

Fraser's Property Limited

Incorporated in Singapore
Company Registration No. 196300440G

ANNOUNCEMENT PURSUANT TO RULE 706A OF THE LISTING MANUAL OF THE SINGAPORE EXCHANGE SECURITIES TRADING LIMITED

Pursuant to Rule 706A of the Listing Manual of the Singapore Exchange Securities Trading Limited (the "**Listing Manual**"), Fraser's Property Limited (the "**Company**" and together with its subsidiaries, the "**Fraser's Property Group**") wishes to announce the following acquisitions and divestments of shares, and incorporation of subsidiaries and associated company, in respect of the period reported on under Rule 705 of the Listing Manual, that is, in respect of the second half-year ended 30 September 2021:

1. COMPLETION OF DIVESTMENT OF BEIJING FRASER SUITES REAL ESTATE MANAGEMENT CO., LTD.

The Company refers to:

- (i) its announcement of 21 January 2021, where the Company announced that Excellent Esteem Limited (the "**FS Beijing Vendor**"), a wholly-owned subsidiary of the Company, had entered into a sale and purchase agreement (the "**FS Beijing SPA**") with 上海福庭企业管理有限公司 (the "**FS Beijing Purchaser**") for the sale of 100% of the equity capital (the "**Sale Equity Interests**") in Beijing Fraser Suites Real Estate Management Co., Ltd. (the "**FS Beijing Target**") to the FS Beijing Purchaser for a purchase price of RMB 1,605,857,120 (approximately S\$326 million¹) (the "**FS Beijing Purchase Price**"); and
- (ii) its announcement of 26 May 2021, where the Company announced that the transfer of the Sale Equity Interests from the FS Beijing Vendor to the FS Beijing Purchaser had been completed.

Prior to the divestment, the FS Beijing Target was wholly owned by the FS Beijing Vendor and owned an apartment project named "Beijing Fraser Suites International Apartment" (北京辉盛阁国际公寓) (the "**FS Beijing Property**"), located at No. 12, Jintong West Road, Chaoyang District, Beijing, the PRC.

The FS Beijing Purchase Price was arrived at after arm's length negotiations between the FS Beijing Vendor and the FS Beijing Purchaser and on a willing-buyer and willing-seller basis, determined based on the assets and liabilities of the FS Beijing Target as at 31 December 2020.

Based on the Group's audited consolidated financial statements for the financial year ended 30 September 2020:

¹ Based on the exchange rate of RMB 1: S\$0.2033.

- (a) the net asset value represented by the Sale Equity Interests was approximately S\$236 million² as at 30 September 2020;
- (b) the book value attributable to the Sale Equity Interests as at 30 September 2020 was approximately RMB 1,161 million (approximately S\$236 million³); and
- (c) the net tangible assets attributable to the Sale Equity Interests as at 30 September 2020 was approximately RMB 1,153 million (approximately S\$234 million⁴).

Following completion of the transfer of the Sale Equity Interests from the FS Beijing Vendor to the FS Beijing Purchaser on 26 May 2021, the FS Beijing Target has ceased to be a subsidiary of the Company.

The FS Beijing Vendor received the first post-Completion payment of 97.5% of the FS Beijing Purchase Price amounting to approximately RMB 1,451 million or USD 224.49 million (approximately S\$297.65 million⁵), after deduction of withholding tax, in cash on 1 July 2021, in accordance with the terms and conditions of the FS Beijing SPA. The payment of the remaining 2.5% of the FS Beijing Purchase Price will be made in cash to the FS Beijing Vendor, after deduction of withholding tax, from funds held in escrow on fulfilment of the remaining post-Completion deliverables in accordance with the SPA.

None of the Directors or the controlling shareholders of the Company has any interest, direct or indirect, in the above transaction.

