

FRASERS CENTREPOINT TRUST

(Constituted in the Republic of Singapore pursuant to a trust deed dated 5 June 2006
(as amended, restated and supplemented from time to time))
managed by

FRASERS CENTREPOINT ASSET MANAGEMENT LTD.

CIRCULAR TO UNITHOLDERS IN RELATION TO THE PROPOSED ACQUISITION OF THE REMAINING 49.0% INTEREST IN EACH OF NEX PARTNERS TRUST AND ITS TRUSTEE-MANAGER AS AN INTERESTED PERSON TRANSACTION



CIRCULAR DATED 4 MARCH 2024

THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION.



Singapore Exchange Securities Trading Limited (the "SGX-ST") assumes no responsibility for the correctness of any of the statements made, reports contained or opinions expressed in this circular to holders of units in Frasers Centrepoint Trust ("FCT", the units in FCT, "Units", and the holders of Units, "Unitholders") dated 4 March 2024 (this "Circular"). If you are in any doubt about its contents or as to the action you should take, you should consult your stockbroker, bank manager, solicitor, accountant or other professional adviser immediately.

If you have sold or transferred all your Units, you should immediately inform the purchaser or transferee or the bank, stockbroker or other agent through whom the sale or transfer was effected for onward notification to the purchaser or transferee, that this Circular (together with the Notice of Extraordinary General Meeting and the Proxy Form) may be accessed at FCT's website at the URL <https://www.frasersproperty.com/reits/fct>, and are also available on the website of the SGX-ST at the URL <https://www.sgx.com/securities/company-announcements>.

This Circular is not for distribution, directly or indirectly, in or into the United States. It is not an offer of securities for sale into the United States. The New Units (as defined herein) have not been, and will not be, registered under the U.S. Securities Act of 1933, as amended (the "Securities Act"), or the securities laws of any state of the United States or other jurisdiction, and the New Units 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 Securities Act and applicable state or local securities laws. 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 Frasers Centrepoint Asset Management Ltd., in its capacity as manager of FCT (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.

IMPORTANT DATES AND TIMES FOR UNITHOLDERS

Last date and time for lodgement of Proxy Forms	22 March 2024 at 10.00 a.m.
Date and time of Extraordinary General Meeting	25 March 2024 at 10.00 a.m.
Place of Extraordinary General Meeting	Grand Ballroom, Level 2, InterContinental Singapore, 80 Middle Road, Singapore 188966

Independent Financial Adviser to the Independent Directors, the Audit, Risk and Compliance Committee of Frasers Centrepoint Asset Management Ltd. (as manager of FCT) and to HSBC Institutional Trust Services (Singapore) Limited (as trustee of FCT)



This section is qualified in its entirety by, and should be read in conjunction with, the full text of this Circular. The meaning of each capitalised term is found in the Glossary of this Circular.

OVERVIEW

- To acquire an additional 24.5% effective interest in NEX for a Total Acquisition Cost of approximately S\$523.1 million
- After the proposed Acquisition, FCT will have an effective 50.0% interest in NEX

NEX – The Largest Suburban Mall in the Northeast of Singapore by Net Lettable Area⁽¹⁾



Bus/MRT Connectivity	Key Tenants	Location
 <p>MRT</p>  <p>NE12 CC13 Serangoon</p>  <p>Serangoon Bus Interchange</p>	<p>Circle Line</p> <p>North East Line</p> <p>Cross Island Line Serangoon North MRT (Future)</p> <p>FairPrice Xtra</p> <p>Isetan</p> <p>H&M</p> <p>Food Junction</p> <p>Shaw Theatres</p>	 <p>NEX</p> <p>Singapore</p>

Property Statistics (As at 31 December 2023, unless otherwise stated)

<p>S\$2,127.0 million Agreed Property Value⁽²⁾</p>	<p>99 Years Leasehold title commencing from 26 June 2008 (Approximately 84 years remaining)</p>	<p>100.0% Committed Occupancy</p>
<p>942,131 sq ft GFA</p>	<p>634,631 sq ft (Includes 17,562 sq ft used as Community/Sports Facilities Scheme space) NLA</p>	<p>4.8% FY2023 NPI Yield based on Agreed Property Value</p>

⁽¹⁾ Source: Independent Market Research Report.

⁽²⁾ Average of the two independent valuations of the Property of S\$2,144.0 million (Colliers) and S\$2,110.0 million (JLL).

RATIONALE FOR THE ACQUISITION

1 NEX is a high-quality prime suburban retail asset with competitive strengths

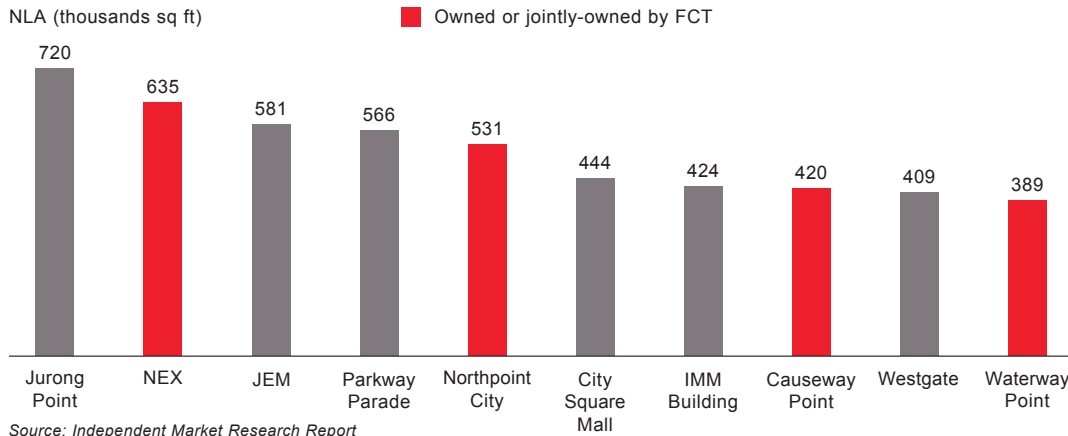
▶ Well-located with excellent transportation links

- NEX attracted shopper traffic of approximately 36.2 million in FY2023, the second highest within FCT's Retail Portfolio⁽³⁾.
- Excellent public transportation links via direct connectivity to MRT interchange and bus terminal that underpin healthy shopper traffic and leasing demand.
- Future Cross Island Line Phase 1 (expected to complete in 2030) will enhance the connectivity and travelling time to NEX and improve its shopper traffic⁽⁴⁾.

▶ NEX is the largest prime suburban mall in Northeastern region of Singapore

- Second-largest suburban mall in Singapore.

Top 10 Retail Malls Outside the Central Area by NLA^{(1),(2)}



Notes:

(1) Excluded Jewel Changi Airport, Changi Airport retail space, VivoCity, Harbourfront Centre, Quayside Isle and Mess Hall @ Sentosa from malls outside Central Area of Singapore.

(2) Northpoint City includes both North Wing and South Wing; South Wing is jointly owned by the Sponsor and another investor.

▶ Excellent catchment with projected population growth supported by housing developments

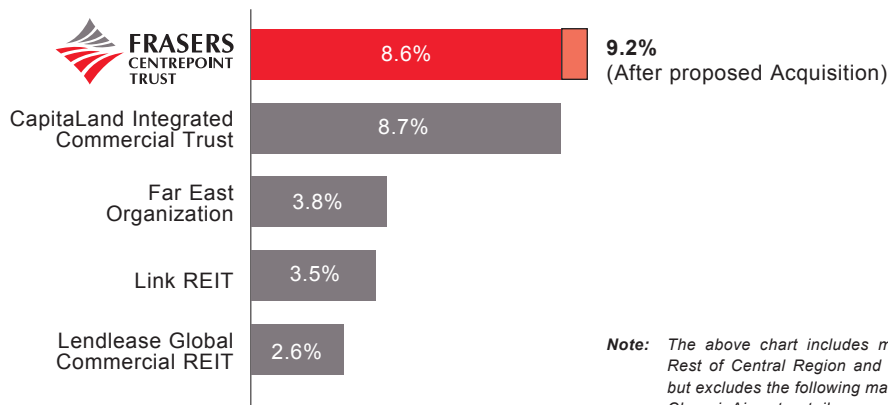
- NEX's primary and secondary trade areas have an average population density of approximately 19,600 per sq km, which is more than twice the national population density of approximately 7,500 per sq km.
- According to the Independent Market Research Consultant, residents in NEX's primary and secondary trade areas have purchasing power per capita of S\$40,777 per year which is higher than the national average of S\$40,196 per year.
- New residential units supply to be completed in the next five years is expected to increase catchment population by an estimated 19,800 people, representing 8.1% population growth in NEX's primary trade area.
- A new 14,500 sqm GFA polyclinic is currently under construction on a site opposite NEX. When completed in 2025, it will be the largest polyclinic (by floor area) in Singapore and is expected to bring additional footfall to NEX.

2 Strategic fit to FCT's prime suburban retail portfolio

▶ Strengthens FCT's leading position in the Singapore prime suburban retail market

- Enhances FCT's ability to attract and retain retailers, and to offer them a wider choice of locations as they look to expand.

Owners of Retail Malls Outside the Central Area of Singapore by Floorspace



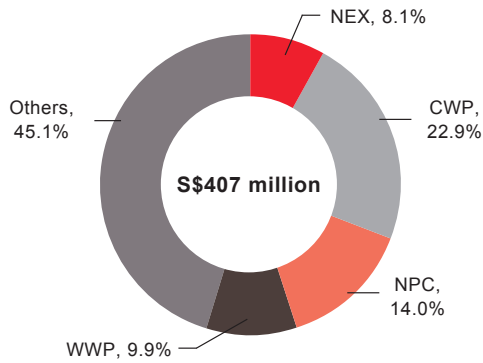
Source: Independent Market Research Report

⁽³⁾ "Retail Portfolio" refers to all the retail malls in FCT's Existing Portfolio and includes Waterway Point (50.0%-owned by FCT) and NEX (currently effective 25.5%-owned by FCT) but excludes Central Plaza which is an office property.

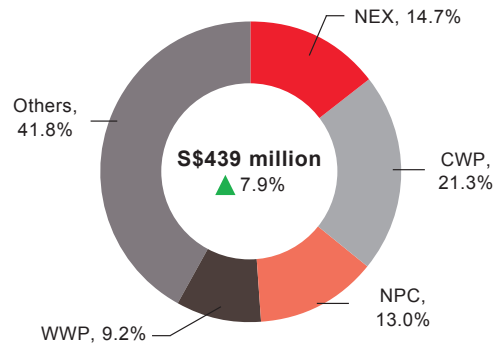
⁽⁴⁾ Source: Independent Market Research Report.

► Enhances diversification and resilience of FCT

Revenue contribution by properties^{(1),(2)}
(Before Acquisition)



Revenue contribution by properties^{(1),(2)}
(After Acquisition)

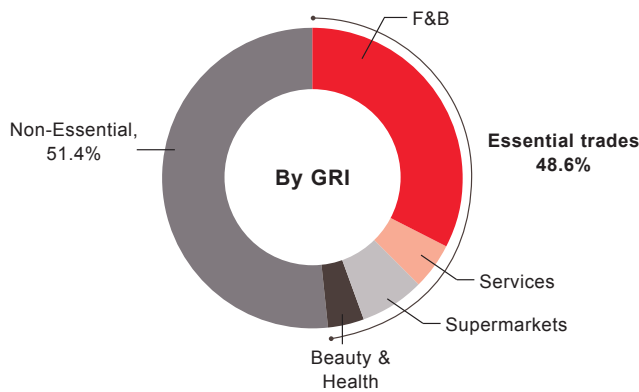


Notes: CWP: Causeway Point; NPC: Northpoint City North Wing (including Yishun 10 retail podium); WWP: Waterway Point

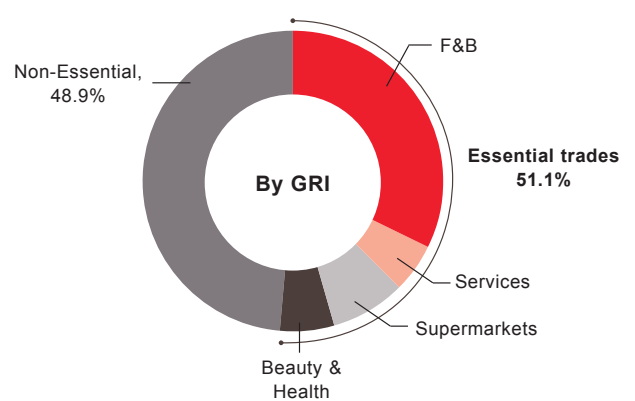
(1) Based on FY2023 gross revenue of the Retail Portfolio which excludes Changi City Point (divested on 31 October 2023).

(2) Based on FCT's proportionate share in Waterway Point and NEX.

NEX⁽¹⁾ – Essential trades
(By GRI)



Comparable Malls^{(1),(2)} – Essential trades
(By GRI)



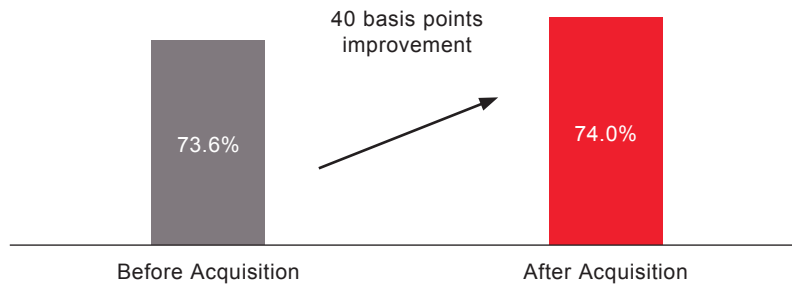
Notes:

(1) As at 31 December 2023.

(2) Comparable malls in FCT's Retail Portfolio are Causeway Point, Northpoint City North Wing and Waterway Point.

► Improves FCT's overall retail portfolio performance on a pro forma basis

Net Property Income Margin for Retail Portfolio^{(1),(2),(3)}



Notes:

(1) Excludes Changi City Point (divested on 31 October 2023) and Tampines 1 (ongoing AEI).

(2) Based on FCT's proportionate share in Waterway Point and NEX.

(3) Based on FY2023 gross revenue and net property income.

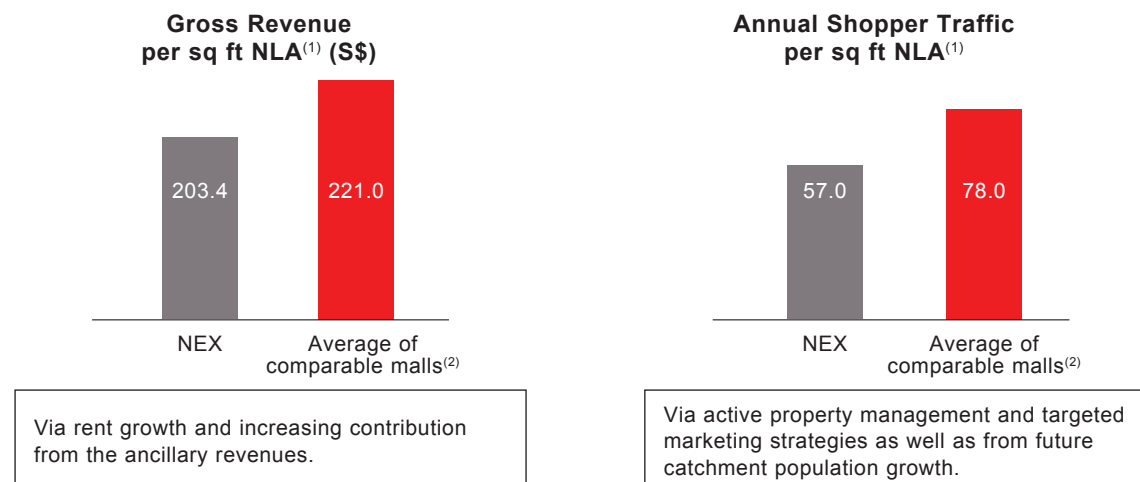
3 NEX is well-positioned to grow

► Growth through AEI, tenant remix strategy and rent improvement

Key AEI opportunities⁽⁵⁾

- Re-deploy approximately 60,000 sq ft⁽⁶⁾ of non-commercial carpark GFA for retail and office use;
- Slab over voids on multiple floors to create new retail spaces;
- Reconfigure existing areas to improve space efficiency and optimise rental potential;
- Refresh and improve retail offering to cater to shopper needs and growing catchment; and
- Manager's target return on investment (ROI) above 7.0% based on indicative development costing of S\$80 million to S\$100 million for the enhancement opportunities indicated above.

► Improvement in gross revenue per NLA and shopper traffic



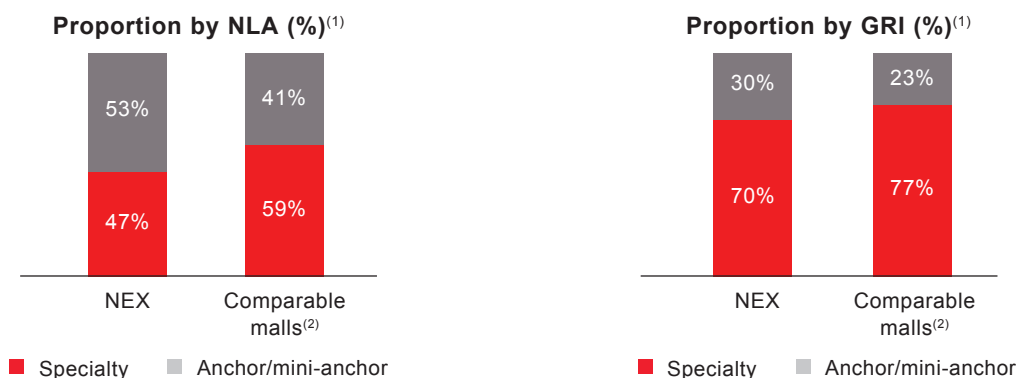
Notes:

(1) Based on FY2023 gross revenue and shopper traffic.

(2) Comparable malls in FCT's Retail Portfolio are Causeway Point, Northpoint City North Wing and Waterway Point. The shopper traffic figure includes the shopper traffic for both Northpoint City North Wing and Northpoint City South Wing.

► Opportunity for rent growth through space reconfiguration

- Right-size tenancies to improve trading productivity and rental yield.
- This will further diversify the retail offering for its shoppers.



Notes:

(1) As at 31 December 2023.

(2) Comparable malls in FCT's Retail Portfolio are Causeway Point, Northpoint City North Wing and Waterway Point.

► NEX's lower effective occupancy cost provides rent growth opportunity for FCT's Retail Portfolio

- NEX has a healthy occupancy cost and there is good rental growth potential. With the inclusion of NEX, FCT's Retail Portfolio's FY2023 effective occupancy cost⁽⁷⁾ is expected to lower from 15.7% to 15.5% on a pro forma basis.

► Potential opportunity to restructure for tax transparency, directly improving distributable income

- Potential opportunity to achieve tax transparency for NEX through the conversion of the entity status to a limited liability partnership structure, subject to joint venture partner's agreement and relevant authorities' approval.

⁽⁵⁾ Subject to detailed feasibility studies, relevant authorities and joint venture partner's approvals.

⁽⁶⁾ Based on preliminary feasibility studies undertaken by GRPL.

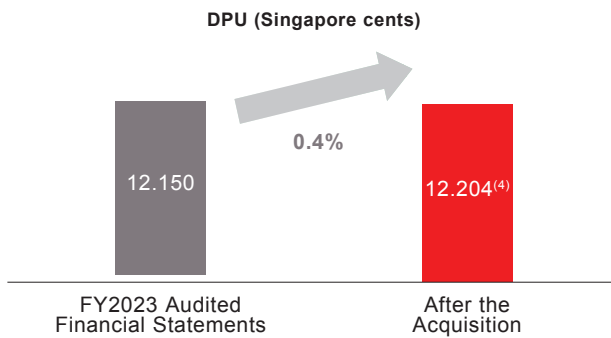
⁽⁷⁾ Excludes Changi City Point (divested on 31 October 2023) and Tampines 1 (ongoing AEI).

4 DPU-Accretive Acquisition

► Expected to be 1.5% DPU-accretive on a Combined Acquisition basis

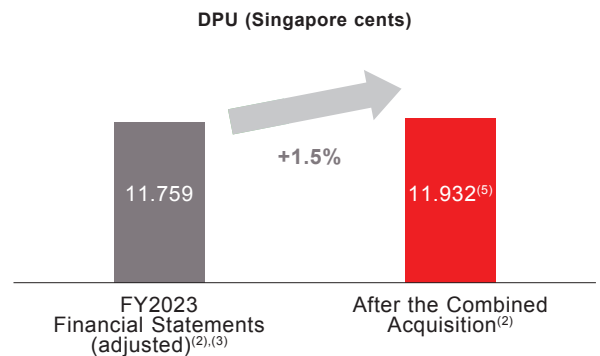
Acquisition

No adjustments for divestment of Changi City Point and Hektar REIT



Combined Acquisition⁽¹⁾

Including adjustments for divestment of Changi City Point and Hektar REIT



Notes:

- (1) The Combined Acquisition represents the acquisition by FCT of an effective interest of 50.0% in GRPL, which holds NEX.
- (2) Based on FY2023 Audited Financial Statements and adjustments made to assume that the divestments of Changi City Point and interests in Hektar REIT took place on 30 September 2022 and excluding the financial effects of the following one-off items: (A) the recognition of S\$3.8 million of grant income in relation to property tax rebates and cash grant received from the Inland Revenue Authority of Singapore; and (B) property tax refund of S\$1.1 million received in relation to the outcome of the food court appeal and reduction in the prior year annual value for atrium space.
- (3) Excluding the financial effects of the acquisition of an effective interest of 25.5% in GRPL which was completed on 6 February 2023. The Manager is of the view that the financial effects of acquiring NEX against the portfolio without any interests in NEX would present the true value of NEX to Unitholders and is also consistent with the Manager's intention of an eventual acquisition of 50.0% in GRPL, which holds NEX.
- (4) Based on the enlarged number of issued and issuable Units, including (a) approximately 91.7 million new Units at S\$2.18 per Unit issued pursuant to the Private Placement; (b) approximately 2.4 million Acquisition Fee Units issued in connection with the Acquisition; and (c) 100% of the Manager's management fee in relation to the Acquisition payable and settled in Units.
- (5) Based on the enlarged number of issued and issuable Units, including (a) approximately 91.7 million new Units at S\$2.18 per Unit issued pursuant to the Private Placement; (b) approximately 2.4 million Acquisition Fee Units issued in connection with the Acquisition; (c) approximately 2.4 million acquisition fee units issued in connection with FCT's effective interest of 25.5% in GRPL which was completed on 6 February 2023; and (d) 100% of the Manager's management fee in relation to the Combined Acquisition payable and settled in Units.



Atrium of NEX

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CORPORATE INFORMATION

Directors of Frasers Centrepoint Asset Management Ltd. (the “Directors”)	:	Ms Koh Choon Fah (Chairperson, Non-Executive and Independent Director) Mr Ho Chai Seng (Non-Executive and Independent Director) Mr Ho Chee Hwee Simon (Non-Executive and Non-Independent Director) Mr Ho Kin San (Non-Executive and Independent Director) Ms Soon Su Lin (Non-Executive and Non-Independent Director) Mr Tan Siew Peng (Darren) (Non-Executive and Independent Director)
Registered Office of the Manager	:	438 Alexandra Road #21-00, Alexandra Point Singapore 119958
Trustee of FCT (the “Trustee”)	:	HSBC Institutional Trust Services (Singapore) Limited 10 Marina Boulevard Marina Bay Financial Centre Tower 2 #48-01 Singapore 018983
Legal Adviser for the Acquisition (as defined herein) and to the Manager	:	Allen & Gledhill LLP One Marina Boulevard #28-00 Singapore 018989
Legal Adviser to the Trustee	:	Shook Lin & Bok LLP 1 Robinson Road #18-00 AIA Tower Singapore 048542
Unit Registrar and Unit Transfer Office (the “Unit Registrar”)	:	Boardroom Corporate & Advisory Services Pte. Ltd. 1 Harbourfront Avenue #14-07 Keppel Bay Tower Singapore 098632
Independent Financial Adviser to the Independent Directors, the Audit, Risk and Compliance Committee of the Manager and to the Trustee (the “IFA”)	:	Ernst & Young Corporate Finance Pte. Ltd. One Raffles Quay North Tower, Level 18 Singapore 048583

Independent Valuers : Colliers International Consultancy & Valuation
(Singapore) Pte Ltd (“**Colliers**”)
(appointed by the Trustee)
12 Marina View
#17-02, Asia Square Tower 2
Singapore 018961

Jones Lang LaSalle Property Consultants
Pte Ltd (“**JLL**”)
(appointed by the Manager)
1 Paya Lebar Link
#10-08 Paya Lebar Quarter Tower 2
Singapore 408533

**Independent Market
Research Consultant
(the “Independent Market
Research Consultant”)** : CBRE Pte. Ltd.
2 Tanjong Katong Road
#06-01 Paya Lebar Quarter
Singapore 437161

SUMMARY

The following summary is qualified in its entirety by, and should be read in conjunction with, the full text of this Circular. Meanings of defined terms may be found in the Glossary on pages 42 to 46 of this Circular.

Any discrepancies in the tables included herein between the listed amounts and totals thereof are due to rounding. Accordingly, figures shown as totals in this Circular may not be an arithmetic aggregation of the figures that precede them.

OVERVIEW OF FCT

FCT is a leading developer-sponsored real estate investment trust (“**REIT**”). FCT’s property portfolio comprises the following suburban retail properties in Singapore: Causeway Point, Century Square, Hougang Mall, NEX (effective 25.5% interest), Northpoint City North Wing (including Yishun 10 Retail Podium), Tampines 1, Tiong Bahru Plaza, Waterway Point (50.0% interest) and White Sands as well as an office building, Central Plaza (integrated with Tiong Bahru Plaza as part of the mixed development) (collectively, the “**Existing Portfolio**”). The Existing Portfolio has total assets of approximately S\$6.0 billion as at 30 September 2023. (See **Appendix A** of this Circular which provides further details on the Existing Portfolio.)

As at 26 February 2024, being the latest practicable date prior to the printing of this Circular (the “**Latest Practicable Date**”), FCT holds a 51.0% interest in NEX Partners Trust (“**NP Trust**”) and a 51.0% interest in Frasers Property Coral Pte. Ltd. which is the trustee-manager of NP Trust (the “**NP Trustee-Manager**”)⁽¹⁾. NP Trust holds 50.0% of the issued and paid-up share capital of Gold Ridge Pte. Ltd. (“**GRPL**”) which in turn holds the retail mall known as “**NEX**” located at 23 Serangoon Central, Singapore 556083 (the “**Property**”).

FCT is focused on increasing Unitholder value by pursuing organic, asset enhancement and acquisition growth strategies. With proactive asset and lease management initiatives, FCT is well-positioned to achieve sustainable rental growth. To unlock the full potential of its assets, FCT continues to enhance existing assets to optimise their performance. The potential acquisitions of new assets will also help FCT gain greater scale and drive further income growth and diversification for Unitholders. Listed on the Main Board of the SGX-ST since 5 July 2006, FCT is managed by Frasers Centrepoint Asset Management Ltd., a real estate management company and a subsidiary of the Sponsor.

Frasers Property Limited, the Sponsor of FCT, is a multinational investor-developer-manager of real estate products and services across the property value chain. Listed on the Main Board of the SGX-ST and headquartered in Singapore, the Sponsor and its subsidiaries (the “**Sponsor Group**”) have total assets of approximately S\$39.8 billion as at 30 September 2023.

The Sponsor’s multinational businesses operate across five asset classes, namely, commercial & business parks, hospitality, industrial & logistics, residential and retail. The Sponsor Group has businesses in Southeast Asia, Australia, the EU, the UK and China, and its well-established hospitality business owns and/or operates serviced apartments and hotels in over 20 countries and more than 70 cities across Asia, Australia, Europe, the Middle East and Africa.

(1) For further information on the joint venture in respect of the relationship between the Trustee and FCL Emerald (1) Pte. Ltd., a wholly-owned subsidiary of the sponsor of FCT, being Frasers Property Limited (the “**Sponsor**”), please refer to the announcement dated 26 January 2023 issued by FCT on the SGXNET.

APPROVAL SOUGHT

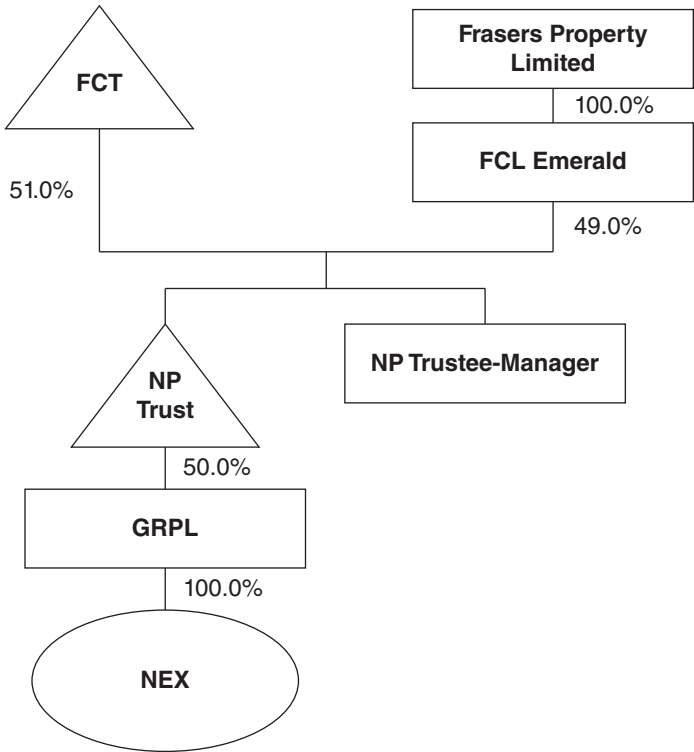
The Manager seeks approval from Unitholders for the acquisition of all the ordinary shares in the capital of FCL Emerald (1) Pte. Ltd. ("**FCL Emerald**") (the "**Sale Shares**", and the acquisition of the Sale Shares, the "**Acquisition**") which holds a 49.0% interest in NP Trust and a 49.0% interest in Frasers Property Coral Pte. Ltd., the NP Trustee-Manager, from the Sponsor (Ordinary Resolution⁽²⁾).

OVERVIEW OF THE ACQUISITION

Description of FCL Emerald and the Property

FCL Emerald is wholly-owned by the Sponsor. FCL Emerald holds a 49.0% interest in NP Trust and a 49.0% interest in the NP Trustee-Manager. The remaining 51.0% interest in NP Trust and 51.0% interest in the NP Trustee-Manager is held by the Trustee. NP Trust is a private trust which holds 50.0% of the issued and paid-up share capital of GRPL. GRPL in turn holds the Property.

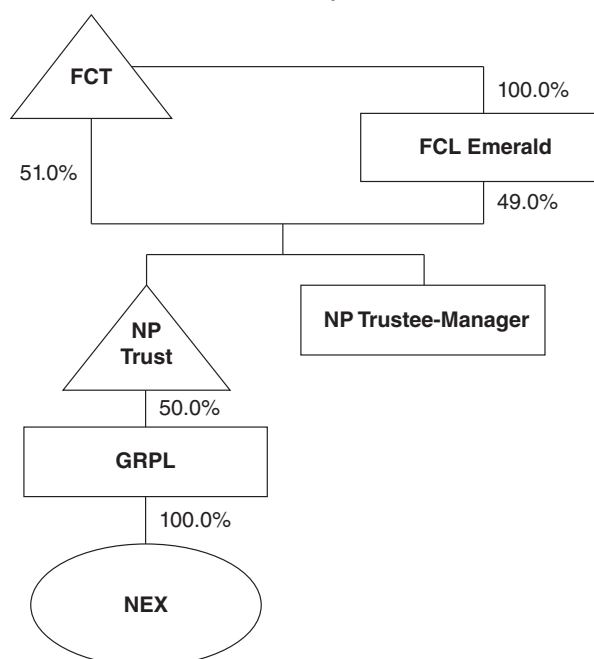
Before the Acquisition



Upon completion of the Acquisition ("**Completion**"), FCT will hold a 100.0% interest in each of NP Trust and the NP Trustee-Manager. Accordingly, the Acquisition will result in FCT holding an effective 50.0% interest in the Property.

(2) "**Ordinary Resolution**" refers to a resolution proposed and passed as such by a majority being greater than 50.0% of the total number of votes cast for and against such resolution at a meeting of Unitholders convened in accordance with the provisions of the Trust Deed.

After the Acquisition



The Property is the largest suburban mall in the northeast of Singapore by net lettable area (“NLA”)⁽³⁾. It is easily accessible via the integrated Serangoon Bus Interchange and the Serangoon Mass Rapid Transit station which serves the North East Line (linking Punggol to Harbourfront) and the Circle Line (linking Dhoby Ghaut and Marina Bay to Harbourfront). The Property is served by major arterial roads such as Serangoon Central and Upper Serangoon Road, and is also easily accessible via the Central Expressway (CTE) and Kallang-Paya Lebar Expressway (KPE).

The Property features a comprehensive mix of retail, entertainment and dining options, including FairPrice Xtra, Isetan, H&M, Food Junction and Shaw Theatres.

The following table sets out a summary of selected information on the Property as at 31 December 2023, unless otherwise stated.

Property	NEX
Location	23 Serangoon Central, Singapore 556083
Title	99-year leasehold title commencing from 26 June 2008 (approximately 84 years remaining)
Description	Seven levels of retail space (including two basement levels) (total 326 leases)
Gross Floor Area (“GFA”) (square feet (“sq ft”))	942,131
NLA (sq ft)	634,631 Includes 17,562 sq ft currently used as Community/Sports Facilities Scheme (“CSFS”) space
Committed Occupancy	100.0%
Number of Car Park Lots	400

(3) Source: Independent Market Research Report (as defined herein)

Share Purchase Agreement

On 25 January 2024, in connection with the Acquisition, the Trustee has entered into a share purchase agreement with the Sponsor (the “**SPA**”) to acquire the Sale Shares from the Sponsor.

Upon Completion, FCT will hold a 100.0% interest in each of NP Trust and the NP Trustee-Manager. Accordingly, the Acquisition will result in FCT holding an effective 50.0% interest in the Property.

(See **paragraph 2.8** of the Letter to Unitholders for further details.)

Valuation

The Trustee has commissioned an independent valuer, Colliers, and the Manager has commissioned an independent valuer, JLL, to respectively value the Property.

The agreed property value for the Property, which was negotiated on a willing-buyer and willing-seller basis with reference to the independent valuations by Colliers and JLL (collectively, the “**Independent Valuers**”), is S\$2,127.0 million (the “**Agreed Property Value**”). The Agreed Property Value is the average of the two independent valuations of the Property of S\$2,144.0 million (Colliers) and S\$2,110.0 million (JLL) as at 31 December 2023.

(See **Appendix C** of this Circular for further details regarding the valuation of the Property.)

Estimated Total Acquisition Cost

The estimated total cost of the Acquisition (the “**Total Acquisition Cost**”) is approximately S\$523.1 million, comprising:

- (i) the Acquisition Price (as defined herein) of approximately S\$321.3 million, which comprises (a) the Purchase Consideration (as defined herein); and (b) the Repayment Amount (as defined herein), both of which will be paid in cash;
- (ii) the acquisition fee payable to the Manager for the Acquisition (the “**Acquisition Fee**”)⁽⁴⁾ pursuant to the trust deed dated 5 June 2006 constituting FCT (as amended, restated and supplemented from time to time) (the “**Trust Deed**”) of approximately S\$5.2 million⁽⁵⁾;
- (iii) the estimated stamp duties, professional and other fees and expenses incurred or to be incurred by FCT in connection with the Acquisition of approximately S\$0.6 million; and
- (iv) the bank loans owed by GRPL to certain financial institutions, of which the pro rata share attributable to FCL Emerald’s shareholding interest in GRPL is estimated to be approximately S\$196.0 million (the “**GRPL Bank Loans**”). For the avoidance of doubt, the GRPL Bank Loans will not be discharged by GRPL under the Acquisition.

(4) As the Acquisition is an “interested party transaction” under Appendix 6 of the Code on Collective Investment Schemes issued by the Monetary Authority of Singapore (the “**MAS**”, and Appendix 6, the “**Property Funds Appendix**”), the Acquisition Fee will be in the form of Units (“**Acquisition Fee Units**”) which shall not be sold within one year of the date of issuance in accordance with Paragraph 5.7 of the Property Funds Appendix.

(5) The Acquisition Fee is 1.0% of the Agreed Property Value (in proportion to the effective interest which FCT is acquiring as part of the Acquisition, being 24.5%), and will only be paid on Completion.

Acquisition Price

The purchase consideration for the Acquisition payable under the SPA to be satisfied in cash (the “**Purchase Consideration**”) is approximately S\$8.2 million as at 31 December 2023, subject to completion adjustments, which is based on the sum of:

- (a) 24.5% (representing FCL Emerald’s effective shareholding interest in GRPL) of the adjusted net asset value of GRPL. The adjusted net asset value of GRPL takes into account the Agreed Property Value and the GRPL Bank Loans. For the avoidance of doubt, the GRPL Bank Loans will not be discharged by GRPL under the Acquisition;
- (b) 49.0% (representing FCL Emerald’s percentage interest in NP Trust and the NP Trustee-Manager) of (1) the adjusted net asset value of NP Trust (excluding NP Trust’s investment in GRPL); and (2) the net asset value of the NP Trustee-Manager; and
- (c) the adjusted net asset value of FCL Emerald (excluding FCL Emerald’s investments in NP Trust and the NP Trustee-Manager),

in each case as at the date of Completion.

Immediately after Completion and on the date of Completion, the Trustee shall:

- (i) fund FCL Emerald with the Intercompany Outstanding Amount⁽⁶⁾ as at Completion (the “**Repayment Amount**”). The Repayment Amount is approximately S\$313.1 million as at 31 December 2023; and
- (ii) (as holder of the Sale Shares) procure that FCL Emerald use the Repayment Amount to repay the Intercompany Outstanding Amount to the Sponsor and/or Frasers Property Treasury Pte. Ltd. (as the case may be) on the date of Completion (or such other date as the parties may agree in writing).

The acquisition price payable by the Trustee in respect of the Acquisition (the “**Acquisition Price**”) would therefore be the sum of the Purchase Consideration and the Repayment Amount, and amounts to approximately S\$321.3 million, subject to completion adjustments.

Method of Financing

The Manager intends to finance the Total Acquisition Cost (excluding the GRPL Bank Loans and the Acquisition Fee Units) through the net proceeds raised from the private placement launched on 25 January 2024⁽⁷⁾ (the “**Private Placement**”) and debt financing.

As announced by FCT on 5 February 2024, 91,744,000 new Units (“**New Units**”) were issued pursuant to the Private Placement at an issue price of S\$2.18 per New Unit (the “**Placement Issue Price**”), raising gross proceeds of approximately S\$200.0 million.

(6) “**Intercompany Outstanding Amount**” means the sum of (i) the total amount owing by FCL Emerald to the Sponsor and Frasers Property Treasury Pte. Ltd. (being a wholly-owned subsidiary of the Sponsor) pursuant to intercompany loan(s) (including any accrued interest); and (ii) other amounts owing by FCL Emerald to the Sponsor.

(7) Please refer to the announcement by FCT dated 25 January 2024 titled “Launch of Equity Fund Raising by way of a Private Placement to raise Gross Proceeds of no less than approximately S\$200.0 million” for further details.

The final decision regarding the funding structure for the Total Acquisition Cost (excluding the GRPL Bank Loans and the Acquisition Fee Units) will be made by the Manager at the appropriate time taking into account the then prevailing market conditions and repayment of existing indebtedness to provide overall distribution per Unit (“DPU”) accretion to Unitholders, while maintaining an optimum level of leverage. The Manager announced on 5 February 2024 that it has utilised approximately S\$196.0 million of the gross proceeds of the Private Placement to repay existing debts, pending the use of such amount to part finance the Total Acquisition Cost (excluding the GRPL Bank Loans and the Acquisition Fee Units)⁽⁸⁾.

(See **paragraph 2.7** of the Letter to Unitholders for further details.)

