









## **SASSEUR REIT – Growth in a Sunrise Industry**

First Listed Outlet Mall REIT in Asia

**Soochow Securities Investor Presentation** 

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## **Key Investment Highlights**



#### **Retail Outlet – A Sunrise Industry**



## **Sasseur - Leading Outlet Operator**



Fast-growing retail outlet sector projected to become world's largest by 2030<sup>1</sup>



Leading privately-owned outlet mall operator



Growing middle-class population & spending power



Deep understanding of local retail market & diverse brand relationships



**Exposure to high-growth tier-2 PRC cities** 



2 ROFR and 13 pipeline projects for potential acquisition

<sup>(1)</sup> Source: China Insights Consultancy

<sup>(2)</sup> Defined as the sales revenue opportunity available in the outlet industry after considering information such as economic development, population size, residents' disposable income and outlets penetration

## **PRC's Outlet Fundamentals Remain Attractive**





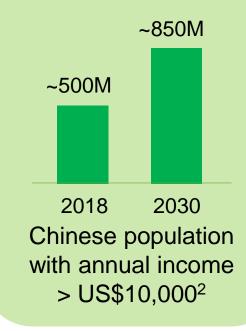
Fast Growing Middle Class Population

12.1%

Projected to grow 12.1% annually from 2015 to reach 216 million in 2021<sup>1</sup>









High Demand for Luxury Brands

**Annual Spending** 

**US\$111** 

Billion

Chinese consumers purchase more than a third of the world's luxury goods<sup>3</sup>

- 1. Source: China Insights Consultancy Independent Market Research Report
- 2. World Bank, Legal & General IM Estimates
- 3. Business Times Article "Covid-19 has trapped US\$111 billion of luxury spending in China", 9 July 2020.

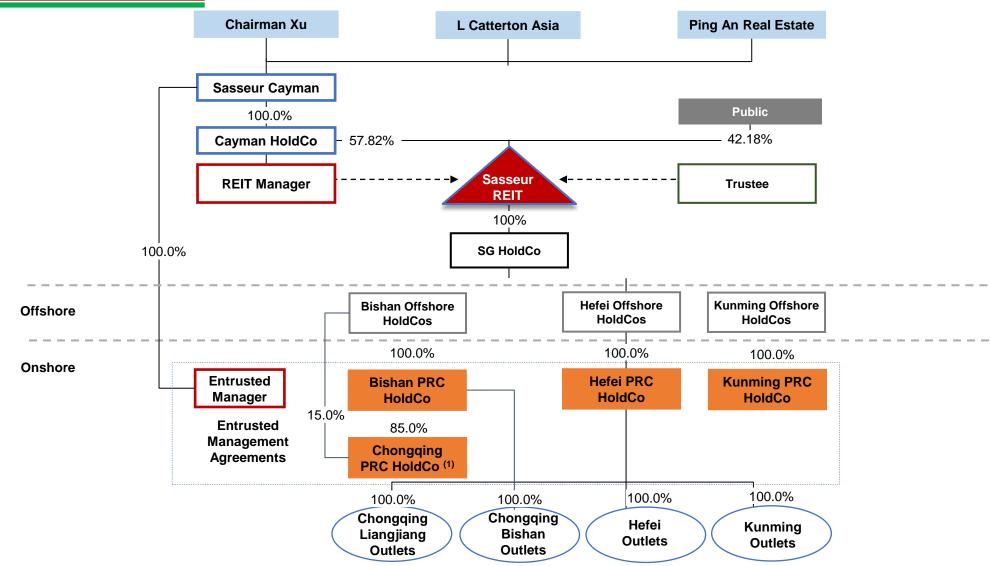
## **About Sasseur REIT**



# First Outlet Mall REIT listed in Asia

## **Sasseur REIT Structure**





## **About Sasseur Group – Strong Sponsor**



#### **Introduction to Sasseur Group**

- Founded in 1989, Sasseur is one of the leading premium outlet groups in the People's Republic of China ("PRC"), that focuses on the development and operation of retail outlet malls in the PRC
- Sasseur manages 13 outlet malls in 12 major Chinese cities
- Leverages on the founder's passion for art and culture to develop and design all of Sasseur's outlet malls, thus offering a unique lifestyle experience for its customers



**Supported by Strategic Shareholders** 

#### **Founded by Vito Xu**



- Vito Xu is the founder and chairman of Sasseur with a wealth of experience in the fashion industry.
- In 1992, he entered the clothing industry and created his own women's wear fashion line – Sasseur
- In 2008, he built the first Sasseur outlet in Chongqing, an art piece that has won numerous awards
- Recipient of numerous prestigious awards





 Manages over USD 1.6 billion AUM (USD 2.6 billion with co-investments)<sup>(1)</sup>

a global L Catterton platform

private equity firm that operates within

- Affiliate of the Fortune 500 company Ping An Insurance
- Professional real estate investment, development and management platform of Ping An Insurance
- AUM of approximately RMB 420 billion (USD 60 billion)<sup>(2)</sup>



- (1) Provided by L Catterton Asia on 19 September 2017
- (2) Extracted from Ping An Real Estate website (<a href="http://realestate.pingan.com/realestate/html/about.html">http://realestate.pingan.com/realestate/html/about.html</a>) on 2 January 2020

## **About Sasseur Group – Strong Sponsor**



#### **Highly Recognised Enterprise**

- 2020 China Top 10 Influential Commercial Enterprise Award
- 2020 Chongqing Top 100 Enterprise Ranked 34<sup>th</sup> Place with Revenue Over RMB 10 Billion
- 2020 China Top 500 Enterprise in Service Industry Ranked 304<sup>th</sup> place
- China Commercial Real Estate Operation and Innovation Award