2. COMPLETION OF DIVESTMENT OF INTERESTS IN FOUR PROPERTIES IN GERMANY AND THE NETHERLANDS

The Company refers to:

- (i) its announcement of 24 May 2021, where the Company announced that it had, through its wholly-owned subsidiaries, Frasers Property Investments (Europe) B.V. and FPE Investments RE11 B.V. (collectively, the “**Vendors**”), entered into an agreement (the “**Share Purchase Agreement**”) with FLT Europe B.V. (“**FLT Europe**”), a wholly-owned subsidiary of Perpetual (Asia) Limited, in its capacity as the trustee of Frasers Logistics & Commercial Trust (“**FLCT**”), to divest all of their equity interests in four property holding companies⁶ (the “**Property Companies**”) which hold interests in four freehold logistics and industrial properties located in Germany and the Netherlands (the “**Properties**”, and the divestment of the Properties, the “**Transaction**”) for an aggregate purchase price of approximately €93.6 million (approximately S\$150.9 million⁷) (the “**Share Purchase Consideration**”) to FLT Europe;
- (ii) its announcement of 4 June 2021, where the Company announced that the divestment of the equity interests in the Property Companies which hold interests in the three

² Based on the exchange rate of RMB 1: S\$0.2033.

³ Based on the exchange rate of RMB 1: S\$0.2033.

⁴ Based on the exchange rate of RMB 1: S\$0.2033.

⁵ Based on the exchange rate of USD 1: S\$1.3259.

⁶ The Property Companies are FPE Investments RE5 B.V., FPE Investments RE6 B.V., FPE Investments RE10 B.V., and Frankenthal S.A..

⁷ The S\$ equivalent of the € figures in this announcement have been arrived at based on an assumed exchange rate of €1: S\$1.6112.

freehold logistics and industrial properties located in Germany⁸ (the “**German Property Companies**”, and the divestment of the German Property Companies, the “**German Properties Divestment**”) had been completed; and

- (iii) its announcement of 30 June 2021, where the Company announced that the divestment of the equity interest in the Property Company which holds the interest in the freehold logistics and industrial property (the “**Dutch Property**”) located in the Netherlands⁹ (the “**Dutch Property Company**”, and the divestment of the Dutch Property Company, the “**Netherlands Property Divestment**”) had been completed.

Prior to the divestment, Frasers Property Investments (Europe) B.V. held 94.9% of the equity interests in FPE Investments RE5 B.V., 94.9% of the equity interests in FPE Investments RE6 B.V. and 100% of the equity interests in FPE Investments RE10 B.V., and FPE Investments RE11 B.V. held 94.0% of the share capital in Frankenthal S.A. The Properties are wholly-owned by the Property Companies.

The Share Purchase Consideration was based on:

- (a) the estimated aggregate net assets and liabilities (“**NAV**”) of the Property Companies as at completion of the Transaction, taking into account the agreed property price for the Properties of approximately €142.7 million (approximately S\$229.9 million⁷) which was negotiated on a willing-buyer-willing-seller basis (which took into account the aggregate carrying value of the Properties of approximately €142.7 million (approximately S\$229.9 million⁷)), adjusted for the effective interests in the Property Companies that the Company would be divesting, subject to further post-completion adjustments based on the actual aggregate NAV of the Property Companies at completion of the Transaction; and
- (b) the amount of inter-company loans owing by the Property Companies to the Vendors as at completion of the Transaction to be assigned to FLT Europe in full satisfaction of the inter-company loans owing by the Property Companies to the Vendors.

The Share Purchase Consideration attributable to the German Property Companies, namely, FPE Investments RE5 B.V., FPE Investments RE6 B.V. and Frankenthal S.A., was €21.6 million (approximately S\$34.8 million⁷), €25.4 million (approximately S\$40.9 million⁷) and €29.0 million (approximately S\$46.7 million⁷) respectively, and was paid to the Vendors wholly in cash on completion. The net asset value of the equity interests disposed of in FPE Investments RE5 B.V., FPE Investments RE6 B.V. and Frankenthal S.A. as at 31 May 2021 was €8.2 million (approximately S\$13.2 million⁷), €11.2 million (approximately S\$18.0 million⁷) and €12.8 million (approximately S\$20.6 million⁷) respectively.

