30 June 2009

SGX-ST Announcement[1]
For immediate release

Proposed Transactions and Receipt of Approval in-Principle for the Listing of the Rights Units and Conversion Units in Frasers Commercial Trust

Singapore, 30 June 2009 – Frasers Centrepoint Asset Management (Commercial) Ltd. (the "**Manager**"), as the manager of Frasers Commercial Trust ("**FCOT**"), wishes to announce the following:

(i) the Manager proposes an issue of 2,252.0 million new Units (the "**Rights Units**" and the issue of the Rights Units, the "**Rights Issue**") on a fully underwritten and renounceable basis to Eligible Unitholders (as defined herein) on the basis of three (3) Rights Units for every one (1) Existing Unit (as defined herein) at an issue price of S$0.095 per Rights Unit (the "**Rights Issue Price**") to raise gross proceeds of S$213.9 million;

(ii) British and Malayan Trustees Limited, in its capacity as trustee of FCOT (the "**Trustee**"), has today entered into a conditional sale and purchase agreement (the "**Sale and Purchase Agreement**") with Orrick Investments Pte Limited ("**Orrick**"), a wholly-owned subsidiary of Frasers Centrepoint Limited ("**FCL**"), for the acquisition (the "**Acquisition**") of a 99-year leasehold interest in the property known as Alexandra Technopark located at 438A/438B Alexandra Road, Singapore ("**Alexandra Technopark**"), from Orrick for a purchase consideration of S$342.5 million (the "**Purchase Consideration**");

(iii) pursuant to the Sale and Purchase Agreement, 342.5 million Series A convertible perpetual preferred units ("**Series A CPPUs**") will be issued to Orrick (or its nominees) to satisfy the Purchase Consideration in full (the "**Series A CPPU Issue**"); and

(iv) upon the completion of the Acquisition, the Trustee will enter into a master lease agreement with Orrick (the "**Master Lease Agreement**"), pursuant to which the Trustee will grant a master lease to Orrick in respect of Alexandra Technopark for a period of five years from the date of completion of the Acquisition at a fixed net rental of S$22.0 million per annum (the "**Master Lease**"). The Trustee will enter into a deed of undertaking with FCL (the "**Master Lease Undertaking**") upon the Trustee and Orrick entering into the Master Lease Agreement, pursuant to which FCL will provide an irrevocable undertaking to the Trustee to guarantee the due performance of Orrick's obligations under the Master Lease Agreement,

(the Rights Issue, the Acquisition, the Series A CPPU Issue, the Master Lease and the Master Lease Undertaking collectively, the "**Transactions**"). The completion of the Transactions are subject to, among others, the approval of unitholders of FCOT ("**Unitholders**") at an extraordinary general meeting of FCOT ("**EGM**") to be convened by the Trustee.

1 The material set forth herein is not intended, and should not be construed, as an offer of securities for sale in the United States. The securities described herein have not been and will not be registered under the U.S. Securities Act of 1933, as amended (the "**U.S. Securities Act**") or the laws of any state of the United States, and may not be offered or sold within the United States, except pursuant to an exemption from or in a transaction not subject to, the registration requirements of the U.S. Securities Act and applicable laws of any state of the United States. Neither the Manager nor any seller of securities intends to register any portion of any offering in the United States or to conduct a public offering of securities in the United States.

1. RATIONALE FOR THE TRANSACTIONS

As at 31 March 2009, FCOT's Aggregate Leverage[1] was 58.3% with gross borrowings of S$945.5 million, of which S$624.5 million is maturing in the second half of 2009. On 17 June 2009, Standard & Poor's Ratings Services affirmed FCOT's "BB" long-term corporate credit rating with a negative outlook. The negative outlook is due to, among others, FCOT's highly leveraged capital structure. The Manager believes it is critical that the refinancing of the maturing debt takes place for FCOT to remain as a going concern.

The Manager has considered various options for refinancing FCOT's maturing debt and recapitalising FCOT and is of the view that the Transactions are the most viable option. The Trustee has accepted offers of finance from a consortium of lenders for S$675.0 million[2]. The new facilities, along with proceeds from the Rights Issue, will be used to refinance a significant portion of FCOT's existing debt[3]. These offers of finance are conditional upon, among others, the completion of the Transactions.

In the event that approvals are not obtained for the Transactions, there will be no certainty of obtaining refinancing for FCOT's maturing debt facilities or a further extension to the maturity dates of the maturing debt facilities[4], which is critical for FCOT to continue as a going concern.

The Manager believes that the Transactions will bring the following key benefits to FCOT and its Unitholders:

(i) significant reduction of FCOT's Aggregate Leverage from 58.3% as at 31 March 2009 to 38.5%[5] and strengthening of FCOT's balance sheet;

(ii) mitigation of dilution of FCOT's distribution per Unit ("**DPU**") and net asset value ("**NAV**") per Unit as, unlike financing the Acquisition through a typical equity fund raising which will be immediately dilutive to DPU and NAV per Unit, the Series A CPPUs will mitigate the immediate dilution of FCOT's DPU and NAV per Unit as the Series A CPPUs are not convertible into Conversion Units (as defined herein) until the expiry of three years after the date of issue of the Series A CPPUs (the "**Restriction Period**") except in certain circumstances;

(iii) enhancement of FCOT's income diversification with a reduction in dependence on any single property within FCOT's property portfolio based on Net Property Income[6], and enhancement of the stability of income from Alexandra Technopark for the next five years through the Master Lease and Master Lease Undertaking;

(iv) exposure to the business space sector in Singapore, which has been relatively less volatile compared to the office space sector, through the acquisition of a high quality asset;

(v) leveraging the Manager's experience in the business space sector;

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1 The ratio of total borrowings and deferred payments (if any) to the value of FCOT's deposited property.