Payment of the Acquisition Fee in Units

The Manager shall be paid the Acquisition Fee of approximately S\$5.2 million for the Acquisition pursuant to the Trust Deed. As the Acquisition is an “interested party transaction” under the Property Funds Appendix, the Acquisition Fee will be in the form of Units which shall not be sold within one year of the date of issuance in accordance with Paragraph 5.7 of the Property Funds Appendix.

Based on an illustrative issue price of S\$2.18 per Acquisition Fee Unit being the Placement Issue Price⁽⁹⁾, the number of Acquisition Fee Units issued shall be approximately 2.4 million Units.

Interested Person Transaction and Interested Party Transaction

As at the Latest Practicable Date, the Sponsor holds, through its wholly-owned subsidiaries, Frasers Property Retail Trust Holdings Pte. Ltd. (“FPRTH”) and the Manager, an aggregate interest in 711,053,310 Units, which is equivalent to approximately 39.38% of the total number of Units in issue as at the Latest Practicable Date (the “Existing Units”), and is therefore regarded as a “controlling Unitholder” of FCT under the listing manual of the SGX-ST (the “Listing Manual”) and the Property Funds Appendix. In addition, as the Manager is a wholly-owned subsidiary of the Sponsor, the Sponsor is therefore regarded as a “controlling shareholder” of the Manager under both the Listing Manual and the Property Funds Appendix.

In relation to the Acquisition, for the purposes of Chapter 9 of the Listing Manual and Paragraph 5 of the Property Funds Appendix, the Sponsor (being a “controlling Unitholder” of FCT and a “controlling shareholder” of the Manager) is an “interested person” (for the purposes of the Listing Manual) and an “interested party” (for the purposes of the Property Funds Appendix) of FCT. Therefore, the Acquisition is an “interested person transaction” under Chapter 9 of the Listing Manual, as well as an “interested party transaction” under the Property Funds Appendix.

(See **paragraph 5.1** of the Letter to Unitholders for further details.)

(8) Please refer to the announcement by FCT dated 5 February 2024 titled “Use of Proceeds from the Private Placement” for further details.

(9) Based on the Trust Deed, the Manager shall be entitled to receive such number of Units as may be purchased for the relevant amount of the Acquisition Fee at the issue price of Units issued to finance or part finance the Acquisition in respect of which the Acquisition Fee is payable.

RATIONALE FOR THE ACQUISITION

The Manager believes that the Acquisition is in line with the Manager's principal investment strategy to deliver regular and stable distributions to Unitholders. The Acquisition reinforces and enhances FCT's presence in the Singapore suburban retail sector. The suburban retail sector in Singapore has an established track record of stable performance due to its stable occupancy, tenants' sales and shopper traffic, and the Manager believes that the Acquisition will bring the following highlights and benefits to Unitholders:

- (i) NEX is a high-quality prime suburban retail asset with competitive strengths
 - (a) Well-located with excellent transportation links
 - (b) Largest prime suburban mall in Northeastern region of Singapore
 - (c) Excellent catchment with projected population growth supported by housing developments
- (ii) Strategic fit to FCT's prime suburban Retail Portfolio (as defined herein)
 - (a) Strengthens FCT's leading position in the Singapore prime suburban retail market
 - (b) Enhances diversification and resilience of FCT
 - (c) Improves FCT's overall retail portfolio performance on a pro forma basis
- (iii) NEX is well-positioned to grow
 - (a) Growth through asset enhancement initiatives ("**AEI**"), tenant remix strategy and rent improvement
 - (b) Improvement in gross revenue per NLA and shopper traffic
 - (c) Opportunity for rent growth through space reconfiguration
 - (d) NEX's lower effective occupancy cost provides rent growth opportunity for FCT's Retail Portfolio
 - (e) Potential opportunity to restructure for tax transparency, directly improving distributable income
- (iv) DPU-accretive Acquisition based on historical pro forma financial information

(See **paragraph 3** of the Letter to Unitholders for further details.)

INDICATIVE TIMETABLE

Any changes to the timetable below will be announced.

Event	Date and Time
Last date and time for lodgement of Proxy Forms	: 22 March 2024 at 10.00 a.m.
Date and time of the EGM	: 25 March 2024 at 10.00 a.m.

FRASERS CENTREPOINT TRUST

(Constituted in the Republic of Singapore pursuant to a trust deed dated 5 June 2006
(as amended, restated and supplemented from time to time))

Directors:

Ms Koh Choon Fah
(Chairperson, Non-Executive and Independent Director)
Mr Ho Chai Seng
(Non-Executive and Independent Director)
Mr Ho Chee Hwee Simon
(Non-Executive and Non-Independent Director)
Mr Ho Kin San
(Non-Executive and Independent Director)
Ms Soon Su Lin
(Non-Executive and Non-Independent Director)
Mr Tan Siew Peng (Darren)
(Non-Executive and Independent Director)

Registered Office:

438 Alexandra Road
#21-00, Alexandra Point
Singapore 119958

4 March 2024

To: The Unitholders of Frasers Centrepoint Trust

Dear Sir/Madam

1. APPROVAL SOUGHT

The Manager is convening the EGM to seek Unitholders' approval for the acquisition of all the ordinary shares in the capital of FCL Emerald which holds a 49.0% interest in NP Trust and a 49.0% interest in Frasers Property Coral Pte. Ltd., the NP Trustee-Manager, from the Sponsor (Ordinary Resolution).

2. OVERVIEW OF THE ACQUISITION

2.1 Description of FCL Emerald

FCL Emerald is wholly-owned by the Sponsor. FCL Emerald holds a 49.0% interest in NP Trust and a 49.0% interest in Frasers Property Coral Pte. Ltd., the NP Trustee-Manager. The remaining 51.0% interest in NP Trust and 51.0% interest in the NP Trustee-Manager is held by the Trustee.

NP Trust is a private trust which holds 50.0% of the issued and paid-up share capital of GRPL. GRPL in turn holds the retail mall known as "NEX" located at 23 Serangoon Central, Singapore 556083. FCT currently holds an effective interest of 25.5% in the Property. Upon Completion, FCT will hold a 100.0% interest in each of NP Trust and the NP Trustee-Manager. Accordingly, the Acquisition will result in FCT holding an effective 50.0% interest in the Property.

2.2 Description of the Property

NEX

23 Serangoon Central, Singapore 556083



Description

The Property is the largest suburban mall in the northeast of Singapore by NLA⁽¹⁰⁾. It is easily accessible via the integrated Serangoon Bus Interchange and the Serangoon Mass Rapid Transit station which serves the North East Line (linking Punggol to Harbourfront) and the Circle Line (linking Dhoby Ghaut and Marina Bay to Harbourfront). The Property is served by major arterial roads such as Serangoon Central and Upper Serangoon Road and is also easily accessible via the Central Expressway (CTE) and Kallang-Paya Lebar Expressway (KPE).

The Property features a comprehensive mix of retail, entertainment and dining options, including FairPrice Xtra, Isetan, H&M, Food Junction and Shaw Theatres.

The Property has a total NLA of 634,631 sq ft and has a committed occupancy rate of 100.0% as at 31 December 2023.

The following table sets out a summary of selected information on the Property as at 31 December 2023, unless otherwise stated:

Property	NEX
Location	23 Serangoon Central, Singapore 556083
Title	99-year leasehold title commencing from 26 June 2008(approximately 84 years remaining)
GFA (sq ft)	942,131
NLA (sq ft)	634,631 Includes 17,562 sq ft currently used as CSFS space
Description	Seven levels of retail space (including two basement levels) (total 326 leases)

(10) Source: Independent Market Research Report

Number of Car Park Lots	400
Committed Occupancy	100.0%
Independent Valuation by Colliers (as at 31 December 2023)⁽¹⁾	S\$2,144.0 million
Independent Valuation by JLL (as at 31 December 2023)⁽²⁾	S\$2,110.0 million
Agreed Property Value	S\$2,127.0 million
Agreed Property Value per sq ft of NLA	S\$3,352
NPI (FY2023)	S\$101.45 million
NPI Yield Based on Agreed Property Value (FY2023)	4.8%

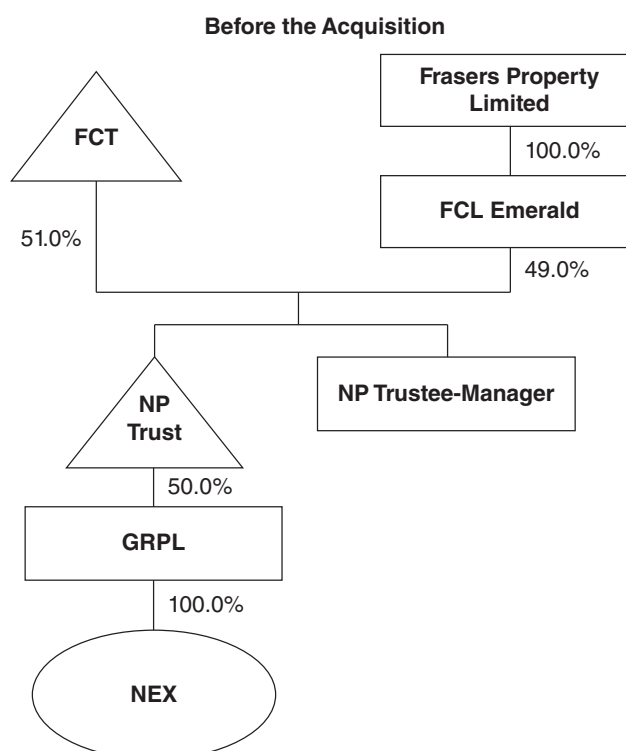
Notes:

(1) Colliers relied on the capitalisation method and discounted cash flow analysis.

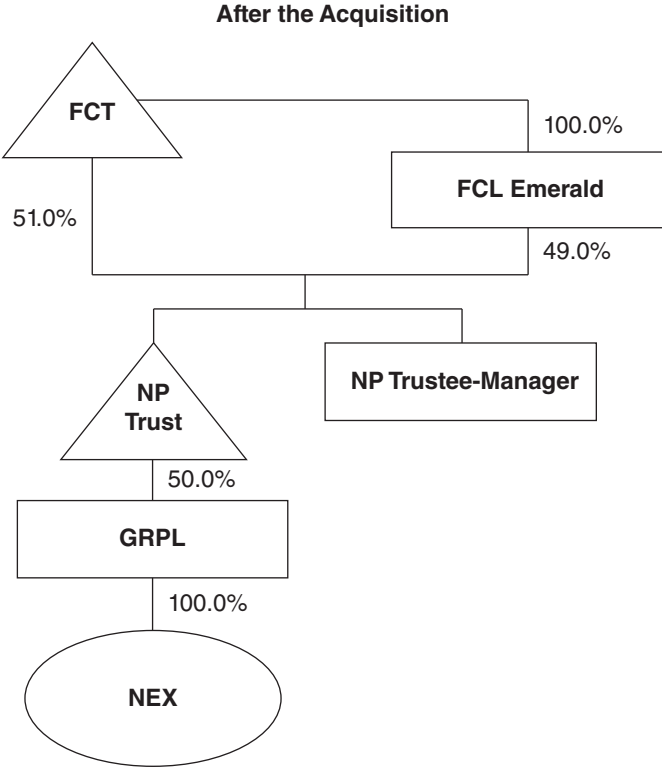
(2) JLL relied on the capitalisation method and discounted cash flow analysis.

2.3 Acquisition Structure

As at the Latest Practicable Date, FCT holds a 51.0% interest in each of NP Trust and the NP Trustee-Manager. The remaining 49.0% interest in each of NP Trust and the NP Trustee-Manager is held by the Sponsor through its wholly-owned Singapore-incorporated subsidiary, FCL Emerald.



Upon Completion, FCT will hold a 100.0% interest in each of NP Trust and the NP Trustee-Manager. Accordingly, the Acquisition will result in FCT holding an effective 50.0% interest in the Property.



2.4 Valuation

The Trustee has commissioned an independent valuer, Colliers, and the Manager has commissioned an independent valuer, JLL, to respectively value the Property.

The Agreed Property Value, which was negotiated on a willing-buyer and willing-seller basis with reference to the independent valuations by the Independent Valuers, is S\$2,127.0 million. The Agreed Property Value is the average of the two independent valuations of the Property of S\$2,144.0 million (Colliers) and S\$2,110.0 million (JLL) as at 31 December 2023.

(See **Appendix C** of this Circular for further details regarding the valuation of the Property.)

2.5 Estimated Total Acquisition Cost

The estimated Total Acquisition Cost is approximately S\$523.1 million, comprising:

- (i) the Acquisition Price of approximately S\$321.3 million, which comprises (a) the Purchase Consideration; and (b) the Repayment Amount, both of which will be paid in cash;
- (ii) the Acquisition Fee⁽¹¹⁾ payable to the Manager for the Acquisition pursuant to the Trust Deed of approximately S\$5.2 million⁽¹²⁾;

(11) As the Acquisition is an “interested party transaction” under the Property Funds Appendix, the Acquisition Fee will be in the form of Acquisition Fee Units which shall not be sold within one year of the date of issuance in accordance with Paragraph 5.7 of the Property Funds Appendix.

(12) The Acquisition Fee is 1.0% of the Agreed Property Value (in proportion to the effective interest which FCT is acquiring as part of the Acquisition, being 24.5%), and will only be paid on Completion.

- (iii) the estimated stamp duties, professional and other fees and expenses incurred or to be incurred by FCT in connection with the Acquisition of approximately S\$0.6 million; and
- (iv) the GRPL Bank Loans estimated to be approximately S\$196.0 million. For the avoidance of doubt, the GRPL Bank Loans will not be discharged by GRPL under the Acquisition.

2.6 Acquisition Price

The Purchase Consideration is approximately S\$8.2 million as at 31 December 2023, subject to completion adjustments, which is based on the sum of:

- (a) 24.5% (representing FCL Emerald's effective shareholding interest in GRPL) of the adjusted net asset value of GRPL. The adjusted net asset value of GRPL takes into account the Agreed Property Value and the GRPL Bank Loans. For the avoidance of doubt, the GRPL Bank Loans will not be discharged by GRPL under the Acquisition;
- (b) 49.0% (representing FCL Emerald's percentage interest in NP Trust and the NP Trustee-Manager) of (1) the adjusted net asset value of NP Trust (excluding NP Trust's investment in GRPL); and (2) the net asset value of the NP Trustee-Manager); and
- (c) the adjusted net asset value of FCL Emerald (excluding FCL Emerald's investments in NP Trust and the NP Trustee-Manager),

in each case as at the date of Completion.

Immediately after Completion and on the date of Completion, the Trustee shall:

- (i) fund FCL Emerald with the Repayment Amount. The Repayment Amount is approximately S\$313.1 million as at 31 December 2023; and
- (ii) (as holder of the Sale Shares) procure that FCL Emerald use the Repayment Amount to repay the Intercompany Outstanding Amount to the Sponsor and/or Frasers Property Treasury Pte. Ltd. (as the case may be) on the date of Completion (or such other date as the parties may agree in writing).

The Acquisition Price payable by the Trustee in respect of the Acquisition would therefore be the sum of the Purchase Consideration and the Repayment Amount, and amounts to approximately S\$321.3 million, subject to completion adjustments.

2.7 Method of Financing

The Manager intends to finance the Total Acquisition Cost (excluding the GRPL Bank Loans and the Acquisition Fee Units) through the net proceeds raised from the Private Placement launched on 25 January 2024⁽¹³⁾ and debt financing.

As announced by FCT on 5 February 2024, 91,744,000 New Units were issued pursuant to the Private Placement at an issue price of S\$2.18 per New Unit, raising gross proceeds of approximately S\$200.0 million.

(13) Please refer to the announcement by FCT dated 25 January 2024 titled "Launch of Equity Fund Raising by way of a Private Placement to raise Gross Proceeds of no less than approximately S\$200.0 million" for further details.

The final decision regarding the funding structure for the Total Acquisition Cost (excluding the GRPL Bank Loans and the Acquisition Fee Units) will be made by the Manager at the appropriate time taking into account the then prevailing market conditions and repayment of existing indebtedness to provide overall DPU accretion to Unitholders, while maintaining an optimum level of leverage. The Manager announced on 5 February 2024 that it has utilised approximately S\$196.0 million of the gross proceeds of the Private Placement to repay existing debts, pending the use of such amount to part finance the Total Acquisition Cost (excluding the GRPL Bank Loans and the Acquisition Fee Units)⁽¹⁴⁾.

2.8 Principal Terms of the SPA

In connection with the Acquisition, the Trustee had on 25 January 2024 entered into the SPA with the Sponsor to acquire the Sale Shares.

The principal terms of the SPA include, among others, the following conditions precedent:

- (i) the approval by Unitholders for the Acquisition at an extraordinary general meeting to be convened by FCT;
- (ii) the Trustee securing sufficient financing for the Acquisition on terms and conditions satisfactory to the Trustee;
- (iii) the Trustee or the Sponsor obtaining a confirmation from the Inland Revenue Authority of Singapore (“**IRAS**”) that the additional conveyance duties payable by (if determined to be payable by) the Trustee in connection with the Acquisition pursuant to the Stamp Duties Act 1929 of Singapore (the “**ACD (Purchaser)**”) is not applicable in respect of the Acquisition, or otherwise obtaining a remission of any ACD (Purchaser) payable by the Trustee in connection with the Acquisition on terms (if any) reasonably acceptable to the Trustee; and
- (iv) the Trustee or the Sponsor obtaining a confirmation from IRAS that the additional conveyance duties payable by (if determined to be payable by) the Sponsor in connection with the Acquisition pursuant to the Stamp Duties Act 1929 of Singapore (the “**ACD (Vendor)**”) is not applicable in respect of the Acquisition, or otherwise obtaining a remission of any ACD (Vendor) payable by the Sponsor in connection with the Acquisition on terms (if any) reasonably acceptable to the Sponsor.

2.9 Payment of the Acquisition Fee in Units

The Manager shall be paid the Acquisition Fee of approximately S\$5.2 million for the Acquisition pursuant to the Trust Deed. As the Acquisition is an “interested party transaction” under the Property Funds Appendix, the Acquisition Fee will be in the form of the Acquisition Fee Units which shall not be sold within one year of the date of issuance in accordance with Paragraph 5.7 of the Property Funds Appendix. Paragraph 5.7 of the Property Funds Appendix states that where the Manager receives a percentage-based fee when FCT acquires and disposes of real estate assets from or to interested parties, such a fee should be in the form of Units issued by FCT at the prevailing market price. The Units should not be sold within one year from their date of issuance.

Based on an illustrative issue price of S\$2.18 per Acquisition Fee Unit being the Placement Issue Price⁽¹⁵⁾, the number of Acquisition Fee Units issued shall be approximately 2.4 million Units.

(14) Please refer to the announcement by FCT dated 5 February 2024 titled “Use of Proceeds from the Private Placement” for further details.

(15) Based on the Trust Deed, the Manager shall be entitled to receive such number of Units as may be purchased for the relevant amount of the Acquisition Fee at the issue price of Units issued to finance or part finance the Acquisition in respect of which the Acquisition Fee is payable.

3. RATIONALE FOR THE ACQUISITION⁽¹⁶⁾

The Manager believes that the Acquisition will bring the following highlights and benefits to Unitholders:

3.1 NEX is a high-quality prime suburban retail asset with competitive strengths

3.1.1 Well-located with excellent transportation links

NEX is located at 23 Serangoon Central, Singapore 556083, a populous residential estate in the Northeastern region of Singapore. The mall has been a popular destination shopping mall for the residents and commuters in the region since its opening in 2008. NEX attracted shopper traffic of approximately 36.2 million in FY2023, the second-highest within FCT's current portfolio of retail malls comprising Causeway Point, Century Square, Hougang Mall, NEX (effective 25.5% interest), Northpoint City North Wing (including Yishun 10 Retail Podium), Tampines 1, Tiong Bahru Plaza, Waterway Point (50.0% interest) and White Sands ("**Retail Portfolio**").

NEX has excellent transportation links which is a strong competitive advantage that underpins healthy shopper traffic and leasing demand. NEX is easily accessible via the integrated Serangoon Bus Interchange and the Serangoon Mass Rapid Transit ("**MRT**") station that serves the North-East Line and Circle Line, making it a convenient destination for the surrounding residential population and commuters. The mall is served by major arterial roads such as Serangoon Central and Upper Serangoon Road, and is also easily accessible via the Central Expressway ("**CTE**") and Kallang-Paya Lebar Expressway ("**KPE**").

Accessibility to the mall will further be enhanced with the completion of the Cross Island Line which will have connections to the existing North-East Line and Circle Line. Phase One of the Cross Island Line is expected to complete in 2030.

(16) Certain information contained in this paragraph 3 of the Letter to Unitholders (including the charts, graphs, maps and diagrams) has been extracted from the Independent Market Research Report prepared by CBRE Pte. Ltd..

The following is a public transportation map within NEX's trade area and surrounding area:

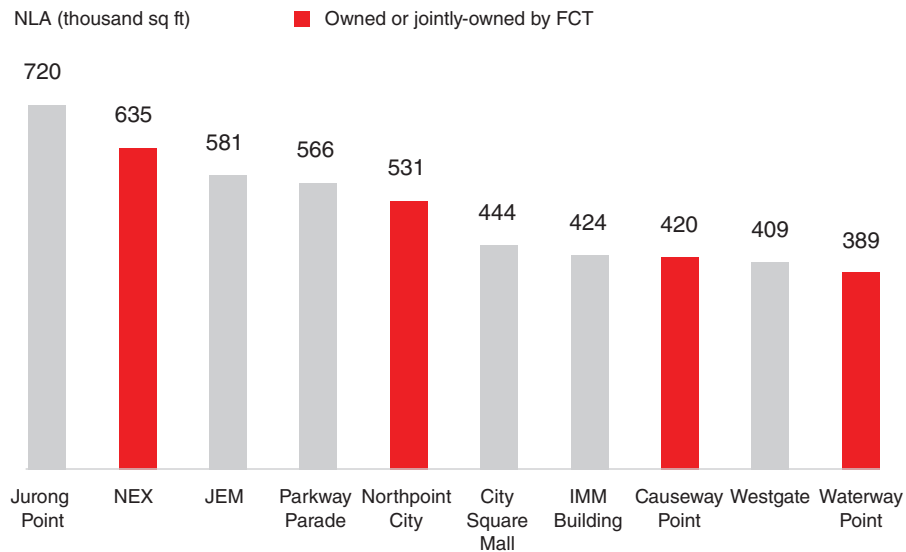


Source: Independent Market Research Report

3.1.2 Largest prime suburban mall in Northeastern region of Singapore

With a NLA of over 634,000 sq ft, NEX is the largest suburban mall in the northeast of Singapore and it is also the second-largest suburban mall in Singapore. The ten largest retail malls by NLA outside the Central Area are namely Jurong Point, NEX, JEM, Parkway Parade, Northpoint City, City Square Mall, IMM Building, Causeway Point, Westgate and Waterway Point. FCT owns or jointly-owns four of these ten largest malls.

Top 10 Retail Malls Outside the Central Area by NLA^{(1),(2)}



Source: Independent Market Research Report

Notes:

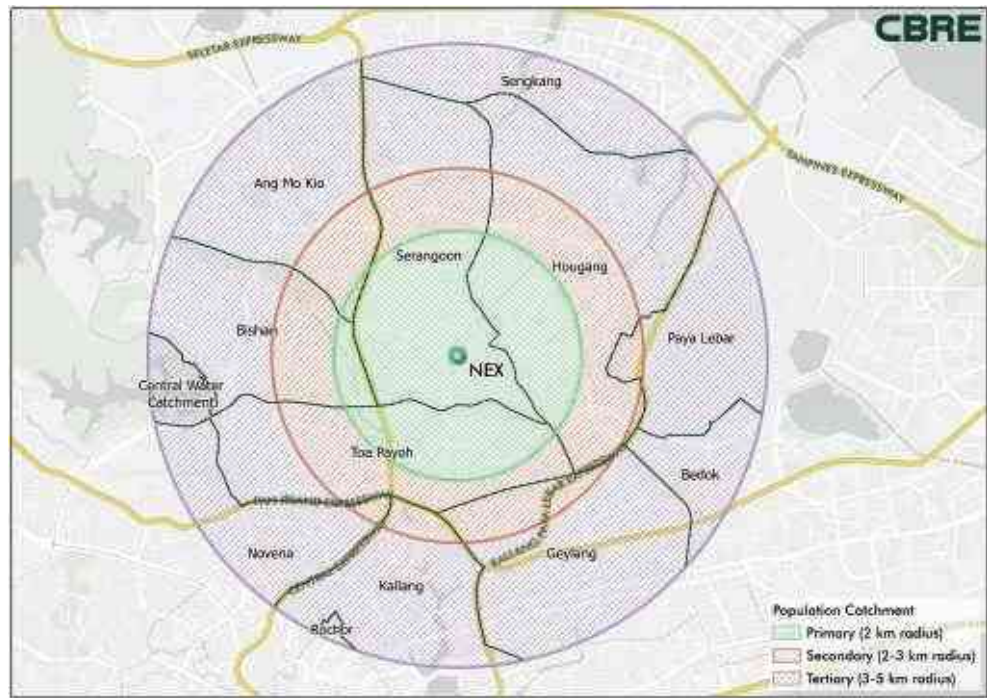
- (1) Excluded Jewel Changi Airport, Changi Airport retail space, VivoCity, Harbourfront Centre, Quayside Isle and Mess Hall @ Sentosa from malls outside Central Area of Singapore.
- (2) Northpoint City includes both North Wing and South Wing; South Wing is jointly owned by the Sponsor and another investor.

3.1.3 Excellent catchment with projected population growth supported by housing developments

The population catchment areas of NEX have been identified and segmented as: Primary (within 2 kilometres (“km”) radius), Secondary (2 – 3 km radius) and Tertiary (3 – 5 km radius).

NEX’s primary and secondary trade areas have an average population density of approximately 19,600 per sq km, which is more than twice the national population density of approximately 7,500 per sq km. Additionally, NEX’s catchment areas include both landed and non-landed private residential developments, as well as public housing. There are approximately 409,000 dwelling units within the 5-km tertiary catchment area. Of this, approximately 63,500 housing units (15.5% of total catchment) are within the 2-km primary catchment. This includes an estimated 10,700 (16.9%) landed houses in subzones (e.g. Serangoon Garden, Lorong Chuan, Upper Paya Lebar and Woodleigh) and another 19,000 (30.0%) in private condominiums units and other apartments.

According to the Independent Market Research Consultant, the residents in NEX’s primary and secondary trade areas have purchasing power per capita of S\$40,777 per year which is higher than the national average of S\$40,196 per year. The high population density and purchasing power of the catchment population provide support to NEX with shopper flow of diverse profile in demography, purchasing power and needs, which in turn enhances NEX’s ability to attract a wider spectrum of retailers and Food and Beverage (“F&B”) tenants.



Source: Independent Market Research Report

Trade Area	Population	Population Density/ sq km ⁽¹⁾	Purchasing Power Per Capita (per year)
a) Primary	244,100	19,400	S\$41,752
b) Secondary	309,000	19,700	S\$40,007
Aggregate a) + b)	553,100	19,600	S\$40,777
Singapore ⁽²⁾	5,538,300	7,500 ⁽²⁾	S\$40,196

Source: Independent Market Research Report

Notes:

- (1) Figures rounded to the nearest hundred.
- (2) The population has since grown by 5.0% to 5.9 million in 2023, representing a population density of 8,060 per sq km.

New residential units supply to be completed in the next five years is expected to increase catchment population by an estimated 19,800 people, representing 8.1% population growth in NEX’s primary trade area.

Future Residential Supply in Trade Area (Number of Units)

Catchment Area	Primary	Secondary	Tertiary	Total
HDB BTO	5,300	4,600	11,300	21,200
Private Residential	1,200	100	3,700	5,000
Total	6,500	4,700	15,000	26,200

Source: Independent Market Research Report

A new 14,500 square metres GFA polyclinic is currently under construction on a site opposite NEX. When completed in 2025, it will be the largest polyclinic (by floor area) in Singapore. This is expected to bring additional footfall to NEX.

Location of the new polyclinic opposite NEX



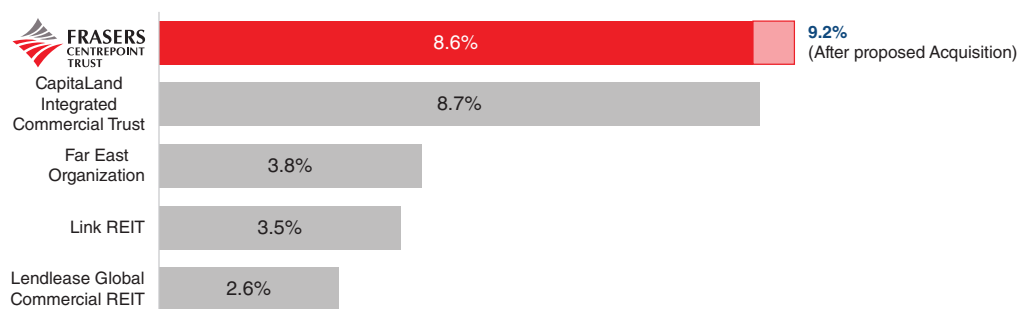
Source: Independent Market Research Report

3.2 Strategic fit to FCT's prime suburban Retail Portfolio

3.2.1 Strengthens FCT's leading position in the Singapore prime suburban retail market

The Acquisition will strengthen FCT's leading position in Singapore's prime suburban retail market. FCT's market share of suburban retail malls (by floor space) stands at 8.6%. Post-Acquisition, this will increase to approximately 9.2% and this will uplift FCT to be the largest suburban retail space owner in Singapore. The scale advantage will enhance FCT's ability to attract and retain retailers, and to offer them a wider choice of locations as they look to expand.

Owners of Retail Malls Outside the Central Area of Singapore by Floorspace

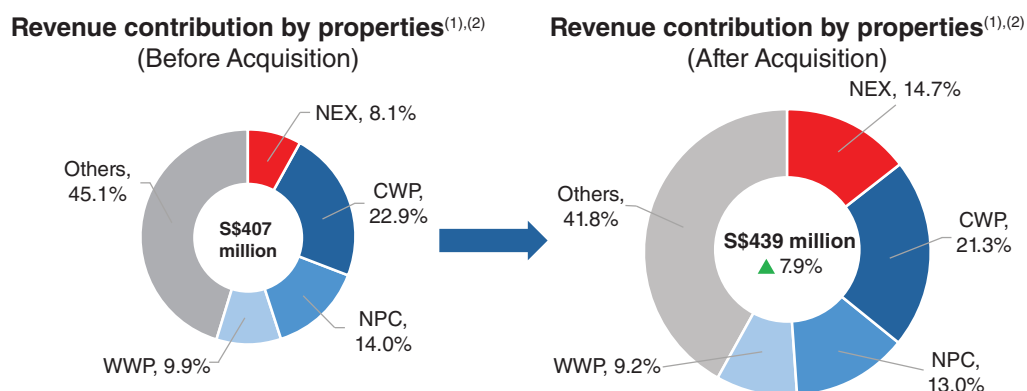


Source: Independent Market Research Report

Note: The above chart includes malls that are located in Rest of Central Region and Outside Central Region of Singapore, but excludes the following malls: Jewel Changi Airport, Changi Airport retail space, VivoCity, Harbourfront Centre, Quayside Isle and Mess Hall @ Sentosa.

3.2.2 Enhances diversification and resilience of FCT

Based on FY2023 gross revenue of the Retail Portfolio, FCT's revenue base (based on FCT's proportionate share in Waterway Point and NEX) will be further diversified with the increased contribution from NEX post-acquisition from 8.1% to 14.7%. The Manager believes that this will improve the resilience of FCT's performance in the long run. NEX will be the second-largest property by revenue contribution within FCT's Retail Portfolio after Causeway Point.

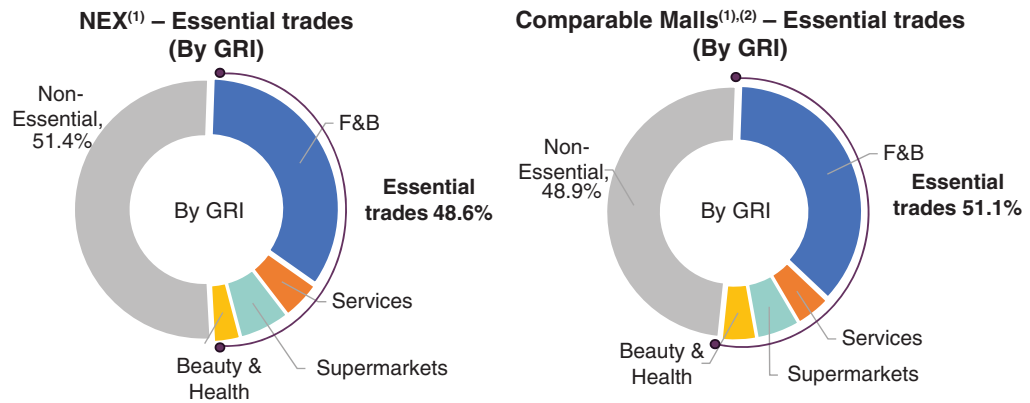


Notes: CWP: Causeway Point; NPC: Northpoint City North Wing (including Yishun 10 retail podium); WWP: Waterway Point

(1) Based on FY2023 gross revenue of the Retail Portfolio which excludes Changi City Point (divested on 31 October 2023).

(2) Based on FCT's proportionate share in Waterway Point and NEX.

Essential trades make up nearly half of NEX's trade mix, which is similar to the comparable malls in FCT's Retail Portfolio. This reinforces FCT's trade mix focus on essential trades and services, which underpins FCT's resilience in its operating performance.

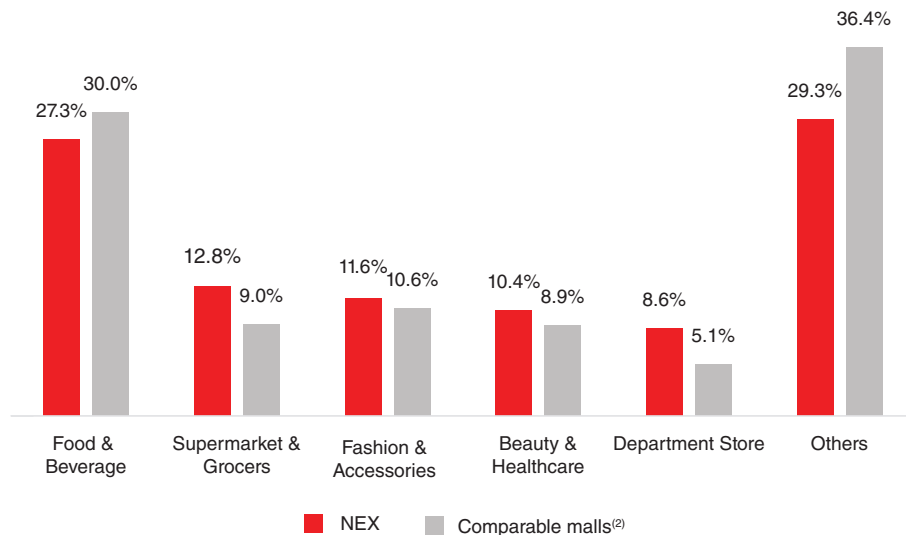


Notes:

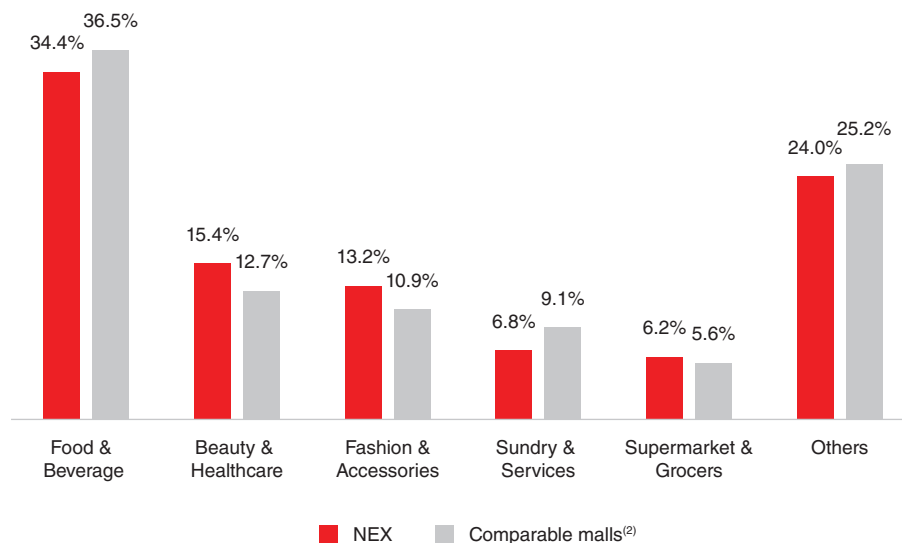
- (1) As at 31 December 2023.
- (2) Comparable malls in FCT's Retail Portfolio are Causeway Point, Northpoint City North Wing and Waterway Point.

The similarity between NEX's trade mix and the comparable malls in FCT's Retail Portfolio also helps to strengthen FCT's partnership with its retailers and provide wider options for them as they expand.

Trade Mix by NLA⁽¹⁾



Trade Mix by GRI⁽¹⁾



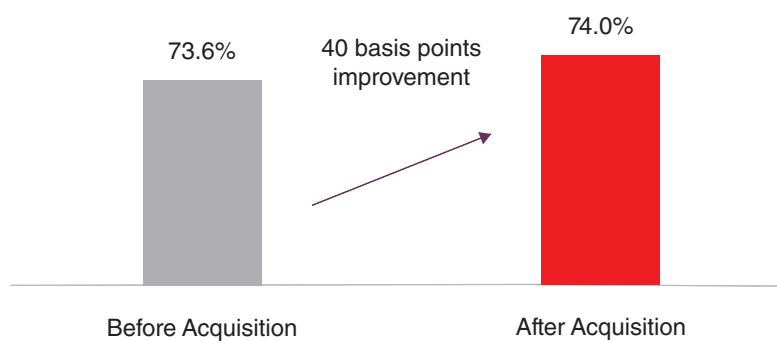
Notes:

- (1) As at 31 December 2023.
- (2) Comparable malls in FCT's Retail Portfolio are Causeway Point, Northpoint City North Wing and Waterway Point.

3.2.3 Improves FCT's overall retail portfolio performance on a pro forma basis

The Acquisition is expected to improve the net property income margin of FCT's Retail Portfolio due to its strong NPI margin. With the increased stake in NEX, the pro forma FY2023 NPI margin of FCT's Retail Portfolio (based on FCT's proportionate share in Waterway Point and NEX) is expected to be uplifted by 40 basis points from 73.6% to 74.0%.

Net Property Income Margin for Retail Portfolio^{(1),(2),(3)}



Notes:

- (1) Excludes Changi City Point (divested on 31 October 2023) and Tampines 1 (ongoing AEI).
- (2) Based on FCT's proportionate share in Waterway Point and NEX.
- (3) Based on FY2023 gross revenue and net property income.

3.3 NEX is well-positioned to grow

NEX has delivered consistent operating performance over the years. The reported committed occupancy in the most recent financial quarter ended 31 December 2023 was 100.0%. The Manager believes that NEX has further room for growth through asset enhancement initiatives and tenant-remixing strategies that will drive value creation and rent improvement in the medium term.

3.3.1 Growth through AEI, tenant remix strategy and rent improvement

The Manager believes that there are growth opportunities for NEX through AEI, tenant remixing, and rent improvement in the medium term. The AEI opportunities, which are in various stages of evaluation and feasibility studies, and are subject to relevant authorities' and joint venture partner's approvals, include to:

- (i) Re-deploy approximately 60,000 sq ft⁽¹⁷⁾ of non-commercial carpark GFA for retail and office use;
- (ii) Slab over voids on multiple floors to create new retail spaces;
- (iii) Reconfigure existing areas to improve space efficiency and optimise rental potential; and
- (iv) Refresh and improve retail offering to cater to shopper needs and the growing catchment.

