FRASERS CENTREPOINT TRUST

MINUTES OF THE EXTRAORDINARY GENERAL MEETING HELD ON FRIDAY, 23 MAY 2025, AT 10.00 A.M. GRAND BALLROOM, LEVEL 2, INTERCONTINENTAL SINGAPORE, 80 MIDDLE ROAD, SINGAPORE 188966

Present:	Unitholders (present in person or by proxy) As per attendance list
In attendance:	Directors of Frasers Centrepoint Asset Management Ltd., as manager of Frasers Centrepoint Trust ("**FCT**", and the manager of FCT, the "**Manager**") Present in person: Ms Koh Choon Fah, Chairman Mr Ho Chai Seng Mr Ho Chee Hwee Simon Mr Ho Kin San Ms Soon Su Lin Mr Tan Siew Peng (Darren)
	Executive Officers of the Manager Present in person: Mr Richard Ng, Chief Executive Officer Ms Annie Khung, Chief Financial Officer
	Company Secretary of the Manager Present in person: Ms Catherine Yeo
	Representatives from HSBC Institutional Trust Services (Singapore) Limited, as trustee of FCT (the "**Trustee**")
	Representatives from KPMG LLP, as Independent Auditors of FCT
	Representatives from Allen & Gledhill LLP, as Legal Adviser for the Acquisition (as defined below) and to the Manager

Representatives from Dentons Rodyk & Davidson LLP, as Legal Adviser to the Trustee

Representatives from Ernst & Young Corporate Finance Pte. Ltd., as the Independent Financial Adviser (as defined below)

Present in person:

As per attendance list

1. Introduction

1.1 Prior to the commencement of the Extraordinary General Meeting ("**EGM**" or the "**Meeting**"), Ms Catherine Yeo ("**Ms Yeo**"), the Company Secretary of the Manager, informed the Meeting that HSBC Institutional Trust Services (Singapore) Limited, as Trustee of FCT, has nominated Ms Koh Choon Fah (the "**Chairman**"), to preside as the Chairman of the Meeting. In accordance with the trust deed constituting FCT dated 5 June 2006 (as amended, restated, and supplemented) (the "**Trust Deed**"), Ms Koh Choon Fah presided as the Chairman of the Meeting. Noting that the requisite quorum for the Meeting had been met, Ms Yeo invited the Chairman to proceed with the Meeting.

1.2 The Chairman welcomed all unitholders of FCT (the "**Unitholders**", and the units held by the Unitholders, "**Units**") to the Meeting. The Chairman then stated that there would be ample time for questions and comments before the Resolution was put to the vote.

1.3 The Chairman then introduced the Board and senior executives of the Manager who were present at the Meeting.

1.4 Following the Chairman's introduction of the Board and senior executives of the Manager, the Chairman thanked the representatives of the Trustee and FCT's advisers and consultants, namely those from Allen & Gledhill LLP, legal adviser for the proposed Acquisition and to the Manager, Ernst & Young Corporate Finance Pte. Ltd., independent financial adviser in respect of the Acquisition pursuant to Rule 921(4) of the listing manual of Singapore Exchange Securities Trading Limited, as well as to advise the independent directors of the Manager, the Audit, Risk and Compliance Committee of the Manager and to the Trustee (the "**Independent Financial Adviser**") and KPMG LLP, the independent auditors of FCT, for their attendance at the EGM.

1.5 The Chairman noted that the Notice of Extraordinary General Meeting (the "**Notice of EGM**"), the Circular, the Proxy Form and the Notification and Request Form, each dated 8 May 2025, were published on the corporate website of FCT and on SGXNet on 8 May 2025. Printed copies of the Notice of EGM, the Proxy Form and the Notification and Request Form (for the purpose of requesting for printed copies of the Circular) were also despatched to all Unitholders.

1.6 The Chairman explained that the Circular contains information relating to the proposed acquisition of the 100.0% interest in each of North Gem Trust and its trustee-manager, as an interested party transaction (the "**Acquisition**"). The Chairman drew the attention of the

Unitholders to paragraph 6, on page 45, of the Circular and noted that paragraph 6 of the Circular summarises the opinion of the Independent Financial Adviser of the proposed Acquisition. The detailed opinion of the Independent Financial Adviser is set out in Appendix B of the Circular. The Chairman also referred Unitholders to paragraph 11, on page 47, of the Circular on abstentions from voting and noted that the sponsor, Frasers Property Limited, and its subsidiaries and associates (including Frasers Property Retail Trust Holdings Pte. Ltd. ("**FPRTH**") and the Manager) would abstain from voting on the Resolution. Each of these parties would not and would procure that their subsidiaries and associates (including FPRTH and the Manager) would not, accept appointments as proxies in relation to the Resolution unless specific instructions as to voting are given.