2 These offers consist of two debt facilities, namely a three-year Singapore dollar facility of S$500.0 million to be provided collectively by DBS Bank Ltd, Oversea-Chinese Banking Corporation Limited, Standard Chartered Bank and Commonwealth Bank of Australia, Singapore Branch, and a three-year Australian dollar facility of AS$150.0 million (S$175.0 million, based on an exchange rate of A$1.00 = S$1.1665) to be provided by Commonwealth Bank of Australia, Singapore Branch.

3 The S$624.5 million of FCOT's debt maturing in the second half of 2009 and ¥9.8 billion (S$147.6 million, based on an exchange rate of S$1.00 = ¥66.28) maturing in 2012.

4 As announced on 12 June 2009, the maturity date of S$404.5 million of FCOT's existing debt was extended from 31 July 2009 to 31 December 2009.

5 On a pro forma basis, assuming that the Transactions were completed on 31 March 2009.

6 The gross revenue of the existing properties and/or Alexandra Technopark (as the case may be), which comprises gross rental income, car park income and other income, less the property operating expenses.

(vi) providing Eligible Unitholders (as defined herein) with the opportunity to subscribe for their pro rata entitlement to the Rights Units and for Excess Rights Units (as defined herein) at an attractive discount; and

(vii) providing Unitholders with the opportunity to participate in the offering of a portion of the Series A CPPUs by Orrick (or its nominees) at the same issue price at which Orrick (or its nominees) will be issued the Series A CPPUs.

Further details of the Transactions will be set out in the circular to be issued in connection with the EGM (the "**Unitholders' Circular**").

2. THE RIGHTS ISSUE

2.1 Terms of the Rights Issue

The Manager intends to issue a total of 2,252.0 million Rights Units pursuant to the Rights Issue to raise gross proceeds of S$213.9 million, on the basis of three (3) Rights Units for every one (1) Existing Unit[1] held as at the books closure date for the Rights Issue ("**Rights Issue Books Closure Date**"). The Rights Issue Price is S$0.095. The Rights Issue Books Closure Date will be separately notified to Unitholders.

The Rights Issue Price represents a discount of:

(i) 60.4% to the closing price of S$0.24 per Unit on 29 June 2009, being the last trading day of the Units prior to the announcement of the Rights Issue; and

(ii) 27.6% to theoretical ex-rights price ("**TERP**") of S$0.131 per Unit.

2.2 Use of Proceeds

The Manager intends to use the net proceeds of S$205.5 million for the following purposes:

(i) 87.1% to repay FCOT's existing debt (which amounts to S$179.0 million);

(ii) 8.0% to pay for capital expenditure and asset enhancement initiatives (which amounts to S$16.5 million); and

(iii) the balance 4.9% to be used for general corporate and working capital purposes (which amounts to S$10.0 million).

The Manager believes that upon the completion of the Transactions and the successful refinancing of its existing debt, the working capital will be sufficient to enable FCOT to meet its obligations and continue to operate as a going concern.

Notwithstanding the above, the Manager reserves the right to deploy the net proceeds of the Rights Issue at its absolute discretion based on the potential uses set out above. The Manager will make periodic announcements on the utilisation of the net proceeds of the Rights issue via SGXNET as and when such funds are materially utilised.

2.3 Underwriting of the Rights Issue

The Rights Issue is fully underwritten by DBS Bank Ltd, BNP Paribas, Singapore Branch, Oversea-Chinese Banking Corporation Limited and Cazenove & Co. (Singapore) Pte. Limited (a Standard Chartered group company)[2] (the "**Joint Lead Managers and Underwriters**") on

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1 "**Existing Units**" refers to Units standing to the credit of an Eligible Unitholder's Securities Account as at the time and date at and on which the transfer books and register of Unitholders will be closed to determine the provisional allotments of Rights Units to Eligible Unitholders under the Rights Issue.

2 Cazenove & Co. (Singapore) Pte. Limited is a wholly-owned subsidiary of Cazenove Asia Limited and a Standard Chartered group company. The mark "Cazenove" and marks containing "Cazenove" are trade marks of Cazenove IP Limited and are used under limited licence. Cazenove Asia Limited, its subsidiaries and affiliated companies are now subsidiaries or affiliated companies of Standard Chartered Bank (Hong Kong) Limited, and are not affiliated with JPMorgan Cazenove Limited, Cazenove Inc., or their subsidiaries.

the terms and subject to the conditions of an underwriting agreement entered into between the Manager and the Joint Lead Managers and Underwriters (the "**Underwriting Agreement**"). Pursuant to the Underwriting Agreement, the Joint Lead Managers and Underwriters have agreed, subject to the terms and conditions of that agreement, to subscribe for, and/or procure the subscription for, at the Rights Issue Price, the Rights Units for which valid applications have not been submitted. The Joint Lead Managers and Underwriters are entitled to a commission (the "**Underwriting Commission**"), which comprises:

(i) 2.75% of the Rights Issue Price multiplied by the number of Rights Units, excluding the FCL Proportionate Rights Units (as defined herein) (which is equivalent to S$4.6 million); and

(ii) 0.25% of the Rights Issue Price multiplied by the number of Rights Units, excluding the FCL Proportionate Rights Units and the FCL Commitment Rights Units (as defined herein) (which is equivalent to S$0.4 million),

together with any goods and services tax payable thereon. The Underwriting Commission amounts to 2.31% of the gross proceeds of the Rights Issue.

The obligations of the Joint Lead Managers and Underwriters are conditional upon certain matters, including the receipt of Unitholders' approval for the Transactions and the Whitewash Resolution, and the performance by FCL of its obligations under the FCL Undertaking and FCL Commitment Agreement described below. The Underwriting Agreement may be terminated by the Joint Lead Managers and Underwriters at any time prior to the payment being made for the Rights Units, upon the occurrence of certain events, including any material breach by the Manager of any representations, warranties and undertakings which comes to the notice of the Joint Lead Managers and Underwriters.

