FRASER AND NEAVE, LIMITED

(Incorporated in the Republic of Singapore)
(Company Registration No: 189800001R)

ANNOUNCEMENT

PROPOSED DEMERGER OF THE PROPERTY BUSINESS THROUGH THE DIVIDEND *IN SPECIE* OF ALL THE ISSUED SHARES IN FRASERS CENTREPOINT LIMITED TO SHAREHOLDERS AND THE LISTING OF FRASERS CENTREPOINT LIMITED BY WAY OF AN INTRODUCTION

1. INTRODUCTION

1.1 Background. The Board of Directors ("**Board**") of Fraser and Neave, Limited (the "**Company**" or "**F&N**") is pleased to announce that the Company proposes to demerge its property business by:

1.1.1 effecting a distribution *in specie* (the "**FCL Distribution**") of all the ordinary shares in the issued share capital of Frasers Centrepoint Limited (the "**FCL Shares**"), a wholly-owned subsidiary of the Company, to the shareholders of the Company ("**Shareholders**"), on the basis of two FCL Shares for each ordinary share in the issued share capital of the Company (the "**Shares**") held by Shareholders or on their behalf as at a books closure date to be determined by the Board (the "**Books Closure Date**"); and

1.1.2 listing the FCL Shares on the Main Board of the Singapore Exchange Securities Trading Limited ("**SGX-ST**") by way of an introduction (the "**Proposed Listing**"). The FCL Distribution is subject to the approval of Shareholders and such other approvals as set out in paragraph 8 below.

1.2 No Payment Required from Shareholders. No payment will be required from Shareholders for the FCL Shares to be received from the FCL Distribution. The FCL Shares will be distributed free of encumbrances and together with all rights attaching thereto on and from the date the FCL Distribution is effected.

1.3 Application to SGX-ST. An application to the SGX-ST will be made for the FCL Shares to be listed on the Main Board of the SGX-ST, which will enable the FCL Shares to be traded on the SGX-ST after the completion of the FCL Distribution.

2. INFORMATION ON FCL

2.1 **FCL.** Frasers Centrepoint Limited ("**FCL**") is headquartered in Singapore and its principal activities are property development, and investment and management of commercial property, serviced residences and property trusts. FCL and its subsidiaries (the "**FCL Group**") has a property portfolio which comprises properties located in Singapore and overseas, ranging from residential and commercial developments to shopping malls, serviced residences and office and business space properties, as represented by the following four lead brands/divisions - Frasers Centrepoint Homes (for Singapore residential development properties), Frasers Property (for overseas development properties), Frasers Centrepoint Commercial (for shopping malls, office and business space properties) and Frasers Hospitality (for serviced residences).

Frasers Centrepoint Homes focuses on residential property development in Singapore. As at 30 June 2013, it has built over 11,000 homes in Singapore.

Frasers Property is the international arm of the FCL Group which develops residential and/or mixed-use property projects outside of Singapore, including in China, Australia, New Zealand, Thailand, and the United Kingdom. China and Australia are the two key overseas property markets for development properties for the FCL Group.

Frasers Centrepoint Commercial manages FCL's shopping malls in Singapore under Frasers Centrepoint Malls. As at 30 June 2013, it manages five shopping malls in Singapore through Frasers Centrepoint Trust ("**FCT**"), an entity which is listed on the SGX-ST with a market capitalisation of **$1,459 million** as at 26 August 2013. In addition, FCL also has interests in and/or manages seven other shopping malls in Singapore, one shopping mall in China and currently has interests in one shopping mall under development in Australia.

Frasers Centrepoint Commercial also manages office and business space properties. As at 30 June 2013, FCL manages five commercial and office properties in Singapore and Australia through Frasers Commercial Trust ("**FCOT**"), an entity which is listed on the SGX-ST with a market capitalisation of **$808 million** as at 26 August 2013. In addition, the FCL Group also has interests in six office and business space properties located in Singapore, China and Vietnam. As at 30 June 2013, FCL has developed six[1] commercial properties.

Frasers Hospitality has interests in and/or manages serviced residences under the branded lifestyle offerings of Fraser Suites, Fraser Place, Fraser Residence and Modena and Capri by Fraser, offering, as at 30 June 2013, more than 8,000 apartments in over 30 key gateway cities. Based on management contracts secured as at 30 June 2013, more than 6,400 apartments will be added to Frasers Hospitality's portfolio of serviced residences over the next three years.

2.2 **Further Information.** Certain information pertaining to the financial and operational performance of FCL's businesses can be found in paragraph 4, and Appendices 3 and 4 of this Announcement. Detailed information on FCL, including its portfolio of assets and business immediately prior to the Proposed Listing, risk factors and pro forma financial statements will also be set out in the introductory document to be issued in connection with the Proposed Listing (the "**Introductory Document**"), which will be despatched to Shareholders in due course.

[1] Including properties that were jointly developed with joint venture partners.

3. RATIONALE FOR THE FCL DISTRIBUTION

3.1 The FCL Distribution will enable the Company to demerge its property business from its food and beverage and printing and publishing businesses. The Board believes that the FCL Distribution and the Proposed Listing will benefit the Company, its Shareholders and FCL as follows:

3.1.1 Enable the Company to focus on its food and beverage business.

3.1.2 Unlock shareholder value and create investment flexibility for Shareholders.

3.1.3 Allow Shareholders to participate directly in FCL.

3.1.4 Establish FCL's financial independence and provide it with direct access to capital markets.

3.1.5 Enhance the public image of FCL.

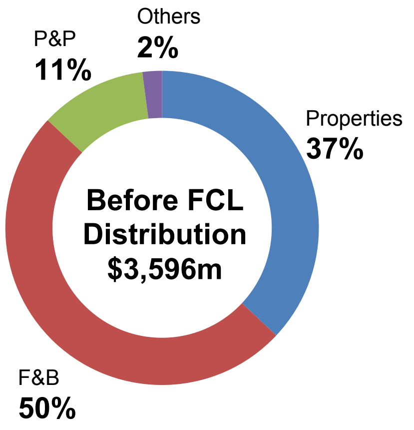
3.2 Enable the Company to Focus on its Food and Beverage Business. The FCL Distribution will focus the Company as a principally food and beverage business, which would appeal to investors specifically seeking food and beverage exposure and could contribute to a market re-rating of the share price of the Company.

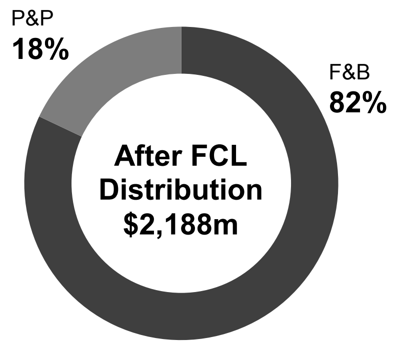
The FCL Distribution allows the Company to focus greater management attention and resources on growth opportunities for the food and beverage business, by pursuing strategies best suited to its markets and goals, including mergers and/or acquisitions. Investors may prefer the cash flow generated from the food and beverage business to be used for growing the said business and/or distributed to Shareholders.

In general, food and beverage and printing and publishing businesses are typically valued by the market based on cash flow and earnings, whereas property investments and development land banks are typically valued based on revalued net asset value. By separating the property business from the food and beverage and printing and publishing businesses, the de-merger enables the market to accord an appropriate value to each of the principal businesses currently held within the Company and its subsidiaries ("**F&N Group**").

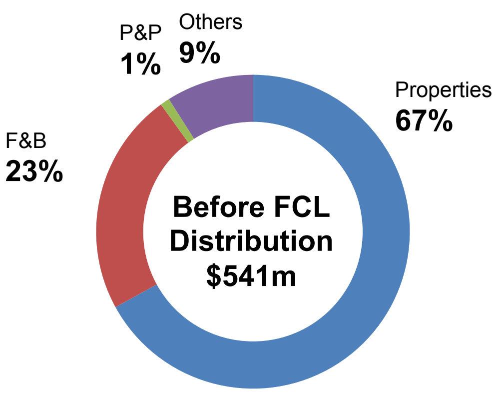
The pie charts below show that for the financial year ended 30 September 2012 ("**FY2012**"), the F&N Group derives 50 per cent. of its revenue and 23 per cent. of its profit before interest and tax ("**PBIT**") from the food and beverage business. Assuming that the FCL Distribution had occurred on 1 October 2011, these percentages would have increased to 82 per cent. and 97 per cent., respectively. As at 30 September 2012, the food and beverage business accounted for 10 per cent. of F&N Group's total assets. Assuming that the FCL Distribution had occurred on 1 October 2011, this percentage would have increased to 46 per cent.

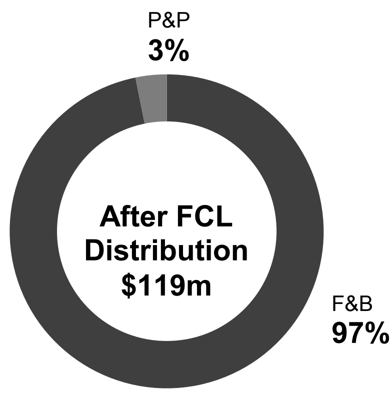
FY2012 Revenue





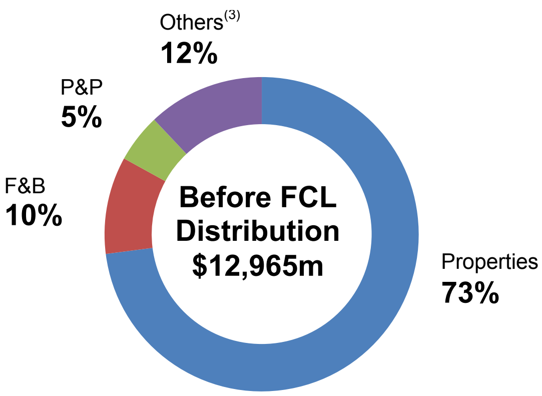
FY2012 PBIT

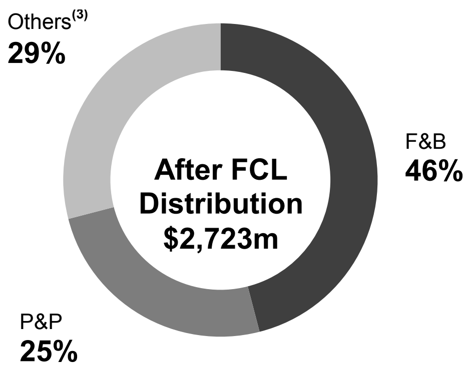




This chart is based on a PBIT of $128m as it excludes a loss of $9.4 million related to Others.

FY2012 Total Assets[2]

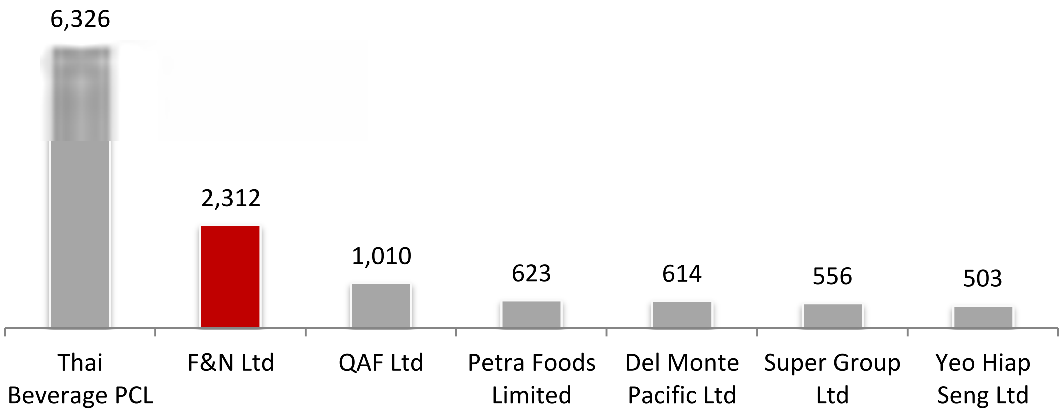




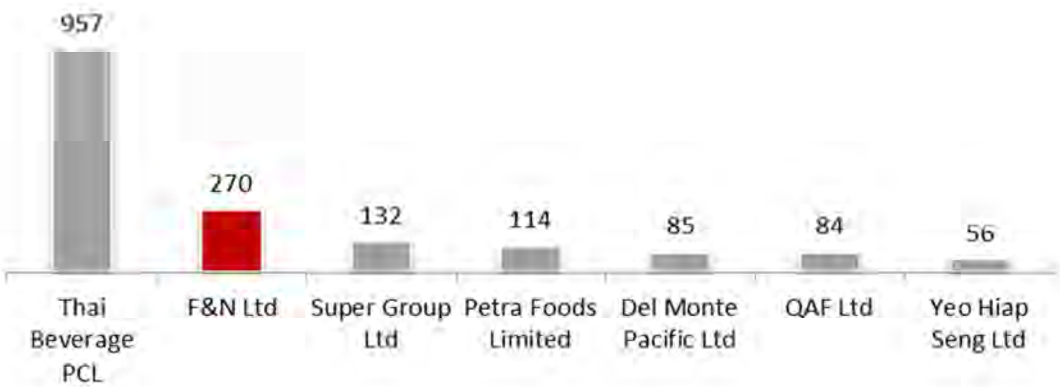
After the FCL Distribution, F&N is expected to retain its position among the largest food and beverage companies listed on the SGX-ST in terms of the last twelve months ("**LTM**") revenue and earnings before interest, taxes, depreciation and amortization ("**EBITDA**"), as shown in the chart below.

[2] Adjusted for discontinued businesses as a result of the sale of the Company's interest in Asia Pacific Breweries Ltd.
[3] Comprises of investments and other assets.

LTM Revenue ended 30 June 2013 ($m)



LTM EBITDA* ended 30 June 2013 ($m)



Source: Company filings
Figures are based on an exchange rate of 1 USD = 1.2679 SGD and 1 SGD = 24.5098 THB as at 28 June 2013.
*For the purpose of the above chart, EBITDA refers to a company's earnings before interest, taxes, depreciation and amortisation.

3.3 **Unlock Shareholder Value and Create Investment Flexibility for Shareholders.** The FCL Distribution and the Proposed Listing will benefit Shareholders by allowing them to unlock and realise value from the distributed FCL Shares, which would otherwise not be possible if the Company had listed FCL directly by way of an initial public offering without the FCL Distribution.

After completion of the FCL Distribution, Shareholders will become direct shareholders of FCL. The FCL Distribution therefore enables Shareholders to individually and directly participate in the ownership of, and enjoy returns from, shares held in two separately listed companies without any additional cash outlay. Shareholders would have the discretion and flexibility to separately decide on their holdings of the Company and FCL in accordance with their individual investment objectives. Shareholders will be able to retain, purchase more, sell all or such number of the FCL Shares as they may in their absolute discretion decide in the open market for cash upon the Proposed Listing.

3.4 **Allow Shareholders to Participate Directly in FCL.** Following the FCL Distribution, FCL will be operated independently from the Company. The board of directors of FCL, together with Shareholders, will be able to:

3.4.1 have full autonomy over FCL's business processes and organisation, management control and performance;

3.4.2 independently establish FCL's own business direction and identities;

3.4.3 pursue and fund FCL's own growth strategies; and

3.4.4 focus on FCL's own strategic opportunities.

In addition, the FCL Distribution is expected to improve FCL's management accountability to Shareholders, since FCL's results will be independent from the Company's results.

In conjunction with the Proposed Listing, FCL will establish a performance share plan and a restricted share plan to be known respectively as the FCL Performance Share Plan (the "**FCL Performance Share Plan**") and the FCL Restricted Share Plan (the "**FCL Restricted Share Plan**," together with the FCL Performance Share Plan, the "**FCL Share Plans**"). With the FCL Share Plans, the FCL management will be aligned with the performance of the FCL Shares. Details of the FCL Share Plans will be set out in the Introductory Document.

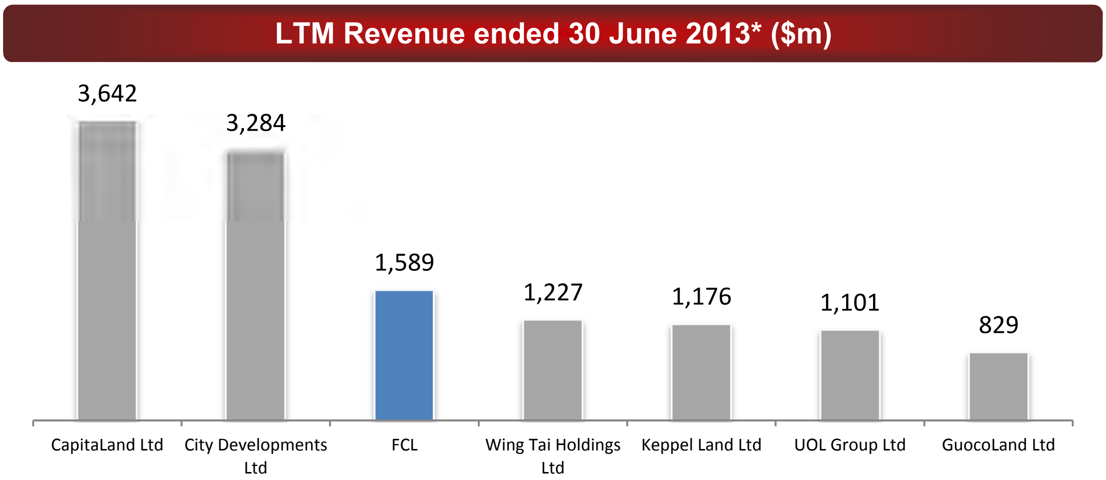
3.5 **Financial Independence and Direct Access to Capital Markets for FCL.** FCL's business is capital intensive by nature and its ability to grow, develop and invest in properties depends largely on capital spending. Following the FCL Distribution and the Proposed Listing, both the the Company (consisting of the food and beverage and printing and publishing businesses) and FCL will be analysed and valued on their own respective merits, risks and strategies. FCL will enjoy greater corporate visibility and be better able to independently and directly access capital markets to benefit from specific economic conditions and/or exclude specific risks that the F&N Group may be exposed to.

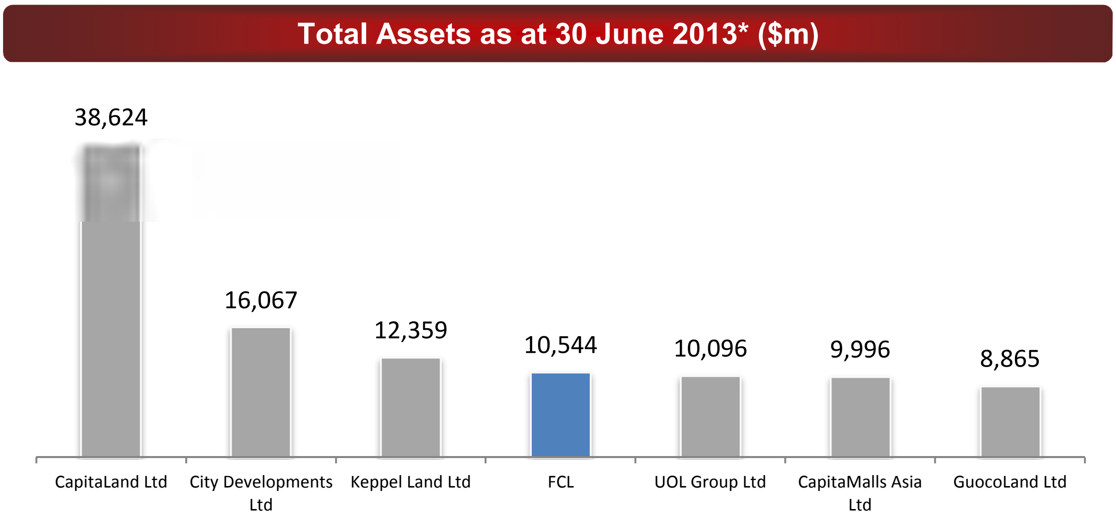
3.6 **Enhance the Public Image of FCL.** FCL is an established property player and has successfully built well-known brands/divisions represented by Frasers Centrepoint Homes, Frasers Property, Frasers Centrepoint Commercial and Frasers Hospitality. The FCL Distribution and the Proposed Listing are expected to enhance FCL's profile as an independently-listed company by focusing investors' attention on FCL's businesses both locally and internationally. This will support FCL in relation to:

3.6.1 its expansion in the residential and commercial property development sectors in its two overseas core markets of China and Australia; and

3.6.2 the expansion of its hospitality business globally, including growing its Frasers Hospitality franchise by procuring additional management contracts.

Following the FCL Distribution and the Proposed Listing, FCL is expected to rank among the largest property players listed on the SGX-ST in terms of LTM revenue and total assets.





Source: Company filings
* Note: Wing Tai Holdings Ltd and GuocoLand Ltd reflect LTM Revenue ended 31 March 2013 and Total Assets as at 31 March 2013

4. PRINCIPAL VALUE CONTRIBUTORS IN FCL

4.1 **Full fledged International Real Estate Company with Strengths in Residential, Commercial, Real Estate Investment Trust Management and Hospitality**. The equity value of FCL will be underpinned by contributions from three principal business activities:

4.1.1 development of residential properties in Singapore, Australia, China and other countries;

4.1.2 development and management of commercial properties, comprising retail malls, offices, business spaces and logistics parks, and fee income from management of real estate investment trusts ("**REIT**") and properties; and

4.1.3 development and management of serviced residences and provision of management services for third-party serviced residences.

4.2 **Residential Properties Development.** Between 1 January 2011 and 30 June 2013, the FCL Group sold in excess of 8,000 residential units (including properties under joint venture projects).

