



DASIN RETAIL TRUST
大信商用信托

(a business trust constituted on 15 January 2016 under the laws of the Republic of Singapore)

**ANNUAL GENERAL MEETING HELD ON 29 JUNE 2020
RESPONSES TO SUBSTANTIAL AND RELEVANT QUESTIONS FROM UNITHOLDERS**

The board of directors (the “**Board**”) of Dasin Retail Trust Management Pte. Ltd. (“**DRTM**” or the “**Trustee-Manager**”), as trustee-manager of Dasin Retail Trust (the “**Trust**”), refers to:

- (a) the Trust’s notice of annual general meeting (“**AGM**”) dated 5 June 2020; and
- (b) the accompanying announcement released on 5 June 2020 setting out, *inter alia*, the alternative arrangements for participation at the AGM.

The Board wishes to thank all unitholders who have submitted their questions in advance of the AGM to be convened by electronic means on 29 June 2020 at 10.00 a.m. (Singapore time).

The Trustee-Manager wishes to inform that the responses to substantial and relevant questions which have been submitted by unitholders shall be published in this announcement.

Please refer to **Annex A** hereto for the list of questions, and the Trustee-Manager’s responses to these questions.

By Order of the Board
Dasin Retail Trust Management Pte. Ltd.
(Company Registration No. 201531845N)
(in its capacity as trustee-manager of Dasin Retail Trust)

Wang Qiu
Chief Executive Officer
29 June 2020

ANNEX A: RESPONSES TO SUBSTANTIAL AND RELEVANT QUESTIONS FROM UNITHOLDERS

1.	<p>What will the management make to attract shoppers to our malls and make them feel ours are safer to patronize than others after this Covid-19 pandemic? How long you expect the drop of footfall will last?</p>
	<ul style="list-style-type: none"> • The health and safety of our employees and customers remain our top priority. We have been closely monitoring the development of the COVID-19 situation in China and will continue to maintain strict precautionary measures. Shoppers and employees are still required to wear masks and are subjected to temperature scans before entering the malls. We have increased the daily frequency of cleaning and disinfecting the properties with the use of advance technologies to ensure compliance with health and safety standards. In addition, anti-microbial disinfectant will be applied to high contact areas such as lift buttons, escalator handrails, toilet cubicles and basins. • We are also continuously adjusting our trade and brand mix. Traditional trades with relatively weaker operating capabilities will be gradually phased out (e.g. traditional home furnishing), and some brands with strong customer attraction are gradually being introduced (e.g. Haidilao Hot Pot). • We remain cautiously optimistic on the retail demand when the situation normalises, especially among those who have been quarantined. During the lockdown period arising from the outbreak of COVID-19, consumers were refrained from having experiential entertainment outside (e.g. live performances, theatres, movies, KTVs). Thus, there will be greater interest in “experiential activities” when the lockdown is lifted. We have been increasing our experiential and activity-based retail in our malls to enhance consumers’ shopping experience. The combination of these comprehensive formats of the shopping mall is expected to attract shoppers to visit our shopping malls.
2.	<p>Would there be any revision to the proposed acquisition price of Shunde and Tanbei Metro Mall, given the negative impact of COVID-19 to the property valuation price as well as rental income?</p>
	<ul style="list-style-type: none"> • Pursuant to the Sale and Purchase Agreement entered into between the Trustee-Manager in its capacity as trustee-manager of Dasin Retail Trust, and the Vendor and the Sponsor on 13 November 2019 in relation to the acquisition of Shunde Metro Mall and Tanbei Metro Mall (the “Properties”), the agreed property value of S\$364.3 million (approximately RMB1,890.8 million) and S\$10.7 million (approximately RMB55.6 million) represents a discount of approximately 25.1% and 25.3% for Shunde Metro Mall and 23.8% and 26.5% for Tanbei Metro Mall to the two independent valuations. • In view of the legally binding agreement that was approved at the EGM held on 20 December 2019, no variation provision is permitted unless agreed by both parties. The discount of more than 20% based on the independent valuations reflects the support and commitment of the Sponsor towards the Trust as well as the consideration of possible market volatility that may occur during the period between the signing date and the completion date. • The impact on the retail industry began at the end of January 2020 following the onset of the COVID-19 pandemic in early 2020. February 2020 was the peak, and gradual recovery started in March 2020. Compared to the peak, the impact of COVID-19 has been minimised as of today. Barring unforeseen circumstances, recovery is expected to continue. Based on current progress, the proposed acquisition is expected to be completed in July 2020. The last rent relief extended by the Sponsor to the tenants for the two Properties was in May 2020. The operating cash flow is less impacted and we are expecting the second half of 2020 to be better than the first half of 2020. At the same time, we have also maintained close communication with the valuers during the COVID-19 outbreak. According to their professional opinions, general speaking, the impact of

the pandemic on a property's operating cash flow is expected to be short-term. Thus the impact on long-term property value is limited.

