

FRASERS CENTREPOINT TRUST

**MINUTES OF THE EXTRAORDINARY GENERAL MEETING
HELD ON MONDAY, 25 MARCH 2024, 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 Audrey Tan, 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”)

Present in person:

Christine Png Pei Ling

Valenie Chwee Shook Mun

Adlynnaz Aziz

Representatives from KPMG LLP, as External Auditors of FCT

Representatives from Allen & Gledhill LLP, as Legal Adviser for the Acquisition (as defined below) and to the Manager

Representatives from Shook Lin & Bok 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, Shook Lin & Bok LLP, legal adviser to the Trustee, Ernst & Young Corporate Finance Pte. Ltd., independent financial adviser to 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 4 March 2024, were published on the corporate website of FCT and on SGXNet on 4 March 2024. Subsequently, on 5 March 2024, an announcement on the corrigendum to the Circular and the

revised Circular (the “**Circular**”) were published on the corporate website of FCT and on SGXNet. 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 remaining 49.0% interest in each of NEX Partners 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 35, 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 39, 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 proposed for approval at the Meeting. 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, no substantial and relevant questions were 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 name whenever they wished to make a comment or ask a question, and if they were proxies, to state their name and the 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 will shortly be formally proposed and the Chairman would put the Resolution to the vote by electronic poll. 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 RHT Governance, Risk & Compliance (Singapore) 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 24 March 2024.
- 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 remaining 49.0% interest in each of NEX Partners Trust and 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 then invited comments and questions from the floor, the salient points of which are recorded below.
- 2.4 Mr Manohar P Sabnani (“Mr Mano”) complimented FCT and commented that the focus on Singapore has paid off. In relation to the growth for FCT going forward, Mr Mano stated that the proposed Acquisition makes sense in principle, but shared his concern that it was becoming more difficult to undertake acquisitions where there is significant improvement in distribution per Unit (“DPU”). Mr Mano stated that for Unitholders, the size of the trust is one consideration but what flows down to the bottom line is important. Noting that the current environment is complex and it is harder to make yield-positive acquisitions, Mr Mano referred to page 29 of the Circular and noted that the DPU accretion in respect of the proposed Acquisition on a pro forma basis is relatively small at 0.4%. Mr Mano further referred to the DPU accretion in respect of the proposed Acquisition and the acquisition by FCT of an effective interest of 25.5% in Gold Ridge Pte. Ltd. (“GRPL”) which was completed on 6 February 2023 (the “Combined Acquisition”) on a pro forma basis and noted that it was 1.5%. Mr Mano also noted that net asset value (“NAV”) per Unit on a pro forma basis was approximately flat after the Combined Acquisition, from S\$2.32 to S\$2.31. Mr Mano wondered why FCT needed to undertake the

Acquisition. Mr Mano stated that given the uncertainties regarding interest rate trends, economic conditions and geopolitical situations, FCT is in a fairly good position, with low gearing, good returns and some asset enhancement initiatives (“**AEIs**”) which would improve FCT’s DPU going forward. Mr Mano further stated that the relatively large Acquisition gives very little accretion in pro forma DPU and NAV. Mr Mano then referred to the row on “Valuation per sq ft of NLA as at 30 September 2023” of the table on the portfolio of FCT set out on page A-1 of the Circular and noted that the figure in respect of NEX was one of the highest in FCT’s portfolio at S\$3,309 and commented that FCT would have to work harder to earn a return on such figure. Mr Mano further referred to the figure in respect of Century Square at S\$2,646, noting that such valuation is relatively low, and asked if AEIs could be undertaken there to improve its valuation instead of acquiring assets with relatively high valuations. Mr Mano further noted that FCT would be buying a fully valued asset and asked if the risks in acquiring further assets and increasing FCT’s gearing would be worth the effort.

- 2.5** In response, the CEO stated that the Manager had spoken about the attributes and the performance of NEX and that importantly, it had also shared how it sees opportunity to further improve the current performance of NEX. The CEO explained that the pro forma accretion presented is based on the current environment, with interest rates at a certain level, and that if interest rates were to move downward, the pro forma accretion would be more significant. The CEO noted that the Manager sees opportunity for further organic growth, that AEIs are a significant area where the Manager can further enhance NEX and the Manager sees benefits that will flow through this investment over time. The CEO stated that this Acquisition is a very good investment with a yield of 4.8% and that the Manager strongly believes that the Acquisition will not only strengthen FCT’s portfolio but also contribute positively to FCT’s bottom line, and that as FCT grows, the Manager would continue to look at improving the quality of FCT’s portfolio and at how to value add and contribute to the bottom line. The CEO further stated that looking at the current position of NEX and where the Manager can see the value that it can create over time, the Manager can harness the incremental contributions down the road, which is why the Manager believes the Acquisition is a good investment for FCT.
- 2.6** Mr Mano noted the AEI being undertaken in respect of Tampines 1 and asked what the plan for certain relatively smaller malls within FCT’s portfolio was in terms of deployment of capital and AEIs.
- 2.7** The CEO explained that AEIs come in various sizes and forms. The CEO stated that the AEI for Tampines 1, on which FCT will spend approximately S\$38 million, is close to completion with expected completion around September 2024. The CEO further stated that the Manager is looking to undertake AEIs for other malls within FCT’s portfolio and that further details will be shared when the Manager obtains the requisite approvals. The CEO noted that the Manager continuously looks at opportunities to enhance FCT’s portfolio and that some smaller AEIs are done without much fanfare. He cited examples of such AEIs undertaken at (i) Waterway Point, where the Manager took back the mini-anchor space, sub-divided it and brought in a cluster of specialty tenants and increased the revenue and extended the trade mix as a result of this, and (ii) Century Square, where the Manager replaced two anchor tenants and brought in FairPrice Finest to take over the supermarket space and Cathay Cineplexes to take over from the previous cinema operator. The CEO further noted that the Manager is currently looking at reconfiguring trade mixes as part of enhancement plans. The CEO stated that the Manager is looking at other assets within FCT’s portfolio and not only focusing on dominant malls, but that information-sharing in respect of smaller AEIs may not be as extensive as that for larger AEIs.

