



(a real estate investment trust constituted on 5 June 2006 under the laws of the Republic of Singapore)
Sponsored by Frasers Centrepoint Limited, a wholly-owned subsidiary of Fraser and Neave, Limited

The following Resolutions were duly passed at the 2nd Annual General Meeting (“**AGM**”) of Frasers Centrepoint Trust (“**FCT**”) held on 24 January 2011:

ROUTINE BUSINESS

Resolution 1

That the Report of the Trustee, the Statement by the Manager and the Audited Financial Statements for the financial year ended 30 September 2010 be and are hereby adopted.

Resolution 2

That Ernst & Young LLP, Certified Public Accountant, be and are hereby appointed as Auditors of FCT for the ensuing year and that the directors of Frasers Centrepoint Asset Management Ltd, as manager of FCT (the “**Manager**”), be and are hereby authorised to fix their remuneration.

SPECIAL BUSINESS

Resolution 3

That authority be and is hereby given to the Manager to:

- (a) (i) issue units in FCT (“**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 does not exceed twenty per cent. (20%) of the total number of issued Units (excluding treasury Units, if any) (as calculated in accordance with sub-paragraph (2) below);

- (2) subject to such manner of calculation as may be prescribed by 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 FCT (as amended) (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 Annual General Meeting of FCT or (ii) the date by which the next Annual General Meeting of FCT is required by law 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 and HSBC Institutional Trust Services (Singapore) Limited, as trustee of FCT (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 or, as the case may be, the Trustee may consider expedient or necessary or in the interest of FCT to give effect to the authority conferred by this Resolution.

The Chairman declared the AGM closed at 3.10 pm

For information, the votes cast (including proxies received) at the AGM are set out below:

Resolutions	No. of Units FOR	% FOR	No. of Units AGAINST	% AGAINST	Total No. of Valid Votes Cast
Resolution 1 To receive and adopt the Trustee's Report, the Statement by the Manager and the Audited Financial Statements of FCT for the year ended 30 September 2010	474,415,427	99.97	134,800	0.03	474,550,227
Resolution 2 To re-appoint Ernst & Young LLP as Auditors of FCT and authorise the Manager to fix their remuneration	468,302,401	99.86	663,194	0.14	468,965,595
Resolution 3 To authorise the Manager to issue Units and to make or grant convertible instruments	403,537,421	84.73	72,707,208	15.27	476,244,629

Frasers Centrepoint Asset Management Ltd
 (Company Registration No. 200601347G)
 (As Manager of Frasers Centrepoint Trust)

Anthony Cheong Fook Seng
 Company Secretary
 24 January 2011