2.4 FCL Commitment

To demonstrate its commitment and support for FCOT and the Rights Issue, FCL, which owns an aggregate indirect interest of 22.2% of the Units in issue as at 26 June 2009, being the latest practicable date prior to this announcement (the "**Latest Practicable Date**"), has:

(i) provided an irrevocable undertaking to the Joint Lead Managers and Underwriters and the Manager on 30 June 2009 (the "**FCL Undertaking**") pursuant to which FCL will, directly and/or indirectly through one or more of the Relevant Subsidiaries, take up their entire provisional allotment of Rights Units (being 500,148,876 Rights Units based on the unitholdings of the Relevant Subsidiaries as at the date of the FCL Undertaking) (the "**FCL Proportionate Rights Units**"); and

(ii) entered into a commitment agreement with the Joint Lead Managers and Underwriters on 30 June 2009 (the "**FCL Commitment Agreement**"), pursuant to which FCL agrees to subscribe (whether directly and/or indirectly through one or more of the Relevant Subsidiaries and whether through Excess Rights Units or otherwise) for up to 32.7% of the total number of Rights Units (including the FCL Proportionate Rights Units), to the extent that they are not validly subscribed for under the Rights Issue,

subject to, among others, the Whitewash Resolution (as defined herein) being approved.

Pursuant to the FCL Commitment Agreement, the Joint Lead Managers and Underwriters have agreed to pay to FCL a fee of 2.25% of the Rights Issue Price multiplied by 32.7% of the total number of Rights Units less the FCL Proportionate Rights Units (the "**FCL Commitment Rights Units**") (which is equivalent to S$0.5 million), together with any goods and services tax payable thereon (the "**Commitment Fee**"). FCL will not be receiving any fee in respect of its subscription of the FCL Proportionate Rights Units.

The Commitment Fee payable to FCL will be payable by the Joint Lead Managers and Underwriters out of the Underwriting Commission and shall not exceed the Underwriting Commission.

In the event, among others, the Underwriting Agreement is terminated, FCL's obligations under the FCL Undertaking and the FCL Commitment Agreement will cease entirely.

2.5 Eligibility to participate in the Rights Issue

Eligible Unitholders whose securities account with CDP are credited with Units as at 5.00 p.m. (Singapore time) on the Rights Issue Books Closure Date will be provisionally allotted Rights Units entitlements ("**Rights Entitlements**") on the basis of the number of Units standing to the credit of their securities accounts with CDP as at the Rights Issue Books Closure Date. Eligible Unitholders are Unitholders with Units standing to the credit of their securities accounts with The Central Depository (Pte) Limited ("**CDP**", and the securities accounts with CDP, "**Securities Accounts**") and whose registered addresses with CDP are in Singapore as at the Rights Issue Books Closure Date or who have, at least three Market Days[1] prior to the Rights Issue Books Closure Date, provided CDP with addresses in Singapore for the service of notices and documents, including Entitled QIBs[2].

Eligible Unitholders who have subscribed for or purchased Units under the Central Provident Fund Investment Scheme ("CPFIS") and/or the Supplementary Retirement Scheme ("SRS") or through a finance company and/or depository agent can only accept their provisional allotments of Rights Units by instructing the relevant bank in which they hold their CPFIS accounts and/or SRS accounts or finance company and/or depository agent to do so on their behalf. Any application made by the above-mentioned Unitholders directly to the CDP or through ATMs will be rejected. Such Unitholders should refer to the Offer Information Statement (as defined herein) for important details relating to the offer procedure in connection with the Rights Issue.

In the allotment of the Rights Units represented by the provisional allotments (A) of (i) Eligible Unitholders who decline, do not accept, and elect not to renounce or sell their provisional allotments of Rights Units under the Rights Issue (during the "nil-paid" Rights Entitlements trading period prescribed by the SGX-ST) and/or (ii) Ineligible Unitholders which have not been sold during the "nil-paid" Rights Entitlements trading period or (B) that have not been validly taken up by the original allottees, renouncees of the provisional allotments or the purchasers of the "nil-paid" Rights Entitlements (collectively, the "**Excess Rights Units**"), subject to the requirements of or otherwise waived by the SGX-ST, preference will be given to rounding of odd lots, followed by allotment to Unitholders who are neither Substantial Unitholders[3] nor directors of the Manager ("**Directors**"). The Substantial Unitholders and Directors will rank last in priority.

The Rights Issue is subject to, among others, the approval of Unitholders at the EGM for the Rights Issue and the lodgement of the Offer Information Statement to be lodged with the Monetary Authority of Singapore in connection with the Rights Issue.

Further details of the Rights Issue will be set out in the Unitholders' Circular.

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1 A day on which the SGX-ST is open for trading in securities.

2 "**QIBs**" are beneficial holders of Units resident in the U.S. (the identities of which are to be agreed between the Manager and the Joint Lead Managers and Underwriters) who are "qualified institutional buyers" (as defined in Rule 144A under the U.S. Securities Act) and who provide to the Manager and the Joint Lead Managers and Underwriters a signed investor representation letter in the form to be set out in the offer information statement to be lodged with the Monetary Authority of Singapore in connection with the Rights Issue (the "**Offer Information Statement**").

3 A person with an interest in one or more Units constituting not less than 5.0% of all outstanding Units.

3. THE ACQUISITION, SERIES A CPPU ISSUE, MASTER LEASE AND MASTER LEASE UNDERTAKING

3.1 Principal Terms of the Sale and Purchase Agreement

The principal terms of the Sale and Purchase Agreement include, among others, the following:

(i) upon completion of the Acquisition, Orrick will grant to the Trustee a 99-year lease in respect of Alexandra Technopark commencing on the date of such completion, which is expected to take place no later than 30 September 2009, concurrent with the estimated date of issue of the Rights Units;

(ii) the Purchase Consideration shall be fully satisfied by the allotment and issue to Orrick (or its nominees) of the Series A CPPUs on the date of completion of the Acquisition; and

(iii) upon completion of the Acquisition, the Trustee shall grant to Orrick a lease of Alexandra Technopark for a period of five years.

Subject to the terms and conditions of the Sale and Purchase Agreement, the Acquisition will complete on the same date as the issue of the Rights Units.