For example, the CEO shared that in respect of Tiong Bahru Plaza, the Manager has right-sized the food court into a more productive space and that the Manager had taken back some space and introduced Don Don Donki because shoppers had asked for such retailers. The CEO also shared that the Manager sees further opportunities for AEIs to be undertaken at Tiong Bahru Plaza. The CEO noted that the Manager has plans for most of FCT's assets, but that the sizes and scales of such AEIs vary. The CEO reiterated that the Manager sees opportunity for FCT to continue to grow organically and to add value through AEIs.

2.8 Mr Vincent Tan ("**Mr Tan**") stated that he had two questions. Firstly, Mr Tan noted that the DPU accretion in respect of the proposed Acquisition on a pro forma basis is 0.4% and that there appears to be a potential for growth. Mr Tan further noted that for the financial year ended 30 September 2023 ("**FY2023**"), the average effective occupancy cost for FCT's Retail Portfolio¹, excluding NEX, Changi City Point and Tampines 1 (which is currently undergoing AEI) was 15.7% and that with the inclusion of NEX, FCT's Retail Portfolio's FY2023 effective occupancy cost (excluding Changi City Point and Tampines 1) is expected to lower to 15.5% on a pro forma basis and that this shows that it is under-rented. Mr Tan also noted that the Manager has suggested the possibility of AEIs and asked for further details regarding the potential for growth, so that Unitholders may better understand what the Manager can do to enhance growth. Secondly, Mr Tan noted his understanding that majority of the remaining 50.0% effective interest in NEX is held by a fund. Mr Tan further noted the potential opportunity to achieve tax transparency for NEX through the conversion of the entity status to a limited liability partnership structure (the "**Potential LLP Conversion**") and that the Manager would need to work with such partner. He asked what the limitations are given that the other shareholder is a fund and whether problems in the conversion to a limited liability partnership structure could arise. Mr Tan further asked whether FCT would have the independence to undertake the AEIs and achieve the growth that the Manager is targeting for.

2.9 The CEO stated that from the perspective of organic growth, in terms of gross revenue, which comprises gross rent, sales turnover, atrium rental, carpark income and other income, per square foot ("**sq ft**") of net lettable area ("**NLA**") in respect of NEX, there is an 8.7% gap between NEX and what the Manager can achieve in FCT's comparable malls². The CEO further stated that there is potential for the Manager to explore ways to improve the contribution to revenue. The CEO also noted that NEX has a higher proportion of anchor and mini-anchor spaces, at 53% of the NLA in NEX compared to 41% of NLA in FCT's comparable malls. The CEO explained that the rent in respect of anchor and mini-anchor spaces are typically lower and that if the Manager could right-size some of such spaces, which the Manager has already been working on, it can improve the rental income as rental rates for specialty tenants are typically higher than that for anchor tenants. Addressing Mr Tan's point on occupancy cost, the CEO noted that NEX has a good level of occupancy cost. The CEO noted that in FY2023 the rental reversion for FCT's retail portfolio was 4.7%³ on an average-to-average basis, and the Manager believes that it is on track to achieve better rental reversions, as it has a healthy effective occupancy cost.

¹ "**Retail Portfolio**" refers to 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.

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

³ Excludes Tampines 1 which is currently undergoing AEI.