1.7 The Notice of EGM was taken as read.

1.8 The Chairman then invited Ms Yeo to elaborate on the procedures for the question-and-answer session and voting.

1.9 As stated in the Notice of EGM, Unitholders could submit questions in advance of or at the Meeting. In this regard, the Manager had on 17 May 2025, uploaded on the corporate website of FCT and on SGXNet its responses to the substantial and relevant questions received from Unitholders prior to the Meeting by the deadline specified in the Notice of EGM. Ms Yeo informed the Unitholders and proxies in attendance at the Meeting that they will have the opportunity to ask questions after the Resolution has been introduced and explained. For record purposes, Ms Yeo requested for the Unitholders to state their full name whenever they wished to make a comment or ask a question, and if they were proxies, to state the full name of the Unitholder whom they represented.

1.10 Ms Yeo informed that voting at the Meeting would be conducted by poll via an online platform. Ms Yeo then invited Unitholders to view a video on how to submit their votes by electronic poll via the AGM@Convene platform and informed the Unitholders and proxies in attendance of the Meeting that assistance is available should they experience any difficulties in accessing the voting platform or casting their votes.

1.11 To facilitate the voting process, and so that voting can commence and continue concurrently while the Resolution to be tabled at the Meeting is being introduced and explained, Ms Yeo noted that the Resolution would shortly be formally proposed and the Chairman would put the Resolution to the vote by electronic poll. Thereafter, Unitholders or their duly appointed proxy(ies) would be able to start voting on the web-browser enabled device. Ms Yeo elaborated that voting for the Resolution will end approximately 10 seconds after the Resolution has been introduced and explained and questions and comments on the Resolution, if any, have been addressed and Unitholders or their duly appointed proxy(ies) may change their votes at any time prior to the close of voting for the Resolution. In this regard, Ms Yeo explained that for Unitholders attending in person, any proxies they have appointed will be revoked and cannot vote in respect of those Units.

1.12 Ms Yeo informed the Meeting that CitdadelCorp Services Pte. Ltd. had been appointed as the scrutineer for the Meeting.

1.13 Ms Yeo noted that the Resolution to be tabled for approval at the Meeting is an ordinary resolution and explained that an ordinary resolution will be passed if more than 50% of the total number of votes were cast in favour of the Resolution.

1.14 The Chairman informed all present that, in her capacity as Chairman of the Meeting, she has been appointed as a proxy by some Unitholders in respect of the Resolution, and will be voting in accordance with their instructions. As a proxy, the Chairman proposed the Resolution to be tabled at the Meeting. The Chairman proceeded to put the Resolution proposed at the Meeting to vote by electronic poll.

1.15 Before proceeding with the business of the Meeting, the Chairman invited Mr Richard Ng, the Chief Executive Officer of the Manager (the "**CEO**"), to deliver a presentation on the proposed Acquisition. The Chairman noted that a copy of the CEO's presentation had been uploaded on the corporate website of FCT and on SGXNet on 22 May 2025.

1.16 After the presentation, the Chairman then proceeded to introduce the Resolution to be tabled at the Meeting, as set out in the Notice of EGM.

2. Ordinary Resolution

To approve the proposed acquisition of the 100.0% interest in North Gem Trust and the 100.0% interest in its Trustee-Manager, as an interested party transaction

2.1 The Chairman introduced the Resolution to seek Unitholders' approval to proceed with the proposed Acquisition.

2.2 The Chairman noted that the full text of the Resolution, as set out in the Notice of EGM, was taken as read.

2.3 The Chairman stated that the Manager will proceed to answer relevant questions relating to the Resolution received prior to the Meeting which have not been addressed. The Chairman handed the time over to the CEO.

2.4 The CEO stated that the first question was in relation to the risks of the upcoming Johor Bahru–Singapore Rapid Transit System ("**JB-SG RTS**") and why the Manager chose to expand further in the North instead of increasing its stake in other suburban malls like NEX.