#### One of the Leading Operators in China's Outlet Industry

- 13 Outlets Under Management, 6 More in the Pipeline
- Among the outlets in operation, 5 outlets achieve sales above RMB 1 billion in 2019
- 1,700 International and Local Brands
- >55 Million Outlet Visitors in 2019
- 4.2 Million VIP Members across All Outlets

Source: Sasseur Group 2019 Performance Figures

#### 2020 Sales Revenue

#### > RMB 2.0 Billion



Sasseur (Chongqing Liangjiang) Outlet



Sasseur (Nanjing)
Outlet



Sasseur (Xi'an)
Outlet



Sasseur (Hefei)
Outlet



Sasseur (Kunming)
Outlet



Sasseur (Guiyang)
Outlet

## Sponsor's Unique "Super Outlet" Business Model



- "1" represents the outlet mall business platform and "N" reflects the various lifestyle options offered in each of the outlet malls
- Unique lifestyle experience based on a combination of art in the design and decoration of its outlet malls, and as a one-stop shopping and lifestyle experience, provides resilience against competition from e-commerce

 $A \times (1+N) \times DT$ 



## Sasseur – Leading Private Outlet Specialist in PRC



#### Leading private outlet specialist in PRC

Outlet Operators	Operator category	Outlets
Sasseur 砂之船	Local Private Outlet Specialist	13
Beijing Capital Grand 首创	Real Estate Company	13
Shanshan 杉杉	Conglomerate	9
Bailian 百联	SOE Retail Group	7
Wangfujing SCITECH 王府井赛特	Real Estate Company	7
RDM	International Outlet Specialist	6

	es of Outle	<u> </u>	e outlet spe	Applicable Not applicat
	Operational Experience	Brand Resources	Understanding of Local Market	Financial Strength
Local Private Outlet Specialists				
SOE Retail Groups				
Real Estate Companies				
nternational Outlet Specialists				

Source: Company Website

## Outlet's Competitive Edge Against Other Retail Models



	Outlets	<b>Department Store</b>	<b>Shopping Mall</b>	Online Platform
Product Mix	Luxury and high-end brands	Middle to high-end brands	Middle to high-end brands	Low priced products
Pricing Strategy	<b>Large Discounts</b>	Normal	Normal	Low
Consumer Experience	✓	(small area with compact layout)	✓	(no in-store shopping experience)
Location	Suburbs	City Center	City Center	-
Segment	Middle Class	Mass Market	Mass Market	Mass Market
Authenticity	✓	✓	✓	Possibility of counterfeit goods

#### **Brand Owners**

- Advantages Over Online
- Higher Profit Margin
- Quicker Payback Period
- Enhanced Inventory Management



#### **Customers**

- Better Shopping Experience
- Product Authenticity
- High Discounts
- Access to a Wide Range of Products

#### Why outlet is generally not impacted by e-commerce

- Product mix per transaction via online platform ~ RMB200 vs per transaction at the outlet malls ~ RMB800/1000 => minimal product overlap
- Economics online sales of outlet brands incur ~ 20% commission vs 10-16% commission at the outlets.
- Authenticity 10X penalty / reward for selling by merchants / reporting by customers, of fake goods ensure no fakes goods at outlet

## **Entrusted Management Agreement (EMA) Model**





## **Entrusted Management Agreement Model**





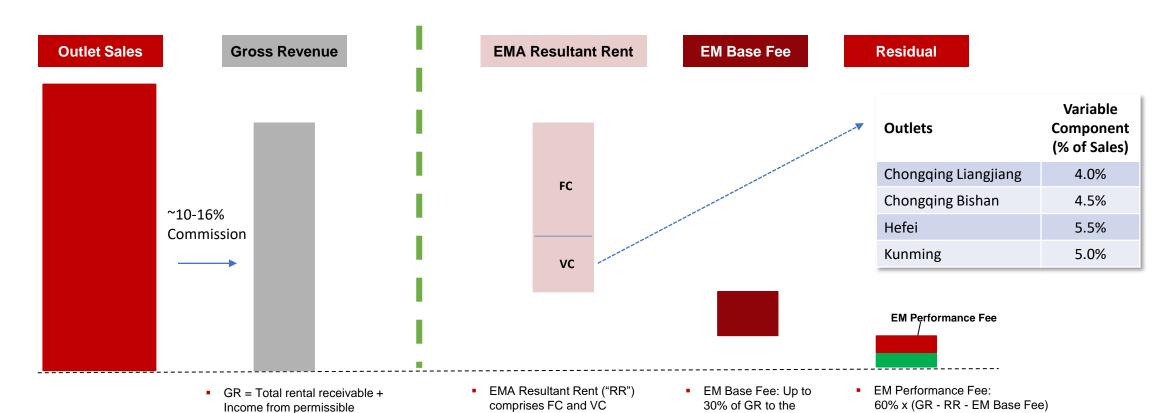
investments

#### **REIT Income Model**

**Entrusted Manager** 

Payment to REIT:

40% x (GR - RR - EM Base Fee)



REIT paid EMA Resultant Rent

before EM Base Fee

VC is pegged to the Sales of

The EMA Model aligns the interest of the Operating Manager with the REIT.

the Outlet

## **2Q 2021 Financial Results**





## 2Q 2021 Key Highlights



#### Sasseur REIT share price reached its new high of \$0.970 in July 2021.

2Q 2021	2Q 2020	Y-o-Y <sup>1</sup>			
EMA Rental Income <sup>2</sup>					
S\$30.2 million	S\$28.0 million	8.0%			
Distributable Income					
S\$21.7 million	S\$18.2 million	19.7%			
Distribution Per Unit <sup>3</sup>					
1.614 SG cents	1.512 SG cents	6.7%			
NAV Per Unit					
93.61 SG cents	90.30 SG cents	3.7%			

