

This announcement is not an offer for sale of the securities in the United States. The securities of FCT may not be offered or sold in the United States absent registration or an exemption from registration under the U.S. Securities Act of 1933, as amended. Any public offering of securities of FCT in the United States would be made by means of a prospectus that would contain detailed information about FCT and the Manager, as well as financial statements. The Manager does not intend to register any portion of the offering in the United States or to conduct a public offering of securities in the United States.



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

FRASERS CENTREPOINT TRUST PRIVATE PLACEMENT LAUNCH OF PRIVATE PLACEMENT OF 137.0 MILLION NEW UNITS IN FRASERS CENTREPOINT TRUST

1. Introduction

Further to the announcement dated 7 January 2010 in relation to, among others, the proposed acquisitions of Northpoint 2¹ and YewTee Point² and the proposed equity fund raising to part finance the acquisitions of Northpoint 2 and YewTee Point, the board of directors of Frasers Centrepoint Asset Management Ltd, as manager of Frasers Centrepoint Trust (“FCT”, and as manager of FCT, the “**Manager**”), is pleased to announce the launch of a private placement of 137.0 million new Units³ (“**New Units**”) pursuant to section 302C of the Securities and Futures Act, Chapter 289 of Singapore (the “**Private Placement**”) at an issue price of between S\$1.29 and S\$1.33 per New Unit (the “**Issue Price Range**”). Based on an illustrative issue price per New Unit of S\$1.29, which is the lower end of the Issue Price Range (the “**Minimum Issue Price**”), the gross proceeds from the Private Placement amount to approximately S\$176.7 million and the net proceeds will amount to approximately S\$173.3 million, after deducting the financial advisory commission, underwriting and selling commission and professional and other fees and expenses to be incurred by FCT in connection with the Private Placement.

2. Details of the Private Placement

The Manager has appointed DBS Bank Ltd. as the sole financial adviser, and Citigroup Global Markets Singapore Pte. Ltd. and DBS Bank Ltd. as the joint lead managers and underwriters to the Private Placement (collectively, the “**Joint Lead Managers and**

1 “**Northpoint 2**” refers to the whole of Lot 2985X of Mukim 19, together with the building erected thereon.

2 “**YewTee Point**” refers to the property known as YewTee Point, located at 21 Choa Chu Kang North 6, Singapore 689578, comprising strata lot numbers U45192P (including accessory lots A1W, A2V, A3P and A4T), U45193T and U45194A, all of Mukim 11.

3 “**Units**” refers to units representing an undivided interest in FCT.

Underwriters"). The Manager has today entered into a placement agreement with the Joint Lead Managers and Underwriters (the "**Placement Agreement**"), pursuant to which the Joint Lead Managers and Underwriters have been appointed to underwrite and sell the New Units at the Issue Price (as defined below). The Private Placement is fully underwritten by the Joint Lead Managers and Underwriters on the terms and subject to the conditions of the Placement Agreement.

The Issue Price Range of between S\$1.29 and S\$1.33 per New Unit represents a discount of between 3.7% and 6.6% to the adjusted volume weighted average price of S\$1.3805 per Unit for trades done on the full Market Day⁴ on 25 January 2010.

The issue price per New Unit ("**Issue Price**") will be determined by the Manager and the Joint Lead Managers and Underwriters following a book-building process. The Manager will make an announcement via SGXNET⁵ once the Issue Price has been determined.

The Private Placement shall be subject to certain conditions precedent, more particularly set out in the Placement Agreement.

3. Rationale for the Private Placement

Given the current market conditions and the borrowing limit imposed by the Monetary Authority of Singapore on property funds such as FCT, the Manager believes that the Private Placement is an efficient and overall beneficial method of raising funds to finance the acquisitions of Northpoint 2 and YewTee Point.

4. Use of Proceeds

Subject to relevant laws and regulations, the Manager intends to allocate the gross proceeds from the Private Placement in the following manner:

- (i) approximately S\$173.3 million and S\$177.8 million to part finance the acquisitions of Northpoint 2 and YewTee Point based on the Minimum Issue Price and the Maximum Issue Price⁶, respectively (which is equivalent to 98.1% and 97.6% of the gross proceeds from the Private Placement based on the Minimum Issue Price and the Maximum Issue Price, respectively);
- (ii) approximately S\$3.4 million and S\$4.4 million based on the Minimum Issue Price and the Maximum Issue Price, respectively, to pay for financial advisory commission, underwriting and selling commission and professional and other fees and expenses to be incurred by FCT in connection with the Private Placement (which is equivalent to 1.9% and 2.4% of the gross proceeds from the Private Placement based on the Minimum Issue Price and the Maximum Issue Price, respectively),

with the balance of the gross proceeds, if any, to be used for general corporate and

4 "**Market Day**" refers to a day on which the SGX-ST is open for securities trading.

