

FRASERS CENTREPOINT TRUST

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

THIRD SUPPLEMENTAL AGREEMENT TO THE PROPERTY MANAGEMENT AGREEMENT IN RELATION TO THE RETAIL COMPONENT OF WATERWAY POINT

1. Third Supplemental Agreement

Fraser's Centrepoint Asset Management Ltd., in its capacity as manager of Fraser's Centrepoint Trust ("**FCT**", and as manager of FCT, the "**Manager**"), wishes to announce that FC Retail Trustee Pte. Ltd. ("**FCRT**") (in its capacity as trustee-manager of Sapphire Star Trust, a private trust through which FCT holds a 50.0% interest in Waterway Point)⁽¹⁾, has on 14 July 2023 entered into a third supplemental agreement ("**Third Supplemental Agreement**") with Fraser's Property Retail Management Pte. Ltd. ("**FPRM**") to amend and/or supplement the Property Management Agreement dated 24 September 2012 (as amended, restated and/or supplemented) (the "**PMA**").

2. Amendment to the PMA

Under the PMA, there is a provision for the parties to review and discuss in good faith, taking into account the prevailing market conditions and other relevant considerations, to agree on a scheme where, if FPRM meets certain performance targets, a lump sum bonus is payable by FCRT to FPRM for the 3-year period commencing on 18 March 2023 and expiring on 17 March 2026 ("**3-Year Period**").

Under the Third Supplemental Agreement, the parties had agreed to amend the PMA to provide for a scheme ("**Scheme**") where, if FPRM meets certain performance targets in relation to the retail component of Waterway Point, a lump sum bonus of S\$900,000 is payable by FCRT to FPRM in respect of the 3-Year Period.

3. Rationale for Entry into the Third Supplemental Agreement

The Manager is of the view that the payment of the lump sum bonus under the Scheme in lieu of leasing commissions that form part of the fee structure of property managers for other Singapore REITs, is within market norms and has been accepted by FCRT.

4. Interested Person Transaction and Interested Party Transaction

As at the date of this Announcement, Fraser's Property Limited ("**FPL**") holds an aggregate direct and indirect interest in 705,589,815 units of FCT (the "**Units**"), which is equivalent to approximately 41.32% of the Units in issue as at the date of this Announcement, and is therefore regarded as a "controlling unitholder" of FCT for the purposes of both the listing

⁽¹⁾ FCT currently holds a 50.0% interest in Waterway Point through HSBC Institutional Trust Services (Singapore) Limited's (in its capacity as trustee of FCT) (the "**Trustee**") 50.0% interest in all of the issued and paid-up units in Sapphire Star Trust. The remaining 50.0% interest in all of the issued and paid-up units in Sapphire Star Trust, and accordingly, the remaining 50.0% interest in Waterway Point, is held by a joint-venture partner (the "**JV Partner**"). FCT also holds a 50.0% interest in the FCRT, through the Trustee's 50.0% interest in all of the issued and paid-up shares in FCRT. The remaining 50.0% interest in FCRT is similarly held by the JV Partner.

manual of the Singapore Exchange Securities Trading Limited (the “**SGX-ST**” and the listing manual of the SGX-ST, the “**Listing Manual**”) and Appendix 6 to the Code on Collective Investment Schemes (the “**Property Funds Appendix**”). In addition, as the Manager is a wholly-owned subsidiary of FPL, FPL is therefore regarded as a “controlling shareholder” of the Manager under both the Listing Manual and the Property Funds Appendix.

As FPRM is a wholly owned subsidiary of FPL, it is (for the purposes of the Listing Manual) an “interested person” of FCT and (under the Property Funds Appendix) an “interested party” of FCT.

FCRT is an entity at risk to FCT as FCT holds 50.0% of the interest in Sapphire Star Trust (which in turn owns all the strata units in the retail component of Waterway Point), as well as 50.0% of the issued shares in the FCRT (which, in its capacity as trustee-manager of Sapphire Star Trust, is the subsidiary proprietor of all the strata units in Waterway Point). Therefore, the entry into the Third Supplemental Agreement by FCRT with FPRM is an “interested person transaction” under Chapter 9 of the Listing Manual, as well as an “interested party transaction” under the Property Funds Appendix.

The value of the lump sum bonus payable to the FPRM is S\$900,000 and FCT’s share thereof is S\$450,000. The value at risk under the Third Supplemental Agreement, when aggregated with the existing total value of “interested person transactions” between FCT and FPL and its associates (including FPRM) for the current financial year beginning on 1 October 2022 (excluding transactions with a value below S\$100,000, transactions which have been approved by unitholders of FCT (“**Unitholders**”) and transactions which are not required to comply with Rule 906 of the Listing Manual) is approximately S\$2.6 million (which is approximately 0.1% of FCT and its subsidiaries’ (“**FCT Group’s**”) latest audited net tangible assets (“**NTA**”) and net asset value (“**NAV**”) of approximately S\$3.96 billion as at 30 September 2022). As this aggregated value is less than 5.0% of FCT Group’s latest audited NTA, the Third Supplemental Agreement is not subject to the requirement of approval of Unitholders under the Listing Manual.

The total value of all “interested person transactions” between FCT and FPL and its associates (including FPRM), for the current financial year beginning on 1 October 2022 (including the Third Supplemental Agreement but excluding transactions with a value below S\$100,000 and transactions which have been approved by Unitholders), is approximately S\$335.4 million⁽²⁾ (which is approximately 8.5% of FCT Group’s latest audited NTA and NAV of approximately S\$3.96 billion as at 30 September 2022).

5. Statement of the Audit, Risk and Compliance Committee

The Audit, Risk and Compliance Committee of the Manager is of the view that the entry into of the Third Supplemental Agreement is based on normal commercial terms and are not prejudicial to the interests of FCT and its minority Unitholders.

² The value of S\$335.4 million includes the aggregate value of an investment of approximately S\$332.8 million by FCT into a joint venture with a wholly-owned subsidiary of FPL for the joint acquisition of 50% of Gold Ridge Pte. Ltd. which holds the property located at 23 Serangoon Central, which falls within the exception under Rule 916(2) of the Listing Manual and accordingly, is not required to comply with Rule 906 of the Listing Manual.

BY ORDER OF THE BOARD

Frasers Centrepoint Asset Management Ltd.

As manager of Frasers Centrepoint Trust
Company Registration No: 200601347G

Catherine Yeo
Company Secretary
14 July 2023

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IMPORTANT NOTICE

This announcement 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 and the continued availability of financing in the amounts and the terms necessary to support future business.

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

The value of units in FCT ("**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 their Units while the Units are listed. It is intended that Unitholders may only deal in their Units through trading on SGX-ST. Listing of the Units on the SGX-ST does not guarantee a liquid market for the Units.

This publication is for information only and does not constitute an invitation or offer to acquire, purchase or subscribe for the Units in the U.S. or any other jurisdiction. The past performance of FCT and the Manager is not necessarily indicative of the future performance of FCT and the Manager.

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The Units have not been and will not be registered under the U.S. Securities Act of 1933, as amended (the "**Securities Act**") and may not be offered or sold in the U.S., except pursuant to an applicable exemption from, or in a transaction not subject to, the registration requirements of the Securities Act and in compliance with any applicable laws. There will be no public offering of the securities referred to herein in the U.S..

This announcement has not been reviewed by the Monetary Authority of Singapore.