Sales RMB 889.5 million

Occupancy 92.5%

Weighted
Average
Lease
Expiry<sup>4</sup>
2.4 years

Aggregate Leverage 27.8%

- 1. Y-o-Y comparison refers to 2Q 2021 vs 2Q 2020
- 2. Excluding straight-line accounting adjustments
- 3. For 2Q 2021, Sasseur REIT elected to distribute 90% of the distributable income to Unitholders
- 4. Weighted average lease expiry by net lettable area

## **Financial Results**





## 2Q 2021 DPU Increased 6.7% vs 2Q 2020



	2Q 2021	1Q 2021	Change %	2Q 2020	Change %	1H 2021	1H 2020	Change %
Fixed Component (RMB mil)	105.5	105.5	-	102.4	+3.0	210.9	204.8	+3.0
Variable Component (RMB mil)	40.3	51.9	-22.2	38.5	+4.8	92.3	63.3	+45.7
EMA Rental Income <sup>1</sup> (RMB mil)	145.8	157.4	-7.3	140.9	+3.5	303.2	268.1	+13.1
EMA Rental Income <sup>1, 2</sup> (S\$ mil)	30.2	32.3	-6.5	28.0	+8.0	62.5	53.2	+17.4
Distributable Income (S\$ mil)	21.7	23.6	-8.1	18.2	+19.7	45.4	34.2	+32.8
DPU (SG cents)	1.614	1.759	-8.2	1.512	+6.7	3.373	2.846	+18.5

<sup>1.</sup> Excluding straight-line accounting adjustments.

<sup>2.</sup> Using the average SGD:RMB rate for the period 2Q 2021 4.8302, 1Q 2021 4.8730, 2Q 2020 5.0381, 1H 2021 4.8516 and 1H 2020 5.0360

## **Healthy Balance Sheet**



S\$ mil	31 Dec 2020	30 Jun 2021
Investment properties	1,651.1	1,697.9
Cash and short-term deposits	155.9	132.4
Other assets	51.2	27.2
Total Assets	1,858.2	1,857.5
Loans and borrowings	504.3	505.1
Other liabilities	248.5	215.6
Total Liabilities	752.8	720.7
Net Assets	1,105.4	1,136.8
NAV per unit (cents) <sup>1</sup>	91.40	93.61
Aggregate Leverage	27.9%	27.8%

<sup>1.</sup> Based on units in issue and issuable of 1,209,412,000 and 1,214,435,046 as at 31 December 2020 and 30 June 2021 respectively.

## **Distribution Details**



Distribution Period Distribution Per Unit<sup>1</sup>

1 April to 30 June 2021

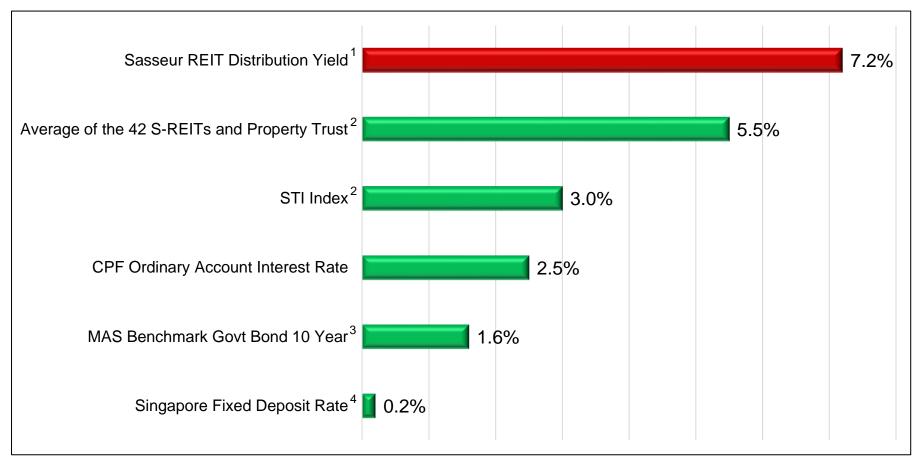
1.614 Singapore cents

Distribution Timetable				
Notice of Books Closure Date	13 August 2021			
Ex-dividend Date	10 September 2021			
Books Closure Date	13 September 2021			
Distribution Payment Date	28 September 2021			

<sup>1.</sup> Based on 90% distribution pay-out ratio

## Sasseur REIT Yield vs Other Asset Classes





#### Notes:

- 1. Distribution yield based on annualised DPU and closing price of S\$0.945 as at 30 June 2021
- 2. Based on 12M Average Dividend Yield
- 3. Based on 10 Year Yield
- 4. 12M Bank fixed deposit rates from MAS as of 30 June 2021

Source: Bloomberg, SGX, Central Provident Fund (CPF) Board, data as of 30 June 2021

## **Capital Management**





## **Prudent Capital Management**



#### Aggregate leverage at 27.8% provides debt headroom for acquisition

<u>\$</u>	Aggregate Leverage	Average Debt Maturity	Interest Coverage Ratio	Weighted Average Cost of Debt <sup>3</sup>
30 Jun 2021	27.8%	1.7 years	4.5 times <sup>1</sup>	4.4% p.a.
31 Dec 2020	27.9%	2.2 years	4.0 times <sup>2</sup>	4.9% p.a. <sup>4</sup>

Loan Facilities	Onshore	Offs	hore
Currency	RMB	SGD	USD
Outstanding Quantum <sup>5</sup>	~SGD 275 million (RMB 1.32 billion)	SGD 214 million (~RMB 1.03 billion)	USD 20 million (~RMB 0.13 billion)
Maturity	March 2023	March 2023	March 2023
Floating Rate	5-year LPR	Singapore SOR	USD LIBOR

<sup>1. 4.5</sup> times based on trailing 12 months EBITDA over trailing 12 months interest expense and borrowing-related fees, as defined in the CIS Code and 6.7 times based on cash basis.

