

Notice of Annual General Meeting

NOTICE IS HEREBY GIVEN that the 4th Annual General Meeting of FRASERS COMMERCIAL TRUST ("FCOT", and an annual general meeting of FCOT, "AGM") will be held at Level 2, Alexandra Point, 438 Alexandra Road, Singapore 119958 on Friday, 25 January 2013 at 3.00 p.m. for the following purposes:-

(A) ROUTINE BUSINESS

Resolution (1)

1. To receive and adopt the Report of the Trustee of FCOT issued by British and Malayan Trustees Limited, the trustee of FCOT (the "Trustee"), the Statement by the Manager issued by Frasers Centrepoint Asset Management (Commercial) Ltd., the manager of FCOT (the "Manager") and the Audited Financial Statements of FCOT for the financial year ended 30 September 2012.

Resolution (2)

2. To re-appoint Ernst & Young LLP as Auditors of FCOT to hold office until the conclusion of the next AGM, and to authorize the Manager, to fix their remuneration.

(B) SPECIAL BUSINESS

To consider and, if thought fit, to pass the following Ordinary Resolutions, with or without any modifications:

Resolution (3)

3. That authority be and is hereby given to the Manager, to:
 - (a)
 - (i) issue units in FCOT ("Units") whether by way of rights, bonus or otherwise; and/or
 - (ii) make or grant offers, agreements or options (collectively, "Instruments") that might or would require Units to be issued, including but not limited to the creation and issue of (as well as adjustments to) securities, warrants, debentures or other instruments convertible into Units,at any time and upon such terms and conditions and for such purposes and to such persons as the Manager may in its absolute discretion deem fit; and
 - (b) issue Units in pursuance of any Instrument made or granted by the Manager while this Resolution was in force (notwithstanding that the authority conferred by this Resolution may have ceased to be in force),

provided that:

- (1) the aggregate number of Units to be issued pursuant to this Resolution (including Units to be issued in pursuance of Instruments made or granted pursuant to this Resolution) shall not exceed fifty per cent (50%) of the total number of issued Units (excluding treasury Units, if any) (as calculated in accordance with sub-paragraph (2) below), of which the

aggregate number of Units to be issued other than on a *pro rata* basis to Unitholders of FCOT ("Unitholders") does not exceed twenty per cent (20%) of the total number of issued Units (excluding treasury Units, if any) (as calculated in accordance with subparagraph (2) below);

- (2) subject to such manner of calculation as may be prescribed by Singapore Exchange Securities Trading Limited (the "SGX-ST") for the purpose of determining the aggregate number of Units that may be issued under subparagraph (1) above, the total number of issued Units (excluding treasury Units, if any) shall be based on the number of issued Units (excluding treasury Units, if any) at the time this Resolution is passed, after adjusting for:
 - (a) any new Units arising from the conversion or exercise of any Instruments which are outstanding at the time this Resolution is passed; and
 - (b) any subsequent bonus issue, consolidation or subdivision of Units;
- (3) in exercising the authority conferred by this Resolution, the Manager 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 trust deed constituting FCOT (as amended and restated) (the "Trust Deed") for the time being in force (unless otherwise exempted or waived by the Monetary Authority of Singapore);
- (4) unless revoked or varied by Unitholders in a general meeting, the authority conferred by this Resolution shall continue in force until (i) the conclusion of the next AGM or (ii) the date by which the next AGM is required by the applicable law or regulations to be held, whichever is earlier;
- (5) where the terms of the issue of the Instruments provide for adjustment to the number of Instruments or Units into which the Instruments may be converted in the event of rights, bonus or other capitalisation issues or any other events, the Manager may issue additional Instruments or Units pursuant to such adjustment notwithstanding that the authority conferred by this Resolution may have ceased to be in force at the time the Instruments or Units are issued; and
- (6) the Manager, any director of the Manager ("Director") and the 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 Manager, such Director or, as the case may be, the Trustee may consider expedient or necessary or in the interest of FCOT to give effect to the authority conferred by this Resolution.

(Please see the Explanatory Note)

Resolution (4)

4. That:

- (1) the exercise by the Manager of all the powers of FCOT to purchase or otherwise acquire Units not exceeding in aggregate the Maximum Limit (as hereafter defined), at such price or prices as may be determined by the directors of the Manager ("Directors") from time to time up to the Maximum Price (as hereafter defined), whether by way of market purchases (each a "Market Purchase") on the SGX-ST and otherwise in accordance with all other laws, regulations and rules of the SGX-ST as may for the time being be

applicable, be and is hereby authorised and approved generally and unconditionally (the "Unit Buy-Back Mandate");

- (2) unless varied or revoked by Unitholders in a general meeting, the authority conferred on the Manager pursuant to the Unit Buy-Back Mandate may be exercised by the Manager at any time during the Mandate Duration (as hereafter defined); and
- (3) the Manager, any Director and the 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 Manager, such Director or, as the case may be, the Trustee may consider expedient or necessary or in the interests of FCOT to give effect to the transactions contemplated and/or authorised by this Resolution.

