



(CONSTITUTED IN THE REPUBLIC OF SINGAPORE PURSUANT TO  
A TRUST DEED DATED 5 JUNE 2006  
(AS AMENDED AND RESTATED))

## NOTICE OF EXTRAORDINARY GENERAL MEETING

**NOTICE IS HEREBY GIVEN** that the Extraordinary General Meeting of the unitholders of FRASERS CENTREPOINT TRUST (“**FCT**”, and the unitholders of FCT, “**Unitholders**”) will be held at the Grand Ballroom, Level 2, InterContinental Singapore, 80 Middle Road, Singapore 188966 on Monday, 25 March 2024 at 10.00 a.m. for the following resolution (capitalised terms not otherwise defined herein shall bear the meaning ascribed to them in the circular dated 4 March 2024 to Unitholders (the “**Circular**”)):

### **THE PROPOSED ACQUISITION OF THE REMAINING 49.0% INTEREST IN EACH OF NEX PARTNERS TRUST AND ITS TRUSTEE-MANAGER AS AN INTERESTED PERSON TRANSACTION (ORDINARY RESOLUTION)**

#### **RESOLVED that:**

- (a) approval be and is hereby given for the acquisition of all the ordinary shares in the capital of FCL Emerald (1) Pte. Ltd. (the “**Acquisition**”) which holds a 49.0% interest in NEX Partners Trust and a 49.0% interest in Frasers Property Coral Pte. Ltd. which is the trustee-manager of NEX Partners Trust, from Frasers Property Limited. NEX Partners Trust is a private trust which holds 50.0% of the issued and paid-up share capital of Gold Ridge Pte. Ltd.. Gold Ridge Pte. Ltd. in turn holds the retail mall known as “NEX” located at 23 Serangoon Central, Singapore 556083; and
- (b) Frasers Centrepoint Asset Management Ltd., as manager of FCT (the “**the Manager**”), any director of the Manager (“**Director**”) and HSBC Institutional Trust Services (Singapore) Limited, as trustee of FCT (the “**Trustee**”), be and are hereby severally authorised to complete and do all such acts and things (including executing all such documents as may be required) as the Manager, such Director or, as the case may be, the Trustee may consider expedient or necessary or in the interests of FCT to give effect to the proposed Acquisition and all transactions in connection therewith.

#### **Frasers Centrepoint Asset Management Ltd.**

(Company Registration No: 200601347G)

As manager of Frasers Centrepoint Trust

#### **Catherine Yeo**

Company Secretary

Singapore

4 March 2024

## NOTES:

### *Format of Meeting*

- (1) The Extraordinary General Meeting will be held, in a wholly physical format, at the Grand Ballroom, Level 2, InterContinental Singapore, 80 Middle Road, Singapore 188966 on Monday, 25 March 2024 at 10.00 a.m.. Unitholders, including CPF and SRS investors, and (where applicable) duly appointed proxies and representatives will be able to ask questions and vote at the Extraordinary General Meeting by attending the Extraordinary General Meeting in person. **There will be no option for Unitholders to participate virtually.**
- (2) **As voting at the Extraordinary General Meeting will be conducted via an online platform, Unitholders or their appointed proxies or representatives are advised to bring along a web-browser enabled device in order to access the voting function at the Extraordinary General Meeting.**
- (3) Printed copies of this Notice, the accompanying Proxy Form and the Notification & Request Form will be sent by post to Unitholders. These documents will also be published on FCT's website at the URL [www.frasersproperty.com/reits/fct](http://www.frasersproperty.com/reits/fct) and on the Singapore Exchange Securities Trading Limited ("SGX-ST") website at the URL [www.sgx.com/securities/company-announcements](http://www.sgx.com/securities/company-announcements). Additional printed copies of the Proxy Form, if required, can be requested from Boardroom Corporate & Advisory Services Pte. Ltd. by calling +65 6536 5355 or via email at [fctegm2024@boardroomlimited.com](mailto:fctegm2024@boardroomlimited.com). Requests for additional printed copies of the Proxy Form should be made by Sunday, 17 March 2024.