<sup>2.</sup> Restated to 4.0 times based on trailing 12 months EBITDA over trailing 12 months interest expense and borrowing-related fees, as defined in the CIS Code and 5.5 times based on cash basis.

<sup>3.</sup> Include borrowing-related fees.

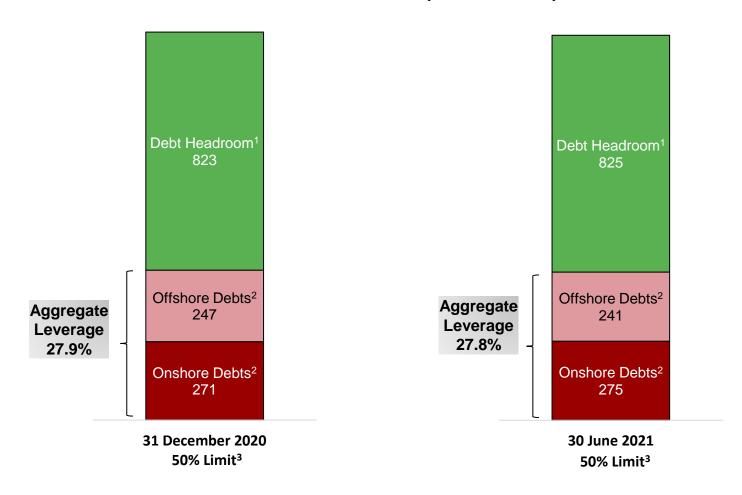
<sup>4.</sup> Restated to 4.9% p.a. to include borrowing-related fees.

<sup>5.</sup> Based on SGD:RMB exchange rate of 4.8027 as at 30 June 2021.

## **Prudent Capital Management**



#### Debt Facilities (SGD million)

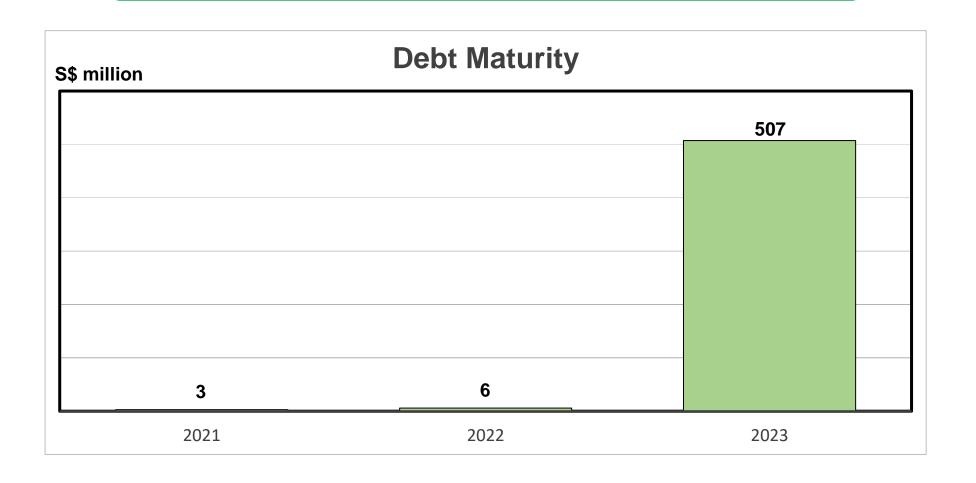


- 1. Debt headroom is computed based on total assets and assuming a corresponding increase in total assets with new debts raised.
- 2. Debt amounts are translated using exchange rates as at each period end.
- 3. 50% leverage limit is based on MAS's leverage limit.

## **Debt Maturity Profile**

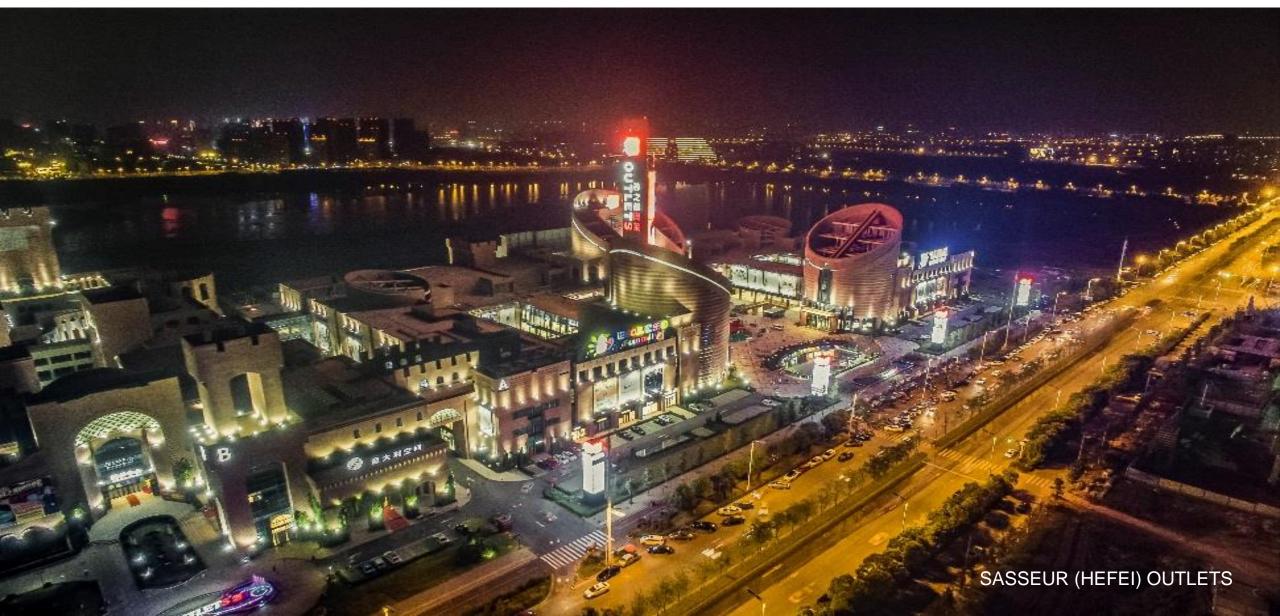


## Weighted average debt maturity is 1.7 years



# **Portfolio Update**





## **Portfolio Summary**



#### **Portfolio**

Valuation\*: 8,142 mil

NLA: 312,784 sqm

Occupancy ^: 92.5%

\*Based on independent valuation as at 31 Dec 20 by JLL (RMB million).