As at 30 June 2013, the aggregate book value of residential development properties held for sale is **$4,041 million**. The aggregate revenue streams from residential units already sold but not yet recognised in FCL's accounts are tabulated below. Details of current residential projects are listed in Appendix 3.

	Unrecognised Revenue from Pre-sold Properties ($m)
Singapore	2,413
Australia	798
China	137
Total	**3,348**

As at 30 June 2013, the development land banks owned by the FCL Group in Singapore, Australia and China (details of which are at Appendix 3) are summarised below:

	Landbank		
	Estimated saleable area (m sqf)	Estimated number of units	Gross Development Value ("GDV")($m)[3]
Singapore	0.75	746	757[4]
Australia	3.95	3,285	2,330
China	12.58	8,766	3,819
Total	**17.28**	**12,797**	**6,906**

4.3 **Commercial Investment Properties.** The FCL Group has interests in 13 retail malls, of which five are held through FCT. It also has interests in 11 commercial office/ business space properties, of which five are held through FCOT. Details of these retail malls and commercial office/ business space properties are at Appendix 3.

As at 30 June 2013, the aggregate book value of the non-REIT owned commercial assets is **$2,374 million**[5].

[3] Based on valuations provided which assumes the satisfactory completion of the proposed development. FCL's effective share of the GDV is $4.47 billion.
[4] This only reflects the GDV from redevelopment of Starhub Centre but does not include the GDV from the Fernvale Close project and Holland Park bungalows.
[5] Does not include $94 million of surplus arising from a revaluation of properties held for sale.

The market capitalisation of FCT and FCOT based on their respective closing prices as at 26 August 2013, 30-day volume-weighted average price ("**VWAP**") up to 26 August 2013, and their 52-week high and low prices are summarised below:

REITs	FCT		FCOT	
FCL's Equity Interest (%) (as at 30 June 2013)		41.0		27.8
Market Capitalisation based on: ($m)				
Equity interest (%)	**100.0**	**41.0**	**100.0**	**27.8**
Closing Price as at 26 August 2013	1,459	598	808	224
30-day VWAP	1,533	629	828	230
52-week High	1,912	784	1,044	290
52-week Low	1,454	596	726	201

Source : Bloomberg

The FCL Group also derives fee-based income from REIT management and property management services which, for the 12-month period ended 30 June 2013, contributed a PBIT of **$30.1 million**.

4.4 **Hospitality (Serviced Residences) Investment Assets.** The FCL Group manages 49 serviced residence properties globally, of which 14 are owned by the FCL Group, details of which are contained in Appendix 3. As at 30 June 2013, the book value of these investment assets is **$1,650 million**[6].

The FCL Group receives management fees for managing serviced residences owned by third parties which, for the 12-month period ended 30 June 2013, contributed a PBIT of **$7.7 million**.

In line with its business strategy and objectives, FCL considers, from time to time, options and opportunities to unlock shareholder value. As part of its periodic review, FCL has received proposals from investment banks in relation to a hospitality REIT and FCL is considering the establishment of a hospitality REIT to be listed on the Mainboard of the SGX-ST. These considerations are ongoing and no decision has been made as to whether the transaction will take place or on the appropriate timing, offering size and assets to be included in such a REIT.

4.5 **FCL Strategies**. FCL's strategies are geared towards:

4.5.1 achieving sustainable earnings growth through significant development project pipeline, investment properties and fee income;

4.5.2 growing the asset portfolio in a balanced manner across geographies and property segments to preserve stability of earnings; and

4.5.3 optimising capital productivity through REIT platforms and active asset management initiatives.

Please refer to Appendix 3 for more details on FCL's strategies.

[6] Does not include $43 million of surplus arising from a revaluation of properties held for sale.

5. PRINCIPAL VALUE CONTRIBUTORS IN F&N POST THE FCL DISTRIBUTION

After the FCL Distribution, F&N will continue to be engaged in two principal core businesses.

5.1 Food and Beverage Business Division (the "F&B Division"). The F&B Division produces, markets and sells beer and non-beer beverages and products (the latter including soft drinks, dairy products and ice cream). The F&B Division consists principally of the following:

5.1.1 55.9 per cent. equity interest (as at 30 June 2013) in Fraser & Neave Holdings Bhd ("**F&NHB**") which is listed on Bursa Malaysia. F&NHB engages primarily in the manufacture, distribution, marketing and sale of soft drinks and dairy products in Malaysia and Thailand; and

5.1.2 privately-held subsidiaries of F&N ("**Unlisted F&B**"), including F&N's soft drinks and dairy businesses in Singapore as well as the ice cream business in Singapore, Malaysia and Thailand. Unlisted F&B also includes privately-held Myanmar Brewery Limited, an entity in which F&N holds a 55 per cent. equity interest, which manufactures leading beer brands in Myanmar.

The LTM aggregate revenue, attributable profit before exceptional items and PBIT of the Unlisted F&B ended 30 June 2013 and its net cash / debt position as at 30 June 2013 are as follows:

	LTM Revenue ($m)	LTM Attributable Profit before Exceptional Item ($m)	LTM PBIT ($m)	Net Cash (As at 30 June 2013) ($m)
Unlisted F&B	584	28	74	15

The market capitalisation of F&NHB based on the closing price as at 26 August 2013, 30-day VWAP up to 26 August 2013, and the 52-week high and low prices are summarised below:

	F&NHB	
F&N's Equity Interest (%) (as at 30 June 2013)		55.9
Market Capitalisation based on: ($m)		
Equity interest (%)	**100.0**	**55.9**
Closing Price as at 26 August 2013	2,578	1,441
30-day VWAP	2,596	1,451
52-week High	2,966	1,658
52-week Low	2,573	1,439

Source : Bloomberg

5.2 **Printing and Publishing Business Division (the "P&P Division").** The P&P Division encompasses printing, publishing and retail and distribution, undertaken through wholly-owned Times Publishing Ltd ("**TPL**"), a Singapore-based company principally engaged in publishing, printing, distribution and retail.

TPL's LTM consolidated revenue, attributable loss before exceptional items and PBIT ended 30 June 2013 and its net cash / debt position as at 30 June 2013 are as follows:

Unlisted entity	LTM Revenue ($m)	LTM Attributable Loss Before Exceptional Items ($m)	LTM PBIT ($m)	Net Cash (As at 30 June 2013) ($m)
TPL and its subsidiaries	365	7	3	37

5.3 **Net Cash.** Based on the pro forma balance sheet of the F&N Group as at 30 June 2013, the F&N Group post FCL Distribution would have net cash of **$903 million**.

5.4 **Other Investments.** The F&B Division also has approximately 9.5% equity interest (as at 30 June 2013) in Vietnam Dairy Products Joint Stock Company ("**Vinamilk**"), a leading dairy player in Vietnam which is listed on the Ho Chi Minh City Stock Exchange.

The market capitalisation of Vinamilk based on the closing price as at 26 August 2013, 30-day VWAP up to 26 August 2013 and the 52-week high and low prices are summarized below:

	Vinamilk	
F&N's Equity Interest (%) (as at 30 June 2013)	Approximately 9.5	
Market Capitalisation based on: ($m)		
Equity interest (%)	**100.0**	**9.5**
Closing Price as at 26 August 2013	7,077	675
30-day VWAP	7,208	688
52-week High	7,566	722
52-week Low	3,405	325

Source : Bloomberg

The P&P Division also has the following interests:

5.4.1 12.1 per cent. equity interest (as at 30 June 2013) in PMP Limited ("**PMP**"), an Australia-listed media and marketing services company, providing a range of services from concept to fulfilment. Its principal activities are commercial printing, digital pre-media, letterbox delivery and magazine distribution services; and

5.4.2 29.5 per cent. equity interest (as at 30 June 2013) in Fung Choi Media Group Limited ("**Fung Choi**"), a Singapore-listed media and marketing services company primarily engaged in commercial displays, printing, packaging and advertising.

The market capitalisation of PMP and Fung Choi based on the respective closing prices as at 26 August 2013, 30-day VWAP up to 26 August 2013, and their 52-week high and low prices are summarized below:

Listed Entities	PMP		Fung Choi	
F&N's Equity Interest (%) (as at 30 June 2013)		12.1		29.5
Market Capitalisation ($m) based on:				
Equity interest (%)	**100.0**	**12.1**	**100.0**	**29.5**
Closing Price as at 26 August 2013[7]	112	14	87	26
30-day VWAP	106	13	83	25
52-week High	130	16	120	35
52-week Low	56	7	78	23

Source : Bloomberg

6. DETAILS OF THE FCL DISTRIBUTION

6.1 **Key Steps.** The FCL Distribution involves the distribution by the Company of all the FCL Shares held by the Company, comprising 100 per cent. of the issued FCL Shares, to Shareholders in the proportion of two FCL Shares for each Share held by Shareholders or on their behalf as at the Books Closure Date. The FCL Distribution will be effected by way of a dividend *in specie* and the Company will implement the following in conjunction with the FCL Distribution:

6.1.1 **Corporate Restructuring.** As at the date of this announcement ("**Announcement Date**"), the Company holds 100 per cent. of the issued and paid up share capital of FCL comprising 753,291,782 issued FCL Shares and 330,000 redeemable preference shares. After the Books Closure Date and prior to the Proposed Listing and the FCL Distribution, the Company will undertake a corporate restructuring (the "**Corporate Restructuring**") pursuant to which:

(i) FCL will redeem all the redeemable preference shares currently held by the Company in FCL for an aggregate amount of $330 million;

(ii) the Company will subscribe for new FCL Shares (the "**FCL Capitalisation**") for a total subscription amount of $1,000 million, pursuant to which additional FCL Shares will be issued such that the total number of FCL Shares held by the Company after the FCL Capitalisation will be equivalent to the total number of FCL Shares to be distributed pursuant to the FCL Distribution. The exact number of new FCL Shares to be issued pursuant to the FCL Capitalisation will depend on the total number of Shares held by Shareholders as at the Books Closure Date; and

(iii) the F&N Group has extended loans to the FCL Group (the "**Loans**") from time to time for various purposes. Immediately prior to the FCL Distribution, the amount owing from the FCL Group to the F&N Group under the Loans will be repaid in full. As at 30 June 2013, the amount outstanding under the Loans is approximately $1,923 million. FCL will repay approximately $670

[7] Except for Fung Choi, whose Closing Price was on 20 August 2013

million of the amount outstanding under the Loans with the equity injected pursuant to the FCL Capitalisation and the remaining amount of approximately $1,253 million is expected to be repaid by FCL drawing down on credit facilities to be obtained by the FCL Group.

As at the Announcement Date, the Company has 1,441,519,436 Shares in issue (excluding 4,100 treasury shares). In addition, up to 4,696,809 new Shares ("**2013 Award Shares**") could be issued on or prior to 31 December 2013, pursuant to outstanding share awards (the "**Share Awards**") granted pursuant to the F&N Performance Share Plan and the F&N Restricted Share Plan which were approved and adopted by the Company on 22 January 2009. Assuming that there is no change to the number of issued Shares as at the Books Closure Date, the number of FCL Shares to be issued pursuant to the FCL Capitalisation is 2,129,747,090 FCL Shares. Assuming that all the 2013 Award Shares are issued on or prior to the Books Closure Date, the number of FCL Shares to be issued pursuant to the FCL Capitalisation is 2,139,140,708 FCL Shares.

Pursuant to the Corporate Restructuring, FCL will have a total issued share capital of $1,754 million comprising a minimum of 2,883,038,872 FCL Shares and a maximum of 2,892,432,490 FCL Shares, which will be held in its entirety by the Company prior to effecting the FCL Distribution.

6.1.2 **Appropriation from Retained Profits.** To effect the FCL Distribution as a dividend *in specie*, the Company will appropriate an amount of approximately $2,911 million out of the retained profits of the Company[8] to meet the dividend to be declared based on the carrying value of the FCL Shares (after the Corporate Restructuring) in the accounts of the Company. In the consolidated accounts of the F&N Group, the net assets of FCL will be approximately $5,891 million after the Corporate Restructuring. After the FCL Distribution, a corresponding reduction of $5,891 million will be made from the retained profits of the F&N Group on a consolidated basis.[9]

While the FCL Shares in the Company's accounts are stated at cost, the value of the FCL Shares in the consolidated accounts of the F&N Group is higher as such value is determined on the basis of the net asset value of FCL which includes profits from the operations of the FCL Group, in compliance with the requirements of the accounting standards for the preparation of the consolidated accounts of the F&N Group.

6.1.3 **Distribution.** The FCL Distribution will be effected by the distribution of all the FCL Shares which will be held by the Company after the completion of the Corporate Restructuring, representing all the issued FCL Shares, to Shareholders by way of a dividend *in specie*, in the proportion of two FCL Shares for each Share held by a Shareholder or on their behalf as at the Books Closure Date. The FCL Shares will be distributed free of encumbrances and together with all rights attaching thereto on and from the date the FCL Distribution is effected.

[8] The retained profits of the Company immediately after the capital reduction effected by the Company on 25 July 2013 is approximately $3,230 million.
[9] The retained profits of the F&N Group immediately after the capital reduction effected by the Company on 25 July 2013 is approximately $6,132 million.

6.2 **Pro forma of FCL.** The pro forma financial statements of the FCL Group as set out in Appendix 4 have been prepared on the assumption that the Corporate Restructuring has been completed.

6.3 **Effects of the FCL Distribution.** The effect of the FCL Distribution is to distribute the FCL Shares to be held directly by Shareholders in the proportion of two FCL Shares for each Share held by Shareholders or on their behalf as at the Books Closure Date. On completion of the FCL Distribution and the Proposed Listing, the Company will cease to hold any FCL Shares and Shareholders will hold listed shares in both the Company and FCL respectively. **The FCL Distribution will not result in any change to the issued and paid up share capital of the Company after the FCL Distribution or to the number of Shares held by a Shareholder.**

7. FINANCIAL EFFECTS

The pro forma financial effects of the FCL Distribution on the F&N Group are set out in Appendix 1. The pro forma financial effects are for illustration purposes only and do not reflect the actual financial position of the F&N Group after the FCL Distribution.

The pro forma profit statement and balance sheet of the F&N Group after the FCL Distribution are set out in Appendix 2.

The Company has issued notes pursuant to its $1,000,000,000 multicurrency medium term note programme and has given guarantees in respect of (i) the notes issued pursuant to the $2,000,000,000 multicurrency medium term note programme established by F&N Treasury Pte. Ltd. ("**F&NT**"), (ii) $300,000,000 bonds issued by F&NT in 2011 and (iii) certain loan facilities which relate to the operations of the FCL Group (together, the "**Facilities**"). In connection with the FCL Distribution, the Company intends to seek the relevant third party consents, approvals or waivers in respect of these Facilities and the Company may discharge the amounts outstanding under the Facilities. The pro forma financial effects, profit statement and balance sheet of the F&N Group after the FCL Distribution have been prepared on the assumption that such Facilities have been fully discharged.

8. CONDITIONS TO THE FCL DISTRIBUTION

The FCL Distribution and the completion thereof is subject to, *inter alia*:

8.1.1 the approval of Shareholders by way of an ordinary resolution for the FCL Distribution at the extraordinary general meeting to be convened (the "**EGM**");

8.1.2 the eligibility to list letter from the SGX-ST for the listing and quotation of the FCL Shares on the Main Board of the SGX-ST having been obtained and not having been revoked or withdrawn; and

8.1.3 such other regulatory approvals or third party consents, approvals or waivers as the Board may determine is required to effect the FCL Distribution.

9. TCC ASSETS LIMITED INTENDS TO VOTE IN FAVOUR OF THE FCL DISTRIBUTION

TCC Assets Limited, the majority Shareholder currently holding approximately 61.59 per cent. of the Shares, has notified the Company on 27 August 2013 of its intention to vote all the Shares it holds as at the date of the EGM in favour of the FCL Distribution.

10. OVERSEAS SHAREHOLDERS

Where the Directors are of the view that the distribution of the FCL Shares to any Shareholders whose registered address appearing in the register of members of the Company (the "**Register**") or the depository register maintained by The Central Depository (Pte) Limited ("**Depository Register**") (as the case may be) is outside Singapore may infringe any relevant foreign law or may necessitate compliance with conditions or requirements which they, in their sole discretion, regard as onerous by reason of costs, delay or otherwise, the FCL Shares which such Overseas Shareholders (as defined below) would have been entitled to pursuant to the FCL Distribution (the "**Overseas Shareholders' FCL Shares**") will not be distributed to such Overseas Shareholders. Instead, the Overseas Shareholders' FCL Shares shall be transferred to such nominee(s) as the Company may appoint, who shall sell the Overseas Shareholders' FCL Shares and thereafter distribute the aggregate amount of the net proceeds, after deducting for all dealings and other expenses in connection therewith, proportionately among such Overseas Shareholders according to their respective entitlements to the FCL Shares as at the Books Closure Date in full satisfaction of their rights to the FCL Shares which they would otherwise have become entitled to under the FCL Distribution.

A Shareholder will be regarded as an "**Overseas Shareholder**" if their registered address in the Register or the Depository Register (as the case may be) is outside Singapore as at the Books Closure Date. Shareholders who wish to change their registered address on the Register or the Depository Register (as the case may be) to provide a Singapore address in substitution thereof prior to the Books Closure Date may do so by sending a notice in writing to Tricor Barbinder Share Registration Services (in the case of a change of address on the Register) and The Central Depository (Pte) Limited (in the case of a change of address on the Depository Register), respectively, no later than three Market Days prior to the Books Closure Date. For the purposes of the foregoing, a Market Day means a day on which the SGX-ST is open for trading in securities.

Where the net proceeds to which any particular Overseas Shareholder is entitled is less than $10, such net proceeds shall be retained for the benefit of the Company, and no Overseas Shareholder shall have any claim whatsoever against the Company or any other person in connection therewith.

Further information on the entitlements of the Overseas Shareholders will be set out in the Circular (as defined below).

11. FURTHER INFORMATION

11.1 Circular and Introductory Document. A circular to Shareholders (the "**Circular**") in respect of the resolution to approve the FCL Distribution, together with a notice of the EGM to be convened, and the Introductory Document will be despatched in due course to Shareholders to provide details on the FCL Distribution and the Proposed Listing.

11.2 **Joint Financial Advisors.** DBS Bank Ltd., United Overseas Bank Ltd. and Morgan Stanley Asia Ltd. have been appointed to advise the Company on the Corporate Restructuring, FCL Distribution and Proposed Listing.

11.3 **Caution.** Shareholders are advised to exercise caution when dealing in the Shares and to refrain from taking any action in respect of their Shares which may be prejudicial to their interests until they or their advisers have considered the information in the Introductory Document and the Circular, as well as the recommendations to be set out in the Circular.

By Order of the Board

Anthony Cheong Fook Seng
Company Secretary
27 August 2013

APPENDIX 1

FINANCIAL EFFECTS

1. **Assumptions.** The pro forma financial effects of the FCL Distribution on selected financial measures of the F&N Group have been prepared based on the audited consolidated financial statements of the F&N Group for FY2012 and the unaudited consolidated financial statements of the F&N Group for the nine months ended 30 June 2013 ("**9M2013**"). The pro forma financial effects are purely for illustration purposes only and do not reflect the actual financial position of the F&N Group after the completion of the FCL Distribution.

   As the sale of the Company's interests in Asia Pacific Breweries Limited and Asia Pacific Investment Pte Ltd (the "**APB Sale**") was completed only in the first quarter of the financial year ending 30 September 2013 and the cash distribution of approximately $4,730 million in aggregate to Shareholders which was approved at an extraordinary general meeting of the Company on 28 June 2013, and effected on 25 July 2013 (the "**Capital Reduction**") was completed only in the fourth quarter of the financial year ending 30 September 2013, the pro forma financial effects for FY2012 on net asset value ("**NAV**") and NAV per Share have been prepared on the assumption that the APB Sale, the Capital Reduction and the FCL Distribution were completed on 30 September 2012 and the pro forma financial effects on NAV and NAV per Share for 9M2013 have been prepared on the assumption that the Capital Reduction and the FCL Distribution were completed on 30 June 2013. The pro forma financial effects of the FCL Distribution on the profit after tax and non-controlling interest for FY2012 and 9M2013 are computed on the assumption that the APB Sale, the Capital Reduction and the FCL Distribution were completed on 1 October 2011 and 1 October 2012 respectively. The pro forma financial effects are prepared on the assumption that the Facilities have been fully discharged.