The Share Purchase Consideration attributable to the Dutch Property Company, namely, FPE Investments RE10 B.V, was €17.6 million (approximately S\$28.4 million⁷)¹⁰, and was paid to

⁸ The German Property Companies are FPE Investments RE5 B.V., FPE Investments RE6 B.V., and Frankenthal S.A.

⁹ The Dutch Property Company is FPE Investments RE10 B.V.

¹⁰ As a result of an increase in gross lettable area of the Dutch Property after completion of its development from the expected gross lettable area of 15,263 sq m as at the date of the Share Purchase Agreement to 15,588 sq m and a further adjustment of the annual rental income due to a change of the relevant consumer price index, the Company had, through the Vendors, entered into a side letter with FLT Europe on 30 June 2021 to increase the agreed property price of the Dutch Property by €762,000 (approximately S\$1.2 million⁷) to approximately €18.8 million (approximately S\$30.3 million⁷). Notwithstanding the increase, there is no change to the Share Purchase Consideration of approximately €17.6 million (approximately S\$28.4 million⁷) attributable to the Dutch Property Company under the Share Purchase Agreement.

the Vendors wholly in cash on completion. The net asset value of the equity interests disposed of in FPE Investments RE10 B.V. as at 30 June 2021 was €3.1 million (approximately S\$5.0 million⁷).

The divestment of the German Property Companies was completed on 4 June 2021 and following completion of the German Properties Divestment, the German Property Companies have ceased to be subsidiaries of the Company.

The divestment of the Dutch Property Company was completed on 30 June 2021 and following completion of the Netherlands Property Divestment, the Dutch Property Company has ceased to be a subsidiary of the Company.

The manager of FLCT, Frasers Logistics & Commercial Asset Management Pte. Ltd., is a wholly-owned subsidiary of the Company, and the Company is also a controlling unitholder of FLCT, with an indirect unitholding interest of approximately 21.26% in FLCT. Panote Sirivadhanabhakdi, a Director and the Group Chief Executive Officer of the Company, is a non-executive director of Frasers Logistics & Commercial Asset Management Pte. Ltd.. Save as disclosed, none of the Directors or the controlling shareholders of the Company has any interest, direct or indirect, in any of the above transactions otherwise than through their shareholding interests (if any) in the Company and/or their unitholding interests (if any) in FLCT.

3. **SUBSCRIPTION OF UNITS IN YARRAVILLE DEVELOPMENT TRUST AND SHARES IN YARRAVILLE DEVELOPMENT JV PTY LIMITED IN CONNECTION WITH THE YARRAVILLE PROJECT**

On 24 August 2021, the Company, through its indirect wholly-owned subsidiary, Frasers Property Yarraville Unitholder Pty Limited ("**Frasers Property Yarraville**"), entered into a joint venture with Irongate FM No.2 Pty Limited, as trustee for the Yarraville Investment Trust ("**Irongate**") by way of an agreement dated 24 August 2021 (the "**Yarraville Agreement**") for the development of an urban regeneration site in Yarraville located in Melbourne, Australia (the "**Yarraville Project**").

Prior to the entry into the Yarraville Agreement, Frasers Property Yarraville held an initial number of 10 units, representing 100% of the units in Yarraville Development Trust (the "**Yarraville Trust**") and Frasers Property AHL Pty Limited, an indirect wholly-owned subsidiary of the Company, held an initial number of 5 shares representing 50% of the initial issued shares in Yarraville Development JV Pty Limited (the "**Yarraville Trustee**"), which is the trustee of the Yarraville Trust. On 24 August 2021, Frasers Property AHL Pty Limited transferred the 5 shares in the Yarraville Trustee to Frasers Property Yarraville for an aggregate consideration of A\$0.00005 (approximately S\$0.00005¹¹).