- In addition, in order to disclose more comprehensive information to Unitholders, the Trustee-Manager had in its announcement on 18 May 2020 on the business update of the Trust, provided, *inter alia*, a financial analysis of the proposed acquisition under the impact of COVID-19, on a pro-forma 1Q2020 basis. The results showed that the proposed acquisition has a positive impact on the Trust's enlarged property portfolio even under the impact of the pandemic. Based on this, we are of the view that the COVID-19 outbreak has no significant impact on the proposed acquisition and thus a revision to the proposed acquisition price is not required.
- In light of the above, the Trustee-Manager is unable to vary the sale and purchase agreement's agreed property value. The Trustee-Manager believes that COVID-19 will not have a significant impact on this acquisition.

附录 A: 对单位持有人实质性和相关问题的回应

中文版本为英文版本的翻译版本，如有差异，以英文版本为准。

1.	在 COVID-19 疫情之后，管理层将采取什么措施吸引购物者到我们的购物中心，并使他们觉得我们的购物中心比其他的更安全？您预计人流下降的趋势将持续多久？
	<ul style="list-style-type: none">• 员工和客户的安全是我们工作的重中之重。我们一直在密切留意中国疫情的情况，并会持续执行严格的工作程序应对病毒，所有员工及顾客进入商场均需佩戴口罩，并进行体温监测。我们使用先进技术，并提高了每日清洁和进行商场全面消毒的频率，以确保符合卫生安全标准。此外，抗微生物消毒剂将应用于常碰触的地方，例如电梯按钮，自动扶梯扶手，厕所隔间和洗手盆。• 我们也在不断调整我们的业态和品牌，经营能力相对较弱的传统业态将被逐渐淘汰（如传统家居业态），一些吸客能力强的品牌正在逐渐被引进（如海底捞等）。• 我们对于疫情恢复后的零售需求感到乐观，特别是在那些来自在疫情期间被隔离的消费者。在封锁期间，消费者不得在户外进行体验式娱乐活动（演唱会，剧院，电影，KTV）。因此，疫情解除后，人们将对“体验类活动”产生更大的兴趣。我们会引入了更多的体验型业态了，以为提升顾客的体验。我们的购物中心结合这些综合形式将吸引购物者来我们的购物中心。
2.	考虑到 COVID-19 对房地产估值和租金收入的负面影响，是否会对顺德店和坦背店的拟收购价格进行修订？
	<ul style="list-style-type: none">• 根据信托管理公司与卖方于 2019 年 11 月 13 日签署的关于顺德及坦背物业的收购协议，约定顺德及坦背物业收购价格分别为新元 364.3 百万 [相当于 RMB 1,890.8 百万] 及 10.7 百万 [相当于 RMB 55.6 百万]，这相当于收购协议订立之时的估值给与了 25.1-25.3%（顺德店）和 23.8-26.5%（坦背店）的折扣。• 从已签协议角度，该协议也已经特别股东大会批准。我们没有权利对已经订立的约定物业价格条款做出修改，而超过 20%的收购折扣一方面体现了发起人对于信托的支持和承诺另一方面也充分考虑了订立合同至收购完成期间可能出现的市场波动。• COVID-19 对于境内商业零售业的影响自 1 月尾开始，2 月份为影响高峰期，3 月份开始恢复，直至目前疫情对于商业的影响较峰值之时已大为减弱。因疫情影响而对租户提供的租赁补贴也已于 5 月份结束。我们预计除非发生第二波疫情，否则恢复将持续。根据目前收购进展，顺德店和坦背店预计会于 7 月并入信托，并入信托后的运营现金流受疫情的影响较少。同时，我们在疫情期间也咨询过一些估值师，他们普遍的专业观点认为疫情对于一般的零售物业现金流影响是短期的，因此对于物业的长期价值来说影响不大。• 另外，为了向单位持有人披露更为全面的信息，信托管理公司在 2020 年 5 月 18 日发布的有关信托业务更新的公告中，除其他外，进行了疫情之下的收购模拟财务分析即 2020Q1 Pro forma, 结果显示疫情影响之下，此宗收购对于信托物业组合依然带来收益的正面影响。• 综合上述，我们无法对收购协议约定的物业价格进行修订，同时我们也认为 COVID-19 对于本次收购不会有重大影响。

IMPORTANT NOTICE

This announcement is for information only and does not constitute an invitation or offer to acquire, purchase or subscribe for units in Dasin Retail Trust.

The value of the Units and the income derived from them may fall as well as rise. Units are not obligations of, deposits in, or guaranteed by, the Trustee-Manager, Zhongshan Dasin Real Estate Co., Ltd., as the sponsor to the Offering, DBS Bank Ltd., as the sole financial adviser, global coordinator and issue manager, and a joint bookrunner and underwriter, Bank of China Limited, Singapore Branch, as a joint bookrunner and underwriter, Haitong International Securities (Singapore) Pte. Ltd., as a joint bookrunner and underwriter, or any of its respective affiliates. An investment in the Units is subject to investment risks, including the possible loss of the principal amount invested. Investors have no right to request that the Trustee-Manager redeem or purchase their Units while the Units are listed. It is intended that holders of Units 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.