Outlets

^Occupancy for 2Q 2021



## **2Q 2021 Outlet Sales Summary**



## 1H 2021 Outlet sales are 47.9% higher than 1H 2020

Outlets	<b>2Q 2021 Sales</b> (RMB mil)	2Q 2021 vs 2Q 2020 (%)	<b>1H 2021 Sales</b> (RMB mil)	1H 2021 vs 1H 2020 (%)
Chongqing Liangjiang	470.9	+18.9	1,031.5	+64.1
Chongqing Bishan	77.6	-1.3	188.9	+44.8
Hefei	199.1	-8.6	443.2	+28.0
Kunming	141.9	-1.0	362.6	+36.7
Portfolio	889.5	+6.4	2,026.2	+47.9

<sup>1. 2</sup>Q 2021: 01 Apr 2021 - 30 Jun 2021

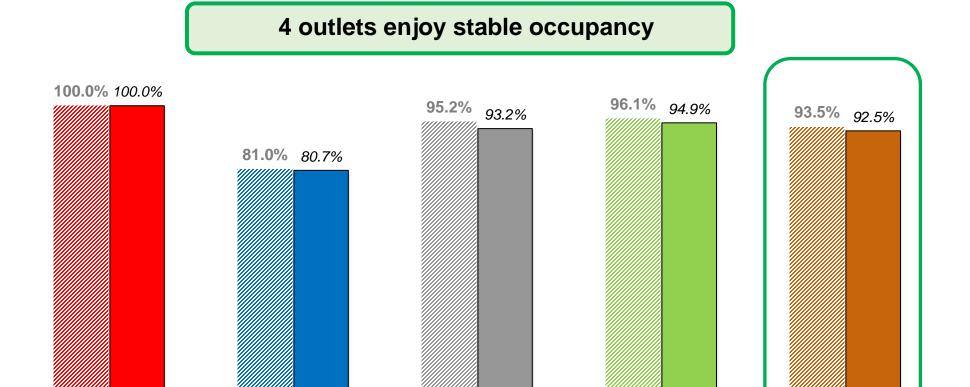
<sup>2. 2</sup>Q 2020: 01 Apr 2020 – 30 Jun 2020