2. **NAV and NAV per Share.** The pro forma financial effects of the FCL Distribution on the NAV and NAV per Share of the F&N Group for FY2012 and 9M 2013 are as follows:

   (i) FY2012

		Pro forma	
	Before the APB Sale, the Capital Reduction and the FCL Distribution	**After the APB Sale and the Capital Reduction**	**After the APB Sale, Capital Reduction and FCL Distribution**
NAV ($ million)	7,591	7,739	2,205
NAV per Share ($)	5.31	5.42	1.54

(ii) 9M 2013

		Pro forma	
	Before the Capital Reduction and the FCL Distribution	**After the Capital Reduction**	**After the Capital Reduction and FCL Distribution**
NAV ($ million)	12,791	8,063	2,441
NAV per Share ($)	8.87	5.59	1.69

3. **Earnings.** The pro forma financial effects of the FCL Distribution on the earnings of the F&N Group for FY2012 and 9M2013 are as follows:

(i) FY2012

		Pro forma	
	Before the APB Sale, the Capital Reduction and the FCL Distribution	**After the APB Sale and the Capital Reduction**	**After the APB Sale, the Capital Reduction and the FCL Distribution**
Profit after tax and non-controlling interest (before fair value adjustment and exceptional items) ($ million)	472	325	47
Profit after tax and non-controlling interest (after fair value adjustment and exceptional items) ($ million)	836	5,467	4,847
Earnings per share (before fair value adjustment and exceptional items) (cents)	33.2	22.9	3.3
Earnings per share (after fair value adjustment and exceptional items) (cents)	58.9	385.0	341.3

(ii) 9M 2013

		Pro forma	
	Before the Capital Reduction and the FCL Distribution	**After the Capital Reduction**	**After the Capital Reduction and FCL Distribution**
Profit after tax and non-controlling interest (before fair value adjustment and exceptional items) ($ million)	258	243	18
Profit after tax and non-controlling interest (after fair value adjustment and exceptional items) ($ million)	5,014	4,999	4,818
Earnings per share (before fair value adjustment and exceptional items) (cents)	17.9	16.8	1.2
Earnings per share (after fair value adjustment and exceptional items) (cents)	347.9	346.9	334.3

4. **Share Capital.** The FCL Distribution will not have any impact on the number of Shares held by Shareholders after the FCL Distribution or on the share capital of the Company.

5. **Leverage Ratios.** The pro forma financial effects of the FCL Distribution on the leverage ratios of the F&N Group for FY2012 and 9M2013 are as follows:

(i) FY2012

		Pro forma	
	Before the APB Sale, the Capital Reduction and the FCL Distribution	**After the APB Sale and the Capital Reduction**	**After the APB Sale, the Capital Reduction and the FCL Distribution**
Total net borrowings / (cash) ($ million)	2,259	1,406	(830)
Net debt/Total equity (%)	27.4	17.3	Net Cash
Interest coverage ratio (x)	6.5	6.9	4.0

(ii) 9M2013

		Pro forma	
	Before the Capital Reduction and the FCL Distribution	**After the Capital Reduction**	**After the Capital Reduction and the FCL Distribution**
Total net borrowings / (cash) ($ million)	(3,514)	1,214	(903)
Net debt/Total equity (%)	Net Cash	14.4	Net Cash
Interest coverage ratio (x)	22.2	12.3	27.1

APPENDIX 2

PRO FORMA PROFIT STATEMENT AND BALANCE SHEET OF THE F&N GROUP

Unaudited Pro Forma Profit Statement

	12 months ended 30 Sept 2012 $'000	9 months ended 30 June 2013 $'000
Continuing operations		
REVENUE	2,188,449	1,746,071
TRADING PROFIT	123,602	161,322
Share of associated companies' profits	1,927	1,010
Gross income from investments	13,108	9,067
PROFIT BEFORE INTEREST AND TAXATION ("PBIT")	138,637	171,399
Net finance cost	(34,635)	(6,315)
PROFIT BEFORE FAIR VALUE ADJUSTMENT, TAXATION AND EXCEPTIONAL ITEMS	104,002	165,084
Impairment on investments	-	(54,594)
Fair value adjustment of investment properties	4,662	-
PROFIT BEFORE TAXATION AND EXCEPTIONAL ITEMS	108,664	110,490
Exceptional items	6,684	(64,597)
PROFIT BEFORE TAXATION	115,348	45,893
Taxation	(4,325)	(42,039)
PROFIT FROM CONTINUING OPERATIONS AFTER TAXATION	111,023	3,854
Discontinued operations		
GAIN ON DISPOSAL OF DISCONTINUED OPERATIONS	4,797,632	4,868,783
PROFIT AFTER TAXATION	4,908,655	4,872,637
ATTRIBUTABLE PROFIT TO:		
Shareholders of the Company		
- Before fair value adjustment and exceptional items	47,422	17,771
- Gain on disposal of discontinued operations	4,797,632	4,868,783
- Fair value adjustment of investment properties	3,897	-
- Exceptional items	(2,424)	(68,773)
	4,846,527	4,817,781
Non-controlling interests	62,128	54,856
	4,908,655	4,872,637

Unaudited Pro Forma Balance Sheet

	As at 30 Sept 2012 $'000	As at 30 June 2013 $'000
SHARE CAPITAL AND RESERVES		
Share capital	1,375,815	1,441,810
Treasury shares	(23)	(23)
Reserves	828,771	998,813
	2,204,563	2,440,600
NON-CONTROLLING INTERESTS	347,545	348,900
	2,552,108	2,789,500
Represented by :		
NON-CURRENT ASSETS		
Fixed assets	714,110	700,039
Associated companies	258,175	207,593
Other investments	372,813	633,060
Other non-current assets	189,189	193,537
	1,534,287	1,734,229
CURRENT ASSETS		
Inventories	261,761	256,528
Trade receivables	309,217	329,830
Bank fixed deposits and cash and bank balances	1,020,800	1,092,014
Other current assets	167,590	134,270
	1,759,368	1,812,642
Deduct : CURRENT LIABILITIES		
Trade and other payables	427,223	435,097
Borrowings	190,735	188,697
Other current liabilities	69,240	79,710
	687,198	703,504
NET CURRENT ASSETS	1,072,170	1,109,138
Deduct: NON-CURRENT LIABILITIES		
Other non-current liabilities	54,349	53,867
	2,552,108	2,789,500

APPENDIX 3

INFORMATION ON FCL

The information in this Appendix 3 is qualified in its entirety by, and is subject to, the more detailed information to be set out in the Introductory Document which will be issued subsequently. The information presented in this Appendix 3 is subject to change.

Statements contained in this Appendix 3 which are not historical facts may be forward looking statements. Such statements are based on certain assumptions and are subject to certain risks, uncertainties and assumptions which could cause actual results to differ materially.

1. Competitive Strengths

1.1 FCL is a Full Fledged International Real Estate Company Headquartered in Singapore.

FCL is a full fledged international real estate company with three core businesses focused on residential property, commercial property (comprising office, business and retail space) and hospitality (comprising primarily extended-stay residences). In addition, FCL is a sponsor and manager of two real estate investment trusts listed on the Main Board of the SGX-ST, FCT and FCOT, that are focused on retail properties and office and business space properties respectively. FCL has extensive experience and a long track record in property development (since 1980), property management (since 1983) and investment management (since 2006).

FCL's diversified portfolio includes residential projects in Singapore, Australia, China, New Zealand, Thailand and the United Kingdom, commercial assets comprising retail malls, offices and business space in Singapore, Malaysia, Vietnam, China and Australia, serviced residences in Asia, Europe, Australia and the Middle East, as well as equity interests in real estate investment trusts listed in Singapore and Malaysia. FCL's capabilities enable FCL to participate in and extract value from the entire real estate value chain, encompassing asset origination, project development, leasing, operations and property management.

1.2 FCL is Among Three Largest Residential Developers in Singapore in Terms of New Home Sales, with Significant Developments Overseas.

FCL is one of the top three residential developers in Singapore in terms of new home sales in 2012[10]. The residential division in Singapore, Frasers Centrepoint Homes, started in 1993 and has since developed more than 11,000 homes in over 40 projects. In Singapore, FCL's core strength is in the mid-tier and mass market segments which have proven to be relatively more resilient over recent economic cycles.

Through the international property division, Frasers Property, FCL has developed over 20 residential projects in Australia, China, New Zealand, Thailand and the United Kingdom. As of 30 June 2013, FCL has a significant development pipeline in China and Australia, comprising 8,100 homes in two residential projects in Shanghai and Suzhou in China, and 3,300 homes in five residential projects in Sydney and Perth in Australia.

[10] Source: The Straits Times news release dated 12 February 2013 and entitled "Far East sold most private homes this year". The Company and its financial adviser has not sought the consent of The Straits Times, nor has the Straits Times provided their consent to, and are accordingly not liable for the inclusion of the relevant information extracted from the information services provided by the Straits Times and disclaim any responsibility in relation to reliance on these statistics and information. The Company and its financial adviser have not conducted an independent review of the information contained in such information services and have not verified the accuracy of such information services.

1.3 One of the Largest Retail Mall Owners and/or Operators in Singapore.

FCL is one of the largest retail mall owners and/ or operators in Singapore with a portfolio of 12 urban and suburban malls under management, having a total net lettable area of approximately 2.4 million square feet. FCL has direct interests in six of these malls and another five malls are held through FCT. In addition, FCL also manage one mall owned by a third party.

1.4 FCL's position as one of the largest retail mall owners and/ or operators in Singapore provides FCL with certain competitive advantages:

1.4.1 FCL is able to offer existing and prospective tenants tailored leasing solutions across multiple urban and/or suburban locations, depending on their business needs. FCL's extensive network of suburban malls allows its retail tenants to tap a large cross-section of the Singapore population in locations that are highly convenient to their homes.

1.4.2 FCL enjoys economies of scale in property leasing and operations, and the ability to share best practices across a large portfolio of retail space.

In addition to the aforesaid competitive advantages, FCL has created value through asset enhancement initiatives undertaken at Anchorpoint, Northpoint and Causeway Point malls which have contributed to a net value creation of about $165 million in the respective initial years after such asset enhancement initiatives based on the increase in the respective mall's net property income.

1.5 FCL Owns and Manages a Portfolio of Office, Business and Logistics Space in Four Countries.

FCL owns and manages over 4 million square feet of net lettable office, business and logistics space in 11 offices and business parks in Singapore, Canberra, Chengdu, Ho Chi Minh City and Perth. FCL has direct interests in six of these commercial properties and the remaining five are held through FCOT.

1.6 FCL is a Leading Hospitality Operator in the Extended Stay Market Worldwide, excluding North America .

Frasers Hospitality is a scalable hospitality operation with presence in 39 cities worldwide, managing more than 8,000 apartments with another over 6,400 apartments signed up under a family of five brands, as at 30 June 2013.

Based on management contracts secured as at 30 June 2013, over 6,400 apartments will be added to Frasers Hospitality's portfolio of serviced residences over the next three years. This will double FCL's presence in China to 23 hospitality properties within the next three years, strengthening FCL's presence in Beijing, Shanghai, Guangzhou and Shenzhen as well as important secondary-tier Chinese cities such as Wuxi, Wuhan and Chengdu.

The value of Frasers Hospitality to FCL and FCL's shareholders is set out as follows:

1.6.1 The international footprint of Frasers Hospitality was achieved through years of painstaking effort, and cannot be easily replicated by new entrants to this sector without significant investment in talent, time and branding. These factors provide FCL with a competitive advantage, having been one of the early movers in the serviced residence industry in Asia.

1.6.2 Many of the properties managed by Frasers Hospitality are in prime locations which were secured after extensive negotiations with vendors and/or property owners, as the case may be. Because prime locations are difficult to secure once a desirable city precinct has matured, FCL's incumbent position in a sought-after location strengthens its value proposition to guests and sustains the capital values of those properties that FCL owns.

1.6.3 FCL's family of brands is well-recognised by the market and the brands cater to important segments of business travellers in the long-stay and short-stay markets who have differing requirements for luxury, amenities and length of stay. Three of its brands, namely Fraser Suites, Fraser Place and Fraser Residence, have been established for over 10 years, and cater to the extended-stay hospitality market with a range of formats suitable for those staying with or without families. FCL's two newer brands, Modena and Capri by Fraser, were launched to offer fresh formats for a new generation of travellers whose business and leisure hours have inter-mingled and/or who seek the facilities and services of a deluxe hotel combined with the convenience and extra space of a full service residence.

1.7 FCL is Well Capitalised and Have Sufficient Financial Resources to Fund Expansion.

Based on the pro forma accounts of FCL Group as at 30 June 2013, FCL is well capitalised and have sufficient financial resources to fund expansion:

1.7.1 Net debt to equity ratio of 0.36 times;

1.7.2 More than $0.98 billion of cash and cash equivalents;

1.7.3 Undrawn credit facilities and MTN Programme exceeding $1.77 billion; and

1.7.4 Shareholders' equity of $5.89 billion.

The strength of the balance sheet is a competitive advantage given the capital intensive nature of the property business. These financial resources give FCL flexibility to fund future growth and tap investment opportunities, which include tendering for raw land to develop residential projects, asset enhancement initiatives for existing retail and commercial properties and/or purchasing suitable retail, commercial or hospitality assets.

1.8 REIT Platforms Facilitate Efficient Recycling of Capital to Pursue New Opportunities

FCL's two listed REITs, FCT and FCOT, have served as proven funding platforms for FCL to divest mature, stable yield retail and commercial assets, thereby facilitating the recycling of capital which can be redeployed to pursue new opportunities as they arise. As of 30 June 2013, FCL has received gross proceeds totalling $1.31 billion from the sale of five retail malls to FCT, and further capital can be recycled if and when FCL divests further retail malls to FCT. FCL directly owns retail and commercial properties with an aggregate appraised value of $2,374 million as at 30 June 2013, which could potentially form a pipeline for injection into FCL REITs in the future. An example of this would be Changi City Point, a 50:50 joint venture development with Ascendas Land (Singapore).

1.9 FCL Asset Portfolio Provides Visible Streams of Residential Income Supported by a Good Base of Recurring Income from its Retail, Commercial and Hospitality Businesses.

FCL residential business is expected to provide visible income while recurring income from its retail, commercial and hospitality businesses are expected to contribute to fairly stable cash flows in the next few years:

1.9.1 **Residential** – As at 30 June 2013, FCL has pre-sold apartments in Singapore and overseas which are expected to deliver approximately $3.3 billion of revenue over the next three to four financial years, of which $2.4 billion is attributable to Singapore residential pre-sales and $0.9 billion is attributable to overseas projects, principally from Australian residential pre-sales. Based on FCL's historical residential pre-sales, FCL expects a low level of default from its pre-sales.

1.9.2 **Retail Malls** – FCL will continue to receive recurring rental and property management income derived from the six retail malls that FCL has direct interests in, plus dividend income from the 41.0% interest FCL has in FCT, which owns another five retail malls. FCT recorded growth in net property income in each of the past five financial years, from $56.6 million in FY2008 to $104.4 million in FY2012, while distributable income rose from $45.2 million to $82.3 million over the same period. Income from many of FCL's suburban malls remained resilient during recent economic slowdowns owing to many of their tenants' focus on non-discretionary spending market and dominant presence in their respective catchment areas.

1.9.3 **Office and Business Space** – FCL will continue to receive rental and property management income derived from the six office properties that FCL has direct interests in, plus dividend income from the 27.8 per cent. interest FCL has in FCOT, which owns another five office properties. Revenue derived from its directly owned office properties has increased steadily over the past 5 years, from $17.5 million in 2008 to $35.2 million in 2012. Since FCL acquired an equity interest in and assumed management of FCOT in 2008, FCOT has recorded growth in net property income from $81.0 million in FY2008 to $102.5 million in FY2012, while aggregate income distributable to unitholders and convertible perpetual preferred units holders rose from $45.8 million to $61.9 million over the same period.

1.9.4 **Hospitality** – As at 30 June 2013, FCL receives rental income derived from 14 serviced residences/ hotel residences which FCL has direct interest in and net property income for 9 months amounting to $18.7 million. In order to expand FCL's income generating capacity while conserving capital, most of the serviced residences FCL manages are owned by third parties. FCL generates recurring fee income from the management of such serviced residences.

1.10 FCL's Asset Portfolio Value has Further Potential to Grow Through Asset Enhancement Initiatives and Redevelopment of its Investment Properties.

The numerous assets in FCL's portfolio are at different stages of maturity.

Relatively mature retail and office properties may benefit from asset enhancement initiatives from time to time, subject to requisite approvals, and such initiatives may enhance their value through re-positioning to adapt to changing tenant demand and visitor traffic, and/or through additional gross floor area available for lease.

For example, FCL has created additional value through asset enhancement initiatives undertaken at Anchorpoint, Northpoint and Causeway Point malls which have contributed to a net value creation of about $165 million in the respective initial year post such asset enhancement initiative based on increase in the respective mall's net property income.

The proposed asset enhancement initiative to rejuvenate China Square Central, if approved and implemented, would include the addition of 16,000 sqm of gross floor area for hotel use, subject to re-zoning of the site from white with a stipulated at gross plot ratio of 4.2 to white without a stipulated gross plot ratio, and this could contribute further distributable income in the years ahead.

In addition, some of FCL's investment properties that FCL directly owns such as The Centrepoint, Robertson Walk and Valley Point, are prime properties located around Orchard Road, Robertson Quay and River Valley district respectively, and have considerable potential for redevelopment and/or asset enhancement which will in turn unlock intrinsic value to FCL shareholders.

FCL is one of the few international developers with residential, retail and commercial business exposure. FCL's project design, execution and delivery capabilities of its various businesses are attested to by the technically demanding large-scale projects that FCL has undertaken and by the awards and accolades FCL has garnered over the years. Consequently, FCL is able to leverage on its experience and capability as a multi-segment real estate developer to secure large scale and complex mixed-use projects which would otherwise elude those without such expertise.

For example, Changi City which was jointly developed by FCL, is Singapore's largest integrated business park development to-date, spanning 4.7 hectares and offering 207,000 square feet of net lettable retail space on three floors, a nine-storey office tower with 650,000 square feet of net lettable floor area, and a 313-room hotel operated under the Capri by Frasers brand. FCL is also jointly developing Central Park, a AUD2.0 billion mixed-used development occupying a 5.8 hectare parcel of inner-city land that will offer approximately 2,100 apartments in seven residential towers, student accommodation, 50,000 square metres of office space, 20,000 square metres of retail facilities, restoration and adaptive re-use of heritage items, and a 6,400 square metre public park. Central Park will feature low-carbon environmentally sustainable central thermal energy plant and water recycling facilities, that puts it at the forefront of sustainable precinct and community developments in Australia. Central Park constitutes one of the largest urban land regeneration projects in Australia.

1.11 FCL has a Well-Established Brand and Reputation

Since FCL developed its first shopping mall, The Centrepoint, in Singapore in 1983, FCL has built a strong reputation in cities such as Singapore and Australia, and won numerous awards.

Frasers Centrepoint Homes has scored high values and received numerous awards for excellence in design and features. FCL has also been awarded Construction Excellence, an award developed by the Building and Construction Authority in co-operation with major public sector agencies and various leading industry professional bodies to measure workmanship quality in a completed building.

Frasers Centrepoint Malls was a finalist in the Sales Promotion & Events category of the International Council of Shopping Centre Asia Pacific Shopping Centre Awards (2012) which recognises excellence within the region's shopping centre industry, whereby awards were given for outstanding achievement in marketing and design/development of retail properties.

Frasers Centrepoint Malls has also been recognised to have gone the extra mile to welcome families through family-friendly strategies, facilities and service touch points.

Frasers Centrepoint Trust is recognised for its strength in investor relations and corporate governance. FCT was the "Grand Prix for best overall investor relations (mid/small cap)" presented by the IR Magazine Awards South East Asia 2012 and was voted "Singapore's Best Mid-Cap" in the 11th Finance Asia's "Asia's Best Companies Poll" in 2012. It was also ranked in the top quartile for corporate governance in Asia by CLSA in 2012.

FCL's hospitality operations have won numerous awards across the globe. FCL believes it has well-established brands for its hospitality business, under "The Fraser Collection", "Modena by Fraser" and "Capri by Fraser". FCL believes it can leverage on this branding to open up new opportunities to it.

1.12 FCL is Backed by a Strong Sponsor which Invests in and Develops a Wide Range of Real Estate Projects Globally.

The Thai Charoen Corporation Group (the "**TCC Group**", which comprises companies and entities controlled by Charoen Sirivadhanabhakdi and Khunying Wanna Sirivadhanabhakdi) will be the majority shareholder of FCL after the completion of the FCL Distribution and Proposed Listing.

The TCC Group is among the largest businesses in Southeast Asia and is engaged in a variety of businesses including real estate. The TCC Group invests in and develops a wide range of real estate projects globally, including hotels, office towers, retail centres, residences, serviced apartments, convention centres, golf courses and resorts. As at 30 June 2013, it owns, among others, 17 retail shopping centres with approximately 500,000 square metres of retail space, seven commercial offices with approximately 810,000 square metres of office space, 40 hotels with 10,000 keys in Thailand and 10 countries worldwide and over 48,000 acres of land bank for development.

FCL currently enjoys access to the TCC Group's portfolio of assets and has begun to evaluate several opportunities for asset origination, strategic partnerships and collaboration. In addition, Mr Charoen Sirivadhanabhakdi and Khunying Wanna Sirivadhanabhakdi, the ultimate controlling shareholders of the TCC Group, have granted a right of first refusal over any opportunity whether by way of sale, investment or otherwise, in relation to certain businesses referred to and/or made available to the TCC Group from or through any third party sources, and a right to participate in any bidding process in relation to any opportunity whether by way of sale, investment or otherwise, in respect of any of the abovementioned businesses, called by the TCC Group.

1.13 Experienced Board and Management Team with Proven Track Record.

FCL has strong management bench strength in all four segments of its property business. FCL executive officers have proven track records in acquiring, developing, managing, operating and enhancing properties in the residential, retail, business space and hospitality segments.