In this Resolution:

"Maximum Limit" means the number of Units representing not more than 3.5% of the total number of issued Units as at the date of the passing of this Resolution;

"Mandate Duration" means the period commencing from the date on which the AGM is held and this Resolution is passed, and expiring on:

- (a) the date on which the next AGM is held;
- (b) the date by which the next AGM is required by law or the provisions of the Trust Deed to be held; or
- (c) the date on which the purchases of Units by the Manager pursuant to the Unit Buy-Back Mandate are carried out to the full extent mandated,

whichever is earlier; and

"Maximum Price" in relation to a Unit to be purchased, means an amount (excluding related expenses of the purchase) not exceeding 105.0% of the Average Closing Market Price where:

"Average Closing Market Price" means the average of the closing market prices of a Unit over the last five Market Days¹, on which transactions in Units were recorded, preceding the day of the Market Purchase, and deemed to be adjusted for any corporate action that occurs after such five-day market period in accordance with Rule 884 of the Listing Manual of SGX-ST.

(Please see the Explanatory Note)

(C) OTHER BUSINESS

- 5. To transact any other business which may properly be brought forward.

¹ "Market Day" means a day on which the SGX-ST is open for trading in securities.



Frasers Centrepoint Asset Management (Commercial) Ltd.
(Company Registration No: 200503404G)
as manager of Frasers Commercial Trust

Anthony Cheong Fook Seng
Company Secretary
Singapore
28 December 2012

Notes:

- (1) A Unitholder entitled to attend the meeting and vote is entitled to appoint not more than two proxies to attend and vote in his/her stead. A proxy need not be a Unitholder.
- (2) Where a Unitholder appoints more than one proxy, the appointments shall be invalid unless he/she specifies the proportion of his/her holding (expressed as a percentage of the whole) to be represented by each proxy.
- (3) The instrument appointing a proxy or proxies (a form is enclosed) must be deposited with the company secretary of the Manager at the registered office of the Manager at 438 Alexandra Road, #21-00 Alexandra Point, Singapore 119958, not less than 48 hours before the time appointed for holding the meeting.
- (4) Although the holders of Series A Convertible Perpetual Preferred Units ("Series A CPPUs", and such holders of Series A CPPUs, the "Series A CPPU Holders") are entitled to attend and vote at meetings of the Series A CPPU Holders, they are generally not entitled to attend and vote at general meetings of Unitholders except in limited circumstances, namely: (i) during such period as the preferred distribution or special preferred distribution so declared in respect of the Series A CPPUs or any part thereof remains in arrears and unpaid for at least 12 months after the date when such distribution should otherwise have been paid if declared by the Manager; (ii) upon any resolution which varies or abrogates any right, preference or privilege of the Series A CPPUs or (iii) upon any resolution for the dissolution or winding up of FCOT. As no preferred distribution or special preferred distribution declared or any part thereof remains in arrears and unpaid for at least 12 months after the date when such distribution should otherwise have been paid and the proposed resolution to be voted on at the AGM does not relate to the variation or abrogation of any right, preference or privilege of the Series A CPPUs or the dissolution or winding-up of FCOT, the Series A CPPU Holders are therefore not entitled to attend and vote at the AGM.

EXPLANATORY NOTES:

Resolution 3

Resolution 3 above, if passed, will empower the Manager from the date of this AGM until the date of the next AGM, to issue Units and to make or grant instruments (such as securities, warrants or debentures) convertible into Units and issue Units pursuant to such instruments, up to a number not exceeding 50% of the total number of issued Units (excluding treasury Units, if any), of which up to 20% may be issued other than on a *pro rata* basis to Unitholders.

For determining the aggregate number of Units that may be issued, the percentage of issued Units will be calculated based on the issued Units at the time Resolution 3 above is passed, after adjusting for new Units arising from the conversion or exercise of any Instruments which are outstanding at the time Resolution 3 above is passed and any subsequent bonus issue, consolidation or subdivision of Units.

Fund raising by issuance of new Units may be required in instances of property acquisitions or debt repayments. In any event, if the approval of Unitholders is required under the Listing Manual of the SGX-ST and the Trust Deed or any applicable laws and regulations in such instances, the Manager will then obtain the approval of Unitholders accordingly.

Resolution 4

Resolution 4 above, if passed, will empower the Manager from the date of the AGM until the earliest of the following dates (i) the date on which the next AGM is held, (ii) the date by which the next AGM is required by law or the provisions of the Trust Deed to be held or (iii) the date on which the purchases of Units by the Manager pursuant to the Unit Buy-Back Mandate are carried out to the full extent mandated, to exercise all the powers to repurchase issued Units for and on behalf of FCOT not exceeding in aggregate 3.5% of the total number of Units as at the date of the passing of Resolution 4 above, by way of market repurchase(s), on the terms of the Unit Buy-Back Mandate set out in the Appendix dated 28 December 2012, which is enclosed with the Annual Report 2012.

IMPORTANT NOTICE

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 or purchase their Units for so long as the Units are listed on the SGX-ST. It is intended that Unitholders may only deal in their Units through trading on the SGX-ST. The listing of the Units on the SGX-ST does not guarantee a liquid market for the Units.

The past performance of FCOT is not necessarily indicative of the future performance of FCOT.