2.5 In response to why the Manager was not increasing its stake in other suburban malls like NEX, the CEO stated that an acquisition is opportunistic. If the sellers are not ready to sell or the buyers are not able to buy, then such an acquisition cannot occur. The CEO explained that this similarly applied to the acquisition of NEX, when Frasers Property Limited (the "**Sponsor**") approached the Manager to ask if FCT would be interested to acquire NEX. The Manager evaluated the opportunity, considered what it contributes to FCT's portfolio as well as what it means to Unitholders if such an asset is acquired. That is why the Manager is proposing the Acquisition at this meeting after having made the above considerations. The Manager cannot pick and choose specific properties it wishes to acquire, and it is ultimately a case of there being relevant opportunities being presented.

2.6 In response to the upcoming risks of the upcoming JB-SG TRS and its impact on retail sales of this part of the region, the CEO stated it is common for Singaporeans to shop in Johor Bahru, with approximately 300,000 people crossing the causeway on a daily basis. The CEO highlighted that the JB-SG RTS will be another mode of transport for individuals travelling across the causeway. Upon the completion JB-SG RTS, it was reported in a third-party report that the initial ridership is expected to be around 40,000 people per day. Additionally, the Independent Market Research as set out in Appendix D of the Circular states that there could be an additional 3% leakage in sales because of the JB-SG RTS. The CEO elaborated that FCT's average occupancy cost is about 16% presently and, assuming a 3% leakage in sales, this would bring occupancy costs up to around 16.5% which is still at a healthy and sustainable level. The CEO also added that as provided in the Independent Market Research, the Woodlands Regional Centre is envisioned to provide about 7.5 million sq. ft. of commercial space and approximately 100,000 jobs. In relation to housing surrounding the area, it is expected that there will be 42,000 units (public and private) built in Woodlands, Woodlands North, Sembawang, Yishun and the Chencharu area.

2.7 Secondly, the CEO elaborated that the construction of the JB-SG RTS is not a zero-sum game and will also attract more Malaysians to come into Singapore, including searching for work opportunities within Singapore. Should these Malaysians end up working in our malls, it will be beneficial for FCT's retailers. The CEO explained that when they work around these areas, they will also be spending money in the area. The CEO added that increased visitation is expected given that the North has attractions such as the Singapore Zoo and Bird Paradise. Such visitors will likely spend time at FCT's malls should they choose to visit these attractions.

2.8 Thirdly, the CEO discussed arbitrage and the potential cost-savings for shoppers, noting that the exchange rate between the Singapore Dollar and Malaysian Ringgit is subject to fluctuations. Similarly, arbitrage is dependent on the costs in Johor Bahru which will not remain constant. For example, with planned asset enhancement initiatives ("AEIs") at City Square Mall, it is expected to increase rent, and arbitrage opportunities may diminish over time as costs in Johor Bahru rise and reach a new equilibrium.

2.9 Next, the CEO touched on the competition that FCT faces. Even when there was concern around brick-and-mortar sales due to rising online sales, the CEO explained that FCT recorded significant sales growth of approximately 20% between 2019 and 2024, even as online sales doubled from 7% in 2019 to 14% in 2024. The CEO explained that this is likely a result of a growth in the population and a growth in income in Singapore's population. Similarly, with the enhanced the accessibility and economic stimulus accorded by the JB-SG RTS, the Singapore market is expected to continue to grow.

2.10 Lastly, with regard to the performance of FCT's malls, the CEO explained that the occupancy rate for most malls have consistently been above 99%, in some instances, 100%. Should retailers have concern over the loss of significant sales to Malaysia, such tenants will not have renewed their leases for a further three years with FCT. The CEO mentioned that FCT's northern malls continue to see strong shopper traffic increasing back to pre-COVID-19 levels, with significant improvements. The sales growth for Causeway Point and Northpoint City averaged around 7% to 8% per annum from 2020 to 2024, despite the fact that there is heavy commute across the causeway. Retailers are also able to launch different products at different times to differentiate their products. Examples of Malaysian retailers coming to Singapore include (i) Macrovalue's acquisition of the Cold Storage and Giant supermarket chains in Singapore from DFI Retail Group; (ii) Oriental Kopi; and (iii) Hiap Joo Bakery & Biscuit Factory opening a vending machine in Singapore. Malaysian retailers moving to Singapore have the advantage of capturing a new market.

2.11 The CEO moved on to the second question on whether there was a need to "rush" the acquisition of Northpoint City South Wing ("**NPCSW**") given that it is owned by the Sponsor and whether the Manager will be able to realise potential cost savings and other operational efficiencies under the current arrangements.

