

SGX-ST Announcement

For immediate release

Divestment of Units in Australian Wholesale Property Fund

Singapore, 12 May 2011– Frasers Centrepoint Asset Management (Commercial) Ltd., in its capacity as the manager of Frasers Commercial Trust (“**FCOT**”, and the manager of FCOT, the “**Manager**”), wishes to announce that on 12 May 2011, Frasers Commercial Investments No. 2 Pte. Ltd. (“**FC2**”), a wholly-owned subsidiary of British and Malayan Trustees Limited, in its capacity as trustee of FCOT (the “**Trustee**”), entered into:

- (i) a unit transfer agreement (the “**Sale and Purchase Agreement**”) with (a) National Nominees Ltd (as nominee for the Military Superannuation and Benefits Fund No. 1), (b) National Nominees Ltd (as nominee for the Emergency Services Superannuation Scheme), and (c) National Nominees Ltd (as nominee for the Sunsuper Superannuation Fund (collectively, the “**Purchasers**”) for the sale of all 39,758,513 ordinary units in the Australian Wholesale Property Fund held by FC2 (“**AWPF**”, and the 39,758,513 ordinary units in AWPF, the “**AWPF units**”), which constitute 39% of the issued and outstanding ordinary units in AWPF; and
- (ii) separate equity loan transfer deeds (the “**Equity Loan Transfer Deeds**”) with the Purchasers to assign to the Purchasers all rights, obligations and liabilities under the Equity Loan Agreement (AWPF) dated 25 September 2009¹ (the “**Equity Loan Agreement**”) between FC2 and The Trust Company (RE Services), in its capacity as responsible entity and trustee of AWPF (the “**Trust Company**”),

for an aggregate consideration of AUD22.2 million (equivalent to S\$29.11 million²) (collectively, the “**Divestment**”), to be paid in cash by the Purchasers on the date of completion of the Divestment, which took place today.

Prior to completion of the Divestment, FCOT had a 39% indirect interest in AWPF and as at 31 March 2011, the carrying value of the investment amounted to AUD24.94 million (S\$32.52 million³). Upon the completion of the Divestment, (i) FCOT and FC2 will have no further interest in the AWPF units, and (ii) FCOT, FC2 and the Trust Company will not have any future rights, obligations or liabilities against or owing to one another and any of the other parties (as the case may be) under the Equity Loan Agreement.

In relation to the acquisition of Alexandra Technopark under Rule 1015 of the Listing Manual of Singapore Exchange Trading Securities Limited and the issue of new units in FCOT on 26 August 2009 pursuant to a rights issue, the sole financial adviser was DBS Bank Ltd. and the joint lead managers and underwriters were DBS Bank Ltd., BNP Paribas, Singapore Branch, Standard Chartered Securities Pte Limited (formerly known as Cazenove & Co. (Singapore) Pte. Limited) and Oversea-Chinese Banking Corporation Limited.

¹ Equity Loan Agreement (AWPF) dated 25 September 2009 entered into in connection with the restructuring of the equity capital of AWPF.

² Based on the exchange rate of AUD1= 1.3113 prevailing as at 12 May 2011.

³ Based on the exchange rate of AUD1= 1.3038 prevailing as at 31 March 2011.

Description of AWPf

AWPF is an Australian registered investment scheme which is managed by Arcadia Funds Management Limited, a professional independent investment manager. AWPf's assets, which consist of the following, are held by the Trust Company, in its capacity as trustee and responsible entity of AWPf:

- (i) 50% interest in Ernst & Young Centre, 680 George Street and 50 Goulburn Street, Sydney, New South Wales, Australia.
- (ii) 50% interest in the World Square Retail Complex and Public Car Park, 644 George Street and 688 George Street, Sydney, New South Wales, Australia, which forms part of the World Square development; and
- (iii) 100% interest in Neeta City Shopping Centre, located in Fairfield, New South Wales, Australia.

Consideration for the Divestment

The aggregate consideration of AUD22.2 million (equivalent to S\$29.11 million¹) (the "Sale Consideration") payable under the Sale and Purchase Agreement and the Equity Loan Transfer Deeds was arrived on a willing buyer willing seller basis, and was paid to and held by FC2. The net proceeds from the Divestment, after deducting estimated costs of divestment, is estimated to be AUD22.04 million (S\$28.90¹ million).

Rationale for the Divestment

The Divestment is in line with the Manager's objective to reshape the portfolio of FCOT as the investment in AWPf is considered non-core. Taking into consideration that AWPf has not paid any distributions since March 2008, the Manager is of the view that the Divestment is in the interest of the Unitholders of FCOT ("Unitholders") as the net proceeds from the Divestment will be utilised to reduce debt liabilities of FCOT.

The pro forma financial effects of the Divestment are set out below under the "Proforma Financial Effects of the Divestment under Rule 1010(8) and Rule 1010(9)" section.

Disclosures pursuant to Rules 1010(5), 1010(6) and 1010(7) of the Listing Manual

The relevant values of AWPf required to be disclosed pursuant to Rules 1010(5), 1010(6) and 1010(7) of the Listing Manual of Singapore Exchange Securities Trading Limited (the "Listing Manual") are as follows:

	Value
Book value of investment in AWPf ^(a)	AUD24.94 million/ S\$32.52 million ^(b)
	Value
Deficit of the net proceeds from the Divestment over the book value of investment in AWPf	AUD(2.90) million ^(c) / S\$(3.62) million ^(d)

¹ Based on the exchange rate of AUD1= 1.3113 prevailing as at 12 May 2011.