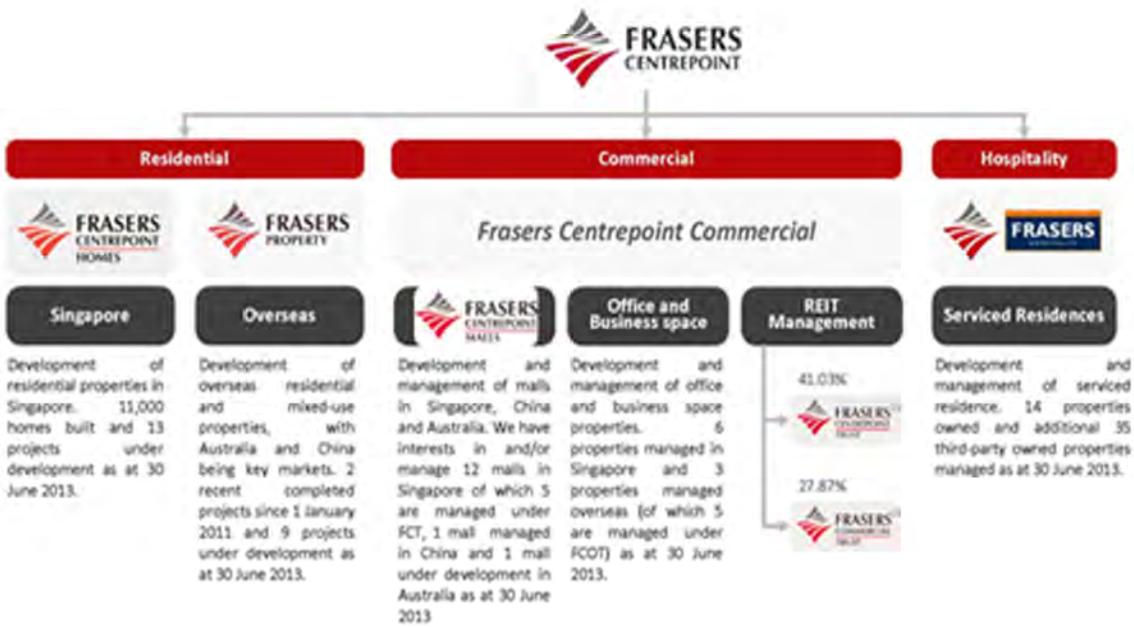
FCL's offices in each of its principal geographies are staffed by experienced management teams familiar with local markets and regulations, thereby enabling us to compete and respond appropriately in the local business context.

FCL employees benefit from a human resource program and system that are designed to attract, retain and develop qualified individuals. FCL training programmes encompass the development of both soft and hard skills backed by positive and constructive individual coaching, and feedback with comprehensive policies and procedures to encourage a learning environment.

2. Business and Operations

FCL conducts its operations and hold investments through its subsidiaries, joint venture companies and the two listed REITs, that is, FCT and FCOT.

FCL's property investment and development business comprises four lead brands/ divisions, namely, Frasers Centrepoint Homes (for Singapore residential development properties), Frasers Property (for overseas development properties), Frasers Centrepoint Commercial (for shopping malls, office and business space properties) and Frasers Hospitality (for serviced residences). The following chart shows a brief structure of FCL Group as at the Announcement Date:



Notes:

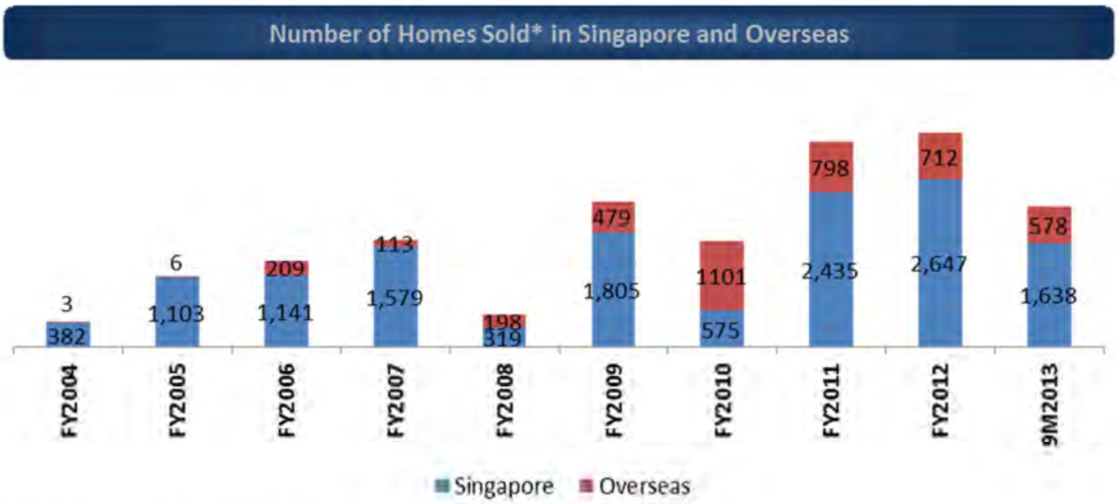
(1) As at 26 August 2013, FCL holds 41.0% unitholding interest in FCT and 100.0% shareholding interest in Frasers Centrepoint Asset Management Ltd, the REIT manager for FCT.

(2) As at 26 August 2013, FCL holds 27.8% unitholding interest in FCOT and 100.0% shareholding interest in Frasers Centrepoint Asset Management (Commercial) Ltd, the REIT manager for FCOT.

The property investment and development business comprises four lead brands/ divisions, namely, Frasers Centrepoint Homes (for Singapore residential development properties), Frasers Property (for overseas development properties), Frasers Centrepoint Commercial (for shopping malls, office and business space properties) and Frasers Hospitality (for serviced residences).

2.1 Frasers Centrepoint Homes (Singapore Residential Development Properties)

FCL's Singapore residential development properties are marketed under the Frasers Centrepoint Homes brand. Frasers Centrepoint Homes is among the top three residential developers in terms of new home sales in Singapore measured in 2012[11]. As at 26 August 2013, the Group has built over 11,000 homes in Singapore, with another 7,000 homes under development (including properties under its joint venture projects). FCL aims to deliver homes that have strong location attributes and refined finishings and are attractively priced.



Note: Overseas refer to Australia and China

* The number of units sold reflects the gross number of units sold for projects that are wholly-owned and jointly developed

[11] Source: The Straits Times news release dated 12 February 2013 and entitled "Far East sold most private homes this year". The Company and its financial adviser has not sought the consent of The Straits Times, nor has the Straits Times provided their consent to, and are accordingly not liable for the inclusion of the relevant information extracted from the information services provided the Straits Times and disclaim any responsibility in relation to reliance on these statistics and information. The Company and its financial adviser have not conducted an independent review of the information contained in such information services and have not verified the accuracy of such information services.

Between 1 January 2011 and 30 June 2013, FCL sold approximately 6,200 residential units (including properties under joint venture projects).

2.1.1 Recent Completed Projects

The following table sets out the recent completed projects of Frasers Centrepoint Homes (as of 30 June 2013) since 1 January 2011:

Project name	No. of units	% Sold	Effective interest (%)
Martin Place Residences	302	100	100.0
Soleil@Sinaran	417	99	100.0
Woodsville 28	110	100	100.0
Waterfront Waves[(1)]	405	100	50.0
8@Woodleigh	330	100	100.0
Caspian	712	100	100.0
Residences Botanique	81	100	100.0
Waterfront Key[(1)]	437	100	50.0

Note:

(1) Joint ventures with Far East Organization.

The following diagram sets out the locations of FCL's Singapore residential properties under development and future projects as at 30 June 2013:

2.1.2 Projects under development

As at 30 June 2013, Frasers Centrepoint Homes had 13 projects under development with 7,465 units, out of which 91.0% had been pre-sold with a value of $2.4 billion.

The following table sets out the projects of Frasers Centrepoint Homes under development as at 30 June 2013:

Project name	No. of units	% Sold	Effective interest (%)	Project estimated completion date	Land Area (m sqf)	Estimated saleable area (m sqf)	Average selling price per sqf	Tenure
Waterfront Gold[(1)]	361	100	50.0	January 2014	0.16	0.39	973	Leasehold
Flamingo Valley	393	95	100.0	December 2013	0.34	0.49	1,222	Freehold
Waterfront Isle[(1)]	563	97	50.0	November 2014	0.22	0.57	1,037	Leasehold
Eight Courtyards[(2)]	656	100	50.0	May 2014	0.29	0.69	807	Leasehold
Seastrand[(3)]	475	98	50.0	September 2014	0.22	0.43	915	Leasehold
Boathouse Residences[(4)]	494	100	50.0	January 2015	0.14	0.48	909	Leasehold
Twin Waterfalls EC[(5)]	728	99	80.0	March 2015	0.27	0.83	710	Leasehold
Watertown[(6)]	992	99	33.33	August 2016	0.32	0.79	1,191	Leasehold
Palm Isles	430	95	100.0	June 2015	0.23	0.43	865	Leasehold
eCO[(7)]	750	87	33.33	January 2016	0.31	0.67	1,316	Leasehold
Q Bay Residences[(8)]	632	78	33.33	May 2016	0.22	0.68	1,022	Leasehold
Twin Fountains EC[(9)]	418	30	70.0	November 2015	0.18	0.49	742	Leasehold
Esparina Residences[(10)]	573	99	80.0	August 2013	0.22	0.61	743	Leasehold

Notes:

(1) Joint venture with Far East Organization.
(2) Joint venture with Nam Hee Contractor Pte. Ltd.
(3) Joint venture with F. E. Lakeside Pte. Ltd.
(4) Joint venture with Far East Civil Engineering (Pte.) Limited (25%) and Sekisui House, Ltd. (25%).
(5) Joint venture with Keong Hong Construction Pte Ltd.
(6) Joint venture with Far East Civil Engineering (Pte.) Limited (33.3%) and Sekisui House, Ltd. (33.3%).
(7) Joint venture with F. E. Lakeside Pte. Ltd. (33.3%) and Sekisui House Singapore Pte. Ltd. (33.3%).
(8) Joint venture with F. E. Lakeside Pte. Ltd. (33.3%) and Sekisui House, Ltd. (33.3%).
(9) Joint venture with Binjai Holdings Pte. Ltd.
(10) Joint venture with Lum Chang Building Contractors Pte Ltd (20%).

2.1.3 Land Bank

As at 30 June 2013, Frasers Centrepoint Homes has a land bank in Singapore with an estimated saleable area of 0.75 m sqf. The following table sets out the land bank of Frasers Centrepoint Homes for future projects as at 30 June 2013:

Sites	Location	Effective interest (%)	Estimated no. of units	Land Area (m sqf)	Estimated saleable area (m sqf)	Tenure
51 Cuppage Road (formerly known as "Starhub Centre")	Orchard Road	100.0	249	0.07	0.24	Leasehold
Fernvale Close[1]	Sengkang	40.0	495	0.16	0.48	Leasehold
Holland Park	Holland Village	100.0	2	0.02	0.03	Freehold
Total			**746**	**0.25**	**0.75**	

Note:

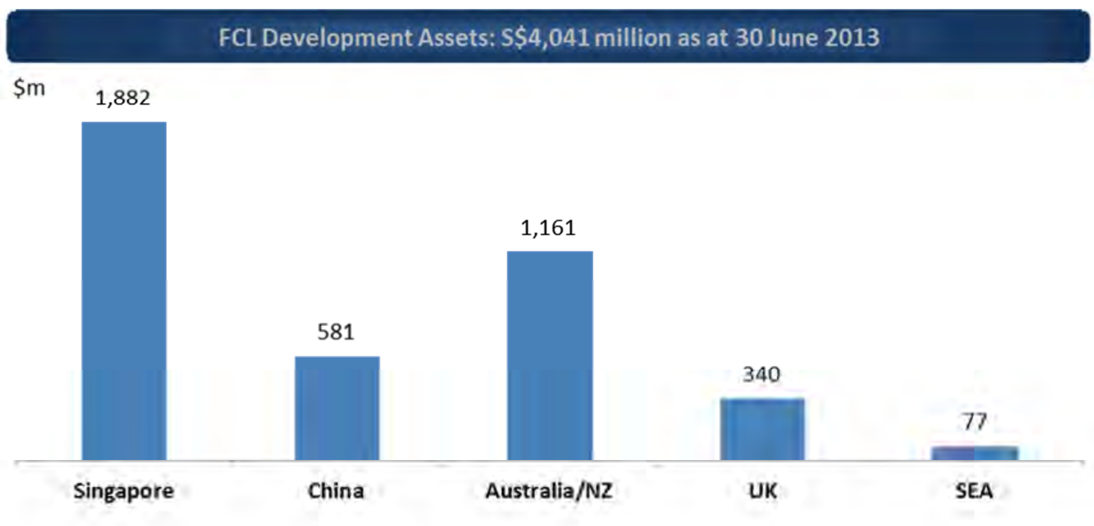
(1) Joint venture with Far East Orchard Limited (30%) and Sekisui House, Ltd. (30%).

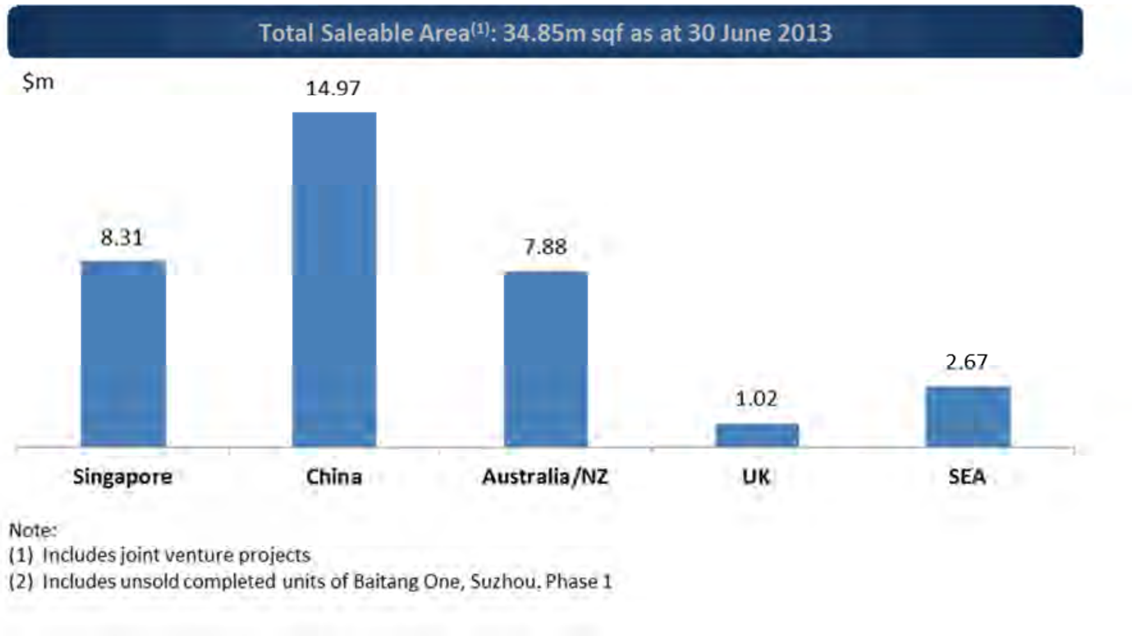
2.2 Frasers Property (Overseas Properties)

FCL Group has development and investment properties primarily in China and Australia. These overseas properties comprise largely residential as well as mixed-use projects.

FCL Group has over the past few years made significant inroads into Australia and China in its attempt to broaden its earnings base. Australia and China will be the key overseas markets for FCL Group to expand its overseas property development business.

The following charts sets out the geographic breakdown of the value and estimated saleable area of FCL development assets as at 30 June 2013:





2.2.1 Australia– Projects under development

In Australia, Frasers Property operates through Frasers Property Australia which is currently planning or developing a diversified portfolio of residential and mixed-use projects. Between 1 January 2011 and 30 June 2013, FCL sold approximately 1,200 residential units (including properties under joint venture projects) with an unrecognised revenue of $0.8 billion from presales as at 30 June 2013.

The following table sets out the projects of Frasers Property in Australia under development as at 30 June 2013:

Projects	Location	No. of units	% Sold	Effective interest (%)	Project estimated completion date	Land Area (m sqf)	Estimated saleable area (m sqf)	Average selling price (AUD psf)	Tenure
Central Park – One Central Park[1]	Sydney	623	89	38.0	December 2013	0.13	0.46	1,143	Freehold
Central Park - Park Lane[1]	Sydney	393	76	38.0	October 2013	0.05	0.24	1,218	Freehold
Central Park- The Mark [1]	Sydney	412	55	38.0	July 2014	0.05	0.24	1,243	Freehold
Frasers Landing[2]	Perth	171[3]	25	56.25	September 2015	1.64	0.67	885	Freehold
Putney Hill[4]	Sydney	449	42	75.0	March 2016	0.68	0.49	615	Freehold
QIII[4]	Perth	267	82	87.5	June 2014	0.03	0.22	889	Freehold

Notes:

(1) Joint venture with SQ International Pte Ltd (12.5%) and Sekisui House, Ltd (50%).
(2) Joint venture with SQ International Pte Ltd (18.75%) and Red Gold Investment Holdings Pte. Ltd. (25%).
(3) Relates to sale of land lots.
(4) Joint venture with SQ International Pte Ltd.

2.2.2 Australia– Land bank

As at 30 June 2013, Frasers Property Australia has a land bank in Australia with an estimated saleable area of 3.95 m sqf. The following table sets out the land bank of Frasers Property for development in Australia as at 30 June 2013:

Land bank	Location	Effective interest (%)	Estimated no. of units	Land Area (m sqf)	Estimated saleable area (m sqf)	Tenure
Central Park						
- Land bank A[(1)]	Sydney	38.0	1,096	0.17	0.95	Freehold
- Land bank B[(2)]	Sydney	75.0	558	0.14	0.34	Freehold
Frasers Landing[(3)]	Perth	56.0	282	3.98	1.37	Freehold
Parramatta River[(2)]	Sydney	75.0	774	0.53	0.69	Freehold
Putney Hill[(2)]	Sydney	75.0	342	0.54	0.34	Freehold
QI and QII[(2)]	Perth	87.5	233	0.06	0.26	Freehold
Total			**3,285**	**5.42**	**3.95**	

Notes:

(1) Joint venture with SQ International Pte Ltd (12.5%) and Sekisui House, Ltd (50%).
(2) Joint venture with SQ International Pte Ltd.
(3) Joint venture with SQ International Pte Ltd (18.75%) and Red Gold Investment Holdings Pte. Ltd. (25%).

2.2.3 China – Recent Completed Projects

Between 1 January 2011 and 30 June 2013, FCL sold approximately 570 residential units (including properties under joint venture projects) in China.

The following table sets out the recent completed projects of Frasers Property in China (since 1 January 2011) as at 30 June 2013:

Projects	Location	No. of units	% Sold	Effective interest (%)
Baitang One (Phase 1a)	Suzhou	426	98.6	100
Baitang One (Phase 1b)	Suzhou	542	85.1	100

2.2.4 China – Projects under development

The following table sets out the projects of Frasers Property in China under development as at 30 June 2013. As at 30 June 2013, FCL has unrecognised revenues of $0.1 billion from presales of its projects in China.

Projects	Location	No. of units	% Sold	Effective interest (%)	Project estimated completion date	Land Area (m sqf)	Estimated saleable area (m sqf)	Average selling price (RMB psf)	Tenure
Baitang One-Phase 2A	Suzhou	538	59	100.0	September 2013	0.34	0.85	11,718	Leasehold
Baitang One-Phase 2B	Suzhou	360	3	100.0	May 2014	0.52	0.77	13,834	Leasehold
Chengdu Logistics Hub-Phase 2[(1)]	Chengdu	163	18	80.0[(1)]	October 2013	0.18	0.65	9,093	Leasehold

Notes:

(1) Joint venture with Cheung Ho International Limited.

2.2.5 China – Land bank

As at 30 June 2013, FCL has a land bank in China with an estimated saleable area of 12.58 m sqf. The following table sets out the land bank of Frasers Property for development in China as at 30 June 2013.

Sites	Location	Effective interest (%)	Estimated no. of units	Land Area (m sqf)	Estimated saleable area (m sqf)	Tenure
Baitang One (Phase 3)	Suzhou	100	2,062	1.51	2.79	Leasehold
Shanshui Four Seasons (Phases 2 – 5) [(1)]	Shanghai	45	6,067	4.80	7.03	Leasehold
Residential			**8,129**	**6.31**	**9.82**	
Chengdu Logistic Hub (Phases 2 and 4) [(2)]	Chengdu	80	637	0.85	2.76	Leasehold
Commercial			**637**	**0.85**	**2.76**	
Total			**8,766**	**7.16**	**12.58**	

Notes:

(1) Joint venture with Power Source Holdings Limited.

(2) Joint venture with Cheung Ho International Limited.

The following table summarise details of the development land bank owned by the FCL Group in Singapore, Australia and China as at 30 June 2013:

	Landbank		
	Estimated saleable area (m sqf)[(3)]	Estimated number of units[(3)]	Gross Development Value ($m)[(1)(3)]
Singapore	0.75	746	757[(2)]
Australia	3.95	3,285	2,330
China	12.58	8,766	3,819
Total	**17.28**	**12,797**	**6,906**

Note:

(1) Based on valuations by the Independent Valuers, assuming satisfactory completion of proposed development

(2) This only reflects the gross development value from potential redevelopment of 51 Cuppage Road but does not include the gross development value from the Fernvale Close project and Holland Park bungalows.

(3) All figures represent 100% interest in the respective projects. FCL's effective share of gross development value is $4.47 billion.

As at 30 June 2013, the aggregate book value of FCL's development properties held for sale and aggregate land bank in United Kingdom, New Zealand, Thailand and Malaysia are approximately $488m and 5.65 m sqf respectively.

2.3 Frasers Centrepoint Commercial – Retail Properties (Frasers Centrepoint Malls)

FCL develops and manages retail properties in Singapore. FCL also has interest in properties in China. FCL has interests in and/or manages a portfolio of 12 shopping malls that is based in Singapore under the Fraser Centrepoint Malls branding. FCL holds five of its property interests in shopping malls through its investment in FCT. A REIT is an investment vehicle which invests in different kinds of real estate and real-estate related assets. Where possible, REITs are typically structured as pass-through vehicles which are able to distribute the majority of their income to investors, including FCL, without taxation at the REIT level. As at 26 August 2013, FCL holds 41.0% of the units in FCT.