2.12 The CEO reiterated that the Acquisition is ultimately opportunistic in nature wherein the Sponsor was willing to sell NPCSW based on its own assessment and the Manager decided that it would be in the interest of Unitholders for FCT to acquire NPCSW. In relation to the potential cost savings and other operational efficiencies, the CEO mentioned that with NPCSW and Northpoint City North Wing ("**NPCNW**") being under different ownership, there would be certain inefficiencies as the operation of both assets may not be fully harmonised. For example, with a single ownership, common spaces at the boundary of both NPCSW and NPCNW may be converted to rentable spaces.

2.13 The CEO moved on to the third question that was submitted which queried whether the proposed perpetual securities could be used as a new source of funding, what the expected yield of the perpetual securities would be and how this would affect the interest-coverage ratio.

2.14 In respect of the Acquisition, the CEO explained that the Manager has evaluated all funding structure including the issuance of perpetual securities. The CEO added that the proposed size of S$200 million raised from perpetual securities is relatively small in relation to FCT's asset value. This allows FCT to diversify its source of funding at a competitive cost for the Acquisition, providing a 1.8% distribution per Unit ("**DPU**") accretion based on FCT pro-forma financial information for the financial year 2024. In response to the impact of the perpetual securities on the interest-coverage ratio, the CEO explained that, assuming that S$200 million was raised from the perpetual securities, the interest-coverage ratio would have been approximately 3.1 times.

2.15 The CEO mentioned that the foregoing three questions that were submitted directly pertained to the EGM, and that any other questions submitted that were not directly pertaining to the EGM would be separately addressed. The CEO then passed the time back to the Chairman.

2.16 The Chairman then invited comments and questions from the floor relating to the Resolution, the salient points of which are recorded below.

2.17 Mr Chun Huey Yei ("**Mr Chun**") thanked the Manager for providing Unitholders with the opportunity to participate in FCT's recent fundraising. Mr Chun also supported the CEO's earlier reasoning on the risks and implications behind the upcoming JB-SG RTS. He is of the opinion that the JB-SG RTS may have more impact during weekends. As Mr Chun frequents heartland malls, he indicated that his visits to heartland malls are more frequent on weekdays and not weekends. As such, Mr Chun was of the opinion that the malls in Orchard Road are more likely to be impacted by the JB-SG RTS than malls that are in proximity to the JB-SG RTS. In relation to the Acquisition, Mr Chun made reference to the CEO's comments on synergies and the harmonisation of NPCSW and NPCNW under a single ownership. In this regard, Mr Chun's first question was on when Unitholders can expect the AEIs and how these will impact NPCSW and NPCNW in terms of revenue and profit margin. Additionally, Mr Chun asked about plans for Yishun 10 including better use of existing space to benefit NPCSW and NPCNW. Lastly, Mr Chun enquired if the Manager had any strategies or expectation pertaining to lease extensions given the differing leaseholds of NPCSW and NPCNW.

2.18 In relation to Mr Chun's first question on when Unitholders can expect the AEIs and how the AEIs will impact NPCSW and NPCNW in terms of revenue and profit margin, the CEO explained that major AEIs typically involve structural works which would entail due process and time to undertake feasibility and obtain necessary regulatory approvals. The CEO mentioned that feasibility planning and approvals would typically take 12 to 15 months depending on scale and complexities. The Manager does not expect a major AEI to be initiated and completed within the next year. In relation to how the AEIs will impact the revenue and profit margin of NPCSW and NPCNW, the CEO noted that impact to revenue and DPU due to disruption of AEI works could be mitigated with the payment of Asset Management fees in units. The CEO further noted that this would be similar to the approach for past AEIs relating to Tampines 1 and Hougang Mall AEI.

2.19 In relation to Mr Chun's second question on plans for Yishun 10, the CEO noted the asset was acquired several years back and that the Manager had previously engaged Golden Village, which owns a majority stake in the strata titled building, to explore opportunities for redevelopment. The CEO indicated that the Manager will continue to engage Golden Village.