	Value
Net gain attributable to AWPf units	S\$2.64 million ^(e)
Loss on the Divestment	AUD(2.90) million ^(c) / S\$(3.62)million ^(d)

Notes:

- (a) The book value of investment in AWPf as disclosed in the unaudited financial statements of FCOT for the financial half year ended 31 March 2011 which is based on the Unitholder Statement released by Arcadia Funds Management Limited. As AWPf is a unlisted investment scheme and the AWPf units are not freely traded, there is no latest available market value of AWPf units.
- (b) Based on the exchange rate of AUD1 = S\$1.3038 as at 31 March 2011.
- (c) Based on the estimated net proceeds of AUD22.04 million against aggregate value of the AWPf units of AUD24.94 million as at 31 March 2011. The loss on Divestment will not have an impact on the distributable income of FCOT.
- (d) Based on the exchange rate of AUD1 = S\$1.3113 as at 12 May 2011.
- (e) The fair value gain on investment in AWPf as disclosed in the unaudited financial statements of FCOT for the financial half year ended 31 March 2011.

Proforma Financial Effects of the Divestment under Rule 1010(8) and Rule 1010(9)

The pro forma financial effects of the Divestment presented below are strictly for illustration purposes and do not reflect the actual financial position of FCOT after completion of the Divestment. They have been prepared based on the audited financial statements of FCOT as at 30 September 2010 taking into account the Sale Consideration.

Net Tangible Assets - The Divestment is not expected to have any material effect on the net tangible assets per Unit assuming that the Divestment had been effected on 30 September 2010, the end of the most recently completed financial year.

Distributable Income per Unit - On the assumption that (i) the Divestment had been effected on 1 October 2009, the beginning of the most recently completed financial year ended 30 September 2010, and (ii) the entire net proceeds from the Divestment had been utilised to partially prepay (the “**Partial Loan Repayment**”) the term loan facility under the AUD150 million facility agreement dated 10 December 2009 (the “**AUD Facility Agreement**”), the distributable income per unit would have increased by 0.26 cents or 4.68% for the financial year ended 30 September 2010.

	Before the Divestment	After the Divestment
Distributable income attributable to Unitholders	S\$34.47 million ^(a)	S\$36.05million ^(b)
Distributable income per Unit ^(c)	5.55 cents	5.81 cents

Notes:

- (a) Based on the audited financial statements of FCOT for the financial year ended 30 September 2010.
- (b) Based the audited financial statements of FCOT for the financial year ended 30 September 2010 after including the proforma effects of lower interest expenses of S\$1.58 million arising from the Partial Loan Repayment, subject to the terms of the AUD Facility Agreement.
- (c) The distributable income per Unit has been adjusted to include the effect of the Unit Consolidation completed on 11 February 2011.

Interests of Directors/ Controlling Unitholders/ Directors' Service Contracts

None of the directors of the Manager or controlling unitholder of FCOT has any interest, direct or indirect, in the Divestment. No director will be appointed pursuant to the Divestment.

Disclosures pursuant to Rule 1006 and Rule 1014(3) of the Listing Manual

On 18 January 2011, the Manager announced the divestment of FCOT's interest in Cosmo Plaza through the sale of all common shares and preferred shares in Frasers Commercial Osaka No. 1 TMK and Frasers Commercial Master Lessee KK (collectively, the "**Osaka Divestment**").

Pursuant to Rule 1014(3) of the Listing Manual, the relative figures for the Divestment and the Osaka Divestment when computed on an aggregated basis using the applicable bases of comparison set out in Rule 1006 of the Listing Manual are as follows:

Rule 1006(a)	Value
Aggregate net asset value of the Osaka Divestment and the Divestment ^(a)	S\$24.99 million
Net asset value of the FCOT Group ^(a)	S\$1,209.63 million
Size of the relative figure	2.07%
Rule 1006(b)	Value
Aggregate net profit attributable to the Osaka Divestment and the Divestment ^(a)	S\$1.99 million
Net profit before tax of the FCOT Group ^(a)	S\$36.51 million
Size of the relative figure	5.45%
Rule 1006(c)	Value
Consideration for the Divestment and the Osaka Divestment	S\$29.11 million
FCOT's market capitalisation ^(b)	S\$498.92 million
Size of relative figure	5.83%
Rule 1006(d)	Value
Rule 1006(d) is not applicable	

Notes:

- (a) Based on the unaudited financial statements of FCOT for the financial half year ended 31 March 2011.
(b) Based on the number of Units in issue and the weighted average price of such Units last transacted on 12 May 2011.

Documents Available for Inspection

A copy of each of the Sale and Purchase Agreement and the Equity Loan Transfer Deeds are available for inspection during normal business hours at the registered office of the Manager at 438 Alexandra Road, #21-00 Alexandra Point, Singapore 119958, for a period of three months commencing from the date of this announcement.

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

Anthony Cheong Fook Seng
Company Secretary
12 May 2011

For further information, kindly contact:

Jimmy Hui

Senior Analyst, Asset Management & Investor Relations
Frasers Centrepoint Asset Management (Commercial) Ltd
Tel: +65 6277 2506
Email: jimmy.hui@fraserscentrepoint.com

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.