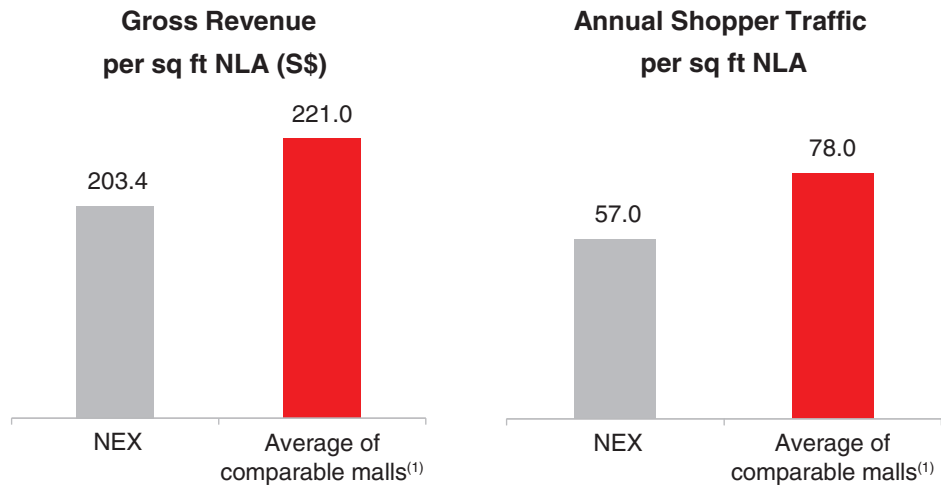
The Manager targets a return on investment above 7.0% based on an indicative development costing of S\$80.0 million to S\$100.0 million for the enhancement opportunities indicated above. This is in line with the Manager's returns target for asset enhancement initiatives.

3.3.2 Improvement in gross revenue per NLA and shopper traffic

Based on FY2023 gross revenue per NLA of comparable malls in FCT's Retail Portfolio (i.e. Causeway Point, Northpoint City North Wing and Waterway Point), the average gross revenue per NLA of these three malls is approximately S\$221.0 per sq ft. The gross revenue per NLA of NEX is S\$203.4 per sq ft⁽¹⁸⁾. The Manager believes that there is an opportunity to improve NEX's gross revenue per NLA through rent growth and increasing contribution from the ancillary revenues.

(17) Based on preliminary feasibility studies undertaken by GRPL.

(18) Based on NEX's FY2023 gross revenue of \$129.09 million (on 100% basis) divided by its NLA of 634,631 sq ft.



Note:

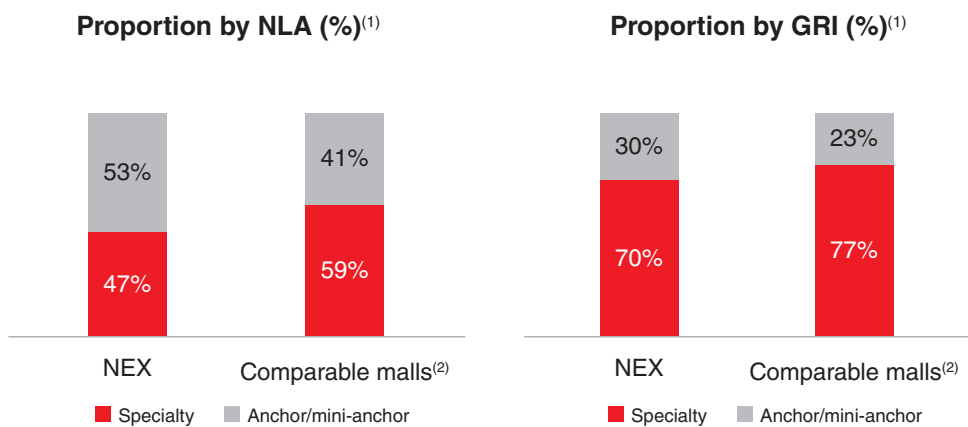
(1) Comparable malls in FCT’s Retail Portfolio are Causeway Point, Northpoint City North Wing and Waterway Point. The shopper traffic figure includes the shopper traffic for both Northpoint City North Wing and Northpoint City South Wing.

Based on the shopper traffic for FY2023, the annual shopper traffic per sq ft NLA of NEX was 57.0. The comparable malls in FCT’s Retail Portfolio (i.e. Causeway Point, Northpoint City North Wing and Northpoint City South Wing and Waterway Point) have an average of 78.0. This is approximately 37.0% higher than NEX.

The Manager believes that NEX has upside potential to increase its shopper traffic over time through active property management and targeted marketing strategies as well as from future catchment population growth.

3.3.3 Opportunity for rent growth through space reconfiguration

Presently, NEX has approximately 47.0% of its NLA allocated to specialty retailers and 53.0% to anchor and mini-anchor tenants. In terms of GRI, NEX has approximately 70.0% of its GRI from specialty retailers and 30.0% from anchor and mini-anchor tenants. This is relatively lower than the comparable malls (i.e. Causeway Point, Northpoint City North Wing and Waterway Point) in FCT’s Retail Portfolio. The Manager believes that there are opportunities to reconfigure and right-size tenancies to improve trading productivity and rental yield. This will further diversify the retail offering for its shoppers.



Notes:

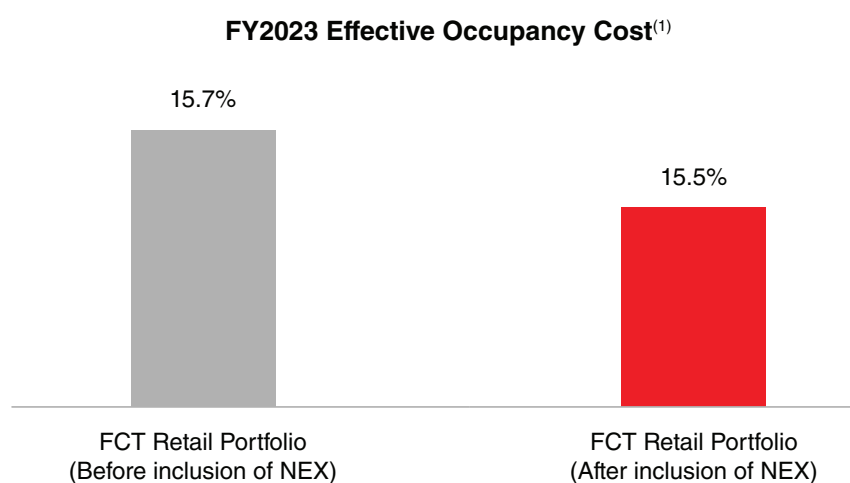
(1) As at 31 December 2023.

(2) Comparable malls in FCT’s Retail Portfolio are Causeway Point, Northpoint City North Wing and Waterway Point.

3.3.4 NEX's lower effective occupancy cost provides rent growth opportunity for FCT's Retail Portfolio

Effective occupancy cost refers to the ratio of gross rent to tenants' sales. This metric provides an indication of rent growth opportunity. Prior to COVID-19, the average effective occupancy cost for FCT's Retail Portfolio was 16.6% in the financial year ended 30 September 2018 and 17.0% in the financial year ended 30 September 2019. For FY2023, with improved tenants' sales performance, the average effective occupancy cost for FCT Retail Portfolio, excluding NEX, Changi City Point and Tampines 1 (which is currently undergoing AEI) was 15.7%, which provides an opportunity for rent growth.

NEX has a healthy occupancy cost and there is good rental growth potential. With the inclusion of NEX, FCT's Retail Portfolio's FY2023 effective occupancy cost is expected to lower to 15.5% on a pro forma basis.



Note:

(1) Excludes Changi City Point (divested on 31 October 2023) and Tampines 1 (ongoing AEI).

3.3.5 Potential opportunity to restructure for tax transparency, directly improving distributable income

There is potential opportunity to achieve tax transparency for NEX through the conversion of the entity status to a limited liability partnership structure. This is subject to the joint venture partner's agreement and relevant authorities' approval. If approved, this could result in annual tax savings and would be accretive to the earnings of NEX.

3.4 DPU-Accretive Acquisition

Based on historical pro forma financial information, FCT's Unitholders are expected to enjoy a higher DPU as a result of the Acquisition being made at a price which is reflective of the cash flows which NEX is expected to generate, using the net proceeds raised from the Private Placement. Based on the pro forma financial effects of the Acquisition on the DPU for FY2023, the Acquisition is expected to be DPU accretive, increasing the DPU from 12.150 cents to 12.204 cents, which is approximately 0.4%.

See **paragraph 4.1** of the Letter to Unitholders for further details.

4. PRO FORMA FINANCIAL EFFECTS

FOR ILLUSTRATIVE PURPOSES ONLY: The *pro forma* financial effects of the Acquisition and the Combined Acquisition (as defined below) on the net asset value (“NAV”) per Unit, DPU and aggregate leverage of FCT presented below are strictly for illustrative purposes and are prepared based on FCT Group’s⁽¹⁹⁾ latest audited financial statements for FY2023 (the “**FY2023 Audited Financial Statements**”), taking into account the Acquisition Price, and certain assumptions, including:

- (i) gross proceeds of approximately S\$200.0 million raised from the issue of 91,744,000 New Units at the issue price of S\$2.18 per New Unit pursuant to the Private Placement and debt financing of approximately S\$325.8 million is drawn;
- (ii) the net proceeds of the Private Placement being used to repay certain existing debts and thereafter, the Acquisition Price be funded by new debt financing with all-in interest rate (including upfront fee and margin) assumed to be 3.8%;
- (iii) the Acquisition Fee of approximately S\$5.2 million is paid in the form of approximately 2.4 million Acquisition Fee Units at an issue price of S\$2.18 per Acquisition Fee Unit; and
- (iv) the Manager’s management fees, including the base management fee and the performance management fee in relation to the Acquisition/Combined Acquisition will be paid in full in the form of Units.

4.1 Pro Forma DPU

4.1.1 Acquisition

FOR ILLUSTRATIVE PURPOSES ONLY: The following table sets out the pro forma financial effects of the Acquisition on FCT’s DPU for FY2023 as if the Acquisition had been completed on 1 October 2022:

	<i>Pro forma effects</i>	
	FY2023 Audited Financial Statements	After the Acquisition
Distributions to Unitholders ⁽¹⁾ (S\$’000)	207,745	219,873 ⁽²⁾
DPU (Singapore cents)	12.150	12.204 ⁽³⁾
DPU Accretion (%)	–	0.4

Notes:

- (1) In determining the distribution relating to FY2023, FCT released S\$1.7 million of its tax-exempt income available for distribution to Unitholders which had been retained in the financial year ended 30 September 2022 (“FY2022”) and retained S\$1.1 million of tax-exempt income available for distribution to Unitholders.
- (2) Assuming changes in borrowing costs, taking into consideration proceeds from Private Placement, repayment of existing debts and debt financing in respect of the Acquisition, as well as the fees payable to the Trustee, the Manager and the portfolio manager.
- (3) Based on the enlarged number of issued and issuable Units, including approximately 91.7 million New Units at S\$2.18 per Unit issued pursuant to the Private Placement and approximately 2.4 million Acquisition Fee Units and 100% of the Manager’s management fee in relation to the Acquisition payable and settled in Units.

(19) “FCT Group” means FCT and its subsidiaries.

4.1.2 Combined Acquisition

FOR ILLUSTRATIVE PURPOSES ONLY: The following table sets out the cumulative pro forma financial effects of the Acquisition and the acquisition by FCT of an effective interest of 25.5% in GRPL which was completed on 6 February 2023 (collectively, the “**Combined Acquisition**”⁽²⁰⁾) on FCT’s DPU for FY2023, as if the Combined Acquisition had been completed on 1 October 2022:

	<i>Pro forma effects</i>		
	Before the Combined Acquisition		After the Combined Acquisition ⁽¹⁾
	FY2023 Audited Financial Statements	FY2023 Financial Statements (adjusted) ⁽¹⁾⁽²⁾	
Distributions to Unitholders ⁽³⁾ (S\$’000)	207,745	200,750	215,388 ⁽⁴⁾
DPU (Singapore cents)	12.150	11.759	11.932 ⁽⁵⁾
DPU Accretion (%)	–	–	1.5

Notes:

- (1) Based on FY2023 Audited Financial Statements and adjustments made to assume that the divestments of Changi City Point and interests in Hektar REIT took place on 30 September 2022 and excluding the financial effects of the following one-off items:
 - (A) the recognition of S\$3.8 million of grant income in relation to property tax rebates and cash grant received from IRAS; and
 - (B) property tax refund of S\$1.1 million received in relation to the outcome of the food court appeal and reduction in the prior year annual value for atrium space.
- (2) Excluding the financial effects of the acquisition of an effective interest of 25.5% in GRPL which was completed on 6 February 2023. The Manager is of the view that the financial effects of acquiring NEX against the portfolio without any interests in NEX would present the true value of NEX to Unitholders and is also consistent with the Manager’s intention of an eventual acquisition of 50.0% in GRPL, which holds NEX.
- (3) In determining the distribution relating to FY2023, FCT released S\$1.7 million of its tax-exempt income available for distribution to Unitholders which had been retained in FY2022 and retained S\$1.1 million of tax-exempt income available for distribution to Unitholders.
- (4) Assuming changes in borrowing costs, taking into consideration proceeds from Private Placement, repayment of existing debts and debt financing in respect of the Acquisition, as well as the fees payable to the Trustee, the Manager and the portfolio manager.
- (5) Based on the enlarged number of issued and issuable Units, including (a) approximately 91.7 million New Units at S\$2.18 per Unit issued pursuant to the Private Placement; (b) approximately 2.4 million Acquisition Fee Units issued in connection with the Acquisition; (c) approximately 2.4 million acquisition fee units issued in connection with FCT’s effective interest of 25.5% in GRPL which was completed on 6 February 2023; and (d) 100% of the Manager’s management fee in relation to the Combined Acquisition payable and settled in Units.

(20) The Combined Acquisition represents the acquisition by FCT of an effective interest of 50.0% in GRPL, which holds NEX.

4.2 Pro Forma NAV

4.2.1 Acquisition

FOR ILLUSTRATIVE PURPOSES ONLY: The following table sets out the pro forma financial effects of the Acquisition on FCT's NAV per Unit as at 30 September 2023, as if the Acquisition had been completed on 30 September 2023:

	<i>Pro forma effects</i>	
	FY2023 Audited Financial Statements	After the Acquisition
NAV (S\$'000)	3,973,235	4,174,513
Total issued and issuable Units ('000)	1,712,039	1,806,174 ⁽¹⁾
NAV per Unit (S\$)⁽²⁾	2.32	2.31

Notes:

- (1) Including the issue of approximately 91.7 million New Units at S\$2.18 per Unit pursuant to the Private Placement and approximately 2.4 million Acquisition Fee Units issued at an illustrative price of S\$2.18 per Unit.
- (2) Including the distribution amounting to 6.02 Singapore cents per unit for the second half of FY2023 which was paid on 29 November 2023. If the distribution per unit of 6.02 Singapore cents is excluded, the adjusted NAV per unit would be S\$2.26 as at 30 September 2023 and the adjusted NAV per unit after the Acquisition would be S\$2.25 as at 30 September 2023.

4.2.2 Combined Acquisition

FOR ILLUSTRATIVE PURPOSES ONLY: The following table sets out the pro forma financial effects of the Combined Acquisition on FCT's NAV per Unit as at 30 September 2023, as if the Combined Acquisition had been completed on 30 September 2023:

	<i>Pro Forma Effects</i>		
	Before the Combined Acquisition		After the Combined Acquisition⁽¹⁾
	FY2023 Audited Financial Statements	FY2023 Financial Statements (adjusted)⁽¹⁾⁽²⁾	
NAV (S\$'000)	3,973,235	3,961,646	4,168,223
Total issued and issuable Units ('000)	1,712,039	1,709,045	1,805,574 ⁽³⁾
NAV per Unit (S\$)⁽⁴⁾	2.32	2.32	2.31

Notes:

- (1) Based on FY2023 Audited Financial Statements and adjustments made to assume that the divestments of Changi City Point and interests in Hektar REIT took place on 30 September 2023.
- (2) Excluding the financial effects of the acquisition of an effective interest of 25.5% in GRPL which was completed on 6 February 2023. The Manager is of the view that the financial effects of acquiring NEX against the portfolio without any interests in NEX would present the true value of NEX to Unitholders and is also consistent with the Manager's intention of an eventual acquisition of 50.0% in GRPL, which holds NEX.

- (3) Including (a) approximately 91.7 million New Units at S\$2.18 per Unit issued pursuant to the Private Placement; (b) approximately 2.4 million Acquisition Fee Units issued in connection with the Acquisition; and (c) approximately 2.4 million acquisition fee units issued in connection with FCT's effective interest of 25.5% in GRPL which was completed on 6 February 2023.
- (4) Including the distribution amounting to 6.02 Singapore cents per unit for the second half of FY2023 which was paid on 29 November 2023. If the distribution per unit of 6.02 Singapore cents is excluded, the adjusted NAV per unit would be S\$2.26 as at 30 September 2023 and the adjusted NAV per unit after the Combined Acquisition would be S\$2.25 as at 30 September 2023.

4.3 Pro Forma Aggregate Leverage

4.3.1 Acquisition

FOR ILLUSTRATIVE PURPOSES ONLY: The following table sets out the pro forma aggregate leverage of FCT as at 30 September 2023, as if the Acquisition had been completed on 30 September 2023:

	<i>Pro forma effects</i>	
	FY2023 Audited Financial Statements	After the Acquisition
Aggregate Leverage (%)	39.3 ⁽¹⁾	40.9 ⁽²⁾

Notes:

- (1) In accordance with Property Funds Appendix, the aggregate leverage includes FCT's proportionate 50.0% interest in the deposited property value and borrowings in Sapphire Star Trust ("SST") which owns Waterway Point and the proportionate 25.5% effective interest in the deposited property value and borrowings in GRPL which holds NEX.
- (2) Includes FCT's proportionate 50.0% interest in the deposited property value and borrowings in SST and the proportionate 50.0% effective interest in the deposited property value and borrowings in GRPL.

4.3.2 Combined Acquisition

FOR ILLUSTRATIVE PURPOSES ONLY: The following table sets out the pro forma aggregate leverage of FCT as at 30 September 2023, as if the Combined Acquisition had been completed on 30 September 2023:

	<i>Pro forma effects</i>		
	Before the Combined Acquisition		After the Combined Acquisition⁽¹⁾
	FY2023 Audited Financial Statements	FY2023 Financial Statements (adjusted)⁽¹⁾⁽²⁾	
Aggregate Leverage (%)	39.3 ⁽³⁾	30.2 ⁽⁴⁾	37.8 ⁽⁵⁾

Notes:

- (1) Based on FY2023 Audited Financial Statements and adjustments made to assume that the divestments of Changi City Point and interests in Hektar REIT took place on 30 September 2023.
- (2) Excluding the financial effects of the acquisition of an effective interest of 25.5% in GRPL which was completed on 6 February 2023. The Manager is of the view that the financial effects of acquiring NEX against the portfolio without any interests in NEX would present the true value of NEX to Unitholders and is also consistent with the Manager's intention of an eventual acquisition of 50.0% in GRPL, which holds NEX.
- (3) Includes FCT's proportionate 50.0% interest in the deposited property value and borrowings in SST which owns Waterway Point and the proportionate 25.5% effective interest in the deposited property value and borrowings in GRPL.

- (4) Includes FCT's proportionate 50.0% interest in the deposited property value and borrowings in SST which owns Waterway Point.
- (5) Includes FCT's proportionate 50.0% interest in the deposited property value and borrowings in SST and the proportionate 50.0% effective interest in the deposited property value and borrowings in GRPL.

5. REQUIREMENT OF UNITHOLDERS' APPROVAL

5.1 Interested Person Transaction and Interested Party Transaction

5.1.1 Related Party Transactions

Under Chapter 9 of the Listing Manual, where FCT proposes to enter into a transaction with an interested person and the value of the transaction (either in itself or when aggregated with the value of other transactions, each of a value equal to or greater than S\$100,000, with the same interested person during the same financial year) is equal to or exceeds 5.0% of the FCT Group's latest audited NTA, Unitholders' approval is required in respect of the transaction.

Paragraph 5.2(b) of the Property Funds Appendix also imposes a requirement for Unitholders' approval for an interested party transaction by FCT whose value (either in itself or when aggregated with the value of other transactions with the same interested party during the current financial year) is equal to or exceeds 5.0% of the FCT Group's latest audited NAV.

Based on the FY2023 Audited Financial Statements, the audited NTA and NAV of the FCT Group attributable to Unitholders was S\$3,973.2 million as at 30 September 2023. Accordingly, if the value of a transaction which is proposed to be entered into in the current financial year by FCT with an interested person is, either in itself or in aggregation with all other earlier transactions (each of a value equal to or greater than S\$100,000) entered into with the same interested person during the current financial year, equal to or in excess of S\$198.7 million, such a transaction would be subject to Unitholders' approval under Rule 906(1) of the Listing Manual and Paragraph 5.2(b) of the Property Funds Appendix.

As at the Latest Practicable Date, save for the Acquisition, there are no other "interested person transactions" entered into between FCT and the Sponsor Group and its associates during the course of the current financial year ending 30 September 2024 up to the Latest Practicable Date that are subject to disclosure under Chapter 9 of the Listing Manual.

5.1.2 The Sponsor

As at the Latest Practicable Date, the Sponsor, through Frasers Property Retail Trust Holdings Pte. Ltd. and the Manager, owns 711,053,310 Units, representing 39.38% of the total number of Existing Units, and is therefore regarded as a "controlling Unitholder" of FCT under both the Listing Manual and the Property Funds Appendix. In addition, as the Manager is a wholly-owned subsidiary of the Sponsor, the Sponsor is therefore regarded as a "controlling shareholder" of the Manager under both the Listing Manual and the Property Funds Appendix.

5.1.3 The Acquisition

In relation to the Acquisition, for the purposes of Chapter 9 of the Listing Manual and Paragraph 5 of the Property Funds Appendix, the Sponsor (being a “controlling Unitholder” of FCT and a “controlling shareholder” of the Manager) is an “interested person” (for the purposes of the Listing Manual) and an “interested party” (for the purposes of the Property Funds Appendix) of FCT.

Therefore, the Acquisition is an “interested person transaction” under Chapter 9 of the Listing Manual, as well as an “interested party transaction” under the Property Funds Appendix, in respect of which the specific approval of the Unitholders is required.

Given that the Acquisition Price of approximately S\$321.3 million (which is 8.1% of the audited NTA of the FCT Group and of the audited NAV attributable to Unitholders as at 30 September 2023) exceeds the said 5.0% threshold, the Acquisition is subject to the approval of Unitholders pursuant to Rule 906(1)(a) of the Listing Manual and Paragraph 5.2(b) of the Property Funds Appendix.

In approving the Acquisition, Unitholders will be deemed to have approved all documents required to be executed or assigned by the parties in order to give effect to the Acquisition.

5.2 Relative Figures Computed on the Bases Set Out in Rule 1006 of the Listing Manual

Chapter 10 of the Listing Manual governs the acquisition or divestment of assets, including options to acquire or dispose of assets, by FCT. Such transactions are classified into the following categories:

- (i) non-discloseable transactions;
- (ii) discloseable transactions;
- (iii) major transactions; and
- (iv) very substantial acquisitions or reverse takeovers.

A transaction by FCT may fall into any of the categories set out above depending on the size of the relative figures computed on the following bases of comparison:

- (a) the net profits attributable to the assets to be acquired, compared with FCT’s net profits pursuant to Rule 1006(b) of the Listing Manual; and
- (b) the aggregate value of the consideration given or received, compared with FCT’s market capitalisation based on the total number of issued Units excluding treasury Units pursuant to Rule 1006(c) of the Listing Manual.

Rule 1006(a) of the Listing Manual is not applicable to the Acquisition as it relates to divestment of assets.

Rule 1006(d) of the Listing Manual is not applicable to the Acquisition as FCT will not be issuing any Units as consideration for the Acquisition.

The relative figures computed on the bases set out in Rules 1006(b) and 1006(c) of the Listing Manual in respect of the Acquisition are as follows:

	Acquisition (S\$ million)	FCT (S\$ million)	Relative figure (%)
Rule 1006(b) Net profits attributable to the assets to be acquired or disposed of, compared with FCT's net profits	39.8 ⁽¹⁾	212.2 ⁽²⁾	18.8
Rule 1006(c) Aggregate value of the consideration given or received, compared with FCT's market capitalisation based on the total number of issued Units	321.3 ⁽³⁾	3,915.6 ⁽⁴⁾	8.2

Notes:

- (1) Based on 24.5% effective shareholding interest of the unaudited profit before tax of GRPL and before taking into account of the changes in borrowing costs, taking into consideration proceeds from Private Placement, repayment of existing debt and debt financing in respect of the Acquisition, as well as the fees payable to the Trustee, the Manager and the portfolio manager.
- (2) Based on the profit before tax disclosed in the FY2023 Audited Financial Statements.
- (3) Based on the Acquisition Price which is subject to completion adjustments.
- (4) Based on the Units in issue at volume weighted average price of S\$2.2871 per Unit on 24 January 2024, being the market day preceding the date of signing of the SPA.

Where any of the relative figures computed on the bases set out above exceeds 20.0%, the transaction is classified as a major transaction under Rule 1014 of the Listing Manual which would be subject to the approval of Unitholders, unless such transaction is in the ordinary course of FCT's business.

The Manager is of the view that the Acquisition is in the ordinary course of FCT's business as the Acquisition is within the investment policy of FCT and does not change the risk profile of FCT. As such, the Acquisition is not subject to Chapter 10 of the Listing Manual.

However, as the Acquisition constitutes an "interested person transaction" under Chapter 9 of the Listing Manual, as well as an "interested party transaction" under the Property Funds Appendix, the Acquisition will still be subject to the specific approval of Unitholders.

6. OPINION OF THE INDEPENDENT FINANCIAL ADVISER

The Manager has appointed Ernst & Young Corporate Finance Pte. Ltd. as the IFA pursuant to Rule 921(4) of the Listing Manual as well as to advise the independent directors of the Manager (the "**Independent Directors**"), the Audit, Risk and Compliance Committee of the Manager (the "**Audit, Risk and Compliance Committee**") and the Trustee in relation to the Acquisition. A copy of the letter from the IFA to the Independent Directors, the Audit, Risk and Compliance Committee and the Trustee, containing its advice in full in relation to the Acquisition (the "**IFA Letter**") is set out in **Appendix B** of this Circular. Unitholders are advised to read the IFA Letter carefully.

Having considered the factors and made the assumptions set out in the IFA Letter, the IFA is of the opinion that the Acquisition, as interested person transaction, is on normal commercial terms and is not prejudicial to the interests of FCT and its minority Unitholders.

Accordingly, the IFA advises that the Independent Directors and the Audit, Risk and Compliance Committee recommend that Unitholders vote in favour of the resolution to approve the Acquisition.

7. INTERESTS OF DIRECTORS AND SUBSTANTIAL UNITHOLDERS

As at the Latest Practicable Date, the interests of the directors of the Manager (the “**Directors**”) in the Acquisition are as follows:

- (i) Mr Ho Chee Hwee Simon is a Non-Executive and Non-Independent Director of the Manager and has a deemed interest in 200,000 Units (which is equivalent to approximately 0.01% of the 1,805,489,792 Units in issue). Mr Ho Chee Hwee Simon is a director of Frasers Property (Singapore) Pte. Ltd., a wholly-owned subsidiary of the Sponsor, the vice-chairman of the board of Frasers Hospitality International Pte. Ltd., a subsidiary of the Sponsor, and an advisor to the Sponsor;
- (ii) Mr Ho Kin San is a Non-Executive and Independent Director of the Manager. Mr Ho Kin San is a partner of Allen & Gledhill LLP, which has been appointed as legal adviser for the Acquisition and to the Manager; and
- (iii) Ms Soon Su Lin is a Non-Executive and Non-Independent Director of the Manager. She is also the Chief Executive Officer of Frasers Property Singapore, a strategic business unit of the Sponsor, and is a director of various subsidiaries/associated companies of the Sponsor.

Based on the Register of Directors’ Unitholdings maintained by the Manager, the direct and deemed interests of the Directors in the Units as at the Latest Practicable Date are as follows:

Name of Director	Direct Interest		Deemed Interest		Total no. of Units held	% ⁽¹⁾⁽²⁾
	No. of Units held	% ⁽¹⁾⁽²⁾	No. of Units held	% ⁽¹⁾⁽²⁾		
Ms Koh Choon Fah	–	–	–	–	–	–
Mr Ho Chai Seng	–	–	–	–	–	–
Mr Ho Chee Hwee Simon	–	–	200,000	0.01	200,000	0.01
Mr Ho Kin San	–	–	–	–	–	–
Ms Soon Su Lin	–	–	–	–	–	–
Mr Tan Siew Peng (Darren)	–	–	–	–	–	–

Notes:

- (1) The percentage is based on 1,805,489,792 Units in issue as at the Latest Practicable Date.
- (2) Any discrepancies are due to rounding. For the purpose of disclosures of the percentage interests of the directors, percentages are rounded to two decimal places.

Based on the Register of Substantial Unitholders' Unitholdings maintained by the Manager, the Substantial Unitholders and their interests in the Units as at the Latest Practicable Date are as follows:

Name of Substantial Unitholder	Direct Interest		Deemed Interest		Total No. of Units held	% ⁽¹⁾
	No. of Units held	% ⁽¹⁾	No. of Units held	% ⁽¹⁾		
Frasers Property Retail Trust Holdings Pte. Ltd.	624,684,552	34.60	–	–	624,684,552	34.60
Frasers Property Limited ⁽¹⁾	–	–	711,053,310	39.38	711,053,310	39.38
Thai Beverage Public Company Limited ⁽²⁾	–	–	711,053,310	39.38	711,053,310	39.38
International Beverage Holdings Limited ⁽³⁾	–	–	711,053,310	39.38	711,053,310	39.38
InterBev Investment Limited ⁽⁴⁾	–	–	711,053,310	39.38	711,053,310	39.38
Siriwana Company Limited ⁽⁵⁾	–	–	711,053,310	39.38	711,053,310	39.38
Shiny Treasure Holdings Limited ⁽⁶⁾	–	–	711,053,310	39.38	711,053,310	39.38
TCC Assets Limited ⁽⁷⁾	–	–	711,053,310	39.38	711,053,310	39.38
Charoen Sirivadhanabhakdi ⁽⁸⁾	–	–	711,053,310	39.38	711,053,310	39.38
The estate of the late Khunying Wanna Sirivadhanabhakdi ⁽⁹⁾	–	–	711,053,310	39.38	711,053,310	39.38

Notes:

- (1) The Sponsor holds a 100% direct interest in each of Frasers Centrepont Asset Management Ltd. (“**FCAM**”) and FPRTH; and each of FCAM and FPRTH directly holds units in FCT. The Sponsor therefore has a deemed interest in the units in FCT in which each of FCAM and FPRTH has an interest, by virtue of Section 4 of the Securities and Futures Act, 2001 of Singapore (the “**SFA**”).
- (2) Thai Beverage Public Company Limited (“**ThaiBev**”) holds a 100% direct interest in International Beverage Holdings Limited (“**IBHL**”);
- IBHL holds a 100% direct interest in InterBev Investment Limited (“**IBIL**”);
 - IBIL holds a greater than 20% interest in the Sponsor;
 - the Sponsor holds a 100% direct interest in each of FCAM and FPRTH; and
 - each of FCAM and FPRTH directly holds units in FCT.
- ThaiBev therefore has a deemed interest in the units in FCT in which the Sponsor has an interest, by virtue of Section 4 of the SFA.
- (3) IBHL holds a 100% direct interest in IBIL
- IBIL holds a greater than 20% interest in the Sponsor;
 - the Sponsor holds a 100% direct interest in each of FCAM and FPRTH; and
 - each of FCAM and FPRTH directly hold units in FCT.
- IBHL therefore has a deemed interest in the units in FCT in which the Sponsor has an interest, by virtue of Section 4 of the SFA.
- (4) IBIL holds a greater than 20% interest in the Sponsor;
- the Sponsor holds a 100% direct interest in each of FCAM and FPRTH; and
 - each of FCAM and FPRTH directly holds units in FCT.
- IBIL therefore has a deemed interest in the units in FCT in which the Sponsor has an interest, by virtue of Section 4 of the SFA.

(5) Siriwana Co., Ltd (“**SCL**”) holds, directly and indirectly, through its wholly-owned subsidiary, Siriwanan Co., Ltd, a majority interest in ThaiBev;

- ThaiBev holds a 100% direct interest in IBHL;
- IBHL holds a 100% direct interest in IBIL;
- IBIL holds a greater than 20% interest in the Sponsor;
- the Sponsor holds a 100% direct interest in each of FCAM and FPRTH; and
- each of FCAM and FPRTH directly holds units in FCT.

SCL therefore has a deemed interest in the units in FCT in which the Sponsor has an interest, by virtue of Section 4 of the SFA.

(6) Shiny Treasure Holdings Limited (“**STHL**”) holds a greater than 20% interest in SCL;

- SCL holds, directly and indirectly, a majority interest in ThaiBev;
- ThaiBev holds a 100% direct interest in IBHL;
- IBHL holds a 100% direct interest in IBIL;
- IBIL holds a greater than 20% interest in the Sponsor;
- the Sponsor holds a 100% direct interest in each of FCAM and FPRTH; and
- each of FCAM and FPRTH directly holds units in FCT.

STHL therefore has a deemed interest in the units in FCT in which the Sponsor has an interest, by virtue of Section 4 of the SFA.

(7) TCC Assets Limited (“**TCCA**”) holds a majority interest in the Sponsor;

- the Sponsor holds a 100% direct interest in each of FCAM and FPRTH; and
- each of FCAM and FPRTH directly holds units in FCT.

TCCA therefore has a deemed interest in the units in FCT in which the Sponsor has an interest, by virtue of Section 4 of the SFA.

(8) Charoen Sirivadhanabhakdi and the estate of the late Khunying Wanna Sirivadhanabhakdi, each owns 50.0% of the issued and paid-up share capital of TCCA;

- TCCA holds a majority interest in the Sponsor;
- the Sponsor holds a 100% direct interest in each of FCAM and FPRTH; and
- each of FCAM and FPRTH directly hold units in FCT.

Charoen Sirivadhanabhakdi therefore has a deemed interest in the units in FCT in which the Sponsor has an interest, by virtue of Section 4 of the SFA.

(9) The estate of the late Khunying Wanna Sirivadhanabhakdi and Charoen Sirivadhanabhakdi, each owns 50.0% of the issued and paid-up share capital of TCCA;

- TCCA holds a majority interest in the Sponsor;
- the Sponsor holds a 100% direct interest in each of FCAM and FPRTH; and
- each of FCAM and FPRTH directly holds units in FCT.

The estate of the late Khunying Wanna Sirivadhanabhakdi therefore has a deemed interest in the units in FCT in which the Sponsor has an interest, by virtue of Section 4 of the SFA.

Save as disclosed above and based on information available to the Manager as at the Latest Practicable Date, none of the Directors or the Substantial Unitholders has an interest, direct or indirect, in the Acquisition.

8. DIRECTORS’ SERVICE CONTRACTS

No person is proposed to be appointed as a Director in connection with the Acquisition or any other transactions contemplated in relation to the Acquisition.

9. RECOMMENDATION

Based on the opinion of the IFA (as set out in the IFA Letter in **Appendix B** of this Circular) and the rationale for and key benefits of the Acquisition as set out in **paragraph 3** above, the Independent Directors and the Audit, Risk and Compliance Committee are of the opinion that the Acquisition is based on normal commercial terms and is not prejudicial to the interests of FCT or its minority Unitholders.

Accordingly, the Independent Directors and the Audit, Risk and Compliance Committee recommend that Unitholders vote at the EGM in favour of the resolution to approve the Acquisition.

10. EXTRAORDINARY GENERAL MEETING

The EGM will be convened and held on 25 March 2024 at 10.00 a.m. at Grand Ballroom, Level 2, InterContinental Singapore, 80 Middle Road, Singapore 188966 for the purpose of considering and, if thought fit, passing (with or without modifications), the Ordinary Resolution in the Notice of EGM which is set out on pages E-1 to E-4 of this Circular. The purpose of this Circular is to provide Unitholders with relevant information about the resolution. Approval by way of an Ordinary Resolution is required in respect of the resolution.

A Depositor shall not be regarded as a Unitholder entitled to attend the EGM and to speak and vote unless he is shown to have Units entered against his name in the Depository Register, as certified by The Central Depository (Pte) Limited as at 72 hours before the time fixed for the EGM.

11. ABSTENTIONS FROM VOTING

Rule 919 of the Listing Manual prohibits interested persons and their associates (as defined in the Listing Manual) from voting on a resolution in relation to a matter in respect of which such persons are interested in at the EGM.

Given that the Acquisition will be entered into with the Sponsor, the Sponsor (i) will abstain, and will ensure that its subsidiaries and associates (including FPRTH and the Manager) will abstain, from voting on the resolution to approve the Acquisition and (ii) will not, and will procure that its subsidiaries and associates (including FPRTH and the Manager) will not, accept appointments as proxies in relation to the resolution to approve the Acquisition unless specific instructions as to voting are given.

12. ACTION TO BE TAKEN BY UNITHOLDERS

Unitholders will find enclosed in this Circular the Notice of EGM and a Proxy Form.

A Unitholder should complete, sign and return the enclosed Proxy Form in accordance with the instructions printed thereon as soon as possible in the following manner:

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

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

Unitholders should read the notes in the Notice of EGM and the Proxy Form carefully.

13. DIRECTORS' RESPONSIBILITY STATEMENT

The Directors collectively and individually accept full responsibility for the accuracy of the information given in this Circular and confirm after making all reasonable enquiries that, to the best of their knowledge and belief, this Circular constitutes full and true disclosure of all material facts about the Acquisition, FCT and its subsidiaries, and the Directors are not aware of any facts the omission of which would make any statement in this Circular misleading. Where information in this Circular has been extracted from published or otherwise publicly available sources or obtained from a named source, the sole responsibility of the Directors has been to ensure that such information has been accurately and correctly extracted from those sources and/or reproduced in this Circular in its proper form and context.

14. CONSENTS

Each of the IFA, the Independent Valuers, and the Independent Market Research Consultant has given and not withdrawn its written consent to the issue of this Circular with the inclusion of their names and, respectively, the IFA Letter, the Valuation Certificates, the independent market research report dated 24 January 2024 by the Independent Market Research Consultant (the “**Independent Market Research Report**”), and all references thereto, in the form and context in which they appear in this Circular.

15. DOCUMENTS AVAILABLE FOR INSPECTION

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

- (a) the SPA;
- (b) the IFA Letter;
- (c) the full valuation report issued by Colliers in respect of the Property;
- (d) the full valuation report issued by JLL in respect of the Property;
- (e) the Independent Market Research Report; and
- (f) the FCT Audited Financial Statements for FY2023.

The Trust Deed will also be available for inspection by appointment only during normal business hours at the registered office of the Manager for so long as FCT is in existence.

Yours faithfully

Frasers Centrepoint Asset Management Ltd.

(as manager of Frasers Centrepoint Trust)

(Company Registration No. 200601347G)

Ms Koh Choon Fah

Chairperson, Non-Executive and Independent Director

IMPORTANT NOTICE

The value of Units and the income derived from them may fall as well as 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 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.

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

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

If you have sold or transferred all your Units, you should immediately inform the purchaser or transferee or the bank, stockbroker or other agent through whom the sale or transfer was effected for onward notification to the purchaser or transferee, that this Circular (together with the Notice of EGM and the accompanying Proxy Form) may be accessed at FCT's website at the URL <https://www.frasersproperty.com/reits/fct>, and are also available on the website of the SGX-ST at the URL <https://www.sgx.com/securities/company-announcements>.

This Circular is for information purposes only and shall not constitute an offer to sell or the solicitation of an offer to buy any securities, nor shall there be any sale or purchase of securities in any jurisdiction in which such offer, solicitation or sale would be unlawful prior to registration or qualification under the securities laws of such jurisdiction. There will be no public offer of securities in the United States.