2.20 In relation to Mr Chun's third question concerning NPCSW's leasehold tenure, the CEO noted that NPCSW will be one of the youngest assets in the FCT portfolio with a balance lease tenure of 89 years. In comparison, NPCNW's balance lease tenure is about 64 years. FCT's average asset portfolio balance lease tenure is about 69 years, which will increase to 71 years with the completion of the Acquisition. In relation to the query on Manager's strategy for lease top-up, the CEO explained that regulators will only commence discussions closer to the lease expiry, and the Manager will engage the authorities when the lease is closer to expiry. The CEO acknowledged that while the lease tenure continues to decline, the Manager will continue to evaluate rejuvenation and enhancement opportunities for both NPCSW and NPCNW.

2.21 Mr Chun posed a further question seeking the CEO's views on new commercial stock planned in heartland estates like Chongpang City and Chencharu.

2.22 The CEO noted that there would be about five other private retail developments spread out over NPC's catchment. These are relatively smaller developments with a total planning area of 470,000 sq. ft. The predominant function of these retail developments would be to serve residents' daily necessities. Given their respective scale, they would not be able to offer a similar retail range as Northpoint City. This serves to differentiate Northpoint City as shoppers seeking a more holistic shopping experience would be drawn to Northpoint City. The Manager believes that Northpoint City can complement and supplement the overall retail offering in its catchment. The CEO reiterated that Northpoint City continues to enjoy high footfall and strong sales despite increase in supply of retail space.

2.23 Mr Chun posed a further question on what can be found in Northpoint City but not at other neighbourhood malls and whether there were specific categories of offering that attract shoppers to NPC. Mr Chun commented that smaller heartland malls are enjoying good footfall with their focus mainly on F&B and enrichment centres.

2.24 In response to Mr Chun's second follow-up question, the CEO noted that there are two factors to consider – trade mix and place-making. The CEO stated that one advantage for a bigger mall like Northpoint City is that it is not just a transactional place but also a community hub – more so in Northpoint City where the community centre is in NPCSW and the library is in

NPCNW. Hence, the CEO explained that people still go to Northpoint City for purposes beyond shopping, and when they do, they tend to end up shopping as well. The CEO further explained that Northpoint City has spaces available to create place-making activities such as the atrium which attracts people to visit, beyond their daily needs. The CEO noted that specifically trades including jewellery, fashion and F&B would be more limited in the other malls compared to what Northpoint City can offer as the size of Northpoint City allows the Manager to curate different cuisines and attract brand names. The CEO concluded that a bigger mall with 500,000 sq. ft. compared to a mall with 100,000 sq. ft. will be more attractive to shoppers as a one-stop location with a wider range of goods and services. The CEO then emphasised that competition is not new and that the Manager will constantly assess trade mix gaps to be supplemented. For example, parents can send their children to a wide range of enrichment, not just tuition, but also music, dance, arts etc. Additionally, the CEO mentioned that FCT has a very strong loyalty programme, Frasers Experience ("**FRx**"). The CEO explained that as a member of Northpoint City, points can be accumulated when shopping, which can then be used for other things. Smaller malls are unable to offer such a loyalty programme. The CEO stated that if the Manager can further improve FRx, it will be able to make FCT's malls more attractive for shoppers and consequently bring more people to the malls as opposed to shoppers staying within locations which are near to them.

2.25 The Chairman also added that the Manager and the Board of Directors are constantly thinking about what attracts people to FCT's malls especially when there are other options. Hence, the Manager is always thinking about how they can add value to FCT's malls. The Chairman further noted that malls are no longer just a place for shopping, but a place where people gather to create memorable experiences with their family and friends.

2.26 Mr Vincent Tan ("**Mr Tan**") stated that he was convinced that the Acquisition was something that the Manager would have to do and that it was simply a matter of when and how to do so. Mr Tan then elaborated that he had some concerns, with the first being that the net property income ("**NPI**") yield was said to be about 4.5% while the Independent Financial Adviser's Letter at page B-22 of the Circular stated that the malls were trading at about 4.7% NPI yield. In contrast, as at the day before the Meeting, FCT was trading at a 5.5% yield and hence there was a 1% gap. Mr Tan then asked how the Manager was planning to fill this gap. Mr Tan elaborated that in looking deeper into this question, he referred to the immediate page of the Independent Financial Adviser's Letter where there was a chart showing the NPI yield from financial year 2020 to financial year 2024. During this period, the NPI in the beginning years was close to $20 per sq. ft., but Mr Tan noted that it was stated during the CEO's presentation that there will be a 1.5% NPI accretion. Mr Tan expressed his concern over how synergy could be achieved with NPCNW and NPCSW under FCT's ownership, and whether there are any AEIs or other plans to obtain the proposed accretion. Mr Tan requested for more information on how the 1% gap can be filled.