On 24 August 2021, pursuant to the Yarraville Agreement, Frasers Property Yarraville, subscribed for (i) an additional number of 9,562,490 units representing 50% of the issued units in the Yarraville Trust (the "**First Unit Subscription**") and (ii) 9,562,495 shares representing 50% of the issued shares in the Yarraville Trustee (the "**First Share Subscription**").

¹¹ The S\$ equivalent of the A\$ figures in this announcement have been arrived at based on an assumed exchange rate of A\$1: S\$0.9814 as at 30 September 2021.

The aggregate consideration for the First Unit Subscription was A\$9,562,490 (approximately S\$9,384,628). The consideration for the First Unit Subscription of A\$1.00 (approximately S\$0.98) per unit was arrived at on a willing-buyer and willing-seller basis, at a unit price of A\$1.00 (approximately S\$0.98) in accordance with the Trust Constitution.

The aggregate consideration for the First Share Subscription was A\$95.62 (approximately S\$93.84). The consideration for the First Share Subscription of A\$0.00001 (approximately S\$0.00001) per share was arrived at on a willing-buyer and willing-seller basis, being equivalent to the cash consideration contributed, there being no other assets of the Yarraville Trustee.

On 15 October 2021, Frasers Property Yarraville subscribed for (i) an additional number of 67,500,000 units, representing 50% of the issued units in the Yarraville Trust (the “**Second Unit Subscription**”) and (ii) 67,500,000 shares, representing 50% of the issued shares in the Yarraville Trustee (the “**Second Share Subscription**”).

The aggregate consideration for the Second Unit Subscription was A\$67,500,000 (approximately S\$66,244,500). The consideration for the Second Unit Subscription of A\$1.00 (approximately S\$0.98) per unit was arrived at on a willing-buyer and willing-seller basis, at a unit price of A\$1.00 (approximately S\$0.98) in accordance with the Trust Constitution.

The aggregate consideration for the Second Share Subscription was A\$67.50 (approximately S\$66.24). The consideration for the Second Share Subscription of A\$0.000001 (approximately S\$0.000001) per share was arrived at on a willing-buyer and willing-seller basis, being equivalent to the cash consideration contributed, there being no other assets of the Yarraville Trustee.

Through its unitholding and shareholding interests in the Yarraville Trust and the Yarraville Trustee respectively, Frasers Property Yarraville, an entity within the Frasers Property Australia development business, will jointly develop the Yarraville Project with Irongate. Irongate and Frasers Property Yarraville will fund the joint development by way of progressive capital contributions to the Yarraville Trust through further subscription of units in the Yarraville Trust in the proportion of 50% each.

None of the Directors or controlling shareholders of the Company has any interest, direct or indirect, in the above transactions.

4. COMPLETION OF DIVESTMENT OF 100% INTEREST IN WATCHMOOR BUSINESS PARK

On 30 September 2021, the Company, through its indirect wholly-owned subsidiary, Watchmoor Park S.à r.l., entered into a sale and purchase agreement with Watchmoor Park Camberley PropCo Limited (the “**Watchmoor Sale and Purchase Agreement**”) for the divestment (the “**Watchmoor Divestment**”) of all the issued shares in Watchmoor S.à r.l. (the “**Watchmoor Property Company**”) to Watchmoor Park Camberley PropCo Limited. Prior to the divestment, the Watchmoor Property Company was wholly owned by Watchmoor Park S.à r.l. and held the legal and beneficial title to Watchmoor Business Park, located at Camberley, Thames Valley, west of London, in the United Kingdom.

The Watchmoor Divestment was completed on 30 September 2021 (the “**Watchmoor Divestment Completion Date**”). Following completion, the Watchmoor Property Company has ceased to be a subsidiary of the Company.