GLOSSARY

In this Circular, the following definitions apply throughout unless the context otherwise requires:

“%”	:	Per centum or percentage
“ACD (Purchaser)”	:	The additional conveyance duties payable by (if determined to be payable by) the Trustee in connection with the Acquisition pursuant to the Stamp Duties Act 1929 of Singapore
“ACD (Vendor)”	:	The additional conveyance duties payable by (if determined to be payable by) the Sponsor in connection with the Acquisition pursuant to the Stamp Duties Act 1929 of Singapore
“Acquisition”	:	The proposed acquisition of the Sale Shares
“Acquisition Fee”	:	The acquisition fee payable to the Manager for the Acquisition pursuant to the Trust Deed of approximately S\$5.2 million
“Acquisition Fee Units”	:	The Units to be issued to the Manager as payment for the Acquisition Fee
“Acquisition Price”	:	The sum of the Purchase Consideration and the Repayment Amount amounting to approximately S\$321.3 million, subject to completion adjustments
“AEI”	:	Asset enhancement initiatives
“Agreed Property Value”	:	The agreed property value price for the Property, which was negotiated on a willing-buyer and willing-seller basis with reference to the independent valuations by the Independent Valuers
“Audit, Risk and Compliance Committee”	:	The Audit, Risk and Compliance Committee of the Manager
“Circular”	:	This circular to Unitholders dated 4 March 2024
“Combined Acquisition”	:	The Acquisition and the acquisition by FCT of an effective interest of 25.5% in GRPL which was completed on 6 February 2023
“Colliers”	:	Colliers International Consultancy & Valuation (Singapore) Pte Ltd
“Completion”	:	Completion of the Acquisition
“CSFS”	:	Community/Sports Facilities Scheme

“Directors”	:	The directors of the Manager
“DPU”	:	Distribution per Unit
“EGM”	:	The extraordinary general meeting of the Unitholders, notice of which is given on pages E-1 to E-4 of this Circular
“Existing Portfolio”	:	The current portfolio of FCT comprising Causeway Point, Century Square, Hougang Mall, NEX (effective 25.5% interest), Northpoint City North Wing (including Yishun 10 Retail Podium), Tampines 1, Tiong Bahru Plaza, Waterway Point (50.0% interest), White Sands and Central Plaza
“Existing Units”	:	The Units in issue as at the Latest Practicable Date
“FCAM”	:	Frasers Centrepoint Asset Management Ltd.
“FCL Emerald”	:	FCL Emerald (1) Pte. Ltd.
“FCT”	:	Frasers Centrepoint Trust
“FCT Group”	:	FCT and its subsidiaries
“FPRTH”	:	Frasers Property Retail Trust Holdings Pte. Ltd.
“FY2022”	:	The financial year ended 30 September 2022
“FY2023”	:	The financial year ended 30 September 2023
“FY2023 Audited Financial Statements”	:	FCT Group’s latest audited financial statements for FY2023
“GFA”	:	Gross floor area
“GRI”	:	Gross rental income
“GRPL”	:	Gold Ridge Pte. Ltd.
“GRPL Bank Loans”	:	The bank loans owed by GRPL to certain financial institutions, of which the pro rata share attributable to FCL Emerald’s shareholding interest in GRPL is estimated to be approximately S\$196.0 million
“HDB”	:	Housing and Development Board
“IBHL”	:	International Beverage Holdings Limited
“IBIL”	:	InterBev Investment Limited
“IFA”	:	Ernst & Young Corporate Finance Pte. Ltd.

“IFA Letter”	:	The letter from the IFA to the Independent Directors, the Audit, Risk and Compliance Committee and the Trustee containing its advice as set out in Appendix B of this Circular
“Independent Directors”	:	The independent directors of the Manager, being Ms Koh Choon Fah, Mr Ho Chai Seng, Mr Ho Kin San and Mr Tan Siew Peng (Darren)
“Independent Market Research Consultant”	:	CBRE Pte. Ltd.
“Independent Market Research Report”	:	The independent market research report dated 24 January 2024 by the Independent Market Research Consultant
“Independent Valuers”	:	Colliers and JLL, in respect of the Property
“Intercompany Outstanding Amount”	:	The sum of (i) the total amount owing by FCL Emerald to the Sponsor and Frasers Property Treasury Pte. Ltd. (being a wholly-owned subsidiary of the Sponsor) pursuant to intercompany loans (including any accrued interest); and (ii) other amounts owing by FCL Emerald to the Sponsor
“IRAS”	:	Inland Revenue Authority of Singapore
“JLL”	:	Jones Lang LaSalle Property Consultants Pte Ltd
“Latest Practicable Date”	:	The latest practicable date prior to the printing of this Circular, being 26 February 2024
“Listing Manual”	:	The listing manual of the SGX-ST, as may be amended or modified from time to time
“Manager”	:	Frasers Centrepoint Asset Management Ltd., in its capacity as manager of FCT
“MAS”	:	Monetary Authority of Singapore
“MRT”	:	Mass Rapid Transit
“NAV”	:	Net asset value
“New Units”	:	The new Units issued under the Private Placement
“NLA”	:	Net lettable area
“NP Trust”	:	NEX Partners Trust
“NP Trustee-Manager”	:	Frasers Property Coral Pte. Ltd. (in its capacity as trustee-manager of NP Trust)
“NPI”	:	Net property income

“NTA”	:	Net tangible assets
“Ordinary Resolution”	:	A resolution proposed and passed as such by a majority being greater than 50.0% of the total number of votes cast for and against such resolution at a meeting of Unitholders convened in accordance with the provisions of the Trust Deed
“Placement Issue Price”	:	The issue price of S\$2.18 per New Unit under the Private Placement
“Private Placement”	:	The private placement launched by FCT on 25 January 2024
“Property Funds Appendix”	:	Appendix 6 of the Code on Collective Investment Schemes issued by the MAS
“Purchase Consideration”	:	The purchase consideration for the Acquisition payable under the SPA to be satisfied in cash of approximately S\$8.2 million as at 31 December 2023, subject to completion adjustments, which is based on the sum of (a) 24.5% (representing FCL Emerald’s effective shareholding interest in GRPL) of the adjusted net asset value of GRPL. The adjusted net asset value of GRPL takes into account the Agreed Property Value and the GRPL Bank Loans. For the avoidance of doubt, the GRPL Bank Loans will not be discharged by GRPL under the Acquisition; (b) 49.0% (representing FCL Emerald’s percentage interest in NP Trust and the NP Trustee-Manager) of (1) the adjusted net asset value of NP Trust (excluding NP Trust’s investment in GRPL); and (2) the net asset value of the NP Trustee-Manager; and (c) the adjusted net asset value of FCL Emerald (excluding FCL Emerald’s investments in NP Trust and the NP Trustee-Manager), in each case as at the date of Completion
“REIT”	:	Real estate investment trust
“Repayment Amount”	:	The amount equivalent to the Intercompany Outstanding Amount as at Completion
“Retail Portfolio”	:	Existing Portfolio excluding Central Plaza which is an office property
“S\$” and “cents”	:	Singapore dollars and cents, being the lawful currency of the Republic of Singapore
“Sale Shares”	:	All the ordinary shares in the capital of FCL Emerald (1) Pte. Ltd. to be sold under the SPA
“SCL”	:	Siriwana Company Limited

“Securities Act”	:	The U.S. Securities Act of 1933, as amended
“SFA”	:	Securities and Futures Act 2001 of Singapore
“SGX-ST”	:	Singapore Exchange Securities Trading Limited
“SPA”	:	The share purchase agreement entered into between the Trustee and the Sponsor on 25 January 2024 in relation to the acquisition of the Sale Shares
“Sponsor”	:	Frasers Property Limited
“Sponsor Group”	:	The Sponsor and its subsidiaries
“sq ft”	:	Square feet
“Substantial Unitholder”	:	A person with an interest in Units constituting not less than 5.0% of all Existing Units
“TCCA”	:	TCC Assets Limited
“ThaiBev”	:	Thai Beverage Public Company Limited
“Total Acquisition Cost”	:	The estimated total cost of the Acquisition of approximately S\$523.1 million
“Trust Deed”	:	The trust deed constituting FCT dated 5 June 2006 (as amended, restated and supplemented from time to time)
“Trustee”	:	HSBC Institutional Trust Services (Singapore) Limited, in its capacity as trustee of FCT
“Unit”	:	A unit representing an undivided interest in FCT
“Unit Registrar”	:	Boardroom Corporate & Advisory Services Pte. Ltd.
“United States”	:	United States of America
“Unitholders”	:	Unitholders of FCT
“Unitholding”	:	In relation to a Unitholder, the unitholding of that Unitholder in FCT

The terms **“Depositor”**, **“Depository Agent”** and **“Depository Register”** shall have the meanings ascribed to them respectively in Section 81SF of the Securities and Futures Act 2001 of Singapore.

Words importing the singular shall, where applicable, include the plural and *vice versa*. Words importing the masculine gender shall, where applicable, include the feminine and neuter genders and *vice versa*. References to persons, where applicable, shall include corporations.

The headings in this Circular are inserted for convenience only and shall be ignored in construing this Circular.

Any reference in this Circular to any enactment is a reference to that enactment as for the time being amended or re-enacted.

Any reference to a time of day in this Circular shall be a reference to Singapore time unless otherwise stated. Any discrepancies in the tables in this Circular between the listed amounts and the totals thereof are due to rounding.

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DETAILS OF FCT'S PORTFOLIO AND THE PROPERTY

Unless otherwise stated, the table below sets out selected information about the Existing Portfolio as at 31 December 2023.

	NEX ⁽¹⁾	Causeway Point	Waterway Point ⁽²⁾	Tampines 1	Northpoint City North Wing	Yishun 10 Retail Podium	Tiong Bahru Plaza	Central Plaza (Office Property)	Century Square	Hougang Mall	White Sands
GFA (sq ft)	942,131	629,156	560,234	380,906	376,579	10,398	519,202		327,226	232,782	227,250
NLA (sq ft)	634,631 ⁽³⁾	419,808	390,306 ⁽⁴⁾	273,225 ⁽⁵⁾	229,929 ⁽⁶⁾	10,344	214,564	171,679 ⁽⁷⁾	211,280 ⁽⁸⁾	165,694 ⁽⁹⁾	150,374 ⁽¹⁰⁾
No. of Leases	326	225	224	124	179		151	35	150	130	141
Car Park Lots	400	735	622	203	256	175	338 shared between Tiong Bahru Plaza and Central Plaza		298	152	187
Title	99-year leasehold title commencing 26 June 2008	99-year leasehold title commencing 30 October 1995	99-year leasehold title commencing 18 May 2011	99-year leasehold title commencing 1 April 1990	99-year leasehold title commencing 1 April 1990	99-year leasehold title commencing 1 April 1990	99-year leasehold title commencing 1 September 1991	99-year leasehold title commencing 1 September 1991	99-year leasehold title commencing 1 September 1992	99-year leasehold title commencing 1 May 1994	99-year leasehold title commencing 1 May 1993
Capitalisation Rate for Valuation as at 30 September 2023	4.50%	4.75%	4.50%	4.75%	4.75%	3.75%	4.75%	3.75%	4.75%	4.75%	4.75%
Valuation as at 30 September 2023	S\$2,100.0 million (100% interest)	S\$1,336.0 million	S\$1,315.0 million (100% interest)	S\$771.0 million	S\$782.0 million	S\$34.0 million	S\$657.0 million	S\$217.5 million	S\$559.0 million	S\$435.0 million	S\$429.0 million
Valuation per sq ft of NLA as at 30 September 2023	S\$3,309	S\$3,163	S\$3,377	S\$2,871	S\$3,401	S\$3,287	S\$3,062	S\$1,266	S\$2,646	S\$2,625	S\$2,853

	NEX ⁽¹⁾	Causeway Point	Waterway Point ⁽²⁾	Tampines 1	Northpoint City North Wing	Yishun 10 Retail Podium	Tiong Bahru Plaza	Central Plaza (Office Property)	Century Square	Hougang Mall	White Sands
As percentage of aggregate appraised value of Existing Portfolio ⁽¹⁾	8.4%	20.8%	10.3%	12.0%	12.2%	0.5%	10.2%	3.4%	8.7%	6.8%	6.7%
FY2023 Net Property Income	S\$101.45 million ⁽¹²⁾	S\$69.94 million	S\$61.74 million ⁽¹²⁾	S\$33.35 million	S\$41.44 million ⁽¹³⁾		S\$31.96 million	S\$6.65 million	S\$23.68 million	S\$22.30 million	S\$20.41 million
FY2023 Net Property Income Yield	4.8%	5.2%	4.7%	4.3%	5.1% ⁽¹³⁾		4.9%	3.1%	4.2%	5.1%	4.8%
Committed Occupancy	100.0%	99.6%	100.0%	73.0%	100.0%		99.7%	96.5%	99.7%	100.0%	99.8%

Notes:

- (1) Post-Acquisition, FCT would own 50.0% effective interest in GRPL which holds NEX.
- (2) FCT owns 50.00% interest in Sapphire Star Trust ("SST"), a private trust which owns the interest in Waterway Point.
- (3) The NLA includes the area 17,562 sf currently used as CSFS space.
- (4) The NLA includes the area 17,954 sf currently used as CSFS space.
- (5) The NLA includes the area 7,864 sf currently used as CSFS space.
- (6) The NLA includes the area 31,753 sf currently used as CSFS space.
- (7) The NLA includes the area 28,355 sf currently used as CSFS space.
- (8) The NLA includes the area 8,547 sf currently used as CSFS space.
- (9) The NLA includes the area 15,767 sf currently used as CSFS space.
- (10) The NLA includes the area 21,744 sf currently used as CSFS space.
- (11) Based on FCT's 50.00% interest in SST and 25.5% effective interest in GRPL which holds NEX.
- (12) GRPL's and SST's NPI on 100% basis.
- (13) Combined basis of Northpoint City North Wing and Yishun 10 Retail Podium.

The table below sets out selected information about the Property as at 31 December 2023, unless otherwise stated.

Property	NEX
Location	23 Serangoon Central, Singapore 556083
Title	99-year leasehold title commencing from 26 June 2008 (approximately 84 years remaining)
GFA (sq ft)	942,131
NLA (sq ft)	634,631 Includes 17,562 sq ft currently used as CSFS space
Description	Seven levels of retail space (including two basement levels) (total 326 leases)
Number of Car Park Lots	400
Committed Occupancy	100.0%
Independent Valuation by Colliers (as at 31 December 2023)⁽¹⁾	S\$2,144.0 million
Independent Valuation by JLL (as at 31 December 2023)⁽²⁾	S\$2,110.0 million
Agreed Property Value	S\$2,127.0 million
Agreed Property Value per sq ft of NLA	S\$3,352
NPI (FY2023)	S\$101.45 million
NPI Yield Based on Agreed Property Value (FY2023)	4.8%

Notes:

(1) Colliers relied on the capitalisation method and discounted cash flow analysis.

(2) JLL relied on the capitalisation method and discounted cash flow analysis.

1.1 Lease Expiry Profile

The table below illustrates the lease expiry profile (by GRI) of FCT's Retail Portfolio (excluding Tampines 1) as at 31 December 2023.

	FY2024	FY2025	FY2026	FY2027	FY2028 & Beyond	Total
Number of leases expiring	335	481	470	211	29	1,526
Leased area expiring (sq ft)	448,324	562,218	641,904	387,256	270,745	2,310,447
Expiries as% of total leased area	19.4%	24.3%	27.8%	16.8%	11.7%	100.0%
Expiries as% of total GRI	20.3%	27.4%	29.8%	15.6%	6.9%	100.0%

1.2 Trade Category

The table below provides a breakdown by GRI of the different trade categories represented in FCT's Retail Portfolio (excluding Tampines 1) as at 31 December 2023.

Trade Category (by descending order of GRI)	As % of total NLA	As % of total GRI
Food & Beverage	29.5%	36.8%
Beauty & Healthcare	11.0%	14.9%
Fashion & Accessories	10.7%	11.4%
Sundry & Services	6.3%	8.5%
Supermarket & Grocers	11.3%	6.5%
Information & Technology	2.5%	2.9%
Leisure & Entertainment	7.6%	2.8%
Homeware & Furnishing	3.1%	2.7%
Jewellery & Watches	1.1%	2.7%
Department Store	4.9%	2.5%
Books, Music, Arts & Craft, Hobbies	3.9%	2.4%
Electrical & Electronics	3.3%	2.3%
Education	2.9%	2.0%
Sports Apparel & Equipment	1.8%	1.6%
Vacant	0.1%	0.0%
Total	100.0%	100.0%

1.3 Top 10 Tenants

The table below sets out the top 10 tenants of FCT's Retail Portfolio (excluding Tampines 1) by GRI and NLA as at 31 December 2023.

No.	Name of Tenant	As % of total GRI	As % of total NLA
1	NTUC FairPrice ⁽¹⁾	6.1%	9.1%
2	Breadtalk Group ⁽²⁾	3.5%	3.3%
3	Dairy Farm Group ⁽³⁾	1.8%	1.5%
4	Courts (Singapore) Pte. Ltd.	1.6%	2.2%
5	Metro (Private) Limited ⁽⁴⁾	1.5%	2.6%
6	Hanbaobao Pte. Ltd. ⁽⁵⁾	1.4%	0.9%
7	Oversea-Chinese Banking Corporation Limited	1.4%	0.9%
8	R E & S Enterprises Pte Ltd ⁽⁶⁾	1.3%	1.3%
9	Koufu Group ⁽⁷⁾	1.1%	1.1%
10	Uniqlo (Singapore) Pte. Ltd.	1.1%	1.9%
	Total – Top 10 Tenants	20.8%	24.8%

(1) Includes FairPrice supermarkets (FairPrice, FairPrice Finest and FairPrice Xtra), Kopitiam food courts (Kopitiam and Cantine by Kopitiam), Unity Pharmacy, Crave, Pezzo and Fruce.

(2) Includes Food Republic, Food Junction, The Food Market, BreadTalk, Toast Box, BreadTalk Family and Din Tai Fung.

(3) Includes Cold Storage, Guardian Health & Beauty and 7-Eleven.

(4) Includes Metro and Clinique.

(5) Operator of McDonald's.

(6) Includes &JOY Japanese Food Street, Kuriya Japanese Market, Ichiban Boshi, Ichiban Sushi, Gokoku Japanese Bakery, Yakiniku-GO and Tsukimi Hamburg.

(7) Includes Cookhouse by Koufu, Nine Fresh and Dough Culture.

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INDEPENDENT FINANCIAL ADVISER'S LETTER



Ernst & Young Corporate Finance Pte Ltd Mailing Address: ey.com
 One Raffles Quay Robinson Road
 North Tower, Level 18 PO Box 384
 Singapore 048583 Singapore 900734

4 March 2024

**The Independent Directors and the Audit, Risk and Compliance Committee of
 Frasers Centrepoint Asset Management Ltd.
 (As Manager of Frasers Centrepoint Trust)**
 438 Alexandra Road
 #21-00, Alexandra Point
 Singapore 119958

**HSBC Institutional Trust Services (Singapore) Limited
 (As Trustee of Frasers Centrepoint Trust)**
 10 Marina Boulevard
 Marina Bay Financial Centre Tower 2, #48-01
 Singapore 018983

Dear Sirs:

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

Unless otherwise defined or the context otherwise requires, all terms in this letter shall have the same meaning as in the Circular.

1 INTRODUCTION

Frasers Centrepoint Asset Management Ltd. (as manager of Frasers Centrepoint Trust ("**FCT**")) (the "**Manager**") is convening the extraordinary general meeting ("**EGM**") to seek approval from the unitholders of FCT (the "**Unitholders**") for the acquisition of all the ordinary shares in the capital of FCL Emerald (1) Pte. Ltd. ("**FCL Emerald**") (the "**Sale Shares**", and the acquisition of the Sale Shares, the "**Acquisition**") from the sponsor of FCT, being Frasers Property Limited (the "**Sponsor**") (Ordinary Resolution¹).

FCL Emerald is wholly-owned by the Sponsor. FCL Emerald holds a 49.0% interest in NEX Partners Trust ("**NP Trust**") and a 49.0% interest in Frasers Property Coral Pte. Ltd., which is the trustee-manager of NP Trust (the "**NP Trustee-Manager**")². The remaining 51.0% interest in NP Trust and 51.0% interest in the NP Trustee-Manager is held by the Trustee.

NP Trust is a private trust which holds 50.0% of the issued and paid-up share capital of Gold Ridge Pte. Ltd. ("**GRPL**") which, in turn, holds the retail mall known as "NEX" located at 23 Serangoon Central, Singapore 556083 (the "**Property**"). FCT currently holds an effective 25.5% in the Property. Upon completion of the Acquisition (the "**Completion**"), FCT will hold a 100.0% interest

¹ "**Ordinary Resolution**" refers to a resolution proposed and passed as such by a majority being greater than 50.0% of the total number of votes cast for and against such resolution at a meeting of Unitholders convened in accordance with the provisions of the trust deed constituting FCT dated 5 June 2006 (as amended, restated and supplemented from time to time) (the "**Trust Deed**").

² For further information on the joint venture in respect of the relationship between the HSBC Institutional Trust Services (Singapore) Limited (as trustee of FCT) (the "**Trustee**") and FCL Emerald, please refer to the announcement dated 26 January 2023 issued by FCT on SGXNET.

in each of NP Trust and the NP Trustee-Manager. Accordingly, the Acquisition will result in FCT holding an effective 50.0% interest in the Property.

The Property is the largest suburban mall in the northeast of Singapore by net lettable area (“**NLA**”)¹. It is easily accessible via the integrated Serangoon Bus Interchange and the Serangoon Mass Rapid Transit station which serves the North-East Line (linking Punggol to Harbourfront) and the Circle Line (linking Dhoby Ghaut and Marina Bay to Harbourfront). The Property is served by major arterial roads such as Serangoon Central and Upper Serangoon Road, and is also easily accessible via the Central Expressway (“**CTE**”) and Kallang Paya Lebar Expressway (“**KPE**”).

The Property features a comprehensive mix of retail, entertainment and dining options, including FairPrice Xtra, Isetan, H&M, Food Junction and Shaw Theatres.

The Property has a total NLA of 634,631 square feet (“**sq ft**”) and has a committed occupancy rate of 100.0% as at 31 December 2023.

Interested Person Transaction and Interested Party Transaction

As at 26 February 2024, being the latest practicable date prior to the printing of the circular to Unitholders dated 4 March 2024 (the “**Circular**” and the latest practicable date, the “**Latest Practicable Date**”), the Sponsor holds, through its wholly-owned subsidiaries, Frasers Property Retail Trust Holdings Pte. Ltd. (“**FPRTH**”) and the Manager, an aggregate interest in 711,053,310 units in FCT (the “**Units**”), which is equivalent to 39.38% of the total number of Units in issue as at the Latest Practicable Date (the “**Existing Units**”), and is therefore regarded as a “controlling Unitholder” of FCT under the listing manual of the Singapore Exchange Securities Trading Limited (the “**SGX-ST**”) (the “**Listing Manual**”) and Appendix 6 of the Code on Collective Investment Schemes issued by the Monetary Authority of Singapore (the “**Property Funds Appendix**”). In addition, as the Manager is a wholly-owned subsidiary of the Sponsor, the Sponsor is therefore regarded as a “controlling shareholder” of the Manager under both the Listing Manual and the Property Funds Appendix.

In relation to the Acquisition, for the purposes of Chapter 9 of the Listing Manual and Paragraph 5 of the Property Funds Appendix, the Sponsor (being a “controlling Unitholder” of FCT and a “controlling shareholder” of the Manager) is an “interested person” (for the purposes of the Listing Manual) and an “interested party” (for the purposes of the Property Funds Appendix) of FCT. Therefore, the Acquisition is an “interested person transaction” under Chapter 9 of the Listing Manual, as well as an “interested party transaction” under the Property Funds Appendix.

Based on the latest audited financial statements of FCT and its subsidiaries (the “**FCT Group**”) for the financial year ended 30 September 2023 (“**FY2023**” and the latest audited financial statements, the “**FY2023 Audited Financial Statements**”), the audited net tangible assets (“**NTA**”) and net asset value (“**NAV**”) of the FCT Group attributable to Unitholders was S\$3,973.2 million as at 30 September 2023. Given that the Acquisition Price (as defined below) of approximately S\$321.3 million (which is 8.1% of the audited NTA of the FCT Group and of the audited NAV attributable to Unitholders as at 30 September 2023) exceeds S\$198.7 million (being 5.0% of the latest audited NTA of the FCT Group), the Acquisition is subject to the approval of Unitholders pursuant to Rule 906(1)(a) of the Listing Manual and Paragraph 5.2(b) of the Property Funds Appendix.

In approving the Acquisition, Unitholders will be deemed to have approved all documents required to be executed or assigned by the parties in order to give effect to the Acquisition.

¹ Source: The independent market research report dated 24 January 2024 by the independent market research consultant, being CBRE Pte. Ltd. (the “**Independent Market Research Report**”).

In accordance with the abovementioned requirements, more details of which are set out in the Circular, Ernst & Young Corporate Finance Pte Ltd (“**EYCF**”) has been appointed as the independent financial adviser (“**IFA**”) pursuant to Rule 921(4)(a) of the Listing Manual, as well as to advise the independent directors of the Manager (the “**Independent Directors**”), the audit, risk and compliance committee of the Manager (the “**Audit, Risk and Compliance Committee**”), and the Trustee, on whether the Acquisition is on normal commercial terms and is not prejudicial to the interests of FCT and its minority Unitholders.

This letter sets out, *inter alia*, our evaluation of the Acquisition, and our opinion thereon. It forms part of the Circular to be issued by the Manager which provides, *inter alia*, the details of the Acquisition and the recommendation of the Independent Directors and the Audit, Risk and Compliance Committee in respect thereof.

For the purposes of this letter and the Circular, and unless otherwise stated, “**Existing Portfolio**” refers to FCT’s property portfolio comprising the following suburban retail properties in Singapore: Causeway Point, Hougang Mall, NEX (effective 25.5% interest), Northpoint City North Wing (including Yishun 10 Retail Podium), Tampines 1, Tiong Bahru Plaza, Waterway Point (50.0% interest), and White Sands as well as an office building, Central Plaza (integrated with Tiong Bahru Plaza as part of the mixed development) and “**Enlarged Portfolio**” comprises the Existing Portfolio and the additional 24.5% interest in NEX.

2 TERMS OF REFERENCE

EYCF has been appointed to provide an opinion in respect of the Acquisition pursuant to Rule 921(4)(a) of the Listing Manual, as well as to the Independent Directors, the Audit, Risk and Compliance Committee, and the Trustee.

Our views as set forth in this letter are based on the prevailing market conditions, economic conditions, and financial conditions, and our evaluation of the Acquisition, as well as information provided to us by FCT and the management of the Manager (the “**Management**”), as at the Latest Practicable Date. Accordingly, we assume no responsibility to update, revise or reaffirm our opinion as a result of any subsequent development after the Latest Practicable Date. Unitholders should take note of any announcement and/or event relevant to the proposed transaction which may be released by FCT and/or the Manager after the Latest Practicable Date.

We are not and were not involved in any aspect of the discussions and negotiations pertaining to the Acquisition nor were we involved in the deliberations leading up to the decisions by the directors of the Manager (the “**Directors**”) in connection with the Acquisition. We have not conducted a comprehensive review of the business, operations or financial condition of the FCT Group. It is not within our terms of reference to assess the rationale for, legal, strategic, commercial and financial merits and/or risks of the Acquisition, and to comment on such merits and/or risks of the Acquisition. We have only expressed our opinion on whether the Acquisition is on normal commercial terms and is not prejudicial to the interests of FCT and its minority Unitholders. The assessment of the legal, strategic, commercial and financial merits and/or risks of the Acquisition remains the sole responsibility of the Directors, although we may draw upon their views in respect thereof (to the extent deemed necessary or appropriate by us) in arriving at the opinion set out in this letter.

It is also not within our terms of reference to compare the relative merits of the Acquisition vis-à-vis any alternative transaction previously considered by FCT and/or the Manager (if any) or that FCT and/or the Manager may consider in the future, and as such, we do not express an opinion thereon.

In the course of our evaluation of the Acquisition, we have held discussions with the Directors and the Management. We have also examined and relied on information in respect of FCT collated by us, as well as information provided and representations and assurances made to us, both written and verbal, by the Directors, the Management and/or professional advisers of FCT and/or the Manager, including information contained in the Circular. We have not independently verified such information or any representation or assurance, whether written or verbal, and accordingly cannot and do not warrant or accept responsibility for the accuracy or completeness of such information, representation or assurance. Nevertheless, the Directors (including those who may have delegated supervision of the Circular) and the Management have confirmed to us, after making all reasonable enquiries that, to the best of their knowledge and belief, all material information relating to FCT and the Acquisition has been disclosed to us, that such information constitutes a full and true disclosure, in all material respects, of all material facts about FCT and the Acquisition, and there is no material information the omission of which would make any of the information contained herein or in the Circular misleading in any material respect. The Directors have jointly and severally accepted such responsibility accordingly.

We have also made reasonable enquiries and exercised our judgement on the reasonable use of such information and have found no reason to doubt the accuracy or the reliability of such information. We have further assumed that all statements of fact, belief, opinion and intention made by the Directors in relation to the Acquisition have been reasonably made after due and careful enquiry. We have not conducted a comprehensive review of the business, operations and financial condition of FCT and the Property. We have also not made an independent evaluation or appraisal of the assets and liabilities of FCT and the Property. However, we have been furnished with the independent valuation reports issued in connection with the open market values of the Acquisition by the independent valuers (the "**Valuation Reports**"), being Colliers International Consultancy & Valuation (Singapore) Pte Ltd ("**Colliers**") which is commissioned by the Trustee and Jones Lang LaSalle Property Consultants Pte Ltd ("**JLL**") and together with Colliers, the "**Independent Valuers**") which is commissioned by the Manager. We are not experts and do not regard ourselves to be experts in the valuation of the Property, and we have taken into consideration the Valuation Reports.

In preparing this letter, we have not had regard to the specific investment objectives, financial situation, tax position and/or unique needs and constraints of any individual Unitholder or any specific group of Unitholders. As each Unitholder would have different investment objectives and profiles, any individual Unitholder or group of Unitholders who may require specific advice in relation to his or their Units should consult his or their stockbroker, bank manager, solicitor, accountant or other professional advisers.

We were not involved and have not provided any advice, whether financial or otherwise, in the preparation, review and verification of the Circular (other than in connection with this letter). Accordingly, we do not take any responsibility for, and express no views on, whether expressed or implied, the contents of the Circular (other than in connection with this letter).

This letter and our opinion are pursuant to Rule 921(4)(a) of the Listing Manual as well as addressed for the use and benefit of the Independent Directors, the Audit, Risk and Compliance Committee, and the Trustee in connection with and for the purpose of their consideration of the Acquisition, and the recommendations made by the Independent Directors and the Audit, Risk and Compliance Committee to the Unitholders shall remain the sole responsibility of the Independent Directors and the Audit, Risk and Compliance Committee.

Our opinion in relation to the Acquisition should be considered in the context of the entirety of this letter and the Circular.

3 THE ACQUISITION

The details of the Acquisition, including details on the Property, are set out in the Summary section, Paragraph 2 of the Letter to Unitholders of the Circular and Appendix A to the Circular. We set out below the salient information on the Acquisition.

3.1 Description of FCL Emerald

FCL Emerald is wholly-owned by the Sponsor. FCL Emerald holds a 49.0% interest in NP Trust and a 49.0% interest in the NP Trustee-Manager. The remaining 51.0% interest in NP Trust and 51.0% interest in the NP Trustee-Manager is held by the Trustee.

NP Trust is a private trust which holds a 50.0% of the issued and paid-up share capital of GRPL. GRPL, in turn, holds the Property. FCT currently holds an effective interest of 25.5% in the Property. Upon Completion, FCT will hold a 100% interest in each of NP Trust and the NP Trustee-Manager. Accordingly, the Acquisition will result in FCT holding an effective 50.0% interest in the Property.

3.2 Description of the Property

The following table sets out a summary of selected information on the Property as at 31 December 2023, unless otherwise stated:

Property	NEX
Location	23 Serangoon Central, Singapore 556083
Title	99-year leasehold title commencing from 26 June 2008 (approximately 84 years remaining)
GFA (sq ft)	942,131
NLA (sq ft)	634,631, includes 17,562 sq ft currently used as CSFS ⁽¹⁾ space
Description	Seven levels of retail space (including two basement levels) (total of 326 leases)
Number of Car Park Lots	400
Committed Occupancy	100.0%
Independent Valuation by Colliers (as at 31 December 2023)⁽²⁾	S\$2,144.0 million
Independent Valuation by JLL (as at 31 December 2023)⁽³⁾	S\$2,110.0 million
Agreed Property Value	S\$2,127.0 million

Agreed Property Value per sq ft of NLA	S\$3,352
NPI⁽⁴⁾ (FY2023)	S\$101.45 million
NPI Yield Based on Agreed Property Value (FY2023)	4.8%

Source: Circular

Notes:

- (1) “CSFS” refers to Community Sports Facilities Scheme.
- (2) Colliers relied on the capitalisation method and discounted cash flow approach.
- (3) JLL relied on the capitalisation approach and discounted cash flow analysis.
- (4) “NPI” refers to net property income.

3.3 Acquisition Structure

As at the Latest Practicable Date, FCT holds a 51.0% interest in each of NP Trust and the NP Trustee-Manager. The remaining 49.0% interest in each of NP Trust and the NP Trustee-Manager is held by the Sponsor through its wholly-owned Singapore-incorporated subsidiary, FCL Emerald.

Upon Completion, FCT will hold a 100.0% interest in each of NP Trust and the NP Trustee-Manager. Accordingly, the Acquisition will result in FCT holding an effective 50.0% interest in the Property.

3.4 Valuation

The Trustee has commissioned an independent valuer, Colliers, and the Manager has commissioned an independent valuer, JLL, to respectively value the Property.

The agreed property value for the Property, which was negotiated on a willing-buyer and willing-seller basis with reference to the independent valuations by the Independent Valuers is S\$2,127.0 million (the “**Agreed Property Value**”). The Agreed Property Value is the average of the two independent valuations of the Property of S\$2,144.0 million (by Colliers) and S\$2,110.0 million (by JLL) as at 31 December 2023.

Appendix C of the Circular sets out further details regarding the valuation of the Property.

3.5 Estimated Total Acquisition Cost

The estimated total cost of the Acquisition (the “**Total Acquisition Cost**”) is approximately S\$532.1 million, comprising:

- (i) the acquisition price payable by the Trustee in respect of the Acquisition (the “**Acquisition Price**”) of approximately S\$321.3 million, which comprises (a) the Purchase Consideration; and (b) the Repayment Amount (as defined below), both of which will be paid in cash;

- (ii) the acquisition fee payable to the Manager for the Acquisition (the “**Acquisition Fee**”¹) pursuant to the Trust Deed of approximately S\$5.2 million²;
- (iii) the estimated stamp duties, professional and other fees and expenses incurred or to be incurred by FCT in connection with the Acquisition of approximately S\$0.6 million; and
- (iv) the bank loans owed by GRPL to certain financial institutions, of which the *pro rata* share attributable to FCL Emerald’s shareholding interest in GRPL is estimated to be approximately S\$196.0 million (the “**GRPL Bank Loans**”). For the avoidance of doubt, the GRPL Bank Loans will not be discharged by GRPL under the Acquisition.

3.6 Acquisition Price

The purchase consideration for the Acquisition payable under the SPA to be satisfied in cash (the “**Purchase Consideration**”) is approximately S\$8.2 million as at 31 December 2023, subject to completion adjustment, which is based on the sum of:

- (a) 24.5% (representing FCL Emerald’s effective shareholding interest in GRPL) of the adjusted NAV of GRPL. The adjusted net asset value of GRPL takes into account the Agreed Property Value and the GRPL Bank Loans. For the avoidance of doubt, the GRPL Bank Loans will not be discharged by GRPL under the Acquisition;
- (b) 49.0% (representing FCL Emerald’s percentage interest in NP Trust and the NP Trustee-Manager) of (1) the adjusted NAV of NP Trust (excluding NP Trust’s investment in GRPL); and (2) the NAV of the NP Trustee-Manager; and
- (c) the adjusted NAV of FCL Emerald (excluding FCL Emerald’s investments in NP Trust and the NP Trustee-Manager),

in each case as at the date of Completion.

Immediately after Completion and on the date of Completion, the Trustee shall:

- (i) fund FCL Emerald with the Intercompany Outstanding Amount³ as at Completion (the “**Repayment Amount**”). The Repayment Amount is approximately S\$313.1 million as at 31 December 2023; and
- (ii) (as holder of the Sale Shares) procure that FCL Emerald use the Repayment Amount to repay the Intercompany Outstanding Amount to the Sponsor and/or Frasers Property Treasury Pte. Ltd. (as the case may be) on the date of Completion (or such other date as the parties may agree in writing).

The Acquisition Price would therefore be the sum of the Purchase Consideration and the Repayment Amount, and amounts to approximately S\$321.3 million, subject to completion adjustments.

¹ As the Acquisition is an “interested party transaction” the Property Funds Appendix, the Acquisition Fee will be in the form of Acquisition Fee Units which shall not be sold within one year of the date of issuance in accordance with Paragraph 5.7 of the Property Funds Appendix.

² The Acquisition Fee is 1.0% of the Agreed Property Value (in proportion to the effective interest which FCT is acquiring as part of the Acquisition, being 24.5%), and will only be paid on Completion.

³ “**Intercompany Outstanding Amount**” means the sum of (i) the total amount owing by FCL Emerald to the Sponsor and Frasers Property Treasury Pte. Ltd. (being a wholly-owned subsidiary of the Sponsor) pursuant to intercompany loan(s) (including any accrued interest); and (ii) other amounts owing by FCL Emerald to the Sponsor.

3.7 Method of Financing

The Manager intends to finance the Total Acquisition Cost (excluding the GRPL Bank Loans and the Units to be issued to the Manager as payment for the Acquisition Fee (the “**Acquisition Fee Units**”) through the net proceeds raised from the private placement launched on 25 January 2024¹ (the “**Private Placement**”) and debt financing.

As announced by FCT on 5 February 2024, 91,744,000 new Units (the “**New Units**”) were issued pursuant to the Private Placement at an issue price of S\$2.18 per New Unit (the “**Placement Issue Price**”), raising gross proceeds of approximately S\$200.0 million.

The final decision regarding the funding structure for the Total Acquisition Cost (excluding the GRPL Bank Loans and the Acquisition Fee Units) will be made by the Manager at the appropriate time taking into account the then prevailing market conditions and repayment of existing indebtedness to provide overall distribution per Unit (“**DPU**”) accretion to Unitholders, while maintaining an optimum level of leverage. The Manager announced on 5 February 2024 that it has utilised approximately S\$196.0 million of the gross proceeds of the Private Placement to repay existing debts, pending the use of such amount to part finance the Total Acquisition Cost (excluding the GRPL Bank Loans and the Acquisition Fee Units)².

3.8 Principal Terms of the Share Purchase Agreement

In connection with the Acquisition, the Trustee had on 25 January 2024, entered into a share purchase agreement with the Sponsor (the “**SPA**”) to acquire the Sale Shares.

The principal terms of the SPA include, among others, the following conditions precedent:

- (i) the approval by Unitholders for the Acquisition at an EGM to be convened by FCT;
- (ii) the Trustee securing sufficient financing for the Acquisition on terms and conditions satisfactory to the Trustee;
- (iii) the Trustee or the Sponsor obtaining a confirmation from the Internal Revenue Authority of Singapore (“**IRAS**”) that the additional conveyance duties payable by (if determined to be payable by) the Trustee in connection with the Acquisition pursuant to the Stamp Duties Act 1929 of Singapore (the “**ACD (Purchaser)**”) is not applicable in respect of the Acquisition, or otherwise obtaining a remission of any ACD (Purchaser) payable by the Trustee in connection with the Acquisition on terms (if any) reasonably acceptable to the Trustee; and
- (iv) the Trustee or the Sponsor obtaining a confirmation from IRAS that the additional conveyance duties payable by (if determined to be payable by) the Sponsor in connection with the Acquisition pursuant to the Stamp Duties Act 1929 of Singapore (the “**ACD (Vendor)**”) is not applicable in respect of the Acquisition, or otherwise obtaining a remission of any ACD (Vendor) payable by the Sponsor in connection with the Acquisition on terms (if any) reasonably acceptable to the Sponsor.

¹ Please refer to the announcement by FCT dated 25 January 2024 titled “Launch of Equity Fund Raising by way of a Private Placement to raise Gross Proceeds of no less than approximately S\$200.0 million” for further details.

² Please refer to the announcement by FCT dated 5 February 2024 titled “Use of Proceeds from the Private Placement” for further details.