3.2 Information on Alexandra Technopark

Alexandra Technopark is a high-tech business space development comprising an eight-storey building and a nine-storey building with a total net lettable area ("**NLA**") of 1,048,607 sq ft as at 31 March 2009.

The Manager believes that Alexandra Technopark enjoys the following competitive strengths:

(i) ***Strategic location***: Alexandra Technopark is strategically located at the fringe area of the Central Region of Singapore[1], and within the Alexandra business corridor.

(ii) ***High occupancy rates***: Alexandra Technopark has consistently achieved high average occupancy rates for the past three years.

(iii) ***Quality tenant base***: Alexandra Technopark currently has a quality tenant base, with multi-national corporations such as Hewlett-Packard Singapore (Private) Limited, Microsoft Operations Pte Ltd, Nokia Pte Ltd and Nokia Siemens Networks Singapore Pte Ltd as anchor tenants.

(iv) ***Large development with excellent building specifications and conducive environment***: Alexandra Technopark is currently one of the few high-tech developments in Singapore with a NLA exceeding 1.0 million sq ft. It has excellent building specifications which, together with its strategic location, has attracted many multi-national corporations as tenants.

3.3 Master Lease and Master Lease Undertaking

Upon completion of the Acquisition, the Trustee will enter into the Master Lease Agreement, pursuant to which the Trustee will grant a master lease to Orrick over Alexandra Technopark for a period of five years from the date of completion of the Acquisition at a fixed net rental of S$22.0 million[2] per annum, payable monthly in advance. The Master Lease may be renewed

1 As classified by the Urban Redevelopment Authority.
2 The S$22.0 million fixed rental payable by Orrick under the Master Lease was derived based on the S$21.2 million net property income of Alexandra Technopark for FY2008.

for a further term of five years at a rental and on terms to be mutually agreed between the Trustee and Orrick.

Upon the Trustee and Orrick entering into the Master Lease Agreement, FCL will provide the Master Lease Undertaking to the Trustee to guarantee the due performance by Orrick of its obligations under the Master Lease Agreement, and indemnify the Trustee against all losses, damages, costs and expenses which the Trustee may suffer as a result of any breach by Orrick of any of its obligations under the Master Lease Agreement. In the event of a default by Orrick in the performance of its obligations or its liabilities under the Master Lease Agreement, FCL is obliged to perform or procure the performance of such obligations or liabilities.

The maximum aggregate amount of all claims which the Trustee may recover from FCL under the Master Lease Undertaking (whether pursuant to any default by Orrick under the Master Lease Agreement or pursuant to any breach by FCL under the Master Lease Undertaking, but excluding the recovery from FCL of any costs and expenses reasonably incurred by the Trustee in protecting or enforcing its rights under the Master Lease Undertaking) is S$110.0 million (the "**Maximum Claim Amount**").

Such Maximum Claim Amount will be reduced progressively by payment in full of the annual net rent for each year of the term of the Master Lease, whether payment is made by Orrick or by FCL under the Master Lease Undertaking.

3.4 Estimated Acquisition Costs

The current estimated total cost of the Acquisition (the "**Total Acquisition Cost**") is approximately S$342.8 million, comprising:

(i) the Purchase Consideration of S$342.5 million; and

(ii) the estimated professional and other fees and expenses incurred by FCOT in connection with the Acquisition which amount to approximately S$0.3 million.

The Manager and the Trustee have undertaken to waive their acquisition fees in respect of the Acquisition.

The Purchase Consideration was arrived on a willing-buyer and willing-seller basis and was based on the average of two independent valuations of Alexandra Technopark that were arrived at based on the discounted cash flow and capitalisation methods. The table below sets out the valuations of Alexandra Technopark as at 31 May 2009.

Independent Valuer	Commissioned by	Open Market Value (S$ million)
Jones Lang LaSalle Property Consultants Pte Ltd	Manager	340.0
Colliers International Consultancy and Valuation (Singapore) Pte Ltd	Trustee	345.0

3.5 Information on the Series A CPPUs

The Purchase Consideration will be satisfied fully by the issue of Series A CPPUs at S$1.00 each. The Series A CPPUs are perpetual instruments which will not be classified as borrowings of FCOT. They shall generally have no voting rights at meetings of Unitholders, save in certain exceptional circumstances. The Series A CPPUs shall only be redeemable at the option of the Manager, and shall only be convertible at the option of the Series A CPPU Holders, in each case, three years from the date of issue of the Series A CPPUs, subject to other terms of the Series A CPPUs. In respect of the entitlement to participate in the distributions of FCOT and the assets of FCOT upon liquidation, the Series A CPPUs will rank junior to all debt of FCOT, *pari passu* with each other and senior to the Units. Each Series A CPPU shall entitle the holders of Series A CPPUs ("**Series A CPPU Holders**") to receive a distribution of an amount equivalent to 5.50% per annum of the issue price of each Series A CPPU. Other terms of the Series A CPPUs will be set out in the Unitholders' Circular.

In order to provide other Unitholders an opportunity to acquire a portion of the Series A CPPUs, FCL has provided an undertaking to the SGX-ST that it will, subject to the receipt of relevant regulatory approvals, within six months of the date of issue of the Series A CPPUs, procure that Orrick (or its nominees) offers a portion of the Series A CPPUs to Unitholders (excluding FCL and the Relevant Subsidiaries[1]) at the same issue price at which Orrick (or its nominees) will be issued the Series A CPPUs. As a condition for the offers of finance extended to FCOT under the refinancing facilities, FCL and/or its related companies will be required to hold, whether directly or indirectly, such aggregate number of Series A CPPUs and Units which shall constitute not less than 40.0% of the total number of Units in issue from time to time (taking into account the conversion rights attached to the Series A CPPUs) until repayment of the facilities.