5 An internet-based corporate announcement submission system maintained by the SGX-ST.

6 "**Maximum Issue Price**" refers to the illustrative issue price per Unit of S\$1.33, which is the higher end of the Issue Price Range.

working capital purposes.

Notwithstanding its current intentions, the Manager may, at its discretion and subject to applicable laws and regulations, use the net proceeds from the Private Placement for other purposes.

The Manager will make periodic announcements on the utilisation of the net proceeds from the Private Placement via SGXNET as and when such funds are materially disbursed.

Pending the deployment of the net proceeds from the Private Placement, the net proceeds may be deposited with banks and/or financial institutions or used for any other purpose on a short-term basis as the Manager may, in its absolute discretion, deem fit.

5. Authority to Issue New Units

The Private Placement is being carried out pursuant to approval granted by an Ordinary Resolution at an extraordinary general meeting of unitholders of FCT ("**Unitholders**") held on 25 January 2010.

6. Advanced Distribution

FCT's policy is to distribute its distributable income on a quarterly basis to Unitholders.

In connection with the Private Placement, however, the Manager intends to declare in respect of the Units in issue immediately prior to the issue of the New Units ("**Existing Units**"), a distribution of the distributable income for the period from 1 January 2010 to the day immediately preceding the date on which the New Units will be issued under the Private Placement (the "**Advanced Distribution**").

The next distribution following the Advanced Distribution will comprise FCT's distributable income for the period from the day the New Units are issued under the Private Placement to 31 March 2010. Quarterly distributions will resume thereafter.

The Advanced Distribution is intended to ensure that the distributable income accrued by FCT up to the day immediately preceding the date of issue of the New Units (which at this point, will be entirely attributable to the Existing Units) is only distributed in respect of the Existing Units, and is being proposed as a means to ensure fairness to holders of the Existing Units.

The current expectation of the Manager is that the quantum of distribution per Unit in FCT under the Advanced Distribution will be approximately 0.71 cents⁷. The actual quantum of the distribution per Unit under the Advanced Distribution will be announced on a later date after the management accounts of FCT for the relevant period have been finalised.

For the avoidance of doubt, holders of Existing Units will receive FCT's distributable income for the period from 1 October 2009 to 31 December 2009. The New Units will not be entitled to participate in the distribution of any distributable income accrued by FCT

⁷ The estimated distribution for the period from 1 January 2010 to the day immediately prior to the date on which the New Units are issued pursuant to the Private Placement is based on the Manager's estimate of FCT's revenue and expenses for the relevant period.

prior to the date of issue of the New Units, including the distributable income accrued for the period from 1 October 2009 to 31 December 2009.

(Please see the announcement dated 26 January 2010 issued by the Manager in relation to the notification of the time and date on which the transfer books and register of Unitholders will be closed to determine Unitholders' entitlement to the Advanced Distribution.)

7. Status of the New Units

The New Units will, upon issue, rank *pari passu* in all respects with the Existing Units, including the right to any distributable income from the day the New Units are issued as well as all distributions thereafter.

For the avoidance of doubt, the New Units will not be entitled to participate in the distribution of any distributable income accrued by FCT prior to the date of issue of the New Units.

Frasers Centrepoint Asset Management Ltd
(Company registration no. 200601347G)
(as manager of Frasers Centrepoint Trust)

Anthony Cheong Fook Seng
Company Secretary
26 January 2010

IMPORTANT NOTICE

This announcement may contain forward-looking statements that involve risks and uncertainties. Actual future performance, outcomes and results may differ materially from those expressed in forward-looking statements as a result of a number of risks, uncertainties and assumptions. Representative examples of these factors include (without limitation) general industry and economic conditions, interest rate trends, cost of capital and capital availability, competition from similar developments, shifts in expected levels of property rental income, changes in operating expenses (including employee wages, benefits and training costs), property expenses, governmental and public policy changes and the continued availability of financing in the amounts and the terms necessary to support future business.

Investors are cautioned not to place undue reliance on these forward-looking statements, which are based on the Manager's current view on future events.

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

Investors should note that they have no right to request the Manager to redeem their Units while the Units are listed. It is intended that Unitholders may only deal in their Units through trading on Singapore Exchange Securities Trading Limited (the "**SGX-ST**"). Listing of the Units on the SGX-ST does not guarantee a liquid market for the Units.

This announcement is for information only and does not constitute an invitation or offer to acquire, purchase or subscribe for the Units. The past performance of FCT and the Manager is not necessarily indicative of the future performance of FCT and the Manager.