<sup>3. 1</sup>H 2021: 01 Jan 2021 - 30 Jun 2021

<sup>4. 1</sup>H 2020: 01 Jan 2020 – 30 Jun 2020

## **Portfolio Occupancy**





1Q21

合肥

Hefei

1Q21

1Q21

重庆璧山

Chongqing Bishan

2Q21

**2Q21** 

重庆两江

Chongqing Liangjiang

2Q21

1Q21

2Q21

昆明

Kunming

1Q21

2Q21

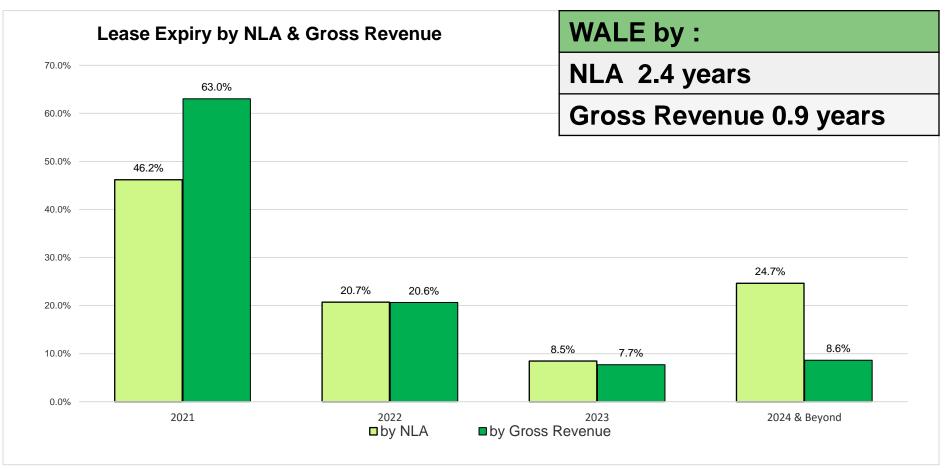
项目组合

Portfolio

## Weighted Average Lease Expiry (WALE)



#### **Deliberate short lease to optimise tenant mix**

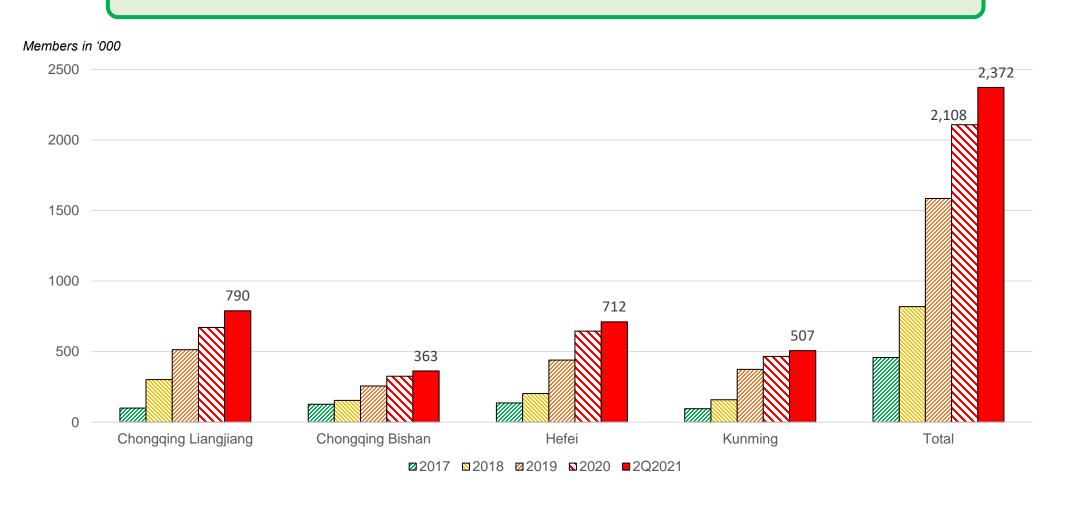


As at 30 June 2021

## **VIP Members - Growth by Outlets**



#### Total VIP members increased 12.5% in 1H 2021 to reach 2.37 million

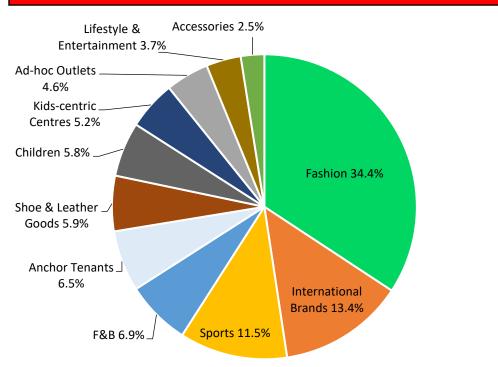


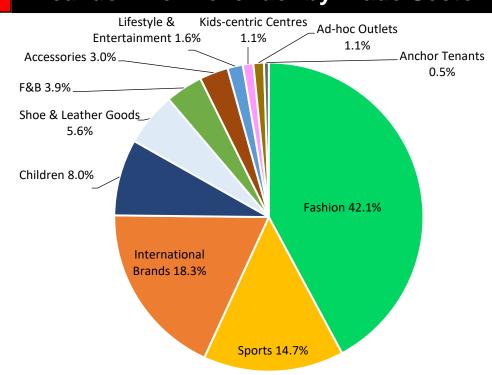
## **Well Diversified Trade Mix**





#### Breakdown of Revenue<sup>2</sup> by Trade Sector





## **Fashion, Sports and International Brands**

59.3%

75.1%

- 1. As percentage of the portfolio's net lettable areas as at 30 Jun 2021
- 2. As percentage of the portfolio's gross revenue as at 30 Jun 2021

## **Attracting Shoppers Through Exciting and Thematic Promotions**



#### **Children's Day**







#### Flash Sales







#### **Spring Sales**



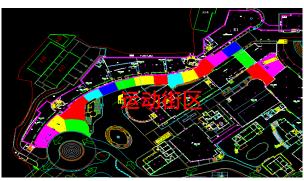


## **Asset Enhancement Initiatives – Chongqing Bishan Outlet**









#### First major AEI works since opening in 2014

#### **Value Creation**

 Part of overall strategy to improve shopper circulation and upgrade Chongqing Bishan outlets to achieve higher asset yield and occupancy rate

#### **Scope of Work**

- Converting a part of external driveway into pedestrian walkway
- Building new escalators and removing obstructive walls to improve connectivity between 21 building blocks

#### **Enhancing Space & Offerings**

- Reconfiguring shop units for better space utilisation and product display and conversion of retail spaces into F&B
- Creating 79 additional carpark lots to meet demand during peak periods
- ✓ Expected Completion in December 2021

#### **Online Sales Initiative**



## **Soft Launch of WeChat Mini App**





#### **WeChat Mini App Livestream**

- Chongqing Liangjiang Outlets collaborated with brand partners to host livestreaming sessions
- More than 90,000 viewership in each of the two hours livestreams held in 2Q 2021

## **Potential Pipelines**



- All acquisitions must be yield accretive
- Renewed focus on China
- 7 out of 13 Pipeline Properties are in operation

**ROFR Properties** 

	Xi'an	Guiyang
Opening Date	Sep 2017	Dec 2017
GFA (sqm)	141,708	193,520
Car Park Lots	c.2,000	c.1,000



#### **Opening Soon**

#### **Pipeline Properties Nanjing** Nanjing Hangzhou Changchun Changsha Lanzhou Yangzhou Xiamen Suzhou **Fuzhou** Shijiazhuang Shanghai Shenzhen Sep Opening Jun May Sep Dec Dec Sep Nov Apr May Sep ~ 2022 ~ 2022 Date 2011 2015 2017 2018 2019 2020 2020 2021 2022 2022 2022 GFA 45,873 149,875 172,128 210,600 ~100,000 114,650 74,987 ~77,843 ~100,000 ~190,000 ~83,000 ~109,000 ~150,000 (sqm) Car Park c. 1,500 c.5,000 c.8,000 c.4,000 c.2,084 c.2,500 c.1,200 c.1,500 c. 1,100 c.2,800 c. 3,500 c.2,500 c.2,200 Lots