3.9 Payment of the Acquisition Fee in Units

The Manager shall be paid the Acquisition Fee of approximately S\$5.2 million for the Acquisition pursuant to the Trust Deed. As the Acquisition is an “interested party transaction” under the Property Funds Appendix, the Acquisition Fee will be in the form of the Acquisition Fee Units which shall not be sold within one year of the date of issuance in accordance with Paragraph 5.7 of the Property Funds Appendix. Paragraph 5.7 of the Property Funds Appendix states that where the Manager receives a percentage-based fee when FCT acquires and disposes of real estate assets from or to interested parties, such a fee should be in the form of Units issued by FCT at the prevailing market price. The Units should not be sold within one year from their date of issuance.

Based on an illustrative issue price of S\$2.18 per Acquisition Fee Unit being the Placement Issue Price¹, the number of Acquisition Fee Units to be issued shall be approximately 2.4 million Units.

4 EVALUATION OF THE ACQUISITION

In our analysis and evaluation of the Acquisition, and our recommendation thereon, we have taken into consideration the following:

- (a) rationale for and benefits of the Acquisition;
- (b) valuation of the Property by the Independent Valuers;
- (c) comparison of the NPI yield of the Property with the Existing Portfolio and Enlarged Portfolio;
- (d) comparison of the Acquisition with the initial acquisition by FCT of 25.5% effective interest in the Property announced in January 2023;
- (e) comparison of the Property with selected property valuations and transactions; and
- (f) other factors which we deem to be relevant in our evaluation.

The factors above are discussed in more detail in the following sections.

4.1 Rationale for and key benefits of the Acquisition

The detailed rationale and key benefits for the Acquisition are set out in Paragraph 3 of the Letter to Unitholders of the Circular.

We note that the Manager believes that the Acquisition will bring the following highlights and benefits to Unitholders:

- (i) NEX is a high-quality prime suburban retail asset with competitive strengths
 - (a) Well-located with excellent transportation links
 - (b) Largest prime suburban mall in Northeastern region of Singapore

¹ Based on the Trust Deed, the Manager shall be entitled to receive such number of Units as may be purchased for the relevant amount of the Acquisition Fee at the issue price of Units issued to finance or part finance the Acquisition in respect of which the Acquisition Fee is payable.

- (c) Excellent catchment with projected population growth supported by housing developments
- (ii) Strategic fit to FCT's prime suburban Retail Portfolio¹
 - (a) Strengthens FCT's leading position in the Singapore prime suburban retail market
 - (b) Enhances diversification and resilience of FCT
 - (c) Improves FCT's overall retail portfolio performance on a *pro forma* basis
- (iii) NEX is well-positioned to grow
 - (a) Growth through asset enhancement initiatives ("**AEI**"), tenant remix strategy and rent improvement
 - (b) Improvement in gross revenue per NLA and shopper traffic
 - (c) Opportunity for rent growth through space reconfiguration
 - (d) NEX's lower effective occupancy cost provides rent growth opportunity for FCT's Retail Portfolio
 - (e) Potential opportunity to restructure for tax transparency, directly improving distributable income
- (iv) DPU-accretive Acquisition

We note that the Acquisition is in line with the Manager's principal investment strategy to deliver regular and stable distributions to Unitholders. The Manager believes that the Acquisition reinforces and enhances FCT's presence in the Singapore suburban retail sector, with the suburban retail sector in Singapore having an established track record of stable performance due to its stable occupancy, tenants' sales and shopper traffic.

4.2 Valuation of the Property by the Independent Valuers

The Manager and the Trustee have commissioned the Independent Valuers to perform independent valuations on the Property.

Property	NLA (sq ft)	Independent Valuation by the Valuer appointed by the Trustee (Colliers) (in S\$ millions)	Independent Valuation by the Valuer appointed by the Manager (JLL) (in S\$ millions)	Agreed Property Value (in S\$ millions)
NEX	634,631 (including 17,562 sq ft as CSFS space)	2,144.0	2,110.0	2,127.0

Source: Circular, EY

¹ "**Retail Portfolio**" is defined as FCT's current portfolio of retail malls comprising Causeway Point, Century Square, Hougang Mall, NEX (effective 25.5% interest), Northpoint City North Wing (including Yishun 10 Retail Podium), Tampines 1, Tiong Bahru Plaza, Waterway Point (50.0% interest) and White Sands.

We have been provided the Valuation Reports of the Property and we note the following in our review:

- (i) the basis of valuation, being 'Market Value', which is defined as the estimated amount for which an asset or liability should exchange on the valuation date between a willing-buyer and a willing-seller in an arm's length transaction after proper marketing and where the parties had each acted knowledgeably, prudently and without compulsion. The basis of valuation and the definition are broadly consistent between the Independent Valuers of the Property and in line with market definition;
- (ii) the Independent Valuers have used the same valuation date, being 31 December 2023;
- (iii) the Independent Valuers have used the same valuation methodologies, being discounted cash flow and capitalisation methods under the income approach, which are widely accepted methods for the purpose of valuing income-producing properties;
- (iv) in terms of valuation standards, the valuations by both Independent Valuers had been carried out in accordance with the International Valuation Standards ("IVS") and the Singapore Institute of Surveyors and Valuers' ("SISV") Valuation Standards and Practices Guidelines ("SISV Guidelines").

We note that the negotiations for the Agreed Property Value for the Property took into account the valuation of the Property, and the Agreed Property Value is in the range of the valuation amounts by the Independent Valuers.

4.3 Comparison of NPI Yield of the Property with FCT's Existing Portfolio and Enlarged Portfolio

We have compared the weighted average lease to expiry ("WALE") and NPI Yield of the Property with those of FCT's Existing Portfolio and Enlarged Portfolio.

	WALE by GRI (years) ⁽¹⁾	NPI Yield
Existing Portfolio	1.89 ⁽²⁾	4.9% ⁽²⁾⁽³⁾⁽⁴⁾⁽⁵⁾
The Property – NEX⁽³⁾	1.92	4.8%⁽³⁾⁽⁶⁾⁽⁷⁾
Enlarged Portfolio⁽⁸⁾	1.89	4.9%

Source: Circular, Annual Report, Management

Notes:

- (1) As at 31 December 2023.
- (2) Excludes Central Plaza and Tampines 1 due to the asset not being a retail mall (i.e., office) and undergoing AEI, respectively.
- (3) Based on actual NPI for FY2023.
- (4) Based on valuation as at 30 September 2023.
- (5) Based on 25.5% and 50.0% effective interest in NEX and Waterway Point, respectively.
- (6) Based on the Agreed Property Value.

- (7) *Based on 24.5% effective interest in NEX that FCT does not currently own and is proposing to acquire.*
- (8) *Combined NPI Yield is calculated based on the weighted average of the NPI Yields for the Existing Portfolio and NPI Yield for NEX.*

We note that the average NPI Yield of the Property of 4.8% is slightly lower than the average NPI Yield of the Existing Portfolio as at 31 September 2023. We also note that the WALE of the Property of 1.92 years is slightly longer than the WALE of 1.89 years of the Existing Portfolio.

On a combined basis, the estimated NPI Yield of 4.9% for the Enlarged Portfolio and estimated WALE of 1.89 years remain unchanged when compared to the NPI Yield and WALE of the Existing Portfolio.

4.4 Comparison of the Acquisition with the initial acquisition of 25.5% effective interest in the Property

In January 2023, FCT together with the Sponsor announced the acquisition of 50.0% of the issued and paid-up share capital of GRPL for an agreed property value of S\$2,077.8 million, which was negotiated on a willing-buyer and willing-seller basis with reference to the valuation. The Property was independently valued at a value of S\$2,078.0 million as at 31 December 2022 by Colliers, who was jointly appointed by the Manager and the Sponsor.

We note that the valuations for the Property of the Independent Valuers as at 31 December 2023 are both higher than the agreed property value for the 2023 acquisition. We also note that the Agreed Property Value of S\$2,127.0 million is 2.4% higher than the agreed property value for the January 2023 acquisition. The NPI Yield for the Acquisition of 4.8% is the same as the entry NPI Yield for the January 2023 acquisition.

4.5 Comparison of the Property with Selected Property Valuations and Transactions

Based on our discussions with the Management and a search for comparable property portfolios on available databases and relevant stock exchanges, we recognise that there is no particular property portfolio that we may consider to be directly comparable to the Property in the aspects of type, specification and usage of property, geographic location, construction quality, accessibility, NLA, gross lettable area, profile and composition of tenants, age of building, outstanding lease tenure, market risks, track record and other relevant factors.

However, we have extracted publicly available information on certain similar properties for comparison with the metrics of the Property. Our evaluation of the Acquisition included the following:

- (i) Transaction details involving comparable Singapore retail properties; and
- (ii) Valuation details of comparable properties owned by certain listed real estate investment trusts (“REITs”) and/or property business trusts.

The Independent Directors, the Audit, Risk and Compliance Committee and the Trustee should note that any comparison made with respect to selected properties and property transactions are for illustrative purposes only and based on available data/information as at the Latest Practicable Date. The conclusions drawn from such comparisons may not necessarily reflect the perceived or implied valuation of the Property as at the Latest Practicable Date. In addition, we wish to highlight that the selected properties and property transactions are by no means exhaustive.

Selected Singapore Retail Property Transactions

We have considered transactions announced from 1 January 2020 up to the Latest Practicable Date involving Singapore retail properties with NLA of over 100,000 sq ft in order to compare the average NPI Yield implied by the Agreed Property Value for the Property with that of the selected Singapore retail property transactions.

Property	Announced Date	Leasehold Tenure	Agreed Property Value (S\$m)	NLA (sq ft)	Occupancy Rate	NPI Yield ⁽¹⁾
Changi City Point ⁽²⁾	Aug 2023	60 yrs from 30 Apr 2009	338.0	208,453	99.2%	4.3%
Jurong Point 1 ⁽³⁾	Dec 2022	99 yrs from 1 Dec 1993	1,988.9	720,000	99.7%	4.8% ⁽⁴⁾
Jurong Point 2 ⁽³⁾		99 yrs from 21 Jun 2006				
Waterway Point ⁽⁵⁾	Sep 2022	99 yrs from 18 May 2011	1,312.5	389,444	99.0%	4.6% ⁽⁶⁾
Jem ⁽⁷⁾	Feb 2022	99 yrs from 27 Sep 2010	2,079.0 ⁽⁸⁾	581,019 ⁽⁹⁾	100.0%	4.4% ⁽⁸⁾
Century Square ⁽¹⁰⁾	Oct 2020	99 yrs from 1 Sep 1992	574.0	202,446	96.7%	5.1%
White Sands ⁽¹⁰⁾	Oct 2020	99 yrs from 1 May 1993	428.0	128,631	97.7%	4.9%
Tampines 1 ⁽¹⁰⁾	Oct 2020	99 yrs from 1 Apr 1990	762.0	268,577	91.9%	5.1%
Hougang Mall ⁽¹⁰⁾	Oct 2020	99 yrs from 1 May 1994	432.0	150,593	95.5%	5.0%
Tiong Bahru Plaza ⁽¹⁰⁾	Oct 2020	99 yrs from 1 Sep 1991	654.0	214,708	97.4%	4.9%
Low					91.9%	4.3%
High					100.0%	5.1%
Median					97.7%	4.9%
Average					97.5%	4.8%
The Property – NEX		99 yrs from 26 Jun 2008	2,127.0	634,631	100.0%	4.8%

Source: Circular, Annual reports, SGX announcements

Notes:

- (1) NPI Yield as disclosed in the announcement and/or circular in connection with the transaction, based on the agreed property value or purchase price of the respective property at acquisition, unless otherwise stated.

- (2) *Changi City Point was divested by FCT to an undisclosed unrelated third party.*
- (3) *Jurong Point 1 & 2 were acquired by Link REIT from Mercatus Co-operative Limited.*
- (4) *NPI Yield calculated based on the press release announced NPI and the agreed property value of the property at acquisition dated 28 December 2022.*
- (5) *FCT acquired an additional 10.0% effective interest in Waterway Point from Sekisui House Ltd. FCT's effective interest in Waterway Point increased to 50.0%.*
- (6) *NPI Yield calculated based on Waterway Point's FY2022 audited NPI and the agreed property value of the property at acquisition dated 12 September 2022.*
- (7) *Jem, was acquired by Lendlease Global Commercial REIT from Lendlease Commercial Investments Pte. Ltd and Lendlease Retail Investments 3 Pte. Ltd.*
- (8) *Represents the information for the entire Jem property, comprising both retail and office space.*
- (9) *Represents the NLA for Jem's retail space. Jem comprises six (6) levels of retail space and twelve (12) levels of Grade A office space. The NLA of Jem of 892,502 sq ft is split between retail and office space, being 65.1% and 34.9%, respectively.*
- (10) *The acquisition by FCT of the remaining 63.11% interest in AsiaRetail Fund Limited, which resulted in the acquisition of a portfolio of retail assets, being Century Square, White Sands, Tampines 1, Hougang Mall and Tiong Bahru Plaza, was announced in October 2020 during the COVID-19 pandemic.*

Based on the table above, we note that the NPI Yield of the Property of 4.8% is within the range of the NPI Yields of the selected Singapore retail property transactions, and in line with the median and average NPI Yields.

In terms of occupancy rates, the occupancy rate of the Property of 100.0% is higher than the median and average occupancy rates for the selected Singapore retail property transactions.

Selected Singapore Retail Property Valuations

We have considered the valuations of selected Singapore retail properties of REITs and/or property business trusts listed on the SGX-ST in order to compare the yield implied by the Agreed Property Value of the Property with those of the comparable properties.

Property	Valuation Date	Valuation ⁽¹⁾ (S\$m)	NLA ⁽²⁾ (sq ft)	Occupancy Rate	NPI Yield ⁽³⁾
FCT					
Causeway Point	30 Sep 2023	1,336.0	419,688	99.6%	5.2%
Waterway Point	30 Sep 2023	1,315.0	389,444	100.0%	4.7%
Tampines 1 ⁽⁴⁾	30 Sep 2023	771.0	268,514	72.1%	4.3%
North Point City North Wing (including Yishun 10 Retail Podium)	30 Sep 2023	816.0	240,275	99.7%	5.1%
Tiong Bahru Plaza	30 Sep 2023	657.0	214,564	99.7%	4.9%
Century Square ⁽⁵⁾	30 Sep 2023	559.0	211,281	99.0%	4.2%
Hougang Mall	30 Sep 2023	435.0	165,692	100.0%	5.1%
White Sands	30 Sep 2023	429.0	150,374	99.5%	4.8%
CapitaLand Integrated Commercial Trust					
Westgate	31 Dec 2022	1,095.0	409,310	98.7%	4.7%
Tampines Mall	31 Dec 2022	1,081.0	356,698	100.0%	5.4%
Junction 8	31 Dec 2022	801.0	250,714	99.8%	5.2%
Lot One Shoppers' Mall	31 Dec 2022	551.0	224,998	100.0%	5.5%
Bedok Mall	31 Dec 2022	786.0	222,469	99.8%	5.1%
Mapletree Pan Asia Commercial Trust					
Vivocity	31 Mar 2023	3,232.0	1,068,057	99.1%	5.1%
Paragon REIT					
The Clementi Mall	31 Dec 2023	609.0	195,782	100.0%	5.2%
Lendlease Global Commercial REIT					
Jem	30 Jun 2023	2,188.0 ⁽⁶⁾	581,372 ⁽⁷⁾	100.0%	4.3% ⁽⁶⁾
Low				72.1%	4.2%
High				100.0%	5.5%
Median				99.8%	5.1%
Average				97.9%	4.9%
The Property – NEX		2,127.0	634,631	100.0%	4.8%

Source: Annual reports, SGX announcements

Notes:

(1) Based on the valuation for the latest audited financial year of the respective REITs.

(2) NLA for FCT properties presented in this table is inclusive of the CSFS area.

- (3) Based on the NPI for the latest audited financial year of the respective REITs.*
- (4) FCT announced the commencement of the \$38.2 million AEI at Tampines 1 in the third quarter of FY2023.*
- (5) Cathay Cineplexes, a new cinema operator, has opened in Century Square in November 2023.*
- (6) Represents the information for the entire Jem property, comprising both retail and office space.*
- (7) Represents the NLA for Jem's retail space. Jem comprises six (6) levels of retail space and twelve (12) levels of Grade A office space. The NLA of Jem of 892,502 sq ft is split between retail and office space, being 65.1% and 34.9%, respectively.*

Based on the table above, we note that the NPI Yield of the Property of 4.8% is within the range of the NPI Yields of the selected Singapore retail properties, and below the median and average NPI Yields.

In terms of occupancy rates, the occupancy rate of the Property of 100.0% is at the higher end of the range for the selected Singapore retail property transactions.

As set out in Paragraph 4.2 of this letter, we note that the Independent Valuers of the Property have used the same valuation methodologies, being discounted cash flow and capitalisation methods under the income approach. For the income capitalisation method, we note that Independent Valuers of the Property have analysed both the existing and recent market evidence for similar properties available from various sources in the market.

For illustrative purposes, we have compared the capitalisation rates used by the Independent Valuers of the Property with those used in the latest independent valuation of FCT's Existing Portfolio and the valuations for the properties held by the comparable SGX-listed REITs. We note that, generally, the adopted capitalisation rate reflects the nature, location, tenure and tenancy profile of the property, together with the prevailing property market condition.

Property	Leasehold Tenure	Capitalisation Rate
FCT		
Causeway Point	99 yrs from 30 Oct 1995	4.75%
Waterway Point	99 yrs from 18 May 2011	4.50%
Tampines 1	99 yrs from 1 Apr 1990	4.75%
North Point City North Wing (including Yishun 10 Retail Podium) ⁽¹⁾	99 yrs from 1 Apr 1990	4.75%
Tiong Bahru Plaza	99 yrs from 1 Sep 1991	4.75%
Century Square	99 yrs from 1 Sep 1992	4.75%
Hougang Mall	99 yrs from 1 May 1994	4.75%
White Sands	99 yrs from 1 May 1993	4.75%
CapitaLand Integrated Commercial Trust		
Westgate	99 yrs from 29 Aug 2011	4.50%
Tampines Mall	99 yrs from 1 Sep 1992	4.70%
Junction 8	99 yrs from 1 Sep 1991	4.75%
Lot One Shoppers' Mall	99 yrs from 1 Dec 1993	4.70%
Bedok Mall	99 yrs from 21 Nov 2011	4.60%
Mapletree Pan Asia Commercial Trust		
Vivocity	99 yrs from 1 Oct 1997	4.60%
Paragon REIT		
The Clementi Mall	99 yrs from 31 Aug 2010	4.50%
Lendlease Global Commercial REIT		
Jem ⁽²⁾	99 yrs from 27 Sep 2010	4.50%
Low		4.50%
High		4.75%
Median		4.73%
Average		4.66%
The Property – NEX	99 yrs from 26 Jun 2008	Colliers: 4.50% JLL: 4.50%

Source: Annual reports, SGX announcements, Valuation Reports

Notes:

- (1) The capitalisation rate for Yishun 10 Retail Podium which comprises of 10 strata-titled retail units at Yishun 10 Cinema Complex is 3.75%.
- (2) Refers to the capitalisation rate applied for Jem's retail space. The capitalisation rate applied for Jem's office space is 3.50%.

Based on the table above, we note that the capitalisation rate used by both Independent Valuers of the Property compared to the capitalisation rates used for the valuation of comparable properties held by other SGX-listed REITs is in the range and below the median and average capitalisation rates. We also note that the capitalisation rate of 4.5% used by both Independent Valuers for the Property is the same as the capitalisation rate for Waterway Point, Westgate, Clementi Mall and Jem.

As set out in the Valuation Reports, we note that the capitalisation rate used by each of the Independent Valuers is based on the market rent being capitalised in accordance to the tenure of the lease, with appropriate adjustments for rental shortfalls and overages¹.

4.6 **Pro forma Financial Effects of the Acquisition**

The details of the *pro forma* financial effects of the Acquisition which are shown for illustrative purposes only, are set out in Paragraph 4 of the Letter to Unitholders of the Circular.

We note the following:

- (a) The *pro forma* financial effects of the Acquisition and the Combined Acquisition (as defined below) on the NAV per Unit, DPU and aggregate leverage of FCT are prepared based on the FCT Group's FY2023 Audited Financial Statements, taking into account the Acquisition Price and certain assumptions, including: (i) gross proceeds of approximately S\$200.0 million raised from the issue of 91,744,000 New Units at the issue price of S\$2.18 per New Unit pursuant to the Private Placement and debt financing of approximately S\$325.8 million is drawn; (ii) the net proceeds of the Private Placement being used to repay certain existing debts and thereafter, the Acquisition Price to be funded by new debt financing; with all-in interest rate (including upfront fee and margin) assumed to be 3.8%; (iii) the Acquisition Fee of approximately S\$5.2 million is paid in the form of approximately 2.4 million Acquisition Fee Units at an issue price of S\$2.18 per Acquisition Fee Unit; and (iv) the Manager's management fees, including the base management fee and the performance management fee in relation to the Acquisition / Combined Acquisition (defined below) will be paid in full in the form of Units.
- (b) **Pro forma DPU for FY2023**
 - (i) **The Acquisition.** The *pro forma* financial effects of the Acquisition on FCT's DPU for FY2023, assuming the Acquisition had been completed on 1 October 2022, result in the DPU increasing from 12.150 Singapore cents to 12.204 Singapore cents or by 0.054 Singapore cents (approximately 0.4%).
 - (ii) **The Combined Acquisition.** The *pro forma* financial effects of the Acquisition and the acquisition by FCT of an effective interest of 25.5% in GRPL which was completed on 6 February 2023 (collectively, the "**Combined Acquisition**") on FCT's DPU for FY2023, as if the Combined Acquisition had been completed on 1 October 2022, result in the adjusted DPU increasing from 11.759 Singapore cents to 11.932 Singapore cents or by 0.173 Singapore cents (approximately 1.5%).

¹ Rental overages are adjustments made, where appropriate, to account for differences between the adopted market rents and passing rents. Resultant rental overages are determined on the basis of the time difference between the lease expiry date and the date of valuation.

(c) **Pro forma NAV as at 30 September 2023**

- (i) **The Acquisition.** The *pro forma* financial effects of the Acquisition on the NAV as at 30 September 2023 as if the Acquisition had been completed on 30 September 2023, result in NAV per Unit decreasing from S\$2.32 to S\$2.31 or by S\$0.01 (approximately 0.4%).
- (ii) **The Combined Acquisition.** The *pro forma* financial effects of the Acquisition on the NAV as at 30 September 2023 as if the Acquisition had been completed on 30 September 2023, result in the adjusted NAV per Unit decreasing from S\$2.32 to S\$2.31 or by S\$0.01 (approximately 0.4%).

(d) **Pro forma Aggregate Leverage**

- (i) **The Acquisition.** The *pro forma* financial effects of the Acquisition on the aggregate leverage of FCT as at 30 September 2023 as if the Acquisition had been completed on 30 September 2023, result in aggregate leverage increasing from 39.3% to 40.9% or by 1.6%.
- (ii) **The Combined Acquisition.** The *pro forma* financial effects of the Acquisition on the aggregate leverage of FCT as at 30 September 2023 as if the Acquisition had been completed on 30 September 2023, result in adjusted aggregate leverage increasing from 30.2% to 37.8% or by 7.6%.

5 OUR OPINION ON THE ACQUISITION

In arriving at our advice to the Independent Directors, the Audit, Risk and Compliance Committee, and the Trustee on the Acquisition, we have reviewed and deliberated on the factors which we consider to be relevant and to have a significant bearing on our assessment of the Property. The factors we have considered in our evaluation, which are based on, among others, representations made by FCT, the Directors and the Management and discussed in detail in the earlier sections of this letter and which we have relied upon, are as follows:

- (a) rationale for and key benefits of the Acquisition, including the high-quality and accessibility of the Property, the strengthening of FCT's position in the Singapore prime suburban retail market, enhancement of resilience of FCT's property portfolio, the improvement in gross revenue per NLA and shopper traffic, and the Acquisition being DPU-accretive;
- (b) valuation of the Property by the Independent Valuers, with the Agreed Property Value being equivalent to the average of the valuations of the Independent Valuers;
- (c) comparison of the NPI Yield of the Property with FCT's Existing Portfolio and Enlarged Portfolio;
- (d) comparison of the Acquisition with the initial acquisition of 25.5% effective interest in the Property as announced by FCT in January 2023;
- (e) comparison of the Property with selected property valuations and transactions; and
- (f) *pro forma* financial effects of the Acquisition.

Having considered the factors and the assumptions set out in this letter, we are of the opinion that the Acquisition, as interested person transaction, is on normal commercial terms and is not prejudicial to the interests of FCT and its minority Unitholders.

Accordingly, we advise the Independent Directors and the Audit, Risk and Compliance Committee to recommend that Unitholders vote in favour of the Acquisition.

The Independent Directors, the Audit, Risk and Compliance Committee, and the Trustee should note that we have arrived at our opinion based on information made available to us prior to, and including, the Latest Practicable Date. Our opinion on the Acquisition cannot and does not take into account any subsequent developments after the Latest Practicable Date as these are governed by factors beyond the scope of our review, and would not fall within our terms of reference in connection with our evaluation of the Acquisition.

We have prepared this letter pursuant to Rule 921(4)(a) of the Listing Manual as well as for the use of the Independent Directors, the Audit, Risk and Compliance Committee, and the Trustee in connection with and for the purposes of their consideration of the Acquisition, but any recommendation made by the Independent Directors and the Audit, Risk and Compliance Committee in respect of the Acquisition shall remain their responsibility.

While a copy of this letter may be reproduced in the Circular, no other person may reproduce, disseminate or quote this letter (or any part thereof) for any purpose (other than the intended purpose in relation to the Acquisition) at any time and in any manner without our prior written consent in each specific case. For the avoidance of doubt, nothing in this letter prevents FCT, the Manager, the Directors, the Trustee or the Unitholders from reproducing, disseminating or quoting this letter without our prior consent for the purpose of any matter relating to the Acquisition. This opinion is governed by, and construed in accordance with, the laws of Singapore, and is strictly limited to the matters stated herein and does not apply by implication to any other matter.

Yours faithfully
For and on behalf of
Ernst & Young Corporate Finance Pte Ltd

Mah Kah Loon
Chief Executive Officer

Elisa Montano
Associate Partner

VALUATION CERTIFICATES

12 Marina View,
#19-02, Asia Square Tower 2
Singapore 018961
+65 6223 2323

colliers.com/Singapore



Colliers International Consultancy & Valuation (Singapore) Pte Ltd
UEN No. 198105965E

Our Ref.: TKC/PSE/NN/231619

31 December 2023

**HSBC Institutional Trust Services (Singapore) Limited
(as Trustee of Frasers Centrepoint Trust)**

10 Marina Boulevard #45-01
Marina Bay Financial Centre Tower 2
Singapore 018983
(The "Client")

**Frasers Centrepoint Asset Management Limited
(as Manager of Frasers Centrepoint Trust)**

438 Alexandra Road #21-00
Alexandra Point
Singapore 119958

Attention: SVP, REITs

Dear Sir / Madam,

Valuation of 23 Serangoon Central NEX Singapore 556083 (the "Property")

Terms of Engagement

We refer to our terms of engagement dated 28 November 2023 requiring us to conduct a valuation of the Property for the purpose of a proposed acquisition of additional stake in the Property. We confirm that we have made relevant enquiries and searches and obtained such further information as we consider necessary for the purpose of providing you with our opinion of the Market Value of the Property, as at 31 December 2023 (the Valuation Date).

Valuation Standards

The valuation has been carried out in accordance with the requirements set out in the Singapore Institute of Surveyors and Valuers (SISV) Standards and Practice Guidelines and where applicable, RICS Valuation – Global Standards incorporating the International Valuation Standards Council's International Valuation Standards.

Colliers International Consultancy & Valuation (Singapore) Pte Ltd is regulated by the SISV and all necessary investigations, inspections, and other work carried out for the purpose of this valuation have been undertaken in accordance with its' valuation standards.

SISV monitors regulated firms under its Conduct and Disciplinary regulations. Colliers International Consultancy & Valuation (Singapore) Pte Ltd maintains a complaint handling procedure, a copy of which is available on request.

Valuation Basis

Our valuation is provided on the basis of Market Value, which is defined as the estimated amount for which an asset should exchange on the valuation date between a willing buyer and a willing seller in an arm's length transaction, after proper marketing and where the parties had each acted knowledgeably, prudently and without compulsion.



Valuer

The valuation has been prepared by Pang Su Ee and reviewed by Tan Keng Chiam.

Tan Keng Chiam and Pang Su Ee are Licensed Appraisers under the Inland Revenue Authority of Singapore and Members of the Singapore Institute of Surveyors & Valuers. They are suitably qualified to carry out the valuation of this magnitude and nature and have over 30 years' and 25 years' experience respectively in the real estate industry in Singapore.

Neither the valuers nor Colliers International Consultancy & Valuation (Singapore) Pte Ltd are aware of any pecuniary interest or any other conflicts of interest that would affect their ability to give an unbiased and objective opinion of the value of the Property.

Valuation Assumptions

- Our valuation has been made on the assumption that the seller disposes of the Property on the open market without the benefit of a deferred term contract, leaseback, joint venture, management agreement or any similar arrangement, which could serve to affect the value of the Property.
- We have assumed that the Property is free from and clear of any and all charges, liens and encumbrances of an onerous nature likely to affect value.
- It is assumed that any land premium or other fees payable for the acquisition, transfer, sale, letting or mortgage of the Property have been fully paid and settled.
- We have assumed proper title has been obtained, and the Property and the interest valued therein can be freely transferred, mortgaged and let in the market.
- As the Property is held under leasehold interest, we have assumed that the owner has free and uninterrupted rights to use the Property for the whole of the unexpired term of the lease, in accordance with the terms of the lease.
- We are not aware of any easements or rights of way affecting the Property and have assumed that none exist.
- We have assumed that all information, estimates and opinions furnished to us and contained in this report including all information provided by the Client, are true and correct, fit for valuation purposes, and from reliable sources. We can assume no responsibility for accuracy.
- We have not carried out any detailed site measurements to verify the correctness of areas, nor have we tested any of the services and facilities. We have assumed that the areas shown on the documents provided to us are correct and that the services and facilities are in good working order.
- We have assumed that the Property is free from any contamination and environmental problems or hazards.
- We have assumed that the Property has been constructed, occupied and used in full compliance with, and without contravention of, all relevant laws, ordinances and statutory requirements.
- We have assumed that for any use of the Property upon which this valuation report is based, any and all required licences, permits, certificates, and authorisations have been obtained and are ordinarily renewable.
- We have assumed current tenancies are of good covenant and will run their full terms at the current contracted rental levels.
- No allowance has been made for any charges, mortgages or amounts owing on the Property or for any expenses or taxations which may be incurred in effecting a sale.
- We have assumed that the Property is structurally sound, in a good state of repair and maintained in a condition fit for purpose.



Valuation Approaches and Methods

We have valued the Property by the following approaches and methods:

The Direct Capitalisation Method involves the addition of all income receivables and a deduction of all outgoings to determine the net income of the property. The net income receivables is assumed to be a level of annuity in accordance to the tenure of the lease and is capitalised using an appropriate capitalisation rate derived, where possible, from the analysis of relevant sales evidence.

Alternatively, and based on the same approach, this method can be varied so that the market rent is capitalised in accordance to the tenure of the lease with appropriate adjustments for rental shortfalls and overages. Our calculations are on this basis.

The Discounted Cash Flow (DCF) Method is the process of valuing an investment property or asset by undertaking an estimation of future cash flows and taking into account the time value of money. Under the Discounted Cash Flow Approach, the net operating income is discounted at an appropriate discount rate to arrive at the Market Value. The net income is derived by deducting from the gross income, the operating expenses incurred in the building maintenance and management of the property and outgoings including property tax, insurance, administration overhead and other related expenses such as letting up allowances and capital expenditure for repair and replacement.

We have undertaken a Discounted Cash Flow Approach over a 10-year period. The projected net income is discounted to arrive at the present value. The terminal value of the Property is derived by capitalising the net income at the end of the 10th year and discounting it to give the present value. The 10 years discounted cash flow and present value of the terminal value will give rise to the capital value of the Property.

The Market Approach provides an indication of value by comparing the subject asset with identical or similar assets for which price information is available. In analysing such sales, which qualify as arm's-length transactions between willing buyers and sellers, adjustments are made to reflect differences between the comparables and the subject of this valuation in matters such as transaction dates, size, location, quality, age and amenities and any other relevant factors, to assess the value of the subject asset. This approach is commonly used to value assets where reliable sales evidence is available.



Inspections, Investigations and Sources of Information

The valuer has carried out an internal inspection within the Property as at 4 December 2023 and made independent investigations as necessary for carrying out this valuation.

The opinion of value contained in the valuation reports are not guarantees or predictions but are based on the information obtained from reliable and reputable agencies and sources, the manager and other related parties. Whilst Colliers International Consultancy & Valuation (Singapore) Pte Ltd has endeavoured to obtain accurate information, it has not independently verified all the information provided by the manager or other reliable and reputable agencies.

No on-site measurements have been taken to verify the correctness of site areas. We have assumed that the site areas shown on documents available to us are correct.

No structural or environmental surveys have been carried out. Services and facilities have not been tested.

We have made enquiries at the Land Registry, but we have not searched the original documents nor verified the existence of any amendments that do not appear in the documents available to us.

Currency

All monetary figures stated in this report are in Singapore Dollars (S\$).

Caveats and Assumptions

This report is subject to and includes our standard caveats and assumptions set out at the end of this report.

Confidentiality and Non-Disclosure

This report is for your sole use and for the purposes indicated only and we accept no liability to any third party. The report must not be published or referred to in any way, either in whole or in part, without the prior written consent of Colliers International Consultancy & Valuation (Singapore) Pte Ltd.

Colliers International Consultancy & Valuation (Singapore) Pte Ltd similarly undertakes to keep all information relating to this valuation report confidential and will not publish or refer to it without the prior written consent of the Client.



Valuation

We are of the opinion that the Market Value of the Property of the unexpired lease term of approximately 83.5 years in the Property, subject to the terms and conditions of the existing leases and free from all encumbrances, as at 31 December 2023 is as follows:-

S\$2,144,000,000/-
(Singapore Dollars Two Billion One Hundred And Forty-Four Million)

Valuation Particulars are attached hereto and form part of this valuation report for the purpose of a proposed acquisition of additional stake in the Property.

Yours sincerely,

For and on behalf of

Colliers International Consultancy & Valuation (Singapore) Pte Ltd

A handwritten signature in black ink, appearing to be "Tan Keng Chiam", written over a horizontal line.

Tan Keng Chiam

B.Sc. (Est. Mgt.) MSISV, MRICS

Licensed Appraiser No. AD041-2004796D

Executive Director

Valuation and Advisory Services



Valuation Certificate


Valuation Prepared For	<p>HSBC Institutional Trust Services (Singapore) Limited (as Trustee of Frasers Centrepoint Trust) (the "Client")</p> <p>The valuation certificate may be relied upon by Frasers Centrepoint Asset Management Limited (as Manager of Frasers Centrepoint Trust).</p>
Instruction	<p>We have been instructed to determine the Market Value as at 31 December 2023 ("date of valuation") for the purpose of a proposed acquisition of additional stake in the Property, subject to the existing leases and occupancy arrangements.</p> <p>The valuer has carried out an internal inspection within the Property as at 4 December 2023 and made independent investigations as necessary for carrying out this valuation.</p> <p>A comprehensive Valuation Report has been prepared and is vested with Frasers Centrepoint Trust and Frasers Centrepoint Asset Management Limited (as Manager of Frasers Centrepoint Trust)</p> <p>Our valuation is based on a significant amount of information which is sourced from the client and other third parties, including but not limited to gross/lettable floor areas, tenancy details and annual value, etc.</p> <p>We have relied upon the accuracy, sufficiency and consistency of the information supplied to us. Colliers International Consultancy & Valuation (Singapore) Pte Ltd accepts no liability for any inaccuracies contained in the information disclosed by the Client or other parties, or for conclusions which are drawn either wholly or partially from that information. Should inaccuracies be subsequently discovered, we reserve the right to amend our valuation assessment.</p> <p>No structural survey or environmental survey of the Property has been carried out. Services and facilities have not been tested.</p> <p>We have not sighted the lease agreements and have assumed that these are current, with good covenants and in line with the general market practice in Singapore.</p>
Property Address	<p>23 Serangoon Central NEX Singapore 556083 (the "Property")</p>
Type	<p>The Property is a 4-storey shopping mall with a rooftop level and 2 levels of basement which spreads across 7 levels with the main retail space being located on Basement 2 to Level 4 rooftop, a cinema located on Level 4 and a public library located on the rooftop level known as Nex.</p> <p>NEX is located in the North-East region of Singapore.</p>

Legal Description	The Property is located within Lot 9805A Mukim 17.
Valuer	<p>The valuation has been prepared by Pang Su Ee and reviewed by Tan Keng Chiam.</p> <p>Tan Keng Chiam and Pang Su Ee are Licensed Appraisers under the Inland Revenue Authority of Singapore and Members of the Singapore Institute of Surveyors & Valuers. They are suitably qualified to carry out the valuation of this magnitude and nature and have over 30 years' and 25 years' experience respectively in the real estate industry in Singapore. In addition, Tan Keng Chiam is also Member of The Royal Institution of Chartered Surveyors (RICS).</p> <p>Neither the valuer nor Colliers International Consultancy & Valuation (Singapore) Pte Ltd are aware of any pecuniary interest or conflict of interest that could reasonably be regarded as being capable of affecting the ability to give an unbiased and objective, opinion of the value of the Property.</p>
Valuation Standards	<p>This valuation has been carried out in accordance with the Singapore Institute of Surveyors and Valuers' Valuation Standards and Practice Guidelines.</p> <p>Colliers International Consultancy & Valuation (Singapore) Pte Ltd is regulated by the Singapore Institute of Surveyors and Valuers and all necessary investigations, inspections, and other work carried out for the purpose of this valuation have been in accordance with its' valuation standards. The Singapore Institute of Surveyors and Valuers monitors regulated firms under its Conduct and Disciplinary regulations. Colliers International maintains a complaint handling procedure, a copy of which is available on request.</p>
Valuation Basis	Market Value on 'As-Is' Basis. Market Value is defined as "the estimated amount for which an asset should exchange on the valuation date between a willing buyer and a willing seller in an arm's length transaction after proper marketing and where the parties had each acted knowledgeably, prudently and without compulsion".
Brief Description of the Property	<p>The Property is located along Serangoon Central, at its junction with Upper Serangoon Road, within Serangoon Town Centre. It is approximately 9.6 km from the city centre at Collyer Quay.</p> <p>The Property is a 4-storey shopping mall with a rooftop level and 2 levels of basement which spreads across 7 levels with the main retail space being located on Basement 2 to Level 4 rooftop. The retail podium has a good mix of tenants comprising retail units, food and beverage outlets, supermarket, departmental store, banks, public library and a cinema. The food and beverages areas are mainly located on basement 2, basement 1, Level 1 and Level 2; and food courts are located on Basement 2 and Level 4; entertainment such as a cinema and games arcade are located on Level 4; and public library and a children's playground are located on rooftop level. There is a provision of 400 carparking lots within the Property. The Property is Green Mark certified.</p> <p>Vertical movement within the building is facilitated by escalators, passenger lifts and supplemented with reinforced concrete staircases.</p>

Tenure	The Property is held under leasehold for 99 years commencing from 26 June 2008 (with an unexpired lease term of about 83.5 years as at the material date of valuation)
Registered Proprietor(s)	Gold Ridge Pte. Ltd.
Interest Valued	100% leasehold interest in the Property. Leasehold 99 years commencing from 26 June 2008 (with an unexpired lease term of about 83.5 years as at the material date of valuation)
Site Area (for the whole development)	25,007.7 sq.m. (269,180 sq.ft.)
Gross Floor Area (GFA) (for the Property)	Approximately 87,527.0 sq.m. (942,131 sq.ft.) - in accordance to grant of written permission vide Urban Redevelopment Authority (URA) reference number: ES20080628R0168 dated 20 October 2008
Net Lettable Floor Area (NLA)	Approximately 58,959.21 sq.m. (634,631 sq.ft.) - includes 1,631.56 sq.m. (17,562 sq.ft.) of CSFS NLA - as provided by client and subject to final survey
Year of Completion	We understand that the Property was completed in November 2010.
Occupancy	According to the tenancy schedule as at 31 October 2023 provided to us, the Property is multi-tenanted. As at 31 December 2023, the Weighted Average Lease Expiry (WALE) by income is 1.65 years and by area is 2.00 years. The 5 major tenants are FairPrice Xtra, Isetan, H&M, Food Junction and Shaw Theatres.
Aggregate Annual Value (as provided)	S\$114,387,300/- for the year 2023
Master Plan Zoning (2019 Edition)	White with a gross plot ratio of 3.5 <i>Note : The official Master Plan Zoning, Road/ Drainage/ Railway Interpretation Plans and other legal requisitions have not been applied for and/ or made available to us.</i>
Valuation Approach	Income Capitalisation Method and Discount Cashflow Analysis as primary methods.