FCT is a leading retail REIT listed on the SGX-ST. FCT currently owns a portfolio of five quality suburban shopping malls in Singapore valued at $1.8 billion as at 30 June 2013. FCT also receives steady investment returns via its 31.17% stake in Hektar REIT, a Malaysian retail-focused REIT in Malaysia listed on the Main Market of Bursa Malaysia Securities Berhad, as at the Latest Practicable Date. FCT focuses on delivering regular and stable distributions to its unitholders through its investments in quality income-producing retail properties in Singapore and overseas. FCT aims to achieve sustainable rental income growth through active lease management initiatives and to increase its net asset value of its portfolio through asset acquisitions and asset enhancement initiatives.

FCL also owns Crosspoint, a shopping mall in Beijing, China.

2.3.1 Singapore Property

The following diagram sets out the locations of FCL's shopping malls in Singapore as at 30 June 2013:

	Net lettable area of property (sqf)	Total Book value of property ($m)	Effective interest (%)	Lease expiry date	Occupancy (%)	Average Rent (psf/ mth)($)[1]
REIT (FCT)						
Anchorpoint	71,610	81	41.0	Freehold	98.2	9.09
Bedok Point	81,656	128	41.0	2077	96.7	11.48
Causeway Point	416,310	896	41.0	2094	99.5	13.67
Northpoint	236,288	570	41.0	2089	98.9	15.64
YewTee Point	73,669	147	41.0	2105	92.2	13.93
Non-REIT						
The Centrepoint[2]	334,425	640	100.0	Mixture of Freehold and 2078	98.0	9.90
Changi City Point [3]	207,237	199[8]	50.0	2069	97.6	9.08
Compass Point [4]	269,546	530	19.0	2099	100.0	11.89
Robertson Walk (Retail)	97,044	98	100.0	2840	100.0	6.54
Valley Point (Retail)	39,817	35	100.0	2876	100.0	5.96
Waterway Point (Punggol mixed-use site) [5]	382,451[7]	665	33.3	2110	N.A.	N.A.
Eastpoint Mall[6]	189,986	N.A.	N.A.	N.A.	N.A.	N.A.
Total	**2,400,039**					

Notes:

(1) Total gross rents divided by total leased area for the month of June 2013.
(2) The tenure of this property includes a mix of leasehold and freehold.
(3) Joint venture with Ascendas Development Pte. Ltd.
(4) Joint venture with Lexis 88 Investments (Mauritius) Ltd.
(5) This property is being jointly development by way of a joint venture with Far East Civil Engineering (Pte.) Limited (33.3%) and Sekisui House, Ltd. (33.3%).
(6) Managed by Frasers Centrepoint Property Management Services Pte Ltd. Eastpoint is owned by NTUC Income and is currently carrying out asset enhancement activities.
(7) This property is currently under construction and the net lettable area is an estimated figure.
(8) Classified as property held for sale; the book value does not reflect the valuation of $286 million as at 30 June 2013.

2.3.2 Overseas Property

	Net lettable area of property (sqf)	Total Book value of Property ($m)	Effective interest (%)	Lease Expiry Date	Occupancy (%)	Average Rent (psf/mth)(RMB)[(1)]
Non - REIT Retail Asset						
China, Beijing - Crosspoint	156,873	58[(2)]	100.0	2044	92.0	12.58
Total	**156,873**					

Notes:

(1) Total gross rents divided by total leased area for the month of June 2013.

(2) Classified as property held for sale; the book value does not reflect the valuation of $93.8 million as at 30 June 2013.

In addition, FCL is developing a retail mall in Australia as part of the Central Park project disclosed in " – Frasers Property (Overseas Properties) – Australia – Projects under Development".

Frasers Centrepoint Malls collectively manages more than two million sqf of lettable retail space and receives on average more than 10 million visitors per month. The good performance of the malls is due to a confluence of factors, including the strategic locations of the malls, the strength of FCL's ties with FCL's tenants, and a good tenant mix of quality retailers within the malls. As at 30 June 2013, the average occupancy of FCL's retail properties in Singapore was 98.1%.

2.4 Frasers Centrepoint Commercial – Office and Business Space Properties

FCL develops and manages the office and business space properties and have interests in a portfolio of 11 commercial office properties comprising a total lettable area of 4.4 million sqf. FCL holds five of its property interests in commercial office properties through its investment in FCOT. As at 26 August 2013, FCL holds 27.8% of the units in FCOT.

FCOT is a leading commercial REIT listed on the SGX-ST. FCOT currently owns a portfolio of five quality buildings offering office and business space located in Singapore and Australia valued at $1.7 billion as at 30 June 2013. FCOT seeks to build a strong and balanced portfolio of quality commercial properties, to deliver a stable and sustainable distribution to unitholders and to create value by enhancing and unlocking values of its existing properties through refurbishment and redevelopment. FCOT aims to achieve these objectives via growth through rental reversions, growth through built-in step-up rents, growth through active asset management and asset enhancement and acquisitions.

FCL has granted, for the benefit of FCOT, a right of first refusal, if certain criteria are met, over any completed income-producing properties located in the Asia Pacific region used for commercial purposes (comprising primarily office and/or business space) and where such completed property is held by FCL or any of FCL's subsidiaries through a single-purpose company or entity established solely to own such a property, the shares or equity interests as the case may be, in such company. This right of first refusal is granted for so long as (i)

Frasers Centrepoint Asset Management (Commercial) Ltd. or any of its related corporations (as defined in the Companies Act) remains the manager of FCOT and (ii) FCL or any of its related corporations remains a controlling shareholder (as defined in the Listing Manual) of the manager of FCOT.

2.4.1 Singapore Properties

The following table sets out the net lettable area in, book value of, and effective interest in, the office and business space properties managed by Frasers Centrepoint Commercial in Singapore as at 30 June 2013:

	Net lettable area of property (sqf)	Total Book value of Property ($m)	Effective interest (%)	Lease Expiry Date	Occupancy (%)	Average Rent (psf/ mth)($)[1]
REIT (FCOT)						
55 Market Street	71,796	128	27.6	2825	89.4	6.31
Alexandra Technopark	1,045,227	390	27.6	2108	98.4[4]	3.38[4]
China Square Central	372,453	563	27.6	2096	91.7	6.34
Non-REIT						
Alexandra Point	199,380	265	100.0	Freehold	100.0	5.18
One@Changi City[2]	665,914	273	50.0	2069	93.0	3.66[5]
Valley Point (Office)	183,109	232	100.0	2876	91.8	5.23
51 Cuppage Road	144,662	392[3]	100.0	2095	66.4	6.34
Total	**2,682,541**					

Notes:

(1) Total gross rents divided by total leased area for the month of June 2013.
(2) Joint venture with Ascendas Development Pte Ltd.
(3) Classified as property held for sale.
(4) Alexandra Technopark is a freehold property. In 2008, FCL granted a 99 year lease to FCOT and FCOT entered into a 5-year master lease agreement with FCL. The occupancy rate and average rent are based on the underlying tenants.
(5) This rental rate excludes the rent-free period. The rental rate is $2.68 psf/mth taking into account the rent-free period.

As at 30 June 2013, the average occupancy of FCL's office properties in Singapore was 93.8%.

2.4.2 Overseas Properties

The following table sets out the net lettable area in, book value of, and effective interest in, the office and business space properties managed by Frasers Centrepoint Commercial overseas as at 30 June 2013:

	Net lettable area of property (sqf)	Total Book value of property ($m)	Effective interest (%)	Lease Expiry Date	Occupancy (%)	Average Rent (psf/mth)(1)
REIT (FCOT)						
Australia, Canberra – Caroline Chisholm Centre	433,182	237	27.6	2101	100.0	AUD3.39
Australia, Perth – Central Park	357,186	339	27.6(5)	Freehold	99.0	AUD5.87
Non-REIT						
China, Chengdu – Chengdu Logistics Hub(2)	703,981	87(4)	80.0	2057	76.0	RMB2.42
Vietnam, Ho Chi Minh City – Me Linh Point(3)	188,896	50	70.0	2045	98.0	US$2.82
Total	**1,683,254**					

Notes:

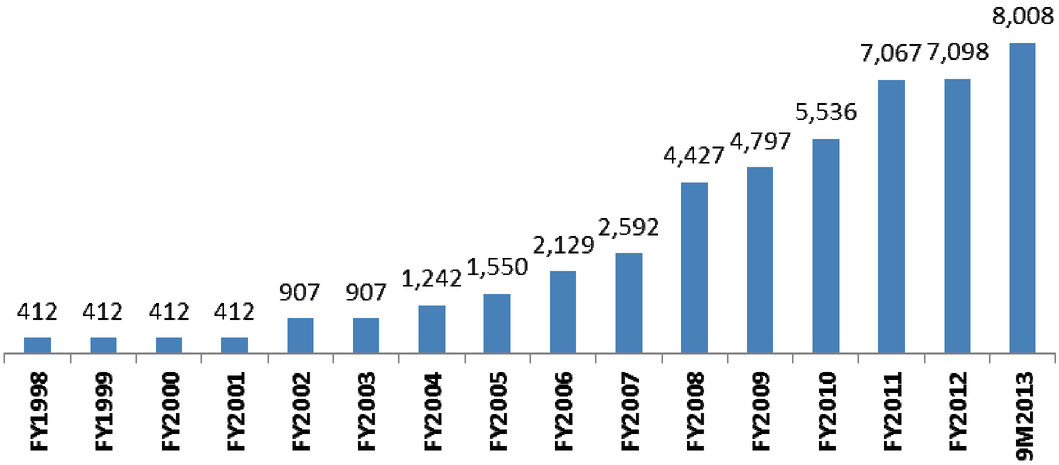
(1) Total gross rents divided by total leased area for the month of June 2013.
(2) Joint venture with Cheung Ho International Limited.
(3) Joint venture with Saigon Beer-Alcohol-Beverage Corporation.
(4) Classified as property held for sale; the book value does not reflect the valuation of $102 million as at 30 June 2013.
(5) FCOT holds a 50% interest in Central Park Perth.

As at 30 June 2013, the average occupancy of FCL's office properties overseas was 89.5%.

2.5 Frasers Hospitality (Serviced Residences)

Frasers Hospitality is a leading international premier serviced residences owner and management company. From two flagship properties at inception in Singapore in 1998, Frasers Hospitality has expanded to 49 premier properties in more than 30 key gateway cities in Asia, Australia, Europe and Middle East. Combined with the projected launches of new serviced residences across existing and new major gateway cities, Frasers Hospitality manages more than 8,000 apartments as at 30 June 2013 and expects to manage over 14,400 apartments (operational and signed up) within the next three years through its branded lifestyle offerings which include Frasers premier serviced residences (Fraser Suites, Fraser Place and Fraser Residence), Modena, the next tier serviced residences for business travelers and the design-led Capri by Fraser hotel residences. In addition, FCL is in discussions with the TCC Group to acquire and/or manage another 3,700 keys of the hospitality assets owned by the TCC Group outside Thailand.

Number of Apartments



Frasers Hospitality aims to be the premier global leader in the extended stay market through its commitment to continuous innovation in answering the unique needs of every customer. Each of its properties are fully-furnished and equipped with kitchen and laundry facilities and complemented by a wide range of high-end hotel services such as regular housekeeping, 24-hour concierge and security, business services as well as complimentary wireless broadband internet connection. Most of Frasers Hospitality's residences also offer a suite of recreational facilities including a 24-hour gymnasium, swimming pool, kids' playroom, steam room and sauna.

More than 80.0% of guests are from corporate companies which originate from the Fortune 500 and Forbes-listed companies including industries such as banking, finance, legal, oil and gas, engineering, pharmaceuticals, IT, entertainment and consulting. FCL's reputation for excellence is evidenced by the numerous awards FCL Group and their properties have garnered over the years, with the latest being the World's Best Serviced Apartment brand conferred by the World Travel Awards in 2013. FCL has a loyal clientele that divides evenly between Asia Pacific, Europe, Australia, Middle East and the Americas. Increasingly, FCL is also attracting a growing number of leisure customers, often guests who have experienced FCL's services on a corporate basis. In addition to an extensive direct client base, most of whom are members of FCL's loyalty programme, Frasers Hospitality also works with external distribution channels, renowned relocation companies, travel management companies and international online travel agencies.


UNITED KINGDOM
ENGLAND
SCOTLAND
Fraser Suites Edinburgh
Fraser Suites Glasgow
FRANCE
INDIA
Fraser Suites New Delhi
CHINA
KOREA
JAPAN
UNITED ARAB EMIRATES
Fraser Suites Dubai
HUNGARY
Fraser Residence Budapest
TURKEY
QATAR
Fraser Suites Doha
BAHRAIN
PHILIPPINES
Fraser Place Manila
INDONESIA
SINGAPORE
MALAYSIA
Fraser Place Kuala Lumpur
VIETNAM
Fraser Suites Hanoi
THAILAND
AUSTRALIA
Fraser Place Melbourne
Fraser Suites Perth
Fraser Suites Sydney

As at 30 June 2013, Frasers Hospitality manages serviced residences in the following countries:

2.5.1 Owned Properties

	No. of units	Floor Area (sqf)	Total Book value of property (S$m)	Effective interest (%)	Occupancy FY2012 (%)	Lease Expiry Date	Average room rate per night
Fraser Suites Sydney, Australia	201	122,279	119[6]	80.5[1]	88.0	Freehold	AUD239
Fraser Place Melbourne, Australia	112	59,740	34	100.0	63.0[9]	Freehold	AUD128
Fraser Suites Perth, Australia	236	295,440	150[7]	87.5[2]	-[3]	Freehold	-
Fraser Suites Beijing, China	357	432,724	235	100.0	88.0	2074, 2044 and 2054[10]	RMB759
Fraser Suites Kensington, UK	69	96,144	192	100.0	85.0	Freehold	GBP239
Fraser Suites Queens Gate, UK	106	69,062	100	100.0	81.0	Freehold	GBP134
Fraser Place Canary Wharf, UK	97	60,913	69	100.0	80.0	2996	GBP159
Fraser Place Manila, Philippines	89	199,091	28	100.0	91.0	Freehold	Pesos 6,725
Fraser Suites Glasgow, Scotland	99	79,503	20	100.0	73.0	Freehold	GBP64
Fraser Suites Edinburgh, Scotland	75	42,539	25	100.0	81.0	Freehold	GBP106
Capri by Fraser[4]	313	204,247	101[8]	50.0[4]	38.0	2069	$222
Fraser Place Singapore	163	199,435	230	100.0	78.0	2840	$335
Fraser Suites Singapore[5]	255	278,755	354	100.0	55.0	2876	$239
Fraser Residence Sudirman, Jakarta	108	148,672	41	100.0	89.0	2023	US$129
Total	**2,280**						

Notes:

(1) Joint venture with SQ International Pte Ltd (11.5%) and Genting (NSW) Pty Ltd (8.0%).
(2) Joint venture with SQ International Pte Ltd.
(3) This serviced residence started operations in FY2013.
(4) Owned by Ascendas Frasers Pte Ltd, JV with Ascendas Development Pte. Ltd. Started operations in August 2012.
(5) 188 apartments underwent renovations in 2012.
(6) Classified as property held for sale; the book value does not reflect the valuation of $144 million as at 30 June 2013.
(7) Classified as property held for sale; the book value does not reflect the valuation of $144 million as at 30 June 2013.
(8) Classified as property held for sale; the book value does not reflect the valuation of $147 million as at 30 June 2013.
(9) All the apartments underwent renovations in 2012.
(10) The lease expiry date of the residential portion, commercial portion and car park of the property is 2074, 2044 and 2054, respectively.

2.5.2 Properties under Management

Country	Property	No. of units
Bahrain	Fraser Suites Bahrain	91
China	Fraser Residence CBD East Beijing	228
	Fraser Suites Chengdu	360
	Fraser Suites Guangzhou	332
	Fraser Suites Nanjing	210
	Fraser Suites Top Glory, Shanghai	186
	Fraser Residence Shanghai	324
	Modena Putuo, Shanghai	348
	Fraser Place Shekou	232
	Fraser Suites Suzhou	276
	Modena Jinjihu Suzhou	237
	Modena Heping Tianjin	104
		2,837
France	Fraser Suites Harmonie, Paris La Defense	134
	Fraser Suites Le Claridge- Champs Elysees, Paris	110
		244
Hong Kong	Fraser Suites Hong Kong	87
Hungary	Fraser Residence Budapest	51
India	Fraser Suites New Delhi	92
Japan	Fraser Residence Nankai Osaka	114
Malaysia	Fraser Place Kuala Lumpur	322
Qatar	Fraser Suites Doha	138
Singapore	Fraser Place Fusionopolis	50
	Fraser Residence Orchard, Singapore	72
		122
South Korea	Fraser Suites Insadong, Seoul	213
	Fraser Place Central, Seoul	254
	Fraser Place Namdaemum	252
		719
Turkey	Fraser Place Anthill Istanbul	116
Thailand	Fraser Suites Sukhumvit, Bangkok	163
United Arab Emirates	Fraser Suites Dubai	180
United Kingdom	Fraser Residence Bishopgate	26
	Fraser Residence Blackfriars	12
	Fraser Residence Monument	14
	Fraser Residence City, London	22
	Fraser Residence Prince of Wales Terrance	18
		92
Vietnam	Fraser Suites Hanoi	185
	Capri by Fraser, Ho Chi Minh City / Vietnam	175
		360
Total		5,728

As a manager for serviced residences, FCL typically enters into a management agreement for each property whereby FCL is appointed to have control over the operation, direction, management and supervision of the serviced residences. The management of the serviced residences includes carrying out maintenance, upkeep, renovations, marketing and promotion activities.

FCL is typically entitled to a basic management fee based on total revenue for the serviced residence FCL manages. FCL may also receive an incentive management fee based on the ratio between the gross operating profit and the total revenue for each property.

2.6 Property Management Business

FCL further derives fee-based income from acting as a REIT manager and property manager to FCT and FCOT. In addition, FCL holds 40.0% shareholding interest in Hektar Asset Management Sdn Bhd, the REIT manager for Hektar REIT, which derives fee based income from acting as Hektar REIT's manager.

2.6.1 REIT Manager

As a REIT manager, FCL is responsible for the formulation and execution of asset management strategies for the REIT, manage fund-related matters including financing, tax and regulatory matters, handle investor relations and proactively source properties for acquisitions by the REITs FCL manages.

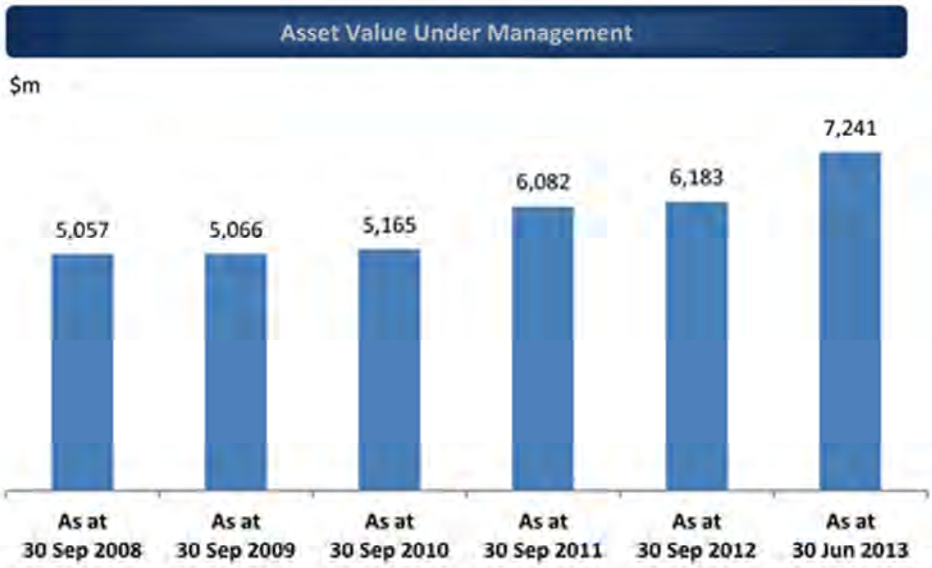
FCL focuses on achieving distribution growth to its unitholders through proactive capital management and asset management, such as repositioning, asset enhancement or active leasing, and by acquiring properties with stable income or potential to generate stable income through proactive asset management. FCL is entitled to REIT management fees, comprising a base component based on a percentage of the deposited property of the REITs, and a variable performance component based on the REIT's net property income.

FCL also receives fees for services connected to the acquisition and divestment of properties by the REITs based on the acquisition or sale price. As FCL generally has interests in the REITs that it manages, it is in a position to use its capabilities and expertise to enhance the value of its investments in these REITs. FCL's strategies as a REIT manager for the REITs can generally be categorized as follows:

(i) actively managing the portfolio of properties in order to maintain high occupancy levels, achieve strong rental growth and maximize net property income;

(ii) selectively acquiring additional retail and commercial properties, as the case may be, that meet the REIT's investment criteria. Each REIT manager generally seeks to capitalise on opportunities for real estate acquisitions in their respective real estate sectors that provide attractive cash flows and yields, together with the potential for further growth; and

(iii) optimizing the capital structure and cost of capital of the REIT by adopting and maintaining an appropriate gearing level and adopting an active interest rate management strategy to optimize unitholders' returns while maintaining operational flexibility for capital expenditure requirements.