3.6 Right of First Refusal

In order to support the growth potential and development of FCOT and to address potential conflicts of interest which may arise between FCOT and FCL and its subsidiaries in relation to the future acquisition and disposal of properties, FCL entered into a right of first refusal agreement (the "**ROFR Agreement**") with the Trustee on 30 June 2009, pursuant to which FCL granted to the Trustee a right of first refusal over, among others, any proposed offer of sale to, or offer to sell by, a FCL Entity[2] of a Relevant Asset[3] on the terms of the ROFR Agreement.

4. PRO FORMA FINANCIAL EFFECTS

As the Acquisition, the Series A CPPU Issue and the Rights Issue are inter-conditional upon each other and upon the Whitewash Resolution being passed, the financial effects of the Acquisition required under Rule 1010 are set out below on the basis of the Rights Issue, the proposed Acquisition and the issuance of the Series A CPPUs being completed.

4.1 Assumptions

The pro forma financial effects of the Transactions on the DPU and NAV per Unit presented below are strictly for illustrative purposes only and were prepared based on FCOT's audited consolidated financial statements for the financial year ended 2008[4] (the "**FY2008 Audited Consolidated Financial Statements**") and the unaudited consolidated financial statements for the financial quarter ended 31 March 2009 (the "**1Q2009 Unaudited Financial Statements Announcement**") as well as the assumptions set out below.

In preparing the pro forma DPU and NAV per Unit for FY2008, certain assumptions, including but not limited to, the following general assumptions have been made:

1 "**Relevant Subsidiaries**" refers to the wholly-owned subsidiaries of FCL which hold either a direct or indirect interest in Units, being the Manager, Frasers Centrepoint Property Management (Commercial) Pte. Ltd. and FCL Trust Holdings (Commercial) Pte. Ltd..

2 A "**FCL Entity**" refers to FCL or any of its subsidiaries excluding Frasers Property (China) Limited.

3 A "**Relevant Asset**" means any completed income producing property located in the Asia Pacific region used for commercial purposes (comprising primarily office and/or business space purposes). Where such completed property is held by a FCL Entity through a single purpose company or entity established solely to own such property (a "**SPV**"), the term "Relevant Asset" shall mean the shares or equity interests, as the case may be, in that SPV.

4 Available at http://www.fraserscommercialtrust.com.

(i) 2,252.0 million Rights Units are issued at the Rights Issue Price of S$0.095 per Rights Unit;

(ii) net proceeds of S$205.5 million from the Rights Issue after taking into account the estimated costs of the Rights Issue of S$8.4 million;

(iii) S$179.0 million of the net proceeds is used for the repayment of part of FCOT's existing debt, having a weighted average interest cost of 2.9%[1] per annum;

(iv) S$16.5 million of the net proceeds was retained for capital expenditure and asset enhancement initiatives;

(v) S$10.0 million of the net proceeds was retained for general corporate and working capital purposes;

(vi) the Purchase Consideration is S$342.5 million, which is fully financed by the Series A CPPU Issue;

(vii) the Gross Revenue[2] of Alexandra Technopark is S$22.0 million per annum, as if the Master Lease Agreement was entered into by the Trustee with Orrick upon the completion of the Acquisition;

(viii) all property management fees payable to Frasers Centrepoint Property Management (Commercial) Pte. Ltd., as the property manager of FCOT (the "**Property Manager**") pursuant to the property management agreement entered into between the Trustee and the Property Manager, and management fees payable to the Manager pursuant to the Trust Deed ("**Management Fees**") were issued at the price at which such Units were issued;

(ix) the acquisition fee in respect of the Acquisition payable to the Manager was waived;

(x) the acquisition fee payable to the Trustee in respect of the Acquisition was waived; and

(xi) the conversion price of the Series A CPPUs (the "**Conversion Price**") will be at a premium of 35.0% above the TERP of S$0.131.

It should be noted that the pro forma financial information has not been prepared in connection with an offering registered with the U.S. Securities and Exchange Commission ("**SEC**") under the Securities Act and consequently is not compliant with the SEC's rules on presentation of pro forma financial statements. Furthermore, this exercise has not been carried out in accordance with accounting standards generally accepted in the U.S. and accordingly should not be relied upon as if it has been carried out in accordance with those standards.

4.2 Pro Forma Net Property Income[3]

The FY2008 pro forma net property income attributable to the Acquisition is S$21.3 million[4].

4.3 Pro Forma Net Asset Value

Financial Year ended FY2008

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1 Interest cost of 2.9% is computed on a pro forma basis, assuming that the repayment of S$179.0 million of FCOT's debt occurred on 1 January 2008.

2 In respect of FCOT's existing properties and/or Alexandra Technopark (as the case may be), comprises base rent (after rent rebates, where applicable, including turnover rent) and tenant service charge, which is a contribution paid by tenants towards property operating expenses, car park income and other income

3 In the case of a real estate investment trust, the net property income is a close proxy to the net profits attributable to its assets.

4 Based on an assumed net rental of S$22.0 million under the Master Lease, less property management fees.

The table below sets out the pro forma financial effects of the Transactions on the NAV per Unit as at 31 December 2008, as if the Transactions were completed and FCOT had repaid S$179.0 million of FCOT's existing debt facilities on 31 December 2008. **For illustration purposes, the pro forma financial impact on the NAV per Unit is shown as if the Series A CPPUs are fully converted into Conversion Units on 31 December 2008 even though the Series A CPPUs cannot be converted during the Restriction Period.**

	FY2008			
			Adjusted for the Transactions	
	Actual [1] (Before the Transactions)	Adjusted for the Rights Issue	If the Series A CPPUs are not converted	If the Series A CPPUs are fully converted[2]
NAV per Unit (S$)[3]	0.97	0.31	0.31	0.26

Notes:

(1) Based on the FY2008 Audited Consolidated Financial Statements.

(2) Series A CPPU Holders will have the option to convert the Series A CPPUs at the Conversion Price, in whole or in part, into Units (which will be listed on the Main Board of the SGX-ST) on any Conversion Date in accordance with the terms of the Series A CPPUs.