Income Capitalisation Method	Capitalisation Rate	4.50%
Discounted Cash Flow Analysis	Discount Rate	6.50%
	Terminal Rate	4.75%
Caveats & Assumptions	This report is subject to and includes our Standards Caveats and Assumptions as set out at Appendix I.	
Date of Valuation	31 December 2023	
Market Value	S\$2,144,000,000/- (Singapore Dollars Two Billion One Hundred And Forty-Four Million)	
Value psm / psf on GFA	S\$24,495 psm / S\$2,276 psf	
Value psm / psf on NLA	S\$36,364 psm / S\$3,378 psf NLA with CSFS S\$37,399 psm / S\$3,474 psf NLA without CSFS	

Yours faithfully,



Tan Keng Chiam
B.Sc. (Est. Mgt.) MSISV, MRICS
Licensed Appraiser No. AD041-2004796D
Executive Director & Head
Valuation and Advisory Services



Caveats And Assumptions

1. Definitions

In these Caveats and Assumptions the following words or phrases shall have the meaning or meanings set out below:

'Confidential Information' means information that:

- (a) Is by its nature confidential.
- (b) Is designated by Us as confidential.
- (c) You know or ought to know is confidential.
- (d) Includes, without limitation: information comprised in or relating to any of Our intellectual property in the Services or any reports or certificates provided as part of the Services.

'Currency Date' means, in relation to any valuation report, the date as at which our professional opinion is stated to be current.

'Fee' means the amount agreed to be paid for the Services as set out in the Quotation.

'Parties' means You or Us as the context dictates.

'Quotation' means the written quote provided by Us in relation to the Services.

'Services' means the valuation services provided pursuant to these Terms and Conditions and the Quotation, and includes any documents, reports or certificates provided by Us in connection with the Services.

'The Property' means the assets which are subject of our appointment as your advisor.

'We', 'Us', 'Our', 'Colliers' means Colliers International Limited.

'You', 'Your', 'Client' means the person, company, firm or other legal entity by or on whose behalf instructions are given, and any person, firm, company or legal entity who actually gave the instructions to us even though such instructions were given as agent for another.

'Professional Property Practice Standards' refers to RICS Valuation and Appraisal Handbook, or Singapore Institute of Surveyors & Valuers' Valuation Standards and Practice Guidelines.

2. Performance Of Services

2.1 We have provided the Services in accordance with:

- (a) The Terms and Conditions contained herein; or
- (b) As specifically instructed by You for the purpose of the Services; and
- (c) Within the current provisions set by the prevailing Professional Property Practice Standards.

3. Condition Of The Property

- 3.1 No allowance has been made in our report for any charges, mortgages or amounts owing on any of the properties valued nor for any expenses or taxation which may be incurred in effecting a sale. We have assumed that the Property is free from and clear of any and all charges, liens and encumbrances of an onerous nature likely to affect value, whether existing or otherwise, unless otherwise stated. We assume no responsibility for matters legal in nature nor do we render any opinion as to the title which is assumed to be good and marketable. We are not aware of any easements or rights of way affecting the property and our valuation assumes that none exists.
- 3.2 We have assumed that the Property has been constructed, occupied and used in full compliance with, and without contravention of, all ordinances, except only where otherwise stated. We have further assumed that, for any use of the Property upon which this report is based, any and all required licences, permits, certificates, and authorisations have been obtained, except only where otherwise stated.
- 3.3 We have assumed that any development sites are in a condition suitable for development; this has not been checked by us.
- 3.4 We have not carried out detailed site measurements to verify the correctness of the site areas in respect of the properties but have assumed that the site areas shown on the documents and official site plans handed to us are correct. All documents and contracts have been used as reference only and all dimensions, measurements and areas are approximations. No on-site measurements has been taken.
- 3.5 We have assumed that there is no timber infestation, asbestos or any other defect (unless advised otherwise) and that the property is compliant with all relevant environmental laws. It is Your responsibility to provide reports to Us that are relevant to these issues.
- 3.6 An internal inspection has been made, unless otherwise stated.
- 3.7 While due care is exercised in the course of our inspection to note any serious defects, no structural survey of the Property will or has been undertaken, and We will not (and are not qualified to) carry out a structural, geotechnical or environmental survey. We will not inspect those parts of the property that are unexposed or inaccessible.
- 3.8 None of the services have been tested by Us and we are unable therefore to report on their present condition, but will presume them to be in good working order.



- 3.9 We recommend that You engage appropriately qualified persons to undertake investigations excluded from our Services.
- 3.10 No responsibility will be accepted either to You or to any third party for loss or damage that may result directly or indirectly from the condition of the property.
- 4. Environment And Planning**
- 4.1 We have obtained town planning information from the prevailing Master Plan available on URA website. It is your responsibility to check the accuracy of this information under the appropriate planning legislation.
- 4.2 For obvious reasons, we do not and cannot provide information relating to government acquisitions unless the land has already been gazetted for acquisition.
- 4.3 No requisition on road, MRT, LRT, drainage and other government proposals has been made by us. Such information will not be tendered unless specifically requested for and we be properly reimbursed.
- 4.4 We do not hold ourselves to be experts in environmental contamination. Unless otherwise stated, our inspection of the site did not reveal any contamination or pollution affectation, and our valuation has been prepared on the assumption that that the land is not contaminated and has not been affected by pollutants of any kind. We would recommend that that this matter be checked by a suitably qualified environmental consultant. Should subsequent investigation show that the site is contaminated, our valuation may require revision.
- 5. Floor/Building Areas And Lettable Areas**
- 5.1 Where a survey is provided to Us for consideration, We will assume that information contained in the survey is accurate and has been prepared in accordance with the prevailing Professional Property Practice Standards.
- 5.2 If you do not provide Us with a survey, We will estimate floor/building and/or lettable areas based only upon available secondary information (including but not limited to building plans, deposited plans, and our own measurements). Such estimates do not provide the same degree of accuracy or certainty as would be provided by a survey prepared by an appropriately qualified professional in accordance with the prevailing Professional Property Practice Standards.
- 5.3 Where such a survey is subsequently produced which differs from the areas estimated by us then You will refer the valuation back to Us for comment or, where appropriate, amendment.
- 6. Other Assumptions**
- 6.1 Unless otherwise notified by You, We will assume:
- (a) There are no easements, mortgages, leases, encumbrances, covenants, caveats, rights of way or encroachments except those shown on the Title.
- (b) All licences and permits can be renewed and We have not made any enquires in this regard.
- 6.2 Where third party expert or specialist information or reports are provided to Us or obtained by Us in connection with Services (including but not limited to surveys, quantity surveyors reports, environmental audits, structural/ dilapidation reports), we will rely upon the apparent expertise of such experts/ specialists. We will not verify the accuracy of this information or reports, and assume no responsibility for their accuracy.
- 6.3 Our services are provided on the basis that the client has provided us with a full and frank disclosure of all information and other facts which may affect the service, including all secrecy clauses and side agreements. We accept no responsibility or liability whatsoever for the valuation unless such a full disclosure has been made.
- 6.4 Any plans, sketches or maps included in this report are for identification purposes only and should not be treated as certified copies of areas or other particulars contained therein.
- 6.5 The study of possible alternative development options and the related economics are not within the scope of this report, unless otherwise stated.
- 6.6 Our opinion about the Market Value of the property is free from any influence and/ or point of views of any other parties.
- 6.7 All Location Plans are obtained from www.onemap.gov.sg. Whilst we do make every endeavor to update the maps as far as it is possible, we do not vouch for the accuracy of the maps and shall not be responsible if it is otherwise.
- 6.8 Values are reported in Singapore currency unless otherwise stated.

**7. Estimated Selling Price**

- 7.1 Where you instruct Us to provide an Estimated Selling Price, You agree that the Services:
- (a) Are limited to the provision of an opinion based on Our knowledge of the market and informal enquiries.
 - (b) We are not required to carry out a full inspection of the property; any inspection of comparable properties; a search of Title(s) or other enquiries as to encumbrances, restrictions or impediments on Title(s); or other investigations which would be required for a formal valuation.
 - (c) Provide an indicative figure only which is not suitable for use for any purpose other than as general information or guide as to sale expectations. It is not suitable to be relied upon for the purpose of entry into any transaction.
- 7.2 No responsibility will be accepted either to You or to any third party for loss or damage that may result from the issue of such an Estimated Selling Price.

8. Currency Of Valuation

- 8.1 Due to possible changes in market forces and circumstances in relation to the property the Services can only be regarded as relevant as at the Currency Date.
- 8.2 Where You rely upon Our valuation report after the Currency Date, You accept the risks associated with market movements between the Currency Date and the date of such reliance.
- 8.3 Without limiting the generality of 9.1, You should not rely upon Our valuation:
- (a) After the expiry of 3 months from the Currency Date;
 - (b) Where circumstances have occurred during that period which may have a material effect on the value of the property or the assumptions or methodology used in the valuation report.

9. Market Projections

- 9.1 Any market projections incorporated within our Services including, but not limited to, income, expenditure, associated growth rates, interest rates, incentives, yields and costs are projections only and based on information currently available to us and not representative of what actual values of the property will be as at future date. Accordingly, such market projections should be interpreted as an indicative assessment of potentialities only, as opposed to certainties.
- 9.2 Where Our Services include market projections such projections require the dependence upon a host of variables that are highly sensitive to varying conditions. Accordingly, variation in any of these conditions may significantly affect these market projections.
- 9.3 Where market projections form part of Our Services, We draw your attention to the fact that there will be a number of variables within acceptable market parameters that could be pertinent to Our Services and the projections adopted are representative of only one of these acceptable parameters.
- 9.4 All statements of fact in the valuation report which are used as the basis of our analyses, opinions, and conclusions will be true and correct to the best of our knowledge and belief. We do not make any representation or warranty, express or implied, as to the accuracy or completeness of the information or the state of affairs of the Property furnished to us by you.

10. Your Obligations

- 10.1 You warrant that the instructions and subsequent information supplied by You contain a full and frank disclosure of all information that is relevant to Our provision of the Services.
- 10.2 You warrant that all third party expert or specialist reports provided to Us by You for the purpose of Us providing the Services are provided with the authority of the authors of those reports.
- 10.3 You authorise and license Us to incorporate Your intellectual property within Our report(s).
- 10.4 You will not release any part of Our valuation report or its substance to any third party without Our written consent. When we consent for You to release Our report or any part of Our report to any third party, we do so on the basis that these terms and conditions will apply to the new addressee(s) as if it/ they had been a party to the original letter of instruction between us. Where we consent to such reliance, You agree to furnish the addressee with a copy of any reliance letter issued by Us and/ or a copy of these terms and conditions.
- 10.5 We reserve the right to reconsider or amend the valuation advice, or the Fee set out in Our Quotation to You, if:
- (a) Certificates, surveys, leases, side agreements or related documentation that were not provided to Us prior to the provision of the Services are subsequently provided, and contain matters that may affect the value of the advice; or
 - (b) Where subsequent site inspections made in relation to any of the matters raised in Clause 3 materially affect or may alter the value of the property, the subject of the Services.
 - (c) The information provided to Us by You prior to the provision of services is in any way incomplete, misleading or wrong.



- 10.6 If You release any part of the valuation advice or its substance without written consent, You agree to defend, You agree to defend and indemnify Us against claims by a third party who has reviewed the report if We have not, at or subsequent to the time of engagement, provided our specific written consent to such party reviewing and replying on the report. We have no responsibility to any other person even if that person suffers damage as a result of You providing this valuation without Our prior consent.
- 10.7 You agree that the only remedy for losses or damages relating to the breach of this Agreement shall be limited to three times Our contracted fee for the assignment and no claim shall be made any consequential or punitive damages.
- 10.8 You agree not to bring any claim for any losses against any director, consultant or any employee of Ours. You hereby agree that Our director, consultant or any employee does not have a personal duty of care to You and any claim for losses must be brought against Colliers International.
- 10.9 Where any loss is suffered by You for which We and any other person are jointly and severally liable to You the loss recoverable by You from Us shall be limited so as to be in proportion to our relative contribution to the overall fault.
- 11. Confidentiality**
- 11.1 This report and each part of it is prepared and intended for the exclusive use of the Client for the sole purpose stated in our valuation report, and in accepting this report, the Client expressly agrees not to use or rely upon this report or any part of it for any other purpose. No person other than the Client shall use or rely upon this report or any part of it for any purpose unless we have given Our express written consent. Similarly neither the whole nor any part of this report nor any reference there to may be included in any document, circular or statement nor published in any way without our written approval of the form and context in which it may appear.
- 11.2 If consent to disclose the Confidential Information is provided by Us, You agree to abide by any additional terms and conditions that We may apply to that disclosure.
- 11.3 You agree that You will indemnify, hold harmless and defend Us from and against any and all loss, liability, costs or expenses (including but not limited to professional or executive time) We may suffer or reasonably incur, directly or indirectly, as a result of a breach of this clause.
- 11.4 Unless otherwise directed in writing by Client, Colliers International retains the right to include references to the Services in its promotional material. Such references shall not contain confidential material.
- 12. Privacy**
- 12.1 We may obtain personal information about You in the course of performing Our Services. We respect your privacy and advise You that we will only obtain information that is necessary to assist us in the course of performing Our Services. If it is necessary for Us to engage third parties, we will inform these parties that they are not to disclose any personal information about You to any person or organisation other than Us.
- 13. Subcontracting**
- 13.1 We may sub-contract or otherwise arrange for another person to perform any part of the Services or to discharge any of Our obligations under any part of these Terms and Conditions, with Your consent.
- 14. Limitation Of Colliers Liability**
- 14.1 To the extent permissible under applicable laws, in no event shall Colliers International be liable to Client or anyone claiming by, through or under Client, including insurers, for any lost, delayed, or diminished profits, revenues, production, business, use or opportunities, or any incidental, special, indirect, or economic losses, wasted costs, diminution of value or consequential damages, of any kind or nature whatsoever, however caused.
- 14.2 We shall be released from Our obligations to the extent that performance thereof is delayed, hindered or prevented by any circumstances beyond Our reasonable control (example being a strike, act of God or act of terrorism). All the costs and benefits forecasted will, ultimately, be determined by future market conditions. Forecasts of these elements are based on assumptions of certain variable factors, which, in turn, are extremely sensitive to changes in the market and economic contexts. For this reason, the figures mentioned in this report were not computed under any known or guaranteed conditions. Rather, these are forecasts drawn from reliable sources of data and information and made in the best judgment and professional integrity of Colliers International. Notwithstanding this, Colliers International reiterates that it will not accept any responsibilities in the face of damage claims that might result from any error, omission or recommendations, viewpoints, judgments and information provided in this report.
- 14.3 Neither Colliers nor any employee of Ours shall be required to give testimony or to appear in court or any other tribunal or at any government agency by reason of this valuation report or with reference to the property in question, except by court summons/ judicial notification, and unless prior arrangements have been made and we are properly reimbursed for reasonable time and expenses incurred. The hourly billing pertain to court



- preparation, waiting and travel time, document review and preparation (excludes valuation report) and all meetings related to court testimony.
- 14.4 We are free from any possible legal and/ or non-legal issue which may attach to the Property's title documents.
- 14.5 All statements of fact in the valuation report which are used as the basis of our analyses, opinions, and conclusions will be true and correct to the best of our knowledge and belief. We do not make any representation or warranty, express or implied, as to the accuracy or completeness of the information or the state of affairs of the Property furnished to Us by You.
- 14.6 Our liability for loss and damage attributable to Our negligence, breach of contract, misrepresentation or otherwise (but not in respect of fraud, fraudulent misrepresentation, death or personal injury) shall be limited to a maximum of three times Our contracted fee for the assignment per property for any single case. A single case of damages is defined as the total sum of all damage claims of all persons entitled to claim, which arise from one and the same professional error/ offence. In the case of damages suffered from several offences brought about by the same technical error within the scope of several coherent services of a similar nature, we are only to held liable for an amount of three times Our contracted fee for the assignment per property.
- 14.7 Where the agreement is addressed to more than one Client, the above limit of liability applies to the aggregate of all claims by all such Clients and not separately to each Client.
- 14.8 No third party will be entitled to rely on any part of Our valuation report or its substance or advice except with our written consent. Should any third party rely on Our report without obtaining Our written consent, We are not bound by any liability which arises from the use of or reliance upon Our valuation report by such unauthorized party.
- 14.9 We will not be liable for any services outside the scope of the services agreed to be performed by Us, and in respect of any consequential losses or loss of profits.
- 14.10 Responsibility for Our valuation extends only to the party(ies) to whom it is addressed. However in the event of Us being asked by You to re-address Our report to another party or other parties or permit reliance upon it by another party or other parties, We will give consideration to doing so, to named parties, and We reserve the right to charge additional fee for doing so although We will agree such fee with You before commencing the work.
- 15. Entire Agreement**
- 15.1 No further agreement, amendment or modification of these Terms and Conditions shall be valid or binding unless made in writing and executed on behalf of the Parties by their duly authorised officers.
- 15.2 If there is inconsistency between these Terms and Conditions and the Quotation, any letter of instruction from You, or other specific request or information shall prevail to the extent of the inconsistency.
- 15.3 Copyright in any reports, documents or other material provided to You by Us shall remain Our property at all times unless otherwise stated
- 16. Anti Bribery And Corruption Measures**
- 16.1 We represent, in connection with any services to be provided to You, that neither We nor Our contractors, employees or agents (collectively, "Consultant") has made or will make, either directly or indirectly, any payments (i) to or for the use or benefit of any Government Official (ii) to any other person either for an advance or reimbursement, if Consultant knows or has reason to know that any part of such payment has been or will be given to any Government official or (iii) to any person or entity, the payment of which would violate laws and regulations in Australia, the United States, the United Kingdom or any other government entity having jurisdiction over the activities carried out by Consultant. The term "Government Official" in this paragraph means any officer or employee of a government or any governmental department or agency, or any person acting in an official capacity for or on behalf of any such government or governmental department or agency, including employees of state-owned or controlled entities and candidates for political office.
- 16.2 We represent that, in connection with any services to be provided to You, We will conduct operations at all times in compliance with applicable financial recordkeeping and reporting requirements, including all applicable money laundering-related laws of any jurisdictions where We conduct business or own assets.



At Colliers, we are enterprising.

We maximise the potential of property to accelerate the success of our clients and our people.

Our expert advice to property occupiers, owners and investors leads the industry into the future. We invest in relationships to create enduring value. What sets us apart is not what we do, but how we do it. Our people are passionate, take personal responsibility and always do what's right for our clients, people and communities. We attract and develop industry leaders, empowering them to think and act differently to drive exceptional results. What's more, our global reach maximises the potential of property, wherever our clients do business.

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Accelerating success.

Your Ref : -
Our Ref : KH:LLH:rp:232246

Frasers Centrepoint Asset Management Limited
(as Manager of Frasers Centrepoint Trust)
438 Alexandra Road #21-00
Alexandra Point
Singapore 119958

January 11, 2024

Dear Sir/Madam,

MARKET VALUATION OF NEX, 23 SERANGOON CENTRAL SINGAPORE 556083 (THE "PROPERTY")

We have been instructed by Frasers Centrepoint Asset Management Limited (as Manager of Frasers Centrepoint Trust) to assess the Market Value of the abovementioned Property as at December 31, 2023, subject to existing leases and occupancy arrangements. We confirm that we have inspected the Property and conducted relevant enquiries and investigations as we considered necessary for the purposes of providing you with our opinion of the Market Value of the Property.

This valuation may be relied upon by Frasers Centrepoint Asset Management Limited (as Manager of Frasers Centrepoint Trust).

Notwithstanding paragraph 3 of Annexure 1 of our valuation report, we consent to disclosure of this report to be made available for any third party's inspection in connection with the purpose of a proposed acquisition of additional stake in the Property.

We also consent to the inclusion of the whole of or any part of this report, including the form and context in which it appears, in any SGX-NET announcements and circular issued by Frasers Centrepoint Asset Management Limited (as Manager of Frasers Centrepoint Trust) in connection with the proposed acquisition of additional stake in the Property.

Our valuations are made on the basis of Market Value, defined by the International Valuation Standards (IVS) and SISV Valuation Standards and Practice Guidelines as follows:

Market Value is defined as "the estimated amount for which a property should exchange on the valuation date between a willing buyer and a willing seller in an arm's-length transaction, after proper marketing and where the parties had each acted knowledgeably, prudently, and without compulsion."



**Frasers Centrepoint Asset Management Limited
(as Manager of Frasers Centrepoint Trust)
- Market Valuation Of NEX, 23 Serangoon Central
Singapore 556083 (the "Property")**

January 11, 2024

Our valuation has been made on the assumption that the owner sells the Property in the market subject to the existing committed tenancies, encumbrances, covenants, terms and conditions of the leases.

We have relied on the information provided by Frasers Centrepoint Asset Management Limited (as Manager of Frasers Centrepoint Trust) on matters such as land area, tenure, gross / lettable floor area, tenancy details, budgeted capital expenditure, current and historical profit and loss statements and other relevant information as at October 31, 2023. All information provided is treated as correct and Jones Lang LaSalle accepts no responsibility for subsequent changes in information and reserve the right to change our opinion of value if any other information provided were to materially change.

No allowance has been made in our valuation for any charges, mortgages or amounts owing on the Property, nor for any expenses or taxation which may be incurred in effecting a sale. It is assumed that the Property is free from any major or material encumbrances, restrictions and outgoings of an onerous nature which could affect its value.

We have not carried out investigations on site in order to determine the suitability of ground conditions, nor have we undertaken archaeological, ecological or environmental surveys. Our valuation is on the basis that these aspects are satisfactory.

In arriving at our opinion of value, we have considered the prevailing market conditions, especially those pertaining to the retail sector of the Property market. The valuation methods adopted to arrive at our assessment of values are the Discounted Cash Flow Analysis and Income Capitalisation Method. Our concluded assessment of Market Value is the rounded average of the adopted methodologies.

We have prepared this valuation summary and specifically disclaim liability to any person in the event of any omission from or false or misleading statement, other than in respect of the information provided within our full valuation report and this summary. We do not make any warranty or representation as to the accuracy of the information other than as expressly made or given in our full valuation report or this summary.



**Frasers Centrepoint Asset Management Limited
(as Manager of Frasers Centrepoint Trust)**
- **Market Valuation Of NEX, 23 Serangoon Central
Singapore 556083 (the "Property")**

January 11, 2024

The reported analyses, opinions and conclusions are limited only by the reported assumptions and limiting conditions and are our unbiased professional analyses, opinions and conclusions. The opinion of value contained in the valuation report are not guarantees or predictions but are based on the information obtained from reliable and reputable agencies and sources, and other related parties.

We have no present or prospective interest in the Property and are not a related corporation of nor do we have a relationship with the advisers or other party/parties whom Frasers Centrepoint Asset Management Limited (as Manager of Frasers Centrepoint Trust) is contracting with. The valuers' compensation is not contingent upon the reporting of a predetermined value or direction in value that favours the cause of the client, the amount of the value estimate, the attainment of a stipulated result, or the occurrence of a subsequent event.

We hereby certify that our valuers undertaking this valuation is authorised to practise as valuers and have the necessary expertise and experience in valuing similar types of properties in a similar industry and area as the Property.

Faithfully,

Kamal Hamdi
B.Sc. (Est. Mgt.), MSISV
Appraiser Licence No: AD041-2006388F
Head of Valuation Advisory - Singapore
JONES LANG LASALLE

Lim Lay Hong
B.Sc. (Est. Mgt.) (Hons), MSISV
Appraiser Licence No: AD041-2006716J
Director
JONES LANG LASALLE

Enc



Valuation Certificate

Property	:	23 Serangoon Central NEX Singapore 556083 (the "Property")
Prepared For	:	Frasers Centrepoint Asset Management Limited (as Manager of Frasers Centrepoint Trust)
Basis of Valuation	:	Market Value, subject to existing tenancies and occupational arrangements.
Purpose of Valuation	:	For the purpose of a proposed acquisition of additional stake in the Property.
Legal Description	:	Lot 9805A Mukim 17.
Interest Valued	:	99 years lease commencing from June 26, 2008.
Registered Proprietor	:	Gold Ridge Pte. Ltd.
Brief Description of Property	:	<p>The Property is a large format suburban shopping mall incorporating 7 levels of retail accommodation between Basement 2 to Level 4R (rooftop). The Property has a primary frontage to Serangoon Central and which also aligns Serangoon Avenue 2 and Serangoon Link. Nex has direct access to the Serangoon MRT Station serving both the North East Line and the Circle Line, via Basement 2. The Serangoon Bus Interchange is also directly accessible via Basement 2.</p> <p>Nex has garnered the Green Mark Certified by the Building and Construction Authority of Singapore. The Temporary Occupation Permit (TOP) was issued on November 24, 2010.</p>
Site Area	:	25,007.7 sq.m. (269,180 sq.ft.)
Gross Floor Area (GFA)	:	Approximately 87,527.0 sq.m. (942,131 sq.ft.)
Net Lettable Area (NLA) (as provided)	:	Approximately 57,327.64 sq.m. (617,069 sq.ft.) excluding CSFS area of approximately 1,631.56 sq.m (17,562 sq.ft.) (Total 58,959.2 sq.m / 634,631 sq.ft.)



Valuation Certificate (Cont'd)

Master Plan Zoning (2019 Edition)	:	White with a plot ratio of 3.5.
Methods of Valuation	:	Discounted Cash Flow Analysis and Income Capitalisation Method.
Material Date of Valuation	:	December 31, 2023.
Capitalisation Rate	:	4.50%
Terminal Capitalisation Rate	:	4.60%
Discount Rate	:	7.25%
Market Value	:	S\$2,110,000,000/- (Singapore Dollars Two Billion One Hundred And Ten Million)
Value psm on GFA	:	S\$24,107 psm
Value psf on GFA	:	S\$2,240 psf
Value psm on NLA	:	S\$35,787 psm (includes CSFS area)
Value psf on NLA	:	S\$3,325 psf (includes CSFS area)
Value psm on NLA	:	S\$36,806 psm (excludes CSFS area)
Value psf on NLA	:	S\$3,419 psf (excludes CSFS area)

A comprehensive valuation report has been prepared and is vested with Frasers Centrepoint Asset Management Limited (as Manager of Frasers Centrepoint Trust).

Kamal Hamdi
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Head of Valuation Advisory - Singapore
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Lim Lay Hong
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Appraiser Licence No: AD041-2006716J
Director
JONES LANG LASALLE



GENERAL PRINCIPLES ADOPTED IN THE PREPARATION OF VALUATIONS AND REPORTS

These are the general principles upon which our Valuations and Reports are normally prepared; they apply unless we have specifically mentioned otherwise in the body of the report.

1) VALUATION STANDARDS

All work are carried out in accordance with the Singapore Institute of Surveyors and Valuers (SISV) Valuation Standards and Guidelines and International Valuation Standards (IVS), subject to variations to meet local laws, customs, practices and market conditions.

2) VALUATION BASIS

Our valuations are made on the basis of Market Value, defined by the SISV and IVSC as follows:

"Market Value is the estimated amount for which an asset or liability should exchange on the date of valuation between a willing buyer and a willing seller in an arm's-length transaction after proper marketing and where the parties had each acted knowledgeably, prudently and without compulsion."

3) CONFIDENTIALITY

Our Valuations and Reports are confidential to the party to whom they are addressed or their other professional advisors for the specific purpose(s) to which they refer. No responsibility is accepted to any other parties and neither the whole, nor any part, nor reference thereto may be included in any published document, statement or circular, or published in any way, nor in any communication with third parties, without our prior written approval of the form and context in which they will appear.

4) SOURCE OF INFORMATION

Where it is stated in the report that information has been supplied by the sources listed, this information is believed to be reliable and we shall not be responsible for its accuracy nor make any warranty or representation of the accuracy of the information. All other information stated without being attributed directly to another party is obtained from our searches of records, examination of documents or enquiries with the relevant authorities.

5) DOCUMENTATION

We do not normally read leases or documents of title and, where appropriate, we recommend that lawyer's advice on these aspects should be obtained. We assume, unless informed to the contrary, that all documentation is satisfactorily drawn and that good title can be shown and there are no encumbrances, restrictions, easements or other outgoings of an onerous nature which would have an effect on the value of the interest under consideration.

6) TOWN PLANNING AND OTHER STATUTORY REGULATIONS

Information on Town Planning is obtained from the set of Master Plan, Development Guide Plans (DGP) and Written Statement published by the competent authority. Unless otherwise instructed, we do not normally carry out requisitions with the various public authorities to confirm that the property is not adversely affected by any public schemes such as road and drainage improvements. If reassurance is required, we recommend that verification be obtained from your lawyers.

Our valuations are prepared on the basis that the premises and any improvements thereon comply with all relevant statutory regulations. It is assumed that they have been, or will be issued with a Certificate of Statutory Completion by the competent authority.

7) TENANTS

Enquiries as to the financial standing of actual or prospective tenants are not normally made unless specifically requested. Where properties are valued with the benefit of lettings, it is therefore assumed that the tenants are capable of meeting their obligations under the lease and that there are no arrears of rent or undisclosed breaches of covenant.

8) STRUCTURAL SURVEYS

We have not carried out a building survey nor any testing of services, nor have we inspected those parts of the property which are inaccessible. We cannot express an opinion about or advise upon the condition of uninspected parts and this Report should not be taken as making any implied representation or statement about such parts. Whilst any defects or items of disrepair are noted during the course of inspection, we are not able to give any assurance in respect of rot, termite or past infestation or other hidden defects.

9) SITE CONDITIONS

We do not normally carry out investigations on site in order to determine the suitability of the ground conditions and services for the existing or any new development, nor have we undertaken any archaeological, ecological or environmental surveys. Unless we are otherwise informed, our valuations are on the basis that these aspects are satisfactory and that, where development is proposed, no extraordinary expenses or delays will be incurred during the construction period.

10) OUTSTANDING DEBTS

In the case of buildings where works are in hand or have recently been completed, we do not normally make allowance for any liability already incurred, but not yet discharged, in respect of completed works, or obligations in favour of contractors, sub-contractors or any members of the professional or design team.

...../Page 2



11) INSURANCE VALUE

Our opinion of the insurance value is our assessment of the reinstatement cost for insurance purpose and it comprises the total cost of completely rebuilding the property to be insured, together with allowances for inflation, demolition and debris removal, professional fees, the prevailing G.S.T. (goods and services tax) and, if applicable, compliance with current regulations and by-laws.

12) DIMENSIONS, MEASUREMENTS & AREAS

Dimensions, measurements and areas included in the report are based on information contained in copies of documents provided to us and are therefore approximations. No on site measurements have been taken. We have no reason to doubt the truth and accuracy of the information provided. Our valuation is totally dependent on the adequacy and accuracy of the information supplied and/or the assumptions made. Should these prove to be incorrect or inadequate, the accuracy of the valuation may be affected.

13) ACCURACY, ERRORS & OMISSIONS

Whilst care has been taken in the preparation of the report, no representation is made or responsibility is accepted for errors, omissions and the accuracy of the whole or any part.

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Year 2019

INDEPENDENT MARKET RESEARCH REPORT

CBRE

Independent Retail Asset Market Overview

Prepared for HSBC Institutional Trust Services (Singapore) Limited As Trustee of
Fraser Centrepoint Trust c/o Fraser Centrepoint Asset Management Ltd as
Manager of Fraser Centrepoint Trust

24 January 2024

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Singapore Retail Market Overview

Economic Growth

Accounting for global factors, the Ministry of Trade and Industry Singapore (MTI)¹ reported that Singapore's GDP expanded by 1.2% year-on-year (y-o-y) in 2023 based on advanced estimates. The slower growth was attributed to the ongoing geopolitical tensions such as the conflicts in Gaza and Ukraine, as well as tensions between US and China. While the uncertain geopolitical environment remained, interest rates were elevated and the pressure of higher domestic costs continued to exist, Singapore was able to avoid a recession and inflation has started to gradually come down. Overall unemployment rate stood at 2.0%² as of 3Q 2023, maintaining from 4Q 2022.

Services Producing industries registered growth of 2.3% for 2023. All sectors within the Services Producing industry expanded as sentiments continued to recover alongside the return of tourists and the increase in the return to office. The growth was mainly driven by Accommodation & Food Services, Real Estate, Administrative & Support Services and Other Services which collectively grew by 4.6%. Information & Communications, Finance & Insurance and Professional Services also grew by 2.3% over the same period. Meanwhile, the expansion of the Transportation & Storage sector, which together with Wholesale & Retail Trade grew 1.1% in 2023, was partly driven by the air transport segment, which saw robust growth on the back of the continued recovery in air passengers handled at Changi Airport.

The Goods Producing industries contracted by 2.2% in 2023. Despite an overall contraction of 3.6% for 2023, the manufacturing sector recorded a 3.2% expansion y-o-y in 4Q 2023, a turnaround from the 4.7% contraction in the previous quarter. This is due to output expansions across all clusters, with the exception of Precision Engineering. The Construction sector saw a growth of 7.7%, a 1.0 percentage point increase from 2022. This is due to an increase in output for both the public and private sectors in the fourth quarter, recording an expansion of 9.1% y-o-y in 4Q 2023.

MTI forecasted a GDP growth of between 1 and 3% in 2024. This is partly fuelled by the sustained growth in the tourism and aviation-related sectors. The key sectors with promising prospects include Food & Beverage services, Travel & Tourism, Electronics, Manufacturing and Trade.

MTI and MAS reported that MAS Core inflation rose slightly to 3.3% on a y-o-y basis in December 2023, from 3.2% in November. This rise was mainly accounted for by higher services inflation. CPI-All items edged up to 3.7% y-o-y, up from 3.6% in November, on the back of a faster pace of increase in private transport costs, alongside the pickup in services inflation. For 2023, CPI-All items inflation is averaged 4.8%, and MAS Core inflation at 4.2%. Inflation is expected to moderate slightly, taking into account the 1 percentage point increase in GST rate to 9% in 2024. MAS expects headline and core inflation to average 3.0-4.0%³ and 2.5-3.5%⁴ respectively in 2024.

¹Ministry of Trade and Industry

²Preliminary number (seasonally adjusted)

³MAS Consumer Price Developments in November 2023

⁴MAS Consumer Price Developments in December 2023

Singapore's total population stood at 5.9 million as of June 2023 which represented a y-o-y increase of 5.0%. Taking into account the decline in total population due to the COVID-19 Pandemic during the period 2020 to 2021, the average annual growth rate between 2018 and 2023 sits at 1.0%, which is comparable to the preceding five-year period of 0.9%. The median age of resident population⁵ rose to 42.4, with the proportion of aged 65 years and over rising to 17.3%. This has led to a decline in the resident old-age support ratio, which refers to the number of residents aged 20-64 years per resident aged 65 years and over, to 3.7. This trend is projected to persist, with a projected old-age support ratio of 2.7 by 2030.

With the continued easing of travel restrictions and reopening of international borders, the Singapore Tourism Board (STB) reported 12.4 million international arrivals year-to-date (YTD) in 2023 (Jan-Nov), which is approximately two times higher than the total arrivals in 2022. Tourism receipts from January to June 2023 totalled S\$12.0 billion, representing 2.6-fold increase from 2022 over the same period. The average length of stay for visitors in YTD 2023 was 3.8 days. While the tourism sector has seen a return of international visitors to Singapore, the visitor levels remained 29% lower in comparison with 2019 over the same period (Jan-Nov).

Singapore's visitor arrivals is projected to continue along the road of recovery in 2024. However, this hinges on the potential recovery in the number of Chinese tourists which currently is below expectations due to the weak Chinese economy. Furthermore, World Travel & Tourism Council estimates that Chinese cross-border travel is not expected to return to the pre-pandemic levels until the end of 2025 due to cumbersome visa applications and expensive cross-border flights.

Retail Market

Retail Sales Growth

The total Retail Sales Index (excluding motor vehicles, based on current prices) in November 2023 expanded by 1.4% y-o-y, with some retail subsectors registering growth while some experienced contractions over the past twelve months. Subsectors which registered y-o-y growth include Food & Alcohol (13.6%), Watches & Jewellery (12.9%) and Computer & Telecommunications Equipment (6.3%). Conversely, Recreational Goods (-10.6%), Furniture & Household Equipment (-5.6%) and Optical Goods & Books (-5.5%) recorded y-o-y decline in sales over the same period.

⁵ Resident population refers to Singapore Citizens and Permanent Residents

Table 1: Retail Sales Index (November 2023)^{6,7}

	2023 Nov	Month-on-Month change from Oct 2023	Year-on-Year change from Nov 2022	Change from Jan 2021
Food & Alcohol	117.7	-5.7%	13.6%	45.8%
Watches & Jewellery	134.8	1.5%	12.9%	42.8%
Computer & Telecommunications Equipment	154.7	-1.7%	6.3%	54.0%
Wearing Apparel & Footwear	131.3	-2.3%	3.2%	38.4%
Mini-Marts & Convenience Stores	94.2	1.3%	2.5%	-11.6%
Department Stores	90.7	3.3%	1.2%	29.0%
Cosmetics, Toiletries & Medical Goods	102.4	0.2%	1.2%	28.3%
Others	89.4	-0.1%	-0.5%	5.1%
Supermarkets & Hypermarkets	114.9	2.3%	-2.0%	-14.9%
Petrol Service Stations	113.8	-6.2%	-5.5%	13.1%
Optical Goods & Books	90.0	-8.0%	-5.5%	4.9%
Furniture & Household Equipment	121.6	4.1%	-5.6%	0.3%
Recreational Goods	113.8	-4.0%	-10.6%	13.4%
Total (Excluding Motor Vehicles)	115.0	0.0%	1.4%	13.9%

Source: Department of Statistics Singapore

Note: As at January 2024

The Food & Beverage Index also recorded a 1.4% y-o-y expansion in November 2023. Some sectors within the F&B industry observed a negative y-o-y, with the largest contraction coming from Fast Food Outlets with a y-o-y contraction of 2.5%. However, Food Caterers grew by 11.9% in the same period. The growth in food caterers is likely due to the increased number of MICE and larger scale events, while the changing consumer preference and awareness for health and wellness could have affected the sales of Fast Food Outlets.

⁶ Y-o-Y changes and changes since January 2021: Retail Sales Index (2017=100), At Current Prices, Monthly⁷ M-o-M changes since October 2023: Current Prices, Seasonally-Adjusted Basis

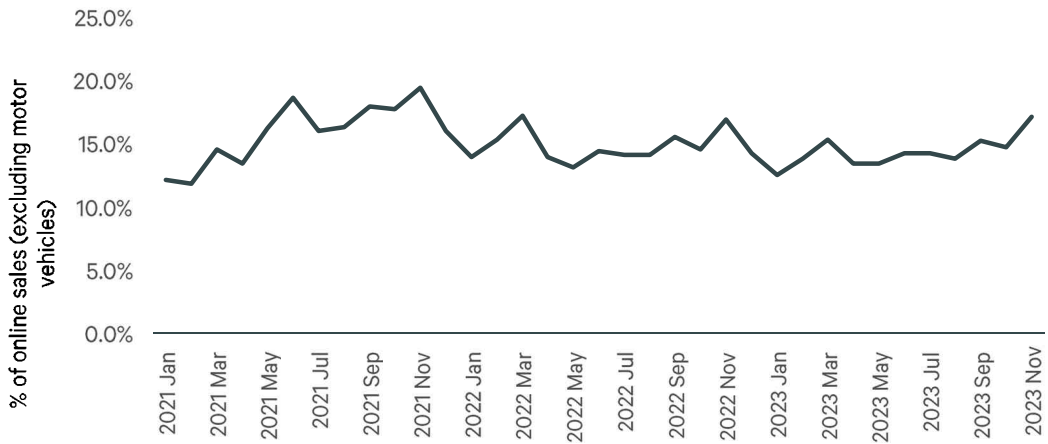
Table 2: Food & Beverage Services Index (November 2023)^{8,9}

	2023 Nov	Month-on-Month Change from Oct 2023	Year-on-Year change from Nov 2022	Change from Jan 2021
Food Caterers	96.1	-2.6%	11.9%	241.9%
Cafes, Food Courts & Other Eating Places	116.9	-2.6%	3.0%	19.6%
Restaurants	91.6	2.6%	-1.1%	13.7%
Fast Food Outlets	134.6	-4.0%	-2.5%	15.4%
Total	106.4	-1.0%	1.4%	24.9%

Source: Department of Statistics Singapore
 Note: As at January 2024

As of November 2023, online retail sales (excluding motor vehicles) comprised approximately 17.1% of all retail sales. The annual average online sales YTD 2023 stood at approximately 14.3%. While this represents a decline from the peak during COVID-19 (26.3% in May 2020), and it is lower than the annual average of 2021 (15.8%), it remains stable and relatively higher than the average online retail sales pre-pandemic in 2019 at approximately 6.8%.