- 2.10** Mr Tan asked what the occupancy cost rate was for NEX.
- 2.11** The CEO responded that while such information was not public, it is lower than the effective occupancy cost of 15.7% for FCT's Retail Portfolio in FY2023 (excluding Changi City Point, Tampines 1 (which is currently undergoing AEI) and NEX). The CEO elaborated that this indicates that NEX is delivering good performance and in addition, there are further growth opportunities which the Manager can harness from NEX. The CEO further elaborated on the opportunity for AEI, where up to 60,000 sq ft of GFA could potentially be re-deployed, including at prime locations in the mall that can provide better rental income. The CEO stated that the AEI could also potentially increase the capital value of the mall.
- 2.12** Mr Tan further asked if FCT is free to do what it wishes in respect of NEX.
- 2.13** The CEO explained that the Manager engages shareholders of GRPL at two levels: first, through an executive committee, where the Manager has representatives on the executive committee which works on operational matters; and second, through the board of GRPL, on which the Manager is also represented, to discuss matters such as budgeting and AEIs. The CEO shared that so far, the shareholders have been working closely together, and have agreed on certain elements in respect of AEIs. This has enabled GRPL to proceed with engaging the consultants and regulators for potential AEIs. The CEO noted that it is important that the AEI project adds value to all shareholders. The CEO noted that the capital expenditure for the AEI is estimated to be around S\$80.0 million to S\$100.0 million and could be funded by debt financing at GRPL level, and the shareholders may not need to contribute funding.
- 2.14** Mr Tan asked if FCT is free to do what it wishes particularly in respect of property management and asset management.
- 2.15** The CEO responded that the property management function is performed by GRPL's internal team. The CEO added that the asset management function is performed by the asset manager, PGIM Real Estate, whom the Manager works closely with. The CEO also explained that as the Manager is represented on both the executive committee and the board, it has influence on major decision-making processes. Addressing Mr Tan's question in respect of the Potential LLP Conversion, the CEO explained that this requires consensus from all shareholders of GRPL, as well as the building of relationship and understanding between the shareholders over time. The CEO also noted that all shareholders in GRPL have a right of first refusal ("**ROFR**") on the interests of a shareholder who decides to exit. Should FCT have the opportunity to eventually fully own GRPL in the future, then there is a possibility to change the structure to one that fits FCT's objectives.
- 2.16** The Chairman suggested that, in the interest of time, only two more questions will be addressed before proceeding with the voting on the Resolution.
- 2.17** Mr Ting Kian Wei (Ding Jianwei) ("**Mr Ting**") enquired on the impact of increasing carbon tax on FCT and NEX, and the Manager's strategy on this going forward. Mr Ting stated that some of the newer retail spaces or commercial spaces, such as Paya Lebar Square, have good utility utilisation, so they have sustainability-linked loans. Mr Ting asked if this is an area that the Manager is focusing on to secure sustainability-linked loans and if FCT pays any direct carbon tax or if it is an indirect exposure.

- 2.18** The CEO responded that currently, FCT's carbon tax is indirect because it is embedded in the procurement cost of the utilities and electricity. The CEO shared that the Manager is working on various initiatives on reducing carbon emission, and has a target to achieve net-zero carbon by 2050, with certain interim targets. The CEO gave an example of FCT's partnership with the SP Group on distributed district cooling (the "DDC") in the Eastern region of Singapore, together with several other property owners. Two of FCT's malls, Century Square and Tampines 1, serve as injection nodes of chilled water to be shared in the DDC network, and this helps to reduce overall energy consumption and carbon emission. The CEO also stated that the Manager will be embarking on the installation of solar panels across FCT's portfolio to provide renewable energy for its malls. The CEO noted that the Manager will look at further ways in which the Manager can also mitigate cost increases and to take into account sustainability considerations. The CEO stated that this is an ongoing process and that further details will be shared when available. Addressing Mr Ting's point in respect of sustainability-linked loans, the CEO said the Manager targets to have green loans comprising the majority of FCT's borrowings.
- 2.19** The Chairman added that sustainability is very high on FCT's agenda and the Manager is actively working on it.
- 2.20** Mr Ang Swee Ngee ("**Mr Ang**") noted that FCT's interest coverage ratio ("**ICR**") for FY2023 was the lowest since 2018⁴. Mr Ang asked if the Acquisition would further lower the ICR and if it will be a risk for FCT going forward, given that interest rates may remain elevated. Mr Ang also commented that NEX is very crowded and quite uncomfortable.
- 2.21** The CEO noted that shopper traffic flow at NEX is very strong and shared that as part of its AElS, the Manager is not only looking to enhance and create more value, but also looking at improving, for example, traffic circulation. The CEO further shared that as part of the AElS, the Manager would be looking into how to improve vertical transportation, such as installing more escalators, to help people move from level to level. Addressing Mr Ang's question in respect of the ICR of FCT, the CEO noted the guideline of the Monetary Authority of Singapore ("**MAS**") of 2.5 times and that there is a buffer in the ICR of FCT when compared to that under the MAS guideline⁴.
- 2.22** 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.
- 2.23** The result of the poll on the Resolution was as follows:

⁴ The Manager wishes to clarify that as set out in FCT's Annual Report for FY2023, FCT's ICR for FY2023 was 3.47 times. FCT's Annual Report for FY2023 may be accessed at FCT's website at the URL www.frasersproperty.com/reits/fct and the Singapore Exchange Securities Trading Limited website at the URL www.sgx.com/securities/company-announcements.

For		Against	
No. of Units	%	No. of Units	%
506,624,518	99.97	174,762	0.03

2.24 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 11.05 a.m..

CONFIRMED BY,

MS KOH CHOON FAH

CHAIRMAN OF MEETING