2.27 The CEO explained that there were a few reasons supporting the 4.5% NPI yield. Firstly, NPCSW had another 89 years remaining on its lease, whereas FCT's portfolio had an average of 69 years remaining which accounted for nearly a twenty-year difference. Secondly, the CEO noted that the 4.5% NPI yield was derived based on the agreed price which was based on the average of the valuations from the independent valuers appointed by the Manager and the Trustee. The CEO further elaborated that the acquisition of NEX had a NPI yield of 4.8% under different market conditions whereas Changi City Point was sold with an NPI yield of 4.3% to a third-party with 46 years remaining on its lease which is contrasted against NPCSW with 89 years remaining on its lease. The CEO clarified that the 1.8% figure was in relation to the accretion to the DPU based on the pro forma information for the financial year 2024 and the 1.5% figure referenced by Mr Tan was the margin of the NPI achieved vis-à-vis comparable malls. The CEO then explained that to get this uplift in margin, the Manager will need to increase revenue and manage costs. The CEO explained that the Manager can potentially create prime net lettable area, estimated at about 8,000 sq. ft., which includes the area between NPCSW and NPCNW where there is currently a void and a travellator that is currently underutilised which can be converted into net lettable spaces. The CEO further added that the Manager was looking at ways to harmonise costs under a single ownership if the Acquisition was approved while previously this was not attainable as NPCSW and NPCNW were owned by two separate Frasers entities. Accordingly, the CEO stated these were some ways that the operating points of NPCSW and NPCNW can be harmonised to enhance efficiency and productivity. The CEO further stated that if the Manager were able to reduce costs and increase the revenue through AEI, re-clustering and resizing, it may be possible to increase the NPI margin by 1.5% to be similar or aligned to comparable malls like Causeway Point. The CEO also noted that as the area expands and the population gets bigger, sales generated will increase and tenants will have the ability to perform better.

2.28 Mr Tan posed a second question concerning DPU accretion.

2.29 The CEO clarified that the DPU accretion of 1.8% does not take into consideration what the Manager can do further in relation to NPCSW and was in relation to the impact of the Acquisition based on the pro forma financial information for financial year 2024 (as if NPCSW was acquired in 2024 and showing the impact it would have on FCT's overall performance).

2.30 Mr Tan posed a third question on how FCT could trade at 5.5% yield while the Acquisition was being acquired at 4.5% yield. Intuitively, Mr Tan said this could not be DPU accretive.

2.31 The CEO clarified that the 4.5% is based on property yield and the Acquisition will be funded by a combination of debt and equity and new debt is assumed at about 3.3%. The CEO added that without the perpetual securities, the accretion will go down slightly to 1.5% but it is still overall DPU accretive on a proforma basis.

2.32 Mr Tan posed a fourth question in relation to the potential for growth of NPCSW through more accretion from AEIs. Mr Tan noted based on the CEO's responses, that FCT's portfolio had an occupancy cost ("**OC**") of 16% and queried as to what the OC for NPCSW which would allow NPCSW to be accretive.

2.33 The CEO clarified that the OC of NPCSW was very close to 16% which was aligned to FCT's portfolio and that the occupancy cost itself does not directly relate to the accretion that was stated. The CEO noted that a sustainable occupancy rate does help in terms of rental reversion and trade remixing as opposed to it directly contributing to accretion.

2.34 Mr Tan posed a fifth question in relation to the AEIs wherein the CEO stated that the AEIs will take about 12 to 15 months to get approval and another 1 to 1.5 years for construction. Mr Tan noted that several factors such as the growing population in the area potentially reaching 35,000 in five years, the construction of the JB-SG RTS possibly pulling traffic away from the area, and together with the industrial corridors, whether it is possible for NPCSW to be accretive. This is especially given that during AEIs certain areas will have to close which may affect the layout and traffic and reversions will not go on because of the AEIs.