(3) Adjusted for the distribution paid on 27 February 2009 for the period from 1 July 2008 to 31 December 2008.

Financial Quarter ended 31 March 2009

The table below sets out the pro forma financial effects of the Transactions on the NAV per Unit as at 31 March 2009, as if the Transactions were completed and FCOT had repaid approximately S$179.0 million of FCOT's existing debt facilities on 31 March 2009. **For illustration purposes, the pro forma financial impact on the NAV per Unit is shown as if the Series A CPPUs are fully converted into Conversion Units on 31 March 2009 even though the Series A CPPUs cannot be converted during the Restriction Period.**

	1Q2009			
			Adjusted for the Transactions	
	Unaudited [1] (Before the Transactions)	Adjusted for the Rights Issue	If the Series A CPPUs are not converted	If the Series A CPPUs are fully converted[2]
NAV per Unit (S$)[3]	0.78	0.26	0.26	0.23

Notes:

(1) Based on the FY2008 Audited Consolidated Financial Statements.

(2) Series A CPPU Holders will have the option to convert the Series A CPPUs at the Conversion Price, in whole or in part, into Units (which will be listed on the Main Board of the SGX-ST) on any Conversion Date in accordance with the terms of the Series A CPPUs.

(3) Adjusted for the distributable income for 1Q2009.

4.4 Pro Forma Distribution per Unit

Financial Year ended FY2008

The table below sets out the pro forma financial effects of the Transactions on FCOT's DPU and distribution yield for FY2008, as if (i) FCOT had purchased Alexandra Technopark on 1 January 2008, and held and operated Alexandra Technopark through to 31 December 2008, (ii) the Rights Issue was completed on 1 January 2008 and (iii) FCOT had repaid S$179.0 million of FCOT's existing debt on 1 January 2008. **For illustration purposes, the pro forma**

financial impact on FCOT's DPU and distribution yield are shown as if the Series A CPPUs are fully converted into Conversion Units on 1 January 2008 even though the Series A CPPUs cannot be converted during the Restriction Period.

	FY2008			
	Actual(1) (Before the Transactions)	Adjusted for the Rights Issue	Adjusted for the Transactions	
			If the Series A CPPUs are not converted	If the Series A CPPUs are fully converted(2)
DPU (cents)	6.35	1.71	1.80	1.47

Notes:

(1) Based on the FY2008 Audited Consolidated Financial Statements.

(2) Series A CPPU Holders will have the option to convert the Series A CPPUs at the Conversion Price, in whole or in part, into Units (which will be listed on the Main Board of the SGX-ST) on any Conversion Date in accordance with the terms of the Series A CPPUs.

Financial Quarter ended 31 March 2009

The table below sets out the pro forma financial effects of the Transactions on FCOT's DPU and distribution yield for 1Q2009, as if (i) FCOT had purchased Alexandra Technopark on 1 January 2009, and held and operated Alexandra Technopark through to 31 March 2009, (ii) the Rights Issue was completed on 1 January 2009 and (iii) FCOT had repaid S$179.0 million of FCOT's existing debt on 1 January 2009. **For illustration purposes, the pro forma financial impact on FCOT's DPU and distribution yield are shown as if the Series A CPPUs are fully converted into Conversion Units on 1 January 2009 even though the Series A CPPUs cannot be converted during the Restriction Period.**

	1Q2009			
	Unaudited(1) (Before the Transactions)	Adjusted for the Rights Issue	Adjusted for the Transactions	
			If the Series A CPPUs are not converted	If the Series A CPPUs are fully converted(2)
DPU (cents)	0.72	0.24	0.26	0.25
DPU (cents) (annualised)	2.93	0.97	1.06	1.02

Notes:

(1) Based on the 1Q2009 Unaudited Financial Statements Announcement.

(2) Series A CPPU Holders will have the option to convert the Series A CPPUs at the Conversion Price, in whole or in part, into Units (which will be listed on the Main Board of the SGX-ST) on any Conversion Date in accordance with the terms of the Series A CPPUs.

The distribution yield of the Rights Units upon the completion of the Transactions will be 11.1% [1] based on the Rights Issue Price of S$0.095, and 8.0% [2] based on the TERP of S$0.131.

5. APPROVAL IN-PRINCIPLE

The Manager is pleased to announce that approval in-principle was received on 29 June 2009

1 Based on the annualised 1Q2009 pro forma DPU divided by the Rights Issue Price of S$0.095.
2 Based on the annualised 1Q2009 pro forma DPU divided by the TERP of S$0.131.

from the SGX-ST for the listing and quotation on the Main Board of the SGX-ST of the Rights Units and new Units to be issued pursuant to the conversion of the Series A CPPUs (the "**Conversion Units**").

The SGX-ST's approval in-principle is not to be taken as an indication of the merits of FCOT, the Acquisition, the Rights Issue, the Rights Units, the Series A CPPU Issue, and the Conversion Units.

The Manager has provided undertakings to the SGX-ST to:

(i) make periodic announcements on the specific utilisation of the proceeds from the Rights Issue as and when such proceeds are materially disbursed; and

(ii) provide a status report on the specific use of the proceeds from the Rights Issue in the annual report of FCOT to Unitholders;

6. SECURITIES INDUSTRY COUNCIL WAIVER

On 7 May 2009, the Securities Industry Council granted a waiver of the obligation of FCL and its concert parties (the "**Concert Parties**") to make a mandatory offer under Rule 14 of the Singapore Code of Take-overs and Mergers should the obligation to do so arise as a result of:

(i) FCL and the Relevant Subsidiaries taking up the FCL Proportionate Rights Units and subscribing for the FCL Commitment Rights Units and, if applicable, applying for and receiving Excess Rights Units; and/or

(ii) the issuance of Conversion Units to Orrick (or its nominees);

subject to, among others, the approval at the EGM by Unitholders other than FCL, the Concert Parties and parties which are not independent of them (the "**Whitewash Resolution**").