Chart 1: Online Sales Proportion of Total Retail Sales (excluding motor vehicles)



Source: Department of Statistics Singapore
 Note: As at January 2024

⁸ Y-o-Y changes and changes since January 2021 Food & Beverage Services Index, (2017 = 100), At Current Prices
⁹ M-o-M changes since October 2023: Current Prices, Seasonally-Adjusted Basis

Going forward, CBRE Research forecasts the online penetration rate to increase to 21.7% by 2026, supported by the continued growth in debit and credit card use via the adoption of digital wallets, as well as the vibrant e-commerce system.

However, brick-and-mortar sales will continue to contribute to the majority of retail sales. Meanwhile, more retailers are adopting omni-channel business model. With the increase of click-and-collect services among retailers, physical retail spaces can also play a logistical function. For instance, to provide convenience for retailers and shoppers, Ninja Van has partnered with over 800 businesses for courier pickup and drop-offs (PUDO) services at Ninja Points located at partnered outlets. Suburban malls located close to residential areas and transport nodes are well positioned to offer these last-mile delivery and click-and-collect services.

The suburban retail market will remain resilient in the post pandemic era. Capitalising on the convenience of being within proximity to transport nodes and residential catchments, suburban retail malls, with heavy emphasis on necessity and discretionary retail, will continue to enjoy a steady level of footfall. Moving into 2024, suburban retail malls will continue to attract well positioned retailers and local businesses, adopt multi-use concepts and see an increased prevalence of omni-channel strategies.

The primary demand drivers for suburban retail space will come from businesses that are well positioned for the mall's main catchment. Aligning the goods and services to the demand of the mall's catchment market has shown great success for those who opted to expand into the suburban market. For example, international fashion brand Uniqlo has expanded to 29 stores in Singapore, from prime retail districts to suburban malls such as Sengkang Grand Mall and NEX. The key to Uniqlo's success lies in their ability to refresh their offerings, omni-channel strategies, adapt to shopping patterns and achieve an optimal balance of quality and price.

Some local entrepreneurs have also sought to increase their presence with physical stores, after finding success via e-commerce. For example, fashion retailer Love Bonito opened their first store in Singapore in 2017 at Orchard. In addition to their outlets in the central areas, they have also expanded to suburban locations such as Jurong East and Punggol to widen their customers reach.

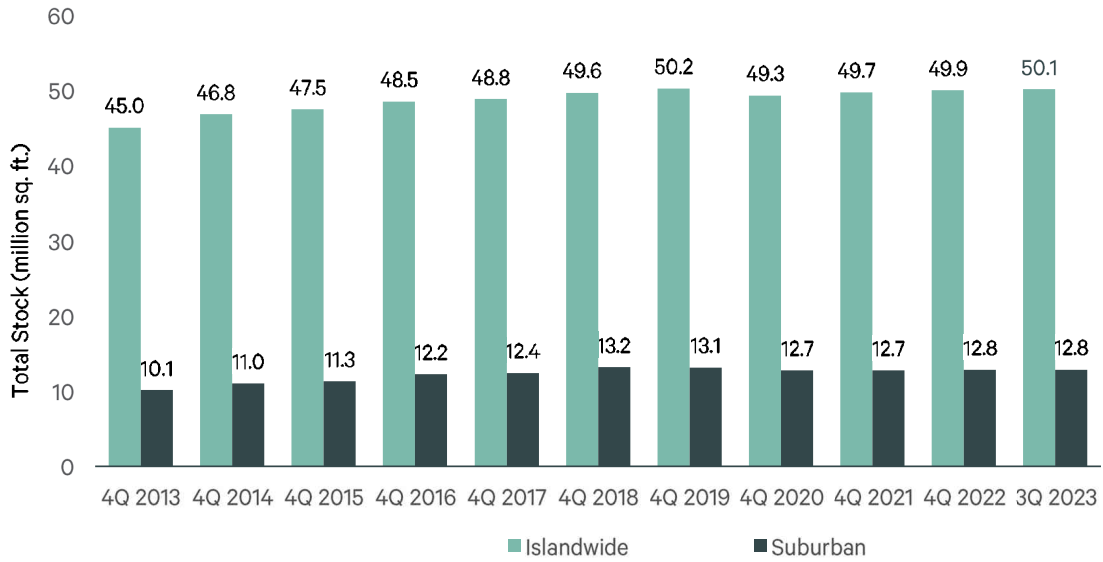
Increasingly innovative and new multi-use concepts have emerged in suburban malls. For instance, supermarkets, e.g. CS Fresh and Fairprice Finest have introduced small F&B counters within their retail spaces. Both Little Farm and Surrey Hills Grocers have introduced multi-use concepts with F&B and grocer shops, and expanded to the suburban malls.

Overall, with the everchanging retail trends, retailers and landlords have to stay updated to remain competitive within the space. Adoption of technology will aid in gathering data to enable customer analytics to better understand consumer preferences and optimise the tenant mix and store layouts. Major mall owners e.g. Capitaland and Frasers Property have introduced apps to connect with their customers. Staying ahead of the emerging trends will ensure steady footfall amidst the evolving landscape.

Retail Supply

As of 3Q 2023, total islandwide retail supply is 67.3 million sq. ft. While the stock has decreased by 0.4% q-o-q, it has increased by 0.7% y-o-y. This is largely contributed by the completion of Woodleigh Mall (208,000 sq. ft.), One Holland Village (116,400 sq. ft.) and Sengkang Grand Mall (109,000 sq. ft.). Overall, approximately 74.4% of total retail stock in Singapore is privately owned (50.1 million sq. ft.), of which 25.6% of the stock is under the suburban submarket. While the suburban market supply had experienced a contraction of 0.6% q-o-q, it experienced 1.2% higher growth compared to that in 2022.

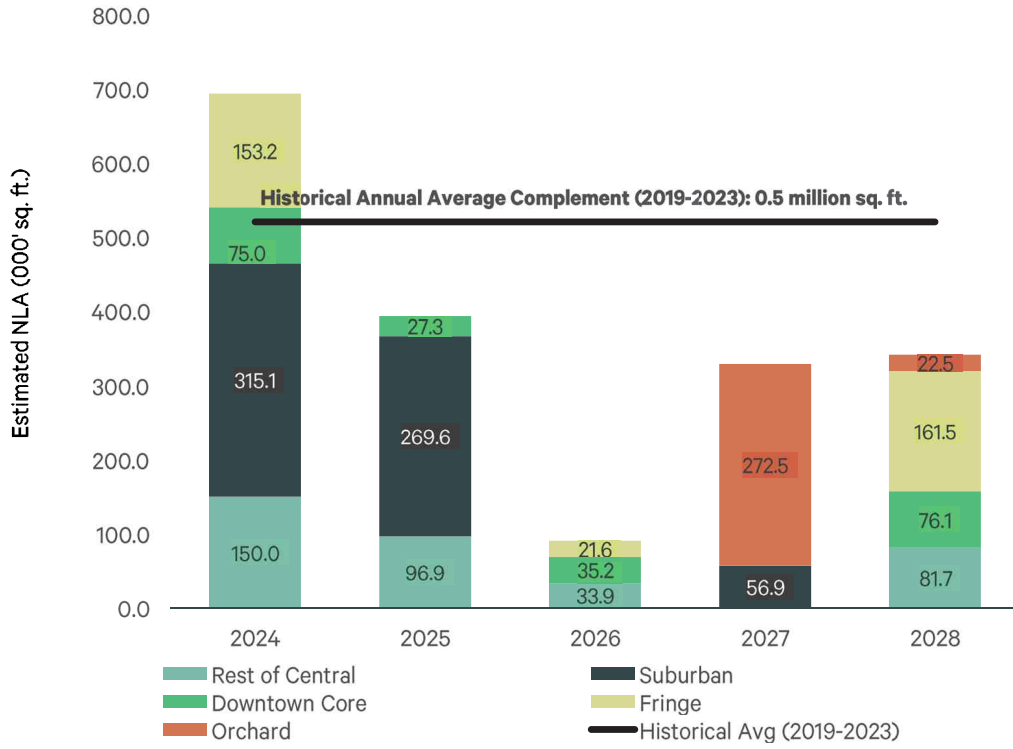
Chart 2: Total Private Stock (Islandwide vs Suburban)



Source: CBRE Research, URA
 Note: As at January 2024

Looking ahead, the private retail supply pipeline from 2024 to 2028 is estimated to be 1.8 million sq. ft. This brings the annual average between 2024 and 2028 to be approximately 370,000 sq. ft., which is about 26% lower than the historical annual average completion (2019-2023) of 0.5 million sq. ft. Significant future completions in the suburban market include the Pasir Ris Mall (283,000 sq. ft.) in 2024, and the retail component of Punggol Digital District (185,000 sq. ft.) in 2025. The limited upcoming retail supply will likely support the sustained growth of the overall retail market.

Chart 3: Upcoming Major Supply (2024 – 2028)



Source: CBRE Research
 Note: As at January 2024

Table 3: Upcoming Major Supply*

	2024: (0.7 million sq. ft.)	2025: (0.4 million sq. ft.)	2026: (0.1 million sq. ft.)	2027: (0.3 million sq. ft.)	2028: (0.3 million sq. ft.)
Orchard Road	o N.A.	o N.A.	o N.A.	o Forum the Shopping Mall, voco Orchard Singapore and HPL House redevelopment: 216,500 sq. ft. o Far East Shopping Centre: 56,000 sq. ft. o	o Comcentre: 22,500 sq. ft.
Downtown Core	o Guoco Midtown II: 20,000 sq. ft. o IOI Central Boulevard Towers: 30,000 sq. ft. o Odeon Towers (A/A): 25,000 sq. ft. o	o Keppel South Central: 27,300 sq. ft.	o TMW Maxwell: 35,200 sq. ft.	o	o Clifford Centre: 21,800 sq. ft. o The Skywaters (AXA Tower Redevelopment): 54,300 sq. ft.
Rest of Central Region	o 46 & 58 Kim Yam Road: 150,000 sq. ft.	o Canning Hill Square: 96,900 sq. ft.	o Central Mall/Central Square: 33,900 sq. ft.	o N.A.	o Peace Centre: 81,700 sq. ft.
Fringe	o Marine Parade Underground Mall: 99,800 sq. ft. o Labrador Tower: 28,300 sq. ft. o The Linq: 25,100 sq. ft.	o N.A.	o Piccadilly Grand/Galleria: 21,600 sq. ft.	o N.A.	o Bukit V: 161,500 sq. ft.
Suburban	o Dairy Farm Mall: 32,300 sq. ft. o Paris Ris Mall: 282,800 sq. ft.	o Punggol Digital District: 185,000 sq. ft. o Lantor Modern: 64,600 sq. ft. o West Mall: 20,000 sq. ft.	o N.A.	o Chill@Chong Pang: 56,900 sq. ft.	o N.A.

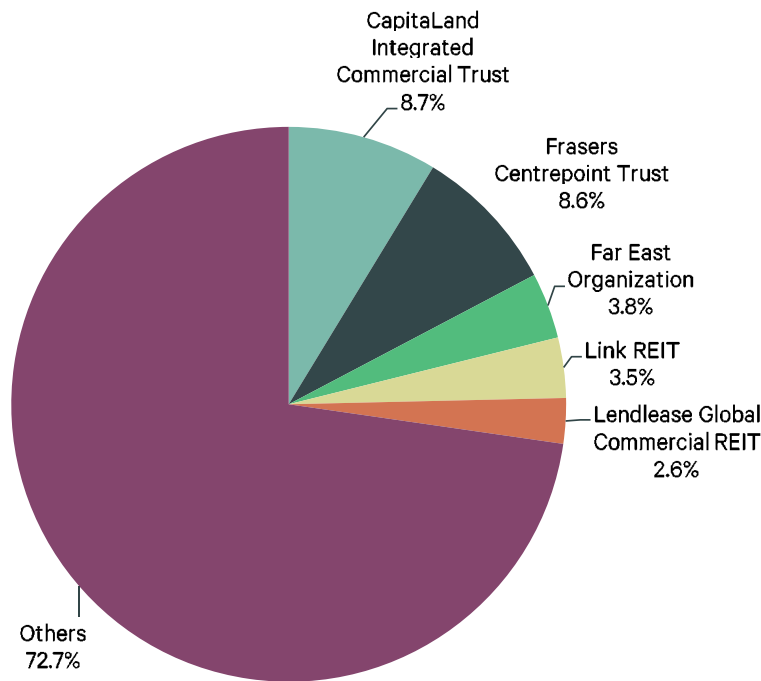
Source: CBRE Research

Note: As at January 2024

The top 5 owners by NLA hold approximately 27.3% of the total private retail floorspace outside the central area. CapitalLand Integrated Commercial Trust and Frasers Centrepoint Trust (FCT)^{1c} are the largest two owners with 8.7% (2.1 million sq. ft.) and 8.6% (2.0 million sq. ft.) respectively. Rounding out the top 5, Far East Organization at 3.8%

(0.9 million sq. ft.), Link REIT at 3.5% (0.8 million sq. ft.) and Lendlease Global Commercial REIT at 2.6%¹¹ (0.6 million sq. ft.). If FCT has an increased pro-rata share of 50% in NEX, FCT would be the largest owner of retail malls outside the Central Area with 9.2% market share and approximately 2.2 million sq. ft. of retail space.

Chart 4: Owners of Retail Malls Outside the Central Area by Floorspace^{12,13}

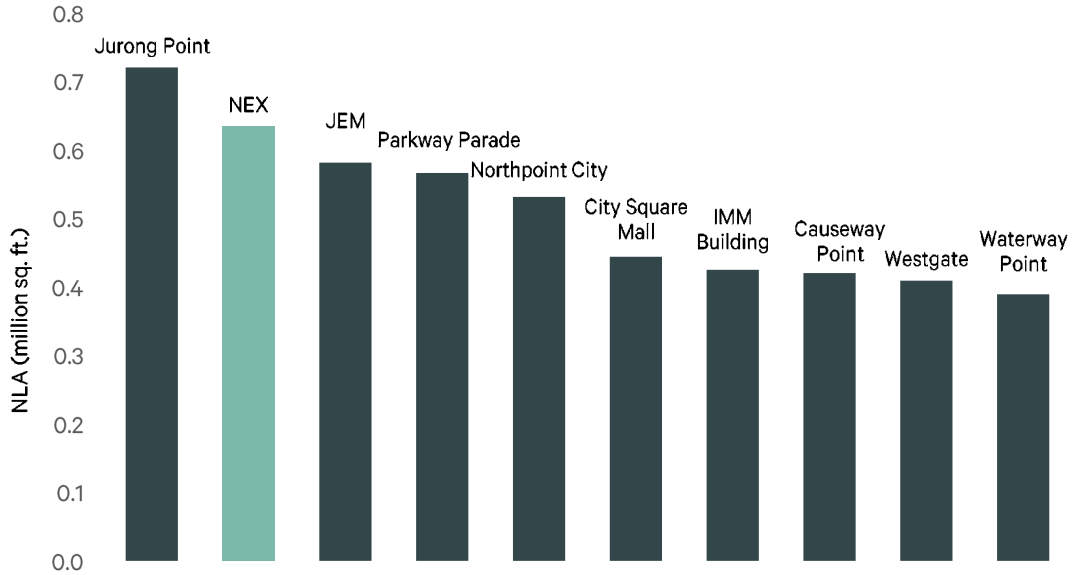


Source: CBRE
 Note: As at January 2024

Four of the top ten largest malls (by NLA) outside the Central Area are owned by FCT (NEX, Northpoint City, Causeway Point and Waterway Point). With NLA of 634,600 sq. ft., NEX is the second largest suburban mall in Singapore, as well as the largest suburban mall in the Northeast of Singapore.

¹¹ The ownership of strata retail spaces across strata shopping malls and HDB estates have been excluded in this total.
¹² The list includes private retail spaces that are located in the Rest of Central Region and Outside Central Region, but excludes the following malls: Jewel Changi, Changi Airport retail space, Vivocity, Harbourfront Centre, Quayside Isle and Mess Hall @ Sentosa.
¹³ The ownership of strata retail spaces across shopping malls and HDB estates that Mercatus Co-operative Ltd owns have been excluded in this total.

Chart 5: Top 10 Retail Malls Outside the Central Area



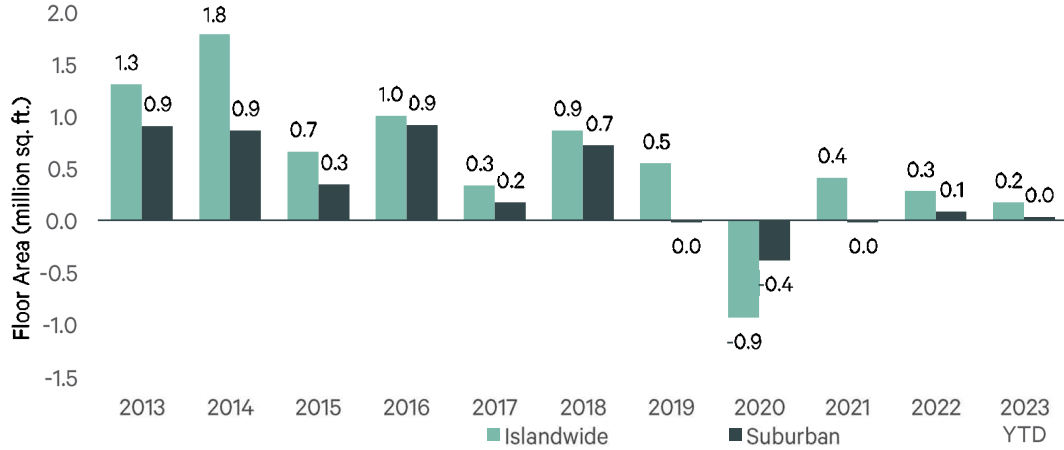
Source: CBRE
 Note: As at January 2024

Demand and Vacancy

Historically, before COVID-19 (2013 – 2019), the cumulative suburban net supply and net absorptions have accounted for about 60% and 70% of the Private Islandwide net supply and net absorption respectively. Market activity post pandemic had significantly moderated with lower levels of net absorption and net supply. Despite lower net absorption and net supply, the occupancy rates for suburban retail malls have remained significantly higher than the overall private retail market. Moving forward, CBRE expects that suburban retail malls to continue to remain resilient.

In YTD 2023, private islandwide retail net supply has increased by 172,000 sq. ft. while private suburban retail net supply increased marginally by 32,000 sq. ft., a decrease of 38.5% and 62.5% respectively compared to 2022. This is due to fewer completions during the period.

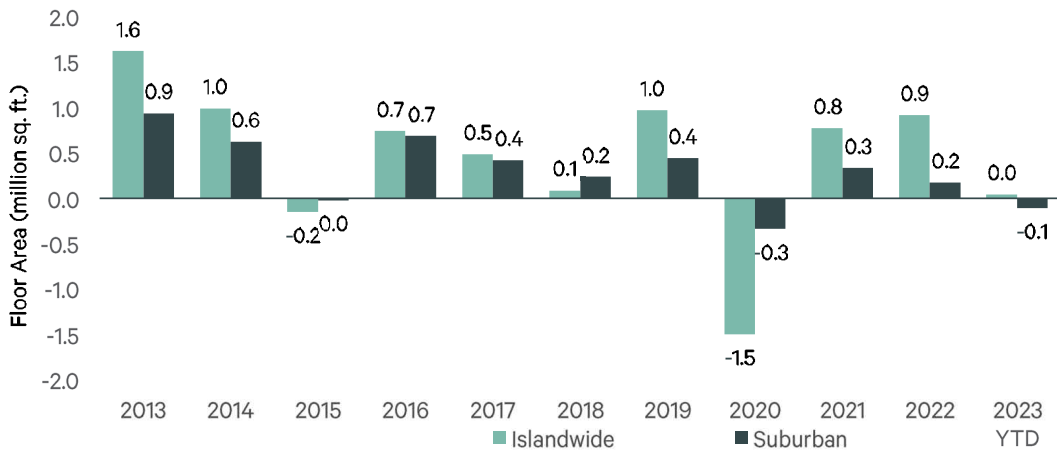
Chart 6: Private Retail Net Supply (Islandwide vs Suburban)



Source: CBRE Research, 3Q 2023, URA
 Note: As at January 2024

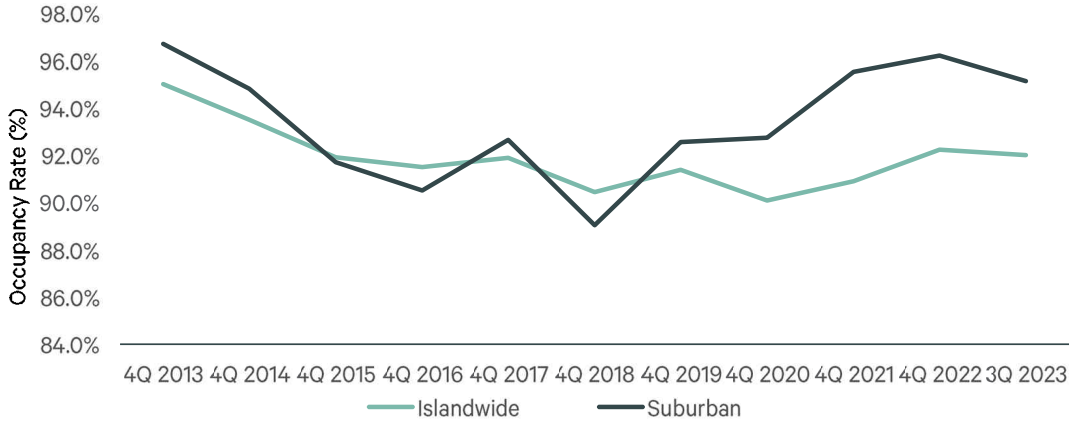
Private islandwide retail experienced a positive net absorption of 43,000 sq. ft. in YTD 2023, while suburban spaces experienced a negative net absorption of 108,000 sq. ft. in YTD 2023, largely due to the redevelopment of JCube (210,000 sq. ft.) which began in August 2023. In all, the occupancy rates for private retail and suburban spaces have decreased by 0.2 percentage point and 0.9 percentage points to 92.0% and 95.1% between 4Q 2022 and 3Q 2023 respectively. Despite the higher negative net absorption in the suburban market in YTD 2023, the occupancy rates remained significantly higher compared to that of the overall private retail market, indicating resilience of the submarket.

Chart 7: Private Retail Net Absorption (Islandwide vs suburban)



Source: CBRE Research, 3Q 2023, URA
 Note: As at January 2024

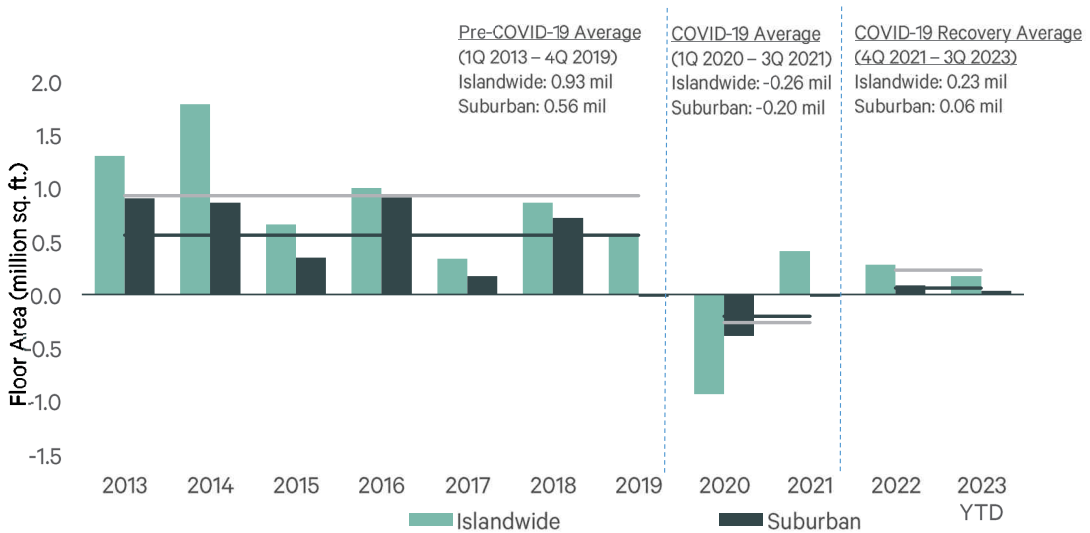
Chart 8: Private Retail Occupancy Rate (Islandwide vs Suburban)



Source: CBRE Research, 3Q 2023, URA
 Note: As at January 2024

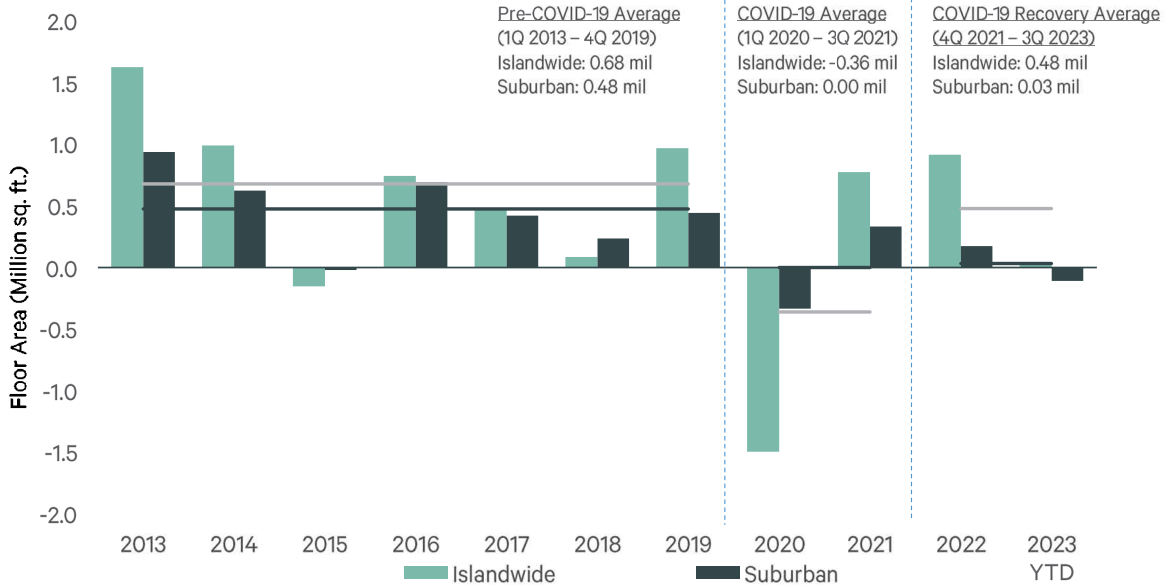
While the suburban annual average net supply (59,200 sq. ft.) and average annual net demand (32,300 sq. ft.) between 4Q 2021 and 3Q 2023 have each remained one-tenth lower than the pre-COVID-19 averages respectively, the suburban market has seen relatively more activity in comparison to the period between 2020 and 2021, which was dominated by safe distancing measures, including the Circuit Breaker between April 2020 and June 2020.

Chart 9: Private Retail Net Supply (Islandwide vs Suburban) – Market Cycles



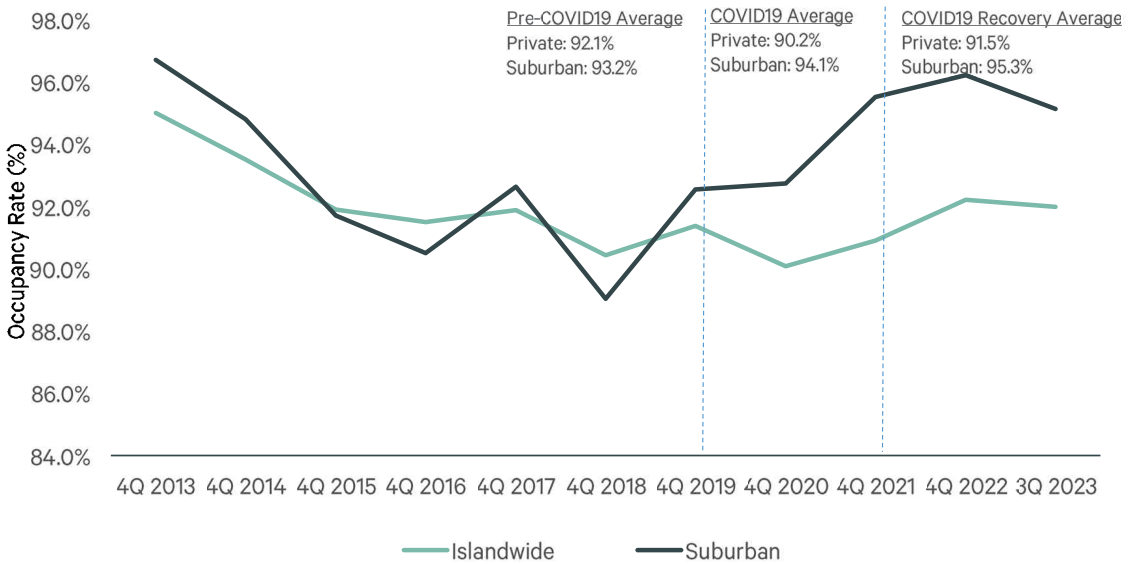
Source: CBRE Research, 3Q 2023, URA
 Note: As at January 2024

Chart 10: Private Retail Net Absorption (Islandwide vs Suburban) – Market Cycles



Source: CBRE Research, 3Q 2023, URA
 Note: As at January 2024

Chart 11: Private Retail Occupancy Rate (Islandwide vs Suburban) – Market Cycles



Source: CBRE Research, 3Q 2023, URA
 Note: As at January 2024

Rental Values

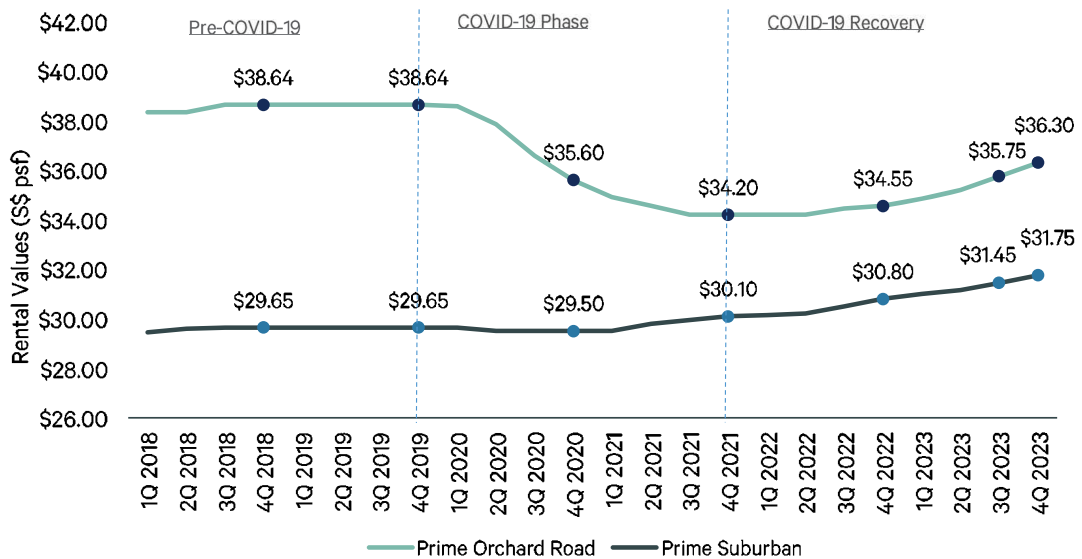
Between 1Q 2018 and 4Q 2019, prime rents in the suburban market and Orchard Road remained relatively stable, with an increase of only 0.7% and 0.8% to \$38.64 psf/month and \$29.65 psf/month respectively.

However, the pandemic impacted tourism and discretionary spending, contributing to a decrease in rents by 11.4% to \$34.20 psf/month in Orchard Road. On the other hand, supported by non-discretionary spending and the increased adoption of work-from-home (WFH) arrangements, suburban market saw rents increased by 1.5% to \$30.10 psf/month.

Since 1Q 2022, with tourism recovery and return-to-office trends, both Orchard Road and Prime Suburban Market saw rental increase. Orchard Road rents have risen by 6.1% to \$36.30 psf/month by 4Q 2023, representing an increase of 5.1% y-o-y and 1.5% q-o-q respectively. Prime suburban rents have also increased by 5.3% to \$31.75 psf/month between 1Q 2022 and 4Q 2023, representing an increase of 3.1% y-o-y and 1.0% q-o-q respectively. While the pace of rental growth has picked up in the Orchard Road market, the suburban market has remained resilient.

In the near term, retailers may continue to face challenges such as manpower shortage, competition from e-commerce and higher operating costs. Nonetheless, tourism recovery boosted by the strong pipeline of MICE events and sell-out concerts should support demand for prime retail spaces. Coupled with below-historical-average new retail supply in the next few years, CBRE Research expects overall retail rents to maintain its growth trajectory in 2024. Within the suburban submarket, retail spend on necessities and non-discretionary items will continue to support the resilience of the submarket.

Chart 12: Private Prime Retail Rents (Orchard Road vs Suburban)



Source: CBRE Research, 4Q 2023
 Note: As at January 2024

Location and Site Analysis of NEX

Location and Accessibility

NEX is located in the Northeast Region of Singapore. NEX is very well connected by public transport. It is directly connected to Serangoon MRT station, the interchange station between North East line (linking Punggol to Harbourfront) and the Circle Line (linking Dhoby Ghaut and Marina Bay to Harbourfront), as well as the bus interchange serving 11 bus services. The mall is served by major arterial roads such as Serangoon Central and Upper Serangoon Road, and is also easily accessible via The Central Expressway (CTE) and Kallang Paya Lebar Expressway (KPE). In terms of car parking provision, the mall has a multi-storey car park at Serangoon Ave 2, via Serangoon Link. Additional car park lots are available at the Public Carpark @ Serangoon and the multi-storey car park at Blk 264.

Accessibility to the mall will further be enhanced with the completion of the Cross Island Line, which will connect Aviation Park in the East to Jurong Lake District to the West. The Hougang station will become an interchange station for Cross Island Line and North East Line (NEL). Therefore, potential footfall could arrive from residents living within the vicinity of Tavistock, Serangoon North, and Defu MRT Stations, who could travel to Hougang Station and transfer to the NEL line to travel to Serangoon Station and directly to NEX. Phase One of Cross Island Line, which will include stops at Ang Mo Kio, Hougang and Serangoon North, is expected to complete in 2030.

Map 1: Public Transportation within NEX Trade Area and Surrounding Areas

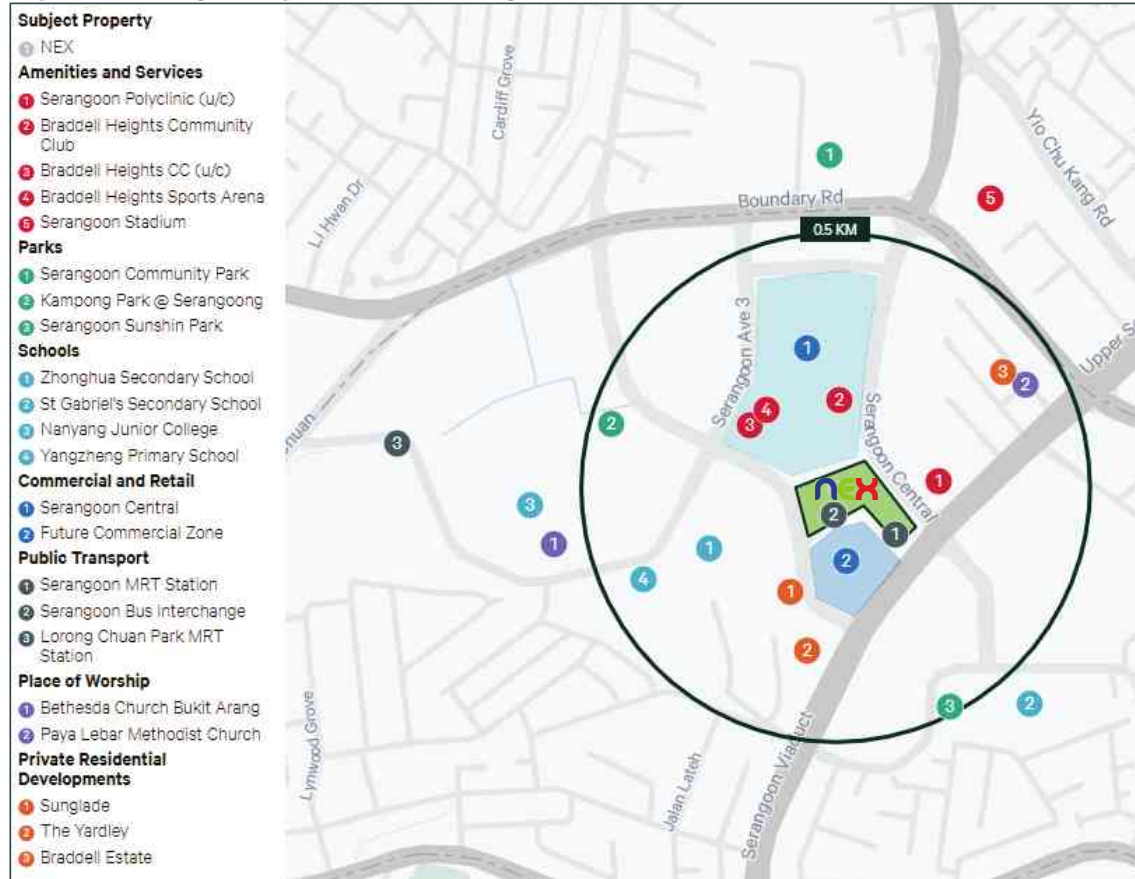


Source: CBRE Retail Analytics
 Note: As at January 2024

Surrounding Land Uses and Future URA Plans

NEX is located in the heart of Serangoon Central, within close proximity to key community facilities, including Braddell Heights Community Club, Braddell Heights Sports Arena, Braddell Heights CC (closed for renovation, scheduled to reopen in 2025) and the future Serangoon Polyclinic. There are three private residential developments within walking distance as well. These include Sunglade, The Yardley and Braddell Estate, a landed housing estate.