2.35 The CEO first acknowledged Mr Tan's point concerning the growth in population of 30,000 and the CEO stated that this is progressive over the next five to six years where the Manager will seek to continue to improve FCT's malls regardless of such growth. The CEO carried on to highlight that with more businesses setting up in the industrial corridor, this will also create more jobs and in turn attract more people to the region and help with NPCSW's performance. The CEO proceeded to address Mr Tan's question concerning AEIs and stated that the AEI would not be expected to impact the entire mall but rather aimed at the creation of isolated spaces for letting of around 8,000 sq. ft. Accordingly, the Manager is of the view that the disruption can be managed. The Manager will also be using the payment of Asset Management fee in units to mitigate the impact (which is expected to be temporary) to DPU. Once the AEIs are completed, the additional revenue will contribute towards the DPU. The CEO also stressed that any impact arising out of AEIs would be temporary as opposed to the permanent additional value created which stems from the AEIs. The CEO explained that when looking at AEIs, there is a need to look at the cost-benefit, and that the return would have to be there before the Manager embarked on any AEI, particularly on what the additional income and value to the asset would be.

2.36 Mr Tan clarified that he was under the impression the 8,000 sq. ft. reference was in relation to what would be claimed back from the Acquisition and that it would be a major AEI which could be negative to accretion. In this regard, Mr Tan thanked the CEO for the clarification. Thereafter, Mr Tan then followed up with his sixth question in relation to an increase in the population. Mr Tan noted that the CEO stated that the retail space available per capita was 1/6 of the Singapore average. Accordingly, Mr Tan asked for a clarification on this point as he believed the potential of the mass market is not totally understood and is concerned about business being pulled away across the causeway because of the JB-SG RTS.

2.37 The CEO clarified that when looking at revenue and space, it is ultimately a question around demand and supply. Where there is strong demand, from the perspective of retailers more of the spaces within the mall will be occupied. The CEO noted that as he previously shared in terms of demand, Northpoint City is almost 100% occupied, and the tenants have been doing very good sales which indicates a strong demand from retailers wanting to take a position in the mall. The CEO further explained that there is also demand from shoppers, given that the area has a high-density catchment market, and yet low supply of retail space, making Northpoint City the choice destination with about 1.5 million people going through Northpoint City in a month. The CEO made a further point that the income for the mass market catchment is also growing, especially with the institution of the progressive wage model which affects a large proportion of the catchment market. The CEO elaborated that with the growth in income and population, this is likely to lead to higher sales. With higher sales, there is then greater ability for Northpoint City to generate better rent. The CEO concluded that the Manager viewed the following factors to be critical in its assessment to derive better revenue, NPI and distribution – the catchment market, size of the market, income generated from the market, and supply of space.

2.38 Mr Tan noted that Northpoint City is a big mall spanning over 500,000 sq. ft. with placemaking and community services all in one place which helps to capture growth. Mr Tan noted that the Manager could have provided stronger messaging on such points in addition to the 4.5% yield to illustrate that there was a lot of potential for Northpoint City. The CEO noted the point and mentioned that he was glad Mr Tan was aligned with them in seeing the potential that Northpoint City has. Mr Tan responded stating that the potential of Northpoint City as highlighted by the CEO far outweighs the concerns surrounding the JB-SG RTS. The CEO then thanked Mr Tan again.

2.39 Mr Ang Swee Ngee ("**Mr Ang**") queried that considering the current U.S bond yield reaching 5%, what was the impact of such development on the financing of the Acquisition given that an illustrative coupon of 4.2% was utilised for the proposed perpetual securities of S$200 million.

2.40 In response, CEO stated that the perpetual securities is assumed to be issued at 4.2% in the Circular. Additionally, the CEO noted that another Singapore real estate investment trust had launched perpetual securities just a few days ago which closed at 4.2% yield. The CEO clarified that there is volatility in the market at this juncture and the Manager will continue to monitor the market before any issuance of perpetual securities.

2.41 Mr Ang then followed up with a second query noting that with the potential for the US bond rate to stay high, whether this would affect the overall tranche of the Manager's overall debt management going forward.

2.42 Ms Annie Khung, the Chief Financial Officer of the Manager (the "**CFO**") responded that the assumptions relating to new debt in the Circular were based on current market conditions and the Manager was confident that they will be able to obtain financing at 3.3% per annum.

2.43 Mr Henry Ho ("**Mr Ho**") stated that he believed the Acquisition to have good business synergy. However, viewing NPCSW as one entity and FCT portfolio as another, Mr Ho asked why NPCSW, operated only five or six years ago, had a better performance than FCT with more than 20 years of operation, and queried as to why the malls in the North performed better than the others. Mr Ho further asked when comparing DPU accretion, whether this was comparing like to like, or if there were other factors to consider.