7. BOARD CONFIRMATION

Given the recent months of market uncertainty and volatility, the execution risks posed by the long rights issue execution period and the likely material adverse consequences of an unsuccessful rights issue, the board of directors of the Manager (the "**Board**") believes that it is important for the Rights Issue to be fully underwritten. The Board is of the view that the FCL Commitment Agreement will facilitate the full underwriting of the Rights Issue by the Joint Lead Managers and Underwriters, thereby enhancing the likelihood of a successful Rights Issue.

The Board has considered the Underwriting Agreement (including the commission payable to the Joint Lead Managers and Underwriters) and is of the view that the Underwriting Agreement has been entered into on an arm's length basis and on normal commercial terms.

The Independent Directors have considered the terms of the FCL Commitment Agreement (including the Commitment Fee payable to FCL) and are of the view that the terms are fair, not prejudicial to FCOT and to other Unitholders and are in the interests of FCOT and its Unitholders as a whole, on the basis that:

(i) the Commitment Fee is within the range of fees paid to major shareholders or unitholders which had provided similar commitments in recent rights issues ;

(ii) the Commitment Fee does not exceed the Underwriting Commission;

(iii) the Commitment Fee is proposed to be paid to FCL in consideration for its commitment to the Rights Issue, its assumption of market risks for the entire Rights Issue period and its forgoing of its ability to trade its Rights entitlements; and

(iv) minority Unitholders are given priority to apply for any Excess Rights Units.

None of the Directors dissented with the above opinion.

The Board also notes that the Joint Lead Managers and Underwriters have confirmed that they had initiated the discussion on the arrangement for FCL to enter into the FCL Commitment Agreement and had indicated that they will not underwrite the Rights Issue unless FCL enters into the FCL Commitment Agreement.

8. DISCLOSURE UNDER THE LISTING MANUAL AND THE PROPERTY FUNDS GUIDELINES

8.1 Interested Person Transactions and Interested Party Transaction

As at the Latest Practicable Date, FCL held an aggregate indirect interest in 166,716,292 Units, which is equivalent to 22.2% of the total number of Units in issue, and is therefore regarded as a "controlling Unitholder" under both the Listing Manual of the SGX-ST (the "**Listing Manual**") and Appendix 2 of the Code on Collective Investment Schemes issued by the Monetary Authority of Singapore (the "**Property Funds Guidelines**").

Orrick is a wholly-owned subsidiary of FCL. For the purposes of Chapter 9 of the Listing Manual, Orrick (being a subsidiary of a "controlling Unitholder") is an "interested person" of FCOT. For the purposes of the guidelines relating to "interested party transactions" under the Property Funds Guidelines, Orrick (being a subsidiary of a "controlling Unitholder") is an "interested party" of FCOT.

The Acquisition, the Series A CPPU Issue, the Master Lease and the Master Lease Undertaking constitute "interested person transactions" under Chapter 9 of the Listing Manual, and the Acquisition constitutes an "interested party transaction" under the Property Funds Guidelines.

8.2 Very Substantial Acquisition or Reverse Takeover

Chapter 10 of the Listing Manual classifies transactions by FCOT into (i) non-discloseable transactions, (ii) discloseable transactions, (iii) major transactions and (iv) very substantial acquisitions or reverse takeovers, depending on the size of the relative figures computed on the following bases:

(i) the net profits attributable to the assets acquired, compared with FCOT's net profits;

(ii) the aggregate value of the consideration given, compared with FCOT's market capitalisation; and

(iii) the number of Units issued by FCOT as consideration for the Acquisition, compared with the number of Units previously in issue.

The relative figures for the Acquisition computed on the bases set out above are as follows:

Comparison of:	Alexandra Technopark	FCOT	Relative Figure
Net Property Income[(1)(2)] (S$ million)	21.3[(3)]	81.0	26.3%
Purchase Consideration against FCOT's market capitalisation (S$ million)	Purchase Consideration: 342.5	FCOT's market capitalisation: 180.6[(4)]	189.6%[(5)]
Number of Units to be issued to Orrick (or its nominees) against the existing Units (million)[(6)]	Number of Units to be issued to Orrick: (or its nominees) 1,933.0[(5)]	Existing Units: 750.7	257.5%

Notes:

(1) In the case of a real estate investment trust, the net property income is a close proxy to the net profits attributable to its assets.

(2) For the financial year ended 31 December 2008.

(3) Based on an assumed net rental of S$22.0 million under the Master Lease, less property management fees.

(4) Based on the volume weighted average price of S$0.241 per Unit on the SGX-ST on 29 June 2009 and based on the Units in issue and issuable as at 29 June 2009.

(5) Assuming that all the Series A CPPUs are converted at the Conversion Price of S$0.177, equivalent to a premium of approximately 35.0% above the VWAP of the Units over the last five trading days immediately prior to (and including) the date of issuance of the Series A CPPUs (the "**5-day VWAP**"). For illustration purposes, the 5-day VWAP is assumed to be equivalent to the theoretical ex-rights price ("**TERP**") of S$0.131.

(6) Based on Units in issue and issuable as at 29 June 2009.

The relative figures in relation to the Acquisition for the basis of comparison set out in paragraphs (b) and (c) above exceed 100.0%. Therefore, the Acquisition constitutes a "very substantial acquisition" or "reverse takeover" for FCOT under Rule 1015 of the Listing Manual.

9 AUDIT, RISK AND COMPLIANCE COMMITTEE STATEMENT

On the recommendation of the independent directors of the Manager (the "**Independent Directors**"), the Manager has appointed Deloitte & Touche Corporate Finance Pte Ltd as the independent financial adviser (the "**IFA**") to provide an opinion on the Acquisition, the Series A CPPU Issue, the Master Lease and the Master Lease Undertaking. Based on the opinion of the IFA, the Audit, Risk and Compliance Committee of the Manager (the "**ARC Committee**") is of the view that the Acquisition, the Series A CPPU Issue, the Master Lease and the Master Lease Undertaking are on normal commercial terms and would not be prejudicial to the interests of FCOT and its minority Unitholders.