### *Appointment of Proxy(ies)*

- (4) A Unitholder who is not a Relevant Intermediary entitled to attend and vote at the Extraordinary General Meeting is entitled to appoint not more than two proxies to attend and vote in the Unitholder's stead. Where a Unitholder appoints more than one proxy, the appointments shall be invalid unless the Unitholder specifies in the proxy form the proportion of the Unitholder's holdings (expressed as a percentage of the whole) to be represented by each proxy.
- (5) A Unitholder who is a Relevant Intermediary entitled to attend and vote at the Extraordinary General Meeting is entitled to appoint more than two proxies to attend and vote instead of the Unitholder, but each proxy must be appointed to exercise the rights attached to a different Unit or Units held by such Unitholder. Where such Unitholder appoints more than two proxies, the appointments shall be invalid unless the Unitholder specifies in the proxy form the number of Units in relation to which each proxy has been appointed.

**"Relevant Intermediary"** means:

- (a) a banking corporation licensed under the Banking Act 1970 of Singapore or a wholly-owned subsidiary of such a banking corporation, whose business includes the provision of nominee services and who holds Units in that capacity;
- (b) a person holding a capital markets services licence to provide custodial services for securities under the Securities and Futures Act 2001 of Singapore, and who holds Units in that capacity; or
- (c) the Central Provident Fund Board ("**CPF Board**") established by the Central Provident Fund Act 1953 of Singapore, in respect of Units purchased under the subsidiary legislation made under that Act providing for the making of investments from the contributions and interest standing to the credit of members of the Central Provident Fund, if the CPF Board holds those Units in the capacity of an intermediary pursuant to or in accordance with that subsidiary legislation.

A Unitholder who wishes to appoint a proxy(ies) must complete the Proxy Form before submitting it in the manner set out below.

- (6) A proxy need not be a Unitholder. A Unitholder may choose to appoint the Chairman of the Extraordinary General Meeting as his/her/its proxy.
- (7) The Proxy Form must be submitted to the Manager c/o the Unit Registrar, Boardroom Corporate & Advisory Services Pte. Ltd., in the following manner:
  - (a) if submitted by post, be lodged at the office of the Unit Registrar at 1 Harbourfront Avenue, Keppel Bay Tower #14-07, Singapore 098632; or
  - (b) if submitted electronically, be submitted via email to the Unit Registrar at [fctegm2024@boardroomlimited.com](mailto:fctegm2024@boardroomlimited.com);

in either case, by 10.00 a.m. on Friday, 22 March 2024, being 72 hours before the time fixed for the Extraordinary General Meeting.

A Unitholder who wishes to submit a Proxy Form by post or via email can either use the printed copy of the Proxy Form which is sent to him/her/it by post or download a copy of the Proxy Form from FCT's website or the SGX-ST website, and complete and sign the Proxy Form, before submitting it by post to the address provided above, or before scanning and sending it by email to the email address provided above.

- (8) CPF and SRS investors:
  - (a) may vote at the Extraordinary General Meeting if they are appointed as proxies by their respective CPF Agent Banks or SRS Operators, and should contact their respective CPF Agent Banks or SRS Operators if they have any queries regarding their appointment as proxies; or
  - (b) may appoint the Chairman of the Extraordinary General Meeting as proxy to vote on their behalf at the Extraordinary General Meeting, in which case they should approach their respective CPF Agent Banks or SRS Operators to submit their votes by 5.00 p.m. on Wednesday, 13 March 2024, being seven business days before the date of the Extraordinary General Meeting.

#### *Submission of Questions*

- (9) Unitholders, including CPF and SRS investors, may submit substantial and relevant questions related to the resolution to be tabled for approval at the Extraordinary General Meeting in advance of the Extraordinary General Meeting. In order for Unitholders to submit questions in advance of the Extraordinary General Meeting, the questions must be submitted in the following manner by 10.00 a.m. on Wednesday, 13 March 2024:
  - (a) deposited at the registered office of the Manager at 438 Alexandra Road, #21-00 Alexandra Point, Singapore 119958; or
  - (b) via email to the Manager, at [ir@fraserscentrepointrust.com](mailto:ir@fraserscentrepointrust.com).