Note: Excludes hospitality assets.

2.6.2 Property Manager

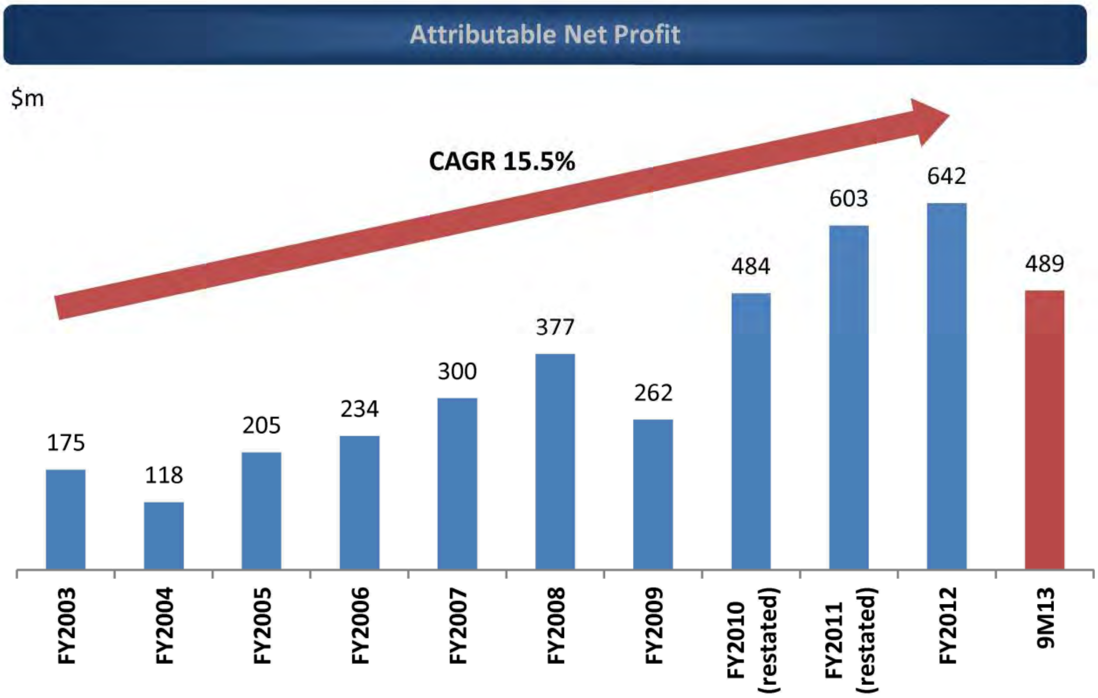
As a property manager for the REITs, FCL typically enters into a property management agreement directly with the REIT or the relevant entity owning the shopping mall or commercial asset. The management of the property includes marketing and management services such as operations management and lease management and planning the tenant mix for the property. FCL usually receives fees based on the gross revenue income and net property income of the property. FCL is also responsible for paying fees and expenses to any third party agents or brokers whom FCL may engage in connection with FCL's leasing activities. As a property manager, FCL is in a position to use its capabilities and expertise to enhance the value of its investments in these REITs.

3. Strategies and Future Plans

FCL strategies are geared towards: a) delivering sustainable earnings growth, b) growing FCL's asset portfolio in a balanced manner, and c) optimizing capital productivity.

3.1 Achieving Sustainable Earnings Growth Through Significant Development Project Pipeline, Investment Properties and Fee Income

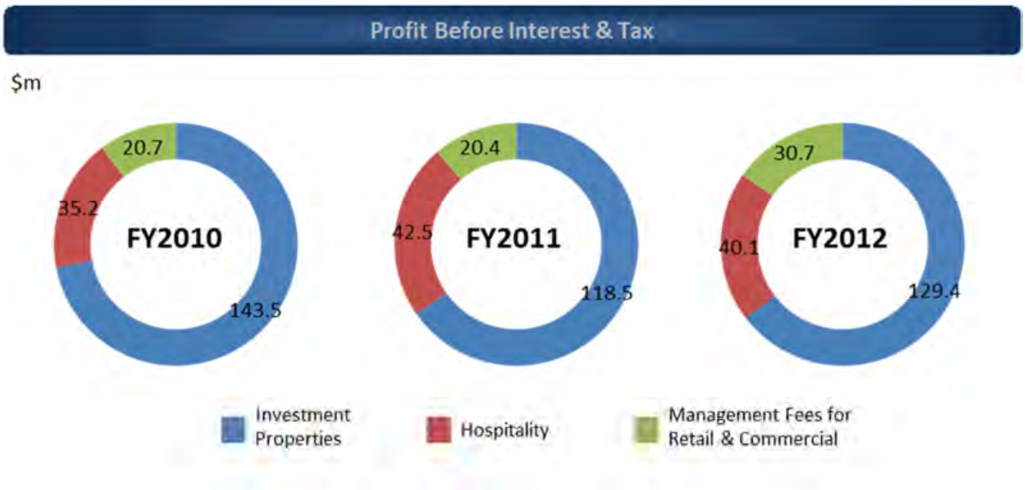
Between FY 2003 and FY 2012, FCL earnings grew at a compound annual growth rate of 15.5% (after adjustments for extraordinary items and FRS 40).



FCL will continue to seek sustainable earnings growth through the following property segments:

3.1.1 **Residential development**: Develop a pipeline of residential projects in Singapore, Australia and China with a view to selling approximately 1,000 units in Singapore and 1,000 units outside Singapore each financial year. FCL aims to maintain a contribution of at least $200m of profits from its Singapore residential projects. Over time, FCL plans to grow the contribution from its overseas development business to be approximately the same size as its Singapore business. Whilst the residential development business can be volatile, FCL's approach of driving for high rates of pre-sales and diversifying its portfolio across multiple projects and geographies gives good visibility over its development income over the next 12-24 months.

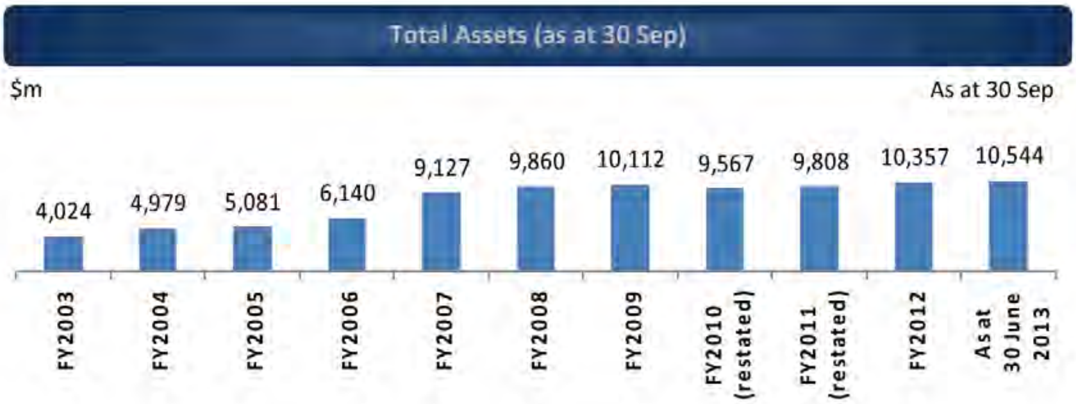
3.1.2 **Retail, Office and Business Space**: Rental income from properties owned by FCL, together with dividends, management fees and property management income from the two REITs that FCL manages, contributes relatively predictable earnings.



Earnings from FCL's retail, office and business space segment will grow if (i) FCL undertakes successful asset enhancement initiatives, and (ii) expand its portfolio through investments and acquisitions in Singapore and overseas. Recent retail, office and business space developments and acquisitions include Bedok Point (retail development), Changi City (retail, business park and hotel development), Watertown Point (retail development), Central Park (retail, office development) and Caroline Chisolm Center (office acquisition). There are also opportunities to unlock shareholder value through the redevelopment of some of its existing properties such as 51 Cuppage Road, Robertson Walk and The Centrepoint Mall in Singapore.

3.2 Growing the Asset Portfolio in a Balanced Manner across Geographies and Property Segments to Preserve Stability of Earnings

FCL total assets have grown from $4.0 billion as at 30 September 2003 to $10.3 billion as at 30 September 2012.



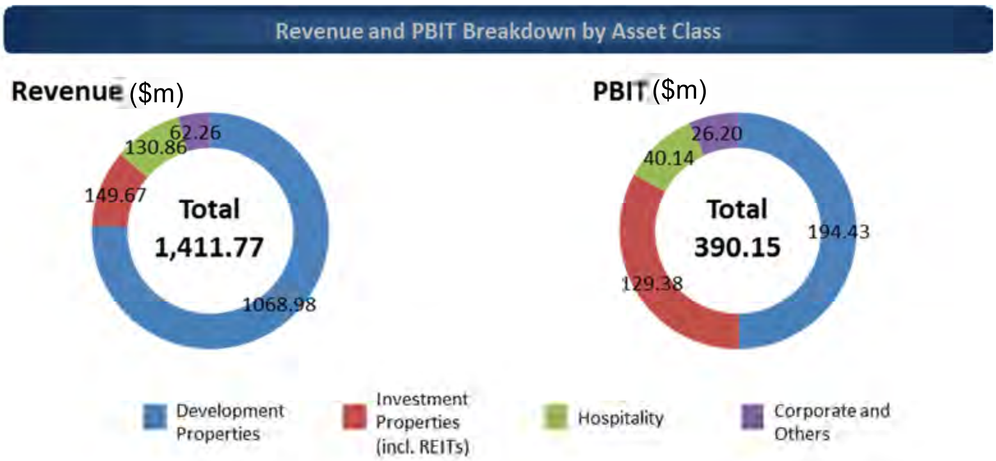
In the years ahead, FCL envisages growing the asset portfolio in a balanced manner, as follows:

3.2.1 **Balanced asset portfolio across geographies**: As at 30 Jun 2013, Singapore accounts for 62% of FCL's total property assets, while Australia accounts for 16% and China accounts for 11%.

Note: Others refer to New Zealand, Thailand, Indonesia, Vietnam, Philippines, Malaysia

While Singapore will remain important as FCL's home market, FCL intends to strengthen its presence in China and Australia, which are presently its two other core markets. In China, FCL will explore residential and mixed-use projects in Beijing, Shanghai, Guangzhou and Shenzhen as well as selected second and third tier cities such as Wuxi, Wuhan and Chengdu, to tap the growth in domestic consumption. FCL plans to increase its exposure in Australia through development of a broader range of residential products as well as mixed-use urban regeneration projects. FCL also seeks to increase its exposure in Thailand, Malaysia and Vietnam. In Thailand, FCL envisages tapping the domestic market access and insight of TCC Group to identify and develop suitable projects in various property segments.

3.2.2 **Balanced asset portfolio across property segments**: FCL will avoid undue reliance on any specific property segment by maintaining a balanced asset portfolio in residential land bank, retail malls, office and business space, and hospitality properties. FCL will also diversify its revenues and operating profits across the aforesaid segments. FCL intends to maintain a good level of contribution from retail malls, office and business space, and hospitality properties to balance off the relatively more volatile nature of residential development earnings. In FY 2012, the composition of FCL revenues and operating profits was as follows:



3.3 Optimizing Capital Productivity through REIT Platforms and Active Asset Management Initiatives

In the course of expanding its global footprint, FCL will seek to optimize capital productivity through several means:

3.3.1 FCL will maintain significant discipline in turning around its landbank acquisitions. In Singapore, the gestation period (time from land acquisition to sales launch) for its residential development projects can be as short as 7 months. Overseas, the gestation periods can be longer due to differences in planning processes. However, its objective is to minimize the time taken to launch its projects as much as possible.

3.3.2 FCL will embark on redevelopment and/or asset enhancement initiatives to upgrade or re-position retail, office, business space and hospitality properties that FCL currently owns, with a view to improve tenant mix, customer traffic and/or rental rates. Asset enhancement initiatives undertaken at Anchorpoint, Northpoint and Causeway Point malls, have contributed to a net value creation of about $165 million based on increase in the respective mall's net property income over assumed capitalisation rates.

3.3.3 In line with FCL's asset light strategy, mature properties in the retail, office and business space segments that are producing stable rental yields can be divested to Frasers Centrepoint Trust and Frasers Commercial Trust to recycle capital for new investments and acquisitions which can deliver attractive returns on capital employed. FCL is also exploring the extension of its asset light strategy to its portfolio of hospitality assets through the setting up of a Hospitality REIT.

3.3.4 As FCL grows the number of units in its serviced residence business, FCL will, as far as practicable, seek to enter into management contracts with property owners with a view to earning management fees without a commensurately large capital outlay to build or acquire buildings. As at 30 June 2013, 77% of its serviced residence units are under management, another 3% are leased and only 20% are owned. This asset-light approach has enabled us to establish a global network of 74 serviced residence properties in 39 cities without having to deploy excessive capital to build or own properties. The emphasis on management contracts has also enabled us to expand its network faster than FCL would otherwise have been able to, had FCL relied heavily on capital expenditure to buy or build serviced residences.

While FCL strives to optimize capital productivity through the above strategies, FCL may make selected investments and acquisitions of properties if FCL is of the view that the capital deployed can be justified in terms of synergy and/or future capital appreciation.

APPENDIX 4

PRO FORMA FINANCIAL STATEMENTS OF THE FCL GROUP

The pro forma financial statements of the FCL Group in this Appendix 4 is qualified in its entirety by, and is subject to, the more detailed information to be set out in the Introductory Document which will be issued subsequently. The information presented in this Appendix 4 is subject to change.

The financial statements of the FCL Group as set out in this Appendix 4 on a pro forma basis is not necessarily indicative of the actual or future performance of the FCL Group.

UNAUDITED PROFORMA PROFIT STATEMENTS for the nine months ended 30 June 2013 and year ended 30 September 2012

Note		1.10.2012 to 30.6.2013 $'000	1.10.2011 to 30.9.2012 $'000
	REVENUE	1,083,178	1,411,770
	Cost of Sales	(590,668)	(785,398)
	GROSS PROFIT	492,510	626,372
	Other (Losses)/Income	(2,296)	14,351
	Other Items of Expenses		
	Operation Costs	(105,709)	(132,188)
	Marketing Costs	(43,289)	(84,344)
	Administrative Costs	(65,860)	(93,005)
	TOTAL COSTS AND EXPENSES	(214,858)	(309,537)
	TRADING PROFIT	275,356	331,186
	Share of Results of Associates	45,420	58,475
	Investment Income	-	493
	PROFIT BEFORE INTEREST, FAIR VALUE CHANGE, TAXATION AND EXCEPTIONAL ITEMS	320,776	390,154
	Interest Income	13,069	20,242
	Interest Expense	(50,022)	(65,510)
	Net Interest Costs	(36,953)	(45,268)
	PROFIT BEFORE FAIR VALUE CHANGE, TAXATION AND EXCEPTIONAL ITEMS	283,823	344,886
	FRS40 Fair Value Changes	236,823	336,923
	PROFIT BEFORE TAXATION AND EXCEPTIONAL ITEMS	520,646	681,809
	Exceptional Items	39,239	54,087
	PROFIT BEFORE TAXATION	559,885	735,896
	Taxation	(58,602)	(91,924)
	PROFIT FOR THE PERIOD/YEAR	501,283	643,972
	ATTRIBUTABLE TO: -		
	Shareholder of the Company		
	- before fair value change and exceptional items	228,714	268,758
	- fair value change	235,904	336,306
	- exceptional items	39,793	53,193
		504,411	658,257
	Non-controlling Interests	(3,128)	(14,285)
	PROFIT FOR THE PERIOD/YEAR	501,283	643,972
3	**EARNINGS PER SHARE**		
	Basic and Diluted		
	- before fair value change on investment properties and exceptional items	7.9¢	9.3¢
	- after fair value change on investment properties and exceptional items	17.4¢	22.8¢

The accompanying Notes form an integral part of the Unaudited Proforma Financial Statements.

FRASERS CENTREPOINT LIMITED AND SUBSIDIARIES

UNAUDITED PROFORMA STATEMENTS OF COMPREHENSIVE INCOME for the nine months ended 30 June 2013 and year ended 30 September 2012

	1.10.2012 to 30.6.2013 $'000	1.10.2011 to 30.9.2012 $'000
PROFIT FOR THE PERIOD/YEAR	501,283	643,972
OTHER COMPREHENSIVE INCOME, NET OF TAX		
Items that will not be reclassified to profit or loss:		
Fair value change of cash flow hedges	5,387	5,256
Share of associates' fair value change of cash flow hedges	735	-
	6,122	5,256
Items that will be reclassified to profit or loss:		
(Realisation upon disposal)/fair value change of available-for-sale financial assets	(34,900)	34,900
Foreign currency translation reserve:		
- Exchange difference on consolidation	(17,099)	(27,752)
Share of other comprehensive income of associates	(11,266)	158
Realisation of reserves upon change in control:		
- Step-up acquisition of subsidiary	-	12,833
- Disposal of subsidiaries	-	19,711
	(63,265)	39,850
Other comprehensive income for the period/year, net of tax	(57,143)	45,106
TOTAL COMPREHENSIVE INCOME FOR THE PERIOD/YEAR	444,140	689,078
ATTRIBUTABLE TO:-		
Shareholder of the Company	454,274	705,727
Non-controlling Interests	(10,134)	(16,649)
TOTAL COMPREHENSIVE INCOME FOR THE PERIOD/YEAR	444,140	689,078

The accompanying Notes form an integral part of the Unaudited Proforma Financial Statements.

FRASERS CENTREPOINT LIMITED AND SUBSIDIARIES

UNAUDITED PROFORMA BALANCE SHEETS as at 30 June 2013 and 30 September 2012

Note		30.6.2013 $'000	30.9.2012 $'000
	NON-CURRENT ASSETS		
	Investment Properties	3,026,623	2,821,434
	Fixed Assets	31,113	33,337
	Investments in Associates	1,038,558	1,223,506
	Financial Assets	2,163	2,166
	Other Assets	106,902	107,234
	Other Receivables	166,214	89,708
	Deferred Tax Assets	2,937	2,937
		4,374,510	4,280,322
	CURRENT ASSETS		
	Inventory, at cost	3,764	4,175
	Properties Held for Sale	4,888,179	4,471,239
	Trade and Other Receivables	263,285	327,697
	Prepayments	26,205	7,127
	Financial Assets	-	60,350
	Derivative Financial Instruments	6,940	-
4	Cash and Cash Equivalents	981,152	1,206,314
		6,169,525	6,076,902
	TOTAL ASSETS	10,544,035	10,357,224
	CURRENT LIABILITIES		
	Trade and Other Payables	1,290,403	1,022,457
	Provision for Taxation	101,504	127,161
	Derivative Financial Instruments	5,624	10,858
	Loans and Borrowings	829,635	804,885
		2,227,166	1,965,361
	NET CURRENT ASSETS	3,942,359	4,111,541
		8,316,869	8,391,863
	NON-CURRENT LIABILITIES		
	Loans and Borrowings	2,276,012	2,647,763
	Other Payables	24,122	21,715
	Derivative Financial Instruments	2,781	4,732
	Deferred Tax Liabilities	109,439	91,984
		2,412,354	2,766,194
	TOTAL LIABILITIES	4,639,520	4,731,555
	NET ASSET	5,904,515	5,625,669
	EQUITY ATTRIBUTABLE TO SHAREHOLDER OF THE COMPANY		
	Share Capital	1,753,977	1,753,977
	Retained Earnings	4,129,898	3,791,081
	Other Reserves	7,032	57,169
		5,890,907	5,602,227
	Non-controlling Interests	13,608	23,442
	TOTAL EQUITY	5,904,515	5,625,669
	NET ASSET VALUE PER ORDINARY SHARE	$2.04	$1.94

The accompanying Notes form an integral part of the Unaudited Proforma Financial Statements.

FRASERS CENTREPOINT LIMITED AND SUBSIDIARIES

UNAUDITED PROFORMA STATEMENTS OF CHANGES IN EQUITY for the nine months ended 30 June 2013 and year ended 30 September 2012

		Attributable to owners of the Company									
	Equity, Total $'000	Equity attributable to owners of the Company, Total $'000	Share Capital $'000	Retained Earnings $'000	Other Reserves, Total $'000	Hedging Reserve $'000	Fair Value Adjustment Reserve $'000	Foreign Currency Translation Reserve $'000	Statutory Reserve $'000	Other Reserve $'000	Non-controlling Interests $'000
30 June 2013											
Opening balance at 1 October 2012, as previously reported	4,946,214	4,922,772	1,083,977	3,781,626	57,169	(6,042)	35,136	29,920	303	(2,148)	23,442
Effects of adopting FRS 12	9,455	9,455	-	9,455	-	-	-	-	-	-	-
Opening balance at 1 October 2012, as restated	4,955,669	4,932,227	1,083,977	3,791,081	57,169	(6,042)	35,136	29,920	303	(2,148)	23,442
Profit for the period	501,283	504,411	-	504,411	-	-	-	-	-	-	(3,128)
Other comprehensive income											
Net fair value change of cash flow hedges	5,387	5,198	-	-	5,198	5,198	-	-	-	-	189
Foreign currency translation	(17,099)	(9,904)	-	-	(9,904)	-	-	(9,904)	-	-	(7,195)
Realisation upon disposal of available-for-sale financial assets	(34,900)	(34,900)	-	-	(34,900)	-	(34,900)	-	-	-	-
Share of other comprehensive income of associates	(10,531)	(10,531)	-	-	(10,531)	735	134	(11,512)	112	-	-
Other comprehensive income for the period	(57,143)	(50,137)	-	-	(50,137)	5,933	(34,766)	(21,416)	112	-	(7,006)
Total comprehensive income for the period	444,140	454,274	-	504,411	(50,137)	5,933	(34,766)	(21,416)	112	-	(10,134)
Contributions by and distributions to owners											
Dividends	(150,000)	(150,000)	-	(150,000)	-	-	-	-	-	-	-
Redemption of preference shares	(330,000)	(330,000)	(330,000)	-	-	-	-	-	-	-	-
Issue of new ordinary shares	1,000,000	1,000,000	1,000,000	-	-	-	-	-	-	-	-
Total contributions by and distributions to owners	520,000	520,000	670,000	(150,000)	-	-	-	-	-	-	-
Changes in ownership interests in subsidiaries and associates											
Shares issued to non-controlling interests	300	-	-	-	-	-	-	-	-	-	300
Total changes in ownership interests in subsidiaries and associates	300	-	-	-	-	-	-	-	-	-	300
Total transactions with owners in their capacity as owners	520,300	520,000	670,000	(150,000)	-	-	-	-	-	-	300
Closing balance at 30 June 2013	5,920,109	5,906,501	1,753,977	4,145,492	7,032	(109)	370	8,504	415	(2,148)	13,608

The accompanying Notes form an integral part of the Unaudited Proforma Financial Statements.