## **Investment Merits**





## Singapore Governance and Transparency Index (SGTI)



#### Singapore Governance and Transparency Index 2021

RANK 2021	TRUST NAME	BASE SCORE*	ADJUSTMENTS FOR BONUSES/ PENALTIES	OVERALL SGTI 2021 SCORE	OVERALL SGTI 2020 SCORE	2020
1	ASCOTT RESIDENCE TRUST	88.3	27	115.3	101.3	3
2	FAR EAST HOSPITALITY TRUST	81.8	32	113.8	99.2	4
3	ASCENDAS REIT	84.1	27	111.1	94.4	8
4	NETLINK NBN TRUST	81.4	28	109.4	98.9	5
5	CAPITALAND INTEGRATED COMMERCIAL TRUST	83.4	25	108.4	-	
6	FRASERS LOGISTICS & COMMERCIAL TRUST	84.4	23	107.4	92.5	11
7	ASCENDAS INDIA TRUST	77.2	30	107.2	84.4	24
8	CROMWELL EUROPEAN REIT	78.8	21	99.8	95.4	7
9	CAPITALAND CHINA TRUST	81.8	17	98.8	98.2	6
10	KEPPEL PACIFIC OAK US REIT	75.7	22	97.7	91.5	12
11	PARKWAYLIFE REIT	75.4	20	95.4	80.3	32
12	MAPLETREE LOGISTICS TRUST	71.1	21	92.1	85.2	23
13	AIMS APAC REIT	65.2	25	90.2	86.3	17
14	ESR-REIT	74.6	15	89.6	86.1	19
15	LENDLEASE GLOBAL COMMERCIAL REIT	69.8	19	8.88		-
16	MAPLETREE COMMERCIAL TRUST	70.1	17	87 1	67.7	12
17	SASSEUR REIT	75.9	11	86.9	83.7	25
17	MAPLETREE INDUSTRIAL TRUST	68.9	18	86.9	81.2	31
19	SPH REIT	70.8	15	85.8	78.6	35
20	STARHILL GLOBAL REIT	74.6	11	85.6	78.0	36
21	CDL HOSPITALITY TRUSTS	73.5	12	85.5	85.9	20
21	MAPLETREE NORTH ASIA COMMERCIAL TRUST	70.5	15	85.5	90.2	14
23	LIPPO MALLS INDO RETAIL TRUST	75.7	9	84.7	90.5	13
24	FRASERS CENTREPOINT TRUST	76.3	7	83.3	76.2	37
25	SUNTEC REIT	75.2	8	83.2	85.3	22
26	KEPPEL REIT	72.6	9	81.6	81.9	27

67.0

66.0

64.7

69.6

69.5

68.3

66.0

64.3

79.0

78.0

76.7

75.6

75.5

75.3

74.0

73.3

43

34

17

15

28

29

79.5

86.3

81.4

92.9

Sasseur REIT continues to be recognised for its efforts in governance and transparency, improving its ranking from 25<sup>th</sup> to 17<sup>th</sup> place in this year's SGTI (REITs and Business Trust Category).

We are committed to maintaining high standards of corporate governance and reporting.

Source: The Business Times, 5 Aug 2021

ARA US HOSPITALITY TRUST

FRASERS HOSPITALITY TRUST

ARA LOGOS LOGISTICS TRUST

**OUE COMMERCIAL REIT** 

KEPPEL DC REIT

BHG RETAIL REIT

KEPPEL INFRASTRUCTURE TRUST

## **Key Milestone and Awards**



## FTSE EPRA NAREIT Global Emerging Market Index Inclusion<sup>1</sup>

1

# Most Promising REIT in Asia

By: Fortune Times REITs Pinnacle
Awards 2018

2

Best Retail REIT (Platinum)

Best CEO (Platinum)

**Best Investor Relations** (Gold)

By: 6th Asia Pacific REITs Awards 2019

3

# Best REIT Deal in Southeast Asia 2018

By: Alpha Southeast Asia 12th Annual Best Deal & Solution Awards 2018

4

**REIT Company of The Year – Singapore 2019** 

**By: International Investor Magazine** 

5

Best Retail REIT (Platinum)

Best CEO (Platinum)

**Best Investor Relations** (Platinum)

By: 7th Asia Pacific REITs Awards 2020

6

# Best Commercial REIT Asia 2020

**By: Capital Finance International** 

1. Since 23 December 2019.

39

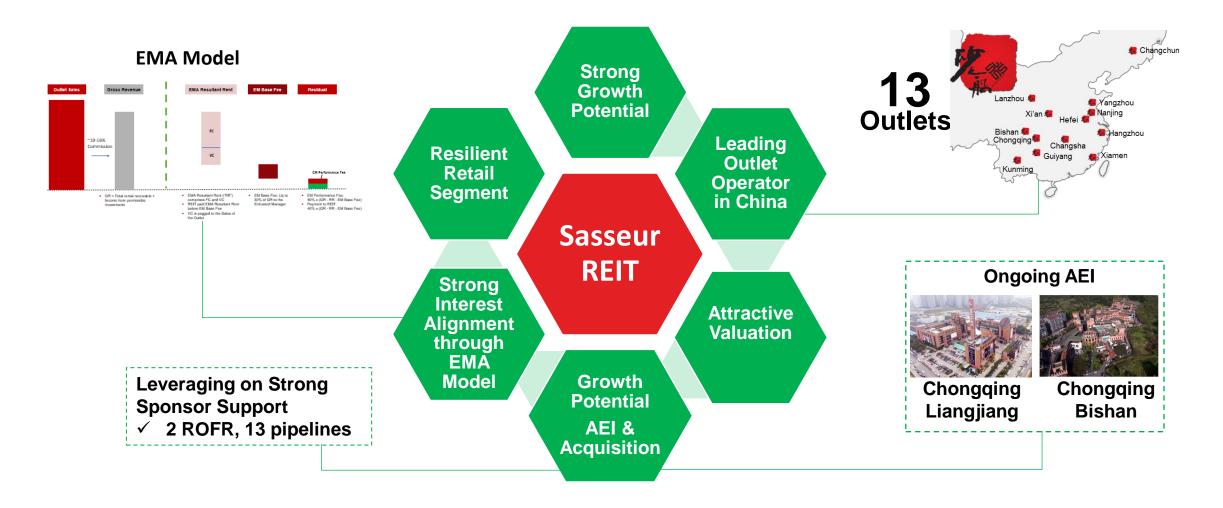
## **Investment Merits**



- Market Leadership: Sasseur Group is one of the largest outlet operators in China, with 13 outlets and over 13 years of operating experience
- Unique Art-Commerce Busines model: Full alignment of interests of tenants, REIT unitholders, the REIT and entrusted managers, with the potential for sharing upsides
- Proactive Asset Management Strategy: Focus on asset enhancement and organic growth and yield accretive acquisitions
- Resilient Retail Segment: High growth sector offering attractive value-formoney branded products that cater to the rising aspirations and demand of the expanding Chinese middle class
- Strong Partnerships: Longstanding and strong business relationships with leading premium international and local retail brands