The aggregate value of the consideration for the Watchmoor Divestment, which was paid wholly in cash to Watchmoor Park S.à r.l. on the Watchmoor Divestment Completion Date, was approximately £42.5 million (approximately S\$77.8 million¹²) (the “**Watchmoor Divestment Consideration**”), and was negotiated on a willing-buyer and willing-seller basis, based on:

- (i) the net asset value of the shares of the Watchmoor Property Company as at 30 September 2021 of approximately £25.8 million (approximately S\$47.2 million) (the “**Watchmoor Share Consideration**”), taking into account the agreed price for Watchmoor Business Park of £43.5 million (approximately S\$79.6 million); and
- (ii) the entire amount owed under the existing shareholder’s loan extended by Watchmoor Park S.à r.l to the Watchmoor Property Company as at the Watchmoor Divestment Completion Date of approximately £17.6 million (approximately S\$32.2 million) which was fully discharged on the Watchmoor Divestment Completion Date.

The Watchmoor Share Consideration was subject to post-completion adjustments in accordance with the terms of the Watchmoor Sale and Purchase Agreement.

None of the Directors or controlling shareholders of the Company has any interest, direct or indirect, in the above transaction.

5. INCORPORATION OF SUBSIDIARIES AND ASSOCIATED COMPANY

The following subsidiaries and associated company were incorporated during the second half-year ended 30 September 2021:

- (i) FPE Investments RE35 B.V. was incorporated in the Netherlands on 21 May 2021 with an initial issued share capital of EUR 1. It is an investment holding company and a wholly-owned subsidiary of Frasers Property Investments (Europe) B.V. (which is in turn an indirect wholly-owned subsidiary of the Company);
- (ii) FPE Investments RE36 B.V. was incorporated in the Netherlands on 21 May 2021 with an initial issued share capital of EUR 1. It is an investment holding company and a wholly-owned subsidiary of Frasers Property Investments (Europe) B.V. (which is in turn an indirect wholly-owned subsidiary of the Company);
- (iii) FPE Investments RE37 B.V. was incorporated in the Netherlands on 21 May 2021 with an initial issued share capital of EUR 1. It is an investment holding company and a wholly-owned subsidiary of Frasers Property Investments (Europe) B.V. (which is in turn an indirect wholly-owned subsidiary of the Company);
- (iv) Frasers Property Maidstone Pty Limited was incorporated in New South Wales, Australia on 27 May 2021 with an initial issued share capital of A\$2.00. It carries on the business of property development and is a wholly-owned subsidiary of Frasers

¹² The S\$ equivalent of the £ figures in this announcement have been arrived at based on an assumed exchange rate of £1 : S\$1.8295 as at 30 September 2021.

Property AHL Limited (which is in turn an indirect wholly-owned subsidiary of the Company);