2.44 The CEO responded to state that the comparison between NPCSW and FCT was not a direct comparison given that it is between one single mall, with NPI return over the last five years, against the entirety of FCT. The starting point would also make a difference. The CEO clarified that FCT's mall have always been delivering consistent results and for four to five years post-COVID-19, FCT's malls have had DPU being at a high level. The CEO mentioned that NPCSW's performance as a singular mall does not necessarily mean that it was performing better than FCT's portfolio as these are not direct comparisons.

2.45 Mr Ho responded to raise an example of a football team that has been managed for 20 years as compared to one which has only been managed for four years and found it peculiar that the results would be similar. The CEO clarified that this also needs to be viewed through a combination of the capital structure of the Acquisition, which included the purchase of NPCSW, the raising of equity and taking on of debt which was lower than the 4.5% NPI yield. Hence the overall outcome provides the overall uplift from FCT's current portfolio. The CEO further explained that the capital structure that comes with the Acquisition needs to be factored into the consideration.

2.46 Mr Ho's second question was in relation to the Acquisition Fee payable of over S$300 million and the relevant percentage.

2.47 The CEO clarified that the Acquisition Fee was 1% of the Agreed Property Value which amounted to approximately S$11.3 million and was not in fact over S$300 million. The CEO clarified that Mr Ho's reference to the S$300 million figure was the Acquisition Cost of the transaction that FCT had to pay to the seller of NPCSW and this is due to a combination of direct payments to the seller as well as the assumption of debt embedded within the structure. Hence, the S$300 million figure is in relation to the acquisition cost for the transaction and not the Acquisition Fee payable to the Manager.

2.48 Mr Ho sought further clarification and raised the example of a property agent that would earn a 1% commission upon the closing of a deal. When the property agent fails to close the deal, they do not earn such commission. Mr Ho requested for a breakdown of the Manager's fees should the Acquisition not be successful and who would account for expenses incurred in such a situation.

2.49 The CEO clarified that the Acquisition Fee would go towards the Manager upon the completion of the Acquisition and the Manager would not get the Acquisition Fee should the Acquisition fail. The CEO further stated that the Manager has revenue generated because of its base management fee in relation to FCT's portfolio and the Manager utilises such revenue to pay its employees and other costs such as rent for office space.

2.50 Mr Ho's third question related to what other features in Northpoint City, other than the library and community centre, serve to attract crowds and how the Manager works out the rent and concession rates for the library and community centre.

2.51 The CEO clarified that the community centre was required under the land site tender conditions which required that such a community centre be provided for and that there is no rent payable for the community centre. The CEO further clarified that for the library, it is part of the Community/ Sports Facilities Scheme whereby the Manager only charges the library a service charge but in return gets concessionary GFA that can be used for commercial retail purposes. In any event, the CEO noted that the library generates traffic and brings people to Northpoint City which is beneficial to FCT.

2.52 Mr Heah Min An ("**Mr Heah**") sought clarification on whether the NG Trust Bank Loan of S$785 million will be taken on as debt of FCT. The CFO stated that NG Trust has taken up these loans. As NG Trust is being acquired by FCT, accordingly the NG Trust Bank Loan will be consolidated into FCT's books.

2.53 Mr Heah mentioned that the debt will be assumed to have an interest rate of 3.3% and sought clarification on what the actual interest rate was. The CFO clarified that the 3.3% interest rate was in relation to the new financing obtained to pay the acquisition costs.

2.54 Mr Heah thereafter sought confirmation that FCT will take on the NG Trust Bank Loan in FCT's books and wanted to know what the actual interest rate of the NG Trust Bank Loan was. The CFO confirmed the understanding that the NG Trust Bank Loan will be consolidated into FCT's books and stated that the NG Trust Bank Loans had an interest rate in the high 3% and below 4%.

2.55 As there were no further questions, the Chairman informed the Meeting that voting on the Resolution by electronic poll would close in 10 seconds and reminded the Unitholders and proxies in attendance of this Meeting to cast their votes if they have not done so.

2.56 The result of the poll on the Resolution was as follows:

For		Against	
No. of Units	%	No. of Units	%
559,165,747	99.99	70,639	0.001

2.57 Based on the results of the poll, the Chairman declared the Resolution as carried.

3. Close of EGM

The Chairman thanked the Unitholders for their attendance and support on behalf of the Board and the management team of the Manager, and declared the EGM closed at 11.45 a.m.

CONFIRMED BY,

MS KOH CHOON FAH

CHAIRMAN OF MEETING