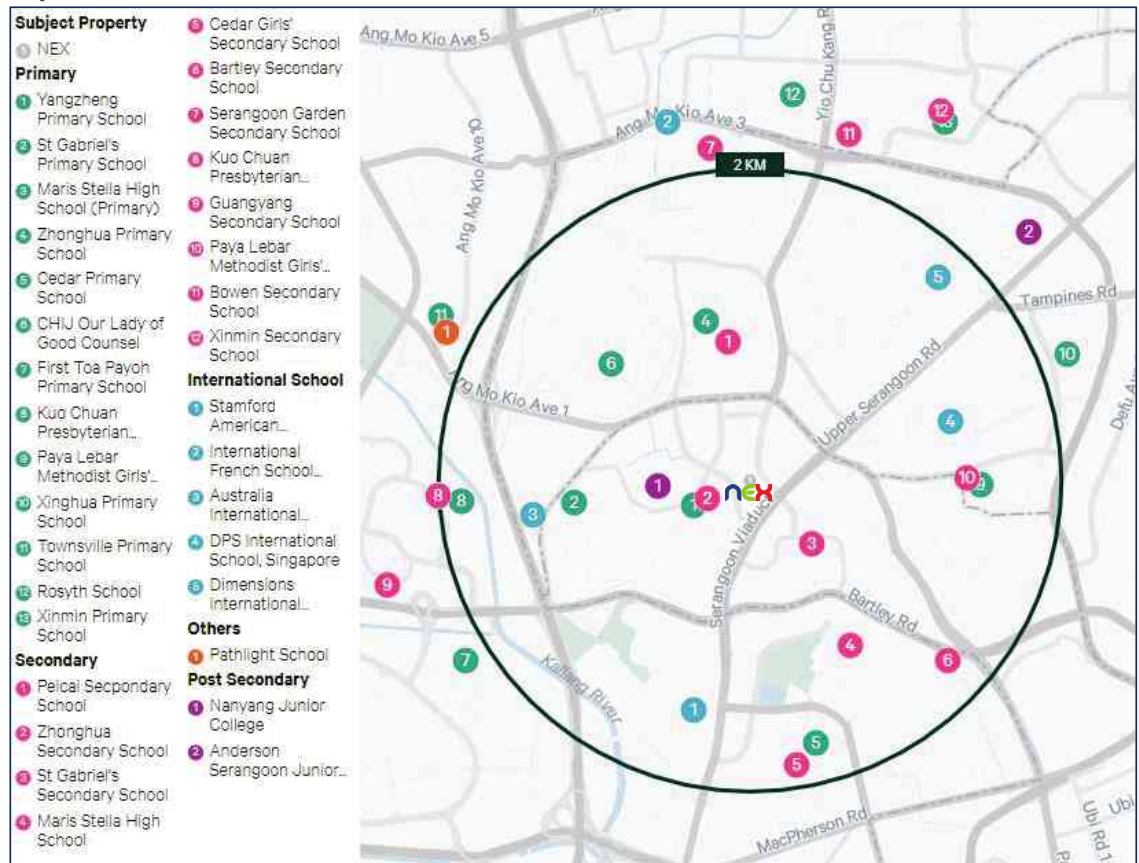
Map 2: Surrounding Developments within Walking Distance to NEX



Source: CBRE
 Note: As at January 2024

There are a number of schools within the 2-km catchment, including seven primary schools, eight secondary schools and one post-secondary school. Popular schools in the catchment area include Maris Stella High School, Cedar Girl's Secondary School and Rosyth School. Nanyang Junior College is within walking distance to NEX. In addition, there are four international schools, including Stamford American School and Australia International School within the vicinity. International French School Singapore is also not far away. Thus, the catchment area is popular with expatriate families, whose children are attending these international schools.

Map 3: Locations of Schools within 2-km Catchment Area



Source: CBRE

Note: As at January 2024

The Urban Redevelopment Authority (URA) has a long term vision to introduce more economic activities and mixed use developments into Serangoon Central. The site adjacent to NEX, which is currently an open field, has been zoned as Commercial Site with Plot Ratio 3.5 under the URA Master Plan. Allowable uses under Commercial zone include offices and mixed-use developments. Directly to the north of the site, bounded by Serangoon Central Drive and Serangoon Avenue, have also been zoned Commercial and Residential with plot ratio 3.5. These areas are intended for mixed commercial and residential developments, e.g. shopping centre/ hotel/ office and residential.

A new 14,500 sq. m. GFA polyclinic is currently under construction on a site opposite NEX. When completed in 2025, it will be the largest polyclinic (by floor area) in Singapore. In addition to the common services e.g. treatment for acute conditions, chronic disease management, childhood developmental assessment and immunisation, the polyclinic will also provide dietetics, psychology and diagnostic services. This will bring additional footfall to NEX.

Map 4:
Major Future Strategic Developments



Source: URA Note: As at January 2024
Note: As at January 2024

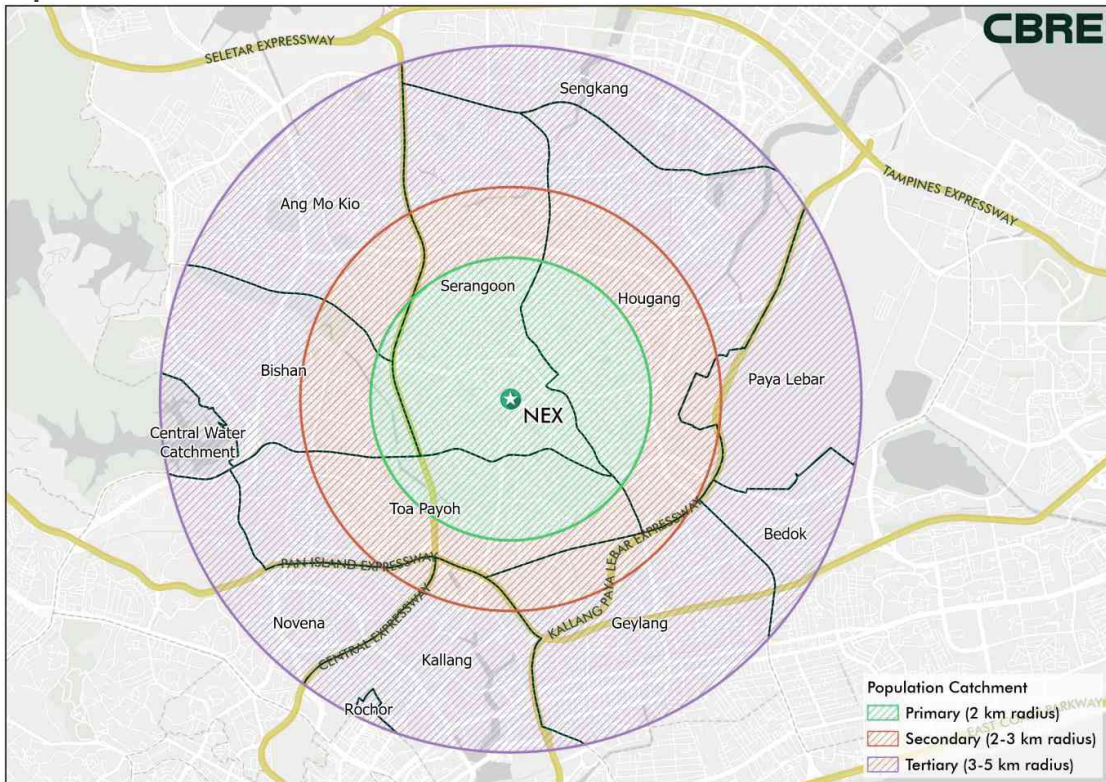
Trade Area Analysis

Resident Trade Area

CBRE has identified and segmented the population catchment area of NEX as: **Primary** (2 km radius), **Secondary** (2 – 3 km radius) and **Tertiary** (3 – 5 km radius).

Based on the catchment boundary, a total of 12 planning areas were identified and they mostly straddle across all trade areas. The more prominent planning areas in each trade area include Serangoon, Hougang and Toa Payoh in the Primary Catchment; Toa Payoh, Bishan, Serangoon and Hougang in the Secondary area, and Paya Lebar, Bedok, Geylang, Kallang, Novena, Bishan, Ang Mo Kio, Sengkang and Rochor in the Tertiary catchment area.

Map 5: Trade Area of NEX

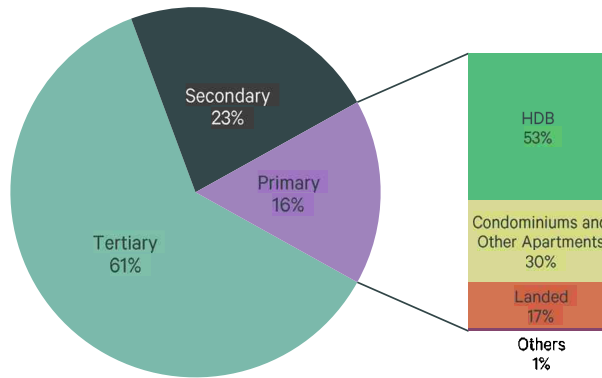


Source: CBRE Retail Analytics
 Note: As at January 2024

NEX’s catchment areas include both landed and non-landed residential developments, as well as public housing. It is estimated that there are some 409,000 dwelling units within the 5-km tertiary catchment area. Of this, some 63,500 housing units (15.5% of total catchment) are within the 2-km primary catchment. This includes an estimated 10,700 (16.9%) landed houses in subzones e.g. Serangoon Garden, Lorong Chuan, Upper Paya Lebar and Woodleigh, and another 19,000 (30.0%) in private condominiums units and other apartments.

Chart 13: Number of Dwellings

Total Number of Dwellings: 409,000 units



Source: CBRE, Singstat
 Note: As at January 2024

A total of 26,200 new dwelling units will be completed in the next five years. 25% of this will be in the primary catchment area. This includes 5,300 public housing units and 1,200 private residential units.

Based on the Singapore average household size of 3.05 (2022), this will potentially increase the population in the Primary Trade Area by potentially 19,800 people, which represents a potential growth of 8.1%, as well as a potential growth of 79,900 people, or 5.7% across the Total Trade Area over the next five years.

Table 4: Future Residential Supply in Trade Area (Number of Units)

Catchment Area	Primary	Secondary	Tertiary	Total
HDB BTO	5,300	4,600	11,300	21,200
Private Residential	1,200	100	3,700	5,000
Total	6,500	4,700	15,000	26,200

Source: URA, HDB, CBRE
 Note: As at January 2024

Trade Area Population

The table below shows the population profile of each trade area.

Table 5: Population and Purchasing Power of Singapore and NEX's Trade Area (2022)

Trade Area	Population*	Population Density / sq. km.*	Purchasing Power Per Capita ** (SGD)	F&B Spend Per Capita (SGD)	Catering Spend Per Capita (SGD)	Non-F&B Spend Per Capita (SGD)
National Level***	5,538,300	7,500	\$ 40,196	\$ 2,591	\$ 3,125	\$ 7,082
Primary	244,100	19,400	\$ 41,752	\$ 2,625	\$ 3,219	\$ 7,266
Secondary	309,000	19,700	\$ 40,007	\$ 2,612	\$ 3,158	\$ 7,156
Tertiary	841,900	16,700	\$ 40,673	\$ 2,655	\$ 3,212	\$ 7,269
Primary + Secondary	553,100	19,600	\$ 40,777	\$ 2,618	\$ 3,185	\$ 7,204
Primary + Secondary + Tertiary	1,396,000	17,800	\$ 40,714	\$ 2,641	\$ 3,201	\$ 7,243
Range**** (Compared against National)	-	-	1.3% - 3.4%	1.0% - 1.9%	1.9% - 3.0%	1.7% - 2.6%

Source: CBRE Retail Analytics

Note: As at January 2024

*Figures rounded to the nearest hundred

**At Planning Level

***The population has grown by 5.0% to 5.9 million in 2023, representing a population density of 8,060 / sq. km.

****Based on combined trade area

Based on the table above, Purchasing Power Per Capita is highest for the Primary Trade Area, followed by the Secondary Trade Area and lastly the Tertiary Trade Area.

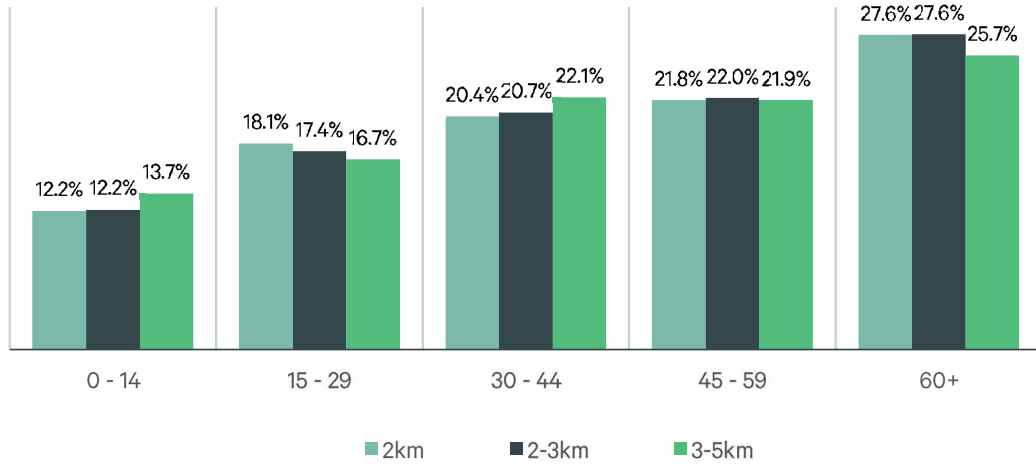
According to SingStat Data, the Monthly Household Income from Work Per Household Member (excluding employer CPF contributions) is \$3,287 in 2022. Notably, approximately 20% of Singapore's households earn between \$2,500 - \$3,999, which is rather sizable and forms part of the middle income.

The national average for purchasing power per capita is around \$3,350 per month and around \$3,393-\$3,464 per month for NEX's trade area. While residents in the mall's trade area has a relatively higher level of affluence, which averages approximately 1% - 3% higher than the national average, it is likely that the residents in the trade area as a whole are largely within the middle class, albeit on the higher end of the spectrum.

The total trade area, which has a population density of approximately 17,800/sq. km., has more than twice the average population density of Singapore, which stood at 7,500/sq. km. in 2022, and at 8,060/sq. km. in 2023, based on the population of 5.9 million. NEX also has a larger 3km radius catchment population of at least about 50% larger than other regional malls outside the Central Area.

A further breakdown by age groups for the catchment population area for NEX is shown in the chart below.

Chart 14: Population Catchment for NEX (2022)



Source: CBRE Retail Analytics
 Note: As at January 2024

Across all the primary, secondary and tertiary trade areas, the largest proportion of the catchment population falls under the age group of 60 years and above (27.6%, 27.6% and 25.7% respectively). This is followed by age groups 45 to 59 years old and 30 to 44 years old for both in the primary and secondary trade area.

For the tertiary trade area, the 2nd largest proportion of catchment population are 30 to 44 years old (22.1%) followed by 45 to 49 years old (21.9%).

Generally, different age group displays different purchasing power and spending habits. For instance, those between 15-29 may not have as high spending power as those in their 30 to 44 or 45-59; the latter may also value quality over value. Malls are typically positioned based on their target market which needs to consider age profile as well as other attributes including income, accumulated wealth and education level as these will also impact purchasing propensity and spending habits.

Property Overview of NEX

Description of Mall Layout

NEX is a multi-storey mall with two basement and four upper levels, and a rooftop level. Due to the undulating nature of the site, the mall enjoys multiple entry points at different levels. In total, the mall can be accessed from four different locations, including directly from the MRT station, as well as from the street levels at Serangoon Central and Upper Serangoon Road. There are also direct connections from the multi-storey car park at Blk 264 and pedestrian bridge from Blk 201 across Serangoon Central. The car park levels are linked to Levels 1-4 of the mall.

The mall has a “L-shaped” layout. There is a good mix of anchor and mini-anchor tenants, as well as other retail/ F&B outlets located on all levels and both wings of the mall. The levels are well connected by multiple escalators and lifts. The mall’s atrium design allows shoppers to see the other areas of the mall. This helps to distribute the shoppers across all levels and ensure vibrancy on all levels.

In addition to shops and F&B outlets, the Serangoon Public Library is located within the mall. Located on Level 4R (the rooftop level), it shares the same level with the KidzPlay/ Sky Garden area, as well as a number of tuition and enrichment centres. The KidzPlay area is mainly a water play park. Amenities like washrooms and changing facilities are also nearby. It is very popular with families with young children. It is also common to see students and other patrons spending time socialising at the Sky Garden and areas near the library.

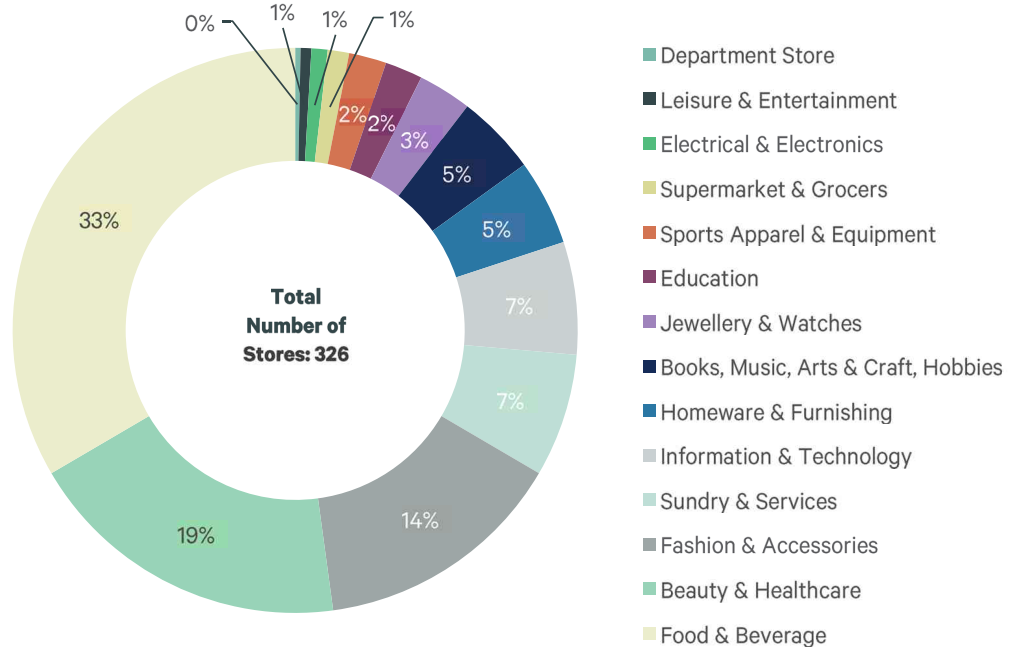
Picture 1:
KidzPlay at L4R



Tenant Mix

NEX’s largest category of trade (in terms of store count) is F&B. Out of the 326 stores, some 33% is F&B, including restaurants, cafes, takeaways and food courts. This is followed by Beauty & Healthcare (19%), Fashion & Accessories (14%), Sundry & Services (7%) and Information and Technology (7%). There are also shops under the department store, hyper/supermarket. This includes Isetan Department Store, Cold Storage, FairPrice Xtra, Scarlett Supermarket and Yue Hwa Chinese Products.

Chart 15: Breakdown of Retail Trade Mix at NEX (by number of shops)



Source: Frasers Centrepoint Trust, CBRE
 Note: As at January 2024

Anchor / Mini-Anchor / Specialties

Anchor tenants at NEX include department store ISETAN, one of the three in Singapore. There are two supermarkets, FairPrice Xtra and Cold Storage, and both operate for 24 hours. In terms of retail anchor tenants, there are H&M, Uniqlo, Cotton On, Challenger, Courts and Popular. There is also a cinema operated by Shaw Theatres. Two food courts, Food Junction and Food Republic, are located on Level 4 and Basement 2 respectively.

One of the unique shops in NEX is The Pet Safari, a multi-concept retail outlet with grooming services. They also have a pet bakery where pet friendly baked goods are prepared freshly onsite. Although pets are not allowed in other areas of the mall, there are two designated lifts providing convenience for pet owners bringing their pets to The Pet Safari on L4/L4R.

New International Tenants

NEX has been successful in attracting a number of new international tenants to expand their branches within the mall. Some of the more recent openings include DUOZOULU and Tim Hortons, which is their first in a suburban mall in Singapore.

Lease Expiry Profile

About 91% of leases (by leased area) in NEX are due for renewal in the next four years. This totals about 323 leases. While we envisage many of the existing leases will be renewed, there is opportunity for the mall to introduce new retail concepts and tenants to refresh the mall offerings, and to better cater to the shoppers demand.

Review of Retail Competition

Existing Competition in Trade Area

There is around a total of 5.0 million sq. ft. of retail spaces in the 2, 3 and 5-km catchment area of NEX. This translates to about 3.6 sq. ft. of retail space per capita, which is smaller than nationwide average of 11.4 sq. ft. per capita for islandwide retail (public and private) and 8.5 sq. ft. per capita for private retail. The catchment areas of NEX is characterised by the many smaller neighbourhood shopping centres (<200,000 sq. ft.). NEX (>600,000 sq. ft.) is the largest and only Regional Mall¹⁴ in the primary catchment area. The recently opened The Woodleigh Mall (~210,000 sq. ft.) is the second largest mall in the primary catchment area. Located only one MRT station away along the NEL from NEX, and along the same main road, The Woodleigh Mall can be considered the main competitor to NEX.

The primary catchment is also served by a number of neighbourhood shopping centres. These shopping centres are mainly located within residential area, with retail offerings limited to convenience and discretionary items, as well as services e.g. beauty, medical and banks. The nearest neighbourhood shopping centres to NEX include Sengkang Grand Mall, MyVillage, Heartland Mall and Stars of Kovan. The estimated retail space per capita in the primary area is only 4.6 sq. ft. per resident.

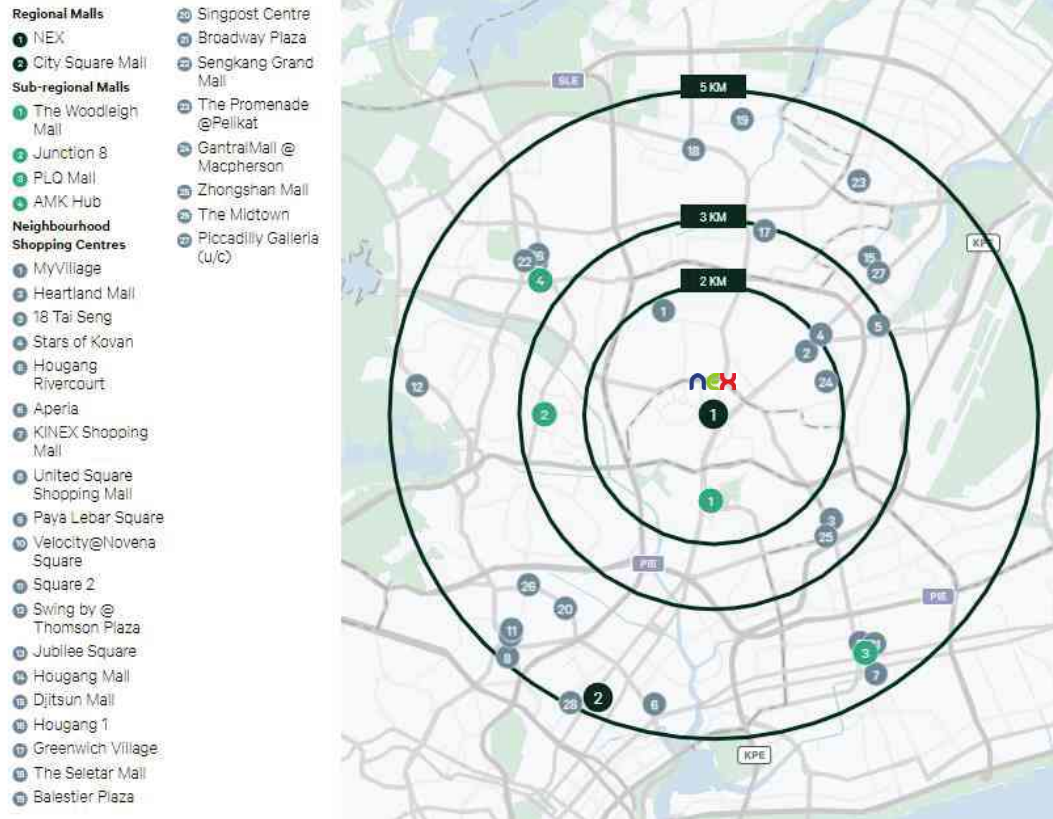
Junction 8 located at Bishan is another sub-regional mall that is within the secondary catchment area of NEX and is located two MRT stations from NEX along the Circle Line. Junction 8 was the largest mall in the trade area before NEX opened in 2010. While the variety of offerings at Junction 8 is similar to NEX, which include anchor tenants e.g. department store, cinema and supermarket, and other specialty stores, there is a larger variety in NEX. Other neighbourhood centres within the secondary catchment include Hougang Rivercourt and 18 Tai Seng.

AMK Hub is a notable 320,000 sq. ft. NLA sub-regional mall located within tertiary catchment area of NEX, within Ang Mo Kio. The mall was opened in 2007 and also serves as an integrated hub, as it is directly served by the Ang Mo Kio Bus Interchange and connected to the MRT station. Key tenants in the mall include a supermarket, cinema and a food court. About 43% of the stores¹⁵ is F&B while another 31% is beauty, wellness and services.

Another significantly sized mall within the tertiary catchment area is City Square Mall. With 450,000 sq. ft. NLA, it is the second largest mall by size in the 5-km catchment area of NEX. It is located along the North East MRT line and it is four MRT stations away from NEX. Similar to NEX, City Square Mall offers variety of retail and F&B options. There is also a cinema, as well as two indoor playgrounds. However, it is located within the Central Region and serves a largely different catchment population.

¹⁴ Based on ICSC's APAC Shopping Centre Classification.
¹⁵ By number of stores.

Map 7: Shopping Centres within Catchment Area of NEX



Source: CBRE

Note: As at January 2024

Remarks:

Types of malls are defined according to the International Council of Shopping Centre, APAC Shopping Centre Classifications:

- **Regional Malls:** NLA 500,000 – 800,000 sq. ft.; General merchandise and/ or fashion-oriented offerings. Main focus is on non-discretionary retail and entertainment/ leisure. Draws from a broad catchment.
- **Sub-Regional Malls:** NLA 200,000 – 500,000 sq. ft.; General merchandise and/or convenience-oriented offerings. Wider range of apparel and other discretionary products, as well as often non-discretionary food and groceries.
- **Neighbourhood Shopping Centres:** NLA <200,000 sq. ft.; Small, convenience-oriented centre with a heavy focus on food and groceries, and other non-discretionary products.

Summary of Competitor Malls within Trade Area of NEX

NEX		The Woodleigh Mall		Junction 8		AMK Hub		City Square Mall		PLO Mall	
Type of Mall	Regional	Sub-regional	Sub-regional	Sub-regional	Sub-regional	Sub-regional	Sub-regional	Regional	Regional	Sub-regional	Sub-regional
Catchment	Regional	Sub-regional	Sub-regional	Sub-regional	Sub-regional	Sub-regional	Sub-regional	Regional	Regional	Sub-regional	Sub-regional
NLA (sq. ft.)	640,000	210,000	250,000	320,000	320,000	320,000	450,000	450,000	450,000	340,000	340,000
Accessibility	Serangoon MRT (Interchange for NE Line and Circle Line) Serangoon Bus Interchange	Woodleigh MRT (NE Line)	Bishan MRT (Interchange for NS Line and Circle Line)	Ang Mo Kio MRT (NS Line) Ang Mo Kio Bus Interchange	Ang Mo Kio MRT (NS Line) Ang Mo Kio Bus Interchange	Ang Mo Kio MRT (NS Line) Ang Mo Kio Bus Interchange	Farrer MRT (NE Line)	Farrer MRT (NE Line)	Farrer MRT (NE Line)	Paya Lebar MRT (Interchange for EW Line and Circle Line)	Paya Lebar MRT (Interchange for EW Line and Circle Line)
Opening Year	2010	2023	1994	2007	2007	2007	2009	2009	2009	2019	2019
Number of Retail Levels	2 basement 4 upper levels 1 rooftop level	1 basement 2 upper levels	1 basement 5 upper levels	2 basement 4 upper levels	2 basement 4 upper levels	2 basement 4 upper levels	3 basements 9 upper levels	3 basements 9 upper levels	3 basements 9 upper levels	2 basements 5 upper levels	2 basements 5 upper levels
Selected Key Tenants	<ul style="list-style-type: none"> Challenger Cold Storage (24hrs) Cotton On Courts Daiso Fairprice Xtra (24hrs) Food Junction Food Republic H&M Isetan Popular Serangoon Public Library Shaw Theatres Uniqlo Virtual Land 	<ul style="list-style-type: none"> FairPrice Finest (24hrs) Food Republic Parkway MediCentre Popular 	<ul style="list-style-type: none"> Best Denki BHG Department Store FairPrice Finest Food Junction Golden Village 	<ul style="list-style-type: none"> Cathay Cineplex FairPrice Xtra (24 hrs) Kopitiam TIMEZONE 	<ul style="list-style-type: none"> Adidas Outlet Daiso Decathlon Food Republic Golden Village MST Golf Super Store NTUC Fairprice TIMEZONE Toys"R"us Uniqlo 	<ul style="list-style-type: none"> Don Don Donki FairPrice Finest H&M K.STAR Popular Scoop Wholefoods Shaw Theatres Starbucks Reserve Uniqlo 					

Source: CBRE, Various Malls
Note: As at January 2024

Future Competition in Trade Area

Between 2024 and 2028, a total of 1.8 million sq. ft. of retail space is expected to complete in Singapore. Only one mall, Piccadilly Galleria, part of a mixed residential/ commercial development located at Farrer Park, is within the tertiary catchment area. However, it is only 26,000 sq. ft. and within the Central Region and is therefore, not considered a competitor to NEX.

SWOT Analysis

<p>Strengths</p> <ul style="list-style-type: none"> • Large primary catchment population (>200,000). Primary catchment also has a relatively high purchasing power per capita. • Well connected to public transport and expressways. • The largest malls in the catchment area with diverse offerings. • Long trading periods and peak periods – the mall is almost always busy and crowded. 	<p>Weaknesses</p> <ul style="list-style-type: none"> • The connection within the mall to the car park can be confusing for some shoppers who are not familiar with the mall, due to the different levels and split level access. • The mall can get very busy over peak periods and thus affecting the shopping experience.
<p>Opportunities</p> <ul style="list-style-type: none"> • The increased in commercial and residential developments in the vicinity of NEX will increase the primary catchment population for the mall. • No major competition in the pipeline. • The upcoming lease renewals provide opportunities to refresh the mall offerings. 	<p>Threats</p> <ul style="list-style-type: none"> • New malls in the catchment area, e.g. The Woodleigh Mall and Sengkang Grand Mall. Although these malls are smaller in size, they serve the essential shopping needs of their primary catchment population. • The Cross Island Line could increase the convenience and present more retail options for the catchment in the northern part of the Secondary Trade Area, to Ang Mo Kio and malls located within one to two stops on the North South Line.

Implications for NEX

NEX serves a large catchment population with relatively high purchasing power. With no major pipeline supply located within the trade area, NEX will continue to be the largest Regional mall in the Trade Area over the next few years. While the recently opened malls in the trade area may attract some of the existing shoppers from NEX, and the upcoming completion of the Cross Island Line may present future shoppers with more options for malls to travel to, the variety of offerings, as well as the options of 24hr grocery shopping, coupled with the ample parking and convenient access via public transport, NEX is expected to continue to attract healthy shopper traffic. The opening of the new polyclinic will also bring additional footfall to the area. With majority of the leases due for renewal in the next few years, there is opportunity for NEX to refresh their offerings and introduce new concepts and brands into the mall. In the longer term, with the commercial sites developed, the immediate catchment for NEX will grow further.

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We draw your attention to a combination of global inflationary pressures (leading to higher interest rates) and signs of stress in some markets/sectors have significantly increased the potential for constrained credit markets, negative capital value movements and enhanced volatility in property markets over the short-to-medium term.

Experience has shown that consumer and investor behavior can quickly change during periods of such heightened volatility. Any investment or internal decision-making processes should reflect this heightened level of volatility and potential for deteriorating market conditions.

It is important to note that the conclusions set out in this report are valid as at the reported date only. Where appropriate, we recommend that market conditions are closely monitored, as we continue to track how markets respond to evolving events.

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

NOTICE OF EXTRAORDINARY GENERAL MEETING

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

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

RESOLVED that:

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

Frasers Centrepoint Asset Management Ltd.

(Company Registration No: 200601347G)

As manager of Frasers Centrepoint Trust

Catherine Yeo

Company Secretary

Singapore

4 March 2024

NOTES:

Format of Meeting

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

Appointment of Proxy(ies)

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

"Relevant Intermediary" means:

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

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

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

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

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

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

Submission of Questions

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

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

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

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

Access to Documents

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

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

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

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

PERSONAL DATA PRIVACY:

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

Important Notice

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

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

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

FRASERS CENTREPOINT TRUST
 (Constituted In The Republic Of Singapore
 Pursuant To A Trust Deed Dated 5 June 2006
 (As Amended, Restated And Supplemented))

**Proxy Form
 Extraordinary General Meeting**

IMPORTANT

1. The Extraordinary General Meeting (“EGM”) will be held, in a wholly physical format, at the Grand Ballroom, Level 2, InterContinental Singapore, 80 Middle Road, Singapore 188966 on Monday, 25 March 2024 at 10.00 a.m.. **There will be no option for Unitholders to participate virtually.**
2. Please read the notes overleaf which contain instructions on, inter alia, the appointment of a proxy(ies).
3. This Proxy Form is not valid for use by CPF and SRS investors and shall be ineffective for all intents and purposes if used or is purported to be used by them.
4. CPF and SRS investors:
 - (a) may vote at the EGM if they are appointed as proxies by their respective CPF Agent Banks or SRS Operators, and should contact their respective CPF Agent Banks or SRS Operators if they have any queries regarding their appointment as proxies; or
 - (b) may appoint the Chairman of the EGM as proxy to vote on their behalf at the EGM, in which case they should approach their respective CPF Agent Banks or SRS Operators to submit their votes by 5.00 p.m. on Wednesday, 13 March 2024, being seven business days before the date of the EGM.
5. By submitting an instrument appointing a proxy(ies) and/or representative(s), the Unitholder accepts and agrees to the personal data privacy terms set out in the Notice of EGM dated 4 March 2024.

I/We _____ (Name(s) and NRIC No./Passport No.)
 of _____ (Address)
 being a holder/s of units in Frasers Centrepoint Trust (“FCT”, and the units of FCT, the “Units”), hereby appoint:

Name	Address	NRIC/Passport Number	Proportion of Unitholdings (Note 2)	
			No. of Units	%

and/or (delete as appropriate)

Name	Address	NRIC/Passport Number	Proportion of Unitholdings (Note 2)	
			No. of Units	%

or failing the person, or either or both of the persons referred to above, the Chairman of the EGM as my/our proxy/proxies to attend and to vote for me/us on my/our behalf at the EGM of FCT to be convened and held at the Grand Ballroom, Level 2, InterContinental Singapore, 80 Middle Road, Singapore 188966 on Monday, 25 March 2024 at 10.00 a.m. and at any adjournment thereof. I/We direct my/our proxy/proxies to vote for or against, or to abstain from voting on, the resolution to be proposed at the EGM as indicated hereunder. If no specific direction as to voting is given, the proxy/proxies may vote or abstain from voting at his/her/their discretion, as he/she/they may on any other matter arising at the EGM (or any adjournment thereof). If no person is named in the above boxes, the Chairman of the EGM shall be my/our proxy/proxies to vote, for or against, or to abstain from voting on, the resolution to be proposed at the EGM for me/us and on my/our behalf at the EGM and at any adjournment thereof.

Resolution	No. of Votes For*	No. of Votes Against*	No. of Votes to Abstain*
ORDINARY BUSINESS			
To approve the proposed Transaction (Ordinary Resolution)			

* Voting will be conducted by poll. If you wish your proxy/proxies to exercise all your votes “For” or “Against” the resolution, please tick “J” within the relevant box provided. Alternatively, if you wish your proxy/proxies to exercise your votes for both “For” and “Against” the resolution, please indicate the number of Units in the boxes provided. If you wish your proxy/proxies to abstain from voting on the resolution, please tick “J” within the “Abstain” box provided. Alternatively, please indicate the number of Units that your proxy/proxies is/are directed to abstain from voting.

(delete as appropriate)

Dated ____ day of _____ 2024

Total No. of Units held (Note 1)

 Signature(s) of Unitholder(s)
 or Common Seal of Corporate Unitholder

Email Address of Unitholder(s) (optional): _____

IMPORTANT: PLEASE READ NOTES ON THE REVERSE SIDE

Notes:

- (1) A Unitholder should insert the total number of Units held. If the Unitholder has Units entered against the Unitholder's name in the Depository Register maintained by the Central Depository (Pte) Limited ("**CDP**"), the Unitholder should insert that number of Units. If the Unitholder has Units registered in the Unitholder's name in the Register of Unitholders of FCT, the Unitholder should insert that number of Units. If the Unitholder has Units entered against the Unitholder's name in the said Depository Register and registered in the Unitholder's name in the Register of Unitholders, the Unitholder should insert the aggregate number of Units. If no number is inserted, this Proxy Form will be deemed to relate to all the Units held by the Unitholder.
- (2) A Unitholder who is not a Relevant Intermediary entitled to attend and vote at the Extraordinary General Meeting is entitled to appoint not more than two proxies to attend and vote instead of the Unitholder. A proxy need not be a Unitholder. Where a Unitholder appoints more than one proxy, the appointments shall be invalid unless the Unitholder specifies the proportion of the Unitholder's holdings (expressed as a percentage of the whole) to be represented by each proxy.
- (3) A Unitholder who is a Relevant Intermediary entitled to attend and vote at the Extraordinary General Meeting is entitled to appoint more than two proxies to attend and vote instead of the Unitholder, but each proxy must be appointed to exercise the rights attached to a different Unit or Units held by such Unitholder. Where such Unitholder appoints more than two proxies, the appointments shall be invalid unless the Unitholder specifies the number of Units in relation to which each proxy has been appointed.

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 - (b) a person holding a capital markets services licence to provide custodial services for securities under the Securities and Futures Act 2001 of Singapore, and who holds Units in that capacity; or
 - (c) the Central Provident Fund Board ("**CPF Board**") established by the Central Provident Fund Act 1953 of Singapore, in respect of Units purchased under the subsidiary legislation made under that Act providing for the making of investments from the contributions and interest standing to the credit of members of the Central Provident Fund, if the CPF Board holds those Units in the capacity of an intermediary pursuant to or in accordance with that subsidiary legislation.
- (4) A proxy need not be a Unitholder. A Unitholder may choose to appoint the Chairman of the Extraordinary General Meeting as his/her/its proxy.

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**BUSINESS REPLY SERVICE
PERMIT NO. 09533**



The Company Secretary
Frasers Centrepoint Asset Management Ltd.
(as Manager of Frasers Centrepoint Trust)
c/o Boardroom Corporate & Advisory Services Pte. Ltd.
1 Harbourfront Avenue
#14-07 Keppel Bay Tower
Singapore 098632

Postage will
be paid by
addressee.
For posting in
Singapore only.

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- (5) This Proxy Form must be submitted to the Manager c/o the Unit Registrar, Boardroom Corporate & Advisory Services Pte. Ltd., in the following manner:
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- in either case, by 10.00 a.m. on Friday, 22 March 2024, being 72 hours before the time fixed for the Extraordinary General Meeting.

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

- (6) Completion and return of this Proxy Form shall not preclude a Unitholder from attending and voting at the Extraordinary General Meeting. Any appointment of a proxy or proxies shall be deemed to be revoked if a Unitholder attends the Extraordinary General Meeting in person, and in such event, the Manager reserves the right to refuse to admit any person or persons appointed under this Proxy Form, to the Extraordinary General Meeting.
- (7) This Proxy Form must be under the hand of the appointor or of his attorney duly authorised in writing. Where the Proxy Form is executed by a corporation, it must be executed either under its common seal or under the hand of its attorney or a duly authorised officer. A corporation which is a Unitholder may authorise by resolution of its directors or other governing body such person as it thinks fit to act as its representative at the Extraordinary General Meeting and the person so authorised shall upon production of a copy of such resolution certified by a director of the corporation to be a true copy, be entitled to exercise the powers on behalf of the corporation so represented as the corporation could exercise in person if it were an individual.
- (8) Where a Proxy Form is signed on behalf of the appointor by an attorney, the power of attorney or a duly certified copy thereof must (failing previous registration with the Manager) be lodged with the Proxy Form, failing which the Proxy Form may be treated as invalid.
- (9) The Manager shall be entitled to reject a Proxy Form which is incomplete, improperly completed or illegible or where the true intentions of the appointor are not ascertainable from the instructions of the appointor specified on and/or attached to the Proxy Form. In addition, in the case of Units entered in the Depository Register, the Manager may reject a Proxy Form if the Unitholder, being the appointor, is not shown to have Units entered against the Unitholder's name in the Depository Register as at 72 hours before the time appointed for holding the Extraordinary General Meeting, as certified by CDP to the Manager.

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FRASERS CENTREPOINT ASSET MANAGEMENT LTD.

As Manager of Frasers Centrepoint Trust
Company Registration Number: 200601347G

438 Alexandra Road
#21-00 Alexandra Point
Singapore 119958

Phone: +65 6276 4882
Fax: +65 6272 8776
Email: ir@fraserscentrepointtrust.com

www.frasersproperty.com/reits/fct