## Why Sasseur REIT?















# **Thank You**



For enquiries, please contact:

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Address: 7 Temasek Boulevard, #06-05, Suntec Tower One,

Singapore 038987



# **Appendix**





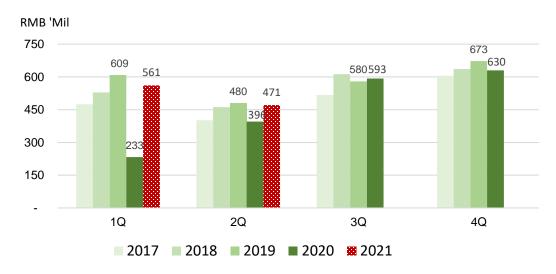
## **Chongqing Liangjiang Outlets**



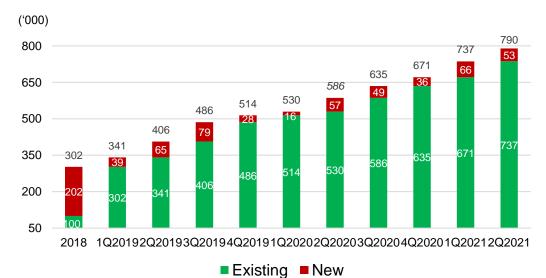


Year Commenced Operations	Sep 2008
GFA (sqm)	73,373
NLA (sqm)	50,885
Occupancy Rate (%, 30 Jun 21)	100
No. of Tenants (30 Jun 21)	368
Top Brands/Tenants	Nike, +39 Space, Coach, Adidas
Car Park Lots	500
Valuation (RMB mil, 31 Dec 20)	2,982

#### <u>Sales</u>



#### **Outlet Members**



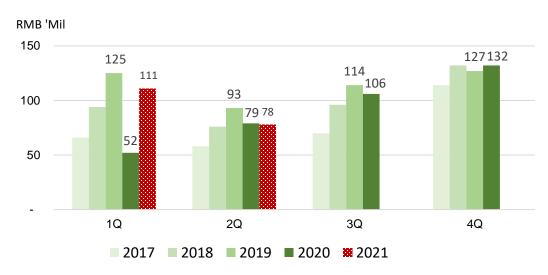
## **Chongqing Bishan Outlets**





Year Commenced Operations	Oct 2014
GFA (sqm)	68,791
NLA (sqm)	47,249
Occupancy Rate (%, 30 Jun 21)	80.7
No. of Tenants (30 Jun 21)	198
Top Brands/Tenants	Nike, +39 Space, Adidas, FILA, Polo
Car Park Lots	400
Valuation (RMB mil, 31 Dec 20)	809

#### <u>Sales</u>



#### **Outlet Members**



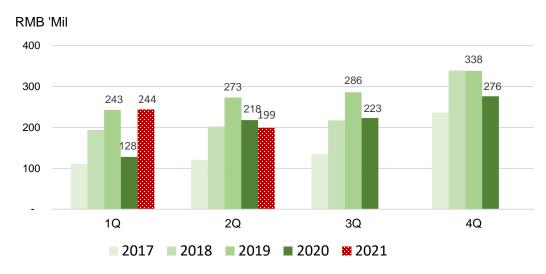
## **Hefei Outlets**



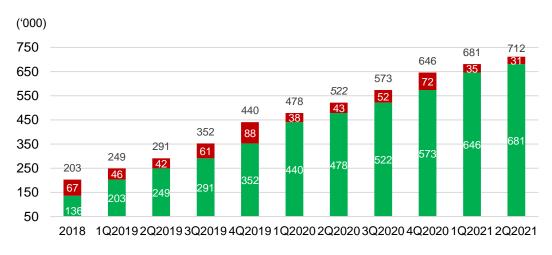


Year Commenced Operations	May 2016
GFA (sqm)	147,316
NLA (sqm)	144,583
Occupancy Rate (%, 30 Jun 21)	93.2
No. of Tenants (30 Jun 21)	329
Top Brands/Tenants	Nike, Adidas, +39 Space, Coach, FILA
Car Park Lots	1,566
Valuation (RMB mil, 31 Dec 20)	2,758

#### <u>Sales</u>



#### **Outlet Members**



■ Existing ■ New

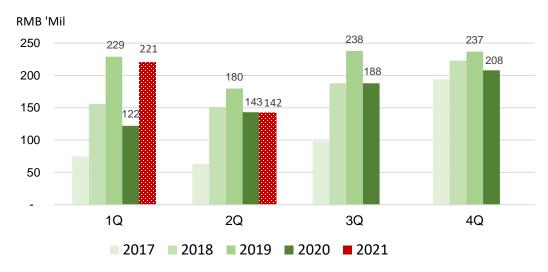
## **Kunming Outlets**





Year Commenced Operations	Dec 2016
GFA (sqm)	88,257
NLA (sqm)	70,067
Occupancy Rate (%, 30 Jun 21)	94.9
No. of Tenants (30 Jun 21)	238
Top Brands/Tenants	Nike, Adidas, +39 Space, Li- Ning, FILA
Car Park Lots	2,000
Valuation (RMB mil, 31 Dec 20)	1,593

#### <u>Sales</u>



#### **Outlet Members**