When submitting questions by post or via email, Unitholders should also provide the following information for authentication: (a) the Unitholder's full name; (b) the Unitholder's address; and (c) the manner in which the Unitholder holds the Units (e.g., via CDP, CPF or SRS).

- (10) The Manager will address all substantial and relevant questions received from Unitholders by the 10.00 a.m. on Wednesday, 13 March 2024 deadline by publishing its responses to such questions on FCT's website at the URL [www.frasersproperty.com/reits/fct](http://www.frasersproperty.com/reits/fct) and the SGX-ST website at the URL <https://www.sgx.com/securities/company-announcements> at least 48 hours prior to the closing date and time for the submission of the Proxy Form. The Manager will respond to questions or follow-up questions submitted after the 10.00 a.m. on Wednesday, 13 March 2024 deadline either within a reasonable timeframe before the Extraordinary General Meeting, or at the Extraordinary General Meeting itself. Where substantially similar questions are received, the Manager will consolidate such questions and consequently not all questions may be individually addressed.

- (11) Unitholders, including CPF and SRS investors, and (where applicable) duly appointed proxies and representatives can also ask the Chairman of the Extraordinary General Meeting substantial and relevant questions related to the resolution to be tabled for approval at the Extraordinary General Meeting, at the Extraordinary General Meeting itself.

#### *Access to Documents*

- (12) The Circular may be accessed at FCT's website at the URL [www.frasersproperty.com/reits/fct](http://www.frasersproperty.com/reits/fct) and the SGX-ST website at the URL <https://www.sgx.com/securities/company-announcements>. Printed copies of the Notification & Request Form will be sent to Unitholders by post for Unitholders to request for a printed copy of the Circular. Requests for a printed copy of the Circular should be made by submitting the request form to the Unit Registrar, Boardroom Corporate & Advisory Services Pte. Ltd., in the following manner:

- (a) if submitted by post, be lodged at the office of the Unit Registrar at 1 Harbourfront Avenue, Keppel Bay Tower #14-07, Singapore 098632; or
- (b) if submitted electronically, be submitted via email to the Unit Registrar at [fctegm2024@boardroomlimited.com](mailto:fctegm2024@boardroomlimited.com).

in either case, by no later than Sunday, 17 March 2024.

- (13) Unitholders should check FCT's website at the URL [www.frasersproperty.com/reits/fct](http://www.frasersproperty.com/reits/fct) for the latest updates on the Extraordinary General Meeting.

#### **PERSONAL DATA PRIVACY:**

By submitting an instrument appointing a proxy(ies) and/or representative(s) to attend, speak and vote at the Extraordinary General Meeting and/or any adjournment thereof, a Unitholder (i) consents to the collection, use and disclosure of the Unitholder's personal data by the Manager and the Trustee (or their agents or service providers) for the purpose of the processing and administration by the Manager and the Trustee (or their agents or service providers) of proxies and representatives appointed for the Extraordinary General Meeting (including any adjournment thereof) and the preparation and compilation of the attendance lists, minutes and other documents relating to the Extraordinary General Meeting (including any adjournment thereof), and in order for the Manager and the Trustee (or their agents or service providers) to comply with any applicable laws, listing rules, regulations and/or guidelines (collectively, the "Purposes"), (ii) warrants that where the Unitholder discloses the personal data of the Unitholder's proxy(ies) and/or representative(s) to the Manager and the Trustee (or their agents or service providers), the Unitholder has obtained the prior consent of such proxy(ies) and/or representative(s) for the collection, use and disclosure by the Manager and the Trustee (or their agents or service providers) of the personal data of such proxy(ies) and/or representative(s) for the Purposes, and (iii) agrees that the Unitholder will indemnify the Manager and the Trustee (or their agents or service providers) in respect of any penalties, liabilities, claims, demands, losses and damages as a result of the Unitholder's breach of warranty.

#### **Important Notice**

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

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

**The past performance of FCT is not necessarily indicative of the future performance of FCT.**