10. OTHER INFORMATION

10.1 Other Interested Person Transactions

As at the Latest Practicable Date, there has been no interested person transactions between FCOT and FCL and/or the associates of FCL for the current financial year.

10.2 Interests of the Directors and Controlling Unitholders

As at the Latest Practicable Date, through the Manager, the Property Manager and FCL Trust Holdings (Commercial) Pte. Ltd., F&NL and FCL are deemed to be Controlling Unitholders of FCOT and certain Directors (namely Mr Lim Ee Seng, Mr Christopher Tang Kok Kai and Mr Low Chee Wah) collectively hold an aggregate direct and deemed interest in 4,176,230 shares in F&NL, the ultimate holding company of Orrick.

As at the Latest Practicable Date, certain Directors, namely Dr Chua Yong Hai and Mr Tan Guong Ching collectively hold an aggregate direct and deemed interest in 480,000 Units.

Mr Lim Ee Seng is a director of Orrick, FCL and the Manager, and Mr Christopher Tang Kok Kai is also a director of the Manager and certain entities within F&N Group

Save as disclosed in the Unitholders' Circular and based on information available to the Manager as at the Latest Practicable Date, none of the Directors or the Controlling Unitholders has an interest, direct or indirect, in the Acquisition, the Series A CPPU Issue, the Master Lease and the Master Lease Undertaking.

10.3 Director's Service Contracts

No person is proposed to be appointed as a Director in connection with the Acquisition, the Series A CPPU Issue, the Master Lease and the Master Lease Undertaking or any other transactions contemplated in relation to the Acquisition, the Series A CPPU Issue, the Master Lease and the Master Lease Undertaking.

11. DOCUMENTS FOR INSPECTION

Copies of the following documents are available for inspection during normal business hours at the registered office of the Manager at 438 Alexandra Road, #21-00 Alexandra Point, Singapore 119958[1] from the date of the Unitholders' Circular up to and including the date falling three months after the date of the Unitholders' Circular:

(i) the Sale and Purchase Agreement;

(ii) the draft of the Master Lease Agreement;

(iii) the draft of the Master Lease Undertaking;

(iv) the valuation report on Alexandra Technopark issued by Colliers; and

(v) the valuation report on Alexandra Technopark issued by JLL.

12. UNITHOLDERS' CIRCULAR

Further details on the Transactions will be set out in the Unitholders' Circular to Unitholders to be issued to Unitholders in due course, together with a notice of the EGM that the Trustee will convene for the purpose of seeking Unitholders' approvals in connection with, among others, the Transactions and the Whitewash Resolution.

1 Prior appointment with the Manager will be appreciated.

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

Anthony Cheong Fook Seng
Company Secretary
30 June 2009

For further information, kindly contact:
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About Frasers Commercial Trust

Frasers Commercial Trust (FCOT) is a commercial real estate investment trust (REIT) focused on growing shareholder value for its unitholders through active asset management, sound financial management and strategic investments. FCOT is sponsored by Frasers Centrepoint Limited (FCL).

FCOT invests primarily in quality income-producing commercial properties and its current portfolio includes nine quality commercial buildings located in Singapore, Australia and Japan. As at 31 March 2009, the portfolio represented a combined appraised value of approximately S$1.5 billion.

FCOT, formerly known as Allco Commercial REIT, was listed on the Main Board of Singapore Exchange Securities Trading Limited (SGX-ST) on 30 March 2006.

On 14 August 2008, Frasers Centrepoint Limited acquired the manager of FCOT and units in FCOT and renamed the manager of FCOT, Frasers Centrepoint Asset Management (Commercial) Ltd.

For more information on FCOT, please visit www.fraserscommercialtrust.com

About Frasers Centrepoint Limited

FCL, a wholly-owned subsidiary of Fraser and Neave, Limited (F&NL), is a leading Singapore-based property company with a strong global foothold in residential, commercial and hospitality projects.

Under the stewardship of F&NL, FCL's business has evolved from being the owner and operator of a single shopping centre to property development, property management, and asset and fund management of commercial properties (Frasers Centrepoint Commercial), residential homes (Frasers Centrepoint Homes), serviced apartments (Frasers Hospitality) and property trusts (Frasers Centrepoint Asset Management). Frasers Property, the international property arm of FCL, develops world-class projects in UK, Australia, New Zealand, Thailand, China and Vietnam.

For more information on FCL, please visit www.fraserscentrepoint.com

About Fraser and Neave, Limited

F&NL is a leading Asia Pacific Consumer Group with expertise and dominant standing in the Food & Beverage, Property and Publishing & Printing industries.

Leveraging on its strengths in marketing and distribution; research and development; brands and financial management; as well as years of acquisition experience, F&NL provides key resources and sets strategic directions for its subsidiary companies across all three industries.

Listed on the SGX-ST, F&NL ranks as one of the most established and successful companies in the region with an impressive array of renowned brands that enjoy strong market leadership. It has shareholders' funds of over S$5 billion and total assets employed over S$13 billion. F&NL is present in over 20 countries spanning Asia Pacific, Europe and USA and employs over 18,000 people worldwide.

For more information on F&NL, please visit www.fraserandneave.com

IMPORTANT NOTICE

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

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

The value of units in FCOT (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 the SGX-ST. Listing of the Units on the SGX-ST does not guarantee a liquid market for the Units.

Unitholders holding Units through a finance company or depository agent may only subscribe for the Rights Entitlements through their respective finance company or depository agent.

Subscription for the Rights Entitlements arising from Units acquired under the CPFIS-OA, where the Rights Entitlements are of a type included under the CPFIS-OA, can only be made using CPF funds. In the event of insufficient CPF funds or stock limit, Unitholders should top-up their CPF funds with the relevant bank in which they hold their CPFIS accounts to ensure that they may subscribe for their Rights Entitlements.

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 FCOT and the Manager is not necessarily indicative of the future performance of FCOT and the Manager.