- (v) Frasers Property Maidstone Developer Pty Limited was incorporated in New South Wales, Australia on 27 May 2021 with an initial issued share capital of A\$2.00. It carries on the business of property development and is a wholly-owned subsidiary of Frasers Property AHL Limited (which is in turn an indirect wholly-owned subsidiary of the Company);
- (vi) Frasers Property Maidstone Beneficiary Pty Limited was incorporated in New South Wales, Australia on 27 May 2021 with an initial issued share capital of A\$2.00. It carries on the business of property development and is a wholly-owned subsidiary of Frasers Property AHL Limited (which is in turn an indirect wholly-owned subsidiary of the Company);
- (vii) FPI Netherlands B.V. was incorporated in the Netherlands on 1 June 2021 with an initial issued share capital of EUR 1. It is an investment holding company and a wholly-owned subsidiary of Frasers Property Investments (Holland) B.V. (which is in turn an indirect wholly-owned subsidiary of the Company);
- (viii) Frasers Property Yarraville Unitholder Pty Limited was incorporated in New South Wales, Australia on 17 June 2021 with an initial issued share capital of A\$2.00. It carries on the business of property development and is a wholly-owned subsidiary of Frasers Property AHL Limited (which is in turn an indirect wholly-owned subsidiary of the Company);
- (ix) Yarraville Development JV Pty Limited was incorporated in New South Wales, Australia on 18 June 2021 with an initial issued share capital of A\$10. It carries on the business of property development. Frasers Property AHL Limited, an indirect wholly-owned subsidiary of the Company, initially held 5 ordinary shares in Yarraville Development JV Pty Limited. Further to the transfers and allotments of shares as described in section 3 above, Frasers Property Yarraville Unitholder Pty Limited currently holds 77,062,500 ordinary shares (or 50% of the shares) in Yarraville Development JV Pty Limited, which is an associated company of the Company;
- (x) Frasers Property Yarraville DM Pty Limited was incorporated in New South Wales, Australia on 19 July 2021 with an initial issued share capital of A\$2.00. It carries on the business of property development and is a wholly-owned subsidiary of Frasers Property AHL Limited (which is in turn an indirect wholly-owned subsidiary of the Company);
- (xi) Frasers Property Investments (China) 1 Pte Ltd was incorporated in Singapore on 29 July 2021 with an initial issued share capital of S\$2. It is an investment holding company and a wholly-owned subsidiary of Frasers Property Development (China) Pte Ltd (which is in turn a wholly-owned subsidiary of the Company);
- (xii) Real Utilities Kemps Creek No. 1 Pty Limited was incorporated in New South Wales, Australia on 30 July 2021 with an initial issued share capital of A\$2.00. It carries on the business of embedded networks at Kemps Creek, New South Wales, and is an indirect

wholly-owned subsidiary of Frasers Property AHL Limited (which is in turn an indirect wholly-owned subsidiary of the Company);

- (xiii) Shanghai Sing Heng Le Enterprise Development Co., Ltd was incorporated in the PRC on 30 August 2021 as a wholly-owned subsidiary of Suzhou Sing He Xiang Management Consultancy Co., Ltd, an indirect wholly-owned subsidiary of the Company, with a registered capital of RMB50 million (to be subsequently capitalised in accordance with business requirements);
- (xiv) Frasers Property Investments (China) 2 Pte Ltd was incorporated in Singapore on 9 September 2021 with an initial issued share capital of S\$2. It is an investment holding company and a wholly-owned subsidiary of Frasers Property Development (China) Pte Ltd (which is in turn a wholly-owned subsidiary of the Company);
- (xv) Frasers Property Investments (China) 3 Pte Ltd was incorporated in Singapore on 9 September 2021 with an initial issued share capital of S\$2. It is an investment holding company and a wholly-owned subsidiary of Frasers Property Development (China) Pte Ltd (which is in turn a wholly-owned subsidiary of the Company);
- (xvi) Frasers Property Investments (China) 4 Pte Ltd was incorporated in Singapore on 9 September 2021 with an initial issued share capital of S\$2. It is an investment holding company and a wholly-owned subsidiary of Frasers Property Development (China) Pte Ltd (which is in turn a wholly-owned subsidiary of the Company);
- (xvii) Frasers Property Investments (China) 5 Pte Ltd was incorporated in Singapore on 9 September 2021 with an initial issued share capital of S\$2. It is an investment holding company and a wholly-owned subsidiary of Frasers Property Development (China) Pte Ltd (which is in turn a wholly-owned subsidiary of the Company); and
- (xviii) Shanghai Sing Sheng Le Enterprise Development Co., Ltd was incorporated in the PRC on 16 September 2021 as a wholly-owned subsidiary of Frasers Property Investments (China) 1 Pte Ltd, an indirect wholly-owned subsidiary of the Company, with a registered capital of RMB50 million (to be subsequently capitalised in accordance with business requirements).

None of the Directors or controlling shareholders of the Company has any interest, direct or indirect, in any of the above transactions.

None of the above transactions are expected to have a material effect on the net tangible assets or earnings per share of the Frasers Property Group for the current financial year.

BY ORDER OF THE BOARD

Catherine Yeo
Company Secretary

12 November 2021