FRASERS CENTREPOINT LIMITED AND SUBSIDIARIES

UNAUDITED PROFORMA STATEMENTS OF CHANGES IN EQUITY for the nine months ended 30 June 2013 and year ended 30 September 2012 (cont'd)

	Equity, Total $'000	Equity attributable to owners of the Company, Total $'000	Share Capital $'000	Retained Earnings $'000	Other Reserves, Total $'000	Hedging Reserve $'000	Fair Value Adjustment Reserve $'000	Share-based Compensation Reserve $'000	Foreign Currency Translation Reserve $'000	Statutory Reserve $'000	Other Reserve $'000	Non-controlling Interests $'000
		Attributable to owners of the Company										
30 September 2012												
Opening balance at 1 October 2011, as previously reported	4,606,593	4,384,277	1,083,977	3,290,746	9,554	(11,473)	(214)	1,012	21,128	1,268	(2,167)	222,316
Effects of adopting FRS 12	8,111	8,111	-	8,111	-	-	-	-	-	-	-	-
Opening balance at 1 October 2011, as restated	4,614,704	4,392,388	1,083,977	3,298,857	9,554	(11,473)	(214)	1,012	21,128	1,268	(2,167)	222,316
Profit for the year	643,972	658,257	-	658,257	-	-	-	-	-	-	-	(14,285)
Other comprehensive income												
Net fair value change of cash flow hedges	5,256	5,745	-	-	5,745	5,745	-	-	-	-	-	(489)
Foreign currency translation	(27,752)	(25,877)	-	-	(25,877)	-	-	-	(25,877)	-	-	(1,875)
Fair value change of available-for-sale financial assets	34,900	34,900	-	-	34,900	-	34,900	-	-	-	-	-
Share of other comprehensive income of associates	158	158	-	-	158	-	450	-	223	(534)	19	-
Realisation of reserves upon change in control:												
- Step-up acquisition of subsidiary	12,833	12,833	-	-	12,833	-	-	-	12,833	-	-	-
- Disposal of subsidiaries	19,711	19,711	-	-	19,711	(314)	-	(1,157)	21,613	(431)	-	-
Other comprehensive income for the year	45,106	47,470	-	-	47,470	5,431	35,350	(1,157)	8,792	(965)	19	(2,364)
Total comprehensive income for the year	689,078	705,727	-	658,257	47,470	5,431	35,350	(1,157)	8,792	(965)	19	(16,649)
Contributions by and distributions to owners												
Net change in share-based compensation reserve	257	145	-	-	145	-	-	145	-	-	-	112
Fair value of restricted share plan	(1,039)	(1,039)	-	(1,039)	-	-	-	-	-	-	-	-
Redemption of preference shares	(330,000)	(330,000)	(330,000)	-	-	-	-	-	-	-	-	-
Issue of new ordinary shares	1,000,000	1,000,000	1,000,000	-	-	-	-	-	-	-	-	-
Dividends	(152,434)	(150,000)	-	(150,000)	-	-	-	-	-	-	-	(2,434)
Total contributions by and distributions to owners	516,784	519,106	670,000	(151,039)	145	-	-	145	-	-	-	(2,322)
Changes in ownership interests in subsidiaries and associates												
Disposal of subsidiaries	(191,455)	-	-	-	-	-	-	-	-	-	-	(191,455)
Shares issued to non-controlling interests	11,552	-	-	-	-	-	-	-	-	-	-	11,552
Total changes in ownership interests in subsidiaries and associates	(179,903)	-	-	-	-	-	-	-	-	-	-	(179,903)
Total transactions with owners in their capacity as owners	336,881	519,106	670,000	(151,039)	145	-	-	145	-	-	-	(182,225)
Closing balance at 30 September 2012	5,640,663	5,617,221	1,753,977	3,806,075	57,169	(6,042)	35,136	-	29,920	303	(2,148)	23,442

The accompanying Notes form an integral part of the Unaudited Proforma Financial Statements.

FRASERS CENTREPOINT LIMITED AND SUBSIDIARIES

UNAUDITED PROFORMA CASH FLOW STATEMENTS for the nine months ended 30 June 2013 and year ended 30 September 2012

	1.10.2012 to 30.6.2013 $'000	1.10.2011 to 30.9.2012 $'000
CASH FLOW FROM OPERATING ACTIVITIES		
Profit before taxation and exceptional items	520,646	681,809
Adjustments for:		
Development profit	(201,916)	(281,936)
Allowance for foreseeable losses and impairment for properties held for sale	8,767	34,752
FRS 40 fair value changes	(236,823)	(336,923)
Depreciation of fixed assets	5,709	7,310
Net loss on disposal of fixed assets	295	564
Amortisation of intangible assets	374	498
Share of results of associates	(45,420)	(58,475)
Dividend income from available-for-sale financial assets	-	(493)
Mark-to-market gains on derivatives	(3,085)	4,507
Interest expense	50,022	65,510
Interest income	(13,069)	(20,242)
Provision for share-based compensation	-	257
Exchange difference	25,323	3,222
Operating cash flow before working capital changes	110,823	100,360
Progress payments received from sale of residential units	897,701	1,467,107
Development expenditure - properties held for sale	(749,360)	(1,008,254)
Payment of land premium	(150,180)	(366,686)
Change in prepaid project costs	(11,641)	60,578
Change in rental deposits	(172)	4,803
Change in inventory	411	(849)
Change in trade and other receivables	(39,112)	25,452
Change in trade and other payables	36,782	74,579
Change in joint venture and associates' balances	8,354	(288)
Change in related company balances	(75,623)	(723,927)
Cash generated from/(used in) operations	27,983	(367,125)
Interest expense paid	(65,416)	(73,269)
Interest income received	19,291	23,321
Income taxes paid	(67,841)	(140,892)
Net cash used in operating activities	(85,983)	(557,965)
CASH FLOW FROM INVESTING ACTIVITIES		
Purchase of available-for-sale financial assets	-	(2)
Proceeds from disposal of available-for-sale financial assets	60,710	703
Proceeds from disposal of fixed assets	5	280
Development expenditure - investment properties under construction	(6,988)	(53,232)
Purchase of fixed assets	(3,443)	(10,969)
Additions of investment properties	(33,489)	(31,357)
Purchase of intangible assets	(42)	-
Investment in associates	(32,249)	(15,565)
Redemption of Series A CPPUs	306,158	-
(Repayment of)/loans to joint ventures and associates	(71,597)	9,607
Acquisition of subsidiaries, net of cash acquired	-	(129,040)
Disposal of subsidiaries, net of cash disposed of	-	55,946
Acquisition of joint venture, net of cash acquired	-	(28,558)
Dividend income from available-for-sale financial assets	-	493
Dividend income from associates	47,332	59,742
Net cash generated from/(used in) investing activities	266,397	(141,952)

The accompanying Notes form an integral part of the Unaudited Proforma Financial Statements.

UNAUDITED PROFORMA CASH FLOW STATEMENTS for the nine months ended 30 June 2013 and year ended 30 September 2012 (cont'd)

	1.10.2012 to 30.6.2013 $'000	1.10.2011 to 30.9.2012 $'000
CASH FLOW FROM FINANCING ACTIVITIES		
Proceeds from issue of new shares by subsidiary to non-controlling interests	300	11,552
Proceeds from bank loans drawn down	1,778,210	2,543,709
Repayment of bank loans	(242,273)	(234,925)
Repayment of long-term loans to a related company	(2,456,962)	(1,901,188)
Payment of dividends to shareholders	(150,000)	(152,434)
Redemption of preference shares	(330,000)	(330,000)
Issue of new ordinary shares	1,000,000	1,000,000
Net cash (used in)/generated from financing activities	(400,725)	936,714
Net change in cash and cash equivalents	(220,311)	236,797
Cash and cash equivalents at beginning of period/year	1,201,005	968,249
Cash and cash equivalents at end of period/year (Note 4)	980,694	1,205,046

The accompanying Notes form an integral part of the Unaudited Proforma Financial Statements.

The unaudited proforma financial information should be read in conjunction with the audited financial statements of Frasers Centrepoint Limited (the "Company") and its subsidiaries (the "FCL Group") for the financial years ended 30 September 2012 and the interim financial statements of the FCL Group for the nine months ended 30 June 2013 which will be set out in the Introductory Document.

1. BACKGROUND AND BASIS OF PREPARATION

Introduction

The unaudited proforma financial statements, comprising the unaudited proforma balance sheets of the FCL Group as at 30 June 2013 and 30 September 2012, the unaudited proforma profit statements, unaudited proforma statements of comprehensive income, unaudited proforma statements of changes in equity and the unaudited proforma statements of cash flows of the FCL Group for the nine months ended 30 June 2013 and for the financial year ended 30 September 2012 and the notes thereon, have been prepared for inclusion in the Introductory Document of Frasers Centrepoint Limited in connection with the listing of the ordinary shares of the Company.

The Company was incorporated in the Republic of Singapore and has its registered office at 438 Alexandra Road #21-00 Alexandra Point Singapore 119958. The principal activities of the Company and its subsidiaries are those of investment holding, property investment and development, operation of serviced apartments and management services.

The Corporate Restructuring

Immediately prior to the Listing, the Company will redeem all the redeemable preference shares currently held by F&N in FCL for an aggregate amount of $330,000,000.

F&N and F&N Treasury Pte Ltd, a wholly-owned subsidiary of F&N, have, from time to time, extended loans to the FCL Group ("Intercompany Loan") for various purposes. Immediately prior to the Listing, $670,000,000 of the Intercompany Loans will be repaid with equity injected by F&N pursuant to the Capitalisation (see defined below), while the remaining of the Intercompany Loans will be repaid by drawing down on credit facilities.

Immediately prior to the Listing, F&N will subscribe for up to 2,139,140,708 new FCL Shares (the "**Capitalisation**") for a total subscription amount of $1,000,000,000.

These changes are assumed to have occurred on:

(a) 1 October 2011 for the purposes of the financial information covering the period to 30 September 2012 and for the nine months to 30 June 2013; and
(b) the balance sheet date for the purposes of the balance sheets as at 30 September 2012 and 30 June 2013.

The unaudited proforma financial statements have been prepared for illustrative purposes only, and because of their nature, may not give a true picture of the actual financial position, results of operations and cash flows of the FCL Group.

1. BACKGROUND AND BASIS OF PREPARATION (cont'd)

Basis of preparation of unaudited proforma financial statements

The unaudited proforma financial statements have been prepared for illustrative purposes only and are prepared based on:

(a) the audited financial statements of the FCL Group for the financial year ended 30 September 2012; and

(b) the audited interim financial statements of the FCL Group for the nine months ended 30 June 2013;

which were prepared in accordance with the Singapore Financial Reporting Standards and were audited by Ernst & Young LLP Singapore, Public Accountants and Chartered Accountants.

The auditor's reports on the above financial statements were not subject to any qualifications, modifications or disclaimers.

The following key adjustments and assumptions were made for each of the periods presented :

(1) The Company will redeem all its redeemable preference shares currently held by F&N in the Company for an aggregate amount of $330,000,000.

(2) $670,000,000 of the aggregated Intercompany Loans from F&N and F&N Treasury Pte Ltd, a wholly-owned subsidiary of F&N, will be repaid with equity injected by F&N pursuant to the Capitalisation, while the remaining of the Intercompany Loans will be repaid by drawing down on credit facilities.

(3) F&N will subscribe for up to 2,139,140,708 new Ordinary Shares in the Company for a total subscription amount of $1,000,000,000.

2. PROFORMA ADJUSTMENTS (cont'd)

Unaudited Proforma Profit Statements for the nine months ended 30 June 2013 and year ended 30 September 2012

The following adjustments have been made in arriving at the Unaudited Proforma Profit Statements for the nine months ended 30 June 2013 and year ended 30 September 2012:

	Historical consolidated profit statement	Group Proforma Adjustments (i)	Unaudited proforma profit statement
	$'000	$'000	$'000
Nine months ended 30 June 2013			
REVENUE	1,083,178	-	1,083,178
Cost of Sales	(590,668)	-	(590,668)
GROSS PROFIT	492,510	-	492,510
Other Losses	(2,296)	-	(2,296)
Other Items of Expenses			
Operation Costs	(105,709)	-	(105,709)
Marketing Costs	(43,289)	-	(43,289)
Administrative Costs	(65,860)	-	(65,860)
	(214,858)	-	(214,858)
TOTAL COSTS AND EXPENSES	(214,858)	-	(214,858)
TRADING PROFIT	275,356	-	275,356
Share of Results of Associates	45,420	-	45,420
PROFIT BEFORE INTEREST, FAIR VALUE CHANGE, TAXATION AND EXCEPTIONAL ITEMS	320,776	-	320,776
Interest Income	13,069	-	13,069
Interest Expense	(65,616)	15,594	(50,022)
Net Interest Costs	(52,547)	15,594	(36,953)
PROFIT BEFORE FAIR VALUE CHANGE, TAXATION AND EXCEPTIONAL ITEMS	268,229	15,594	283,823
FRS 40 Fair Value Changes	236,823	-	236,823
PROFIT BEFORE TAXATION AND EXCEPTIONAL ITEMS	505,052	15,594	520,646
Exceptional Items	39,239	-	39,239
PROFIT BEFORE TAXATION	544,291	15,594	559,885
Taxation	(58,602)	-	(58,602)
PROFIT FOR THE PERIOD	485,689	15,594	501,283
ATTRIBUTABLE TO:-			
Shareholder of the Company			
- before fair value change and exceptional items	213,120	15,594	228,714
- fair value change	235,904	-	235,904
- exceptional items	39,793	-	39,793
	488,817	15,594	504,411
Non-controlling Interests	(3,128)	-	(3,128)
PROFIT FOR THE PERIOD	485,689	15,594	501,283

Note to the Proforma Adjustments to Profit Statement for the nine months ended 30 June 2013:

(i) Being adjustment to interest costs on the repayment of $670,000,000 Intercompany Loan.

NOTES TO THE UNAUDITED PROFORMA FINANCIAL STATEMENTS for the nine months ended 30 June 2013 and year ended 30 September 2012

2. PROFORMA ADJUSTMENTS (cont'd)

	Historical consolidated profit statement	Group Proforma Adjustments (i)	Unaudited proforma profit statement
	$'000	$'000	$'000
Year ended 30 September 2012			
REVENUE	1,411,770	-	1,411,770
Cost of Sales	(785,398)	-	(785,398)
			-
GROSS PROFIT	626,372	-	626,372
Other Income	14,351	-	14,351
Other Items of Expenses			
Operation Costs	(132,188)	-	(132,188)
Marketing Costs	(84,344)	-	(84,344)
Administrative Costs	(93,005)	-	(93,005)
TOTAL COSTS AND EXPENSES	(309,537)	-	(309,537)
TRADING PROFIT	331,186	-	331,186
Share of Results of Associates	58,475	-	58,475
Investment Income	493	-	493
PROFIT BEFORE INTEREST, FAIR VALUE CHANGE, TAXATION AND EXCEPTIONAL ITEMS	390,154	-	390,154
Interest Income	20,242	-	20,242
Interest Expense	(80,504)	14,994	(65,510)
			-
Net Interest Costs	(60,262)	14,994	(45,268)
PROFIT BEFORE FAIR VALUE CHANGE, TAXATION AND EXCEPTIONAL ITEMS	329,892	14,994	344,886
FRS 40 Fair Value Changes	336,923	-	336,923
PROFIT BEFORE TAXATION AND EXCEPTIONAL ITEMS	666,815	14,994	681,809
Exceptional Items	54,087	-	54,087
PROFIT BEFORE TAXATION	720,902	14,994	735,896
Taxation	(91,924)	-	(91,924)
PROFIT FOR THE YEAR	628,978	14,994	643,972
ATTRIBUTABLE TO:-			
Shareholder of the Company			
- before fair value change and exceptional items	253,764	14,994	268,758
- fair value change	336,306	-	336,306
- exceptional items	53,193	-	53,193
	643,263	14,994	658,257
Non-controlling Interests	(14,285)	-	(14,285)
PROFIT FOR THE YEAR	628,978	14,994	643,972

2. PROFORMA ADJUSTMENTS (cont'd)

Note to the Proforma Adjustments to Profit Statement for the year ended 30 September 2012:

(i) Being adjustment to interest costs on the repayment of $670,000,000 Intercompany Loan.

2. PROFORMA ADJUSTMENTS (cont'd)

Unaudited Proforma Statements of Comprehensive Income for the nine months ended 30 June 2013 and year ended 30 September 2012

The following adjustments have been made in arriving at the Unaudited Proforma Statements of Comprehensive Income for the nine months ended 30 June 2013 and year ended 30 September 2012:

	Historical consolidated statement of comprehensive income $'000	Group Proforma Adjustments (i) $'000	Unaudited proforma statement of comprehensive income $'000
Nine months ended 30 June 2013			
PROFIT FOR THE PERIOD	485,689	15,594	501,283
OTHER COMPREHENSIVE INCOME, NET OF TAX			
Items that will not be reclassified to profit or loss:			
Fair value change of cash flow hedges	5,387	-	5,387
Share of associates' fair value change of cash flow hedges	735	-	735
	6,122	-	6,122
Items that will be reclassified to profit or loss:			
Realisation upon disposal of available-for-sale financial assets	(34,900)	-	(34,900)
Foreign currency translation reserve:			
- Exchange difference on consolidation	(17,099)	-	(17,099)
Share of other comprehensive income of associates	(11,266)	-	(11,266)
	(63,265)	-	(63,265)
Other comprehensive income for the period, net of tax	(57,143)	-	(57,143)
TOTAL COMPREHENSIVE INCOME FOR THE PERIOD	428,546	15,594	444,140
ATTRIBUTABLE TO:-			
Shareholder of the Company	438,680	15,594	454,274
Non-controlling Interests	(10,134)	-	(10,134)
TOTAL COMPREHENSIVE INCOME FOR THE PERIOD	428,546	15,594	444,140

Note to the Proforma Adjustments to Statement of Comprehensive Income for the nine months ended 30 June 2013:

(i) Being adjustment to interest costs on the repayment of $670,000,000 Intercompany Loan.

2. PROFORMA ADJUSTMENTS (cont'd)

	Historical consolidated statement of comprehensive income $'000	Group Proforma Adjustments (i) $'000	Unaudited proforma statement of comprehensive income $'000
Year ended 30 September 2012			
PROFIT FOR THE YEAR	628,978	14,994	643,972
OTHER COMPREHENSIVE INCOME, NET OF TAX			
Items that will not be reclassified to profit or loss:			
Fair value change of cash flow hedges	5,256	-	5,256
Items that will be reclassified to profit or loss:			
Fair value change of available-for-sale financial assets	34,900	-	34,900
Foreign currency translation reserve:			
- Exchange difference on consolidation	(27,752)	-	(27,752)
Share of other comprehensive income of associates	158	-	158
Realisation of reserves upon change in control:			
- Step-up acquisition of subsidiary	12,833	-	12,833
- Disposal of subsidiaries	19,711	-	19,711
	39,850	-	39,850
Other comprehensive income for the year, net of tax	45,106	-	45,106
TOTAL COMPREHENSIVE INCOME FOR THE YEAR	674,084	14,994	689,078
ATTRIBUTABLE TO:-			
Shareholder of the Company	690,733	14,994	705,727
Non-controlling Interests	(16,649)	-	(16,649)
TOTAL COMPREHENSIVE INCOME FOR THE YEAR	674,084	14,994	689,078

Note to the Proforma Adjustments to Statement of Comprehensive Income for the year ended 30 September 2012:

(i) Being adjustment to interest costs on the repayment of $670,000,000 Intercompany Loan.

