertainties and assumptions. Representative examples of these factors include (without limitation) general industry and economic conditions, interest rate trends, cost of capital and capital availability, competition from similar developments, shifts in expected levels of property rental income, changes in operating expenses, (including employee wages, benefits and training costs), property expenses and governmental and public policy changes and the continued availability of financing in the amounts and the terms necessary to support future business.

Investors are cautioned not to place undue reliance on these forward-looking statements, which are based on the Manager's current view on future events.

The value of Units and the income derived from them, if any, may fall or rise. Units are not obligations of, deposits in, or guaranteed by, the Manager or any of its affiliates. An investment in Units is subject to investment risks, including the possible loss of the principal amount invested.

Investors should note that they have no right to request the Manager to redeem their Units while the Units are listed. It is intended that Unitholders may only deal in their Units through trading on SGX-ST. Listing of the Units on the SGX-ST does not guarantee a liquid market for the Units.

This publication is for information only and does not constitute an invitation or offer to acquire, purchase or subscribe for the Units. The past performance of FCOT and the Manager is not necessarily indicative of the future performance of FCOT and the Manager.