2. PROFORMA ADJUSTMENTS (cont'd)

Unaudited Proforma Balance Sheets as at 30 June 2013 and as 30 September 2012

The following adjustments have been made in arriving at the Unaudited Proforma Balance Sheets as at 30 June 2013 and 30 September 2012:

	Historical consolidated balance sheet	Group Proforma Adjustments (i)	(ii)	Unaudited proforma balance sheet
	$'000	$'000	$'000	$'000
30 June 2013				
NON-CURRENT ASSETS				
Investment Properties	3,026,623	-	-	3,026,623
Fixed Assets	31,113	-	-	31,113
Investments in Associates	1,038,558			1,038,558
Financial Assets	2,163	-	-	2,163
Other Assets	106,902	-	-	106,902
Other Receivables	166,214	-	-	166,214
Deferred Tax Assets	2,937	-	-	2,937
	4,374,510	-	-	4,374,510
CURRENT ASSETS				
Inventory, at cost	3,764	-	-	3,764
Properties Held for Sale	4,888,179	-	-	4,888,179
Trade and Other Receivables	263,285	-	-	263,285
Prepayments	26,205	-	-	26,205
Derivative Financial Instruments	6,940	-	-	6,940
Cash and Cash Equivalents	981,152	-	-	981,152
	6,169,525	-	-	6,169,525
TOTAL ASSETS	10,544,035	-	-	10,544,035
CURRENT LIABILITIES				
Trade and Other Payables	1,854,329	-	(563,926)	1,290,403
Provision for Taxation	101,504	-	-	101,504
Derivative Financial Instruments	5,624	-	-	5,624
Loans and Borrowings	265,709	-	563,926	829,635
	2,227,166	-	-	2,227,166
NET CURRENT ASSETS	3,942,359	-	-	3,942,359
	8,316,869	-	-	8,316,869
NON-CURRENT LIABILITIES				
Loans and Borrowings	1,586,669	-	689,343	2,276,012
Other Payables	1,383,465	(670,000)	(689,343)	24,122
Derivative Financial Instruments	2,781	-	-	2,781
Deferred Tax Liabilities	109,439	-	-	109,439
	3,082,354	(670,000)	-	2,412,354
TOTAL LIABILITIES	5,309,520	(670,000)	-	4,639,520
NET ASSETS	5,234,515	670,000	-	5,904,515
EQUITY ATTRIBUTABLE TO SHAREHOLDER OF THE COMPANY				
Share Capital	1,083,977	670,000	-	1,753,977
Retained Earnings	4,129,898	-	-	4,129,898
Other Reserves	7,032	-	-	7,032
	5,220,907	670,000	-	5,890,907
Non-controlling Interests	13,608	-	-	13,608
TOTAL EQUITY	5,234,515	670,000	-	5,904,515

2. PROFORMA ADJUSTMENTS (cont'd)

Notes to the Proforma Adjustments to Balance Sheet as at 30 June 2013:

(i) Being adjustments to effect a) the redemption of all its Redeemable Preference Shares for $330,000,000, b) F&N subscription of new Ordinary Shares in the Company for $1,000,000,000, and c) the repayment of $670,000,000 Intercompany Loans with equity injected by F&N.

(ii) Being adjustment to effect the repayment of remaining Intercompany Loans of $1,253,269,000 by drawing down on credit facilities.

	Historical consolidated balance sheet	Group Proforma Adjustments		Unaudited proforma balance sheet
		(i)	(ii)	
	$'000	$'000	$'000	$'000
30 September 2012				
NON-CURRENT ASSETS				
Investment Properties	2,821,434	-	-	2,821,434
Fixed Assets	33,337	-	-	33,337
Investments in Associates	1,223,506	-	-	1,223,506
Financial Assets	2,166	-	-	2,166
Other Assets	107,234	-	-	107,234
Other Receivables	89,708	-	-	89,708
Deferred Tax Assets	2,937	-	-	2,937
	4,280,322	-	-	4,280,322
CURRENT ASSETS				
Inventory, at cost	4,175	-	-	4,175
Properties Held for Sale	4,471,239	-	-	4,471,239
Trade and Other Receivables	327,697	-	-	327,697
Prepayments	7,127	-	-	7,127
Financial Assets	60,350	-	-	60,350
Cash and Cash Equivalents	1,206,314	-	-	1,206,314
	6,076,902	-	-	6,076,902
TOTAL ASSETS	10,357,224	-	-	10,357,224
CURRENT LIABILITIES				
Trade and Other Payables	1,659,544	-	(637,087)	1,022,457
Provision for Taxation	127,161	-	-	127,161
Derivative Financial Instruments	10,858	-	-	10,858
Loans and Borrowings	167,798	-	637,087	804,885
	1,965,361	-	-	1,965,361
NET CURRENT ASSETS	4,111,541	-	-	4,111,541
	8,391,863	-	-	8,391,863
NON-CURRENT LIABILITIES				
Loans and Borrowings	1,424,727	-	1,223,036	2,647,763
Other Payables	1,914,751	(670,000)	(1,223,036)	21,715
Derivative Financial Instruments	4,732	-	-	4,732
Deferred Income	-	-	-	-
Deferred Tax Liabilities	91,984	-	-	91,984
	3,436,194	(670,000)	-	2,766,194
TOTAL LIABILITIES	5,401,555	(670,000)	-	4,731,555
NET ASSETS	4,955,669	670,000	-	5,625,669
EQUITY ATTRIBUTABLE TO SHAREHOLDER OF THE COMPANY				
Share Capital	1,083,977	670,000	-	1,753,977
Retained Earnings	3,791,081	-	-	3,791,081
Other Reserves	57,169	-	-	57,169
	4,932,227	670,000	-	5,602,227
Non-controlling Interests	23,442	-	-	23,442
TOTAL EQUITY	4,955,669	670,000	-	5,625,669

2. PROFORMA ADJUSTMENTS (cont'd)

Notes to the Proforma Adjustments to Balance Sheet as at 30 September 2012:

(i) Being adjustments to effect a) the redemption of all its Redeemable Preference Shares for $330,000,000, b) F&N subscription of new Ordinary Shares in the Company for $1,000,000,000, and c) the repayment of $670,000,000 Intercompany Loans with equity injected by F&N.

(ii) Being adjustment to effect the repayment of remaining Intercompany Loans of $1,860,123,000 by drawing down on credit facilities.

2. PROFORMA ADJUSTMENTS (cont'd)

Unaudited Proforma Statements of Changes in Equity for the nine months ended 30 June 2013 and year ended 30 September 2012

The following Proforma Adjustments were made to the Statement of Changes in Equity for the year ended 30 September 2012 and for the nine months ended 30 June 2013:

	Historical consolidated statement of changes in equity $'000	Group Proforma Adjustments (i) $'000	Unaudited proforma statement of changes in equity $'000
Nine months ended 30 June 2013			
Opening balance at 1 October 2012, as previously reported	4,946,214	-	4,946,214
Effects of adopting FRS 12	9,455	-	9,455
Opening balance at 1 October 2012, as restated	4,955,669	-	4,955,669
Profit for the period	485,689	15,594	501,283
Other compehensive income			
Net fair value change of cash flow hedges	5,387	-	5,387
Foreign currency translation	(17,099)	-	(17,099)
Realisation upon disposal of available-for-sale financial assets	(34,900)	-	(34,900)
Share of other comprehensive income of associates	(10,531)	-	(10,531)
Other comprehensive income for the period	(57,143)	-	(57,143)
Total comprehensive income for the period	428,546	15,594	444,140
Contributions by and distributions to owners			
Dividends	(150,000)	-	(150,000)
Redemption of preference shares	-	(330,000)	(330,000)
Issue of new ordinary shares	-	1,000,000	1,000,000
Total contributions by and distributions to owners	(150,000)	670,000	520,000
Changes in ownership interests in subsidiaries and associates			
Shares issued to non-controlling interests	300	-	300
Total changes in ownership interests in subsidiaries and associates	300	-	300
Total transactions with owners in their capacity as owners	(149,700)	670,000	520,300
Closing balance at 30 June 2013	5,234,515	685,594	5,920,109

2. PROFORMA ADJUSTMENTS (cont'd)

Note to the Proforma Adjustments to Statement of Changes in Equity for the nine months ended 30 June 2013:

(i) Being (a) adjustments to Share Capital to effect i) the redemption of all its Redeemable Preference Shares for $330,000,000, and ii) F&N subscription of new Ordinary Shares in the Company for $1,000,000,000; and (b) being adjustment to Profit for the period on lower interest costs.

2. PROFORMA ADJUSTMENTS (cont'd)

	Historical consolidated statement of changes in equity $'000	Group Proforma Adjustments (i) $'000	Unaudited proforma statement of changes in equity $'000
Year ended 30 September 2012			
Opening balance at 1 October 2011, as previously reported	4,606,593	-	4,606,593
Effects of adopting FRS 12	8,111	-	8,111
Opening balance at 1 October 2011, as restated	4,614,704	-	4,614,704
Profit for the year	628,978	14,994	643,972
Other compehensive income			
Net fair value change of cash flow hedges	5,256	-	5,256
Foreign currency translation	(27,752)	-	(27,752)
Fair value change of available-for-sale financial assets	34,900	-	34,900
Share of other comprehensive income of associates	158	-	158
Realisation of reserves upon change in control			
- Step-up acquisition of subsidiary	12,833	-	12,833
- Disposal of subsidiaries	19,711	-	19,711
Other comprehensive income for the year	45,106	-	45,106
Total comprehensive income for the year	674,084	14,994	689,078
Contributions by and distributions to owners			
Net change in share-based compensation reserve	257	-	257
Fair value of restricted share plan	(1,039)	-	(1,039)
Dividends	(152,434)	-	(152,434)
Redemption of preference shares	-	(330,000)	(330,000)
Issue of new ordinary shares	-	1,000,000	1,000,000
Total contributions by and distributions to owners	(153,216)	670,000	516,784
Changes in ownership interests in subsidiaries and associates			
Disposal of subsidiaries	(191,455)	-	(191,455)
Shares issued to non-controlling interests	11,552	-	11,552
Total changes in ownership interests in subsidiaries and associates	(179,903)	-	(179,903)
Total transactions with owners in their capacity as owners	(333,119)	670,000	336,881
Closing balance at 30 September 2012	4,955,669	684,994	5,640,663

Note to the Proforma Adjustments to Statement of Changes in Equity for the year ended 30 September 2012:

(i) Being (a) adjustments to Share Capital to effect i) the redemption of all its Redeemable Preference Shares for $330,000,000, and ii) F&N subscription of new Ordinary Shares in the Company for $1,000,000,000; and (b) being adjustment to Profit for the Year on lower interest costs.

2. PROFORMA ADJUSTMENTS (cont'd)

Unaudited Proforma Statements of Cash Flows for the nine months ended 30 June 2013 and year ended 30 September 2012

The following adjustments have been made in arriving at the Unaudited Proforma Statements of Cash Flows for the nine months ended 30 June 2013 and year ended 30 September 2012:

Nine months ended 30 June 2013				
CASH FLOW FROM OPERATING ACTIVITIES				
Profit before taxation and exceptional items	505,052	15,594	-	520,646
Adjustments for:				
Development profit	(201,916)	-	-	(201,916)
Allowance for foreseeable losses and impairment for properties held for sale	8,767	-	-	8,767
FRS 40 Fair Value Changes	(236,823)	-	-	(236,823)
Depreciation of fixed assets	5,709	-	-	5,709
Net loss on disposal of fixed assets	295	-	-	295
Amortisation of intangible assets	374	-	-	374
Loss on disposal of financial assets	-	-	-	-
Share of results of associates	(45,420)	-	-	(45,420)
Mark-to-market gains on derivatives	(3,085)	-	-	(3,085)
Interest expense	65,616	(15,594)	-	50,022
Interest income	(13,069)	-	-	(13,069)
Exchange difference	25,323	-	-	25,323
Operating cash flow before working capital changes	110,823	-	-	110,823
Progress payments received from sale of residential units	897,701	-	-	897,701
Development expenditure - properties held for sale	(749,360)	-	-	(749,360)
Payment of land premium	(150,180)	-	-	(150,180)
Change in prepaid project costs	(11,641)	-	-	(11,641)
Change in rental deposits	(172)	-	-	(172)
Change in inventory	411	-	-	411
Change in trade and other receivables	(39,112)	-	-	(39,112)
Change in trade and other payables	36,782	-	-	36,782
Change in joint venture and associates' balances	8,354	-	-	8,354
Change in related company balances	(75,623)	-	-	(75,623)
Cash generated from operations	27,983	-	-	27,983
Interest expense paid	(65,416)	-	-	(65,416)
Interest income received	19,291	-	-	19,291
Income taxes paid	(67,841)	-	-	(67,841)
Net cash used in operating activities	(85,983)	-	-	(85,983)

2. PROFORMA ADJUSTMENTS (cont'd)

	Historical consolidated statement of cash flows	Group Proforma Adjustments		Unaudited proforma statement of cash flows
		(i)	(ii)	
	$'000	$'000	$'000	$'000
CASH FLOW FROM INVESTING ACTIVITIES				
Proceeds from disposal of available-for-sale financial assets	60,710	-	-	60,710
Proceeds from disposal of fixed assets	5	-	-	5
Development expenditure - investment properties under construction	(6,988)	-	-	(6,988)
Purchase of fixed assets	(3,443)	-	-	(3,443)
Additions of investment properties	(33,489)	-	-	(33,489)
Purchase of intangible assets	(42)	-	-	(42)
Investment in associates	(32,249)	-	-	(32,249)
Redemption of Series A CPPUs	306,158	-	-	306,158
Loans to joint ventures and associates	(71,597)	-	-	(71,597)
Dividend income from associates	47,332	-	-	47,332
Net cash generated from investing activities	266,397	-	-	266,397
CASH FLOW FROM FINANCING ACTIVITIES				
Proceeds from issue of new shares by subsidiary to non-controlling interests	300	-	-	300
Proceeds from bank loans drawn down	524,941	-	1,253,269	1,778,210
Repayment of bank loans	(242,273)	-	-	(242,273)
Repayment of long-term loans to a related company	(533,693)	(670,000)	(1,253,269)	(2,456,962)
Payment of dividends to shareholders	(150,000)	-	-	(150,000)
Redemption of preference shares	-	(330,000)	-	(330,000)
Issue of new ordinary shares	-	1,000,000	-	1,000,000
Net cash used in financing activities	(400,725)	-	-	(400,725)
Net change in cash and cash equivalents	(220,311)	-	-	(220,311)
Cash and cash equivalents at beginning of period	1,201,005	-	-	1,201,005
Cash and cash equivalents at end of period	980,694	-	-	980,694

2. PROFORMA ADJUSTMENTS (cont'd)

Notes to the Proforma Adjustments to Statement of Cash Flow for the nine months ended 30 June 2013:

(i) Being (a) adjustments to effect i) the redemption of all its Redeemable Preference Shares for $330,000,000, ii) F&N subscription of new Ordinary Shares in the Company for $1,000,000,000, and iii) the repayment of $670,000,000 Intercompany Loans with equity injected by F&N; and (b) being adjustment to Operating Cashflow on lower interest costs.

(ii) Being adjustment to effect the repayment of remaining Intercompany Loans of $1,253,269,000 by drawing down on credit facilities.

	Historical consolidated statement of cash flows	Group Proform Adjustments		Unaudited proforma statement of cash flows
		(i)	(ii)	
	$'000	$'000	$'000	$'000
Year ended 30 September 2012				
CASH FLOW FROM OPERATING ACTIVITIES				
Profit before taxation and exceptional items	666,815	14,994	-	681,809
Adjustments for:				
Development profit	(281,936)	-	-	(281,936)
Allowance for foreseeable losses and impairment for properties held for sale	34,752	-	-	34,752
Fair value change on investment properties	(265,228)	-	-	(265,228)
Share of associates' fair value change on investment properties	(71,695)	-	-	(71,695)
Depreciation of fixed assets	7,310	-	-	7,310
Net loss on disposal of fixed assets	564	-	-	564
Amortisation of intangible assets	498	-	-	498
Share of results of associates	(58,475)	-	-	(58,475)
Dividend income from available-for-sale financial assets	(493)	-	-	(493)
Mark-to-market gains on derivatives	4,507	-	-	4,507
Interest expense	80,504	(14,994)	-	65,510
Interest income	(20,242)	-	-	(20,242)
Provision for share-based compensation	257	-	-	257
Exchange difference	3,222	-	-	3,222
Operating cash flow before working capital changes	100,360	-	-	100,360
Progress payments received from sale of residential units	1,467,107	-	-	1,467,107
Development expenditure - properties held for sale	(1,008,254)	-	-	(1,008,254)
Payment of land premium	(366,686)	-	-	(366,686)
Change in prepaid project costs	60,578	-	-	60,578
Change in rental deposits	4,803	-	-	4,803
Change in inventory	(849)	-	-	(849)
Change in trade and other receivables	25,452	-	-	25,452
Change in trade and other payables	74,579	-	-	74,579
Change in joint venture and associates' balances	(288)	-	-	(288)
Change in related company balances	(723,927)	-	-	(723,927)
Cash used in operations	(367,125)	-	-	(367,125)
Interest expense paid	(73,269)	-	-	(73,269)
Interest income received	23,321	-	-	23,321
Income taxes paid	(140,892)	-	-	(140,892)
Net cash used in operating activities	(557,965)	-	-	(557,965)

NOTES TO THE UNAUDITED PROFORMA FINANCIAL STATEMENTS for the nine months ended 30 June 2013 and year ended 30 September 2012

2. PROFORMA ADJUSTMENTS (cont'd)

	cash flows	Proform Adjustments (i)	(ii)	cash flows
	$'000	$'000	$'000	$'000
CASH FLOW FROM INVESTING ACTIVITIES				
Purchase of available-for-sale financial assets	(2)	-	-	(2)
Proceeds from disposal of available-for-sale financial assets	703	-	-	703
Proceeds from disposal of fixed assets	280	-	-	280
Development expenditure - investment properties under construction	(53,232)	-	-	(53,232)
Purchase of fixed assets	(10,969)	-	-	(10,969)
Additions of investment properties	(31,357)	-	-	(31,357)
Purchase of intangible assets	-	-	-	-
Investment in associates	(15,565)	-	-	(15,565)
Loans to joint ventures and associates	9,607	-	-	9,607
Acquisition of subsidiaries, net of cash acquired	(129,040)	-	-	(129,040)
Disposal of subsidiaries, net of cash disposed of	55,946	-	-	55,946
Acquistion of joint venture, net of cash acquired	(28,558)	-	-	(28,558)
Dividend income from available-for-sale financial assets	493	-	-	493
Dividend income from associates	59,742	-	-	59,742
Net cash used in investing activities	(141,952)	-	-	(141,952)
CASH FLOW FROM FINANCING ACTIVITIES				
Proceeds from issue of new shares by subsidiary to non-controlling interests	11,552	-	-	11,552
Proceeds from bank loans drawn down	683,586	-	1,860,123	2,543,709
Repayment of bank loans	(234,925)	-	-	(234,925)
Proceeds from/(repayment of) long-term loans to a related company	628,935	(670,000)	(1,860,123)	(1,901,188)
Payment of dividends to shareholders	(152,434)	-	-	(152,434)
Redemption of preference shares	-	(330,000)	-	(330,000)
Issue of new ordinary shares	-	1,000,000	-	1,000,000
Net cash generated from financing activities	936,714	-	-	936,714
Net change in cash and cash equivalents	236,797	-	-	236,797
Cash and cash equivalents at beginning of year	968,249	-	-	968,249
Cash and cash equivalents at end of year	1,205,046	-	-	1,205,046

2. PROFORMA ADJUSTMENTS (cont'd)

Notes to the Proforma Adjustments to Statement of Cash Flow for the year ended 30 September 2012:

(i) Being (a) adjustments to effect i) the redemption of all its Redeemable Preference Shares for $330,000,000, ii) F&N subscription of new Ordinary Shares in the Company for $1,000,000,000, and iii) the repayment of $670,000,000 Intercompany Loans with equity injected by F&N; and (b) being adjustment to Operating Cashflow on lower interest costs.

(ii) Being adjustment to effect the repayment of remaining Intercompany Loans of $1,860,123,000 by drawing down on credit facilities.

3. EARNINGS PER SHARE

Basic and diluted earnings per share is computed by dividing the FCL Group attributable profit (net of preference dividends paid) by the weighted average number of ordinary shares in issue during the period:-

	Group	
	1.10.2012 to 30.6.2013 $'000	1.10.2011 to 30.9.2012 $'000
Attributable profit before fair value change and exceptional items	228,714	268,758
Attributable profit after fair value change and exceptional items	504,411	658,257
Weighted average number of ordinary shares in issue		
Units in issue	753,291,782	753,291,782
Up to 2,139,140,708 ordinary shares to be issued	2,139,140,708	2,139,140,708
	2,892,432,490	2,892,432,490
Basic and diluted earnings per share	cents	cents
- before fair value change on investment properties and exceptional items	7.9¢	9.3¢
- after fair value change on investment properties and exceptional items	17.4¢	22.8¢

There were no potential dilutive ordinary shares in existence for the periods presented.

4. CASH AND CASH EQUIVALENTS

	Group	
	30.6.2013	30.9.2012
	$'000	$'000
Fixed deposits	84,766	142,053
Cash at banks and in hand	694,115	699,723
Amounts held under 'Project Account Rules - 1997 Ed"		
- Fixed deposits	148,642	355,878
- Cash at banks	53,629	8,660
	202,271	364,538
Cash and cash equivalents	981,152	1,206,314

For the purpose of the consolidated proforma cash flow statement, cash and cash equivalents comprise the following at the balance sheet date:

	Group	
	30.6.2013	30.9.2012
	$'000	$'000
Fixed deposits and cash at banks and in hand	981,152	1,206,314
Bank overdrafts	(458)	(1,268)
Cash and cash equivalents in the consolidated proforma cash flow statement	980,694	1,205,046

5. CAPITAL MANAGEMENT

	Group	
	30.6.2013	30.9.2012
	$'000	$'000
Fixed deposits, cash and bank balances	981,152	1,206,314
Loans and borrowings	(3,105,647)	(3,452,648)
Net borrowings	(2,124,495)	(2,246,334)
Share capital & reserves (equity)	5,904,515	5,625,669
Net borrowings over equity	0.36	0.40